

Groupe Acrotec

Develier, Switzerland, 20 September 2021

Ad-hoc announcement pursuant to Art. 53 LR

Groupe Acrotec SA ("Acrotec" or the "Company") announces invitation to holders of certain of its outstanding bonds to tender any-and-all for cash

Today, Acrotec announced an invitation to holders of its outstanding CHF 70,000,000 3.75% bonds due 14 June 2023 (the "2023 Bonds") and CHF 75,000,000 3.5% bonds due 16 October 2025 (the "2025 Bonds") (together the "Acrotec Bonds", and the holders thereof the "Bondholder(s)") to tender any-and-all their Acrotec Bonds for cash (the "Tender Offers"), subject to the terms and conditions outlined in the information memorandum dated 20 September 2021 (the "Information Memorandum").

The Tender Offers will expire at noon (CEST) on 8 October 2021 unless previously terminated or extended, and are expected to settle on 22 October 2021.

Bondholders who tender their Acrotec Bonds will be paid a consideration that includes accrued interest from the last interest payment date up to the settlement date and a purchase price. The table below shows the relevant tender offer consideration payable for each of the Acrotec Bonds.

Series of Acrotec Bonds	Swiss Security Number	Purchase Price (A)	Accrued Interest ¹ (B)	Total Consideration (A + B)
2023 Bonds	36.720.672	CHF 5,175.00	CHF 66.65	CHF 5,241.65
		103.500%	1.333%	104.833%
2025 Bonds	49.840.056	CHF 5,237.50	CHF 2.90	CHF 5,240.40
		104.750%	0.058%	104.808%

1. Subject to withholding tax. Assumes settlement date of 22 October 2021. CHF nominal rounded to two decimal places. Percentages shown are rounded to three decimal places for purposes of illustration

The Tender Offers are being made as part of the Company's ongoing pro-active balance sheet management. Acrotec Bonds purchased by the Company pursuant to the Tender Offers will be cancelled and will not be re-issued or re-sold.

The terms and conditions of each of the Acrotec Bonds allow the Company to redeem the Acrotec Bonds early (in whole but not in part), at par plus any accrued interest, on the date determined by the Company for early redemption, if 85% or more of the principal amount issued has been redeemed or purchased and cancelled. It is the current intention of the Company to make use of the clean-up call, in accordance with the Acrotec Bonds' terms and conditions, if the 85% threshold is reached or exceeded after the settlement of the relevant Tender Offers.

If the 85% threshold is not reached, the Company may – in its sole discretion – continue to make purchases of outstanding Acrotec Bonds on the open market or otherwise. The Company however has no obligation to use the clean-up call or to make any purchase of the Acrotec Bonds after the settlement of the Tender Offers, and the Company's intentions are subject to change at any time and for any reason. No assurance can be given that the 85% threshold described above will or will not be met in respect of any of the Acrotec Bonds.

As of the date hereof, 57.6% of the aggregate principal amount originally issued in respect of the 2023 Bonds and 71.6% of the aggregate principal amount originally issued in respect of the 2025 Bonds has been purchased and cancelled.

Further purchases of CHF 19.2 million in nominal amount in respect of the 2023 Bonds, and CHF 10.1 million in nominal amount in respect of the 2025 Bonds would allow the Company to reach the required threshold to enable it to enact the clean-up call.

Capitalised terms not otherwise defined in this announcement have the same meaning as assigned to them in the Information Memorandum. Copies of the Information Memorandum are (subject to distribution restrictions) available as set out below.

The complete terms and conditions of the Tender Offers are set out in the Information Memorandum which can be obtained (subject to distribution restrictions) from your depository bank or the Tender Agent via email at swiss-prospectus@ubs.com.

Questions in connection with the Tender Offers may be directed to the Tender Agent via email at sh-op8e-ce-gc@ubs.com or the sole Dealer Manager, UBS Investment Bank via email at ol-liabilitymanagement-eu@ubs.com.

Further Information

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IMPORTANT INFORMATION

The Tender Offers described in this press release will not be made, directly or indirectly, in any country or jurisdiction, in which such Tender Offers would be illegal or would otherwise violate any applicable law or ordinance, or which would require the Company to change the terms or conditions of the Tender Offers in any way, to submit any additional filing to, or to perform any additional action in relation to, any governmental, regulatory or legal authority. It is not intended to extend the Tender Offers to any such country or jurisdiction. Documents relating to the Tender Offers must not be distributed in or sent to any such countries or jurisdictions. Any such documents must not be used for the purpose of soliciting the sale or purchase of securities of the Company by any person or entity resident or incorporated in any such country or jurisdiction.

United States

The Tender Offers are not being made, and will not be made, directly or indirectly, in or into, or by use of the mail of, or by any means or instrumentality of interstate commerce of or of any facilities of a national securities exchange of, the United States or to or for the account or benefit of, U.S. persons as defined in Regulation S of the Securities Act (each a "U.S. person"). This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone and the internet and other forms of electronic communication. The Acrotec Bonds may not be tendered for purchase pursuant to the Tender Offers by any such use, means, instrumentality or facility from or within the United States or by any persons located or resident in the United States as defined in Regulation S of the U.S. Securities Act of 1933, as amended (the "Securities Act") or to U.S. persons. Accordingly, copies of the Information Memorandum and any other documents or materials relating to the Tender Offers are not being, and must not be, directly or indirectly, mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to persons located or resident in the United States or to U.S. persons. Any purported offers to tender Acrotec Bonds pursuant to the Tender Offers resulting, directly or indirectly, from a violation of these restrictions will be invalid, and any purported tender of Acrotec Bonds made by a U.S. person, a person located or resident in the United States or from within the United States or from any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States or any U.S. person will not be accepted.

This press release is not an offer of securities for sale in the United States or to U.S. persons. Securities may not be offered or sold in the United States absent registration or an exemption from, or in a transaction not subject to, the registration requirements under the Securities Act. The Tender Offers have not been, and will not be, registered under the Securities Act, or the securities laws of any state or jurisdiction of the United States. The purpose of this press release is limited to the Tender Offers and this press release may not be sent or given to any person other than a non-U.S. person in an offshore transaction in accordance with Regulation S under the Securities Act.

Each Bondholder participating in these Tender Offers will represent to the Company, the Dealer Manager and the Tender Agent that it is not located in the United States and is not a U.S. person and is not giving an order to participate in any of the Tender Offers from within the United States or on behalf of a U.S. person.

United Kingdom

The communication of this press release and any other documents or materials relating to the Tender Offers is not being made and such documents and/or materials have not been approved by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000. Accordingly, such documents and/or materials are not being distributed to, are not directed at and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to persons within the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order")) or within Article 43(2) of the Order, or to other persons to whom it may lawfully be communicated (together "relevant persons"). The investment activity to which this document relates will only be engaged in with relevant persons and persons who are not relevant persons should not rely on it.

European Economic Area

This press release is not an offer of securities for sale in the European Economic Area. Securities may not be offered or sold in the European Economic Area other than as permissible under the Prospectus Regulation. The Acrotec Bonds have not been registered at a regulated market in the European Economic Area.