



Pre-announcement of the public tender offer by

Tamedia Ltd, Zurich, Switzerland

(or by one of its directly or indirectly controlled subsidiary companies, in which case Tamedia Ltd will guarantee their obligations to the extent required)

for all publicly held registered shares with a nominal value of CHF 1.25 each of

Goldbach Group AG, Küsnacht, Switzerland

Subject to and in accordance with the terms set forth below, **Tamedia Ltd**, a company limited by shares governed by Swiss law with registered office in Zurich ("**Tamedia**") intends to launch a public tender offer (the "**Offer**") on or around February 2, 2018 pursuant to Articles 125 et seq of the Swiss Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading ("**FINFRAG**") in respect of all publicly held registered shares in **Goldbach Group AG**, Küsnacht, Switzerland ("**Goldbach**" or the "**Company**"), with a nominal value of CHF 1.25 each (each individually, a "**Goldbach Share**"), either directly or through a directly or indirectly controlled subsidiary company designated by it (Tamedia or this subsidiary company hereafter, the "**Offeror**"). The Goldbach Shares are listed on the SIX Swiss Exchange ("**SIX**") (ISIN CH0004870942).

On December 21, 2017, Tamedia concluded a transaction agreement with the Company (the "**Transaction Agreement**"). Under the terms of the Transaction Agreement, the Board of Directors of the Company decided *inter alia* whether to recommend to the shareholders of the Company that they accept the Offer.

A. Terms of the Offer

The following main terms are envisaged for the Offer:

1. Subject matter of the Offer

Except as specified otherwise below, and subject to the Offer Restrictions set forth in Section B, the Offer will cover all publicly traded Goldbach Shares.

The Offer will not cover either Goldbach Shares that are held by Tamedia or any subsidiary controlled directly or indirectly by it (each direct or indirect subsidiary of Tamedia or of

Goldbach is a "**Subsidiary**", including the Offeror, in the event that the Offer is made by a directly or indirectly controlled subsidiary of Tamedia), or Goldbach Shares that are held by the Company or one of its Subsidiaries.

The main objects of the Offer pursuant to Article 36(2)(b) of the Swiss Takeovers Ordinance [UEV] are: the equity interests of the Company in Goldbach Media (Switzerland) AG, Goldbach Audience (Switzerland) AG and swiss radioworld AG along with the shareholders' agreements concluded with third parties in relation to these companies, in addition to the marketing contracts concluded between the Company or its Subsidiaries and the media group RTL and the ProSiebenSat.1 Group. The consummation of the sale of 24.95% in Goldbach Audience (Switzerland) AG will not be subject to the restrictions resulting from the designation as the main object of the Offer.

2. Offer Price

The Offer Price amounts to CHF 35.50 net in cash for each Goldbach Share (the "**Offer Price**").

The Offer Price will be reduced by the gross amount of any dilutive effect pertaining to the Goldbach Shares caused by the Company or any of its Subsidiaries prior to consummation of the public Offer ("**Settlement**"). Dilutive effects will include *inter alia* open or covert distributions by the Company (e.g. dividend payments, distributions as a result of a capital reduction, etc.), capital increases at an issue price that is lower than the Offer Price, spin-offs and demergers, the sale of Goldbach Shares by the Company or its Subsidiaries below the Offer Price or the issue of option and/or conversion rights or other financial instruments relating to the Goldbach Shares below the market value (which will be calculated with reference to the Offer Price). Dilutive effects as described above do not include capital increases in relation to the 2010 Option Program and the 2015-2017 Long-Term Incentive Plan, which will not result in any adjustment of the Offer Price.

The Offer Price implies a premium of 3.7% to the volume-weighted average exchange closing price of the Goldbach Shares on the SIX over the last sixty (60) trading days prior to publication of this pre-announcement (which amounts to CHF 34.22). The Offer Price implies a premium of -0.7% to the closing price of the Goldbach Shares on the SIX on December 21, 2017 (which amounted to CHF 35.75 on the last trading day prior to this pre-announcement).

3. Offer Period and Grace Period

The offer prospectus is expected to be published on or around February 2, 2018. Following the expiry of the cooling-off period of ten (10) trading days, the Offer Period is expected to last for twenty (20) trading days, i.e. the Offer Period is expected to last from February 15, 2018 until March 15, 2018, 16:00 CET (the "**Offer Period**"). If the Offer is successful, after the expiry of the

Offer Period (duly extended as the case may be), a Grace Period of ten (10) trading days will be set for late acceptance of the Offer (the "**Grace Period**"). The Grace Period is expected to last from March 22 until April 6, 16:00 CET.

4. Terms of the Offer

The Offer is expected to be subject to the following terms:

- (a) Minimum acceptance level: Upon expiry of the Offer Period (duly extended as the case may be), the Offeror has received valid and irrevocable declarations of acceptance for Goldbach Shares which, upon expiry of the Offer Period (duly extended as the case may be), when combined with the Goldbach Shares held by Tamedia and its Subsidiaries (but not including the Goldbach Shares held by the Company or its Subsidiaries) account for at least 50.01% of all issued Goldbach Shares upon expiry of the Offer Period (duly extended as the case may be).

- (b) Approval under competition law and other approvals: All waiting periods applicable to the takeover of the Company by the Offeror have expired, or have been terminated and all competent competition or other authorities, including as the case may be courts, have approved and/or declined to prohibit the Offer, its Settlement and the takeover of the Company by the Offeror or have not raised any objections against the takeover and have not imposed any undertakings or conditions on the Offer and/or the Company or its relevant direct or indirect Subsidiaries that, in the view of an independent and internationally recognised auditor company or investment bank designated by Tamedia (the "Independent Expert"), would be capable of causing any of the following consequences for the Company or Tamedia including their respective direct or indirect Subsidiaries:
 - (i) a reduction of annual consolidated EBIT by an amount of CHF 3 million (which, according to the 2016 annual report of the Company, corresponds to 10% of Company EBIT in financial year 2016) or more; or
 - (ii) a reduction of annual consolidated revenue by an amount of CHF 50 million (which, according to the 2016 annual report of the Company, corresponds to 10% of the consolidated revenue of the Company in financial year 2016) or more; or
 - (iii) a reduction of consolidated equity by an amount of CHF 4 million (which, according to the 2016 annual report of the Company, corresponds to 10% of consolidated Company equity) or more.

- (c) No Material Adverse Effect: Between the publication of the pre-announcement and expiry of the Offer Period (duly extended as the case may be), no circumstances have arisen and no events have occurred, and no circumstances or events have been reported by the Company and no circumstances or events have otherwise come to the attention of the Offeror that, considered individually or in conjunction with other requirements, obligations or circumstances or events, in the view of an independent and internationally recognised auditor company or investment bank designated by the Offeror (the "Independent Expert"), would reasonably be capable of causing any of the following consequences for the Company including its direct or indirect Subsidiaries:
- (i) a reduction of annual group EBIT by an amount of CHF 3 million (which, according to the 2016 annual report of the Company, corresponds to 10% of Company EBIT in financial year 2016) or more; or
 - (ii) a reduction of annual consolidated revenue by an amount of CHF 50 million (which, according to the 2016 annual report of the Company, corresponds to 10% of the consolidated revenue of the Company in financial year 2016) or more; or
 - (iii) a reduction of consolidated equity by an amount of CHF 4 million (which, according to the 2016 annual report of the Company, corresponds to 10% of Company equity) or more
- (d) Resignation and election of the members of the Board of Directors of the Company: (i) All current members of the Board of Directors of the Company will – at the latest upon Settlement – have resigned from the Boards of Directors of the Company and its Subsidiaries, and (ii) an extraordinary general meeting of the Company called in due form has elected to the Board of Directors of the Company the persons designated by Tamedia or the Offeror with effect from Settlement as members of the Board of Directors representing Tamedia (and no other persons have been elected as members of the Board of Directors of the Company).
- (e) Registration in the share register of the Company: The Board of Directors of the Company has decided to register the Offeror and/or any other company controlled by and designated by Tamedia in the share register of the Company as the shareholder(s) with voting rights of the Goldbach Shares acquired previously or hereafter by Tamedia and/or its Subsidiaries (with regard to the Goldbach Shares acquired within the context of the Offer, provided that all other terms of the Offer have been satisfied or waived with), and the Offeror and/or any other company controlled by and designated by

Tamedia in the share register of the Company as the shareholder (s) are registered with voting rights for each Goldbach Share held by them.

- (f) No adverse resolutions of the general meeting of the Company: Since the pre-announcement, the general meeting of the Company:
- (i) has not resolved upon or approved any dividends or other distribution, any capital reduction or any purchase, spin-off, transfer of assets or any other disposal of assets with a value of or at a price totalling more than CHF 3 million (which, according to the annual report for the period ending 31 December 2016, corresponds to 10% of consolidated EBIT);
 - (ii) has not resolved upon or approved any merger, demerger or ordinary, approved or contingent capital increase of the Company; and
 - (iii) has not introduced into the articles of association of the Company any additional transfer restrictions (*Vinkulierung*) or voting right restrictions (*Stimmrechtsbeschränkungen*).
- (g) No disposal of the equity interest in Goldbach Media (Switzerland) AG and/or Goldbach Audience (Switzerland) AG and/or swiss radioworld AG: Since the pre-announcement, the Company has not disposed of all or part of its equity interest in Goldbach Media AG and/or Goldbach Audience AG and/or swiss radioworld AG and the shareholders' agreements concluded with third parties in relation to these companies along with the marketing contracts concluded between the Company or its Subsidiaries and the media group RTL and the ProSiebenSat.1 Group have not been revoked or amended. This restriction will not apply to the consummation of the disposal of 24.95% of Goldbach Audience (Switzerland) AG which has already been agreed.
- (h) No prohibition: No judgment, decision, order or any other governmental measure has been issued that prevents, prohibits or invalidates the Offer or its Settlement.

The Offeror reserves the right to waive the conditions set forth above in full or in part.

Conditions (a) and (c) will apply until the end of the Offer Period (duly extended as the case may be).

Conditions (b), (d), (e), (f), (g) and (h) will apply until Settlement, although conditions (d), (e) and (f) will apply until no later than the date on which the competent corporate body of the Company adopts the required resolution prior to Settlement, in the event that this resolution is

adopted earlier, and condition (g) will apply until no later than the transfer of control to the Offeror.

In the event that any of conditions (a), (c), (f), (g) or (h) is not satisfied prior to the end of the Offer Period (duly extended as the case may be) and satisfaction of that condition has not been waived, the Offeror reserves the right to cancel the Offer.

In the event that any of conditions (d), (e), (f), (g) and (h) is not satisfied prior to Settlement and the satisfaction of that condition has not been waived, the Offeror will be entitled to cancel the Offer or to defer Settlement by up to four (4) months after expiry of the Grace Period ("**Deferral**"). In the event that condition (b) is not satisfied or waived with by the Settlement date, the Offeror shall be obligated to defer Settlement by up to four (4) months beyond the expiry of the Grace Period. For the duration of the Deferral, the Offer will remain subject to conditions (b), (d), (e), (f), (g) and (h).

B. Offer Restrictions

General

The Offer is not and will not be made directly or indirectly in any country or legal system in which the Offer would be unlawful or in which it would otherwise breach applicable law or in which Tamedia or the Offeror or any of their relevant Subsidiaries would be obliged to make any change or alteration to the terms and conditions of the Offer, to make any additional application to governmental or regulatory authorities or to carry out any additional acts in relation to the Offer. It is not intended to extend the Offer to any such country or jurisdiction. Documents relating to the Offer may not be distributed in or sent to such countries or legal systems and may not be used by any person in such countries or legal systems for the purpose of soliciting purchases of participation rights in the Company.

Notice to investors from the United States of America

The Offer is 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 or foreign commerce of, or of any facilities of a national securities exchange of, the United States. This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone and the internet. The Goldbach Shares may not be tendered in the Offer by any such use, means, instrumentality or facility from or within the United States or by persons located in or resident in the United States or by US persons as defined in regulation S of the United States Securities Act of 1933, as amended (each a "**US Person**"). Accordingly, copies of this announcement and any other documents or materials relating to the Offer 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 any persons located or resident in the

United States or to US persons. Any purported tender of Goldbach Shares in the Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Goldbach Shares made by a person located or resident in the United States or by a US person, or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States or for a US person will be invalid and will not be accepted.

Each holder of Goldbach Shares participating in the Offer will represent that it is not a US person and it is not located or resident in the United States and is not participating in the Offer from the United States or it is acting on a non-discretionary basis for a principal located outside the United States that is not giving an order to participate in such Offer from the United States and is not a US person.

As used herein, the "United States" or the "US" means the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia.

United Kingdom

This communication is for information purposes only and is not intended to and does not constitute, or form part of, any offer to sell or subscribe for, or any invitation to purchase or subscribe for any securities, or the solicitation of any vote or approval in any jurisdiction pursuant to the Offer or otherwise. The Offer will be made solely pursuant to the terms of the offer document, which will contain the full terms and conditions of the Offer, including details of how to vote in respect of the Offer. Any decision in respect of, or other response to, the Offer should be made only on the basis of the information contained in the offer document.

This communication does not constitute a prospectus or prospectus equivalent document.

This communication contains certain forward-looking statements with respect to the financial condition, results of operations and business of the Company and certain plans and objectives of the Offeror with respect thereto. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements often use words such as "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe", "hope", "aims", "continue", "will", "may", "should", "would", "could", or other words of similar meaning. These statements are based on assumptions and assessments made by the Company, and/or the Offeror in light of their experience and their perception of historical trends, current conditions, future developments and other factors they believe appropriate. By their nature, forward-looking statements involve risk and uncertainty, because they relate to events and depend on circumstances that will occur in the future and the factors described in the context of such forward-looking statements in this communication could cause actual results and developments to differ materially from those expressed in or implied by such forward-looking statements. No assurance can be given that such expectations will prove to

have been correct and you are therefore cautioned not to place undue reliance on these forward-looking statements which speak only as at the date of this communication. Neither the Company nor the Offeror, nor any of their respective affiliates, members, directors, officers or employees or any persons acting on their behalf, assumes any obligation to update or correct the information contained in this communication (whether as a result of new information, future events or otherwise), except as required by applicable law.

There are several factors which could cause actual results to differ materially from those expressed or implied in forward-looking statements. Among the factors that could cause actual results to differ materially from those described in the forward-looking statements are changes in the global, political, economic, business, competitive, market and regulatory forces, future exchange and interest rates, changes in tax rates and future business combinations or dispositions.

Neither the Company, the Offeror, nor their respective affiliates, members, directors, officers or employees, advisers or any person acting on their behalf, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this communication will actually occur. No forward-looking or other statements have been reviewed by the auditors of the Company or the Offeror. All subsequent oral or written forward-looking statements attributable to the Company or the Offeror, or any of their respective affiliates, members, directors, officers, advisers or employees or any person acting on their behalf are expressly qualified in their entirety by the cautionary statement above.

No statement in this communication is intended, or is to be construed, as a profit forecast or estimate for any period and no statement in this communication should be interpreted to mean that earnings or earnings per share for the Company or the Offeror for current or future financial years, or for the enlarged group, would necessarily match or exceed the historical published earnings per share for the Company or the Offeror.

Australia, Canada and Japan

Neither this announcement nor the information it contains is for publication, distribution or release, in whole or in part, directly or indirectly into Australia (other than to persons in Australia to whom an offer may be made without a disclosure document in accordance with Chapter 6D of the Corporations Act 2001 (CTH) of Australia), Canada or Japan, to any persons in any of those jurisdictions or any other jurisdiction where to do so might constitute a violation of the relevant laws or regulations of such jurisdiction. Any failure to comply with these restrictions may constitute a violation of Australian, Canadian, Japanese or other applicable securities laws. The Offer, the distribution of this announcement and information in connection with the Offer and transactions relating to the shares in Goldbach or the Goldbach Shares may

be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to in this announcement or related to the Offer comes should inform themselves about, and observe, any such restrictions. More particularly:

- (a) this announcement does not contain or constitute; and
- (b) the Offer does and will not itself constitute

an offer or a solicitation of an offer to acquire, subscribe for or sell any shares in Goldbach or Goldbach Shares to any person in Australia, Canada or Japan or in any jurisdiction to whom or in which such offer or solicitation is unlawful.

C. Further information

It is expected that further information relating to the Offer will be published electronically through the same media on or around February 2, 2018.

D. Identification

	Swiss Security Number	ISIN	Ticker symbol
Registered shares in Goldbach Group AG with a nominal value of CHF 1.25 each	487094	CH0004870942	GBMN

Zurich, December 22, 2017

Tamedia Ltd