



## Definitive Notice of the End Result

of the public tender offer by

**Vencora UK Limited, Halifax, England, United Kingdom**

for all publicly held registered shares with a nominal value of CHF 8 each of

**Crealogix Holding AG, Zurich, Switzerland**

On December 1, 2023, Vencora UK Limited, Halifax, England, United Kingdom (the **Offeror**) published the offer prospectus (the **Offer Prospectus**) for its public tender offer according to articles 125 et seqq. FMIA (the **Offer**) for all publicly held registered shares of Crealogix Holding AG, Zurich, Switzerland (**Crealogix**) with a nominal value of CHF 8 each (the **Crealogix Shares** and each a **Crealogix Share**). The offer price for each Crealogix Share amounts to CHF 60 net in cash, less the gross amount of any dilutive effects in respect of the Crealogix Shares prior to the Settlement (as further described in the Offer Prospectus).

Capitalized terms used and not otherwise defined herein have the meaning ascribed to them in the Offer Prospectus.

### End Result

662,422 Crealogix Shares have been tendered into the Offer until the end of the Additional Acceptance Period on February 7, 2024, 4:00 p.m. CET, corresponding to 76.00% of all Crealogix Shares to which the Offer relates as of the end of the Additional Acceptance Period (*success rate*). Including the 725,746 Crealogix Shares acquired by the Offeror under the SPA with the Selling Shareholders (which has not been consummated in the period until the end of the Additional Acceptance Period) and the 3,454 Crealogix Shares held by Crealogix or any of its Subsidiaries, the participation of the Offeror, the other members of the CSI Group and such other persons acting in concert with the Offeror as at the end of the Additional Acceptance Period is 1,391,622 Crealogix Shares in aggregate, corresponding to 99.07% of the issued share capital and voting rights of Crealogix as at the end of the Additional Acceptance Period (*participation rate*).

The following overview summarizes the end result:

	Number of Crealogix Shares	In % of the share capital/ voting rights (participation rate)	In % of Crealogix Shares to which the Offer relates (success rate)
Crealogix Shares tendered into the Offer	662,422	47.16%	76.00%
Crealogix Shares held or acquired by the Offeror and persons acting in concert with the Offeror as at the end of the Additional Acceptance Period*	729,200	51.91%	
End result	1,391,622	99.07%	

\* Consisting of Crealogix Shares held or acquired by the Offeror or any other member of the CSI Group or by Crealogix or any of its Subsidiaries (to which the Offer did not relate), including Crealogix Shares acquired under the SPA, but not including Crealogix Shares that may be held by the Selling Shareholders that are not subject to the SPA (to which the Offer related).

### **Satisfaction of Offer Conditions**

As of February 12, 2024, the Offer Conditions pursuant to section B.7(1)(a) (*Minimum Acceptance Rate*), section B.7(1)(b) (*Merger Clearances, Foreign Direct Investment and Other Approvals*), section B.7(1)(c) (*Registration in the Share Register of the Company*), section B.7(1)(d) (*Resignation and Election of Members of the Board of Directors/Mandate Agreements*) and section B.7(1)(f) (*No Material Adverse Effect*) of the Offer Prospectus were satisfied. Crealogix held an extraordinary shareholders' meeting on January 31, 2024, therefore the Offer Condition pursuant to section B.7(1)(g) (*No Adverse Resolutions by the Shareholders' Meeting of Crealogix*) is deemed to have expired pursuant to the TOB decision 856/01 dated November 15, 2023 and is therefore deemed to be satisfied.

The other Offer Conditions under section B.7(1) of the Offer Prospectus (the **Remaining Offer Conditions**) remain in effect, in accordance with the terms of the Offer Prospectus, including as set forth in section B.7(3) (*Period With Respect to Which the Offer Conditions are in Effect*) of the Offer Prospectus.

### **Settlement**

The Offer and the Settlement are and remain subject to the satisfaction, or waiver by the Offeror, of the Remaining Offer Conditions.

The Settlement is expected to occur on February 21, 2024, subject to the satisfaction, or waiver, of the Remaining Offer Conditions. The Offeror reserves the right to declare a Postponement of the Settlement or to declare the Offer unsuccessful, all in accordance with section B.7(3) (*Period With Respect to Which the Offer Conditions are in Effect*) of the Offer Prospectus, if not all Remaining Offer Conditions have been satisfied, or waived, by February 21, 2024.

### **Squeeze-out and De-listing**

As described in the Offer Prospectus, the Offeror intends to have Crealogix apply with SIX for the de-listing of the Crealogix Shares in accordance with the listing rules of SIX and for an exemption from certain disclosure and publicity obligations under the listing rules of SIX until the date of de-listing of the Crealogix Shares, and, to the extent legally permissible, to request the cancellation of the remaining publicly held Crealogix Shares and may also request the cancellation of the Convertible Bond, or to merge Crealogix with a company directly or indirectly controlled by CSI whereby the remaining public holders of Crealogix Shares will receive compensation, but no shares of the surviving company (*cf.* section E.3 (*Intentions of the Offeror with Respect to the Company*) and section J.6 (*Squeeze-out and De-listing*) of the Offer Prospectus).

### **Offer Restrictions**

The Offer is subject to the offer restrictions as set forth in the Offer Prospectus. The Offer Prospectus may be obtained free of charge in German, French and English from UBS AG (by e-mail to [swiss-prospectus@ubs.com](mailto:swiss-prospectus@ubs.com), by telephone at +41 44 239 47 03 or by mail to UBS AG, Investment Bank, Swiss Prospectus Switzerland, P.O. Box, CH-8098 Zurich, Switzerland). The Offer Prospectus and other information concerning the Offer are also available at <https://docshare-red.vercel.app/>.

Crealogix Holding AG	Swiss Securities number	ISIN	Ticker Symbol
Crealogix Shares <b>not tendered</b> (first trading line)	1.111.570	CH0011115703	CLXN
Crealogix Shares <b>tendered</b> (second trading line)	130.000.308	CH1300003089	CLXNE

February 13, 2024

---

Financial Advisor and Offer Manager:  
**UBS AG**