

Werner Dubach publishes offer prospectus on the public takeover offer for all registered shares in circulation of Datacolor AG



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Media Information

[Media Information \(PDF\)](#)

Ad hoc announcement pursuant to Art. 53 LR

Werner Dubach, citizen of Lucerne, resident in Hergiswil/Canton of Nidwalden, Switzerland, today published the offer prospectus for the public purchase offer (“offer”) to acquire all registered shares in circulation of Datacolor AG (“Datacolor”) for CHF 760.00 net per share, as announced on July 3, 2023. The offer prospectus is available on the Datacolor website under the following link: <https://ir.datacolor.com/en/public-tender-offer/>.

The offer period is expected to begin on August 14, 2023 after the expiry of the waiting period of 10 trading days prescribed by Swiss takeover law and to end on September 15, 2023 at 16:00 CEST.

Once the offer period has expired (and subject to any extensions), and insofar as the offer comes into effect, there will be an additional offer period of 10 trading days for later acceptance of the offer, during which shareholders may tender their Datacolor shares retroactively. The additional offer period is expected to begin on September 22, 2023 and end on October 5, 2023 at 16:00 CEST.

Werner Dubach reserves the right to extend the offer period to 40 trading days or – with the approval of the Swiss Takeover Board – beyond 40 trading days. In the event that the offer period is extended, the additional offer period will be postponed accordingly.

The offer is subject to further standard offer conditions, including regulatory approvals.

A detailed prospective timetable is included in the offer prospectus.

As Werner Dubach, as the offeror and at the same time Chairman of the Board of Datacolor, has a conflict of interest, the Board of Datacolor has formed a Board Committee of independent members and tasked it with reviewing the offer from Werner Dubach. This Board Committee is composed of Dr. Jvo Grundler (Vice-Chairman), Hanno Elbraechter, Thomas Studhalter, and Prof. Dr. Hans Peter Wehrli.

Based on an external valuation report (“Fairness Opinion”) prepared by IFBC AG, Zurich, and on the fact that the offer from Werner Dubach offers the Datacolor shareholders the opportunity to sell their Datacolor shares, which have been virtually illiquid for a long period, at a fair price, without the risk of the sale triggering above-average price fluctuations, on behalf of the Board of Datacolor the Board Committee unanimously recommends that the shareholders accept the offer from Werner Dubach. The Board’s report containing the recommendation and the underlying reasons is included in the offer prospectus.

This media release is for information only and does not constitute an offer to buy or a request to submit an offer to sell Datacolor securities. It is not intended for publication, release or dissemination in a jurisdiction in which it would otherwise be prohibited. Please take note of the following section “Offer Restrictions”.

Rotkreuz, July 27, 2023

For further information

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Agenda

October 27, 2023	Publication Key Figures 2022/23
November 17, 2023	Publication Annual Report 2022/23
December 7, 2023	Annual General Meeting of Shareholders 2022/23

About Datacolor

Datacolor, a global leader in color management solutions, provides software, instruments and services to assure accurate color of materials, products and images. The world's leading brands, manufacturers and creative professionals have used Datacolor's innovative solutions to consistently achieve the right color for over 50 years. The company provides sales, service and support in over 100 countries throughout Europe, the Americas and Asia. Datacolor's customers stem from textile and apparel, paint and coatings, and plastics industries as well as the growing consumer market. For more information visit www.datacolor.com.

Forward-looking statements

This media release contains forward-looking statements. Forward-looking statements comprise information that is not historical in nature or which refers to future events and is therefore subject to risks and uncertainties. It is not possible to provide any guarantee that the transactions described here will be completed or that the final conditions of these transactions will be fulfilled. Werner Dubach and Datacolor are not obliged to publicly update or revise forward-looking statements, either as a result of new information or future events or for other reasons.

Offer Restrictions

General Information

The offer described in this ad-hoc media release will not be made available either directly or indirectly in a country or jurisdiction in which this type of offer would be illegal or in which it would otherwise infringe applicable laws or provisions, or if this country/jurisdiction would require the provider to make any change to the provisions or conditions of the offer, to submit an additional application to or take additional steps in relation to any state, regulatory or other authorities. There are no plans to extend the offer to these countries or jurisdictions. Documents relating to the offer may not be disseminated in or sent to these countries or jurisdictions. These documents may not be used for marketing purposes involving the purchase or sale of equity securities in Datacolor by legal entities or natural persons resident or incorporated in these countries or jurisdictions.

United States of America

The public tender offer described in this communication will not be made directly or indirectly in or by use of the mail of, or by any means or instrumentality of interstate or foreign commerce of, or any

facilities of a national securities exchange of, the United States of America and may only be accepted outside the United States of America. This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. The pre-announcement, the offer prospectus and any other offering materials with respect to the public tender offer described in this communication 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) nor sent in or into the United States of America or to any persons located or resident in the United States of America and may not be used for the purpose of soliciting the sale or purchase of any securities of Datacolor from anyone in the United States of America. Werner Dubach is not soliciting the tender of securities of Datacolor by any holder of such securities located or resident in the United States of America. Securities of Datacolor will not be accepted from holders of such securities located or resident in the United States of America. Any purported acceptance of the offer that Werner Dubach or its agents believe has been made in or from the United States of America will be invalidated. Werner Dubach reserves the absolute right to reject any and all acceptances determined by him not to be in the proper form or the acceptance of which may be unlawful. "United States of America" means the United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States of America and the District of Columbia.

United Kingdom

This communication is directed only at persons in the U.K. who (i) are permitted participants, as defined under "European Economic Area" below, (ii) have professional experience in matters relating to investments and who fall within the definition of "investment professionals" in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order"), (iii) are persons falling within article 49(2)(a) to (d) ("high net worth companies, unincorporated associations, etc.") of the Order or (iv) to whom it may otherwise lawfully be communicated (all such persons together being referred to as "relevant persons"). This communication must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this communication relates is available only to relevant persons and will be engaged in only with relevant persons.

Australia, Canada, Japan

The public tender offer described in this communication is not addressed to shareholders of Datacolor whose place of residence, seat or habitual abode is in Australia, Canada or Japan, and such shareholders may not accept the offer.

Reference is made to the pre-announcement of the tender offer published today for full offer restrictions.