

# Werner Dubach publishes the provisional end result of the public tender offer for all publicly-held Datacolor shares



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## Media release

Ad hoc announcement pursuant to Art. 53 LR

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

Werner Dubach, citizen of Lucerne, resident in Hergiswil/Canton of Nidwalden, Switzerland (the "**Offeror**") today announced the provisional end result of the public tender offer (the "**Offer**") to purchase all publicly-held shares of Datacolor AG ("**Datacolor**"; SIX: DCN) for CHF 760.00 net in cash per share. The pre-announcement of the Offer was published on July 3, 2023, the offer prospectus itself (the "**Prospectus**") on July 27, 2023.

## Provisional end result

Based on the preliminary figures, 18'519 shares of Datacolor AG ("**Datacolor shares**") were tendered under the offer by the end of the additional offer period at 4 p.m. CEST on October 5, 2023. This corresponds to 92.55% of all 20,009 Datacolor shares to which the Offer relates (see Prospectus, section B.2. (subject of the Offer)) ("**success ratio**"). At the end of the additional offer period at 4.00 p.m. CEST on October 5, 2023 the participation of the Offeror and persons acting in concert with the Offeror thus amounted to a total of 99.20% of the issued share capital and the voting rights of Datacolor, subject to the completion of the Offer ("**participation ratio**"). The definitive end result is scheduled to be published on October 11, 2023.

## Completion

For the Datacolor shares tendered during the offer period, completion took place on September 26, 2023. For the Datacolor shares tendered during the additional offer period, completion will take place on October 16, 2023, subject to postponement.

## Conditions

The Offer is conditional on no court or authority having enacted a decision or order preventing or prohibiting the completion of the Offer or declaring it inadmissible.

## Squeeze-out and delisting

Following the completion of the Offer the Offeror intends either to declare the non-tendered Datacolor shares invalid pursuant to Art. 137 FinMIA or to effect a compensation merger pursuant to Art. 8 para. 3 in conjunction with Art. 18 para. 5 MergA, in which case the remaining public shareholders of Datacolor shares would receive cash compensation. In the latter case the tax consequences for foreign investors and for Swiss tax residents holding their Datacolor shares as private assets may be significantly more negative than the tax consequences of accepting the Offer. Furthermore, the Offeror intends to apply to SIX Swiss Exchange for the delisting of Datacolor shares pursuant to the Directive on the Delisting of Equity

Securities of the SIX Exchange Regulation (DD). (See Prospectus, section E.2. (Offeror's intentions regarding Datacolor)).

## **Schedule**

The Prospectus contains a detailed provisional schedule.

## **Link to website with offer documentation**

Under this link you will find the prospectus as well as all other legal publications of the Offeror in connection with the Offer: <https://ir.datacolor.com/kaufangebot/>

This media release is for information only and does not constitute an offer to buy or a request to 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, October 6, 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](http://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 for full offer restrictions.