

Headquarters:

P: +41 62 765 2520
A: Alte Aarauerstrasse 11,
5734 Reinach (Aargau), CH - Switzerland

E: info.ch@aluflexpack.com
www.aluflexpack.com

Commercial register:
CHE-379.203.800

Ad hoc announcement pursuant to Article 53 of Listing Rules of SIX Swiss Exchange

Reinach (Aargau), 12 March 2025

Exemption from conditions for maintaining listing and approval of delisting of Aluflexpack shares

On 2 April 2024, Constantia Flexibles GmbH ("Constantia") published a public tender offer for all publicly held registered shares of Aluflexpack AG ("AFP") with a nominal value of CHF 1.00 each ("AFP-Shares"), whereby the offer price, depending on external factors, amounted to between CHF 15.00 and CHF 18.75 net in cash. On 7 February 2025, Constantia announced that the final offer price was CHF 16.00 per AFP-Share.

On 26 February 2025, AFP applied for an exemption from certain obligations for maintaining its listing and for the delisting of the AFP-Shares from SIX Swiss Exchange effective from a date to be determined after the final judgment of the Commercial Court (Handelsgericht) of the canton of Aargau is available regarding the cancellation of the AFP-Shares which, after completion of the takeover proceedings, remain publicly held.

In its decision of 11 March 2025, SIX Exchange Regulation has granted AFP several temporary exemptions from the obligations for maintaining the listing. The content and duration of the exemptions granted are contained in the following part of the decision by SIX Exchange Regulation which has been reproduced herein verbatim (unofficial English translation). The exemptions come into force as of the publication of this ad hoc announcement.

Sections I through III of the decision of SIX Exchange Regulation read as follows:

- I. Aluflexpack AG (issuer) is released from the following obligations until the delisting or until 31 July 2025, at the latest, subject to Section III:
 - a. Publication of the annual report 2024 (article 49 et seqq. Listing Rules [LR] in conjunction with article 10 et seqq. Directive on Financial Reporting [DFR] and Annex 1 para. 2.01 (1) Directive on Regular Reporting Obligations [DRRO]);

- b. Maintaining a corporate calendar (article 52 LR);
- c. Publication of ad hoc announcements (article 53 LR in conjunction with the Directive on Ad hoc Publicity [DAH]), except for the publication of an ad hoc announcement to communicate the date of delisting of the registered shares of the issuer;
- d. Compliance with the following regular reporting obligations (article 55 LR in conjunction with annex 1 DRRO):
 - para. 1.04 (change of external auditors);
 - para. 1.05 (change of balance sheet date);
 - para. 1.07 (4) (changes of the weblink to the corporate calendar);
 - para. 1.07 (5) (changes of the weblink to the directory of financial statements (annual and semi-annual reports));
 - para. 2.01 (1) (Submission of annual report);
 - para. 3.05 (Resolutions regarding Opting Out/Opting Up);
 - para. 5.01 (Creation/cancellation of the conditional capital, of reserve capital according to article 12 Banking Act and convertible capital according to article 13 Banking Act or introduction/change/withdrawal of the capital band);
 - para. 5.02 (Reporting of conditional capital).
- e. Disclosure of management transactions (article 56 LR).

II. The exemption pursuant to Section I begins with the publication of the ad hoc announcement. The ad hoc announcement must be published by 12 March 2025, 07:30 a.m. at the latest in accordance with the requirements in Section VI.

III. The issuer shall be released from the obligations set out in Section I until the date of delisting or until 31 July 2025, at the latest, if and to the extent that none of the following events occur until the date of delisting or until 31 July 2025, at the latest:

- a. Entry of a minority shareholder or several minority shareholders in the proceedings for cancellation of the registered shares of the issuer pursuant to article 137 of the Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading of 19 June 2015 (Financial Market Infrastructure Act, FMIA) before the competent court;

- b. Withdrawal of the claim for cancellation of the registered shares of the issuer before the competent court by the claimant or by a legal successor;
- c. Dismissal of the claim for cancellation of the issuer's registered shares by the competent court;
- d. Appeal of the judgment of the competent court regarding the cancellation of the registered shares of the issuer.

Should one of the events described in this Section letter a. to d. occur before the delisting or by 31 July 2025 at the latest, the issuer's obligations pursuant to Section I shall immediately resume.

In the event of a resumption of the obligations pursuant to Section I, the issuer must publish the 2024 annual report and submit it to SER within twelve weeks of the date on which the obligations pursuant to Section I are resumed.

On 11 March 2025, SIX Exchange Regulation has also approved the request of AFP to delist the AFP-Shares. The last trading day for the AFP shares and the date of the delisting will be determined after the final judgement in the cancellation proceedings according to article 137 of the Swiss Financial Market Infrastructure Act with regard to the remaining publicly held registered shares of AFP is available. The cancellation proceedings have been initiated by Constantia on 6 September 2024.

Media contacts

Akim Bogdani
M&A and Investor Relations Manager
ir@aluflexpack.com
+43 676 5168 884

About Aluflexpack AG

Aluflexpack produces flexible packaging solutions for end markets such as Coffee & Tea, Pharmaceuticals, Pet food, Confectionery and Dairy. Its long-lasting customer relationships with locally operating companies and large international corporations alike are underpinned by well-established industry insights, flexibility in customer service and development competence. Headquartered in Reinach (Aargau), Switzerland, Aluflexpack has production facilities in Switzerland, France, Poland, Türkiye, Croatia, USA and Tunisia. It had 1,674 employees as of 31 December 2024.

Disclaimer

Some of the information contained in this press release may be forward-looking in nature. Such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, meaning that actual results may differ materially from those in this press release as a result of various factors. Aluflexpack AG is not obliged to publicly update or revise any forward-looking statements.