



Ad hoc announcement pursuant to Art. 53 LR

Zurich, February 22 2024

Vencora UK Limited finalizes acquisition of CREALOGIX Holding AG with 99.07% stake

Vencora UK Limited (“Vencora”) today announces the settlement of its public tender offer for all publicly held shares in CREALOGIX Holding AG (“CREALOGIX”) with a nominal value of CHF 8.00 each and the consummation of a share purchase agreement by and among Vencora and certain CREALOGIX shareholders.

Following the settlement of the public tender offer and the consummation of the share purchase agreement, Vencora directly and indirectly holds 1,391,622 CREALOGIX shares in aggregate, representing 99.07% of the issued share capital and voting rights of CREALOGIX.

As set forth in further detail in the offer prospectus, Vencora intends to initiate squeeze-out proceedings and to have the shares of CREALOGIX delisted from SIX Swiss Exchange, and to have CREALOGIX apply for an exemption from certain disclosure and publicity obligations under the listing rules of SIX Exchange Regulation AG.

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About Vencora

As an operating group of Constellation Software Inc. and headquartered in Toronto, Vencora acquires, strengthens and grows vertical market technology companies in the banking, insurance and financial services sector. Vencora has a presence in 70 geographies with 15 collaborative brands, 1,300+ employees and 1,800+ clients across banking and insurance industries. At Vencora, we build legends and preserve legacies. Vencora provides new acquisitions with business opportunities and the resources to pursue them. We are focused on

bringing together a strong family of software businesses in the area of financial services in order for them to grow and continue serving the best interests of their customers and employees. Vencora is all about strengthening businesses within the markets they compete in and enabling them to grow – whether that growth comes through organic measures such as new initiatives and product development, day-to-day business, or through complementary acquisitions.

For more information, visit vencora.com

About CREALOGIX

CREALOGIX is a global leader in digital banking technology and a Swiss Fintech 100 company. For 25 years now, CREALOGIX has partnered with some of the world's leading banks and wealth management firms. CREALOGIX provides them with in-depth sector expertise and innovative technology.

For more information, visit crealogix.com

Legal Notice and Information

No Offer

The information contained in this ad hoc release is for informational purposes only and does not constitute, or form part of, an offer or invitation to purchase, sell, exchange or issue, or a solicitation of an offer to sell, purchase, exchange or subscribe to, any registered shares or other securities of Crealogix Holding AG (**CREALOGIX**) or any other person, nor shall it form the basis of, or be relied upon in connection with, any contract therefor. This ad hoc release is not part of the Offer Documentation (as defined below) relating to the public tender offer of Vencora UK Limited (the **Offeror**) for all publicly held registered shares of CREALOGIX (the **Offer**). Terms and conditions of the Offer have been published in the offer prospectus regarding the Offer. Shareholders of CREALOGIX are urged to read the Offer Documentation (as defined below), which is and/or will be available at <https://docshare-red.vercel.app>.

Offer Restrictions

1. General

The release, publication or distribution of the pre-announcement of the Offer, the offer prospectus relating to the Offer and/or of any other materials relating to the Offer (the **Offer Documentation**) and the making of the Offer may in certain jurisdictions, including, but not limited to, Australia and Japan (the **Restricted Jurisdictions**), be restricted by law, be considered unlawful, or otherwise violate any applicable laws or regulations, or may require the Offeror or any of its direct or indirect affiliates to change or amend the terms or conditions of the Offer, to make an additional filing with a governmental, regulatory or other authority, or to take additional action in relation to the Offer. Therefore, persons obtaining any Offer Documentation, or into whose possession any Offer Documentation otherwise comes, are required to, and should inform themselves of and observe, all such restrictions. Neither CREALOGIX, nor the Offeror, nor any of their affiliates or representatives accept or assume any responsibility or liability for any violation by any person whomsoever of any such restrictions. The Offer is not being and will not be made, directly or indirectly, in or into the Restricted Jurisdictions. There is no intention to extend the Offer to any such Restricted Jurisdictions. The Offer Documentation should not be sent or otherwise distributed in or into the Restricted Jurisdictions, and the Offer cannot be accepted by any such use, means or instrumentality in or from within the Restricted Jurisdictions. Accordingly, copies of the Offer Documentation are not being, and must not be, sent or otherwise distributed in or into or from any Restricted Jurisdictions, or to custodians, trustees or nominees, in their capacities as such, holding shares of CREALOGIX for persons in any Restricted Jurisdictions, and persons receiving any such Offer Documentation (including custodians, trustees and nominees) must not distribute or send them in, into or from any Restricted Jurisdiction. Any purported acceptance of the Offer resulting directly or indirectly from a violation of these restrictions will be invalid. No shares are being solicited in the Offer for purchase or sale from or to a resident of the Restricted Jurisdictions and, if such are sent in response by a resident of the Restricted Jurisdictions, the Offeror reserves the right to reject such acceptance. Such Offer Documentation must not be used for the purpose of soliciting the purchase or sale or exchange of any shares in CREALOGIX (the **CREALOGIX Shares**) by any person or entity resident or incorporated in any Restricted Jurisdiction.

2. United States of America

The Offer is being made for the securities of CREALOGIX, a Swiss company whose shares are listed on the SIX Swiss Exchange, and is subject to Swiss disclosure and procedural requirements, which are different from those of the United States of America (the **U.S.**).

The Offer is being made in the U.S. in accordance with the requirements of Swiss law and pursuant to Section 14(e) of, and Regulation 14E under, the U.S. Securities Exchange Act of 1934, as amended (the **U.S. Exchange Act**), and is subject to the exemptions provided by Rule 14d-1(d) under the U.S. Exchange Act (the **Tier II Exemption**) and Rule 14e-5(b)(12) under the U.S. Exchange Act. Accordingly, the Offer is subject to disclosure and procedural rules, including those relating to the notice of extension of the Offer, the timing of settlement (including as regards the time when the payment of the consideration is rendered), and the purchase of CREALOGIX Shares outside the Offer, which are different from the U.S. rules and practices relating to public offers in the U.S.

Any financial statements or figures included or referenced in the Offer Documentation have been or will be prepared in accordance with the applicable accounting standards of, or recognized in, Switzerland, which may not be comparable to the financial statements of U.S. companies.

In accordance with the laws of Switzerland and subject to applicable U.S. securities laws, including Rule 14e-5 under the U.S. Exchange Act, the Offeror and its affiliates or their respective nominees or brokers (acting as agents for the Offeror or its affiliates as the case may be) may from time to time after the date of the pre-announcement, and other than pursuant to the Offer, directly or indirectly, purchase or arrange to purchase CREALOGIX Shares or any securities that are immediately convertible into, exchangeable for, or exercisable for CREALOGIX Shares. Any such purchases will not be made at prices higher than the Offer Price or on terms financially more favorable than those offered pursuant to the Offer unless the Offer Price is increased accordingly. Any information about such purchases or arrangements to purchase will be publicly disclosed in the U.S. on <https://docshare-red.vercel.app> if and to the extent that such information is made public in accordance with the applicable laws and regulations of Switzerland. In addition, subject to applicable laws of Switzerland and applicable U.S. securities laws, including Rule 14e-5 under the U.S. Exchange Act, the financial advisor to the Offeror and its affiliates may also engage in ordinary course trading activities in securities of

CREALOGIX, which may include purchases or arrangements to purchase such securities. No purchases outside the Offer shall take place by or on behalf of the Offeror or its respective affiliates in the U.S.

It may be difficult for CREALOGIX's shareholders who are resident in the U.S. (the **U.S. Shareholders**) to enforce their rights under U.S. federal securities laws because the Offeror and CREALOGIX are companies headquartered outside the U.S. and some or all of their respective officers and directors are residents of countries other than the U.S. The U.S. Shareholders may not be able to bring proceedings in a court outside the U.S. against a non-U.S. company or its officers or directors alleging violations of U.S. securities laws. In addition, it may also be difficult to compel a non-U.S. company and its affiliates to comply with judgments rendered by a U.S. court.

The receipt of cash pursuant to the Offer by a U.S. Shareholder may be a taxable transaction for U.S. federal income tax purposes and under applicable U.S. state and local laws, as well as foreign and other tax laws. Each U.S. Shareholder is urged to consult his or her independent professional advisor immediately regarding the tax consequences of an acceptance of the Offer.

Neither the U.S. Securities and Exchange Commission nor any other regulatory authority in the U.S. has granted or rejected approval of the Offer or issued a decision as to the fairness or the merits of the Offer, or issued an opinion as to the accuracy or exhaustive nature of the disclosure in the Offer Documentation. Any representation to the contrary constitutes a criminal offence in the U.S.

The U.S. Shareholders are encouraged to consult with their own legal (including with respect to Swiss law), financial and tax advisors regarding the Offer.

3. United Kingdom

Any communication relating to the Offer is directed only at persons in the U.K. (i) who are persons falling within article 19 ("investment professionals") or article 49 ("high net worth companies, unincorporated associations, etc") of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, or (ii) to whom it may otherwise lawfully be communicated (all such persons together being referred to as "relevant persons"). Any communication relating to the Offer must not be acted on or relied upon by persons in the U.K. who are not relevant persons. Any investment or investment activity in the U.K. to which such communication relates is available only to relevant persons and will be engaged in only with relevant persons.

4. Australia and Japan

The Offer is not addressed to shareholders of CREALOGIX whose place of residence, seat or habitual abode is in Australia or Japan, and such shareholders may not accept the Offer.

Other Important Information

This ad hoc release contains or may contain statements that are, or may be deemed to be, forward-looking statements. Words such as "anticipate", "believe", "expect", "estimate", "aim", "project", "forecast", "risk", "likely", "intend", "outlook", "should", "could", "would", "may", "might", "will", "continue", "plan", "probability", "indicative", "seek", "target", "plan" and other similar expressions are intended to or may identify forward-looking statements.

Any such statements in this ad hoc release speak only as of the date hereof and are based on assumptions and contingencies subject to change without notice, as are statements about market and industry trends, projections, guidance and estimates. Any forward-looking statements in this ad hoc release are not indications, guarantees, assurances or predictions of future performance and involve known and unknown risks, uncertainties and other factors, many of which are beyond the control of the person making such statements, its affiliates and its and their directors, officers, employees, agents and advisors, and may involve significant elements of subjective judgement and assumptions as to future events which may or may not be correct and may cause actual results to differ materially from those expressed or implied in any such statements. You are strongly cautioned not to place undue reliance on forward-looking statements, and no person accepts or assumes any liability in connection therewith.

This ad hoc release is not a financial product or investment advice, nor is it a recommendation to acquire, exchange or dispose of securities or accounting, legal or tax advice. It has been prepared without taking into account the objectives, legal, financial or tax situation and needs of individuals. Before making any investment decision, individuals should read the Offer Documentation and consider the appropriateness of the information having regard to their own objectives, legal, financial and tax situation and needs and seek legal, tax and other advice as appropriate for their individual needs and jurisdiction.