

# ZurRose Group

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Frauenfeld, 20. Oktober 2022

## Medienmitteilung

Ad-hoc-Mitteilung gemäss Art. 53 KR

## Zur Rose Group gibt Resultate des Rückkaufangebots bekannt

Am 23. September 2022 lud die Zur Rose Group AG (die «Gesellschaft» oder «Zur Rose») ihre Obligationäre ein, die am 19. Juli 2023 fälligen 2.50% Anleihenobligationen (die «Obligationen») zu den im Informationsmemorandum vom 23. September 2022 dargelegten Konditionen anzudienen (das «Rückkaufangebot»). Gemäss Mitteilung vom 7. Oktober 2022 hat Zur Rose das Rückkaufangebot bis zum 20. Oktober 2022 12:00 Uhr (MESZ) verlängert.

Der Gesamtbetrag der Obligationen, die nach dem ursprünglichen Ablaufdatum bis zum neuen Ablaufdatum am 20. Oktobers 2022 gültig angedient und von der Gesellschaft zum Kauf angenommen wurden, beträgt CHF 5'690'000. Der Betrag den Zur Rose im Rahmen des Rückkaufangebots insgesamt zum Kauf angenommen hat, beträgt CHF 84'745'000 (ca. 73.7% des gesamten ausstehenden Betrags von CHF 115'000'000). Der verbleibende ausstehende Betrag der am 19. Juli 2023 fälligen 2.50% Anleihenobligationen beträgt entsprechend noch CHF 30'255'000.

Der Rückkaufpreis beträgt CHF 5'000.00 pro Obligation (CHF 5'000.00) beziehungsweise 100.00% des Nennwerts, zuzüglich aufgelaufener und nicht bezahlter Zinsen von CHF 33.68 (0.67%).

Die sich daraus ergebende Gesamtgegenleistung, die an die Obligationäre, die ihre Obligationen gültig angedient haben, zu zahlen ist, beträgt CHF 5'033.68 pro Obligation beziehungsweise 100.67% des Nennwerts.

Die Zahlung der Gesamtgegenleistung und die Rücklieferung der Obligationen im Rahmen des Rückkaufangebots erfolgt Zug-um-Zug (Delivery versus Payment) mit Valuta 26. Oktober 2022.

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### Agenda

19. Januar 2023	Umsatz 2022
23. März 2023	Jahresergebnis 2022 und Ausblick 2023
20. April 2023	Q1/2023 Trading Update
4. Mai 2023	Ordentliche Generalversammlung

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## **Zur Rose Group**

### **Zur Rose-Gruppe**

Die Schweizer Zur Rose-Gruppe ist Europas grösste E-Commerce-Apotheke und eine der führenden Ärztegrossistinnen in der Schweiz. Darüber hinaus betreibt sie den in Südeuropa führenden Marktplatz für apothekenübliche Gesundheits- und Pflegeprodukte. Das Unternehmen ist international mit starken Marken präsent, unter anderem mit Deutschlands bekanntester Apothekenmarke DocMorris. Zur Rose beschäftigt an ihren Standorten in der Schweiz, Deutschland, den Niederlanden, Spanien und Frankreich über 2'400 Mitarbeiter. Im Jahr 2021 erwirtschaftete sie einen Aussenumumsatz von 2'034 Millionen Franken bei derzeit über 11 Millionen aktiven Kunden in Kernmärkten Europas.

Mit ihrem Geschäftsmodell bietet die Zur Rose-Gruppe eine qualitativ hochwertige, sichere und kostengünstige pharmazeutische Versorgung sowie digitale Services im Bereich Marktplatz, Ökosystem, Technologie und Telemedizin. Darüber hinaus treibt Zur Rose die Positionierung als umfassende Gesundheitsdienstleisterin aktiv voran. Im Zentrum steht der Auf- und Ausbau des europäischen Gesundheitsökosystems, auf welchem sich qualifizierte Anbieter mit Produkten, Dienstleistungen und digitalen Lösungen vernetzen. Der Anspruch von Zur Rose ist es, kundenzentrierte Behandlungspfade anzubieten, damit Menschen eine optimale Versorgung sowie Medikations- und Therapieoptionen erhalten. Zur Rose verfolgt damit die Vision, eine Welt zu schaffen, in der Menschen die eigene Gesundheit mit nur einem Klick managen können.

Die Aktien der Zur Rose Group AG sind an der SIX Swiss Exchange kotiert (Valor 4261528, ISIN CH0042615283, Ticker ROSE). Weitere Informationen unter [zurrosegroup.com](http://zurrosegroup.com).

### **Disclaimer**

This announcement regarding the Tender Offer does not constitute an offer or an invitation to participate in the Tender Offer in any jurisdiction in which, or to any person to or from which, it is unlawful to make such invitation or for there to be such participation under applicable securities laws. The distribution of this press release in certain jurisdictions may be restricted by law. Persons into whose possession this press release comes are required to inform themselves about, and to observe, any such restrictions. No action has been or will be taken in any jurisdiction in relation to the Tender Offer that would permit a public offering of securities in any such jurisdiction.

### **Switzerland and General**

This document and the Tender Offer information memorandum (the "Information Memorandum") neither constitute a prospectus nor a similar notice within the meaning of Article 35 or 69 of the Swiss Federal Act on Financial Services (FinSA) nor a prospectus under any other applicable laws. The Tender Offer will be made based on the Information Memorandum, which is not a prospectus or a similar notice within the meaning of Article 35 and 69 FinSA. The Information Memorandum is available free of charge from UBS AG, Investment Bank, Swiss Prospektus Switzerland, P.O. Box, 8098 Zurich, Switzerland, Att: Prospectus Library (phone: +41 (0)44 239 47 03, email: [swiss-prospectus@ubs.com](mailto:swiss-prospectus@ubs.com)).

### **United States**

The Tender Offer is not being made, and will not be made, directly or indirectly, in or into, or by use of the mail of, or by any means or instrumentality of interstate commerce of or of any facilities of a national securities exchange of, the United States or to or for the account or benefit of, U.S. persons as defined in Regulation S of the Securities Act (each a "U.S. person"). This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone and the internet and other forms of electronic communication. The Bonds may not be tendered for purchase pursuant to the Tender Offer by any such use, means, instrumentality or facility from or within the United States or by any persons located or resident in the United States as defined in Regulation S of the U.S. Securities Act of 1933, as amended (the "Securities Act") or to U.S. persons. Accordingly, copies of the Tender Offer Information Memorandum and any other documents or materials relating to the Tender Offer 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) in or into the United States or to persons located or resident in the United States or to U.S. persons. Any purported offers to tender Bonds pursuant to the Tender Offer resulting, directly or indirectly, from a violation of these restrictions will be invalid, and any purported tender of Bonds made by a U.S. person, a person located or resident in the United States or from within the United States

or from any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States or any U.S. person will not be accepted. Each Bondholder participating in the Tender Offer will represent to the Offeror, the Dealer Managers and Tender Agent that it is not located or resident in the United States and is not a U.S. person and is not giving an order to participate in the Tender Offer from within the United States or on behalf of a U.S. person.

**United Kingdom**

The communication of the Information Memorandum, the Prospectus and any other documents or materials relating to the Tender Offer is not being made and such documents and/or materials have not been approved by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000, as amended. Accordingly, such documents and/or materials are not being distributed to, are not directed at and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to persons within the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order")) or falling within Article 43(2) of the Order, or to other persons to whom it may lawfully be communicated (together "relevant persons"). The investment activity to which this document relates will only be engaged in with relevant persons and persons who are not relevant persons should not rely on it.

**European Economic Area and United Kingdom**

In any Member State of the European Economic Area (the "EEA") or in the United Kingdom (each, a "Relevant State"), the Tender Offer is only addressed to, and is only directed at, qualified investors in that Relevant State within the meaning of Regulation (EU) 2017/1129 (the "Prospectus Regulation") or Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018, as amended (the "UK Prospectus Regulation"). Each person in a Relevant State who receives any communication in respect of the Tender Offer contemplated in the Information Memorandum or the Prospectus will be deemed to have represented, warranted and agreed to and with the Dealer Manager and Tender Agent, and to the Lead Manager and Co-Lead Manager, as applicable, and the Company that it is a qualified investor within the meaning of the Prospectus Regulation or the UK Prospectus Directive, as applicable.