



## Pre-Announcement of the Public Tender Offer

by

### **Kiwi Holding IV S.à r.l.**

for all publicly held registered shares with a nominal value of CHF 1.00 each of

### **Kuoni Travel Holding Ltd**

On the terms and subject to the conditions set forth below, Kiwi Holding IV S.à r.l., a corporation organized under the laws of Luxembourg, with its principal place of business in 23, rue Aldringen, L-1118 Luxembourg, Grand Duchy of Luxembourg (the **Offeror**), intends to launch on or around 22 February 2016 a public tender offer (the **Offer**) pursuant to art. 125 et seq. of the Financial Market Infrastructure Act (*Bundesgesetz über die Finanzmarktinfrastrukturen und das Marktverhalten im Effekten- und Derivatehandel (Finanzmarktinfrastrukturgesetz, FinfraG)*) for all publicly held registered shares (*Namenaktien*) of Kuoni Travel Holding Ltd, Neue Hard 7, 8005 Zurich (**Kuoni**), with a nominal value of CHF 1.00 each (the **Kuoni B Shares**, each a **Kuoni B Share**).

On 1 February 2016, the Offeror entered into a transaction agreement with Kuoni, wherein the board of directors of Kuoni agreed, *inter alia*, to recommend to Kuoni's shareholders to accept the Offer.

On 1 February 2016, the Kuoni und Hugentobler - Stiftung, Buochserstrasse 2, 6370 Stans, Switzerland (the **Foundation**) and the (indirect) shareholder of the Offeror signed a binding term sheet in relation to the Offer to be launched by the Offeror, according to which the Foundation and the Offeror are acting in concert with respect to the Offer. As a consequence, the Foundation and the Offeror, acting in concert, are a group which holds all registered shares (*Namenaktien*) of Kuoni with a nominal value of CHF 0.20 (the **Kuoni A Shares**) (conferring 25% of voting rights in Kuoni).

## Terms of the Offer

The Offer is expected to be made on the following main terms:

### Object of Offer

The Offer extends to all publicly held Kuoni B Shares. The Offer will not extend to (i) Kuoni B Shares held by Kuoni or any of its subsidiaries as treasury shares, (ii) Kuoni A Shares, or (iii) the American Depositary Receipts of Kuoni which are traded on the U.S. OTC Markets.

### Offer Price

The offer price in cash for each Kuoni B Share (the **Offer Price**) is CHF 370 net, less the gross amount of any dilutive effects in respect of the Kuoni B Shares prior to the settlement of the Offer (the **Settlement**), including, but not limited to, dividend payments, capital repayments, capital increases at an issue price below the Offer Price, disposals of treasury shares below the Offer Price, the purchase of Kuoni B Shares above the Offer Price, the issuance of options or convertible securities or other rights of any kind to acquire Kuoni B Shares or other equity securities of Kuoni.

### Offer Period

The Offer Prospectus is expected to be published on or around 22 February 2016. After the lapse of the cooling-off period of 10 trading days, it is intended that the Offer will remain open for a period of 20 trading days, that is presumably from on or around 8 March 2016 until on or around 6 April 2016, 4:00 p.m. Central European Time (CET) (the **Offer Period**). The Offeror reserves the right to extend the Offer Period once or several times. If the Offer becomes unconditional (*Zustandekommen*), an additional acceptance period of 10 trading days for the subsequent acceptance of the Offer will run (the **Additional Acceptance Period**).

### Conditions

The Offer is expected to be subject to the following conditions:

- a) Until the expiration of the (possibly extended) Offer Period, Kuoni B Shares which have been validly tendered to the Offeror, together with the Kuoni B Shares and the Kuoni A Shares which the Offeror, its direct or indirect subsidiaries and the Foundation may already hold at that time, represent at least 67% of all voting rights and at least more than 50% of the share capital of Kuoni outstanding at the expiration of the (possibly extended) Offer Period.

- b) To the extent required, the competent competition authorities have granted all approvals and/or clearances required for the takeover of Kuoni by the Offeror and all respective waiting periods have expired or been terminated, without imposing any conditions or undertakings on the Offeror or Kuoni or making those approvals and/or clearances subject to any conditions or undertakings that, individually or together with other circumstances or events, in the opinion of an independent audit firm or investment bank of international repute to be appointed by the Offeror, are reasonably likely to have any of the following effects (a **Material Adverse Effect**) on Kuoni or the Offeror including their respective direct and indirect group companies (not taking into account any discontinued business):
- i) reduction of the annual consolidated earnings before interest and taxes (EBIT) of CHF 15 million or more; or
  - ii) reduction of the annual consolidated turnover of CHF 335 million or more; or
  - iii) reduction of the consolidated shareholders' equity of CHF 53 million or more.
- c) From the date of this pre-announcement until the expiration of the (possibly extended) Offer Period, no circumstances or events have occurred or become known that, individually or together with other circumstances or events, in the opinion of an independent audit firm or investment bank of international repute to be appointed by the Offeror, are reasonably likely to have any Material Adverse Effect. For purposes of this condition, Material Adverse Effect shall have the meaning given to it in condition b) above.
- d) Heinz Karrer (chairman of the board of directors of Kuoni), Adrianus Nühn (vice-chairman of the board of directors of Kuoni), Jae Hyun Lee (member of the board of directors of Kuoni), David J. Schnell (member of the board of directors of Kuoni), John Lindquist (member of the board of directors of Kuoni), Annette Susanne Schömmel (member of the board of directors of Kuoni) and Selina Neri (member of the board of directors of Kuoni) shall have resigned from their functions on Kuoni's board of directors with effect no later than from the Settlement date and the extraordinary meeting of shareholders of Kuoni (the **Shareholders' Meeting**) to be held prior to the end of the Offer Period has elected three members to Kuoni's board of directors designated by the Offeror.
- e) The Shareholders' Meeting has validly resolved (i) to delete art. 3<sup>bis</sup> para. 3 and 6 of the articles of association of Kuoni (the **Articles**), (ii) to delete art. 5 para. 2, 3, 4 and 9 of the Articles, with the exception of the first sentence of the ninth paragraph thereof, (iii) to delete the words "*und der in Art. 5 Abs. 2 der Statuten festgelegten Prozentgrenze*" of art. 5 para. 8 of the Articles, (iv) to delete art. 16 no. 3 of the Articles, and (v) to abolish the 3% voting limitations set out in art. 13 of the Articles by deleting the

second and third sentence of the first paragraph, the second paragraph and the second sentence in the fifth paragraph thereof, and those amendments to the Articles have been validly registered in the commercial register.

- f) The board of directors of Kuoni has resolved, to enter the Offeror into the share register of Kuoni as shareholder with voting rights (in respect of all Kuoni B Shares that it has acquired or will acquire and in respect of all Kuoni A Shares) and the Offeror shall have been registered in the share register of Kuoni as shareholder with voting rights in respect of all Kuoni A Shares and Kuoni B Shares held.
- g) The Shareholders' Meeting has not resolved or approved any dividend or capital reduction or any acquisition, de-merger or other disposal of assets, in each case with a value or for a consideration of CHF 164 million or more, or any merger or ordinary, authorised or conditional increase of the share capital of Kuoni.
- h) With the exception of the obligations that have been made public prior to the date of this pre-announcement or that are related to the Offer, between 30 June 2015 and the transfer of control to the Offeror, Kuoni and its subsidiaries shall not have undertaken to acquire or sell any assets or incur or repay any indebtedness in the aggregate amount or value of CHF 164 million or more.
- i) No judgment, order or other authoritative measure has been issued which prohibits or declares illegal the Offer or the consummation thereof.

The Offeror reserves the right to waive, in whole or in part, one or more of the conditions above.

## **Offer Restrictions**

The Offer described in this pre-announcement will not be made, directly or indirectly, in any country or jurisdiction in which such Offer would be considered unlawful or otherwise violate any applicable laws or regulations, or which would require the Offeror or any of its affiliates to change or amend the terms or conditions of the Offer in any way, to make any additional filing with any governmental or regulatory authority or take any additional action in relation to the Offer.

It is not intended to extend the Offer to any such country or jurisdiction. Documents relating to the Offer must neither be distributed in such countries or jurisdictions nor be sent into such countries or jurisdictions. Such documents must not be used for the purpose of soliciting the purchase of any securities of Kuoni by any person or entity resident or incorporated in any such country or jurisdiction.

## Notice to U.S. Holders

The Offer is being made for the registered shares of Kuoni Travel Holding Ltd, a Swiss company (the **Company**) whose shares are listed on the SIX Swiss Exchange (**SIX**), and is subject to Swiss disclosure and procedural requirements, which are different from those in the United States (**U.S.**). The Offer is being made in the U.S. 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), subject to the exemptions provided by Rule 14d-1(d) under the U.S. Exchange Act, and otherwise in accordance with the requirements of Swiss law. Accordingly, the Offer is subject to disclosure and other procedural requirements, including with respect to withdrawal rights, settlement procedures and timing of payments that are different from those applicable under U.S. domestic tender offer procedures and laws. U.S. holders of publicly held registered shares of the Company with a nominal value of CHF 1.00 each (each a **Kuoni B Share**) are encouraged to consult with their own Swiss advisors regarding the Offer.

This pre-announcement does not constitute the Offer. The Offeror will disseminate the Offer Prospectus (with full Offer terms and conditions) as required by applicable law, and the shareholders of the Company should review the Offer Prospectus and all other Offer documents carefully. The Offer may not be accepted before publication of the Offer Prospectus and expiration of a cooling-off period of ten (10) trading days (if not extended by the Swiss Takeover Board), which will run from the trading day immediately after the publication date of the Offer Prospectus.

According to the laws of Switzerland, Kuoni B Shares tendered into the Offer may generally not be withdrawn after they are tendered except under certain circumstances, in particular in case a competing offer for the Kuoni B Shares is launched.

In accordance with the laws of Switzerland and subject to applicable regulatory requirements, the Offeror and its subsidiaries or their nominees or brokers (acting as agents for the Offeror) may from time to time after the date of this pre-announcement, and other than pursuant to the Offer, directly or indirectly purchase, or arrange to purchase, Kuoni B Shares. These purchases, or arrangements to purchase, may occur either in the open market at prevailing prices or in private transactions at negotiated prices and shall comply with applicable laws and regulations in Switzerland and applicable U.S. securities laws. Any such purchases will not be made at prices higher than the Offer Price or on terms 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 [www.eqt.se/other/eqtbid/eqtbid](http://www.eqt.se/other/eqtbid/eqtbid) to the extent that such information is made public in accordance with the applicable laws and regulations of Switzerland. In addition, the financial advisors to the Offeror and the Company may also engage in ordinary course trading activities in securities of the Company, which may include purchases or arrangements to purchase such securities.

It may be difficult for U.S. holders to enforce their rights and any claim arising out of U.S. securities laws, since each of the Offeror and the Company is located in a non-U.S. jurisdiction, and some or all of their officers and directors may be residents of a non-U.S. jurisdiction. U.S. holders may not be able to sue a non-U.S. company or its officers or directors in a U.S. or non-U.S. court for violations of the U.S. securities laws. Further, it may be difficult to compel a non-U.S. company and its affiliates to subject themselves to a U.S. court's judgment.

The receipt of cash pursuant to the Offer by a U.S. holder of Kuoni B Shares 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 shareholder of the Company 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 securities commission of any State of the U.S. has (a) approved or disapproved of the Offer; (b) passed upon the merits or fairness of the Offer; or (c) passed upon the adequacy or accuracy of the disclosure in this pre-announcement. Any representation to the contrary is a criminal offence in the U.S.

### **American Depositary Receipts**

The Offeror is aware that there is an "unsponsored" American Depositary Receipt Program concerning Kuoni B Shares. The Offer is not being made for American Depositary Receipts of Kuoni (**ADRs**). Holders of ADRs are encouraged to consult with the depositary regarding the tender of Kuoni B Shares. The Offeror is unaware of whether the depositary will make arrangements to tender the underlying Kuoni B Shares into the Offer on behalf of holders of ADRs.

Holders of ADRs who wish to participate in the Offer should present their ADRs to the depositary for cancellation and (upon compliance with the terms of the deposit agreements relating to the "unsponsored" American Depositary Receipt Program concerning Kuoni B Shares, including payment of the depositary's fees and any applicable transfer fees, taxes and governmental charges) delivery of Kuoni B Shares to them, in order to become shareholders of the Company. The Offer may then be accepted in accordance with its terms for the Kuoni B Shares delivered to holders of ADRs upon such cancellation. Holders of ADRs should be aware, however, that in order to tender in this manner, they may need to have an account in Switzerland into which the Kuoni B Shares can be delivered.

### **United Kingdom**

This communication is directed only at persons in the U.K. who (i) have professional experience in matters relating to investments, (ii) are persons falling within article 49(2)(a) to (d) («high net worth companies, unincorporated associations, etc.») of The Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, or (iii) 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 and Japan**

The Offer described in this pre-announcement is not addressed to shareholders of Kuoni whose place of residence, seat or habitual abode is in Australia, Canada or Japan, and such shareholders may not accept the Offer.

### **Additional Information**

Additional information on the Offer is expected to be published on or about 22 February 2016 on the Offeror's website. This pre-announcement and other documents in connection with the Offer can be assessed on [www.eqt.se/other/eqtbid/eqt-bid](http://www.eqt.se/other/eqtbid/eqt-bid).

### **Identification**

Registered shares of Kuoni with a nominal value of CHF 1.00 each

<b>Security number</b>	<b>ISIN</b>	<b>Ticker-Symbol</b>
350485	CH0003504856	KUNN

2 February 2016

**Offer Manager**

 **Bank am Bellevue**