

WIS@key International Holding Ltd, Zug

Buyback of own registered B shares on the standard trading line on SIX Swiss Exchange

WIS@key International Holding Ltd, General-Guisan-Strasse 6, 6300 Zug, ("WIS@key" or the "Company"), informed on 18 June 2019 that the Board of Directors has approved to buy back own shares for up to a maximum of 10 % of the share capital. Based thereon WIS@key has decided to buy back a maximum of 3,682,848 own registered B shares with a nominal value of CHF 0.05 each (corresponding to 10.00 % of the share capital and 5.35 % of the voting rights). The repurchased registered B shares shall be used as a reserve for future M&A transactions.

At no time will WIS@key hold more than 10 % of his own registered shares (Art. 659 para. 1 OR).

The current share capital of WIS@key amounts to CHF 1,841,424.18 and is divided into 40,021,988 non-listed registered A shares with a nominal value of CHF 0.01 each, and 28,824,086 listed registered B shares with a nominal value of CHF 0.05 each.

The buyback offer is exempted from compliance with the provisions on public takeover bids provided for based on section 6.1 of Circular No. 1 of the Swiss Takeover Board dated 27 June 2013.

Duration

Shares may be purchased under the buyback programme on the SIX Swiss Exchange between 9 July 2019 and 7 July 2022 both included. The Company is under no obligation to repurchase registered B shares at any time. The Company will decide to make purchases based on the market conditions. WIS@key reserves the right to terminate the buyback programme early.

Delegation agreement

WIS@key and Zürcher Kantonalbank have a delegation agreement pursuant to Article 124 (2) a) and (3) of the Swiss Financial Market Infrastructure Ordinance (FMIO). Under the agreement, Zürcher Kantonalbank can repurchase shares independently, subject to certain criteria. WIS@key is however entitled to terminate the delegation agreement at any time without stating its reasons.

Maximum daily buyback

In accordance with Article 123 (1) c) of FMIO, the maximum daily buyback amount is published on the company's website at: www.wisekey.com/investors/share-buyback

Publication of transaction details

WIS@key will publish details of all transactions pursuant to Section 27 of the Swiss Takeover Board Circular No. 1 of 27 June 2013 on the WIS@key website at: www.wisekey.com/investors/share-buyback

Non-public information

WIS@key confirms that it does not have any non-public information which could have a considerable influence on the shareholders' ability to make a decision.

Own shares

As of 4 July 2019, WIS@key held directly or indirectly 1,511,747 own registered shares B (4.10 % of the share capital and 2.20 % of the voting rights); and

Shareholders with more than 3 % of voting rights

The following beneficial owners hold more than 3 % of the share capital and the voting rights of WIS@key:

Lock up-Group (consisting of: Joao Carlos Creus Moreira, 1233 Bernex (GE), Switzerland together with five additional individuals)¹⁾
– 40,021,988 registered shares A (21.73 % of the share capital and 58.13 % of the voting rights)

For a complete list of shareholders / shareholder groups subject to disclosure pursuant to Article 120 FMIA, please refer to the website of SIX Swiss Exchange.

¹⁾ As of 6 October, 2017

Applicable law and place of jurisdiction

Swiss law. The exclusive place of jurisdiction is Zurich.

Mandated bank

WIS@key has mandated Zürcher Kantonalbank for the execution of the buyback offer.

Security number / ISIN / ticker symbol

WIS@key International Holding Ltd registered B share of CHF 0.05 nominal value
31 402 927 / CH0314029270 / WIHN

This notice does not constitute an issue prospectus for the purposes of Art. 652a and/or Art. 1156 of the Swiss Code of Obligations.

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