

Public Tender Offer

by

Valartis AG, Fribourg, Switzerland

for

**all publicly held bearer shares
with a nominal value of CHF 12.40 each**

of

ENR Russia Invest AG, Geneva, Switzerland

Offer Price: **CHF 5.60** net (the **Offer Price**) per bearer share of ENR Russia Invest AG (the **Target**) with a nominal value of CHF 12.40 each (the **Target Shares**), less the gross amount of any dilution effects becoming effective from the date of the Pre-Announcement to the Settlement Date (each as defined below), including but not limited to any dividend payments or other distributions by the Target, capital repayments, capital increases at an issue price below the Offer Price, disposals of the Target Shares by the Target or any of its subsidiaries below the Offer Price, disposals of assets below or acquisitions of assets above their market value, issuance of options or conversion rights, spin-offs and similar transactions.

Offer Period: **from October 24, 2024, to November 6, 2024**, 4:00 p.m. Central European Time (CET; subject to extension).

Offer Manager:



BANQUE CRAMER & C^{IE} SA

Bearer Shares of ENR Russia Invest AG

Swiss Security Number:

3447695

ISIN:

CH0034476959

Ticker Symbol:

RUS

Offer Restrictions

General

The public tender offer (the **Public Tender Offer** or **Offer**) described in this Offer Prospectus will not be made, directly or indirectly, in any country or jurisdiction, in which the Public Tender Offer would be illegal or would otherwise violate any applicable law or ordinance, or which would require Valartis AG (the **Offeror**) to change the terms or conditions of the Public Tender Offer in any way, to submit any additional filing to, or to perform any additional action in relation to, any governmental, regulatory or legal authority. It is not intended to extend the Public Tender Offer to any such country or jurisdiction. Documents relating to the Public Tender Offer must not be distributed in or sent to any such countries or jurisdictions. Any such documents must not be used for the purpose of soliciting the sale or purchase of securities of the Target by any person or entity resident or incorporated in any such country or jurisdiction.

Notice to U.S. Holders

The Public Tender Offer described in this Offer Prospectus is being made for the securities of the Target, a Swiss company, and is subject to Swiss disclosure and procedural requirements, which are different from those of the United States. The Public Tender Offer is being made in the US 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 under the U.S. Exchange Act and any exemptions from such requirements granted by the U.S. Securities and Exchange Commission (the **SEC**), and otherwise in accordance with the requirements of Swiss law. Accordingly, the Public Tender Offer is subject to disclosure and other procedural requirements, including with respect to withdrawal rights, offer timetable, 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 Target Shares are encouraged to consult with their own Swiss advisors regarding the Public Tender Offer.

Holders of Target Shares in the U.S. should be aware that this Offer Prospectus and any Public Tender Offer documents have been or will be prepared in accordance with the requirements of the Swiss Takeover Board (the **TOB**) and Swiss disclosure requirements, format and style, all of which differ from those generally applicable in the U.S. The Target's financial statements and all Target financial information included in this Offer Prospectus and any Public Tender Offer documents has been or will have been prepared in accordance with International Financial Reporting Standards as adopted by the European Union and that may not be comparable to the financial statements or other financial information of US companies or companies whose financial statements are prepared in accordance with generally accepted accounting principles in the U.S.

The receipt of cash pursuant to the Public Tender Offer by a U.S. holder of Target Shares may be a taxable transaction for U.S. federal income tax purposes and under applicable U.S. state and local, as well as foreign and other tax laws. Each U.S. holder of Target Shares is urged to consult with independent legal, tax and financial advisors in connection with making a decision regarding the Public Tender Offer, including, without limitation, to consider the tax consequences associated with such holder's acceptance of the Public Tender Offer.

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

It may be difficult for U.S. holders to enforce their rights and any claim arising out of U.S. federal securities laws, since the Target and the Offeror are each 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 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 Offeror and any of its affiliates and any advisor, broker or financial institution acting as an agent or for the account or benefit of the Offeror may, subject to applicable Swiss and U.S. securities laws, rules and regulations and pursuant to exemptive relief granted by the SEC from Rule 14e-5 under the U.S. Exchange Act, make certain purchases of, or arrangements to purchase, shares of the Target from shareholders of the Target who are willing to sell their shares of the Target outside the Public Tender Offer from time to time, including purchases in the open market at prevailing prices or in private transactions at negotiated prices. The Offeror will disclose promptly any information regarding such purchases of shares of the Target in Switzerland and the United States through the electronic media, if and to the extent required under applicable laws, rules and regulations in Switzerland.

Neither the SEC nor any U.S. state securities commission has approved or disapproved of the Public Tender Offer, passed upon the merits or fairness of the Public Tender Offer or passed upon the adequacy or accuracy of the information contained in this Offer Prospectus or any Public Tender Offer document. Any representation to the contrary is a criminal offence in the U.S.

United Kingdom

The communication of this Offer Prospectus is not being made by, and has not been approved by, an "authorised person" for the purposes of Section 21 of the Financial Services and Markets Act 2000 (**FSMA**). Accordingly, this Offer Prospectus is not distributed to, and must not be passed on to, the general public in the U.K. The communication of this Offer Prospectus is exempt from the restriction on financial promotions contained in Section 21 FSMA on the basis that it is a communication by or on behalf of a body corporate which relates to a transaction to acquire shares in a body corporate and the object of the transaction may reasonably be regarded as being the acquisition of day to day control of the affairs of that body corporate within article 62 (sale of a body corporate) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005.

Australia, Canada and Japan

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

A. Background and Purpose of the Offer

The Offeror is a Swiss stock corporation (*Aktiengesellschaft*) with its registered office in Fribourg, Switzerland. It was incorporated in 2018 and is a wholly owned direct subsidiary of Valartis Group AG (**Valartis Group**).

Valartis Group is a Swiss stock corporation (*Aktiengesellschaft*) with its registered office in Fribourg, Switzerland. The shares of Valartis Group are listed on SIX Swiss Exchange (**SIX**) since May 23, 2017. Valartis Group is an international finance group with offices in Fribourg, Zurich, Geneva, Frankfurt am Main, Stuttgart, Hamburg, Vienna, Luxembourg, Moscow and St. Petersburg. The business lines of Valartis Group comprise the activities of financial services, real estate projects and investments.

The Target is a Swiss stock corporation (*Aktiengesellschaft*) with its registered office in Geneva, Switzerland. The Target Shares have been admitted to trading on SIX since November 19, 2007. The Target is an investment company, which invests in private equity, real estate, listed equities and fixed income instruments of business operating in countries of the Commonwealth of Independent States.

The Offeror and the Target have agreed in a transaction agreement dated September 17, 2024 (the **Transaction Agreement**) that the Offeror will submit this Public Tender Offer to the Target's shareholders and that the Target's board of directors will recommend the Offer for acceptance by the holders of the Target Shares.

The Offeror wishes to obtain full (100% of the share capital and the voting rights) control of the Target and to have the Target delisted from SIX following a successful Settlement of the Offer (see section E.2 (*Intentions of the Offeror with respect to the Target; Delisting*)). Thus, the Offer shall give the minority shareholders of the Target the opportunity to exit their investment.

B. Public Tender Offer

1. Pre-Announcement

The Offer has been pre-announced by the Offeror in accordance with articles 5 et seq. of the TOB's Ordinance on Public Takeover Offers (*Verordnung der Übernahmekommission über öffentliche Kaufangebote*, the **Takeover Ordinance**). The pre-announcement (the **Pre-Announcement**) was published on September 18, 2024, in German, French and English before the opening of the stock market (Zurich) on Valartis Group's website, on the website of the TOB and was furthermore disseminated to the Swiss media in accordance with article 7 Takeover Ordinance.

2. Object of the Offer

Except as set forth below and subject to the Offer restrictions set forth above, the Offer extends to 41,668 issued and, as of the date hereof, publicly held Target Shares. The Public Tender Offer does not relate to (i) 70,168 Target Shares held by the Target and/or its direct or indirect subsidiaries and (ii) 2,532,566 Target Shares held by the Offeror and any other person acting in concert with the Offeror (other than the Target and its direct and indirect subsidiaries) (see section C.5 (*Participation of the Offeror in the Target*)).

Accordingly, the Offer relates to a maximum number of 41,668 Target Shares, calculated as of the date hereof as follows:

	Number of Target Shares
Issued	2,644,402
Target Shares held by Target and its direct and indirect subsidiaries	- 70,168*
Target Shares held by Offeror and any other person acting in concert with the Offeror other than the Target and its direct and indirect subsidiaries	- 2,532,566
Maximum Number of Target Shares to which the Offer relates	41,668

* According to the Target, as of the last trading date prior to the publication of this Offer Prospectus, i.e. October 9, 2024.

3. Offer Price

The Offer Price for each Target Share is **CHF 5.60** net, less the gross amount of any dilution effects becoming effective prior to the Settlement Date, including but not limited to any dividend payments or other distributions by the Target, capital repayments, capital increases at an issue price below the Offer Price, disposals of Target Shares by the Target or any of its subsidiaries below the Offer Price, disposals of assets below or acquisitions of assets above their market value, issuance of options or conversion rights, spin-offs and similar transactions.

The tender, during the Offer Period and the Additional Acceptance Period (each as defined below), of Target Shares which are deposited with banks in Switzerland under the Offer will be free of any expenses and charges. Any Swiss stamp transfer taxes charged on the sale under the Offer will be borne by the Offeror.

The Offer Price reflects a premium of 0.9% compared to the closing price of the Target Shares of CHF 5.55 on September 17, 2024, the last trading day prior to the date of the Pre-Announcement, and a premium of 0.9% compared to the volume-weighted average price of CHF 5.55 for the Target Shares during the last 60 trading days prior to September 18, 2024 (date of the Pre-Announcement), respectively.

Historical price trend of the Target Shares since 2019:

	2019	2020	2021	2022	2023	2024**
High*	14.30	13.60	10.10	8.85	6.00	5.55
Low*	8.50	8.00	8.40	6.00	4.50	4.40

* Daily closing prices in CHF.

** January 1, 2024 to September 17, 2024 (last trading day prior to the Pre-Announcement)

Closing Price on September 17, 2024 (last trading day prior to the Pre-Announcement): CHF 5.55

Source: SIX

4. Offer Period

In its ruling dated October 7, 2024, the TOB has approved a reduction of the offer period to 10 trading days. Accordingly and upon expiration of the cooling-off period of 10 trading days, the Offer will remain open from October 24, 2024 to November 6, 2024, 4:00 p.m. CET (the **Offer Period**). The Offeror reserves the right to extend the Offer Period once or several times. In the event of an extension of the Offer Period, the commencement of the Additional Acceptance Period (as defined below) and date of the settlement of the Offer (referred to as the **Settlement** and the **Settlement Date** respectively) will be deferred accordingly. The Offer Period may only be extended to more than 40 trading days with the prior consent of the TOB.

5. Additional Acceptance Period

After publication of the definitive interim results, the Offer will be open for acceptance during an additional period of 10 trading days (the **Additional Acceptance Period**). If the Offer Period is not extended, the Additional Acceptance Period will start on November 13, 2024, and end on November 26, 2024, 4:00 p.m. CET.

6. Condition

The Public Tender Offer is subject to the condition that no court or authority has issued any judgment or order which prevents, prohibits or declares illegal the Public Tender Offer or the consummation thereof.

The Offeror reserves the right to waive this condition, either in whole or in part.

The condition shall be in force and effect until the Settlement Date.

If the condition has not been satisfied or waived on the date that is ten trading days after the expiry of the Additional Acceptance Period, the Offeror will be obliged to postpone the Settlement Date by up to four months after the expiration of the Additional Acceptance Period (the **Postponement**). Unless the Offeror applies for, and the TOB approves, an additional Postponement of the Settlement Date, the Offeror will declare the Public Tender Offer unsuccessful if this condition has not been satisfied or waived during the Postponement.

C. Information on Valartis AG (Offeror)

1. Company Name, Corporate Seat, Share Capital and Principal Business Activities of Offeror

The Offeror is a Swiss stock corporation with its registered office in Fribourg, Switzerland. The Offeror is a direct wholly owned subsidiary of Valartis Group. The registered share capital of the Offeror amounts to CHF 100,000 and is divided into 1,000 fully paid-in registered shares, each with a nominal value of CHF 100. The Offeror has neither a capital band nor conditional share capital. The purpose of the Offeror is the acquisition, sale and management of participations in companies or enterprises of any kind, in Switzerland or abroad.

Valartis Group is a Swiss stock corporation with its registered office in Fribourg, Switzerland. The share capital of Valartis Group amounts to CHF 3,023,295 and is divided into 3,023,295 registered shares with a par value of CHF 1.00 each. The Valartis Group has neither a capital band nor conditional capital. The shares of Valartis Group are listed on SIX (Swiss Security Number: 36742768, ISIN: CH0367427686, Symbol: VLRT).

The Valartis Group is an international finance group with offices in Fribourg, Zurich, Geneva, Frankfurt am Main, Stuttgart, Hamburg, Vienna, Luxembourg, Moscow and St. Petersburg. The business lines of Valartis Group comprise the activities of financial services, real estate projects and participations. The focus of investment activity is in the countries of Russia, Germany and Austria.

2. Significant and Controlling Shareholders of Offeror

The Offeror is a direct wholly owned subsidiary of Valartis Group. MCG Holding SA, Baar ZG, Switzerland, directly holds 68.8% of the share capital and voting rights of Valartis Group. MCG Holding SA is controlled by Gustav Stenbolt (80.23%) and Philipp LeibundGut (19.77%) who also directly own 2.3% and 0.8% of the share capital and voting rights of the Valartis Group, respectively. The Offeror is not aware of any other person holding 3% or more in Valartis Group.

3. Persons Acting in Concert with Offeror

For the purpose of this Offer, Valartis Group, Gustav Stenbolt, Philipp LeibundGut and all the entities directly or indirectly controlled and managed by Valartis Group, Gustav Stenbolt and Philipp LeibundGut, including the Target and the companies controlled by the Target, are acting in concert with the Offeror.

4. Annual Reports

As a private company and wholly owned subsidiary of Valartis Group, the Offeror does not publish annual reports. The annual reports and half-year reports of the Offeror's controlling shareholder, Valartis Group, are available at <https://valartisgroup.ch/en/#geschaeftsberichte>.

5. Participation of the Offeror in the Target

As of the date hereof, 70,168 Target Shares are held by the Target and/or its direct or indirect subsidiaries and 2,532,566 Target Shares are held by the Offeror and/or any other persons acting in concert with it. The Offeror and the persons acting in concert with it thus hold 2,602,734 Target Shares, corresponding to approximately 98.424% of the share capital (and the voting rights) of the Target.

6. Purchases and Sales of Equity Securities in the Target

On October 8, 2024, the Offeror purchased 2,701 Target Shares over the market for a total consideration of CHF 15,125.60 (i.e. CHF 5.60 per Target Share).

On September 19, 2024, the Offeror purchased 1,949 Target Shares over the market for a total consideration of CHF 10,914.40 (i.e. CHF 5.60 per Target Share).

On August 21, 2024, the Offeror purchased 892,703 Target Shares from Athris AG for a total consideration of CHF 4,990,209.77 (i.e. CHF 5.59 per Target Share).

In addition, during the 12 months prior to the date of the Pre-Announcement, the Offeror and the persons acting in concert with it purchased 7,669 Target Shares over the market, the highest price being CHF 5.55 per Target Share.

D. Financing of the Offer

The Offeror will finance or procure the financing of the Public Tender Offer with own funds of the Valartis group available to it for purposes of the Offer.

E. Information on ENR Russia Invest AG (Target)

1. Company Name, Corporate Seat, Share Capital, Business Activities and Annual Report

The Target is a Swiss stock corporation (*Aktiengesellschaft*) with its registered office in Geneva, Switzerland. The Target is organized under the laws of Switzerland and registered in the commercial register under the registration number CHE-113.649.972. As of date hereof, the issued share capital of the Target amounts to CHF 32,790,584.80 and is divided into 2,644,402 bearer shares with a par value of CHF 12.40 each. The Target Shares are listed under the standard for investment companies of SIX with the symbol RUS, ISIN CH0034476959. The Target's corporate purpose is to acquire, sell and manage all types of investments, in particular private equity investments, in the Commonwealth of Independent States-countries and the Baltic states.

The annual reports and half-year reports of the Target are available at <https://enr.ch/#reports>.

2. Intentions of the Offeror with respect to the Target; Delisting

The Offeror submits the Offer to the remaining minority shareholders with the intention to have the Target delisted following a successful Settlement of the Offer. The Offeror intends to maintain and further promote the current business activities of the Target and its subsidiaries. It is currently not intended to significantly change the nature of the Target's business following the delisting, however, the Offer is intended to simplify the organizational structure of the Offeror.

In the event that, after the Settlement, the Offeror holds more than 98% of the voting rights in the Target, the Offeror intends to apply for the cancellation of the remaining Target Shares in accordance with article 137 of the Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading of June 19, 2015 (*Bundesgesetz über die Finanzmarktinfrastrukturen und das Marktverhalten im Effekten- und Derivatehandel; FMIA*) or merging the Target into an entity controlled by the Offeror in accordance with article 8 para. 2 of the Swiss Merger Act, whereby the remaining shareholders of the Target would not receive any shares in the surviving entity but would receive a cash compensation. The tax consequences resulting from such a squeeze-out by way of a merger with a cash consideration may be more negative than the tax consequences of an acceptance of the Offer. The tax consequences are described in detail in section J.7 (*General Tax Consequences*) of this Offer Prospectus.

Further, after the Settlement of the Offer and irrespective of the acceptance level, the Offeror intends to have the Target submit an application to SIX Exchange Regulation for the delisting of the Target Shares in accordance with the listing rules of SIX Exchange Regulation and for an exemption from certain disclosure and publicity obligations under the listing rules of SIX Exchange Regulation until

the date of delisting of the Target Shares. With the delisting of the Target and the omission of the disclosure and publicity obligations, the Offeror expects lower costs.

3. Agreement between the Offeror and the Target and its Corporate Bodies and Shareholders

Transaction Agreement: On September 17, 2024, the Offeror and the Target entered into the transaction agreement under which the parties essentially agreed as follows:

- The Offeror undertook to make this Public Tender Offer, and the Target or its board of directors, respectively, undertook to support the Public Tender Offer and to recommend to the Target shareholders to tender their Target Shares into the Public Tender Offer.
- The Target undertook to procure that an extraordinary shareholders' meeting will be called which will convene promptly after the expiration of the Offer Period and that the approval of the delisting is put on the agenda of such shareholders' meeting.
- The Target undertook to conduct its respective operations according to its ordinary and usual course of business and consistent with past practice.
- The Target made certain customary representations and warranties to the Offeror.
- The transaction agreement may be terminated
 - by both parties if (i) the condition of the Public Tender Offer is not satisfied or waived by the Offeror in accordance with the Offer Prospectus, (ii) the Target or the Offeror respectively materially breaches its obligations under the transaction agreement and such breach is not remedied within five (5) Trading Days following receipt of written notice of such breach from the Target or the Offeror respectively;
 - by the Offeror if the board of directors of the Target (i) withdraws or modifies, in a manner adverse to the Offeror, or proposes publicly to withdraw or modify, in a manner adverse to the Offeror, its approval or recommendation of the transaction agreement and the Public Tender Offer, (ii) fails to recommend to the Target's shareholders that they accept the Public Tender Offer or (iii) approves or recommends, or proposes publicly to approve or recommend, any competing offer
 - by the Target if the Offeror declares that the Public Tender Offer will not be further pursued or has failed or if the Offeror otherwise withdraws from launching, continuing or settling the Public Tender Offer or if the Target has received an alternative offer and the board of directors of the Target has determined in good faith and within its full discretion, after consultation with outside counsel, its financial advisors and after having given the Offeror the opportunity to present its view, that such alternative offer is superior to the Public Tender Offer.

Investment Management Agreement: On December 13, 2013, Valartis International Ltd, Tortola, British Virgin Islands (**Valartis International**), a wholly owned subsidiary of Valartis Group, and the Target entered into an agreement regarding the provision of investment services by Valartis International to the Target. For the 2023 business year, the management fee payable under the agreement amounted to CHF 494,513.

Administration Agreement: On November 1, 2009, Valartis Advisory Services SA, Geneva, Switzerland (**Valartis AS**), a wholly owned subsidiary of Valartis Group, and the Target entered into an agreement regarding the provision of administration and accounting services to the Target. Under the agreement, Valartis AS is entitled to receive an annual fee in the amount of CHF 100,000.

Information Technology and Services Supply Agreement: On December 13, 2013, Valartis AS and the Target entered into an agreement regarding the provision of information technology services by Valartis AS to the Target. Under the agreement, Valartis AS is entitled to receive an annual fee in the amount of CHF 12,000.

Sublease Agreement: On January 1, 2019, Valartis AS and the Target entered into an agreement regarding the sublease of office spaces at 118, rue du Rhône, Geneva, Switzerland, to the Target. Under the agreement, Valartis AS is entitled to receive an annual fee in the amount of CHF 21,600.

Service Agreement: On January 1, 2015 (as amended from time to time), Valartis International and Stainfield Limited, Limassol, Cyprus, a wholly owned subsidiary of the Target, entered into an agreement regarding the provision of specific services with respect to the relationship between Stainfield Limited and its financing banks. Under the agreement, Stainfield Limited is entitled to receive an annual fee in the amount of CHF 82,000.

Property Management Services Agreement: On January 1, 2019, Valartis International and Petrovsky Fort Limited Liability Company, St. Petersburg, Russia, a wholly owned subsidiary of the Target, entered into an agreement regarding the provision of property management services by Valartis International relating to Petrovsky Fort business center. Under the agreement, Valartis International is entitled to receive an annual fee in the amount of USD 170,000.

Board Fees Gustav Stenbolt: Gustav Stenbolt is both the chairman of Valartis Group and the Target. In the financial year 2023, Gustav Stenbolt has received fees in the amount of CHF 50,000 for his role in the Target and CHF 718,144 for his role in Valartis Group (pursuant to the Annual Report 2023, page 30).

Reimbursement of insurance costs of Ben de Bruyn: The Target reimburses the insurance costs (accident insurances, collective insurance for daily sickness benefits) of Ben de Bruyn, CEO of the Target, incurred by Valartis AS. Valartis AS is entitled to receive an annual reimbursement in the amount of CHF 4,105.

Apart from the agreements summarized above, no agreements exist between the Target, its shareholders and corporate bodies on the one hand and the Offeror and the persons acting in concert with it on the other hand.

4. Confidential Information

The Offeror confirms that neither the Offeror nor any of the entities which are, for the purpose of this Public Tender Offer, acting in concert with the Offeror, have received, directly or indirectly, from the Target and its subsidiaries, except as disclosed in this Offer Prospectus, any confidential information about the course of business of the Target which could significantly influence the decision of the recipients of the Public Tender Offer.

F. Report of the Review Body pursuant to Article 128 FMIA

Report of the review body according to art. 128 of the Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading („FMIA“)

As a review body recognized according to the FMIA to review public takeover offers, we have reviewed the offer prospectus of Valartis AG („Offeror“). The report of the board of directors of the target company and the fairness opinion of The Corporate Finance Group AG were not subject to our review.

The preparation of the offer prospectus is the responsibility of the Offeror. Our responsibility is to express an opinion on the offer prospectus based on our review. We confirm that we comply with the independence requirements provided by takeover law and that there are no facts which are incompatible with our independence.

Our review was conducted in accordance with the standards promulgated by the Swiss profession (PS 880), which require that a review according to article 128 FMIA be planned and performed to verify the formal completeness of the offer prospectus according to the FMIA and its ordinances and

the order of the Takeover Board ("TOB") and to obtain reasonable assurance about whether the offer prospectus is free from material misstatement in consequence of violation or errors. It must be noted that ciphers 3 to 6 below cannot be reviewed with the same assurance as ciphers 1 and 2. We have examined the information in the offer prospectus by means of analyses and ascertainments on a test basis. Furthermore, we have verified the compliance with the FMIA, its ordinances and the order of the TOB. We believe that our review provides a reasonable basis for our opinion.

In our opinion

1. the Offeror has taken the necessary measures in order for the required funds to be available on the settlement date; and
2. the Best Price Rule has been observed until publication of the offer prospectus.

Furthermore, we have not encountered any facts from which we had to infer that:

3. the recipients of the offer are not treated equally;
4. the offer prospectus is not complete and accurate in accordance with the provisions of the FMIA and its ordinances;
5. the offer prospectus is not in accordance with the FMIA, its ordinances and the order of the TOB; and
6. the provisions regarding the effects of the pre-announcement have not been observed.

This report is neither a recommendation for the acceptance or rejection of the offer nor a confirmation (Fairness Opinion) regarding the financial appropriateness of the offer price.

Ernst & Young Ltd

Marc Filleux
Partner

Nadia Schneider
Senior Manager

G. Report of the Board of Directors of Target pursuant to Article 132 FMIA

ENR RUSSIA INVEST SA

REPORT OF THE BOARD OF DIRECTORS PURSUANT TO ART. 132 FMIA

The board of directors ("**Board of Directors**") of ENR Russia Invest SA, Geneva, Switzerland, ("**ENR**") hereby issues its report pursuant to article 132 para. 1 of the Swiss Financial Market Infrastructure Act ("**FMIA**") and articles 30 – 32 of the Swiss Takeover Ordinance (TOO) on the public tender offer ("**Offer**") by Valartis AG, Fribourg, Switzerland, ("**Offeror**") for all publicly held bearer shares of ENR ("**ENR Shares**") with a nominal value of CHF 12.40 each.

1. Recommendation

The Board of Directors has reviewed the terms of the Offer in detail and, taking the fairness opinion provided by The Corporate Finance Group AG dated October 9, 2024, ("**Fairness Opinion**", see section 2.a below) into account, unanimously resolved to recommend to the shareholders of ENR to accept the Offer.

2. Reasoning

The recommendation of the Board of Directors is based on the following reasoning:

a. Offer Price and Fairness Opinion

The offer price offered by the Offeror in the Offer amounts to CHF 5.60 net for each ENR Share ("**Offer Price**"). The Offer Price implies a premium of 0.9% to the volume-weighted average price of all on-exchange transactions in ENR executed on the SIX Swiss Exchange Ltd ("**SIX**") during the 60 trading days prior to the publication of the pre-announcement of the Offer published on September 18, 2024 (being CHF 5.55).

Since the liquidity of the ENR Shares is limited and because all members of the Board of Directors are pursuant to the practice of the Swiss Takeover Board ("**TOB**") subject to a conflict of interest (see section 4 below), the Board of Directors has mandated The Corporate Finance Group AG, Hünenberg See, ("**TCFG**") to issue the Fairness Opinion to assess the fairness of the Offer Price from a financial perspective. Since the minimum price rules under Swiss takeover laws will not apply to the Offer due to the opting-out in the articles of association of ENR, the illiquid ENR Shares will not have to be valued by a review body.

In its Fairness Opinion, TCFG confirmed a valuation range between CHF 3.40 and CHF 5.90 per ENR Share based on various customary valuation methods and in particular the trading multiples valuation method. Since the Offer Price is not only within this valuation range but also towards its upper end, subject to the assumptions and limitations made in the Fairness Opinion, TCFG concluded that the Offer Price is financially fair and reasonable. The Fairness Opinion can be ordered in German, French and English at no cost from: Ben de Bruyn, Tel: +41 22 716 1012, Email: b.debruyn@enr.ch or downloaded under: <https://valartisgroup.ch/en/enr-purchase/>.

Based on the considerations made in the Fairness Opinion and since the Board of Directors sees no reason to deviate from the outcome of the Fairness Opinion, the Board of Directors considers the Offer Price to be fair from a financial perspective.

b. Condition of the Offer

The sole condition of the Offer relates to there being no injunction and will be in effect until the settlement date of the Offer ("**Settlement**"): "*The Public Tender Offer is subject to the condition that no court or authority has issued any judgment or order which prevents, prohibits or declares illegal the Public Tender Offer or the consummation thereof*" (quote from the pre-announcement of the Offer).

The Board of Directors considers this condition to be reasonable and in the interest of the Company as well as its stakeholders.

c. Squeeze-out and Delisting

The Board of Directors notes that, if the Offeror holds more than 98% of the voting rights of ENR after the Settlement, the Offeror intends to apply for the cancellation of the remaining ENR Shares in accordance with article 137 FMIA or merge ENR into an entity controlled by the Offeror pursuant to article 8 para. 2 of the Swiss Merger Act by merging ENR. In such a case, the remaining shareholders of ENR would not receive any shares in the surviving entity but a cash compensation.

Finally, the Offeror intends to apply for the delisting of the ENR Shares from SIX after the Settlement and, for an interim period, for an exemption from certain disclosure and publicity obligations under the listing rules of SIX until the date of the delisting of the ENR Shares.

d. Business Rationale

The Board of Directors further considered that the Offeror, together with the persons acting in concert with the Offeror, already holds more than 98% of the share capital and voting rights of ENR.

Therefore, the Offer gives the minority shareholders of ENR an opportunity to exit their shareholding in ENR that might otherwise not be possible given the liquidity of the ENR Shares on SIX.

To the knowledge of the Board of Directors, the Offer has no impact on the existing agreements or investments of ENR given the majority shareholding position of the Offeror.

3. Agreements between the Offeror and ENR

On September 17, 2024, the Offeror and ENR entered into a transaction agreement pursuant to which the Offeror agreed to submit and conduct the Offer and the Board of Directors undertook to support the Offer and recommend to the ENR shareholders to tender their ENR Shares into the Offer. A summary of the main terms of the Transaction Agreement is contained in the offer prospectus regarding the Offer ("**Offer Prospectus**") in section E.3.

For a summary of the other agreements in place between the Offeror and ENR, please refer to the Offer Prospectus in section E.3.

4. Conflicts of Interests of the Board of Directors and Management

The Board of Directors is composed of the following members:

- Mr. Gustav Stenbolt, member of the Board of Directors since 2007
- Mr. Walter Fetscherin, member of the Board of Directors since 2007

Gustav Stenbolt is one of the beneficial owners of the Offeror and board member of both ENR and Valartis Group AG, Fribourg, Switzerland ("**Valartis Group**") and as such subject to a conflict of interest. As set out in the annual report of ENR for the financial year 2023 (see section 8 below) and in the Offer Prospectus in section E.3, ENR, as well as several of its wholly-owned subsidiaries, have entered into certain agreements with Valartis Group and its affiliates. In his capacity as chairman of Valartis Group and ENR, Gustav Stenbolt has received fees in the amount of CHF 50,000 for his role in ENR and CHF 718,144 for his role in Valartis Group.

Walter Fetscherin was elected to the Board of Directors on proposal of the Offeror and is, therefore, also subject to a conflict of interest. He does not exercise his mandate as member of the Board of Directors based on the instructions of the Offeror.

There is no agreement between the Offeror (or a person acting in concert with the Offeror), ENR and/or the members of the Board of Directors regarding the election or re-election of the members of the Board of Directors. To the knowledge of the Board of Directors, they will continue to act as members of the Board of Directors after the Settlement.

Given that all members of the Board of Directors are in a conflict of interest pursuant to the practice of the TOB, the Board of Directors has resolved to obtain the Fairness Opinion to assess whether the Offer is fair from a financial perspective (see section 2.a).

Other than as mentioned herein, no member of the Board of Directors is member of a corporate body or employee of the Offeror or the persons acting in concert with the Offeror.

Mr. Ben de Bruyn, Chief Executive Officer, is the sole member of management of ENR. While Mr. de Bruyn has participated in the deliberations of the Board of Directors in connection with the Offer, he was not involved in the resolutions of the Board of Directors in relation thereto. Mr. de Bruyn has not entered into any contractual or other arrangement with the Offeror or any person acting in concert with the Offeror (except for ENR and its subsidiaries) and, currently, there is no intention to enter into any such agreement. Mr. de Bruyn is not a member of any corporate body or an employee of the Offeror or a person acting in concert with the Offeror (except for ENR and its subsidiaries), nor does he act as corporate body or employee of a company which has significant business relationships with the Offeror or a person acting in concert with the Offeror (except for ENR and its subsidiaries).

5. Financial Consequences of the Offer for the Board of Directors and Management Board of ENR

The Offer will not have any financial consequence for any member of the Board of Directors or management of ENR. However, the Board of Directors assumes that its members will continue to receive compensation for their mandate as members of the Board of Directors for the duration of such mandate.

ENR has no incentive plans for its employees or members of the Board of Directors in place that would be triggered or affected by the Offer. In addition, the members of the Board of Directors and management of ENR will not receive any additional compensation or benefits in connection with the Offer.

6. Intentions of Qualified Shareholders of ENR

Given that the Offeror and the persons acting in concert with the Offeror already hold more than 98% of the share capital and voting rights, there is no other shareholder holding a participation of more than 3% in ENR.

For the intentions of the Offeror, please refer to section 2.c as well as the information contained in the Offer Prospectus in section E.2.

7. Defensive Measures pursuant to Article 132 para. 2 FMIA

The Board of Directors has not taken any defensive measures against the Offer and has no intention of taking any defensive measures in the future or proposing to an ordinary or extraordinary shareholders' meeting of ENR to take any such measures.

8. Financial Reporting

The annual report of ENR for the business year 2023 can be downloaded under <https://enr.ch/#reports>. The most recent half-year report for 2024 of ENR can be downloaded under <https://enr.ch/wp-content/uploads/ENR-Semi-Annual-Report-2024.pdf>.

Except for the transaction underlying this report and to the extent not disclosed otherwise prior to or on the date of this report, the Board of Directors is not aware of any material changes in the assets, the financial position, the results of operations or the business prospects of ENR since June 30, 2024, that could influence the decision of the shareholders of ENR regarding the Offer.

Geneva, October 9, 2024

H. Ruling of the Swiss Takeover Board

On October 7, 2024, the TOB issued the following ruling (*Verfügung*) (unofficial translation of the French original):

1. The public tender offer by Valartis AG for the shares of ENR Russia Invest AG complies with the legal and regulatory provisions relating to public tender offers.
2. The offer period of the public tender offer by Valartis AG for the shares of ENR Russia Invest AG is reduced to ten trading days.
3. The present ruling will be published on the website of the Swiss Takeover Board on the day of the publication of the offer prospectus.
4. The fee to be borne by Valartis AG amounts to CHF 50,000.

I. Rights of Minority Shareholders

1. Request for Party Status (Article 57 Takeover Ordinance)

Shareholders who have been holding at least 3% of the voting rights of the Target, whether exercisable or not, since the date of publication of the Pre-Announcement (each, a **Qualified Shareholder**, article 56 Takeover Ordinance), will be granted party status if they file a respective request with the TOB. The request of a Qualified Shareholder must be received by the TOB (Stockerstrasse 54, 8002-Zurich, Switzerland, counsel@takeover.ch; fax: +41 44 283 17 40) within five trading days from the date of publication of this Offer Prospectus. The first trading day after the publication of this Offer Prospectus will be the first day of the filing period. Concurrently with the request, the applicant has to furnish proof of his or her participation. The TOB may request proof that the shareholder continues to hold at least 3% of the voting rights of the Target, whether exercisable or not, at any time. The party status will be upheld in relation to any further decisions issued by the TOB in connection with the Public Tender Offer, if the Qualified Shareholder continues to hold a qualified participation in the Target.

2. Objection (Article 58 Takeover Ordinance)

A Qualified Shareholder (article 56 Takeover Ordinance) may file an objection against the decision in respect of the Public Tender Offer, which will be issued and published by the TOB. The objection must be filed with the TOB (Stockerstrasse 54, 8002-Zurich, Switzerland, counsel@takeover.ch; fax: +41 44 283 17 40) within five trading days after publication of the TOB's decision. The first trading day after the publication of the TOB's decision will be the first day of the filing period. The objection must contain a motion, a summary of the legal grounds and proof of the participation in the sense of article 56 Takeover Ordinance.

J. Implementation of the Public Tender Offer

1. Information

The shareholders of the Target will be informed of the Public Tender Offer by the depositary bank. They are requested to follow the instructions provided by the depositary bank.

2. Offer Manager

Banque Cramer & Cie SA has been engaged by the Offeror as the acceptance and paying agent for this Public Tender Offer.

3. Tendered Target Shares

The Target Shares which have been tendered to the Offeror will be blocked by the depositary bank and are barred from further trading.

4. Payment of the Offer Price; Settlement

The Offer Price for the Target Shares validly tendered during the Offer Period and the Additional Acceptance Period will be paid on the Settlement Date. The Settlement Date is currently expected to be December 10, 2024. An extension of the Offer Period in accordance with section B.4 (*Offer Period*) above or postponement of the Settlement pursuant to section B.6 (*Condition*) above is reserved; in these events, the Settlement Date would be postponed accordingly.

5. Costs and Charges

During the possibly extended Offer Period and the Additional Acceptance Period, the legally valid tender of Target Shares which are deposited with banks in Switzerland is free of costs and charges.

Any Swiss stamp transfer tax that may be charged in connection with such tender will be borne by the Offeror.

6. Cancellation and Delisting

If the Offeror holds more than 98% of the voting rights of the Target after the Settlement, the Offeror may apply for the cancellation of the remaining Target Shares in accordance with article 137 FMIA.

Instead of a cancellation of the remaining Target Shares the Offeror may, in accordance with article 8 para. 2 of the Swiss Merger Act, merge the Target with and into the Offeror or another entity ultimately managed and controlled by the Offeror, whereby the remaining shareholders of the Target would not receive any shares in the surviving entity but a cash compensation. The tax consequences resulting from such squeeze-out by way of a merger with cash consideration could be more negative – in particular, for individual persons who are resident in Switzerland and hold the shares as part of their private assets (*Privatvermögen*), and for foreign investors – than the tax consequences of an acceptance of the Public Tender Offer (see also section J.7.2 (*General Tax Consequences for Non-Accepting Shareholders in the Event of a Merger with a Cash-only Consideration*) below).

Should the Offeror cancel the remaining Target Shares or implement a merger as described above, the Offeror intends to delist of the Target Shares from the SIX after the Settlement.

7. General Tax Consequences

7.1. General Tax Consequences for Accepting Shareholders and Non-Accepting Shareholders in the Event of a Cancellation Procedure according to Article 137 FMIA

The acceptance of the Public Tender Offer and the sale of Target Shares under the Public Tender Offer will in general likely result in the following Swiss tax consequences:

- Shareholders of the Target who are resident in Switzerland for tax purposes and hold their Target Shares as private assets (*Privatvermögen*) will, pursuant to general principles of Swiss individual income tax law, realize a tax-free private capital gain or suffer a non-tax-deductible capital loss, respectively.
- Shareholders of the Target who are resident in Switzerland for tax purposes and hold their Target Shares as business assets (*Geschäftsvermögen*) will, pursuant to general principles of Swiss individual and corporate income tax law, realize a taxable capital gain or suffer a tax-deductible capital loss, respectively, depending on the relevant income tax value of their Target Shares. These tax consequences are also applicable for income tax purposes to individuals qualifying as professional securities dealers (*gewerbsmässige Wertschriftenhändler*).
- Shareholders of the Target who are not tax resident in Switzerland will not realize any income which will be subject to Swiss individual or corporate income tax, provided that the Target Shares are not attributable to a Swiss permanent establishment (*Betriebsstätte*) or a Swiss business operation (*Geschäftsbetrieb*).
- The sale of Target Shares under the Public Tender Offer will in general not trigger any Swiss withholding tax, irrespective of the tax residence of the accepting shareholder. Any Swiss stamp transfer taxes charged on the sale under the Offer will be borne by the Offeror.

If, after the Settlement, the Offeror holds more than 98% of the voting rights of the Target and applies for the cancellation of the remaining publicly held Target Shares in accordance with article 137 FMIA (see section J.6 (*Cancellation and Delisting*) above), the tax consequences for those shareholders of the Target who have not accepted the Public Tender Offer will be the same as if they had tendered their Target Shares under the Public Tender Offer (see above).

7.2. General Tax Consequences for Non-Accepting Shareholders in the Event of a Merger with a Cash-only Consideration

In the event of a merger with a cash-only consideration after the Settlement, as described in section J.6 (*Cancellation and Delisting*) above, the non-tendering of Target Shares under the Public Tender Offer may, depending on the structuring of the squeeze-out-merger, in general likely result in the following Swiss tax consequences:

- For Shareholders of the Target who are resident in Switzerland for tax purposes and hold their Target Shares as private assets (*Privatvermögen*), the difference between (i) the amount of the cash consideration and (ii) the sum of the nominal value of the Target Shares concerned and of a proportionate part of Target's reserves from capital contributions (*Reserven aus Kapitaleinlagen*) attributed to the respective Target Shares (*Liquidationsüberschuss*) may, depending on the structuring of the squeeze-out-merger, be subject to income tax.
- Shareholders of the Target who are resident in Switzerland for tax purposes and hold their Target Shares as business assets (*Geschäftsvermögen*), for example by qualifying as professional securities dealers (*gewerbsmässige Wertschriftenhändler*), realize either a taxable capital gain or a tax-deductible capital loss depending on the relevant income tax value of their Target Shares, pursuant to general principles of Swiss individual and corporate income tax law.
- Shareholders of the Target who are not resident in Switzerland for tax purposes will not realize any income which will be subject to Swiss individual or corporate income tax, provided that the Target Shares are not attributable to a Swiss permanent establishment (*Betriebsstätte*) or a Swiss business operation (*Geschäftsbetrieb*).
- For all shareholders of the Target (irrespective of their tax residence) the difference between (i) the amount of the cash consideration and (ii) the sum of the nominal value of the Target Shares concerned and of a proportionate part of Target's reserves from capital contributions (*Reserven aus Kapitaleinlagen*) attributable to the respective Target Shares (*Liquidationsüberschuss*) may, depending on the structuring of the squeeze-out-merger, be subject to Swiss withholding tax of 35%. Upon request and depending, amongst other requirements, on the tax status, tax residency and tax declarations of the respective shareholder of the Target, the withholding tax, if any, is fully, partially or not at all refundable.

It is expressly recommended to all shareholders of the Target and all beneficial owners of the Target Shares to consult their own tax advisors with respect to the Swiss and foreign tax consequences of the Public Tender Offer and its acceptance or non-acceptance, respectively, applicable to them.

K. Applicable Law and Place of Jurisdiction

The Offer, and all rights and obligations arising under or in connection with the Offer, shall be governed by, and construed in accordance with, the substantive laws of Switzerland, excluding the UN Convention on Contracts for the International Sale of Goods, without giving effect to any choice of law or conflict of law provision or rule that would cause the application of the laws of any jurisdiction other than Switzerland. The exclusive place of jurisdiction for all disputes arising out of or in connection with the Offer shall be the city of Zurich, Switzerland.

L. Indicative Timetable

October 10, 2024	Start of the Cooling-off Period
October 23, 2024	End of the Cooling-off Period
October 24, 2024	Start of Offer Period
November 6, 2024, 4:00 p.m. CET	End of Offer Period*
November 7, 2024	Provisional Notice of Interim Results of the Offer*
November 12, 2024	Definitive Notice of Interim Results of the Offer*
November 13, 2024	Start of the Additional Acceptance Period*
November 26, 2024	End of the Additional Acceptance Period*
November 27, 2024	Provisional Notice of Final Results of the Offer*
December 2, 2024	Definitive Notice of Final Results of the Offer*
December 10, 2024	Settlement of the Offer*

* The Offeror reserves the right to extend the Offer Period under section B.4 (*Offer Period*) above once or several times, in which case the above dates will be deferred accordingly. The Offer Period may be extended to more than 40 trading days only with the prior consent of the TOB. In addition, the Offeror reserves the right to postpone the Settlement Date in accordance with section J.4 (*Payment of the Offer Price; Settlement*) above.

M. Offer Documentation

This Offer Prospectus (in German, French and English) may be obtained free of charge from the Offeror, Gerald Scheweder, Rue de Romont 29/31, 1700 Fribourg, Switzerland (phone: +41 44 503 54 16; e-mail: g.scheweder@valartis.ch). This Offer Prospectus as well as all other publications in relation to the Offer are further available under <https://valartisgroup.ch/enr-purchase/>.

Offer Manager:



BANQUE CRAMER & C^{IE} SA