

## **Notice regarding the Settlement**

of the

### **Public Tender Offer**

of

#### **Constantia Flexibles GmbH, Vienna, Austria**

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

of

#### **Aluflexpack AG, Reinach (AG), Switzerland**

### **1 Background**

On 2 April 2024, Constantia Flexibles GmbH ("**Offeror**" or "**Constantia**") published the offer prospectus ("**Offer Prospectus**") for its public tender offer pursuant to Art. 125 et seqq. FMIA ("**Offer**") for all publicly held registered shares of Aluflexpack AG ("**AFP**") with a nominal value of CHF 1.00 each ("**AFP Shares**", each an "**AFP Share**").

In the definitive notice of the end result which was published on 12 June 2024, the Offeror declared a Postponement of the Settlement in accordance with Section A7.3 (*Duration of Offer Conditions and Postponement of Settlement*) of the Offer Prospectus and in an update notice of 5 November 2024, the Offeror stated that based on its current analysis and estimate of the timeline for the receipt of all regulatory approvals, and subject to the satisfaction or waiver of the remaining Offer Conditions, it expects that the Settlement will occur in Q1 2025.

On 7 February 2025, the Offeror published a notice, informing that the final Offer Price amounts to CHF 16.00 for each AFP Share and that it waives Offer Condition (b) (*Merger Clearances and Other Approvals*) pursuant to Section A7.1 (*Offer Conditions*) of the Offer Prospectus as the remedy package accepted by the European Commission exceeds the Remedy Materiality Cap.

Capitalized terms not defined in this notice shall have the meaning ascribed to them in the Offer Prospectus.

## **2 Decision of the Swiss Takeover Board and Settlement**

On 13 February 2025, the Swiss Takeover Board issued a decision, approving a further postponement of the Settlement until 31 March 2025. The ruling of the decision reads as follows:

- 1. It is determined that Constantia Flexibles GmbH is authorized and that the Swiss Takeover Board permits Constantia Flexibles GmbH to postpone the settlement of its public tender offer to the shareholders of Aluflexpack AG until 31 March 2025.*
- 2. Constantia Flexibles GmbH is required to publish the ruling of the present decision together with its notice regarding the planned settlement date.*
- 3. The present decision will be published on the website of the Swiss Takeover Board after the publication by Constantia Flexibles GmbH in accordance with paragraph 2 of the present ruling.*
- 4. The fee to be borne by Constantia Flexibles GmbH amounts to CHF 20'000.*

The Offeror expects that the Settlement will occur on 4 March 2025.

Offer Conditions (c) (*No Injunction or Prohibition*), (f) (*No Adverse Resolutions by the General Meeting of Shareholders of the Company*) and (g) (*No Acquisition or Sale of Material Assets or Incurrence or Repayment of Material Indebtedness*) pursuant to Section A7.1 (*Offer Conditions*) of the Offer Prospectus remain in effect until the Settlement.

## **3 Offer Restrictions**

The Offer is subject to the offer restrictions as set forth in the Offer Prospectus. The Offer Prospectus and all other offer documents are available on <https://www.afp-tender-offer.com>.

Registered shares of Aluflexpack AG **not tendered** (first trading line)

Securities No.:	ISIN:	Ticker Symbol:
45322689	CH0453226893	AFP

Registered shares of Aluflexpack AG **tendered** (second trading line)

Securities No.:	ISIN:	Ticker Symbol:
133660914	CH1336609149	AFPE

Zurich, 14 February 2025

Offer Manager: Zürcher Kantonalbank, 8001 Zurich, Switzerland