

Ad hoc announcement pursuant to Art. 53 LR

Basel, 28 July 2022



Planned capital increase of MCH Group Ltd.

Swiss Takeover Board approves requests

MCH Group Ltd. (SIX: MCHN) announced today that the Swiss Takeover Board has approved the requests of MCH Group Ltd. and its two anchor shareholders in connection with the planned capital increase, in particular regarding an exemption pursuant to Article 136(1)(e) FinMIA from the obligation to make an offer (restructuring exemption).

With the planned capital increase, MCH Group Ltd. intends to secure the necessary investments for the company's growth and the refinancing of the CHF 100 million bond due in May 2023. Following the approval of the Parliament of the Canton of Basel for the participation of the Canton of Basel-Stadt and the granting of an exemption from the obligation to make a takeover offer by the Takeover Board, MCH Group Ltd. can prepare the planned capital increase as intended and submit it to an Extraordinary General Meeting in the autumn. The Canton of Basel-Stadt and Lupa Systems intend to participate equally in the planned capital increase with up to CHF 34 million each. The capital increase is to be carried out with subscription rights for all shareholders.

MCH Group Ltd. is obliged to publish the decision of the Swiss Takeover Board.

Decision 825/01 of the Swiss Takeover Board dated July 27, 2022

(convenience translation of the German authoritative original)

"The Takeover Board decides:

- 1. It is confirmed based on the files currently available to the Takeover Board that (i) due to the agreement and/or the execution of the described transaction, neither Lupa Investment Holdings, LP nor Lupa Systems LLC nor the Canton Basel-Stadt nor MCH Group Ltd. are acting in concert with regard to the control of MCH Group Ltd. within the meaning of Article 33 FMIO-FINMA and (ii) neither the agreement nor the execution of the described transaction triggers for Lupa Investment Holdings, LP, Lupa Systems LLC, the Canton Basel-Stadt or MCH Group Ltd., together or each individually, the obligation to make an offer within the meaning of Article 135 para 1 sentence 1 FMIA with respect to the listed equity securities of MCH Group Ltd.*

2. *Based on the files currently available to the Takeover Board, the Canton Basel-Stadt is hereby granted in connection with the described transaction an exemption pursuant to Article 136 para 1 lit. e FMIA from the obligation to make a public takeover offer according to Article 135 para 1 sentence 1 FMIA with respect to the listed equity securities of MCH Group Ltd. without conditions.*
3. *MCH Group Ltd. shall publish the provisions of the present decision as well as the reference to the right of objection of qualified shareholders, in application of Article 61 para. 3 and 4 Takeover Ordinance.*
4. *The present decision will be published on the website of the Takeover Board following its publication in accordance with clause 3 above.*
5. *The fees payable by MCH Group Ltd., the Canton Basel-Stadt and Lupa Investment Holdings, LP with joint and several liability amounts to CHF 40,000."*

MCH Group's Board of Directors has decided not to publish a separate report within the meaning of Article 61 para 3 lit. a of the Takeover Ordinance.

A shareholder who has been holding at least 3% of the voting rights of MCH Group, whether exercisable or not (a "qualified participation", Article 56 Takeover Ordinance), since the date of publication of the decision, may file an objection against the decision of the TOB. The objection must be filed with the Takeover Board within five trading days from the date of publication of the decision. The objection must contain a motion, summary reasons and proof of the qualified participation according to Article 56 para. 3 and para 4 Takeover Ordinance as from the date of the publication of the decision (Article 58 para. 3 Takeover Ordinance).

MCH Group

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Contact:

Christian Jecker
Secretary of the Board of Directors
+ 41 58 206 22 52
christian.jecker@mch-group.com

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