

AD HOC ANNOUNCEMENT PURSUANT TO ART. 53 LR

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## **Medartis launches senior convertible bond offering in a private placement of approximately CHF 115 million due 2031**

**Basel, 3 April 2024: Medartis Holding AG (SIX: MED, the “Company” or “Medartis”), a specialized orthopaedic company for head and extremity surgery, today announces the launch of a private placement offering (the “Offering”) of approx. CHF 115 million senior unsecured guaranteed convertible bonds due 2031 (the “Bonds”). The Bonds will be issued via the Company’s directly wholly-owned subsidiary, Medartis International Finance SAS (the “Issuer”), guaranteed by the Company and convertible into newly issued and/or existing registered shares of the Company. Advanced subscription rights for existing shareholders are excluded in the Offering.**

Medartis intends to use the net proceeds of the Bonds for general financing purposes, including acquisitions in its core business. The Bonds will be issued with a denomination of CHF 200,000 per bond at 100% of their principal amount. The Bonds are expected to carry a coupon of between 2.75% and 3.25% per annum, payable semi-annually in arrear, and will have a conversion price set at a premium of between 25% and 30% over the reference share price. The reference share price is expected to be equal to the placement price per Medartis share determined in the Concurrent Delta Placement (as further described below). Unless previously converted, redeemed or, repurchased and cancelled, the Bonds will be redeemed at 100% of their principal amount on the stated maturity date, which is expected to be on 11 April 2031. Advanced subscription rights for existing shareholders are excluded in the Offering.

Medartis will be entitled to redeem the Bonds at their principal amount plus accrued interest in accordance with the terms and conditions of the Bonds at any time (i) on or after 2 May 2029, if the price of a Medartis share is equal to or exceeds 130% of the then prevailing conversion price over a certain period or (ii) if less than 15% of the aggregate principal amount of the Bonds remain outstanding. Holders of the Bonds will be entitled to request an early redemption of their Bonds on the fifth anniversary of their issue at their principal amount plus accrued interest.

The Offering will be conducted as a private placement in and outside of Switzerland. The Bonds will be offered by way of an accelerated bookbuilding process to institutional investors outside the US (in reliance on Regulation S under the US Securities Act of 1933), as amended, and in compliance with the laws and regulations applicable in every country where the Offering takes place.

The Bonds are expected to price before the market opens on 4 April 2024, and the settlement (the “Settlement Date”) is expected to be on or around 11 April 2024. Application for the admission to trading of

the Bonds on the Open Market of the Frankfurt Stock Exchange ("Freiverkehr") is expected to be made no later than three months after the Settlement Date. The Bonds will not be admitted to trading or listing on the SIX Swiss Exchange, where the underlying Medartis shares are listed and traded, or any other trading venue in Switzerland.

The Company, the Issuer as well as the Company's main shareholder Dr. h.c. Thomas Straumann (currently holding 45.5% of the outstanding shares) have agreed to a 180-day lock-up following the Settlement Date, subject to certain customary exceptions and waiver by the Joint Bookrunners (as defined below).

BofA Securities Europe SA is acting as Sole Global Coordinator and, together with the Zürcher Kantonalbank (ZKB), as Joint Bookrunners for the Offering. Concurrently with the Offering, the Joint Bookrunners have been mandated by Medartis to facilitate hedging the market risk for certain subscribers of the Bonds and to organize a simultaneous placement of existing shares of the Company (the "Concurrent Delta Placement"). The Company will not receive any proceeds from the placement of these shares.

## **YOUR CONTACT:**

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## **ABOUT MEDARTIS**

Founded in 1997 and headquartered in Basel, Switzerland, Medartis is one of the world's leading manufacturers and providers of medical devices for surgical fixation of bone fractures for upper and lower extremities as well as for the craniomaxillofacial region. Medartis employs approx. 830 individuals across its 13 locations, with products offered in over 50 countries globally. Medartis is committed to providing surgeons and operating theatre personnel with the most innovative titanium implants and instruments as well as best-in-class service. For more information, please visit [www.medartis.com](http://www.medartis.com).

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