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Frauenfeld, 19 November 2018

Press release

## **Zur Rose Group announces the terms of the planned capital increase by way of a rights offering**

**Zur Rose Group today publishes the terms of the capital increase by way of a rights offering to finance the medpex acquisition as well as further, organic growth initiatives. The envisaged net proceeds from the capital increase amount to approximately CHF 200 million.**

The Board of Directors proposes to today's Extraordinary General Meeting to increase the share capital of Zur Rose Group AG by way of a rights offering through the issuance of up to 2,665,476 new registered shares with a par value of CHF 5.75 each. Existing shareholders will receive one subscription right for every registered share they hold on 21 November 2018 (after market close) to subscribe for the new shares to be issued in the capital increase. The new shares will be offered to existing shareholders at a ratio of 3 new shares for 7 existing shares held, subject to applicable legal restrictions. The subscription rights will neither be listed nor traded and will lapse without compensation unless validly exercised during the rights exercise period.

Subject to the Extraordinary General Meeting approving the proposal by the Board of Directors for the ordinary capital increase, the rights exercise period is expected to start on 22 November 2018 and to end on 28 November 2018, 12:00 noon CET. Shares not taken up by existing shareholders exercising their subscription rights will be offered to eligible investors by way of a public offering in Switzerland and private placements in certain jurisdictions outside Switzerland and the United States in reliance on Regulation S under the US Securities Act of 1933, as amended (the "Securities Act"), as well as to "qualified institutional buyers" in the United States as defined in, and in reliance on, Rule 144A under the Securities Act and in compliance with applicable securities laws (the "international offering"). The take-up of new shares by existing shareholders and the maximum number of new shares available for the international offering are expected to be announced on 28 November 2018, after close of trading on SIX Swiss Exchange.

The offer price for the new shares will be determined in a bookbuilding process comprising the shares not taken up by existing shareholders. The bookbuilding is expected to start on 22 November 2018 and is expected to end on 29 November 2018, 15:00 CET. The offer price is expected to be announced on 29 November 2018, after close of trading on SIX Swiss Exchange. It is currently expected that the listing and first day of trading of the new shares on SIX Swiss Exchange will be on 3 December 2018 and payment and settlement is expected to occur on 4 December 2018.

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**Zur Rose Group**

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Zur Rose Group AG, the members of the Board of Directors and the members of the Executive Committee have agreed to a lock-up period of 6 months. KWE Beteiligungen AG, the largest shareholder of Zur Rose Group AG holding 14.5 percent of the voting rights, declared towards the Company to exercise all of its subscription rights.

Morgan Stanley and UBS are acting as Joint Global Coordinators and Joint Bookrunners on the rights offering, which is underwritten by the two banks in an amount of CHF 200 million.

### **Expected timetable of the capital increase and rights offering**

19 November 2018	17:00 CET: Extraordinary General Meeting of Zur Rose Group AG in Zurich Date of offering and listing memorandum
21 November 2018	After close of trading on SIX Swiss Exchange: Cut-off date for determination of existing shareholders for the entitlement of subscription rights
22 November 2018	Start of rights exercise and international bookbuilding period
28 November 2018	12:00 noon CET: End of rights exercise period After market close: Announcement of number of shares taken up in the rights offering, and maximum number of new shares remaining for the international offering
29 November 2018	15:00 CET: End of bookbuilding period (subject to shortening of the bookbuilding period) Announcement of final number of offered shares and offer price
3 December 2018	First day of trading of the new shares
4 December 2018	Settlement and delivery of the new shares against payment of the offer price

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### **Financial Calendar**

19 November 2018	Extraordinary General Meeting
23 January 2019	Sales 2018
21 March 2019	Annual results 2018
17 April 2019	Q1/2019 Trading Update
23 May 2019	Annual General Meeting

### **Zur Rose Group**

The Swiss Zur Rose Group is Europe's largest online pharmacy and one of the leading medical wholesalers in Switzerland. With its business model, it offers high-quality, safe and cost-effective pharmaceutical care and thus contributes to reducing healthcare costs. It is also characterized by the continuous further development of digital services in the field of drug management in order to increase therapy safety. The creation of added value and a pronounced patient orientation make the Group an important strategic partner for service providers, cost units and industry.

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The Zur Rose Group is internationally present with strong brands, including Germany's best-known pharmacy brand DocMorris. The company employs over 1,000 people at various locations and generated a turnover of CHF 983 million in the 2017 financial year. The shares of Zur Rose Group AG are listed on the SIX Swiss Exchange (securities number 4261528, ISIN CH0042615283, ticker ROSE). The CHF 115 million corporate bond issued in July 2018 is also listed on the SIX Swiss Exchange (securities number 42146044, ISIN CH0421460442, ticker ZRO18). Further information at [zurrosegroup.com](http://zurrosegroup.com)

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