



Tamedia Ltd  
[www.tamedia.ch](http://www.tamedia.ch)

## **Provisional Notice of the End Result**

of the Public Tender Offer by

**Tamedia Ltd, Zurich**

for all publicly held registered shares with a nominal value of CHF 1.25 each of

**Goldbach Group AG, Küsnacht**

On 2 February 2018, Tamedia Ltd (the **Offeror**) published the offer prospectus (the **Offer Prospectus**) for its Public Tender Offer pursuant to Articles 125 et seq of the Swiss Federal Act on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading (the **Offer**) for all publicly held registered shares of Goldbach Group AG (**Goldbach**) with a nominal value of CHF 1.25 each (each individually a **Goldbach Share**). The Offer price for each Goldbach Share amounts CHF 35.50 net in cash, less the gross amount of any dilutive effects occurring prior to implementation of the Offer (as specified in greater detail in the Offer Prospectus).

Any terms that are not defined in this notification have the meaning allocated to them in the Offer Prospectus.

### **Provisional End Result**

Based on a provisional reckoning, a total of 6'098'790 Goldbach Shares, comprising 97.37% of all 6'263'473 Goldbach Shares listed on 11 April 2018, or 96.90% of the 6'293'876 Goldbach Shares to which the Tender Offer relates (*success rate*), were tendered to the Offeror prior to expiry of the grace period on 11 April 2018, 4:00 pm CEST.

The Offeror and the persons acting in concert with it have not acquired any Goldbach Share since 1 February 2018 either on exchange or over the counter.

As regards the Goldbach Shares tendered prior to expiry of the grace period, the shareholding of the Offeror along with the persons acting in concert with the Offeror as at 11 April 2018 thus amounts to a total of 6'098'790 Goldbach Shares (subject to implementation), corresponding to 96.90% of the Goldbach voting rights and share capital (=maximum number of shares to be issued) (*shareholding quota*).

The following table presents an overview of the provisional end result:

	<b>Number of Goldbach Shares</b>	<b>Share Capital / Voting Rights (Shareholding Quota)</b>	<b>Success Rate</b>
Shareholding of the Offeror and of the persons acting in concert with the Offeror	0	0%	0%
Goldbach Shares tendered according to the Tender Offer	6'098'790	96.90%	96.90%
Provisional end result	6'098'790	96.90%	96.90%

### **Fulfilment of Terms and Conditions**

At the Offer Deadline, conditions (a) and (c) set forth in section A.8.1 (*Offer Conditions*) of the Offer Prospectus were fulfilled. Conditions (b), (d), (e), (f), (g) and (h) set forth in section A.8.1 (*Offer Conditions*) of the Offer Prospectus continue to apply, as stated in greater detail in section A.8.3 (*Duration of Offer Conditions and Deferral of Settlement*) of the Offer Prospectus.

Subject to fulfilment of conditions (b), (d), (e), (f), (g) and (h) according to section A.8.1 (*Offer Conditions*) of the Offer Prospectus, the Offeror has declared that the Offer has been successful.

## Implementation

The implementation of the Offer, subject to fulfilment of conditions (b), (d), (e), (f), (g) and (h) according to section A.8.1 (*Offer Conditions*) of the Offer Prospectus is herewith deferred in accordance with A.8.3(d) (*Duration of Offer Conditions and Deferral of Settlement*). Based on the current understanding of the regulatory approval procedures in various countries (see Terms and Conditions of Offer (b) according to section A.8.1 (*Offer Conditions*) of the Offer Prospectus), it is expected that the implementation of the Offer will occur presumably in May/June 2018 or, in the event of a detailed examination by the Swiss Federal Competition Commission, expectedly in September/October 2018.

Upon fulfilment of all Terms and Conditions of the Offer according to section A.8.1 (*Offer Conditions*) of the Offer Prospectus, the Offeror will announce the settlement date.

## Offer Restrictions

The Offer is subject to the Offer Restrictions set forth in the Offer Prospectus. The Offer Prospectus may be obtained (in German, French and English) free of charge from Bank Vontobel Ltd, Zurich (prospectus@vontobel.com). The Offer Prospectus and all other publications relating to the Offer are available on the website of the Offeror ([www.tamedia.ch/goldbach](http://www.tamedia.ch/goldbach)).

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### Registered Shares of Goldbach Group AG

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<b>Goldbach registered shares not tendered</b>	<b>Swiss Security Number: 487,094</b>	<b>ISIN: CH0004870942</b>	<b>Ticker Symbol: GBMN</b>
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Goldbach registered shares <b>tendered</b>	Swiss Security Number: 40350274	ISIN: CH0403502740	Ticker Symbol: -
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12 April 2018

