

**Definitive Notice of the End Result**

of the public tender offer by

**GP Swiss Ltd, Zug, Switzerland**

for all publicly held registered shares with a nominal value of CHF 10.00 each of

**Spice Private Equity Ltd, Zug, Switzerland**

**1. The Offer**

On 14 July 2022, GP Swiss Ltd. ("**Offeror**" or "**GP**") published the offer prospectus ("**Offer Prospectus**") for its public tender offer according to articles 125 et seq. FMIA ("**Offer**") for all publicly held registered shares of Spice Private Equity Ltd ("**Spice**" or "**Company**") with a nominal value of CHF 10.00 each (each a "**Spice Share**", all together "**Spice Shares**"). The offer price for each Spice Share is USD 16.25 net in cash ("**Offer Price**") (as further described in the Offer Prospectus).

The Offer relates to a maximum of 1,303,196 Spice Shares, as further detailed in section B.2 (*Object of the Offer*) of the Offer Prospectus.

Terms not defined herein have the meaning assigned to them in the Offer Prospectus.

**2. End Result**

As of the end of the Additional Acceptance Period on 15 September 2022, 4:00 p.m. Swiss time, the participation of the Offeror and the persons acting in concert with the Offeror amounts to 4,698,954 Spice Shares in aggregate, corresponding to 97.40% of the issued share capital and voting rights of Spice (*participation rate*). 1,065,691 Spice Shares were tendered into the Offer until the end of the Additional Acceptance Period, corresponding to 81.78% of all Spice Shares to which the Offer relates (*success rate*). The Offeror and the persons acting in concert with the Offeror have, between 2 June 2022 and the end of the Additional Acceptance Period, acquired a total of 111,903 Spice Shares on- or off-exchange.

The following overview summarizes the end result:

	Number of Spice Shares	In % of voting rights/share capital ( <i>participation rate</i> )	In % of Spice Shares to which the Offer relates ( <i>success rate</i> )
Spice Shares tendered into the Offer	1,065,691	22.09%	81.78%
Spice Shares held by the Offeror and the persons acting in concert with the Offeror at the end of the Additional Acceptance Period	3,633,263	75.31%	
<b>End Result</b>	4,698,954	97.40%	

### 3. Satisfaction of Offer Conditions

The Offer Condition pursuant to section B.7.1(a) (*Minimum Acceptance Rate*) of the Offer Prospectus has been satisfied.

The Offeror declared the Offer successful (*zustande gekommen*), subject to the Offer Condition pursuant to section B.7.1(b) (*No Injunction or Prohibition*) of the Offer Prospectus, which remains in effect, as set forth in section B.7.3 (*Period for which the Offer Conditions are in Force and Effect and Deferral*) of the Offer Prospectus.

### 4. Settlement

Subject to satisfaction or waiver of the Offer Condition pursuant to section B.7.1(b) (*No Injunction or Prohibition*) of the Offer Prospectus, Settlement is expected to take place on 29 September 2022.

### 5. Squeeze-out and Delisting

After the Settlement, as set out in section E.3 (*Intentions of the Offeror with Respect to Spice*) of the Offer Prospectus, the Offeror intends to request the cancellation of the outstanding publicly held Spice Shares, or to merge Spice with the Offeror or a Swiss company directly or indirectly controlled by the Offeror, whereby the remaining public shareholders of Spice will receive a compensation, but no shares of the surviving company, if permitted by law. Furthermore, after the Settlement the Offeror intends, in compliance with the legal requirements applying to Spice, to have Spice apply with SIX Exchange Regulation for the delisting of the Spice Shares in accordance with the Listing Rules and for an exemption from certain disclosure and publicity obligations under the Listing Rules until the date of

delisting of the Spice Shares (see also section J.6 (*Cancellation, Squeeze-out Merger and Delisting*) of the Offer Prospectus).

## **6. Offer Restrictions**

The Offer is subject to the offer restrictions as set forth in the Offer Prospectus. The Offer Prospectus is available at the designated offer website of the Offeror (<https://gp-investments-transactions.com/>) and may also be obtained free of charge in German, French and English from Helvetische Bank AG, Seefeldstrasse 215, 8008 Zurich (email: [prospectus@helvetischebank.ch](mailto:prospectus@helvetischebank.ch)).

Spice Private Equity Ltd	Swiss securities number	ISIN	Ticker symbol
Spice Shares	915 331	CH0009153310	SPCE

Zug, 21 September 2022

Offer Manager: Helvetische Bank AG, 8008 Zurich, Switzerland