



Repurchase of own shares for the purpose of a capital reduction

Avolta Ltd, Basel

Avolta Ltd, Brunngässlein 12, 4052 Basel ("Avolta") announced on 17 January 2025 that it will launch a share buyback program for an amount of up to CHF 200 million for the purpose of a capital reduction. The execution and the volume of the share buybacks will depend on market conditions.

The Board of Directors of Avolta intends to use the capital range to cancel the registered shares repurchased under this share buyback program.

For illustrative purposes only, the repurchase volume of up to CHF 200 million, based on the closing price of the registered shares of Avolta on 22 January 2025 of CHF 40.96, corresponds to a maximum of 4.88 million registered shares of Avolta or 3.33% of Avolta's current share capital and voting rights.

The share buyback program is exempted from the ordinary takeover rules on the basis of section 6.1 of the Circular no. 1 of the Swiss Takeover Board dated June 27, 2013 (status as of January 1, 2016) and refers to a maximum of 9,156,855 registered shares which correspond to a maximum of 6.25% of the share capital currently registered in the commercial register and of Avolta's voting rights (the share capital currently registered in the commercial register amounts to CHF 732,548,405.00, divided into 146,509,681 registered shares, each with a nominal value of CHF 5.00).

The registered shares of Avolta are listed under the International Reporting Standard of SIX Swiss Exchange. The share buyback program is being booked against reserves from capital contribution. The buyback can thus be executed without deduction of Swiss withholding tax. The sellers will therefore receive the gross purchase price, i.e., without deduction of Federal withholding tax. However, the sale of shares under the share buyback program may have tax consequences in jurisdictions other than Switzerland and sellers are advised to consult their own tax and legal advisors. No separate trading line will be opened for the share buyback program.

Duration of the share buyback program

The share buyback program will last from 27 January 2025 until 31 December 2025 at the latest. Avolta reserves the right to end the buyback program at any time and is not obliged to buy its own registered shares under this buyback program.

Maximum daily repurchase volume

The maximum daily repurchase volume in accordance with Art. 123(1)(c) Swiss Financial Market Infrastructure Ordinance ("FMIO") will be shown on Avolta's website at: <https://www.avoltaworld.com/en/sharebuyback>

Disclosure of repurchase transactions

Avolta will provide regular updates on the transactions within and outside the share buyback program on its website: <https://www.avoltaworld.com/en/sharebuyback>

Non-public information

Avolta confirms that currently it does not have any non-public information that is of relevance to the share price pursuant to the ad-hoc publicity rules of SIX Exchange Regulation AG and that must be published.

Own shares

On 22 January 2025, Avolta directly and indirectly held 1,384,100 registered shares corresponding to 0.94% of the share capital and the voting rights currently registered in the commercial register.

Shareholders holding more than 3% of the voting rights

According to reports published by SIX Exchange Regulation AG by 22 January 2025, the following shareholders hold 3% or more of voting rights of Avolta (calculation basis: share capital currently registered in the commercial register):

- Schema Beta S.p.A, Treviso, Italy	22.77%	reported on 28 October 2023
- Al Louvre (Luxembourg) S.à.r.l., Luxembourg	7.23%	reported on 15 February 2023
- Richemont Luxury Group Ltd, St. Helier	4.99%	reported on 17 June 2023
- Taobao China Holding Limited, Causeway Bay, Hong Kong ¹⁾	4.78%	reported on 1 June 2023
- Qatar Holding LLC, Doha, Qatar	4.41%	reported on 1 June 2023
- BlackRock, Inc., New York, NY USA ²⁾	3.77%	reported on 3 June 2023
- UBS Fund Management (Switzerland) AG, Basel, Switzerland	3.75%	reported on 3 May 2024
- Helikon Long Short Equity Fund Master ICAV, London, GB ²⁾	3.00%	reported on 15 January 2025

¹⁾ Includes 2,092,113 registered shares from Mandatory Convertibles Notes due 2023.

²⁾ Hold additionally CFDs (cash-settled), with BlackRock also holding convertible bonds (maturing March 30, 2026).

Source: SIX Exchange Regulation AG

Avolta has no information on the abovementioned shareholders' intentions with respect to the sale of registered shares under this share buyback program.

Taxes and duties

Important notice: The following summary contains a description of the principal Swiss tax consequences of a sale of shares under the buyback program. The sale of shares under the buyback program may have tax consequences in jurisdictions other than Switzerland. All selling shareholders are advised to consult their own tax and legal advisor.

1. Federal withholding tax

The own shares are bought back for the purposes of a capital reduction and will be cancelled through capital reduction within the capital range against reserves from capital contribution and share capital. The buyback of own shares is therefore not subject to Swiss withholding tax.

2. Direct taxes

For shareholders selling their shares on the ordinary trading line, the federal direct tax consequences with respect to own shares acquired by Avolta on the ordinary trading line are as follows:

a) *Registered shares held as private assets:*

Selling shareholders who are domiciled in Switzerland either realize a tax-exempt private capital gain or a non-tax-deductible private capital loss.

b) *Registered shares held as business assets:*

Shareholders selling their shares out of Swiss business assets realize a taxable profit or a tax-deductible loss in the amount of the difference between the selling price and the carrying amount of the shares (carrying amount principle).

Persons domiciled abroad are taxed in accordance with the applicable law of their respective jurisdictions.

3. Fees and duties

For shareholders selling their shares on the ordinary trading line, the sale is subject to stamp duty. The fees of SIX Swiss Exchange AG will also be due.

Mandated bank

Avolta has mandated UBS AG with the share buyback program.

Delegation agreement

Avolta and UBS AG have entered into a delegation agreement in accordance with article 124(2)(a) and (3) FMIO, under which UBS AG will independently carry out repurchases according to pre-defined parameters. However, Avolta may terminate this delegation agreement at any time without cause or modify the parameters in accordance with article 124(3) FMIO and other applicable rules.

Applicable law / place of jurisdiction

Swiss law / Basel is the exclusive place of jurisdiction.

Security number, ISIN and ticker symbol

Registered share of Avolta AG
of CHF 5.00 nominal value

2340545 CH0023405456 AVOL

Place and date

Basel, 24 January 2025

This notice does not constitute a prospectus as defined in the Swiss Financial Services Act (FinSA). This offer is not made in the United States of America and/or to U.S. persons and may be accepted only by Non-U.S. persons and outside the United States of America. Offering materials with respect to this offer must not be distributed in or sent to the United States of America and must not be used for the purpose of solicitation of an offer to purchase or sell any securities in the United States of America.

