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EQS-Adhoc: AEVIS VICTORIA SA veröffentlicht Angebotsprospekt im Rahmen des öffentlichen Übernahmeangebots für LifeWatch AG

EQS Group-Ad-hoc: AEVIS VICTORIA SA / Schlagwort(e): Übernahmeangebot
AEVIS VICTORIA SA veröffentlicht Angebotsprospekt im Rahmen des öffentlichen Übernahmeangebots für LifeWatch AG

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Veröffentlichung einer Ad-hoc-Mitteilung gemäss Art. 53 KR

NOT FOR DISTRIBUTION IN THE UNITED STATES OF AMERICA, AUSTRALIA, CANADA AND JAPAN

Pressemitteilung

Freiburg, 20. Februar 2017

AEVIS VICTORIA SA veröffentlicht Angebotsprospekt im Rahmen des öffentlichen Übernahmeangebots für LifeWatch AG

Das Tauschangebot bewertet eine LifeWatch-Aktie zwischen CHF 12.40 und CHF 13.60

AEVIS VICTORIA SA (AEVIS) hat heute den Angebotsprospekt im Rahmen des öffentlichen Übernahmeangebots für alle sich im Publikum befindenden Namenaktien der LifeWatch AG publiziert. Die Voranmeldung wurde am 24. Januar 2017 veröffentlicht.

Da die AEVIS-Aktien heute nicht als liquide im Sinne des Übernahmerechts gelten, wurde Ernst & Young beauftragt, eine unabhängige Bewertung der AEVIS-Aktie zu erstellen. Ernst & Young bewertet eine AEVIS-Aktie zwischen CHF 68.20 und CHF 74.80. Damit wird eine LifeWatch-Aktie im Rahmen des Tauschangebots mit CHF 12.40 bis CHF 13.60 bewertet.

AEVIS und ihre Referenzaktionäre halten heute bereits 2'216'267 Namenaktien von LifeWatch, entsprechend 11.99% des Aktienkapitals und der Stimmrechte. Das öffentliche Übernahmeangebot unterliegt verschiedenen Bedingungen inklusive derjenigen, dass AEVIS nach Ablauf der Angebotsfrist mindestens 67% aller ausstehenden Namenaktien von LifeWatch hält. Nach erfolgreichem Abschluss des Angebots würde LifeWatch als eigenständig geführtes Tochterunternehmen in AEVIS integriert und es AEVIS so ermöglichen, ihre Telemedizin-Aktivitäten nachhaltig zu stärken. AEVIS beabsichtigt, die Wachstumsstrategie von LifeWatch konsequent fortzusetzen. Zudem ist AEVIS überzeugt, dass LifeWatch von einem starken Ankeraktionär mit breiter Präsenz im Gesundheitssektor profitieren wird. AEVIS würde in der Lage sein, eine langfristige Vision und die erforderlichen finanziellen Mittel zur Weiterentwicklung des Geschäftsmodells einzubringen.

Die Angebotsfrist beginnt am 7. März 2017 und endet am 10. April 2017 um 16:00 Uhr MESZ. Die UBS AG wurde von AEVIS mit der Durchführung des Übernahmeangebots beauftragt.

Als Teil des öffentlichen Übernahmeangebots wird AEVIS die Jahresresultate 2016 am 27. März 2017 publizieren.

Bezug der Angebotsunterlagen:

Der Angebotsprospekt kann bei UBS AG, Prospectus Library, Postfach, 8098 Zürich Tel. +41 44 239 47 03, Fax +41 44 239 69 14, Email swiss-prospectus@ubs.com bestellt werden.

Die Dokumentation kann ebenfalls über den nachstehenden Link bezogen werden:
<http://www.aevis.com/websites/aevis/German/3700/uebrige-informationen.html>

Für weitere Informationen:

AEVIS VICTORIA SA Medienstelle und Investor Relations: c/o Dynamics Group,
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AEVIS VICTORIA SA - Investing for a better life

AEVIS VICTORIA SA investiert im Healthcare-Bereich, in Life Sciences sowie in die medizinische Betreuung und in Lifestyle-Dienstleistungen. Die Beteiligungen von AEVIS VICTORIA bestehen aus der zweitgrössten Privatklinikgruppe der Schweiz, Swiss Medical Network, aus Victoria-Jungfrau Collection, einer Luxushotelgruppe bestehend aus vier Häusern, aus der Swiss Healthcare Properties AG, eine auf Gesundheitsimmobilien fokussierte Gesellschaft, aus Medgate, dem führenden Telemedizinanbieter in der Schweiz und aus NESSENS SA, einer Marke rund um das Thema better-aging. AEVIS VICTORIA ist an der SIX Swiss Exchange im Swiss Reporting Standard unter dem Kürzel AEVS.SW kotiert (www.aevis.com).

RESTRICTIONS TO THE OFFER

General

The offer described in this press release is not made directly or indirectly in any country or jurisdiction in which such offer would be considered unlawful or in which it would otherwise violate any applicable law or regulation, or which would require the offeror to amend the terms or conditions of the offer in any way, or which would require the offeror to make any additional filing with or take any additional action with regard to any governmental, regulatory or legal authority. The offeror does not intend to extend the offer to any such country or jurisdiction. Documents relating to the offer may not be distributed in such countries or jurisdictions or sent into such countries or jurisdictions and may not be used for purposes of soliciting the purchase of any securities of LifeWatch by any person or entity resident or incorporated in such countries or jurisdictions.

United States of America

The public tender offer described in this press release is not made directly or indirectly in or by use of the mail of, or by any means or instrumentality of interstate or foreign commerce of, or any facilities of a national securities exchange of, the United States of America and may only be accepted outside the United States of America. This includes, but is not limited to, facsimile transmission, telex or telephones. This press release and any offering materials with respect to the public tender offer described in this press release may not be distributed in nor sent to the United States of America and may not be used for the purpose of soliciting the sale or purchase of any securities of LifeWatch from anyone in the United States of America. The offeror will not be soliciting the tender of securities of LifeWatch by any holder of such securities in the United States of America. Securities of LifeWatch will not be accepted from holders of such securities in the United States of America. Any purported acceptance of the offer that the offeror or its agents believe has been made in or from the United States of America will be invalidated. The offeror reserves the absolute right to reject any and all acceptances determined by them not to be in the proper form or the acceptance of which may be unlawful.

The securities to be issued pursuant to the public tender offer described in this press release have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act"), nor under any law of any state of the United States of America, and may not be offered, sold, resold, or delivered, directly or indirectly, in or into the United States of America, except pursuant to an exemption from the registration requirements of the U.S. Securities Act and the applicable state securities laws. Neither this press release nor the public tender offer described in this press release does constitute an offer to sell or the solicitation of an offer to buy any securities in the United States of America or in any other jurisdiction in which such an offer or solicitation would be unlawful. Securities may not be offered or sold in the United States of America absent registration or an exemption from registration. AEVIS will not register or make a public offer of its securities,

or otherwise conduct the public tender offer, in the United States of America.

United Kingdom

This communication is directed only at persons in the U.K. who (i) have professional experience in matters relating to investments, (ii) are persons falling within article 49(2)(a) to (d) ("high net worth companies, unincorporated associations, etc") of The Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 or (iii) to whom it may otherwise lawfully be communicated (all such persons together being referred to as "relevant persons"). This communication must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this communication relates is available only to relevant persons and will be engaged in only with relevant persons.

Australia, Canada, Japan

The public tender offer described in this press release is not addressed to shareholders of LifeWatch whose place of residence, seat or habitual abode is in Australia, Canada or Japan, and such shareholders may not accept the offer.

European Economic Area

The public tender offer described in this press release (the "Offer") is only being made within the European Economic Area ("EEA") pursuant to an exemption under Directive 2003/71/EC (as amended and together with any applicable adopting or amending measures in any relevant member state (as defined below), the "Prospectus Directive"), as implemented in each member state of the EEA (each a "relevant member state"), from the requirement to publish a prospectus that has been approved by the competent authority in that relevant member state and published in accordance with the Prospectus Directive as implemented in that relevant member state or, where appropriate, approved in another relevant member state and notified to the competent authority in that relevant member state, all in accordance with the Prospectus Directive. Accordingly, in the EEA, the Offer and documents or other materials in relation to the offer and the shares in AEVIS (the "Offeror Shares") are only addressed to, and are only directed at, (i) qualified investors ("qualified investors") in the relevant member state within the meaning of Article 2(1)(e) of the Prospectus Directive, as adopted in the relevant member state, and (ii) persons who hold, and will tender, the equivalent of at least EUR 100,000 worth of shares in LifeWatch (the "Target Shares") in exchange for the receipt of offeror Shares (collectively, "permitted participants"). This press release and the documents and other materials in relation to the offer may not be acted or relied upon by persons in the EEA who are not permitted participants, and each shareholder of LifeWatch seeking to participate in the offer that is resident in the EEA will be deemed to have represented and agreed that it is a qualified investor or that it is tendering the equivalent of EUR 100,000 worth of Target Shares in exchange of offeror Shares.

Ende der Ad-hoc-Mitteilung-----

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