

**Ad hoc release**

Public disclosure of inside information according to Article 17 para. 1 of the Regulation (EU) No 596/2014 on market abuse (Market Abuse Regulation)

**CLIQ Digital AG entered into a transaction framework agreement relating to a potential tender offer and is considering a subsequent share repurchase offer and delisting**

**Düsseldorf, 6 March 2025** – Today, CLIQ Digital AG ("Company") has entered into a transaction framework agreement with Dylan Media B.V. ("Dylan Media") relating to a potential partial public tender offer by Dylan Media to all shareholders of the Company ("Potential Partial Tender Offer") and is considering pursuing a Company-led public partial share repurchase offer ("Potential Partial Repurchase Offer") as well as applying for a delisting of its shares from all stock exchanges ("Delisting").

Considering the low demand and liquidity in the Company's shares and the public capital markets no longer being the most viable option for the Company's financing, while facing substantial ongoing listing obligations, expenses and opportunity costs, the Company's management board and supervisory board consider the Delisting.

Against this background, the Company welcomes the discussions with Dylan Media and would support it if Dylan Media were to offer the Company's shareholders an option to dispose of their shares should they wish to not remain shareholders in an unlisted company by means of the Potential Partial Tender Offer. Dylan Media is an entity supported by, amongst others, international equity providers, experienced media executives and investors, and a group of Company shareholders comprising also members of the Company's management board and supervisory board.

Depending on, among other things, the scope and conditions of, and the Company's shareholder structure after, the Potential Partial Tender Offer, the Company may also consider proposing to the Company's general meeting a decrease of the Company's share capital by redemption of treasury shares to be acquired under the Potential Partial Repurchase Offer. A Potential Partial Repurchase Offer would be made in due course after completion of the Potential



Partial Purchase Offer. In the event of a Potential Partial Repurchase Offer, Dylan Media will irrevocably and unconditionally undertake not to accept the Potential Partial Repurchase Offer for any shares of the Company held by it.

The Company and Dylan Media entered into a transaction framework agreement agreeing on a framework setting forth the parties' common understanding of the Potential Partial Tender Offer, the Potential Partial Repurchase Offer and the Delisting.

The Company has been informed that Dylan Media is still in negotiations with equity and debt providers to potentially obtain additional funding and has not taken a decision yet as to whether to make the Potential Partial Tender Offer, for how many shares in the Company it would make such offer and upon which conditions.

The Company's management board and supervisory board have decided to support the Potential Partial Tender Offer in principle, provided it would offer a substantial percentage of the Company's shareholders an option to dispose of their shares at a fair offer price. The Company's management board and supervisory board also intend to support the Delisting, provided Dylan Media acquires a substantial shareholding in the Company. If the Delisting occurs, shareholders' rights of the Company's minority shareholders would generally remain unaffected except that capital markets reporting obligations of the Company would cease to apply and that shareholders will not have an opportunity to dispose of their shares over the stock exchange.

The Company's annual general meeting scheduled for 11 April 2025 will now take place at a later date.

#### Contact

##### **CLIQ Digital AG**

Sebastian McCoskrie  
Head of Investor Relations  
Grünstrasse 8  
40212 Düsseldorf, Germany  
+49 151 52043659  
[s.mccoskrie@cliqdigital.com](mailto:s.mccoskrie@cliqdigital.com)