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The German text shall be the sole legally binding version.*



Cliq Digital AG

Düsseldorf

OFFER DOCUMENT

Public partial share re-purchase offer

of

Cliq Digital AG

Grünstraße 8
40212 Düsseldorf

to its shareholders

**regarding the re-purchase of up to 2,987,012
registered shares not already held directly by Cliq Digital AG,
registered no-par value shares**

of

Cliq Digital AG

in exchange for a cash consideration of

EUR 3.85

per share of Cliq Digital AG tendered for acceptance

Acceptance period:

5 May 2026, 0:00 (CEST), to 15 June 2026, 24:00 (CEST)

Cliq shares: ISIN DE000A35JS40

Cliq shares tendered: ISIN DE000A41YEP9

The provisions of the German Securities Acquisition and Takeover Act (*WpÜG*)
do **not** apply to this public share re-purchase offer.

1. GENERAL INFORMATION AND NOTES

1.1 Conduct of the share re-purchase offer under German law

The public share re-purchase offer described in this offer document ("**Offer Document**") by Cliq Digital AG, with its registered office in Düsseldorf and business address at Grünstraße 8, 40212 Düsseldorf, registered with the commercial register of the local court of Düsseldorf under registration number HRB 69068 ("**Company**"), is a public partial share re-purchase offer to all shareholders of the Company ("**Cliq Shareholders**") for the acquisition of up to 2,987,012 registered no-par value shares of the Company ("**Cliq Shares**") not already held directly by the Company, i.e. treasury shares ("**Offer**"). The Offer is being made to implement the resolution adopted by the Company's extraordinary general meeting on 24 April 2026 under agenda item 1 (see section 5.2 of the Offer Document).

This Offer is being conducted exclusively in accordance with the laws of the Federal Republic of Germany ("**Germany**"). According to the legal opinion of the Federal Financial Supervisory Authority ("**BaFin**"), offers to re-purchase own shares are generally not subject to the provisions of the German Securities Acquisition and Takeover Act ("**WpÜG**"). Furthermore, the WpÜG does not apply to Cliq shares because they are not admitted to trading on an organised market within the meaning of Section 1(1) WpÜG.

Accordingly, the offer does not comply with the requirements of the WpÜG and has not been submitted to BaFin for examination or review. There is no intention to conduct the offer as a public takeover bid in accordance with the laws and legal systems of countries other than Germany ("**Foreign Legal Systems**"). No applications have been filed, nor have any arrangements been made, for any announcements, registrations, approvals or authorisations of the offer document or the offer outside Germany. Cliq shareholders cannot therefore claim the benefit of, or rely on, any investor protection provisions under Foreign Legal Systems.

1.2 Publication of the Offer Document

The Offer Document is available on the Company's website at

<https://cliqdigital.com/investors/>

in the "News & Shareholder Centre" section under the heading "Aktienrückkaufangebot" and in the Federal Gazette (<https://www.bundesanzeiger.de>).

A non-binding English translation of the offer document is available online at <https://cliqdigital.com/investors/> in the "News & Shareholder Centre" section under the heading "Aktienrückkaufangebot". The German offer document is the sole authoritative version for the Offer.

The offer document will not be published or distributed beyond this.

1.3 Distribution and acceptance of the Offer outside Germany

The publication of the Offer Document by the Company is governed exclusively by German law. No publication under any Foreign Legal System has taken place, is intended, or is authorised by the Company. Any such unauthorised publication, dispatch, distribution or dissemination of the Offer Document may be subject to the provisions (in

particular restrictions) of Foreign Legal Systems. The Offer Document may not be published, disseminated or passed on by third parties, either directly or indirectly, abroad, insofar as this is prohibited under the applicable foreign regulations or is subject to compliance with regulatory procedures or the granting of an authorisation or other conditions.

In particular, the Offer is not being made or disseminated, either directly or indirectly, in the United States of America ("**United States**"). Neither the Offer Document nor its contents may therefore be published, sent, distributed or disseminated into or within the United States, whether by use of a postal service or any other means or instrumentality of interstate or foreign commerce or any facility of a national securities exchange of the United States. This includes, among other things, fax transmission, electronic mail, telex, telephone and the internet. Copies of the Offer Document or any other documents related thereto may also not be distributed or submitted to or within the United States.

Insofar as a custodian bank or a custodian securities institution with its registered office in Germany, or a German branch of a custodian bank or a custodian securities institution ("**Custodian Bank**") is subject to notification and forwarding obligations vis-à-vis its clients in connection with the Offer, based on the legal provisions applicable to the respective custody relationship, the custodian bank is required to comply with the above restrictions and is solely responsible for assessing the impact of Foreign Legal Systems on such obligations; the same applies to custodian banks or securities institutions with their registered office outside Germany. The dispatch of the offer document, a summary or any other description of the provisions of the offer document, or further information documents relating to the offer, to Cliq shareholders outside Germany by custodian banks or third parties is neither carried out on behalf of, nor at the instigation of, nor under the responsibility of the Company.

Beyond the aforementioned restrictions, the Offer may in principle be accepted by all domestic and foreign Cliq shareholders in accordance with the Offer Document.

The Company points out that acceptance of the Offer outside Germany may be subject to legal restrictions. Cliq shareholders who wish to accept the Offer outside Germany and/or are subject to Foreign Legal Systems are advised to inform themselves of the applicable legal provisions and their restrictions and to comply with them. The Company shall under no circumstance be responsible for any violation of applicable laws or regulations resulting from the acceptance of the Offer outside Germany. In addition, the Company points out that declarations of acceptance which would directly or indirectly constitute a breach of the above restrictions, in particular those from Cliq shareholders with their registered office, domicile or habitual residence in the United States, will not be accepted by the Company.

1.4 Publication of the decision to make the Offer

On 17 March 2026, in accordance with the request for convocation pursuant to Section 122(1) of the German Stock Corporation Act ("**AktG**") by the Company's shareholder Dylan Media B.V., Keizersgracht 452, 1016 GD Amsterdam, Kingdom of the Netherlands, ("**Dylan Media**") dated 10 March 2026, convened an extraordinary general meeting for 24 April 2026 to resolve on the reduction of the share capital entered in the commercial register by the cancellation of fully paid-up shares of the Company yet to be acquired, in accordance with Section 237(3) no. 2, (4) and (5) AktG.

The Company had previously announced the receipt of the request for convocation from Dylan Media by way of an ad hoc announcement in accordance with Article 17 of

Regulation (EU) No 596/2014. Furthermore, on 13 March 2026, the Company published a press release announcing the decision of the Management Board and the Supervisory Board to propose to the extraordinary general meeting on 24 April 2026, against the background of the request for convocation by Dylan Media, that a capital reduction be resolved by way of the re-purchase and cancellation of own shares.

This proposal was approved by the extraordinary general meeting held on 24 April 2026 by a majority of 94.99% of the valid votes cast. Following the extraordinary general meeting, the Company announced in a further ad hoc announcement pursuant to Article 17 of Regulation (EU) No 596/2014 on 29 April 2026 that the Offer is now being made. The key details of the Offer, such as the Offer Price and the acceptance period, are also set out in the press release.

The relevant press releases are available on the Company's website at <https://cliqdigital.com/investors/> in the "News & Shareholder Centre" section under the heading "News".

1.5 Status of the information contained in the Offer Document

Unless expressly stated otherwise, all information, views and intentions contained in the Offer Document, as well as forward-looking statements, are based on the information currently available, the Company's plans and certain assumptions at the time of publication of the Offer Document, which may change in the future. The Company will only update the Offer Document to the extent required by applicable law.

2. SUMMARY OF THE OFFER

The following summary provides an overview of selected information contained in this Offer Document. It is supplemented by the information and details set out elsewhere in this Offer Document and must always be read in conjunction with them. Consequently, this summary does not contain all information that may be relevant to Cliq Shareholders. Cliq Shareholders should therefore read the entire Offer Document carefully.

Reasons for the Offer	The Offer serves to implement the resolution of the Company's extraordinary general meeting held on 24 April 2026 regarding the capital reduction through the cancellation of Cliq Shares. The capital reduction through the cancellation of shares is carried out in accordance with Section 237(3) no. 2 AktG at the expense of the balance sheet profit (<i>Bilanzgewinn</i>) or a freely available reserve.
Subject matter of the Offer	The Offer is based on a payout volume of up to EUR 11,499,996.20. Accordingly, it relates to up to 2,987,012 Cliq shares with a total notional value of up to EUR 2,987,012.00. This corresponds to approximately 51% of the Company's current share capital.

Consideration	EUR 3.85 per Cliq Share.
Acceptance	<p>Cliq Shareholders may only accept the Offer in writing to their Custodian Bank within the acceptance period; for the avoidance of doubt: transmission by fax, computer fax or email is sufficient to satisfy the written form requirement. The declaration of acceptance must specify the number of Cliq Shares for which the respective Cliq Shareholder is accepting the Offer. Furthermore, the respective Custodian Bank must be instructed to transfer the relevant Cliq Shares to the Interim Class at Clearstream.</p> <p>If, in the context of the Offer, more Cliq Shares are tendered for re-purchase than the maximum number of 2,987,012 Cliq Shares to be acquired (Oversubscription), the declarations of acceptance will be taken into account on a pro rata basis. Proportional acceptance will be determined by the ratio of the maximum number of Cliq Shares to be acquired under the Offer to the total number of Cliq Shares tendered by Cliq Shareholders (see section 4.5 of the Offer Document).</p>
Acceptance period	The period for accepting the Offer begins on 5 May 2026, 0:00 (CEST), and ends on 15 June 2026, 24:00 (CEST) (subject to extension).
No conditions	The implementation of the Offer and the purchase and transfer agreements resulting from its acceptance are not subject to any conditions. No regulatory approvals or authorisations are required from the Company for the implementation of the Offer.
Costs of acceptance	The custodian banks will receive a flat-rate processing fee from the Company for each custody account held by Cliq Shareholders whose Cliq Shares are transferred to the Interim Class. All other costs, expenses and fees associated with the acceptance of the Offer and the transfer of the Cliq Shares are to be borne by the Cliq Shareholders themselves. Cliq Shareholders should therefore enquire with their custodian bank as to what other

	costs may arise upon acceptance of the Offer.
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3. OFFER

3.1 Subject matter of the Offer

The subject of the Offer is up to 2,987,012 Cliq Shares, i.e. registered no-par value shares of the Company not already held directly by the Company, each representing a proportionate share of the Company's share capital of EUR 1.00 (ISIN DE000A35JS40 / WKN A35JS4). The Company hereby offers to all Cliq Shareholders, in accordance with the further provisions of the Offer Document, to purchase and acquire up to a total of 2,987,012 Cliq Shares, including all ancillary rights, in particular the right to dividends, in exchange for a cash consideration of

EUR 3.85 per Cliq Share tendered for acceptance ("Offer Price").

The Offer is a partial offer. It is limited to the acquisition of up to 2,987,012 Cliq Shares representing a proportionate share of the Company's share capital of up to EUR 2,987,012.00 in total. This corresponds to approximately 51% of the Company's share capital of EUR 5,857,843.00 existing at the time of publication of the Offer Document.

If more than 2,987,012 Cliq Shares are tendered for re-purchase under the Offer ("**Over-subscription**"), the acquisition shall be made in accordance with section 4.5 of the Offer Document.

3.2 Acceptance period

The acceptance period begins on 5 May 2026, 0:00 (CEST), and ends on

15 June 2026, 24:00 (CEST).

As the provisions of the WpÜG do not apply to the Offer, its provisions regarding a possible extension of the acceptance period also do not apply.

The Company reserves the right to extend the acceptance period. Should it decide to extend the acceptance period, it will announce this on the Company's website at <https://cliqdigital.com/investors/> under "News & Shareholder Centre" in the "Aktienrückkaufangebot" section, as well as in the Federal Gazette (<https://www.bundesanzeiger.de>). In the event of an extension of the acceptance period, the deadlines for the settlement of the Offer specified in the Offer Document will be postponed accordingly.

3.3 No conditions or approvals

The implementation of the Offer and the purchase and transfer agreements resulting from its acceptance are not subject to any conditions. No regulatory approvals or authorisations are required.

3.4 Amendments to the Offer

The Offer is not subject to the provisions of the WpÜG, meaning that the WpÜG's regulations regarding a possible amendment to the Offer do not apply. The Company

reserves the right to amend the Offer at any time, in particular to extend the acceptance period. Any amendments must comply with the requirements of the resolution passed at the extraordinary general meeting on 24 April 2026. Should the Offer be amended, the Company will announce this on its website at <https://cliqdigital.com/investors/> in the “News & Shareholder Centre” section under the heading “Aktienrückkaufangebot” and in the Federal Gazette (<https://www.bundesanzeiger.de>).

Cliq Shareholders who have accepted the Offer prior to the announcement of any amendment shall, in the event of an amendment to the Offer, be entitled to a right of withdrawal until the expiry of the acceptance period – which may be extended – in accordance with section 4.6 of the Offer Document. However, in the event of a single or multiple extensions of the acceptance period, Cliq Shareholders shall not be entitled to a right of withdrawal.

As the Offer Price has already been determined by resolution of the extraordinary general meeting of 24 April 2026 under agenda item 1 (see section 5.2 of the Offer Document), an increase in the Offer Price is excluded.

4. CONDUCT OF THE OFFER

The Company has appointed Quirin Privatbank AG, Berlin, (“**Central Settlement Agent**”) as the central settlement agent to handle the technical settlement of the Offer.

4.1 Declaration of acceptance and transfer

Cliq Shareholders wishing to accept the Offer should contact their respective custodian bank with any questions regarding the acceptance of the Offer and its technical processing. The custodian banks will be informed separately about the handling of the acceptance and the processing of the Offer and are required to inform customers who hold Cliq Shares in their custody accounts about the Offer and the steps necessary for its acceptance.

Cliq Shareholders may only accept the Offer within the acceptance period by submitting a written declaration to their Custodian Bank; for the avoidance of doubt: transmission by fax, computer fax or email is sufficient to satisfy the written form requirement. The declaration must specify the number of Cliq Shares for which the respective Cliq Shareholder is accepting the Offer. Furthermore, the respective Custodian Bank must be instructed to transfer the Cliq Shares held in the respective Cliq Shareholders' custody accounts, for which the Offer is to be accepted, to the ISIN DE000A41YEP9 / WKN A41YEP (“**Interim Class**”) at Clearstream Europe AG, Frankfurt am Main (“**Clearstream**”) (“**Tendered Cliq Shares**”).

The declaration of acceptance shall only take effect if the Cliq Shares for which acceptance has been declared have been transferred to the Interim Class established for the purpose of implementing the Offer at Clearstream within the specified time limit. The transfer shall be arranged by the respective custodian bank upon receipt of the declaration of acceptance. The transfer of the Cliq Shares to the Interim Class shall be deemed to have been effected in due time if the transfer is effected by 18:00 (CEST) on the second Banking Day (inclusive) following the expiry of the acceptance period, i.e. subject to an extension of the acceptance period until 17 June 2026, 18:00 (CEST) (“**Technical Booking Period**”). “**Banking Day**” means a day on which banks in Frankfurt am Main, Germany, are open for general business and the Trans-European Automated Real-time

Gross Settlement Express Transfer System (TARGET) or a comparable system is operational.

Declarations of acceptance that are not received by the relevant Custodian Bank within the acceptance period, or that are incorrect or incomplete, shall not be deemed to constitute acceptance of the Offer and shall not entitle the relevant Cliq Shareholder to receive the Offer Price.

The Company and the Central Settlement Agent assume no liability whatsoever for the acts and omissions of the Custodian Banks in connection with the acceptance of the Offer by Cliq Shareholders. In particular, they assume no liability whatsoever should a Custodian Bank fail to inform the Central Settlement Agent properly and in good time of the acceptance of the Offer by a Cliq Shareholder and to transfer the Tendered Cliq Shares to the Interim Class properly and in good time.

4.2 Further declarations by accepting Cliq shareholders

By declaring their acceptance of the Offer in accordance with section 4.1 of the Offer Document,

- a) the accepting Cliq Shareholders declare to the Company and the Central Settlement Agent that they
 - aa) accept the Company's offer to conclude a purchase agreement (which – subject to Oversubscription – becomes effective upon the declaration of acceptance) regarding the Cliq Shares specified in the declaration of acceptance at a purchase price per Tendered Cliq Share equal to the Offer Price in accordance with the provisions of the Offer Document,
 - bb) that they consent to the transfer of ownership of the relevant Cliq Shares to the Company;
 - cc) in the event of an Oversubscription of the Offer (see section 4.5 of the Offer Document), that they offer the Cliq Shares tendered for sale to the Company for purchase;
- b) the accepting Cliq Shareholders undertake, by way of an independent, strict liability (no-fault) guarantee, that the Tendered Cliq Shares they have tendered are, at the time of transfer, solely owned by them, and are free and clear of any transfer restrictions, encumbrances, liens, or third-party rights or claims;
- c) the accepting Cliq Shareholders instruct their Custodian Bank
 - aa) to leave the Tendered Cliq Shares in their securities account for the time being, but to transfer them to the Interim Class at Clearstream and to forward the declaration of acceptance to the Central Settlement Agent upon its request; and
 - bb) instruct and authorise Clearstream, taking into account the potential pro rata allocation in the event of Oversubscription (see section 4.5 of the Offer Document), to make the Tendered Cliq Shares in the Interim Class available to the Central Settlement Agent for transfer to the Company in the Central

Settlement Agent's custody account with Clearstream immediately after the expiry of the acceptance period;

- d) the accepting Cliq Shareholders instruct and authorise the Central Settlement Agent and their respective Custodian Banks (each exempt from the prohibition on self-dealing pursuant to Section 181 of the German Civil Code (*BGB*)), to carry out all acts necessary or expedient for the settlement of the Offer in accordance with the Offer Document, and to make and accept declarations, in particular to effect the transfer of ownership of the Tendered Cliq Shares to the Company;
- e) the accepting Cliq Shareholders instruct their Custodian Bank, in turn, to instruct and authorise Clearstream to provide the Company, either directly via the Central Settlement Agent or via the Custodian Bank, with the information required for the announcement of the outcome of the Offer, in particular the number of Tendered Cliq Shares booked into the Interim Class in the Custodian Bank's account with Clearstream, on each trading day;
- f) the accepting Cliq Shareholders instruct their Custodian Bank and authorise it to transfer the Tendered Cliq Shares for which acceptance has been declared, including all rights associated therewith, in particular the entitlement to a share in profits, to the Company concurrently with payment of the Offer Price to the account of the respective Custodian Bank with Clearstream in accordance with the terms of the Offer. Provided that the declarations of acceptance are taken into account on a pro rata basis, the declaration of transfer of ownership shall apply to the extent of the allocation in accordance with the allocation procedure described in section 4.5 of the Offer Document.

The instructions, orders, powers of attorney, declarations and representations set out in paragraphs a) to f) above shall be irrevocably granted or issued upon declaration of acceptance of the Offer.

4.3 Legal consequences of acceptance

Upon acceptance of the Offer, a contract is concluded between the respective accepting Cliq Shareholder and the Company – subject to the acceptance declarations being taken into account only partially (*pro rata*) in accordance with section 4.5 of the Offer Document – for the sale and transfer of the Tendered Cliq Shares, including all rights associated therewith (in particular including all potential dividend entitlements) in accordance with the Offer Document and subject to the condition precedent that, in the event of an Over-subscription of the Offer, the Tendered Cliq Shares will be taken into account in the allocation procedure described in section 4.5 of the Offer Document.

Furthermore, by accepting the Offer, Cliq Shareholders irrevocably make the declarations described in section 4.2 of the Offer Document and issue the instructions, orders and powers of attorney described therein.

Cliq Shareholders who transfer their Cliq Shares to the Company under this Offer will no longer receive any dividends in respect of those Cliq Shares; Section 101 of the German Civil Code (*BGB*) is excluded.

4.4 Settlement of the Offer and Payment of the Offer Price

Payment of the Offer Price shall be made – where applicable, subject to the partial (proportional) consideration of declarations of acceptance in accordance with section 4.5 of the Offer Document – concurrently with the removal of the Tendered Cliq Shares from the Interim Class by Clearstream and the transfer of the Tendered Cliq Shares to the account of the Central Settlement Agent for transfer of ownership to the Company. The Offer Price is expected to be made available to the respective Custodian Bank on the seventh (7th) Banking Day following the expiry of the acceptance period (“**Settlement Date**”), subject to an extension of the acceptance period, i.e. expected to be on 24 June 2026. In the event of a partial (proportional) acceptance of the offers, the payment of the Offer Price – which must still be made without delay – may be delayed by a few days for technical settlement reasons.

The relevant Custodian Bank is instructed to credit the Offer Price to the account of the relevant Cliq Shareholder held with it. Upon crediting the amount with the relevant custodian bank, the Company shall have fulfilled its obligation to pay the Offer Price. It is the responsibility of the custodian banks to credit the Offer Price to the Cliq Shareholders participating in the Offer.

4.5 Allocation in the event of oversubscription of the Offer

The Offer relates to a total of up to 2,987,012 Cliq Shares, representing a proportionate amount of the Company’s share capital totalling up to EUR 2,987,012.00. This corresponds to approximately 51% of the Company’s share capital of EUR 5,857,843.00 existing at the time of publication of the Offer Document.

If, in the context of this Offer, declarations of acceptance for more than 2,987,012 Cliq Shares are tendered via the Custodian Banks, the declarations of acceptance will be accepted on a pro rata basis, i.e. in proportion to the maximum number of Cliq Shares to be acquired under the Offer, namely 2,987,012 Cliq Shares, to the total number of all Cliq Shares tendered to the Company by Cliq Shareholders in accordance with the Offer Document.

In this case, the Company will acquire from each Cliq Shareholder the proportionate number of Cliq Shares tendered by that shareholder. The proportionate number is calculated as follows:

$$\text{Proportionate Number} = A/B \times C$$

“A” corresponds to the total number of Cliq Shares to be acquired under the Offer, i.e. 2,987,012 Cliq Shares;

“B” corresponds to the total number of all Cliq Shares tendered to the Company by Cliq Shareholders pursuant to the Offer;

“C” corresponds to the number of Cliq Shares tendered by the respective Cliq Shareholder pursuant to the Offer.

The result of these calculations is, where applicable, rounded down to the nearest natural number, i.e. a whole positive number; fractions are disregarded. As a result of the pro rata consideration of declarations of acceptance and any rounding down required in this context, it is possible that the total number of Cliq Shares validly tendered and accepted

under the Offer may, even in the event of Oversubscription, be lower than the maximum number of 2,987,012 Cliq Shares to be re-purchased.

To the extent that Tendered Cliq Shares could not be allocated in the event of partial (proportional) acceptance of declarations of acceptance, the Central Settlement Agent will instruct Clearstream to reclassify the remaining Tendered Cliq Shares from the Interim Class back into the original ISIN DE000A35JS40 / WKN A35JS4 (“**Original Class**”) (“**Returned Cliq Shares**”). The contracts initiated in respect of the Returned Cliq Shares by declaration of acceptance of the Offer shall not take effect and ownership of the Returned Cliq Shares shall not pass to the Company. The re-registration shall take place within a maximum of six Banking Days following the expiry of the acceptance period, i.e. – subject to an extension of the acceptance period – by midnight (CEST) on 23 June 2026. Following the reversal, the Cliq Shares may once again be traded under their Original Class (ISIN DE000A35JS40 / WKN A35JS4).

4.6 Right of withdrawal

Cliq Shareholders who have accepted the Offer are entitled to a contractual right of withdrawal from the contract concluded by accepting the Offer in the event of a change to the Offer in accordance with section 3.4 of the Offer Document, provided that such change does not merely constitute a one-time or repeated extension of the acceptance period. Beyond this, Cliq Shareholders are not entitled to any contractual right of withdrawal.

In the event of a change to the Offer that does not merely involve a single or multiple extension of the acceptance period, withdrawal shall be effected by means of a written declaration to the custodian bank of the withdrawing Cliq Shareholder. The declaration of withdrawal must be received by the custodian bank no later than the expiry of the acceptance period, as extended where applicable.

The withdrawal takes effect upon the transfer of the Tendered Cliq Shares, for which the withdrawal is declared, from the Interim Class to the Original Class (ISIN DE000A35JS40 / WKN A35JS4). If the withdrawal has been declared in writing to the Custodian Bank within the acceptance period (which may be extended), the transfer of the Tendered Cliq Shares shall be deemed to have taken place in due time if it is effected by the end of the Technical Booking Period at the latest.

To satisfy the requirement for written form, transmission by fax, computer fax or email is sufficient in each case.

4.7 Costs of acceptance

The custodian banks will receive a flat-rate processing fee from the Company for each custody account held by Cliq Shareholders whose Cliq Shares are transferred to the Interim Class. All other costs, expenses and fees associated with the acceptance of the Offer and the transfer of the Cliq Shares are to be borne by the Cliq Shareholders themselves. Costs and fees of any foreign custodian banks are also to be borne by the Cliq Shareholders themselves. The same applies to any taxes incurred on the Offer Price received from the Company for the Cliq Shares tendered.

4.8 No trading on the stock exchange with Tendered Cliq Shares

The Cliq Shares of the Interim Class (ISIN DE000A41YEP9 / WKN A41YEP) that have been tendered are not admitted to trading on a stock exchange. Nor is there any intention to list the Interim Class on the open market of a stock exchange, and neither the Company nor the Central Settlement Agent will apply for such a listing. Cliq Shareholders cannot therefore trade Tendered Cliq Shares on the stock exchange, regardless of whether the Tendered Cliq Shares are sold to the Company under the Offer or are subsequently returned to the Cliq Shareholder due to a possible Oversubscription. The remaining Cliq Shares not tendered for re-purchase under ISIN DE000A35JS40 / WKN A35JS4 remain tradable.

5. BASIS OF THE OFFER

5.1 Capital structure

The Company's share capital currently amounts to EUR 5,857,843.00 and is divided into 5,857,843 registered no-par value shares, each representing a proportionate amount of the Company's share capital of EUR 1.00 per share. Cliq Shares are admitted to trading on the Open Market of the Frankfurt Stock Exchange. At the time of publication of the Offer Document, the Company does not hold any of its own shares.

5.2 Resolution of the Company's extraordinary general meeting of 24 April 2026

In a letter dated 10 March 2026, the shareholder of the Company Dylan Media requested the Company, in accordance with Section 122(1) AktG, to convene an extraordinary general meeting. The agenda was to include a resolution on the implementation of a public partial share re-purchase offer by the Company to all shareholders of the Company for the acquisition of up to 2,987,012 Cliq Shares, corresponding to approximately 51% of the Company's share capital, in return for a consideration of EUR 3.85 per share, combined with a reduction in the Company's share capital through the cancellation of the shares to be acquired under the Offer:

“a) Capital reduction through the cancellation of shares to be acquired

aa) The share capital of EUR 5,857,843.00, as entered in the Commercial Register at the time of the capital reduction, divided into 5,857,843 registered no-par value shares each representing a proportionate share of the share capital of EUR 1.00, shall be reduced by up to EUR 2,987,012.00 to a maximum of EUR 2,870,831.00 through the cancellation of fully paid-up shares of the Company yet to be acquired, in accordance with Section 237(3) no. 2, (4) and (5) of the German Stock Corporation Act (AktG).

Should the Company's share capital of EUR 5,857,843.00, as registered at the time of convening the extraordinary general meeting, change, the reduction of up to EUR 2,987,012.00 shall relate to the amended share capital and a correspondingly adjusted resolution proposal shall be submitted to the extraordinary general meeting.

- bb) *The exact amount of the reduction corresponds to the proportionate amount of the share capital attributable to those shares acquired by the Company in connection with the re-purchase offer (see agenda item 1(b) below).*
 - cc) *The resolution shall only be implemented to the extent that the shares to be cancelled are acquired by the Company in connection with the re-purchase offer to be resolved upon in accordance with the detailed provisions under Agenda Item 1(b) pursuant to Section 71(1)(6) of the German Stock Corporation Act (AktG).*
 - dd) *The acquisition of the shares shall be carried out in accordance with the provisions of agenda item 1(b) below. The acquired shares shall be cancelled immediately following their acquisition and the fulfilment of all relevant conditions. The cancellation shall be charged to balance sheet profit or a freely disposable reserve within the meaning of Section 237(3) no. 2 of the German Stock Corporation Act (AktG). In doing so, the cancellation shall initially be charged to the freely available reserves and, once these have been exhausted, to the balance sheet profit. The amount corresponding to the proportionate share of the share capital attributable to the cancelled shares shall be transferred to the capital reserve in accordance with Section 237(5) of the German Stock Corporation Act (AktG).*
 - ee) *This resolution on the capital reduction, together with the implementation of the capital reduction, must be filed for entry in the Commercial Register.*
 - ff) *Further details shall be determined by the Management Board with the approval of the Supervisory Board.*
- b) *Acquisition of own shares pursuant to Section 71(1)(6) of the German Stock Corporation Act*
- aa) *The Management Board is authorised, in accordance with Section 71(1)(6) of the German Stock Corporation Act (AktG), with the approval of the Supervisory Board, to acquire shares in the Company within the scope of the re-purchase offer, with a proportionate amount of the share capital attributable to these shares totalling up to EUR 2,987,012.00 for the purpose of cancellation in accordance with the resolution on capital reduction (see agenda item 1(a) above) by way of purchase. The aforementioned proportion of the share capital shall be reduced by EUR 1.00 per share that the Company acquires under any share buy-back programme.*
 - bb) *The acquisition shall be carried out in accordance with the principle of equal treatment (Section 53a of the German Stock Corporation Act (AktG)) outside the stock exchange by means of a public partial share re-purchase offer addressed to all shareholders.*
 - cc) *Dylan Media B.V., Keizersgracht 452, 1016 GD Amsterdam, Kingdom of the Netherlands, registered in the Commercial Register (Kamer van Koophandel) of the Kingdom of the Netherlands under registration number 95284893,*

has undertaken to the Company prior to the convening of this extraordinary general meeting not to accept the Company's re-purchase offer.

- dd) The consideration under the re-purchase offer (excluding incidental benefits) is set at EUR 3.85 per share of the Company.*
- ee) Further details of the re-purchase offer are to be set out in an offer document to be published separately. The offer document will be published on the Company's website at <https://cliqdigital.com/investors/> in the event of a corresponding resolution being passed on this agenda item 1.*
- ff) The period for accepting the re-purchase offer will be at least four and at most ten weeks.*
- gg) The detailed terms (and any amendments) of the re-purchase offer shall be determined by the Management Board with the approval of the Supervisory Board.*

c) Obligation to implement the re-purchase offer

Pursuant to Section 83(2) of the German Stock Corporation Act (AktG), the Management Board is obliged to implement the re-purchase offer without delay in accordance with the resolution of the extraordinary general meeting and to determine the further conditions in compliance with the statutory provisions and the requirements of the extraordinary general meeting.

d) Authorisation of the Supervisory Board

The Supervisory Board is authorised to amend the wording of Section 4(1) and (2) of the Company's Articles of Association (amount and division of the share capital) in accordance with the extent of the capital reduction.

The resolution under agenda item 1 shall lapse if this resolution and the reduction of the share capital have not been implemented and entered in the Commercial Register by 31 March 2027 at the latest. The Management Board and the Chairman of the Supervisory Board are instructed to apply for the entry of the resolution on the reduction of the share capital in the Commercial Register, together with the implementation of the reduction of the share capital, without delay once the conditions for its entry have been met (in particular following the cancellation of the shares and, in the event of pending actions for annulment, the conclusion of a release procedure in accordance with Section 246a of the German Stock Corporation Act (AktG) in which the Company prevails)."

In light of Dylan Media's request, the Company's Management Board and Supervisory Board proposed to the extraordinary general meeting that the above resolution be adopted. The extraordinary general meeting on 24 April 2026 adopted the resolution by a majority of 94.99% of the valid votes cast.

5.3 Resolution of the Management Board on the implementation of the Offer

Pursuant to point c) of the resolution of the extraordinary general meeting of 24 April 2026, the Management Board is obliged, in accordance with Section 83(2) AktG, to implement the Offer without undue delay in accordance with the resolution of the extraordinary general meeting and to determine the further conditions in compliance with the

statutory provisions and the requirements of the extraordinary general meeting. On 29 April 2026, the Management Board, with the approval of the Supervisory Board dated 29 April 2026, resolved to implement the Offer in accordance with its obligation under the resolution of the extraordinary general meeting (see section 1.4 of the Offer Document).

6. DETAILS OF THE OFFER PRICE

The Offer Price is EUR 3.85 per Cliq Share tendered for acceptance. The Offer Price is based on the request for a meeting submitted by Dylan Media on 10 March 2026 and was resolved accordingly by the Company's extraordinary general meeting on 24 April 2026.

In determining the Offer Price, Dylan Media stated that it took particular account of the closing price of Cliq Shares on Xetra up to and including 9 March 2026 (according to calculations by the Company: EUR 1.45), the volume-weighted average price of Cliq Shares on Xetra during the last three months up to and including 9 March 2026 (according to calculations by the Company: EUR 1.72), the volume-weighted average price of Cliq Shares traded on Xetra during the last six months up to and including 9 March 2026 (according to calculations by the Company: EUR 1.99), the Company's available cash (approximately EUR 30.8 million as at 31 December 2025), less a cash balance appropriate for business operations, as well as the Company's equity ratio.

7. CONSEQUENCES AND FINANCING OF THE OFFER

The Cliq Shares acquired by the Company on the basis of this Offer will be cancelled for the purpose of a capital reduction immediately after acquisition and fulfilment of all relevant conditions (see section 5.2 of the Offer Document). The cancellation shall be charged to balance sheet profit (*Bilanzgewinn*) or a freely available reserve within the meaning of Section 237(3) no. 2 AktG, insofar as these are available for this purpose. The Company has the necessary liquid funds available to fully satisfy the Offer at the time the claim to the Offer Price becomes due. The amount corresponding to the share capital attributable to the redeemed Cliq Shares shall be transferred to the Company's capital reserve in accordance with Section 237(5) AktG. Insofar as the maximum volume of the Offer cannot be fully utilised, the remaining liquid funds of the Company shall be available for other purposes. No statements can be made at this stage regarding whether, to what extent and how the funds will be used.

8. IMPACT OF THE OFFER

The current price of the Cliq Shares may be influenced by information which the Company has already published in connection with Dylan Media's request to convene a meeting, the Company's extraordinary general meeting on 24 April 2026 and the Offer. Future price movements of the Cliq Shares during or following the expiry of the acceptance period cannot be predicted. It cannot be ruled out that, following the completion of the Offer and depending on the acceptance rate, supply and demand for Cliq Shares will be lower than at present, thereby reducing the trading liquidity of Cliq Shares. A potential reduction in trading liquidity could also lead to greater price fluctuations than in the past.

The Company will not be entitled to any rights, in particular voting and dividend rights, in respect of Cliq Shares acquired by the Company under the Offer. The influence of Cliq Shareholders who do not accept the Offer is therefore likely to increase proportionally. As the voting rights attached to treasury shares cannot be exercised, the stake of each

Cliq Shareholder, including Dylan Media as the Company's current largest shareholder, will carry greater weight in relative terms. When the balance sheet profit (*Bilanzgewinn*) is used to pay dividends, the treasury shares held by the Company are also not taken into account. The Company does not hold any treasury shares at the time of publication of the Offer. Upon successful and complete implementation of the Offer, the Company would hold 2,987,012 treasury shares with a notional share in the share capital of EUR 2,987,012.00, corresponding to approximately 51% of the current share capital.

9. DECISION ON A POSSIBLE DELISTING OF CLIQ SHARES

Dylan Media has undertaken to the Company not to accept the Offer. In its request to convene a meeting, Dylan Media also recommended that the Company seriously consider delisting the Cliq Shares in connection with the Offer and the capital reduction. To date, the Company has not taken any decision regarding delisting. The Company intends to take this decision following the resolution and the implementation of the Offer.

10. TAX INFORMATION

Acceptance of the Offer will, in accordance with the Offer Document, result in the sale of Cliq Shares by the Cliq Shareholders accepting the Offer. The Company recommends that Cliq Shareholders seek tax advice tailored to their personal circumstances regarding the tax consequences of accepting the Offer before doing so.

11. PUBLICATIONS

Any supplements or amendments to the Offer will be published in the same manner as the Offer Document (see section 1.2 of the Offer Document). Unless otherwise stated in the Offer Document, other publications and further announcements by the Company in connection with the Offer will be made exclusively on the Company's website at

<https://cliqdigital.com/investors/>

in the "News & Shareholder Centre" section under the heading "Aktienrückkaufangebot", unless further statutory publication requirements apply. Where deadlines for making publications are specified in the Offer Document, publication on the Company's website shall be decisive for compliance with these deadlines.

The Company will publish the final result of the Offer and, in the event of Oversubscription, the allocation ratio on the Company's website at

<https://cliqdigital.com/investors/>

in the "News & Shareholder Centre" section under the heading "Aktienrückkaufangebot".

12. APPLICABLE LAW AND JURISDICTION

The Offer and the share purchase and transfer agreements resulting from the acceptance of the Offer are governed exclusively by German law. If a Cliq Shareholder is a merchant (*Kaufmann*), a legal entity under public law or a special fund under public law, Frankfurt am Main, Germany, is agreed as the exclusive place of jurisdiction for all claims arising from or in connection with the Offer and the share purchase and transfer agreements resulting from the acceptance of this Offer. To the extent permitted, the same applies to persons who do not have a general place of jurisdiction in Germany, or

to persons who, following the conclusion of the share purchase and transfer agreements resulting from the acceptance of the Offer, have transferred their domicile or habitual residence outside Germany, or whose domicile or habitual residence is unknown at the time an action is brought.

Düsseldorf, 29 April 2026

Cliq Digital AG

– *The Management Board* –