

Dylan Media Controls 40% of Share Capital and Requests Significant Share Buyback Offer

- Dylan Media acquires 40.3% shareholding in CLIQ
- Proposed public share buyback offer in the total volume of €12,5 million and capital reduction to be discussed at Annual General Meeting on 21 August 2025
- CLIQ continues to consider delisting following strategic investment by Dylan Media

DÜSSELDORF, 12 June 2025

New principal shareholder

Yesterday, CLIQ Digital AG ("CLIQ" or "Company") was informed that Dylan Media B.V. ("Dylan Media") now holds approximately 19.1% of the shares in the Company and has entered into purchase agreements for an additional 21.2%, resulting in a combined stake of 40.3% in the Company's outstanding share capital.

Potential public partial share repurchase offer by CLIQ

Dylan Media has formally requested that CLIQ's Management Board and Supervisory Board include an agenda item for the Annual General Meeting 2025 relating to a significant share buyback offer (public partial share repurchase offer by the Company). The proposed repurchase offer would involve CLIQ offering to buy back up to 2,060,000 shares at €6.06 per share, which would equate to 59% of the Company's remaining free floating share capital. This offer price is 15% higher than the six-month volume-weighted average share price (VWAP) before yesterday's announcement. Dylan Media reserves the right to amend its request pending the release of updated financial information ahead of the Annual General Meeting.

If resolved, this share buyback offer would trigger the acquisition of treasury shares, which would then be redeemed after the completion of CLIQ's share buyback offer and reduce CLIQ's share capital accordingly. Dylan Media has committed not to participate in this offer with the CLIQ shares it holds.

Once resolved by the Annual General Meeting, shareholders have the possibility to divest for €6,06 contingent on the number of shares offered by shareholders in the

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repurchase offer. The proposed repurchase price would equate an increase of 75% to the Xetra closing price of €3.46 prior to the ad hoc announcement of the Company on 6 March 2025.

Delisting

Given the significant changes to the Company's shareholder structure, the limited demand and liquidity of the shares, and the capital market no longer being the most viable option for the Company's financing, while facing substantial ongoing listing obligations, expenses and opportunity costs, the Company continues to consider a delisting of the shares from all stock exchanges to be in general in the interest and as the right course of action for the Company and intends to decide on a delisting after completion of the share buyback offer. The Company will inform the shareholders and the capital market on the result of the share buyback offer and the further considerations with regard to a delisting in due course.

Should the delisting take place, the rights of CLIQ's minority shareholders will generally remain unchanged, except that CLIQ will no longer be subject to capital market reporting requirements, and shareholders will lose the ability to sell their shares via the official stock exchanges.

No Public partial acquisition offer by Dylan Media

In light of this increased ownership, Dylan Media has confirmed that it will no longer pursue the previously considered public partial tender offer to CLIQ shareholders. The decision reflects a shift in strategy now that the threshold for significant influence has been reached through direct acquisitions.

Annual General Meeting 2025

CLIQ invites its shareholders to the Annual General Meeting, which will take place on Thursday, 21 August 2025, as an in-person event in Düsseldorf. The formal invitation including the agenda and further details regarding participation will be published in due course.

Management Board statement

"We warmly welcome Dylan Media as our new principal shareholder. Their decisive commitment to CLIQ reflects a deep strategic conviction about the strength of our business model and long-term potential – something that the capital markets have not always adequately recognised, as evidenced by our low market valuation," said CEO Luc Voncken. "Dylan Media's confidence validates our vision and provides momentum as we prepare to enter the next phase of sustainable growth."

Contacts

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Financial calendar

Half-year financial report 2025 & earnings call	Thursday	7 August 2025
Annual General Meeting 2025	Thursday	21 August 2025
Financial report 3Q/9M 2025 and earnings call	Thursday	6 November 2025

About CLIQ

The CLIQ Group is a data-driven online performance marketing company that sells bundled subscription-based digital products to consumers worldwide. The Group licenses content from partners, bundles it to digital products, and sells them via performance marketing. CLIQ is expert in turning consumer interest into sales by monetising online traffic using an omnichannel approach.

The Group operated in 40 countries and employed 132 staff from 33 different nationalities as at 31 December 2024. The company is headquartered in Düsseldorf and has offices in Amsterdam and Paris. CLIQ Digital is listed in the Scale segment of the Frankfurt Stock Exchange (ISIN: DE000A35JS40, GSIN/WKN: A35JS4) and is a constituent of the MSCI World Micro Cap Index.

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