

AEVIS VICTORIA SA

13.03.2017 - 07:10 Uhr

EQS-Adhoc: AEVIS VICTORIA SA: prise de position sur le Rapport du Conseil d'administration de LifeWatch AG

EQS Group-Ad-hoc: AEVIS VICTORIA SA / Mot-clé(s): Offre d'acquisition
AEVIS VICTORIA SA: prise de position sur le Rapport du Conseil d'administration de LifeWatch AG

13.03.2017 / 07:05 CET/CEST

Publication d'un communiqué ad hoc en vertu de l'article 53 du RC.

Le contenu relève de la responsabilité de l'émetteur.

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

Communiqué de presse

Fribourg, le 13 mars 2017

AEVIS VICTORIA: prise de position sur le Rapport du Conseil d'administration de LifeWatch AG

AEVIS VICTORIA SA (AEVIS VICTORIA) a pris connaissance du Rapport du Conseil d'administration de LifeWatch AG (LifeWatch) concernant l'offre publique d'acquisition d'AEVIS VICTORIA. Elle regrette que le Comité formé à cette occasion ait recommandé le rejet de son offre amicale. Il y a un an, le Conseil d'administration avait pourtant explicitement salué l'entrée d'un potentiel actionnaire de référence et modifié sa composition en conséquence.

AEVIS VICTORIA relève que le Conseil d'administration de LifeWatch ne fournit pas d'indications chiffrées précises à l'appui de sa recommandation de rejet de l'offre et ne fonde pas son appréciation de l'offre sur une expertise d'évaluation indépendante (Fairness Opinion). Dans le cadre de son offre, AEVIS VICTORIA avait quant à elle mandaté Ernst & Young afin de réaliser une évaluation indépendante de la valeur des actions d'AEVIS VICTORIA. L'évaluation d'Ernst & Young valorise l'offre d'échange faite aux actionnaires de LifeWatch entre CHF 12.40 et CHF 13.60 par action LifeWatch.

AEVIS VICTORIA est convaincue que LifeWatch a besoin d'un actionnaire de référence ayant une implantation forte dans le secteur de la santé, qui pourra lui apporter une vision sur le long terme et les moyens financiers nécessaires pour développer son modèle d'entreprise.

Suite à l'aboutissement de l'offre, LifeWatch deviendra une filiale d'AEVIS VICTORIA, gérée de manière indépendante, et permettra à AEVIS VICTORIA de durablement renforcer ses activités de télémédecine.

Obtention des documents relatifs à l'offre

Le prospectus peut être obtenu auprès d'UBS SA Prospectus Library, Case postale, 8098 Zurich, tél +41 44 239 47 03, fax +41 44 239 69 14, e-mailswiss-prospectus@ubs.com.

La documentation peut en outre être consultée à l'adresse :

<http://www.aevis.com/websites/aevis/French/3700/autres-informations.html>

Pour plus d'informations:

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AEVIS VICTORIA SA - Investing for a better life

AEVIS VICTORIA SA investit dans les services à la personne, le healthcare, l'hôtellerie, les sciences de la vie et le lifestyle. Les principales participations d'AEVIS sont Swiss Medical Network, le 2e groupe d'hôpitaux privés en Suisse, Victoria-Jungfrau Collection AG, chaîne hôtelière exploitant cinq palaces en Suisse, un segment immobilier comprenant 40 immeubles médicaux et d'hôtels, Medgate, le leader incontesté dans le domaine de la télémédecine en Suisse et NESSENS SA, une marque dédiée à la prévention et au better aging. AEVIS est coté sur le segment Swiss Reporting de SIX Swiss Exchange (AEVS.SW). www.aevis.com.

RESTRICTIONS A L'OFFRE

En général

L'offre mentionnée dans ce communiqué de presse n'est faite ni directement ni indirectement dans un Etat ou une juridiction dans lequel/laquelle une telle offre serait illicite ou contreviendrait de toute autre manière aux lois ou réglementations en vigueur ou qui exigerait de la part de l'offrant une modification des termes ou des conditions de l'offre de quelque manière que ce soit ou la formulation d'une requête ou la réalisation de démarches supplémentaires auprès d'autorités gouvernementales, d'autorégulation ou d'autres organes en relation avec l'offre. Il n'est pas prévu d'étendre l'offre à de tels Etats ou à de telles juridictions. La documentation relative à l'offre ne doit pas être distribuée ou envoyée dans de tels Etats ou dans de telles juridictions. Cette documentation ne doit pas non plus être utilisée pour solliciter l'acquisition de titres de participation de LifeWatch de personnes domiciliées ou ayant leur siège dans de tels Etats ou dans de telles juridictions.

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.

Fin du communiqué ad hoc-----

553201 13.03.2017 CET/CEST

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