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## **Santhera gibt den Vollzug des Umtauschangebots und die Ausgabe einer neuen vorrangigen, ungesicherten Wandelanleihe mit Fälligkeit 2024 bekannt**

**Pratteln, Schweiz, 4. Mai 2021 – Santhera Pharmaceuticals (SIX: SANN) gibt den Vollzug des am 25. März 2021 veröffentlichten Umtauschangebots für die CHF 60 Millionen Wandelanleihe mit Fälligkeit 2022 und die Ausgabe einer vorrangigen, ungesicherten Wandelanleihe von CHF 30'270'375 mit Fälligkeit 2024 bekannt.**

Santhera Pharmaceuticals Holding AG vollzieht heute ihr Angebot zum Umtausch ihrer ausstehenden CHF 60 Millionen 5%-Wandelanleihe mit Fälligkeit 2022 (die **2017/22 Wandelanleihe**) nach den im Rückkaufsinserat vom 25. März 2021 aufgeführten Konditionen (das **Umtauschangebot**). Nach dem Vollzug verbleiben 2017/22 Wandelobligationen mit einem Gesamtnennwert von CHF 15'155'000 im Umlauf.

Santhera wird heute eine vorrangige ungesicherte Wandelanleihe mit Fälligkeit 2024 (die **2021/24 Wandelanleihe**) im Gesamtnennwert von CHF 30'270'375 zu den im vorläufigen Emissions- und Kotierungsprospekt vom 4. Mai 2021 dargelegten Bedingungen an diejenigen Inhaber der 2017/22 Wandelobligationen ausgeben, die das Umtauschangebot angenommen haben. Der Nennwert/die Stückelung der 2021/24 Wandelanleihe beträgt CHF 3'375 pro Wandelobligation, mit einem Wandelpreis von CHF 3.00 und einem Wandelverhältnis von 1'123 Aktien pro Wandelanleihe.

Darüber hinaus erhalten die Inhaber der 2017/22 Wandelobligationen, die das Umtauschangebot angenommen haben, insgesamt 233'194 Santhera Aktien (oder 26 Aktien pro 2017/22 Wandelobligation).

Die Zulassung zum Handel und anschliessend die Kotierung der 2021/24 Wandelanleihe wird von der Basler Kantonalbank als anerkannte Vertretung beantragt. Der erste Handelstag der 2021/24 Wandelanleihe wird festgelegt, sobald die erforderlichen Genehmigungen der SIX Exchange Regulation AG vorliegen, und den Inhabern der 2021/24 Wandelobligationen mitgeteilt.

Nach dem Umtauschangebot und der Ausgabe der neuen Wandelobligationen wird sich das Aktienkapital der Gesellschaft wie folgt darstellen:

Ordentliches Aktienkapital	26'201'136 <sup>1</sup>
Bedingtes Kapital für Finanzierungen	8'195'418
Bedingtes Kapital für Mitarbeiterbeteiligungsprogramme	2'537'052
Genehmigtes Kapital	6'711'202

<sup>1</sup>Davon mehr als 2'300'000 eigene Aktien

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Bei der Wandlung der 2021/24 Wandelanleihe, ohne Berücksichtigung etwaiger Zinsen, würden 10'080'371 zugrundeliegende Aktien verwendet werden. Der Restbetrag von 4'826'249 bedingten und genehmigten Aktien wird voraussichtlich zur Erfüllung bestehender Verträge oder für zusätzliche Finanzierungen benötigt werden.

Stifel Nicolaus Europe Limited wurde von der Gesellschaft als alleiniger Finanzberater beauftragt.

#### **Zugehörige Dokumente**

Übersicht ausstehende Santhera Anleihen: <https://www.santhera.de/investors-and-media/investor-toolbox/anleihen>

Rückkaufsinserat (Tausch der vorrangigen unbesicherten Wandelanleihe über CHF 60'000'000 mit Fälligkeit 2022): <https://www.santhera.de/investors-and-media/investor-toolbox/umtauschangebot-anleihe>

Vorläufiger Emissions- und Kotierungsprospekt für die Neue Anleihe: <https://www.santhera.de/investors-and-media/investor-toolbox/umtauschangebot-anleihe>

#### **Unternehmenskalender**

22. Juni 2021          Generalversammlung

#### **Über Santhera**

Santhera Pharmaceuticals (SIX: SANN), ein Schweizer Spezialitätenpharmaunternehmen, ist auf die Entwicklung und Vermarktung innovativer Medikamente für seltene neuromuskuläre und pulmonale Erkrankungen mit hohem medizinischem Bedarf fokussiert. Santhera hat eine weltweite Exklusivlizenz für alle Indikationen für Vamorolone, ein first-in-class dissoziatives Steroid mit neuartigem Wirkmechanismus, welches derzeit in einer Zulassungsstudie bei Patienten mit DMD als Alternative zu Standard-Kortikosteroiden getestet wird. Die klinische Pipeline umfasst auch Lonodelestat (POL6014) zur Behandlung von Mukoviszidose (CF) und anderen neutrophilen Lungenerkrankungen und einen explorativen Gentherapieansatz für kongenitale Muskeldystrophien. Santhera hat die Ex-Nordamerika-Rechte an seinem ersten zugelassenen Produkt, Raxone® (Idebenon), zur Behandlung von Leber hereditärer Optikusneuropathie (LHON) an Chiesi Group lizenziert. Weitere Informationen unter [www.santhera.com](http://www.santhera.com).

*Raxone® ist eine eingetragene Marke von Santhera Pharmaceuticals.*

#### **Für weitere Auskünfte wenden Sie sich bitte an:**

[public-relations@santhera.com](mailto:public-relations@santhera.com) oder

Eva Kalias, Head External Communications

Tel.: +41 79 875 27 80

[eva.kalias@santhera.com](mailto:eva.kalias@santhera.com)

#### **Forward-looking statements**

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statements. Readers should therefore not place undue reliance on these statements, particularly not in connection with any contract or investment decision. The Company disclaims any obligation to update these forward-looking statements.

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#### **United States**

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The Company, certain affiliated companies and the nominees or brokers (acting as agents) may make certain purchases of, or arrangements to purchase, 2017/22 Bonds outside the Exchange Offer during the period in which the Exchange Offer remains open for acceptance. If such purchases or arrangements to purchase are made they will be made outside the United States and will comply with applicable law, including the Exchange Act.

The Company as the offeror is a Swiss company. Information distributed in connection with the Exchange Offer is subject to Swiss disclosure requirements that are different from those of the United States. Financial statements and financial information included herein are prepared in accordance with Swiss accounting standards that may not be comparable to the financial statements or financial information of United States companies.

It may be difficult for you to enforce your rights and any claim you may have arising under the U.S. federal securities laws in respect of the Exchange Offer, since the Company is located in Switzerland and all of its officers and directors are residents of Switzerland or elsewhere outside of the United States. You may not be able to sue the Company or its officers or directors in a Swiss court or another court outside the United States for violations of the U.S. securities laws. Finally, it may be difficult to compel the Company and its affiliates to subject themselves to a U.S. court's judgment.

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The communication of this publication and any other documents or materials relating to the Exchange Offer is not being made and such documents and/or materials have not been approved by an authorized person for the purposes of section 21 of the Financial Services and Markets Act 2000, as amended. Accordingly, such documents and/or materials are not being distributed to, are not directed at and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to persons within the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial

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***European Economic Area***

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***Switzerland***

This communication qualifies as advertisement pursuant to the Swiss Financial Services Act (**FinSA**) and does neither constitute an offer or invitation to subscribe for or purchase any securities of Santhera Pharmaceuticals Holding AG nor a prospectus nor a key information document within the meaning of the FinSA. Investors should make their decision to accept the Exchange Offer solely based on the Notice of a Repurchase Offer (Exchange of CHF 60,000,000 Senior Unsecured Convertible Bonds due 2022) and the preliminary offering and listing prospectus regarding the New Bonds, each dated March 25, 2021 which, subject to compliance with applicable securities laws, is accessible via <https://www.santhera.com/investors-and-media/investor-toolbox/bond-exchange-offering>. Investors are furthermore advised to consult their bank or financial adviser before making any investment decision.

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