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fashionette AG: Post-Stabilisation disclosure - Partial exercise of the Greenshoe Option

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27 November 2020

fashionette AG: Post-Stabilisation disclosure - Partial exercise of the Greenshoe Option

Disclosure after the end of the stabilisation period in accordance with Article 6 para. 3 of the Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 on the implementation of stabilisation measures

Following the pre-stabilisation period announcement dated 20 October 2020 and the notifications on the implementation of stabilisation measures dated 10 November 2020 and 25 November 2020, Hauck & Aufhäuser Privatbankiers Aktiengesellschaft, Frankfurt am Main, Germany ("**Stabilisation Manager**"), in its function as stabilisation manager has informed fashionette AG, Düsseldorf, Germany ("**Issuer**"), (contact person: Daniel Raab; phone: +49 (0)211 17607828) on 27 November 2020 that the Stabilisation Manager terminated the stabilisations (within the meaning of Art. 3 para. 2 lit. (d) of the Regulation (EU) 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (market abuse regulation)) by the end of 26 November 2020. The Issuer, therefore, discloses the following information:

The Securities:

Issuer:	fashionette AG
Aggregate nominal amount of the offer (excluding over-allotment option):	3,200,000
Description:	Ordinary shares with no par value ISIN DE000A2QEFA1
Offer price:	EUR 31.00

Stabilisation:

Stabilisation manager:	Hauck & Aufhäuser Privatbankiers Aktiengesellschaft
Date on which stabilisation started:	29 October 2020
Date on which stabilisation last occurred:	24 November 2020
Trading venue on which the stabilisation transactions were carried out:	Frankfurt Stock Exchange, Xetra (XETR)
Number of shares purchased as part of the stabilisation:	108,654 ordinary shares with no par value

Price range in EUR (Currency code (ISO 4217)) within which stabilisation was carried out, for each of the dates during which stabilisations were carried out:

<u>Date</u> <u>(dd/mm/yyyy)</u>	<u>Low</u>	<u>High</u>
29/10/2020	29.00	29.00
30/10/2020	28.15	30.00
02/11/2020	30.50	30.50
03/11/2020	30.00	30.50
04/11/2020	30.75	30.75
17/11/2020	29.60	30.25
18/11/2020	29.10	30.00
19/11/2020	29.00	30.00
20/11/2020	28.70	29.80
23/11/2020	29.80	30.50
24/11/2020	30.50	30.50

With respect to the notification of the Issuer on the implementation of stabilisation measures dated 25 November 2020, the Stabilisation Manager has informed the Issuer that the purchase of 1,317 shares dated 20 November 2020 (12:03:19) for an execution price of EUR 29.00 did not form part of the stabilisation. The notification of the Issuer on the implementation of stabilisation measures dated 25 November 2020 is hereby corrected.

Disclosure of the partial exercise of the Greenshoe Option in accordance with Article 8 lit. (f) of the Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 on the implementation of stabilisation measures

In addition, the stabilisation manager has informed the Issuer on 27 November 2020 that it partially exercises the Greenshoe Option, i. e. the option granted by the selling shareholder Genui Fund GmbH & Co. KG, Hamburg, Germany, to purchase up to 405,000 no-par value ordinary shares of the Issuer at the offer price to the extent shares were placed under a securities loan of the selling shareholder in connection with over-allotments. The Greenshoe Option was exercised by the stabilisation manager in the amount of 296,346 no-par value ordinary shares of the Issuer.

Important notice

This disclosure is not intended to constitute, and should not be construed as, an offer to sell or subscribe for, or the announcement of a forthcoming offer to sell or subscribe for, or a solicitation of any offer to buy or subscribe for, or the announcement of a forthcoming solicitation of any offer to buy or subscribe for, ordinary shares with no par value of fashionette AG ("**Company**" and its ordinary shares with no par value, "**Shares**") in the United States of America including its territories or possessions, any state or the District of Columbia (together, "**United States**") or in any other jurisdiction.

The Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("**Securities Act**"), and may not be offered or sold within the United States absent registration or an exemption from the registration requirements under the Securities Act. The

Company does not intend to register any portion of the offering in the United States or to conduct a public offering of Shares in the United States.

The Company has not authorized any offer of securities to the public in any Member State of the European Economic Area ("**EEA**"), except in the Federal Republic of Germany ("**Germany**"). With respect to any Member State of the EEA other than Germany and with respect to the United Kingdom (each a "**Relevant State**"), no action has been undertaken or will be undertaken to make an offer to the public of Shares requiring publication of a prospectus in any Relevant State. As a result, the Shares may only be offered in Relevant States:

(i) to any legal entity which is a "qualified investor" in the meaning of Article 2 lit. e) of the Prospectus Regulation; or

(ii) in any other circumstances falling within Article 1 para. 4 of the Prospectus Regulation.

For the purpose of this disclosure, the expression "**offer of securities to the public**" means the communication in any form and by any means of sufficient information on the terms of the offer and the Shares to be offered so as to enable the investor to decide to exercise, purchase or subscribe for the Shares and the expression "**Prospectus Regulation**" means Regulation (EU) 2017/1129, as amended.

Any such investor will also be deemed to have represented and agreed that any Shares acquired by it in the contemplated offering of Shares have not been acquired on behalf of persons other than such investor. This disclosure does neither constitute an offer of securities to the public nor a prospectus within the meaning of the Prospectus Regulation.

In the United Kingdom, this disclosure and any other materials in relation to the Shares are only being distributed to, and are only directed at, and any investment or investment activity to which this disclosure relates is available only to, and will be engaged in only with, "**qualified investors**" (as defined in Article 86 para. 7 of the Financial Services and Markets Act 2000 ("**Financial Promotion**")) and who are (i) persons having professional experience in matters relating to investments who fall within the definition of "**investment professionals**" in Article 19 para. 5 of the Financial Promotion Order 2005 ("**Order**"); or (ii) high net worth entities falling within Article 49 para. 2 lit. (a) to (d) of the Order (all such persons together being referred to as "**relevant persons**"). This disclosure is directed only at relevant persons. Persons who are not relevant persons should not take any action on the basis of this disclosure and should not act or rely on it. Any investment activity to which this disclosure relates will only be available to and will only be engaged with, relevant persons. No action has been taken by the Company that would permit an offer of Shares or the possession or distribution of this disclosure or any other offering or publicity material relating to such Shares in any jurisdiction, except for Germany, where action for that purpose is required.

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The offered Shares have already been sold.

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Language: English

Company: fashionette AG
Grafenberger Allee 295
40237 Düsseldorf
Germany

E-mail: ir@fashionette.com

Internet: corporate.fashionette.com

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