

fashionette AG / Key word(s): IPO  
fashionette AG: Pre-stabilisation Period Announcement

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**20 October 2020**

**fashionette AG**

**Pre-stabilisation Period Announcement**

fashionette AG (contact: Daniel Raab; tel: +49 (0)211 17607828) hereby gives notice that the stabilization manager named below may stabilise the offer of the following securities within the meaning of Article 3.2(d) of the EU Regulation No. 596/2014.

**The Securities:**

Issuer:	fashionette AG
Guarantor (if applicable):	N/A
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 30.00 to EUR 38.00
Other terms of the offer:	N/A

**Stabilisation:**

Stabilisation manager:	Hauck & Aufhäuser Privatbankiers Aktiengesellschaft
Expected beginning of the stabilisation period:	29 October 2020
Expected end of the stabilisation period:	28 November 2020
Existence, maximum size and terms of use of over- allotment option:	405,000 ordinary shares with no par value
Stabilisation marketplace:	Frankfurt Stock Exchange (Scale), Xetra

In connection with the offer of the above-mentioned securities, the stabilisation manager may over-allot the securities or effect transactions with a view to supporting the market price of the securities during the stabilisation period at a level higher than that which might otherwise prevail. However, stabilisation may not necessarily occur and any stabilisation action, if begun, may cease at any

time. Any stabilisation action or over-allotment shall be conducted in accordance with all applicable laws and rules.

### **Important notice**

This announcement 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 announcement, 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 announcement 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 announcement 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 announcement 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 announcement is directed only at relevant persons. Persons who are not relevant persons should not take any action on the basis of this announcement and should not act or rely on it. Any investment activity to which this announcement 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 announcement or any other offering or publicity material relating to such Shares in any jurisdiction, except for Germany, where action for that purpose is required.

This announcement may contain projections or other forward-looking statements regarding i.e. future events or the future financial performance of the Company. These statements are based on the current views, expectations and assumptions of the management of the Company and involve known and unknown risks and uncertainties that could cause actual results, performance or events to differ materially from those expressed or implied in such statements. Actual results, performance or events may differ materially from those described in such statements due to, among other things, changes in the general economic and competitive environment (including due to the COVID-19 pandemic), risks associated with capital markets, currency exchange rate fluctuations and competition from other companies, changes in international and national laws and regulations, in particular with respect to tax laws and regulations, affecting the Company and other factors. The Company does not assume any obligations to update any projections or other forward-looking statements.

Neither this announcement nor any copy of it may be taken or transmitted, directly or indirectly, into the United States, Australia, Canada, Japan or South Africa. This announcement does not constitute or form part of any offer or invitation to sell, or any solicitation of any offer to purchase or subscribe nor shall it (or any part of it) or the fact of its distribution, form the basis of, or be relied on in connection with, any contract therefore. The offer and the distribution of this announcement and other information in connection with the listing and offer in certain jurisdictions may be restricted by law.

This announcement constitutes neither an offer to sell nor a solicitation to buy securities. The offer is being made solely by means of, and on the basis of, the securities prospectus (including any supplements thereto) approved by the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*) and published on 20 October 2020 ("**Prospectus**"). An investment decision regarding the Shares referred to in this announcement should only be made on the basis of the Prospectus. The Prospectus is available free of charge from the Company (fashionette AG, Grafenberger Allee 295, 40237 Düsseldorf, Germany) and on the Company's website ([corporate.fashionette.com](http://corporate.fashionette.com)).

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