

fashionette AG / Key word(s): Merger/AGM/EGM

fashionette AG: Convocation of an Extraordinary General Meeting with a resolution on a capital increase of EUR 11,073,852.00 against contribution in kind of The Platform Group GmbH & Co KG

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Convocation of an Extraordinary General Meeting with a resolution on a capital increase of EUR 11,073,852.00 against contribution in kind of The Platform Group GmbH & Co KG

Düsseldorf, 25 July 2023. fashionette AG (ISIN DE000A2QEFA1) received a letter today from The Platform Group GmbH & Co. KG, Wiesbaden (“**The Platform Group**”), requesting that a General Meeting be convened to resolve on a capital increase of EUR 11,073,852.00 against a contribution in kind of the limited partnership interest in The Platform Group, the renaming of the resulting company as “The Platform Group AG” and the creation of new authorized capital. The reasons for this are discussions between fashionette AG and The Platform Group regarding a possible merger, which have so far taken place on a non-binding basis.

The Management Board therefore intends to convene an Extraordinary General Meeting to be held on 6 September 2023.

The volume of the proposed capital increase corresponds to the value ratio of fashionette and The Plattform Group of EUR 87,141 thousand to EUR 155,643 thousand or 1: approx. 1.7861 determined on the basis of an expert opinion by Russler GmbH, Wiesbaden. The merged company will have a share capital of EUR 17,273,852.00.

Dr. Dominik Benner currently holds indirectly (via The Platform Group GmbH & Co. KG) around 43.76% of the shares in fashionette AG and 100% of the limited partner’s shares in The Platform Group GmbH & Co. KG and in its personally liable partner, Benner Holding GmbH, Wiesbaden. The fashionette shares held by The Platform Group GmbH & Co. KG are to be transferred to Benner Holding GmbH prior to the implementation of the capital increase through contributions in kind. These shares, and thus also the fashionette shares, will not be contributed. Following the contribution, Benner Holding GmbH will also no longer act as the General Partner of The Platform Group GmbH & Co. KG, but will be exchanged for a new General Partner to be founded by fashionette AG.

Due to the fact that the legal subscription right of the remaining shareholders is excluded in the proposed capital increase through contributions in kind, Dr. Dominik Benner will hold an approx. 79.8146% (indirect) interest in the company after its implementation.

Due to the increased share capital, it will be possible for the new company to have a significantly higher Authorized Capital than the previous fashionette AG. This new Authorized Capital with a volume of EUR 8,636,926.00 is also to be created in accordance with the proposed agenda. This is a typical anticipatory resolution which, among other purposes, can serve as a basis for further growth steps.

Neither an exclusion of minority shareholders (squeeze-out) of the company nor a withdrawal of the company from the stock exchange are planned; on the contrary, the resulting Group is to be active on the capital market and gain relevance through its joint size.

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End of Inside Information

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