



E-Mail
To the banks

Geneva, May 8, 2025

ONE swiss bank SA: Fixed price purchase offer prior to merger

ONE swiss bank SA, with registered office at Rue de Lausanne 78, 1202 Geneva, Switzerland (“ONE” or the “Company”) and Gonet & Cie SA, a Swiss private bank with registered office at Rue Bovy-Lysberg 11, 1204 Geneva, Switzerland (“Gonet”) have announced in November 2024 the signature of an agreement for the acquisition of a majority stake in ONE and the subsequent merger of the two banks in the second quarter of 2025, subject to regulatory approvals.

On May 7, 2025, following the implementation of the acquisition, the Board of Directors of ONE has signed the merger agreement for the merger of the Company into Gonet (the “Merger”).

The Merger, which has been pre-approved by FINMA, will be implemented following approval by the Extraordinary General Meeting of ONE, scheduled for June 11, 2025. An invitation to the Extraordinary General Meeting is available on the Company’s website and the documentation related to the Merger is available at the head office of ONE (rue de Lausanne 78, 1202 Geneva).

In the context of the forthcoming Merger, the Board of Directors of ONE hereby communicates to all shareholders of ONE an offer made by Gonet SA (the parent company of Gonet) to purchase their remaining shares of ONE at a fixed price per share prior to the implementation of the Merger.

This offer is made in respect of a maximum of 491’648 shares (the “Shares”) corresponding to all outstanding shares of ONE not currently already held by Gonet SA, representing up to 3.154% of ONE’s share capital, which is currently composed of 15’586’850 shares with a par value of CHF 1.00 each.

The timetable of the offer is the following:

May 8, 2025	Publication of this fixed price purchase offer and invitation to the Extraordinary General Meeting of ONE
May 9, 2025	Start of the offer for tendering shares
May 23, 2025	2.00 p.m. (CET): End of the offer for tendering shares
May 26, 2025	Before 7.30 a.m. (CET): Publication of result
May 28, 2025	Payment date and delivery of shares

Key information

Authorized bank ONE swiss bank SA

GENEVA Rue de Lausanne 78 | CH-1202 Geneva | T +41 58 300 78 00
LUGANO Piazza Manzoni 8 | CH-6900 Lugano | T +41 58 300 78 00
ZURICH Bahnhofstrasse 17 | CH-8001 Zurich | T +41 58 300 78 00

oneswissbank.com



Purchase price	The purchase price for the shares tendered as part of the purchase offer is 5.0465 CHF per Share. The offered price per Share is derived from the sale price payable by Gonet SA to the former majority shareholders of ONE pursuant to the purchase transaction announced on November 19, 2024 and closed on May 6, 2025, with a discount reflecting <i>inter alia</i> the fact that shareholders accepting this offer receive a one-time payment and are not required to participate in any holdback/escrow arrangement or provide representations, warranties or indemnities.
Trading on OTC-X	Ordinary trading of shares on the OTC-X trading platform is not affected by this fixed price purchase offer. Shareholders who wish to participate in the fixed price purchase offer are requested to proceed in accordance with the instructions of their custodian bank.
Publication of the result	The Company will publish the result of the purchase offer on May 26, 2025, before the opening of OTC-X trading platform, by means of an ad hoc announcement on its website.
Payment of purchase price	Payment of purchase price and delivery of the shares will take place with a value date of May 28, 2025.
<u>Further information</u>	
Applicable law and place of jurisdiction	Swiss law. The exclusive place of jurisdiction is Geneva.
Supply restrictions	This offer is not being and will not be made, directly or indirectly, in the United States of America and/or to US persons and may be accepted only by Non-US persons and outside the United States of America. Accordingly, copies of this document and any related materials are not being, and may not be, sent or otherwise distributed in or into or from the United States of America, and persons receiving any such documents (including custodians, nominees and trustees) may not distribute or send them in, into or from the United States of America.
Settlement office	Middle BackOffice, Phone +41583007800, Email mbo@oneswiss.com
Valor / ISIN / RIC	Registered share ONE swiss bank SA 47324350 / CH0473243506 / CH47324350=BEKB
<u>Technical processing</u>	
Information for depositors	The banks are requested to inform their depositors about this offer and observe the offer restrictions.
Blocking of tendered registered shares	Shares tendered are blocked by the respective custodian bank upon tender and can no longer be traded.
Reporting by the banks	The banks will generally notify SIX SIS AG of their orders to accept the purchase



via SIX SIS AG

offer via SWIFT instruction MT565 on an ongoing basis (not cumulatively) from May 9, 2025 (start of the offer period), for the last time on May 23, 2025, by 2.00 p.m. CET at the latest.

Before reporting to SIX SIS AG, the shares must be removed from the share register by means of RE - DI.

Once the notification has been made, the shares are blocked by SIX SIS AG and can therefore no longer be transferred or dealt with.

Note: By issuing the SWIFT instruction, the banks confirm that they are also aware of the offer restrictions and that tenders only be made in accordance with these provisions.

Final message

If the procedure described above is followed, no final notification is required.

Payment of purchase price

The purchase price will be paid out to the participating banks by SIX SIS AG with a value date of May 28, 2025. On the other hand, the tendered shares will be derecognized from the participant's custody account by SIX SIS AG as of 28 May 2025 before the beginning of the day.

Open trades

For open trades tendered during the offer period with Trade Date May 22, 2025 / Settlement Date May 26, 2025 and with Trade Date May 23, 2025 / Settlement Date May 27, 2025, the banks must also notify SIX SIS AG of their orders with the note "open trades" for tender via SWIFT instruction MT565 by no later than May 23, 2025, 2:00 p.m. CET. SIX SIS AG will only block the tendered shares after successful settlement.

Commissions

No commissions are distributed.