



Buyback of own shares for the purpose of a capital reduction Trading on a second trading line on SIX Swiss Exchange

Leonteq Ltd., Zurich

Leonteq Ltd., Europaallee 39, 8004 Zurich ("Leonteq") announced a share buyback programme of up to CHF 18 million for the purpose of a capital reduction ("share buyback programme").

The board of directors of Leonteq intends to propose to a future general meeting a capital reduction through the cancellation of the registered shares repurchased on the second trading line.

By way of illustration only, the repurchase volume of up to CHF 18 million, based on the closing price of the registered shares of Leonteq on SIX Swiss Exchange of CHF 48.90 on 29 March 2023, corresponds to c. 368,000 registered shares or c. 1.94 % of the current share capital and voting rights of Leonteq.

The share buyback programme was exempted from the provisions on public takeover offers provided for in section 6.1 of the Circular no. 1 of the Swiss Takeover Board dated 27 June 2013 (status as of 1 January 2016) under the reporting procedure and refers to a maximum of 946,704 registered shares, equivalent to a maximum of 5 % of the share capital currently registered in the commercial register (the share capital currently registered in the commercial register amounts to CHF 18,934,097.00, divided into 18,934,097 registered shares, each with a nominal value of CHF 1.00).

The registered shares of Leonteq are listed under the International Reporting Standard of SIX Swiss Exchange.

Trading on a second trading line on SIX Swiss Exchange

For the share buyback programme of registered shares of Leonteq, a second trading line has been established on SIX Swiss Exchange. Only Leonteq may purchase registered shares on this second trading line (via the bank mandated to execute the share buyback programme), thereby acquiring its own registered shares for the purpose of a subsequent capital reduction.

Ordinary trading in registered shares of Leonteq under securities number 19 089 118 will not be affected by this second trading line and will continue as usual on the ordinary trading line. Shareholders wishing to sell their registered shares therefore have the choice to either sell them on the ordinary trading line or to sell them to Leonteq on the second trading line for the purpose of a subsequent capital reduction.

Leonteq is at no time obliged to buy its registered shares offered on the second trading line and will act as a buyer depending on market conditions and strategic opportunities. Leonteq reserves the right to terminate the share buyback programme early.

Sales of shares on the second trading line will be subject to Swiss federal withholding tax at a rate of 35 % on half of the difference between the repurchase price of registered shares of Leonteq and their nominal value. This will be deducted from the repurchase price ("net price").

Repurchase price

The repurchase prices and the prices of the registered shares of Leonteq traded on the second trading line are based on the prices of the registered shares of Leonteq on the ordinary trading line.

Payment of net price and delivery of securities

Transactions on the second trading line constitute regular stock market transactions. Hence, the payment of the net price (repurchase price less the federal withholding tax, see "Taxes and duties", lit. 1 (Federal withholding tax) below) and delivery of the shares occur, as customary, on the second trading day after the transaction date.

Duration of the share buyback programme

The share buyback programme will start on 3 April 2023 and end on 29 December 2023 at the latest.

Duty to trade on the Exchange

In accordance with the rules of SIX Swiss Exchange, off-exchange transactions are not permitted for share buybacks on a second trading line.

Taxes and duties

With respect to federal withholding tax as well as direct taxes, the buyback of own shares for the purpose of capital reduction is treated as a partial liquidation of the company engaged in the buyback. The Swiss tax implications for shareholders selling their shares on the second trading line are as follows:

1. Federal withholding tax

The Swiss federal withholding tax of 35 % is levied on the amount of the difference between the repurchase price of the shares and their nominal value ("liquidation surplus"), which Leonteq does not book against reserves from capital contributions. Due to tax regulations, Leonteq is required to book at least half of the liquidation surplus against reserves from capital contributions ("minimum requirement"). Leonteq applies the minimum requirement, and, consequentially, half of the liquidation surplus is subject to federal withholding tax of 35 %. Special cases remain reserved. Leonteq will deduct via the mandated bank this tax from the repurchase price and remit it to the Federal Tax Administration.

Shareholders domiciled in Switzerland are entitled to a reimbursement of the withholding tax provided they are the beneficial owners of the shares at the time those are surrendered and provided that there is no intention to avoid taxes (art. 21 of the Swiss Withholding Tax Law). Shareholders domiciled outside Switzerland may reclaim the tax in accordance with any applicable double taxation treaties.

2. Federal Direct tax

The following applies to the levying of direct federal income tax. Cantonal and municipal taxation procedures are, as a rule, the same as for federal tax.

- a. Shares held as private assets: Income tax is levied on the portion of the liquidation surplus which Leonteq does not book against reserves from capital contributions (capital contribution principle), whereby the minimum requirement also applies to direct federal tax and is applied by Leonteq. Decisive for the direct federal tax is the portion of the repurchase price which is subject to withholding tax according to the settlement advice.
- b. Shares held as corporate assets: For shares repurchased by the company, the difference between the repurchase price and the book value of the shares constitutes taxable profits (book value principle).

Shareholders domiciled outside Switzerland will be taxed in accordance with the laws applicable in their country of domicile.

3. Fees and duties

The buyback of own registered shares on a second trading line for the purpose of capital reduction does not attract stamp duty. However, the SIX Swiss Exchange fees will apply.

Maximum buyback volume per day

The maximum daily buyback volume in accordance with article 123(1)(c) of the Swiss Financial Market Infrastructure Ordinance (FMIO) will be shown on Leonteq's website at:

<https://www.leonteq.com/investors/share-information/share-buyback>

Disclosure of buyback transactions

Leonteq will provide regular updates on the share buyback transactions on its website at the following address:

<https://www.leonteq.com/investors/share-information/share-buyback>

Non-public information

Leonteq confirms that currently it does not have any non-public information that is of relevance to the share price pursuant to the ad-hoc publicity regulations of SIX Swiss Exchange and that must be published.

Own shares

On 29 March 2023, Leonteq directly and indirectly held 833,055 own registered shares corresponding to 4.4 % of the share capital and the voting rights currently registered in the commercial register.

Shareholders holding more than 3 % of the voting rights

According to the disclosure notifications, the following shareholders hold 3 % or more of the voting rights (calculation basis: Share capital currently registered in the commercial register):

	Date	Number of registered shares	Capital and voting rights
Raiffeisen Schweiz Genossenschaft, St. Gallen ^{1,2}	31 December 2022	5,494,996	29.02 %
Lukas Ruffin, Wollerau ^{1,2}	31 December 2022	1,570,314	8.29%
Sandro Dorigo, Schindellegi ¹	31 December 2022	400,000	2.11 %
Shareholder group	31 December 2022	7,465,310	39.43%
Rainer-Marc Frey, Freienbach	31 December 2022	1,346,713	7.11 %
Swisscanto Fund Management Company Ltd., Zurich	15 November 2022	941,404	4.97 %

1) Raiffeisen Schweiz Genossenschaft, Lukas Ruffin and Sandro Dorigo form a jointly acting shareholder group.

2) Lukas T. Ruffin holds 462,325 call options issued by Raiffeisen subject to the following conditions: Strike price CHF 210 (adjusted by cumulative dividends per share and effects of corporate actions from 2015 to 2025); subscription ratio 1:1; maturity 19 October 2025; European style.

Source: Annual report 2022 of Leonteq and SIX Exchange Regulation (for the holding of Swisscanto Fund Management Company Ltd.)

Lukas Ruffin informed Leonteq that he does not intend to participate in this share buyback programme. Leonteq does not have any further knowledge of the intentions of the other shareholders with respect to the sale of registered shares under this share buyback programme.

Mandated bank

Credit Suisse AG will, on behalf of Leonteq, be the sole stock exchange member to offer bid prices for Leonteq registered shares on the second trading line.

Delegation agreement

Leonteq and Credit Suisse AG have entered into a delegation agreement in accordance with article 124(2)(a) and (3) FMIO, under which Credit Suisse AG will independently carry out repurchases according to pre-defined parameters. Leonteq is entitled to terminate the delegation agreement at any time without citing its reasons or to amend it in accordance with article 124(3) of the FMIO.

This notice does not constitute a prospectus as defined in the Swiss Financial Services Act (FinSA). This offer is not made in the United States of America and/or to U.S. persons and may be accepted only by Non-U.S. persons and outside the United States of America. Offering materials with respect to this offer must not be distributed in or sent to the United States of America and must not be used for the purpose of solicitation of an offer to purchase or sell any securities in the United States of America.

Leonteq Ltd.	Securities No.	ISIN	Ticker symbol
Registered shares with a nominal value of CHF 1.00 each	19 089 118	CH019 089 118 1	LEON
Registered shares with a nominal value of CHF 1.00 each (share buyback, second trading line)	124 623 545	CH124 623 545 6	LEONE

Date: 31 March 2023

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