

## Report of the Board of Directors of ULTIMA CAPITAL SA pursuant to Art. 132 FMIA

The board of directors of ULTIMA CAPITAL SA (the "**Board of Directors**"), domiciled in Zug, Switzerland ("**Ultima**" or the "**Company**"), hereby takes its position pursuant to Article 132 para. 1 of the Financial Market Infrastructure Act ("**FMIA**") and Articles 30-32 of the Takeover Ordinance on the public tender offer (the "**Offer**") by Alpine 2 SCSp, with its registered office in Luxembourg, Grand Duchy of Luxembourg (the "**Offeror**" and together with its affiliates the "**Offeror Group**"), for all publicly held registered shares of the Company with a nominal value of CHF 0.10 each (each share an "**Ultima Share**").

### 1. Recommendation

Based on an in-depth review of the Offer, the Board of Directors (excluding Laszlo Gut and Petar Krstic, who did not participate in the discussion and the resolution due to a potential conflict of interest, see Section 4.1 below) has unanimously resolved to recommend to the shareholders of Ultima (the "**Ultima Shareholders**") to accept the Offer submitted by the Offeror.

### 2. Rationale

#### 2.1 Background

Ultima has undertaken a series of strategic transactions aimed, amongst other things, at strengthening its capital base, which included (i) a capital increase for the purpose of (1) a majority investment by Yoda PLC, a company listed on the Cyprus stock exchange ("**Yoda**"), and an additional investment by Atale Enterprise Limited, Cyprus ("**Atale**"), whereby Yoda and Atale acquired Ultima Shares against a contribution in kind of certain assets to Ultima, and (2) the conversion and repayment of certain outstanding receivables against Ultima, (ii) the conversion of certain financial instruments against the issuance of Ultima Shares from Ultima's conditional capital, and (iii) certain related transactions and agreements, including regarding the repayment of certain debt of Ultima and regarding the financing of the repayment of certain debt and of the business of Ultima ((i) to (iii) together, the "**Transaction**"). The resolutions required for the Transaction were approved by the extraordinary general meeting held on 27 December 2024, which included an opting-out from the obligation to make a public tender offer under article 135 FMIA.

As part of the Transaction, the Offeror has entered into a commitment letter with the Company, dated 2 December 2024, as amended (the "**Commitment Letter**"). In the Commitment Letter the Offeror had committed to the Option Exercises (as defined below), to conduct a mandatory offer for Ultima Shares following the Option Exercises and to publish a pre-announcement regarding such mandatory offer (which obligation was fulfilled by the publication of the Pre-Announcement on 19 December 2024). The Offeror has further committed in the Commitment Letter to use its reasonable best efforts to assist the Company in achieving a free float of 15%, including but not limited to, by selling Ultima Shares to third parties or Ultima Shareholders who are deemed to be "free float" holders under the Listing Rules of BX Swiss AG during the first nine months of 2025. Further, the Offeror, directly or indirectly through one of its affiliates, had agreed to exercise and to settle certain call and put options on 10 December 2024 for a total of 2,090,633 Ultima Shares. The settlement of a part of the exercise of certain call and put options on 10 December 2024 for a total of 534,000 Ultima Shares (the "**Option Exercises**") occurred on 17 December 2024. Therefore, the Offeror's holding of Ultima Shares exceeded the threshold of 33⅓% of voting rights of Ultima. As a result, the Offeror is required to conduct the Offer in accordance with article 135 FMIA.

The Offeror had requested an extension of the deadline to publish the Offer Prospectus (as defined below) from the TOB by way of a request dated 27 January 2025 as supplemented on 10 February 2025. The TOB has granted such an extension to publish the Prospectus by 12 March 2025 in its decision of 18 February 2025.

## 2.2 Offer Price

The price offered by the Offeror amounts to CHF 105 net in cash for each Ultima Share (the "**Offer Price**"). As the Ultima Shares did not meet the liquidity requirements pursuant to Circular No. 2 (Liquidity in the Context of Takeover Law) of the TOB of 26 February 2010, as amended, the Offeror engaged BDO AG, Zurich ("**BDO**"), the independent review body of the Offer, to perform a valuation of the Ultima Shares in accordance with article 42 para. 4 of the Ordinance of the Swiss Financial Market Supervisory Authority on Financial Market Infrastructures and Market Conduct in Securities and Derivatives Trading for the purpose of assessing compliance with the minimum price rule. Pursuant to the valuation report of BDO, the 60 trading day volume-weighted average price is not relevant for the determination of the minimum price for Ultima Shares and the value of each Ultima Share relevant for the determination of the minimum price is CHF 67.23. The Offer Price exceeds, and implies a premium of 56.18% when compared with, the value determined by BDO in its valuation report.

Based on these considerations, the Board of Directors considers the Offer Price to be favorable for a recommendation to the Ultima Shareholders to accept the Offer.

## 2.3 Fairness opinion

No Fairness opinion has been issued in relation to this Offer.

## 2.4 No delisting, no intention to take full ownership and no request for cancellation of shares

According to the offer prospectus of the Company dated 21 March 2025 (the "**Offer Prospectus**"), the Offeror, respectively the Offeror Group do not intend to delist the Ultima Shares. According to the Offeror, the present Offer is made solely in fulfilment of the Offeror's statutory obligation which results from exceeding the 33⅓% threshold of the voting rights of all Ultima Shares due to the settlement of part of the Option Exercises on 17 December 2024.

Furthermore, the Offeror does not intend to wholly own the Company. Following the capital increase approved by the extraordinary general meeting held on 27 December 2024, the Offeror's holding of Ultima Shares has fallen below the threshold of 33⅓% of voting rights of Ultima, which does not affect this Offer. The Offeror's holding of Ultima Shares is expected to remain below one third of all issued Ultima Shares after the settlement of the Offer.

Against this background, the Offeror will neither be able to conduct a squeeze-out merger or issue a request for cancellation of shares pursuant to article 137 FMIA nor would it intend to do so.

## 2.5 Conclusion

Based on the above considerations, the Board of Directors came to the conclusion that the Offer is in the best interest of Ultima, its shareholders, employees, customers and suppliers and that the Offer Price is fair and appropriate. The Board of Directors (excluding Laszlo Gut and Petar Krstic, who did not participate in the discussion and the resolution due to a potential conflict of interest, see Section 4.1 below) therefore unanimously resolved to recommend to the Ultima Shareholders to accept the Offer of the Offeror.

## 3. Agreements

Except for the agreements summarized in section 6.5 the Offer Prospectus, no agreements exist or are expected to exist on the date of the consummation of the Offer, as the case may be, between the applicable members of the Offeror Group on the one hand, and Ultima, its direct and indirect subsidiaries and their directors, officers and shareholders on the other hand.

## 4. Possible conflicts of interest of the members of the Board of Directors

### 4.1 Board of Directors

The Board of Directors consists of the following persons:

- Jean-Pierre Verlaine (Chairman)

- Alon Bar
- Stavros Ioannou
- Petar Krstic
- Laszlo Gut

The re-election and election, respectively, of Petar Krstic and Laszlo Gut to the Board of Directors was proposed by the Offeror and these members of the Board of Directors exercise their mandate in accordance with the instructions of the Offeror or a person acting in concert with the Offeror. Due to their material business connection with the Offeror and the Offeror Group, respectively, they have a potential conflict of interest in relation to the Offer. Petar Krstic and Laszlo Gut did not participate in the deliberations and resolution of the Board of Directors in connection with the Offeror's public tender offer due to their relationship with the Offeror.

The Offeror has entered into a shareholders agreement, dated 2 December 2024, as amended, with Yoda, together being the main shareholders of the Company, which has become effective as of 8 January 2025 (the "**Shareholders Agreement**"). The Shareholders Agreement does not relate to the Offer and the Offeror is therefore not acting in concert with Yoda with a view to making the Offer. Alon Bar and Stavros Ioannou were proposed to be elected at the extraordinary general meeting of the Company held on 27 December 2024 by Yoda but are acting in their capacity as a member of the Board of Directors in the interests of the Company. Against this background, given that Yoda is not acting in concert with the Offeror with a view to making the Offer, Alon Bar and Stavros Ioannou are not considered to have a conflict of interests regarding the assessment of the Offer by the Board of Directors (see section 4.3 of the Offer Prospectus).

Except as set out above or elsewhere in this report (including this Section 4.1), no member of the Board of Directors (i) has entered into any relevant contractual arrangements or other relationships with the Offeror or any person acting in concert with the Offeror, or (ii) exercises its mandate on the Board of Directors in accordance with the instructions of the Offeror or a person acting in concert with the Offeror with a view to making the Offer. In addition, the members of the Board of Directors participating in the deliberations and resolution of the Board of Directors in connection with the Offeror's public tender offer are not employees or members of the governing bodies of (i) a company controlled by the Offeror or by a person acting in concert with the Offeror, or (ii) a company which has significant business relations with the Offeror or a person acting in concert with the Offeror (other than as set out in this Section 4.1 for Alon Bar and Stavros Ioannou with regard to Yoda).

In view of the above, the Board of Directors concluded that it cannot rule out a conflict of interest on the part of Laszlo Gut and Petar Krstic. No other member of the Board of Directors has a potential conflict of interest in connection with the Offer. As a result, the Board of Directors decided on the recommendation of the Offer without the votes of Laszlo Gut und Petar Krstic.

The Board of Directors has taken note of the fact that the mandates of all members of the Board of Directors of Ultima are intended to be continued on the existing terms after the settlement of the Offer. Furthermore, there are no agreements with severance payments of any kind within the Company.

## 4.2 Management

The executive management of Ultima (the "**Executive Management**") consists of Petar Krstic (Chief Executive Officer).

As set out above in Section 4.1, Petar Krstic was proposed as member of the Board of Directors by the Offeror and exercises his mandate in accordance with the instructions of the Offeror or a person acting in concert with the Offeror.

## **5. Possible financial consequences of the Offer for the members of the Board of Directors and the Executive Management**

### **5.1 Remuneration of the members of the Board of Directors**

For their service on the Board of Directors the members of the Board of Directors receive a fixed annual fee in cash.

### **5.2 Remuneration of the members of the Executive Management**

Petar Krstic as sole member of the Executive Management receives a fixed base salary, which is paid monthly. The amount was determined by the Board of Directors, taking into account the individual's role and amount of responsibility. Petar Krstic further receives a bonus payment in cash as a mandatory salary component and is entitled to certain additional compensations. Any compensation of the Executive Management is subject to approval by the shareholders.

### **5.3 Compensation and benefits**

The members of the Board of Directors and the Executive Management are not granted any compensation, severance payments or other benefits as a result of the Offer. Moreover, no member of the Board of Directors or the Executive Management was granted any loan or credit from the Company or the Offeror.

### **5.4 Shares held by members of the Board of Directors or the Executive Management**

No member of the Board of Directors or the Executive Board currently holds Shares.

## **6. Intentions of Ultima Shareholders who hold 3% or more of the voting rights**

According to the knowledge of the Board of Directors, no shareholders holding more than 3% of the voting rights of Ultima has any intention to tender their Ultima Shares into the Offer. Furthermore, the Board of Directors notes that certain Ultima Shareholders have entered into non-tender agreements with or for the benefit of the Offeror and the Offer does not extend to any Ultima Shares held by Ultima Shareholders who have entered into non-tender agreements with or for the benefit of the Offeror (see section 3.2 of the Offer Prospectus).

## **7. Defensive measures pursuant to Art. 132 para. 2 FMIA**

The Board of Directors has not taken any defensive measures against the Offer and does not intend to take any defensive measures in the future or to propose the adoption of any such measures at an annual general meeting or an extraordinary general meeting.

## **8. Financial reporting, information on significant changes in the net assets, financial position and results of operations and business prospects**

Ultima's consolidated and standalone annual financial statements as of and for the twelve months ended 31 December 2023 (as well as for the twelve months ended 31 December 2024 as soon as they become available) and its consolidated interim financial statements as of and for the six months ended 30 June 2024 can be viewed on Ultima's website (<https://www.ultimacapital.com/investors>).

Ultima intends to publish its audited consolidated financial statements as of and for the year ended 31 December 2024 on or around 15 May 2025.

Ultima plans to enter into an agreement regarding the sale of its Schönried property (through the sale of its subsidiary Faith Mountain 2 AG) for an aggregate price of CHF 93 million on a "debt free, cash free" basis. Subject to successfully concluding the ongoing negotiations, the execution of the agreement is expected on or around 15 April 2025 and the sale would be subject to the condition that a relevant tax ruling is granted. Ultima does not plan to update this board report if the agreement is signed before 30 April 2025. The closing of such sale is expected to take place by end of May 2025. The assets concerned by these transactions

correspond to less than 10 percent of Ultima's balance sheet total and contribute less than 10 percent to Ultima's profitability.

In addition, Ultima is currently contemplating a transaction whereby Yoda PLC, Ultima's largest shareholder, would contribute certain further assets to Ultima to facilitate further growth and to increase its annual revenues and the liquidity of the company. More specifically, the assets are pertaining to the Nammos resort in Mykonos, Greece, valued at approximately EUR 133.7 million. Yoda PLC would receive new registered Ultima shares with a nominal value of CHF 0.10 each for this contribution in the course of an ordinary capital increase. This transaction has not yet been formally resolved by the Board of Directors and, provided the Board of Directors decides to further pursue this transaction, would in any case be subject to the approval of Ultima's shareholders in the course of a shareholders' meeting (ordinary capital increase).

Except for the abovementioned transactions and except as disclosed herein or otherwise prior to or on the date of this report (including in the prospectus published by the Company for the listing of 8,413,798 Ultima Shares on BX Swiss dated 30 December 2024 and this report), the Board of Directors is not aware of any material changes in Ultima's net assets, financial condition, results of operations or business prospects since 30 June 2024 that could affect the decision of the Ultima Shareholders regarding the Offer.

Zug, 11 April 2025

For the Board of Directors of ULTIMA CAPITAL SA

Jean-Pierre Verlaine, Alon Bar and Stavros Ioannou