



TX Group Ltd, Zurich

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

Legal basis

The Board of Directors of TX Group Ltd, Werdstrasse 21, 8004 Zurich, ("TX Group" or the "company") has decided on 22 August 2025 to buy back own registered shares with a par value of CHF 10.00 each (the "registered shares") up to a maximum of 662,500 registered shares until 25 September 2028 at the latest (the "share buyback program").

The TX Group's share capital, which currently amounts to CHF 106,000,000.00 and is divided into 10,600,000 registered shares with a par value of CHF 10.00 each.

The Board of Directors intends to propose to future General Meetings the cancellation of the registered shares repurchased under the buyback program through a capital reduction.

Trading on the second trading line of SIX Swiss Exchange Ltd

For the share buyback program, a second trading line will be established for the shares on SIX Swiss Exchange Ltd in accordance with the International Reporting Standard. Only TX Group is permitted to assume the role of buyer on this second trading line (via Zürcher Kantonalbank as the bank mandated to conduct the share buyback program) and to purchase own registered shares for the purpose of a capital reduction at a later date. Ordinary trading in the registered shares of TX Group under the current security no. 1 117 825 shall not be affected by this measure and shall continue as usual. Shareholders of TX Group wishing to sell their registered shares therefore have the choice of either selling registered shares on the ordinary trading line or tendering them to the company on the second trading line for the purpose of subsequent cancellation through a capital reduction. The conditions contained in TOB Circular No. 1 regarding buyback programs will be complied with.

Buyback price

The buyback prices and the prices on the second trading line shall be determined in relation to the prices of the shares of TX Group traded on the ordinary trading line.

Payment of the net price and delivery of the shares

Transactions on the second trading line constitute regular stock market transactions. Payment of the net price (buyback price less federal withholding tax, see section 1. (Federal withholding tax) below) as well as the delivery of the repurchased registered shares of TX Group will therefore, as a matter of course, take place within two trading days following the trade date.

Mandated bank

TX Group has mandated Zürcher Kantonalbank to carry out the share buyback program. Zürcher Kantonalbank shall be the sole stock exchange member setting bid prices for registered shares of TX Group on the second trading line.

Delegation agreement

TX Group and Zürcher Kantonalbank have concluded a delegation agreement pursuant to Art. 124 (2) (a) and (3) FMIO. Under the agreement, Zürcher Kantonalbank may repurchase registered shares independently, subject to certain predefined parameters. TX Group is, however, entitled to terminate the delegation agreement at any time without stating its reasons, or to modify the parameters in accordance with Art. 124 (3) FMIO.

Duration of the share buyback program

Trading in the registered shares of TX Group shall take place on the second trading line from 26 September 2025 and shall continue until 25 September 2028 at the latest. TX Group reserves the right to suspend or terminate the share buyback program at any time and shall be under no obligation to repurchase its own registered shares on the second trading line as part of this share buyback program.

On-market obligation

According to the regulations of SIX Swiss Exchange Ltd, off-exchange transactions on the second trading line are prohibited during share buyback programs.

Publication of transaction details

TX Group shall regularly provide updated information on the development of the share buyback program on its website:

<https://tx.group/investor-relations/share-buy-back/>

Maximum daily buyback

In accordance with Article 123 (1) (c) of FMIO, the maximum daily buyback amount is published on the company's website at:

<https://tx.group/investor-relations/share-buy-back/>

Taxes

The repurchase of own registered shares for the purpose of a capital reduction is treated as a partial liquidation of the repurchasing company for both federal withholding tax and direct tax purposes. In detail, this results in the following tax consequences for the selling shareholders:

1. Federal withholding tax

The federal withholding tax amounts to 35 % on the difference between the repurchase price of the registered shares and their nominal value. The tax is deducted from the repurchase price by the repurchasing company or its mandated bank for the attention of the Swiss Federal Tax Administration.

Persons domiciled in Switzerland are generally entitled to a refund of the federal withholding tax if they had the right to use the registered shares at the time of redemption and there is no tax avoidance (Art. 21 of the Swiss Withholding Tax Act). Persons domiciled abroad are generally allowed to claim reimbursement of the federal withholding tax in accordance with any double taxation treaties.

2. Direct taxes

The following explanations relate to the taxation of direct federal tax. As a rule, the same practice applies to cantonal and municipal taxes as to direct federal taxes.

- Privately held shares:
If the registered shares are returned to the company, the difference between the repurchase price of the registered shares and their nominal value constitutes taxable income (nominal value principle).
- Shares forming part of a company's assets:
If the registered shares are returned to the company, the difference between the repurchase price and the book value of the registered shares constitutes taxable profit (book value principle).

Shareholders domiciled abroad are taxed in accordance with the applicable law of the country concerned.

This information does not constitute a comprehensive description of possible tax consequences or tax advice. Shareholders are advised to consult their own tax advisor regarding the tax consequences of participating in the share buyback program.

Duties and charges

The buyback of own registered shares for the purpose of a capital reduction is not subject to transfer stamp tax. The fees of the SIX Swiss Exchange Ltd. are nevertheless payable.

Non-public information

The company confirms that it does not currently have any non-public information that could significantly influence a decision by shareholders.

Own shares

As of 23 September 2025, TX Group held 202,391 own registered shares in treasury. This corresponds to 1.91 % of the voting rights and the share capital registered in the commercial register.

Shareholders with more than 3 % of voting rights

In accordance with the annual report and the announcements published up to 23 September 2025, the following beneficial owners held more than 3 % of the capital and voting rights of TX Group:

Anna Coninx, Bern, CH; Caspar Coninx, Zürich, CH; Christoph Coninx, Oetwil an der Limmat, CH; Franziska Coninx, Zürich, CH; Hans Heinrich Coninx, Küsnacht, CH; Martin Coninx, Männedorf, CH; Salome Coninx, Zürich, CH; Severin Coninx, Bern, CH; Rena Maja Coninx Supino, Zürich, CH; Ellermann Lawena Stiftung, c/o Dr. W. Strub, Vaduz, LI; Ellermann Pyrit GmbH, München, DE; Ellermann Rappenstein Stiftung, c/o Dr. W. Strub, Vaduz, LI; Claudia Coninx-Kaczynski, Zollikon, CH; Antonia Kaestner, Dresden, DE; Franziska Kaestner-Richter, Wangen im Allgäu, DE; Saskia Landshoff, Berlin, DE; Antje Landshoff-Ellermann, Berlin, DE; Konstantin Richter, Berlin, DE; Sabine Richter-Ellermann, Berlin, DE; Andreas Schulthess, Wettswil, CH; Fabia Schulthess, Lachen, CH; Anna Paola Supino Calcagni, Zürich, CH; Pietro Supino, Zürich, CH; Pietro Calcagni, Zürich, CH; Beatrice Calcagni, Zürich, CH; Luca Kaczynski, Zollikon, CH; Tatjana Kaczynski, Zollikon, CH; Clara Kaestner, Wangen im Allgäu, DE; Philipp Coninx, Küsnacht, CH; Moritz Kaestner, Wangen im Allgäu, DE; Hanna Marti, Zürich, CH; Lorenz Coninx, Männedorf, CH (Members are subject to the shareholders' agreement):
68.729 % of the capital and voting rights¹

Christian Leone, New York, US (direct owner: Lugard Road Capital Master Fund LP, Grand Cayman, KY):
3.032 % of the capital and voting rights²

Medien- und Unternehmensförderungsstiftung FERS, Bern, CH:
3.25 % of the capital and voting rights³

Tweedy, Browne Company LLC, Stamford, CT 06902:
4.52 % of the capital and voting rights⁴

Tweedy, Browne Fund Inc., Stamford, CT 06902 (direct owner: Tweedy, Browne Global Value Fund, Stamford, CT 06902):
4.08 % of the capital and voting rights⁵

Hauser-Coninx Regula, Weggis, CH:
4.63 % of the capital and voting rights⁶

TX Group has no knowledge of the intentions of these shareholders regarding the sale of registered shares under this share buyback program.

¹Position as of 10 April 2025

²Position as of 12 June 2024

³Position as of 4 April 2024

⁴Position as of 25 October 2017

⁵Position as of 25 October 2017

⁶Position as of 17 April 2008

Applicable law and place of jurisdiction

Swiss law. The exclusive place of jurisdiction is Zurich.

Swiss security no. / ISIN / ticker symbol

Registered shares of TX Group Ltd
1 117 825 / CH0011178255 / TXGN

Registered shares of TX Group Ltd (share buyback second trading line)
146 985 927 / CH1469859271 / TXGNE

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