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Ad-Hoc Notice pursuant to Art. 53 of the SIX Swiss Exchange Listing Rules

1 December 2022

SCHÖN KLINIK SE
(the "**Issuer**")

The Issuer launches today a voluntary tender offer (*freiwilliges Rückkaufangebot*) (the "**Tender Offer**") in relation to its CHF 50,000,000 2½% Bonds 2019-2024 (security number: 41'904'112, ISIN: CH0419041121, Ticker: SKS192) issued in 2019 (the "**SKS192 Bonds**"). The SKS192 Bonds have a nominal value of CHF 5,000 each and will mature on 20 May 2024.

With the Tender Offer, the Issuer is offering bondholders to tender their SKS192 Bonds against a cash payment of 100.5% of the nominal value of each SKS192 Bond plus accrued interest until the settlement date, expected to be 22 December 2022, of the Tender Offer. In addition, bondholders validly tendering their SKS192 Bonds will be paid a consent fee of 0.1% of the nominal value of a SKS192 Bond, regardless whether the Tender Offer will be successful or not.

The Tender Offer is subject to the offer restrictions set out in the Information Memorandum (as defined below) available on the website of the Issuer (www.schoen-klinik.de) which are incorporated herein by reference.

The Tender Offer commences on 1 December 2022 and ends on 19 December 2022, 12:00 a.m. CET ("**Tender Offer Period**"), subject to the right of the Issuer to modify the Tender Offer.

The Tender Offer is subject to the following conditions:

- No judgment, order or other authoritative measure has been issued which prohibits or declares the Tender Offer or the consummation thereof illegal.
- After completion of the Tender Offer, the Issuer holds at least 80% of the SKS192 Bonds ("**Minimum Tender Quota Condition**") allowing the Issuer to cancel such SKS192 Bonds and early repay the remaining SKS192 Bonds at nominal value plus accrued interest (i.e. without premium) (Clean-up Call) in accordance with art. 4(b) of the terms of the SKS192 Bonds by giving 30 days prior notice.

The Issuer reserves the right in its sole discretion at any time (i) to extend the Tender Offer Period, (ii) to modify any of the other dates set forth in the Tender Offer, and/or (iii) to waive the Minimum Tender Quota Condition.

Any such modification of the Tender Offer shall become effective with its publication on the website of the Issuer (www.schoen-klinik.de) which may also occur after the end of Tender Offer Period.

All publications in connection with the Tender Offer will be validly made on the website of the Issuer (www.schoen-klinik.de). To the extent applicable, publications will also be made in line with the ad hoc disclosure requirements of SIX Exchange Regulation.

1 Dezember 2022

The information memorandum in connection with the Tender Offer (the "**Information Memorandum**") is available on the website of the Issuer (www.schoen-klinik.de). The terms and conditions of the SKS192 Bonds in German language are available free of charge at Helvetische Bank AG (the "**Tender Agent**") (prospectus@helvetischebank.ch or phone +41 (0)44 204 56 19) who has been appointed by the Issuer as Tender Agent in connection with the Tender Offer.

This ad-hoc notice must be read in conjunction with the Information Memorandum. The Information Memorandum contains important information which should be read carefully before any decision is made with respect to the Tender Offer. If any bondholder is in any doubt as to the action it should take or is unsure of the impact of the Tender Offer, it is recommended to seek its own financial and legal advice, including in respect of any tax consequences, immediately from its broker, bank manager, solicitor, accountant or other independent financial, tax or legal adviser. Neither the Issuer nor the Tender Agent expresses any opinion about the terms of the Tender Offer. Any individual or company whose SKS192 Bonds are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to tender his/her SKS192 Bonds. Neither the Issuer nor the Tender Agent makes any recommendation whether bondholders should tender their SKS192 Bonds.