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Ad hoc-Mitteilung gemäss Art. 53 KR

Hochdorf, 12 March 2026

HT5 signs merger agreement with Centiel SA and publishes invitation to the 130th Annual General Meeting

HT5 AG (**HT5**) announces the conclusion of a merger agreement with Centiel SA (**Centiel**). The planned merger is central to HT5's strategic realignment and will lead - subject to the approval of the companies' general meetings - to the formation of a listed Swiss technology company with an international presence and significant growth potential within the critical power protection industry. The transaction is scheduled to be completed on 16 April, 2026.

The parties agreed on the valuation of Centiel's equity at CHF 125 million on a debt-free basis. HT5 is based on a valuation of CHF 2.04 per share. As part of the merger, Centiel shareholders will receive 61,274,508 fully paid-up registered HT5 shares at a nominal value of CHF 0.01 each. In addition, HT5 plans to conduct an ordinary cash capital increase by issuing up to 3,885,763 fully paid-up registered shares (accordingly 5% of the pro forma equity value) in conjunction with a market placement of some of the founding team's shares to create a marketable free float and to strengthen the financial flexibility of the merged company. The newly issued shares will be placed with institutional investors at an offer price of CHF 2.04. Various institutional investors have already made binding capital commitments to HT5, covering the entire amount of the planned issue and market placement. Members of the Board of Directors and management of Centiel and HT5 are subject to uniform lock-up periods of 12 to 24 months for their existing holdings.

Additionally, the Board members Gregor Greber, Christopher Detweiler and Andreas Leutenegger have committed to purchase an additional 4 million shares at an offer price of CHF 2.04, in a show of their firm belief in the appeal of the newly merged company. These shares are not being offered as part of the market placement and are partly subject to the lock-up described above.

The merger will create a company built on the Centiel Group's technology platform, international presence, and growth momentum. Centiel is a leading technology provider of highly available uninterruptible power supply systems. It operates in over 60 countries and achieved over 25% revenue growth and an EBIT margin of over 22% in fiscal year 2025. Upon completion of the merger, three representatives are expected to be elected to the Board of Directors: David Bond, an experienced technology manager and former CEO of Newave, who will serve as independent chairman, and the two co-founders, Filippo Marbach and Gerardo Lecuona who will serve as members of the Board of Directors. In addition, Board members Gregor Greber, Christopher Detweiler, and Andreas Leutenegger are standing for re-election. After six years on the Board of Directors, Andreas Herzog will not stand for re-election. During his tenure, he adeptly guided the transformation of the former Hochdorf Group into HT5 and through to the merger with Centiel. The Board of Directors thanks him for his valuable support and wishes him all the best in his personal and professional future endeavors. The proposed new appointments to the expanded Board of Directors combine capital market expertise with experience in technology and innovation management, ensuring both the integration of the Centiel founding team and the continuity of the current management.

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Today, HT5 published the invitation to its 130th Annual General Meeting, which will take place on 13 April, 2026. At the meeting, HT5 shareholders will also vote on the approval of the merger agreement, capital increases, and various statutory amendments, including the relocation of the registered office to Lugano, the change of the company name to “Centiel AG,” and the change of the company’s purpose, which will in future also reflect its activities as an internationally operating technology company. All resolutions related to the transaction are linked by a set of mutual conditions and will only be implemented if the Annual General Meeting approves the entire transaction.

HT5 intends to publish the offering documents for the placement of the new shares shortly after the general meeting.

Consolidated key figures for the Centiel Group

Consolidated Income statement

<i>In CHF 1000</i>	2025	2024
Total income	46'515	36'454
Total operating expenses	-36'222	-29'601
Operating result	10'293	6'853
Financial result	-846	192
Result before income taxes	9'447	7'045
Profit for the year	7'949	5'680

Consolidated Cash flow statement

<i>In CHF 1000</i>	2025	2024
Net cash from operating activities	6'473	4'390
Net cash used in investing activities	-285	-56
Net cash used in financing activities	-2'470	-2'775
Cash and cash equivalents at the end of the year	7'913	4'278

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The consolidated annual financial statements of the Centiel Group are available at the following link:
<https://www.ht5.ch/en/finanzberichte-generalversammlung>

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About HT5 AG

HT5 is a Swiss stock corporation (*Aktiengesellschaft*) headquartered in Hochdorf, whose shares are listed on SIX Swiss Exchange under the ticker symbol HT5 and ISIN CH0024666528. HT5 emerged from the former HOCHDORF Group and is undergoing a strategic repositioning following completion of its financial restructuring and the lifting of the debt restructuring moratorium.

As a publicly listed holding company with substantial tax loss carry-forwards, HT5 is positioned as a platform for a business combination with an operational company seeking access to the Swiss capital market. HT5 is led by a board of directors with extensive capital markets experience. Further information is available at www.ht5.ch.

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