

Announcement in accordance with Art. 5(1)lit a of (EU) Directive No. 596/2014 and Art. 2(1) of delegated (EU) Directive No. 2016/1052 / Stock Buy-Back Programme

Wiesbaden, 02 August 2019

The Management Board for JDC Group AG, with the approval of the Supervisory Board, decided on 29 July 2019 to hold a stock buy-back programme in a volume of up to 656,423 JDC Group AG shares (ISIN: DE000A0B9N37) up to a maximum total purchase price (not including ancillary acquisition costs) of 5 mil. euros (“stock buy-back programme”). Notification of the stock buy-back was made by means of an ad hoc announcement per Article 17 MAR on 29 July 2019. The buy-back begins on 5 August 2019 and ends no later than 30 July 2020.

The stock buy-back programme is being conducted pursuant to the authorisation of the JDC Group AG shareholders meeting of 24 August 2018 on the acquisition of the company’s own shares. The shares may be used for any of the purposes stipulated in the authorisation granted by the shareholders’ meeting. This also includes, in particular, the use of the shares as consideration within the context of acquiring companies and in servicing employee share option programmes.

The buy-back programme is being held in compliance with the provisions of Articles 5, 14 and 15 of (EU) Directive No. 596/2014 of the European Parliament and Council of 16 April 2014 (Market Abuse Directive) in conjunction with the provisions of the Commission’s (EU) delegated Directive No. 2016/1052 of 8 March 2016 (delegated directive), excepting with regard to the purpose of reacquisition. This is formulated more broadly than the Safe Harbour rule of Article 5(2) of the Market Abuse Directive.

The buy-back of the company’s shares will take place on behalf of and on the account of the JDC Group AG by engaging an independent credit institution. The financial institution shall conduct the acquisition of JDC Group shares in compliance with the provisions specified above and the provisions of the authorisation by the shareholders meeting. Furthermore, pursuant to Article 4(2) of the delegated directive, the financial institution shall make its decisions regarding the date on which it acquires JDC Group AG shares and the respective volume acquired independently and without being influenced by the JDC Group AG. The JDC Group AG shall exercise no influence over the decisions of the financial institution. The financial institution is required to comply with the terms of trade in Article 3 of the delegated directive and the requirements stipulated in this stock buy-back programme.

In determining the purchase price, the financial institution shall not bid above the price of the last independent trade on the relevant exchange or (should this be higher) the current highest offer on the relevant exchange. Furthermore, pursuant to the authorisation granted by the shareholders’ meeting, the financial institution may not exceed by more than 10 per cent or fall more than 20 per cent below the price of a share of JDC Group AG stock set by the opening auction on the trading day on the XETRA trading system (or comparable successor system). Further, the financial institution may not acquire on a single day more than 25 per cent of the average daily trading of JDC Group shares on the exchange on which the purchase occurs. The average daily shares traded is calculated on the basis of the average daily trading volume during the 20 exchange days prior to the respective purchase date.

The stock buy-back programme can be suspended and resumed as necessary and where legally permissible.

Information on business associated with the stock buy-back programme shall be appropriately provided in detailed and aggregated form not later than the end of the seventh trading day following the day on which such business was transacted. In addition, JDC Group AG shall publish the announced business in the “Investor Relations” section of its website (www.jdcgroup.de) and ensure that the information remains publicly accessible for a period of at least five years from the day the announcement is made.