

## WISeKey International Holding Ltd, Zug

### Buyback of own registered B shares

### Addition of buybacks of American Depositary Shares ("ADS") on the NASDAQ Stock Market (the "Nasdaq") and expansion of the purpose

WISeKey International Holding Ltd, General-Guisan-Strasse 6, 6300 Zug, ("WISeKey" or the "Company"), informed on 18 June 2019 that the Board of Directors has approved to buy back own shares for up to a maximum of 10% of the share capital. Based thereon WISeKey has decided to buy back a maximum of 3,682,848 own registered B shares with a nominal value of CHF 0.05 each (corresponding to 10.00% of the share capital and 5.35% of the voting rights). The repurchased registered B shares shall be used as a reserve for future M&A transactions. On 29 January 2020 the Board of Directors decided to extend the current buyback programme to repurchases of ADSs on the Nasdaq (subject to compliance with applicable US laws and regulations) and to expand the purpose of the programme to also use repurchased shares and ADSs for (1) WISeKey's existing employee programme, (2) convertible loans entered into by WISeKey and (3) on demand equity lines available to WISeKey.

At no time will WISeKey hold more than 10% of his own registered shares (Art. 659 para. 1 OR).

The current share capital of WISeKey amounts to CHF 1'860'363.58 and is divided into 40'021'988 non-listed registered A shares with a nominal value of CHF 0.01 each, and 29'202'874 listed registered B shares with a nominal value of CHF 0.05 each.

The buyback offer is exempted from compliance with the provisions on public takeover bids provided for based on section 6.1 of Circular No. 1 of the Swiss Takeover Board dated 27 June 2013.

#### Duration

Shares may be purchased under the buyback programme on the SIX Swiss Exchange between 9 July 2019 and 7 July 2022 both included. The Company is under no obligation to repurchase registered B shares at any time. The Company will decide to make purchases based on the market conditions. WISeKey reserves the right to terminate the buyback programme early.

#### Delegation agreement for buybacks on the SIX Swiss Exchange

WISeKey and Zürcher Kantonalbank have a delegation agreement pursuant to Article 124 (2) a) and (3) of the Swiss Financial Market Infrastructure Ordinance (FMIO). Under the agreement, Zürcher Kantonalbank can repurchase shares independently on SIX Swiss Exchange, subject to certain criteria. WISeKey is however entitled to terminate the delegation agreement at any time without stating its reasons.

#### 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: [www.wisekey.com/investors/share-buyback](http://www.wisekey.com/investors/share-buyback)

#### Publication of transaction details

WISeKey will publish details of all transactions pursuant to Section 27 of the Swiss Takeover Board Circular No. 1 of 27 June 2013 on the WISeKey website at: [www.wisekey.com/investors/share-buyback](http://www.wisekey.com/investors/share-buyback)

#### Non-public information

WISeKey confirms that it does not have any non-public information which could have a considerable influence on the shareholders' ability to make a decision.

#### Own shares

As of 30 January 2020, WISeKey held directly or indirectly 702,247 own registered shares B (1.89% of the share capital and 1.01% of the voting rights).

#### Shareholders with more than 3% of voting rights

The following beneficial owners hold more than 3% of the share capital and the voting rights of WISeKey:

Lock up-Group (consisting of: Joao Carlos Creus Moreira, 1233 Bernex (GE), Switzerland together with five additional individuals)<sup>1)</sup>  
40,021,988 registered shares A (21.51% of the share capital and 57.81% of the voting rights)

For a complete list of shareholders / shareholder groups subject to disclosure pursuant to Article 120 FMIA, please refer to the website of SIX Swiss Exchange.

<sup>1)</sup> According to WISeKey's Annual Report 2018.

#### Applicable law and place of jurisdiction

Swiss law. The exclusive place of jurisdiction is Zurich.

#### Mandated bank for buybacks on the SIX Swiss Exchange

WISeKey has mandated Zürcher Kantonalbank for the execution of the buy-back offer.

#### Security number / ISIN / ticker symbol

WISeKey International Holding Ltd registered B share of CHF 0.05 nominal value  
31 402 927 / CH0314029270 / WIHN

**This notice does not constitute an offer to sell or a solicitation of an offer to purchase the securities referred to in the notice, does not constitute an offer, solicitation or sale of securities in any jurisdiction in which such offer or sale would be unlawful, and does not constitute a prospectus as defined in the FIDLEG or an advertisement as defined in the FIDLEV.**

**Any buy-back offer is not being and will not be made, directly or indirectly, in the United States of America ("US") and/or to US persons and may be accepted only by Non-US persons and outside the US. Accordingly, copies of this document and any related materials are not being, and may not be, sent or otherwise distributed in or into or from the US, and persons receiving any such documents (including custodians, nominees and trustees) may not distribute or send them in, into or from the US.**

**Notwithstanding anything else contained herein, any and all repurchases of ADSs in the US will be conducted in compliance with applicable US laws and regulations, including, without limitation, Rule 10b-18 and regulation M under the US Securities Exchange Act of 1934, as amended, and the rules of NASDAQ.**