



Crealogix Holding AG
2³/₈% Convertible Bonds 2015 – 2019 of CHF 25'000'000
convertible into registered shares of Crealogix Holding AG

Issuer	Crealogix Holding AG ("CREALOGIX")
Issue and Placement Price	100.0%
Coupon	2 ³ / ₈ %, payable annually on 6 November, for the first time 6 November 2016
First Trading Day	6 November 2015
Payment Date, Settlement	6 November 2015
Term	4 years
Issue Amount	CHF 25'000'000
Redemption / Redemption Amount	6 November 2019 at 100.0%
Early Redemption	<p>At any time by the Issuer, if (i) 85% or more of the aggregate issue amount has been converted or has been repurchased by the Issuer and the corresponding convertible bonds have been redeemed ("Clean-up Call") or (ii) the closing price of the shares amounts to 130% or more of the then relevant conversion price for 20 or more out of 30 consecutive trading days ("Soft Call").</p> <p>At any time by the Bondholder, if (i) the shares of the Issuer were to be delisted ("Delisting") or (ii) upon a change of control of the Issuer ("Change of Control").</p>
Covenants	Pari-passu, negative pledge (with exceptions), default including cross default (with exceptions)
Rating	No rating
Denomination	CHF 5'000 par value or an integral multiple thereof
Registered Shares	Registered shares with a par value of CHF 8.00 each (" Shares " or " Registered Shares ")
Conversion Period / Conversion Right	The Bonds are convertible into Registered Shares from 7 December 2015 until and including 30 October 2019 or, in case of an early redemption, until five full bank working days (Zurich) prior to such early redemption. Fractions exceeding CHF 10.00 are settled in cash.
Conversion Price	CHF 104.50, corresponding to a premium of 26.0% over the volume weighted average price (VWAP) of the Shares traded on the SIX Swiss Exchange from 29 September 2015 to 21 October 2015
Adjustment of Conversion Price	Pursuant to Clause 5 of the Terms of the Bonds, <i>inter alia</i> , upon the issue of registered shares with subscription rights granted (with a subscription price of less than 95% of the closing price on (i) the last trading day on which the shares were last traded cum subscription right or (ii) the trading day when the price for a subscription right is published), upon non-cash distributions and cash distributions exceeding CHF 2.00 per registered share and certain other events, requiring an adjustment of the conversion price or an adjustment of the conversion terms according to the Terms of the Bonds.
Anti-Dilution Protection	By adjustment of the conversion price, by allocation of additional shares or cash compensation
Delivery of Shares	Registered Shares from conditional share capital
Dividend Entitlement	Registered Shares to be delivered upon conversion rank pari-passu with existing registered shares in all respects (subject to exceptions).
Listing	The provisional admission for trading of the convertible bonds on SIX Swiss Exchange was applied for as of 6 November 2015.
Conversion and Paying Agent	Neue Helvetische Bank AG, Zurich
Taxation	The convertible bonds are qualified as classical convertible bonds (p. 37 and following of the issue and listing prospectus)
Selling Restrictions	USA / U.S. persons, United Kingdom, European Economic Area
Governing Law / Jurisdiction	Swiss Law / Zurich 1
Lead Manager	Neue Helvetische Bank AG
Convertible Bonds	Swiss Security No.: 29'871'584 ISIN: CH0298715845 Ticker: CLX15
Registered Shares	Swiss Security No.: 1'111'570 ISIN: CH0011115703 Ticker: CLXN
Issue and Listing Prospectus	Any decision to subscribe for or to purchase convertible bonds shall be made only after thorough review of the preliminary issue and listing prospectus, dated 21 October 2015, and the definitive issue and listing prospectus respectively, which are available, free of charge, at Neue Helvetische Bank AG, E-Mail prospectus@nhbag.ch or telephone no. +41 (0) 44 204 56 19 or at Crealogix Holding AG, E-Mail ir@crealogix.com or telephone no. +41 (0) 58 404 80 96.

Important Information

This term sheet is neither an issue prospectus in the meaning of Art. 1156 or Art. 652a of the Swiss Code of Obligations nor a listing notice or a listing prospectus in the meaning of the Listing Rules of the SIX Swiss Exchange. In particular, this term sheet does not contain an offer to purchase or an invitation to subscribe convertible bonds, shares, rights, or other securities.

The preliminary issue and listing prospectus, dated 21 October 2015, and the definitive issue and listing prospectus respectively, in German language, are the only relevant source regarding the terms of the convertible bonds and all information relevant in this context. A decision to subscribe and purchase convertible bonds shall be made only after thorough review of the preliminary issue and listing prospectus, dated 21 October 2015, and the definitive issue and listing prospectus respectively, which are available, free of charge, from Crealogix Holding AG, Baslerstrasse 60, CH-8048 Zurich and from Neue Helvetische Bank AG, Seefeldstrasse 215, 8008 Zurich.

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