

elumeo

Corporate News

Berlin Regional Court confirms elumeo SE's position in file for appeal

- **Ottoman Strategy Holdings SA fails with its file for appeal**
- **Opinion of the court fully confirms elumeo SE's position**
- **The non-admission of Ottoman Strategy Holding SA to the Extraordinary General Meeting in December 2018 was mandatory**

Berlin, 18 September 2019 – The Berlin Regional Court has ruled in favor of elumeo SE in a legal dispute with one of its shareholders. The shareholder, Ottoman Strategy Holdings S.A., had sued the company because it had been denied participation in the Extraordinary General Meeting on 12 December 2018. The court dismissed the action and also ordered the plaintiff to pay the costs.

The dispute focused on the resolutions of the Annual General Meeting, in which the plaintiff had not been allowed to participate. Ottoman Strategy Holding SA was of the opinion that these were “null and void, or at least contestable.” The Regional Court took a different view and dismissed the suit as unfounded.

elumeo SE is a company that sells high-quality gemstone jewelry, mainly from India and Thailand. The founding shareholders of the company, including the plaintiff shareholder, had concluded a voting right agreement in 2015. The members of this voting right pool held 60.91 percent of the voting rights in elumeo SE in the fall of 2018. When Ottoman Strategy Holding withdrew from the voting rights pool due to a termination declared by it, the share of the pool decreased to 34.68 percent. This affected the 50% threshold pursuant to Section 33 of the German Securities Trading Act (WpHG).

In the opinion of the Regional Court, Ottoman Strategy Holding SA was thus obliged to publish a notification pursuant to Section 33 WpHG within four trading days of its withdrawal from the voting rights agreement taking effect. This did not happen. The termination without notice had been declared on 2 December 2018 and served on the recipients. Therefore, the notification should have been made on 6 December. However, Ottoman Strategy Holdings S.A. did not do so until 12 December. The violation of the reporting obligation was “at least grossly negligent,” according to the Berlin Regional Court in its reasoning. The shareholder was “aware as a founding shareholder and party to the pool agreement ... due to voting rights notifications already made that it was obliged to report changes in the voting pool.”

In several press releases issued by the legal representative of Ottoman Strategy Holding SA, the impression had been created that Ottoman Strategy Holding SA had not been admitted to the Annual General Meeting because it had criticized the course of the management of elumeo SE. The judgement of the Berlin Regional Court now exposes this assertion as false. According to the judgement now available, Ottoman Strategy Holdings SA had to be excluded from the Annual General Meeting due to the violation of the provisions of the WpHG for which it was responsible.

About elumeo SE:

The elumeo Group, headquartered in Berlin, is the leading European Company in the electronic distribution of high-quality gemstone jewelry, most of which the elumeo Group produces itself in India and Thailand. Via a variety of electronic distribution channels, such as TV, the Internet, Smart TV and Smartphone apps, the listed company offers its European customers coloured gemstone jewelry in particular at comparatively low prices. Most of the products are sold through direct sales. For example, the elumeo Group operates home shopping television channels in Germany and Italy as well as web shops in Germany, the UK, Italy, France, the Netherlands, Spain, Belgium and the US. Cheaper jewelry is sold worldwide through the online shops of New York Gemstones.

Kontakt:

elumeo SE
Bernd Fischer
Erkelenzdammm 59/61, 10999 Berlin
E-Mail: info@elumeo.com