

Denne meldingen til obligasjonseierne er kun utarbeidet på engelsk. For informasjon vennligst kontakt Nordic Trustee AS.

To the Bondholders in:

ISIN: NO0012530965 – Mutares SE & Co. KGaA FRN senior secured EUR 250,000,000 bonds 2023/2027

2 September 2024

INFORMATION TO BONDHOLDERS – RIGHT OF FIRST REFUSAL POTENTIAL NEW BOND ISSUE

Reference is made to the above-mentioned bond issue (the "**Bond Issue**") issued by Mutares SE & Co. KGaA as issuer (the "**Issuer**") pursuant to the bond terms originally dated 28 March 2023 as supplemented by the Tap Issue Addendums dated 2 June 2023 and 25 January 2024, respectively (the "**Bond Terms**") entered into between the Issuer and Nordic Trustee AS (the "**Bond Trustee**") as bond trustee for the bondholders (the "**Bondholders**").

1. Background – new bond issue and right of first refusal

The Issuer has mandated Arctic Securities AS and Pareto Securities AS, Frankfurt Branch (each a "**Manager**", together, the "**Managers**") to arrange a series of fixed income investor meetings commencing 3 September 2024. A new EUR denominated 5-year senior secured floating rate bond issue governed by Norwegian law may follow, subject to inter alia market conditions (the "**New Bond Issue**"). Net proceeds from the potential New Bond Issue will be employed towards general corporate and working capital purposes of the Group, including acquisitions. The Issuer may consider to offer a conditional buy-back of the Bond Issue, contingent upon subscription in the New Bond Issue.

In accordance with the Bond Terms, the Bondholders are granted a right of first refusal to subscribe for, and be allocated, a proportionate part of the New Bond Issue.

For further information about the New Bond Issue, the Bondholders' right of first refusal and the application procedure in relation thereto, please contact the Issuer or the Managers.

2. Key information for New Bond Issue

Initial Issue Amount:	EUR 100,000,000 (expected).
Maximum Issue Amount:	EUR 300,000,000.
Nominal Amount:	EUR 1,000.
Minimum Subscription and Allocation Amount:	EUR 100,000.
Application Period:	Expected during week 36, please contact the Issuer or the Managers for further details.
Settlement:	Cash. A conditional buy-back of the existing Bond Issue can be considered at the discretion of the Issuer.
Issue Date:	Expected to be 19 September 2024.

Other terms of the New Bond Issue:	Please contact the Issuer or the Managers for further details.
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3. Further information

For further questions to the Issuer, please contact:

Mutares SE & Co. KGaA
Investor Relations
Email: ir@mutares.de
www.mutares.com

Bondholders may contact the Managers for further information:


Name: Thomas Hasner
Title: Head of DCM Norway, Arctic Securities
E-mail: th@arctic.com

Name: Maximilian Moser
Title: Partner, Investment Banking, Pareto Securities
E-mail: Maximilian.moser@paretosec.com

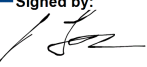
For further questions to the Bond Trustee, please contact Lars Erik Lærum, +47 22 87 94 06, laerum@nordictrustee.com.

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Yours sincerely,
Mutares SE & Co. KGaA

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Name: Mark Friedrich
Title: CFO

Signed by:

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Name: Johannes Laumann
Title: CIO