

Germany, issued on 28th of February 2022

Deutsche Balaton Aktiengesellschaft

acting on behalf and with authority of Mr. Wilhelm K.T. Zours

[REDACTED]  
[REDACTED]  
[REDACTED]

Germany

(hereinafter: 'the Shareholder')

**NESTMEDIC S.A.**

ul. Pasymska 20

01-993 Warszawa

Polska

via e-mail: ir@nestmedic.com

**Komisja Nadzoru Finansowego**

ul. Piękna 20

00-549 Warszawa

Polska

skr. poczt. 419

via e-mail: znaczne.pakiety@knf.gov.pl

#### Notification

**Pursuant to the provisions of Article 69a of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies dated on July 29th 2005**

Acting on behalf and with authority of Mr. Wilhelm K.T. Zours, 69120 Heidelberg, Germany (hereinafter referred to as "**Indirect Shareholder**") and in performing the obligation specified in Article 69a of the Act on Public Offering, Conditions Governing the Introduction of Financial Instruments to Organised Trading, and Public Companies (Journal of Laws of 2021, item 1983, as amended, hereinafter: '**Act on Public Offering**') and in connection with the increase of the share capital of Nestmedic S.A. with registered office in Warsaw, (hereinafter: '**the Company**') by the District Court in Warsaw for Warsaw, XIV National Court Register Division, dated on February 24, 2022, reported by the Company via EBI Report no. 7/2022 dated on February 25, 2022, acting on behalf of Indirect Shareholder I hereby notify that as a result of issuance and subscription 1,200,548 the L series shares by the Deutsche Balaton Aktiengesellschaft (hereinafter referred to as "**Shareholder**") the share of the Indirect Shareholder in the share capital and the total voting rights of the Company has changed.

- 1) The date and type of the event that leads to a change in the shareholding to which the notification relates:

Registration by the District Court in Warsaw for Warsaw, XIV National Court Register Division on February 24, 2022 the share capital increase of the Company in connection with the issuance and subscription of 1,200,548 the L series shares by the Shareholder (total amount of the L series shares was 2,000,548 shares but the Shareholder took up 1,200,548 L series shares and 800,000 L series shares were taken up by another investor).

- 2) The number of shares held prior to the change in the shareholding and the proportion of the Company's share capital represented by those shares, as well as the number of votes attached to those shares and the proportion of the voting rights held:

Before the release of 1,200,548 series L shares of the Company to which the Shareholder subscribed and before the increase of the share capital of the Company, the Shareholder held 2,327,672 shares of the Company, representing 20.61 % of share capital of the Company and entitling to 2,327,672 votes at the General Meeting of Shareholders of the Company, representing 20.61 % of share in the total number of votes.

- 3) The current number of shares held and the proportion of the Company's share capital represented by those shares, as well as the number of votes attached to those shares and the proportion of the voting rights held:

After the registration of the share capital increase and subscription of 1,200,548 the L series shares the Shareholder holds 3,528,220 shares of the Company, representing 26.53% of share capital of the Company and entitling to 3,528,220 votes at the General Meeting of Shareholders of the Company, representing 26.53% of share in the total number of votes.

- 4) Subsidiaries of the Shareholder that makes the notification, which hold the Company's shares:

There are no subjects subsidiary to the Shareholder, holding the Company's shares.

- 5) The persons referred to in Article 87.1 (3) (c);

There are no persons mentioned in Art. 87.1 (3) (c) of Act on Public Offering.

- 6) The number of votes from shares, calculated pursuant to Article 69b. 2, to whose acquisition they are entitled or obliged as a holder of financial instruments referred to in Article 69b.1 (1), as well as financial instruments referred to in Article 69b.1 (2) which are not exercised solely by cash settlement, the type and the name of those financial instruments, the date of their expiration, and about the date or time limit within which the acquisition of shares will or may occur:

The Shareholder does not hold the financial instruments referred to in Article 69b.1 (1) of Act on Public Offering.

In terms of the financial instruments referred to in Article 69b.1 (2) of Act on Public Offering:

- a) The number of votes from shares, calculated pursuant to Article 69b. 2, to which acquisition the Shareholder is entitled as a holder of financial instruments referred to in Article 69b.1 (2)
    - in terms of 28,571 Series A Bonds, number of votes may be 2,857,100,
    - in terms of 2,357,142 Series A Subscription Warrants, number of votes may be 2,357,142;
  - b) The type of the financial instruments:
    - in terms of 28,571 Series A Bonds— bonds convertible into shares,
    - in terms of 2,357,142 Series A Subscription Warrants – subscription warrants;
  - c) The name of the financial instruments:
    - in terms of 28,571 Series A Bonds – Series A Bonds;
    - in terms of 2,357,142 Series A Subscription Warrants – Series A Subscription Warrants;
  - d) The date of the expiration of financial instruments:
    - in terms of 28,571 Series A Bonds - 31<sup>st</sup> of July 2024;
    - in terms of 2,357,142 Series A Subscription Warrants – 20<sup>st</sup> of September 2024;
  - e) The time limit within which the acquisition of shares may occur:
    - in terms of 28,571 Series A Bonds – from 20<sup>th</sup> of September 2019 to 31<sup>st</sup> of July 2024;
    - in terms of 2,357,142 Series A Subscription Warrants – 20<sup>th</sup> of September 2019 to 20<sup>th</sup> of September 2024;
- 7) The number of votes from shares, calculated pursuant to Article 69b.3, to which the financial instruments referred to in art. 69b.1 (2) refer directly or indirectly, the type and the name of these financial instruments, and about the date of their expiration:


Not applicable.

- 8) The total number of votes as indicated pursuant to subparagraph (3), (6), and (7) and its percentage share in the general number of votes.

As at the date of the notification, after conversion of 28,571 Series A Bonds into 2,857,100 Series G Shares of the Company and exercising the right of 2,357,142 Series A Subscription Warrants and in the result subscribing to 2,357,142 Series H Shares of the Company and respective increase of the share capital, the Shareholder may hold 8,742,462 shares of the Company, entitling to 8,742,462 votes, representing 47.23% of share capital and entitling to 47.23% votes at the General Meeting of Shareholders of the Company.

The number of votes and shares indicated above constitutes a forecast of Shareholder's share in the event of exercising all the above-mentioned rights. In case of other than aforementioned changes in the Company's share capital, the Shareholder's share in the share capital of the Company and in the votes at the General Meeting of the Shareholders of the Company may change.

#### SIGNATURES OF PERSONS REPRESENTING THE COMPANY



Alexander Link  
Managing Director  
Deutsche Balaton AG

Notification is received by:

- 1) Nestmedic S.A.
- 2) Komisja Nadzoru Finansowego