

**NOT FOR DISTRIBUTION IN OR INTO THE UNITED STATES, CANADA JAPAN AND AUSTRALIA.**

***The following is an English-language translation of the German-language Subscription Offer (Bezugsangebot). The German-language Subscription Offer is expected to be published in the German Federal Gazette (Bundesanzeiger) on 17 February 2021:***

**"IBU-tec advanced materials AG**

**Weimar**

ISIN DE000A0XYHT5/ WKN A0XYHT

**Subscription Offer to the Shareholders of IBU-tec advanced materials AG**

The Annual General Meeting of IBU-tec advanced materials AG, Weimar (the "**Company**") resolved on 16 February 2017 on the creation of new authorized capital, which was entered in the Commercial Register on 6 March 2017. Accordingly, the Management Board of the Company (the "**Management Board**") is authorized, pursuant to clause 4.2 of the Articles of Association of the Company, with the consent of the Supervisory Board of the Company (the "**Supervisory Board**"), to increase the share capital of the Company on one or more occasions on or before 15 February 2022 by up to a total of EUR 1,500,000.00 in exchange for cash contributions and/or contributions in kind (the "**Authorized Capital 2017**"). The Management Board is authorized, with the consent of the Supervisory Board, to determine the further content of the share rights and the conditions of the share issue and the implementation of the capital increases.

On 16 February 2021, the Management Board resolved, with the approval of the Supervisory Board on the same day, to increase the share capital of the Company, making partial use of the Authorized Capital 2017 of EUR 4,000,000.00, by up to EUR 750,000 to up to EUR 4,750,000.00 by issuing up to 750,000 new no-par value bearer shares of the Company, each with a pro rata amount of the share capital of EUR 1.00 per no-par value share and with full dividend rights from 1 January 2020 (the "**New Shares**") against cash contributions while granting (indirect) subscription rights to the shareholders of the Company (the "**Shareholders**") (the "**Cash Capital Increase**"). The Company expects that the implementation of the Cash Capital Increase will be registered in the commercial register of the Company by 9 March 2021.

Hauck & Aufhäuser Privatbankiers AG, Frankfurt am Main ("**Hauck & Aufhäuser**"), has been admitted to subscribe for and acquire the New Shares on the basis of an underwriting agreement concluded between the Company and Hauck & Aufhäuser on 16 February 2021 (the "**Underwriting Agreement**") with the obligation to offer the New Shares to the existing Shareholders of the Company, subject to the conditions set out below in the sections "*Subscription Rights and Waiver of Subscription Rights*" and "*Important Information*", by way of indirect subscription rights pursuant to Section 186 (5) of the German Stock Corporation Act (AktG) within the subscription period (as defined below) in accordance with their share of the capital stock at a subscription ratio of 16:3 (sixteen existing shares of the Company entitle their holder to subscribe for three New Shares) at the subscription price stated below and to transfer the additional proceeds - after deduction of the agreed commission and the costs and expenses to be borne by the Company - to the Company. The Underwriting Agreement does not provide for a firm underwriting of the New Shares by the Hauck & Aufhäuser.

The Management Board, with the consent of the Supervisory Board of the same date, has determined the final issue volume by way of a further resolution on 16 February 2021 after conducting a pre-placement (as defined in the following paragraph).

**Subscription Rights and Waiver of Subscription Rights**

The calculation of the number of subscription rights to which the Shareholders are entitled shall be based on their respective holdings of IBU-tec advanced materials AG shares in ISIN DE000A0XYHT5 / WKN A0XYHT after the book closing date on 22 February 2021 (Record Day). At this point in time,

the subscription rights (ISIN DE000A3H3LT5 / WKN A3H3LT) shall be separated from the shareholdings in ISIN DE000A0XYHT5 / WKN A0XYHT. The subscription rights (ISIN DE000A3H3LT5 / WKN A3H3LT) attributable to the existing shares of the Company will be automatically booked to the accounts of the respective depository banks by Clearstream Banking AG ("**Clearstream Banking**") on 23 February 2021 (morning) (Payment Day). Custodian banks are hereby notified that the subscription rights and the New Shares deliverable upon exercise of the subscription rights are being offered and sold outside the United States of America ("**USA**") only in accordance with Regulation S under the U.S. Securities Act of 1933 ("**U.S. Securities Act**") and that the subscription rights and the New Shares deliverable upon exercise of the subscription rights must not be offered, sold, delivered or otherwise transferred to, or exercised by, directly or indirectly, a person in the USA.

The main shareholders of the Company, Mr Ulrich Weitz (Chairman of the Management Board of the Company), Mrs Viola Kirby-Weitz and Mrs Isabelle Weitz have waived their pro rata subscription rights vis-à-vis Hauck & Aufhäuser in the amount of 517,144 New Shares (the "**Main Shareholders' Tranche**"). The 232,856 New Shares remaining after deduction of the 517,144 New Shares from the Main Shareholders' Tranche (the "**Free Float Tranche**") will be offered to the remaining Shareholders in a public offering in Germany. For the purpose of an efficient implementation of the capital increase, (i) shares of the Company covering the entire volume of 750,000 New Shares from the Cash Capital Increase and (ii) 250,000 shares of the Company from the holding of Mr Ulrich Weitz have already been placed at a placement price of EUR 34.00 per New Share in a pre-placement on 16 February 2021 pursuant to Article 1 para. 4(a) of Regulation (EU) 2017/1129 of the European Parliament (the "**Prospectus Regulation**") with (i) qualified investors outside the USA pursuant to Regulation S under the U.S. Securities Act and (ii) inside the USA to a limited number of investors that are "qualified institutional buyers" as defined in Rule 144A under the U.S. Securities Act (the "**Pre-placement**"). The delivery to the qualified investors in the context of the Pre-placement is based on a securities loan granted by Mr Ulrich Weitz to Hauck & Aufhäuser, which is to be repaid after the implementation of the Cash Capital Increase. The securities loan provides for an option right for Hauck & Aufhäuser to repatriate the corresponding placement proceeds from the subscription shares to Mr Ulrich Weitz in the amount of the subscription quota from the Free Float Tranche (the "**Subscription Shares**") instead of shares in the Company.

The New Shares and the subscription rights to the New Shares have not been and will not be registered under the Securities Act. Persons must not exercise subscription rights, directly or indirectly, on behalf of a person, inside the USA, and must not offer, sell, deliver, pledge or otherwise transfer the Rights or the New Shares, directly or indirectly, to a person in the USA. This document is not for distribution in or into the USA, Canada, Japan or Australia.

### **Subscription Period**

The Company asks its Shareholders to exercise their subscription rights for the New Shares

during the period from 19 February 2021 (inclusive) up to and including 4 March 2021  
(the "**Subscription Period**")

through their respective depository bank at the subscription agent named below during regular business hours. Subscription rights not exercised in a timely manner shall expire without replacement. No compensation will be payable for subscription rights that are not exercised.

### **Subscription Agent**

The subscription agent is Hauck & Aufhäuser, Kaiserstraße 24, 60311 Frankfurt am Main (the "**Subscription Agent**").

### **Subscription Ratio**

According to the subscription ratio of 16:3, sixteen existing shares of the Company entitle their holder to subscribe for three New Shares at the subscription price (as defined below). Insofar as the subscription ratio determined in the context of this capital increase results in arithmetical claims of

Shareholders to fractions of shares, the subscription right cannot be exercised. Accordingly, Shareholders may only exercise their subscription right for three New Shares or an integral multiple thereof.

The exercise of the subscription rights is subject to the registration of the implementation of the Cash Capital Increase in the commercial register of the Company and subject to the further restrictions described below in the section "*Important Information*".

### **Subscription Price**

The subscription price per New Share is EUR 34.00. The subscription price shall be payable upon exercise of the subscription right, but no later than on the last day of the Subscription Period, i.e. on 4 March 2021 (date of receipt of funds by the Subscription Agent). The depositary banks may charge a customary banking fee in connection with the exercise of the subscription right.

### **No Multi-subscription Option**

A multi-subscription option is not granted.

### **Trading in Subscription Rights**

The subscription rights for the New Shares (ISIN DE000A3H3LT5) will be traded in the period from 23 February 2021 up to and including 2 March 2021, 12:00 noon (CET) on the Regulated Unofficial Market (Scale Segment) (Xetra and Xetra Frankfurt Specialist) of the Frankfurt Stock Exchange.

As of 19 February 2021, the existing shares of the Company will be listed "ex-subscription right" in the Open Market (Scale Segment) of the Frankfurt Stock Exchange.

### **Certification, Delivery and Features of the New Shares**

The New Shares will be certificated in a global certificate, which will be deposited with Clearstream Banking. In accordance with the Articles of Association, the Shareholders' entitlement to certification of their respective share is excluded. The New Shares subscribed for in the subscription offer will be made available by collective safe custody crediting on 10 March 2021 at the earliest, unless the Subscription Period is extended or the subscription offer is terminated or not executed. The New Shares acquired under the Offer will be credited to the securities account of the bank of the respective investor at Clearstream Banking, for the account of the investor. The New Shares will be made available to the investors as co-ownership shares in the Global Note. The New Shares carry the same rights as all other shares of the Company and do not confer any additional rights or benefits.

### **Listing and Trading of the New Shares**

The inclusion of the New Shares in the existing listing of the Company in the Scale segment of the Regulated Unofficial Market (Open Market) on the Frankfurt Stock Exchange (ISIN DE000A0XYHT5 / WKN A0XYHT) is expected to take place on 10 March 2021. It cannot be ruled out that there will be delays in the inclusion and delivery of the New Shares.

### **Important Notice**

**The public offering is made without a prospectus pursuant to Section 3 no. 2 of the German Securities Prospectus Act (exemption from the obligation to publish a prospectus). Shareholders and investors are therefore advised to read carefully in particular the Company's securities information sheet (*Wertpapier-Informationsblatt*) dated 17 February 2021, which is available on the Company's website ([www.ibu-tec.de](http://www.ibu-tec.de)) under the heading "Investor Relations", before deciding to exercise, acquire or dispose of any subscription rights or to acquire or dispose of shares. In particular, Shareholders and investors should note the risks described in section "4. Risks associated with the security and the issuer" and take them into account when making their decision. The annual financial statements of IBU-tec as of 31 December 2019 and the consolidated financial statements as of 31 December 2019 are available in the Federal Gazette ([www.bundesanzeiger.de](http://www.bundesanzeiger.de)) and, together**

with the interim consolidated financial statements as of 30 June 2020 and the preliminary financial information as of 31 December 2020, on IBU-tec's website at [www.ibu-tec.de/investor-relations](http://www.ibu-tec.de/investor-relations). In view of the potentially high volatility of share prices and the market environment, Shareholders should also inform themselves about the current share price of the Company's shares prior to exercising their subscription rights in respect of the New Shares.

Under certain circumstances, the Hauck & Aufhäuser may terminate the Underwriting Agreement or decide jointly with the Company to postpone the execution of the subscription offer. These circumstances include, but are not limited to, material adverse changes in the net assets, financial position or results of operations or business activities of the Company, material restrictions on securities trading on the Frankfurt, London or New York Stock Exchanges, material restrictions on securities settlement in Germany, the United Kingdom or the USA, material restrictions on banking activities in Frankfurt am Main, London or New York, material adverse changes in national or international financial, political, industrial or economic conditions, legislation (including tax regulations) or the outbreak or escalation of acts of war, hostilities or terrorist activities. The obligations of Hauck & Aufhäuser under the Underwriting Agreement shall further terminate if the implementation of the Cash Capital Increase is not registered in the commercial register of the Company by 15 March 2021, 24:00 hours CET.

In the event that the Underwriting Agreement is terminated prior to the registration of the implementation of the Cash Capital Increase in the commercial register, the shareholders' subscription rights shall lapse without replacement. In this case, the subscription agent will not reverse any transactions that have taken place with regard to the trading of subscription rights. Investors who have acquired the subscription rights against payment would suffer a total loss in such a case. If the Hauck & Aufhäuser withdraws from the Underwriting Agreement after registration of the implementation of the Cash Capital Increase in the commercial register of the Company, the Shareholders and purchasers of subscription rights who have exercised their subscription rights will be entitled to acquire the New Shares at the subscription price; in this case, withdrawal by the Shareholders and purchasers of subscription rights is no longer possible.

In the event of a termination of the Underwriting Agreement by the Hauck & Aufhäuser after completion of the Subscription Offer, which is also possible after the delivery and inclusion of those New Shares which were subscribed for in the context of the subscription offer, such rescission shall only relate to the Unsubscribed Shares. Purchase agreements for Non-Subscribed Shares are therefore subject to restrictions. If short sales have occurred and the entry of the New Shares has not taken place, the seller of these New Shares alone bears the risk that it will not be able to fulfill its obligation to deliver these New Shares.

#### **Stabilization Measures**

In connection with the Offer, no stabilization measures will be taken by or on behalf of the Company, neither on the Frankfurt Stock Exchange nor on other trading venues.

#### **Sales Restrictions**

Outside the Federal Republic of Germany, in member states of the European Economic Area, the subscription offer may only be passed on to qualified investors within the meaning of Art. 2 letter (e) of the Prospectus Regulation and subscription declarations by persons who are not qualified investors must be rejected by the depositary banks. In the United Kingdom, the subscription offer may only be passed on to, and is only addressed to, persons who are "qualified investors" within the meaning of Article 2 of the Prospectus Regulation, which is made part of national law by the European Withdrawal Act 2018, and who are also (i) professional investors, falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Order**"), or (ii) persons falling within Article 49(2)(a) to (d) of the Order (high net worth companies,

unincorporated associations etc. ) (all such persons together being referred to as "Relevant Persons"). The subscription offer is directed only at Relevant Persons and persons who are not Relevant Persons may not accept or rely on the subscription offer. Any investment or investment activity in shares of the Company is available only to Relevant Persons and will be engaged in only with Relevant Persons. In addition, there may be further national restrictions. In the case of shareholders domiciled abroad, the depositary banks are therefore instructed to obtain information on restrictions applicable outside the Federal Republic of Germany. The Company and the Subscription Agent assume no responsibility for the compliance of the subscription offer with foreign legal provisions and for the transmission of the subscription offer and the New Shares in these countries.

The subscription rights and the New Shares have not been and will not be registered under the Securities Act or with the securities regulatory authorities of any state in the USA. They may not be offered, sold, exercised, pledged or transferred, or delivered, directly or indirectly, in or into the USA, except pursuant to an exemption from, or in a transaction outside the registration requirements of, the Securities Act and the securities laws of each state of the USA. There will be no public offer of the Rights and the New Shares in the USA. The subscription rights and the New Shares may not be offered, sold, exercised, pledged or transferred, or delivered, directly or indirectly, in Canada, Japan or Australia except in accordance with the applicable securities laws of such jurisdictions.

#### **Publication of a securities information sheet (WIB)**

The securities information sheet (*Wertpapier-Informationsblatt, WIB*) relating to the New Shares was published on 17 February 2021 on the Company's website ([www.ibu-tec.de](http://www.ibu-tec.de)) under the heading "Investor Relations". The results of the Cash Capital Increase are expected to be announced on 5 March 2021 on the website of ([ibu-tec.de](http://ibu-tec.de)) under the heading "Investor Relations".

**Weimar, in February 2021**

**IBU-tec advanced materials AG  
Management Board"**