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aap Implants AG

**Berlin
Federal Republic of Germany**

RESULT OF THE VOTE WITHOUT A MEETING

aap Implantate AG, Berlin, (the "**Issuer**") announces the result of the vote without meeting in relation to the 6.00% Mandatory Convertible Bonds 2023/2028 issued by the Issuer in the aggregate principal amount of EUR 2,703,750.00 due October 6, 2028 (ISIN: DE000A351ZH9 / WKN: A351ZH) (the "**Bonds**").

Berlin, April 3, 2024

This announcement highlights important information and will also be published in the German Federal Gazette on or about April 5, 2024. Noteholders (each a "**Noteholder**") are advised to read this announcement carefully and in its entirety.

Unless otherwise indicated, the terms used but not defined herein shall have the same meaning ascribed to them in the **Invitation to Vote** relating to the Bonds with announcement in the Federal Gazette on March 8, 2024 (the "**Invitation to Vote**").

Result of the vote without a meeting

In the Invitation to Vote, the Issuer has invited the Noteholders to vote in a vote without a meeting within the meaning of Section 18 of the German Bond Act ("**Bond Act**") during a voting period from March 26, 2024 (0:00 hours) until March 28, 2024, 24:00 hours (CET) (end of day) (the "**Vote without a Meeting**").

During the voting period, a total of 2,258,364 valid votes were cast for a total nominal amount of the bond of EUR 2,326,114.92 (i.e. for 2,258,364 bonds with a nominal amount of EUR 1.03 each) - this corresponds to 86.03% of the nominal amount (EUR 2,703,750.00) and the votes (2,625,000) of all outstanding bonds.

A quorum was therefore present.

The creditors have adopted the published resolution proposal on the proposed amendment to the terms and conditions of the Notes (the "**Terms and Conditions**"), as set out in the Invitation to Vote, with the required majority and with the consent of the Issuer (Yes votes: 2,258,364 out of 2,258,364 bonds with a nominal value of EUR 1.03 each, i.e. for a total nominal amount of EUR 2,326,114.92, i.e. 100% of the votes cast and 86.03% of the votes of all outstanding bonds).

The text of the resolution adopted is **attached** to this announcement as **Annex 1**.

No further resolutions were passed by way of a vote without a meeting.

Creditors' right of objection and right of avoidance

In accordance with the SchVG, any creditor who participated in the vote without a meeting may file an

objection to the result of the vote without a meeting within two weeks of the publication of this announcement in the Federal Gazette, which is expected to take place on April 5, 2024. Such an objection must be made in writing and addressed to the voting manager:

Notary Dr. Karl-Thomas Stopp
- Voting manager -
MOCK Partnerschaft von Rechtsanwälten mbB
"Bond 2023/2028 of aap Implantate AG: Vote without meeting"

Postal address: Uhlandstraße 6, 10623 Berlin
Fax: +49 (0) 30 210 21-111
E-Mail: Abstimmungsleiter@mock-rechtsanwaelte.de

The voting manager will decide on the remedy of such an objection. In addition, each creditor has the statutory right to challenge the resolution of the vote without a meeting within one month of the publication of this announcement in the Federal Gazette, which is expected to take place on April 5, 2024. An action for avoidance may be based on a violation of the law or the bond terms and conditions. A creditor who participated in the vote without a meeting may only bring an action for avoidance if he has filed an objection to the result of the vote without a meeting, as described above. The action for avoidance must be brought before the Frankfurt Regional Court and directed against the issuer.

Effectiveness of the decision

The decision to vote without a meeting becomes effective as soon as

1. the statutory avoidance period under the SchVG has expired (provided that no avoidance proceedings are pending at that time) or
2. if rescission proceedings have been initiated, after the termination or discontinuation of such proceedings, and
3. the resolution regarding the amendments to the terms and conditions of the Bonds was attached to the global certificate for the Bonds pursuant to Section 21 SchVG.

As soon as the resolution comes into force, it is binding for all creditors, regardless of whether a creditor has approved the amendment or participated in the vote without a meeting.

The Issuer intends to publish an announcement as soon as the resolution has entered into force.

Berlin, April 2024

Disclaimer

This announcement must be read in conjunction with the invitation to vote. This announcement and the invitation to vote contain important information that should be read carefully. The Invitation to Vote should be consulted for additional information on voting without a meeting. If a creditor is in any doubt as to the action it should take or is unsure as to the implications of the result of the no meeting vote, it should seek its own commercial and legal advice, including as to any tax consequences, from its professional advisers. The distribution of this announcement and the corresponding invitation to vote is subject to legal restrictions in certain jurisdictions. Persons into whose possession this announcement or the invitation to vote comes should inform themselves about and observe any such restrictions. Persons distributing this announcement or the invitation to vote must satisfy themselves that they are doing so lawfully. Any failure to comply with such restrictions may constitute a violation of the securities laws of the relevant jurisdiction.

ANNEX 1: Resolution on the lifting of the one-year blocking period

- § Section 7 (2) sentence 1 of the bond terms and conditions is revised as follows:

Exercise period. The conversion right may be exercised by a Bondholder during the term of the Bonds in a period of 14 days before and including January 31, April 30, July 31 and October 31 of each year and once in the period of fourteen days before May 31, 2024 and before October 1, 2028 (each an "**Exercise Period**"), subject to § 7(3) and (4).

Conversion Period. The Conversion Right may be exercised by a Noteholder during the period of 14 days prior to and including 31 January, 30 April, 31 July and 31 October of each year, and once in the period of fourteen days before 31 May 2024 and before 1 October 2028 (each a "Conversion Period"), subject to the provisions of Sec. 7(3) and (4).

- § Section 7 (4) (a) of the bond terms and conditions ("*one year from the issue date of the bond, as defined in Section 2 (1) ("lock-up period")*") shall be deleted without replacement.
- The numbering in Section 7 (4) of the Terms and Conditions shall be revised. The previous lit. (b) becomes lit. (a), the previous lit. (c) becomes lit. (b) and the previous lit. (d) becomes lit. (c).
- The reference to the lock-up period in Section 11 (1) of the bond conditions is deleted.

§ Section 11 (1) shall be reworded as follows:

Conditional or authorized capital. After the conversion has been carried out, the shares will come from the bond debtor's authorized or conditional capital at the bond debtor's discretion. If conditional capital is available, the bond debtor will first use this.

Conditional or Authorized Capital. Upon execution of the conversion, new Shares will be issued out of conditional or authorized capital of the Issuer upon the choice of the Issuer. To the extent there exists a conditional capital, the Issuer shall first make use of this capital.

The shares defined in this Section 11(1) are not admitted to trading on the stock exchange at the time of the issue date of the bonds. The bond debtor intends to prepare a prospectus in accordance with Regulation (EU) 2017/1129 by October 31, 2024 in order to achieve full admission of all shares issued under this bond.

The shares defined in this Sec. 11(1) are not admitted to trading on the stock exchange at the time of the issue date of the Notes. The Issuer intends to prepare a prospectus in accordance with Regulation (EU) 2017/1129 by 31 October 2024 in order to achieve full admission of all shares issued under these Notes.