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This subscription offer is directed exclusively at existing shareholders of

Rubean AG

Munich

ISIN DE0005120802/ WKN 512080

Announcement of a rights offering to the shareholders of Rubean AG

The shareholders of Rubean AG, Munich ("**Company**"), are hereby notified by the Company of the following subscription offer:

I.

Based on the authorisation of the Annual General Meeting of Rubean AG, Munich, entered in the commercial register of the Munich Local Court under HRB 128547, on 18 March 2022, entered in the company's commercial register on 1 April 2022, the company's Management Board is authorised, with the approval of the Supervisory Board, to increase the company's share capital once or several times by a total of up to EUR 803,750.00 in return for cash and/or non-cash contributions by issuing a total of up to 803,750 no-par value bearer shares (Authorised Capital 2022/I). The Executive Board of the company is authorised, with the approval of the Supervisory Board, to determine the further details of the capital increase and its implementation. After partial utilisation, the Authorised Capital 2022/I is still available in the amount of EUR 244,983.00. The corresponding amendments to Section 5 (2) of the Articles of Association were entered in the commercial register of the Munich Local Court on 7 March 2023, 17 May 2023, 12 September 2023 and 15 November 2023.

II.

Furthermore, the Executive Board of the company is authorised, with the approval of the Supervisory Board, on the basis of the authorisation of the Annual General Meeting of Rubean AG, Munich, entered in the commercial register of the Munich Local Court under HRB 128547, on 28 December 2023, entered

in the company's commercial register on 2 January 2024 and 15 February 2024. January 2024 and 15 February 2024, to increase the company's share capital once or several times by a total of up to EUR 1,393,150.00 against cash and/or contributions in kind by issuing a total of up to 1,393,150 no-par value bearer shares (Authorised Capital 2023/I). The company's Management Board is authorised, with the approval of the Supervisory Board, to determine the further details of the capital increase and its implementation. After partial utilisation, the Authorised Capital 2023/I is still available in the amount of EUR 1,065,524.00. The corresponding amendments to Section 5 (2a) of the Articles of Association were entered in the commercial register of the Munich Local Court on 21 March 2024, 14 May 2024 and 6 June 2024.

The company's share capital entered in the commercial register currently amounts to EUR 3,603,893.00.

III.

Utilisation of Authorised Capital 2022/I and 2023/I

On the basis of the authorisation mentioned under I. above, the company's Management Board resolved on 18 July 2024, with the approval of the Supervisory Board on the same day, to increase the company's share capital by up to EUR 240,259.00 by issuing up to 240,259 new no-par value bearer shares, each corresponding to a notional interest in the company's share capital of EUR 1.00, making partial use of Authorised Capital 2022/I ("**Cash Capital Increase 1**"). The New Shares, hereinafter referred to as "**New Shares from Authorised Capital 2022/I**", will be issued with dividend rights from 1 January 2024. The subscription price per new share was set at EUR 6.00.

Furthermore, on 18 July 2024, the company's Management Board resolved, with the approval of the Supervisory Board on the same day, on the basis of the authorisation mentioned under II. above, to increase the company's share capital by up to EUR 1,029,682.00 by issuing up to 1,029,682 new no-par value bearer shares, each corresponding to a notional interest in the share capital of EUR 1.00 ("**Cash capital increase 2**" and together with Cash Capital Increase 1: "**Capital Increases**"). The New Shares, hereinafter referred to as "**New Shares from Authorised Capital 2023/I**" and together with New Shares from Authorised Capital 2022/I "**New Shares**", will be issued with dividend rights from 1 January 2024. The subscription price per new share was set at EUR 6.00.

Medium-term subscription right

The statutory subscription right to the New Shares is granted to the company's shareholders in such a way that Bankhaus Gebr. Martin AG, based in Göppingen ("**Martinbank**"), has been authorised to subscribe to and acquire the New Shares with the obligation to offer them to the shareholders for subscription free of commission at a ratio of 15:1 for the "New Shares from Authorised Capital 2022/I" and at a ratio of 7:2 for the "New Shares from Authorised Capital 2023/I" for a period of two weeks (indirect subscription right within the meaning of Section 186 para. 5 AktG) and to transfer the additional proceeds realised over and above the lowest issue price - after deduction of the agreed reasonable commission and the costs to be borne by the company - to the company. Each shareholder is therefore entitled to subscribe to **one** New Share of the "New Shares from Authorised Capital 2022/I" for **fifteen** old shares and **two** New Shares of the "New Shares from Authorised Capital 2023/I" for **seven** old shares via the aforementioned indirect subscription right. Shareholders' statutory subscription rights for fractional amounts are excluded.

IV.

Subscription offer and subscription period

The subscription rights to the New Shares from the Authorised Capital 2022/I (ISIN DE000A40ESX7) and the subscription rights to the New Shares from the Authorised Capital 2023/I (ISIN DE000A40ESY5) will be automatically booked by Clearstream Banking AG to the deposit accounts of the participating banks on 31 JULY 2024 ("**Payment Date**"). The decisive factor for determining the subscription rights to which the shareholders are entitled is their respective holdings of old shares at the end of 30 July 2024 ("**Record Date**"). Based on a period of two trading days for the settlement of share transfers in the securities account, this securities account balance reflects the shareholder position on the evening of 26 July 2024. From 29 July 2024 ("**ex date**"), the subscription rights are separated from the shareholdings to the extent of the existing subscription right in accordance with the subscription offer, and the existing shares are listed "ex subscription right".

Our shareholders are requested to exercise their subscription rights to the New Shares in the period

from 31 July 2024 to 14 August 2024 (inclusive in each case)
("subscription period")

The shareholders may exercise their subscription rights via their respective custodian bank at Martinbank as the subscription agent during normal business hours.

The subscription price for both capital increases is EUR 6.00 per new share.

To exercise the subscription right, we ask our shareholders to issue a corresponding instruction to their custodian bank using the subscription declaration provided via the custodian bank. The custodian banks are requested to submit the shareholders' subscription declarations collectively to Bankhaus Gebr. Martin AG by the end of the subscription period at the latest and to pay the subscription price to the following account by the end of the subscription period at the latest:

Account holder: Bankhaus Gebr. Martin AG
IBAN: DE63 6103 0000 0109 999 005
BIC: MARBDE6GXXX
at Bankhaus Gebr. Martin AG

Intended use at m Subscription of the New Shares from the Authorised Capital 2022/I :
"Rubean AG Cash capital increase 1"

Intended use for the subscription of the New Shares from the Authorised Capital 2023/I:

"Rubean AG Cash Capital Increase 2"

Decisive for compliance with the subscription period is the receipt of the subscription declaration and the subscription price by Bankhaus Gebr. Subscription rights that are not exercised on time expire without compensation and are cancelled without value after the subscription period has expired.

The subscription rights to the New Shares from the Authorised Capital 2022/I (ISIN DE000A40ESX7) and the subscription rights to the New Shares from the Authorised Capital 2023/I (ISIN DE000A40ESY5) are deemed to be proof of subscription rights. These must be transferred to the account held at Clearstream Banking AG with the account number 6041 of Martinbank by no later than the end of the subscription period on 14 August 2024, 24:00 hours. Subscription declarations can only be considered if the subscription price has also been credited to the above-mentioned account by this time.

Subscription ratio

In accordance with the subscription ratio of 15:1 for "New shares from Authorised Capital 2022/I", shareholders can subscribe to one (1) new share at the subscription price for fifteen (15) old no-par value bearer shares.

In accordance with the subscription ratio of 7:2 for "New Shares from Authorised Capital 2023/I", shareholders can subscribe to two (2) New Shares at the subscription price for seven (7) old no-par value bearer shares.

The exercise of the subscription rights to the New Shares from the Authorised Capital 2022/I (ISIN DE000A40ESX7) is subject to the registration of the implementation of the Cash Capital Increase 1 and the exercise of the subscription rights to the New Shares from the Authorised Capital 2023/I (ISIN DE000A40ESY5) is subject to the entry of the implementation of the cash capital increase 2 in the commercial register and the conditions set out in the further section "Further important information".

Insofar as the subscription ratio determined in the context of the cash capital increase 1 and/or the cash capital increase 2 results in shareholders' arithmetical claims to fractions of shares, the shareholders have no claim to delivery of New Shares or cash compensation with regard to the resulting fractional amounts.

No trading in subscription rights

The company does not intend to trade the subscription rights on a stock exchange and neither the company nor Martinbank will organise this. Price fixing on a stock exchange for the subscription rights will also not be applied for. It is therefore unlikely that the subscription rights can be bought or sold on the stock exchange. Nevertheless, the subscription rights are transferable in accordance with the applicable statutory provisions.

There is no compensation for subscription rights that are not exercised. After expiry of the subscription period, subscription rights that have not been exercised expire worthless.

Placement of unsubscribed new shares

New Shares not subscribed for in the Rights Offering will be offered to selected investors by way of a private placement ("**Private Placement**") in jurisdictions other than the United States of America in accordance with the exemptions under Regulation S under the U.S. Securities Act of 1933, as amended ("**U.S. Securities Act**"), Canada, Australia and Japan at least at the Subscription Price. The New Shares have not been and will not be registered under the Securities Act and may not be offered or sold in the United States absent an exemption from the registration requirements of the U.S. Securities Act.

Commissions

For the subscription of New Shares, the custodian banks generally charge the customary bank commission to shareholders exercising their subscription rights. Shareholders are advised to enquire about the details with their custodian bank in advance. Costs charged to shareholders by the custodian banks will not be reimbursed by the company or by Martinbank.

Form and delivery of the New Shares

After the capital increases have been entered in the commercial register, the New Shares will be securitised (alone or together with existing shares in the company) in one or more global certificates, which will be deposited with Clearstream Banking AG, Frankfurt am Main. The right of shareholders to securitisation of their shares is excluded. The subscribers will receive a credit note for their New Shares in their respective collective custody accounts.

The delivery of the New Shares from the Authorised Capital 2022/I (ISIN DE0005120802) will only take place after the registration of the implementation of the Cash Capital Increase 1 and the delivery of the New Shares from the Authorised Capital 2023/I (ISIN DE0005120802) will only take place after the registration of the implementation of the Cash Capital Increase 2 in the commercial register of the company and the establishment of the respective collective safe custody of the New Shares. Delivery cannot be expected before the end of the 38th calendar week of 2024.

The new shares can also be traded on the trading venues on which the old shares are traded on the day of delivery by collective custody credit.

No publication of a securities prospectus; securities information sheet; important information

The subscription offer will be conducted in the form of a public offer in the Federal Republic of Germany without a prospectus in accordance with Section 3 No. 2 of the German Securities Prospectus Act in conjunction with Article 3 (2) b) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 ("**Prospectus Regulation**"). The company will therefore not prepare and publish a securities prospectus in relation to the capital increases and the related rights offering. Such a securities prospectus is therefore not available as an information basis for the exercise of subscription rights or the acquisition of New Shares. The company expressly draws the shareholders' attention to this fact.

Before exercising their subscription rights, those entitled to subscribe are advised to obtain comprehensive information about the company and the current share price of the company's shares and to carefully read the financial and corporate information published to date as well as the company's ad hoc announcements and press releases, available at

<https://www.rubean.com>

in the "Investor Relations" section.

In addition, a securities information sheet (WIB) was published at

<https://www.rubean.com/investor-relations/>

is visible.

Further important notes

The subscription offer is subject to the condition precedent that the implementation of the respective cash capital increase is entered in the company's commercial register.

If the execution of the capital increase is not registered by 10 January 2025 (i.e. by the date specified for this purpose in Martinbank's subscription form), Martinbank's subscription form will become invalid. In this case, all obligations of Martinbank to subscribe for the New Shares shall lapse, unless the Company and Martinbank have agreed otherwise in writing.

Martinbank is also authorised to withdraw from the mandate agreement under certain circumstances. These circumstances include in particular that, in the opinion of Martinbank, extraordinary unavoidable events of an economic and/or political nature or as a result of government measures lead to fundamental changes in conditions on the capital market which, in the opinion of Martinbank, jeopardise the implementation of the capital increase and no longer appear reasonable for Martinbank or the shareholders.

In the event of (i) cancellation of the mandate agreement prior to entry of the implementation of the capital increase in the commercial register or (ii) final non-entry of the implementation of the capital increase in the commercial register, and thus in each case prior to the creation of the New Shares, the subscription offer shall lapse. In these cases, the subscription orders of shareholders will be cancelled and the amounts already paid to pay the subscription price will be refunded, provided that they have not yet been transferred to the company to the extent required by stock corporation law for the purpose of implementing the capital increase. With regard to any such amounts already paid in and transferred to the company, Martinbank hereby assigns its claim against the company for repayment of the contribution made to the New Shares pro rata to the shareholders accepting the subscription offer in lieu of fulfilment. The shareholders accept this assignment upon acceptance of the subscription offer. These repayment or compensation claims are generally unsecured. In this case, there is a risk for shareholders that they will not be able to realise their claims for repayment or compensation against the company. Investors who have acquired subscription rights against payment could suffer a loss if the capital increase is not entered in the commercial register. In the event that the mandate agreement is terminated by Martinbank or the subscription offer is terminated by the company before the capital increase is entered in the commercial register, the shareholders' subscription rights will become invalid without compensation.

However, if Martinbank only withdraws from the mandate agreement after the capital increase has been entered in the commercial register, shareholders and purchasers of subscription rights who have exercised their subscription rights can acquire the New Shares at the subscription price; in this case, it is no longer possible for shareholders or purchasers of subscription rights to withdraw from the mandate agreement.

Sales restrictions

The subscription offer will be conducted exclusively in accordance with German law. It will be announced in the Federal Gazette in accordance with the relevant provisions of stock corporation law in conjunction with the company's Articles of Association. No further announcements, registrations, authorisations or approvals by or with bodies outside the Federal Republic of Germany are planned for the shares, the

subscription rights or the subscription offer. The announcement of the subscription offer serves exclusively to comply with the mandatory provisions of the Federal Republic of Germany and is not intended to issue or publish the subscription offer in accordance with the provisions of legal systems other than those of the Federal Republic of Germany or to publicly advertise the subscription offer in accordance with the provisions of legal systems other than those of the Federal Republic of Germany.

The publication, dispatch, distribution or reproduction of the subscription offer or a summary or other description of the conditions contained in the subscription offer may be subject to restrictions abroad. With the exception of the announcement in the Federal Gazette and the forwarding of the subscription offer with the authorisation of the company, the subscription offer may not be published, sent, distributed or passed on by third parties either directly or indirectly in or to foreign countries, insofar as this is prohibited by the applicable foreign regulations or is dependent on compliance with official procedures or the granting of authorisation. This also applies to a summary or other description of the terms and conditions contained in this subscription offer. The company does not guarantee that the publication, dispatch, distribution or forwarding of the subscription offer outside the Federal Republic of Germany is compatible with the applicable legal provisions.

The acceptance of this Offer outside the Federal Republic of Germany may be subject to restrictions. Persons who wish to accept the Offer outside the Federal Republic of Germany are requested to inform themselves about restrictions existing outside the Federal Republic of Germany.

There will be no public offer outside the Federal Republic of Germany, in particular in the United States of America, Japan, Canada and Australia. The New Shares and the subscription rights are not and will not be registered under the U.S. Securities Act or with the securities regulatory authorities of any state of the United States of America. The New Shares may not be offered, exercised, sold or delivered, directly or indirectly, in the United States of America except pursuant to an exemption from the registration requirements of the U.S. Securities Act and the securities laws of the individual states of the United States of America. The same applies to an offer, sale or delivery to U.S. persons within the meaning of the U.S. Securities Act.

Munich, July 2024

Rubean AG

The Executive Board