

**Publication of the decision to make a public delisting tender offer pursuant to Section 10 (1) and (3) of the German Securities Acquisition and Takeover Act (WpÜG) in conjunction with Section 39 (2) sentence 3 no. 1 of the German Stock Exchange Act (BörsG)**

**Bidder:**

ALBA plc & Co KG

Knesebeckstrasse 56-58

10719 Berlin

Germany

registered in the commercial register of the local court (*Amtsgericht*) Charlottenburg under HRA 36525 B

**Target company:**

ALBA SE

Franz-Josef-Schweitzer-Platz 1

16727 Velten

Germany

registered in the commercial register of the local court (*Amtsgericht*) Neuruppin under HRB 14778 NP

ISIN DE0006209901

WKN 620990

**Information provided by the Bidder:**

ALBA plc & Co KG, with its registered office in Berlin, Germany ("**Bidder**"), has decided today to launch a public delisting offer pursuant to section 39 para. 2 sentence 3 no. 1 German Stock Exchange Act (*Börsengesetz*, "**BörsG**") in the form of a cash offer to the shareholders of ALBA SE, with its registered office in Velten, Germany ("**ALBA SE**"), to acquire all no-par value bearer shares of ALBA SE not already held by the Bidder, each with a notional value in the share capital of ALBA SE of EUR 2.60 (ISIN DE0006209901) ("**ALBA SE Shares**") ("**Delisting Offer**").

For each ALBA SE Share tendered into the Delisting Offer, the Bidder will offer a cash consideration in the amount of the minimum price to be determined pursuant to section 39 para. 3 sentence 2 BörsG, *i.e.* presumably EUR 7.94.

The Delisting Offer will not be subject to any offer conditions. The Delisting Offer will otherwise be made subject to the terms and conditions set out in the offer document, which must be approved by the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*, "**BaFin**"), and at the offer price confirmed by BaFin. The offer document and further information on the Delisting Offer will be published on the internet at [www.alba-kg-offer.com](http://www.alba-kg-offer.com).

**Further information:**

The Bidder intends to enter into an agreement with ALBA SE in relation to the Delisting Offer.

The Bidder currently directly holds approximately 93.48% of the share capital and voting rights of ALBA SE.

**Important notes:**

This announcement is for information purposes only and constitutes neither an offer to purchase or sell nor a solicitation of an offer to purchase, sell or tender ALBA SE Shares. The full terms and conditions of the Delisting Offer as well as further provisions regarding the Delisting Offer will be disclosed in the offer document after its approval by BaFin. The Bidder reserves the right to deviate from the key data presented here in the final terms of the Delisting Offer, to the extent legally permissible.

Investors and shareholders of ALBA SE are strongly advised to read the offer document and all other documents relating to the Delisting Offer as soon as they are published, as they will contain important information. In addition, they are strongly recommended to seek independent advice, if necessary, in order to obtain an expert and individual assessment of the contents of the offer document and the Delisting Offer.

The Delisting Offer relates to shares in a European stock corporation organized under the laws of Germany and will be governed by the laws of the Federal Republic of Germany

applicable to the making of such offer and certain applicable provisions of the U.S. securities laws. Any agreement entered into pursuant to the Delisting Offer will be governed exclusively by, and construed in accordance with, the laws of the Federal Republic of Germany.

The Bidder and/or persons acting jointly with the Bidder within the meaning of section 2 para. 5 sentences 1 and 3 WpÜG may acquire ALBA SE Shares or enter into corresponding acquisition agreements before, during or after the expiry of the acceptance period of the Delisting Offer in a manner other than in the context of the Delisting Offer via the stock exchange or over-the-counter, directly or indirectly, provided that such acquisitions or acquisition agreements are made in accordance with the applicable legal provisions, in particular the WpÜG, and the applicable provisions of the U.S. Securities Exchange Act of 1934. These acquisitions may be made via the stock exchange at market prices or outside the stock exchange at negotiated conditions. Information on such acquisitions or acquisition agreements will be published in the offer document (i) if they are concluded or consummated prior to the publication of the offer document and (ii) if they are concluded or consummated during the acceptance period of the Delisting Offer, pursuant to section 23 para. 2 WpÜG. Corresponding information will also be published in the form of a non-binding English translation on the Bidder's website at [www.alba-kg-offer.com](http://www.alba-kg-offer.com).

Berlin, September 25, 2024

**ALBA plc & Co KG**