

## Corporate News

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### **Vita 34 AG launches voluntary public exchange offer for PBKM shares**

- Vita 34 published prospectus for voluntary public exchange offer for shares in Polski Bank Komórek Macierzystych S.A. ("**PBKM**").
- As of today, shareholders of PBKM can tender their PBKM shares for shares in Vita 34 at an exchange ratio of 1.3 new Vita 34 shares in exchange for one (1) share of PBKM.

**Leipzig/Warsaw, 20 September 2021** – Following the approval of the securities prospectus by the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*) and the notification of the prospectus to the Polish Financial Supervision Authority (*Komisja Nadzoru Finansowego*), Vita 34 AG ("**Vita 34**", ISIN: DE000A0BL849; WKN: A0BL84), Leipzig, announces the start of the acceptance period for the voluntary exchange offer ("**Exchange Offer**") for all outstanding shares in Polski Bank Komórek Macierzystych S.A., Warsaw ("**PBKM**", ISIN: PLPBKM000012; WKN: A2AJKP). As previously announced, Vita 34 is offering 1.3 new Vita 34 shares in exchange for each PBKM share. The Exchange Offer is, *inter alia*, subject to a minimum acceptance threshold of 95%. The detailed terms and conditions of the Exchange Offer can be found in the prospectus, which was published today on the internet at: <https://www.vita34.de/en/> (by navigating to → „Investor Relations“ → „Share“ → „Exchange Offer PBKM“).

The acceptance period starts today, 20 September 2021, and is expected to end on 18 October 2021 at 24:00 CEST.

Vita 34's and PBKM's management boards are supportive of the business combination of the two companies on the basis of the accretive long-term value creation potential for both shareholder groups. Several PBKM shareholders already entered into binding commitments to contribute an aggregate of 6,363,170 PBKM shares in exchange for new Vita 34 shares (equivalent to approximately 68.14% of PBKM's current share capital). These shareholders include (inter alia) AOC Health GmbH, Jakub Baran, President of the PBKM Management Board, and Tomasz Baran, Vice President of the PBKM Management Board.

Dr. Wolfgang Knirsch, CEO of Vita 34 AG: "We encourage PBKM shareholders to accept our offer, as the business combination has a compelling strategic rationale, bringing together highly complementary companies and creating the leading pan-European family cord blood bank. The strong support for this combination from more than two thirds of PBKM's shareholders underscores the expectation that Vita 34 and PBKM together can create greater value for shareholders in the future."

Jakub Baran, co-founder, shareholder and President of the Management Board of PBKM says: "In my opinion the share exchange ratio offered by Vita 34 is beneficiary to PBKM's shareholders. What makes it even more attractive is that after the exchange of PBKM shares for Vita 34 shares, the current PBKM shareholders will hold shares in the much larger entity

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with a market capitalization of nearly EUR 250 million, greater liquidity, and listed on the Frankfurt Stock Exchange – one of the leading European stock exchanges. I would also like to add that I have already undertaken to exchange the PBKM shares that I own for the shares of Vita 34. I believe that our minority shareholders see the upcoming business combination as the next significant milestone for the further dynamic development of the Famicord Group and they will take part in the share exchange transaction".

### Important Information

This announcement does neither constitute an offer to exchange or purchase nor the solicitation of an offer to exchange or purchase any securities. Moreover, this announcement does neither constitute an offer to buy nor the solicitation of an offer to buy any securities in PBKM or Vita 34. The final terms and further provisions regarding the Exchange Offer are published in the securities prospectus which publication has been permitted by the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*). Investors and holders of PBKM shares are strongly recommended to read the securities prospectus and all other documents in connection with the Exchange Offer as soon as they are published, as they will contain important information.

Subject to the exceptions described in the securities prospectus and any exceptions granted by the relevant regulatory authorities, an Exchange Offer is not being made, directly or indirectly, in or into those jurisdictions where to do so would constitute a violation pursuant to the laws of such jurisdiction.

In particular, the Exchange Offer is not being made and the Vita 34 shares that are intended to be transferred to PBKM shareholders as consideration (the "**Vita 34 Offer Shares**") may not be offered, sold or delivered, directly or indirectly, in or into the United States of America (including its territories and possessions, any State of the United States and the District of Columbia) ("**United States**"), Australia, Canada, Japan or South Africa. The Vita 34 Offer Shares have not been, and will not be registered, under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or under the securities laws of any state, district or other jurisdictions of the United States.

### About Vita 34

Vita 34 was founded in 1997 in Leipzig and is today one of the leading cell banks in Europe. As Europe's first private cord blood bank and a pioneer in cell banking, the company has since offered collection logistics, processing and storage of stem cells from umbilical cord blood and tissue as a full-service provider for cryopreservation. Based on the expansion of the business model in 2019, Vita 34 also intends to offer the storage of immune cells from peripheral blood and stem cells from autologous fat in the future. Endogenous cells are a valuable starting material for medical cell therapy and are kept alive at temperatures around minus 200 degrees Celsius so that they can be used as part of a treatment if required. More than 247,000 customers from more than 20 countries have already provided for their family's health with a cell depot at Vita 34.

For more information: <https://ir.vita34.de/en/>

### About PBKM

Polski Bank Komórek Macierzystych leads the international FamiCord Group, which manages stem cell banks located in Europe. FamiCord Group stores 610.000 samples belonging to over 450,000 families. FamiCord's core business is the procurement, processing and long-term storage of stem cells from umbilical-cord blood and other post-foetal tissues on behalf of parents (family banking). The purpose of this banking is to provide security for the family in the event of a serious illness which requires a stem cell transplant in the donor or his/her immediate family members.

The FamiCord Group is now present in over 35 European countries. It directly offers services to clients in Poland, Turkey, Spain, Portugal, Hungary, Romania, Switzerland, Italy, Luxembourg, Germany, Latvia, Lithuania and Estonia, and more recently in the

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Czech Republic, Slovakia, Great Britain, Middle East (Dubai, Abu Dhabi, Lebanon) and Hong Kong. It is one of the leading companies in almost all of these countries. In addition, it provides services to partners who acquire clients in Sweden, Denmark, Serbia and the Balkan countries, Italy and Ukraine. The Group's services are provided through a network of its own banks and through cooperating banks located in Switzerland, Sweden, Ukraine, the USA and other countries.

In addition, the Group invests in the development of advanced therapy medicinal product (ATMP) manufacturing services, considered to be one of the most important developments in medicine. The PBKM Group is also involved in close to 10 clinical trials, in which stem cell fraction drugs have already been administered to patients about 700 times.

Since May 2016, PBKM has been listed on the main market of the Warsaw Stock Exchange.

For more information: [www.PBKM.pl](http://www.PBKM.pl), <https://akcjonariusze.PBKM.pl/>, **Twitter** [@PBKM\\_FamiCord](https://twitter.com/PBKM_FamiCord)

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