



## **Prospectus Supplement No. 1**

**dated October 8, 2021**

**pursuant to Article 23 of Regulation (EU) 2017/1129**

**to the approved prospectus dated September 17, 2021**

**for the public offering**

of

12,140,215 newly issued no-par-value registered shares in Vita 34 AG (the „**Company**“ or the „**Issuer**“) with a pro rata amount of the share capital of EUR 1.00 per share and full dividend rights from January 1, 2021 (the „**Vita 34 Offer Shares**“) from a capital increase against contribution in kind resolved upon by an extraordinary shareholders’ meeting on July 13, 2021

for the acquisition of all outstanding ordinary bearer shares in Polski Bank Komórek Macierzystych S.A. („**PBKM**“ or the „**Target**“), each having a par value of PLN 0.50 (fifty grosz) („**PBKM Shares**“)

by exchange of 1.30 Vita 34 Offer Shares against one (1) PBKM Share

as well as

the admission of up to 12,140,215 Vita 34 Offer Shares to trading on the regulated market segment (*Regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) with simultaneous admission to the sub-segment thereof with additional post-admission obligations (Prime Standard) („**Admission**“)

by

**Vita 34 AG**

a stock corporation (*Aktiengesellschaft*) established under the laws of the Federal Republic of Germany, having its registered seat in Leipzig, Federal Republic of Germany

International Securities Identification Number (ISIN): DE000A0BL849

German Securities Code (*Wertpapierkennnummer*, WKN): A0BL84

Trading Symbol: V3V

*Listing Agent*

**Hauck & Aufhäuser Privatbankiers AG**

*Tender Agent*

**mBank S.A.**

This prospectus supplement no. 1 (the „**Supplement**”) to the approved prospectus dated September 17, 2021, of Vita 34 AG, Leipzig, Germany (the „**Prospectus**”), is supplemental to, and should be read in conjunction with, the Prospectus. The Prospectus was published on September 17, 2021, in accordance with Article 21(2) of Regulation (EU) 2017/1129 (the „**Prospectus Regulation**”), on the Company’s website at [www.vita34.de](http://www.vita34.de) (by navigating to → „Investor Relations“ → „Share“ → „Exchange Offer PBKM“). The Supplement will also be published, in accordance with Article 23(1) and Article 21(2) of the Prospectus Regulation, on the Company’s website at [www.vita34.de](http://www.vita34.de) (by navigating to → „Investor Relations“ → „Share“ → „Exchange Offer PBKM“).

The Supplement is published in accordance with Article 23(1) of the Prospectus Regulation due to significant new factors relating to the information included in the Prospectus which may affect the assessment of the offer shares, as on October 8, 2021, the management board of the Company resolved to extend the acceptance period until November 2, 2021, 24:00 (CET). In addition, the Supplement contains certain information amending the main part of the Prospectus as to details of the planned resolution of the management board of the Company on the implementation of the offer capital increase, the expected date of the registration of the implementation of such capital increase in the commercial register of the Company and the date of application of the Company, together with Hauck & Aufhäuser Privatbankiers AG, to the Frankfurt Stock Exchange for admission to trading of the Vita 34 Offer Shares.

The Supplement has been approved by the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*) as competent authority under the Prospectus Regulation and has been notified to the Polish Financial Supervision Authority (*Komisja Nadzoru Finansowego* – KNF) pursuant to Article 25(1) of the Prospectus Regulation and the European cross-border passport mechanism set out in the Prospectus Regulation.

**Pursuant to Article 23(2a) Prospectus Regulation, investors who have already submitted their Declaration of Acceptance of the Exchange Offer before the Supplement is published shall have the right, exercisable within three (3) working days after the publication of the Supplement, to withdraw their Declarations of Acceptance, provided that the significant new factor arose or was noted before the closing of the offer period or the delivery of the offer shares.**

**The period during which investors can exercise their right of withdrawal is from the publication of the Supplement until the end of the day on October 13, 2021.**

**Should investors wish to exercise the right of withdrawal, they may declare the withdrawal for a specified number of PBKM shares, which they had tendered in exchange for Vita 34 Offer Shares (the „Tendered PBKM Shares”), in writing to the members of the banking consortium (the Tender Agent, Hauck & Aufhäuser Privatbankiers AG (as Exchange Trustee), Dom Maklerski Banku Ochrony Środowiska S.A., Santander Bank Polska S.A. – Santander Biuro Maklerskie and Powszechna Kasa Oszczędności Bank Polski S.A. Oddział – Biuro Maklerskie w Warszawie) or relevant custodian banks, as the case may be. In this case, the Tendered PBKM Shares, for which the withdrawal was declared, will no longer be held blocked by the relevant banking consortium members or custodian banks (as the case may be).**

Pursuant to the Supplement, the Prospectus is amended as follows:

### **Amendment to the front page**

**The front page shall be amended as follows:**



## **Prospectus**

### **for the public offering**

of

12,140,215 newly issued no-par-value registered shares in Vita 34 AG (the „**Company**“ or the „**Issuer**“) with a pro rata amount of the share capital of EUR 1.00 per share and full dividend rights from January 1, 2021 (the „**Vita 34 Offer Shares**“) from a capital increase against contribution in kind resolved upon by an extraordinary shareholders' meeting on July 13, 2021

for the acquisition of all outstanding ordinary bearer shares in Polski Bank Komórek Macierzystych S.A. („**PBKM**“ or the „**Target**“), each having a par value of PLN 0.50 (fifty grosz) („**PBKM Shares**“)

by exchange of 1.30 Vita 34 Offer Shares against one (1) PBKM Share

as well as

the admission of up to 12,140,215 Vita 34 Offer Shares to trading on the regulated market segment (*Regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) with simultaneous admission to the sub-segment thereof with additional post-admission obligations (Prime Standard) („**Admission**“)

by

### **Vita 34 AG**

a stock corporation (*Aktiengesellschaft*) established under the laws of the Federal Republic of Germany, having its registered seat in Leipzig, Federal Republic of Germany

International Securities Identification Number (ISIN): DE000A0BL849

German Securities Code (*Wertpapierkennnummer*, WKN): A0BL84

Trading Symbol: V3V

The Vita 34 Offer Shares are being solely offered to the shareholders of PBKM („**PBKM Shareholders**“) in (i) a public offering in the Republic of Poland („**Poland**“), and (ii) pursuant to an applicable exemption from, or in a transaction not subject to, registration requirements outside Poland. The Vita 34 Offer Shares will not be offered, sold or delivered, directly or indirectly, in or into the United States of America („**United States**“).

This document constitutes a prospectus for the purposes of the public offering in Poland of 12,140,215 Vita 34 Offer Shares and the admission to trading of up to 12,140,215 Vita 34 Offer Shares on the regulated market segment (*Regulierter Markt*) of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) with simultaneous admission to the sub-segment thereof with additional post-admission obligations (Prime Standard) (the „**Prospectus**“). This Prospectus has been prepared in the form of a single document within the meaning of Article 6(3) of Regulation (EU) 2017/1129 of the European Parliament and of the Council of June 14, 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC (the „**Prospectus Regulation**“) in connection with the Commission Delegated Regulation (EU) 2019/980 of December 14, 2019 (the „**Delegated Regulation (EU) 2019/980**“).

The German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht* – „**BaFin**“), in its capacity as competent authority in Germany under the Prospectus Regulation and the German Securities Prospectus Act (*Wertpapierprospektgesetz*), has approved this document as a prospectus. By approving this Prospectus in accordance with Article 20 of the Prospectus Regulation, BaFin assumes no responsibility and does not give any undertaking with regard to the economic and financial soundness of the transaction or the quality or solvency of the Company. BaFin has only approved this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. The validity of this Prospectus will expire at the end of the first day of trading of the Vita 34 Offer Shares on the regulated market of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*), which is expected to occur on November 12, 2021. The

obligation to supplement the Prospectus in the event of significant new factors, material mistakes or material inaccuracies does not apply when this Prospectus is no longer valid.

This Prospectus will be published on the website of Vita 34 AG ([www.vita34.de](http://www.vita34.de)).

The Prospectus has been notified to the Polish Financial Supervision Authority (*Komisja Nadzoru Finansowego* – „KNF”) pursuant to Article 25 para. 1 of the Prospectus Regulation and the European cross-border passport mechanism set out in the Prospectus Regulation.

*Listing Agent*  
**Hauck & Aufhäuser Privatbankiers AG**

*Tender Agent*  
**mBank S.A.**

The date of this Prospectus is September 17, 2021.

#### **Amendments to the section titled „I. Summary of the Prospectus” beginning on page S-1 of the Prospectus**

1. In subsection „C.2 – *Where will the securities be traded?*” beginning on page S-4, the second sentence is replaced with the following:

On or about October 26, 2021, the Company will apply, together with Hauck & Aufhäuser Privatbankiers AG, for admission of the Vita 34 Offer Shares to trading on the regulated market segment of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) with simultaneous admission to the sub-segment thereof with additional post-admission obligations (Prime Standard).

2. In subsection „D.1 – *Under which conditions and timetable can I invest in this security?*” beginning on page S-5, in section „*Exchange Offer conditions*” on page S-6, the last sentence is replaced with the following:

Following the end of the Acceptance Period, the issuance of the Vita 34 Offer Shares and the related capital increase (the „**Offer Capital Increase**”) will require a resolution by the management board of the Company determining the exact number of Vita 34 Offer Shares and the concrete amount of the capital increase, which is expected to be adopted on November 4, 2021.

3. In subsection „D.1 – *Under which conditions and timetable can I invest in this security?*” beginning on page S-5, in section „*Expected Timetable of the Exchange Offer*” on page S-6, the timetable is replaced with the following:

September 17, 2021	Approval of Prospectus by BaFin, notification to the Polish Financial Supervision Authority and publication of the Prospectus on the website of the Company ( <a href="https://www.vita34.de">https://www.vita34.de</a> ).
September 20, 2021	Start of Acceptance Period.
November 2, 2021	End of Acceptance Period.
November 9, 2021	Registration of the implementation of the Offer Capital Increase in the Company’s commercial register.
November 11, 2021	Admission to trading of the Vita 34 Offer Shares on the regulated market with simultaneous admission to the subsegment of the regulated market with additional postadmission obligations (Prime Standard) of the Frankfurt Stock Exchange.
November 12, 2021	First day of trading of the Vita 34 Offer Shares on the Frankfurt Stock Exchange.
November 15, 2021	Settlement of the Exchange Offer and delivery of the Vita 34 Offer Shares.

4. In subsection „D.1 – *Under which conditions and timetable can I invest in this security?*” beginning on page S-5, the section „*Acceptance Period*” on page S-6 is replaced with the following:

The Acceptance Period is expected to run from and including September 20, 2021 up to and including November 2, 2021, 24:00 (CET).

**Amendments to the section titled „II. Zusammenfassung des Prospekts“ beginning on page S-8 of the Prospectus**

5. In subsection „C.2 – Wo werden die Wertpapiere gehandelt?“ beginning on page S-12, the second sentence is replaced with the following:

Am oder um den 26. Oktober 2021 wird die Gesellschaft, zusammen mit Hauck & Aufhäuser Privatbankiers AG, einen Antrag zur Zulassung der Vita 34 Angebotsaktien zum Handel im regulierten Markt der Frankfurter Wertpapierbörse mit gleichzeitiger Zulassung zum Teilbereich des regulierten Marktes mit weiteren Zulassungsfolgepflichten (*Prime Standard*) stellen.

6. In subsection „D.1 – Zu welchen Konditionen und nach welchem Zeitplan kann ich in dieses Wertpapier investieren?“ beginning on page S-12, in section „Angebotskonditionen“ on page S-13, the last sentence is replaced with the following:

Nach dem Ende der Annahmefrist erfordert die Ausgabe der Vita 34 Angebotsaktien und die damit zusammenhängende Kapitalerhöhung („Angebotskapitalerhöhung“) einen Vorstandsbeschluss, der die genaue Anzahl der Vita 34 Angebotsaktien und den genauen Betrag der Kapitalerhöhung festlegt und voraussichtlich am 4. November 2021 gefasst wird.

7. In subsection „D.1 – Zu welchen Konditionen und nach welchem Zeitplan kann ich in dieses Wertpapier investieren?“ beginning on page S-12, in section „Voraussichtlicher Zeitplan des Angebots“ on page S-13, the timetable is replaced with the following:

17. September 2021	Billigung des Prospekts durch die BaFin, Mitteilung an die polnische Finanzaufsichtsbehörde und Veröffentlichung des gebilligten Prospekts auf der Webseite der Gesellschaft ( <a href="https://www.vita34.de">https://www.vita34.de</a> ).
20. September 2021	Beginn der Annahmefrist.
2. November 2021	Ende der Annahmefrist.
9. November 2021	Eintragung der Durchführung der Kapitalerhöhung beim Handelsregister der Gesellschaft.
11. November 2021	Zulassung der Vita 34 Angebotsaktien zum Handel im Regulierten Markt der Frankfurter Wertpapierbörse und dem Teilbereich des Regulierten Marktes mit weiteren Zulassungsfolgepflichten ( <i>Prime Standard</i> ).
12. November 2021	Erster Handelstag der Vita 34 Angebotsaktien an der Frankfurter Wertpapierbörse.
15. November 2021	Vollzug des Umtausches und Lieferung der Vita 34 Angebotsaktien.

8. In subsection „D.1 – Zu welchen Konditionen und nach welchem Zeitplan kann ich in dieses Wertpapier investieren?“ beginning on page S-12, the section „Annahmefrist“ on page S-13 is replaced with the following:

Die Annahmefrist wird voraussichtlich von einschließlich 20. September 2021 bis einschließlich 2. November 2021, 24:00 (MEZ) laufen.

**Amendment to the section titled „2. General Information“ beginning on page 24 of the Prospectus**

9. In subsection „2.1 Responsibility Statement“ on page 24, the third and fourth sentences in the third paragraph are replaced with the following:

The end of the acceptance period is expected to occur on November 2, 2021 and the first day of trading of the Vita 34 Offer Shares (as defined below) is expected to occur on November 12, 2021. Accordingly, the validity of this Prospectus is expected to expire at the end of the day on November 12, 2021.

**Amendments to the section titled „3. The Business Combination“ beginning on page 34 of the Prospectus**

10. In subsection „3.3 Offer Capital Increase“ beginning on page 35, the third paragraph (counting without regard to the paragraphs highlighted by bullet points) is replaced with the following:

Following the end of the Acceptance Period (as defined in „4.7 Acceptance Period“), the issuance of the Vita 34 Offer Shares will require a resolution by the management board of the Company determining the exact number of Vita 34 Offer Shares and the concrete amount of the capital increase, which is expected

to be adopted on November 4, 2021. This implementation of the Offer Capital Increase, to the extent required for the implementation of the Share Exchange (including the Exchange Offer), is expected to be registered with the Company's Commercial Register at the Local Court (*Amtsgericht*) of Leipzig on or about November 9, 2021.

11. In subsection „3.3 Offer Capital Increase” beginning on page 35, the last sentence of this subsection on page 36 is replaced with the following:

The final number of Vita 34 Offer Shares issued in connection with the Proposed Transaction will be announced following the settlement of the Share Exchange, which is expected to take place on or around November 15, 2021.

**Amendments to the section titled „4. The Exchange Offer” beginning on page 40 of the Prospectus**

12. In subsection „4.7 Acceptance Period” on page 43, the first sentence is replaced with the following:

The period for acceptance of the Exchange Offer starts

on September 20, 2021

and expires

on November 2, 2021, 24:00 (CET).

13. In subsection „4.10 Admission to the Frankfurt Stock Exchange and Commencement of Trading” on page 48, the following sentence is inserted after the first sentence:

The Company will apply, together with Hauck & Aufhäuser Privatbankiers AG, for such admission to trading on or about October 26, 2021.

14. In subsection „4.11 Expected Timetable” on page 48, the timetable is replaced with the following:

September 17, 2021	Approval of Prospectus by BaFin and notification to the Polish Financial Supervision Authority („KNF”) and publication of the Prospectus under <a href="https://www.vita34.de/en/">https://www.vita34.de/en/</a> (by navigating to → „Investor Relations“ → „Share“ → „Exchange Offer PBKM“).
September 20, 2021	Start of Acceptance Period.
November 2, 2021	End of Acceptance Period.
November 9, 2021	Registration of the implementation of the Offer Capital Increase in the Company's Commercial Register.
November 11, 2021	Admission to trading of the Vita 34 Offer Shares on the regulated market ( <i>Regulierter Markt</i> ) with simultaneous admission to the sub-segment of the regulated market with additional post-admission obligations (Prime Standard) of the Frankfurt Stock Exchange ( <i>Frankfurter Wertpapierbörse</i> ).
November 12, 2021	First day of trading of the Vita 34 Offer Shares on the Frankfurt Stock Exchange ( <i>Frankfurter Wertpapierbörse</i> ).
November 15, 2021	Settlement of the Exchange Offer and delivery of the Offer Considerations.

**Amendment to the section titled „11. Profit Forecast” beginning on page 91 of the Prospectus**

15. In subsection „11.1 Important Disclaimer” on page 91, the last paragraph is replaced with the following:

The Profit Forecast 2021 does not reflect any effects from the intended acquisition of PBKM, which, in case all Closing Conditions of the Share Exchange have been fulfilled or validly waived (see „4.3 Closing Conditions” above), may be fully consolidated into the Company on November 15, 2021, the settlement date of the Exchange Offer, including certain synergies which are expected to already be realized in 2021.