



Prospectus Supplement No. 2

dated November 15, 2021

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

to the approved prospectus dated September 17, 2021

as amended by the first prospectus supplement dated October 8, 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): DE000A3MQCG6

German Securities Code (*Wertpapierkennnummer*, WKN): A3MQCG

Trading Symbol: V3V

Listing Agent

Hauck & Aufhäuser Privatbankiers AG

Tender Agent

mBank S.A.

This prospectus supplement no. 2 (the „**Supplement No. 2**“) to the approved prospectus dated September 17, 2021, as amended by the first prospectus supplement dated October 8, 2021 („**Supplement No. 1**“), 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 and the Supplement No. 1 was published on October 8, 2021, both in accordance with Article 21(2) of Regulation (EU) 2017/1129 (the „**Prospectus Regulation**“), on the Company’s website at “<http://www.vita34.de>” (by navigating to → „Investor Relations“ → „Share“ → „Exchange Offer PBKM“). The Supplement No. 2 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 (by navigating to → „Investor Relations“ → „Share“ → „Exchange Offer PBKM“).

The Supplement No. 2 is published in accordance with Article 23(1) of the Prospectus Regulation due to the following significant new factor relating to the information included in the Prospectus which may affect the assessment of the Company’s shares:

On November 9, 2021, the Company announced that all closing conditions under the Exchange Offer have been fulfilled or waived and that the implementation of the Offer Capital Increase necessary for the completion of the Exchange Offer was registered on that day with the Commercial Register. As a result, the Company’s share capital was increased from EUR 4,145,959.00 by EUR 11,890,500.00 to EUR 16,036,459.00 by way of issuance of 11,890,500 new no-par-value registered shares. As of the date of this Supplement No. 2, the Company holds a total of 9,150,272 PBKM shares (corresponding to approximately 97.98% of the registered capital and outstanding voting rights of PBKM). The newly issued shares of the Company are expected to be delivered to the former PBKM Shareholders who accepted the Exchange Offer and tendered their PBKM Shares upon settlement of the Exchange Offer on or around November 19, 2021.

As a result of the completion of the Business Combination of the Company with PBKM through the implementation of the Offer Capital Increase, the Management Board of the Company resolved on November 9, 2021 to withdraw the existing profit forecast of the Company for the financial year ending December 31, 2021, which had been published on March 30, 2021. The Management Board stated that, while it expects the Company (on a stand-alone basis) to meet the forecasted revenue and adjusted EBITDA targets for the financial year 2021, the required harmonization of the accounting standards of PBKM and Vita 34 currently does not permit to issue a new guidance of the Combined Group for the financial year 2021. Such a new guidance of the Combined Group for the financial year 2022 will be published in the course of the publication of the Company’s consolidated financial statements for the financial year ending December 31, 2021.

In addition, the Company has been informed that the newly issued Vita 34 Offer Shares need to have an interim ISIN (ISIN DE000A3MQCG6) and interim WKN (WKN A3MQCG) until the end of the Company’s general shareholder’s meeting, which has been scheduled for December 15, 2021; thereafter, the newly issued Vita 34 Offer Shares will be migrated into the existing ISIN of the Company’s shares (ISIN DE000A0BL849). Consequently, the first day of trading of the newly issued Vita 34 Offer Shares on the regulated market of the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) is expected to occur on November 18, 2021 and the settlement of the Exchange Offer and the delivery of the Vita 34 Offer Shares is expected to occur on or around November 19, 2021.

The Supplement No. 2 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(2) Prospectus Regulation, investors who have submitted their Declaration of Acceptance of the Exchange Offer do not have a right to withdraw their Declarations of Acceptance anymore, since the significant new factors, which are the subject of this Supplement No. 2, arose or were noted following the expiry of the Acceptance Period of the Exchange Offer.

Pursuant to the Supplement No. 2, the Prospectus is amended as follows:

Amendment to the front page of the Prospectus

1. 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): DE000A3MQCG6

German Securities Code (*Wertpapierkennnummer*, WKN): A3MQCG

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 18, 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).

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

2. In subsection “A. – *Introduction and Warning*” on page S-1, the first sentence in the second paragraph is replaced with the following two sentences, which will form a new paragraph:

The International Securities Identification Number („ISIN”) of the offered Vita 34 Offer Shares is DE000A3MQCG6. Such ISIN is temporary and the Vita 34 Offer Shares will be migrated into the ISIN DE000A0BL849 of the existing shares of the Company after the end of the Company’s general shareholders’ meeting scheduled for December 15, 2021. Until such date, following 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), the Vita 34 Offer Shares will trade under the temporary ISIN.

3. In subsection „C.1 – *What are the main features of the securities?*” in section „*Type, class, par value*” on page S-4, the first sentence is replaced with the following:

The Prospectus relates to registered ordinary shares (*Namensaktien*) with no-par-value (*Stückaktien*) of the Company, each such share with a pro rata amount of EUR 1.00 in the share capital of the Company; ISIN: DE000A3MQCG6; German Securities Code (*Wertpapier-Kennnummer, WKN*): A3MQCG; Trading Symbol: V3V.

4. 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 (https://www.vita34.de).
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 17, 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 18, 2021	First day of trading of the Vita 34 Offer Shares on the Frankfurt Stock Exchange.
November 19, 2021	Settlement of the Exchange Offer and delivery of the Vita 34 Offer Shares.

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

5. In subsection “A. – *Einleitung mit Warnhinweisen*” on page S-8, the first sentence in the second paragraph is replaced with the following two sentences, which will form a new paragraph:

Die internationale Wertpapier-Identifikationsnummer („ISIN“) der angebotenen Vita 34 Angebotsaktien ist DE000A3MQCG6. Diese ISIN ist vorübergehend, und die Vita 34 Angebotsaktien werden nach dem Ende der Hauptversammlung der Gesellschaft, die für den 15. Dezember 2021 geplant ist, in die ISIN DE000A0BL849 der bestehenden Aktien der Gesellschaft überführt. Bis zu diesem Datum werden die Vita 34 Angebotsaktien, nach Zulassung der Vita 34 Angebotsaktien zum Handel am Regulierten Markt der Frankfurter Wertpapierbörse mit gleichzeitiger Zulassung zum Teilbereich mit weiteren Zulassungsfolgepflichten (*Prime Standard*), unter der vorläufigen ISIN gehandelt.

6. In subsection „C.1 – Welches sind die wichtigsten Merkmale der Wertpapiere?“ in section „Art, Gattung, Nennwert“ on page S-11, the first sentence is replaced with the following:

Der Prospekt bezieht sich auf Namensaktien der Gesellschaft ohne Nennwert (Stückaktien) mit einem anteiligen Betrag von EUR 1,00 je Aktie am Grundkapital der Gesellschaft; ISIN DE000A3MQCG6; Wertpapier-Kennnummer (WKN) A3MQCG, Börsenkürzel: V3V.

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 (https://www.vita34.de).
20. September 2021	Beginn der Annahmefrist.
2. November 2021	Ende der Annahmefrist.
9. November 2021	Eintragung der Durchführung der Kapitalerhöhung beim Handelsregister der Gesellschaft.
17. 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>).
18. November 2021	Erster Handelstag der Vita 34 Angebotsaktien an der Frankfurter Wertpapierbörse.
19. November 2021	Vollzug des Umtausches und Lieferung der Vita 34 Angebotsaktien.

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

8. 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 18, 2021. Accordingly, the validity of this Prospectus is expected to expire at the end of the day on November 18, 2021.

9. In subsection “2.3 Forward-Looking Statements” on page 25, the reference to „11. Profit Forecast“ of the Prospectus in the second paragraph is deleted.

Amendment 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 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 19, 2021.

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

11. 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 https://www.vita34.de/en/ (by navigating
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	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 17, 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 18, 2021	First day of trading of the Vita 34 Offer Shares on the Frankfurt Stock Exchange (<i>Frankfurter Wertpapierbörse</i>).
November 19, 2021	Settlement of the Exchange Offer and delivery of the Offer Considerations.

12. In subsection „4.17.1 Class of Shares, Currency, Certification” on page 51, the second paragraph is replaced with the following:

The offered Vita 34 Offer Shares have the ISIN DE000A3MQCG6. Such ISIN is temporary and the Vita 34 Offer Shares will be migrated into the ISIN DE000A0BL849 of the existing shares of the Company after the end of the Company’s general shareholders’ meeting scheduled for December 15, 2021. Until such date, following 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), the Vita 34 Offer Shares will trade under the temporary ISIN.

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

13. The entire section titled „11. Profit Forecast” beginning on page 91 is deleted.

Amendments to the section titled „23. Recent Developments and Outlook” beginning on page O-1 of the Prospectus

14. In subsection “23.1 Recent Developments” on page O-1, a new third paragraph is added with the following:

On November 9, 2021, the Company announced that all closing conditions under the Exchange Offer have been fulfilled or waived and that the implementation of the Offer Capital Increase necessary for the completion of the Exchange Offer was registered on that day with the Commercial Register. As a result, the Company’s share capital was increased from EUR 4,145,959.00 by EUR 11,890,500.00 to EUR 16,036,459.00 by way of issuance of 11,890,500 new no-par-value registered shares. As of November 9, 2021, the Company holds a total of 9,150,272 PBKM shares (corresponding to approximately 97.98% of the registered capital and outstanding voting rights of PBKM). As a result of the completion of the Business Combination of the Company with PBKM through the implementation of the Offer Capital Increase, the Management Board of the Company also resolved on November 9, 2021 to withdraw the existing profit forecast of the Company for the financial year ending December 31, 2021, which had been published on March 30, 2021. The Management Board stated that, while it expects the Company (on a stand-alone basis) to meet the forecasted revenue and adjusted EBITDA targets for the financial year 2021, the required harmonization of the accounting standards of PBKM and Vita 34 currently does not permit to issue a new guidance of the Combined Group for the financial year 2021. Such a new guidance of the Combined Group for the financial year 2022 will be published in the course of the publication of the Company’s consolidated financial statements for the financial year ending December 31, 2021.

15. In subsection “23.2 Outlook” beginning on page O-1, the reference to „11. Profit Forecast” in the last sentence of the second full paragraph on page O-2 is deleted.