

**Disclosure of inside information pursuant to Article 17 (1) of Regulation (EU) 596/2014 on Market Abuse (Market Abuse Regulation – “MAR”)**

**Deutsche Beteiligungs AG (ISIN: DE000A1TNUT7 / WKN: A1TNUT): Deutsche Beteiligungs AG plans to issue convertible bonds due 2030 in an aggregate principal amount of 100 million euros**

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Today, the Board of Management of Deutsche Beteiligungs AG (the “Company”) resolved, with the approval of the Supervisory Board, to place an issue of senior unsecured convertible bonds (“Convertible Bonds”) in an aggregate principal amount of 100 million euros. The Convertible Bonds are convertible into new and/or existing no-par value registered shares in the Company (ISIN: DE000A1TNUT7, the “Shares”).

The Convertible Bonds are offered exclusively to institutional investors in certain jurisdictions outside the United States of America in an accelerated bookbuilding process (the “Offer”). The pre-emptive rights of the Company's existing shareholders have been excluded.

With a denomination of 100,000.00 euros each and a maturity of 5.5 years, the Convertible Bonds are issued at 100 per cent of par. Unless the Convertible Bonds have been converted, repurchased and cancelled or repaid prior to maturity, they will be redeemed at par at maturity. The Convertible Bonds will bear interest at a fixed rate between 5.0 per cent and 5.5 per cent p.a. The conversion premium is planned to be set between 22.5 per cent and 27.5 per cent of the reference share price.

The Convertible Bonds are expected to be issued on or around 5 July 2024 (the “Closing Date”). The Company is entitled to redeem the Convertible Bonds (in whole but not in part) at any time at par plus accrued interest (i) from the date that is 3 years and 21 business days after the Closing Date, provided that the stock market price of the shares is at least 150 per cent of the then applicable conversion price over a certain period, or (ii) if no more than 20 per cent of the original aggregate principal amount of the Convertible Bonds remains outstanding.

Rossmann Beteiligungs GmbH, a shareholder in the Company, and members of the Company's Board of Management have expressed an interest to participate in the placement.

The pricing of the Offer is expected to be announced in a separate press release later today. The Company intends to arrange for the Convertible Bonds to be included to trading on the Open Market (*Freiverkehr*) of the Frankfurt Stock Exchange. However, the inclusion to trading is not a condition for closing the transaction.

The Company has undertaken to comply with a customary lock-up ending 90 days after the Closing Date.

The Company plans to use the net proceeds from the Convertible Bonds issuance for co-investments to be made alongside the funds advised by the Company and ELF Capital Group and for general corporate purposes.

The Board of Management

Frankfurt/Main, 28 June 2024

*Reporting person: Roland Rapelius, Head of Corporate Communications & Investor Relations*

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When made in member states of the European Economic Area ("EEA"), with each member state being a "relevant member state", the offer contained in this communication is only directed at persons who are qualified investors ("Qualified Investors") as defined in the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 ("Prospectus Regulation").

In the United Kingdom, this communication is directed only at Qualified Investors within the meaning of Regulation (EU) 2017/1129 as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018 ("EUWA") (i) who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 as amended ("Order"), or (ii) who fall within Article 49(2)(a) to (d) of the Order, or (iii) to whom the communication may otherwise lawfully be conveyed (all such persons together being referred to as "Relevant Persons"). This communication must not be acted upon or relied upon (i) in the UK by persons who are not Relevant Persons, or (ii) in any EEA member state by persons who are not Qualified Investors.

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on Markets in Financial Instruments as amended ("MiFID II"); (b) Articles 9 and 10 of Commission Delegated Directive EU 2017/593 supplementing MiFID II; and (c) local implementing provisions (together, "MiFID II Product Governance Requirements"), and disclaiming any and all liability, whether arising in tort, breach of contract or otherwise, that any "manufacturer" (for the purposes of the MiFID II Product Governance Requirements) may otherwise have with respect thereto, it is noted that the Convertible Bonds have been subject to a product approval process, which has determined that: (i) the target market for the Convertible Bonds is eligible counterparties and professional clients only, each as defined in MiFID II; and (ii) all channels for distribution of the Convertible Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Convertible Bonds ("Distributor") should take into consideration the manufacturer's target market assessment; however, a distributor subject to MiFID II is responsible for undertaking its own target market assessment in respect of the Convertible Bonds (by either adopting or refining the manufacturer's target market assessment) and determining appropriate distribution channels. The target market assessment is without prejudice to the requirements of any contractual or statutory selling restrictions in relation to any offering of the Convertible Bonds and/or the underlying shares. For the avoidance of doubt, the target market assessment does not constitute (a) an assessment of suitability or appropriateness for the purposes of MiFID II or (b) a recommendation to any investor or investor group to invest in or purchase or take any action whatsoever with respect to the Convertible Bonds.

The Convertible Bonds are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA or the UK. For these purposes, "retail investor" means (a) in the EEA, a person who is one (or more) of: (i) a retail client as defined in Article 4(1) no. 11 of MIFID II; (ii) a customer within the meaning of Directive EU 2016/97 as amended ("Insurance Distribution Directive"), where that customer would not qualify as a professional client as defined in Article 4(1) no. 10 of MIFID II; or (iii) not a Qualified Investor as defined in the Prospectus Regulation and (b) in the UK, a person who is one (or more) of (i) a retail client within the meaning of Regulation EU 2017/565 as it forms part of UK domestic law by virtue of the EUWA or (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 of the UK ("FSMA") and any rules or regulations made under the FSMA to implement Directive EU 2016/97, where that customer would not qualify as a professional client as defined in Article 2(1) no. 8 of Regulation EU 600/2014 as it forms part of UK domestic law by virtue of the EUWA. Consequently, no key information document as required by Regulation (EU) No 1286/2014 (the "EU PRIIPs Regulation") or the EU PRIIPs Regulation as it forms part of United Kingdom domestic law by virtue of the EUWA (the "UK PRIIPs Regulation") for offering or selling the Convertible Bonds (or making them otherwise available) to retail investors in the EEA or the United Kingdom has been prepared; as such, offering or selling the Convertible Bonds (or making them otherwise available) to retail investors in the EEA or the United Kingdom may be unlawful under the EU PRIIPs Regulation and/or the UK PRIIPs Regulation.

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