

Frequently asked questions regarding the process of the vote without a meeting (FAQ)

published in April 2023

with respect to the EUR 12,000,000.00 notes (*Schuldverschreibungen*) (ISIN: DE000A2AA5H5, WKN: A2AA5H) (the "**Notes**")

We would like to answer to our Noteholders the most important questions for the process of the planned vote without a meeting from Tuesday, 2 May 2023 at 0:00 (CEST) until Thursday, 4 May 2023 at 24:00 (CEST) (the "**Voting Period**") with the intend to amend the term and conditions of the Notes.

This is done for reasons of good corporate governance and without the assumption of any legal obligation thereof.

We are at your disposal to answer your questions, to explain the process or to assist you with the handling of the documents.

Why is this vote without a meeting taking place?

Resolutions can be passed by the Noteholders pursuant to Sec. 14 (c) of the terms and conditions of the Notes either in the course of a noteholders' meeting pursuant to Sec. 5 et seq. of the German Act on Notes (*Schuldverschreibungsgesetz*) or in the course of a vote without a meeting pursuant to Sec. 18 and Sec. 5 et seq. of the German Act on Notes. In the present situation, the vote without a meeting is the more efficient option both from an organizational but also from a cost perspective, compared to a meeting in presence. This applies not only to the company, but especially to the Noteholders, who, to a large extent, would have to travel a very long way to a meeting in presence.

Why should the Noteholders participate in the vote of the Noteholders?

Only a participation in the vote allows the Noteholders to participate in the restructuring of the Notes. If Noteholders do not participate in the vote, the

resolutions passed in the vote will nevertheless become equally binding for them. The Noteholders are therefore encouraged to participate in the vote, if they want to ensure that their say on the restructuring of the notes is exercised.

If less than 50% of the nominal value of the Notes participate in the upcoming vote of the Noteholders, the company has to convene a second meeting, which will then be held as a meeting in presence tied with additional expenses for the company and the Noteholders.

Noteholders may be represented by authorized representatives in the vote without a meeting instead of personally casting their vote if they are unable to take part in the vote during the Voting Period.

Noteholders can cast their votes in the vote without a meeting easily via mail, via e-mail or fax, so that the required time for the voting process is very limited.

What happens if the required quorum for the resolution is not reached in the vote without a meeting?

If the required quorum of 50% of the nominal value of the Notes is not reached in the vote without a meeting, the vote will not constitute a quorum. In this case, in accordance with the statutory deadlines, an invitation to a second meeting will be issued, which will then be held as a meeting in presence.

Who is in charge of the vote without a meeting?

The vote without a meeting will be conducted by the Notary Dr Olaf Gerber as scrutineer (*Abstimmungsleiter*).

How can Noteholders participate in the vote without a meeting?

Noteholders wishing to participate in the vote, have to submit their vote in text form to the scrutineer under the address listed below, within the Voting Period. For an effective casting of the vote, the receipt of the vote by the scrutineer within the Voting

Period is required. Votes received by the scrutineer before or after the Voting Period will not be considered.

The votes may be submitted by mail, fax, or e-mail to the following address:

Notar Dr. Olaf Gerber, LL.M.
- Abstimmungsleiter -
Singulus "Singulus-Anleihe" / Abstimmung ohne Versammlung
Grüneburgweg 149
60323 Frankfurt am Main.
Germany
Fax: +49 (0)69 653000925
Email: gerber@notare-amgrueneburgpark.de

To facilitate and accelerate the counting of the votes, the Noteholders are kindly asked to use the voting form, which will be available for download on the website of the SINGULUS TECHNOLOGIES AG under

<https://www.singulus.com/de/glaeubigerversammlung/>

from the time of the publication of the request to vote. This voting form will, in a timely manner, also include potential timely and properly filed counter motions and/or supplementary requests. However, the effectiveness of a vote does not depend on the use of the proposed voting form.

However, the vote has to be submitted in text form pursuant to Sec. 126b of the German Civil Code (*Bürgerliches Gesetzbuch*). In any case, a special confirmation with a blocking notice (*Besonderer Nachweis mit Sperrvermerk*) by the depository bank and, if applicable, a power of attorney, if the Noteholder is represented by a third party during the vote without a meeting, must be enclosed to the voting document.

Who can participate in the Noteholders' vote without a meeting?

All holders of the EUR 12,000,000.00 Notes ("**Noteholders**") are authorized to participate in the vote without a meeting. The decisive factor is ownership during the Voting Period.

Ownership must be proven at the same time as the vote is cast within the Voting Period.

How can a Noteholder prove the ownership?

Ownership must be proven to the scrutineer together with the casting of the vote. A special confirmation issued in text form pursuant to Sec. 126b of the German Civil Code (*Bürgerliches Gesetzbuch*) by the depository bank, confirming the holders' ownership of the Notes shall suffice as evidence. The confirmation must refer to the day of voting (including) until the end of the Voting Period, i.e., Thursday, 4 May 2023, at 24:00 (CEST) (including). The special confirmation must show the account balance on the day of voting and prove that the notes are not transferable until the end of the Voting Period, i.e., Thursday, 4 May 2023, at 24:00 (CEST) (including).

A form for the special confirmation which may be used by the depository bank, can be downloaded from the Singulus Technologies AG website at

<https://www.singulus.com/de/glaeubigerversammlung/>

May Noteholders be represented by a third party?

Each Noteholder may be represented by an authorized representative of his or her choice when casting votes.

The power of attorney and any instructions given by the Noteholder to the representative must be submitted in text form pursuant to Sec. 126b of the German Civil Code (*Bürgerliches Gesetzbuch*). A form that may be used for granting a power of attorney can be downloaded from the website of Singulus Technologies AG at

<https://www.singulus.com/de/glaeubigerversammlung/>

The power of attorney must be proven to the scrutineer together with the casting of the vote within the Voting Period. The requirements for the proof of ownership to

participate in the vote without a meeting also apply when the vote is cast by an authorized representative.

What do I have to do to participate in the vote?

We would like to suggest the following course of action:

To participate in the vote without a meeting, please contact your depository bank and inform them that you wish to participate in the vote without a meeting. Provide the depository bank with the information that, in order to be able to vote effectively, you require a special confirmation with a blocking notice which documents your account balance on the day the confirmation is issued and which documents that the notes are not transferable from the day of issuance of the confirmation (or rather the vote) (including) until 4 May 2023, at 24:00 (CEST).

A form for this special confirmation with a blocking notice, which may be used by your depository bank, can be downloaded from the Singulus Technologies AG website at

<https://www.singulus.com/de/glaeubigerversammlung/>

To facilitate and accelerate the counting of votes, we have also provided a voting form on the above-mentioned website. Please fill out the voting form accordingly and forward it together with the special confirmation with a blocking notice, issued by your depository bank, to the scrutineer in text form pursuant to Sec. 126b of the German Civil Code (*Bürgerliches Gesetzbuch*) within the Voting Period. The receipt of the vote by the scrutineer within the Voting Period is a requirement for an effective vote.

Votes that are not received by the scrutineer within the Voting Period, i.e., too early, or too late, will not be taken into account.

Votes must be submitted by mail, fax, or e-mail to the following address:

Notar Dr. Olaf Gerber, LL.M.

- Abstimmungsleiter -

Singulus "Singulus-Anleihe" / Abstimmung ohne Versammlung

Grüneburgweg 149

60323 Frankfurt am Main
Germany
Fax: +49 (0)69 653000925
Email: gerber@notare-amgrueneburgpark.de

If a Noteholder wishes to be represented by an authorized representative, proof of the corresponding authorization must be provided to the scrutineer together with the vote.

Which rights do the Noteholders waive if they adopt the Issuer's proposed resolution to add a § 9 (f) to the Terms and Conditions of the Notes?

In this case, the Noteholders waive all termination rights, in particular those pursuant to § 9 (a) (iii) in conjunction with § 8 (e) and (f) of the Terms and Conditions of the Notes, resulting from a delayed submission or publication of (audited) annual financial statements. Therefore, during the waiver period, the Noteholders are not entitled to declare the Notes held by them due or demand immediate redemption at the early redemption amount plus accrued interest due to a delayed submission or publication of (audited) annual financial statements.

Is there a permanent waiver of Noteholders' rights?

No, the Noteholders are not being asked to permanently waive their rights. The Issuer is only asking them to temporarily waive their rights mentioned in the previous answer. The waiver is effective until the expiry of fifteen months after the day on which the resolution on the adoption of the waiver in the terms and conditions of the Notes is published in the (electronic) Federal Gazette (*Bundesanzeiger*).

Why should § 2 (b) and § 8 (a) (vii) of the Terms and Conditions of the Notes be amended?

The Issuer proposes to amend § 8 (a) (vii) of the Terms and Conditions of the Notes in order to simplify this provision. The Issuer also proposes to include this restated § 8 (a) (vii) of the Terms and Conditions of the Notes in the list of exceptions from the

negative pledge clause in § 2 (b) of the Terms and Conditions of the Notes. In case the Issuer would have to enter into financial liabilities for the purpose of refinancing the Bonds, it would then be able to provide collateral to such investors without being bound by the limitations of the negative pledge clause.