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**Publication of inside information
pursuant to Article 17 of Regulation (EU) No 596/2014**

Noratis AG decides on a rights issue for existing shareholders and plans cash capital increase afterwards as well as adjustment of the corporate strategy

Eschborn, 14 November 2023 – The Management Board of Noratis AG (ISIN: DE000A2E4MK4, WKN: A2E4MK) has adopted today, with the approval of the supervisory board, a rights issue (*Bezugsrechtskapitalerhöhung*) for the shareholders of Noratis. The share capital of Noratis will be increased to EUR 6.745.237,00 by partially utilizing the Authorized Capital 2021 (*Genehmigtes Kapital 2021*) through the issue of 1.927.210 new ordinary bearer shares with a proportionate amount of the share capital of one (1) euro per share. The new shares are entitled to dividend payments from 1 January 2023 and will be included in the existing listing. The subscription offer (*Bezugsangebot*) will be published on 17 November 2023 in the Federal Gazette (*Bundesanzeiger*). The subscription ratio (*Bezugsverhältnis*) is 5:2, which means that five (5) existing shares entitle to the subscription of two (2) new shares. The subscription price (*Bezugspreis*) amounts to EUR 4,15 per new share. The subscription period (*Bezugsfrist*) runs from 21 November 2023, 0.00 hours, until 4 December 2023, 24.00 hours.

The subscription rights for the new shares shall be traded in the period from 21 November 2023 up to 29 November 2023 in an ongoing trade in the Open Market of the Frankfurt Stock Exchange, whereby the trading shall end with a special auction from 13.00 hours (CET).

In the course of the rights issue, Merz Real Estate GmbH & Co. KG undertook towards Noratis on the basis of a backstop and fixed subscription commitment (*Backstop- und Festbezugsvereinbarung*), to acquire all new shares not subscribed for by the other shareholders at the subscription price and to fully exercise its subscription rights to the new shares. Hence, all new shares will be placed. As consideration for the willingness of Merz Real Estate GmbH & Co. KG to guarantee the full placement of the rights issue, Noratis AG has committed itself to allot any new shares that have not been subscribed for by the other shareholders by exercising their subscription rights within the subscription period to Merz Real Estate GmbH & Co. KG.

Igor Christian Bugarski, chairman of the Management Board of Noratis and currently holding around 5,9% of its share capital, has declared towards Noratis that he would not exercise his subscription rights to the new shares and would not participate in the trading of subscription rights. In view of an agreement reached in March 2020 between Mr. Bugarski and Merz Real Estate GmbH & Co. KG, the latter will acquire further shares in Noratis from Mr. Bugarski.

The gross proceeds from the rights issue will amount to just under EUR 8 million. The inflow of funds to Noratis shall be utilized to strengthen the liquidity and for the repayment of a promissory note loan (*Schuldscheindarlehen*) issued in December 2020 with a volume of EUR 5 million.

The public offering of the new shares as part of the rights issue will be made without a security prospectus pursuant to Section 3 No. 2 of the German Securities Prospectus Act (*Wertpapierprospektgesetz*) (exemption from the obligation to publish a prospectus). Shareholders are therefore advised to read in particular the securities information sheet (*Wertpapier- Informationsblatt*) of Noratis, which, following its approval by the German Federal Financial

Supervisory Authority (*BaFin*), is expected to be published on 15 November 2023 on the website of Noratis (www.noratis.de) in the section “*Investor Relations*”, before deciding to exercise, acquire or sell their subscription rights.

In view of the investment agreement with Merz Real Estate GmbH & Co. KG a further cash capital increase (*Barkapitalerhöhung*) with a volume of EUR 2 million (gross) is to be carried out immediately after the entry of the rights issue into the commercial register (*Handelsregister*), in which only Merz Real Estate GmbH & Co. KG shall be authorized to subscribe to the new shares and the subscription rights of the other shareholders shall be excluded in accordance with the principles of the simplified exclusion of subscription rights pursuant to Section 186 (3) sent. 4 of the German Stock Corporation Act (*Aktiengesetz*).

B. Metzler seel. Sohn & Co. Aktiengesellschaft will support the two capital increases and act as the subscription agent (*Bezugsstelle*) for the rights issue.

In view of the changed market environment for real estate transactions, Noratis will now also focus more strongly on property portfolio management, including corresponding cost savings and adjustments to the corporate strategy.

Investor & Public Relations Contact:

edicto GmbH
Dr Sönke Knop
069 905 505 51
noratis@edicto.de
Eschersheimer Landstraße 42
60322 Frankfurt am Main

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