

# Northern Data AG:

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### **Northern Data AG: Resolutions on capital increase against contributions in kind, issuance of a convertible bond and conclusion of investment agreements**

**Frankfurt am Main, 11 September 2023** – Today, the management board of Northern Data AG (ISIN: DE000A0SMU87, „Northern Data Group“ or the „Company“) has resolved, with the consent of the supervisory board, to exercise the call option to acquire the remaining approximately 30% of the shares in Damoon Designated Activity Company, Dublin, Ireland ("Damoon") in exchange for 6,556,949 new shares (the "New Shares") from a capital increase against contributions in kind (the "Capital Increase In Kind") and to issue a mandatory convertible bond excluding the shareholders' subscription rights in the total nominal amount of EUR 52,878,000.00 (the "Convertible Bond 2023/II"), the full placement of which is secured by the conclusion of investment agreements.

As already made public, on 11 July 2023 Northern Data Group has entered into an investment agreement to acquire approximately 70% of Damoon. The Company is now exercising the option granted to it in the investment agreement to acquire the remaining shares in Damoon in return for the issue of further new shares. The New Shares originate from the Capital Increase In Kind excluding shareholders' subscription rights resolved today by the management board, with the consent of the supervisory board, from the Authorized Capital 2023/II, which has been resolved by the extraordinary shareholders' meeting of the Company held on 7 September 2023. The New Shares will be issued at a premium of approx. 5% on the volume-weighted average price of the shares of the Company in XETRA trading on the Frankfurt Stock Exchange during the last 10 trading days.

The implementation of the Capital Increase In Kind is subject to customary reservations including the registration of the Authorized Capital 2023/II with the commercial register, which, from today's perspective, is expected by the Company during the course of the fourth quarter of 2023, but at the latest in the course of the first quarter of 2024.

The Convertible Bond 2023/II, the issue of which was also resolved by the management board today, has a term until 30 September 2024, will be divided into 52,878 partial bonds with a nominal amount of EUR 1,000.00 each, with an interest rate of 0.5% p.a. and initially convertible at an initial conversion price of EUR 18.35 per conversion share into up to 2,881,634 no-par value bearer shares of the Company. The conversion price of EUR 18.35 per conversion share is approx. 5% above the volume-weighted average price of the shares of the Company in XETRA trading on the Frankfurt Stock Exchange on the last 10 stock market trading days prior to the date of the resolution by the management board and supervisory board on the issue of the Convertible Bond 2023/II. The Convertible Bond 2023/II shall be serviced from the Conditional Capital 2023 resolved by the extraordinary shareholders' meeting of the Company held on 7 September 2023. The issue of the Convertible Bond 2023/II is subject to the registration of the Conditional Capital 2023 with the commercial register, which is expected by the Company to occur at the latest in the fourth quarter of 2023.

In order to secure the full placement of the Convertible Bond 2023/II, the Company will enter into investment agreements with a strategic investor and a company of the sole member of the Company's management board, in which they both undertake to subscribe in full to the Convertible Bond 2023/II.

### **Important Note**

*This announcement is for information purposes only and does not constitute an offer to sell or a solicitation to buy or subscribe for shares, convertible bonds or other securities of Northern Data AG. No public offer has been or will be made and no prospectus will be published in connection with the Capital Increase In Kind or the issue of the Convertible Bond 2023/II. The New Shares and the convertible bonds have not been and will not be registered under the U.S. Securities Act of 1933, as amended, or with any securities regulatory authority of any state of the United States of America. The New Shares and the convertible bonds may not be offered, sold or delivered, directly or indirectly, in or into the United States of America.*

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End of Inside Information

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