



Agenda

- (1) Recent Activities
- (2) Business Update paragon
- (3) Business Plan 2022+
- (4) Report Dr. Wieselhuber & Partner
- (5) Counterproposals for Prolongation
- (6) Next Steps







A clear Majority approved the Company's Proposal



Activities since the last Webcast

- At the first bondholder meeting a clear majority of 59% approved the company's proposed term extension
- Necessary attendance quorum of 50% for the resolution was not reached (result: 4%)
- This was not a surprise as large bondholders usually wait for the 2nd creditors' meeting



Intensive Dialogue with designated Joint Representative



Activities since the last Webcast

- Signed NDA with Ms Daniela Bergdolt who was proposed as joint representative from the single largest investor Hansa Invest
- NDA was necessary to disclose insider information to Ms Bergdolt
- Various sessions with Ms Bergdolt incl. presentation of full report (plausibility check of corporate planning) from Dr. Wieselhuber & Partner
- NDA-free excerpt of Dr. Wieselhuber & Partner's report available for EUR bondholders on request (German/English)



Counterproposal received – welcomed by paragon



Activities since the last Webcast

- Numerous talks with investors
- Received counterproposal from bondholder blue Protect Consulting & Investment UG
- _ Webcast on March 3, 2022 to inform all bondholders about current status
- _ Invitation for 2nd creditors' meeting on March 10, 2022







Pure Play Automotive - Innovator for Leading OEMs

Self-developed, innovative Products along the Megatrends in Mobility

Inspiration Megatrends *) → Key technologies	Introduction Push Principle → First-Mover approach
Innovation R&D → Future oriented solutions	Integration Automated Series Production → Market entry barriers

*) Urbanization, Digitalization, CO₂-Reduction, Ultimate Comfort

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paragon is a TOP 20 "Digital Innovator 2022" amongst all OEMs and much larger Tier1s in Chip Magazine's ranking

Die innovativsten deutschen Unternehmen 2022

Innovatoren des Jahres – Treiber des digitalen Umbruchs

04.02.2022 08:00 | Von: PETER KRAJEWSKI



Name	Branche	Ergebnis
Robert Bosch GmbH	Automotive	94%
Bayerische <u>Motoren</u> Werke Aktiengesellschaft	Automotive	90%
Continental Gruppe	Automotive	89%
AUDI AG	Automotive	89%
Daimler AG	Automotive	88%
Volkswagen AG	Automotive	86%
ZF Gruppe	Automotive	86%
VALEO Deutschland	Automotive	85%
Preh GmbH	Automotive	80%
Dr. Ing. h.c. F. Porsche AG	Automotive	80%
HARMAN International	Automotive	78%
Brose Fahrzeugteile SE & Co.	Automotive	76%
Huf Hülsbeck & Fürst GmbH & Co. KG	Automotive	75%
HELLA GmbH & Co. KGaA	Automotive	70%
MAHLE GmbH	Automotive	69%
FEV GROUP GMBH	Automotive	69%
Leopold Kostal GmbH & Co. KG	Automotive	68%
Behr-Hella Thermocontrol GmbH	Automotive	65%
Dräxlmaier Gruppe	Automotive	63%
paragon GmbH & Co. KGaA	Automotive	61%
Dr. Schneider Holding GmbH	Automotive	60%



Strong Start for paragon into 2022

- After a good finish in 2021 with revenues and EBITDA in line with forecast, paragon had a strong start in 2022
- paragon only marginally affected by global supply chain problems
- EBITDA margin seen rising to 15+%
- H1/2022: Order releases +15% above H1/2021
- Ukraine War:
- No direct impact as paragon has no suppliers in Ukraine or Russia
- Risk of indirect impact as paragon customers are affected by their suppliers
- Mainly cable harness manufacturer for OEMs (Leoni, Fujikura, SEBN, Nexans) in Ukraine 40% of European demand
- o First deliveries postponed (not cancelled) Estimated effect for March revenues between EUR 0.7m and EUR 2.0m
- paragon will reduce backlog







paragon is here to stay – Very resilient in tough Markets

July 2017 Bond issue 50m EUR Since 2017 massive transformation of automotive industry

2019 Diesel-crisis Trade-disputes 2020 Covid pandemic 2021
Material shortage & chip allocation

2022 to 2026: Continuing the course of innovation & growth



- Refinancing of 2013/18 bond
- Financing further growth
- Development of new products
- Expansion of business in ChinaValue-enhancing
- Value-enhanci acquisitions

paragon's products are independent from type of drive

- paragon is beneficiary of the transformation:
- ✓ Electronics (since 1988)
- ✓ E-mobility (since 2012)
- ✓ Digitalization/KI (since 2018)

- No business between USA and China
- Short-term drop in revenues due to plant closures by customers with V-shaped recovery
- Revenues recovered in course of the financial year
- Revenues dropped down 6.4% only (market: ./. 21.9%) compared to 2019

- Chip stocking prevents supply bottlenecks
- Diversified product portfolio shows effect of risk spreading
- _ Virtually no dip from supply chain crisis

Forecast & targets 2026e:

- Revenues EUR 250...300m
- _ EBITDA-margin: 20%.
- Expansion of China and USA business
- Further market penetration due to new products



Expectations 2022+

Sensors	Air Quality Sensors (AQS) Air Quality Improver (AQI) Particulate Matter Sensor DUSTDETECT Electric Virus-Filter DUSTPROTECT	_ Ramp-up of electric virus filters (booked business!) from 2023 on	 New generation of Air Quality Sensors with artificial intelligence Revenues expected to increase by 50% over the next five years
Interior	Microphones Loudspeaker/Sound System Controls Instruments	_ Market launch of Wireless Charging Next Gen at various OEMs in 2023	 Expansion of product line Instruments Increase speaker/sound business by > 80% over the next five years
Kinematics	Spoilers Seat Components Special Mechanics	_ Strong growth in spoiler business due to various ramp-ups with Chinese OEMs	 New special mechanics for LIDAR sensors for autonomous driving Expansion of actuator business, e.g. for sunroofs
Digital Assistence geni:05	Voice assistant using artificial intelligence and machine learning	_ Booked business for future infotainment platform with revenues already in 2022	_ Further nomination of various platforms by global OEMs expected
Power	Flow-Shape-Design Lithium-lon Batteries Buffer batteries	_ Taking advantage of technology change from lead-acid batteries to Lithium-Ion batteries	 Additional potential for buffer batteries in e-vehicles Strong increase of revenues > EUR 80m in 2026 expected





Report Dr. Wieselhuber & Partner



Plausibility Check of paragon's Corporate Planning

- _ The designated joint representative Ms Bergdolt was given **full transparency** of the report under NDA
- _ Due to legal regulations in regards of insider information, we cannot provide all details of the business plan
- _ EUR-Bondholders can get an excerpt in German or English from the company on request (investor@paragon.ag)

Key messages:

- _ All five business units will increase their revenues in the next 5 years significantly. Most of this increase is already "locked in" as paragon has been nominated as single source supplier from various OEMs for the lifetime of a car platform
- The expected growth rate is 20% p.a.
- EBITDA is increasing from 13.7% in 2021 to 20% in 2026
- Based on higher revenues and improved profitability paragon is able to reduce the debt level and increase the equity ratio

Cornerstone of the business plan is the prolongation of the EUR-bond (2017-2022)

Report Dr. Wieselhuber & Partner



Assessment by Dr. Wieselhuber & Partner: Excerpt

- _ "We consider the annual revenue planning presented to be plausible and achievable."
 - _ "The planned increase in sales revenue is mainly based on secured orders in the short term and on defined projects in the long term.
 - The fixed cost degression set in the planning appears equally achievable in the context of the value creation structure and the investments included in the planning.
 - In addition to a generally volatile automotive environment, potential risks beyond the planning horizon that stand in the way of achieving the planned earnings include **possible effects of the geopolitical tensions** existing as of February 2022 and, above all, implications beyond the planning horizon of the current global problems with regard to **semiconductors and logistics capacities** as well as further effects of the **COVID19 pandemic**."
- _ "We also consider the annual balance sheet and cash flow statement derived from the earnings planning to be plausible and achievable."

"In summary, we believe that the planned revenues and earnings until 2026 are plausible and achievable after overcoming the current problems with regard to refinancing."





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Our Thoughts on January 31, 2022

Demands	Our Thoughts	
_ Consent fee	_ Participation fee possible	
_ Adjusted coupon	PossibleIdea: Conditional to gearingSemiannual interest payments possible	
_ Schedule for fast repayment	 Idea: Enabling schedule of limited sale of bonds at par to paragon Any EUR-bondholder could make his choice In-line with paragon's strong commitment for deleveraging step-by-step 	
_ Contribution of shareholders	_ Limitation of dividends possible	
_ Restructuring opinion (according to IDW S6)	 Operational performance above market benchmarks No restructuring case, business model in good shape Validation of business plan 2022-2026 by <u>Dr.</u> <u>Wieselhuber & Partner</u> available 2nd half of February 	













Our Thoughts on January 31, 2022

Demands	Our Thoughts
_ Security and guarantees granted to EUR bondholders	 At present, only EUR 13.8m of EUR 104.5m debt is secured Security granted to all unsecured creditors doesn't change anything for them No benefit for EUR bondholders if CHF bondholders are secured as well





Counterproposal from Bondholder blue Protect UG

Counterproposal from blue Protect Consulting & Investment UG	Comparison with demands
_ 0.25% of the nominal value (but at least EUR 25)	_ Participation fee
 Increase of the interest rate from currently 4.5% to 6.25% Interest will then no longer be paid annually but semi-annually This interest rate is to decrease gradually in the future, depending on the company's targeted reduction in the debt ratio (Further details on next slide) 	_ Adjusted coupon
 On certain dates in 2023, 2025 and 2026 for paragon to make early partial repayments totaling EUR 25m. The first proposed date is the repayment date of the Swiss bond on April 23, 2023 Any proceeds from the sale of business units must be used for partial repayments of the EUR bond, which will be credited against the mandatory partial repayments 	_ Schedule for fast repayment
_ Dividend policy is to be tightened with a clear limitation of possible distributions to only 20% of the balance sheet profit	_ Contribution of shareholders

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Counterproposal from Bondholder blue Protect UG: Details 1(2)

	paragon's current net debt ratio
	 Total liabilities to banks and bond holders have been reduced from Dec. 2019 to Dec. 2021 by 22.0m EUR to 105.9m EUR paragon-Automotive achieved 19.8m EUR EBITDA in the last 12 months Increased profitability and reduced debt improve gearing (net debt to EBITDA) since December 2019 from 13.9 to 5.4 at the end of December 2021 paragon is committed to further deleveraging step-by-step.
Topic	Counterproposal from blue Protect Consulting & Investment UG
_ Increase of the interest rate from currently 4.5% to 6.25%	 The interest rate shall be reduced to 6.00% provided that the net debt ratio is less than 3.5 The interest rate shall be reduced to 5.50% provided that the net debt ratio is less than 3.0 The interest rate shall be reduced to 5.00% provided that the net debt ratio is less than 2.5



CHF- versus EUR-Bond

- Maturity schedule CHF-Bond:
 - → CHF 8.75m on April 23, 2022
 - → CHF 21.0m on April 23, 2023

Comments and demands	Our Comments
Equal treatment of CHF- and EUR-bondProlongation of CHF-bond	 No consent with CHF-bondholders achievable Critical 2/3 participation quorum CHF-bondholders widespread/unknown and not motivated Withdrawel more than likely Modification of CHF-bond is final

Comment from Rolf Weilenmann, Managing Director of Helvetische Bank (issuing bank of CHF bond):

"Due to massive disposals during the last 12 months, today we have very little access to the CHF bondholders. This is the main reason for our opinion that the **quorum of 66%** each (*remark: for both, attendance a acceptance*) could not be reached – especially if the terms of the bond shall be changed to the disadvantage of the CHF bondholders."

"Therefore, from our point of view an adjustment which is unfavorable for the CHF bondholders isn't realizable."



Counterproposal from Bondholder blue Protect UG: Details 2(2)

Topic	Counterproposal from blue Protect Consulting & Investment UG
_ Defined Repayment schedule	 EUR 5m on April 23, 2023 (this is the repayment date of the Swiss bond) EUR 10m on July 5, 2025 EUR 10m on July 5, 2026 Last payment of EUR 25m on July 5, 2027
Triggering events for accelerated repayment	If paragon sells any subsidiary or business unit , the complete net proceeds (up to a maximum amount of EUR 25m) must be used for a partial redemption This will be credited against the mandatory partial repayments





Forthcoming Counterproposal announced for Publishing 1(3)

Consideration	Further Demand	Comments
_ Higher Coupon	6.75%Reduction to 6.25% if the net debt ratio is3.5	 Possible If accepted, there should be another step-down to 6.5% if net debt ratio is below 4.0
_ Shareholder contribution	_ No shareholder distributions for the life of the EUR bond	 Possible paragon considers a capital increase of EUR 20m to 30m within the next 18 months to raise fresh money Debt-to-Equity-Swap no option as this would not generate liquidity
 Representative gets insights and right of assessment of quarterly figures for the life of the EUR bond 		 Already possible according to §7(5) (German bond law – Schuldverschreibungsgesetz) paragon suggests a comprehensive meeting with the management to discuss the annual statement



Forthcoming Counterproposal announced for Publishing 2(3)

Consideration	Further Demand	Comments
 Representative of EUR bondholders entitled to speak on creditor's meeting of CHF bond 		_ Representative of EUR bondholders would be legitimated if owning CHF bonds
_ paragon to suggest prolongation of CHF bond by 5 years		 Proposal has no chance to be accepted by CHF bondholders Decision of EUR bondholders is independent from CHF bond If paragon sells any subsidiary or business unit, the complete net proceeds (up to a maximum amount of EUR 25m) will be used for a partial redemption of EUR bond – not the CHF bond This will be credited against the mandatory partial repayments



Forthcoming Counterproposal announced for Publishing 2(3)

Consideration	Further Demand	Comments
_ paragon to suggest prolongation of CHF bond by 5 years		 Prior to repayment on April 23, 2023, of the CHF bond (CHF 21m) and the EUR bond (EUR 5m), paragon will mandate Dr. Wieselhuber & Partner for a restructuring opinion (Sanierungsgutachten) according to IDW S6 This action secures for both, the bondholders and the paragon management, that this repayment is done with the background of Going Concern (Durchfinanzierungerklärung)
_ paragon's management	_ Appointment of CFO	_ Already considered







Procedure for 2nd Creditor's Meeting

English version

- March 10, 2022, at 10.00 a.m. (CET) at Artegastrasse 1, in 33129 Delbrueck
- _ Admission from 9.15 a.m. (CET)
- Bondholders must submit a (new) special proof with a (new) blocking notice until including at minimum March 10, 2022, to exercise their voting rights as well as attend the creditors' meeting thereafter
- Alternative to physical attendance: Proxy to third party or proxy to a representative of the company

- COVID-19: 2G+ regulations (fully vaccinated or recovered, both plus negative test result) or 3G
- Rapid tests available please consider waiting time

German version

- _ 10. März 2022 um 10.00 Uhr (MEZ) in der Artegastrasse 1, in 33129 Delbrück
- _ Einlass ab 9.15 Uhr (MEZ)
- Anleihegläubiger müssen zur Ausübung ihrer Stimmrechte einen (neuen) besonderen Nachweis mit einem (neuen) Sperrvermerk bis einschließlich mindestens 10. März 2022 einreichen sowie danach an der Gläubigerversammlung teilnehmen
- Alternative zur physischen Teilnahme: Vollmacht an fremden Dritten oder Vollmacht an einen Vertreter der Gesellschaft
- COVID-19: 2G+ Regeln (vollständig geimpft oder genesen, zusätzlich negatives Testergebnis) oder 3G
- Schnelltests verfügbar bitte Wartezeiten berücksichtigen



Procedure for 2nd Creditor's Meeting

English version

- All necessary documents are available at the homepage
- https://ir.paragon.ag/websites/paragon/English/3400/ bondholder-resolution.html

German version

- Alle notwendigen Unterlagen sind auf der Homepage abrufbar
- https://ir.paragon.ag/websites/paragon/German/340 0/anleiheglaeubigerabstimmung.html





Procedure for 2nd creditor's meeting

English version

- A new blocking notice is necessary
- Potential costs charged by the bank to be reimbursed by paragon via the participating fee of 0.25%

German version

- Ein neuer "Besonderer Nachweis mit Sperrvermerk" ist notwendig
- Mögliche Bankgebühren werden durch paragon mit der Teilnahmevergütung i.H.v. 0,25% erstattet

Besonderer Nachweis mit Sperrvermerk
(Stempel der depotführenden Bank)
paragon GmbH & Co. KGaA
Delbrück, Bundesrepublik Deutschland
EUR 50.000.000,00 4,5% Inhaberschuldverschreibungen 2017/2022
ISIN: DE000A2GSB86 / WKN: A2GSB8
BESONDERER NACHWEIS MIT SPERRVERMERK (von der Depotbank auszuftüllen)
für die Zweite Gläubigerversammlung
am 10. März 2022
in der Artegastraße 1, 33129 Delbrück
Hiermit bestätigen wir, dass am heutigen Tag in dem für
Name/Firma und Adresse des Anleihegläubigers
bei uns bestehenden Depot Stück Inhaberschuldverschreibungen 2017/2022 der paragon GmbH & Co. KGaA, Delbrück, mit der ISIN: DE000A2GSB86 / WKN: A2GSB8 ("Schuldverschreibungen") mit einem Nennwert von jeweils EUR 1.000,00, d.h. insgesamt Schuldverschreibungen im Gesamtnennwert von EUR gutgeschrieben sind.
Wir bestätigen hiermit, dass wir die unter Ziffer 1 genannten Schuldverschreibungen bis zum 10. März 2022, 24:00 Uhr, gesperrt halten werden.
Name und Adresse der depotführenden Bank
Ort, Datum Unterschrift Depotbank



Procedure for 2nd creditor's meeting

English version

Proxy to third party or proxy to a representative of the company if the bondholder will not participate by himself/herself

German version

Vollmacht an fremden Dritten oder Vollmacht an einen Vertreter der Gesellschaft falls keine persönliche Teilnahme

paragon GmbH & Co. KGaA
Delbrück, Bundesrepublik Deutschland
EUR 50.000.000,00 4,5% Inhaberschuldverschreibungen 2017/2022
ISIN: DE000A2GSB86 / WKN: A2GSB8
(die "Schuldverschreibungen")
Zweite Gläubigerversammlung
am 10. März 2022
in der Artegastraße 1, 33129 Delbrück
OLLMACHT UND WEISUNGEN AN DIE VON DER EMITTENTIN BENANNTEN STIMMRECHTSVERTRETER:INNEN
1. Vollmacht
Ich / Wir
Anleihegläubiger / Vollmachtgeber
Name, Vorname/Firma
Adresse
bevollmächtige/n hiermit die Stimmrechtsvertreter:innen der paragon GmbH & Co. KGaA ("Emittentin"), Daniela Gebauer und Guido Janzen, beide Mitarbeiter der Link Market Services GmbH, geschäftsansässig in München, jeweils einzeln, unter Befreiung von den Beschränkungen des § 181 BGB (Mehrfachvertretung) und mit dem Recht zur Erteilung einer Untervollmacht gleichen Umfangs unter Befreiung von den Beschränkungen des § 181 BGB, mich/uns auf der Zweiten Gläubigerversammlung der paragon GmbH & Co. KGaA am 10. März 2022 in Delbrück zu vertreten und das Stimmrecht aus meinen/unseren Schuldverschreibungen gemäß meinen/unseren nachfolgenden Weisungen (siehe Ziffer 2) auszuüben.
Ort, Datum
Unterschrift
Name in Druckbuchstaben

Vollmacht an Stimmrechtsvertreter



Procedure for 2nd creditor's meeting

English version

- Potential costs charged by the bank to be reimbursed by paragon via the participation fee of 0.25%
- Participation fee will be granted to all participating bondholders (attendance in person or authorising a proxy)

German version

- _ Mögliche Bankgebühren werden durch paragon mit der Teilnahmevergütung i.H.v. 0,25% erstattet
- Teilnahmevergütung erhält jeder der an der Versammlung teilnimmt (persönliche Teilnahme <u>oder</u> Bevollmächtigung eines Stimmrechtsvertreters)

An: paragon GmbH & Co. KGaA c/o Link Market Services GmbH "Anleihe 2017/2022 der paragon GmbH & Co. KGaA: 2. Gläubigerversammlung" Landshuter Allee 10, 80637 München Telefax: +49 89 21027-289 E-Mail: versammlung@linkmarketservices.de			
 Gläubigerversammlung der paragon GmbH & Co. KGaA am 10. März 2022 Beantragung der Gewährung der Teilnahmevergütung - 			
Stantingung att Stram ung att Tellimineter garang			
Sehr geehrte Damen und Herren,			
Hiemit bitte ich um Erstattung der in der Einberufung zur zweiten Gläubigerversammlung der paragon GmbH & Co. KGaA am 10. März 2022 ausgelobten Teilnahmevergütung in Höhe von 0,25% des ausstehenden Nennwerts der von mir angemeldeten Stück Schuldverschreibungen (ISIN: DE000A2GSB86 / WKN: A2GSB8) (die "Schuldverschreibungen"), mit denen ich an der Gläubigerversammlung teilgenommen habe bzw. teilnehmen werde, auf folgendes Konto:			
Name/Firma und Adresse des Kontoinhabers			
Name der kontoführenden Bank			
IBAN			
Mir ist bekannt, dass nur dann ein Anspruch auf Teilnahmevergütung besteht und eine Teilnahmevergütung nur gewährt wird, wenn ich tatsächlich an der o.g. Gläubigerversammlung teilgenommen habe (d.h. Bevollmächtigung des Stimmrechtsvertreters der Gesellschaft oder eines Dritten, der an der Gläubigerversammlung teilnimmt, oder persönliche Teilnahme). Ich bestätige, dass ich mit der o.g. Anzahl von Schuldverschreibungen an der Gläubigerversammlung teilgenommen habe bzw. teilnehmen werde.			
Ort, Datum Unterschrift Anleihegläubiger			



Your questions please



Thank you very much for your attention

