NOT FOR DIRECT OR INDIRECT DISTRIBUTION OR PUBLICATION IN OR INTO THE UNITED STATES OF AMERICA, AUSTRALIA, CANADA OR JAPAN OR OTHER JURISDICTIONS WHERE SUCH DISTRIBUTION OR PUBLICATION COULD BE UNLAWFUL.

Invitation to Professional or Qualified Investors holding Notes to submit offers for Branicks Bridge Notes and VIB Bridge Notes

Frankfurt am Main, 28 August 2026 – Holders of the EUR 400,000,000 2.250% Notes due 2026 (ISIN: XS2388910270 / WKN A3MP5C, the "**Notes**") issued by BRANICKS Group AG ("**Branicks**" or the "**Company**"), who are Professional or Qualified Investors (as defined below) are, subject to compliance with securities law, supervisory law and other legal requirements, invited to submit offers for the *pro rata* subscription in the issuance of the following new bearer notes (*Inhaberschuldverschreibungen*):

1. New senior secured short-term notes in a denomination of EUR 1,000 and in an aggregate principal amount of EUR 36,100,000 initially due on 31 December 2026 (the "**Branicks Bridge Notes**") against an aggregate issue price of EUR 35,000,000 to be issued by Woodpecker Finance S.à r.l. (the "**Branicks Bridge Notes Issuer**"). The Branicks Bridge Notes are being issued in two series of notes (which are not fungible) having the same terms except for the issue date and the interest commencement date. A first series of Branicks Bridge Notes has been issued on 28 August 2026 in an aggregate principal amount of EUR 13,060,000. The second series of Branicks Bridge Notes, which this invitation relates to, will be issued in an aggregate principal amount of EUR 23,040,000 (the "**Branicks Second Series Bridge Notes**").

2. New senior secured short-term notes in a denomination of EUR 1,000 and in an aggregate principal amount of EUR 61,900,000 initially due on 31 December 2026 (the "**VIB Bridge Notes**" and together with the Branicks Bridge Notes, the "**Bridge Notes**") against an aggregate issue price of EUR 60,000,000 to be issued by Woodpecker Finance II S.à r.l. (the "**VIB Bridge Notes Issuer**").

This invitation relates to the Branicks Second Series Bridge Notes and the VIB Bridge Notes. The Branicks Bridge Notes Issuer and the VIB Bridge Notes Issuer are both orphan special purpose vehicles established for these issuances. The Branicks Bridge Notes Issuer will on-lend proceeds to Branicks, and the VIB Bridge Notes Issuer will on-lend proceeds to VIB Vermögen AG ("**VIB**") in each case by way of senior secured bridge facilities structured in accordance with the requirements of the German Federal Court of Justice (*Bundesgerichtshof*) for interim bridge financing in turnaround situations (*Überbrückungskredit*).

The Bridge Notes are being issued in connection with the envisaged and already agreed comprehensive long-term restructuring solution announced by Branicks and VIB on 30 July 2026. The restructuring solution provides for a *pari passu* and *pro rata* treatment of the Notes and the promissory note loans (*Schuldscheindarlehen*) and registered notes (*Namensschuldverschreibungen*) issued by Branicks (the

"**SSD/NSV**"). Consequently, holders of Notes and SSD/NSV who are Professional or Qualified Investors (as defined below) can participate *pro rata* in the funding of the Bridge Notes. Holders of Notes who are Professional or Qualified Investors (as defined below) are hereby invited to participate in the portion of the funding which is allocated to the holders of Notes, being EUR 24,158,757.56 for the Branicks Bridge Notes and EUR 41,415,012.96 for the VIB Bridge Notes.

To secure full funding, certain creditors of Branicks provide a backstop for this invitation to submit offers and in return share a fixed backstop fee which will be capitalized and will increase the principal amount of the Branicks Bridge Notes on day one to EUR 36,100,000 and the principal amount of the VIB Bridge Notes on day one to EUR 61,900,000.

As part of the restructuring closing process, the Bridge Notes shall be rolled into long-term new money tranches. Specifically, the Branicks Bridge Notes shall be exchanged 1:1 for new long-term notes to be directly issued by Branicks in a denomination of EUR 1,000 and in an aggregate principal amount equal to the aggregate principal amount of the Branicks Bridge Notes (the "**Branicks NSSN**") and the VIB Bridge Notes shall be exchanged 1:1 for new long-term notes to be issued by the VIB Bridge Notes Issuer in a denomination of EUR 1,000 and in an aggregate principal amount equal to the aggregate principal amount of the VIB Bridge Notes (the "**VIB NSSN**" and together with the Branicks NSSN, the "**NSSN**"). Each NSSN shall rank super senior to the Notes and the promissory note loans (*Schuldscheindarlehen*) and registered notes (*Namensschuldverschreibungen*) issued by Branicks, in each case as these are amended in the restructuring.

Holders of Notes can make offers to subscribe for the portion of the funded Branicks Bridge Notes and VIB Bridge Notes allocated to the holders of Notes up to their *pro rata* amount in the Notes, i.e. in respect of each holder of Notes, the aggregate outstanding principal amount of Notes held by such holder divided by the aggregate principal amount of all Notes applied to the aggregate principal amounts of the portion of the funded Bridge Notes which is allocated to the holders of Notes, being EUR 24,158,757.56 for the Branicks Bridge Notes and EUR 41,415,012.96 for the VIB Bridge Notes, in each case, rounded down to the next integral multiple of one (1) Bridge Note (i.e., EUR 1,000), including zero. For each Bridge Note to be acquired, the relevant subscriber must pay an issue price of EUR 1,000.

Holders of Notes may only subscribe to Branicks Second Series Bridge Notes for a total consideration of at least EUR 100,000 and VIB Bridge Notes for a total consideration of at least EUR 100,000. Holders of Notes must therefore hold at least 17 Notes to acquire Bridge Notes.

With respect to any subscribers of Bridge Notes the following strip/stapling mechanism applies: First, the Bridge Notes and the NSSN are interlinked, i.e., each holder of Notes who subscribes to Bridge Notes must participate in the exchange into the respective NSSN on a 1:1 basis. Second, each subscriber of Bridge Notes must subscribe for both Branicks Bridge Notes and VIB Bridge Notes on a *pro rata* basis. There is no stand-alone participation in the Branicks Bridge Notes or the VIB Bridge Notes.

This invitation to acquire Bridge Notes is directed exclusively to persons who fall within at least one of the following categories: (i) in the European Economic Area or the United Kingdom, non U.S. persons (as defined in Regulation S under the U.S. Securities Act of 1933, as amended from time to time (the "Securities Act")) who are outside the United States of America ("United States") and acquire the Bridge Notes in an offshore transaction in reliance on Regulation S, who are not "retail investors" (as defined below) and under circumstances which do not require the production and approval of a prospectus in accordance with Regulation (EU) 2017/1129 (the "EU Prospectus Regulation") and/or the Public Offers and Admissions to Trading Regulations 2024 (as amended,

the "POATR"), or (ii) qualified institutional buyers as defined in Rule 144A under the Securities Act, or (iii) institutional "accredited investors" within the meaning of subparagraph (1), (2), (3) or (7) of Rule 501(a) of Regulation D under the Securities Act (the persons referred to under (i), (ii) and (iii), collectively, "Professional or Qualified Investors" and each a "Professional or Qualified Investor"). A "retail investor" is defined as a person who is one or more of (x) in the European Economic Area, (A) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, "MiFID II"); or (B) a customer within the meaning of Directive (EU) 2016/97 (as amended, the "Insurance Distribution Directive"), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (C) not a qualified investor as defined in the EU Prospectus Regulation; or (y) in the United Kingdom, a person who is one or more of (A) not a professional client, as defined in point (8) of Article 2(1) of Regulation (EU) No 600/2014 as it forms part of UK domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the "EUWA"); or (B) not a qualified investor as defined in paragraph 15 of Schedule 1 to the POATR.

No public offering of the Bridge Notes to the public is made. No prospectus or key information document will be prepared in connection with the invitation to acquire the Bridge Notes.

The Bridge Notes have not been and will not be registered under the Securities Act, and may not be offered or sold in the United States, unless registered under the Securities Act or unless an exemption from the registration requirements set forth in the Securities Act applies to them. No public offering of the securities will be made in the United States and the Company does not intend to make any such registration under the Securities Act.

Holders of Notes who are Professional or Qualified Investors are hereby invited to make an offer to subscribe for Bridge Notes. Such holders of Notes who wish to subscribe for Bridge Notes must submit an offer to the Branicks Bridge Notes Issuer and the VIB Bridge Notes Issuer to subscribe for Branicks Bridge Notes and VIB Bridge Notes, respectively, on the basis of subscription agreements which will be provided upon request (the "**Subscription Agreements**").

According to the Subscription Agreements, holders of Notes who wish to make an offer must provide certain evidence regarding their holding of Notes, their authorization to act, their identity (so-called Know Your Customer documents), their status as a Professional or Qualified Investor, their securities account details and the compliance with securities law, supervisory law and other legal requirements and must commit to comply with certain transfer restrictions.

The period for submitting offers expires on 4 September 2026 (24:00 CEST) (the "Cut-Off Date").

Interested holders of Notes who wish to make an offer must submit a valid offer to the Branicks Bridge Notes Issuer and the VIB Bridge Notes Issuer on the basis of Subscription Agreements (signed by them) before the Cut-Off Date. The period for the acceptance of offers by the Branicks Bridge Notes Issuer and the VIB Bridge Notes Issuer expires on **8 September 2026 (24:00 CEST)**.

To be able to submit an offer in due time, interested holders of Notes who are Professional or Qualified Investors are requested to contact Kroll Issuer Services Limited (the "**Information Agent**") acting on behalf of the Company via the following website: https://deals.is.kroll.com/branicks.

The subscription process essentially involves the following steps:

1. Interested holders of Notes should indicate their interest to submit offers by completing an online form at the above website as soon as possible, providing the required evidence regarding investor status and indicating their holdings of Notes.

2. Upon initial review of proof of ownership and identity of the relevant holders of Notes, the corresponding subscription documents (including the Subscription Agreements and any Know Your Customer forms (if any of such will be requested from the holder of Notes)) (the "**Subscription Documents**") will be provided by the Information Agent on behalf of the Branicks Bridge Notes Issuer and the VIB Bridge Notes Issuer to the respective holders of Notes meeting the criteria set out herein and the holder of Notes will be invited to submit formal binding offers. The submission process will include completion of a smart form (the link to which will be communicated to initially accepted holders) which will form the Subscription Documents.

3. Submission of a binding offer (binding commitment) that is binding until 8 September 2026 (24:00 CEST) by the respective holders of Notes by delivering legally effectively executed Subscription Agreements to the Company via completion of the smart forms under https://deals.is.kroll.com/branicks on or before 4 September 2026 (24:00 CEST; deadline).

4. As part of the Subscription Documents submission online, proof of ownership of the relevant Notes via a depositary bank statement to be delivered on or before 4 September 2026 (24:00 CEST) with 1 September 2026 as the cut-off date by the respective holders of the Notes.

5. The Branicks Bridge Notes Issuer and the VIB Bridge Notes Issuer will review all offers received and will accept eligible offers by 8 September 2026 by countersigning and returning the relevant Subscription Agreements via the Information Agent.

6. The settlement of the acquisition of the Bridge Notes will be carried out through Baader Bank Aktiengesellschaft (the "**Settlement Bank**"). Under the Subscription Agreements, holders of Notes who have validly subscribed Bridge Notes must transfer the corresponding aggregate issue price against transfer of the Bridge Notes to the respective holder by way of book-entry transfer to the relevant securities account of such holder (*DvP settlement; payment against delivery*).

Further details and the exact procedure are set out in the Subscription Agreements. Furthermore, details regarding the required proofs of holding of the Notes, representation proofs, proofs of investor status and customer identification (KYC documents - generally: articles of association/bylaws, commercial register extract, evidence of the signing persons' authority to represent), if any such is requested, should, as needed, be coordinated with the Information Agent and the Company as early as possible – also before the acceptance of the offer by the Branicks Bridge Notes Issuer and the VIB Bridge Notes Issuer – in order to ensure that the above-mentioned schedule can be adhered to.

The proposed schedule and sequence of events may be subject to adjustments, which the Company, VIB and the Branicks Bridge Notes Issuer and the VIB Bridge Notes Issuer will determine with the Settlement Bank.