



**Notice to the holders of the
Encavis Finance B.V. (the “Issuer”)
EUR 250 million Perpetual Subordinated Bonds
with Time Limited Conversion Rights (the “Bonds”)
(ISIN: DE000A3MQE86 und DE000A409617) in accordance with § 15 of the Terms and
Conditions**

Capitalised terms not otherwise defined in this notice shall have the meaning given to them in the terms and conditions of the Bonds (the Terms and Conditions).

Pursuant to the Terms and Conditions, notice is hereby given to the Bondholders that upon expiry of the acceptance period pursuant to § 16(1) WpÜG, Elbe BidCo AG, Wiesenhüttenstraße 11, 60329 Frankfurt am Main, Germany, announced today pursuant to section 23 (1) sentence 1 no.2 German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz, WpÜG*) that the minimum acceptance threshold for its voluntary public take-over offer to acquire all no-par value bearer shares in ENCAVIS AG in return for payment of cash consideration of EUR 17.50 per share in ENCAVIS AG has been reached and all other offer conditions to be satisfied by the end of the Initial Acceptance Period have been satisfied. Thus, an Acceptance Event as defined in § 13 (d) of the Terms and Conditions has occurred. The mandatory announcement and other information on the Take-over Bid are available here: www.elbe-offer.com.

The Issuer herewith gives notice pursuant to § 13 (b) (ii) (D) of the Terms and Conditions that an Acceptance Event has occurred today, 4 June 2024, and that the Acceptance Record Date is 4 June 2024. Accordingly, any Conditional Conversion Notice will become unconditional by the end of 4 June 2024 in accordance with § 13 (b) (ii) (C) of the Terms and Conditions and the Conversion Date in accordance with § 10 (iv) (C) is 5 June 2024.

The Calculation Agent has determined the Conversion Price, adjusted in accordance with § 13 (c) of the Terms and Conditions, as EUR 18.1989.

The transfer of the Settlement Shares to Bondholders that have validly exercised Conversion Rights by giving a Conditional Conversion Notice is scheduled for 10 June 2024.

4 June 2024

The Management Board

Encavis Finance B.V.
Member of the Encavis Group

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