

*Convenience Translation (only German version is binding)*

**GROPYUS AG**

**with its registered office in Vienna  
FN 518446 x**

Announcement of a subscription opportunity  
pursuant to § 153 (2) of the Austrian Stock Corporation Act

The General Meeting of GROPYUS AG, FN 518446 x, with its registered office in Vienna, passed a resolution on 12 December 2022 to increase the company's share capital by up to EUR 20,503 by issuing up to 20,503 new registered no-par-value shares against cash contributions, while maintaining the shareholders' statutory subscription rights.

The new shares will be issued at a nominal value of EUR 1 per share and a contractual premium of EUR 2,893.37 per share, i.e. at a total issue price of EUR 2,894.37 per share. The total issue amount is to be paid in full in cash into an account of the Company.

The new no-par value shares are entitled to participate in profits from the beginning of the 2022 financial year.

The shares are to be classified as "Series B Preferred Shares" on the basis of contractual agreements to be concluded between the shareholders. As all shareholders are known by name, the Executive Board has informed the existing shareholders in text form about the contractual characteristics of the "Series B Preferred Shares" and the other provisions of the Series B financing round. Upon request, the Executive Board of GROPYUS AG will provide further information to existing shareholders.

Existing shareholders have subscription rights calculated on the basis of the maximum amount of the capital increase; i.e. each shareholder is entitled to subscribe for a portion of the 20,503 new shares corresponding to his share in the existing share capital.

We invite our existing shareholders to exercise their statutory subscription right to new shares by Wednesday, 28 December 2022 (date of latest receipt) by submitting a subscription declaration to the Company, otherwise such subscription rights will be excluded. In terms of the subscription declaration, a notification shall suffice, which must be received by the company (attn. Executive Board) in text form by mail or by messenger, or by e-mail to Dr. Michael Menz, michael@gropyus.com with a copy to the company's legal representative Dr. Thomas Kulnigg (Schönherr Rechtsanwälte GmbH), t.kulnigg@schoenherr.eu. The subscription declaration shall request the conclusion of a subscription agreement in accordance with the terms and conditions published herewith.

The subscription of the new shares and the payment of the issue price must be made by 13 January 2023 (value date). The payment must be made to a bank account of the company, which will be announced by the company after transmission of the subscription declaration.

Shares which are not acquired by existing shareholders through the exercise of their subscription rights may be issued to investors (including existing shareholders).

This invitation to subscribe is not a public offer for new shares of the Company. It is addressed exclusively to holders of already issued shares as beneficiaries.