

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 section 153 (2) of the Austrian Stock Corporation Act

The Executive Board of GROPYUS AG, FN 518446 x, with its registered office in Vienna, has resolved on the increase of the share capital of the Company by up to EUR 32,822 by issuing up to 32,822 new registered no-par value shares against cash contributions on 23 November 2022. Such resolution is based on the authorization pursuant to section 169 of the Austrian Stock Corporation Act (item 4.6 of the Articles of Association) which was granted to the Executive Board by the Annual General Meeting on 22 December 2020 and entered in the Commercial Register of the Commercial Court of Vienna on 23 February 2021. The shareholders' statutory subscription rights are maintained. The resolution was subject to the approval of the Supervisory Board and the Supervisory Board approved the resolution of the Executive Board immediately thereafter by circular resolution dated 23 November 2022.

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

The shares shall 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 32,822 new shares corresponding to his or her share in the existing share capital.

We invite our existing shareholders to exercise their statutory subscription rights relating to the new shares by Saturday, 10 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 suffices, 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 16 December 2022 (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. It is not a public offer within the meaning of Section 1 (1) of the Austrian Capital Market Act (KMG) or an offer subject to a prospectus within the meaning of section 2 (1) of the KMG.