



Ad-hoc-Mitteilung nach Art. 17 Marktmissbrauchsverordnung

MARNA Beteiligungen AG plans takeover of H2 Core Systems GmbH as part of a capital increase in kind and parallel cash capital increase

MARNA Beteiligungen AG (ISIN DE000A0H1GY2), domiciled in Heidelberg, ("Company" or "MARNA") was informed today that Technology Center Holding GmbH ("TCH"), has acquired 452,000 shares in MARNA Beteiligungen AG from Deutsche Balaton AG, corresponding to a shareholding of approximately 30.01%. This leads to the obligation to submit a mandatory offer to the shareholders of MARNA Beteiligungen AG in accordance with the German Securities Acquisition and Takeover Act (WpÜG). For the minimum consideration to be offered in the context of such a mandatory offer, so-called pre-acquisitions - such as the purchase price per share for the company shares acquired from Deutsche Balaton AG - must also be considered. A purchase price of EUR 3.00 per Marna share was agreed as the purchase price for the shares in the company sold by Deutsche Balaton to Technology Center Holding GmbH.

The acquisition of the shares in MARNA by TCH is against the background of the contribution of H2 Core Systems GmbH ("H2Core") by its shareholders: TCH, World Wide Green Holding GmbH, Blugreen Company Limited and Enapter AG to MARNA by way of a non-cash capital increase.

H2Core is a green hydrogen system integrator that specialises exclusively in solutions for the production, storage and use of green hydrogen. H2Core develops, manufactures and maintains modularly configurable electrolysis systems that can be expanded and scaled at any time and extends these with fuel cells, storage and compressor solutions including installation, commissioning and maintenance as well as accompanying engineering services. H2Core is a spin-off of the TC Hydraulik Group, a family-owned company that has been successful for over 35 years and specialises in the manufacture and servicing of fluid systems for the oil and gas industry. H2Core uses its expertise in fluid systems to develop integrated, flexible and intelligent solutions for the fast-growing green hydrogen economy.

As part of the planned contribution of H2 Core Systems GmbH, MARNA Beteiligungen AG intends to carry out an accompanying cash capital increase with subscription rights for existing shareholders in the amount of around EUR 4 million to issue new shares at a price of EUR 3.60 per new share.

It is currently expected that H2Core will be contributed on a valuation basis of around EUR 40 million by issuing new non-cash contribution shares at an expected price of around EUR 4.00 per share. A valuation report is currently being prepared for this purpose.

The overall transaction, consisting of a non-cash and cash capital increase, requires a resolution by the Annual General Meeting of MARNA Beteiligungen AG, which is planned for January 2024. The implementation of the planned transaction is still subject to various conditions to be fulfilled.

The Management Board

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ISIN: DE000A0H1GY2 WKN: AOH1GY Börsen: Regulierter Markt in Hamburg