

**IMPORTANT: You must read the following important notice before continuing.** The following important notice applies to the attached invitation to bondholder meeting (the “**Invitation to Bondholder Meeting**”), whether received by e-mail or otherwise received as a result of an electronic communication and you are therefore advised to read this important notice carefully before reading, accessing or making any other use of the Invitation to Bondholder Meeting. In accessing the Invitation to Bondholder Meeting, you agree to be bound by the following terms, including any modifications to them from time to time, each time you receive any information from the Issuer (as defined below) as a result of such access.

**THE INVITATION TO BONDHOLDER MEETING MAY NOT BE FORWARDED OR DISTRIBUTED TO ANY U.S. PERSON (AS DEFINED BELOW) THAT IS NOT A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A OF THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT") OR AN ACCREDITED INVESTOR AS DEFINED IN RULE 501(A) UNDER THE SECURITIES ACT OR OTHER PERSON AND MAY NOT BE REPRODUCED IN WHOLE OR IN PART IN ANY MANNER WHATSOEVER. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THE INVITATION TO BONDHOLDER MEETING IN WHOLE OR IN PART IS UNAUTHORIZED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF THE SECURITIES ACT OR THE APPLICABLE LAWS OF OTHER JURISDICTIONS.**

**NOTHING IN THIS ELECTRONIC TRANSMISSION CONSTITUTES AN OFFER, OR THE SOLICITATION OF AN OFFER OF ANY SECURITIES WITH OR FROM ANY PERSON IN THE UNITED STATES OR ANY OTHER JURISDICTION TO WHOM OR IN WHICH SUCH OFFER OR SOLICITATION IS UNLAWFUL. THE BONDS (AS DEFINED IN THE INVITATION TO BONDHOLDER MEETING) HAVE NOT BEEN, AND WILL NOT BE, REGISTERED UNDER THE SECURITIES ACT, OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OR OTHER JURISDICTION, AND MAY NOT BE OFFERED OR SOLD, DIRECTLY OR INDIRECTLY, WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED WITHIN REGULATIONS OF THE SECURITIES ACT, A “U.S. PERSON”) EXCEPT PURSUANT TO AN EXEMPTION FROM, OR IN A TRANSACTION NOT SUBJECT TO, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE OR LOCAL SECURITIES LAWS.**

The Invitation to Bondholder Meeting has not been filed with, or reviewed by, any national or local securities commission or regulatory authority of any jurisdiction, nor has any such commission or authority passed upon the accuracy or adequacy of the Invitation to Bondholder Meeting. Any representation to the contrary may be unlawful and a criminal offence.

**The materials relating to the Invitation to Bondholder Meeting do not constitute, and may not be used in connection with, an offer of, an offer to purchase or the solicitation of an offer to purchase or sell, any securities in any jurisdiction. The distribution of the Invitation to Bondholder Meeting in certain jurisdictions may be restricted by law, and persons into whose possession the Invitation to Bondholder Meeting comes are requested to inform themselves about, and to observe, any such restrictions.**

**MBT Systems GmbH**, An der Baumschule 6-8, 09337 Hohenstein-Ernstthal, Germany (the **Issuer**) and **Meyer Burger Technology AG**, Schorenstrasse 39, 3645 Gwatt (Thun), Switzerland (the **Guarantor**)

Notice to the holders (the **Bondholders**) of the **EUR 216,300,000 Green Guaranteed Senior Unsecured Convertible Bonds due 2029** (ISIN: CH1239464675) (the **Bonds**)

Capitalized terms used but not defined in this invitation have the meaning ascribed to such terms in the Terms of the Bonds (as defined below).

## **INVITATION TO BONDHOLDER MEETING**

### **I. BACKGROUND AND RATIONALE**

The Meyer Burger group is preparing a corporate restructuring, including a restructuring of the Bonds.

In preparation of the restructuring, the Issuer is calling a bondholder meeting in accordance with condition 18 of the Terms of the Bonds (the **Bondholder Meeting**) and proposes to the Bondholders to (i) postpone the interest payment that became due on 17 November 2024 to 25 February 2025 and (ii) reduce the notice period for bondholder meetings to five (5) days. The detailed, binding terms are set out below in the Resolution.

### **II. NOTICE OF MEETING**

In accordance with condition 18 of the Terms of the Bonds, notice is hereby given to the Bondholders of the Bondholder Meeting to be held on:

**February 10, 2025, at 18.00 CET,**

**at the offices of Homburger AG, Prime Tower, Hardstrasse 201, CH-8005 Zurich, Switzerland**

with the following Agenda:

1. Constitution of the Bondholder Meeting
2. Vote on the Resolution
3. Closing of the Bondholder Meeting

### **III. TERMS OF THE RESOLUTION**

It is proposed that the Bondholder Meeting resolves as follows (the **Resolution**):

1. The Interest Amount Payment Date of 17 November 2024 in respect to the Interest Period from 17 May 2024 (excluding) to 17 November 2024 (including) is postponed from 17 November 2024 to 25 February 2025. Condition 22.44 of the Terms of the Bonds is amended accordingly. The non-payment of the Interest Amount on 17 November 2024 does not constitute an Event of Default.
2. The notice period for convening a Holders' Meeting is reduced from twenty (20) days to five (5) days. Condition 18d) is amended accordingly.

### **IV. VOTING RIGHTS**

Each Bond with a principal amount of EUR 100,000 will give the holder thereof the right to one vote.

## V. REQUIRED MAJORITY

A majority of at least 66% of the aggregate principal amount of all Bonds outstanding is required to attend the meeting. Of the Bonds participating in the Bondholder Meeting, at least 66% have to vote in favour for the Resolution to pass.

Bonds owned by the Issuer, the Guarantor or an affiliate are not entitled to participate in the Bondholder Meeting. The Issuer, the Guarantor and their affiliates do not hold any Bonds.

## VI. AMENDMENTS, CANCELATION AND POSTPONEMENTS

The Issuer reserves the right to amend or withdraw its proposal for a Resolution and to cancel or postpone the Bondholder Meeting.

## VII. PARTICIPATION AT THE MEETING

### 1) Submission of Votes

In order to submit a vote for the meeting without taking part in person, a Bondholder can deliver a signed Blocking Certificate (as defined below), which may be in the form of a pdf scan, and a signed Proxy Form (as defined below), which may be in the form of a pdf scan, to André Weber, who will be acting as voting representative (or instruct a representative to act as voting representative), at Bahnhofstrasse 10, 8001 Zurich, Switzerland or by e-mail to [desk@weber-legal.ch](mailto:desk@weber-legal.ch), by no later than 16.00 CET on February 9, 2025.

### 2) Personal Participation

Only the Bondholders or their representatives are authorized to participate at the Bondholder Meeting. Bondholders can be represented at the Bondholder Meeting by a duly authorized third person evidenced by a signed Proxy Form, which may be in the form of a pdf scan. Bondholders or their representatives who wish to participate at the Bondholder Meeting must provide a signed Blocking Certificate which may be in the form of a pdf scan. Each Bondholder or its representative wishing to take part in the Bondholder Meeting in person must also show a valid legal identification document (passport or identification card) for identification purposes. If the Bondholder or representative is a partnership or a corporation, the person acting for such company or partnership must show a valid legal identification document (passport or identification card) for identification purposes and proof of its authority to represent the company or partnership at the Bondholder Meeting by way of an excerpt from the commercial register (or equivalent) or a decision of the competent body of the company or partnership.

### 3) Definitions

**Blocking Certificate** means a certificate by a Bondholder's depository bank that is dated no later than two days prior to the date of the Bondholder Meeting confirming that the Bonds are deposited in a securities account (*Effektenkonto*) with that bank and will remain so deposited and blocked for the account of the Bondholder up to and including the day of the Bondholder Meeting.

**Proxy Form** means a power of attorney by the Bondholder to the independent representative mentioned in section VII.1 above or another representative appointed to take part at the Bondholders Meeting in accordance with section VII.2 above.

A form of the Blocking Certificate and a form of the Proxy Form are attached as **Annex 1** and **Annex 2** to this invitation and are also available at <https://www.meyerburger.com/en/investor-relations/debt-investors>.

## VIII. FURTHER INFORMATION

In case of any questions in connection with the Bondholder Meeting please contact the Guarantor at:

### **Meyer Burger Technology AG**

Attn. Alexandre Müller  
Investor Relations  
M. +41 43 268 3231  
[alexandre.mueller@meyerburger.com](mailto:alexandre.mueller@meyerburger.com)

Thun, January 20, 2025

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## **Annex 1: Form of Blocking Certificate**

**Blocking Certificate**

We hereby confirm that

..... (Number of Bonds)

..... (Total Amount)

of the **EUR 216,300,000 Green Guaranteed Senior Unsecured Convertible Bonds due 2029** (hereinafter: "**Bonds**") (ISIN: CH1239464675) issued by MBT Systems GmbH, An der Baumschule 6-8, 09337 Hohenstein-Ernstthal, Germany (hereinafter: "**Company**") and guaranteed by Meyer Burger Technology AG, Schorenstrasse 39, 3645 Gwatt (Thun), Switzerland

are deposited in a securities account (*Effektenkonto*) with us and will remain so deposited and **blocked** in the name and **for the account** of

..... (Name)

..... (Address)

.....

.....

up to and including the day of the **Bondholder Meeting** to be held on **February 10, 2025, 18.00 (Zurich time), at the offices of Homburger AG, Zurich, Switzerland**. We also confirm that we did not issue any other blocking certificate for the bonds set out above.

Name of bank: .....

.....  
(Place and date)<sup>1</sup>

.....  
(Signature(s))

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<sup>1</sup> To be dated no later than two days prior to the date of the Bondholder Meeting, i.e., February 8, 2025.

## **Annex 2: Form of Proxy Form**

**PROXY**

I / we	Name	.....
	Address	.....
		.....
		.....

am / are the holder(s) (hereinafter: "**Bondholder**") of

..... (Number of Bonds)

of the **EUR 216,300,000 Green Guaranteed Senior Unsecured Convertible Bonds due 2029** (hereinafter: "**Bonds**") (ISIN: CH1239464675) issued by MBT Systems GmbH, An der Baumschule 6-8, 09337 Hohenstein-Ernstthal, Germany (hereinafter: "**Company**") and guaranteed by Meyer Burger Technology AG, Schorenstrasse 39, 3645 Gwatt (Thun), Switzerland,

and hereby authorize(s)<sup>n</sup>



André Weber  
Bahnhofstrasse 10  
8001 Zurich  
Switzerland  
or any representative appointed by André Weber



Name	.....
Address	.....
	.....
	.....

\*) (please check the appropriate box)



to represent me / us at the **Bondholder Meeting** to be held on **February 10, 2025, 18.00 (Zurich time)**, at the offices of **Homburger AG, Zurich, Switzerland** (hereinafter: "**Bondholder Meeting**") to vote on the Resolution set out in the Annex hereto as follows:

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**Resolution:**<sup>\*)</sup>                                                                    
   Yes                      No                      Abstaining

\*) (please check the appropriate box)

If no instructions are given, the authorized representative will abstain from voting.

The authorized representative may authorize a substitute to vote on behalf of the Bondholder at the Bondholder Meeting.

This Proxy, together with the Blocking Certificate dated not later than February 8, 2025 and duly signed by the depositary bank which confirms that the Bonds are (i) deposited in a securities account (*Effektenkonto*) with that bank and (ii) will remain so deposited and blocked for the account of the Bondholder up to and including the day of the Bondholder Meeting, shall be:

- delivered to the authorized representative not later than February 9, 16.00 (Zurich time)

at:     André Weber  
         Bahnhofstrasse 10  
         8001 Zurich  
         Switzerland;

or by email to:     [desk@weber-legal.ch](mailto:desk@weber-legal.ch); or

- **presented by a different representative appointed by the Bondholder at the Bondholder Meeting.**

.....  
(Place/Date)

.....  
(Signature)

## **Annex – Resolution**

It is proposed that the Bondholder Meeting resolves as follows (the **Resolution**):

1. The Interest Amount Payment Date of 17 November 2024 in respect to the Interest Period from 17 May 2024 (excluding) to 17 November 2024 (including) is postponed from 17 November 2024 to 25 February 2025. Condition 22.44 of the Terms of the Bonds is amended accordingly. The non-payment of the Interest Amount on 17 November 2024 does not constitute an Event of Default.
2. The notice period for convening a Holders' Meeting is reduced from twenty (20) days to five (5) days. Condition 18d) is amended accordingly.