

Denna kallelse till obligationsinnehavarna är endast utformad på engelska.

Frankfurt am Main, 13 May 2024

To the bondholders in:

ISIN: NO0012713520 – Booster Precision Components GmbH up to EUR 60,000,000 Senior Secured Callable Floating Rate Bonds 2022/2026

NOTICE OF WRITTEN PROCEDURE

This notice has been sent via VPS (Norway) to persons registered in the Securities Account with VPS (Norway) as holders of Bonds. If you are a custodian or otherwise are holding Bonds on behalf of someone else, please forward this notice to the holder you represent at your earliest convenience.

Key information:

Record Date for being eligible to vote:	16 May 2024
Deadline for voting:	15:00 (CEST) 28 May 2024
Quorum requirement:	At least 20 per cent. of the Adjusted Nominal Amount
Majority requirement:	At least sixty-six and two thirds (66 2/3) per cent of the Adjusted Nominal Amount

Nordic Trustee & Agency AB (publ) acts as agent (the "**Agent**") for the holders of the bonds (the "**Bondholders**") in the above mentioned bonds with ISIN NO0012713520 (the "**Bonds**") issued by Booster Precision Components GmbH (the "**Issuer**" and together with its direct and indirect subsidiaries, the "**Group**"). In its capacity as Agent, and as requested by the Issuer, the Agent hereby initiates a procedure in writing, whereby Bondholders can vote for or against the Issuer's requests.

All capitalised terms used herein and not otherwise defined in this notice (the "**Notice**") shall have the meanings assigned to them in the terms and conditions of the Bonds (the "**Terms and Conditions**").

Bondholders participate by completing and sending the voting form, attached hereto as Schedule 1 (the "**Voting Form**").

The Agent must receive the Voting Form no later than 15:00 (CEST) on 28 May 2024 either by mail, courier or email to the Agent using the contact details set out in Clause 6.6 (*Address for sending replies*) below. Votes received thereafter may be disregarded.

To be eligible to participate in the Written Procedure, a person must meet the criteria for being a Bondholder on 16 May 2024 (the "**Record Date**").

***Disclaimer:** The Requests (as defined below) are presented to the Bondholders without any evaluation, advice or recommendations from the Agent whatsoever. The Agent has not reviewed or assessed this Notice or the Requests (and its effects, should it be adopted) from a legal or commercial perspective of the Bondholders and the Agent expressly disclaims any liability whatsoever related to the content of this Notice and the Requests (and its effects, should it be adopted). The Agent may assume that documentation and other evidence delivered to it pursuant to the Requests is accurate, correct and complete unless it has actual knowledge that this is not the case, and the Agent does not have to verify the contents of any such documentation. The Bondholders are recommended to seek legal advice in order to independently evaluate whether the Requests (and its effects) is acceptable or not.*

1. **Background**

Since the Bonds were initially issued in November 2022, the Issuer's business has grown significantly in a rapid pace. During the period 2022 to 2023, the Group's consolidated revenues increased from EUR 156m to EUR 184m with a solid EBITDA development from EUR 19.5m to EUR 21.3m during the same reference period. Alongside the Group's financial development, the Issuer has also been able to compensate for rising prices for supplies and commodities by implementing improvements in cost controls and productivity, paving the way for a larger gross profit and an increase in EBITDA on an absolute basis. Effectively, this has placed the Issuer in a position to reap the benefits from its foundational business in the turbocharger industry while simultaneously placing its mark in relevant end-markets such as e-mobility and fuel cells. To facilitate the continuance of the Group's strong development and continue to serve current as well as new business, the Issuer is now looking into optimizing its capital structure.

In addition to the Bonds, the Issuer has also incurred debt under a EUR 15,000,000 subordinated loan pursuant to a PIK facility agreement dated 3 December 2022 entered into between, amongst others, the Issuer as borrower, Eurazeo Investment Manager as arranger and agent and certain financial institutions listed therein as original lenders (the "**Subordinated Debt**"). As part of the Group's strategic overview and to optimize its capital structure, the Issuer is considering to limit its material external financing aim to the Bonds by way of issuing subsequent senior secured floating rate bonds in an amount of EUR 18,000,000 under the Terms and Conditions for the purpose of, amongst other things, refinance the Subordinated Debt in full (including payment of any break costs, redemption premiums and accrued but unpaid interest) (the "**Subsequent Bonds**") (the "**Subsequent Bond Issue**"). Effectively and following the repayment of the Subordinated Debt, the Bonds would constitute the the Issuer's main financial debt.

Pursuant to clause 13.2 (*Restricted Payments*) under the Terms and Conditions, the Issuer is prohibited to repay any subordinated loans (including the Subordinated Debt) or pay capitalised or accrued interest thereunder. As such, the aforementioned components of the contemplated transaction structure would be in breach of the Terms and Conditions. The Issuer is therefore seeking the Bondholders' consent for repaying the Subordinated Debt with the proceeds from the Subsequent Bond Issue and that such consent shall be conditional upon the successful placement of the Subsequent Bonds (the "**Request**").

The Group's proforma net debt level including the subordinated loan would remain at 2.6x with (as of LTM Q1 2024) a headroom of 1.15x EBITDA to the current Maintenance Test whereas the overall interest burden also would decrease by the differential of EURIBOR +13% PIK interest under the Subordinated Debt to the Bonds' EURIBOR +9%. Although the Issuer anticipates cash interest to increase with EUR 2.3m per annum as a result of the Subsequent Bond Issue, the Group's cash flow generation will be sufficient to cover such increase, and, alongside a low replacement capital expenditure of less than 1% of the Group's revenue as a consequence of the well-invested machine park, the Issuer is able to be flexible and adjust and manage its cash flow profile. Collectively and in the assessment of the Issuer, the Subsequent Bond Issue and using its proceeds to repay the Subordinated Debt would enhance the Group's capital structure, reduce refinancing risk towards the end of the bond tenure and in turn enable the advance of its business and operations.

2. Requests for making certain Restricted Payments as part of the strategic review

Considering the background and rationales set out under section 1 (*Background*) above, the Issuer hereby kindly requests the Bondholders to consent to the request pursuant to the Request.

If the Request is approved in the written procedure, the Bondholders give the Agent the power to enter into all agreements and take all actions that the Agent deems necessary in order to implement the Request (including, but not limited to, any technical and/or administrative changes needed to the Terms and Conditions for the purpose of repaying the Subordinated Debt in accordance with the Request).

3. Consent

We kindly ask the Bondholders to confirm that the Bondholders agree to the Request so that the Group may carry out the relevant transactions described herein.

4. Consent Fee

Subject to satisfaction of the conditions set forth in Clause 5 (*Fee Conditions*), the Issuer will pay a consent fee (the "**Consent Fee**") to all Bondholders if the Request is approved under the Written Procedure. The Consent Fee, which will be an amount equal to 1.00 per cent. of the Nominal Amount of each Bond, shall be calculated based on the aggregate principal amount held by the relevant Bondholder on the record date for Bondholders to be eligible to receive the Consent Fee (the "**Consent Fee Record Date**"). The Consent Fee Record Date will occur on 28 May 2024. Please note that this means that a Bondholder that has voted in the Written Procedure but is not registered in the debt register as a direct registered owner or authorised nominee with respect to one or several Bonds on the Consent Fee Record Date will not be entitled to the Consent Fee.

The Agent does not administer the Consent Fee and is not involved in or in any way responsible for the Consent Fee.

Any payment of the Consent Fee will be effected to Bondholders through the CSD.

The expected settlement date for payment of the Consent Fee is 12 June 2024. Payments are expected to be made without withholding or deduction for any applicable

taxes and each Bondholder must make its own determination as to whether or not it is required to pay tax on any amounts it receives in connection with the Request.

5. Fee Conditions

Payment of the Consent Fee as stated in Clause 4 (*Consent Fee*) is conditional upon the quorum and majority requirements being satisfied such that the Request is approved in the Written Procedure.

6. Written Procedure

The following instructions need to be adhered to under the Written Procedure.

6.1 Final date to participate in the Written Procedure

The Agent must have received the votes by mail, courier or email to the address indicated below no later than 15:00 (CEST), 28 May 2024. Votes received thereafter may be disregarded.

6.2 Decision procedure

The Agent will determine if received replies are eligible to participate under the Written Procedure as valid votes.

When a requisite majority of consents of the total Adjusted Nominal Amount have been received by the Agent, the Request shall be deemed to be accepted, even if the time period for replies in the Written Procedure has not yet expired.

Information about the decision taken under the Written Procedure will: i) be sent by notice to the Bondholders and ii) be published on the websites of a) the Issuer and b) the Agent.

A matter decided under the Written Procedure will be binding for all Bondholders, irrespective of them responding in the Written Procedure. The Issuer and Agent shall, in order to implement and effectuate the amendments, enter into amended and restated Terms and Conditions.

6.3 Voting rights and authorisation

Anyone who wishes to participate in the Written Procedure must on the Record Date (16 May 2024) in the debt register:

- (a) be registered as a direct registered owner of a Securities Account;
- (b) be registered as authorised nominee in a Securities Account, with respect to one or several Bonds; or
- (c) be a beneficial owner of a Bond with proof of ownership of the Bonds acceptable to the Agent.

6.4 Quorum

To approve the Request, Bondholders representing at least 20 per cent of the Adjusted Nominal Amount must reply to the request under the Written Procedure in order to form a quorum.

If a quorum does not exist, the Agent shall initiate a second Written Procedure, provided that the relevant proposal has not been withdrawn by the Issuer. No quorum requirement will apply to such second Written Procedure.

6.5 Majority

At least sixty-six and two thirds (66 2/3) per cent of the Adjusted Nominal Amount for which Bondholders reply under the Written Procedure must consent to the Request.

6.6 Address for sending replies

Return the Voting Form, Schedule 1 by regular mail, scanned copy by e-mail, or by courier to:

By regular mail:

Nordic Trustee & Agency AB (publ)
P.O. Box 7329
S-103 90 Stockholm

By courier:

Nordic Trustee & Agency AB
Norrandsgatan 23
111 43 Stockholm

By email:

E-mail: voting.sweden@nordictrustee.com

7. FURTHER INFORMATION

For further questions to the Issuer, regarding the request, please contact the Issuer at:

Dr. Ralph Wagner (Managing Director and Chief Financial Officer)
E-mail: ralph.wagner@booster-precision.com
Phone number: +49 (172) 8487937

For further questions to the Agent, regarding the administration of the Written Procedure, please contact the Agent at voting.sweden@nordictrustee.com or +46 8 783 79 00.

Frankfurt am Main, 13 May 2024

NORDIC TRUSTEE & AGENCY AB (PUBL)

As Agent

Enclosed:

Schedule 1	Voting Form
-------------------	-------------

VOTING FORM

Schedule 1

For the procedure in writing in Booster Precision Components GmbH up to EUR 60,000,000 Senior Secured Callable Floating Rate Bonds, ISIN NO0012713520.

The undersigned Bondholder or authorised person/entity votes either **For** or **Against** the Request by marking the applicable box below.

For the Request

Against the Request

ISIN NO0012713520	Amount of bonds owned
Custodian Name	Account number at Custodian
Company	Day time telephone number
	E-mail

Enclosed to this form is the complete printout from our custodian/VPS, verifying our bondholding in the bond issue as of 16 May 2024, together with a duly executed power of attorney or other proof of authorisation or proof of holding.¹

We acknowledge that Nordic Trustee & Agency AB (publ) in relation to the Written Procedure for verification purpose may obtain information regarding our holding of Bonds on the above stated account in the securities register VPS.

Place, date

Authorized signature

Return:

Nordic Trustee & Agency AB (publ)

PO Box 7239

10390 STOCKHOLM

Telephone: +46 8 783 79 00

E-mail: voting.sweden@nordictrustee.com

¹ If the Bonds are held in custody other than in the VPS, power of attorney or other proof of authorization or proof of holding from the custodian confirming that (i) you are the owner of the Bonds, (ii) in which account number the Bonds are held, and (iii) the amount of Bonds owned.