

Manz AG Reutlingen

Short-form audit report
Annual financial statements and management report
31 December 2022

Translation from the German language

Ernst & Young GmbH
Wirtschaftsprüfungsgesellschaft



Translation from the German language

Table of contents

Auditor's report

Financial reporting

Attached as a file to the auditor's report: ESEF documents

Engagement Terms, Liability and Conditions of Use

General Engagement Terms

Note:

We have issued the auditor's report presented below in compliance with legal and professional requirements subject to the conditions described in the enclosed "Engagement Terms, Liability and Conditions of Use."

If an electronic version of this document is used for disclosure in the *Bundesanzeiger* [German Federal Gazette], only the files containing the financial reporting and, in the case of a statutory audit, the auditor's report or the attestation report thereon are intended for this purpose.



Translation of the German independent auditor's report concerning the audit of the annual financial statements and management report prepared in German

Independent auditor's report

To Manz AG

Report on the audit of the annual financial statements and of the management report

Opinions

We have audited the annual financial statements of Manz AG, Reutlingen, which comprise the balance sheet as at 31 December 2022, and the income statement for the fiscal year from 1 January to 31 December 2022, and notes to the financial statements, including the recognition and measurement policies presented therein. In addition, we have audited the management report of Manz AG for the fiscal year from 1 January to 31 December 2022. In accordance with the German legal requirements, we have not audited the content of the combined declaration on corporate governance, which is published on the website stated in the management report and is part of the management report (Secs. 289f and 315d HGB ["Handelsgesetzbuch": German Commercial Code]).

In our opinion, on the basis of the knowledge obtained in the audit,

- the accompanying annual financial statements comply, in all material respects, with the requirements of German commercial law applicable to business corporations and give a true and fair view of the assets, liabilities and financial position of the Company as at 31 December 2022 and of its financial performance for the fiscal year from 1 January to 31 December 2022 in compliance with German legally required accounting principles, and
- the accompanying management report as a whole provides an appropriate view of the Company's position. In all material respects, this management report is consistent with the annual financial statements, complies with German legal requirements and appropriately presents the opportunities and risks of future development. We do not express an opinion on the combined declaration on corporate governance referred to above.

Pursuant to Sec. 322 (3) Sentence 1 HGB, we declare that our audit has not led to any reservations relating to the legal compliance of the annual financial statements and of the management report.



Basis for the opinions

We conducted our audit of the annual financial statements and of the management report in accordance with Sec. 317 HGB and the EU Audit Regulation (No 537/2014, referred to subsequently as “EU Audit Regulation”) and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Our responsibilities under those requirements and principles are further described in the “Auditor’s responsibilities for the audit of the annual financial statements and of the management report” section of our auditor’s report. We are independent of the Company in accordance with the requirements of European law and German commercial and professional law, and we have fulfilled our other German professional responsibilities in accordance with these requirements. In addition, in accordance with Art. 10 (2) f) of the EU Audit Regulation, we declare that we have not provided non-audit services prohibited under Art. 5 (1) of the EU Audit Regulation. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinions on the annual financial statements and on the management report.

Material uncertainty regarding the Company’s ability to continue as a going concern

We refer to the section “Going concern” in the notes to the financial statements and the section “Risk report” in the management report, in which the executive directors state that Manz AG is currently financed via bank balances and a small cash credit line. Significant delays to incoming orders or payments, higher project costs or refund obligations from projects could have a significant impact on the liquidity of Manz AG. The Managing Board carries out sensitivity testing in respect of short- and medium-term liquidity planning. These take into account scenarios with risk discounts of 70% on potential incoming orders in the amount of around EUR 150m for the forecast period until the end of April 2024. Should there be significant deviations with an effect on liquidity in excess of the assumptions taken into account in the sensitivity testing and claims are asserted against Manz AG from the insolvency of the customer Power by Britishvolt Ltd. or from other warranty guarantees, this would result in a liquidity shortfall, which would jeopardize Manz AG’s ability to continue as a going concern. Consequently, the ability of Manz AG to continue as a going concern is dependent upon the liquidity risks outlined above generally not materializing. This draws attention to the existence of a material uncertainty that may cast significant doubt on the Company’s ability to continue as a going concern and that represents a going concern risk pursuant to Sec. 322 (2) Sentence 3 HGB.



In accordance with Art. 10 (2) c) ii) of the EU Audit Regulation, we summarize our audit response to this risk as follows: As part of our audit procedures, we analyzed the short- and medium-term liquidity planning of Manz AG until the end of 2024 on a monthly basis along with corporate planning for 2023 and 2024 with the involvement of internal experts from the area of Strategy and Transactions, and discussed and assessed the plausibility of the underlying assumptions with the executive directors. In doing so, we in particular analyzed the planning variance of the underlying assumptions in the prior year and assessed the planned assumptions underlying incoming orders after 31 December 2022, existing orders on hand as of the reporting date and our understanding of the business. In addition, there was also a particular focus on the analysis of management's liquidity planning and in particular on the auditability of the sensitivity testing that was carried out. In order to assess the likelihood of liquidity outflows from a project with the client Power by Britishvolt Ltd. and from other warranty guarantees, we obtained the assessment of external lawyers as audit evidence and discussed this with the executive directors. We also evaluated the disclosures in the notes to the financial statements and management report in respect of the material uncertainty regarding the Company's ability to continue as a going concern.

Our opinions are not modified in respect of this matter.

Key audit matters in the audit of the annual financial statements

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the annual financial statements for the fiscal year from 1 January to 31 December 2022. These matters were addressed in the context of our audit of the annual financial statements as a whole, and in forming our opinion thereon; we do not provide a separate opinion on these matters. In addition to the matter described in the section "Material uncertainty regarding the Company's ability to continue as a going concern," we determined the following matters to be key audit matters, which are disclosed in our auditor's report:

1. Recoverability of shares in affiliates and equity investments

Reasons why the matter was determined to be a key audit matter:

For the purpose of impairment testing, the Company's executive directors determine the net realizable values for all shares in affiliates and equity investments on an annual basis using a capitalized earnings method.



The result of the valuations depends chiefly on the future cash inflows estimated by the executive directors as well as the discount rate used. Due to the materiality of the shares in affiliates and equity investments as well as the fact that impairment testing involves a large degree of judgment and uncertainties, we determined the impairment testing of shares in affiliates and equity investments to be a key audit matter.

Auditor's response:

We verified the methodology and clerical accuracy of the valuation model used.

We checked on a test basis that the planning used for the impairment tests is in line with the business plan of the Company prepared by the Managing Board. In addition, we examined the growth rates for income and expenses used to roll forward the planning by comparing with internal data. We also analyzed the budgetary planning of individual equity investments with regard to adherence to the planning in the past and obtained evidence substantiating the individual assumptions used in the budgetary planning.

We assessed the individual components used to determine the discount rate with the involvement of our internal experts by analyzing the peer group, comparing market data with external evidence and examining the clerical accuracy of the calculation.

Our audit procedures regarding the recoverability of shares in affiliates and equity investments did not lead to any reservations.



Reference to related disclosures:

The disclosures by the Company on the recoverability of shares in affiliates and equity investments can be found in the notes to the financial statements in the section "Accounting and valuation methods."

2. Accounting for construction contracts

Reasons why the matter was determined to be a key audit matter:

A significant part of the Company's business activities is processed via construction contracts. Revenue from construction contracts is recognized in accordance with the completed contract method when all primary and significant secondary obligations have been fulfilled. We consider the accounting for construction contracts and especially the resulting revenue recognition to be an area posing a significant risk of material misstatement and thus a key audit matter, as the recognition of revenue from individual projects in the appropriate period has a material impact on the presentation of the Company's financial performance. Additionally, the valuation of inventories at net realizable value requires the executive directors to exercise judgment and make estimates and assumptions. This particularly applies to the total contract costs, remaining costs to completion, total contract revenue including amendments as well as contract risks.

Auditor's response:

As part of our audit procedures, we obtained an understanding of the Company's internally established methods and processes of project management in the bid and execution phase of construction contracts.

As part of our substantive audit procedures, we evaluated the executive directors' estimates and assumptions based on a risk-based selection of a sample of contracts for projects. Our audit procedures included, among others, a review of the contracts and their terms and conditions including contractually agreed termination rights, penalties for delay and breach of contract as well as damages.

We further performed inquiries of project management with respect to the development of the projects, the reasons for deviations between planned and actual costs, the current estimated costs to complete the projects and the assessments of the executive directors on probabilities that contract risks will materialize.



In addition, we analyzed billable revenues as of the reporting date and the corresponding cost of sales to be recognized in the income statement in order to evaluate whether income was recognized in the appropriate period. Furthermore, we obtained evidence from third parties for selected projects (e.g., evidence of the transfer of risk such as acceptance documentation for projects).

Our audit procedures did not lead to any reservations relating to the accounting for construction contracts.

Reference to related disclosures:

We refer to the disclosures in the notes to the financial statements in the section "Accounting and valuation methods" with regard to the accounting policies applied in accounting for construction contracts.

Other information

The executive directors and the Supervisory Board are responsible for the declaration pursuant to Sec. 161 AktG ["Aktiengesetz": German Stock Corporation Act] on the German Corporate Governance Code, which is part of the declaration on corporate governance. In all other respects, the executive directors are responsible for the other information. The other information comprises the combined declaration on corporate governance referred to above as well as the combined non-financial report. We received a copy of this other information prior to issuing this auditor's report.

Our opinions on the annual financial statements and on the management report do not cover the other information, and consequently we do not express an opinion or any other form of assurance conclusion thereon.

In connection with our audit, our responsibility is to read the other information and, in so doing, to consider whether the other information

- is materially inconsistent with the annual financial statements, with the management report or our knowledge obtained in the audit, or
- otherwise appears to be materially misstated.



Responsibilities of the executive directors and the Supervisory Board for the annual financial statements and the management report

The executive directors are responsible for the preparation of the annual financial statements that comply, in all material respects, with the requirements of German commercial law applicable to business corporations, and that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German legally required accounting principles. In addition, the executive directors are responsible for such internal control as they, in accordance with German legally required accounting principles, have determined necessary to enable the preparation of annual financial statements that are free from material misstatement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

In preparing the annual financial statements, the executive directors are responsible for assessing the Company's ability to continue as a going concern. They also have the responsibility for disclosing, as applicable, matters related to going concern. In addition, they are responsible for financial reporting based on the going concern basis of accounting, provided no actual or legal circumstances conflict therewith.

Furthermore, the executive directors are responsible for the preparation of the management report that, as a whole, provides an appropriate view of the Company's position and is, in all material respects, consistent with the annual financial statements, complies with German legal requirements and appropriately presents the opportunities and risks of future development. In addition, the executive directors are responsible for such arrangements and measures (systems) as they have considered necessary to enable the preparation of a management report that is in accordance with the applicable German legal requirements, and to be able to provide sufficient appropriate evidence for the assertions in the management report.

The Supervisory Board is responsible for overseeing the Company's financial reporting process for the preparation of the annual financial statements and of the management report.

Auditor's responsibilities for the audit of the annual financial statements and of the management report

Our objectives are to obtain reasonable assurance about whether the annual financial statements as a whole are free from material misstatement, whether due to fraud or error, and whether the management report as a whole provides an appropriate view of the Company's position and, in all material respects, is consistent with the annual



financial statements and the knowledge obtained in the audit, complies with the German legal requirements and appropriately presents the opportunities and risks of future development, as well as to issue an auditor's report that includes our opinions on the annual financial statements and on the management report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Sec. 317 HGB and the EU Audit Regulation and in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer (IDW) will always detect a material misstatement. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these annual financial statements and this management report.

We exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the annual financial statements and of the management report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinions. The risk of not detecting a material misstatement resulting from fraud is higher than the risk of not detecting a material misstatement resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit of the annual financial statements and of arrangements and measures (systems) relevant to the audit of the management report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of these systems of the Company.
- Evaluate the appropriateness of accounting policies used by the executive directors and the reasonableness of estimates made by the executive directors and related disclosures.
- Conclude on the appropriateness of the executive directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the annual financial statements and in the management report or, if such disclosures are inadequate, to modify our respective opinions. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to be able to continue as a going concern.
- Evaluate the overall presentation, structure and content of the annual financial statements, including the disclosures, and whether the annual financial statements present the underlying transactions and events in a manner that the annual financial statements give a true and fair view of the assets, liabilities, financial position and financial performance of the Company in compliance with German legally required accounting principles.
- Evaluate the consistency of the management report with the annual financial statements, its conformity with [German] law, and the view of the Company's position it provides.



- Perform audit procedures on the prospective information presented by the executive directors in the management report. On the basis of sufficient appropriate audit evidence we evaluate, in particular, the significant assumptions used by the executive directors as a basis for the prospective information, and evaluate the proper derivation of the prospective information from these assumptions. We do not express a separate opinion on the prospective information and on the assumptions used as a basis. There is a substantial unavoidable risk that future events will differ materially from the prospective information.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with the relevant independence requirements, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and where applicable, the related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the annual financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.



Other legal and regulatory requirements

Report on the assurance on the electronic rendering of the annual financial statements and the management report prepared for publication purposes in accordance with Sec. 317 (3a) HGB

Opinion

We have performed assurance work in accordance with Sec. 317 (3a) HGB to obtain reasonable assurance about whether the rendering of the annual financial statements and the management report (hereinafter the "ESEF documents") contained in the file "MANZ_AG_JA+LB_ESEF-2022-12-31.zip" and prepared for publication purposes complies in all material respects with the requirements of Sec. 328 (1) HGB for the electronic reporting format ("ESEF format"). In accordance with German legal requirements, this assurance work extends only to the conversion of the information contained in the annual financial statements and the management report into the ESEF format and therefore relates neither to the information contained within these renderings nor to any other information contained in the file identified above.

In our opinion, the rendering of the annual financial statements and the management report contained in the file identified above and prepared for publication purposes complies in all material respects with the requirements of Sec. 328 (1) HGB for the electronic reporting format. Beyond this assurance opinion and our audit opinions on the accompanying annual financial statements and the accompanying management report for the fiscal year from 1 January to 31 December 2022 contained in the "Report on the audit of the annual financial statements and of the management report" above, we do not express any assurance opinion on the information contained within these renderings or on the other information contained in the file identified above.

Basis for the opinion

We conducted our assurance work on the rendering of the annual financial statements and the management report contained in the file identified above in accordance with Sec. 317 (3a) HGB and the IDW Assurance Standard: Assurance on the Electronic Rendering of Financial Statements and Management Reports Prepared for Publication Purposes in Accordance with Sec. 317 (3a) HGB (IDW AsS 410) (06.2022). Our responsibility in accordance therewith is further described in the "Auditor's responsibilities for the assurance work on the ESEF documents" section. Our audit firm applies the IDW Standard on Quality Management 1: Requirements for Quality Management in the Audit Firm (IDW QS 1).



Responsibilities of the executive directors and the Supervisory Board for the ESEF documents

The executive directors of the Company are responsible for the preparation of the ESEF documents including the electronic rendering of the annual financial statements and the management report in accordance with Sec. 328 (1) Sentence 4 No. 1 HGB.

In addition, the executive directors of the Company are responsible for such internal control as they have determined necessary to enable the preparation of ESEF documents that are free from material intentional or unintentional non-compliance with the requirements of Sec. 328 (1) HGB for the electronic reporting format.

The Supervisory Board is responsible for overseeing the process for preparing the ESEF documents as part of the financial reporting process.

Auditor's responsibilities for the assurance work on the ESEF documents

Our objective is to obtain reasonable assurance about whether the ESEF documents are free from material intentional or unintentional non-compliance with the requirements of Sec. 328 (1) HGB. We exercise professional judgment and maintain professional skepticism throughout the assurance work. We also:

- Identify and assess the risks of material intentional or unintentional non-compliance with the requirements of Sec. 328 (1) HGB, design and perform assurance procedures responsive to those risks, and obtain assurance evidence that is sufficient and appropriate to provide a basis for our assurance opinion.
- Obtain an understanding of internal control relevant to the assurance on the ESEF documents in order to design assurance procedures that are appropriate in the circumstances, but not for the purpose of expressing an assurance opinion on the effectiveness of these controls.



- Evaluate the technical validity of the ESEF documents, i.e., whether the file containing the ESEF documents meets the requirements of Commission Delegated Regulation (EU) 2019/815, in the version in force at the date of the financial statements, on the technical specification for this file.
- Evaluate whether the ESEF documents enable an XHTML rendering with content equivalent to the audited annual financial statements and to the audited management report.

Further information pursuant to Art. 10 of the EU Audit Regulation

We were elected as auditor by the Annual General Meeting on 5 July 2022. We were engaged by the Supervisory Board on 2 August 2022. We have been the auditor of Manz AG without interruption since fiscal year 2018.

We declare that the opinions expressed in this auditor's report are consistent with the additional report to the Supervisory Board pursuant to Art. 11 of the EU Audit Regulation (long-form audit report).

In addition to the financial statement audit, we have provided to the audited company the following services that are not disclosed in the audited annual financial statements or in the audited management report:

In addition to the audit, we performed permitted audit-related services in connection with the formal audit of the remuneration report required by Sec. 162 (3) AktG.

Other matter – use of the auditor's report

Our auditor's report must always be read together with the audited annual financial statements and the audited management report as well as the assured ESEF documents. The annual financial statements and the management report converted to the ESEF format – including the versions to be published in the *Unternehmensregister* [German Company Register] – are merely electronic renderings of the audited annual financial statements and the audited management report and do not take their place. In particular, the ESEF report and our assurance opinion contained therein are to be used solely together with the assured ESEF documents made available in electronic form.



German Public Auditor responsible for the engagement

The German Public Auditor responsible for the engagement is Mr. Steffen Maurer.

Stuttgart, 23 March 2023

Ernst & Young GmbH
Wirtschaftsprüfungsgesellschaft

Maurer
Wirtschaftsprüfer
[German Public Auditor]

Ilg
Wirtschaftsprüfer
[German Public Auditor]

MANZ AG, REUTLINGEN

BALANCE SHEET FOR DECEMBER 31, 2022

ASSETS

	12/31/2022	12/31/2021
	euros	euros
A. NON-CURRENT ASSETS		
I. Intangible assets		
1. Internal generated industrial property, rights and similar rights and assets	14.459.156,72	18.886.917,08
2. Concessions, industrial and similar rights and assets and licences in such rights and assets	<u>1.220.536,88</u>	<u>1.144.295,88</u>
	15.679.693,60	20.031.212,96
II. Tangible assets		
1. Land, land rights and buildings including buildings on third party land	334.978,00	262.865,00
2. Technical equipment and machines	2.321.020,70	424.557,00
3. Other equipment, factory and office equipment	<u>965.282,00</u>	<u>571.348,00</u>
	3.621.280,70	1.258.770,00
III. Financial assets		
1. Shares in affiliated companies	28.165.395,12	29.654.682,07
2. Loans to affiliated companies	3.593.271,82	0,00
3. Participations	11.919.615,29	4.049.210,91
3. other Loans	<u>2.036.480,45</u>	<u>0,00</u>
	45.714.762,68	33.703.892,98
	<u>65.015.736,98</u>	<u>54.993.875,94</u>
B. CURRENT ASSETS		
I. Inventories		
1. Raw materials, consumables and supplies	15.127.848,75	7.816.515,32
2. Unfinished goods	120.028.833,02	251.105.643,28
3. Finished goods and merchandise	667.129,01	681.685,78
4. Prepayments	25.152.534,55	50.852.872,53
5. Payments received on account of orders	<u>-92.420.147,56</u>	<u>-213.590.236,74</u>
	68.556.197,77	96.866.480,17
II. Receivables and other assets		
1. Trade receivables	9.140.898,03	6.235.688,29
2. Receivables from affiliated companies	565.154,21	123.399,45
3. Other assets	<u>11.353.721,81</u>	<u>6.375.984,45</u>
	21.059.774,05	12.735.072,19
III. Cash in hand, bank balances and checks	22.713.147,15	20.305.797,77
	<u>112.329.118,97</u>	<u>129.907.350,13</u>
	947.512,97	770.426,95
C. PREPAID EXPENSES	<u>178.292.368,92</u>	<u>185.671.653,02</u>

LIABILITIES

	12/31/2022	12/31/2021
	euros	euros
A. EQUITY		
I. Issued capital	8.540.286,00	7.756.804,00
II. Capital reserves	26.132.881,22	26.294.940,98
III. Revenue reserves	1.470.601,00	1.470.601,00
IV. Retained earnings	<u>-7.359.611,70</u>	<u>-6.463.797,86</u>
	28.784.156,52	29.058.548,12
B. PROVISIONS		
1. Provisions for pensions and similar obligations	3.276.409,00	3.165.552,00
2. Tax provisions	1.412.500,98	1.120.600,98
3. Other provisions	<u>7.601.150,00</u>	<u>9.087.965,23</u>
	12.290.059,98	13.374.118,21
C. LIABILITIES		
1. Liabilities to banks	2.449,23	0,00
2. Advanced payments received on account of order	73.808.083,78	77.028.031,18
3. Trade payables	25.212.762,15	17.597.200,62
4. Liabilities to affiliated companies	35.930.351,20	46.166.856,49
5. Other liabilities	2.264.506,06	2.384.091,73
- thereof from taxes:		
EUR 588.117,63 (previous year: EUR 2.184.996,09)		
	137.218.152,42	143.176.180,02
D. DEFERRED INCOME	<u>0,00</u>	<u>62.806,67</u>

178.292.368,92 185.671.653,02

MANZ AG, REUTLINGEN
INCOME STATEMENT FOR DECEMBER 2022

	2022	2021
	euros	euros
1. Revenues	308.703.582,92	178.339.053,57
2. Decrease in finished goods and unfinished goods	-131.553.722,47	-22.984.423,86
3. Other capitalized internal work	17.658.866,24	7.262.316,74
4. Other operating income	3.428.258,14	2.582.672,22
- thereof from currency translation: EUR 1.340.067,05 (previous year: EUR 41.182,20)		
5. Cost of materials		
a) Cost of raw materials, consumables and supplies and of purchased goods	-82.366.073,53	-85.505.237,51
b) Cost of purchased services	-47.162.821,25	-18.317.837,10
	-129.528.894,78	-103.823.074,61
6. Personnel expenses		
a) Wages and salaries	-34.556.138,25	-34.564.430,15
b) Social security, post-employment and other employee benefit costs	-6.629.764,40	-6.018.444,30
- thereof for pension provisions: EUR 204.288,12 (previous year: EUR 75.456,95)		
	-41.185.902,65	-40.582.874,45
7. Depreciation and Amortisation		
a) Depreciation/Amortisation for intangible fixed assets and property, plant and equipment	-5.629.031,61	-5.676.645,02
8. Other operating expenses	-51.747.959,01	-22.233.071,84
- thereof expenses acc. to section Art. 67 (1) and (2) EGHGB: EUR 0,00 (previous year: EUR 51.196,00)		
- thereof from currency conversion: EUR 2.053.546,77 (previous year: EUR 358.365,44)		
9. Operating result	-29.854.803,22	-7.116.047,25
10. Other interest and similar income	87.052,17	392.561,60
- thereof from affiliated companies: EUR 47.868,75 (previous year: EUR 20.480,89)		
- thereof from compounding: EUR 876,86 (previous year: EUR 7.994,69)		
11. Depreciation of financial assets and of securities held as current assets	-25.000,00	-7.339.265,11
12. Interest and similar expenses	-795.738,88	-930.215,42
- thereof to affiliates: EUR 632.367,10 (previous year: EUR 583.340,00)		
- thereof from compounding: EUR 108.212,43 (previous year: EUR 228.480,92)		
13. Financial result	-733.686,71	-7.876.918,93
14. Earnings after taxes	-30.588.489,93	-14.992.966,18
15. Other taxes	-307.323,91	-327.416,96
16. Loss for the year	-30.895.813,84	-15.320.383,14
17. Loss carried forward from the previous year	-6.463.797,86	-6.143.414,72
18. Withdrawals from capital reserves	30.000.000,00	15.000.000,00
19. Retained earnings	-7.359.611,70	-6.463.797,86

Manz AG, Reutlingen notes for financial year 2022

General information

Manz AG has its headquarters in Reutlingen and is registered in the commercial register of the Stuttgart District Court (HRB 353989).

The existing annual financial statements have been prepared in accordance with the provisions of sections 242 et. seqq. and 264 et. seqq. of the German Commercial Code (HGB) and with the relevant provisions of the German Stock Corporation Act (AktG) and the Articles of Incorporation. The company is subject to the regulations applicable to large stock corporations. The profit and loss account is prepared according to the total cost method.

Accounting and Valuation Methods

Presentation, structure, approach, and valuation of the annual financial statements are consistent with the previous year's principles.

Internally generated intangible fixed assets are valued in accordance with section 255 (2a) HGB with the expenses incurred in their development (development costs). If the development is not yet completed, no depreciation will be charged. The useful life is measured according to its product life cycle or its expected synergy effects, as far as they can be reliably estimated. Otherwise, the useful life is assumed at ten years in accordance with section 253 (3) HGB.

Acquired **intangible assets** are carried at acquisition cost and, if they are subject to wear and tear, are reduced by scheduled depreciation over their useful life. Depreciation is based on useful lives of three to five years.

Property, plant, and equipment are stated at acquisition or manufacturing cost and, insofar as they are depreciable, are depreciated by the standard straight-line depreciation method. Scheduled depreciation is based on useful lives of between three and thirteen years. Low-value assets with acquisition or manufacturing costs up to EUR 800.00 are fully depreciated in the year of acquisition.

In the case of **financial assets**, shares in affiliated companies and investments are carried at the lower costs of acquisition or fair value if permanent impairment is to be assumed. Loans are valued at nominal value or the lower fair value.

Inventories of **raw materials, consumables, and supplies** are capitalized at the lower of average or past cost prices or at daily prices on the balance sheet date.

Work in progress and finished goods are valued at manufacturing cost on the basis of individual calculations based on current operating accounts. In addition, directly attributable material costs, production charges, and special expenses, and manufacturing and material overhead, as well as proportionate administrative costs, are also taken into account. No interest on borrowings is included in the cost of sales.

There were no losses in all cases, i.e., deductions were made for the costs still to be incurred from the estimated sales prices.

Merchandise is carried at the lower acquisition costs or market prices; made prepayments at the nominal amount.

All identifiable risks in **inventories** resulting from above-average storage periods, reduced usability, and lower replacement costs are taken into account through appropriate devaluations.

The **prepayments received on orders** are always offset against the stock of unfinished products. If the amount of the advance payments received exceeds the manufacturing costs of inventories, it is reported under prepaid liabilities received.

Demands and other assets are stated at their nominal value. All risky items are accounted for by recognizing appropriate individual valuation allowances; the general credit risk has been accounted for by making appropriate valuation allowances on the trade accounts receivable balance, reduced by value-added tax, which is still outstanding at the balance sheet date.

Liquid assets plus **deferred income** are recognized at their nominal value.

Differences between the commercial and tax valuations of assets, liabilities, and deferred income, as well as the inclusion of eligible loss and interest carry forwards, are recognized as a surplus of **deferred tax liabilities** if a tax burden is to be assumed in future financial years. Due to the existing loss history and the associated non-recoverability of the tax loss carry forwards, no excess on the assets side is capitalized. Deferred tax assets are offset by existing deferred tax liabilities as long as they correspond to each other. Loss carry forwards are taken into account to the extent that offsets against taxable income appear feasible within the next five years.

Deferred taxes are measured based on the applicable corporate income tax rate and in accordance with the corporate tax rates. The tax rate for the past financial year was 29.13 %, including corporation tax, solidarity surcharge, and trade income tax.

The Company introduced a **Performance Share Plan** for members of the Managing Board and other eligible employees for the first time in 2008. Here, stock options are granted with a certain waiting period. The recipient receives a Manz share at the price of EUR 1.00 after expiration of the waiting period. The stock awards expire when the employment is terminated, or a termination agreement is concluded. The conditional increase in share capital was approved in 2008, 2011, 2012, 2015 and 2019 in order to service the stock options (see also Conditional Capital I, II, III). As in previous years, the issuance of stock options/awarded stock shares was not accounted for in this commercial balance sheet of Manz AG.

The **pension obligations** are calculated using the projected unit credit method based on the settlement amount calculated according to the "Mortality tables 2018 G" of Prof. Dr. med. Klaus Heubeck. For discounting purposes, the average market interest rate for the past ten years, with a remaining term of 15 years, of 1.78 % (previous year 1.87%) was used. Expected pension increases of 2.3 % (previous year 1.7 %) and salary increases were taken into account with 2.8 % (previous year 2.5 %).

Other provisions take into account all uncertain liabilities and anticipated losses from pending transactions. These are made up to the settlement amount deemed necessary (including future increases in costs and prices) based on reasonable business judgment. Reserves with a remaining term of more than one year were discounted using the average market interest rate for the past seven financial years, corresponding to their remaining term. The **anniversary provisions** are recognized in accordance with section 253 (1) sentence 2 HGB at the settlement amount required by reasonable commercial judgment. For the discounting, the average market interest rate of the past seven years, with a remaining term of 15 years, of 1.44 % (previous year 1.35 %) was used. The expected fluctuation was taken into account with 9.0 % (previous year 9.0 %). Assets that serve exclusively to fulfill obligations from partial retirement and are beyond the reach of all other creditors are measured at fair value. The assets are offset against the corresponding underlying obligation. If there is a surplus, it is included under the provisions. If the value of the assets exceeds the obligations, the assets are shown on the assets page.

Liabilities are stated at the settlement amount.

Receivables and liabilities denominated in **foreign currencies** with a remaining term of up to one year are valued at the average spot exchange rate on the balance sheet date.

In accordance with section 254 HGB, **derivative financial transactions** are not combined with an underlying transaction as a single valuation unit if there is a direct hedging relationship between the financial transaction and the underlying transaction. The derivative financial transactions are valued individually at market prices. Any resulting unrealized losses are recognized in profit or loss.

Error correction according to IDW RS HFA 6

In the annual financial statements as of December 31, 2021, the Managing Board made an assessment of the recoverability of work in progress plus prepayments made and less payments received ("CIGS inventories") on the basis of publicly available historical information. In the annual financial statements of Manz AG, CIGS inventories from the contract in the amount of EUR 7.3 million were recognized as of December 31, 2021. Due to the still open agreement with the customer, there was considerable uncertainty regarding the claims asserted. Based on the contractual agreements as well as legal assessments and the status of discussions with the customer at that time, Manz AG assumed the recoverability of these CIGS inventories.

An internal examination of the CIGS inventories in the 2nd quarter of 2022 resulted in an increased impairment requirement of EUR 7.3 million. In retrospect, the facts were incorrectly presented in Manz AG's annual financial statements as of December 31, 2021, contrary to the objective circumstances. Furthermore, the information about the customer's uncertain liquidity situation was already available at the time the annual financial statements were prepared. This is therefore an error in accordance with IDW RS HFA 6. The error has been corrected in the current accounts.

In addition, prepayments made in inventories in the separate financial statements as of December 31, 2021, were adjusted by EUR 1.2 million in current account in connection with the protective shield proceedings of Nice Solar Energy GmbH, which was a supplier to Manz AG for the large-scale CIGSFab project.

Explanations for the balance sheet

Fixed assets

The development of the individual items of fixed assets is shown in the schedule of assets, stating the depreciations of the financial year.

Internally generated intangible assets

Research and development costs amounted to a total of TEUR 19,641 in the financial year, of which development costs of TEUR 17,659 were capitalized as intangible assets. The subsidies received for development services in the current year amounted to TEUR 17,767, of which TEUR 17,536 was capitalized as a reduction in intangible assets.

Investments

The composition of shareholdings is shown in the following table:

Shares held in affiliated companies	Participation in %	Equity TEUR	Result TEUR
Manz Batterytech Tübingen GmbH, Tübingen ¹⁾	100,00%	28	-3
Manz USA Inc., North Kingstown, USA ¹⁾	100,00%	1.338	364
Manz Hungary Kft., Debrecen, Ungarn ¹⁾	100,00%	2.891	1.166
Manz Slovakia, s.r.o., Nove Mesto nad Vahom, Slovakei ¹⁾	100,00%	19.822	899
Manz Italy s.r.l., Sasso Marconi, Italien ¹⁾	100,00%	5.830	-1.304
Suzhou Manz New Energy Equipment Co., Ltd., Suzhou, VR China ¹⁾	56,00%	488	0
Manz Asia Ltd., Hong-Kong, VR China ¹⁾	100,00%	11.675	-778
Manz China Suzhou Ltd., Suzhou, VR China ¹⁾	100,00%	-1.315	-1.731
Manz India Private Limited, New Delhi, Indien ¹⁾	100,00%	138	-23
Manz Chungli Ltd., Chungli, Taiwan ¹⁾	100,00%	53.141	2.660
Manz Taiwan Ltd., Chungli, Taiwan ¹⁾	100,00%	67.837	3.261
Participations	Participation in %	Equity TEUR	Result TEUR
NICE PV Research Ltd., Peking, VR-China ¹⁾	11,10%	-154	-20.864
CADIS Engineering, Schwendi ¹⁾	40,00%	1.151	-607
Q.big 3D GmbH, Aalen ¹⁾	24,99%	-185	-1.093
Customcells Tübingen GmbH, Tübingen ¹⁾	40,00%	3.318	-2.070
MetOX Technologies, Inc. Huston, USA ¹⁾	2,80%	17.444	-7.035
ThermAvant Technologies LLC, Columbia, USA ¹⁾	8,70%	1.154	-2.180

1) The figure relates to the annual financial statements in accordance with IFRS; values translated into euros.

The following changes occurred for financial assets in financial year 2022:

Loans of TEUR 500 were made to Manz Hungary and TEUR 3,093 to Manz Italy under the existing agreements.

On February 17, 2022, Manz AG increased its shares in Manz India Ltd. From 75 % to 100 %. The purchase price was TEUR 25.

On May 20, 2022, Manz AG took a 40 % stake in Customcells Tübingen GmbH. The acquisition costs are TEUR 5,767, which consisted of a cash contribution of TEUR 1,017 and an investment in kind of TEUR 4,750.

Effective November 7, 2022, Manz AG acquired an 8.7 % investment in ThermAvant Technologies LLC, Columbia, USA for acquisition costs of TEUR 2.031.

The shares in MetOx Technologies Inc, Houston, USA decreased from 3.26 % to 2.8 %. The reduction resulted from the increased total number of shares outstanding in 2022.

In the 2022 fiscal year, an impairment loss of TEUR 19 was recognised on the 56% investment in Suzhou Manz New Energy Equipment Ltd.

In the 2022 fiscal year, an impairment loss of TEUR 6 was recognized on the 100% investment in Manz Batterytech Tübingen GmbH. In addition, there was a capital reduction of TEUR 1,490.

Other Loans

Other loans have a remaining term of more than one year. These are tenant loans of TEUR 1,811 (previous year: TEUR 1,291) and a loan to Q.big 3D GmbH of TEUR 200 (previous year: TEUR 0). The prior-year disclosure of tenant loans has been adjusted.

Inventories

Inventories include prepayments made to affiliated companies in the amount of TEUR 4,009 (previous year: TEUR 501) and TEUR 21,144 (previous year: TEUR 50,352) to third parties. Advance payments of TEUR 346 (previous year: TEUR 250) do not relate to inventories and are reported under other assets. The prior-year disclosure of prepayments made to third parties has been adjusted.

Receivables and other Assets

The reported trade receivables, receivables from affiliated companies, and other assets have a remaining term of up to one year. Only other assets include a non-pledged asset amounting to TEUR 26 (previous year: TEUR 48) with a remaining term of more than one year.

Receivables from affiliated companies only include trade receivables.

Liquid funds

Cash and cash equivalents include cash on hand and bank balances. In the case of bank balances, there are availability restrictions due to advance payment guarantees in the amount of TEUR 5,000 (previous year: TEUR 5,000), reduced to 4,100 TEUR at the beginning of 2023.

Equity

Issued capital

The subscribed capital of EUR 8,540,286.00 (previous year 7,756,804.00) increased by EUR 783,482 compared to the previous year. In fiscal year 2022, 774,408 new no-par value shares were subscribed and issued as part of a capital increase from authorized capital. In addition, 9,074 new no-par value shares were subscribed and issued from conditional capital (Conditional Capital II) in fiscal year 2022 as a result of the exercise of subscription rights ("performance shares"). The subscribed capital is divided into 8,540,286 np-par value bearer shares.

Authorized capital

By resolution of the Managing Board of May 23, 2022, with the approval of the Supervisory Boards, the share capital of Manz AG was increased by 774,408.00 Euros from 7,756,804.00 Euros to 8,531,212.00 Euros by issuing 774,408 new no-par value bearer shares against cash contribution, partially exercising the authorization of the Annual General Meeting of July 7, 2021, in accordance with Article 3 (3) of the Articles of Incorporation (Authorized Capital 2021). The new shares were issued at the lowest issue price of EUR 1.00 per share. i.e. at the total issue price of EUR 774,408.00, plus a premium of EUR 38.53 per share, i.e. at the placement price of EUR 30,612,348.24. The shareholders' statutory subscription rights were excluded. The shareholders' statutory subscription rights were excluded in accordance with Article 203, Paragraphs 1 and 2, Article 186, Paragraph 3, Sentence 4, and Article 3, Paragraph 3, Second Subparagraph, Sentence 3, First Indent, of Manz AG's Articles of incorporation. The implementation of the capital increase will be used to finance the further growth of Manz AG.

After the partial exercise, the authorized capital continues to exist to the following extent:

Based on the resolution of the Annual General Meeting of July 07, 2021, the Managing Board of the Company is authorized, with the consent of the Supervisory Board, pursuant to Article 3 paragraph 3 of the Articles of Association, to increase the share capital of the Company in the period until 06 July 2026 once or in partial amounts by an additional of up to EUR 3,097,636.00 by issuing a total of up to 3,097,636 new bearer shares (no-par value shares) against cash or non-cash contributions (Authorized Capital 2021).

In principle, the new shares are to be offered to the shareholders for subscription. The new shares may also be taken over by banks designated by the Managing Board with the obligation to offer them to the shareholders for subscription (indirect subscription right). However, the Managing Board was authorized, with the consent of the Supervisory Board, to exclude the shareholders' subscription rights

- in the case of a capital increase against contributions in kind for the acquisition of enterprises, parts of enterprises or participations in enterprises or of other assets or for the implementation of mergers;
- to the extent necessary to grant to the holders of bonds with warrants or convertible bonds, profit participation rights or participating bonds (or combinations of these instruments) issued by the Company or direct or indirect group companies of the Company a subscription right to new shares to the extent to which they would be entitled after exercising their option or conversion right or after fulfilment of their conversion obligation;
- to exclude fractional amounts from the subscription right.

The Managing Board is authorized, with the consent of the Supervisory Board, to determine the further details of the implementation of capital increases from the authorized capital.

The Supervisory Board is authorized to amend the wording of the Articles of Association in accordance with the implementation of the increase in the share capital through the exercise of the authorized capital and after the authorization period has expired.

Conditional capital

Authorization to issue bonds with option or conversion rights or conversion obligations, profit participation rights and participating bonds (or combinations of these instruments) as well as conditional capital I

The Annual General Meeting of July 2, 2019 authorized the Managing Board, with the consent of the Supervisory Board, to issue bearer bonds with warrants or convertible bonds, profit participation rights or participating bonds or a combination of these instruments (together "bonds") with a total nominal value of up to EUR 150 million on one or more occasions until 1 July 2024 and to grant option rights to the holders of bonds with warrants or conversion rights to the holders of convertible bonds for bearer shares in the Company with a proportionate amount of the share capital of up to EUR 3,100,000.00 in total in accordance with the more detailed provisions, to grant the holders of convertible bonds conversion rights for bearer shares of the Company with a proportionate amount of the share capital of up to EUR 3,100,000.00 in total in accordance with the terms and conditions of the bonds with warrants or convertible bonds.

The statutory subscription right is granted to the shareholders in such a way that the bonds are taken over by a credit institution or a syndicate of credit institutions with the obligation to offer them to the shareholders for subscription. If bonds are issued by a group company of Manz AG within the meaning of Section 18 of the German Stock Corporation Act (AktG), the company must ensure that the statutory subscription right is granted to the shareholders of Manz AG accordingly.

However, the Managing Board is authorized, with the consent of the Supervisory Board, to exclude fractional amounts from the shareholders' subscription right and to exclude the subscription right also to the extent necessary to grant the holders of previously issued bonds with option or conversion rights or conversion obligations a subscription right to the extent to

which they would be entitled as shareholders after exercising the option or conversion rights or upon fulfilment of the conversion obligation.

The Managing Board is further authorized, with the consent of the Supervisory Board, to fully exclude the subscription right of the shareholders to bonds issued with option and/or conversion rights or conversion obligations, provided that the Managing Board, after due examination, comes to the conclusion that the issue price of the bonds is not significantly lower than their hypothetical market value determined in accordance with recognized, in particular financial mathematical methods. This Authorization to exclude subscription rights applies to bonds issued with option and/or conversion rights or conversion obligations, with option and/or conversion rights or conversion obligations on shares with a pro rata amount of the share capital which in total may not exceed 10% of the share capital, either at the time the Authorization becomes effective or - if this value is lower - at the time the present Authorization is exercised. The following shall be counted towards the aforementioned ten percent limit:

- new shares issued from authorized capital excluding subscription rights pursuant to section 186 (3) sentence 4 AktG during the term of this Authorization until the issue of the bonds with option and/or conversion rights or conversion obligations without subscription rights pursuant to section 186 (3) sentence 4 AktG, as well as
- such shares which are acquired on the basis of an Authorization of the general meeting, and which are sold in accordance with § 71 para. 1 no. 8 sentence 5 AktG in conjunction with § 186 para. 3 sentence 4 AktG during the term of this Authorization until the issue of the bonds with option and/or conversion rights or conversion obligations without subscription rights in accordance with § 186 para. 3 sentence 4 AktG, excluding subscription rights.

Insofar as profit participation rights or participating bonds without option rights or conversion rights/obligations are issued, the Managing Board shall be authorized, with the consent of the Supervisory Board, to exclude the shareholders' subscription rights altogether. If these profit participation rights or participating bonds have bond-like features, i.e., do not establish any membership rights in the Company, do not grant any participation in the liquidation proceeds and the amount of interest is not calculated based on the amount of the net profit for the year, the balance sheet profit or the dividend. Furthermore, in this case the interest rate and the issue amount of the profit participation rights or participating bonds must correspond to the current market conditions at the time of issue.

Pursuant to Article 3 paragraph 4 of the Articles of Association, the share capital of the Company is conditionally increased by up to EUR 3,100,000.00 by issuing up to 3,100,000 new bearer shares (no-par value shares) (Conditional Capital I). The conditional capital increase shall only be carried out to the extent that the holders of option or conversion rights or those obliged to convert from option or convertible bonds, profit participation rights or participating bonds issued by the Company or a group company of the Company within the meaning of § 18 of the German Stock Corporation Act (AktG) on the basis of the resolution passed by the Annual General Meeting of July 2, 2019 under agenda item 5. The shareholders may exercise their option or conversion rights or, if they are obliged to convert, fulfil their conversion obligation, provided that no cash settlement is granted and no treasury shares or shares of another listed company are used for servicing. The new shares shall be issued at the option or conversion price to be determined in accordance with the aforementioned

Authorization resolution. The new shares shall participate in the profits from the beginning of the financial year in which they come into existence due to the exercise of option or conversion rights or the fulfilment of conversion obligations. The Managing Board is authorized, with the consent of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase.

Authorization to issue share subscription rights as part of the Manz Performance Share Plan 2015 and conditional capital II

The Annual General Meeting of July 7, 2015 authorized the Managing Board, with the consent of the Supervisory Board, to grant up to 59,000 subscription rights ("performance shares") for a total of up to 118,000 shares in the Company to members of the management of affiliated companies of the Company as well as to executives of the Company below the Managing Board and executives of affiliated companies of the Company below the management, in each case in Germany and abroad, on one or more occasions up to and including 30 June 2020. The Supervisory Board was authorized to grant up to 56,000 subscription rights ("performance shares") for a total of up to 112,000 shares in the Company to members of the Managing Board of the Company on one or more occasions until June 30, 2020 inclusive.

The granting, structuring and exercise of the subscription rights shall be carried out in accordance with the provisions set out in the resolution of the Annual General Meeting of July 7, 2015.

The Manz Performance Share Plan 2015 for members of the Managing Board and executives of Manz AG and its Group companies was explained in a report by the Managing Board to the Annual general Meeting on July 7, 2015.

The authorization of July 7, 2015 was revoked by resolution of the Annual general Meeting of July 2, 2019, insofar as no subscription rights have yet been issued on the basis of this authorization.

As a result of the exercise of subscription rights, a total of 21,790 new no-par value shares have been issued to date from conditional capital (Conditional Capital II).

Pursuant to Article 3 (5) of the Articles of Association, the share capital of the Company is conditionally increased by up to EUR 217,284.00 by issuing up to 217,284 no-par value bearer shares (Conditional Capital II). The conditional capital increase serves to secure the rights of the holders of subscription rights ("performance shares"), which were granted on the basis of the Authorization of the Annual General Meeting of July 7, 2015. The shares will be issued at the issue price stipulated in the Authorization resolution of the Annual General Meeting of July 7, 2015. The conditional capital increase will only be implemented to the extent that subscription rights are exercised and the Company does not grant treasury shares or a cash settlement to fulfil the subscription rights. The new shares are equal to the already issued shares of the same class with regard to their dividend entitlement. The Managing Board and, insofar as members of the Managing Board are concerned, the Supervisory Board are authorized to determine the further details of the conditional capital increase and its implementation.

Authorization to issue stock subscription rights as part of the Manz Performance Share Plan 2019 and conditional capital III

The Annual General Meeting on July 02, 2019 authorized the Management Board to issue a total of up to 95,000 subscription rights for a total of up to 190,000 shares in the company to the members of the management of affiliated companies of the company on one or more occasions up to and including June 30, 2024 with the consent of the Supervisory Board as well as to executives of the company below the Management Board and executives of affiliated companies, both in Germany and abroad. The Supervisory Board was authorized to grant a total of up to 85,000 subscription rights for a total of up to 170,000 shares in the company to members of the company's Management Board on one or more occasions up to and including June 30, 2024.

The subscription rights are granted, structured and exercised in accordance with the provisions laid down in the resolution of the Annual General meeting of July 2, 2019.

Pursuant of Section 3 (6) of the Articles of Association, the company's share capital is conditionally increased by up to EUR 360,000.00 through the issue of up to 360,000 no-par value bearer shares (conditional capital III). The conditional capital increase serves to secure the rights of the holders of subscription rights, which were granted on the basis of the authorization of the Annual General Meeting on July 2, 2019. The conditional capital increase will only be carried out to the extent that subscription rights are exercised and the company grants neither treasury shares nor cash compensation to fulfill the subscription rights. With regard to their entitlement to dividends, the new no-par value bearer shares are the same as the shares of the same class that have already been issued. The Management Board and, insofar as members of the Management Board are affected, the Supervisory Board are authorized to determine the further details of the conditional capital increase and its implementation.

Furthermore, the general meeting on June 30, 2020 authorized the Managing board – for the issue of shares to members of the Managing board – the supervisory board, to use own shares for servicing subscription rights, applying Manz Performance Share Plan 2015, which was resolved under Point 6 of the agenda according to the annual general meeting on July 7, 2015 or Manz Performance Share Plan 2019, which was resolved under Point 6 of the agenda according to the annual general meeting on July 2, 2019 for the issue of shares to members of the Managing board and executive personnel. This reissuing authorization defines the group of people, to whom Manz shares can be transferred to.

The possibility to fulfill subscription rights by granting own shares of Manz AG to those entitled, is a suitable way to counteract the dilution of capital holdings and voting rights, which occurs when fulfilling subscription rights using newly created shares from authorized capital. As long as the company uses this possibility, the authorized capital II set forth in Article 3, Paragraph 5 of the Articles and accordingly the authorized capital III set forth in Article 3, Paragraph 6 need not be used. Whether or not and to what extent the authorization to dispense treasury shares when fulfilling subscription rights will be used, or whether new shares from authorized capital will be dispensed instead, will be decided by the Managing board, and in cases where a member of the Managing board is exercising subscription rights then by the supervisory board, both of which when doing so will act in the best interests of the company and its shareholders.

Capital reserves

The capital reserve essentially contains the premium from payments from shareholders less the cost of raising capital after taxes. In addition, the value of the share-based payment granted as a salary component to executives (including the Management Board) in the form of equity instruments is recorded.

In the financial year, an amount of EUR 30.0 million was transferred to the capital reserve as part of a capital increase.

As part of the appropriation of earnings, EUR 30.0 million (previous year: EUR 15.0 million) was withdrawn from the capital reserve to partially offset the 2022 net loss. The decision was taken unanimously by the board of directors.

Revenue reserves

Revenue reserves amount to EUR 1,470,601 (previous year: EUR 1,470,601) and fall under section 266 (3) A. III. no. 4 HGB.

Retained earnings

	EUR
Loss carried forward January 1, 2022	-6.463.797,86
Loss for the year 2022	-30.895.813,84
Allocation from the capital reserves	<u>30.000.000,00</u>
Net loss 2022	<u><u>-7.359.611,70</u></u>

Treasury shares

The Annual General Meeting on June 30, 2020 authorized the Managing Board of the Company to acquire treasury shares until June 29, 2025 in accordance with section 71 (1) no. 8 of the German Stock Corporation Act (AktG) up to a total of 10 % of the Company's capital stock existing at the time this authorization takes effect or - if this amount is lower - at the time this authorization is exercised. Whereby at no point in time more than 10 % of the capital stock of the company may be represented by the shares acquired on the basis of this authorization together with other shares of the company, which the company has already acquired and still possesses or which are attributable to it pursuant to sections 71d and 71e Stock Corporation Act (AktG). The provisions in section 71 (2), sentences 2 and 3 Stock Corporation Act (AktG) must be observed.

The acquisition may take place only through the securities exchange or by means of a public purchase order and must satisfy the principle of equal treatment of shareholders (section 53a Stock Corporation Act (AktG)).

The Managing Board was authorized to sell the treasury shares acquired on the basis of the above authorization also in manners other than through the stock exchange or through an offer to other shareholders, under the condition that the sale is for cash and is at a price that is not

significantly below the stock-exchange price, at the time of the sale, of company shares with the same features. This authorization of use is restricted to shares with a proportionate amount of capital stock that in total does not exceed 10 % of the capital stock of the Company, neither at the time of coming into effect of this authorization, nor – if such amount is lower – at the time of exercise of the above authorization. The maximum limit of 10 % of the capital stock is reduced by the proportionate amount of the capital stock that is attributable to those shares that are issued or sold during the term of this authorization with exclusion of the subscription rights pursuant to or in accordance with section 186 (3), sentence 4 Stock Corporation Act (AktG). The maximum limit of 10 % of the capital stock is to be further reduced by the proportionate amount of the capital stock represented by those shares that were to be issued in order to service bonds with option or conversion rights and/or option or conversion obligations to the extent that such bonds are issued during the term of this authorization with exclusion of subscription rights in analogous application of section 186 (3), sentence 4 Stock Corporation Act (AktG).

The Managing Board was further authorized to transfer treasury shares acquired on the basis of the above authorization to third parties insofar as this is for the purpose of acquiring companies, parts of companies or interests in companies or other assets, or to carry out business combinations.

The Managing Board and – to the extent there is an obligation with respect to members of the Managing Board – the Supervisory Board were further authorized to use the treasury shares acquired on the basis of the above authorization for the purpose of fulfilling the subscription rights that were or are issued in the framework of the Manz Performance Share Plan 2015 resolved at the regular Annual General Meeting of July 7, 2015, under item 6 of the agenda or in the framework of the Performance Share Plan 2019 adopted at the Annual General Meeting of July 2, 2019, under item 6 of the agenda.

The Managing Board was also authorized to use the treasury shares acquired on the basis of the above authorization for the purpose of fulfillment of the subscription and conversion rights that result from exercising option or conversion rights or fulfilling option or conversion obligations that have been granted or imposed within the framework of issuing convertible or warrant bonds, profit-sharing rights, or profit-sharing bonds (or combinations of these instruments) of the company or its subsidiaries.

The Managing Board was further authorized to transfer own shares acquired on the basis of the above authorization to employees of the Company or employees or members of governing bodies of subordinate affiliates of the Company within the meaning of sections 15 et seqq. Stock Corporation Act (AktG).

In the financial year 2022, the Company did not acquire any treasury shares. In the previous year the company did not acquire any treasury shares.

Provisions

Provisions for Pensions and Similar Obligations

Pension benefit obligations are calculated on the basis of biometric probabilities according to the "2018 G mortality tables" of Prof. Dr. Klaus Heubeck, with the settlement amount determined using the projected unit credit method. Discounting is based on the respective

average market interest rate published by the Deutsche Bundesbank for a remaining term of 15 years.

To cover the risk from pension obligations from the former Manz Tübingen GmbH, reinsurance policies were taken out that are not pledged. An asset value of TEUR 26 (previous year: TEUR 48) is reported under other assets for this purpose. The pension provision amounts to TEUR 3,276 (previous year: TEUR 3,166) as of the reporting date.

In fiscal year 2022, pension reserves are discounted at the average market interest rate over the past ten years. Pursuant to section 253 (6) HGB, the difference between the calculation of reserves using the average market interest rate of the past ten financial years and the calculation of the reserves using the average market interest rate of the past seven financial years must be determined. The difference within the meaning of section 253, (6) HGB amounts to TEUR 138. This is subject to a distribution restriction.

The **tax provisions** mainly relate to tax provisions for withholding tax in Taiwan and China from receivables from Manz Taiwan Ltd. and Manz China Suzhou Ltd. in the amount of TEUR 1,413 (previous year: TEUR 1,121).

Other provisions mainly relate to accruals for outstanding invoices of TEUR 2,253 (previous year: TEUR 3,335), personnel provisions of TEUR 1,914 (previous year: TEUR 2,293), provisions for customer order-related rework in the amount of TEUR 1,965 (previous year TEUR 1,479) and provisions for warranties in the amount of TEUR 216 (previous year TEUR 702). The remaining other provisions amount to TEUR 1,252 (previous year: TEUR 1,279) and relate to costs for the annual financial statements, costs for the Supervisory Board and the Annual General Meeting, anticipated losses on financial instruments and other provisions.

Other reserves include partial retirement obligations of TEUR 126 (previous year: TEUR 29). Here, the pledged assets to safeguard the claims from the partial retirement model in the amount of TEUR 28 (previous year: TEUR 18) are offset against the reserves for partial retirement obligations. The fair value of the offset asset amounts to TEUR 28 (previous year: TEUR 18) and corresponds to the acquisition costs.

The residual terms of the **liabilities** are shown in detail in the statement of liabilities.

	Stand 31.12.2022 EUR	Restlaufzeit bis 1 Jahr EUR	Restlaufzeit über einem Jahr EUR	Restlaufzeit > 5 Jahre EUR
payables to banks	2.449,23	2.449,23	0,00	0,00
<i>Previous year</i>	0,00	0,00	0,00	0,00
Advance payments receive on orders	73.808.083,78	73.808.083,78	0,00	0,00
<i>Previous year</i>	77.028.031,18	77.028.031,18	0,00	0,00
Trade payables	25.212.762,15	25.212.762,15	0,00	0,00
<i>Previous year</i>	17.597.200,62	17.597.200,62	0,00	0,00
Liabilities to affiliated companies	35.646.329,90	35.646.329,90	0,00	0,00
<i>Previous year</i>	46.166.856,49	46.166.856,49	0,00	0,00
Other payables	2.264.506,06	2.260.618,06	3.888,00	0,00
<i>Previous year</i>	2.384.091,73	2.380.203,73	3.888,00	0,00
	<u>136.934.131,12</u>	<u>136.930.243,12</u>	<u>3.888,00</u>	<u>0,00</u>
<i>Previous year</i>	<u>143.176.180,02</u>	<u>143.172.292,02</u>	<u>3.888,00</u>	<u>0,00</u>

Liabilities to affiliated companies in the amount of TEUR 35,930 (previous year: TEUR 46,167) resulted solely from trade in goods and services.

Notes to the income statement

Revenues

Revenues are recognized in accordance with section 277 (1) HGB and are broken down by business segments and region as follows:

	<u>2022</u> TEUR	<u>2021</u> TEUR
By Divison		
Mobility & Battery Solutions	71.662	11.838
Industry Solutions	232.570	162.207
Sales with affiliated companies	4.472	4.294
	<u>308.704</u>	<u>178.339</u>
 By region		
Domestic or Germany	37.990	100.505
Other EU countries	28.030	3.783
China	201.018	67.754
Taiwan	1.353	1.406
USA	27.111	2.148
Other countries	13.202	2.743
	<u>308.704</u>	<u>178.339</u>

Increase or decrease in the stock of finished and unfinished products

This item includes as extraordinary items the write-down of work in progress and finished goods with a total amount of TEUR 628 (previous year: TEUR 589).

Other operating income

The other operating expenses include the above-mentioned non-period error corrections in the amount of around EUR 8.5 million for the CIGSfab and Nice Solar Energy GmbH issues. A further EUR 16.5 million resulted from the impairment of the final invoice for the CIGSfab project. The other operating expenses also include bad debts from other periods in the amount of TEUR 0 (previous year: TEUR 6).

Other operating expenses

Other operating expenses mainly include a specific valuation allowance in the amount of TEUR 23,827. The valuation allowance is related to the CIGS-project in the Solar segment mentioned above, which could not be completed as expected. Other operating expenses also include allowances on receivables relating to other periods in the amount of TEUR 0 (previous year: TEUR 6).

Write-downs of financial assets

Write-downs of financial assets include a write-down of TEUR 19 on the 56% investment in Suzhou Manz New Energy Equipment Co., Ltd. and a write-down of TEUR 6 on the 100% investment in Manz Batterytech Tübingen GmbH.

Other information

Contingent liabilities

As of the balance sheet date, there were guarantees from Manz AG for bank liabilities of subsidiaries in the amount of TEUR 8,000; the corresponding bank liability of the subsidiary was valued at TEUR 2,602 as of the reporting date.

A binding letter of support exists in favour of Manz Asia Ltd. This was issued as part of the capital distribution in the amount of TEUR 12,056 from a capital reduction at Manz Asia Ltd. in September 2021 and obligates Manz AG to provide Manz Asia Ltd. with sufficient working capital of up to TEUR 12,000 so that Manz Asia Ltd. can meet financial obligations if necessary.

A binding declaration of support ("letter of support") also exists in favor of Manz Italy S.r.l. This was issued as part of the 2022 annual financial statements and obliges Manz AG to transfer Manz Italy S.r.l. with sufficient working capital so that Manz Italy S.r.l. can meet its financial obligations if necessary.

As of December 31, 2022, there are partially reinsured total performance guarantees for the CIGS orders of Manz AG in the amount of EUR 21 million to the customer Chongqin Shenhua Thin Film Solar Technology Co. Ltd.

Following the decision of an arbitration court, the customer CIGSFab may not submit a payment request from the bank guarantee during the arbitration proceedings taking place due to the settlement of the discussions regarding outstanding payments relating to the order between the customer CIGSFab and Manz AG.

Other financial obligations

The total amount of payment obligations from rental and leasing contracts is TEUR 13,809 (previous year: TEUR 17,093). The rental and leasing contracts end between 2023 and 2028. There are no obligations to report to affiliated companies.

Derivative financial instruments

During the year, the Company enters into forward exchange contracts and currency swap transactions to hedge receivables and liabilities denominated in US dollars and British Pounds, with a total volume of EUR 59.5 million at the balance sheet date. The maturities of the individual transactions are between January 11, 2023 and December 18, 2024. As of the balance sheet date December 31, 2022, no positive fair values were realized from these forward transactions, but negative unrealized fair values amounting to TEUR 202 were recognized in profit or loss. The market values are calculated by banks using recognized

valuation models based on discounted cash flow analyses and taking into account current market parameters are made available to Manz AG.

Payout hold

In accordance with section 268 (8) of the German Commercial Code (HGB), a profit distribution block from capitalization resulted in the following amounts:

	<u>TEUR</u>
Capitalization of internally generated intangible assets	14.459
<i>Previous year</i>	18.887
Difference according to section 253 (6) sentence 1 HGB	138
<i>Previous year</i>	202
Total amount blocked against distribution in the sense of section 268 (8) HGB	14.597
<i>Previous year</i>	19.089

Amount of equity available to cover the amounts within the meaning of section 268 (8) HGB available equity interests.

	<u>2022</u>	<u>2021</u>
	TEUR	TEUR
Capital reserves within sec. § 272 Abs. 2 No. 4 HGB	26.133	26.295
Other retained earnings	1.471	1.471
Losses carried forward from the previous year	-6.464	-6.143
Annual loss for the past financial year	-30.896	-15.320
Allocation from the capital reserves	30.000	15.000
Equity available for collateral	<u>20.244</u>	<u>21.303</u>

Members of the Managing Board

Martin Drasch, Dipl. Ing. (FH), Ehningen, - Chairman of the Managing Board-,
Manfred Hochleitner, Dipl. Math., München, - Chief Financial Officer-,
Jürgen Knie, Dipl. Wirt. Ing. (FH), Reutlingen, - Chief Operations Officer- (until 31st of March 2022)

Members of the Supervisory Board

Prof. Dr. Heiko Aurenz, Dipl. oec., Chairman of the Supervisory Board.

Dieter Manz, Dipl. Ing. (FH), Managing Director of Manz GmbH Management Consulting and Investment, Schlaitdorf, Deputy Chair of the Supervisory Board.

Prof. Dr.-Ing. Michael Powalla, Director of the Photovoltaics Division and a member of the board of directors of the Center for Solar Energy and Hydrogen Research in Baden-Württemberg (ZSW) and professor of thin-film photovoltaics at the Karlsruhe Institute of Technology (KIT), Institute of Light Technology, Faculty of Electrical Engineering and Information Technology.

Dr. Zhiming Xu, Chief Technical Officer of the Shanghai Electric Automation Group of Shanghai Electric Group Company Ltd., Shanghai, PR China and Managing Director of Shanghai Electric Group Automation Engineering Co, LTD, Shanghai, PR China.

The Chairman of the Supervisory Board Heiko Aurenz is also Chairman of the Supervisory Board of Know How! Company for continuing education, Leinfelden-Echterdingen, Germany; Dep. Chairman of the Supervisory Board of MQ Result AG, Tübingen; Member of the Supervisory Board of Anna-Haag-Mehrgenerationenhaus e.V., Stuttgart; Member of the Supervisory Board of Anna Haag Stiftung GmbH, Stuttgart; Member of the Supervisory Board of TanDiEM gGmbH, Stuttgart; member of the Foundation Board of the Foundation Aufbruch und Chance, Stuttgart; Advisory Board Chairman of Bumüller GmbH & Co Backbetriebe KG, Hechingen; member of advisory board of Herrmann Ultraschalltechnik GmbH & Co. KG, Karlsbad and member of the advisory board of Herrmann Ultraschalltechnik Holding KG, Karlsbad.

The Deputy Chairman of the Supervisory Board Dieter Manz is a member of the Supervisory Board of TecInvest Holding AG, Puchheim, member of advisory board of Adlatus Robotics GmbH, Ulm, member of advisory board of Q. big 3D GmbH, Aalen and member of the Board of Directors of Scrona AG, Zürich, Switzerland.

Supervisory Board member Prof. Dr.-Ing. Michael Powalla does not hold any mandates in other statutory Supervisory Boards or comparable domestic and foreign supervisory bodies of commercial companies.

Supervisory Board member Dr. Zhiming Xu is a member of the Supervisory Board of Suzhou Manz New Energy Equipment Co., Ltd., Suzhou, People's Republic of China, Deputy Chairman of the Supervisory Board of NICE PV Research Ltd., Beijing, People's Republic of China and chairman of the Supervisory Board of Shanghai Tanzhen Laser Technology Co., Ltd., Shanghai, People's Republic of China.

Compensation of the Managing Board

The fundamentals of the compensation system and the amount of the compensation of the Managing Board and Supervisory Board, as well as the former members of the Managing Board, are shown in the compensation report.

The total compensation of the Managing Board in accordance with Section 314 Subsection 1 No. 6a) of the German Commercial Code amounted to TEUR 1.243 for the financial year 2022 (previous year: TEUR 1,563). The non-performance-related benefits amount to TEUR 732 (previous year: TEUR 877) and the performance-related benefits amount to TEUR 22 (previous year: TEUR 28). In the financial year 2022, this includes severance payments of TEUR 103 (previous year: TEUR 0). In the year under review, a total of 11,553 (previous year:

12,101) subscription rights to shares were granted to members of the Managing Board as part of the Performance Share Plan with a total fair value of TEUR 386 (previous year: TEUR 658). The subscription rights to shares of Manz AG based on the 2019 Manz Performance Share Plan and the 2015 Manz Performance Share Plan (tranches 2016, 2017 and 2018) were measured at fair value using recognized financial mathematical methods.

Managing Board member Martin Drasch has a defined contribution plan. For this purpose, TEUR 12 (previous year: TEUR 12) p.a. are paid into an externally funded pension fund.

Managing Board member Manfred Hochleitner has a defined contribution plan. In fiscal year 2022 for this purpose, TEUR 12 (previous year: TEUR 12) were paid into an externally re-insured provident fund.

There is a defined contribution plan for former Managing Board member Jürgen Knie. For this purpose, TEUR 6 (previous year: TEUR 12) p.a. are paid into an externally funded pension fund. The TEUR 3 is to be accounted on a pro rata basis due to the departure of Jürgen Knie as of March 31, 2022.

The board member Jürgen Knie (Until March 2022) has been a member of the board of directors of Christian Maier GmbH & Co. KG Maschinenfabrik, Heidenheim an der Brenz and member of the board of directors of CMH Maschinenfabrik GmbH, Heidenheim an der Brenz since July 17, 2021.

Salaries of former Managing Board members

The former Managing Board member Otto Angerhofer (deceased in Oct. 2020) and his widow received a pension payment of TEUR 6 (previous year: TEUR 6) in fiscal year 2022. There is a pension obligation to the former Managing Board member or his widow in the amount of TEUR 99 (previous year: TEUR 99).

Compensation of the Supervisory Board

The compensation system for the Supervisory Board is also presented in the compensation report.

For the financial year 2022 the members of the Supervisory Board were paid a basic compensation and additional compensation for committee activities and this was a total, including attendance fees, of TEUR 246 (previous year: TEUR 192).

Employees

The number of employees (full time) during the financial year 2022 averaged 468 (previous year: 440). There were 171 (previous year: 159) employees in production and 297 (previous year: 281) employees in the technical/commercial area. The annual average was 33 (previous year: 35) trainees employed.

Business not included in the balance sheet

The production and administration buildings of Manz AG are leased (real estate leasing contract). The purpose of the lease is the financing of fixed assets. Risks resulting from real estate lease arise from the leasing rates to be paid (see other financial obligations) and the fixed payment structure. The advantage is the complete elimination of debt financing and the avoidance of the residual value risk. The financial impact is included in other financial obligations.

Consolidated financial statements

As the parent company, Manz AG has prepared consolidated financial statements in accordance with IFRS and a group management report, which is available at the company's headquarters in Reutlingen and is published in the company register.

Transactions with related persons

There are no material transactions with related parties and persons that are not conducted at prevailing market terms that are necessary for the assessment of the financial position.

Auditors total fee

The disclosure of the auditors' fee is waived in accordance with section 285 no. 17 final part of sentence of the HGB. At this point, we refer to the consolidated financial statements of the Manz Group.

Information on the Corporate Governance Code

The Managing Board and the Supervisory Board of the Manz AG have submitted their annual declaration of conformity in accordance with section 161 of the Stock Corporation Act (AktG). The joint declaration of compliance by the Managing Board and the Supervisory Board is published on the Manz AG website at www.manz.com.

supplementary report

On March 14, 2023, Manz AG concluded an agreement to exchange its 40% stake in Customcells Tübingen GmbH for a 5% stake in Customcells Holding GmbH. The investment is assigned to the Mobility & Battery Solutions division. In addition, as part of the new contract, there is a call and put option for the transfer of the shares in Customcells Holding GmbH in addition to a co-sale obligation (drag-along).

Going concern

The annual financial statements were prepared using the going concern basis of accounting. The Management Board carries out awareness-raising with regard to short and medium-term

liquidity planning. In particular, scenarios involving risk deductions of 70% on possible incoming orders of around EUR 150 million for the forecast period up to the end of April 2024 are taken into account. The result of this analysis is that it is highly probable that the financing can be maintained over the forecast period.

If there are significant liquidity-related deviations beyond the assumptions taken into account in the sensitization and the company emerges from the insolvency of the customer Power by Britishvolt Ltd. or from other guarantee bonds, this results in a lack of liquidity, which jeopardizes the continued existence of the company. Management has identified countermeasures to counter any liquidity bottlenecks. These include in particular the sale of investments and other capital measures. In this respect, Manz AG's continued existence depends to a large extent on the liquidity risks outlined above not materializing.

Disclosures pursuant to section 160 (1) no. 8 Stock Corporation Act (AktG)

As of the balance sheet date 2022, there are the following shareholdings in the Company with more than 3 % of the voting rights, which have been notified in accordance with the WpHG:

1. Shanghai Electric Germany Holding GmbH (voting rights share 17.84 %).

Shanghai Electric Germany Holding GmbH holds 17.84% of the voting rights as of 31 December 2022. This corresponds to 1,523,480 of 8,540,286 voting rights.

Notification of voting rights of May 24, 2016**1. Information on the issuer**

Manz AG Steigäckerstr. 5 72768 Reutlingen Germany
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2. Reason for the communication

<input checked="" type="checkbox"/> Acquisition/disposition of shares with voting rights
<input checked="" type="checkbox"/> Acquisition/disposition of instruments
<input type="checkbox"/> Change in total number of voting rights
<input type="checkbox"/> Other reason:

3. Information about the notifying party

Name: Shanghai Electric Germany Holding GmbH	Registered headquarters and country:
The People's Republic of China, acting through the State-owned Asset Supervision Commission (SASAC) of Shanghai People's Government of the People's Republic of China	Shanghai, People's Republic of China

4. Names of shareholders

With 3 % or more voting rights, if different from 3.

Shanghai Electric Germany Holding GmbH
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5. Date on which contact with limit occurred

05-23-2016

6. Total proportion of voting rights

	Proportion of voting rights (Total 7.a.)	Share instruments (Total 7.b.1.+ 7.b.2.)	Total shares (Total 7.a. + 7.b.)	Total number of voting rights of the issuer
new	19.67 %	10.43 %	30.1 %	7,744,088
Last communication	(in %)	(in %)	(in %)	/

7. Details regarding existing number of voting rights
Voting rights (sections 21, 22 WpHG)

ISIN	Absolute		in %	
	direct (section 21 WpHG)	assigned (section 22 WpHG)	direct (section 21 WpHG)	assigned (section 22 WpHG)
DE000A0JQ5U3		1,523,480	(in %)	19.67 %
Total	1,523,480		19.67 %	

b.1. Instruments in the sense of section 25 (1) no. 1 WpHG

Type of instrument	Due date / expiration	Exercise period / term	Voting rights, absolute	Voting rights in %
Call Option		May 25, 2016 - May 24, 2017	807.490	10.43 %
		Total	807.490	10.43 %

b.2. Instruments in the sense of section 25 (1) no. 2 WpHG

Type of instrument	Due date / expiration	Exercise period / term	Cash compensation or physical settlement	Voting rights, absolute	Voting rights in %
					(in %)
			Total		(in %)

8. Information relating to the notifying party

<input type="checkbox"/>	The entity required to report (3.) is not controlled, nor does it control other companies with voting rights of the issuer that are relevant for reporting purposes (1.).
<input checked="" type="checkbox"/>	Complete chain of subsidiaries starting with the highest controlling person or the highest controlling company:

companies	Voting rights in %, if 3 % or higher	Instruments in %, if 5 % or higher	Totals in %, if 5 % or higher
The People's Republic of China, acting through the State-owned Asset Supervision Commission (SASAC) of Shanghai People's Government	(in %)	(in %)	(in %)
Shanghai Electric (Group) Corporation	(in %)	(in %)	(in %)
Shanghai Electric Group Company Limited	(in %)	(in %)	(in %)
Shanghai Electric Hongkong Co. Limited	(in %)	(in %)	(in %)
Shanghai Electric Germany Holding GmbH	19.67 %	10.43 %	30.1 %

9. For power of attorney pursuant to section 22 (3) WpHG

(only possible with assignments pursuant to section 22 (1) sentence 1 no. 6 WpHG)

Date of the Annual General Meeting:	
Total voting rights share after the Annual General Meeting:	% (corresponds to voting rights)

2. Dieter Manz (Share of voting rights 9.09 %)

Notification of voting rights of July 29, 2022

1. Information on the issuer

Manz AG Steigäckerstr. 5 72768 Reutlingen Germany
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2. Reason for the communication

<input type="checkbox"/>	Acquisition/disposition of shares with voting rights
<input type="checkbox"/>	Acquisition/disposition of instruments
<input checked="" type="checkbox"/>	Change in total number of voting rights
<input type="checkbox"/>	Other reason:

3. Information about the notifying party

Name:	Registered headquarters and country:
Mr. Dieter Manz, Date of birth: 11-25-1961	

4. Names of shareholders

With 3 % or more voting rights, if different from 3.

Ulrike Manz;Stephan Manz;Laura Manz

5. Date on which contact with limit occurred:

07-27-2022

6. Total proportion of voting rights

	Proportion of voting rights (Total 7.a.)	Share instruments (Total 7.b.1.+ 7.b.2.)	Total shares (Total 7.a. + 7.b.)	Total number of voting rights of the issuer
new	22.74 %	0.00 %	22.74 %	8,531,212
Last communication	28.09 %	0.00 %	28.09 %	/

7. Details regarding existing number of voting rights

Voting rights (sections 33, 34 WpHG)

ISIN	Absolute		in %	
	direct (section 33 WpHG)	assigned (section 34 WpHG)	direct (section 33 WpHG)	assigned (section 34 WpHG)
DE000A0JQ5U3	775,942	1,163,957	9.10 %	13.64 %
Total	1,939,899		22.74 %	

b.1. Instruments in the sense of section 38 (1) no. 1 WpHG

Type of instrument	Due date / expiration	Exercise period / term	Voting rights, absolute	Voting rights in %
				(in %)
		Total		(in %)

b.2. Instruments in the sense of section 38 (1) no. 2 WpHG

Type of instrument	Due date / expiration	Exercise period / term	Cash compensation or physical settlement	Voting rights, absolute	Voting rights in %
					(in %)
			Total		(in %)

8. Information relating to the notifying party

<input checked="" type="checkbox"/>	The entity required to report (3.) is not controlled, nor does it control other companies with voting rights of the issuer that are relevant for reporting purposes (1.).
	Complete chain of subsidiaries starting with the highest controlling person or the highest controlling company:

companies	Voting rights in %, if 3 % or higher	Instruments in %, if 5 % or higher	Totals in %, if 5 % or higher

9. For power of attorney pursuant to section 34 (3) WpHG

(only possible with assignments pursuant to section 34 (1) sentence 1 no. 6 WpHG)

Date of the Annual General Meeting:	
Total voting rights share after the Annual General Meeting:	% (corresponds to voting rights)

10. Other notes:

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Notification of voting rights of August 31, 2018

1. Information on the issuer

Manz AG Steigäckerstr. 5 72768 Reutlingen Germany
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2. Reason for the communication

<input checked="" type="checkbox"/>	Acquisition/disposition of shares with voting rights
	Acquisition/disposition of instruments
	Change in total number of voting rights
<input checked="" type="checkbox"/>	Other reason: Voluntary communication because of internal family reorganization of shareholdings

3. Information about the notifying party

Name:	Registered headquarters and country:
Mr. Dieter Manz, Date of birth: 11-25-1961	

4. Names of shareholders

With 3 % or more voting rights, if different from 3.

Ulrike Manz;Stephan Manz;Laura Manz

5. Date on which contact with limit occurred:

08-28-2018

6. Total proportion of voting rights

	Proportion of voting rights (Total 7.a.)	Share instruments (Total 7.b.1.+ 7.b.2.)	Total shares (Total 7.a. + 7.b.)	Total number of voting rights of the issuer
new	28.09 %	0 %	28.09 %	7744088
Last communication	25.10 %	0 %	25.10 %	/

7. Details regarding existing number of voting rights**Voting rights (sections 33, 34 WpHG)**

ISIN	Absolute		in %	
	direct (section 33 WpHG)	assigned (section 34 WpHG)	direct (section 33 WpHG)	assigned (section 34 WpHG)
DE000A0JQ5U3	953942	1221257	12.32 %	15.77 %
Total	2175199		28.09 %	

b.1. Instruments in the sense of section 38 (1) no. 1 WpHG

Type of instrument	Due date / expiration	Exercise period / term	Voting rights, absolute	Voting rights in %
				(in %)
		Total		(in %)

b.2. Instruments in the sense of section 38 (1) no. 2 WpHG

Type of instrument	Due date / expiration	Exercise period / term	Cash compensation or physical settlement	Voting rights, absolute	Voting rights in %
					(in %)
			Total		(in %)

8. Information relating to the notifying party

<input checked="" type="checkbox"/>	The entity required to report (3.) is not controlled, nor does it control other companies with voting rights of the issuer that are relevant for reporting purposes (1.).
	Complete chain of subsidiaries starting with the highest controlling person or the highest controlling company:

companies	Voting rights in %, if 3 % or higher	Instruments in %, if 5 % or higher	Totals in %, if 5 % or higher

9. For power of attorney pursuant to section 34 (3) WpHG

(only possible with assignments pursuant to section 34 (1) sentence 1 no. 6 WpHG)

Date of the Annual General Meeting:	
Total voting rights share after the Annual General Meeting:	% (corresponds to voting rights)

10. Other notes:

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3. Daimler Truck AG (Voting rights share 9.07 %)

Daimler Truck AG holds 9.07% of the voting rights as of 31 December 2022. This corresponds to 774.408 of 8.540.286 voting rights.

Notification of voting rights of July 29, 2022

1. Information on the issuer

Manz AG Steigäckerstr. 5 72768 Reutlingen Germany
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2. Reason for notification

<input checked="" type="checkbox"/> Acquisition/disposition of shares with voting rights
<input type="checkbox"/> Acquisition/disposition of instruments
<input type="checkbox"/> Change in total number of voting rights
<input type="checkbox"/> Other reason:

3. Details of person subject to the notification obligation

Legal entity: Daimler Truck Holding AG City of registered office, country: Stuttgart, Germany
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4. Names of shareholder(s)

holding directly 3% or more voting rights, if different from 3

Daimler Truck AG

5. Date on which contact with limit occurred:

07-27-2022

6. Total proportion of voting rights

	Proportion of voting rights (Total 7.a.)	Share instruments (Total 7.b.1.+ 7.b.2.)	Total shares (Total 7.a. + 7.b.)	Total number of voting rights of the issuer
new	9.08 %	0.00 %	9.08 %	8,531,212
Last communication	n/a %	n/a %	n/a %	/

7. Details regarding existing number of voting rights

Voting rights (sections 33, 34 WpHG)

ISIN	Absolute		in %	
	direct (section 33 WpHG)	assigned (section 34 WpHG)	direct (section 33 WpHG)	assigned (section 34 WpHG)
DE000A0JQ5U3	0	774,408	0.00 %	9.08 %
Total	774,408		9.08 %	

b.1. Instruments in the sense of section 38 (1) no. 1 WpHG

Type of instrument	Due date / expiration	Exercise period / term	Voting rights, absolute	Voting rights in %
				(in %)
		Total		(in %)

b.2. Instruments in the sense of section 38 (1) no. 2 WpHG

Type of instrument	Due date / expiration	Exercise period / term	Cash compensation or physical settlement	Voting rights, absolute	Voting rights in %
					(in %)
			Total		(in %)

8. Information relating to the notifying party

<input type="checkbox"/>	The entity required to report (3.) is not controlled, nor does it control other companies with voting rights of the issuer that are relevant for reporting purposes (1.).
<input checked="" type="checkbox"/>	Complete chain of subsidiaries starting with the highest controlling person or the highest controlling company:

companies	Voting rights in %, if 3 % or higher	Instruments in %, if 5 % or higher	Totals in %, if 5 % or higher
-Daimler Truck Holding AG	%	%	%
-Daimler Truck AG	9.08 %	%	9.08 %

9. For power of attorney pursuant to section 34 (3) WpHG

(only possible with assignments pursuant to section 34 (1) sentence 1 no. 6 WpHG)

Date of the Annual General Meeting:	
Total voting rights share after the Annual General Meeting:	% (corresponds to voting rights)

10. Other notes:

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Notification of voting rights of July 28, 2022**1. Information on the issuer**

Manz AG Steigäckerstr. 5 72768 Reutlingen Germany
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2. Reason for the communication

<input checked="" type="checkbox"/>	Acquisition/disposition of shares with voting rights
<input type="checkbox"/>	Acquisition/disposition of instruments
<input type="checkbox"/>	Change in total number of voting rights
<input checked="" type="checkbox"/>	Other reason: Voluntary group notification due to threshold contact of a subsidiary

3. Information about the notifying party

Name:	Registered headquarters and country:
Daimler Truck Holding AG	Leinfelden-Echterdingen, Germany

4. Names of shareholders

With 3 % or more voting rights, if different from 3.

Daimler Truck AG

5. Date on which contact with limit occurred:

07-27-2022

6. Total proportion of voting rights

	Proportion of voting rights (Total 7.a.)	Share instruments (Total 7.b.1.+ 7.b.2.)	Total shares (Total 7.a. + 7.b.)	Total number of voting rights of the issuer
new	9.08 %	0.00 %	9.08 %	8,531,212
Last communication	n/a %	n/a %	n/a %	/

7. Details regarding existing number of voting rights

Voting rights (sections 33, 34 WpHG)

ISIN	Absolute		in %	
	direct (section 33 WpHG)	assigned (section 34 WpHG)	direct (section 33 WpHG)	assigned (section 34 WpHG)
DE000A0JQ5U3	0	774,408	0.00 %	9.08 %
Total	774,408		9.08 %	

b.1. Instruments in the sense of section 38 (1) no. 1 WpHG

Type of instrument	Due date / expiration	Exercise period / term	Voting rights, absolute	Voting rights in %
				(in %)
		Total		(in %)

b.2. Instruments in the sense of section 38 (1) no. 2 WpHG

Type of instrument	Due date / expiration	Exercise period / term	Cash compensation or physical settlement	Voting rights, absolute	Voting rights in %
					(in %)
			Total		(in %)

8. Information relating to the notifying party

<input type="checkbox"/>	The entity required to report (3.) is not controlled, nor does it control other companies with voting rights of the issuer that are relevant for reporting purposes (1.).
<input checked="" type="checkbox"/>	Complete chain of subsidiaries starting with the highest controlling person or the highest controlling company:

companies	Voting rights in %, if 3 % or higher	Instruments in %, if 5 % or higher	Totals in %, if 5 % or higher
-Daimler Truck Holding AG	%	%	%
-Daimler Truck AG	9.08 %	%	9.08 %

9. For power of attorney pursuant to section 34 (3) WpHG

(only possible with assignments pursuant to section 34 (1) sentence 1 no. 6 WpHG)

Date of the Annual General Meeting:	
Total voting rights share after the Annual General Meeting:	% (corresponds to voting rights)

10. Other notes:

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4. Invesco Advisers, Inc. (formerly Oppenheimer Funds) (Share of voting rights 5.86 %)

Invesco Advisers Inc. holds 5.86% of the voting rights as at 31 December 2022. This corresponds to 500,000 of 8,540,286 voting rights.

Notification of voting rights of May 31, 2019

1. Information on the issuer

Name:	Manz AG
Street House no.:	Steigäckerstr. 5
PLZ:	72768
Location:	Reutlingen Germany
Legal Entity Identifier (LEI):	529900B635NV0KEEOR57

2. Reason for the communication

<input type="checkbox"/>	Acquisition or disposition of shares with voting rights
<input type="checkbox"/>	Acquisition or disposition of instruments
<input type="checkbox"/>	Change in total number of voting rights
<input checked="" type="checkbox"/>	Other reason: Acquisition and merger with Oppenheimer Funds Inc.: see section 10

3. Information about the notifying party

Legal entity: Invesco Ltd. Registered office, State: Hamilton, Bermuda

4. Names of shareholders

With 3 % or more voting rights, if different from 3.

Invesco Oppenheimer Global Opportunities Fund Short Term
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5. Date on which contact with limit occurred:

5-24-2019

6. Total proportion of voting rights

	Proportion of voting rights (Total 7.a.)	Share instruments (Total 7.b.1.+ 7.b.2.)	Total shares (Total 7.a. + 7.b.)	Total number of voting rights in accordance with section 41 of the German Securities Trading Act (WpHG)
new	6.46 %	0.00 %	6.46 %	7,744,088
Last communication	n/a %	n/a %	n/a %	/

7. Details regarding existing number of voting rights

Voting rights (sections 33, 34 WpHG)

ISIN	Absolute		in %	
	direct (section 33 WpHG)	assigned (section 34 WpHG)	direct (section 33 WpHG)	assigned (section 34 WpHG)
DE000A0JQ5U3	0	500,000	0.00 %	6.46 %
Total		500,000		6.46 %

b.1. Instruments in the sense of section 38 (1) no. 1 WpHG

Type of instrument	Due date / expiration	Exercise period / term	Voting rights, absolute	Voting rights in %
			0	0.00 %
		Total	0	0.00 %

b.2. Instruments in the sense of section 38 (1) no. 2 WpHG

Type of instrument	Due date / expiration	Exercise period / term	Cash compensation or physical settlement	Voting rights, absolute	Voting rights in %
				0	0.00 %
			Total	0	0.00 %

8. Information in relation to the person subject to the notification obligation

<input type="checkbox"/>	Notifying party (3.) is neither controlled nor does notifying party control other companies which hold voting rights of the issuer (1.) or to which voting rights of the issuer are attributed.
<input checked="" type="checkbox"/>	Complete chain of subsidiaries starting with the highest controlling person or the highest controlling company:

companies	Voting rights in %, if 3 % or higher	Instruments in %, if 5 % or higher	Totals in %, if 5 % or higher
Invesco Ltd.	(in %)	(in %)	(in %)
Invesco Holding Company Limited	(in %)	(in %)	(in %)
Invesco Holding Company (US), Inc.	(in %)	(in %)	(in %)
Invesco Group Services, Inc.	(in %)	(in %)	(in %)
Invesco Advisers, Inc.	6.46 %	(in %)	6.46 %

9. In case of proxy voting according to Sec. 34 para. 3 WpHG

(only in case of attribution of voting rights in accordance with Sec. 34 para. 1 sent. 1 No. 6 WpHG)

Date of general meeting:

Holding total positions after general meeting (6.) after annual general meeting:

Proportion of voting rights	Proportion of instruments	Total of both
%	%	%

10. Other explanatory remarks:

Acquisition and Merger with Oppenheimer Funds Inc. Please see following link for further information: https://ir.invesco.com/investor-relations/press-releases/default.aspx?_ga=2.153008441.1018859822.1558359393-832691936.1556037780

Notification of voting rights of August 6, 2018**1. Information on the issuer**

Manz AG Steigäckerstr. 5 72768 Reutlingen Germany
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2. Reason for the communication

<input checked="" type="checkbox"/> Acquisition/disposition of shares with voting rights
<input type="checkbox"/> Acquisition/disposition of instruments
<input type="checkbox"/> Change in total number of voting rights
<input type="checkbox"/> Other reason: Correction of a notification by Universal-Investment-GmbH, see 10.

3. Information about the notifying party

Name:	Registered headquarters and country:
Oppenheimer Global Opportunities Fund	Wilmington, Delaware United States of America

4. Names of shareholders

With 3 % or more voting rights, if different from 3.

5. Date on which contact with limit occurred:

07-27-2018

6. Total proportion of voting rights

	Proportion of voting rights (Total 7.a.)	Share instruments (Total 7.b.1.+ 7.b.2.)	Total shares (Total 7.a. + 7.b.)	Total number of voting rights of the issuer
new	3.07 %	0.00 %	3.07 %	7744088
Last communication	n/a %	n/a %	n/a %	/

7. Details regarding existing number of voting rights**Voting rights (sections 33, 34 WpHG)**

ISIN	Absolute		in %	
	direct (section 33 WpHG)	assigned (section 34 WpHG)	direct (section 33 WpHG)	assigned (section 34 WpHG)
DE000A0JQ5U3		237614	(in %)	3.07 %
Total		237614		3.07 %

b.1. Instruments in the sense of section 38 (1) no. 1 WpHG

Type of instrument	Due date / expiration	Exercise period / term	Voting rights, absolute	Voting rights in %
				(in %)
		Total		(in %)

b.2. Instruments in the sense of section 38 (1) no. 2 WpHG

Type of instrument	Due date/ expiration	Exercise period / term	Cash compensation or physical settlement	Voting rights, absolute	Voting rights in %
					(in %)
			Total		(in %)

8. Information relating to the notifying party

<input checked="" type="checkbox"/>	The entity required to report (3.) is not controlled, nor does it control other companies with voting rights of the issuer that are relevant for reporting purposes (1.).
	Complete chain of subsidiaries starting with the highest controlling person or the highest controlling company:

companies	Voting rights in %, if 3 % or higher	Instruments in %, if 5 % or higher	Totals in %, if 5 % or higher

9. For power of attorney pursuant to section 34 (3) WpHG

(only possible with assignments pursuant to section 34 (1) sentence 1 no. 6 WpHG)

Date of the Annual General Meeting:	
Total voting rights share after the Annual General Meeting:	% (corresponds to voting rights)

10. Other notes:

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Notification of voting rights of August 6, 2018

1. Information on the issuer

Manz AG Steigäckerstr. 5 72768 Reutlingen Germany
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2. Reason for the communication

<input checked="" type="checkbox"/>	Acquisition/disposition of shares with voting rights
<input type="checkbox"/>	Acquisition/disposition of instruments
<input type="checkbox"/>	Change in total number of voting rights
<input type="checkbox"/>	Other reason: Correction of a notification by Universal-Investment-GmbH, see 10.

3. Information about the notifying party

Name:	Registered headquarters and country:
Oppenheimer Funds, Inc.	Denver, Colorado United States of America (USA)

4. Names of shareholders

With 3 % or more voting rights, if different from 3.

Oppenheimer Global Opportunities Fund

5. Date on which contact with limit occurred:

07-27-2018

6. Total proportion of voting rights

	Proportion of voting rights (Total 7.a.)	Share instruments (Total 7.b.1.+ 7.b.2.)	Total shares (Total 7.a. + 7.b.)	Total number of voting rights of the issuer
new	3.07 %	0.00 %	3.07 %	7744088
Last communication	n/a %	n/a %	n/a %	/

7. Details regarding existing number of voting rights

Voting rights (sections 33, 34 WpHG)

ISIN	Absolute		in %	
	direct (section 33 WpHG)	assigned (section 34 WpHG)	direct (section 33 WpHG)	assigned (section 34 WpHG)
DE000A0JQ5U3		237614	(in %)	3.07 %
Total	237614		3.07 %	

b.1. Instruments in the sense of section 38 (1) no. 1 WpHG

Type of instrument	Due date / expiration	Exercise period / term	Voting rights, absolute	Voting rights in %
				(in %)
		Total		(in %)

b.2. Instruments in the sense of section 38 (1) no. 2 WpHG

Type of instrument	Due date/ expiration	Exercise period / term	Cash compensation or physical settlement	Voting rights, absolute	Voting rights in %
					(in %)
			Total		(in %)

8. Information relating to the notifying party

<input checked="" type="checkbox"/>	The entity required to report (3.) is not controlled, nor does it control other companies with voting rights of the issuer that are relevant for reporting purposes (1.).
<input type="checkbox"/>	Complete chain of subsidiaries starting with the highest controlling person or the highest controlling company:

companies	Voting rights in %, if 3 % or higher	Instruments in %, if 5 % or higher	Totals in %, if 5 % or higher

9. For power of attorney pursuant to section 34 (3) WpHG

(only possible with assignments pursuant to section 34 (1) sentence 1 no. 6 WpHG)

Date of the Annual General Meeting:	
Total voting rights share after the Annual General Meeting:	% (corresponds to voting rights)

10. Other notes:

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5. Ulrike Manz (Share of voting rights 4.55 %)

According to the securities transaction (directors' dealings) Ulrike Manz holds 4.55% of the voting rights as of 31 December 2022. This corresponds to 387,989 of 8,540,286 voting rights. After the initial public offering in September 2006, Ulrike Manz held 6 % of the voting rights.

Notification of voting rights of July 29, 2022

1. Information on the issuer

Name:	Manz AG
Street:	Steigäckerstr. 5
Postal code:	72768
City:	Reutlingen Germany
Legal Entity Identifier (LEI):	529900B635NV0KEEOR57

2. Reason for the communication

<input type="checkbox"/>	Acquisition/disposition of shares with voting rights
<input type="checkbox"/>	Acquisition/disposition of instruments
<input checked="" type="checkbox"/>	Change in total number of voting rights
<input type="checkbox"/>	Other reason:

3. Information about the notifying party

Name:	Registered headquarters and country:
Ms. Ulrike Manz, Date of birth: 08-28-1963	

4. Names of shareholders

With 3 % or more voting rights, if different from 3.

--

5. Date on which contact with limit occurred:

07-27-2022

6. Total proportion of voting rights

	Proportion of voting rights (Total 7.a.)	Share instruments (Total 7.b.1.+ 7.b.2.)	Total shares (Total 7.a. + 7.b.)	Total number of voting rights of the issuer
new	4.55 %	0 %	4.55 %	8,531,212
Last communication	5.44 %	0 %	5.44 %	/

7. Details regarding existing number of voting rights

Voting rights (sections 33, 34 WpHG)

ISIN	Absolute		in %	
	direct (section 33 WpHG)	assigned (section 34 WpHG)	direct (section 33 WpHG)	assigned (section 34 WpHG)
DE000A0JQ5U3	387,989		4.55 %	(in %)
Total	387,989		4.55 %	

b.1. Instruments in the sense of section 38 (1) no. 1 WpHG

Type of instrument	Due date / expiration	Exercise period / term	Voting rights, absolute	Voting rights in %
				(in %)
		Total		(in %)

b.2. Instruments in the sense of section 38 (1) no. 2 WpHG

Type of instrument	Due date / expiration	Exercise period / term	Cash compensation or physical settlement	Voting rights, absolute	Voting rights in %
					(in %)
			Total		(in %)

8. Information relating to the notifying party

<input checked="" type="checkbox"/>	The entity required to report (3.) is not controlled, nor does it control other companies with voting rights of the issuer that are relevant for reporting purposes (1.).
	Complete chain of subsidiaries starting with the highest controlling person or the highest controlling company:

companies	Voting rights in %, if 3 % or higher	Instruments in %, if 5 % or higher	Totals in %, if 5 % or higher

9. For power of attorney pursuant to section 34 (3) WpHG

(only possible with assignments pursuant to section 34 (1) sentence 1 no. 6 WpHG)

Date of the Annual General Meeting:	
Total voting rights share after the Annual General Meeting:	% (corresponds to voting rights)

10. Other notes:

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Notification of voting rights of August 31, 2018

1. Information on the issuer

Manz AG Steigäckerstr. 5 72768 Reutlingen Germany
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2. Reason for the communication

<input checked="" type="checkbox"/>	Acquisition/disposition of shares with voting rights
<input type="checkbox"/>	Acquisition/disposition of instruments
<input type="checkbox"/>	Change in total number of voting rights
<input type="checkbox"/>	Other reason:

3. Information about the notifying party

Name:	Registered headquarters and country:
Ms. Ulrike Manz, Date of birth: 08-28-1963	

4. Names of shareholders

With 3 % or more voting rights, if different from 3.

--

5. Date on which contact with limit occurred:

08-28-2018

6. Total proportion of voting rights

	Proportion of voting rights (Total 7.a.)	Share instruments (Total 7.b.1.+ 7.b.2.)	Total shares (Total 7.a. + 7.b.)	Total number of voting rights of the issuer
new	5.44 %	0 %	5.44 %	7744088
Last communication	2.66 %	0 %	2.66 %	/

7. Details regarding existing number of voting rights

Voting rights (sections 33, 34 WpHG)

ISIN	Absolute		in %	
	direct (section 33 WpHG)	assigned (section 34 WpHG)	direct (section 33 WpHG)	assigned (section 34 WpHG)
DE000A0JQ5U3	421489		5.44 %	(in %)
Total	421489		5.44 %	

b.1. Instruments in the sense of section 38 (1) no. 1 WpHG

Type of instrument	Due date / expiration	Exercise period / term	Voting rights, absolute	Voting rights in %
				(in %)
		Total		(in %)

b.2. Instruments in the sense of section 38 (1) no. 2 WpHG

Type of instrument	Due date / expiration	Exercise period / term	Cash compensation or physical settlement	Voting rights, absolute	Voting rights in %
					(in %)
			Total		(in %)

8. Information relating to the notifying party

<input checked="" type="checkbox"/>	The entity required to report (3.) is not controlled, nor does it control other companies with voting rights of the issuer that are relevant for reporting purposes (1.).
	Complete chain of subsidiaries starting with the highest controlling person or the highest controlling company:

companies	Voting rights in %, if 3 % or higher	Instruments in %, if 5 % or higher	Totals in %, if 5 % or higher

9. For power of attorney pursuant to section 34 (3) WpHG

(only possible with assignments pursuant to section 34 (1) sentence 1 no. 6 WpHG)

Date of the Annual General Meeting:	
Total voting rights share after the Annual General Meeting:	% (corresponds to voting rights)

10. Other notes:

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6. Stephan Manz (Share of voting rights 4.55%)

Stephan Manz holds 4.55% of the voting rights as of 31 December 2022. This corresponds to 387,989 of 8,540,286 voting rights.

Notification of voting rights of July 29, 2022**1. Details of issuer**

Name:	Manz AG
Street:	Steigäckerstr. 5
Postal code:	72768
City:	Reutlingen Germany
Legal Entity Identifier (LEI):	529900B635NV0KEEOR57

2. Reason for the communication

<input type="checkbox"/>	Acquisition/disposition of shares with voting rights
<input type="checkbox"/>	Acquisition/disposition of instruments
<input checked="" type="checkbox"/>	Change in total number of voting rights
<input type="checkbox"/>	Other reason:

3. Information about the notifying party

Name:	Registered headquarters and country:
Mr. Stephan Manz, Date of birth: 08-15-1988	

4. Names of shareholders

With 3 % or more voting rights, if different from 3.

--

5. Date on which contact with limit occurred:

07-27-2022

6. Total proportion of voting rights

	Proportion of voting rights (Total 7.a.)	Share instruments (Total 7.b.1.+ 7.b.2.)	Total shares (Total 7.a. + 7.b.)	Total number of voting rights of the issuer
new	4.55 %	0 %	4.55 %	8,531,212
Last communication	5.16 %	0 %	5.16 %	/

7. Details regarding existing number of voting rights

Voting rights (sections 33, 34 WpHG)

ISIN	Absolute		in %	
	direct (section 33 WpHG)	assigned (section 34 WpHG)	direct (section 33 WpHG)	assigned (section 34 WpHG)
DE000A0JQ5U3	397,989		4.55 %	(in %)
Total	397,989		4.55 %	

b.1. Instruments in the sense of section 38 (1) no. 1 WpHG

Type of instrument	Due date / expiration	Exercise period / term	Voting rights, absolute	Voting rights in %
				(in %)
		Total		(in %)

b.2. Instruments in the sense of section 38 (1) no. 2 WpHG

Type of instrument	Due date / expiration	Exercise period / term	Cash compensation or physical settlement	Voting rights, absolute	Voting rights in %
					(in %)
			Total		(in %)

8. Information relating to the notifying party

<input checked="" type="checkbox"/>	The entity required to report (3.) is not controlled, nor does it control other companies with voting rights of the issuer that are relevant for reporting purposes (1.).
	Complete chain of subsidiaries starting with the highest controlling person or the highest controlling company:

companies	Voting rights in %, if 3 % or higher	Instruments in %, if 5 % or higher	Totals in %, if 5 % or higher

9. For power of attorney pursuant to section 34 (3) WpHG

(only possible with assignments pursuant to section 34 (1) sentence 1 no. 6 WpHG)

Date of the Annual General Meeting:	
Total voting rights share after the Annual General Meeting:	% (corresponds to voting rights)

10. Other notes:

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Notification of voting rights of August 31, 2018

1. Information on the issuer

Manz AG Steigäckerstr. 5 72768 Reutlingen Germany
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2. Reason for the communication

<input checked="" type="checkbox"/>	Acquisition/disposition of shares with voting rights
	Acquisition/disposition of instruments
	Change in total number of voting rights
	Other reason:

3. Information about the notifying party

Name:	Registered headquarters and country:
Mr. Stephan Manz, Date of birth: 08-15-1988	

4. Names of shareholders

With 3 % or more voting rights, if different from 3.

--

5. Date on which contact with limit occurred:

08-28-2018

6. Total proportion of voting rights

	Proportion of voting rights (Total 7.a.)	Share instruments (Total 7.b.1.+ 7.b.2.)	Total shares (Total 7.a. + 7.b.)	Total number of voting rights of the issuer
new	5.16 %	0 %	5.16 %	7744088
Last communication	n/a %	n/a %	n/a %	/

7. Details regarding existing number of voting rights

Voting rights (sections 33, 34 WpHG)

ISIN	Absolute		in %	
	direct (section 33 WpHG)	assigned (section 34 WpHG)	direct (section 33 WpHG)	assigned (section 34 WpHG)
DE000A0JQ5U3	399889		5.16 %	(in %)
Total	399889		5.16 %	

b.1. Instruments in the sense of section 38 (1) no. 1 WpHG

Type of instrument	Due date / expiration	Exercise period / term	Voting rights, absolute	Voting rights in %
				(in %)
		Total		(in %)

b.2. Instruments in the sense of section 38 (1) no. 2 WpHG

Type of instrument	Due date / expiration	Exercise period / term	Cash compensation or physical settlement	Voting rights, absolute	Voting rights in %
					(in %)
			Total		(in %)

8. Information relating to the notifying party

<input checked="" type="checkbox"/>	The entity required to report (3.) is not controlled, nor does it control other companies with voting rights of the issuer that are relevant for reporting purposes (1.).
	Complete chain of subsidiaries starting with the highest controlling person or the highest controlling company:

companies	Voting rights in %, if 3 % or higher	Instruments in %, if 5 % or higher	Totals in %, if 5 % or higher

9. For power of attorney pursuant to section 34 (3) WpHG

(only possible with assignments pursuant to section 34 (1) sentence 1 no. 6 WpHG)

Date of the Annual General Meeting:	
Total voting rights share after the Annual General Meeting:	% (corresponds to voting rights)

10. Other notes:

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7. Laura Manz (Share of voting rights 4.55 %)

Laura Manz holds 4.55% of the voting rights as of 31 December 2022. This corresponds to 387,879 of 8,540.286 voting rights.

Notification of voting rights of July 29, 2022

1. Angaben zum Emittenten

Name:	Manz AG
Street:	Steigäckerstr. 5
Postal code:	72768
City:	Reutlingen Germany
Legal Entity Identifier (LEI):	529900B635NV0KEEOR57

2. Reason for the communication

<input type="checkbox"/>	Acquisition/disposition of shares with voting rights
<input type="checkbox"/>	Acquisition/disposition of instruments
<input checked="" type="checkbox"/>	Change in total number of voting rights
<input type="checkbox"/>	Other reason:

3. Information about the notifying party

Name:	Registered headquarters and country:
Ms. Laura Manz, Date of birth: 07-03-1990	

4. Names of shareholders

With 3 % or more voting rights, if different from 3.

--

5. Date on which contact with limit occurred:

07-27-2022

6. Total proportion of voting rights

	Proportion of voting rights (Total 7.a.)	Share instruments (Total 7.b.1.+ 7.b.2.)	Total shares (Total 7.a. + 7.b.)	Total number of voting rights of the issuer
new	4.55 %	0 %	4.55 %	8,531,212
Last communication	5.16 %	0 %	5.16 %	/

7. Details regarding existing number of voting rights

Voting rights (sections 33, 34 WpHG)

ISIN	Absolute		in %	
	direct (section 33 WpHG)	assigned (section 34 WpHG)	direct (section 33 WpHG)	assigned (section 34 WpHG)
DE000A0JQ5U3	387,979		4.55 %	(in %)
Total	387,979		4.55 %	

b.1. Instruments in the sense of section 38 (1) no. 1 WpHG

Type of instrument	Due date / expiration	Exercise period / term	Voting rights, absolute	Voting rights in %
				(in %)
		Total		(in %)

b.2. Instruments in the sense of section 38 (1) no. 2 WpHG

Type of instrument	Due date / expiration	Exercise period / term	Cash compensation or physical settlement	Voting rights, absolute	Voting rights in %
					(in %)
			Total		(in %)

8. Information relating to the notifying party

<input checked="" type="checkbox"/>	The entity required to report (3.) is not controlled, nor does it control other companies with voting rights of the issuer that are relevant for reporting purposes (1.).
<input type="checkbox"/>	Complete chain of subsidiaries starting with the highest controlling person or the highest controlling company:

companies	Voting rights in %, if 3 % or higher	Instruments in %, if 5 % or higher	Totals in %, if 5 % or higher

9. For power of attorney pursuant to section 34 (3) WpHG

(only possible with assignments pursuant to section 34 (1) sentence 1 no. 6 WpHG)

Date of the Annual General Meeting:	
Total voting rights share after the Annual General Meeting:	% (corresponds to voting rights)

10. Other notes:

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Notification of voting rights of August 31, 2018

1. Information on the issuer

Manz AG Steigäckerstr. 5 72768 Reutlingen Germany
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2. Reason for the communication

<input checked="" type="checkbox"/>	Acquisition/disposition of shares with voting rights
<input type="checkbox"/>	Acquisition/disposition of instruments
<input type="checkbox"/>	Change in total number of voting rights
<input type="checkbox"/>	Other reason:

3. Information about the notifying party

Name:	Registered headquarters and country:
Ms. Laura Manz, Date of birth: 07-03-1990	

4. Names of shareholders

With 3 % or more voting rights, if different from 3.

--

5. Date on which contact with limit occurred:

08-28-2018

6. Total proportion of voting rights

	Proportion of voting rights (Total 7.a.)	Share instruments (Total 7.b.1.+ 7.b.2.)	Total shares (Total 7.a. + 7.b.)	Total number of voting rights of the issuer
new	5.16 %	0 %	5.16 %	7744088
Last communication	n/a %	n/a %	n/a %	/

7. Details regarding existing number of voting rights

Voting rights (sections 33, 34 WpHG)

ISIN	Absolute		in %	
	direct (section 33 WpHG)	assigned (section 34 WpHG)	direct (section 33 WpHG)	assigned (section 34 WpHG)
DE000A0JQ5U3	399879		5.16 %	(in %)
Total	399879		5.16 %	

b.1. Instruments in the sense of section 38 (1) no. 1 WpHG

Type of instrument	Due date / expiration	Exercise period / term	Voting rights, absolute	Voting rights in %
				(in %)
		Total		(in %)

b.2. Instruments in the sense of section 38 (1) no. 2 WpHG

Type of instrument	Due date / expiration	Exercise period / term	Cash compensation or physical settlement	Voting rights, absolute	Voting rights in %
					(in %)
			Total		(in %)

8. Information relating to the notifying party

<input checked="" type="checkbox"/>	The entity required to report (3.) is not controlled, nor does it control other companies with voting rights of the issuer that are relevant for reporting purposes (1.).
	Complete chain of subsidiaries starting with the highest controlling person or the highest controlling company:

companies	Voting rights in %, if 3 % or higher	Instruments in %, if 5 % or higher	Totals in %, if 5 % or higher

9. For power of attorney pursuant to section 34 (3) WpHG

(only possible with assignments pursuant to section 34 (1) sentence 1 no. 6 WpHG)

Date of the Annual General Meeting:	
Total voting rights share after the Annual General Meeting:	% (corresponds to voting rights)

10. Other notes:

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8. Janus Henderson Investors (Share of voting rights 3.12 %)

Janus Henderson Investors holds 3.12% of the voting rights as at 31 December 2022. This corresponds to 266,534 of 8,540,286 voting rights.

Notification of voting rights of July 12, 2021**1. Information on the issuer**

Name:	Manz AG
Street House no.:	Steigäckerstr. 5
PLZ:	72768
Location:	Reutlingen Germany
Legal Entity Identifier (LEI):	529900B635NV0KEEOR57

2. Reason for the communication

<input type="checkbox"/>	Acquisition or disposition of shares with voting rights
<input type="checkbox"/>	Acquisition or disposition of instruments
<input type="checkbox"/>	Change in total number of voting rights
<input checked="" type="checkbox"/>	Other reason: Voluntary Group notification, due to group restructuring

3. Information about the notifying party

Legal entity: Janus Henderson Group Plc Registered Office, State: St. Helier, Jersey

4. Names of shareholders

with 3 % or more voting rights, if different from 3.

TR European Growth Trust Plc

5. Date on which contact with limit occurred:

07-01-2021

6. Total proportion of voting rights

	Proportion of voting rights (Total 7.a.)	Share instruments (Total 7.b.1.+ 7.b.2.)	Total shares (Total 7.a. + 7.b.)	Total number of voting rights in accordance with section 41 of the German Securities Trading Act (WpHG)
new	3.44 %	0.00 %	3.44 %	7748632
Last communication	3.13 %	0.00 %	3.13 %	/

7. Details regarding existing number of voting rights

a. Voting rights (sections 33, 34 WpHG)

ISIN	Absolute		in %	
	direct (section 33 WpHG)	assigned (section 34 WpHG)	direct (section 33 WpHG)	assigned (section 34 WpHG)
DE000A0JQ5U3	0	266,534	0.00 %	3.44 %
Total	266,534		3.44 %	

b.1. Instruments in the sense of section 38 (1) no. 1 WpHG

Type of instrument	Due date / expiration	Exercise period / term	Voting rights, absolute	Voting rights in %
			0	0.00 %
		Total	0	0.00 %

b.2. Instruments in the sense of section 38 (1) no. 2 WpHG

Type of instrument	Due date / expiration	Exercise period / term	Cash compensation or physical settlement	Voting rights, absolute	Voting rights in %
				0	0.00 %
			Total	0	0.00 %

8. Information relating to the notifying party

<input type="checkbox"/>	Notifying party (3.) is neither controlled nor does notifying party control other companies which hold voting rights of the issuer (1.) or to which voting rights of the issuer are attributed.
<input checked="" type="checkbox"/>	Complete chain of subsidiaries starting with the highest controlling person or the highest controlling company:

companies	Voting rights in %, if 3 % or higher	Instruments in %, if 5 % or higher	Totals in %, if 5 % or higher
Janus Henderson Group Plc	(in %)	(in %)	(in %)
Janus Henderson UK (Holdings) Limited	(in %)	(in %)	(in %)
Henderson Global Investors Limited	3.44 %	(in %)	(in %)

9. For power of attorney pursuant to section 34 (3) WpHG

(only possible with assignments pursuant to section 34 (1) sentence 1 no. 6 WpHG)

Date of the Annual General Meeting:

Total proportion of voting rights (6.) after the Annual General Meeting:

Proportion of voting rights	Instruments share	Total shares
(in %)	(in %)	(in %)

10. Miscellaneous information:

The following companies are no longer subsidiaries of Janus Henderson Group plc and therefore no voting rights are attributed to them: Henderson Group Holdings Asset Management Limited; HGI Asset Management Group Limited, Henderson Global Group Limited, Henderson Holdings Group Limited, Henderson Global Investors (Holdings) Limited.

9. Universal-Investment-Gesellschaft mbH (Share of voting rights 2.88 %)

Universal-Investment-Gesellschaft mbH holds 2.88% of the voting rights as of 31 December 2022. This corresponds to 245,939 of 8,540,286 voting rights.

Notification of voting rights of July 6, 2021**1. Information on the issuer**

Name:	Manz AG
Street House no.:	Steigäckerstr. 5
PLZ:	72768
Location:	Reutlingen Germany
Legal Entity Identifier (LEI):	529900B635NV0KEEOR57

2. Reason for the communication

<input checked="" type="checkbox"/>	Acquisition or disposition of shares with voting rights
<input type="checkbox"/>	Acquisition or disposition of instruments
<input type="checkbox"/>	Change in total number of voting rights
<input type="checkbox"/>	Other reason: Correction of an announcement by Universal-Investment-GmbH, see 10.

3. Information about the notifying party

Legal entity: Universal-Investment-Gesellschaft mit beschränkter Haftung
City of registered office, country: Frankfurt am Main, Germany

4. Names of shareholders

with 3 % or more voting rights, if different from 3.

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5. Date on which contact with limit occurred:

07-01-2021

6. Total proportion of voting rights

	Proportion of voting rights (Total 7.a.)	Share instruments (Total 7.b.1.+ 7.b.2.)	Total shares (Total 7.a. + 7.b.)	Total number of voting rights in accordance with section 41 of the German Securities Trading Act (WpHG)
new	3.17 %	0.00 %	3.17 %	7,748,632
Last communication	2.98 %	0.00 %	2.98 %	/

7. Details regarding existing number of voting rights

a. Voting rights (sections 33, 34 WpHG)

ISIN	Absolute		in %	
	direct (section 33 WpHG)	assigned (section 34 WpHG)	direct (section 33 WpHG)	assigned (section 34 WpHG)
DE000A0JQ5U3	0	245,939	0.00 %	3.17 %
Total	245,939		3.17 %	

b.1. Instruments in the sense of section 38 (1) no. 1 WpHG

Type of instrument	Due date / expiration	Exercise period / term	Voting rights, absolute	Voting rights in %
			0	0.00 %
		Total	0	0.00 %

b.2. Instruments in the sense of section 38 (1) no. 2 WpHG

Type of instrument	Due date/ expiration	Exercise period / term	Cash compensation or physical settlement	Voting rights, absolute	Voting rights in %
				0	0.00 %
			Total	0	0.00 %

8. Information relating to the notifying party

<input checked="" type="checkbox"/>	Person subject to the notification obligation is not controlled nor does it control any other undertaking(s) that directly or indirectly hold(s) an interest in the (underlying) issuer (1.).
	Full chain of controlled undertakings starting with the ultimate controlling natural person or legal entity:

Name	% of voting rights (if at least 3% or more)	% of voting rights through instruments (if at least 5% or more)	Total of both (if at least 5% or more)

9. For power of attorney pursuant to section 34 (3) WpHG

(only possible with assignments pursuant to section 34 (1) sentence 1 no. 6 WpHG)

Date of the Annual General Meeting:

Total proportion of voting rights (6.) after the Annual General Meeting:

Proportion of voting rights (in %)	Instruments share (in %)	Total shares (in %)

10. Miscellaneous information:

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The following notifications pursuant to the Securities Trading Act (WpHG) were communicated in financial year 2022:

September 23, 2022

Publication of total number of voting rights

1. Information on the issuer

Name:	Manz AG
Street House no.:	Steigäckerstr. 5
PLZ:	72768
Location:	Reutlingen, Germany

2. Type of capital measure

	Type of capital measure	Effective date
X	Issue of subscription shares (§ 41 Abs. 2 WpHG)	09-23-2022
	Other capital measure (§ 41 Abs. 1 WpHG)	

3. New total number of voting rights:

8,540,286

September 16, 2022

Publication of total number of voting rights

1. Information on the issuer

Name:	Manz AG
Street House no.:	Steigäckerstr. 5
PLZ:	72768
Location:	Reutlingen, Germany

2. Type of capital measure

	Type of capital measure	Effective date
X	Issue of subscription shares (§ 41 Abs. 2 WpHG)	09-16-2022
	Other capital measure (§ 41 Abs. 1 WpHG)	

3. New total number of voting rights:

8,539,706

August 17, 2022

Publication of total number of voting rights

1. Information on the issuer

Name:	Manz AG
Street House no.:	Steigäckerstr. 5
PLZ:	72768
Location:	Reutlingen, Germany

2. Type of capital measure

	Type of capital measure	Effective date
X	Issue of subscription shares (§ 41 Abs. 2 WpHG)	08-17-2022
	Other capital measure (§ 41 Abs. 1 WpHG)	

3. New total number of voting rights:

8,538,678

August 11, 2022

Publication of total number of voting rights

2. Information on the issuer

Name:	Manz AG
Street House no.:	Steigäckerstr. 5
PLZ:	72768
Location:	Reutlingen, Germany

2. Type of capital measure

	Type of capital measure	Effective date
X	Issue of subscription shares (§ 41 Abs. 2 WpHG)	08-10-2022
	Other capital measure (§ 41 Abs. 1 WpHG)	

3. New total number of voting rights:

8,535,120

Proposed appropriation of profit

The annual financial statements of Manz AG as of December 31, 2022, closed with a net loss of EUR 7,359,611.70 (previous year TEUR 6,463,797.86). The Management Board recommends that this net loss be carried forward to a new account.

Reutlingen, March 23, 2023

Manz AG

Martin Drasch
Chief Executive Officer

Manfred Hochleitner

MANZ AG, REUTLINGEN
DEVELOPMENT OF FIXED ASSETS IN THE FISCAL YEAR 2022

	ACQUISITION AND MANUFACTURING COSTS					ACCUMULATED DEPRECIATION					NET BOOK VALUES	
	Jan. 01, 2022 euros	Additions euros	Repostings euros	Disposals euros	Dec. 31, 2022 euros	Jan. 01, 2022 euros	Additions euros	Disposals euros	Attribution euros	Dec. 31, 2022 euros	Dec. 31, 2022 euros	Dec. 31, 2021 euros
I. INTANGIBLE ASSETS												
1. Internally generated industrial property rights and similar rights and assets	64.205.330,07	99.918,73	0,00	0,00	64.305.248,80	45.318.412,99	4.527.679,09	0,00	0,00	49.846.092,08	14.459.156,72	18.886.917,08
2. Concessions, industrial property rights and similar right and assets, and licenses for such rights and assets, purchased against payment	13.481.360,19	508.376,38	0,00	15.855,39	13.973.881,18	12.337.064,31	432.135,38	15.855,39	0,00	12.753.344,30	1.220.536,88	1.144.295,88
	<u>77.686.690,26</u>	<u>608.295,11</u>	<u>0,00</u>	<u>15.855,39</u>	<u>78.279.129,98</u>	<u>57.655.477,30</u>	<u>4.959.814,47</u>	<u>15.855,39</u>	<u>0,00</u>	<u>62.599.436,38</u>	<u>15.679.693,60</u>	<u>20.031.212,96</u>
II. FIXED ASSETS												
1. Land, similar rights and buildings, including buildings on third-party land	1.612.023,46	113.166,26	0,00	0,00	1.725.189,72	1.349.158,46	41.053,26	0,00	0,00	1.390.211,72	334.978,00	262.865,00
2. Technical equipment and machinery	16.652.519,49	2.693.029,45	0,00	627.290,77	18.718.258,17	16.227.962,49	198.066,26	28.791,28	0,00	16.397.237,47	2.321.020,70	424.557,00
3. Other equipment, operating and office equipment	8.015.242,06	824.431,62	0,00	296.216,13	8.543.457,55	7.443.894,06	430.097,62	295.816,13	0,00	7.578.175,55	965.282,00	571.348,00
	<u>26.279.785,01</u>	<u>3.630.627,33</u>	<u>0,00</u>	<u>923.506,90</u>	<u>28.986.905,44</u>	<u>25.021.015,01</u>	<u>669.217,14</u>	<u>324.607,41</u>	<u>0,00</u>	<u>25.365.624,74</u>	<u>3.621.280,70</u>	<u>1.258.770,00</u>
III. FINANCIAL ASSETS												
1. Shares held in affiliated companies	30.513.682,07	35.713,05	0,00	1.500.000,00	29.049.395,12	859.000,00	25.000,00	0,00	0,00	884.000,00	28.165.395,12	29.654.682,07
2. Loans to affiliated companies	0,00	3.593.271,82	0,00	0,00	3.593.271,82	0,00	0,00	0,00	0,00	0,00	3.593.271,82	0,00
2. Participations	28.294.476,02	7.870.404,38	0,00	0,00	36.164.880,40	24.245.265,11	0,00	0,00	0,00	24.245.265,11	11.919.615,29	4.049.210,91
3. other Loans	0,00	2.036.480,45	0,00	0,00	2.036.480,45	0,00	0,00	0,00	0,00	0,00	2.036.480,45	0,00
	<u>58.808.158,09</u>	<u>13.535.869,70</u>	<u>0,00</u>	<u>1.500.000,00</u>	<u>70.844.027,79</u>	<u>25.104.265,11</u>	<u>25.000,00</u>	<u>0,00</u>	<u>0,00</u>	<u>25.129.265,11</u>	<u>45.714.762,68</u>	<u>33.703.892,98</u>
	<u>162.774.633,36</u>	<u>17.774.792,14</u>	<u>0,00</u>	<u>2.439.362,29</u>	<u>178.110.063,21</u>	<u>107.780.757,42</u>	<u>5.654.031,61</u>	<u>340.462,80</u>	<u>0,00</u>	<u>113.094.326,23</u>	<u>65.015.736,98</u>	<u>54.993.875,94</u>

Manz AG, Reutlingen**Management Report for the Financial Year 2022****1. Business Report****1.1 Company Situation****1.1.1 Business model**

Founded in 1987, Manz AG is a global high-tech engineering company with a focus on five industries: automotive & e-mobility, battery manufacturing, electronics, energy, and medical technology. The company reports on and manages its business activities in the two reporting segments of Mobility & Battery Solutions and Industry Solutions. This structure is the result of the company consistently aligning its portfolio of technology and products to the needs of its target industries, as well as the associated merger of the previous reporting segments Solar, Energy Storage, Electronics, Service and Contract Manufacturing on January 1st, 2022. With many years of expertise in automation, laser processing, digital printing, inspection systems and wet chemistry, the company offers manufacturers and their suppliers in these future-oriented industries a broad portfolio of products and solutions. In addition to customized production solutions, this also includes individual machines and modules that can be linked together to form complete, individual system solutions. The company also offers a comprehensive range of services around Manz AG's core technological competencies: From simulation and factory planning to process and prototype development, customer training and after-sales service. Manz AG is a development partner for industrial companies, and in this role helps to support new technologies to market maturity. Manz operates internationally and has development and production facilities in Germany, Slovakia, Hungary, Italy, China, and Taiwan, as well as additional sales and service offices in India and the USA.

1.1.2 Corporate Structure and Shareholdings

As the parent company of the Manz Group, the company held 100 % of the shares in a domestic subsidiary in Tübingen and in five foreign subsidiaries based in Hungary, Italy, the USA, Slovakia and Hong Kong on the reporting date. In addition, 100 % of the shares were held in a second-tier subsidiary in China, two in Taiwan and 100 % in a second-tier subsidiary in India. Manz AG holds shares amounting to 56 % in the subsidiary Suzhou Manz New Energy Equipment Co., Ltd. based in China.

In 2022, 40% of the shares in Customcells Tübingen GmbH, Tübingen, Germany was acquired and 8.7% of the shares in ThermAvant Technologies LLC, Columbia, USA.

Furthermore, the company held 40 % of the shares in CADIS Engineering GmbH, Schwendi, Germany, 24.99 % in Q.big 3D GmbH, Aalen, Germany and 2.8 % of the shares in MetOX Technologies, Inc. of Houston, USA.

1.1.3 Strategy

Manz AG's corporate strategy is subject to an annual review and is based on four pillars. The first pillar is the development of Manz AG into one of the leading European providers and integrators for machines and plants used for battery production, as well as other components of the electric drive train. With innovative engineering, Manz works on production solutions that contribute to increasing the performance parameters and reducing the costs of the end products. By addressing different growth industries at the same time, synergies can be created, and opportunities fully exploited. To do so, Manz relies on strategic cooperations, and a concept of growth based on partnership with industry-leading companies. By combining their respective strengths, the company is able to address supply chains on a comprehensive basis via targeted collaboration, accelerating technological development. At the same time, Manz AG works to foster long-term customer relationships as a development partner, in order to participate with our customers in growth opportunities across their respective sectors through those partnerships. One of Manz AG's other focal areas is continuously expanding the modular machine concept, with the goal of increasing its competitiveness and profitability in the long term. Furthermore, Manz AG is dedicated to the topic of digital transformation in industry. Using new methods, such as digital twins, a new generation of fully automated production lines is to be developed. In this context, the use of artificial intelligence (AI) enables an innovative type of machine control and production control, with the goal of self-optimizing manufacturing. In line with the company's claim "engineering tomorrow's production," Manz AG attaches great importance to continuously developing new future technologies and growth fields. To this end, Manz pursues a targeted M&A strategy that includes both majority and minority interests in companies and technologies worldwide.

1.1.4 Reporting segments

During the financial year 2022, Manz AG's operational business activities included the two reporting segments Mobility & Battery Solutions and Industry Solutions. The Mobility & Battery Solutions reporting segment focuses on intelligent production solutions for high efficiency lithium-ion batteries. The Industry Solutions reporting segment is responsible for industrial assembly solutions to manufacture consumer electronics, power electronics, and other components of the electric drive train, as well as for systems in semiconductor backend production, display manufacturing and implementing the Fan-Out Panel Level Packaging (FOPLP) chip packaging process.

Principles and objectives of financial management

Manz AG's key figures for corporate development are revenues, earnings before interest, taxes, depreciation and amortization (EBITDA), earnings before interest and taxes (EBIT), and the equity ratio. The Managing Board has defined the following rolling target values for the long term (5 years):

- Sales: An average annual increase in sales of between 10 % and 20 % is envisaged.
- EBIT margin: A target value of 10 % is defined for the EBIT margin.
- EBITDA margin: A target value of more than 15 % is defined for the EBITDA margin.
- Equity ratio: The target corridor for the ratio of equity to total assets is between 40 % and 60 %.
- Gearing: Manz AG has defined gearing as the ratio of net financial liabilities (current and non-current liabilities to banks less cash and cash equivalents) to equity before minority interests of less than 50 % as a target figure.

in %	2022	2021*	2022	2021
Revenue (in Mio. EUR)	251,0	227,1	308,7	178,3
EBITDA margin	2,5	-2,3	-12,4	-0,9
EBIT margin	-2,4	-16,8	-15,3	-4,4
Equity ratio	29,7	30,9	16,1	15,7
Gearing	10,4	15,1	-0,8	-0,7

*after correction IAS 8 due to an error correction from the 2021 financial year

Manz AG's financial management system is centrally organized. To minimize risks and leverage Group-wide optimization potential, the company bundles decisions on financing, cash investments and currency hedges of subsidiaries within the Group. In this context, the company follows value-based financing principles in order to secure its liquidity at all times, limit financial risks and optimize the cost of capital. In addition, Manz strives for a well-balanced debt maturity profile.

1.1.5 Research and development

For Manz as a high-tech equipment manufacturer, research and development (R&D) continued to play a central role in the financial year 2022. With over 500 engineers, technicians and scientists at its various development sites, Manz AG focuses on the development of manufacturing, assembly and handling technologies, integrated into modularized individual machines, tools and

linked system solutions. The Manz AG interdisciplinary “R&D Council” is intended to enable the internal, cross-segment integration of competencies.

Manz maintains numerous cooperative arrangements with research institutions, universities and colleges. The company is, for instance, a member of the board for the “Kompetenznetzwerk Lithium-Ionen-Batterien” (KLiB - Lithium-ion battery competence network) and is active as a member of the advisory board for the “Batteries European Partnership Association” (BEPA). The goal in each case is to create the conditions within the European Union for the development of European battery production.

One R&D focus in 2022 was developing new technologies and procedures to manufacture battery cells and modules that go well beyond the current state of the art, facilitating major improvements in performance, safety and environmental protection. The Manz sites in Germany and Italy took part in this project. The project was funded in Germany by the BMWK Bundesministerium für Wirtschaft und Klimaschutz - Federal Ministry of Economics and Climate Protection of the Federal Republic of Germany), and by the MiSE (Ministry of Economic Development) in Italy.

Another focal area was developing a modular transportation and digital printing system, with the goal of making classic printing processes in mass production much more efficient in terms of quality, throughput and flexibility through digital printing technology. This was achieved thanks to Manz’s automation expertise in conjunction with the digital printing expertise of CADIS GmbH, in which Manz obtained a holding in 2021.

At the end of 2022, Manz AG acquired an interest in ThermAvant Technologies, L.L.C.. ThermAvant is a US company that manufactures highly efficient cooling systems for the electronics and semiconductor industry, so-called oscillating heat pipes (OHP). The company produces small quantities for special applications, mainly in the aerospace sector. Manz is developing new system technologies for ThermAvant in order to be able to produce these OHPs cost-effectively and in large quantities. The addressed mass market concerns the industrial, consumer and automotive sectors. Strong demand for the OHPs is expected in the coming years, for which Manz intends to supply the corresponding turnkey production lines. A corresponding exclusivity agreement has been signed with ThermAvant.

Thanks to its holding in Metox Technologis Inc. in the USA, which manufactures superconductors, Manz has tapped into another key future field which will help overcome existing challenges in the energy infrastructure ecosystem. Manz develops the automated production systems necessary for this purpose, with a focus on inspection, laser processing and vacuum process technology to produce high temperature superconductors.

Furthermore, generating use cases for artificial intelligence (AI) was an important part of the Manz group’s research and development work in 2022, and will be expanded successively over time. The use of AI is essential for almost all of Manz AG’s process and automation projects.

In total, Manz AG recorded a ratio for research and capitalized development services of 10.0 % (previous year: 6.7 %). The significant increase is due to higher own work capitalized from the IPCEI project, which had less impact in the previous year. The capitalization ratio, i.e. the share of capitalized development costs in total R&D expenses, was 89.8 % (previous year: 63.1 %). Investments in R&D amount to EUR 17.6 million and are significantly above the previous year's level of EUR 8.4 million for the reasons described. As part of the European IPCEI development, Manz AG received EUR 17.5 million in subsidies for capitalized development costs in the current year, which significantly reduces the future burden of depreciation. In the current year, amortization of capitalized development costs amounted to EUR 4.5 million (previous year: EUR 4.5 million).

During the financial year 2022, the research and development costs offset affecting profit and loss were EUR 2.0 million and thus remained at the previous year's level of EUR 1.6 million. The company will also continue to place a clear emphasis on R&D activities in future. In order to consolidate its technological positioning in the relevant target markets and its innovative strength in a sustainable way and over the long term, Manz AG aims to achieve an annual R&D ratio of 5 % on average in its two segments. Including Manz AG's equity ratio in the development costs within the framework of the IPCEI project, in the coming years, this figure will average around 15 %.

1.1.6 Employees

Qualified and motivated employees provide the basis of Manz AG's long-term success. As of December 31, 2022, Manz AG had 502 employees (previous year: 461) and 39 trainees (previous year: 35).

1.2 Business Report

1.2.1 Macroeconomic environment and sector-specific conditions

1.2.1.1 Economic market environment

The international economy was weakened primarily by high energy prices and a variety of uncertainties during the course of 2022. According to the Kiel Institut für Weltwirtschaft (IfW Kiel, Institute for World Economy), monetary policy has also dampened the overall economy, after being tightened rapidly due to the overall high inflation pressure. A drop in supply bottlenecks and increasing normalization of economic activities in areas of the economy particularly hard-hit by the Covid-19 pandemic helped production move in a positive direction into the fall. However, economic momentum dropped significantly again at the end of the year. Overall, the IfW experts calculated that the global economy would grow by 3.2 % over the course of 2022 compared with 2021

(previous year: 6.1 %). According to the IfW, economic output in the USA increased by 1.9 % in 2022 compared with 2021 (previous year: 5.9 %). According to the IfW, gross domestic product in China grew by 2.9 % in 2022 (previous year: 8.6 %). Economic output in the European Union is expected to increase by 3.5 % in 2022 (previous year: 5.3 %). The overall economic situation in Germany, as well, was shaped by the consequences of war in Ukraine and extreme hikes in energy prices during 2022. According to initial, preliminary calculations by the Federal Statistical Office, gross domestic product (GDP) in 2022 grew by 1.9 % over 2021 (previous year: 2.6 %). Thus, GDP in 2022 was still 0.7 % lower than in 2019, the year before the Covid-19 pandemic began.

1.2.1.2 Engineering Industry

Based on information from the VDMA (Verband Deutscher Maschinen- und Anlagenbau) of December 2022, production in machinery and system engineering continued to be impacted notably by difficulties in supply chains and by material bottlenecks. The situation remains strained in particular for electronic components, although it is improving. While actual order intake during the first ten months of 2022 was 1 % below that of the previous year, actual production during the same period dropped by 0.4 % compared to the previous year. VDMA economists estimate that production growth for 2022 as a whole will be 1 % in price-adjusted terms compared with 2021 (previous year: 6.5 %). This corresponds to a total nominal production value in the mechanical engineering sector of EUR 238 billion.

1.2.1.3 Core Segment sectors

Mobility & Battery Solutions

The automotive industry's shift toward electromobility is omnipresent and is being accelerated, in particular, by strict emissions requirements in key sales markets. The increasing move away from the combustion engine poses major challenges for automotive manufacturers and suppliers. A shortage of semiconductors remains one of the dominant issues in the automotive industry. This has a significant impact on production figures and is likely to continue affecting the industry negatively in coming years, based on expert assessments. According to IHS Markit, around 6.4 million pure electric vehicles were produced worldwide in 2022, an increase of 39 % compared to 2021. The battery capacity needed for this, according to IHS Markit, is around 380 gigawatt hours. Pure electric vehicles currently account for around eight percent of total automotive production worldwide.

German Association of the Automotive Industry (VDA), the total number of passenger cars produced in Germany in 2022 was 3.4 million vehicles, or 11 % more than in 2021. Despite this growth, production volume remains at a comparatively low level: production figures were significantly lower, by a full 26 %, than those from 2019, the year before the Covid-19 pandemic.

According to the Federal Motor Transport Authority (KBA), new passenger car registrations in Germany increased by 1.1 % year-on-year in 2022 to around 2.65 million. Over the course of the

year, around 470,000 all-electric passenger cars (BEVs) were newly registered (+ 32 % year-on-year), resulting in a BEV share among all new registrations of around 18 %.

Electromobility is the biggest growth driver for lithium-ion battery (LIB) demand in the coming years. According to Roland Berger, the automotive sector's share of total global battery capacity requirements will increase from about 65 % today to 77 % in 2030. Currently, Europe is still dependent on importing batteries from Asia. For example, according to IHS Markit, around one-third of electric passenger cars (BEVs) manufactured in Europe are still equipped with battery cells produced in Asia. In coming years, it indicates that the demand for lithiumion batteries will increasingly be handled regionally within Europe, which will require the construction of multiple battery factories. By 2027, IHS Markit forecasts that 87 % of electric passenger cars manufactured in Europe will be equipped with battery cells produced in Europe.

According to a study by Interact Analysis, the market for production equipment in the battery assembly sector grew by around 78 % in 2022 to around 4 billion US dollars (previous year: 65 %). Manz AG was one of the ten largest providers in this market in 2021, with a global market share of 3.5 %.

Industry Solutions

Cell contacting systems are a central component of electric cars and plug-in hybrids: Depending on their size and capacity, several battery cells or modules are integrated in each battery-powered e-car and interconnected by cell contacting systems. With its high-tech production solutions, Manz covers all essential manufacturing steps for the automated production of cell contacting systems. According to estimates by Manz based on IHS Markit, a total of around 140 million cell contacting systems were produced worldwide in 2022 (+ 32 % compared to the previous year).

In the field of display manufacturing, Manz offers highly efficient production processes with machines and equipment in the areas of wet chemistry, automation, and laser process technology, which are used in the production of TFT-LCDs and OLEDs. Due to cancellations and the generally difficult economic framework conditions, Display Supply Chain Consultants (DSCC) reduced its growth figures for capacities for LCD and OLED displays in 2022, and now expects an increase of 7 % compared to the previous year.

For the production of printed circuit boards and chip carriers, Manz offers wet-chemical process technology, for example, for exposure or surface processing. The focus is on so-called IC substrates, which allow microprocessors to be packaged in a very small space. Such packages are used in high-performance computers, for example, and other fields of application include smartphones, cars and industry. The market for these substrates grew to around USD 17.7 billion as a whole (up 23 % year-on-year), according to Prismark data from 2022.

In the field of semiconductor manufacturing the chip packaging process Fan-Out Panel Level Packaging (FOPLP) is playing an important role due to miniaturization in the electronics industry. For the realization of the FOPLP with simultaneous coating of the microchips with an additional metal layer, in order to optimize the performance parameters (redistribution layer), Manz is one of

the few suppliers of turnkey production lines. The market for FOPLP grew to USD 88 million in 2022 (+ 21 % compared to 2021), according to the Yole Group.

2. Analysis of the net assets, financial position and results of operations

2.1 Error correction according to IDW RS HFA 6

In the annual financial statements as of December 31, 2021, the Managing Board made an assessment of the recoverability of work in progress plus prepayments made and less prepayments received ("CIGS" inventories) for the large-scale CIGSFab project on the basis of publicly available, historical information. An internal assessment of the CIGS inventories in the 2nd quarter of 2022 resulted in an increased impairment requirement of EUR 7.3 million. In retrospect, the facts were incorrectly presented in Manz AG's annual financial statements as of December 31, 2021, in contradiction to the actual circumstances. Furthermore, the information about the customer's uncertain liquidity situation was already available at the time the financial statements were prepared.

In addition, there were advance payments made in inventories in the annual financial statements as of December 31, 2021, to Nice Solar Energy gmbH, which was a supplier to Manz AG for the large-scale CIGSFab project, in the amount of EUR 1.2 million, for which no consideration had been received to date. In retrospect, the facts were incorrectly presented in Manz AG's annual financial statements as of December 31, 2021, in contradiction to the objective circumstances, since the supplier had filed for protective shield proceedings in 2021 and a repayment to the advance payments made was accordingly unlikely.

As a result, inventories were written down by a total of EUR 8.5 million on a current account basis in 2022. The facts relate to errors in accordance with IDW RS HFA 6. The errors were corrected in the current account in the absence of grounds for invalidity (Section 256 of the German Stock Corporation Act (AktG)).

2.2 Earnings position

In fiscal year 2021, sales revenues of EUR 308,7 million (previous year: EUR 178.3 million) were generated. The forecast sales increase of 80 % to 100 % for 2022 could not be achieved because several projects, such as those with the customer Varta, were delayed. At EUR 201.0 million, sales were largely generated in China; the CIGSfab project was invoiced with a turnover of EUR 198.4 million due to the termination of the project. Other sales areas were Germany with EUR 38.0 million, other European countries with EUR 28.0 million, the USA with EUR 27.1 million, Taiwan with EUR 1.4 million and other countries in the world with EUR 13.2 million.

Inventories of work in progress and finished goods decreased by EUR 131.6 million in 2022 (previous year: decrease in inventories of EUR 23.0 million) and resulted primarily from the completion of orders in the Industry Solutions area. Total output increased in the financial year by EUR 32.2 million to EUR 194.8 million (previous year: EUR 162.6 million). Own work capitalized amounted to EUR 17.7 million (previous year: EUR 7.3 million) and exclusively includes capitalized development costs.

In the Mobility & Battery Solutions area, sales of EUR 71.2 million were achieved in the 2022 financial year (previous year: EUR 11.8 million). The forecast increase in sales of at least a tenfold increase in sales realized in 2021 was not achieved. This was mainly due to delays in project execution caused by customers. In the Industry Solutions segment, sales of EUR 233 million (previous year: EUR 162.2 million) were achieved in the financial year 2022. The forecast sales increase of 30 % to 50 % was achieved with 43.6 %. In the financial year 2022, it was also possible to generate sales with affiliated companies in the amount of EUR 4.5 million (previous year: EUR 4.3 million). This means that in the reporting year, these were almost at the level of the previous year.

Other operating income rose to EUR 3.4 million (previous year: EUR 2.6 million). This mainly includes income from the reversal of other provisions in the amount of EUR 1.3 million (previous year: EUR 1.3 million) with income from the reversal of warranty provisions in the amount of EUR 0.2 million (previous year: EUR 1.1 million). The reversal of other provisions amounted to EUR 1.1 million (previous year EUR 0.2 million), which are largely attributable to the area of personnel provisions.

The cost of materials rose to EUR 129.5 million in the 2022 financial year (previous year: EUR 103.8 million) with increased total output. The cost of materials ratio rose to 66.5% (previous year: 63.8%). Increasing factors influencing the cost of materials and the cost of materials ratio were the settlement of the CIGS order and price increases from external suppliers.

Personnel expenses amounted to EUR 41.2 million (previous year: EUR 40.6 million) as a result of salary increases and the increase in personnel, among other things in connection with the development project "Lithium battery factory of the future"; the personnel expenses ratio decreased to 21.1% (previous year: 25.0%).

Scheduled depreciation of intangible assets and property, plant and equipment increased to EUR 5.6 million in 2022 (previous year: EUR 5.4 million). Of this amount, EUR 4.5 million (previous year: EUR 4.5 million) was attributable to depreciation of capitalized development costs.

Other operating expenses amounted to EUR 51.7 million (previous year: EUR 22.2 million). They include the individual value adjustment of EUR 24.2 million (previous year: EUR 0.4 million) caused by the CIGS project. Other operating expenses also include sales commissions to subsidiaries for customer orders acquired in the amount of EUR 1.2 million (previous year: EUR 1.8 million), legal and consulting costs in the amount of EUR 3.2 million (previous year: EUR 1.8 million), expenses for IT service contracts EUR 2.1 million (previous year: EUR 1.7 million) and EUR 1.8 million (previous year: EUR 1.1 million) for guarantee commissions, which mainly relate to customer projects from the Mobility & Battery Solutions area are included. Also included are freight costs for outbound freight of EUR 0.8 million (previous year EUR 0.6 million).

The financial result was EUR -0.7 million (previous year: EUR -7.9 million). In the previous year, an unscheduled write-down of EUR 7.3 million was made on the 11.1% stake in NICE PV

Research Ltd. The financial result mainly includes interest and similar expenses of EUR 0.8 million (previous year: EUR 0.9 million).

Earnings after taxes deteriorated by EUR 15.6 million to EUR 30.6 million compared to the previous year (previous year: EUR -15.0 million).

A net loss of EUR 30.9 million was generated in the 2022 financial year (previous year's loss: EUR 15.3 million). As a result of a withdrawal of EUR 30.0 million from the capital reserve to the revenue reserve and the offsetting of the net loss for the year of EUR 30 million against the revenue reserve, taking into account the loss carried forward from the previous year, there is an accumulated deficit of EUR 7.4 million (previous year: EUR -6.5 million).

2.3 Asset Position

As of December 31, 2022, the balance sheet total decreased from EUR 185.7 million to EUR 178.3 million compared to the previous year. Daimler Truck AG's investment of approximately 10 % in Manz AG resulted in an increase in equity of approximately EUR 30.6 million. On the other hand, there is a net loss for the year of EUR 30.9 million, which is why the equity reported on the balance sheet fell from EUR 29.1 million to EUR 28.8 million. The subscribed capital increased from EUR 7.8 million to EUR 8.5 million due to the issue of new shares. The equity ratio as of the balance sheet date increased from 15.7% in the previous year to 16.1 %.

Liabilities to affiliated companies decreased from EUR 46.2 million to EUR 35.9 million; they result from deliveries and services as of the balance sheet date. The decline in liabilities to affiliated companies is mainly due to the final invoice for various projects involving the association and the resulting repayment. Trade accounts payable to third parties increased to EUR 25.2 million (previous year: EUR 17.6 million) and advance payments received on orders fell from EUR 77.0 million in the previous year to EUR 73.8 million return.

Provisions fell from EUR 13.4 million in the previous year to EUR 12.3 million. This essentially includes provisions for invoices not yet received in the amount of EUR 2.3 million (previous year: EUR 3.3 million), provisions for pensions in the amount of EUR 3.3 million (previous year: EUR 3.2 million) and provisions for reworking invoiced customer projects in the amount of EUR 2 million (previous year: EUR 1.5 million) and tax provisions in the amount of EUR 1.4 million (previous year: EUR 1.1 million), which withholding tax to be paid for existing receivables from services from Manz Taiwan Ltd. and Manz China Suzhou Ltd. regarding.

As of the balance sheet date, fixed assets accounted for 36.5% of Manz AG's assets and increased by EUR 10.0 million to EUR 65.0 million (previous year: EUR 55.0 million). The increase resulted primarily from financial assets, which accounted for 70.3% of fixed assets as of the balance sheet date and rose from EUR 33.7 million in the previous year to EUR 45.7 million in the

reporting year. The reasons for this lay in the expansion of investments by EUR 7.9 million to 11.9 million EUR in the reporting year. The increase in investments resulted from the acquisition of 40% of the shares in Customcells Tübingen GmbH and 8.7% of the shares in ThermAvant Technologies LLC with a total value of EUR 7.9 million. Another reason for the increase in financial assets is the rise in other loans from EUR 0 million in the previous year to EUR 2.0 million. At the same time, intangible assets decreased from EUR 20 million to EUR 15.5 million, as the additions in the current year were offset by significant cash inflows from grants and scheduled depreciation.

Current assets fell by EUR 17.6 million from EUR 129.9 million in the previous year to EUR 112.3 million. At the same time, cash on hand and bank balances increased from EUR 20.3 million in the previous year to EUR 22.7 million. Inventories fell from EUR 96.9 million in the previous year to EUR 68.6 million and the prepayments made therein fell to EUR 25.2 million as of the balance sheet date (previous year: EUR 50.9 million). This is mainly due to the fact that the CIGSfab project has been settled. Trade accounts receivable from third parties increased from EUR 6.2 million to EUR 9.1 million and other assets rose to EUR 11.4 million (previous year: EUR 6.4 million), which essentially is due to the expected funding of the development projects by the sponsors of the IPCEI project in the amount of EUR 6.8 million.

2.4 Liquidity Position

In the 2022 financial year, cash flow from operating activities developed to EUR -18.1 million (previous year: EUR -37.2 million) with a net loss for the year of EUR 30.9 million. Cash inflows were mainly due to the reduction of receivables and inventories in the amount of EUR 25 million (previous year: EUR 7.8 million). Cash outflows resulted from an increase in advance payments received of EUR 3.2 million (previous year: EUR 40.2 million), an increase in receivables of EUR 3.3 million (previous year: EUR 5 million) and a reduction in other assets of EUR 7 million (previous year: 9.4 million).

The cash flow from investing activities amounted to EUR -9.4 million in the 2022 financial year (previous year: EUR 1.4 million). This includes cash outflows from investment activities for property, plant and equipment of EUR 14.7 million (previous year: EUR 7.5 million) and for investments in new investments and loans of EUR 2 million (previous year: EUR 4.1 million). Cash inflows of EUR 10.5 million (previous year: EUR 13 million) resulted from government grants received.

At around EUR 29.9 million, cash flow from financing activities in fiscal year 2022 is significantly higher than the previous year's figure of EUR -0.7 million. In the reporting year, this was mainly influenced by the capital increase with a payment of EUR 30.6 million (previous year: EUR 0 million). This was offset by cash outflows from interest payments of EUR -0.7 million (previous year: EUR -0.7 million).

At the end of the 2022 financial year, cash and cash equivalents amounted to EUR 22.7 million (previous year: EUR 20.3 million). This includes unavailable funds of EUR 5.0 million (previous year: EUR 5.0 million) due to cash deposits for advance payment guarantees issued to customers by financial institutions. As of the balance sheet date, Manz AG had an unused bank credit line of EUR 2.9 million (previous year: EUR 5.0 million) at its disposal. The change results from the use of guarantees in the amount of EUR 2.1 million.

2.5 General Statement on the Economic Situation of the Company

In the 2022 financial year, a significantly higher total output of EUR 194.8 million was achieved compared to EUR 162.6 million in the previous year. The net loss for the year worsened by EUR 15.6 million to EUR 30.9 (previous year: EUR -15.3 million), which was mainly due to increased other operating expenses, in particular the individual value adjustment of the CIGS receivable in the amount of EUR EUR 23.8 million, on the other hand, was influenced by an increased material usage rate. The cost of materials ratio (ratio of cost of materials to total output) increased slightly to 66.5% (previous year: 63.8%). In addition to a changed product mix, the reason for this is the general rise in inflation in 2022, which, in addition to the shortage of materials, had a negative impact on material purchase prices.

Due to salary increases, personnel expenses of EUR 41.2 million were above the previous year's figure of EUR 40.6 million; the personnel expenses ratio (ratio of personnel expenses to total output) fell to 21.1% (previous year: 25.0%).

The balance sheet total fell from EUR 185.7 million in the previous year to EUR 178.3 million. The capital increase was almost offset by the negative annual result, equity fell to EUR 28.8 million (previous year: EUR 29.1 million) with an equity ratio of 16.1% (previous year: 15.7%). Advance payments received fell from EUR 77.0 million in the previous year to EUR 73.8 million and financial assets increased from EUR 33.7 million to EUR 45.7 million. The reported balance sheet value as of December 31, 2022 is mainly characterized by the advance payments received from Power by Britishvolt Ltd. In the amount of approximately EUR 17.1 million.

Cash and cash equivalents as of December 31, 2022 amounted to EUR 22.7 million (previous year: EUR 20.3 million).

In the past fiscal year, Manz AG also recorded further increasing dynamics in the e-mobility market and was able to convince numerous well-known international customers with its many years of experience in the development of innovative production concepts and solutions for the manufacture of lithium-ion batteries. From Manz's perspective, the orders from the new shareholder Daimler Truck AG are examples of this.

With an order backlog of EUR 474.7 million, developments in the market for electric mobility in particular underscore the potential for Manz AG. The figure in the consolidated financial statements of around EUR 339.9 million (previous year: EUR 229.1 million) is lower, primarily due

to the application of IFRS 15. In accordance with HGB, the order backlog includes the planned revenues upon realization of the acceptance of the projects included in the backlog.

2.6 Explanation of Target Achievement 2021

Manz AG generated sales of EUR 308.7 million in the 2022 fiscal year (previous year: EUR 178.3 million) and total output of EUR 194.8 million (previous year: EUR 162.6 million). In the operating business, Manz generated earnings before interest, taxes, depreciation, and amortization (EBITDA) of EUR -24.2 million (previous year: EUR -1.4 million) and earnings before interest and taxes (EBIT) of EUR -30.2 million (previous year: EUR -7.4 million).

With growth of 73.1%, sales in the 2022 financial year almost reached the increase of 80% to 100% described above, in particular due to the final invoice for the CIGS project. Overall performance experienced a 19.8% increase, below the forecast 60% to 80% increase. One reason for the shortfall in the forecast is mainly delays in the finalization and acceptance of projects such as with the customer Power by Britishvolt Ltd.

A forecast positive EBITDA margin in the low single-digit percentage range could not be achieved and was -12.4%. A positive EBIT margin in the low negative percentage range could also not be achieved at -15.3%. The reason for this is primarily the disproportionate increase in the cost of materials, which resulted from the manufacturing costs for the CIGS order. The equity ratio fell due to the negative annual result of EUR -30.6 million. The expected small increase from 15.7% in the previous year to 19 % could only be achieved with an increase to 16.1 % in the reporting year. Gearing deteriorated slightly from -0.7 to -0.8.

The targeted increase in total output of 60 % to 80 % was not achieved in the 2022 financial year, with total output of EUR 194.8 million (previous year: EUR 162.6 million). The customer orders in progress with an order backlog of EUR 474 million will mainly be relevant for sales in 2023 and 2024.

2.7 Declaration on corporate governance (unaudited)

The corporate governance declaration pursuant to sections 289f and 315d German Commercial Code (HGB) was prepared jointly for Manz AG and the Manz Group and made publicly available under the title “Corporate Governance – Declaration of Manz AG for the 2022 financial year” on the company’s website at www.manz.com in the “Investor Relations” section under the heading “Corporate Governance – Declaration on Corporate Governance”. This also includes all key aspects of the compliance management system, which in the view of the Managing Board is aligned to the risk situation of the company.

2.8 Disclosures pursuant to section 315a (1) HGB and explanatory report pursuant to section 176 (1) Sentence 1 German Stock Corporation Act (AktG) on the disclosures pursuant to section 289a (1), section 315a (1) of the German Commercial Code (HGB)

Composition of subscribed capital

The subscribed capital of Manz AG amounts to EUR 8,540,286.00 and is divided into 8,540,286 no-par value bearer shares with a proportional amount of the share capital of EUR 1.00. All shares are associated with the same rights and duties. Each share grants its holder one vote at the Annual General Meeting. Each share offers the same share of profits. This would exclude treasury shares held by Manz AG, which do not entitle the company to any rights. At the present time, the company does not hold any treasury shares. The rights and obligations of shareholders are, otherwise, governed by the provisions of the German Stock Corporation Act (AktG), in particular, sections 12, 53a et seq., 118 et seq. and 186 German Stock Corporation Act (AktG).

Restrictions that apply to voting rights or the transfer of shares

The Managing Board of Manz AG does not know of any agreements pertaining to restrictions on the use of voting rights or the transfer of shares.

Shareholdings in the capital exceeding 10 % of the voting rights

Based on the notifications received regarding significant voting rights pursuant to sections 33 and 34 German Securities Trading Act (WpHG) and regarding transactions by executives on their own behalf pursuant to Article 19 of the Market Abuse Regulation, the Managing Board is aware of the existence of the following direct or indirect shareholdings in the capital of the company exceeding 10 % of the voting rights:

	Number of voting rights	Percentage of voting rights
Dieter Manz, Schlaitdorf	1,939,899	22,7 %
directly thereof (section 33 WpHG)	775,942	9,1 %
of which attributable (section 34 WpHG)	1,163,957	13,6 %
People's Republic of China, acting through the State-owned Asset Supervision Commission (SASAC) of the People's Government of Shanghai, People's Republic of China	1,523,480	17,9 %
Full chain of subsidiaries:		
Shanghai Electric (Group) Corporation		
Shanghai Electric Group Company Limited		
Shanghai Electric Hongkong Co. Limited		
Shanghai Electric Germany Holding GmbH (shareholder)		

Changes in the total number of voting rights in Manz AG in the sense of section 41 WpHG which occurred after the notifications were received were not included in the shares of voting rights indicated.

Shares with special rights that confer authority to exercise control

The company does not have shares with special rights that confer authority to exercise control.

Type of voting rights control if employees have an interest in the capital and do not exercise their control rights directly

Employees with a stake in Manz AG's capital can exercise the control rights to which they are entitled from the shares directly in accordance with the provisions of the Articles of Incorporation and prevailing laws.

Legal requirements and provisions of the Articles of Incorporation regarding the appointment and dismissal of members of the Managing Board and regarding amendments to the Articles of Incorporation

The appointment and dismissal of members of the Managing Board are governed by sections 84 and 85 German Stock Corporation Act (AktG). Accordingly, members of the Managing Board are

appointed by the Supervisory Board for a maximum of five years. Members may be repeatedly appointed or have their term extended, in either case for another period lasting a maximum of five years. Pursuant to section 5 of the company's Articles of Incorporation, the Managing Board may consist of one or more persons. The Supervisory Board appoints the members of the Managing Board pursuant to the provisions of the German Stock Corporation Act and determines their number. The Supervisory Board may appoint a member as chairperson of the Managing Board. In accordance with section 84 German Stock Corporation Act (AktG), the Supervisory Board may revoke the appointment of a member of the Managing Board and the appointment of the Chairman of the Managing Board for good cause.

Amendments to the Articles of Incorporation are governed by sections 133 et seqq. And 179 et seqq. of the German Stock Corporation Act (AktG). In general, amendments require a resolution passed at the Annual General Meeting. A resolution passed at the annual general meeting requires a majority of at least three-quarters of the capital stock represented at the time the resolution is adopted. The Articles of Incorporation may determine a different, but only greater capital majority, for any amendment to the corporate purpose of the company.

Pursuant to section 16 (1) of the company's Articles of Incorporation, resolutions are passed at the Annual General Meeting by a simple majority of the votes cast, unless mandatory provisions of the German Stock Corporation Act stipulate otherwise. Where the German Stock Corporation Act also stipulates that a majority of the represented capital stock is required to pass a resolution, a simple majority of the represented capital fulfills this requirement, as permitted by law.

Authority of the Managing Board to issue or repurchase company shares

The Managing Board may issue new shares only on the basis of resolutions passed at the annual general meeting in respect of an increase in capital stock or in respect of authorized and conditional capital. Purchasing treasury shares is governed by section 71 et seqq. of the German Stock Corporation Act (AktG) and, in certain cases, is permitted by operation of law or as a result of authorization given at the Annual General Meeting.

Authorized capital

Based on the resolution of the Annual General Meeting of 7 July 2021, the Managing Board of the company is authorized, in accordance with Article 3 (3) of the Articles of Incorporation, to increase the share capital of the company, with the approval of the Supervisory Board, in the period up to July 6 2026, once or in partial amounts by a total of up to EUR 3,872,044.00 by issuing a total of up to 3,872,044 new bearer shares (no-par value shares) against cash or non-cash contributions (Authorized Capital 2021). In the course of the capital increase amounting to approximately 10 % of the share capital, in the context of which Daimler Truck AG acquired an interest in Manz AG, an amount of EUR 774,408.00 of this was utilized.

In principle, the new shares must be offered to shareholders for subscription. However, the Managing Board is authorized, with Supervisory Board approval, to disapply shareholders' preemptive rights,

- in the case of capital increases against contribution in kind for the acquisition of companies, parts of companies or participations in companies or other assets or for the purpose of business combinations;
- to the extent that it is necessary to give owners of warrant or convertible bonds, profitsharing rights, or profit-sharing bonds (or combinations of these instruments) issued by the company or direct or indirect affiliates of the company a subscription right to new shares to the same extent as they would have upon exercising their option or conversion right or after fulfilling their conversion obligation;
- in order to exclude fractional amounts from subscription rights.

Authorization to issue partial debentures with options or conversion rights or conversion obligations, profit-sharing rights, and profit-sharing bonds (or combinations of these instruments), as well as Conditional Capital I

At the Annual General Meeting on July 2, 2019, a resolution was passed authorizing the Managing Board, with Supervisory Board approval, to issue bearer warrant or convertible bonds, profit-sharing rights and/or profit-sharing bonds, or a combination of these instruments (collectively referred to as “bonds”), up to a total nominal value of EUR 150 million, on one or more occasions until July 1, 2024. In addition, the Managing Board was also authorized to grant owners of warrant bonds option rights and owners of convertible bonds conversion rights for bearer shares of the company with a proportionate amount of capital stock totaling up to EUR 3,100,000.00, in accordance with the detailed terms and conditions of the warrant/convertible bonds.

The statutory subscription right is granted to the shareholders in the way that the bonds are underwritten by a bank or a syndicate of banks with the obligation to offer them for subscription to shareholders. If bonds are issued by one of Manz AG’s subsidiaries pursuant to section 18 of the German Stock Corporation Act, the company must ensure that the statutory subscription right is granted accordingly to shareholders of Manz AG.

However, the Managing Board is authorized, with the consent of the Supervisory Board, to exclude subscription rights to the extent necessary to grant the holders of previously issued bonds with option or conversion rights, or conversion obligations, respectively, subscription rights to the extent to which they would be entitled as shareholders after exercising their option or conversion rights or upon fulfillment of their conversion obligations.

Furthermore, the Managing Board is authorized, with Supervisory Board approval, to completely exclude shareholders’ subscription rights to bonds issued with an option and/or conversion right or conversion obligation, provided the Managing Board, after dutiful examination, arrives at the view that the issue price of the bonds is not significantly below their hypothetical market value as calculated according to accepted and, in particular, actuarial methods. This authorization to

exclude subscription rights applies to bonds issued with option and/or conversion rights or conversion obligations, with option and/or conversion rights or conversion obligations for shares with a pro rata amount of the capital stock which, in total, may not exceed 10 % of the capital stock, either at the time it takes effect or – if this value is lower – at the time this authorization is exercised. On the aforementioned ten percent limit new shares from authorized capital and treasury shares sold are counted in certain cases.

Where profit-sharing rights or profit-sharing bonds without an option right or conversion right/obligation are issued, the Managing Board is authorized, with Supervisory Board approval, to completely disapply shareholders' subscription rights if these profit-sharing rights or profit-sharing bonds have the characteristics of a debenture, i.e. do not give rise to any membership rights in the company, do not grant a share in the liquidation proceeds and the interest payable is not calculated on the basis of net income for the year, net retained profit or the dividend. Moreover, in such a case, the interest payment and the issue price of the profit-sharing rights or profit-sharing bonds must reflect current market conditions at the time of issue.

Pursuant to section 3 (4) of the Articles of Incorporation, the capital stock of the company has been conditionally increased by up to EUR 3,100,000.00 through the issue of up to 3,100,000 no-par value bearer shares (Conditional Capital I).

The contingent capital increase will only be carried out to the extent that the holders of option or conversion rights or those obliged to convert from warrant or convertible bonds, profit participation rights or participating bonds issued by the Company or a Group company within the meaning of section 18 AktG on the basis of issued or guaranteed at the Annual General Meeting on July 2, 2019 under agenda item 5, exercise their option or conversion rights or, if they are required to convert, fulfill their obligation to convert, unless a cash settlement is granted or treasury shares or shares of another listed company. The new shares are issued at the option or conversion price to be determined in each case in accordance with the authorization resolution described above. The new shares are to participate in profit from the beginning of the financial year in which they are created on the basis of the exercise of options or conversion rights or of the fulfillment of conversion obligations. The Managing Board is authorized, with Supervisory Board approval, to establish the further details of the execution of the conditional capital increase.

Authorization to issue share subscription rights within the scope of the Manz Performance Share Plan 2015 as well as Conditional Capital II

At the annual general meeting held on July 7, 2015, a resolution was passed authorizing the Managing Board, with Supervisory Board approval, to issue a total of up to 59,000 subscription rights ("Performance Shares") for a total of up to 118,000 shares in the company to executives of

affiliated companies as well as Manz's own managers below the executive level and managers of affiliated companies, both domestic and foreign, below the executive level on one or more occasions through June 30, 2020. The Supervisory Board was given authorization to issue a total of up to 56,000 subscription rights ("Performance Shares") for a total of up to 112,000 shares in the company to members of Manz's Managing Board, on one or more occasions, through June 30, 2020.

The subscription rights shall be granted, structured and exercised in accordance with the provisions set out in the resolution of the Annual General Meeting of July 7, 2015.

The authorization of July 7, 2015 was revoked by resolution passed at the annual general meeting of July 2, 2019, insofar as no subscription rights had yet been issued on the basis of the authorization.

Pursuant to section 3 (5) of the Articles of Incorporation, the company's capital stock has been conditionally increased by up to EUR 208,210.00 through the issue of up to 208,210 no-par value bearer shares (Conditional Capital II). The conditional capital increase serves to secure the rights of the holders of subscription rights ("Performance Shares") granted on the basis of the authorization granted by the Annual General Meeting on July 7, 2015. The shares will be issued at the issue amount established in the authorization adopted at the annual general meeting on July 7, 2015. The contingent capital increase will be carried out only to the extent subscription rights are exercised and the company does not issue either treasury shares or a cash settlement for the purpose of fulfillment of the subscription rights. The new shares will be equivalent to already issued shares of the same class with respect to their dividend entitlement. The Managing Board and, to the extent members of the Managing Board are affected, the Supervisory Board are authorized to establish the further details of the conditional capital increase and its implementation.

Authorization to issue share subscription rights within the scope of the Manz Performance Share Plan 2019 as well as Conditional Capital III

At the Annual General Meeting held on July 2, 2019, a resolution was passed authorizing the Managing Board, with Supervisory Board approval, to issue a total of up to 95,000 subscription rights for subscription of a total of up to 190,000 shares in the company to executives of affiliated companies of the company, as well as Manz's own managers below the executive level and managers of affiliated companies, both domestic and foreign, below the executive level on one or more occasions through June 30, 2024. The Supervisory Board was authorized to grant one or several times a total of up to 85,000 subscription rights for the purchase of up to 170,000 shares in the company to members of the company's Managing Board until June 30, 2024.

The subscription rights shall be granted, structured and exercised in accordance with the provisions set out in the resolution of the Annual General Meeting of July 2, 2019. The Manz Performance Share Plan 2019 for members of the Managing Board and Manz AG executives and

its group companies, which was approved during the Annual General Meeting 2019, was explained in a report by the Managing Board to the Manz AG Annual General Meeting on July 2, 2019.

Pursuant to section 3 (6) of the Articles of Incorporation, the company's capital stock has been conditionally increased by up to EUR 360,000.00 through the issue of up to 360,000 no-par value bearer shares (Conditional Capital III). The conditional capital increase serves to secure the rights of the holders of subscription rights granted on the basis of the authorization granted by the Annual General Meeting on July 2, 2019.

The shares will be issued at the issue amount established in the authorization adopted at the annual general meeting on July 2, 2019. The contingent capital increase will be carried out only to the extent subscription rights are exercised and the company does not issue either treasury shares or a cash settlement for the purpose of fulfillment of the subscription rights. The new bearer shares will be equivalent to already issued shares of the same class with respect to their dividend entitlement. The Managing Board and, to the extent members of the Managing Board are affected, the Supervisory Board are authorized to establish the further details of the conditional capital increase and its implementation.

Furthermore, on June 30, 2020, the Annual General Meeting authorized the Managing Board and - if the shares are issued to members of the Managing Board - the Supervisory Board to use acquired treasury shares of Manz AG to service subscription rights that were or will be issued to members of the Managing Board and executives as part of the Manz Performance Share Plan 2015 resolved by the Annual General Meeting on July 7, 2015 under item 6 of the agenda or as part of the Manz Performance Share Plan 2019 resolved by the Annual General Meeting on July 2, 2019 under item 6 of the agenda (see below under the section "Treasury Shares"). This authorization to reissue clearly defines the group of people to whom the Manz shares can be transferred.

The option to grant Manz AG's own shares to those entitled to subscribe in fulfillment of their subscription rights is a suitable means of counteracting the dilution of capital holdings and voting rights that would occur if the subscription rights were fulfilled with newly created shares based on the contingent capital. To the extent that Manz AG makes use of this option, there is no need to make use of contingent capital II according to section 3 (5) of the Articles of Incorporation or contingent capital III according to section 3 (6) of the Articles of Incorporation. Whether and to what extent the authorization to issue treasury shares is used to fulfill the subscription rights or whether new shares are issued instead from the contingent capital, is to be decided by the Managing Board and - if a member of the Managing Board exercises the subscription right - by the Supervisory Board, which is guided by the interests of the Company and its shareholders.

Authorization to purchase and dispose of treasury shares

The Annual General Meeting on June 30, 2020 authorized the Managing Board of the company to acquire treasury shares until June 29, 2025 in accordance with section 71 (1) No. 8 German Stock Corporation Act (AktG) up to a total of 10 % of the company's capital stock existing at the time this authorization takes effect or – if this amount is lower – at the time this authorization is exercised. The shares acquired on the basis of this authorization, together with other shares in the company, which the company has already acquired and still holds or which are attributable to the company pursuant to sections 71d and 71e German Stock Corporation Act (AktG), may at no time account for more than 10 % of the company's capital stock. The provisions in section 71 (2), sentences 2 and 3 German Stock Corporation Act (AktG) must be observed.

The acquisition may only be affected via the stock exchange or by means of a public purchase offer addressed to all shareholders and must comply with the principle of equal treatment of shareholders (section 53a German Stock Corporation Act [AktG]).

The Managing Board was authorized to sell the treasury shares acquired on the basis of the above authorization also in manners other than through the stock exchange or through an offer to other shareholders, under the condition that the sale is for cash and is at a price that is not significantly below the stock-exchange price, at the time of the sale, of company shares with the same features. This authorization to use shares is limited to shares representing a proportionate amount of the capital stock which in total may not exceed 10 % of the capital stock of the company, either at the time this authorization becomes effective or – if this amount is lower – at the time this authorization is exercised. The maximum limit of 10 % of the capital stock shall be reduced by the pro rata amount of the capital stock attributable to those shares which are issued or sold during the term of this authorization subject to the exclusion of subscription rights, in accordance with (or pursuant to) section 186 (3) sentence 4 German Stock Corporation Act (AktG). The maximum limit of 10 % of the capital stock shall also be reduced by the pro rata amount of capital stock represented by those shares to be issued to service bonds with option or conversion rights, or option or conversion obligations, respectively, insofar as these bonds are issued during the term of this authorization to the exclusion of subscription rights in analogous application of section 186 (3) sentence 4 German Stock Corporation Act (AktG).

The Managing Board was further authorized to transfer treasury shares acquired on the basis of the above authorization to third parties insofar as this is for the purpose of acquiring companies, parts of companies or interests in companies or other assets, or to carry out business combinations.

The Managing Board and – to the extent there is an obligation with respect to members of the Managing Board – the Supervisory Board were further authorized to use the treasury shares acquired on the basis of the above authorization for the purpose of fulfilling the subscription rights that were or are issued in the framework of the Manz Performance Share Plan 2015 resolved at the Annual General Meeting of July 7, 2015, under item 6 of the agenda or in the framework of

the Performance Share Plan 2019 adopted at the Annual General Meeting of July 2, 2019, under item 6 of the agenda.

The Managing Board was also authorized to use the treasury shares acquired on the basis of the above authorization for the purpose of fulfillment of the subscription and conversion rights that result from exercising option or conversion rights or fulfilling option or conversion obligations that have been granted or imposed within the framework of issuing convertible or warrant bonds, profit-sharing rights, or profit-sharing bonds (or combinations of these instruments) of the company or its subsidiaries.

The Managing Board was further authorized to transfer own shares acquired on the basis of the above authorization to employees of the company or employees or members of governing bodies of subordinate affiliates of the company within the meaning of sections 15 et seqq. AktG.

Significant company agreements that are conditional on a change of control as a result of a takeover bid

Contracts with banks and bonding insurers for guarantee and cash credits

The agreements between Manz AG and a number of domestic and foreign banks and bonding insurers regarding the granting of guarantee and cash credits include extraordinary termination rights for the banks and bonding insurers in the event of a change of control at Manz AG. In case of termination, Manz AG's guarantee and cash credits would no longer be available, which would have significant negative impacts on its business activities.

Apart from the agreements mentioned above and in the section below, there are no significant company agreements that are conditional on a change of control as a result of a takeover bid.

Compensation agreements of the company entered into with members of the Managing Board in the event of a takeover bid

In the event of a change of control, the employment contract of Managing Board member Martin Drasch stipulates that the Managing Board member is entitled to terminate the employment contract with a notice period of three months to the end of a calendar month and to resign from his office as member of the Managing Board with the same deadline. These rights may be exercised only within six months after the change of control has occurred.

A change of control occurs when the company receives a notification from a party subject to a reporting obligation pursuant to section 33 (1) sentence 1 German Securities Trading Act (WpHG) that said party, including the voting rights attributable to it pursuant to section 34 German Securities Trading Act (WpHG), has reached or exceeded 25 % or a higher proportion of the voting rights in the company.

In the event of a termination of the employment contract pursuant to the above provisions, the member of the Managing Board shall receive a severance payment. This consists of the total amount of the fixed salary owed for the remaining term of the employment relationship and the total amount of the cash bonus owed for the remaining term of the employment relationship, whereby the calculation of the amount is to be based as the EBT return on the average of the EBT return in the last financial year preceding the termination and the EBT return expected to be achieved in the current financial year according to the company's planning. The severance payment is limited to the amount corresponding to 150 % of the severance payment cap. The value of two years' annual compensation is deemed to be the severance cap. If the remaining term of the employment relationship at the time the termination takes effect is more than two years, the severance payment, insofar as it is granted for the exceeding period, shall be reduced by 75 % for the purpose of offsetting, on a lump-sum basis, the other income of the Managing Board member to be expected for the period after termination of the employment relationship. In addition, the amounts to be taken into account for the severance payment shall be discounted at a rate of 3 % p.a. to the date on which the severance payment falls due.

Apart from that, the company has no agreements with members of the Managing Board or employees that provide for compensation in the event of a takeover bid.

3. Risks and Opportunities

3.1 Risk Management and Internal Control System

The goal of Manz AG's risk management system is to identify possible risks early on and to initiate appropriate measures to avert any threat of damage. The risk management system records both risks and opportunities. The application of a risk management system integrated into corporate management is aimed at identifying and assessing potential risks throughout the Group in good time and countering them with appropriate measures. Risks cannot be avoided in principle within the scope of business activities, but are minimized or transferred as far as possible.

The company's risk management activities are managed centrally by the risk management officer, are regularly evaluated internally with regard to their effectiveness and appropriateness and they are the complete responsibility of the CFO. The Managing Board also monitors the effectiveness and appropriateness of internal controlling systems at regular intervals. The Managing Board reviews the quarterly revision of the risk management system and communicates this review to the supervisory board. In addition, the controlling systems are subject to an annual comprehensive internal audit.

Responsibility for risk monitoring is organized on a decentralized basis and is the responsibility of both the Divisional Heads and the Managing Directors, depending on the risk category and scope.

Regular written and oral inquiries are used to detect potential risks in all business segments, and, at the same time, they also provide the opportunity to take prompt countermeasures to prevent any negative developments.

Risks are analyzed and assessed on the basis of a risk management system that is essentially unchanged from the previous year, consisting of a defined group of risk owners, specified risk categories and a risk classification that reflects the risk potential and the urgency of the need for action. Particular attention is paid to risks whose probability of occurrence is high and whose potential damage in the event of occurrence is high. The identification and handling of risks is anchored in the corporate principles and defined as the responsibility of all Manz AG employees. By involving the entire workforce, risks are to be identified and communicated to the respective risk manager, who must take appropriate measures in accordance with the defined principles for action.

The risks are attributed to the following categories:

- Operational risks
- Strategic risks
- Market risks
- Environmental risks

In addition to this risk management system, as part of the planning process based on continuous technology and market observation, further activities are taking place both for risk identification and mitigation and for identifying opportunities.

The audit has shown that the Managing Board has taken the measures specified in section 91 para. 2 of the German Stock Corporation Act appropriately, in particular as regards setting up a monitoring system, and that the monitoring system is suitable in all significant respects for identifying at an early-stage developments which pose a threat to the company's continued existence.

Risk Management System for the Accounting Process (section 289(4) and section 315(4) HGB)

The goal of Manz AG's risk management system as it pertains to the accounting process is to identify and assess risks that might conflict with the compliance of the consolidated financial statements with the rules. Risk management encompasses the entirety of the organizational regulations and measures for detecting risks and for dealing with the risks associated with entrepreneurial activity. With regard to the accounting process, Manz has implemented the following structures and processes:

The CFO has total responsibility for the company's internal monitoring and risk management

system as it pertains to the accounting process. All of the companies included in the consolidated financial statements are integrated via a defined management and reporting organizational structure. The separate financial statements of Manz AG and its subsidiaries are prepared in accordance with the corresponding national legislation and reconciled in financial statements in accordance with IFRS.

The purpose of the accounting policies and accounting, which are regularly adapted to current external and internal developments, is to ensure uniform accounting and valuation on the basis of the regulations applicable to the parent company. Furthermore, companies in the Group are prescribed report packages that they are required to prepare. The SAP SEM-BCS tool is used for the monthly consolidation process. Automatic plausibility checks are already carried out during data collection in order to test the consistency of the data.

Consolidation measures and monitoring of adherence to chronological and process-related requirements are carried out by members of the consolidation department at Group level. Additional monitoring activities at Group level include analyzing, and if necessary, adjusting the separate financial statements submitted by the Group's subsidiaries, in accordance with the reports submitted by the auditors. Key elements of the company's strategy for monitoring risks in the accounting process also include the functional separation between entry, verification, and approval, as well as a clear allocation of responsibilities in the departments in question. The use of SAP as an IT financial system is another important means of systematically preventing errors. Furthermore, the company should use a dual control system at all process levels. If there are special issues of a technical or complex nature, the company also involves external experts. Further monitoring activities include analyzing and conducting plausibility checks on transactions as well as continuously monitoring project calculations.

The illustrated structures, processes and features of the internal control and risk management system ensure that Manz AG's financial reporting is consistent and in accordance with legal requirements, generally accepted accounting principles, international accounting standards and consolidated internal guidelines. The Managing Board considers the established systems, which are reviewed annually for their ability to optimize and develop, to be appropriate. Any potential improvements identified are implemented by the Managing Board in conjunction with Manz AG's employees.

All risks are classified according to the matrix below, which includes both the probability of occurrence, as well as possible effects are quantified.

Impact

High damage (> 5,000 TEUR)				
Probability	low (0 % to 20 %)	medium (20 % to 40 %)	high (40 % to 70 %)	very high (70 % to 99 %)

3.2 Risk Report

The following overview shows the assessment of risks arising in the financial year 2023 (forecast period) and could lead to deviations in the development of sales and/or earnings.

Risks		Impact	Probability of occurrence	Change to previous year
Operating risks	Project risks	medium	medium	→
	Personnel risks	medium	low	→
	Liquidity and financing risks	high	medium	↗
	Currency risks	medium	high	→
	Risks from IT	medium	low	→
Strategic risks	Risks from the strategic focus on dynamic growth markets	high	medium	→
	Dependence on major customers and industries	high	medium	→
Market risks	Risks in connection with international business activities	high	low	↗
	Risks due to increasing competition	low	low	→
	Risks arising from rapid technological change and the market launch of new products	high	low	→
Environmental risks	Risks related to pandemics	low	low	→
	Risks from the environment and nature	medium	low	→

3.2.1 Operating Risks

Project Risks

Project

Project risks relate primarily to non-standardized major contracts. Here, risks from the possible failure to meet planned costs and schedule, the non-fulfillment of acceptance criteria, from order cancellations and associated non-acceptance of orders and resulting contractual risks, as well as from the possible default of individual key suppliers. By expanding the share of standardized machine components in the product portfolio, which can be modularly customized to modules or entire production equipment according to the customer's requirements, Manz AG intends to reduce the aforementioned project risks overall. In order to keep projects under control, costs, time and quality are coordinated in a gate process between business unit and operations. Design

changes to non-standard machines that are necessary and unforeseeable at the beginning of an order could lead to higher costs than expected and thus erode project margins. In order to avoid additional work and associated additional costs for project completion, project and product specifications are to be already clearly and precisely defined in the contract offers through interdepartmental cooperation.

Major changes in the scope of orders or the unexpected termination of orders can have a negative impact on Manz AG's liquidity or earnings situation. Specific project risks also exist with respect to a contract for the delivery of production systems to manufacture cylindrical battery cells with British customer Power by Britishvolt Limited, headquartered in Blyth, Northumberland, Great Britain with a total order volume of EUR 95.4 million. The customer has made advance payments for this contract in the amount of EUR 17.1 million. In January 2023, the customer went into insolvency; therefore, the future of the project is currently uncertain. According to press reports dated February 27, 2023, the company was taken over by the Australian battery manufacturer Recharge Industries Pty., which intends to push ahead with the construction of the battery factory of Power by Britishvolt Ltd. The extent to which the scope of our existing orders could be amended as a result is currently unclear.

The order backlog as of December 31, 2022 currently amounts to EUR 474,7 million (previous year: EUR 538,9 million). The order backlog includes the major order with the customer Power by Britishvolt Ltd., for which, despite the entry of the new investor, there are uncertainties regarding future order volumes due to the customer's insolvency.

Personnel risks

For the corporate success of a high-tech equipment manufacturer, qualified and motivated managers and employees are of decisive importance. The departure of executives or key employees could have a negative impact on the company's business performance, thereby affecting its net assets, financial position and operational results. At the same time, there is also a risk that the company will not be able to hire a sufficient number of new, suitable executives or additional employees. Manz aims to create a positive working environment with measures such as various working time models or employee financial participation in the company's success, and to thus retain employees and know-how in the company over the long term. As a listed company, Manz AG is more in the focus of potential employees than non-listed companies. This allows Manz AG to better present its offerings to employees, such as flat hierarchies, exciting activities, flexible working hours, and well-equipped workplaces. However, it also brings extra attention in economically challenging times, which can temporarily make it harder to recruit. Another positive aspect of stock market listing is the ability to bind employees more closely to the company through the issue of shares and a corresponding profit share.

Liquidity and financing risks

Manz AG currently finances itself through bank deposits and cash credit lines. As of December 31, 2022, Manz AG had cash and cash equivalents of EUR 22.7 million (previous year: EUR 20.3 million), as well as unused cash and guarantee credit lines of EUR 22.5 million (previous year: EUR 17.8 million). In general, in order to reduce liquidity and financing risks, the responsible are encouraged – where possible – to process orders “cash positively”. Here, the deposits should exceed the payouts over the entire term of the respective project. Significant delays in incoming orders or payments, higher project costs or repayment obligations arising from projects may have a significant impact on the liquidity of the company.

In order to promptly identify risks from delayed incoming payments, Manz works with a rolling liquidity forecast that is updated every two weeks. The Managing Board carries out sensitivities with regard to short- and medium-term liquidity planning. In particular, scenarios are taken into account here by means of risk discounts of 70 % on possible incoming orders in the amount of approximately EUR 150 million for the forecast period until the end of April 2024. The result of this analysis is that it is more likely than not that the company will be able to maintain financing over the forecast period.

If there are significant deviations affecting liquidity beyond the assumptions taken into account in the sensitivity analysis and/or Manz AG is called upon as a result of the insolvency of the customer Power by Britishvolt Ltd. or other warranty guarantees, this could result in a liquidity shortfall that could jeopardize the continued existence of Manz AG. Management has identified countermeasures to counteract any liquidity shortage. These include in particular the sale of investments and other capital measures. In this respect, the continued existence of Manz AG, and thus also of the Group, depends decisively on the liquidity risks outlined above essentially not occurring.

Currency risks

Manz AG's currency risks arise from operating activities. These transactions of the Asian companies and Manz AG Reutlingen mainly pertained to the sale of machinery in the fiscal year 2022. The transaction-related exchange rate risk resulting from the appreciation or depreciation of the US Dollar and the Euro against the New Taiwan Dollar, the US dollar and the Euro against the Chinese Renminbi, as well as the Euro against the British Pound is generally hedged by forward exchange transactions wherever necessary and possible. Furthermore, economic currency risk should also be reduced by distributing the production locations over several countries.

Information technology risks

A large part of the processes and communication in the Manz AG is IT-supported. Therefore, the security of corporate data and the avoidance of interruptions to IT-supported business processes have high priority. To this end, IT systems are protected against possible cyber-attacks by unauthorized third parties or by malware, and alternative solutions are developed in the event of stability problems.

3.2.2 Strategic Risks

Risks from the strategic focus on dynamic growth markets

As a high-tech equipment manufacturer, Manz AG focuses on rapidly growing future markets with short product life cycles. With its production solutions, Manz contributes to the development of numerous technologies. Consumer electronics, power electronics and other components of the electric drive train and batteries for electric vehicles, consumer electronics and stationary energy storage are manufactured on Manz machines. This market positioning in highly competitive and innovation-driven markets entails the risk of a competitive disadvantage due to insufficient flexibility of structures, insufficient knowhow or too slow a pace of development. In order to avoid this, the respective segments therefore always endeavor to recognize customer requirements and future technological trends in the industries at an early stage. The company derives innovations from these findings, in order to stay one step ahead of the competition. The innovation approaches are presented and discussed by the business units in a group-wide strategy meeting every six months and their implementation is approved after a detailed, positive review.

Dependence on major customers and industries

The development of production equipment for industrial companies entails the risk of a concentration in the order volume on individual projects, sectors and customers. For example, Manz AG generated around 33 % of its revenues with five customers in the 2022 financial year. If the loss of a major client cannot be compensated for, negative effects on the results are to be expected. For this reason, Manz pursues the goal of achieving a balanced order structure within its two reporting segments. In this regard, modularly combinable machines and machine components, as well as “small lines” and major projects with a volume of > EUR 10 million should be balanced. The risk of a decline in major customers is to be reduced in principle by broadening the customer base and diversifying project volumes and the business model.

3.2.3 Market Risks

Risks in connection with international business activities

Negative macroeconomic and financial developments in the international sales markets may have negative effects on business development. As a result, refinancing for Manz as a listed company via the capital market could become significantly more difficult. With potential clients of Manz AG in general, there is a risk that the necessary capital for investments in new equipment may not be available based on the markets, some of which are still young. As a result, Manz constantly monitors and analyzes the market and the competition in order to recognize such developments at an early stage and to counteract them. The flexibility of the entire corporate organization, the expansion of the product portfolio, the customer base and global sales capacities, and the focus on growth markets of the three core regions of Asia, Europe and the United States make it possible to react quickly to negative changes in individual markets. Increasing internationalization may also result in risks on the purchasing market side, for instance shortfalls due to trade wars, such as the one between China and the USA, as well as due to the ongoing situation with the war in Ukraine. Current rises in inflation may continue to cause significant price increases in purchasing, which cannot be fully passed on to the customer. Furthermore, interest rate hikes by the central banks may weaken the global economy, which will have corresponding impacts. A high rate of inflation also generally results in the risk of a loss in buying power, as well as an associated deterioration in the earnings situation.

On the supplier side, Manz AG strives to avoid becoming dependent on individual suppliers or procurement markets through flexibility, such as avoiding single-source suppliers.

Risks due to increasing competition

Existing and potential competitors, in particular, Asian manufacturers, could attempt to gain market share in Manz AG's target industries – primarily through an aggressive pricing policy, an imbalance caused by local tax and subsidy policies of states and governments, or import restrictions to support national companies. A further risk is that there are too many new competitors, resulting in an oversupply on the market and, as a consequence, consolidation among companies. This could have a direct impact on the development of the company's market share and thus on Manz AG's sales, revenues and earnings. In order to counteract these risks effectively, the "Market Intelligence" division constantly conducts market and competitive surveys, which are discussed in detail in international sales meetings on a regular basis and serve as a basis for possible countermeasures. Furthermore, the CRM system (Customer Relationship Management System) provides leading indicators for assessing future market development. A detailed analysis of lost projects promptly provides clarity about the competitive situation. The process of "product invention, development and market launch" also aims to provide strategic innovations for the company's competitive edge in growth markets and to further strengthen Manz

AG's positioning as a high-tech engineering company. With its local facilities in Taiwan and China, the associated production costs that are standard for the local area, and direct customer contacts, Manz counteracts any churn to domestic competitors.

Risks from rapid technological change and from launching new products

Research and development as well as an innovative product portfolio are of crucial importance for the company to maintain its technological positioning in the market. The industries for which Manz AG develops and manufactures its machines and equipment are characterized by rapid technological change. Substitutive or disruptive technologies may occupy substantial parts of an existing market. As a result, Manz AG's competitors may be able to react faster or better to changes in customer requirements by developing corresponding technologies or software, thus gaining a competitive advantage over Manz AG. In these cases, the demand for the products of Manz AG could be significantly impaired. Furthermore, the Manz Group could develop machines and equipment for which there is little or no demand on the market. There is also a risk that the completion of new products currently under development may prove to be more complex than expected in the future. Problems with, e.g., technical feasibility, quality assurance, failure to meet deadlines, increased costs, etc., could at worst lead to the loss of customers in conjunction with financial losses. Manz AG endeavors to maintain close contact with its clients and thus to recognize new trends at an early stage. Furthermore, in the Business Development segment, we are also working on new application possibilities for the technologies developed by Manz. The proximity to the customer further enhances Manz AG through the constant expansion of the associated service business, in particular with after-sales service. On the basis of the risk analysis, Manz also aims to ensure that projects and products are realized in accordance with the contract. Manz AG also counters the fundamental risk associated with the development and introduction of new products for individual customers by expanding its product portfolio to include machine components that can be customized on a modular basis to form assemblies or complete production machines.

3.2.4 Environmental risks

Risks related to pandemics

As an internationally active high-tech engineering company, Manz AG has production facilities in Germany, China, Taiwan, Slovakia, Hungary, and Italy, as well as service subsidiaries in the USA and India. Activities in regions with less developed healthcare systems could have a negative impact on the company's business in the region in the event of pandemics and the resulting production stops, thus impacting the company's net assets, financial position and results of operations. In this context, pandemics could continue to have a negative impact on the execution of our customer projects in Asia, in particular.

Risk from the environment and nature

Natural disasters – such as earthquakes and floods or other events like fires – can lead to production stoppages, which could have a negative impact on the company's business development and thus impair its net assets, financial position and results of operations. In addition, there are risks of environmental pollution for which Manz AG could be held liable.

3.3 Opportunities Report

Industry focus with competitive and customer-oriented, innovative technology portfolio

In recent years, the company has laid the foundations for its current growth potential by consistently focusing its technology and product portfolio on the needs and challenges of the automotive industry & electromobility, battery production, electronics, energy and medical technology. With the brand claim “engineering tomorrow's production” to sharpen its positioning and the realignment of the Group's organization that took place on 01 January 2022, Manz aims to make even better use of the opportunities offered by these dynamic growth markets. In the course thereof, the Group's organizational structure was optimized, the business areas reorganized and the reporting segments adjusted accordingly.

With this realignment, a clear assignment of responsibilities, a significant reduction in interfaces, and a strengthening of both the Group functions and the respective locations, Manz AG will be able to respond more quickly and agilely to its customers' requirements and scale its business activities.

Sustainable competitiveness and profitability through profitable growth

Manz AG's diversified business model forms the basis for the sustained stability and longterm growth we are striving for. With the goal of significantly expanding its customer base and thus further stabilizing its business model, Manz AG is working to steadily expand the share of modular machines in its product portfolio, in addition to customized solutions. These modular machines should be intelligently linked to complete, individual system solutions based on a modular system. This step should significantly reduce development risks, effort and duration and thus significantly shortens the amortization of development efforts. At the same time, this should create synergy effects for Manz AG which support the productivity of the entire Group.

In addition, Manz AG is driving forward the development of highly efficient machines and processes for the fully automated production of next-generation lithium-ion batteries with the “Lithium Battery Factory of the Future” project. Thanks to its proven project and development expertise, its goal is to significantly improve the performance and cost efficiency of production and significantly reduce the time-to-market for customers. This Manz AG project is supported by the

German Federal Ministry for Economic Affairs and Climate Protection (BMWK) and the Baden-Württemberg State Ministry of Economics as part of the Important Projects of Common European Interest (“IPCEI”) to promote research and innovation in the battery value chain. As one of the few European engineering companies that already has extensive experience in the entire value chain of lithium-ion battery production, the IPCEI funding will allow Manz to further intensify its development activities and thus continuously expand its own competitiveness.

In addition, cost-conscious management is of central importance for the profitable development of a company. The diversified business model and ongoing measures to optimize costs are aimed at maintaining long-term competitiveness and profitability.

Cross-segment use of technology offers opportunities for synergy effects and flexibility

In developing its production equipment, Manz AG carries out an active technology transfer between the relevant target industries. By applying its comprehensive technological know-how across all industries, the company creates synergies and thus strives to help minimize manufacturing costs for its customers and contribute to their economical production. At the same time, the synergy effects achieved between the segments should increase the Manz Group's productivity and profitability. By leveraging the synergy effects between the segments, Manz AG's business model is also flexibly positioned for new growth trends and sales markets with additional revenue and earnings potential.

Cooperation with strategic partners opens up growth potential

Manz AG initiated a strategic cooperation with GROB-WERKE GmbH & Co.KG in the lithium-ion battery area in 2021. The purpose of the partnership was to set innovative standards for machinery “made in Europe,” combine market and customer access and bundle technical expertise.

This successful approach was further developed over the last fiscal year through the strategic cooperation of Manz AG, GROB-WERKE GmbH & Co.KG and Dürr AG. With the goal of acquiring and carrying out projects to equip complete battery factories, the three companies are combining their specific, complementary skills to create an alliance unique within Europe. In the course of the partnership, the companies plan to establish themselves jointly as a European system provider for battery production systems and offer customers a high-performing alternative to existing, primarily Asian manufacturers. The objective is to utilize the enormous potential for growth in the area of production technology for lithium-ion batteries and to cover the entire supply chain.

Likewise, the investment by Daimler Truck AG in Manz AG as part of a capital increase and the cooperation agreement which was also signed in this context reflect Manz's strong position in the area of lithium-ion battery production. The first step is to develop a pilot line for manufacturing lithium-ion battery cells, as well as for installing batteries at the Daimler Truck location in

Mannheim. In the future, the partners plan to combine their expertise to develop innovative battery technologies together, as well as associated production processes for trucks and buses.

3.4 Assessment and Summary of the Risk and Opportunity Situation

Manz AG's risk portfolio consists of both risks that can be influenced and risks that cannot be influenced, such as economic and industry developments. The company regularly monitors and analyses the situation in these areas. Risks that can be influenced are identified at an early stage by appropriate monitoring and control systems and should therefore be avoided. Significant risks, which are likely to have serious negative effects on the ecological or social aspects, cannot be deduced from the business model of Manz AG.

For information on risks to the ability to continue as a going concern, please refer to the comments on liquidity and financing risks.

During the 2022 fiscal year, the risk and opportunity situation with respect to the impacts of the COVID-19 pandemic improved further. The fact that the Solar business area did not conclude the CIGSfab project during the previous financial year 2022, contrary to expectations, had a negative impact. In addition, delays in processing the order with the customer Power by Britishvolt Ltd. had a negative impact on sales and earnings.

For fiscal 2023, the liquidity risk in particular has increased compared with the previous year. For changes in other risks, please refer to the table at the beginning of the risk report. However, the extent to which the ongoing war in Ukraine will affect the overall economic and sector-specific conditions in 2023 cannot be reliably estimated at present due to considerable uncertainties and the highly dynamic nature of the situation. It is true that Manz does not maintain any direct business relationships with partners in Russia or in Ukraine; however, the consequences of this war can indirectly impact Manz AG in a negative way, for instance through rising energy costs, inflation, and supply chain disruptions. Risks which do not have any or little relevance according to the risk management system in comparison with the preceding year have not been shown in the current risk report. The risks and their possible effects are known, as are the measures to be introduced. The resulting opportunities are analyzed and, if necessary, implementation is initiated.

Opportunities	Impact	Probability of occurrence
Industry focus with competitive and customer-oriented, innovative technology portfolio	high	high
Sustainable competitiveness and profitability through profitable growth	high	medium
Cross-segmental use of technology offers synergy effects and flexibility	high	high
Strategic cooperations open up growth potential	medium	high

The Managing Board of Manz AG thus fulfills its obligation to inform the Supervisory Board and shareholders about the opportunities and risks of the company. It regards this reporting as an important element of corporate governance in practice.

4. Forecast Report

4.1 Economic and sectoral outlook

The Kiel Institut für Weltwirtschaft (IfW – Kiel Institute for the World Economy) assumes, in its Global economic outlook of December 2022, that negative influences on economic activity will increase, emanating primarily from the financial sector. On the one hand, investment and consumption will be slowed by higher financing costs. On the other, the financial cycle also seems to be turning in many countries, as evidenced by a drop in real estate prices, among other factors, following a long period of increases. In December of 2022, IfW expert expected global economic activity to weaken initially. Global economic growth of 2.2 % is expected for the current year 2023 (previous year: 3.2 %). The IfW's economic researchers expect US economic output to shrink by –0.4 % in 2023 (previous year: 1.9 %). The economic situation in China will continue to be impacted by the Covid-19 pandemic and problems in the real estate sector. Overall, however, the Chinese economy is robust and is projected to grow by 4.6 % in 2023 (previous year: 2.9 %). Growth of 0.6 % is expected for the European Union in 2023 (previous year: 3.5 %). In light of the weak global economic environment, which is not sending positive signals for economic activity, the IfW expects the economy in Germany to stagnate in 2023 (previous year: 1.9 %).

In its forecast dated December 2022, the VDMA expects a slight actual drop in machinery production in 2023 of 2.0 % (previous year 1.0 %), which is a moderate drop compared to earlier reductions in growth. The VDMA projects that the nominal production value in mechanical engineering in 2023 will reach an all-time high of 243 billion euros. Actual development will depend to a great extent on further developments with respect to supply chain bottlenecks, although these have eased slightly in recent months.

For the global automotive industry, addressed primarily in the Mobility & Battery Solutions segment, BCG Corporate advising expects ongoing impacts due to the continuing semiconductor

shortage, although demand in 2023 is likely to drop somewhat, while availability will increase thanks to tapping into new capacities, especially in China.

For 2023, IHS Markit projects global production of around 9.4 million pure electric vehicles (BEV), an increase of 47 % compared to 2022. The percentage of pure electric vehicles will, accordingly, increase to around 10 % (previous year: 8 %). This percentage is likely to continue increasing in the following years, and IHS Markit expects that the percentage of pure electric vehicles will be 25 % by 2027. To cover increasing demand for Li-ion batteries as central components of electric vehicles in coming years, production capacities for these batteries will be greatly expanded and developed. For the current year, IHS Markit puts the battery capacity needed to produce the aforementioned 9.4 million electric vehicles at around 617 gigawatt hours, an increase of around 62 % compared to 2022.

Interact Analysis projects growth of around 34 % for 2023 to around USD 5.4 billion (previous year: 78 %) for the production system market in the battery cell assembly area. In the Industry Solutions segment, Manz addresses various markets with its machines. These include systems equipment for the electronics and display industries, as well as assembly lines for other industries, including the manufacture of cell contacting systems (CCS) for electric vehicles. Due to the strong growth in the electric vehicle sector, demand for cell contacting systems, which are an essential component for the integration and interconnection of battery cells or modules, will also continue to increase. For 2023, Manz forecasts a total of around 192 million cell contacting systems produced based on figures from IHS Markit (previous year: 140 million).

Display Supply Chain Consultants (DSCC) expects that capacities on the global display market will stagnate in 2023 compared to 2022 (previous year: 7 %). DSCC notes delays and factory closures due to weak market conditions as the significant reasons for this. In the area of circuit board production, Prismark expects very high growth rates in coming years as well for packaging substrates. By 2026, they project the market will grow to around USD 21.4 billion, corresponding to an average annual growth rate from 2022 to 2026 of 4.9 %. The Yole Group projects that the global market for the chip packaging process Fan-Out

Panel Level Packaging (FOPLP) will almost double to USD 175 million in 2023 (previous year: USD 88 million). Among the key growth drivers on the application side, Yole counts the ongoing increasing demand in the high-performance computing (HPC) area and high-end smartphones or smartwatches.

4.2 Overall Assessment of the Company's Future Development

Due to the overall positive industry prospects in the countries and markets relevant for Manz AG, the Management Board assumes that Manz AG will improve significantly in 2023. The extent to which the consequences of the war in Ukraine, the current inflation trend and the interest rate policy of the central banks will affect the overall economic and industry-specific framework conditions in 2023 cannot be conclusively estimated.

The Managing Board expects both a significantly reduced turnover and a significantly reduced overall performance, an EBITDA margin in the low positive single-digit percentage range and an EBIT margin in the low negative single-digit percentage range. A value of around 14.5% is

expected for the equity ratio; With regard to gearing, the Management Board expects a value in the middle negative double-digit percentage range.

At a segment level, the Managing Board expects revenue for Mobility & Battery Solutions to decline of more than 40% compared with the previous year and an EBIT margin in the mid-negative single-digit percentage range. For Industry Solutions, the Managing Board forecasts an decline in sales of up to 90% with an EBIT margin in the mid-positive single-digit percentage range.

The Managing Board's goal is to further develop the comprehensive technology portfolio, on the one hand, and to strengthen and expand Manz AG's solid market position in both segments, on the other. With its technologies, Manz AG will continue to focus, in particular, on the automotive and e-mobility, battery manufacturing, electronics, energy, and medical technology industries. The decline in sales in both segments is due to the final billing of some major projects in 2022, with the simultaneous processing of new projects in 2023, which are only to be accepted and invoiced as planned in the following years and are therefore reflected in a positive change in inventories instead of in sales.

The aim of the Management Board is to further develop the comprehensive technology portfolio on the one hand and to strengthen and expand Manz AG's good market position in both segments on the other. With its technologies, Manz AG would like to continue to focus in particular on the automotive and electromobility, battery production, electronics, energy and medical technology industries.

Forward-looking statements

This report contains forward-looking statements, which are based on the current assumptions and forecasts of Manz AG's Managing Board. Such statements are subject to both risks and uncertainties. These and other factors could cause the actual results, financial position, developments or performance of the Company to differ materially from the estimates given here. Our Company assumes no obligation to update these forward-looking statements or adapt them to future events or developments.

Reutlingen, March 23, 2023

Manz AG

Martin Drasch
Chief Executive Officer

Manfred Hochleitner



Translation from the German language

Engagement Terms, Liability and Conditions of Use

We, Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, conducted our audit of this financial reporting on behalf of the Company. Besides satisfying the legal disclosure requirement (Sec. 325 HGB [“Handelsgesetzbuch”: German Commercial Code]) for statutory audits, the auditor’s report is addressed exclusively to the Company and was issued for internal purposes only. It is not intended for any other purpose or to serve as a decision-making basis for third parties. The result of voluntary audits summarized in the auditor’s report is thus not intended to serve as a decision-making basis for third parties and must not be used for purposes other than those intended.

Our work is based on our engagement agreement for the audit of this financial reporting and the “General Engagement Terms for Wirtschaftsprüfer and Wirtschaftsprüfungsgesellschaften [German Public Auditors and Public Audit Firms]” as issued by the Institute of Public Auditors in Germany [“Institut der Wirtschaftsprüfer”: IDW] on 1 January 2017.

To clarify, we point out that we assume no responsibility, liability or other obligations towards third parties unless we have concluded a written agreement to the contrary with the respective third party or liability cannot effectively be precluded.

We make express reference to the fact that we will not update the auditor’s report to reflect events or circumstances arising after it was issued, unless required to do so by law.

It is the sole responsibility of anyone taking note of the summarized result of our work contained in this auditor’s report to decide whether and in what way this information is useful or suitable for their purposes and to supplement, verify or update it by means of their own review procedures.

General Engagement Terms

for Wirtschaftsprüfer and Wirtschaftsprüfungsgesellschaften

[German Public Auditors and Public Audit Firms] as of January 1, 2017

1. Scope of application

(1) These engagement terms apply to contracts between German Public Auditors (*Wirtschaftsprüfer*) or German Public Audit Firms (*Wirtschaftsprüfungsgesellschaften*) – hereinafter collectively referred to as "German Public Auditors" – and their engaging parties for assurance services, tax advisory services, advice on business matters and other engagements except as otherwise agreed in writing or prescribed by a mandatory rule.

(2) Third parties may derive claims from contracts between German Public Auditors and engaging parties only when this is expressly agreed or results from mandatory rules prescribed by law. In relation to such claims, these engagement terms also apply to these third parties.

2. Scope and execution of the engagement

(1) Object of the engagement is the agreed service – not a particular economic result. The engagement will be performed in accordance with the German Principles of Proper Professional Conduct (*Grundsätze ordnungsmäßiger Berufsausübung*). The German Public Auditor does not assume any management functions in connection with his services. The German Public Auditor is not responsible for the use or implementation of the results of his services. The German Public Auditor is entitled to make use of competent persons to conduct the engagement.

(2) Except for assurance engagements (*betriebswirtschaftliche Prüfungen*), the consideration of foreign law requires an express written agreement.

(3) If circumstances or the legal situation change subsequent to the release of the final professional statement, the German Public Auditor is not obligated to refer the engaging party to changes or any consequences resulting therefrom.

3. The obligations of the engaging party to cooperate

(1) The engaging party shall ensure that all documents and further information necessary for the performance of the engagement are provided to the German Public Auditor on a timely basis, and that he is informed of all events and circumstances that may be of significance to the performance of the engagement. This also applies to those documents and further information, events and circumstances that first become known during the German Public Auditor's work. The engaging party will also designate suitable persons to provide information.

(2) Upon the request of the German Public Auditor, the engaging party shall confirm the completeness of the documents and further information provided as well as the explanations and statements, in a written statement drafted by the German Public Auditor.

4. Ensuring independence

(1) The engaging party shall refrain from anything that endangers the independence of the German Public Auditor's staff. This applies throughout the term of the engagement, and in particular to offers of employment or to assume an executive or non-executive role, and to offers to accept engagements on their own behalf.

(2) Were the performance of the engagement to impair the independence of the German Public Auditor, of related firms, firms within his network, or such firms associated with him, to which the independence requirements apply in the same way as to the German Public Auditor in other engagement relationships, the German Public Auditor is entitled to terminate the engagement for good cause.

5. Reporting and oral information

To the extent that the German Public Auditor is required to present results in writing as part of the work in executing the engagement, only that written work is authoritative. Drafts are non-binding. Except as otherwise agreed, oral statements and explanations by the German Public Auditor are binding only when they are confirmed in writing. Statements and information of the German Public Auditor outside of the engagement are always non-binding.

6. Distribution of a German Public Auditor's professional statement

(1) The distribution to a third party of professional statements of the German Public Auditor (results of work or extracts of the results of work whether in draft or in a final version) or information about the German Public Auditor acting for the engaging party requires the German Public Auditor's written consent, unless the engaging party is obligated to distribute or inform due to law or a regulatory requirement.

(2) The use by the engaging party for promotional purposes of the German Public Auditor's professional statements and of information about the German Public Auditor acting for the engaging party is prohibited.

7. Deficiency rectification

(1) In case there are any deficiencies, the engaging party is entitled to specific subsequent performance by the German Public Auditor. The engaging party may reduce the fees or cancel the contract for failure of such subsequent performance, for subsequent non-performance or unjustified refusal to perform subsequently, or for unconscionability or impossibility of subsequent performance. If the engagement was not commissioned by a consumer, the engaging party may only cancel the contract due to a deficiency if the service rendered is not relevant to him due to failure of subsequent performance, to subsequent non-performance, to unconscionability or impossibility of subsequent performance. No. 9 applies to the extent that further claims for damages exist.

(2) The engaging party must assert a claim for the rectification of deficiencies in writing (*Textform*) [Translator's Note: *The German term "Textform" means in written form, but without requiring a signature*] without delay. Claims pursuant to paragraph 1 not arising from an intentional act expire after one year subsequent to the commencement of the time limit under the statute of limitations.

(3) Apparent deficiencies, such as clerical errors, arithmetical errors and deficiencies associated with technicalities contained in a German Public Auditor's professional statement (long-form reports, expert opinions etc.) may be corrected – also versus third parties – by the German Public Auditor at any time. Misstatements which may call into question the results contained in a German Public Auditor's professional statement entitle the German Public Auditor to withdraw such statement – also versus third parties. In such cases the German Public Auditor should first hear the engaging party, if practicable.

8. Confidentiality towards third parties, and data protection

(1) Pursuant to the law (§ [Article] 323 Abs 1 [paragraph 1] HGB [German Commercial Code: *Handelsgesetzbuch*], § 43 WPO [German Law regulating the Profession of *Wirtschaftsprüfer*: *Wirtschaftsprüferordnung*], § 203 StGB [German Criminal Code: *Strafgesetzbuch*]) the German Public Auditor is obligated to maintain confidentiality regarding facts and circumstances confided to him or of which he becomes aware in the course of his professional work, unless the engaging party releases him from this confidentiality obligation.

(2) When processing personal data, the German Public Auditor will observe national and European legal provisions on data protection.

9. Liability

(1) For legally required services by German Public Auditors, in particular audits, the respective legal limitations of liability, in particular the limitation of liability pursuant to § 323 Abs. 2 HGB, apply.

(2) Insofar neither a statutory limitation of liability is applicable, nor an individual contractual limitation of liability exists, the liability of the German Public Auditor for claims for damages of any other kind, except for damages resulting from injury to life, body or health as well as for damages that constitute a duty of replacement by a producer pursuant to § 1 ProdHaftG [German Product Liability Act: *Produkthaftungsgesetz*], for an individual case of damages caused by negligence is limited to € 4 million pursuant to § 54 a Abs. 1 Nr. 2 WPO.

(3) The German Public Auditor is entitled to invoke demurs and defenses based on the contractual relationship with the engaging party also towards third parties.

(4) When multiple claimants assert a claim for damages arising from an existing contractual relationship with the German Public Auditor due to the German Public Auditor's negligent breach of duty, the maximum amount stipulated in paragraph 2 applies to the respective claims of all claimants collectively.

(5) An individual case of damages within the meaning of paragraph 2 also exists in relation to a uniform damage arising from a number of breaches of duty. The individual case of damages encompasses all consequences from a breach of duty regardless of whether the damages occurred in one year or in a number of successive years. In this case, multiple acts or omissions based on the same source of error or on a source of error of an equivalent nature are deemed to be a single breach of duty if the matters in question are legally or economically connected to one another. In this event the claim against the German Public Auditor is limited to € 5 million. The limitation to the fivefold of the minimum amount insured does not apply to compulsory audits required by law.

(6) A claim for damages expires if a suit is not filed within six months subsequent to the written refusal of acceptance of the indemnity and the engaging party has been informed of this consequence. This does not apply to claims for damages resulting from scienter, a culpable injury to life, body or health as well as for damages that constitute a liability for replacement by a producer pursuant to § 1 ProdHaftG. The right to invoke a plea of the statute of limitations remains unaffected.

10. Supplementary provisions for audit engagements

(1) If the engaging party subsequently amends the financial statements or management report audited by a German Public Auditor and accompanied by an auditor's report, he may no longer use this auditor's report.

If the German Public Auditor has not issued an auditor's report, a reference to the audit conducted by the German Public Auditor in the management report or any other public reference is permitted only with the German Public Auditor's written consent and with a wording authorized by him.

(2) If the German Public Auditor revokes the auditor's report, it may no longer be used. If the engaging party has already made use of the auditor's report, then upon the request of the German Public Auditor he must give notification of the revocation.

(3) The engaging party has a right to five official copies of the report. Additional official copies will be charged separately.

11. Supplementary provisions for assistance in tax matters

(1) When advising on an individual tax issue as well as when providing ongoing tax advice, the German Public Auditor is entitled to use as a correct and complete basis the facts provided by the engaging party – especially numerical disclosures; this also applies to bookkeeping engagements. Nevertheless, he is obligated to indicate to the engaging party any errors he has identified.

(2) The tax advisory engagement does not encompass procedures required to observe deadlines, unless the German Public Auditor has explicitly accepted a corresponding engagement. In this case the engaging party must provide the German Public Auditor with all documents required to observe deadlines – in particular tax assessments – on such a timely basis that the German Public Auditor has an appropriate lead time.

(3) Except as agreed otherwise in writing, ongoing tax advice encompasses the following work during the contract period:

- a) preparation of annual tax returns for income tax, corporate tax and business tax, as well as wealth tax returns, namely on the basis of the annual financial statements, and on other schedules and evidence documents required for the taxation, to be provided by the engaging party
- b) examination of tax assessments in relation to the taxes referred to in (a)
- c) negotiations with tax authorities in connection with the returns and assessments mentioned in (a) and (b)
- d) support in tax audits and evaluation of the results of tax audits with respect to the taxes referred to in (a)
- e) participation in petition or protest and appeal procedures with respect to the taxes mentioned in (a).

In the aforementioned tasks the German Public Auditor takes into account material published legal decisions and administrative interpretations.

(4) If the German Public auditor receives a fixed fee for ongoing tax advice, the work mentioned under paragraph 3 (d) and (e) is to be remunerated separately, except as agreed otherwise in writing.

(5) Insofar the German Public Auditor is also a German Tax Advisor and the German Tax Advice Remuneration Regulation (*Steuerberatungsvergütungsverordnung*) is to be applied to calculate the remuneration, a greater or lesser remuneration than the legal default remuneration can be agreed in writing (*Textform*).

(6) Work relating to special individual issues for income tax, corporate tax, business tax, valuation assessments for property units, wealth tax, as well as all issues in relation to sales tax, payroll tax, other taxes and dues requires a separate engagement. This also applies to:

- a) work on non-recurring tax matters, e.g. in the field of estate tax, capital transactions tax, and real estate sales tax;
- b) support and representation in proceedings before tax and administrative courts and in criminal tax matters;
- c) advisory work and work related to expert opinions in connection with changes in legal form and other re-organizations, capital increases and reductions, insolvency related business reorganizations, admission and retirement of owners, sale of a business, liquidations and the like, and
- d) support in complying with disclosure and documentation obligations.

(7) To the extent that the preparation of the annual sales tax return is undertaken as additional work, this includes neither the review of any special accounting prerequisites nor the issue as to whether all potential sales tax allowances have been identified. No guarantee is given for the complete compilation of documents to claim the input tax credit.

12. Electronic communication

Communication between the German Public Auditor and the engaging party may be via e-mail. In the event that the engaging party does not wish to communicate via e-mail or sets special security requirements, such as the encryption of e-mails, the engaging party will inform the German Public Auditor in writing (*Textform*) accordingly.

13. Remuneration

(1) In addition to his claims for fees, the German Public Auditor is entitled to claim reimbursement of his expenses; sales tax will be billed additionally. He may claim appropriate advances on remuneration and reimbursement of expenses and may make the delivery of his services dependent upon the complete satisfaction of his claims. Multiple engaging parties are jointly and severally liable.

(2) If the engaging party is not a consumer, then a set-off against the German Public Auditor's claims for remuneration and reimbursement of expenses is admissible only for undisputed claims or claims determined to be legally binding.

14. Dispute Settlement

The German Public Auditor is not prepared to participate in dispute settlement procedures before a consumer arbitration board (*Verbraucherschlichtungsstelle*) within the meaning of § 2 of the German Act on Consumer Dispute Settlements (*Verbraucherstreitbeilegungsgesetz*).

15. Applicable law

The contract, the performance of the services and all claims resulting therefrom are exclusively governed by German law.