

VITA 34 AG SIGNS BUSINESS COMBINATION AGREEMENT WITH POLSKI BANK KOMÓREK MACIERZYSTYCH S.A.

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Vita 34 AG signs Business Combination Agreement with Polski Bank Komórek Macierzystych S.A.

- Vita 34 AG (“Vita 34”), one of the largest cell banks in Europe, plans to combine its business with Polski Bank Komórek Macierzystych S.A. (“PBKM”), which leads FamiCord Group, Europe’s largest stem cell bank. On 31 May the companies signed a Business Combination Agreement (BCA).
- The business combination is planned to be carried out via an offer to the shareholders of PBKM to exchange all shares of PBKM for shares in Vita 34 by way of a contribution in kind at an exchange of 1.3 new Vita 34 shares in exchange for one (1) share of PBKM.
- Major PBKM shareholders have already agreed to contribute to Vita 34 a total of 6,363,170 PBKM shares (representing approximately 69.13% of the current share capital of PBKM).
- The proposed business combination will be an important step in the further development of both companies, creating the leading pan-European family stem cell bank with combined revenues of approximately EUR 67 million (based on the 2020 reported results).
- The combined Group will be listed on the Frankfurt Stock Exchange, with Vita 34 as the listed parent company.

Leipzig/Warsaw, 31 May 2021 – As published in an ad-hoc announcement earlier today, the Management Board of Vita 34 AG (“Vita 34”, ISIN: DE000A0BL849; WKN: A0BL84), Leipzig, with approval of the Supervisory Board, signed a Business Combination Agreement (“BCA”) with Polski Bank Komórek Macierzystych S.A., Warsaw (“PBKM”).

Dr. Wolfgang Knirsch, CEO of Vita 34 AG, said: “PBKM and Vita 34 complement each other perfectly. By joining forces, we are combining two excellent companies with a strong European footprint, proven track record and highly qualified workforce into the leading pan-European family cord blood bank. I believe that with this step, new opportunities are opening up for us, which will translate into benefits for both our shareholders and clients. Together, we will improve and expand the services we offer, and strive to further increase the awareness of the benefits of cord blood banking among existing and potential clients. The business combination of PBKM and Vita 34 will also enable the exchange of expertise between the best specialists from both companies. I am convinced that this step is in the long-term interests of all stakeholders of both companies, and will result in the continued improvement in the quality and availability of our services.”

Jakub Baran, co-founder, shareholder and President of the Management Board of PBKM, said: “This transaction makes perfect strategic sense and will help to fully realize the growth potential of both companies. The proposed business combination with Vita 34 is the next step in the process of reviewing strategic options for the FamiCord Group, which began over two years ago. We are looking forward to working together with Vita 34, which has an excellent reputation in the market, is the only company in Western Europe with a 20-years’ track record of large-scale cord blood banking and complements both our European footprint and expertise. We are convinced that the proposed transaction is in the best interest of all stakeholders, therefore both our Management Board and Supervisory Board fully support the combination.”

Details of the Proposed Transaction

According to the terms of the BCA, Vita 34 agreed to offer PBKM shareholders to exchange all of their PBKM shares for Vita 34 shares by way of a contribution in kind (“Proposed Transaction”). PBKM shareholders will be offered 1.3 new Vita 34 shares in exchange for one (1) PBKM share. The proposed transaction will be carried out via the execution of share contribution agreements between Vita 34 and certain PBKM shareholders and a voluntary public exchange offer by Vita 34 to all other PBKM shareholders (“Exchange Offer”). The Management Board PBKM intends to support the Proposed Transaction and recommend to the PBKM shareholders to accept the Exchange Offer.

Several PBKM shareholders already entered into binding commitments to contribute an aggregate of 6,363,170 PBKM shares in exchange for new Vita 34 shares (equivalent to approximately 69.13% of PBKM’s current share capital). These shareholders include (inter alia) AOC Health GmbH, Jakub Baran, President of the PBKM Management Board, and Tomasz Baran, Vice President of the PBKM Management Board.

The new Vita 34 shares to be issued under the Proposed Transaction shall be created by way of a capital increase in kind still to be resolved upon by Vita 34’s shareholders. For purposes of resolving the capital increase, Vita 34 will convene an extraordinary general meeting for 13 July 2021.

Completion of the Exchange Offer is subject to a number of conditions, including the achievement of a minimum acceptance level of 95% of PBKM’s outstanding shares and the absence of any material adverse change and no material adverse infringements occurring at PBKM.

Vita 34’s Management Board currently plans to formally commence the Exchange Offer in September 2021 and to complete the Proposed Transaction by the end of October 2021.

Further information on the planned transaction can be found in the Vita 34 ad-hoc announcement that was published earlier today as well as the invitation to Vita 34’s extraordinary general meeting that will be published in the course of today, 31 May 2021.

About Vita 34

Vita 34 was founded in 1997 in Leipzig and is today one of the leading cell banks in Europe. As Europe’s first private cord blood bank and a pioneer in cell banking, the company has since offered collection logistics, processing and storage of stem cells from umbilical cord blood and tissue as a full-service provider for cryopreservation. Based on the expansion of the business model in 2019, Vita 34 also intends to offer the storage of immune cells from peripheral blood and stem cells from autologous fat in the future. Endogenous cells are a valuable starting material for medical cell therapy and are kept alive at temperatures around minus 200 degrees Celsius so that they can be used as part of a treatment if required. More than 247,000 customers from more than 20 countries have already provided for their family’s health with a cell depot at Vita 34.

For more information: <https://ir.vita34.de/en/> ([https://eqs-cockpit.com/cgi-bin/fncls.ssp?](https://eqs-cockpit.com/cgi-bin/fncls.ssp?fn=redirect&url=a04441833f821ad4e21c7e8b565c239f&application_id=1202353&site_id=news_data&application_name=news)

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About PBKM

Polski Bank Komórek Macierzystych leads the international FamiCord Group ("FamiCord"), which manages stem cell banks located in Europe. FamiCord stores over 403,000 cord blood or tissue samples and approximately 540,000 all biological material samples. Additionally, FamiCord stores the samples of approx. 300,000 families originally kept by bankrupted Cryo-Save. FamiCord's core business is the procurement, processing and long-term storage of stem cells from umbilical-cord blood and other post-foetal tissues on behalf of parents (family banking). The purpose of this banking is to provide security for the family in the event of a serious illness which requires a stem cell transplant in the donor or his/her immediate family members.

In addition, FamiCord invests in the development of advanced therapy medicinal product (ATMP) manufacturing services, considered to be one of the most important developments in medicine. The Group is also involved in close to 10 clinical trials, in which stem cell-based drugs have already been administered to patients about 700 times. Recently, FamiCord has entered the very promising area of CAR-T therapies and have already reached production readiness in GMP conditions. First application at human is planned for this year.

Since May 2016, PBKM has been listed on the main market of the Warsaw Stock Exchange.

For more information: www.pbkm.pl (https://eqs-cockpit.com/cgi-bin/fncs.ssp?fn=redirect&url=e8b1fcb1053f0b2f277422014f2ac02a&application_id=1202353&site_id=news_data&application_name=news), <https://akcjonariusze.pbkm.pl/> (https://eqs-cockpit.com/cgi-bin/fncs.ssp?fn=redirect&url=c5f2645d6e80b2f78c2620fc59e24d51&application_id=1202353&site_id=news_data&application_name=news), **Twitter** @PBKM_FamiCord (https://eqs-cockpit.com/cgi-bin/fncs.ssp?fn=redirect&url=9fa243d04dd80ef643599a09d1579a28&application_id=1202353&site_id=news_data&application_name=news)

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