# Addendum

from 26 April 2021

**to**

# Securities prospectus

from 8 April 2021 for

**the admission to trading on the regulated market of the Frankfurt Stock Exchange (General**

**Standard) and for admission to trading on the regulated market of the Hanseatische Wertpa- pierbörse Hamburg**

**of 21,863,500 no-par value bearer shares.**

the

# Enapter AG

Heidelberg

Each of the shares corresponds to a pro rata amount of the share capital of EUR 1.00.

International Securities Identification Number (ISIN):

*Shares already admitted to the regulated market: DE000A255G02*

*Shares to be admitted to the regulated market: DE000A3H21S7 / DE000A3H3MG0*

Security identification number (WKN):

*Shares already admitted to the Regulated Market: A255G0 Shares to be admitted to the Regulated Market: A3H21S / A3H 3MG*

Of these shares to be admitted, the 21,031,500 shares with ISIN DE000A3H21S7 are to be admitted as of the

1 January 2020 and the remaining shares with ISIN DE000A3H3MG0 will be entitled to dividends from 1 January 2021.

This supplement published due to important new circumstances ("**Supplement**") constitutes a prospectus supplement within the meaning of Article 23(1) of REGULATION (EU) 2017/1129 OF THE EUROPEAN PARLIAMENT AND OF THE COUNCIL of 14 June 2017 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market and repealing Directive 2003/71/EC ("**Prospectus Regulation**"), which has been prepared for the purpose of a public offer as well as the admission of shares and is to be read in conjunction with the securities prospectus of Enapter AG ("**Issuer**") dated 8 April 2021 for admission to trading on the regulated market of the Frankfurt Stock Exchange (General Standard) and for admission to trading on the regulated market of the Hanseatische Wertpapierbörse Hamburg of

21,863,500 no-par value bearer shares ("**Prospectus**"), which was approved by the German Financial Supervisory Authority ("**BaFin**") on 8 April 2021.

The Supplement has been approved by BaFin as competent authority pursuant to the Prospectus Regulation. BaFin approves this Supplement only with respect to the standards of completeness, comprehensibility and consistency as set out in the Prospectus Regulation. Such approval should not be deemed to be an endorsement of the Issuer which is the subject of this Supplement. Nor should such an endorsement be deemed to be an endorsement of the quality of the securities which are the subject of this Supplement. Investors should make their own assessment of the suitability of such securities for investment. The endorsed Supplement may be viewed and downloaded from the Issuer's website (www.enapterag.de).

Terms used in this Supplement shall have the same meanings as in the Prospectus.

Save as disclosed in this Supplement, there are no significant new circumstances, material misstatements or inaccuracies relating to the information contained in the Prospectus which have arisen or been discovered since the publication of the Prospectus.

**CIRCUMSTANCES TRIGGERING A SUPPLEMENT**

The Issuer announces the following important new circumstances with regard to the previously published Prospectus:

1. The audited consolidated financial statements of the Issuer as at 31 December 2020 were published on 15 April 2021.
2. The audited financial statements of the Issuer as at 31 December 2020 were published on 15 April 2021.

**AMENDMENTS REQUIRING A SUPPLEMENT**

Due to the aforementioned circumstances, the Issuer announces the amendments described below with regard to the published securities prospectus dated 8 April 2021:

1. On page 8 in chapter "I. SUMMARY OF THE PROSPECTUS", "Section b) Basic Information about the Issuer", under the sub-heading "What is the key financial information about the Issuer?", the first sentence is amended and reworded in its entirety as follows:

"The key financial information set out below is derived from the audited annual financial statements for the short financial year from 15 June 2019 to 31 December 2019 prepared in accordance with HGB, the unaudited half-yearly financial report as at 30 June 2020 prepared in accordance with IFRS, the audited annual financial statements as at 31 Decem- ber 2020 prepared in accordance with HGB and the consolidated financial statements as at 31 Decem- ber 2020 prepared and audited in accordance with IFRS."

1. On page 8 in chapter "I. SUMMARY OF THE PROSPECTUS", "Section b) Basic Information about the Issuer", under the sub-heading "What is the key financial information about the Issuer?" below the first paragraph, the table is replaced by the following table and a footnote "\*" is inserted at the bottom of the page as follows:

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Selected material items of the balance sheet (in EUR)** | **Go to**  **31 Decem-**  **ber 2019 (HGB, ge-**  **checks)** | **For the 30.**  **June 2020 (IFRS, un-**  **checked)** | **As at 31 De-**  **zember 2020 (HGB, audited)** | **As at 31 De-**  **tember 2020 (IFRS, ge-**  **checks)** |
| Other securities | 255.063,50 | 482.380,00 | 0,00 | 0 |
| Balances with credit institutions | 900.543,73 | 583.983,64 | 3.729.430,81 | 4.248.024,00 |
| Equity | 870.043,78 | 770.271,38 | 126.347.066,61 | 8.744.674,00 |
| Liabilities (excluding provisions and accrued expenses) | 271.848,77 | 255.889,60 | 274.217,96 | 4.580.510,00 |
| Balance sheet total | 1.165.399,55 | 1.082.760,44 | 126.791.884,57 | 14.549.987,00 |

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| **Selected significant items of the income statement (in EUR)** | **From 15.**  **June 2019 until**  **31 Decem-**  **ber 2019 (HGB, ge-**  **checks)** | **From 1 Ja-**  **nuary 2020 until**  **30 June**  **2020 (IFRS, un-**  **checked)** | **From 1 January**  **2020 until 31 December 2020 (HGB,**  **checked)** | **From 1 Ja-**  **nuary to 31 December 2020 (IFRS,**  **checked)** |
| Revenues | 0,00 | 0,00 | 0,00 | 2.070.144,00 |
| Other operating income | 76.050,00 | 49.084,92 | 141.359,06 | 605.496,00 |
| Other operating expenses | -55.687,81 | -87.301,43 | -915.892,77 | -2.368.838,00 |
| Depreciation | -1.577,62 | -28.617,51 | -166,55 | -624.761,00 |
| Net profit / loss for the year | 7.694,86 | -99.772,40 | -841.955,95 | -3.568.614,00 |
| **Selected significant items of the cash flow statement (in EUR)** | **From 15.**  **June 2019**  **to**  **31 Decem-**  **ber 2019 (HGB, ge-**  **checks)** | **From 1 Ja-**  **nuary 2020**  **to**  **30 June**  **2020 (IFRS, un-**  **checked)** | **From 1 January**  **2020 until 31 December 2020 (HGB,**  **checked)** | **From 1 Ja-**  **nuary 2020 until**  **31 Decem-**  **2020 (IFRS, ge-**  **checks)** |
| Cash flow from operating activities | -319.573,17 | -299.560,09 | -\* | -2.136.686,00 |
| Cash flow from investing activities | 0,00 | 0,00 | -\* | -3.788.516,00 |
| Cash flow from financing activities | 1.200.000,00 | -17.000,00 | -\* | 8.818.894,00 |

\* The individual financial statement as of 31 December 2020 according to HGB does not include a cash flow statement, so that no items are shown in this regard compared to the same period of the previous year. Due to the preparation of the consolidated financial statements as at 31 December 2020, the obligation to prepare a cash flow statement in the individual financial statements is no longer applicable (section 264 (1) sentence 2 HGB).

1. On page 31 in chapter "III. GENERAL INFORMATION", section "4. Available Documents", the following information is added after the 5th bullet and the statement "- The unaudited interim financial statements of the Company prepared in accordance with International Financial Reporting Standards (IFRS) as at 30 June 2020":

"- The audited annual financial statements of the Company in accordance with the German Commercial Code (HGB) for the financial year 2020

-The Company's audited consolidated financial statements in accordance with IFRS for the financial year 2020".

1. On page 94 in chapter "XIII. NOTES TO FINANCIAL INFORMATION", section

"1 Notes on Financial Information and Financial Condition" under "a) Financial Information in this Prospectus", the first paragraph is amended and reworded in its entirety as follows:

"In the Financial Information section of this Prospectus under Section XIX, the audited annual financial statements of the Issuer for the short financial year from 15 June 2019 to 31 December 2019, the unaudited half-yearly financial statements as at 30 June 2020 prepared in accordance with the German Commercial Code (HGB), the interim financial statements as at 30 June 2020 prepared in accordance with IFRS, the audited annual financial statements as at

31 December 2020 in accordance with HGB and the consolidated financial statements as at 31 December 2020 prepared and audited in accordance with IFRS are included by reference."

1. On page 120 in chapter "XVIII. INCORPORATION BY REFERENCE PURSUANT TO ARTICLE 19 OF THE

REGULATION (EU) 2017/1129", after section "c) Interim financial statements as at 30 June 2020 (unaudited) prepared in accordance with International Financial Reporting Standards (IFRS)". (unaudited), two new sections "d)" and "e)" are inserted after section "c) Interim Financial Statements as at 30 June 2020 (unaudited)" with reference to pages 2 to 25 (finally) of the document "S & O Beteiligungen AG, Heidelberg IFRS Interim Financial Statements as at 30 June 2020" as follows and the original sections "d)" and "e)" are reclassified as sections "f)" and "g)":

"(**d) the audited financial statements of the Company prepared in accordance with the HGB for the financial year from 1 January 2020 to 31 December 2020 with reference to pages\* 35 to**

**59 (inclusive) of the document "INDIVIDUAL FINANCIAL STATEMENTS of ENAPTER AG, (formerly S&O Beteiligungen AG) Heidelberg as at 31 December 2020".**

An electronic version of the information incorporated by reference is also available on the Issuer's website (www.enapterag.de) and can be accessed via the following hyperlink:

<https://enapterag.de/wp-content/uploads/2021/04/2020-Enapter-AG_Einzelabschluss_v5.pdf>

|  |  |  |
| --- | --- | --- |
| **Page** | **Section** | **Reference\*** |
| F - 1 | Financial information | Balance sheet (page 35) |
| F - 1 | Financial information | Profit and loss account (page 36) |
| F - 1 | Financial information | Appendix (pages 38 to 51) |
| F - 1 | Financial information | Unqualified audit opinion (pages 52 to 59) |

\* The page numbers refer to the pagination written in the document and not to the displayed page number of the pdf file.

**e) the consolidated financial statements as at 31 December 2020, prepared and audited in accordance with International Financial Reporting Standards (IFRS), with reference to pages\* 35 to 100 (finally) of the document "CONSOLIDATED FINANCIAL STATEMENTS of ENAPTER AG, (formerly S&O Beteiligungen AG) Heidelberg as at 31 December 2020".**

An electronic version of the information incorporated by reference is also available on the Issuer's website (www.enapterag.de) and can be accessed via the following hyperlink:

[https://enapterag.de/wp-content/uploads/2021/04/2020-Enapter- AG\_Consolidated\_financial\_statements\_v7.pdf](https://enapterag.de/wp-content/uploads/2021/04/2020-Enapter-AG_Konzernabschluss_v7.pdf)

|  |  |  |
| --- | --- | --- |
| **Page** | **Section** | **Reference\*** |
| F - 1 | Financial information | Consolidated balance sheet (pages 35 to 36) |
| F-1 | Financial information | Consolidated Profit and Loss Account (page 37) |
| F - 1 | Financial information | Consolidated statement of comprehensive income (page 38) |
| F - 1 | Financial information | Consolidated Statement of Changes in Equity  (page 39) |
| F - 1 | Financial information | Consolidated cash flow statement (page 40) |
| F - 1 | Financial information | Appendix (pages 41 to 92) |
| F - 1 | Financial information | Unqualified audit opinion (pages 93 to 100) |

\* The page numbers refer to the pagination written in the document and not to the displayed page number of the pdf file.

1. On page F-1 in Chapter "XX. FINANCIAL INFORMATION", in the first paragraph, in the first sentence, "1.) to 5.)" shall be changed to "1) to 7)" respectively.
2. On page F-2 in Chapter "XX. FINANCIAL INFORMATION", two new sections "4.)" and "5.)" and a footnote "\*" are inserted as follows and the original sections "4.)" and "5.)" are reclassified as sections "6.)" and "7.)":

"**(4) Annual financial statements of the Issuer for the financial year from 1 January 2020 until**

**31 December 2020 (HGB)**

The following information is incorporated by reference into this Prospectus from the document "INDIVIDUAL FINANCIAL STATEMENTS of ENAPTER AG, (formerly S&O Beteiligungen AG) Heidelberg as at 31 December 2020", which can be accessed at the internet address stated in section XVII. before the table\*: The annual financial statements prepared and audited in accordance with the German Commercial Code (HGB) for the financial year from 1 January 2020 to 31 December 2020, consisting of the balance sheet (pages 35 to 36 of the document), the income statement (page 37 of the document), the notes (pages 38 to 51 of the document) and the unqualified auditor's report (pages 52 to 59 of the document).

**5) Consolidated financial statements of the Issuer for the financial year from 1 January 2020 until**

**31 December 2020 (IFRS)**

The following information is incorporated by reference into this Prospectus from the document "CONSOLIDATED FINANCIAL STATEMENTS of ENAPTER AG, (formerly S&O Beteiligungs AG) Heidelberg as at 31 December 2020", which can be accessed at the internet address stated in section XVII. before the table\*: The consolidated financial statements for the financial year from 1 January 2020 to 31 December 2020, prepared and audited in accordance with International Financial Reporting Standards (IFRS). December 2020 consisting of the consolidated statement of financial position (pages 35 to 36 of the document), consolidated statement of income (page 37 of the document), consolidated statement of comprehensive income (page 38 of the document), consolidated statement of changes in equity (page 39 of the document), consolidated statement of cash flows (page 40 of the document), notes (pages 41 to 92 of the document) and unqualified auditor's report (pages 93 to 100 of the document)."

\* The page numbers given in each case refer to the pagination written in the document and not to the page number displayed in the pdf file.

**DECLARATION OF LIABILITY**

**Enapter AG, Heidelberg, and mwb fairtrade Wertpapierhandelsbank AG, Gräfelfing, are responsible for the information contained in this Supplement and the Prospectus. They declare that, to the best of their knowledge, the information in this Supplement and the Prospectus is correct and that the Supplement and the Prospectus do not contain any omissions that could distort the statements made in the Supplement and the Prospectus.**

**Heidelberg, 26 April 2021 Enapter AG**