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Hertha BSC GmbH & Co. Kommanditgesellschaft auf Aktien (KGaA)

Berlin

Announcement of a voluntary public tender offer

by Hertha BSC GmbH & Co. Kommanditgesellschaft auf Aktien (KGaA) ("**Issuer**"),
Hanns-Braun-Straße 2, 14053 Berlin,

to the holders of the Issuer's 6.5% bonds 2018/2028 (ISIN SE0011337054) ("**Bonds**" and each partial bond a "**Bond**") for the purchase of Bonds up to a nominal amount of EUR 20,000,000.00 of the total outstanding nominal amount of the Bonds of EUR 40,000,000.00 at a purchase price of 100.00% per Bond ("**Tender Offer**").

1. Preamble

The Issuer is a limited liability company & partnership limited by shares (*Gesellschaft mit beschränkter Haftung & Compagnie Kommanditgesellschaft auf Aktien*) established under German law, registered with the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Berlin (Charlottenburg) under HRB 84666 B. The general partner is Hertha BSC Verwaltung GmbH, Berlin (Local Court of Berlin (Charlottenburg), HRB 80183 B). The Bond is currently traded on the open market of the Frankfurt Stock Exchange.

This Tender Offer relates exclusively to the purchase by the Issuer of up to 20,000 Bonds, each with a nominal value of EUR 1,000.00 of the Issuer's Bonds SE0011337054 at a purchase price of 100.00% per Bond.

The Issuer does not, at present or in the future, provide any recommendations or advice to the holders of the Bonds ("**Bondholders**") as to the Tender Offer or whether its acceptance thereof is in the best interests of the respective Bondholder.

The Bonds are not admitted to trading on a regulated market (*regulierter Markt*), but are traded on open market of the Frankfurt Stock Exchange at the time of this Tender Offer.

The Issuer has appointed BankM AG as settlement agent in connection with the Tender Offer ("**Settlement Agent**").

2. Subject of the Tender Offer

The Tender Offer relates to up to 20,000 Bonds ("**Repurchase Volume**"), each with a nominal value of EUR 1,000.00 per Bond at a purchase price of 100.00% per Bond, plus accrued and unpaid interest up to the date of payment ("**Purchase Price**"). The Bonds are registered with Euroclear Sweden AB. The Issuer expressly reserves the right to reduce or increase the Repurchase Volume. Any reduction or increase of the Repurchase Volume will be announced by the Issuer without undue delay prior to the expiry of the Offer Period by publication on its website at <https://www.herthabsc.com/en/club/nordic-bonds-investor-relations>.

3. Tender Offer

The Issuer offers to all Bondholders of the Bonds that are the subject of this Tender Offer, in accordance with the terms and conditions set out herein and, in particular but without limitation, subject to limitation of the Tender Offer pursuant to section 7.5, to purchase their Bonds against payment of the Purchase Price.

4. Purchase Price

The Purchase Price per Bond with a nominal value of EUR 1,000.00 is 100.00% (in words: one hundred per cent) (unit price), plus accrued and unpaid interest up to the end of the Offer Period. Bondholders accepting this Tender Offer shall, upon receipt of the Purchase Price, have no further claim for compensation, retention rights, interest or repayment entitlement under the Bonds.

5. Offer Period

The offer period starts on 10 November 2025 at 00:00 (CET) and ends, subject to a possible extension of the offer period, on 28 November 2025 at 12:00 (CET) ("**Offer Period**"). The Issuer expressly reserves the right to extend the Offer Period. Any extension of the Offer Period will be announced by the Issuer without undue delay prior to the expiry of the Offer Period by publication on its website at <https://www.herthabsc.com/en/club/nordic-bonds-investor-relations>. In the event of an extension of the Offer Period, the deadlines for the settlement of the Tender Offer specified in this offer document shall be postponed accordingly.

6. Conditions

The Tender Offer relates exclusively to the Bonds described in section 2. Other securities are not subject to this Tender Offer. The Tender Offer is limited in accordance with section 7.5. The Issuer reserves the right to withdraw from the Tender Offer. Bondholders accepting the

Tender Offer have a right of withdrawal in accordance with section 7.7. The Tender Offer and the agreements concluded under the Tender Offer shall be governed exclusively by German law, excluding its international private law provisions and the provisions in the offer publication. The provisions of the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz - WpÜG*) do not apply to this Tender Offer.

The Issuer is under no obligation to accept the Bonds tendered in connection with the Tender Offer.

7. Implementation of the Tender Offer

7.1 Declaration of acceptance and transfer

Bondholders may only accept this Tender Offer within the Offer Period specified in section 5. Acceptance can only be declared by means of a written declaration of acceptance to the custodian bank or the custodian securities service provider based in the Federal Republic of Germany or the domestic branch of a custodian bank or a custodian financial services provider (hereinafter referred to as the "**Custodian Institution**"). Bondholders who wish to accept this Tender Offer for their Bonds or part of their Bonds shall, in order to accept the Tender Offer

- a) declare their acceptance in writing to the Custodian Institution and
- b) have the Bonds (ISIN SE0011337054) for which acceptance of the Tender Offer is to be declared marked with a blocking notice (*Sperrvermerk*) by their Custodian Institution to ensure that these Bonds cannot be sold on or off a stock exchange until settlement of the Tender Offer, i.e. at least until the transfer of those Bonds of the relevant Bondholder to be taken into account under the Tender Offer.

Acceptance of the Tender Offer shall only become effective if, by no later than the expiry of the Offer Period (section 5), i.e. by 28 November 2025 at 12:00 (CET), the declaration of acceptance has been duly submitted in writing to the Custodian Institution and the blocking notice has been duly entered. Declarations of acceptance that are not received by the Custodian Institution within the Offer Period, or that are incorrect or incomplete, or for which the blocking notice has not been entered in due time, shall not be deemed a valid acceptance of the Tender Offer and shall not entitle the Bondholder to receive the Purchase Price. Neither the Issuer nor the Settlement Agent shall be obliged to inform Bondholders of any defects or errors in the declaration of acceptance and shall not be liable if no such notification is made.

7.2 Further declarations by Bondholders upon acceptance of the Tender Offer

By accepting the Tender Offer, each Bondholder accepting the Tender Offer instructs and authorises its Custodian Institution to keep the Bonds specified in the declaration of acceptance in its custody account, but to mark the Bonds for which they have declared their acceptance of this Tender Offer with a corresponding blocking notice. Furthermore, by accepting the

Tender Offer, each Bondholder accepting the offer instructs and authorises its Custodian Institution, with a waiver from the restrictions of section 181 of the German Civil Code (*Zivilgesetzbuch - BGB*), to take all necessary or appropriate actions to process this Tender Offer and to make and receive all related declarations, in particular to effect the transfer of ownership of the tendered Bonds to the Issuer, taking into account any proportional acceptance that may become necessary (section 7.5). By accepting the Tender Offer, the respective Bondholders accepting the Tender Offer further represent and warrant that the tendered Bonds are their sole property and are free of any rights and claims of third parties. The instructions, representations and warranties, authorisations, orders and powers of attorney listed in the preceding paragraphs are irrevocably granted in the interest of a smooth and expeditious execution of this Tender Offer.

7.3 Settlement of the Tender Offer and payment of the Purchase Price

The technical processing of the Tender Offer will be carried out by BankM AG as Settlement Agent. The Settlement Agent acts as broker (*Finanzkommissionär*) acting in its own name but for the account of the Issuer for the processing of the Tender Offer.

For the further processing of the Tender Offer, it is necessary that the Custodian Institutions

- a) no later than 12:00 noon (CET) determines any oversubscription of the Tender Offer and calculates the proportionate acceptance required as a result, the aggregate nominal value of the individual Bonds on the basis of a list on an anonymised individual custody account basis, for which the Bondholders have declared their acceptance of the Tender Offer to the Custodian Institution within the deadline and for which a blocking notice has been entered within the deadline, and
- b) together with the notification of the aggregate nominal value of the individual Bonds in accordance with lit. a) above, notify the Settlement Agent of the account at the Custodian Institution to which the Settlement Agent should transfer the consideration on behalf of the Issuer, and
- c) the Bonds remaining in the securities accounts of the respective Bondholder for which acceptance of the Tender Offer was declared in due time and for which a blocking notice was entered in due time, immediately after the conditions for the transfer of the Bonds have been met, taking into account a proportional acceptance in the event of oversubscription of the Tender Offer (see section 7.5), to the Clearstream account 64901 (T2S code: BKKMDEFFXXX) of the Settlement Agent. The conditions for the transfer of the Bonds, which must be fulfilled cumulatively, are
 - (1) the expiry of the Offer Period (see section 5),

- (2) confirmation by the Settlement Agent to the Custodian Institutions, at least to the extent that an over-subscription of this Tender Offer has occurred, and
- (3) specification by the Custodian Institution of the account to which the Settlement Agent shall transfer the Purchase Price on behalf of the Issuer (payment of the Purchase Price is expected to be made by bank transfer on or after the third banking day after expiry of the acceptance period, i.e. on or after 3 December 2025).

In this respect, advance payment (payment before delivery) will be made in the settlement with banks. If Bonds could not be taken into account in the event of oversubscription of the Tender Offer (see section 7.5), the Custodian Institutions are requested to remove the blocking notice from those Bonds that were tendered but not accepted under the Tender Offer. With respect to those Bonds for which the Tender Offer was accepted during the Offer Period and which can be considered on the basis of any proportional acceptance that may become necessary within the framework of this Tender Offer, payment of the Purchase Price will be instructed to the Custodian Institutions without undue delay, i.e. is expected to occur on the third banking day following the expiry of the Offer Period. In the event of an oversubscription of the Tender Offer (see section 7.5), the payment of the Purchase Price, which shall also be made without undue delay, may, for technical reasons, be delayed by a few days. Upon crediting the respective Custodian Institutions, the Issuer shall have fulfilled its obligation to pay the Purchase Price to the Bondholders accepting the Tender Offer, even if a third party pays the Purchase Price on behalf of the Issuer. It is the responsibility of the respective Custodian Institutions to credit the consideration to the accepting Bondholder. Upon acceptance, each Bondholder accepting the Tender Offer shall issue the instructions and authorisations necessary for the further settlement of the Tender Offer.

Notifications from the Custodian Institutions to the Settlement Agent in accordance with the above paragraphs shall be sent exclusively by email to **bankmcapitalmarkets@bankm.de**. The Settlement Agent will notify the Custodian Institutions of any over-subscription and the resulting proportional acceptance of the Tender Offer, probably on or after the third banking day after the end of the Offer Period, i.e. probably on or after 3 December 2025, also by email (notification of the allocation ratio). For this reason, the Custodian Institutions are requested to provide the Settlement Agent with an email address to be used for this purpose, together with the notifications referred to in (a) and (b) above.

In individual cases, the Settlement Agent shall be entitled to demand settlement on a step-by-step basis (*Zug-um-Zug*) from the Custodian Institution by means of a unilateral declaration to the respective Custodian Institution instead of the settlement procedure described above (delivery-versus-payment transactions). The Settlement Agent is expected to notify the respective Custodian Institution of this by email on or after the third banking day following the expiry of the Offer Period. In this case, in deviation from the foregoing provisions of this Tender Offer,

the Settlement Agent (or a third party to be designated by the Settlement Agent) will, via the Custodian Institution, pay the Purchase Price to the respective Custodian Institution as part of the cash settlement transaction of Clearstream Europe AG in exchange for the transfer of the Bonds tendered for sale by means of the securities transfer procedure with equivalent value against receipt of the Purchase Price to the securities account set up by the Custodian Institution at Clearstream Europe AG.

The place of performance shall be Frankfurt am Main.

7.4 Legal consequences of acceptance

Upon acceptance of this Tender Offer, a purchase and transfer agreement for the tendered Bonds shall be deemed concluded between the accepting Bondholder and the Settlement Agent as broker (*Finanzkommissionär*) acting in its own name but for the account of the Issuer in accordance with the provisions of this Tender Offer. The above-mentioned agreement constitutes an agreement between the accepting Bondholder and the Settlement Agent as broker (*Finanzkommissionär*) acting in its own name but for the account of the Issuer regarding the transfer of a share in the global note certificate held in collective custody corresponding to the number of Bonds tendered by the respective Bondholder, as described in section 7.3. The transfer of ownership takes place upon registration of the tendered Bonds in the securities account of the Settlement Agent as broker (*Finanzkommissionär*) acting in its own name but for the account of the Issuer. Upon transfer of ownership of the respective Bonds, all ancillary rights existing at the time of transfer of ownership, in particular any interest and repayment entitlements, are also transferred to the Issuer.

In addition, by submitting the declaration of acceptance, each Bondholder accepting the Tender Offer irrevocably gives the instructions, authorisations, orders and powers of attorney specified in this offer document and makes the declarations listed therein.

7.5 Limitation of the Tender Offer and proportional acceptance of the Tender Offer

The Tender Offer relates to up to 20,000 Bonds of the Bond with ISIN SE0011337054 with a nominal value of EUR 1,000.00 per Bond at a Purchase Price of 100.00% per Bond. If, under this Tender Offer, declarations of acceptance are submitted via the Custodian Institutions for Bonds with an aggregate nominal amount exceeding EUR 20,000,000.00, the following shall apply:

If Bondholders accept this Tender Offer for a total nominal amount exceeding the Repurchase Volume, i.e. EUR 20,000,000.00, which is the total volume of this Tender Offer, the Issuer will consider the declarations of acceptance on a pro rata basis, i.e. in proportion to the total nominal value of the Tender Offer (EUR 20,000,000.00) to which this offer is directed in relation to the nominal value of the total Bonds tendered. If proportional consideration results in fractions, these will always be rounded up or down to the nearest whole number of Bonds.

The Issuer reserves the right to purchase Bonds with a total nominal amount exceeding the Repurchase Volume of EUR 20,000,000.00. In such case, proportional acceptance may also be applied; however, the Issuer may choose to waive proportional allocation.

By accepting the Tender Offer, each Bondholder submitting a declaration of acceptance declares consent to the aforementioned acceptance procedure by the Settlement Agent as broker (*Finanzkommissionär*) acting in its own name but for the account of the Issuer.

7.6 Costs of acceptance

Any costs incurred in connection with the acceptance of this Tender Offer shall be borne by the respective Bondholders. Bondholders who wish to accept this Tender Offer are advised to clarify in advance with their Custodian Institution any costs that may arise in connection with the acceptance of the Tender Offer.

7.7 Right of withdrawal

The Issuer or the Settlement Agent as broker (*Finanzkommissionär*) acting in its own name but for the account of the Issuer shall be entitled to withdraw from the purchase and transfer agreement concluded with the accepting Bondholder in accordance with section 7.4 in respect of the tendered Bonds if the tendered Bonds have not been received in the designated securities account of the Settlement Agent on the tenth banking day after the end of the Offer Period, i.e. 12 December 2025 – subject to a possible extension of the acceptance period – in accordance with the rules for settlement under section 7.3. The withdrawal must be declared to the respective Custodian Institution of the respective Bondholder, which the accepting Bondholder irrevocably authorises to receive by submitting the declaration of acceptance.

Each accepting Bondholder shall be entitled to withdraw from the purchase and transfer agreement concluded with the Settlement Agent acting as broker (*Finanzkommissionär*) acting in its own name but for the account of the Issuer pursuant to section 7.4 if the Purchase Price under the Tender Offer has not been credited to the account specified in the declaration of acceptance with the Custodian Institution by the tenth banking day following the expiry of the Offer Period, i.e. – subject to any extension of the Offer Period – by 12 December 2025. The withdrawal must be declared by the Custodian Institution to the Settlement Agent. By submitting the declaration of acceptance, the accepting Bondholders irrevocably authorise the Custodian Institution to do so.

In the event that the Issuer, the Settlement Agent or a Bondholder exercises the right of withdrawal from this Tender Offer, no settlement of the Tender Offer shall take place with respect to the Bonds tendered by the respective Bondholder.

7.8 Tradability of the Bonds until settlement of the Tender Offer

There are no plans for exchange-traded or over-the-counter trading of the Bonds tendered for purchase. Bondholders who accept this Tender Offer will therefore not be able to sell the Bonds

tendered under the Tender Offer until the blocking notice has been removed due to an over-subscription or until the transfer of the Bonds to the Settlement Agent, regardless of whether the Bonds are taken up by way of allocation or are (partially) returned following the expiry of the Offer Period due to any oversubscription. The sale of Bonds that have not been tendered is not affected by this Tender Offer.

8. Tax notice

The tax treatment of the sale in connection with any previous interest and repayment entitlements of the Bondholders depends on the individual tax circumstances of each Bondholder. Bondholders are advised to seek their own tax advice and review.

9. Publications

Unless otherwise specified in the preceding sections of this Tender Offer document and unless any further publication obligation exist, all publications and other announcements by the Issuer in connection with this Tender Offer will only be made on the Issuer's website at <https://www.herthabsc.com/en/club/nordic-bonds-investor-relations>.

10. Enquiries

The Settlement Agent is available to enquiries at the following contact details:

BankM AG, Baseler Straße 10, 60329 Frankfurt am Main, telephone: +49 (0) 69 7191838-0, fax: +49 69 7191838-50, email: bankmcapitalmarkets@bankm.de.

Berlin, November 2025

Hertha BSC GmbH & Co. KGaA

IMPORTANT NOTES

This document contains important information which should be read carefully before any decision is made with respect to the Tender Offer. If any holder is in any doubt as to the action it should take or is unsure of the impact of the Tender Offer, it is recommended to seek its own financial and legal advice, including as to any tax consequences, from its stockbroker, bank manager, solicitor, accountant or other independent financial or legal adviser. Any holder whose Bonds are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee or intermediary must contact such entity if it wishes to tender such Bonds pursuant to the Tender Offer. Neither the Issuer nor the Settlement Agent nor its directors, employees or affiliates makes any recommendation as to whether holders of Bonds should tender Bonds for purchase pursuant to the Tender Offer.

Offer and Distribution Restrictions

This document does not constitute an invitation to participate in the Tender Offer in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws. The publishing or distribution of this document in certain jurisdictions may be restricted by law. Persons into whose possession this document comes are required by each of the Issuer and the Settlement Agent to inform themselves about and to observe any such restrictions.

United States

The Tender Offer is not being made and will not be made, directly or indirectly, in or into, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of, or of any facilities of a national securities exchange of, the United States or to any U.S. Person (as defined in Regulation S of the United States Securities Act of 1933, as amended (each a "**U.S. Person**")). This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. Accordingly, copies of this document and any other documents or materials relating to the Tender Offer are not being, and must not be, directly or indirectly, mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to a U.S. Person and the Bonds cannot be tendered in the Tender Offer by any such use, means, instrumentality or facility or from or within or by persons located or resident in the United States or by any U.S. Person. Any purported tender of Bonds in the Tender Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Bonds made by a person located in the United States, a U.S. Person, by any person acting for the account or benefit of a U.S. Person, or by any agent, trustee or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted.

Each holder of Bonds participating in the Tender Offer will represent that it is not a U.S. Person, it is not located in the United States and is not participating in the Tender Offer from the United States, or it is acting on a non-discretionary basis for a principal located outside the United States that is not giving an order to participate in the Tender Offer from the United States and who is not a U.S. Person. For the purposes of this and the above paragraph, "**United States**" means the United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States of America and the District of Columbia.

United Kingdom

This document and any other documents or materials relating to the Tender Offer are not being made, and such documents and/or materials have not been approved, by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000, as amended. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to those persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Financial Promotion Order**")) or any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order.

General

Neither this document nor the electronic transmission thereof constitutes an offer to buy or the solicitation of an offer to sell Bonds (and tenders of Bonds for purchase pursuant to the Tender Offer will not be accepted from holders) in any circumstances in which such offer or solicitation is unlawful. In those jurisdictions where the securities, blue sky or other laws require the Tender Offer to be made by a licensed broker or dealer and the Settlement Agent or any of its affiliates are such a licensed broker or dealer in any such jurisdiction, the Tender Offer shall be deemed to be made by such affiliate, as the case may be, in such jurisdiction.

Further, the Tender Offer does not constitute or form part of (i) a prospectus within the meaning of Regulation (EU) No 2017/1129, as supplemented from time to time by Commission delegated regulations, of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public and admitted to trading on a regulated market, and repealing Directive 2003/71/EC (the "**Prospectus Regulation**"), nor (ii) a tender offer document as referred to in Chapter 2a of the Swedish Financial Instruments Trading Act (*Sw. lag om handel med finansiella instrument 1991:980*, as amended).

The Issuer reserves the right to reject the tender or submission of Bonds.