



VARTA AG, Ellwangen, ISIN: DE000A0TGJ55

VARTA AG: Publication in accordance with Section 111c (4) AktG with the aim of Europe-wide distribution

Publication of key transactions with related parties in accordance with Section 111c (4) AktG

VARTA AG, Ellwangen

On June 4th, 2021, the Supervisory Board of VARTA AG approved the conclusion of a joint liability agreement with VC Pensionen GmbH, Ellwangen, (VCP) relating to certain pension obligations of VARTA Consumer Batteries GmbH & Co. KGaA (VCB) with and in favor of VCB without the involvement of Prof. DDr. Michael Tojner, Chairman of the Supervisory Board. The joint debt agreement was signed on July 21, 2021.

VCP, which is sharing the debt, is indirectly majority held by the indirect lead shareholder in VARTA AG and its (indirect) subsidiary VCB, Montana Tech Components AG, and is therefore a related company of VARTA AG within the meaning of Section 111a of the German Stock Corporation Act (AktG).

The object of the joint liability agreement, which will have the effect of discharging VCB's debt in the internal relationship between VCB and VCP, are pension obligations of VCB as of December 31, 2020 to former and current employees resulting from employer-financed direct pension commitments, which are based on both individual commitments and a works agreement and are due or were due for payment after this date. At the reporting date, the pension obligations amounted to € 28.728.341 according to the relevant actuarial opinions.

The purpose of the joint liability agreement is to improve the company's planning security, since the assumption of the long-term liabilities from current pension claims and vested claims secured by law will render it independent of future demographic and actuarial developments. This will ensure that future events will not have any impact on the current result.

As consideration for the liability assumed with the joint debt, VCP will receive a one-off cash payment of € 28,737,000 ("fee") from VCB, which will be due in installments and which will be paid to VCP from January 2022 on. VCP has made an undertaking to VCB within the framework of the joint liability agreement to invest the fee via a trustee in line with the investment guidelines agreed with VCB. The dates on which the installments are due will depend on the investment of the fee by the trustee.

In addition to payment of the fee, VCB has made an undertaking to VCP to produce a guarantee from VGG GmbH of up to € 3,000,000. VGG GmbH is a subsidiary of Montana Tech Components AG and a majority shareholder in VARTA AG and therefore an indirect majority shareholder in VCB and is therefore also a related party to VARTA AG within the meaning of Section 111a AktG. VGG GmbH provided this guarantee in the amount of € 3,000,000.00 on July 23, 2021. The Supervisory Board of VARTA AG and of VCB approved the guarantee with the above-mentioned resolutions.



VARTA

As additional collateral, VGG GmbH has provided a bank guarantee on first demand in the amount of € 5,000,000. The bank guarantee was issued on July 27, 2021.

Ellwangen, January 2022

The Executive Board