

Metafina GmbH

Hamburg

Public purchase offer

to the holders of the bonds issued by **Qimonda Finance Ltd.** with the ISIN:

US74732WAA71

to purchase your bonds against payment of a purchase price in the amount of

0,25 %

of the nominal value.

1. Offer

Metafina GmbH offers all bond holders to purchase their bonds against payment of a purchase price of 0,25 % of the nominal value (paid in EUR based on an exchange rate of 1,17 USD per 1 EUR). The offer is limited to a total nominal value of 4.000.000 USD. Interest per unit is not paid (flat). If more bonds are offered for sale, acceptance is pro rata. If a distribution is made between 16.09.2021 and the receipt of the bonds in the Bidder's custody account, the purchase price offered shall be reduced by the gross amount of this payment. The offer is carried out exclusively in accordance with German law and is not directed at foreign bond holders in whose jurisdiction the present offer would violate the applicable laws. The deadline ("acceptance period") within which acceptance can take place runs until **07.10.2021, 24:00**.

2. Implementation of the offer

2.1. Declaration of acceptance and blocking note

Bond holders can only accept this offer within the acceptance period. The acceptance can only be declared to a custodian credit institution or a custodian investment service undertaking with its registered office in the Federal Republic of Germany or the domestic branch of a custodian credit institution or a custodian financial service undertaking (hereinafter: "custodian institution").

Bond holders who wish to accept this offer for their bonds should

- a) declare their acceptance in writing to the custodian institution and
- b) have the bonds for which the offer is to be accepted issued by their custodian institution with a blocking notice.

The acceptance of the purchase offer becomes effective upon receipt of the declaration of acceptance by the custodian institution and the blocking note.

With the acceptance of the offer, a purchase agreement is concluded between Metafina GmbH and the accepting bondholder in accordance with the offer document published on the Metafina GmbH homepage under www.metafina.de. A publication in the Federal Gazette (Bundesanzeiger) has taken place in the form of a notice.

With the acceptance of the offer, the bond holders and Metafina GmbH agree at the same time on the transfer of ownership of the bonds submitted for sale to Metafina GmbH. The bond holders declare with the assumption that the submitted bonds are in their sole possession at the time of the transfer of ownership and are free of rights of third parties. By accepting the offer, the respective bond holders accepting the offer instruct their custodian institution to initially leave the bonds referred to in the declaration of acceptance in their securities account, but to provide them with a corresponding blocking note.

Furthermore, the respective bond holders accepting the offer instruct and authorize their custodian institution, under exemption from the prohibition of self-contraction pursuant to § 181 BGB, to carry out all necessary or expedient actions for the processing of this offer as well as to make and receive declarations, in particular, to bring about the transfer of ownership of the submitted bonds, taking into account any proportionate assumption that may become necessary (section 3.3) to Metafina GmbH.

The instructions, orders and powers of attorney listed in the preceding paragraphs shall be granted immediately in the interest of a smooth and expeditious execution of this offer.

2.2. Processing of the offer and payment of the purchase price

For the further processing of the offer, it is necessary that the custodian institutions

- a) notify Metafina GmbH at the latest on the bank working day following the end of the acceptance period **(08.10.2021, until 16:00)** the number of tendered bonds (without breakdown) to determine a transfer acceptance of the offer and to determine a proportionate acceptance required from it, which have declared the acceptance of the offer to the custodian institution in due time and for whose bonds a blocking note has been entered in due time; and
- b) together with the notification of the number of bonds in accordance with point (a) above, inform Metafina GmbH to which account of the custodian institution Metafina GmbH is to transfer the purchase price; and
- c) transfer the bonds for which acceptance of the purchase offer was declared in due time to the custody account of **Metafina GmbH (without the necessary counter-instruction by DWP Bank)** immediately after the conditions for the transfer of the bonds have been met, taking into account any proportionate acceptance in the event of the acceptance of the offer (see section 3.3 of the purchase offer):

**Depotnr.: 960 478 560,
BLZ: 370 110 00,
Deutsche Postbank AG,
CBF-Konto: 4003 at DWP Bank
CBL-Konto: 64003 at DWP Bank**

When transmitting via Clearstream (Cascade), the following information must be provided:

Final beneficiary: Metafina GmbH, Depotnr.: 960 478 560, BLZ: 370 110 00.

Neither DWP Bank AG nor Postbank AG act as trustees for the securities business to be wound up.

The conditions for the transfer of the bonds, which must be cumulative, are:

- a) the expiry of the acceptance period,
- b) the notification of the reparting quota by Metafina GmbH to the custodian and
- c) the payment of the purchase price by Metafina GmbH to the account named by the respective custodian institution.

In this respect, Metafina GmbH provides advance payment in the settlement with banks (payment before delivery). The transfer of the purchase price will be initiated immediately, i.e. probably on the second bank working day after expiry of the acceptance period, to the custodian institutions. In the event of an over-acceptance of the offer (see section 2.3), the payment of the purchase price, which may then be carried out immediately, may be delayed by one day for technical reasons. By crediting the respective custodian institution, Metafina GmbH has fulfilled its obligation to pay the purchase price to the bond holders accepting the offer. It is the responsibility of the respective custodian institution to credit the cash benefit to the accepting bond holder. Insofar as bonds could not be

accepted in the event of an over-acceptance of the offer (see section 3.3), the custodian institutions are requested to remove the blocking note from the remaining bonds submitted for acceptance.

The required notifications (number of bonds, account data for the transfer of the purchase price) may be sent by the custodian institutions of Metafina GmbH by fax to:

+49 040/ 226 302 050 2

Metafina GmbH is expected to inform the custodian institutions of any over-acceptance and the resulting proportionate acceptance by e-mail on the second bank working day after the end of the offer period. For this reason, the custodian institutions are requested to provide Metafina GmbH with an e-mail address together with the notifications according to letter a) and letter b).

2.3. Limitation of the offer and acceptance in the event of oversubscription of the offer

If, in the context of this offer, declarations of acceptance are submitted by the custodian institutions for a higher total number of acquisitions, the following applies: If the custodian institutions receive declarations of acceptance for a higher total number of bonds, the acceptance declarations are considered proportionately. In addition, in the event of the over-acceptance of the offer, Metafina GmbH reserves the right to acquire all bonds tendered for acquisition in the context of the acquisition offer and, in this case, to waive the proportionate acceptance or, in the event of the over-acceptance, to acquire bonds for which the offer has been accepted in a larger proportion. By accepting the offer, the bond holder declaring acceptance declares his consent to this.

3. Tax notice and right of withdrawal

The tax treatment of the sale process for the bond holders is measured by the respective individual tax circumstances. Any costs arising from the acceptance of this offer shall be borne by the holders of the bonds concerned themselves. Metafina GmbH is entitled to withdraw from the offer. The withdrawal must be notified by Metafina GmbH to the custodian institutions at the latest on the second bank working day following the end of the offer period and must be published to the securities announcements no later than the third bank working day after the end of the offer period.

4. Enquiries

If you have any questions, please contact:

Metafina GmbH, Blumenau 44, 22089 Hamburg, Germany
Phone: +49 040/ 226 302 050 1
Fax: +49 040/ 226 302 050 2
E-Mail: info@metafina.de