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# BigRep SE: BigRep SE has authorised the issuance of EUR 10 million Convertible Notes

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**BigRep SE has authorised the issuance of EUR 10 million Convertible Notes**

**Luxembourg/Berlin, November 17, 2025** - BigRep SE ("Company") informs that it has authorised the issuance and sale of EUR 10,000,000 convertible notes, (the "Convertible Notes"). The Convertible Notes will be issued and placed through a private placement, with de Krassny GmbH, one of the major shareholders of the Company, having entered into and committed under a subscription agreement to subscribe for EUR 2,000,000 of the Convertible Notes (representing 20% of the total authorised issuance amount).

The Company will issue up to 10,000 Convertible Notes with a denomination of EUR 1,000 each. The Convertible Notes may be converted into class A shares (the "Public Shares") of the Company at an initial conversion price of EUR 0.70 per share.

The Convertible Notes bear interest at a rate of 8% per annum, payable annually within thirty days after each anniversary of the issue date. The Convertible Notes will mature on 31 December 2031, unless previously converted or redeemed.

Noteholders may convert their notes during specified conversion periods running from 1 June to 30 June and from 1 December to 31 December in each calendar year, commencing in 2026. Conversion may be effected on a cashless basis at the noteholder's option.

The Company may, at its sole discretion, elect to redeem all outstanding Convertible Notes at any time upon a minimum of 30 days' prior written notice to the noteholders.

The Convertible Notes constitute direct, unconditional and unsecured obligations of the Company and rank *pari passu* without any preference among themselves. The pre-emptive rights of existing shareholders to subscribe for the Convertible Notes are excluded.

The Company intends to use the net proceeds from the issue to support its continued growth strategy, for general corporate purposes and to pursue strategic opportunities that may arise.

The Convertible Notes are expected to be issued by the Company on or around 1 December 2025. The Convertible Notes will be issued as book-entry securities only, without any contemplated admission to trading on a stock exchange.

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