To the shareholders of Multitude SE

REPORT OF THE BOARD OF DIRECTORS OF MULTITUDE SE ON THE EXCLUSION OF THE SUBSCIRPTION RIGHT ACCORDING TO SEC. 5 OF THE SE-REGULATION IN CONJUNCTION WITH SECTION 203 PARA 2 SENTENCE 2 IN CONJUNCTION WITH SECTION 186 PARA 4 SENTENCE 2 GERMAN STOCK CORPORATION ACT (AKTG) IN RELATION TO AGENDA ITEM 8

The Annual General Meeting 2021 authorised the Board of Directors to issue up to 3,258,594 new shares of the Company. In order to maintain this authorisation after the transfer of the registered office to Germany, the Board of Directors proposes to the general meeting under agenda item 8 to authorise the Board of Directors to increase the share capital of the Company until 30 June 2025 on one or several occasions by up to EUR 6,020,034 (in words: Euro six million twenty thousand thirty-four) by issuing up to 3,258,594 new registered no-par value shares against cash and/or non-cash contributions (**Authorised Capital 2021**). The Authorised Capital 2021 shall enable the Board of Directors to raise capital required for the future development of the Company on the capital markets at short notice by issuing new shares. Since decisions on meeting capital requirements generally have to be made at short notice, it is important that the Company is not dependent on the cycle of the annual general meeting or the lead time for an extraordinary general meeting in this respect.

The new shares must in general be offered to shareholders for subscription. The new shares can be underwritten by one or more banks or companies operating in accordance with section 53 para. 1 sentence 1 or section 53b para 1 sentence 1 or para. 7 of the German Banking Act designated by the administrative board with the obligation to offer them to the shareholders for subscription (indirect subscirption rights).

However, the subscription right of the shareholders may be excluded by the Board of Directors in certain cases when making use of the authorised capital. These cases will be explained in more detail below.

1 AVOIDANCE OF FRACTIONAL AMOUNTS

Agenda item 8a (i) allows for an exclusion of the subscription right of the shareholders to compensate fractional amounts. The exclusion of the subscription right of the shareholders for fractional amounts shall ensure a practicable and technically feasible subscription ratio. The exclusion of the subscription right for fractional amounts facilitates the technical implementation of the subscription right of the shareholders and the exercise of the subscription right. Without the option to exclude the subscription right of the shareholders for fractional amounts, the technical implementation of the capital increase and the exercise of the subscription right would be considerably more difficult. The shares excluded from the subscription right of shareholders as fractional shares will either be sold on the stock exchange or otherwise disposed in the best possible way for the Company.

2 SIMPLIFIED EXCLUSION OF THE SUBSCRIPTION RIGHT PURSUANT TO SECTION 186 PARA 3 SENTENCE 4 STCOK CORPORATION ACT

In addition, under agenda item 8a (ii), the Board of Directors is authorised to exclude the shareholders' subscription right in case of a cash capital increase in accordance with section 203 para. 1 sentence 1, para. 2, section 186 para. 3 sentence 4 of the German Stock Corporation Act (*Aktiengesetz*, **AktG**) if the new shares are issued at a price that is not significantly lower than the stock market price and if the total number of the new shares does not exceed 10% of the existing share capital of the Company.

This authorisation to exclude the subscription right in accordance with section 186 para. 3 sentence 4 AktG shall enable the Board of Directors to respond quickly, flexible and in a cost-efficient way to favourable capital market options that may arise in the future. This shall ensure that the Board of Directors is able to strengthen the Company's equity to the maximum possible taking into account the best interest of the Company and all shareholders. The option to exclude the time-consuming and costly subscription right, gives the Board of Directors the opportunity to take advantage of favourable stock market situations at short notice and to strengthen the Company's equity to a greater extent than in case of a capital increase where the subscription right of the shareholders is applicable. The interests of the shareholders are reasonably protected as the capital increase may not exceed 10% of the existing share capital and since the share price for the newly issued shares has to be determined based on the current stock market price. The limit of 10% shall thereby also include (i) shares issued or sold in accordance with section 71 para. 1 no. 8 sentence 5, section 186 para. 3 sentence 4 AktG during the term of the authorisation up to its exercise, as well as (ii) shares issued or still to be issued by the Company on the basis of convertible bonds or bonds with warrants, in so far as the convertible bonds or bonds with warrants were issued during the term of authorisation up to its exercise in accordance with section 221 para 4, section 186 para. 3 sentence 4 AktG. By setting the share issue price close to the stock market price, it is ensured that shareholders may maintain their shareholding quota by purchasing additional shares at the stock market at comparable prices. Overall, this ensures that the financial and voting interests of shareholders are adequately protected in line with the valuation of section 186 para. 3 sentence 4 AktG if the Authorised Capital 2021 is utilised.

3 CONVERSION OR OPTION RIGHTS OR OBLIGATIONS

Agenda item 8a (iii) authorises the Board of Directors to exclude the shareholders' subscription right to the extent that the exclusion of the subscription right is necessary to grant subscription rights for the new shares to holders or creditors of conversion or option rights and/or holders or creditors of bonds with conversion or option obligations issued by the Company or by a domestic or foreign company in which the Company directly or indirectly holds a majority of the votes and capital, to the extent to which these holders or creditors of conversion or option rights and/or holders or creditors of bonds with conversion or option obligations would be entitled to a subscription right after having exercised the conversion or option rights or after fulfilment of the conversion or option obligations.

The background for this authorisation is that conversion or option conditions regularly contain so-called anti-dilution clauses, according to which the conversion or option price is to be reduced in the event of a capital increase if the subscription right of the shareholders is applicable while holders or creditors of conversion or option rights and/or holders or creditors of bonds with conversion or option obligations are not granted a subscription right. For the Company, the alternative of granting a subscription right to the holders or creditors of conversion or option rights and/or holders or creditors of bonds with conversion or option obligations has the advantage that the conversion or option price will not have to be reduced; it therefore ensures the greatest possible inflow of funds in the event of a subsequent conversion or exercise of an option or the subsequent fulfilment of any conversion or option obligation or reduces the number of shares to be issued in this case. The authorisation to exclude the shareholders' subscription right gives the Board of Directors the option to carefully consider the existing alternatives, taking into account the best interests of the Company and the shareholders.

4 CAPITAL INCREASES AGAINST CONTRIBUTIONS IN KIND

Under agenda item 8a (iv), the Board of Directors shall be authorised to exclude the shareholders' subscription right in case of certain capital increases against contributions in kind, in particular for the acquisition of companies, parts of companies or interests in companies. The purpose of this authorisation to exclude the shareholders' subscription right is to enable business combinations or the acquisition of companies or parts of companies or interests in companies by offering shares as a consideration instead of cash purchase price payments. Practice shows that sellers sometimes prefer the acquisition of shares in the acquiring company over a cash purchase price payment for tax or other reasons. The Authorised Capital 2021 shall allow the Company to respond quickly and flexibly to opportunities arising on national and international markets to acquire companies, parts of companies or interests in companies or other assets against issuance of new shares in suitable cases. At the same time, an acquisition against the issuance of new shares may also be appropriate in order to conserve the Company's liquidity. This will not put the Company at a disadvantage, as the issue of shares against non-cash consideration is always subject to the condition that the value of the non-cash consideration adequately corresponds to the value of the shares. As the issuance of new shares of the Company in case of an emerging acquisition opportunity has often to be carried out at short notice due to complex transaction structures and competition with potential further bidders, the Board of Director considers the option to issue new shares by using the authorised capital necessary and appropriate.

There are currently no concrete acquisition projects for which the Board of Directors intends to make use of this option. Should an option for acquiring a company, parts of companies or shareholdings arise, the Board of Directors will carefully consider in each individual case whether or not to make use of the authorisation to exclude the subscription right of the shareholders. The Board of Directors will only exclude the shareholders' subscription right if the acquisition is in line with the Company's investment strategy and if the acquisition against issuance of shares in the Company is in the best interest of the Company. When determining the valuation ratios, the Board of Directors will ensure that the interests of the shareholders are adequately protected and that, consequently, the authorisation is only used to the extent that the value of the shareholding to be acquired corresponds to the value of the shares to be issued. The Board of Directors will report on each utilisation of the authorised capital and its details at the annual general meeting following any acquisition against issuance of shares in the Company.

5 ISSUE OF SHARES IN THE CONTEXT OF SHARE PARTICIPATION OR OTHER SHARE BASED PROGRAMMES

The Board of Directors shall also be authorised to exclude the shareholders' subscription right in connection with the issuance of shares under a share participation or other share-based programmes against cash and/or non-cash contributions to members of the Board of Directors of the Company, members of the representative body of a company affiliated with the Company or to employees of the Company or a company affiliated with the Company.

It is common practice nationally and internationally to offer performance incentives to executives and employees in order to increase the loyalty to the company. This can ensure that the Company remains attractive to qualified executives and employees in the future. Accordingly, the Company shall be given the opportunity to offer selected executives and employees a respective compensation component for the purchase of shares. In doing so, the Company's attractiveness in the competition for executives and employees can be maintained or increased. While virtual commitments or commitments to be settled in cash are an alternative for incentivising executives and employees and do not require an exclusion of the subscription right of the shareholders, the issuances of shares allows the employee or executive to actually become a shareholder with all related shareholder rights. This promotes the identification of the beneficiaries with the Company and thus, the Board of Directors considers a long-term participation programme for executives and employees to be a sensible method of incentivisation.

6 NOTES ON EXCLUSION AUTHORISATION

At the date hereof, there are no concrete plans for using the Authorised Capital 2021. The Board of Directors will carefully examine on a case-by-case basis whether the utilisation of Authorised Capital 2021 is in the best interest of the Company and whether an exclusion of the subscription right of the shareholders is justified. The Board of Directors will report on each utilisation of the Authorised Capital 2021 at the respective next annual general meeting.

Helsinki, 25 August 2021

MULTITUDE SE
Board of Directors