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Standard Profil Automotive GmbH (the “Issuer”) announces the revised date for a meeting of creditors and the publication of a supplemental explanatory statement in connection with a scheme of arrangement relating to

€275,000,000 6.250% Senior Secured Notes due 2026

Regulation S Notes ISIN: XS2339015047; Common Code: 233901504

Rule 144A Notes ISIN: XS2339015393; Common Code: 233901539

(the “Notes”)

Eschborn, 15 August 2025 – Standard Profil Automotive GmbH (the “Issuer”) today announces the publication of the Supplement and the Supplemental Explanatory Statement and that the Scheme Meeting is now scheduled for 4 September 2025.

Capitalised terms not otherwise defined in this announcement shall have the meaning given to them in the Supplemental Explanatory Statement.

Background

The Issuer announced on 29 July 2025 the issue and publication of an explanatory statement dated 29 July 2025 (the “**Explanatory Statement**”) in connection with the proposed restructuring of certain of its financial indebtedness, including the Notes (the “**Restructuring**”), to be implemented by way of an English law scheme of arrangement under Part 26 of the UK Companies Act 2006 (the “**Scheme**”).

By order of the High Court of Justice of England and Wales (the “**Court**”) dated 29 July 2025, following a convening hearing in respect of the Scheme proposed by the Issuer, the Court directed that a single meeting (the “**Scheme Meeting**”) of the Issuer and the holders of the Notes (the “**Scheme Creditors**”) be convened to consider and, if thought fit, approve the Scheme (the “**Original Order**”). This meeting was originally scheduled to be held on 1 September 2025.

Supplement and Supplemental Explanatory Statement

The Issuer has since proposed certain amendments to the terms of the Restructuring to those initially set out and notified in the Explanatory Statement (the “**Amendments**”) which the Issuer considers necessary for the effective implementation of the Restructuring for the benefit of its creditors.

The Issuer has prepared a supplement to the Explanatory Statement (the “**Supplement**”) which, among other things, explains the background to the Amendments, summarises the changes to the terms of the Restructuring and appends a supplemented and revised Explanatory Statement (the “**Supplemental Explanatory Statement**”) reflecting all documentary changes in connection with the Amendments. The Supplemental Explanatory Statement replaces and supersedes the Explanatory Statement in all respects.

The Amendments are additionally outlined in the summary appended to this announcement.

On 13 August 2025, on the basis of the Supplement and the Supplemental Explanatory Statement, the Court made a further order affirming the Original Order and directing that the Scheme Meeting, originally scheduled for 1 September 2025, be instead convened on or about 4 September 2025 for the purpose of considering and, if thought fit, approving the Scheme.

The Scheme Meeting will be held at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ, United Kingdom, and via video conference, on 4 September 2025.

The Issuer shall promptly make available to the Scheme Creditors the Supplement and the Supplemental Explanatory Statement via the website <https://glas-agency.appiancloud.com/suite/sites/spa-standard-profil-automotive> set up by the Information Agent in connection with the Scheme and the Restructuring (the “**Scheme Website**”). Scheme Creditors will need to contact the Information Agent at roadmap@glas.agency and (if applicable) provide proof of holdings to the Information Agent to receive a password to access the Scheme Website.

The Supplement and the Supplemental Explanatory Statement are also available for inspection at the offices of the Information Agent, at 55 Ludgate Hill, Level 1 West, London, EC4M 7JW, United Kingdom.

SCHEME CREDITORS ARE ENCOURAGED TO REVIEW THE SUPPLEMENT AND THE SUPPLEMENTAL EXPLANATORY STATEMENT (COPIES OF WHICH ARE AVAILABLE AT [HTTPS://GLAS-AGENCY.APPIANCLOUD.COM/SUITE/SITES/SPA-STANDARD-PROFIL-AUTOMOTIVE](https://glas-agency.appiancloud.com/suite/sites/spa-standard-profil-automotive)) AND SEEK THEIR OWN LEGAL AND FINANCIAL ADVICE SHOULD THEY HAVE ANY QUERIES IN RELATION TO THEIR CONTENTS.

NOTICE IS HEREBY GIVEN THAT the final agreed forms of the key restructuring documents, as listed in the Supplemental Explanatory Statement, will be made available by the Information Agent on the Scheme Website as soon as practicable in advance of the Scheme Meeting and in any event by no later than 20 August 2025. Scheme Creditors will be notified once these documents are available.

This notice is given by:

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Disclaimer

This announcement has been prepared by us exclusively for information purposes. It does not constitute or include any advice or recommendation by the Issuer (or any other person) regarding the securities of the Issuer or as to the merits of any transaction or the making of any investment decision. It does not constitute or include any confirmation or commitment by the Issuer (or any other person) regarding the present or future value of the business of the Issuer, its securities, its affiliates or any of its assets.

The New Securities may be offered in a private placement only to (i) institutional “accredited investors” as defined in Rule 501(a)(1), (2), (3), (7) or (9) of Regulation D under the U.S. Securities Act of 1933 (the “**Securities Act**”), (ii) “qualified institutional buyers” as defined in Rule 144A under the Securities Act, or (iii) a person that is not a “U.S. person” as defined in Regulation S under the Securities Act, that is located and resident outside the United States; in each case in transactions that are exempt from, or are not subject to, the registration requirements under the Securities Act. Any New Securities offered outside the United States will be offered in “offshore transactions” as defined in, and in reliance on Regulation S under the Securities Act. The New Securities will not be registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the

United States absent registration or unless pursuant to an applicable exemption from the registration requirements of the Securities Act and any other applicable securities laws. This announcement is for informational purposes only and does not constitute an offer to sell or the solicitation of an offer to buy New Securities, nor shall it constitute an offer, solicitation or sale in any jurisdiction in which, or to any person to whom, such offer, solicitation or sale would be unlawful.

The New Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the European Economic Area (“EEA”). For these purposes, a retail investor in the EEA means a person who is one (or more) of: (i) a retail client as defined in point (11) of Article 4(1) of Directive 2014/65/EU (as amended, “**MiFID II**”); (ii) a customer within the meaning of Directive 2016/97/EU (as amended, the “**Insurance Distribution Directive**”), where that customer would not qualify as a professional client as defined in point (10) of Article 4(1) of MiFID II; or (iii) not a qualified investor as defined in Article 2 of Regulation 2017/1129/EU (as amended, the “**EU Prospectus Regulation**”). Consequently no key information document required by Regulation 1286/2014/EU (as amended, the “**EU PRIIPs Regulation**”) for offering or selling the New Securities or otherwise making them available to retail investors in the EEA has been prepared and therefore offering or selling the New Securities or otherwise making them available to any retail investor in the EEA may be unlawful under the EU PRIIPs Regulation. The New Securities are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the United Kingdom. For these purposes, a retail investor in the United Kingdom means a person who is one (or more) of: (i) a retail client as defined in point (8) of Article 2(1) of MiFID II as it forms part of United Kingdom domestic law by virtue of the European Union (Withdrawal) Act 2018 (as amended, the “**EUWA**”); (ii) a customer within the meaning of the provisions of the Financial Services and Markets Act 2000 (as amended, the “**FSMA**”) and any rules or regulations made under the FSMA to implement the Insurance Distribution Directive, where that customer would not qualify as a professional client as defined in point (8) of Article 2(1) of Regulation 600/2014/EU as it forms part of United Kingdom domestic law by virtue of the EUWA; or (iii) not a qualified investor as defined in Article 2 of the EU Prospectus Regulation as it forms part of United Kingdom domestic law by virtue of the EUWA (as amended, the “**UK Prospectus Regulation**”). Consequently, no key information document required by Regulation 1286/2014/EU (as amended, the “**UK PRIIPs Regulation**”) for offering or selling the New Securities or otherwise making them available to retail investors in the United Kingdom has been prepared and therefore offering or selling the New Securities or otherwise making them available to any retail investor in the United Kingdom may be unlawful under the UK PRIIPs Regulation. This announcement does not constitute and shall not, in any circumstances, constitute a public offering nor an invitation to the public in connection with any offer within the meaning of the EU Prospectus Regulation or the UK Prospectus Regulation. The offer and sale of the New Securities will be made pursuant to an exemption under the EU Prospectus Regulation and the UK Prospectus Regulation from the requirement to produce a prospectus for offers of securities. In the United Kingdom, this announcement is being distributed to, and is directed at, only (a) persons who have professional experience in matters relating to investments who fall within the definition of “investment professionals” in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “**Order**”); (b) high net worth companies, and other persons to whom it may otherwise lawfully be communicated, falling within Article 49(2)(a) to (d) of the Order; or (c) persons to whom an invitation or inducement to engage in an investment activity (within the meaning of Section 21 of the FSMA) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “**relevant persons**”). The investments to which this announcement relates are available only to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such investments will be available only to or will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this announcement or any of its contents. Persons distributing this announcement must satisfy themselves that it is lawful to do so. The distribution of this announcement may be restricted by law. Persons into whose possession this announcement comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This announcement, the Supplement and the Supplemental Explanatory Statement may include forward-looking statements. All statements, other than statements of historical fact, included in this announcement, the Supplement and the Supplemental Explanatory Statement regarding the financial condition of our group or regarding future events or prospects are forward-looking statements. The words “aim,” “anticipate,” “believe,” “continue,” “estimate,” “expect,” “future,” “help,” “intend,” “may,” “plan,” “shall,” “should,” “will” or the negative or other variations of them as well as other statements regarding matters that are not historical fact, are or may constitute forward-looking statements. We have based these forward-looking statements on management’s current view with respect to future events and financial performance. These views reflect the best judgement of management but involve a number of risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may differ materially from those predicted in the forward-looking statements and from past results, performance or achievements. All forward-looking statements contained in this announcement are qualified in their entirety by this cautionary statement. There is no intention to update or revise any forward-looking statements whether as a result of new information, future events or otherwise. As a result of these risks, uncertainties and assumptions, you should not place undue reliance on these forward-looking statements.

Summary of changes to the Restructuring

Capitalised terms not otherwise defined in this summary shall have the meaning given to them in the announcement of the Issuer dated 15 August 2025 to which this summary is appended, and the investor update published by the Issuer on 8 July 2025.

1. The implementation of the Restructuring is conditional on, *inter alia*, the delivery of a customary IDW S6 restructuring opinion (the “**Opinion**”) confirming a positive going concern prognosis of the Issuer and its group following the Restructuring.
2. The level of new financial indebtedness initially proposed to be incurred by the Issuer in connection with the Restructuring, including the Reinstated SSNs (the “**RSNs**”) and the notes to be issued in respect of the SSNM (the “**NSSNs**”) (together with the exit fees accruing thereunder), has been determined to exceed the maximum permissible debt capacity under the Opinion (the “**Maximum Debt Capacity**”). Failure to reduce the Issuer’s proposed level of indebtedness to no more than the Maximum Debt Capacity would prevent a positive assessment being issued under the Opinion and therefore make it unlikely that the Restructuring would be capable of being implemented on its terms.
3. As a consequence, the Issuer, together with, *inter alios*, its advisors and certain holders of the Notes, has agreed and implemented certain structural revisions to the terms of the RSNs as originally set out in the Explanatory Statement in order to reduce the extent to which the indebtedness arising in respect of the RSNs is treated as a liability on the Issuer’s balance sheet, or is otherwise factored into the calculations in the Opinion.
4. The revised terms of the RSNs are in summary as follows:

- a. **Issuer**

The RSNs will now be issued and serviced by the Issuer’s expected intermediate holding company (“**Midco**”) (which will acquire the entire issued and outstanding share capital of the Issuer as part of the Restructuring) rather than the Issuer directly.

- b. **Security and Guarantees**

The NSSNs and RSNs will benefit from the same shared security and guarantee package as initially contemplated. However, the security and guarantees will now be provided in favour of the NSSNs (together with other indebtedness ranking *pari passu* with the NSSNs (the “**Senior Liabilities**”)) on a first-priority basis and in favour of the RSNs (together with other indebtedness ranking *pari passu* with the RSNs (the “**Pari Passu Debt Liabilities**”)) on a second-ranking basis.

In addition, the RSNs only will benefit from a new guarantee to be provided by the Issuer. Both the security and guarantee provided by the Issuer will be up to approximately €54,000,000¹ (the “**Guarantee Amount**”) and the security and guarantee to be provided by the Issuer in respect of the remainder of any liabilities under the RSNs will be subject to customary limitations.

- c. **Ranking and payments**

The Senior Liabilities will now rank senior in respect to right and priority of payments, as well as on the application of proceeds from enforcement of the transaction security, to the Pari Passu Debt Liabilities.

Any repayment, prepayment or redemption in respect of the principal of the RSNs is additionally restricted until such time as all liabilities under the NSSNs are repaid in full.

¹ This is the amount that has, as at the date of this summary, been assessed for the purposes of the Opinion to be the maximum amount of indebtedness that the Issuer is able to incur (in addition to all its other indebtedness) before exceeding the Maximum Debt Capacity. This figure may therefore be adjusted upwards (but not, for the avoidance of doubt, downwards) prior to or on implementation of the Restructuring if the headroom under the Maximum Debt Capacity is revised upwards in the final Opinion.

Payment of interest under the RSNs will be restricted as follows: (i) the relevant majority of NSSN holders will be entitled, on an event of default from a breach of a financial covenant under the NSSNs, to issue a “stop notice” to block interest payments in respect of RSNs for a prescribed period of time; (ii) interest payments will be subject to an automatic block during a continuing non-payment event of default under the NSSNs; and (iii) if specified conditions are met (such as cash insufficiency), interest may be paid in kind for the relevant interest period(s) (with such interest being added to the total principal outstanding amount under the RSNs).

d. Limited Recourse

Midco’s obligations in respect of the RSNs will be limited to the higher of: (i) approximately €54,000,000² (the “**Recourse Amount**”); and (ii) the amount of certain of its proceeds and income, less any tax liabilities and other operating costs (each together the “**Applicable Threshold Amount**”).

RSN holders will be prohibited from taking any steps against Midco to recover any sum in excess of the Applicable Threshold Amount, or to otherwise seek to commence any insolvency or equivalent process against Midco due to any failure by Midco to make payments owing under the RSNs that are in excess of such Applicable Threshold Amount.

If recoveries from Midco are insufficient to satisfy in full the amounts due in respect of the RSNs in excess of the Applicable Threshold Amount, Midco’s obligations in respect of the RSNs will be deemed satisfied and discharged to the extent of any such resulting shortfall, and any non-payment of such shortfall by Midco shall not constitute an event of default under the RSNs.

e. Midco Receivable

An intercompany receivable will be created between the Issuer as borrower and Midco as lender in the amount of approximately €91,300,000 (being the outstanding principal amount of the RSNs on issue together with the applicable exit fee) *plus* certain amounts, including all interest due to accrue in respect of the RSNs up to maturity (the “**Midco Receivable**”).

The Midco Receivable will facilitate the upstreaming of funds from the Issuer to Midco to service the interest on, and to repay, the RSNs.

Amounts under the Midco Receivable in excess of the Guarantee Amount will be treated as a “deeply subordinated” liability under German insolvency law and therefore be treated for the purposes of the Opinion as akin to commercial equity. Such sums are only repayable: (i) prior to any insolvency, from the Issuer’s free assets (*freies Vermögen*); and (ii) in an insolvency scenario, only after the repayment of all other liabilities of the Issuer, in each case provided that such repayment does not cause or deepen the Issuer’s insolvency.

² The Recourse Amount will be equal to the Guarantee Amount and may therefore be adjusted upwards (but not, for the avoidance of doubt, downwards) to reflect any adjustment to the Guarantee Amount.