voxeljet AG

Augsburg

Report of the Management Board submitted to the Annual General Meeting regarding Item 8 pursuant to sec. 221 para. 4 sentence 2, sec. 186 para. 4 sentence 2 AktG

By resolution of 30 June 2020 regarding Item 6 a), the Annual General Meeting has authorized the Management Board, with the Supervisory Board's consent, to issue bearer or registered bonds with warrants and/or convertible bonds (together the "Bonds"), on one or several occasions in the period until 29 June 2025, with a total principal amount of up to EUR 30,950,400.00 – with or without limitations to their term – and to grant or impose warrant rights to/on the holders or creditors of bonds with warrants or to grant or impose conversion rights or obligations to/on the holders or creditors of convertible bonds for registered no-par value shares of the Company with a notional interest in the share capital of up to EUR 1,934,400 ("Authorization 2020"). In order to service the resulting warrant and/or conversion rights, the Company's share capital was conditionally increased by up to EUR 1,934,400.00 ("Conditional Capital II", referred to as Conditional Capital 2020/I in the commercial register). The conditional capital was entered in the commercial register on 30 July 2020. The Company has not yet issued any bonds on the basis of the Authorization 2020.

The wording of the Authorization 2020 referred in several places, e.g. regarding the determination of the warrant or conversion price to be set, to the closing prices of the ADSs on the NYSE. Due to the fact that the listing of the ADSs was switched from the NYSE to the NASDAQ after the last Annual General Meeting, an updated authorization is to be resolved as a precaution so that, if the authorization is utilized, any uncertainty about the content and scope of the authorization is prevented. For this purpose, the Authorization 2020 and the Conditional Capital created in order to utilize the authorization is to be cancelled and replaced in each case by a new authorization to issue bonds with warrants and/or convertible bonds (Authorization 2021) and a new Conditional Capital is to be created in order to service the resulting warrant and/or conversion rights.

The cancellation of the Authorization 2020 and of the current Conditional Capital II are to become effective only if the Authorization 2020 is replaced in an effective manner by the authorization proposed at this Annual General Meeting and the proposed new Conditional Capital II is created.

The proposed new authorization to issue bonds with warrants and/or convertible bonds ("Bonds") with a total principal amount of up to EUR 30,950,400 and to create the corresponding Conditional Capital of up to EUR 1,934,400 is aimed at expanding the Company's financing options, which are described in more detail below, and at enabling the Management Board, with the Supervisory Board's consent, to secure flexible and timely financing in the interests of the Company, particularly if favorable capital market conditions arise. Adequate capital resources are an indispensable foundation for the Company's development. By issuing bonds with warrants and/or convertible bonds, capital can be raised at favorable interest rates. The possibility of effecting a conversion through exchange obligations can give the Company certainty with regard to the transformation of Bonds into equity.

The issue price for the new shares must be at least 80% of the stock exchange price of the no-par value share of the Company determined close to the issue date of the Bonds carrying warrant or conversion rights or obligations, with the exception of cases in which a substitution right or a conversion obligation is stipulated. The relevant stock exchange price within the meaning of the above provision is the arithmetic mean of the closing prices of the ADSs on the NASDAQ during the period defined in the terms and conditions of the Bonds. In this respect, for the purpose of calculating the stock exchange price per share, the stock exchange price of one ADS must be multiplied by the number of ADSs representing one share. The possibility of a premium (which may increase after the term of the bonds with warrants or convertible bonds) ensures that the terms and conditions of the bonds with warrants or convertible bonds can be adjusted to reflect the current capital market conditions at the time they are issued.

In case of a substitution right or a conversion obligation, the issue price of the new shares must, subject to the more detailed provisions of the terms and conditions of the Bonds, be at least either the above-mentioned minimum price or be equal to the stock exchange price of the no-par value share of the Company during the last ten trading days prior to the final maturity date or the other stipulated point in time, even if this average price is below the above-mentioned minimum price (80%). The relevant stock exchange price within the meaning of the above provision is the arithmetic mean of the closing prices of the ADSs on the NASDAQ during the last ten trading days prior to the date of final maturity or the other stipulated point in time. Secs. 9 para. 1 AktG and 199 AktG apply without prejudice.

In principle, the shareholders have a statutory subscription right for the Bonds (sec. 221 para. 4 in conjunction with sec. 186 para. 1 AktG). In order to facilitate the process, use should be made of the option to issue the Bonds to a credit institution or a consortium of credit institutions, with the obligation to offer the Bonds to the shareholders in accordance with their subscription right (indirect subscription right within the meaning of sec. 186 para. 5 AktG).

The exclusion of the subscription rights for fractional amounts enables the requested authorization to be utilized by means of round amounts. This will simplify the handling of the shareholders' subscription rights. The value of such fractional amounts is usually low for the individual shareholder, which means that the potential dilution effect is likewise generally minor. In contrast, the complexity of the issue without such exclusion would be significantly higher. Therefore, the exclusion serves the practicability and the easier implementation of an issue. For these reasons, the Management Board and the Supervisory Board consider the possible exclusion of the subscription right to be objectively justified and, taking into account the interests of the shareholders, also appropriate.

Furthermore, the Management Board is to be authorized, with the Supervisory Board's consent, to exclude the shareholders' subscription rights in order to grant subscription rights to the holders of warrant and conversion rights already issued to the extent to which they would be entitled as shareholders after exercising the warrant or conversion rights. The exclusion of the subscription rights in favor of the holders of already issued warrant or conversion rights has the advantage that the warrant or conversion price of the warrant and/or conversion rights already issued does not need to be reduced, thus permitting a higher cash inflow overall. It is standard market practice to ensure that bonds are protected in this manner against dilution.

Furthermore, the Management Board is to be authorized, with the Supervisory Board's consent, to fully exclude the shareholders' subscription rights if the Bonds are issued against cash payment at a price that is not significantly below the market value of these Bonds. This will provide the Company with the opportunity to take advantage of favorable market situations at short notice and, by setting conditions that are close to those on the market, to achieve better terms when determining the interest rate, the warrant or conversion price or the issue price for the Bonds. It would not be possible to set conditions that are close to those on the market and to place the bonds smoothly if the subscription rights were maintained. Sec. 186 para. 2 AktG permits the subscription price (and thus the terms and conditions of such Bonds) to be published up to the third-last day of the subscription period. However, in view of the frequently observed volatility on the stock markets, a market risk will exist for several days, which leads to the deduction of safety margins when the conditions of the Bonds are determined and therefore to non-market conditions. Moreover, if subscription rights exist, uncertainty about whether they will be exercised jeopardizes successful placement with third parties or causes additional expenses. Finally, if subscription rights are granted, the Company cannot react at short notice to favorable or unfavorable market situations due to the length of the subscription period, but is instead exposed to declining share prices during the subscription period, which may make it less favorable for the Company to procure equity.

Pursuant to sec. 221 para. 4 sentence 2 AktG, the provision of sec. 186 para. 3 sentence 4 AktG applies *mutatis mutandis* in the event that subscription rights are fully excluded. The resolution must observe the parameters set forth in the aforementioned statutory provision, which limits the exclusion of subscription rights to 10% of the share capital. The volume of the Conditional Capital, which is to be provided in this case at most to secure the warrant rights or conversion rights or obligations, must not exceed 10% of the share capital existing at the time the authorization to exclude subscription rights in accordance with sec. 186 para. 3 sentence 4 AktG becomes effective. A corresponding provision in the authorizing resolution also ensures that, even in the case of a capital reduction, the 10% limit is not exceeded because the authorization to exclude subscription rights explicitly prescribes that 10% of the share capital must not be exceeded, either at the time the authorization takes effect or – if lower – at the time the authorization is exercised. The sale of treasury shares or ADSs of the Company must count towards this limit if it takes place during the term of this authorization that excludes subscription rights pursuant to sec. 186 para. 3 sentence 4 AktG. Furthermore, any shares or ADSs of the Company which are issued during the term of this authorization from authorized capital subject to the exclusion of subscription rights pursuant to sec. 186 para. 3 sentence 4 AktG must count towards this limit. This requirement takes into account the shareholders' interest in minimizing the dilution of their shareholdings.

The shareholders' interests are protected by the fact that the Bonds are not issued at a price significantly below their market value. Sec. 186 para. 3 sentence 4 AktG stipulates that the issue price may not be significantly lower than the stock exchange price of the shares. This provision is intended to ensure that there is no significant economic dilution of the value of the shares. Whether or not such a dilution effect occurs when issuing convertible bonds or bonds with warrants subject to the exclusion of subscription rights can be determined by calculating the hypothetical stock exchange price of the convertible bonds or bonds with warrants using recognized, in particular financial mathematical methods and comparing it with the issue price of the bonds. If this issue price is not significantly below the hypothetical stock exchange price at the time of the issue of the convertible bonds or bonds with warrants, an exclusion of subscription rights is permissible in accordance with the purpose of sec. 186 para. 3 sentence 4 AktG since the discount is insignificant. The resolution therefore stipulates that, prior to the issue of the convertible bonds or bonds with warrants, the Management Board must come to the conclusion that the intended issue price will not lead to a significant dilution of the value of the shares. This would reduce the notional market value of a subscription right to almost zero, meaning that the exclusion of subscription rights cannot result in any significant economic disadvantage for the shareholders. All this ensures that no significant dilution of the value of the shares occurs as a result of the exclusion of subscription rights. A market-based determination of the conditions and thus the avoidance of a significant dilution of value can also be achieved by the Management Board carrying out a so-called bookbuilding procedure. Under this procedure, investors are asked to submit purchase requests on the basis of preliminary bond conditions, specifying for example the interest rate deemed to reflect market conditions and/or other economic components. After completion of the bookbuilding period, the terms and conditions (e.g. the interest rate) not yet established at that time are determined according to market supply and demand on the basis of the purchase requests submitted by the investors. In this way, the total value of the Bonds will be determined in a manner that is close to the market. By using such a bookbuilding procedure, the Management Board can ensure that no significant dilution of the value of shares occurs as a result of the exclusion of subscription rights. In addition, it is possible for shareholders to maintain their ownership interest by acquiring ADSs on the stock exchange, which can then be exchanged for shares. In contrast, the authorization to exclude subscription rights enables the Company to set conditions that are close to those on the market, provides the greatest possible security with regard to the ability to place the securities with third parties, and allows favorable market situations to be exploited at short notice.

Currently, there are no concrete plans to make use of the authorization to issue Bonds.

The purpose of the proposed Conditional Capital is to fulfill warrant or conversion rights or warrant or conversion obligations for shares of the Company arising from Bonds or to grant the creditors or holders of Bonds shares of the Company instead of paying the respective amount of money due. It is also intended that the warrant or conversion rights or warrant or conversion obligations may alternatively be serviced by delivering existing shares or shares of other listed companies.

If the Management Board utilizes one of the above authorizations to exclude subscription rights in connection with the issue of Bonds, it will report on the utilization of the authorization at the following Annual General Meeting.

Friedberg, 12.04.2021	Friedberg, 12.04.2021
Place, Date	Place, Date
Dr. Ingo Ederer Chairman of the Management Board	Rudolf Franz Member of the Management Board