



Information on shareholders' rights  
and options for  
Talanx Aktiengesellschaft's  
shareholders

on 4 May 2023

The convocation of the Annual General Meeting already contains information on shareholders' rights. The following explanations intend to provide further details.

## **Conducting the virtual Annual General Meeting**

With the consent of the Supervisory Board, the Annual General Meeting is to be held on 4 May 2023, starting at 10:30 hours (CEST), as a virtual Annual General Meeting without the physical attendance of shareholders or their authorised representatives in accordance with § 26n (1) of the introductory Act to the German Stock Corporation Act (EGAktG) under which the Managing Board may decide, with the approval of the Supervisory Board, that Annual General Meetings convened up to and including on 31 August 2023, will be held as a virtual Annual General Meetings in accordance with § 118a of the German Stock Corporation Act (AktG). § 118a of the German Stock Corporation Act (AktG) and the other corresponding new statutory provisions on holding a virtual Annual General Meetings were introduced by the Act on the introduction of virtual Annual General Meetings at stock corporations and amendment of cooperative and insolvency and restructuring regulations (Federal Law Gazette I No. 27 2022, p. 1166 et seq.) and came into force on 27 July 2022.

The virtual Annual General Meeting will be broadcast live in audio and video on our shareholder portal. Physical attendance by shareholders or their authorised representatives excluding the proxy representatives nominated by the company is not permitted. The voting rights of shareholders or their authorised representatives shall consequently be exercised exclusively by way of postal voting or by granting power of attorney to the proxies appointed by the Company.

## **Information on shareholders' rights**

### **1. Supplementary motions to the agenda at the request of a minority pursuant to § 122 (2) AktG**

Shareholders whose shares in aggregate account for one-twentieth of the share capital or a notional interest of EUR 500,000.00 may request that items be included on the agenda and published. Each new item must be accompanied by a statement of reasons or the wording of the proposed resolution. The request must be addressed in writing to the Board of Management of Talanx Aktiengesellschaft and must be received by the Company at the address specified below **no later than 3 April 2023, 24:00 hours (CEST)**.

Please address any such motion to the following address:

Talanx Aktiengesellschaft, Attn. Head of Group Governance/Corporate Office

- **by mail: HDI-Platz 1, 30659 Hannover/Germany**
- **by fax: +49 511 3747 112209**
- **electronically: [hauptversammlung@talanx.de](mailto:hauptversammlung@talanx.de)**

Requests for additions to the agenda addressed elsewhere will not be considered.

Motions for additions to the agenda will be considered only if the applicants provide evidence that they have been the holders of the shares that fulfil the required minimum shareholding for at least 90 days prior to the day of receipt of the motion and that they will hold the shares until the decision of the Board of Management concerning the motion has been made; in this respect, § 70 AktG shall apply to the calculation of the time of shareholding.

Requests for additions to the agenda that are to be announced will be published in the German Federal Gazette (Bundesanzeiger) without delay after receipt of the request, unless they have already been announced with the convening notice. They will also be published on the website <https://www.talanx.com/agm> and communicated pursuant to § 125 (1) Sentence 3 AktG.

**The provisions of the German Stock Corporation Act (AktG) underlying these shareholders' rights read as follows:**

***§ 122 AktG - Convening a meeting at the request of a minority (excerpts)***

*(1) <sup>1</sup>A shareholders' meeting shall be called if shareholders whose combined shares amount to at least one-twentieth of the capital stock request such meeting in writing, stating the purpose and the reasons of such meeting; such request shall be addressed to the managing board. <sup>2</sup>The articles may provide that the right to request a shareholders' meeting shall require another form and the holding of a lower portion of the capital stock. <sup>3</sup>Persons submitting a request must prove that they have held the shares for at least 90 days before the date the request is received and that they hold the shares until the managing board decides on the request. <sup>4</sup>Section 121 (7) shall be applied mutatis mutandis.*

*(2) <sup>1</sup>In the same manner, shareholders whose combined shares amount to at least one-twentieth of the capital stock or a proportionate ownership of at least € 500,000 may request that items be placed on the agenda and be published. <sup>2</sup>Each new item must be accompanied by supporting information or a formal resolution proposal. <sup>3</sup>The request within the meaning of sentence 1 must be received by the company no later than 24 days, in the case of stock exchange listed companies no later than 30 days, prior to the meeting, excluding the day of receipt.*

***§ 121 AktG - General (excerpts)***

*(7) <sup>1</sup>For periods and deadlines counted backwards from the date of the meeting, the day of the meeting shall not be included in the calculation. <sup>2</sup>Any move from a Sunday, Saturday or public holiday to a preceding or subsequent business day shall not be possible. <sup>3</sup>Sections 187 to 193 of the German Civil Code (BGB) shall not be applied*

*mutatis mutandis.* <sup>4</sup>In the case of non-listed companies, the Articles of Association may determine a different calculation of the period.

### **§ 70 AktG - Calculation of the period of shareholding**

*<sup>1</sup>If the exercise of rights arising from the share requires that the shareholder has been the holder of such share for a certain period of time, the right to demand transfer of title from a credit institution, a financial services institution, a securities institution or an enterprise operating under Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or Section 53b (7) of the German Banking Act (KWG) shall be deemed equivalent to ownership. <sup>2</sup>The period during which the share has been owned by a predecessor shall be attributed to the shareholder if he/she has acquired the share without consideration, from his/her trustee, as full legal successor, in connection with the winding-up of a co-ownership or as a result of a transfer of assets pursuant to Section 13 of the Insurance Supervision Act or Section 14 of the Building Loan Associations Act.*

The Articles of Association of Talanx Aktiengesellschaft do not make use of the option in § 122 (1) Sentence 2 of the German Stock Corporation Act (AktG) to make the right to request the convening of an Annual General Meeting conditional upon a different form and the holding of a lower proportion of the share capital.

## **2. Countermotions and election proposals pursuant to §§ 118a (1) Sentence 2 No. 3, 126, 127, 130a (5) Sentence 3 AktG**

Prior to the virtual Annual General Meeting, all shareholders are entitled to submit countermotions in relation to proposals made by the Board of Management and/or the Supervisory Board regarding specific agenda items, as well as proposals for the elections on the agenda (§ 126 (1), § 127 AktG).

Countermotions from shareholders, subject to § 126 (2) AktG, and nominations, subject to § 127 Sentence 1, § 126 (2) and § 127 Sentence 3 AktG, will be made available exclusively on the internet at <https://www.talanx.com/agm>, provided that the conditions described below are met. These will be made accessible, including shareholder's name, statement of reasons and any comments by the management.

Countermotions that are to be made accessible must be directed against a proposal of the Board of Management and/or the Supervisory Board, must address a specific item on the agenda, and must include a statement of reasons. Nominations that are to be made accessible must relate to the elections on the agenda; they need not include a statement of reasons.

Countermotions including the statement of reasons that are to be made accessible and are directed against a proposal of the Board of Management and/or the Supervisory Board

regarding a specific item on the agenda, as well as election proposals by shareholders relating to the elections on the agenda, must be received by the Company no later than 19 April 2023, 24:00 (CEST), at the address below. Countermotions and nominations from shareholders addressed elsewhere will not be made available in accordance with §§ 126 (1), 127 AktG.

Talanx Aktiengesellschaft, Attn. Head of Group Governance/Corporate Office

- **by mail:** HDI-Platz 1, 30659 Hannover/Germany
- **by fax:** +49 511 3747 112209
- **electronically:** [hauptversammlung@talanx.de](mailto:hauptversammlung@talanx.de)

Pursuant to § 126 (4) AktG, motions or nominations by shareholders that are to be made accessible pursuant to § 126 (1) to (3) or § 127 AktG shall be deemed to have been made at the time they are made accessible. Shareholders who have registered correctly for the virtual Annual General Meeting may exercise their voting rights in respect of the motion or nomination, provided that the requirements for exercising voting rights set out in this convening notice are met.

If the shareholder submitting the motion or nomination is not duly authorized and has not registered correctly for the virtual Annual General Meeting, the motion does not have to be dealt with at the meeting.

In addition, pursuant to § 118a (1) Sentence 2 No. 3 AktG, shareholders connected electronically to the meeting may also submit motions and nominations as part of their right to speak (for more details, see below in the section “**Right to speak pursuant to §§ 118a (1) Sentence 2 No. 7, 130a (5) AktG**”) in the virtual Annual General Meeting by way of video communication.

The right of the Chairman to have the management’s proposals be voted upon first shall thereby remain unaffected. If the management’s proposals are adopted with the necessary majority, countermotions or (dissenting) nominations are thus deemed to have been settled.

**The provisions of the German Stock Corporation Act (AktG) underlying these shareholders’ rights read as follows:**

***§ 126 AktG – Motions by shareholders***

*(1) Motions put forward by shareholders including the name of the shareholder, the reasons for the motion and any comments of the administration shall be made accessible to the entitled persons named in section 125 paragraphs 1 to 3 subject to the conditions stated therein if, at least fourteen days prior to the meeting, the shareholder sends a counter motion against a proposal made by the management board and the supervisory board on a particular item on the agenda to the company at the address given for this purpose in the notification of convening the meeting together with his reasons for such*

*motion. The day of receipt shall not be included in the calculation. In the case of listed companies, access shall be provided via the website of the company. Section 125 paragraph 3 shall apply accordingly.*

*(2) The counter motion and the reasons therefore need not be made accessible*

- 1. if the management board would render itself liable to prosecution by making such counter motion and reasons accessible,*
- 2. if the counter motion would result in a resolution of the general meeting which is either unlawful or in breach of the articles of association,*
- 3. if the reasons contain key statements which are manifestly incorrect or misleading or if they are slanderous,*
- 4. if a counter motion of the shareholder based on the same subject matter has already been made accessible in connection with a general meeting of the company pursuant to section 125,*
- 5. if the same counter motion of the shareholder with essentially the same reasons has within the previous five years already been made accessible in the context of at least two general meetings of the company pursuant to section 125 and less than one-twentieth of the registered share capital represented at the general meeting voted in favour of such counter motion,*
- 6. if the shareholder indicates that he shall neither attend the general meeting nor arrange for a representative to attend on his behalf,*
- 7. if in the previous two years the shareholder has failed in two general meetings to file or cause to be filed on his behalf a counter motion communicated by him.*

*The reasons need not be made available if the text thereof exceeds a total of 5 000 characters.*

*(3) If several shareholders file a counter motion in respect of the same resolution, the management board may combine the counter motions and reasons.*

*(4) In the case of a virtual shareholders' meeting, motions to be made available in accordance with Section 126, paragraphs 1 to 3, shall be deemed to have been submitted at the time they are made available. The company shall enable voting rights on these motions to be exercised as soon as the shareholders can prove that they meet the requirements for exercising voting rights stipulated by law or in the articles. If the shareholder who has submitted the motion is not duly authorized to do so and, if*

*notification of attendance is required, has not given due notification of attendance at the shareholders' meeting, the motion does not have to be dealt with at the shareholders' meeting.*

### **§ 127 AktG – Election nominations by shareholders**

<sup>1</sup>Section 126 shall apply accordingly to nominations made by shareholders for the election of supervisory board members or auditors of annual financial statements. <sup>2</sup>There is no need for reasons to be given for the nomination. <sup>3</sup>Furthermore, the management board need not make the nomination accessible if the nomination - 7 - does not contain the information pursuant to section 124, paragraph 3, sentence 4 and section 125, paragraph 1, sentence 5. <sup>4</sup>Regarding nominations made by shareholders for the election of supervisory board members of listed companies, to which the Co-Determination Act (Mitbestimmungsgesetz), the Coal, Iron and Steel Co-Determination Act (Montanmitbestimmungsgesetz) or the Co-Determination Amendment Act (Mitbestimmungsergänzungsgesetz) apply, the management board has to add the following information:

1. *reference to the requirements pursuant to section 96, paragraph 2,*
2. *statement, whether there has been an objection to the overall fulfillment pursuant to section 96, paragraph 2, sentence 3 and*
3. *statement, how many seats in the supervisory board need to be occupied by women and men respectively to comply with the requirements pursuant to section 96, paragraph 2, sentence 1.*

### **§ 124 AktG – Publication of requests for additions to the agenda; proposals for resolutions (excerpts)**

*(3) <sup>4</sup>The proposal for the election of members of the Supervisory Board or auditors shall state their names, actual profession and place of residence.*

### **§ 125 AktG – Communications to shareholders and supervisory board members**

*(1) <sup>1</sup>At least 21 days prior to the date of the shareholders' meeting, the managing board of a company that has not exclusively issued registered shares shall communicate the notice of the shareholders' meeting to:*

1. *the intermediaries who hold shares in the company in custody,*

2. *the shareholders and intermediaries who have requested such communication and*
3. *the shareholders' associations that have requested such communication or exercised voting rights at the preceding shareholders' meeting.*

*<sup>2</sup>The day of the communication shall not be counted. <sup>3</sup>If the agenda must be amended in accordance with Section 122 (2), such amended agenda shall be communicated in the case of stock exchange listed companies. <sup>4</sup>The communication shall indicate the option of exercising voting rights by a proxy, including by a shareholders' association. <sup>5</sup>In the case of listed companies, any nomination for the election of supervisory board members must be accompanied by details of their memberships in other supervisory boards whose establishment is required by law; details of their memberships in comparable domestic and foreign controlling bodies of business enterprises should also be provided.*

*(2) <sup>1</sup>The managing board of a company that has issued registered shares shall provide the same communication to persons registered in the share register, as well as to the shareholders and intermediaries who have requested such communication and to the shareholders' associations that have requested such communication or exercised voting rights at the preceding shareholders' meeting, by the beginning of the 21st day before the shareholders' meeting.*

*(3) Every member of the supervisory board may request that the managing board send the same communication to him / her.*

*(4) Upon request, every member of the supervisory board and every shareholder shall be sent the resolutions adopted at the shareholders' meeting.*

*(5) <sup>1</sup>The minimum requirements as regards the content and format of the information contained in the communications in accordance with Section 125 (1) sentence 1 and (2) are specified in Commission Implementing Regulation (EU) 2018 / 1212. <sup>2</sup>Section 67a (2) sentence 1 shall apply to Section 125 (1) and (2) mutatis mutandis. <sup>3</sup>In the case of listed companies, the intermediaries who hold shares in the company in custody are obligated pursuant to Sections 67a and 67b to forward and communicate the information specified in Section 125 (1) and (2), unless the intermediary knows that the shareholder receives it from another party. <sup>4</sup>The same shall apply to non-listed companies, with the proviso that the provisions of Commission Implementing Regulation (EU) 2018 / 1212 shall not be applied.*



### **3. Right to obtain information pursuant to §§ 118a Abs. 1 Sentence 2 No. 4, 131 (1) and (1d) AktG**

Shareholders connected electronically to the virtual Annual General Meeting are granted a right to information in accordance with §§ 118a (1) Sentence 2 No. 4, 131 (1) AktG by way of electronic communication, i.e., upon request they are to be provided at the virtual Annual General Meeting with information by the Board of Management about the Company's affairs, including the Company's legal and business relations with an affiliated company, and on the situation of the Group and the companies included in the consolidated financial statements, to the extent that such information is required for a proper assessment of the item on the agenda. They also have the right to ask questions concerning all answers given by the Board of Management in the virtual Annual General Meeting by means of electronic communication in accordance with § 131 (1d) AktG.

It is intended that the Chairman of the meeting will stipulate pursuant to § 131 (1f) AktG that the right to information, as well as the right to ask questions, may be exercised in the virtual Annual General Meeting exclusively by way of video communication via the shareholder portal.

If a shareholder is refused information, pursuant to § 131 (5) AktG, he may request that his question and the reason for which the information was refused be recorded in the notarised minutes; as part of the virtual Annual General Meeting, it is to be ensured that every shareholder who is electronically connected to the meeting can submit his request by way of electronic communication via the shareholder portal.

If a shareholder has been provided with information outside the Annual General Meeting due to his capacity as a shareholder, this information must be provided to any other shareholder at his request in the virtual Annual General Meeting, even if it is not necessary for the proper assessment of the item on the agenda (cf. § 131 (4) Sentence 1 AktG). As part of the virtual Annual General Meeting, it is to be ensured that every shareholder who is electronically connected to the meeting can submit his request by way of electronic communication via the shareholder portal.

**The provisions of the German Stock Corporation Act (AktG) underlying these shareholders' rights read as follows:**

#### ***§ 131 AktG – Shareholders' right to obtain information***

*(1)<sup>1</sup>Each shareholder shall upon request be provided with information at the shareholders' meeting by the managing board regarding the company's affairs, to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda. <sup>2</sup>The duty to provide information shall also extend to the company's legal and business relations with any affiliated company. <sup>3</sup>If a company makes use of the provisions on the simplified procedure pursuant to Section 266 (1)*

sentence 3, Section 276 or Section 288 of the German Commercial Code (HGB), each shareholder may request that the annual financial statements be presented to him / her at the shareholders' meeting on such annual financial statements in the form that would have been used if the provisions on the simplified procedure were not applied.

<sup>4</sup>The duty of the managing board of a parent company (Section 290 (1) and (2) of the German Commercial Code (HGB)) to provide information at the shareholders' meeting at which the consolidated financial statements and management report of these statements are presented also extends to the position of the consolidated group and any companies included in the consolidated financial statements.

(1a) <sup>1</sup>In the case of a virtual shareholders' meeting, Section 131 (1) sentence 1 shall be applied subject to the proviso that the managing board may stipulate that shareholders' questions must be submitted by means of electronic communication by no later than three days prior to the meeting. <sup>2</sup>Section 121 (7) shall apply to calculation of the deadline. <sup>3</sup>Questions not submitted by the deadline do not have to be considered.

(1b) <sup>1</sup>The length of submitted questions may be reasonably restricted in the notice of the shareholders' meeting. <sup>2</sup>The right to submit questions may be confined to shareholders who have duly submitted notification of attendance at the meeting.

(1c) <sup>1</sup>The company shall make duly submitted questions available to all shareholders prior to the meeting and answer them by no later than one day prior to the meeting; Section 121 (7) shall apply to calculation of the deadline. <sup>2</sup>In the case of stock exchange listed companies, the questions and the answers to them shall be made available over the website of the company. <sup>3</sup>Section 126 (2) sentence 1 numbers 1, 3 and 6 shall apply mutatis mutandis to making questions available. <sup>4</sup>If the answers are continuously available one day prior to the beginning of the meeting and during the meeting, the managing board may refuse to provide information on these questions at the meeting.

(1d) <sup>1</sup>All shareholders connected electronically to the meeting shall be granted the right to ask follow-up questions at the meeting by means of electronic communication on all answers given by the managing board before and during the meeting. <sup>2</sup>Section 131 (2) sentence 2 shall also apply to the right to ask follow-up questions.

(1e) <sup>1</sup>Furthermore, all shareholders connected electronically to the meeting shall be granted the right to ask questions at the meeting by means of electronic communication on all matters that have arisen after the deadline specified in Section 131 (1a) sentence 1. <sup>2</sup>Section 131 (2) sentence 2 shall also apply to this right to ask questions.

*(1f) The chair of the meeting may stipulate that the right to obtain information in accordance with Section 131 (1), the right to ask follow-up questions in accordance with Section 131 (1d) and the right to ask questions in accordance with Section 131 (1e) at the shareholders' meeting may be exercised solely by means of video communication.*

*(2) <sup>1</sup>The information provided shall comply with the principles of conscientious and accurate accounting. <sup>2</sup>The articles or the bylaws pursuant to Section 129 may authorize the chair of the meeting to reasonably limit a shareholder's time to speak and ask questions and may provide relevant details in this connection.*

*(3) <sup>1</sup>The managing board may refuse to provide information: 1. to the extent that providing such information is, according to sound business judgment, likely to cause not immaterial damage to the company or an affiliated company; 2. to the extent that such information relates to tax valuations or the amount of certain taxes; 3. with regard to the difference between the value at which items are shown in the annual balance sheet and the higher market value of such items, unless the shareholders' meeting is to approve the annual financial statements; 4. with regard to the methods of accounting and valuation, if disclosure of such methods in the notes is sufficient to provide a true and fair view of the actual condition of the company's assets, liabilities, financial position and profit and loss within the meaning of Section 264 (2) of the German Commercial Code (HGB); the foregoing shall not apply if the shareholders' meeting is to approve the annual financial statements; 5. if the managing board would, by providing such information, become criminally liable; 6. insofar as, in the case of a credit institution, a financial services institution or a securities institution, information need not be given on methods of accounting and valuation applied and setoffs made in the annual financial statements, management report thereof, consolidated financial statements or management report thereof; 7. if the information is continuously available on the website of the company for at least seven days prior to the beginning of and during the shareholders' meeting. <sup>2</sup>The provision of information may not be refused for other reasons.*

*(4) <sup>1</sup>If information has been provided to a shareholder outside the shareholders' meeting by reason of his / her status as a shareholder, such information shall upon request be provided to any other shareholder at the shareholders' meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. <sup>2</sup>In the case of a virtual shareholders' meeting, it must be ensured that all shareholders connected to the meeting electronically can submit their request in accordance with sentence 1 by means of electronic communication. <sup>3</sup>The managing board may not refuse to provide such information on the grounds of Section 131 (3) sentence 1 no. 1 through 4. <sup>4</sup>Sentences 1 through 3 shall not apply if a subsidiary (Section 290 (1) and (2) of the German Commercial Code (HGB)), a joint venture (Section 310 (1) of the German Commercial Code (HGB)) or an associated company (Section 311 (1) of the German Commercial Code (HGB)) provides information to a*

*parent company (Section 290 (1) and (2) of the German Commercial Code (HGB)) for the purpose of including the company in the consolidated financial statements of the parent company, and the information is needed for that purpose.*

*(5) <sup>1</sup>A shareholder who has been denied information may request that his / her query and the reason for which the information was denied be recorded in the minutes of the meeting. <sup>2</sup>In the case of a virtual shareholders' meeting, it must be ensured that all shareholders connected to the meeting electronically can submit their request in accordance with sentence 1 by means of electronic communication.*

#### **§ 15 Chairmanship – Articles of Association of Talanx AG**

*(1) The Annual General Meeting shall be chaired by the Chairman of the Supervisory Board or, in the event of the latter being prevented from attending, by another member of the Supervisory Board whom he has designated. If neither of these members of the Supervisory Board is present or willing to chair the meeting, the Chairman of the Meeting shall be elected by the shareholders' members of the Supervisory Board who are present.*

*(2) The Chairman of the Meeting shall direct the course of the Annual General Meeting. In particular, he shall determine the order in which the items on the agenda are dealt with, the type, form and sequence of the votes and the order of the speakers.*

*(3) The Chairman of the Meeting may appropriately set and limit the question and speaking times of shareholders. In particular, he is entitled at the beginning or in the course of the Annual General Meeting to set an appropriate time limit for the entire Annual General Meeting, for certain items on the agenda or for individual speakers.*

*(4) If announced in the invitation to the Annual General Meeting, the Chairman of the Meeting may direct that the Annual General Meeting be recorded and broadcast in audio and video form in a manner to be specified at his discretion*

#### **4. Right to submit statements for publication pursuant to §§ 118a (1) Sentence 2 No. 6, 130a (1) to (4) AktG**

Pursuant to §§ 118a (1) Sentence 2 No. 6, 130a (1) to (4) AktG, shareholders who have registered correctly for the virtual Annual General Meeting have the right to submit comments on the items on the agenda by means of electronic communication no **later than 28 April 2023, 24:00 hours (CEST) (time of receipt)**. Such comments are to be submitted to the Company in text form exclusively via the shareholder portal.

We request that the volume of comments be limited to a reasonable level to allow shareholders to properly examine the comments. A length of 10,000 characters should serve as orientation. We will publish the shareholder comments that are to be made available, including the name and place of residence or registered office of the submitting shareholder, for duly registered shareholders on the shareholder portal at <https://hv-talanx.link-apps.de/imeet> by no **later than 29 April 2023, 24:00 hours (CEST)**.

Motions and nominations, requests, questions and objections to resolutions of the Annual General Meeting contained in the comments submitted will not be taken into consideration in the virtual Annual General Meeting; the submission of motions or nominations, the exercise of the right to information, the submission of requests and the lodging of objections to resolutions of the Annual General Meeting is only possible via the channels described separately in this convening notice.

**The provisions of the German Stock Corporation Act (AktG) underlying these shareholders' rights read as follows:**

***§ 130a – Right to submit statements and right to speak at virtual shareholders' meetings (excerpts)***

*(1) <sup>1</sup>In the case of a virtual shareholders' meeting, shareholders have the right to submit statements on the items on the agenda prior to the meeting by means of electronic communication using the address designated for this purpose in the notice of the shareholders' meeting. <sup>2</sup>The right may be confined to shareholders who have duly submitted notification of attendance at the meeting. <sup>3</sup>The length of the statements may be reasonably restricted in the notice of the shareholders' meeting.*

*(2) Statements shall be submitted by no later than five days prior to the meeting.*

*(3) <sup>1</sup>The submitted statements shall be made available to all shareholders by no later than four days prior to the meeting. <sup>2</sup>Availability of them may be confined to shareholders who have duly submitted notification of attendance at the meeting. <sup>3</sup>In the case of stock exchange listed companies, they shall be made available over the website of the company; in the case of Section 130a (3) sentence 2, they may also be made available over the website of a third party. <sup>4</sup>Section 126 (2) sentence 1 numbers 1, 3 and 6 shall apply mutatis mutandis.*

*(4) Section 121 (7) shall apply to calculation of the deadlines specified in Section 130a (2) and (3) sentence 1.*

## **5. Right to speak pursuant to §§ 118a (1) Sentence 2 No. 7, 130a (5) AktG**

Shareholders connected electronically to the virtual Annual General Meeting are to be granted the right to speak at the meeting by means of video communication in accordance with §§ 118a (1) Sentence 2 No. 7, 130a (5) AktG. Appropriate video and audio transmission must be ensured by the shareholder. Speeches can be registered via the shareholder portal from the start of the virtual Annual General Meeting and may include motions and nominations pursuant to § 118a (1) Sentence 2 No. 3 AktG as well as requests for information and inquiries pursuant to §§ 118a (1) Sentence 2 No. 4, 131 AktG.

In order to exercise the right to speak, shareholders require an internet-enabled terminal (e.g. PC, laptop, tablet or smartphone) that has an (integrated or external) camera and a (integrated or external) microphone, each of which can be accessed from the browser. Installation of software components or apps on the terminal device is not required. Further information (such as about compatible browsers) can be found on the shareholder portal.

Further information on the procedure regarding the request to speak and to give the floor at the virtual Annual General Meeting can be found on the shareholder portal.

### **Reservation of the verification of the functionality of video communication in accordance with § 130a (6) of the AktG as well as appropriate timing and restriction of the shareholders' right to ask questions and speak**

The Company reserves the right to check the functionality of the video communication between the shareholder and the Company in the virtual Annual General Meeting, including prior to a speech, and to reject the speech if such functionality is not ensured.

Pursuant to § 15 (3) of the Company's Articles of Association, the Chairman of the meeting may set appropriate time limits on the shareholders' right to ask questions and to speak. In particular, either at the beginning of the Virtual Annual General Meeting or during its course, the Chairman of the meeting is entitled to set an appropriate time frame for the entire course of the Annual General Meeting, for the individual agenda item and for the individual speaker.

**The provisions of the German Stock Corporation Act (AktG) underlying these shareholders' rights read as follows:**

***§ 130a – Right to submit statements and right to speak at virtual shareholders' meetings (excerpts)***

*(5) <sup>1</sup>Shareholders who are connected to the meeting electronically shall be given a right to speak at the meeting by means of video communication. <sup>2</sup>The form of video communication offered by the company shall be used for addresses. <sup>3</sup>Motions and election nominations in accordance with Section 118a (1) sentence 2 number 3, requests for information in accordance with Section 131 (1), follow-up questions in accordance with Section 131 (1d) and further questions in accordance with Section 131 (1e) may be part of the address. <sup>4</sup>Section 131 (2) sentence 2 shall apply mutatis mutandis.*

*(6) The company may reserve the right in the notice of the shareholders' meeting to examine the working order of video communication between the shareholder and the company at the meeting and prior to the address and to reject the address if the working order of video communication is not ensured.*

## **6. Filing objections to resolutions of the Annual General Meeting pursuant to §§ 118a (1) Sentence 2 No. 8, 245 No. 1 AktG**

Pursuant to §§ 118a (1) Sentence 2 No. 8, 245 No. 1 AktG, shareholders connected electronically to the virtual Annual General Meeting are granted a right to object to a resolution of the shareholders' meeting by means of electronic communication. Such objections must be submitted to the Company in text form via the shareholder portal between the beginning and the end of the virtual Annual General Meeting on 4 May 2023.

**The provisions of the German Stock Corporation Act (AktG) underlying these shareholders' rights read as follows:**

***§ 118a – (excerpts)***

*(1) <sup>1</sup>The articles may allow for, or authorize the managing board to allow for, the Shareholders' Meeting to be held without the shareholders or their representatives being physically present at the place where the meeting is held (virtual shareholders' meeting). <sup>2</sup>If a virtual shareholders' meeting is held, the following conditions must be met: 8. Shareholders connected to the meeting electronically shall be given the right to declare an objection to a resolution of the Shareholders' Meeting by means of electronic communication.*

**§ 245 – Authority to bring an action for avoidance (excerpts)**

*<sup>1</sup>The following shall have authority to bring an action for avoidance: 1. Any shareholder attending the shareholders' meeting, provided he / she has already acquired the shares prior to the agenda having been published by notice and provided he / she raised an objection concerning the resolution and had it recorded in the minutes. <sup>2</sup>In the case of a virtual shareholders' meeting, all shareholders connected to the meeting electronically shall be deemed to be in attendance within the meaning of sentence 1 number 1.*