

## **Explanatory notes to the Company's Annual General Meeting without the physical presence of the shareholders or their proxies on May 15, 2024, 10:00 a.m. CEST**

### **Virtual Annual General Meeting without the physical presence of the shareholders or their proxies**

The Annual General Meeting will be held, based on a decision made by the Management Board in accordance with Section 12 (5) of the Articles of Association of Elmos Semiconductor SE without the physical presence of the shareholders or their proxies as a virtual Annual General Meeting. The Annual General Meeting takes place in the physical presence of its Chairman, members of the Management Board, members of the Supervisory Board, the notary public commissioned to take the minutes, and a proxy nominated by the Company at the headquarters of Elmos Semiconductor SE, Heinrich-Hertz-Straße 1, 44227 Dortmund, Germany. Shareholders and their proxies (with the exception of the shareholder proxies nominated by the Company) do not have the right or opportunity of physical presence at the venue of the meeting.

The Annual General Meeting will be broadcasted in its entirety by video and audio transmission through the InvestorPortal, accessible on the internet at

<https://www.elmos.com/english/about-elmos/investor/annual-general-meeting>.

The access to the InvestorPortal requires entering the login data provided to the shareholder for that purpose upon due registration for the Annual General Meeting, consisting of an registration confirmation number and an internet access code (password).

Shareholders or their proxies may exercise their voting rights exclusively by absentee ballot or by authorizing, and giving voting instructions to, the shareholder proxies nominated by the Company.

### **I. Explanatory note on agenda item 1 in accordance with Section 124a sentence 1 no. 2 AktG<sup>1</sup>**

For agenda item 1

Presentation of the adopted separate financial statements and the approved consolidated financial statements as of December 31, 2023, the Management Board's combined management report for Elmos Semiconductor SE and the Group, and the report of the Supervisory Board for fiscal year 2023

there is no resolution proposal as the Supervisory Board has approved the separate financial statements and consolidated financial statements prepared by the Management Board on February 28, 2024 in accordance with Section 172 sentence 1 AktG (Stock Corporation Act) and the financial statements are thus adopted. A resolution of the Management Board and the Supervisory Board pursuant to Section 173 (1) sentence 1 AktG to entrust the Annual General Meeting with the adoption of the financial statements has not been adopted.

In accordance with Section 175 (1) sentence 1 AktG, the Annual General Meeting therefore merely receives the adopted financial statements and the approved consolidated financial statements including the combined management report for fiscal year 2023.

In accordance with Section 171 (2) sentence 1 AktG, the Supervisory Board shall give a report in writing to the Annual General Meeting on the results of its examination of financial statements and consolidated financial statements, the combined management report, and the proposal for the appropriation of retained earnings. A resolution of the Annual General Meeting on the Supervisory Board's report is not provided for by law.

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<sup>1</sup> Relevant provisions for Germany based stock corporations, particularly those of the Stock Corporation Act (AktG), are applicable to Elmos Semiconductor SE according to the referral provisions of Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the Statute for a European company (SE) (SE Regulation; "SE-VO") unless special provisions of the SE Regulation provide otherwise.

## II. Explanatory notes on the rights of the shareholders in accordance with Section 121 (3) sentence 3 no. 3 AktG

The Annual General Meeting will be held, based on a decision made by the Management Board in accordance with Section 12 (5) of the Articles of Association of Elmos Semiconductor SE without the physical presence of the shareholders or their proxies as a virtual Annual General Meeting.

Please pay particular attention to the information regarding the exercise of shareholder rights in connection with the virtual Annual General Meeting 2024.

Shareholders have the following rights, among others:

### 1. **Supplements to the agenda (Art. 56 sentences 2, 3 SE-VO (SE Regulation, Section 50 (2) SEAG (SEAG Implementation Act), Section 122 (2) AktG)**

Shareholders whose combined shareholdings equal or exceed a twentieth of the share capital or the proportionate amount of 500,000.00 Euro (equivalent to 500,000 shares) are entitled to request in accordance with Art. 56 sentences 2 and 3 SE-VO (SE Regulation), Section 50 (2) SEAG (SE Implementation Act), Section 122 (2) AktG (Stock Corporation Act) that items be put on the agenda and announced. Each new item must be accompanied by an explanatory statement or a resolution proposal. The request must be addressed to the Company's Management Board in writing. It must be received by the Company at least 30 days prior to the day of the Annual General Meeting not including the day of receipt and the day of the Annual General Meeting. The last admissible date of receipt is thus **Sunday, April 14, 2024, 24:00 hrs. CEST**.

We kindly ask to submit any requests for supplements to the agenda to the following address:

Elmos Semiconductor SE  
The Management Board  
Heinrich-Hertz-Straße 1  
44227 Dortmund, Germany

Supplements to the agenda subject to announcement – unless announced already in the notice of convening the Annual General Meeting – are announced promptly upon the request's receipt, including the shareholder's name and place of residence or business location, in the Federal Gazette and provided for publication to media outlets of which it can be expected that they distribute the information throughout the entire European Union. They are also announced on the internet at

<https://www.elmos.com/english/about-elmos/investor/annual-general-meeting>.

These rights of the shareholders are based on the following provisions of the SE-VO, the SEAG and the AktG (excerpts; convenience translation):

#### **Art. 56 SE-VO**

One or more shareholders who together hold at least 10 % of an SE's subscribed capital may request that one or more additional items be put on the agenda of any general meeting. The procedures and time limits applicable to such requests shall be laid down by the national law of the member state in which the SE's registered office is situated or, failing that, by the SE's statutes. The above proportion may be reduced by the articles of association or by the law of the member state in which the SE's registered office is situated under the same conditions as are applicable to public limited-liability companies.

#### **Section 50 (2) SEAG**

Supplements to the agenda of a general meeting by one or more items may be requested by one or more shareholders if the shares held by the shareholder or shareholders equal or exceed 5 percent of the share capital or the proportionate amount of 500,000 Euro.

#### **Section 122 (1) and (2) AktG (excerpt):**

- (1) The general meeting shall be convened if shareholders whose combined share ownership reaches or exceeds a twentieth of the share capital request the convening in writing, supplying the purpose and the reasons for convening the general meeting; such request must be addressed to the management board. The articles of association may link the right to request the convening of the general meeting to a different form of submission of the request and to share ownership of a smaller percentage of the share capital.

- (2) In the same manner, shareholders whose combined share ownership reaches or exceeds a twentieth of the share capital or the proportionate amount of 500,000 Euro may request that items be placed on the agenda and be announced. Each new item must be supplemented by an explanatory statement or a resolution proposal. Requests within the meaning of sentence 1 must be received by the company at least 24 days prior to the general meeting or, respectively, at least 30 days prior to the general meeting with respect to listed companies; the day of receipt is not included in this period.

## **2. Countermotions, election proposals and motions (Sections 118a (1) sentence 2 no. 3, 126 (1) and (4), 127, 130a (5) sentence 3, (6) AktG)**

In accordance with Section 126 (1) AktG, each shareholder is entitled to submit countermotions regarding the resolution proposals on the respective agenda items. If countermotions are meant to be made accessible by the Company, the Company must receive them, accompanied by proof of shareholder capacity, at least 14 days prior to the Annual General Meeting, i.e., no later than **Tuesday, April 30, 2024, 24:00 hrs. CEST**, at the following address:

Elmos Semiconductor SE  
Hauptversammlungsstelle  
Heinrich-Hertz-Straße 1  
44227 Dortmund, Germany  
Email: [hauptversammlung@elmos.com](mailto:hauptversammlung@elmos.com)

Otherwise addressed countermotions will not be made accessible. Subject to Section 126 (2) and (3) AktG, shareholders' countermotions to be made accessible will be released on the internet including the shareholder's name and any explanatory statement provided as well as any corresponding statements by the administration at

<https://www.elmos.com/english/about-elmos/investor/annual-general-meeting>.

In accordance with Section 127 AktG, these provisions apply analogously to a shareholder's proposal for the election of Supervisory Board members (insofar as such an election is on the agenda of the Annual General Meeting) or auditors and sustainability report auditors. In addition to the reasons given by Section 126 (2) AktG, the Management Board does not have to make an election proposal accessible if the proposal does not contain the candidate's name, actual occupation and place of residence. Proposals for the election of Supervisory Board members do not have to be made accessible either if they do not contain information on the Supervisory Board candidates' membership in other statutory supervisory boards within the meaning of Section 125 (1) sentence 5 AktG.

Pursuant to Section 126 (4) AktG, shareholders' motions or election proposals to be made accessible according to Section 126 (1) to (3) or 127 AktG are deemed filed as of the time they are made accessible. The right to vote on the motion or election proposal can be exercised through the password-protected InvestorPortal by shareholders who can give proof of meeting the conditions for exercising shareholders' voting rights pursuant to the law and the Articles of Association i.e., if above-mentioned conditions for registration for the Annual General Meeting are met. If the shareholder filing the motion or the election proposal is not properly legitimized and registered for the Annual General Meeting, the motion does not have to be addressed by the Annual General Meeting.

The right of the Chairman of the Annual General Meeting to put the management's proposals up for vote first within the election's proceedings shall remain unaffected. If the management's proposals are adopted with the required majority, countermotions or (deviating) election proposals do insofar not warrant further consideration.

In addition, shareholders and their proxies connected to the Annual General Meeting by electronic means may also file motions and election proposals by way of video transmission through the password-protected InvestorPortal at the Annual General Meeting.

These rights of the shareholders are based on the following provisions of the Stock Corporation Act (AktG) (excerpts; convenience translation):

### **Section 118a (1) sentence 2 no. 3 AktG (excerpt)**

- (1) [...] In the event of a virtual general meeting, the following requirements shall be met:  
[...]  
3. Shareholders connected to the meeting by electronic means are granted the right to file motions and election proposals at the meeting by way of video communication,  
[...].

### **Section 126 AktG:**

- (1) Motions of shareholders including the name of the shareholder and an explanatory statement as well as any comment by the administration must be made accessible to the entitled parties pursuant to Section 125 (1) through (3) on the conditions stipulated therein if the shareholder has submitted a countermotion to a proposal of the management board and supervisory board for a specific item on the agenda, together with an explanatory statement, at least 14 days prior to the company's general meeting to the address provided for this purpose in the notice of convening the general meeting. The day of receipt is not included in this period. Listed companies shall make the motions accessible on the company's website. Section 125 (3) shall apply accordingly.
- (2) Countermotions and their explanatory statements do not need to be made accessible
  1. if the management board would commit a criminal offense by making them accessible,
  2. if the countermotion would result in a shareholders' resolution that would be in violation of the law or the articles of association,
  3. if the key points of the explanatory statement include information that is obviously incorrect or misleading, or if it contains defamation,
  4. if a countermotion of the shareholder based on the same matter has already been made accessible to a general meeting of the company in accordance with Section 125,
  5. if the same countermotion of the shareholder, with an explanatory statement that gives essentially the same reasons, has already been made accessible to at least two of the company's general meetings within the last five years in accordance with Section 125 and if it has received less than a twentieth of the votes of the represented share capital,
  6. if the shareholder makes it known that he or she will not participate in the general meeting and will not have him or herself represented, or
  7. if the shareholder has not proposed, or has not had proposed, a countermotion that he or she had previously submitted with respect to two general meetings in the last two years.

The explanatory statement does not have to be made accessible if its total length exceeds 5,000 characters.

- (3) If more than one shareholder submits a countermotion to the same matter that is subject to resolution, the management board may combine the countermotions and the associated explanatory statements.
- (4) In the event of a virtual general meeting, motions to be made accessible pursuant to paragraphs 1 to 3 are deemed filed at the time they are made accessible. The company shall ensure that the voting rights on such motions can be exercised as soon as shareholders give proof of meeting the requirements for the exercise of voting rights stipulated by law or the articles of association. If the shareholder who has filed the motion is not properly legitimized and, insofar as registration is required, not duly registered for the general meeting, the motion does not have to be treated at the meeting.

### **Section 127 AktG:**

Section 126 shall apply accordingly to the proposal of a shareholder for the election of supervisory board members or auditors. The election proposal does not need to provide reasons. The management board does not need to make the election proposal accessible if the proposal does not include the information required under Section 124 (3) sentence 4 and Section 125 (1) sentence 5. The management board shall supplement the proposal by a shareholder for election of supervisory board members of listed companies subject to the German Codetermination Act (MitbestG), the German Act on Codetermination in the Coal, Iron and Steel Industry (MontanMitbestG) or the German Supplementary Codetermination Act (MontanMitbestGErgG) with the following information:

1. reference to the requirements of Section 96 (2),
2. statement whether there has been an objection to overall fulfilment pursuant to Section 96 (2) sentence 3, and
3. statement of the minimum number of seats on the supervisory board to be occupied by women and men, respectively, to comply with the minimum quota pursuant to Section 96 (2) sentence 1.

### **Section 124 (3) AktG:**

The management board and the supervisory board or, in case of the adoption of a resolution according to Section 120a (1) sentence 1 or elections of supervisory board members or auditors, the supervisory board alone, shall propose resolutions for each agenda item up for shareholders' resolution in the notice of convening the general meeting. With respect to companies that are public-interest entities within the meaning of Section 316a sentence 2 HGB (Commercial Code), the supervisory board's proposal for the election of the auditor shall be based on the audit committee's recommendation. Sentence 1 shall not apply if the general meeting is bound to election proposals for the election of supervisory board members pursuant to Section 6 of the Act on Codetermination in the Coal, Iron and Steel Industry (MontanMitbestG) or if the subject of the resolution proposal has been put on the agenda upon a minority's request. The proposal for the election of supervisory board members or auditors shall furnish the candidate's name, actual occupation and place of residence. If the supervisory board must consist in part of employee representatives, supervisory board resolutions on proposals for the election of supervisory board members require only the majority of the supervisory board members of the shareholder representatives; Section 8 MontanMitbestG shall remain unaffected.

### **Section 125 (1) sentence 5 AktG:**

With respect to listed companies, proposals for the election of supervisory board members shall furnish information on their membership of other statutory supervisory boards; information on their membership of comparable domestic and international supervisory bodies of business enterprises shall be furnished as well.

### **Section 130a (5) sentence 3, (6) AktG (excerpt):**

- (5) [...] Motions and election proposals pursuant to Section 118a (1) sentence 2 no. 3, the request for information pursuant to Section 131 (1), questions pursuant to Section 131 (1d) and inquiries pursuant to Section 131 (1e) may be part of the speech. [...]
- (6) The company may reserve the right in the convening notice to examine the functioning of video communication between the shareholder and the company during the general meeting and prior to the speech, and to reject the speech if proper functioning is not provided for.

### **3. Right to submit comments (Sections 118a (1) sentence 2 no. 6, 130a (1) to (4) AktG)**

Shareholders who are duly registered for the Annual General Meeting, i.e., who have met the requirements mentioned in the invitation to the virtual Annual General Meeting in the section "Registration / Access to the password-protected InvestorPortal," may submit comments on the items on the agenda exclusively in text form, and in German or English, by using the box provided for that purpose on the InvestorPortal, accessible on the Company's website at

<https://www.elmos.com/english/about-elmos/investor/annual-general-meeting>.

Comments may not exceed 10,000 characters (including spaces).

Comments must be submitted no later than **May 9, 2024, 24:00 hrs. (CEST)** exclusively through the InvestorPortal, accessible on the Company's website at

<https://www.elmos.com/english/about-elmos/investor/annual-general-meeting>.

Comments will not be made accessible if they do not come from a shareholder duly registered for the virtual Annual General Meeting, exceed 10,000 characters (including spaces), or fall within the meaning of Section 130a (3) sentence 4 in conjunction with Section 126 (2) sentence 1 nos. 1, 3 or 6 AktG.

Shareholders' comments received in due form and due time and to be made accessible will be published on the InvestorPortal on the Company's website at

<https://www.elmos.com/english/about-elmos/investor/annual-general-meeting>

in the language in which they have been submitted, for all shareholders and their proxies registered for the Annual General Meeting to view, including any management statement, by **May 10, 2024, 24:00 hrs. (CEST)**.

Motions and election proposals, questions and objections to resolutions of the Annual General Meeting in the context of the comments submitted will not be considered at the Annual General Meeting; the submission of motions or election proposals, the exercise of the right to information and the filing of objections to resolutions of the Annual General Meeting are possible only through the channels described separately in this invitation.

These rights of the shareholders are based on the following provisions of the Stock Corporation Act (AktG) (excerpts; convenience translation):

**Section 118a (1) sentence 2 no. 6 AktG (excerpt)**

- (1) [...] In the event of a virtual general meeting, the following requirements shall be met:  
[...]  
6. Shareholders are granted the right to submit comments pursuant to Section 130a (1) to (4) by way of electronic communication,  
[...].

**Section 130a (1) to (4) AktG:**

- (1) In the event of a virtual general meeting, shareholders have the right to submit comments on the items on the agenda prior to the meeting by way of electronic communication using the address announced for that purpose in the convening notice. This right may be limited to shareholders duly registered for the meeting. The length of comments may be limited appropriately in the convening notice.
- (2) Comments shall be submitted no later than five days prior to the meeting.
- (3) Comments submitted shall be made accessible to all shareholders no later than four days prior to the general meeting. Comments may only be made accessible to shareholders duly registered for the general meeting. Listed companies shall make comments available through the company's website; if sentence 2 applies, comments may be made accessible also through the website of a third party. Section 126 (2) sentence 1 nos. 1, 3 and 6 applies accordingly.
- (4) Section 121 (7) applies for the determination of the time periods referred to in paragraphs 2 and 3 sentence 1.

**4. Right to speak (Sections 118a (1) sentence 2 no. 7, 130a (5), (6) AktG)**

Shareholders electronically connected to the meeting and their connected proxies are granted the right to speak at the meeting by way of video communication. The shareholder must provide for appropriate video and audio transmission.

Speeches can be registered through the password-protected InvestorPortal as of the beginning of the meeting. They may include motions and election proposals in accordance with Section 118a (1) sentence 2 no. 3 AktG as well as requests for information in accordance with Section 131 (1) AktG. The Chairman of the meeting will explain the procedure for requesting to speak and calling the speakers in detail at the Annual General Meeting.

The minimum technical requirements for a live video feed are an internet-enabled device with a camera and microphone and a stable internet connection. Recommendations for optimal functioning of video communication can be found at

<https://www.elmos.com/english/about-elmos/investor/annual-general-meeting>.

For speeches, camera and microphone accessible from the browser must be available on the end devices. Shareholders or their proxies who have registered to speak will be requested by the Chairman of the meeting to technically connect and will receive a corresponding notification on the InvestorPortal to be confirmed by clicking on it.

Management reserves the right to examine the functioning of video communication between the shareholder and the Company during the Annual General Meeting and prior to the speech, and to reject the speech if proper functioning is not provided for.

These rights of the shareholders are based on the following provisions of the Stock Corporation Act (AktG) (excerpts; convenience translation):

**Section 118a (1) sentence 2 no. 7 AktG (excerpt)**

- (1) [...] In the event of a virtual general meeting, the following requirements shall be met:  
[...]

7. Shareholders connected to the general meeting by electronic means are granted the right to speak at the meeting by way of video communication pursuant to Section 130a (5), (6), [...].

**Section 130a (5), (6) AktG:**

- (5) Shareholders connected to the general meeting by electronic means shall be granted the right to speak at the meeting by way of video communication. For speeches, the form of video communication provided by the company shall be used. Motions and election proposals pursuant to Section 118a (1) sentence 2 no. 3, the request for information pursuant to Section 131 (1), questions pursuant to Section 131 (1d) and inquiries pursuant to Section 131 (1e) may be part of the speech. Section 131 (2) sentence 2 applies accordingly.
- (6) The company may reserve the right in the convening notice to examine the functioning of video communication between the shareholder and the company during the general meeting and prior to the speech, and to reject the speech if proper functioning is not provided for.

**5. Requests for information (Sections 118a (1) sentence 2 no. 4, 131, 130a (5) sentence 3, (6) AktG)**

Pursuant to Section 131 (1) AktG, the Management Board must provide each shareholder with information on the Company's affairs upon request at the Annual General Meeting insofar as the information is necessary for the proper assessment of an item on the agenda and no right to refuse to provide information applies. The Management Board's obligation to provide information also extends to the legal and business relations of Elmos Semiconductor SE with its affiliated entities. Furthermore, the obligation to provide information also relates to the situation of the Elmos Semiconductor Group and the entities included in the consolidated financial statements of Elmos Semiconductor SE. In addition to that, shareholders have the right of inquiry at the Annual General Meeting regarding all answers given by the Management Board in accordance with Section 131 (1d) AktG.

The Management Board has decided not to make use of the statutory right under Section 131 (1a) AktG, according to which it can be stipulated that questions must be submitted prior to the Annual General Meeting.

In accordance with Section 13 (4) of the Articles of Association, the Chairman of the Annual General Meeting may set reasonable restrictions on speaking time, question time, or combined speaking and question time for the entire course of the Annual General Meeting, for individual agenda items and for individual speakers, at the beginning or during the course of the Annual General Meeting and, if necessary for the proper proceeding of the Annual General Meeting, to order the end of the debate. Apart from that, the Chairman may also determine in accordance with Section 131 (1f) AktG that the right to information and the right to inquire at the Annual General Meeting may be exercised exclusively by way of video communication.

The Management Board may refuse to provide information for the reasons listed in Section 131 (3) AktG.

These rights of the shareholders are based on the following provisions of the Stock Corporation Act (AktG) (excerpts; convenience translation):

**Section 118a (1) sentence 2 no. 4 AktG (excerpt)**

- (1) [...] In the event of a virtual general meeting, the following requirements shall be met:  
[...]  
4. Shareholders are granted the right to request information pursuant to Section 131 by way of electronic communication,  
[...].

**Section 131 AktG (excerpt)**

- (1) Each shareholder is entitled to be given information by the management board on the company's affairs upon request in the general meeting to the extent the information is necessary to make an informed judgment on any given agenda item. The obligation to provide information also includes the company's legal and business relations with affiliated companies. If a company makes use of the simplified procedures pursuant to Section 266 (1) sentence 3, Section 276 or Section 288 HGB (Commercial Code), each shareholder may request that the annual financial statements be presented to him or her at the general meeting to vote on such annual financial statements in the form which would have been used if such simplified procedures were not applied. The obligation of a parent company's management board (Section 290 (1), (2) HGB) to provide information at the general meeting to which the consolidated financial statements and the consolidated management report are submitted extends to the position of the group and of the entities included in the consolidated financial statements.

- (1d) Each shareholder connected to the general meeting by electronic means shall be granted the right to inquire at the meeting by way of electronic communication regarding all answers given by the management board prior to and during the general meeting. Paragraph 2 sentence 2 also applies for the right to inquire.
- (1f) The chair of the meeting may determine that the right to request information according to paragraph 1, the right to inquire according to paragraph 1d and the right to ask questions according to paragraph 1e can be executed at the general meeting exclusively by way of video communication.
- (2) The information provided shall comply with the principles of conscientious and faithful accounting. The articles of association or the rules of procedure pursuant to Section 129 may give authority to chair of the meeting to impose reasonable time limits on the shareholder's right to ask questions and to speak, and to determine details in this respect.

**Section 130a (5) sentence 3, (6) AktG (excerpt)**

- (5) [...] Motions and election proposals pursuant to Section 118a (1) sentence 2 no. 3, the request for information pursuant to Section 131 (1), questions pursuant to Section 131 (1d) and inquiries pursuant to Section 131 (1e) may be part of the speech. [...]
- (6) The company may reserve the right in the convening notice to examine the functioning of video communication between the shareholder and the company during the general meeting and prior to the speech, and to reject the speech if proper functioning is not provided for.

**6. Right to object (Section 118a (1) sentence 2 no. 8 in conjunction with Section 245 AktG)**

Duly registered shareholders electronically connected to the Annual General Meeting and their proxies have the right to object to resolutions of the Annual General Meeting by way of electronic communication. Any such objection must be declared on the record to the notary public who takes the minutes of the Annual General Meeting by sending an email to the notary public (elmoshv-notar@spieker-jaeger.de) with a copy to the Company (hauptversammlung@elmos.com), indicating name and first name, full address, and the number of the registration confirmation to the virtual Annual General Meeting (registration confirmation number).

These rights of the shareholders are based on the following provisions of the Stock Corporation Act (AktG) (excerpts; convenience translation):

**Section 118a (1) sentence 2 no. 8 AktG (excerpt)**

- (2) [...] In the event of a virtual general meeting, the following requirements shall be met:  
[...]  
8. Shareholders connected to the general meeting by electronic means are granted the right to object to any resolution of the general meeting by way of electronic communication.  
[...]

**Section 245 AktG (excerpt):**

Entitled to object is

- 1. Any shareholder present at the general meeting who had acquired the shares prior to the announcement of the agenda and who has filed his or her objection to be recorded in the minutes of the meeting;  
[...]

In the event of a virtual general meeting, all shareholders connected to the meeting by electronic means are deemed present within the meaning of sentence 1 no. 1.



### **III. Total number of shares and voting rights at the time of convening the Annual General Meeting according to Section 124a sentence 1 no. 4 AktG**

The Company's share capital amounts to EUR 17,700,000.00 as of the convening of the Annual General Meeting and is divided into 17,700,000 no-par bearer shares. Each no-par share grants one vote in the Annual General Meeting. The total number of shares as well as the total number of voting rights is thus 17,700,000 as of the convening of the Annual General Meeting.

Please take note that the Company holds 579,274 treasury shares as of the convening of the Annual General Meeting. According to Section 71b AktG, the Company cannot derive any rights from these shares, particularly no voting rights.

### **IV. Confirmation of votes in accordance with Section 118 (1) sentences 3 to 5, (2) sentence 2 AktG or rather confirmation of the counting of votes in accordance with Section 129 (5) AktG**

Pursuant to Section 118 (2), (1) sentence 3 AktG, the voter shall receive in case of electronic voting (by proxy and voting instructions given to the Company's proxies or by absentee ballot) electronic confirmation of receipt of the votes by the Company according to the requirements pursuant to Art. 7 (1) and Art. 9 (5) sentence 1 of Implementing Regulation (EU) 2018/1212. If the confirmation is provided to an intermediary, the intermediary is obligated to forward the confirmation to the shareholder without undue delay pursuant to Section 118 (1) sentence 4 AktG.

Pursuant to Section 129 (5) AktG, the voter may request confirmation from the Company within one month as of the day of the Annual General Meeting if and how his or her vote has been counted. The Company shall provide such confirmation according to the requirements pursuant to Art. 7 (2) and Art. 9 (5) sentence 2 of Implementing Regulation (EU) 2018/1212. If the confirmation is provided to an intermediary, the intermediary is obligated to forward the confirmation to the shareholder without undue delay pursuant to Section 129 (5) sentence 3 AktG.

This English translation is provided for convenience only. The German text shall be the sole legally binding version.