

# epigenomics

## Extraordinary General Shareholders' Meeting of Epigenomics AG on Friday, October 21, 2022

### EXPLANATION OF SHAREHOLDERS' RIGHTS

pursuant to Section 122 para. 2 AktG, Sections 126, 127, 130a para. 5 Sentence 3, 118a para. 1 Sentence 2 No 3 AktG, Section 130a para. 1 through 4 and para. 6 AktG, Section 130a para. 5 and para. 6 AktG, as well as Section 131 AktG

#### **Conducting the Annual General Shareholders' Meeting as a virtual General Shareholders' Meeting**

On the basis of Section 118a AktG in conjunction with Section 26n para. 1 of the Introductory Act to the German Stock Corporation Act (*Einführungsgesetzes zum Aktiengesetz*), each of which was last amended by the Act on the Introduction of virtual General Shareholders' Meetings of Stock Corporations and Amendment of Cooperative and Insolvency and Restructuring Law Provisions of July 20, 2022 (*Gesetz zur Einführung virtueller Hauptversammlungen von Aktiengesellschaften und Änderung genossenschafts- sowie insolvenz- und restrukturierungsrechtlicher Vorschriften vom 20. Juli 2022*; BGBl. I p. 1166 et seq.), the General Shareholders' Meeting, with the consent of the Supervisory Board, will be held as a virtual General Shareholders' Meeting without the physical presence of the shareholders or their authorized representatives. Accordingly, physical participation of shareholders and their authorized representatives is excluded.

#### **Request to include items on the agenda pursuant to Section 122 para. 2 AktG**

Shareholders whose shares in the aggregate amount to no less than one twentieth of the share capital or represent a proportional amount of no less than EUR 500,000.00 may request that items be included on the agenda and be published. Each new item must be accompanied by an explanation or a proposal for a resolution. Any such request must be received in writing by the Company by the end of September 20, 2022, *i.e.*, by Tuesday, September 20, 2022, 24:00 hours (CEST). The request

must be addressed in writing to the Executive Board of Epigenomics AG. Please address any such request exclusively to:

Epigenomics AG  
Executive Board  
Attn.: Jens Ravens  
Geneststraße 5  
10829 Berlin

Additions to the agenda that are to be published will be published in the German Federal Gazette (*Bundesanzeiger*) without undue delay after receipt of the request unless they have already been published together with the invitation to the General Shareholders' Meeting. In addition, these requests will be made accessible on the internet at <https://www.epigenomics.com/news-investors/general-shareholder-meeting/> and communicated in accordance with Section 125 AktG.

Shareholders requesting to have an item added to the agenda must provide proof that they have held the shares for at least 90 days prior to the day of receipt of the request by the Company and that they will hold the shares until the request has been decided upon by the Executive Board. Section 70 AktG applies to the calculation of the shareholding period. In all other respects, Section 121 para. 7 AktG applies mutatis mutandis when calculating the time limit. Accordingly, the day on which the request is received by the Company is not to be counted. Any postponement from a Sunday, Saturday or public holiday to a preceding or subsequent working day is not possible. Sections 187 to 193 of the German Civil Code (*Bürgerliches Gesetzbuch, BGB*) do not apply mutatis mutandis.

The provisions of the German Stock Corporation Act providing for these shareholder rights are as follows:

**Section 122 para. 1 and para. 2 AktG**

- (1) The general shareholders' meeting is to be convened wherever shareholders, whose shares, in the aggregate, are at least equivalent to one twentieth of the share capital, demand that it be so convened, doing so in writing and citing the purpose and the reasons therefor; the demand is to be addressed to the management board. The by-laws may tie the right to demand that the general shareholders' meeting be convened to a different form and to possession of a lesser portion of the share capital. The petitioners are to submit proof that they have been holders of the shares since at least 90 days prior to the date on which their demand is received, and that they will continue to so hold the shares until the management board takes a decision regarding their petition. Section 121 para. 7 applies accordingly.
- (2) In like manner, shareholders whose shares, in the aggregate, are at least equivalent to one twentieth of the share capital or to a stake of EUR 500,000, may demand that items of business be set out in the agenda and that notice be given by publication. Each item of business to be newly added to the agenda must include the reasons therefor or a proposal for a resolution. The demand within the meaning of Sentence 1 must be received by the company at the latest 24 days prior to the general shareholders' meeting, in the case of listed companies at the latest 30 days prior to the general shareholders' meeting; the date on which the demand is received is not to be included in calculating the period.

**Section 121 para. 7 AktG**

- (7) In the case of periods and deadlines that are counted back from the date of the general shareholders' meeting, the date of the general shareholders' meeting itself is not to be counted. Rescheduling the general shareholders' meeting from a Sunday, a Saturday or a holiday to a preceding or subsequent business day is not an available option. Sections 187 to 193 of the BGB do not apply mutatis mutandis. In the case of unlisted companies, the by-laws may provide for a different calculation of the period.

**Section 70 AktG**

If the exercise of rights attaching to the share is contingent upon the shareholder having been holder of the share for a specified period of time, then a claim to transfer of title against a credit institution, a financial services provider, a securities institution or an enterprise pursuing activities in accordance with Section 53 para. 1 Sentence 1 or Section 53b para. 1 Sentence 1 or para. 7 of the Banking Act (*Kreditwesengesetz – KWG*) is equivalent to ownership of the share. The period of ownership of a predecessor in title is attributed to the shareholder if they have purchased the share in any of the following manners: without monetary consideration, from their trustee, as a universal successor, in the course of a distribution of assets among a community or as part of a portfolio transfer pursuant to Section 13 of the Insurance Supervisory Act (*Versicherungsaufsichtsgesetz – VAG*) or Section 14 of the Act on Savings and Loan Associations (*Gesetz über Bausparkassen – BauSparkG*).

**Counter-motions and election proposals of shareholders pursuant to Sections 126, 127, 130a para. 5 Sentence 3, 118a para. 1 Sentence 2 no. 3 AktG**

Every shareholder is entitled to make counter-motions against the proposals made by the Executive Board and/or the Supervisory Board with respect to certain items on the agenda and election proposals even before the virtual General Shareholders' Meeting. Such counter-motions and proposals for election by shareholders, including the name of the shareholder, are to be made accessible by the Company pursuant to Sections 126, 127 AktG if they are received by the Company

to the following address

Epigenomics AG  
Geneststraße 5  
10829 Berlin

or by email to [HV@epigenomics.com](mailto:HV@epigenomics.com)

by the end of October 6, 2022, *i.e.*, by Thursday, October 6, 2022, 24:00 hours (CEST), at the latest, and comply with the statutory requirements in all other respects. In addition, Sections 126 para. 2, 127 Sentences 1 and 3 AktG govern the preconditions for not having to make counter-motions and election proposals accessible. Counter-motions and election proposals will be made accessible in compliance with the statutory provisions on the Company's website at <https://www.epigenomics.com/news-investors/general-shareholder-meeting/>. Any comments by the management on received counter-motions and election proposals will likewise be published under the internet address stated above.

Pursuant to Section 126 para. 4 AktG, counter-motions and voting proposals of shareholders that are to be made accessible by the Company shall be deemed to have been made at the time they are made accessible. If the shareholder who has submitted the motion is not entered as a shareholder in the Company's share register at the time of the virtual General Shareholders' Meeting or has not registered for the virtual General Shareholders' Meeting, the motion need not be dealt with in the virtual General Shareholders' Meeting. The Company will ensure that shareholders properly registered for the virtual General Shareholders' Meeting can exercise their voting rights on appropriately submitted counter-motions and voting proposals once they are made accessible on the Company's internet site.

Counter-motions and voting proposals as well as other motions may also be made during the virtual General Shareholders' Meeting by means of video communication. Video communication takes place via the internet-based Shareholders' Portal at <https://www.epigenomics.com/news-investors/general-shareholder-meeting/>. Pursuant to Section 130a para. 6 AktG, the Company reserves the right to test the functionality of the video communication between the shareholder and the Company in the virtual General Shareholders' Meeting and prior to the shareholder's speech and to reject it if the functionality is not ensured.

The provisions of the German Stock Corporation Act on which these shareholder rights are based, which also specify the conditions under which countermotions and voting proposals may not be made accessible, are as follows:

#### **Section 126 AktG**

- (1) Motions by shareholders are to be made accessible to the beneficiaries set out in Section 125 para. 1 to para. 3, subject to the pre-requisites listed therein, including the name of the shareholder, the reasons for which the motions are being made, and a statement, if any has been made, by the management regarding its position, provided that the shareholder has sent, at the latest 14 days prior to the date of the general shareholders' meeting, a counter-motion opposing a proposal or guidance by the management board and the supervisory board regarding a certain item of business set out in the agenda, specifying the reasons therefor, to the address set out for this purpose in the invitation convening the general shareholders' meeting. The date on which the counter-motion is received shall not be included in calculating the period. In the case of companies listed on the stock exchange, the counter-motion shall be made accessible via the company's website. Section 125 para. 3 shall apply mutatis mutandis.
- (2) A counter-motion and the reasons for which it is being made need not be made accessible:
1. Inasmuch as the management board would be liable to punishment under law, were it to make such proposal accessible;
  2. If the counter-motion were to result in the general shareholders' meeting adopting a resolution that is in violation of the law or of the by-laws;
  3. If the reasons make manifestly false or misleading statements regarding essential aspects, or if they are insulting;
  4. If a counter-motion made by the shareholder based on the same facts and circumstances has already been made accessible pursuant to Section 125 for a general shareholders' meeting of the company;
  5. If the same counter-motion of the shareholder, citing essentially the same reasons, has been made accessible pursuant to Section 125 in the past 5 years to at least 2 general shareholders' meetings of the company, and if less than one twentieth of the share capital represented voted for this counter-motion at the general shareholders' meeting;
  6. If the shareholder indicates that he will not attend the general shareholders' meeting and will not have a proxy represent him;
  7. If, in the past 2 years at 2 general shareholders' meetings, the shareholder has failed to propose or to have proposed a counter-motion regarding which he has informed the company.
- The reasons need not be made accessible if they amount to more than 5,000 characters in total.
- (3) Where several shareholders propose counter-motions regarding one and the same business to be resolved upon, the management board may combine the counter-motions and the reasons specified for them.
- (4) In the case of a virtual general shareholders' meeting, motions which are to be made accessible in accordance with para. 1 to para. 3 shall be deemed to have been made at the time they are made accessible. The company shall enable voting rights on these motions to be exercised as soon as the shareholders can prove that they meet the legal or statutory requirements for exercising their voting rights. If the shareholder who has submitted the motion is not appropriately legitimized and, if registration is required, is not appropriately registered for the general shareholders' meeting, the motion need not be dealt with at the meeting.

#### **Section 127 Sentences 1 to 3 AktG**

Section 126 shall apply mutatis mutandis to nominations by shareholders of candidates for the supervisory board or for auditors of the annual accounts. No reasons need be specified for the nomination. The management board need not make accessible the nomination also in those cases in

which the nomination does not include the information pursuant to Section 124 para. 3 Sentence 4 and Section 125 para. 1 Sentence 5. [...]

**Section 130a para. 5 Sentence 3, para. 6 AktG**

- (5) [...] Motions and voting proposals pursuant to Section 118a para. 1 Sentence 2 no. 3 AktG, follow-up questions pursuant to Section 131 para. 1d AktG, and questions pursuant to Section 131 para. 1e AktG may form part of the speech. [...]
- (6) The company may reserve the right in the invitation to test the functionality of the video communication between the shareholder and the company during the general shareholders' meeting and before the speech and to reject it if the functionality is not ensured.

**Section 118a para. 1 Sentence 2 no. 3 AktG**

- (1) [...] If a virtual general shareholders' meeting is held, the following requirements must be met:  
[...]
3. shareholders electronically connected to the meeting are granted the right to submit motions and voting proposals by means of video communication at the meeting,  
[...]

**Section 124 para. 3 Sentence 4 AktG**

- (3) [...] The nominations of candidates for the supervisory board or for auditors shall state their names, profession exercised, and places of residence. [...]

**Section 125 para. 1 to para. 3 AktG**

- (1) At the latest 21 days prior to the general shareholders' meeting, the management board of a company which has not exclusively issued registered shares is to notify that the general shareholders' meeting is being convened as follows:
1. to the intermediaries holding shares of the company in custody,
  2. to the shareholders and intermediaries who requested the notification, and
  3. to the associations of shareholders who requested the notification or who exercised voting rights at the last general shareholders' meeting.

The day of the notification shall not be included in calculating the period. Where the agenda is to be amended pursuant to Section 122 para. 2, then notice of the amended agenda is to be given if the general shareholders' meeting is that of a company listed on the stock exchange. The notice is to indicate the option of exercising the voting right by proxy, as well as by an association of shareholders. In case of companies listed on the stock exchange, information on the candidates' membership in other supervisory boards mandated by the law is to be attached to any nomination of candidates for the supervisory board; information on their membership in comparable supervisory committees of business enterprises within Germany and abroad should be attached.

- (2) The management board of a company which has issued registered shares is to provide the same notification to those shareholders, who have been entered, as of the start of the 21 day prior to the meeting, as shareholders in the company's share register as well as to the shareholders and intermediaries who demanded to be notified and the associations of shareholders demanded to be notified or who exercised voting rights at the last general shareholders' meeting.
- (3) Each member of the supervisory board may demand that the management board send him the same notifications.

### **Right to submit statements pursuant to Section 130a para. 1 through 4 and para. 6 AktG**

Shareholders properly registered for the virtual General Shareholders' Meeting have the right to submit statements on the agenda items by the end of October 15, 2022, *i.e.* by Saturday, October 15, 2022, 24:00 hours (CEST).

Submissions must be made in text form as a pdf file on the Shareholders' Portal at <https://www.epigenomics.com/news-investors/general-shareholder-meeting/>. Statements must not exceed 20,000 characters (including spaces).

The Company will make the statements accessible to all shareholders properly registered for the virtual General Shareholders' Meeting by the end of October 16, 2022, *i.e.* by Sunday, October 16, 2022, 24:00 hours (CEST). They will be made accessible via the Shareholders' Portal at <https://www.epigenomics.com/news-investors/general-shareholder-meeting/>. Statements will not be made accessible if they do not stem from a shareholder appropriately registered for the virtual General Shareholders' Meeting, if they exceed 20,000 characters (including spaces), or if a case within the meaning of Section 130a para. 3 Sentence 4, in conjunction with Section 126 para. 2 Sentence 1 no. 1, no. 3 or no. 6 AktG exists.

Section 131 para. 1d AktG does not apply to statements submitted in advance. Any questions contained in statements will therefore not be answered in the virtual General Shareholders' Meeting unless they are asked within the exercise of the right to ask questions.

When making statements accessible, the Company will disclose the names of the statements' authors only if they have expressly requested or expressly consented to a disclosure when submitting the questions.

The provisions of the German Stock Corporation Act on which these shareholder rights are based, which also determine the conditions under which the disclosure of statements may be dispensed with, are as follows:

#### **Section 130a para. 1 through 4 and para. 6 AktG**

- (1) In the case of a virtual general shareholders' meeting, shareholders have the right to submit statements on the agenda items prior to the meeting by means of electronic communication using the address provided for this purpose in the invitation. The right may be limited to shareholders who appropriately registered for the meeting. The scope of the statements may be appropriately limited in the invitation.
- (2) Statements must be submitted latest 5 days before the meeting.
- (3) The statements submitted must be made accessible to all shareholders latest 4 days before the meeting. Such disclosure may be limited to shareholders appropriately registered for the meeting. In the case of listed companies, the statements shall be made accessible on the company's website; in the case of Sentence 2, the statements may also be made available on the website of a third party. Section 126 para. 2 Sentence 1, no. 1, no. 3 and no. 6 shall apply *mutatis mutandis*.
- (4) Section 121 para. 7 shall apply to the calculation of the time limits referred to in para. 2 and para. 3 Sentence 1.
- (5) [...]
- (6) The company may reserve the right in the invitation to test the functionality of the video communication between the shareholder and the company during the general shareholders' meeting and before the speech and to reject it if the functionality is not ensured.

#### **Section 126 para. 2 Sentence 1 no. 1, no. 3 and no. 6 AktG**

- (2) A counter-motion and the reasons for which it is being made need not be made accessible:
1. Inasmuch as the management board would be liable to punishment under law, were it to make such proposal accessible;  
[...]
  3. If the reasons make manifestly false or misleading statements regarding essential aspects, or if they are insulting;  
[...]
  6. If the shareholder indicates that he will not attend the general shareholders' meeting and will not have a proxy represent him;  
[...]

**Section 121 para. 7 AktG**

- (7) In the case of periods and deadlines that are counted back from the date of the general shareholders' meeting, the date of the general shareholders' meeting itself is not to be counted. Rescheduling the general shareholders' meeting from a Sunday, a Saturday or a holiday to a preceding or subsequent business day is not an available option. Sections 187 to 193 of the BGB do not apply mutatis mutandis. In the case of unlisted companies, the by-laws may provide for a different calculation of the period.

**Right to speak pursuant to Section 130a para. 5 and para. 6 AktG**

Shareholders electronically connected to the virtual General Shareholders' Meeting (*i.e.* via the Shareholders' Portal) and their authorized representatives have the right to speak at the virtual General Shareholders' Meeting. The right to speak is exercised by means of video communication. Motions and voting proposals pursuant to Section 118a para. 1 Sentence 2 no. 3 AktG, follow-up questions pursuant to Section 131 para. 1d AktG, and questions pursuant to Section 131 para. 1e AktG may form part of the speech.

Video communication takes place via the internet-based Shareholders' Portal at <https://www.epigenomics.com/news-investors/general-shareholder-meeting/>. Pursuant to Section 130a para. 6 AktG, the Company reserves the right to test the functionality of the video communication between the shareholder and the Company in the virtual General Shareholders' Meeting and prior to the shareholder's speech and to reject it if the functionality is not ensured.

The provisions of the German Stock Corporation Act on which these shareholder rights are based are as follows:

**Section 130a para. 5 and para. 6 AktG**

- (5) Shareholders electronically connected to the meeting shall be granted the right to speak at the meeting by means of video communication. The form of video communication offered by the company shall be used for the speeches. Motions and voting proposals pursuant to Section 118a para. 1 Sentence 2, no. 3, the request for information pursuant to Section 131 para. 1, follow-up questions pursuant to Section 131 para. 1d and further questions pursuant to Section 131 para. 1e may be part of the speech. Section 131 para. 2 Sentence 2 shall apply mutatis mutandis.
- (6) The company may reserve the right in the invitation to test the functionality of the video communication between the shareholder and the company during the general shareholders' meeting and before the speech and to reject it if the functionality is not ensured.

**Section 131 para. 2 Sentence 2 AktG**

- (2) [...] The by-laws or the rules of procedure pursuant to Section 129 may grant authority to the person chairing the meeting to impose reasonable time limits on the shareholders' right to ask

questions and to speak, and may also allow him to make further determinations concerning the details in this regard.

### **Right to ask questions pursuant to Section 131 AktG**

#### *Right to ask questions before the virtual General Shareholders' Meeting*

Shareholders properly registered for the virtual General Shareholders' Meeting may request information on the Company's affairs until the end of October 17, 2022, *i.e.* by Monday, October 17, 2022, 24:00 hours (CEST), insofar as the information is necessary for the proper assessment of an item on the agenda. The Company's duty to provide information also extends to the legal and business relations of the Company with an affiliated company as well as the state of the group and the companies included in the consolidated financial statements.

Questions from shareholders must be in text form and must be received by the Company via the Shareholders' Portal at <https://www.epigenomics.com/news-investors/general-shareholder-meeting/>. Any other method of transfer is excluded. Each questions asked before the General Shareholders' Meeting is limited to 5,000 characters (including spaces).

With regard to the (partial) advanced timing of the right to ask questions and the opportunity to submit statements in advance, the Company will make the report of the Executive Board or its material content accessible to shareholders via the Shareholders' Portal by the end of October 13, 2022, *i.e.* by Thursday, October 13, 2022, 24:00 hours (CEST).

The Company will answer all properly submitted questions by the end of October 19, 2022, *i.e.* by Wednesday, October 19, 2022, 24:00 hours (CEST), and make the questions and corresponding answers accessible to the shareholders. Questions will not be made accessible if they do not stem from a shareholder appropriately registered for the virtual General Shareholders' Meeting or if a case within the meaning of Section 131 para. 1c Sentence 3, in conjunction with Section 126 para. 2 Sentence 1 no. 1, no. 3 or no. 6 AktG exists.

#### *Follow-up questions and questions on new matters within the meaning of Section 131 para. 1e AktG during the virtual General Shareholders' Meeting*

Shareholders and their authorized representatives electronically connected to the virtual General Shareholders' Meeting, *i.e.* via the Shareholders' Portal, may ask follow-up questions during the virtual General Shareholders' Meeting about all information provided by the Executive Board before and during the virtual General Shareholders' Meeting. Furthermore, during the virtual General Shareholders' Meeting they may ask questions on matters which arose after the deadline for exercising the right to ask questions before the virtual General Shareholders' Meeting, *i.e.* after the end of Monday, October 17, 2022. Such questions may also be asked as part of a speech.

It is planned that the chairman of the General Shareholders' Meeting will determine that such questions may be asked only by means of video communication. In this case and pursuant to Section 130a para. 6 AktG, the Company reserves the right to test the functionality of the video communication between the shareholder and the Company in the virtual General Shareholders' Meeting prior to the shareholder's speech and to reject it if the functionality is not ensured.

When answering questions and making them accessible prior to the virtual General Shareholders' Meeting, the Company will disclose the names of the questions' authors only if they have expressly requested or expressly consented to a disclosure when submitting the questions.

If a shareholder electronically connected to the virtual General Shareholders' Meeting is refused information, this shareholder may request via email to the email address [notar-hauptversammlung-2022@epigenomics.com](mailto:notar-hauptversammlung-2022@epigenomics.com) that their question and the reason given for why the information was refused are recorded in the minutes of the virtual General Shareholders' Meeting.

The provisions of the Stock Corporation Act on which these shareholders' rights are based, which also specify the conditions under which the disclosure and answering of questions may be dispensed with, are as follows:

**Section 131 AktG**

- (1) The management board is to inform each stockholder at the general meeting, upon a corresponding request being made, concerning matters pertaining to the company insofar as this is required in order to appropriately adjudge the item of business set out in the agenda. The obligation to provide information shall also extend to include the legal and business relations of the company with an affiliated enterprise. Where a company avails itself of the eased requirements pursuant to Section 266 para. 1 Sentence 3, Section 276, or Section 288 of the Commercial Code (*Handelsgesetzbuch - HGB*), then each shareholder may request that, at the general shareholders' meeting deliberating on the annual accounts, the annual accounts be made available to him in the form that they would have without these eased requirements. The obligation of the management board of a parent company to provide information (Section 290 para. 1 and para. 2 HGB) at the general shareholders' meeting to which the consolidated financial statements and the consolidated management report are submitted shall also extend to cover the situation of the group and the enterprises included in the consolidated financial statements.
- (1a) In the case of a virtual general shareholders' meeting, para. 1 Sentence 1 shall apply subject to the provision that the management board may stipulate that shareholders' questions must be submitted by electronic communication latest 3 days before the meeting. Section 121 para. 7 shall apply to the calculation of the deadline. Questions not submitted by the deadline need not be taken into account.
- (1b) The scope of the submission of questions may be appropriately limited in the invitation. The right to submit questions may be restricted to shareholders appropriately registered for the meeting.
- (1c) The company shall make appropriately submitted questions accessible to all shareholders prior to the meeting and answer them latest one day prior to the meeting; Section 121 para. 7 shall apply to the calculation of the deadline. In the case of listed companies, the questions shall be made accessible and answered via the company's website. Section 126 para. 2 Sentence 1, no. 1, no. 3 and no. 6 shall apply mutatis mutandis to the disclosure of the questions. If the answers are continuously accessible one day before the start of and during the meeting, the management board may refuse to provide information on these questions in the meeting.
- (1d) Every shareholder electronically connected to the meeting shall be granted the right to ask follow-up questions at the meeting by means of electronic communication in response to all answers given by the management board before and in the meeting. Para. 2 Sentence 2 also applies to the right to ask follow-up questions.
- (1e) Furthermore, every shareholder electronically connected to the meeting shall be granted the right to ask questions at the meeting by means of electronic communication on matters which have only arisen after the deadline pursuant to para. 1a Sentence 1. Para. 2 Sentence 2 also applies to this right to ask questions.
- (1f) The person chairing the meeting may determine that the right to information pursuant to para. 1, the right to ask follow-up questions pursuant to para. 1d and the right to ask questions pursuant to para. 1e can only be exercised at the general shareholders' meeting exclusively by means of video communication.
- (2) The information provided is to correspond to the principles of conscientious and faithful accounting. The by-laws or the rules of procedure pursuant to Section 129 may grant authority to the person chairing the meeting to impose reasonable time limits on the stockholder's right to ask questions and to speak, and may also allow him to make further determinations concerning the details in this regard.
- (3) The management board may refuse a request for information:
  1. Inasmuch as the provision of the information, when adjudged applying prudent business judgment, is suited to cause a greater than insignificant disadvantage to the company or an affiliated enterprise;

2. Inasmuch as it refers to carrying values for tax purposes or the amount of individual taxes;
3. Regarding the difference between the value at which objects were stated in the annual balance sheet and a higher value of such objects, unless the shareholders' general meeting approves and establishes the annual accounts;
4. Regarding the accounting and valuation methods insofar as it suffices to cite these methods in the notes in order to accurately represent the company's assets, financial position, and revenue situation in keeping with its actual circumstances in the sense of Section 264 para. 2 HGB; this shall not apply if the general shareholders' meeting approves and establishes the annual accounts;
5. Inasmuch as the management board would be liable to punishment under law were it to provide the information;
6. Inasmuch as, in the case of a credit institution, a financial services institution or a securities institution, disclosures need not be made in the annual financial statements, the management report, the consolidated financial statements or the group management report regarding the accounting policies applied and the offsetting made;
7. Inasmuch as such information is continuously accessible on the company's website for at least 7 days prior to commencement of the general shareholders' meeting, and also in its course.

Any refusal to provide information for other than the grounds set out above is not permissible.

- (4) Where information has been provided to a shareholder because of his capacity as such, and this was done outside of the general shareholders' meeting, it is to be provided to every other shareholder making a corresponding request at the general shareholders' meeting, even if such information is not required in order to appropriately adjudge the item of business set out in the agenda. In the case of a virtual general shareholders' meeting, it must be ensured that every shareholder electronically connected to the meeting can submit their request in accordance with the Sentence 1 by means of electronic communication. The management board may not refuse to provide the information in accordance with para. 3 Sentence 1 no. 1 to no 4. The Sentences 1 to 3 shall not apply if a subsidiary (Section 290 para. 1, para. 2 HGB), a joint venture (Section 310 para. 1 HGB) or an associated company (Section 311 para. 1 HGB) provides the information to a parent company (Section 290 para. 1, para. 2 HGB) for the purpose of including the company in the consolidated financial statements of the parent company and the information is required for this purpose.
- (5) Where a shareholders' request for information is refused, he may demand that his question and the grounds for refusing to provide the information be included in the minutes of the meeting. In the case of a virtual general shareholders' meeting, it must be ensured that every shareholder electronically connected to the meeting can submit their request in accordance with Sentence 1 by means of electronic communication.

**Section 126 para. 2 Sentence 1 no. 1, no. 3 and no. 6 AktG**

- (2) A counter-motion and the reasons for which it is being made need not be made accessible:
  1. Inasmuch as the management board would be liable to punishment under law, were it to make such proposal accessible;  
[...]
  3. If the reasons make manifestly false or misleading statements regarding essential aspects, or if they are insulting;  
[...]
  6. If the shareholder indicates that he will not attend the general shareholders' meeting and will not have a proxy represent him;  
[...]

**Section 121 para. 7 AktG**

- (7) In the case of periods and deadlines that are counted back from the date of the general shareholders' meeting, the date of the general shareholders' meeting itself is not to be counted. Rescheduling the general shareholders' meeting from a Sunday, a Saturday or a holiday to a preceding or subsequent business day is not an available option. Sections 187 to 193 of the BGB do not apply mutatis mutandis. In the case of unlisted companies, the by-laws may provide for a different calculation of the period.

**Section 130a para. 6 AktG**

- (6) The company may reserve the right in the invitation to test the functionality of the video communication between the shareholder and the company during the general shareholders' meeting and before the speech and to reject it if the functionality is not ensured.