

Annual Shareholders' Meeting of Wacker Chemie AG on May 8, 2024

Explanatory Notes on the Rights and Options of Shareholders and on Agenda Items Not Requiring Resolutions

The Annual Shareholders' Meeting is being held as a **virtual shareholders' meeting** with neither the shareholders nor their authorized representatives physically present at the meeting venue.

Shareholders duly registered and credentialed for the Annual Shareholders' Meeting, as well as their authorized representatives, can connect to the virtual shareholders' meeting by means of electronic communication via a password-protected shareholder portal at www.wacker.com/hauptversammlung and attend the meeting in this manner.

Video and audio of the entire Annual Shareholders' Meeting will be broadcast live for registered shareholders and their authorized representatives via the password-protected shareholder portal (see below). Voting rights may be exercised by shareholders and their authorized representatives solely by means of electronic remote voting or by authorizing and instructing the proxies appointed by the Company. The meeting venue as defined by the German Stock Corporation Act is the premises of the München Hoch5 studio at Atelierstraße 10, 81671 Munich, Germany. Shareholders and their authorized representatives (other than the proxies appointed by the Company) have neither the right nor the option to be present at the meeting venue.

SHAREHOLDER PORTAL

The Company has set up a password-protected shareholder portal for the Annual Shareholders' Meeting on its website at www.wacker.com/hauptversammlung. Shareholders who have properly registered for the Annual Shareholders' Meeting and proven their share ownership, as well as their authorized representatives, can use the shareholder portal to exercise some of the rights described in further detail below. Following successful registration, shareholders will receive the necessary access data for the shareholder portal together with the registration confirmation. The use of the shareholder portal by authorized representatives (proxies) is subject to the proxy giver providing the proxies with the personalized shareholder portal access data sent with the registration confirmation unless the registration confirmation was sent directly to the proxies.

If the shareholder portal is used during the virtual shareholders' meeting on May 8, 2024, i.e. from the start of the Annual Shareholders' Meeting until it is closed by the chair, shareholders and their proxies are deemed to be attending the Annual Shareholders' Meeting by electronic means within the meaning of Section 121 (4b) sentence 1 of the German Stock Corporation Act for the duration of the portal's use.

The shareholder portal is expected to be available from April 17, 2024.

EXPLANATIONS OF SHAREHOLDERS' RIGHTS AND OPTIONS PURSUANT TO SECTION 122 (2), SECTION 126 (1) AND (4), SECTION 127, SECTION 130a, SECTION 131 (1) AND SECTION 118a (1) SENTENCE 2 NO. 8 OF THE GERMAN STOCK CORPORATION ACT (AKTG)

1. Motions by a Minority to Add Items to the Agenda in Accordance with Section 122 (2) AktG

Shareholders whose total shares amount to at least €500,000.00 of the capital stock – corresponding to 100,000 no-par-value shares – are entitled to make a motion that items be added to the agenda and made public. Each new item must be accompanied by a justification or proposed resolution.

Requests to add agenda items must be directed to the Executive Board in writing and be received by no later than 24:00 hours (CEST) on April 7, 2024. Motions to add agenda items can be sent to the following address:

Wacker Chemie AG
Investor Relations
Hanns-Seidel-Platz 4
81737 Munich, Germany

In accordance with Section 122 (2) in conjunction with Section 122 (1) AktG, the submitters of such motions must prove that they have held the required number of shares for at least 90 days prior to the receipt of the motion and that they will hold the shares until a decision on the motion is made by the Executive Board. When calculating the time limit, Section 121 (7) AktG shall be applied accordingly.

Unless they have already been published together with the notice convening the shareholders' meeting, any motions to add items to the agenda that must be made public shall be published immediately after receipt in the Bundesanzeiger (Germany's Federal Gazette) and routed to media channels that are appropriate for disseminating the information throughout the European Union. They will also be made accessible on the Company's website at www.wacker.com/hauptversammlung.

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

Section 122, Shareholders' Meeting Convened at the Request of a Minority (excerpt)

- (1) *¹A shareholders' meeting shall be convened if shareholders whose holding in aggregate equals or exceeds one-twentieth of the share capital submit the request to convene such meeting in writing, stating the purpose of and the reasons for such meeting; the request shall be addressed to the management board. ²The articles of association may provide that the right to request the convening of a shareholders' meeting shall require another form or the holding of a lower proportion of the share capital. ³The requesting shareholders must provide evidence proving that they have held the shares for at least 90 days prior to receipt of the request and that they will hold the shares until the management board decides on the request. Section 121 (7) shall be applied accordingly.*
- (2) *¹In like manner, shareholders whose holding in aggregate equals or exceeds one-twentieth of the share capital or a prorated amount of 500,000 euros, may request to have items included in the agenda and made public. ²Each new item must be accompanied by a justification or proposed resolution. ³The request within the meaning of sentence 1 must be received by the company at least 24 days prior to the meeting and at least 30 days prior to the meeting in the case of listed companies; the date on which the request is received shall not be counted when calculating the period.*

Section 121, General Provisions (excerpt)

(7) ¹In the case of time limits and deadlines that are counted back from the date of the meeting, the date of the meeting itself shall not be counted. ²Rescheduling the meeting from a Sunday, a Saturday or a holiday to a preceding or subsequent business day is not an available option. ³Sections 187 through 193 of the Civil Code shall not be applied accordingly. ⁴In the case of unlisted companies, the articles of association may provide for a different calculation of the time limit.

2. Motions and Election Nominations by Shareholders in Accordance with Section 126 (1) and Section 127 AktG

Shareholders can submit to the company countermotions to a proposal made by the Executive and Supervisory Boards on a specific agenda item, as well as election nominations.

Countermotions and election nominations by shareholders received by the company at the address below by no later than 24:00 hours (CEST) on April 23, 2024, will be published – together with the name of the shareholder, any requisite justifications to be published and, where applicable, the requisite content to be added pursuant to Section 127 sentence 4 of the German Stock Corporation Act – on the internet (www.wacker.com/hauptversammlung) immediately after receipt:

Wacker Chemie AG
Investor Relations
Hanns-Seidel-Platz 4
81737 Munich, Germany
Email: hauptversammlung@wacker.com

Any statements by management will also be made accessible at the address mentioned. Countermotions and election nominations that have not been sent to the aforementioned company address or are received after the stated deadline will not be published by the company on the internet.

Furthermore, the company can also choose not to make accessible countermotions or election nominations in whole or in part, or to summarize them and their justifications, under certain additional conditions specified in greater detail in Sections 126 and 127 AktG.

In accordance with Section 126 (4) AktG, countermotions and election nominations by shareholders that must be made accessible pursuant to Sections 126 or 127 AktG are deemed to have been submitted when they are made accessible. Shareholders duly registered and credentialed for the virtual shareholders' meeting, as well as their authorized representatives, can exercise their voting rights on these items. If the shareholder who submitted the countermotion or election nomination is not duly registered and credentialed for the virtual shareholders' meeting, the countermotion or election nomination need not be dealt with at the Annual Shareholders' Meeting. The preceding applies accordingly to motions relating to agenda items that, on account of shareholders' submitting motions to add such items in accordance with Section 122 (2) AktG, are subsequently added to the agenda by way of separate notification.

In addition, countermotions or election nominations, as well as any other motions, can also be submitted during the virtual Annual Shareholders' Meeting by means of video communication, i.e. as part of a speech.

The provisions of the German Stock Corporation Act on which these shareholder rights are based, which also stipulate the conditions under which countermotions and election nominations need not be made accessible, are as follows:

Section 126, Shareholder Motions (excerpt)

- (1) *¹Shareholder motions shall be made accessible to the authorized persons specified in section 125 (1) through (3), subject to the prerequisites listed therein, and shall include the name of the shareholder, the justification for the motion and a statement, if any, of the management's position, provided that the shareholder has submitted a countermotion to a proposal by the management board and the supervisory board regarding a specific agenda item and, at least 14 days prior to the date of the meeting, sent the countermotion and accompanying justification to the address communicated for this purpose in the notice convening the meeting. ²The date on which the countermotion is received shall not be counted when calculating the time limit. ³Listed companies must make countermotions accessible via the company's website. Section 125 (3) applies accordingly.*
- (2) *¹A countermotion and its justification need not be made accessible under the following circumstances:*
 1. *If making it accessible were to expose the management board to criminal prosecution*
 2. *If the countermotion were to cause the shareholders' meeting to adopt a resolution that contravened legislation or the company's articles of association*
 3. *If essential points in the justification contain manifestly false or misleading statements, or if the justification contains insults*
 4. *If a shareholder's countermotion based on the same facts and circumstances has already been made accessible for a shareholders' meeting of the company in accordance with section 125*
 5. *If the same countermotion of a shareholder, with essentially the same justification, has already been made accessible in accordance with section 125 for at least two shareholders' meetings of the company in the last five years, and if less than one-twentieth of the share capital represented at the shareholders' meeting voted for this countermotion*
 6. *If the shareholder indicates that he or she will not be attending the shareholders' meeting and will not be represented by a proxy*
 7. *If at two shareholders' meetings in the last two years the shareholder failed to formally propose or have proposed a countermotion that he or she had submitted*

²A justification need not be made accessible if it contains a total of more than 5,000 characters.
- (3) *¹If several shareholders propose countermotions regarding the same item to be resolved, the management board can combine the countermotions and their justifications.*
- (4) *¹In the case of a virtual shareholders' meeting, motions that must be made accessible pursuant to subsections (1) through (3) are deemed to have been proposed when they are made accessible. ²The company shall facilitate voting on such motions as soon as the shareholders are able to prove that the prerequisites for exercising the voting right stipulated by law or specified in the articles of association have been met. ³If the shareholder who proposed the motion is not duly credentialed and, if registration is required, is not duly registered for the shareholders' meeting, the motion need not be dealt with at the meeting.*

Section 127, Nominations by Shareholders

¹Section 126 applies by analogy to nominations by shareholders of candidates for the supervisory board or of statutory auditors. ²A nomination need not be justified. ³The management board also need not make a nomination accessible if the nomination does not include the information pursuant to section 124 (3) sentence 4 and section 125 (1) sentence 5. ⁴In the case of supervisory boards of listed companies covered by the Employee Co-Determination Act, the Act on Co-Determination in the Coal, Iron and Steel Industry or the Supplementary Co-Determination Act, the management board shall include the following content in the nomination by a shareholder of candidates for election:

1. A reference to the requirements of section 96 (2)
2. Disclosure of whether an objection pursuant to section 96 (2) sentence 3 has been raised against compliance by the supervisory board as a whole
3. Disclosure of the minimum number of seats on the supervisory board that must be filled by women and men, respectively, for compliance with the minimum-ratio requirement pursuant to section 96 (2) sentence 1

Section 124, Notification of Motions for Supplementary Amendments; Resolution Proposals (excerpt)

(3) [...] ⁴Nominations of candidates for the supervisory board or of statutory auditors shall state their names, profession exercised, and places of residence. [...]

Section 125, Notices to Shareholders and Supervisory Board Members (excerpt)

(1) [...] ⁵In the case of listed companies, nominations of candidates for the supervisory board must include disclosures of memberships in any other supervisory boards constituted as required by law; disclosures of memberships in comparable domestic and foreign supervisory bodies of enterprises should be added.

3. Submission of Statements in Accordance with Section 130a (1) through (4) AktG

Prior to the Annual Shareholders' Meeting, shareholders duly registered for the virtual shareholders' meeting and their authorized representatives can submit statements regarding the agenda items by means of electronic communication.

Statements must be submitted by no later than May 2, 2024, (24:00 hours) (CEST) (receipt) by email to the following address:

hauptversammlung@wacker.com

Statements may be submitted in German or English. Statements in other languages will not be made accessible. The company will not translate the statements received.

We ask that statements be kept at a reasonable length to enable the company and the other shareholders to review it properly. A length of 10,000 characters (including spaces) should serve as a guide.

The company will publish statements required to be made accessible, include the name of the submitting shareholder or authorized representative, in the shareholder portal at www.wacker.com/hauptversammlung. Any management statements will also be published there.

Statements will not be made accessible if they are not received by the company in time or at the aforementioned email address, if they exceed a reasonable length, if they are not written in German or English or if one of the grounds for exclusion pursuant to Section 130a (3) sentence 4 in conjunction with Section 126 (2) sentence 1 nos. 1, 3 or 6 applies.

The option to submit statements prior to the Annual Shareholders' Meeting does not establish an option to submit questions in advance in accordance with Section 131 (1a) AktG. Any questions, motions, election nominations and objections to resolutions of the Annual Shareholders' Meeting contained in statements will therefore not be considered in the virtual shareholders' meeting. These must, respectively, be submitted or made or declared solely via the channels specified separately in this notice.

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

Section 130a, Right to Make Statements and Right to Speak at Virtual Shareholders' Meetings (excerpt)

- (1) *¹In the case of a virtual shareholders' meeting, shareholders have the right to submit statements prior to the meeting regarding the agenda items by means of electronic communication using the address provided for this purpose in the notice convening the meeting. ²This right can be restricted to shareholders who have duly registered for the meeting. ³The length of the statements can be reasonably restricted in the notice convening the shareholders' meeting.*
- (2) *Statements shall be submitted by no later than five days prior to the meeting.*
- (3) *¹The statements submitted shall be made accessible to all shareholders by no later than four days prior to the meeting. ²Accessibility can be restricted to shareholders who have duly registered for the meeting. ³In the case of listed companies, the statements shall be made accessible via the company's website; in the case governed by sentence 2, accessibility can also be effected via a third-party website. ⁴Section 126 (2) sentence 1 nos. 1, 3 and 6 applies accordingly.*
- (4) *Section 121 (7) applies to the calculation of the time limits specified in subsections (2) and (3) sentence 1.*

Section 126, Shareholder Motions (excerpt)

- (2) *¹A countermotion and its justification need not to be made accessible*
 1. *If making it accessible were to expose the management board to criminal prosecution*
[...]
 3. *If essential points in the justification contain manifestly false or misleading statements, or if the justification contains insults*
[...]
 6. *If the shareholder indicates that he or she will not be attending the shareholders' meeting and will not be represented by a proxy*
[...]

4. Right to Speak in Accordance with Section 130a (5) and (6) AktG

Shareholders and their proxies attending the Annual Shareholders' Meeting by electronic means have the right to speak at the Annual Shareholders' Meeting by means of video communication. Motions and election nominations pursuant to Section 118a (1) sentence 2 no. 3 AktG and all types of requests for information pursuant to Section 131 AktG may form part of a speech.

From 30 minutes before the start of the virtual shareholders' meeting (May 8, 2024, 9:30 hours (CEST)), a virtual registration table will be available in the online shareholder portal at www.wacker.com/hauptversammlung where shareholders and their proxies can register their speeches.

Shareholders and their proxies who have duly registered a speech will be called on at a time determined by the chair of the meeting and asked to enter a virtual waiting room. This virtual waiting room can be accessed directly via the shareholder portal by clicking on a pop-up window.

For a live video connection during the Annual Shareholders' Meeting, shareholders and their proxies require an internet-enabled device (e.g. laptop, tablet or smartphone) and a stable internet connection, as well as a camera and a microphone that can be accessed by the internet browser. The company reserves the right to test the functioning of video communication between shareholders, including their proxies, and the company at the meeting prior to the respective shareholder's speech and to refuse to admit the speech if said functionality is not assured. Information and recommendations for optimal video communication functionality are available on the company's website at www.wacker.com/hauptversammlung.

Pursuant to Section 15 (2) sentence 3 of the company's Articles of Association, the chair of the meeting may reasonably limit the time allowed for shareholders to speak and ask questions.

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

Section 130a, Right to Make Statements and Right to Speak at Virtual Shareholders' Meetings (excerpt)

- (5) ¹Shareholders attending the meeting by electronic means shall be granted a right to speak at the meeting by means of video communication. ²The form of video communication offered by the company shall be used for speeches. ³Speeches may include motions and nominations pursuant to section 118a (1) sentence 2 no. 3, requests for information pursuant to section 131 (1), follow-up questions pursuant to section 131 (1d) and further questions pursuant to section 131 (1e). ⁴Section 131 (2) sentence 2 applies accordingly.
- (6) ¹The company may, in the notice convening the shareholders' meeting, reserve the right to test the functioning of video communication between the shareholder and the company at the meeting and prior to the speech and to refuse to admit the speech if said functionality is not assured.

The chair of the meeting is authorized to take various management and organizational measures at the Annual Shareholders' Meeting. The governing provisions of the Articles of Association of Wacker Chemie AG are as follows:

Section 15, Chair of the Meeting (excerpt)

- (2) ¹The chair may decide that items on the agenda be dealt with in a sequence that differs from the notified sequence. ²The chair determines the type, form and sequence of voting. He or she has the power to impose a reasonable limit on the time allowed for shareholders to speak and ask questions.

5. Shareholders' Right to Information Pursuant to Section 131 (1) AktG

In accordance with Section 131 (1) AktG, each shareholder may request and must receive information from the Executive Board at the Annual Shareholders' Meeting on matters pertaining to the company, including the legal and business relationships with affiliated companies, as well as the position of the Group and of the entities included in the consolidated financial statements, where such information is necessary to make an informed assessment of an agenda item.

In addition, Section 131 (1d) AktG establishes a right to ask follow-up questions on all responses given by the Executive Board.

It is intended that, in accordance with Section 131 (1f) AktG, the chair of the meeting will stipulate that all types of the right to seek information pursuant to Section 131 AktG may be exercised at the virtual shareholders' meeting solely by means of video communication, i.e. in the context of exercising the right to speak (see section 4 above). No other channels for submitting questions by means of electronic or other communication will be provided either before or during the Annual Shareholders' Meeting.

Pursuant to Section 15 (2) sentence 3 of the company's Articles of Association, the chair of the meeting may reasonably limit the time allowed for shareholders to speak and ask questions. In addition, the Executive Board may refuse to provide information under certain circumstances covered by Section 131 (3) AktG.

The provisions of the German Stock Corporation Act on which these shareholder rights are based, which also stipulate the conditions under which the Executive Board may refuse to provide information, are as follows:

Section 131, Shareholder's Right to Information

- (1) ¹Each shareholder may request and must receive information from the management board at the shareholders' meeting on matters pertaining to the company where such information is necessary to make an informed assessment of an agenda item. ²The obligation to provide information also extends to the legal and business relationships of the company with an affiliated enterprise. ³If a company elects to apply the exemptions or relief pursuant to section 266 (1) sentence 3, section 276 or section 288 of the Commercial Code, every shareholder may request that the annual financial statements be made available at the shareholders' meeting deliberating on these annual financial statements in the form that they would be in had these simplifications not been applied. ⁴The obligation of the management board of a parent company to provide information (section 290 (1), (2) of the Commercial Code) at the shareholders' meeting to which the consolidated financial statements and the group management report are submitted also extends to the position of the group and of the entities included in the consolidated financial statements.
- (1a) ¹In the case of a virtual shareholders' meeting, subsection (1) sentence 1 shall be applied subject to the condition that the management board may require that questions from shareholders be submitted by means of electronic communication by no later than three days prior to the meeting. ²Section 121 (7) applies to the calculation of the time limit. ³Questions that are not submitted in time need not be considered.
- (1b) ¹The extent to which questions may be submitted can be reasonably restricted in the notice convening the shareholders' meeting. ²The right to submit questions can be restricted to shareholders who have duly registered for the meeting.

- (1c) ¹The company shall make duly submitted questions accessible to all shareholders prior to the meeting and respond to them by no later than one day prior to the meeting; section 121 (7) applies to the calculation of the time limit. ²In the case of listed companies, the questions and the responses to them shall be made accessible via the company's website. ³Section 126 (2) sentence 1 nos. 1, 3 and 6 applies accordingly as regards making the questions accessible. ⁴If the responses have been continuously accessible one day before the start of the shareholders' meeting and while the meeting is in progress, the management board may refuse to respond to those questions during the meeting.
- (1d) ¹Every shareholder attending the meeting by electronic means shall be granted a right to ask follow-up questions by means of electronic communication regarding all of the responses given by the management board before the meeting and while it is in progress. ²Subsection (2) sentence 2 also applies to the right to ask follow-up questions.
- (1e) ¹In addition, every shareholder attending the meeting by electronic means shall be granted the right to ask questions by means of electronic communication regarding facts and circumstances that have arisen only after the time limit pursuant subsection (1a) sentence 1 expired. ²Subsection (2) sentence 2 also applies to this right to ask questions.
- (1f) ¹The chair of the meeting may stipulate that the right to seek information under subsection (1), the right to ask follow-up questions under subsection (1d) and the right to ask questions under subsection (1e) may be exercised at the shareholders' meeting solely by means of video communication.
- (2) ¹The information shall comply with the principles of diligent and accurate accountability. ²The articles of association or the rules of procedure pursuant to section 129 can empower the chair of the meeting to impose a reasonable limit on the time allowed for shareholders to speak and ask questions, and they can also stipulate further details in this regard.
- (3) ¹The management board may refuse to provide information under the following circumstances:
1. If providing the information is likely, when applying sound business judgment, to cause considerable disadvantage to the company or an affiliated enterprise
 2. If the information pertains to tax valuations or individual tax amounts
 3. If the information pertains to the difference between the value at which items were recognized in the annual statement of financial position and a higher value of these items, unless the shareholders' meeting adopts the annual financial statements
 4. If the information pertains to the accounting and valuation methods when those methods have been disclosed in the notes to the financial statements in a manner that provides a true and fair view of the company's earnings, net assets and financial position within the meaning of section 264 (2) of the Commercial Code; this does not apply if the shareholders' meeting adopts the annual financial statements
 5. If providing the information were to expose the management board to criminal prosecution
 6. If, in the case of a bank, a financial services institution or a securities firm, the accounting and valuation methods applied and the clearing activities performed are not required to be disclosed in the annual financial statements, management report, consolidated financial statements or group management report
 7. If the information has been continually accessible on the company's website for at least seven days prior to the start of and during the shareholders' meeting
- ²The management board may not refuse to provide information under any other circumstances.

- (4) ¹If a shareholder is given information in a shareholder capacity on an occasion other than the shareholders' meeting, that information must also be given to every other shareholder at the shareholders' meeting upon request, even if the information is not necessary to make an informed assessment of an agenda item. ²In the case of a virtual shareholders' meeting, it must be ensured that every shareholder attending the meeting by electronic means has the ability to deliver his or her request by means of electronic communication. ³The management board may not cite subsection (3) sentence 1 nos. 1 through 4 as grounds for refusing to provide the information. ⁴Sentences 1 through 3 do not apply if a subsidiary (section 290 (1), (2) of the Commercial Code), a joint venture (section 310 (1) of the Commercial Code) or an associated company (section 311 (1) of the Commercial Code) provides the information to a parent company (section 290 (1), (2) of the Commercial Code) for the purpose of including the company in the parent company's consolidated financial statements and the information is required for this purpose.
- (5) ¹If information is denied to a shareholder, that shareholder may request that his or her question and the grounds for refusing to provide the requested information be recorded in the minutes of the meeting. ²In the case of a virtual shareholders' meeting, it must be ensured that every shareholder attending the meeting by electronic means has the ability to deliver his or her request by means of electronic communication.

The chair of the meeting is authorized to take various management and organizational measures at the Annual Shareholders' Meeting. The governing provisions of the Articles of Association of Wacker Chemie AG are as follows:

Section 15, Chair of the Annual Shareholders' Meeting (excerpt)

- (2) *The chair may decide that items on the agenda be dealt with in a sequence that differs from the notified sequence. The chair determines the type, form and sequence of voting. He or she has the power to impose a reasonable limit on the time allowed for shareholders to speak and ask questions.*

6. Objection to the Minutes in Accordance with Section 118a (1) Sentence 2 No. 8 AktG

In accordance with Section 118a (1) sentence 2 no. 8 AktG, shareholders and their proxies who are attending the Annual Shareholders' Meeting by electronic means have the right to object to resolutions of the Annual Shareholders' Meeting by means of electronic communication.

Such an objection can be raised via the online shareholder portal at www.wacker.com/hauptversammlung from the start of the Annual Shareholders' Meeting until it is closed by the chair. The notary has authorized the Company to accept objections via the shareholder portal, and the notary receives these objections via the shareholder portal.

The provisions of the German Stock Corporation Act on which this shareholder right is based are as follows:

Section 118a AktG (excerpt)

- (1) ¹The articles of association may provide, or empower the management board to provide, for the meeting to be held with neither the shareholders nor their authorized representatives physically present at the venue of the shareholders' meeting (virtual shareholders' meeting). ²If a virtual general meeting is held, the following prerequisites must be met:
- [...]
8. *Shareholders attending the meeting by electronic means will be given the right to object to a resolution of the shareholders' meeting by means of electronic communication.*

Section 245, Authority to Bring an Action for Avoidance (excerpt)

¹The following are authorized to bring an action for avoidance:

1. Any shareholder that was present at the shareholders' meeting if the shareholder had already acquired the shares prior to notification of the agenda and if the shareholder objected to the resolution and that objection is recorded in the minutes

[...]

²In the case of a virtual shareholders' meeting, all shareholders attending the meeting by electronic means are deemed to have been present within the meaning of sentence 1 number 1.

FURTHER EXPLANATORY NOTES ON AGENDA ITEMS NOT REQUIRING RESOLUTIONS (SECTION 124a SENTENCE 1 NO. 2 AKTG)

Under Item 1, the agenda includes the following agenda item not requiring a resolution:

“Presentation of the adopted Annual Financial Statements as of December 31, 2023, the approved Consolidated Financial Statements as of December 31, 2023, and the combined 2023 Management Report including the Executive Board's Explanatory Report on the information pursuant to Section 289a and Section 315a of the German Commercial Code (“HGB”), and of the 2023 Supervisory Board Report”

No resolution on this agenda item is intended, since the Supervisory Board already approved the annual financial statements and consolidated financial statements presented by the Executive Board on February 29, 2024, thus adopting the annual financial statements.

Section 172 AktG provides that the annual financial statements are adopted if they are approved by the Supervisory Board and insofar as the Executive Board and Supervisory Board do not resolve to cede adoption of the annual financial statements to the Annual Shareholders' Meeting. Section 173 AktG provides that the Annual Shareholders' Meeting adopts the annual financial statements only if the Executive Board and Supervisory Board have resolved to cede adoption of the annual financial statements to the Annual Shareholders' Meeting or if the Supervisory Board has not approved the annual financial statements. The same applies by analogy if the supervisory board of a parent company (Section 290 (1), (2) HGB) has not approved the consolidated financial statements.

A resolution by the Annual Shareholders' Meeting is therefore not required.