

MUTARES

– CONVENIENCE TRANSLATION ONLY –

**Mutares SE & Co. KGaA
Munich**

Virtual Annual General Meeting of Mutares SE & Co. KGaA at 10:00 hours (CEST) on Tuesday, 17 May 2022.

**Information on shareholders' rights
pursuant to section 278(3) German Stock Corporation Act in conjunction with section 121(3), third sentence, no. 3 German Stock Corporation Act**

The invitation to the virtual shareholders' meeting already contains information on the rights of shareholders pursuant to section 122(2), section 126(1), section 127, section 131(1) of the German Stock Corporation Act (*Aktiengesetz, AktG*), which are referred to in section 278(3) in conjunction with section 121(3), third sentence, no. 3 German Stock Corporation Act, and section 1(1), (2) and (8) of the German Act on Measures in Company, Cooperative, Association, Foundation and Housing Property Law to Combat the Impact of the Covid-19 Pandemic (*Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie*) (Article 2 of the German Act to Mitigate the Consequences of the Covid-19 Pandemic under Civil, Insolvency and Criminal Law Procedure (*Gesetz zur Abmilderung der Folgen der COVID-19-Pandemie im Zivil-, Insolvenz- und Strafverfahrensrecht*) of 27 March 2020, Federal Gazette (*Bundesgesetzblatt*) 2020 I no. 14, page 569 onwards, as last amended by Articles 15 and 16 of the German Act to Establish a Special "2021 Reconstruction Aid" Fund and to Temporarily Suspend the Obligation to File for Insolvency Due to Heavy Rain and Floods in July 2021 and Amending Other Laws (Reconstruction Aid Act 2021) (*Gesetz zur Errichtung eines Sondervermögens „Aufbauhilfe 2021“ und zur vorübergehenden Aussetzung der Insolvenzantragspflicht wegen Starkregenfällen und Hochwassern im Juli 2021 sowie zur Änderung weiterer Gesetze (Aufbauhilfegesetz 2021, AufbhG 2021)*) of 10 September 2021, Federal Gazette (*Bundesgesetzblatt*) 2021 I no. 63, page 4147 onwards; also referred to below as "**COVID-19 Act**").

The following information provides further explanations of these provisions.

1. Additions to the agenda on request by a minority pursuant to section 278(3) German Stock Corporation Act in conjunction with section 122(2) German Stock Corporation Act

Shareholders whose shares, alone or in the aggregate, are at least equivalent to one twentieth of the share capital or to a pro rata amount of EUR 500,000 (equivalent to 500,000 par-value shares) are entitled under section 278(3) German Stock Corporation Act in conjunction with section 122(2) Stock Corporation Act to request that items be placed on the agenda of the general meeting and announced.

Applicants must prove that they have held the shares for at least 90 days prior to the date of receipt of the request and that they have held the shares until the decision of the General Partner on the request; section 70 Stock Corporation Act applies when calculating the shareholding period. The day of receipt of the request will not be counted. Under the fourth sentence of section 122(1) and section 121(7) of the German Stock Corporation Act, it is not possible to shift a date falling on a Sunday, Saturday or public holiday to a preceding or subsequent working day. Sections 187 to 193 of the German Civil Code (*Bürgerliches Gesetzbuch*, BGB) will not be applied by analogy.

Each new item must be accompanied by a statement of reasons or a motion for resolution.

The request is to be made to the Company's General Partner in writing and must be received by the Company at least 30 days before the Annual General Meeting, i.e. no later than 24:00 hours (CEST) on 16 April 2022.

Please send such requests to the following address:

Mutares SE & Co. KGaA
- General Partner -
Mutares Management SE
- Management Board -
Arnulfstrasse 19
80335 Munich

Additions to the agenda which have to be announced will be published in the Electronic Federal Gazette (*Bundesanzeiger*) without delay after receipt of the request, unless this has already been done at the time the AGM was convened. They will also be made available to the other shareholders on the Company's website at <https://ir.mutares.de/event/hauptversammlung-2022/> without delay following receipt.

Any admissible motion for a resolution submitted with the duly made request for inclusion of additional items will be treated at the virtual Annual General Meeting as if it had been submitted again at the Annual General Meeting, provided that the shareholder submitting the motion has duly registered for the virtual Annual General Meeting and is registered in the Company's register of shareholders.

If the request pursuant to section 122(2) of the German Stock Corporation Act is not complied with, the court may authorise the shareholders who have made the request and have filed an application to the court to publish the item of business in a notice. If the court upholds the application, the Company will pay the court costs.

These shareholder rights are based on the following provisions of the German Stock Corporation Act:

Section 122 of the Stock Corporation Act – Convening a meeting at the request of a minority

(1) The shareholders' meeting shall be called if shareholders whose holdings in aggregate equal or exceed one-twentieth of the share capital require such a meeting in writing, stating the purpose of and the reasons for such a meeting; the request is to be addressed to the management board. The articles may provide that the right to require that a shareholders' meeting is convened is to be made in a different form or depends on the holding of a lower proportion of the share capital. Persons submitting a request must prove that they have held the shares for at least 90 days before the date the request is received and that they will continue to hold the shares until the management Board decides on the request. Section 121(7) applies by analogy.

(2) In the same manner, shareholders whose shares amount in aggregate to no less than one-twentieth of the share capital or represent an amount of the share capital corresponding to EUR 500,000 may require that items be put on the agenda and published in a notice. Each new item is to be accompanied by a statement of reasons or a draft resolution. The request within the meaning of sentence 1 must be provided to the company at least 24 days, or in the case of listed companies at least 30 days, prior to the meeting; the date of its receipt will not be included in this calculation.

(3) Where the request is not complied with, the court may grant authority to the shareholders who have made the request to convene the general meeting or to publish by the item of business in a notice. The court may determine the chairperson of the meeting at the same time. The invitation convening the general meeting or the notice must refer to the authorisation by the court. It is permissible to file a complaint against the decision taken. The applicants are required to submit proof that they will continue to hold the shares of stock until the court hands down its decision.

(4) The company will bear the costs of the general meeting and, in the cases governed by subsection (3), also the court costs if the court has upheld the application.

Section 121(7) of the German Stock Corporation Act – General provisions (excerpt)

(7) In the case of periods and deadlines that are counted back from the date of the general meeting, the date of the general meeting itself is not to be counted. Rescheduling the general 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 German Civil Code will not apply by analogy. In the case of companies not listed on the stock exchange, the articles may provide for a different calculation of the period.

Section 70 of the German Stock Corporation Act – Calculation of the period of possession of the share of stock

Where 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, 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(1), first sentence, or section 53b(1), first sentence, or subsection (7) of the German Banking Act (Kreditwesengesetz, KWG) will be equivalent to ownership of the share. The period of ownership of a predecessor in title will be attributed to the shareholder if the shareholder purchased the share in any of the following manners: without monetary consideration, from his 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 German Insurance Supervisory Act (Versicherungsaufsichtsgesetz, VAG) or section 14 of the German Act on Savings and Loan Associations (Gesetz über Bausparkassen, BauSparkG).

2. Countermotions and nominations by shareholders pursuant to section 278(3) German Stock Corporation Act in conjunction with section 126(1) and section 127 Stock Corporation Act in conjunction with section 1(2), third sentence and (8), first sentence COVID-19 Act

Shareholders can send countermotions to proposals by the General Partner, the shareholder committee and/or Supervisory Board on certain points of the agenda pursuant to section 278(3) and section 126(1) German Stock Corporation Act and pursuant to section 278(3) and section 127 German Stock Corporation Act. Nominations do not need to be substantiated.

Countermotions and nominations are to be sent using exclusively one of the following contact methods:

Mutares SE & Co. KGaA
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
or by telefax on telefax number: + 49 (0) 89 889 690 633
or by e-mail to the e-mail address: gegenantraege@better-orange.de

Any countermotions and nominations sent to a different address will be disregarded.

Countermotions or nominations for election made by shareholders which are received in time, i.e. by 24:00 hours (CEST) on 2 May 2022, using one of the contact methods referred to above will be made available to the shareholders without delay upon receipt on the Company's website at <https://ir.mutares.de/event/hauptversammlung-2022/> together with the shareholder's name and any statement of reasons. The day of receipt of the request and the day of the general meeting will not be counted when calculating the 14-day time limit. Any comments by the management will also be published at this internet address.

The Company may refrain from publishing a countermotion and its statement of reasons or a nomination, if applicable under the conditions referred to in section 278(3) and section 126(2) Stock Corporation Act (in conjunction with section 127, first sentence Stock Corporation Act) (see the wording of the statutory provisions set out below in this context). For example, the statement of reasons need not be made accessible if it comes to more than 5,000 characters in total. A nomination for election also need not be made accessible by the General Partner pursuant to the third sentence of section 278(3) and section 127 of the German Stock Corporation Act if the proposal does not contain the information required by the fourth sentence of section 124(3) of the German Stock Corporation Act.

Motions for resolution or nominations for election by shareholders that are to be made accessible in accordance with the above requirements under section 126 or section 127 of the German Stock Corporation Act will be deemed to have been made at the virtual Annual General Meeting pursuant to section 1(2), third sentence in conjunction with (8), first sentence of the COVID-19 Act if the shareholder submitting the proposal or nomination has duly registered for the virtual Annual General Meeting and has been registered in the Company's register of shareholders.

Furthermore, under section 278(3) and section 127, third sentence of the German Stock Corporation Act nominations for the election of supervisory board members do have to be made accessible if no information on memberships of the persons being nominated in other legally mandated supervisory board within the meaning of section 125(1), fifth sentence, first clause of the German Stock Corporation Act is

enclosed; information on memberships of comparable domestic and foreign supervisory committees of businesses should be enclosed (section 278(3), section 127, third sentence and section 125(1), fifth sentence, second clause of the German Stock Corporation Act).

Under section 278(3) and section 126(3) German Stock Corporation Act, the General Partner can summarise the countermotions and any statements of reasons for them if several shareholders file countermotions for the same item of business. The same applies to the nominations and any justifications for them.

These shareholder rights are based on the following provisions of the German Stock Corporation Act:

Section 126 of the Stock Corporation Act – Motions by shareholders

(1) Motions by shareholders, including the shareholder's name, the statement of reasons and any comments by the management must be made available to the beneficiaries mentioned in section 125(1) to (3) under the conditions specified therein, if the shareholder has sent the company a countermotion to a proposal by the management board and the supervisory board regarding a specific item on the agenda, together with a statement of reasons, to the address specified for this purpose in the invitation convening the meeting at least 14 days prior to the meeting. The date of receipt is not to be taken into account when calculating the time limit. For publicly listed companies, the countermotion is to be made accessible on the company's website. Section 125(3) applies by analogy.

(2) A countermotion and statement of reasons need not be made available if:

- 1. the management board would become criminally liable by making them accessible;*
- 2. the countermotion would result in a resolution of the general meeting that would be illegal or would breach the articles of association;*
- 3. the statement of reasons contains information that is obviously false or misleading in material respects or if it contains insults;*
- 4. a countermotion by such shareholder based on the same facts has already been made available for a general meeting of the company pursuant to section 125;*
- 5. the same countermotion by such shareholder based on essentially the same reasoning was already made available pursuant to section 125 to at least two general meetings of the company within the past five years and at such general*

meetings less than one-twentieth of the share capital represented voted in favour of this counter-motion;

6. *the shareholder indicates that he will neither attend nor be represented at the general meeting; or*
7. *the shareholder has failed to submit, or cause to be submitted, a counter-motion sent by him during the past two years at two general meetings.*

The statement of reasons information need not be made available if it exceeds a total of 5,000 characters.

(3) If several shareholders submit counter-motions regarding the same item of business, the management board may combine such counter-proposals and their statements of reasons.

Section 127 of the Stock Corporation Act – Nomination for election by shareholders

Section 126 applies 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 the nomination accessible even in cases where the nomination does not include the information pursuant to section 124(3), fourth sentence and section 125(1), fifth sentence. The management board has to supplement the nomination by a shareholder for elections of supervisory board members of publicly listed companies to which the Employee Co-Determination Act (Mitbestimmungsgesetz, MitbestG), the Act on the Co-Determination by Employees in the Supervisory Boards and Management Boards of Mining Enterprises and Enterprises in the Iron- and Steel-Producing Industry (Montan-Mitbestimmungsgesetz, MontanMitbestG) or the Amending Act on Employee Co-Determination in the Iron- and Steel-Producing Industry (Mitbestimmungsergänzungsgesetz, MontanMitbestGErgG) applies, with the following substantive contents:

1. *reference to the requirements of section 96(2),*
2. *details of whether an objection has been raised against the fulfilment of the ratio by the supervisory board as a whole pursuant to section 96(2), third sentence, and*
3. *details of the number of seats on the supervisory board that must be filled, at a minimum, by women and men, respectively, in order to fulfil the requirement as to the minimum ratio pursuant to section 96(2), first sentence.*

Section 124(3), fourth sentence German Stock Corporation Act - Notice by publication of demands for amendment; guidance regarding resolutions

The nominations of candidates for the supervisory board or for auditors shall state their names, profession exercised and places of residence.

Section 125(1), fifth sentence of the German Stock Corporation Act – Notifications for the stockholders and to members of the supervisory board

In the case of companies listed on the stock exchange, information on the candidates' membership in other supervisory boards mandated by 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.

Section 1(2), third sentence in conjunction with (8), first sentence of the COVID-19 Act is set out below under item 4.

3. Right of shareholders to ask questions under section 1(2), first sentence, no. 3 and second sentence in conjunction with (8), first sentence COVID-19 Act; right of shareholders to information under section 278(3) in conjunction with section 131 Stock Corporation Act

Shareholders who have registered in due form have the right to ask questions using electronic communications (section 1(2), first sentence, no. 3 and second sentence in conjunction with (8), first sentence COVID-19 Act).

Based on section 1(2), first sentence 1, no. 3 and last clause of the second sentence in conjunction with section 1 (8), first sentence of the COVID-19 Act, the General Partner has decided with the consent of the Company's Supervisory Board for organisational reasons that any questions have to be submitted no later than 24:00 hours (CEST) on 15 May 2022 using the designated input mask in the password-protected online service for the Company's Annual General Meeting, which can be accessed at the Company's internet address at <https://ir.mutares.de/event/hauptversammlung-2022/>. Questions submitted by other means or later will be disregarded. The General Partner decides at its own equitable discretion how to answer questions. Questions on the information provided by the General Partner are excluded.

Furthermore, the shareholders and their proxies have neither the right to information pursuant to section 278(3) in conjunction with section 131 of the Stock Corporation Act nor the right to speak or ask questions at and during the virtual Annual General Meeting.

Section 1(2), first sentence, no. 3 and second sentence and (8), first sentence of the COVID-19 Act are set out below under item 4.

4. Filing objections to resolutions of the Annual General Meeting pursuant to section 1(2), first sentence, no. 4 in conjunction with (8), first sentence COVID-19 Act

Shareholders who have been registered in the register of shareholders for the shares being registered and have duly registered at the time of the Annual General Meeting and their proxies can file objections to resolutions of the Annual General Meeting from the start of the virtual Annual General Meeting until its end using the password-protected online service for the Company's Annual General Meeting, which can be accessed on the Company's website at <https://ir.mutares.de/event/hauptversammlung-2022/>, waiving the need to attend the Annual General Meeting in derogation of section 245 no. 1 Stock Corporation Act by having them recorded in the minutes, if they exercise or have exercised their voting right. Any other form of transmitting objections is precluded.

The shareholders rights are based on the following provisions of the COVID-19 Act:

Section 1(2) and (8) COVID-19 Act – Stock corporations; public partly limited partnerships; European companies (SEs); mutual insurance companies (excerpt)

- (2) *The management board may decide that the meeting is held as a virtual general meeting without the physical presence of shareholders or their proxies, provided that*
1. *the video and audio transmission of the entire meeting takes place,*
 2. *the exercise of shareholders' voting rights is possible via electronic communication (absentee voting or electronic participation) as well as the granting of proxies,*
 3. *the shareholders are given the right to ask questions by way of electronic communication,*
 4. *the shareholders who have exercised their voting rights in accordance with no. 2 are given the opportunity to object to a resolution of the annual general meeting, in deviation from section 245 no. 1 of the German Stock Corporation Act, waiving the requirement to appear in person at the annual general meeting.*

The management board shall decide, at its due and sole discretion, how to answer questions; it may also stipulate that questions must be submitted by

electronic communication at least one day before the meeting. Motions or nominations by shareholders which are to be made available pursuant to section 126 or section 127 of the Stock Corporation Act shall be deemed to have been made at the meeting if the shareholder making the motion or submitting the nomination is duly authorised and has registered for the annual general meeting.