

– CONVENIENCE TRANSLATION –

Annual General Meeting

of Mutares SE & Co. KGaA on 4 June 2024

Report of the General Partner on agenda item 13 (Resolution on the authorisation to acquire treasury shares using equity derivatives)

Pursuant to sec. 278 para. 3 German Stock Corporation Act (*Aktiengesetz, AktG*) in conjunction with sec. 71 para. 1 no. 8 sentence 5 half-sentence 2 German Stock Corporation Act in conjunction with sec. 186 para. 4 sentence 2 German Stock Corporation Act, the General Partner submits the following report on agenda item 13 of the Annual General Meeting on the reasons for the authorisation to exclude subscription and tender rights when using equity derivatives to acquire treasury shares:

In addition to the options for acquiring treasury shares provided for under agenda item 12, the use of equity derivatives shall also be authorised, as has been the case to date. It may be advantageous for the Company to sell put options or acquire call options instead of directly acquiring shares in the Company. Moreover, it may also be beneficial to acquire shares by means of forward purchases. However, this possibility of put and call options as well as forward purchases or the use of a combination of these instruments (collectively “**Derivatives**”) only supplements the authorisation proposed under agenda item 12. This is not connected with any expansion of the scope of buy-back options overall.

When it sells put options, the Company grants the acquirer the right to sell shares in the Company to the Company during the agreed term at a price specified in the put option (exercise price). In return, the Company receives an option premium that corresponds to the value of the right to sell, taking into account the exercise price, the term of the option and the volatility of the Company’s share. If the put option is exercised, the option premium paid by the purchaser of the put option reduces the total consideration paid by the Company for the acquisition of the share. Exercising the put option makes economic sense for the option holder if the price of the Company’s share is below the exercise price at the time of exercise, because he can then sell the shares at the higher exercise price. The advantage of using put options for share buy-backs from the Company’s perspective is that the exercise price is established as soon as the option transaction is concluded but the liquidity is not lost until the exercise date. Moreover, the acquisition price of the shares for the Company, taking into account the option premium received, is always lower than the share price at the time the option transaction is concluded. If the option holder chooses not to exercise the option because the share price on the exercise date is higher than the exercise price, the Company cannot acquire any treasury shares by this means but it retains the option premium received.

When it acquires a call option, the Company pays an option premium in exchange for the right to purchase a predetermined number of shares during the agreed term at a predetermined price (exercise price) from the seller of the option, the option writer. It makes

economic sense for the Company to exercise the call option if the price of the Company's share is higher than the exercise price, as it enables the Company to purchase the shares from the option writer at a lower exercise price. In this way, the Company protects itself against the risk of having to buy treasury shares at higher prices. In addition, the Company's liquidity is protected, as the fixed acquisition price for the shares only has to be paid when the call option is exercised.

In the case of a forward purchase, the Company agrees with the forward seller to purchase the shares at a specific future date at a forward price determined when the forward purchase is concluded. If the date is reached, the Company pays the forward seller the forward price and the forward seller delivers the shares in return. The conclusion of forward sales can be useful for the Company if it wishes to secure a need for treasury shares at a certain price level on a forward basis. Unlike an option transaction, a forward purchase creates obligations for both parties at the time of conclusion, the fulfilment of which is merely postponed.

The Company may combine the use of put options, call options and forward purchases, i.e. it is not restricted to selling only put options, acquiring only call options or making only forward purchases.

The term of the Derivatives must expire by no later than 3 June 2029 and must be defined such that the acquisition of the Company's shares in exercise or satisfaction of the Derivatives cannot take place after 3 June 2029. The authorisation is thus intended to generally make full use of the five-year period permitted by law, but with the restriction that the term of the individual Derivatives may not exceed 18 months in each case. This ensures that there is an appropriate time limit on obligations arising from the individual Derivative transactions. All share purchases using Derivatives are also restricted to a share volume of a maximum of 5% of the share capital existing at the time the Annual General Meeting adopts the resolution on this authorisation or – if such amount is lower – of the share capital existing at the time this authorisation is utilised. The purchase of treasury shares using Derivatives must also be counted towards the threshold stipulated for the general buy-back authorisation under agenda item 12; the acquisition of treasury shares above the 10% threshold stipulated by law is therefore excluded.

The Derivative transaction must be concluded with a credit institution, another company that fulfils the requirements of sec. 186 para. 5 sentence 1 German Stock Corporation Act or via the stock exchange. This ensures that the Derivatives are only serviced with shares that were previously acquired in compliance with the principle of equal treatment at the current price of the share in Xetra trading on the Frankfurt stock exchange (or comparable successor system) at the time of acquisition on the stock exchange.

The purchase price for a Company's share to be paid upon exercise of put or call options, or the forward price to be paid for a Company's share upon fulfilment of the forward purchase may be higher or lower than the market price of the share upon sale of the put option, acquisition of the call option or conclusion of the forward purchase. However, the purchase price to be paid upon exercise or fulfilment of the Derivatives (without ancillary acquisition costs, but taking into account the option premium received or paid) may not exceed or fall below the volume-weighted average closing price of the Company's share

in Xetra trading on the Frankfurt stock exchange (or comparable successor system) on the last five (5) trading days prior to conclusion of the relevant Derivative transaction by more than 10%. Furthermore, the purchase price paid by the Company for call options or forward purchases (or the option premium to be paid by the Company therefore) may not be significantly higher and the selling price received by the Company for put options (or the option premium received by the Company therefore) may not be significantly lower than the theoretical market price of the respective Derivatives as determined in accordance with recognised financial mathematical methods, in the determination of which, among other things, the agreed exercise price must be taken into account.

The terms and conditions of the Derivatives must ensure that the shares to be delivered to the Company upon exercise or fulfilment of the Derivatives have previously been acquired in compliance with the principle of equal treatment of the shareholders (sec 53a German Stock Corporation Act).

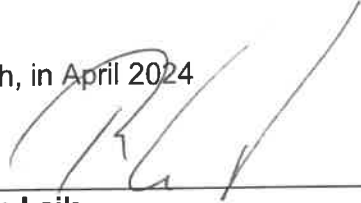
The described determination of the option premium and purchase price as well as the obligation to service Derivatives only with shares that were previously acquired in compliance with the principle of equal treatment, prevents shareholders from being placed at an economic disadvantage when the Company acquires treasury shares using Derivatives. Since the Company receives or pays a fair market price, shareholders not participating in the Derivative transactions do not suffer any disadvantage in terms of value. This corresponds to the position of shareholders in the case of share buy-backs via the stock exchange, where also not all shareholders can actually sell shares to the Company. The specifications for the structure of the Derivatives and the requirements for the shares to be delivered ensure that the principle of equal treatment of shareholders is also observed in this method of acquisition.

For this reason, it is justified that a shareholders' claim to conclude the aforementioned Derivative transactions with the Company is excluded in corresponding application of sec. 186 para. 3 sentence 4 German Stock Corporation Act. As a result of the exclusion of this right, the Company – in contrast to an offer to conclude Derivative transactions to all shareholders – is in a position to conclude Derivative transactions at short notice. This gives the Company the necessary flexibility to respond quickly to market developments.

When acquiring treasury shares using Derivatives, shareholders shall only be entitled to tender their shares to the extent that the Company is obliged to purchase the shares from them under the Derivative transactions. Otherwise, the use of Derivatives in connection with the repurchase of treasury shares would not be possible and the associated benefits for the Company would not be achievable. After carefully weighing up the interests of the shareholders and the Company, the General Partner considers the restriction of tender rights to be justified due to the advantages for the Company resulting from the use of Derivatives.

The General Partner will report on any utilisation of this authorisation at the next General Meeting in accordance with sec. 278 para. 3 German Stock Corporation Act in conjunction with sec. 71 para. 3 sentence 1 German Stock Corporation Act.

Munich, in April 2024



Robin Laik
CEO of the Management Board of
the General Partner



Mark Friedrich
Member of the Management Board of
the General Partner, CFO