

## Annual General Meeting SURTECO GROUP SE on 23 June 2021

**Additional Information on Shareholder Rights according to §§ 122 Section (2), 126 Section (1), 127 and § 1 Section (2) of the Act on Measures in Company, Cooperative, Association, Foundation and Apartment Ownership Law to Combat the Effects of the COVID-19 Pandemic (COVID-19 Act)**

- 1. Supplementary motions to the Agenda at the request of a minority in accordance with Articles 53 and 56 of the SE Directive, § 50 Section (2) of the SE Implementation Act (SE-Ausführungsgesetz, SEAG) and § 122 Section (2) Stock Corporation Act (Aktiengesetz, AktG)**

Shareholders whose shares together make up at least 5 % of the capital stock or the proportionate amount of € 500,000 of the capital stock corresponding to 500,000 no-par-value shares can request pursuant to Articles 53, 56 SE Directive in conjunction with § 50 Section (2) SEAG (SE-Ausführungsgesetz, SEAG) and § 122 Section (2) Stock Corporation Act (Aktiengesetz, AktG) that items are placed on the Agenda and announced. The requested agenda items (as necessary in the form of one or several resolution items) must be formulated such that the Board of Management can announce these pursuant to the requirements of § 124 (Aktiengesetz, AktG). A verification that the shareholder acquired and held the shares for a period of at least three months respectively 90 days prior to the motion (§ 122 Stock Corporation Act (Aktiengesetz, AktG)) is not necessary because the SE Directive as a higher instance of law does not contain a requirement of this nature.

Supplementary motions together with a justification or proposals for a resolution must be received in writing by the Company no later than the end of 23 May 2021:

SURTECO GROUP SE  
Management Board  
Johan-Viktor-Bausch-Straße 2  
86647 Buttenwiesen  
Germany

If the supplementary motions have been received punctually and are subject to a mandatory requirement for announcement, they are immediately announced in the Official Gazette of the Federal Republic of Germany (Bundesanzeiger) after receipt of the request and disseminated throughout Europe, made accessible on the Internet site of the Company and communicated to the shareholders together with the notification convening the Annual General Meeting pursuant to § 125 Section (1) Sentence 3 Stock Corporation Act (Aktiengesetz, AktG). Any statements on administration are also announced in the same way.

## **2. Motions and election proposals by shareholders pursuant to Article 53 SE Directive and § 126 Section (1), § 127 Stock Corporation Act (Aktiengesetz, AktG)**

At a virtual general meeting, shareholders are not able to make countermotions at the general meeting against proposals from the board of directors and / or the supervisory board on certain items on the agenda or to submit election proposals. However, shareholders are given the opportunity to send countermotions against proposals from the Management Board and / or the Supervisory Board on certain agenda items, as well as election proposals for the election of Supervisory Board members or auditors. Countermotions by shareholders against a proposal by the Management Board and/or the Supervisory Board relating to a particular item on the agenda and proposals by shareholders on the election of Members of the Supervisory Board or auditors, must be directed to the following address:

SURTECO GROUP SE  
Johan-Viktor-Bausch-Straße 2  
86647 Buttenwiesen  
Germany  
Fax +49 (0) 8274/9988-505  
Email: HV@surteco.com.

According to Article 1 Section (2) COVID-19 Act properly submitted, admissible countermotions and election proposals will be treated in the virtual general meeting as if they had been made in the general meeting.

Counter-motions and proposals for election that comply with the legal requirements and which reach the above-mentioned address at the latest by 24:00 on 8 June 2021 are immediately published following receipt of the request on the Internet site of the company including the name of the shareholder and any justification. Any statements on administration are announced in the same way. Counter-motions and proposals for election addressed in any other way and such received by the company after the date specified in sentence 1 will not be taken into account.

If several shareholders submit counter-motions on the same subject of resolution, the Management Board can merge the counter-motions and their justifications.

Motions and election proposals and their justifications do not have to be made accessible by the Company pursuant to § 126 Section (2) Stock Corporation Act (Aktiengesetz, AktG),

1. insofar as the Management Board would contravene statutory legislation by the act of making accessible,
2. if the counter-motion would lead to a resolution of the Annual General Meeting that breached the statutory legislation or the regulations of the Articles of Association,

3. if key points of the justification contain significant items that are obviously incorrect or if they include insulting statements,
4. if a counter-motion of the shareholder based on the same facts has already been made accessible for an Annual General Meeting of the Company pursuant to § 125 Stock Corporation Act (Aktiengesetz, AktG),
5. if the same counter-motion of the shareholder with essentially the same justification has already been put before at least two Annual General Meetings of the Company pursuant to § 125 Stock Corporation Act (Aktiengesetz, AktG) within the past five years and less than one twentieth of the represented capital stock cast their votes for it,
6. if the shareholder states that he/she will not take part in the Annual General Meeting and will not be represented at the Annual General Meeting, or
7. if the shareholder has submitted a counter-motion notified by him/her during the past two years in two Annual General Meetings or has not caused such counter-motion to be submitted.

The justification does not have to be made accessible, if it is overall more than 5000 characters.

The Management Board is also not required to make election proposals submitted by shareholders for the election of members of the Supervisory Board or auditors accessible apart from in the said cases of § 126 Section (2) Stock Corporation Act (Aktiengesetz, AktG), if they do not include the information pursuant to § 124 Section (3) Sentence 4 Stock Corporation Act (Aktiengesetz, AktG) (name, current vocation, and place of residence) or, in the event of proposals for auditor, the company and domicile and in the case of election proposals for Supervisory Board members pursuant to § 125 Section (1) Sentence 5 Stock Corporation Act (Aktiengesetz, AktG) (details of memberships in other Supervisory Boards to be formed pursuant to statutory regulations).

### **3. Right to ask questions in accordance with § 1 section (2) sentence 2 of the COVID-19 Act**

Every shareholder who has registered for the virtual general meeting is given the opportunity to ask questions via electronic communication in accordance with § 1 section (2) of the COVID-19 Act. The Management Board stipulated that questions should be submitted by electronic communication no later than one day before the meeting. Questions must be submitted via the SURTECO Investor Portal by 21 June 2021, midnight (CEST). The Management Board decides how questions he answers according to dutiful, free discretion. Please note that this year, in accordance with § 1 section (2) of the COVID-19 Act, you will be able to participate in the virtual general meeting via electronic activation, but beyond the right to ask questions, you will not have a comprehensive right to information and to speak by means of a picture - and audio transmission is granted.

The Management Board may refuse to disclose information

1. insofar as providing such information would, on the basis of a prudent commercial assessment, result in a not insignificant disadvantage to the company or an affiliated company;
2. insofar as it refers to tax valuations or the amount of individual taxes;
3. regarding the difference between the value at which items are shown in the annual balance sheet and a higher value of such items, unless the annual financial statements are to be adopted by the shareholders' meeting;
4. regarding the accounting and valuation principles, insofar as the information on such principles in the notes to the financial statements is sufficient to provide a fair overview of the assets, financial position and results of operations of the company within the meaning of Section 264 Paragraph 2 German Commercial Code (Handelsgesetzbuch – "HGB"); this shall not apply if the annual financial statements are to be adopted by the shareholders' meeting;
5. insofar as the executive board would be liable to prosecution if it were to disclose the information;
6. insofar as, in the case of a credit institution or financial services institution, information on the accounting and valuation principles applied and any offsetting undertaken does not have to be disclosed in the annual financial statements, management report, consolidated financial statements or group management report,
7. insofar as the information is made continuously accessible on the company's website for at least seven days prior to the start of the shareholders' meeting and during the shareholders' meeting.

#### **4. Opportunity to object to resolutions**

Since the shareholders can only exercise their vote by postal vote or by granting a power of attorney, in accordance with § 1 section (2) sentence 1 number 4 of the COVID-19 Act, the declaration of an objection to the minutes in the general meeting is based on the characteristic of personal appearance at the Annual General Meeting and the declaration of transcript in accordance with § 245 section (1) AktG was waived. Shareholders who exercise their voting rights by themselves or by granting a power of attorney can electronically object to the SURTECO Investor Portal until the end of the meeting.

Please note that, in accordance with § 1 section (7) of the COVID 19 Act, without prejudice to the provision in § 243 section (3) no.1 AktG, the challenge to a resolution of the general meeting does not result in violations of § 118 section (1) sentences 3 to 5 or section (4), AktG and section (2) of the COVID-19 Act, unless the company can be proven to have acted with intent.