



**Manz AG
Reutlingen**

- ISIN DE000A0JQ5U3 -

**Annual General Meeting 2023
on Tuesday, July 4, 2023**

Explanations

pursuant to Section 121 (3) sentence 3 no. 3 AktG on the rights of shareholders pursuant to Section 122 (2), Section 126 (1), Section 127 and Section 131 (1) AktG

The notice convening the Annual General Meeting already contains information on the rights of shareholders pursuant to § 122 (2), § 126 (1), § 127 and § 131 (1) AktG. The following explanations serve to provide further clarification.

1. Request for additions to the agenda pursuant to Section 122 (2) AktG

Shareholders of the Company whose shares together amount to one-twentieth of the share capital (corresponding to 427,015 shares of the Company) may, in accordance with Section 122 (2) AktG, request that items be placed on the agenda of the Annual General Meeting and published. Each new item must be accompanied by a statement of reasons or a draft resolution. Requests to add items to the agenda must be submitted in writing to the Managing Board of Manz AG and must be received by the company no later than midnight (CEST) on Saturday, June 3, 2023.

Requests for additions to the agenda must be sent to the Company in writing at the address given below or in electronic form pursuant to Section 126a of the German Civil Code (BGB) at the e-mail address given below:

Managing Board of
Manz AG
"Annual General Meeting 2023"
Steigäckerstrasse 5
72768 Reutlingen
Germany
E-mail: hv@manz.com

The applicants must prove that they have held the shares for at least 90 days prior to the date of receipt of the request by the Company and that they will hold the shares until the Executive Board has decided on the request.

Additions to the agenda that are to be announced - insofar as they have not already been announced with the convening notice - will be published in the Federal Gazette without undue delay after receipt of the request and forwarded for publication to such media as can be expected to disseminate the information throughout the European Union. They will also be made available on the Company's website at <https://www.manz.com/hv> without undue delay after receipt and communicated to shareholders in accordance with Section 125 AktG.

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

Section 121 General (extract)

- (4) Notice of the meeting shall be published in the Company's official gazettes. If the shareholders of the Company are known by name, the General Meeting may be convened by registered letter, unless the Articles of Association provide otherwise; the day of dispatch shall be deemed the day of publication. [...]
- (4a) In the case of listed companies which have not issued exclusively registered shares or which do not send the notice of the meeting directly to the shareholders in accordance with subsection 4 sentence 2, the notice of the meeting shall be forwarded for publication no later than the time of announcement to such media as may be expected to disseminate the information throughout the European Union.
- (7) In the case of deadlines and dates calculated back from the meeting, the day of the meeting shall not be included. A transfer from a Sunday, a Saturday or a public holiday to a preceding or following working day shall not be considered. Sections 187 to 193 of the German Civil Code shall not apply mutatis mutandis. In the case of unlisted companies, the Articles of Association may stipulate a different calculation of the deadline.

Section 122 Convening at the request of a minority

- (1) The General Meeting shall be convened if shareholders whose combined shareholdings amount to one-twentieth of the capital stock request such a meeting in writing, stating the purpose and the reasons; the request shall be addressed to the Executive Board. The Articles of Association may make the right to request the convening of the General Stockholders' Meeting subject to a different form and to the holding of a lower proportion of the capital stock. The 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 will hold the shares until the Executive Board has decided on the request. § Art. 121 par. 7 shall apply mutatis mutandis.

- (2) In the same way, shareholders whose shares together amount to one-twentieth of the capital stock or the pro rata amount of 500,000 euros may request that items be placed on the agenda and published. Each new item must be accompanied by a statement of reasons or a draft resolution. The request within the meaning of sentence 1 must be received by the Company at least 24 days, in the case of listed companies at least 30 days, before the meeting; the day of receipt shall not be counted.
- (3) If the request is not complied with, the court may authorize the shareholders who made the request to convene the shareholders' meeting or to make the matter known. At the same time, the court may appoint the chairman of the meeting. Reference must be made to the authorization when the meeting is convened or announced. An appeal against the decision shall be admissible. The applicants must prove that they will hold the shares until the court's decision.
- (4) The Company shall bear the costs of the shareholders' meeting and, in the case of paragraph 3, also the court costs if the court has granted the application.

Section 124 Notification of Requests for Additions; Proposals for Resolutions (excerpt)

- (1) If the minority pursuant to Section 122 (2) has requested that items be placed on the agenda, such items shall be announced either at the time the meeting is convened or otherwise without undue delay after receipt of the request. § Section 121 (4) shall apply mutatis mutandis; in addition, in the case of listed companies, Section 121 (4a) shall apply mutatis mutandis. Publication and forwarding shall be carried out in the same way as for the convening of the meeting.

Section 124a Publications on the Company's website

In the case of listed companies, such documents must be available on the Company's website as soon as the Annual General Meeting has been convened:

1. the content of the convocation;
2. an explanation if no resolution is to be passed on an item on the agenda;
3. the documents to be made available to the meeting;
4. the total number of shares and voting rights at the time of convening, including separate information on the total number for each class of shares;

5. if applicable, the forms to be used when voting by proxy or voting by absentee ballot, unless these forms are sent directly to the shareholders.

A request from shareholders within the meaning of Section 122 (2) received by the Company after the meeting has been convened shall be made available in the same manner immediately after its receipt by the Company.

Section 125 Notices to shareholders and members of the Supervisory Board
(excerpt)

- (1) The management board of a company which has not issued exclusively registered shares shall give notice of the convening of the shareholders' meeting at least 21 days before the same as follows:
 1. the intermediaries holding shares in the Company in custody,
 2. the shareholders and intermediaries who requested the notification, and
 3. the associations of shareholders who requested the notification or who exercised voting rights at the last Annual General Meeting.

The day of notification shall not be counted. If the agenda is to be amended in accordance with Section 122 (2), the amended agenda shall be notified in the case of listed companies. The notification shall refer to the possibility of exercising voting rights by proxy, including by an association of shareholders. In the case of listed companies, a proposal for the election of Supervisory Board members shall be accompanied by information on their membership of other statutory supervisory boards; information on their membership of comparable domestic and foreign supervisory bodies of business enterprises shall be enclosed.

2. Countermotions and election proposals pursuant to § 126 (1), § 127 AktG

Shareholders of the Company may submit to the Company, in accordance with Section 126 (1) AktG, motions against proposals of the Executive Board and/or Supervisory Board on specific items of the agenda (countermotions) and, in accordance with Section 127 AktG, proposals for the election of Supervisory Board members or auditors.

Countermotions pursuant to § 126 (1) AktG must be accompanied by a statement of grounds. Proposals for election pursuant to § 127 AktG do not need to be substantiated. The Board of Management need not make a proposal for the election of Supervisory Board members or auditors accessible even if the proposal does not contain their names, occupation, and place of residence. Furthermore, the Executive Board need not make a

proposal for the election of Supervisory Board members accessible if it is not accompanied by information on the candidates' membership of other statutory supervisory boards.

Countermotions and election proposals must be sent to the Company in text form at the address given below or by e-mail at the e-mail address given below:

Manz AG
"Annual General Meeting 2023"
Steigäckerstraße 5
72768 Reutlingen
E-Mail: hv@manz.com

Countermotions and election proposals from shareholders of the Company, including the name of the shareholder, the reasons and any statement by the management, will only be made available on the Company's website at <https://www.manz.com/hv> if they are received by the Company by midnight (CEST) on Monday, June 19, 2023.

The right of any shareholder to submit countermotions or election proposals on the various agenda items during the Annual General Meeting without prior submission to the Company remains unaffected. We would like to point out that countermotions or nominations for election which have been submitted to the Company in advance and in due time will only be considered at the Annual General Meeting if they are made verbally there.

Under certain circumstances, the Company is not obliged to make a countermotion and its grounds accessible. This is the case pursuant to Section 126 (2) AktG,

- to the extent that making it accessible would render the Executive Board liable to prosecution,
- if the countermotion would lead to a resolution of the Annual General Meeting that is contrary to law or the Articles of Association,
- if the statement of reasons is obviously false or misleading in essential points or if it contains insults,
- if a countermotion of the shareholder based on the same facts has already been made available for a shareholders' meeting of the Company pursuant to Section 125 AktG,
- if the same countermotion of the shareholder with substantially the same substantiation has already been made available to at least two shareholders' meetings of the Company pursuant to Section 125 AktG in the last five years and less than one-twentieth of the share capital represented voted in favor of it at the shareholders' meeting,

- if the shareholder indicates that he will not attend the Annual General Meeting and will not be represented, or
- if the shareholder has failed to make or cause to be made a countermotion communicated by him at two shareholders' meetings in the last two years.

Furthermore, the substantiation of an admissible countermotion need not be made available if it exceeds 5,000 characters in total.

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

Section 124 Publication of requests for amendments; proposals for resolutions
(excerpt)

- (3) [...] The proposal for the election of Supervisory Board members or auditors shall state their names, occupation and place of residence. [...]

Section 125 Notices to shareholders and members of the Supervisory Board
(excerpt)

- (1) The management board of a company which has not issued exclusively registered shares shall give notice of the convening of the shareholders' meeting at least 21 days before the same as follows:
1. the intermediaries holding shares in the Company in custody,
 2. the shareholders and intermediaries who requested the notification, and
 3. the associations of shareholders who requested the notification or who exercised voting rights at the last Annual General Meeting.

The day of notification shall not be counted. If the agenda is to be amended in accordance with Section 122 (2), the amended agenda shall be notified in the case of listed companies. The notification shall refer to the possibility of exercising voting rights by proxy, including by an association of shareholders. In the case of listed companies, a proposal for the election of Supervisory Board members shall be accompanied by information on their membership of other statutory supervisory boards; information on their membership of comparable domestic and foreign supervisory bodies of business enterprises shall be enclosed.

Section 126 Motions by shareholders

(1) Shareholder motions including the name of the shareholder, the grounds and any statement by the management shall be made available to the entitled persons referred to in Section 125 (1) to (3) under the conditions set out therein if the shareholder has sent a countermotion to a proposal by the Executive Board and Supervisory Board on a specific item on the agenda together with the grounds to the address notified for this purpose in the notice convening the meeting at least 14 days before the meeting of the Company. The day of receipt shall not be counted. In the case of listed companies, the proposal shall be made available on the Company's website. § Section 125 (3) shall apply mutatis mutandis.

(2) A countermotion and its grounds need not be made accessible,

1. to the extent that making it accessible would render the Executive Board liable to prosecution,
2. if the countermotion would lead to a resolution of the Annual General Meeting that would be contrary to law or the Articles of Association,
3. if the statement of reasons contains obviously false or misleading information in essential points or if it contains insults,
4. if a countermotion of the shareholder based on the same facts has already been made available to a shareholders' meeting of the Company pursuant to Section 125,
5. if the same countermotion of the shareholder with substantially the same substantiation has already been made available to at least two shareholders' meetings of the Company pursuant to Section 125 in the last five years and less than one-twentieth of the share capital represented voted in favor of it at the shareholders' meeting,
6. if the shareholder indicates that he will not attend the Annual General Meeting and will not be represented, or
7. if the shareholder has failed to make or cause to be made a countermotion communicated by him at two General Meetings in the last two years.

The justification need not be made available if it exceeds 5,000 characters in total.

(3) If several shareholders submit countermotions on the same subject matter of the resolution, the Board of Management may combine the countermotions and their reasons.

Section 127 Election proposals by shareholders (excerpt)

Section 126 shall apply mutatis mutandis to the proposal of a shareholder for the election of Supervisory Board members or auditors. The nomination need not be substantiated. The Board of Management need not make the election proposal available even if the proposal does not contain the information required by § 124 (3) sentence 4 and § 125 (1) sentence 5. [...]

3. Right to information pursuant to Section 131 (1) AktG

At the Annual General Meeting, shareholders of the Company may request information from the Executive Board in accordance with section 131 (1) of the AktG on matters relating to the Company, the Company's legal and business relations with affiliated companies, and the situation of the Group and the companies included in the consolidated financial statements, to the extent that such information is necessary for a proper evaluation of the item on the agenda.

The Executive Board may refrain from answering individual questions in accordance with Section 131 (3) AktG,

- insofar as the provision of the information is likely, according to reasonable commercial judgment, to cause not inconsiderable disadvantage to the Company or an affiliated company;
- to the extent that it relates to tax valuations or the amount of individual taxes;
- on the difference between the value at which items have been recognized in the annual financial statements and a higher value of such items, unless the Annual General Meeting adopts the annual financial statements;
- on the accounting and valuation methods, insofar as the disclosure of these methods in the notes is sufficient to provide a true and fair view of the net assets, financial position and results of operations of the Company within the meaning of Section 264 (2) of the German Commercial Code; this shall not apply if the Annual General Meeting adopts the annual financial statements;
- to the extent that the Executive Board would render itself liable to prosecution by providing the information; or
- insofar as the information is continuously accessible on the Company's website for at least seven days prior to the start of and during the Annual General Meeting.

The information may not be refused for other reasons.

If information has been provided to a shareholder outside the Annual General Meeting due to his capacity as a shareholder, it must be provided to any other shareholder upon

request at the Annual General Meeting, even if it is not necessary for the proper assessment of the item on the agenda.

The shareholders' right to information may be exercised at the Annual General Meeting. The chairman of the shareholders' meeting may impose reasonable time limits on the shareholders' right to ask questions and speak and, in particular, may reasonably determine the time frame of the meeting, the discussion of the individual items on the agenda and the individual questions and speeches.

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

Section 131 Shareholder's Right to Information

- (1) Upon request, each shareholder shall be provided with information by the Executive Board at the Annual General Meeting regarding the Company's affairs to the extent that such information is necessary for a proper evaluation of the item on the agenda. The duty to provide information also extends to the legal and business relations of the Company with an affiliated company. If a company makes use of the simplifications pursuant to Art. 266 par. 1 sentence 3, Art. 276 or Art. 288 of the German Commercial Code, each shareholder may demand that the annual financial statements be presented to him at the Annual Stockholders' Meeting on the annual financial statements in the form which would have been used if these provisions had not been applied. The duty of the Board of Management of a parent company (Sec. 290 (1), (2) of the German Commercial Code) to provide information at the Annual General Meeting to which the consolidated financial statements and the Group management report are submitted also extends to the situation of the Group and the companies included in the consolidated financial statements.
- (2) The information provided shall comply with the principles of conscientious and faithful accountability. The Articles of Association or the Rules of Procedure pursuant to § 129 may authorize the chairman of the meeting to impose reasonable time limits on the shareholder's right to ask questions and to speak, and may specify further details.
- (3) The Management Board may refuse to provide information,
 1. insofar as the provision of the information is likely, according to reasonable commercial judgment, to cause the Company or an affiliated company a not inconsiderable disadvantage;
 2. insofar as it relates to tax valuations or the amount of individual taxes;

3. on the difference between the value at which items have been recognized in the annual balance sheet and a higher value of such items, unless the General Meeting of Shareholders adopts the annual financial statements;
4. on the accounting and valuation methods, insofar as the disclosure of these methods in the notes is sufficient to provide a true and fair view of the net assets, financial position and results of operations of the Company within the meaning of Section 264 (2) of the German Commercial Code; this shall not apply if the Annual General Meeting adopts the annual financial statements;
5. insofar as the Executive Board would render itself liable to prosecution by providing the information;
6. insofar as, in the case of a credit institution or financial services institution, disclosures need not be made in the annual financial statements, management report, consolidated financial statements or group management report regarding the accounting policies applied and offsetting made;
7. to the extent that the information is continuously accessible on the Company's website for at least seven days prior to the start of and during the Annual General Meeting.

The information may not be refused for other reasons.

- (4) If a shareholder has been provided with information outside the shareholders' meeting due to his capacity as a shareholder, such information shall be provided to any other shareholder upon request at the shareholders' meeting, even if it is not necessary for the proper assessment of the item on the agenda. The Executive Board may not refuse to provide the information pursuant to subsection 3 sentence 1 nos. 1 to 4. Sentences 1 and 2 shall not apply if a subsidiary (Sec. 290 (1), (2) of the German Commercial Code), a joint venture (Sec. 310 (1) of the German Commercial Code) or an associated company (Sec. 311 (1) of the German Commercial Code) provides the information to a parent company (Sec. 290 (1), (2) of the German Commercial Code) 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) If a shareholder is refused information, he may request that his question and the reason for which the information was refused be recorded in the minutes of the meeting.

The provisions of the Company's Articles of Association on which these shareholders' rights are based are as follows:

Section 15 Chairmanship of the Annual General Meeting (excerpt)

- (2) The Chairperson shall preside over the General Stockholders' Meeting, determine the order of the items to be discussed and the order and type of voting. The chairman may impose reasonable time limits on the shareholders' right to ask questions and to speak and, in particular, may reasonably determine the time frame of the meeting, of the discussion of the individual items on the agenda and of the individual questions and speeches. He shall work to ensure that the General Stockholders' Meeting is conducted expeditiously.

Reutlingen, May 2023

Manz AG
The Board