

## Explanations for the Shareholders

### Ordinary virtual Annual General Meeting of KPS AG on 21 May 2021

Dear Shareholders,

On account of the ongoing COVID-19 pandemic, the Executive Board has resolved with the approval of the Supervisory Board of the company to hold the Annual General Meeting for the business year 2019/2020 in the form of a virtual Annual General Meeting without the physical presence of the shareholders and their authorized proxies for reasons of protection against infection and with the aim of avoiding health risks for the shareholders, internal and external employees, and the governance body members of the company.

In order to guarantee the smooth-running of the virtual Annual General Meeting and proper virtual participation, we request you to take note of the following instructions:

#### 1. Registration for the virtual Annual General Meeting

If you are recorded in the Register of Shareholders of the company, you will be sent a registration form. You can use this form to register for virtual participation in the Annual General Meeting using the shareholders' portal at <https://kps.com/de/de/investor-relations/general-meeting/ordinary-annual-general-meeting-on-21-may-2021.html>. The registration must be carried out at the latest by 24:00 (CET) 14 May 2021.

The shareholders need their shareholder's number and the relevant access password in order to access the shareholders' portal. Shareholders can obtain their shareholder's number from the documents sent to them with the invitation to the Annual General Meeting. Shareholders who have not already registered for electronic dispatch of the invitation for the Annual General Meeting in the shareholders portal will receive their access password with the documents sent with the invitation to the Annual General Meeting. Shareholders who have registered for electronic dispatch of the invitation to the Annual General Meeting will use their personal access password allocated when they registered in the shareholders' portal.

If the shareholders' portal is not used for registration, the registration must be received in text form at the company by the above registration deadline (in the German or English language). Adherence to the deadline depends on receipt of the registration. This should be forwarded to the following address, fax number or email address:

KPS AG  
c/o Computershare Operations Center  
80249 Munich  
Germany  
Fax: +49 89 30903-74675  
Email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)  
(together the "KPS Contact Addresses")

Shareholders and their authorized proxies (with the exception of voting proxies designated by the company) can therefore not participate physically in the Annual General Meeting this year.

Registrations which – irrespective of the reason – are only received by the company after 14 May 2021 can no longer be taken into account. We therefore recommend that you carry out registration through the shareholders' portal.

## 2. Granting of proxies to intermediaries or other third parties

Shareholders can authorize a third party to participate in the virtual Annual General Meeting and to exercise their voting rights. Also in such cases, the shareholder must fulfil the requirements defined in the above Section 1 (Registration for the virtual Annual General Meeting). If the shareholder appoints more than one person as a proxy, the company can reject one or more of these persons.

Proxies can be granted specifically through the shareholders' portal. Furthermore, a proxy can also be authorized using the registration form or by other declarations in text form including the designation of the person making the declaration and sending to one of the KPS contact addresses defined above. Proxies can be changed or revoked through the shareholders' portal until the beginning of the vote count. The granting, changing or revocation of proxies by means of the application form or by other means in text form including the designation of the person making the declaration by 24:00 CET on 20 May 2021 (receipt by the Company) can also be carried out using one of the KPS contact addresses defined above.

If neither an intermediary nor a consultant on share voting rights pursuant to Article 134a Section 1 No. 3 Stock Corporation Act (AktG), a shareholders' association or other equivalent persons, institutions or companies are to be authorized in respect of exercising voting rights pursuant to Article 135 Section 8 Stock Corporation Act (AktG), the granting of the proxy and its revocation must be carried out in text form (Article 126b German Civil Code (BGB)). If the proxy is granted by declaration made to the company, an additional verification of the proxy is not necessary. Conversely, if the proxy is granted by declaration to the proxy representative, the company may require a verification of the proxy in text form. The verification can be communicated to the Company by 24:00 CET on 20 May 2021 (receipt by the Company) at one of the KPS contact addresses defined above.

The requirement of the text form is not applicable for the granting of a proxy to intermediaries, consultants on share voting rights pursuant to Article 134a Section 1 No. 3 Stock Corporation Act (AktG), shareholders' associations and others pursuant to Article 135 Section 8 Stock Corporation Act (AktG) in respect of exercising voting rights by equivalent persons, institutions or companies and for the revocation and verification of such a proxy authorization. However, the proxy representative must have the proxy recorded in verifiable form. It must be complete and may only be included with the declarations associated with the exercise of proxy voting rights. However, any breach of these requirements does not impair the effectiveness of the submission of votes. Furthermore, the relevant proxy may have been provided with special requirements for his authorization; this should be agreed in advance with the relevant proxy.

Proxies (with the exception of the proxy representative designated by the company) cannot participate physically in the Annual General Meeting. They can only exercise the voting right for the shareholders represented by them by way of a postal vote or by granting a sub-authorization to the proxy representative designated by the company.

## 3. Vote by electronic postal voting

Shareholders cannot participate personally in the virtual Annual General Meeting. Shareholders registered by the deadline can cast their votes at this year's virtual Annual General Meeting by way of electronic communication ("**postal vote**").

The vote submission by postal vote through the shareholders' portal is possible up to the beginning of the vote count in the virtual Annual General Meeting. Up to this point, electroni-

cally submitted votes can also be changed or revoked through the shareholders' portal. There are no other communication channels for a postal vote.

The submission of votes by postal vote is only possible for voting on resolution proposals of the administration announced by the company before the Annual General Meeting and on voting about resolution proposals from shareholders announced before the Annual General Meeting on account of a request by a minority pursuant to Article 122 Section 2 Stock Corporation Act (AktG) as a counter-motion pursuant to Article 126 Section 1 Stock Corporation Act (AktG) or as a nomination proposal pursuant to Article 127 Stock Corporation Act (AktG). If no explicit vote has been submitted in a postal vote on an agenda item, this will be deemed to be an abstention for this agenda item. If an individual vote is held for an agenda item, without this having been announced in advance of the Annual General Meeting, the vote submission by way of a postal vote on this agenda item shall also be deemed overall as a corresponding vote submitted for each item of the individual vote.

If proxy/instructions are received through different communication channels, the proxy/instructions shall be taken account of in the following sequence: proxy/instructions received through the shareholders' portal, by email, by fax and finally in paper form.

If a shareholder wishes to have the relevant shares represented by a proxy in spite of already having submitted a vote by postal vote, this shall be possible by taking account of the following conditions and is deemed to be a revocation of the vote submitted by way of a postal vote.

#### **4. Proxy representation by proxy representatives designated by the company**

We also offer our shareholders in the context of the virtual Annual General Meeting the opportunity to be represented at the Annual General Meeting on the basis of their instructions by a proxy representative designated by the company. To this end, the proxy (proxies) and instructions must be granted to the proxy representatives for the exercise of voting rights. The explanations referred to above relating to authorization are correspondingly applicable for grant, amendment and revocation of instructions. For this purpose, the company has designated proxy representatives authorized for individual representation in each case.

It is important to take into account that the proxy representatives cannot submit any proposals or questions for the shareholders or register objections. They will only exercise voting rights for those agenda items for which they have received instructions from the shareholders. The proxy representatives of the company must cast their votes in accordance with the instructions they have received and they must not exercise the voting right if they have not received proper instructions.

#### **5. Possibility of objecting to resolutions at the Annual General Meeting**

Shareholders or their proxies who have exercised the voting right by way of a postal vote or by proxy and issuing instructions to the proxy representatives of the company, have the opportunity to declare a written objection to resolutions of the Annual General Meeting, with the waiver of the requirement to be present at the Annual General Meeting pursuant to Article 1 Section 2 sentence 1 No. 4 of the Act on Measures in Corporate, Cooperative, Association, Foundation and Home Ownership to Combat the Effects of the COVID-19 Pandemic, last amended by the Act on further Reduction of the Residual Debt Relief Procedure and to Amend Pandemic-related Regulations in the Corporate, Cooperative, Association, Foundation Law and Rental and Leasing Law dated 22 December 2020 ("**COVID-19 Act**"). The objection can only be declared by electronic means through the shareholders' portal at <https://kps.com/de/de/investor-relations/general-meeting/ordinary-annual-general-meeting-on-21-may-2021.html> with effect from the opening of the virtual Annual General Meeting to its closure by the chair of the meeting. The notary documenting the Annual General Meeting

has authorized the company to receive objections through the shareholders' portal and is himself authorized to accept the received objections.

## **6. Explanations pursuant to Article 124a sentence 1 No. 2 Stock Corporation Act (AktG)**

A resolution on agenda item 1, submission of the adopted Annual Financial Statements and the Management Report for KPS AG including the explanatory report of the Executive Board for the information pursuant to Article 289a Section 1 German Commercial Code (HGB) on 30 September 2020 and the approved Consolidated Financial Statements and the Management Report for KPS AG and the Group as at 30 September 2020 including the explanatory report of the Executive Board on the information pursuant to Article 315a Section 1 German Commercial Code (HGB) as at 30 September 2020 and submission of the Report of the Supervisory Board for the business year 2019/2020 will not be passed:

- Article 175 Stock Corporation Act (AktG) provides for the Annual General Meeting accepting the adopted annual financial statements, the management report, and in the case of a parent company also the consolidated financial statements and the consolidated management report. A resolution by the Annual General Meeting of KPS AG is not necessary in respect of these documents. The annual financial statements and the consolidated financial statements of KPS AG for the business year 2019/2020 were approved by the Supervisory Board. The annual financial statements are thereby adopted. There is no special case pursuant to Article 173 Stock Corporation Act (AktG) by means of which the adoption of the annual financial statements is delegated to the Annual General Meeting if the Executive Board and the Supervisory Board pass a resolution to this effect.
- A resolution by the Annual General Meeting is also not necessary in relation to the report by the Supervisory Board. Pursuant to Article 171 Section 2 Stock Corporation Act (AktG), the Supervisory Board must submit a written report to the Annual General Meeting. The report is intended to provide the shareholders and the general public with information about the result of the audit of the documents relating to the financial statements by the Supervisory Board. Furthermore, the report constitutes a statement of accountability by the Supervisory Board on its own activities. A resolution is also not necessary in accordance with the legislation on the report of the Supervisory Board to the Annual General Meeting. The Chairman of the Supervisory Board should provide an explanation of the report by the Supervisory Board at the Annual General Meeting.
- The resolution on the appropriation of the net profit is adopted under agenda item 2.

The documents defined under agenda item 1 must also be accessible during the Annual General Meeting on the Internet site of the company at <https://kps.com/de/de/investor-relations/general-meeting/ordinary-annual-general-meeting-on-21-may-2021.html>. On request, one copy of the documents is sent to shareholders free of charge.

## **7. Explanations of the rights of shareholders pursuant to Article 121 Section 3 sentence 3 No. 3 Stock Corporation Act (AktG)**

### **a) Requests for additional agenda items pursuant to Article 122 Section 2 Stock Corporation Act (AktG)**

Shareholders whose shares together make up one twentieth part of the capital stock (which corresponds to 1,870,605 shares) or the proportionate amount of EUR 500,000.00 (which corresponds to 500,000 shares) can request that items are placed on the agenda and published. Each new item must be accompanied by a justification or a proposed resolution. The request must be made in writing to the Executive Board of KPS AG and must be received by the company at the latest by 24:00

(CET) on 20 April 2021. We ask that requests for amendments should be sent to the following address:

KPS AG  
- Attn. the Executive Board -  
Beta-Straße 10h  
85774 Unterföhring  
Germany

The shareholders in question must provide verification pursuant to Article 122 Section 1 and Section 2 Stock Corporation Act (AktG) that they have been the owners of the minimum number of shares set out above for at least 90 days prior to the day their request was received by the company and that they will hold these shares until the decision by the Executive Board about the proposal. Article 121 Section 7 Stock Corporation Act (AktG) should be applied correspondingly for calculating the deadline. The receipt of the demand is therefore not included. Rescheduling the deadline from a Sunday, a Saturday or a public holiday to a preceding or subsequent working day is not therefore an available option. Articles 187 to 193 of the German Civil Code (BGB) should be applied for calculating the deadline.

Any amendments to the agenda that have to be published – insofar as they were not already made public when the meeting was convened – must be made public immediately following receipt of the demand in the Federal Gazette (Bundesanzeiger).

They are also published on the Internet site of the company at <https://kps.com/de/de/investor-relations/general-meeting/ordinary-annual-general-meeting-on-21-may-2021.html> and announced to these shareholders.

The underlying regulations of the Stock Corporation Act relating to these shareholder rights are as follows:

**Article 122 Stock Corporation Act (AktG) – Convening the general meeting upon a corresponding demand being made by a minority**

- (1) *<sup>1</sup>The general meeting is to be convened wherever stockholders, whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital, demand that it be so convened, doing so in writing and citing the purpose and the reasons therefor; the demand is to be addressed to the management board. <sup>2</sup>The by-laws may tie the right to demand that the general meeting be convened to a different form and to possession of a lesser portion of the share capital. <sup>3</sup>The petitioners are to submit proof that they have been holders of the shares of stock since at least ninety (90) days prior to the date on which their demand is received, and that they will continue to so hold the shares until the management board takes a decision regarding their petition. <sup>4</sup>Section 121 (7) shall apply mutatis mutandis.*
  
- (2) *<sup>1</sup>In like manner, stockholders whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital, or to a stake of 500 000 euros, may demand that items of business be set out in the agenda and be published by notice. <sup>2</sup>Each item of business to be newly added to the agenda must include the reasons therefor or a proposal for a resolution. <sup>3</sup>The demand in the sense of the first sentence must be received by the company at the latest twenty-four (24) days prior to the general meeting, in the case of companies listed on the stock exchange at the latest thirty (30) days prior to the general meeting; the date of its receipt shall not be included in calculating the period.*

- (3) <sup>1</sup>Where the demand is not complied with the court may grant authority to the stockholders who have raised the demand to convene the general meeting or to publish by notice the item of business. <sup>2</sup>Concurrently, the court may determine the chairman of the general meeting. <sup>3</sup>The invitation convening the general meeting or the notice must indicate the authorization by the court. <sup>4</sup>A complaint may permissibly be lodged against the decision taken. <sup>5</sup>The petitioners are to submit proof that they will continue to hold the shares of stock until the court hands down its decision.
- (4) <sup>1</sup> The company shall bear the costs of the general meeting and, in the case governed by subsection (3), also the court costs if the court has complied with the petition.

#### **Article 121 Section 7 Stock Corporation Act (AktG)**

<sup>1</sup>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. <sup>2</sup>Rescheduling the general meeting from a Sunday, a Saturday, or a holiday to a preceding or subsequent business day is not an available option. <sup>3</sup>Sections 187 to 193 of the Civil Code (BGB) shall have no corresponding application. In the case of companies not listed on the stock exchange, the by-laws may provide for a different calculation of the period.

#### **Article 70 Stock Corporation Act (AktG) – Calculation of the period of possession of the share of stock**

<sup>1</sup> Where the exercise of rights attaching to the share of stock is contingent upon the stockholder having been holder of the share of stock for a specified period of time, a claim to transfer of title against a credit institution, a financial services provider, or an enterprise pursuing activities in accordance with Section 53 (1), first sentence, or Section 53b (1), first sentence, or subsection (7) of the Banking Act (KWG) shall be equivalent to ownership of the share of stock. <sup>2</sup>The period of ownership of a predecessor in title shall be attributed to the stockholder if he has purchased the share of stock 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 Insurance Supervisory Act (VAG) or Section 14 of the Act on Savings and Loan Associations (BauSparkG).

#### **b) Counter-motions and nominations pursuant to Articles 126 Section 1, 127 Stock Corporation Act (AktG) in conjunction with Article 1 Section 2 Sentence 3 COVID-19 Act**

Since the ordinary Annual General Meeting is being held on 21 May 2021 as a virtual Annual General Meeting and a physical presence of the shareholders is not possible, shareholders cannot submit any counter-motions at the location of the Annual General Meeting; the proxy representatives appointed by the company are also not available for this purpose. The same is applicable for nomination proposals from shareholders.

However, pursuant to Article 1 Section 2 Sentence 3 COVID-19 Act, any counter-motions or nomination proposals from shareholders that are to be made available pursuant to Article 126 Stock Corporation Act (AktG) or Article 127 Stock Corporation Act (AktG) are deemed to have been submitted as though at the Annual General Meeting if the shareholder submitting the counter-motion or the nomination proposal is properly registered for the Annual General Meeting.

The right of the chair of the meeting to have the voting carried out first on the proposals by the administration is not affected by this. If the proposals of the administration are accepted with the necessary majority, the counter-motions or (deviating) nomination proposals have been insofar dealt with.

Counter-motions pursuant to Article § 126 Stock Corporation Act (AktG) and nomination proposals pursuant to Article 127 Stock Corporation Act (AktG) including the name of the shareholder, a justification, which is not necessary at least for nomination proposals, and any statement by the administration are made accessible on the Internet site of the company at <https://kps.com/de/de/investor-relations/general-meeting/ordinary-annual-general-meeting-on-21-may-2021.html> if they are received by the company at least 14 days before the Annual General Meeting, i.e. by at the latest 6 May 2021, 24:00 (CET), at the following address, fax number or email address and the other requirements for the company's obligation for public disclosure pursuant to Article 126 Stock Corporation act (AktG) or Article 127 Stock Corporation Act (AktG) are complied with:

KPS AG  
Investor Relations  
Beta-Straße 10 H  
85774 Unterföhring  
Germany  
Fax: +49 89 35631-3300  
Email: [ir@kps.com](mailto:ir@kps.com)

Motions addressed in any other way or received late will not be taken into account.

The corresponding statutory regulations are as follows:

#### **Article 126 Stock Corporation Act (AktG) – Motions by stockholders**

- (1) <sup>1</sup>Motions by stockholders are to be made accessible to the beneficiaries set out in Section 125 subsections (1) to (3), subject to the prerequisites listed therein, including the name of the stockholder, the reasons for which the motions are being made, and a statement, if any has been made, by the management regarding its position, provided that the stockholder has sent, at the latest fourteen (14) days prior to the date of the general meeting, a counter-motion opposing a proposal or guidance by the management board and the supervisory board regarding a certain item of business set out in the agenda, specifying the reasons therefor, to the address set out for this purpose in the invitation convening the general meeting. <sup>2</sup>The date on which the counter-motion is received shall not be included in calculating the period. <sup>3</sup>In the case of companies listed on the stock exchange, the counter-motion shall be made accessible via the company's website. <sup>4</sup>Section 125 (3) shall apply *mutatis mutandis*.
- (2) <sup>1</sup>A counter-motion and the reasons for which it is being made need not be made accessible,
1. *inasmuch as the management board would be liable to punishment under law, were it to make such proposal accessible,*
  2. *if the counter-motion were to result in the general meeting adopting a resolution that is in violation of the law or of the by-laws,*

3. *if the reasons make manifestly false or misleading statements regarding essential aspects, or if they are insulting,*
4. *if a counter-motion made by the stockholder based on the same facts and circumstances has already been made accessible pursuant to Section 125 for a general meeting of the company,*
5. *if the same counter-motion of the stockholder, citing essentially the same reasons, has been made accessible pursuant to Section 125 in the past five (5) years to at least two (2) general meetings of the company, and if less than one twentieth of the share capital represented voted for this counter-motion at the general meeting,*
6. *if the stockholder indicates that he will not attend the general meeting and will not have a proxy represent him, or*
7. *if, in the past two (2) years at two (2) general meetings, the stockholder has failed to propose or to have proposed a counter-motion regarding which he has informed the company.*

<sup>2</sup>*The reasons need not be made accessible if they amount to more than 5,000 characters in total.*

- (3) <sup>1</sup>*Where several stockholders propose counter-motions regarding one and the same business to be resolved upon, the management board may combine the counter-motions and the reasons specified for them.*

**Article 127 Sentence 1 to 3 Stock Corporation Act (AktG) – Nominations by stockholders**

<sup>1</sup>*Section 126 shall apply mutatis mutandis to nominations by stockholders of candidates for the supervisory board or for auditors of the annual accounts. <sup>2</sup>No reasons need be specified for the nomination. <sup>3</sup>The management board need not make accessible the nomination also in those cases in which the nomination does not include the information pursuant to Section 124 (3), fourth sentence, and Section 125 (1), fifth sentence.*

**Article 124 Section 3 sentence 4 Stock Corporation Act (AktG)**

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

**Article 125 Section 1 sentence 5 Stock Corporation Act (AktG)**

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

**Article 1 Section 2 Sentence 3 COVID-19 Act**

*Motions or nominations by shareholders, which have to be made accessible pursuant to Article 126 or article 127 of the Stock Corporation Act, are deemed to have*

been submitted as though at the general meeting if the shareholder submitting the motion or the nomination has proved their eligibility and is properly registered for the Annual General Meeting.

**c) Shareholders right to request information or ask questions pursuant to Article 131 Section 1 Stock Corporation Act (AktG) in conjunction with Article 1 Section 2 Sentence 1 No. 3 and Sentence 2 COVID-19 Act**

Pursuant to Article 131 Section 1 Stock Corporation Act (AktG), the Executive Board has to inform each shareholder on request at the Annual General Meeting about matters relating to the company, including the legal and business relationships of the company to an affiliated company, the position of the Group and the companies included in the consolidated financial statements, insofar as the information is necessary for the objective assessment of the agenda item and there is no right to refuse such information in place. Since the ordinary General Meeting on 21 May 2021 is taking place as a virtual Annual General Meeting and a physical presence of the shareholders is excluded, the shareholders cannot request any information at the place of the Annual General Meeting; the proxy representatives appointed by the company are also not available for this purpose.

However, the shareholders are given a right to ask questions by way of electronic communication pursuant to Article 1 Section 2 sentence 1 No. 3 and sentence 2 COVID-19 Act. The Executive Board has stated for this purpose that questions must be submitted by way of electronic communication at the latest one day before the Annual General Meeting. The Executive Board decides at its own discretion how it answers the questions.

Shareholders who have registered for the Annual General Meeting correctly and by the deadline can submit their questions to the company until 24.00 (CET, the determining factor is receipt by the company) on 19 May 2021 exclusively by means of electronic communication through the shareholders' portal at <https://kps.com/de/de/investor-relations/general-meeting/ordinary-annual-general-meeting-on-21-may-2021.html>.

We refer to the fact in the context of answering questions the name of the shareholder asking the question may also be specified. You should further note that questions may not be asked through the proxy representatives nominated by the company. The corresponding regulations pursuant to the statutory legislation and the articles of incorporation are as follows:

**Article 131 Stock Corporation Act (AktG) – Stockholder's right to request information**

- (1) <sup>1</sup>The management board is to inform each stockholder at the general meeting, upon a corresponding request being made, concerning matters pertaining to the company insofar as this is required in order to appropriately adjudge the item of business set out in the agenda. <sup>2</sup>The obligation to provide information shall also extend to include the legal and business relations of the company with an affiliated enterprise. <sup>3</sup>Where a company avails itself of the eased requirements pursuant to Section 266 (1), third sentence, Section 276, or Section 288 of the Commercial Code (HGB), then each stockholder may request that, at the general meeting deliberating on the annual accounts, the annual accounts be made available to him in the form that they would have without these eased requirements. <sup>4</sup>The obligation of the management board of a parent company to provide information (Section 290 subsections (1) and (2) of the Commercial Code (HGB)) at the general meeting to which the consolidated financial statements and the consolidated management report are submitted shall also extend to cover the situation of the group and the enterprises includ-

ed in the consolidated financial statements.

(2) <sup>1</sup>The information provided is to correspond to the principles of conscientious and faithful accounting. <sup>2</sup>The by-laws or the rules of procedure pursuant to Section 129 may grant authority to the person chairing the meeting to impose reasonable time limits on the stockholder's right to ask questions and to speak, and may also allow him to make further determinations concerning the details in this regard.

(3) <sup>1</sup>The management board may refuse a request for information,

1. inasmuch as the provision of the information, when adjudged applying prudent business judgment, is suited to cause a greater than insignificant disadvantage to the company or an affiliated enterprise;
2. inasmuch as it refers to carrying values for tax purposes or the amount of individual taxes;
3. regarding the difference between the value at which objects were stated in the annual balance sheet and a higher value of such objects, unless the general meeting approves and establishes the annual accounts;
4. regarding the accounting and valuation methods insofar as it suffices to cite these methods in the notes in order to accurately represent the company's assets, financial position, and revenue situation in keeping with its actual circumstances in the sense of Section 264 (2) of the Commercial Code (HGB); this shall not apply if the general meeting approves and establishes the annual accounts;
5. inasmuch as the management board would be liable to punishment under law were it to provide the information;
6. inasmuch as, in the case of a credit institution or financial services provider, no information need be provided regarding the accounting and valuation methods applied, nor regarding the netting performed in the annual accounts, management report, consolidated financial statements, or consolidated management report;
7. inasmuch as such information is continuously accessible on the company's website for at least seven (7) days prior to commencement of the general meeting, and also in its course.

<sup>2</sup>Any refusal to provide information for other than the grounds set out above is not permissible.

(4) <sup>1</sup>Where information has been provided to a stockholder because of his capacity as such, and this was done outside of the general meeting, it is to be provided to every other stockholder making a corresponding request at the general meeting, even if such information is not required in order to appropriately adjudge the item of business set out in the agenda. <sup>2</sup>The management board may not refuse to provide the information in accordance with subsection (3), first sentence, nos. 1 to 4. <sup>3</sup>The first and second sentences shall not apply if a subsidiary company (Section 290 subsections (1) and (2) of the Commercial Code (HGB)), a joint venture (Section 310 (1) of the Commercial Code (HGB))

or an associated enterprise (Section 311 (1) of the Commercial Code (HGB)) issues the information to a parent company (Section 290 subsections (1) and (2) of the Commercial Code (HGB)) for purposes of including the company in the consolidated financial statements of the parent company and the information is required for this purpose.

- (5) Where a stockholder's request for information is refused, he may demand that his question and the grounds for refusing to provide the information be included in the minutes of the meeting.

**Article 1 Section 1 and Section 2 sentence 1 and sentence 2 COVID-19 Act**

- (1) <sup>1</sup>The decisions about the participation of the shareholders in the general meeting by means of electronic communication according to Section 118 (1) sentence 2 of the Stock Corporation Act (electronic participation), voting by means of electronic communication according to Section 118 (2) of the Stock Corporation Act (postal vote), participation of members of the supervisory board by means of video and audio transmission in accordance with Section 118 (3) sentence 2 of the Stock Corporation Act and the approval of video and audio transmission in accordance with Section 118 (4) of the German Stock Corporation Act can also be approved by the company's management board without authorization from the Articles of Association or rules of procedure.

- (2) <sup>1</sup>The Management Board can decide that the meeting is held as a virtual general meeting without the physical presence of the shareholders or their authorized representatives, provided that

1. the image and sound transmission of the entire assembly takes place,
2. the shareholders can exercise their voting rights via electronic communication (postal voting or electronic participation) and grant power of attorney,
3. the shareholders are granted a right to ask questions by means of electronic communication,
4. the shareholders who have exercised their voting rights in accordance with number 2, in deviation from Section 245 number 1 of the Stock Corporation Act, waiving the requirement to appear at the general meeting, are given an opportunity to object to a resolution of the general meeting.

<sup>2</sup>The board of directors decides at its own discretion how it will answer questions; it can also stipulate that questions must be submitted by electronic communication no later than one day before the meeting.

**Article 17 No. 4 of the Articles of Incorporation of KPS AG**

*<sup>1</sup>The Chair of the Annual General Meeting is empowered to place a reasonable time limit on the right of shareholders to speak and ask questions. <sup>2</sup>In particular, he is authorized to set a reasonable time limit for the discussion of individual agenda items and for individual questions and speaking contributions or for individual speakers already at the beginning of the meeting or during the course of the entire proceedings of the Annual General Meeting.*

The Executive Board

Unterföhring, April 2021