



Manz AG

Reutlingen

- ISIN DE000A0JQ5U3 -

Annual General Meeting 2024 held on Tuesday, July 2, 2024

Explanations

pursuant to Section 121 (3) Sentence 3 No. 3 German Stock Corporation Act (AktG) on the rights of shareholders pursuant to Section 122 (2), Section 126 (1), Section 127 and Section 131 (1) German Stock Corporation Act (AktG)

The invitation to the Annual General Meeting already contains information on the rights of shareholders in accordance with Section 122 (2), Section 126 (1), Section 127 and Section 131 (1) German Stock Corporation Act (AktG) . The following explanations provide further details.

1. Requests for addition to the agenda pursuant to Section 122 (2) German Stock Corporation Act (AktG)

Shareholders of the Company whose shares jointly equal at least one-twentieth of share capital (427,129 Company shares) can, under Section 122 (2) German Stock Corporation Act (AktG), request that additions be made to the agenda of the Annual General Meeting and that these additional items be announced. Every new agenda item must be accompanied by a statement of reasons or a proposed resolution. Requests for additions to the agenda must be addressed in writing to the Managing Board of Manz AG and must be received by the Company no later than Saturday, June 1, 2024, by midnight (CEST).

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

Managing Board of

Manz AG

“2024 Annual General Meeting”

Steigäckerstraße 5

72768 Reutlingen

Germany

E-mail: hv@manz.com

Applicants must prove that they have held the shares for at least 90 days before the date of receipt of the request by the Company and that they will continue to hold the shares until the decision of the Managing Board concerning the request.

Any additions to the agenda that require publication and were not published in the calling notice will be published in the German Federal Gazette immediately upon receipt of the request and will be forwarded for publication to media, which can be expected to publish the information across the entire European Union. They will also be made available promptly following receipt on the Company's website at the address <https://www.manz.com/hv>, and disclosed with shareholders as well according to Section 125 German Stock Corporation Act (AktG).

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

Section 121 General (excerpt)

- (4) The convocation shall be published in the Company's gazette. If the shareholders of the company are known by name, the Annual General Meeting may be convened by registered letter, unless otherwise stipulated in the Articles of Incorporation; the date of dispatch shall be deemed the date of announcement. [...]
- (4a) In the case of listed companies that have not exclusively issued registered shares or that do not send the convocation directly to the shareholders in accordance with (4) Sentence 2, the convocation shall be forwarded for publication at the latest at the time of the announcement to such media that can be expected to disseminate the information throughout the European Union.
- (7) In the case of deadlines and dates that are 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 possible. Sections 187 to 193 German Civil Code (BGB) shall not apply accordingly. In the case

of non-listed companies, the Articles of Incorporation may stipulate a different calculation of the deadline.

Section 122 Convening a meeting at the request of a minority

- (1) The Annual General Meeting must be convened if shareholders whose shares together amount to one-twentieth of the share capital request such a meeting in writing, stating the purpose and reasons; the request must be addressed to the Managing Board. The Articles of Incorporation may link the right to request the convening of the Annual General Meeting to a different form and to the ownership of a smaller share of the share capital. Applicants must prove that they have held the shares for at least 90 days before the date of receipt of the request and that they will continue to hold the shares until the decision of the Managing Board concerning the request. Section 121 (7) shall apply accordingly.
- (2) In the same way, shareholders whose shares together amount to one-twentieth of the share capital or a proportionate amount of EUR 500,000 may request that items be placed on the agenda and published. Every new agenda item must be accompanied by a statement of reasons or a proposed 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, prior to the meeting; the day of receipt is not included.
- (3) If the request is not complied with, the court may authorize the shareholders who made the request to convene the Annual General Meeting or to make the matter public. 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. The decision may be appealed. The applicants must prove that they hold the shares until the court's decision.
- (4) The company shall bear the costs of the Annual General Meeting and, in the case of (3), also the court costs if the court has granted the application.

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

- (1) If the minority has requested that items be placed on the agenda in accordance with Section 122 (2), these must be announced either when the meeting is convened or otherwise immediately upon receipt of the request. Section 121 (4) shall apply mutatis mutandis; in addition, Section 121 (4a) shall apply accordingly to listed companies. Announcement and forwarding must be carried out in the same way as for the convocation.

Section 124a Publications on the company's website

In the case of listed companies, they must be available on the company's website as soon as possible after 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 convocation – 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 when voting by postal vote, 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 must be made accessible in the same way immediately after it is received by the company.

Section 125 Notifications for shareholders and Supervisory Board members (excerpt)

- (1) The Managing Board of a company that has not exclusively issued registered shares must give notice of the convening of the Annual General Meeting at least 21 days before the meeting as follows:
 1. the intermediaries who hold the company's shares 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 must be communicated in the case of listed companies. The notification must indicate the possibility of exercising voting rights through a proxy – including through an association of shareholders. In the case of listed companies, a proposal for the election of Supervisory Board members must be accompanied by information on their membership of other statutory supervisory boards; information on their membership of comparable domestic and foreign supervisory bodies of commercial enterprises should be included.

2. Counter proposals and election nominations pursuant to Sections 126 (1) and 127 German Stock Corporation Act (AktG)

Shareholders of the company may send the company motions against proposals by the Managing Board and/or Supervisory Board on certain items on the agenda (countermotions) in accordance with Section 126 (1) German Stock Corporation Act (AktG) and proposals for the election of Supervisory Board members or auditors in accordance with Section 127 German Stock Corporation Act (AktG).

Counter proposals pursuant to Section 126 (1) German Stock Corporation Act (AktG) must include a statement of reasons. A statement of reasons is not required for proposals for election pursuant to Section 127 German Stock Corporation Act (AktG). The Managing Board also does not have to make a proposal for election of Supervisory Board members or auditors available in cases where the proposal does not include the name, profession or city of the proposed individual. The Managing Board further does not have to make a proposal for election of Supervisory Board members available when information concerning the membership of candidates in other statutory supervisory boards is not provided.

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

“Hauptversammlung 2024”

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 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 17, 2024.

The right of any shareholder to submit countermotions or election proposals on the various agenda items during the Annual General Meeting, even without prior submission to the Company, shall remain 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 shall not be obligated to make a counter-motion and its grounds accessible. This is the case pursuant to Section 126 (2) German Stock Corporation Act (AktG),

- insofar as the Managing Board would make itself liable to prosecution by making it accessible,
- if the counter-motion would lead to a resolution of the Annual General Meeting that is illegal or contrary to the Articles of Incorporation,
- if the statement of grounds contains clearly false or misleading information in essential points or if it contains insults,
- if a counter-motion of the shareholder based on the same facts has already been made accessible to a General Meeting of the Company in accordance with Section 125 German Stock Corporation Act (AktG),
- if the same counter-motion of the shareholder with essentially the same justification has already been made accessible to at least two Annual General Meetings of the Company in the last five years in accordance with Section 125 German Stock Corporation Act (AktG) and less than one-twentieth of the share capital represented voted in favor of it at the Annual General Meeting,
- if the shareholder indicates that he/she will not attend the Annual General Meeting and will not be represented, or
- if the shareholder has not submitted a counter-motion communicated by him or has not had one submitted at two Annual General Meetings in the last two years.

Furthermore, the grounds for an admissible counter-motion need not be made accessible if they exceed a total of 5,000 characters.

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

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

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

Section 125 Notifications for shareholders and Supervisory Board members (excerpt)

- (1) The Managing Board of a company that has not exclusively issued registered shares must give notice of the convening of the Annual General Meeting at least 21 days before the meeting as follows:

1. the intermediaries who hold the company's shares 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 must be communicated in the case of listed companies. The notification must indicate the possibility of exercising voting rights through a proxy – including through an association of shareholders. In the case of listed companies, a proposal for the election of Supervisory Board members must be accompanied by information on their membership of other statutory supervisory boards; information on their membership of comparable domestic and foreign supervisory bodies of commercial enterprises should be included.

Section 126 Motions by shareholders

- (1) Shareholder motions – including the name of the shareholder, the grounds and any statement by executive management – shall be made available to the authorized persons specified in Section 125 (1) to (3) under the conditions specified therein if the shareholder has sent a counter-motion against a proposal by the Managing Board and Supervisory Board on a specific item on the agenda, together with the grounds, to the address specified for this purpose in the notice convening the meeting at least 14 days before the meeting. The day of receipt shall not be included. In the case of listed companies, access must be provided via the company's website. Section 125 (3) shall apply accordingly.
- (2) A counter-motion and its grounds need not be made accessible,
 1. to the extent that the Managing Board would make itself liable to prosecution by making it accessible,
 2. the counter-motion would lead to a resolution of the Annual General Meeting that is illegal or contrary to the Articles of Incorporation,
 3. the statement of grounds contains clearly false or misleading information in essential points or if it contains insults,
 4. if a counter-motion of the shareholder based on the same facts has already been made accessible to a General Meeting of the Company in accordance with Section 125 German Stock Corporation Act (AktG),

5. if the same counter-motion of the shareholder with essentially the same justification has already been made accessible to at least two Annual General Meetings of the Company in the last five years in accordance with Section 125 German Stock Corporation Act (AktG) and less than one-twentieth of the share capital represented voted in favor of it at the Annual General Meeting,
6. the shareholder indicates that he/she will not attend the Annual General Meeting and will not be represented, or
7. the shareholder has not submitted a counter-motion communicated by him or has not had one submitted at two Annual General Meetings in the last two years.

The reasons need not be made accessible if they exceed 5,000 characters in total.

- (3) If several shareholders submit counter-motions on the same subject of the resolution, the Managing Board may summarize the counter-motions and their reasons.

Section 127 Nominations 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 election proposal does not need to be substantiated. The Managing Board does not need to make the election proposal accessible even if the proposal does not contain the information pursuant to Section 124 (3) Sentence 4 and Section 125 (1) Sentence 5. [...]

3. Shareholders' right to information pursuant to Section 131 (1) German Stock Corporation Act (AktG)

Shareholders of the Company can demand information at the Annual General Meeting from the Managing Board under Section 131 (1) German Stock Corporation Act (AktG) concerning the Company's affairs, the legal and business dealings of the Company with affiliated companies, and the current situation of the Group and the companies included in the consolidated financial statements, provided that the information is necessary for an accurate assessment of the agenda item.

The Managing Board may refrain from answering individual questions in accordance with Section 131 (3) German Stock Corporation Act (AktG),

- insofar as the provision of the information is likely to cause a not insignificant disadvantage to the Company or an affiliated company according to reasonable commercial judgment;
- insofar as 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 balance sheet and a higher value of these 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 give 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) German Commercial Code (HGB); this shall not apply if the Annual General Meeting approves the annual financial statements;
- insofar as the Managing Board would make itself liable to prosecution by providing the information; or
- insofar as the information is continuously available on the Company's website for at least seven days before the start of (and during) the Annual General Meeting.

Information may not be refused for other reasons.

If a shareholder is given information outside the Annual General Meeting on the basis of being a shareholder, then it must be provided to any shareholder upon request during the Annual General Meeting, even when it is not necessary in order to make an accurate assessment of the agenda item.

The right of shareholders to information can be exercised during the Annual General Meeting. The chair of the Annual General Meeting may limit the time allowed for the stockholders' questions and statements within appropriate bounds and, in particular, can set limits on the time of the Annual General Meeting and the discussion of individual agenda items, as well as limits on speaking times and time for asking questions.

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

Section 131 Shareholder's right to information

(1) Upon request, each shareholder shall be provided with information on Company matters by the Managing Board at the Annual General Meeting to the extent that such information is necessary for a proper assessment of the item on the agenda. The duty to provide information also extends to the Company's legal and business relationships with an affiliated company. If a company makes use of the simplifications pursuant to Section 266 (1) Sentence 3, Section 276 or Section 288 German Commercial Code (HGB), any shareholder may request that the annual financial statements be presented to them at the Annual General Meeting on the annual financial statements in the form that they would have if these provisions had not been applied. The duty of the Managing Board of a parent company (Section 290

[1], (2) German Commercial Code [HGB]) to provide information at the Annual General Meeting to which the consolidated financial statements and the Group management report are presented shall also extend to the situation of the Group and the companies included in the consolidated financial statements.

[...]

- (2) The information must comply with the principles of conscientious and faithful accountability. The Articles of Incorporation or the rules of procedure pursuant to Section 129 may authorize the chairman of the meeting to impose reasonable time limits on the shareholder's right to ask questions and speak, and may stipulate further details.
- (3) The Managing Board may refuse to provide information,
1. insofar as the provision of the information is likely to cause a not insignificant disadvantage to the Company or an affiliated company according to reasonable commercial judgment;
 2. insofar as it relates to tax valuations or the amount of individual taxes;
 3. if the difference between the value at which items have been recognized in the annual balance sheet and a higher value of these items, unless the Annual General Meeting 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 give 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) German Commercial Code (HGB); this shall not apply if the Annual General Meeting approves the annual financial statements;
 5. insofar as the Managing Board would make itself liable to prosecution by providing the information; or
 6. insofar as a financial institution or financial services institution is not required to disclose information on the accounting policies applied and offsetting in the annual financial statements, management report, consolidated financial statements or group management report;
 7. insofar as the information is continuously available on the Company's website for at least seven days before the start of (and during) the Annual General Meeting.

Information may not be refused for other reasons.

- (4) If a shareholder is given information outside the Annual General Meeting on the basis of being a shareholder, then it must be provided to any shareholder upon request during the Annual General Meeting, even when it is not necessary in order to make an accurate assessment of the agenda item. The Managing Board may not refuse to provide information in accordance with (3) Sentence 1 Nos. 1 to 4. Sentences 1 and 2 shall not apply if a subsidiary (Section 290 [1], [2] German Commercial Code [HGB]), a joint venture (Section 310 [1] German Commercial Code [HGB]) or an associated company (Section 311 [1] German Commercial Code [HGB]) provides the information to a parent company (Section 290 [1], [2] German Commercial Code [HGB]) 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 denied information, he may request that his question and the reason for which the information was denied be recorded in the minutes of the meeting.

The provisions of the company's Articles of Incorporation on which these shareholder rights are based are as follows:

Section 15 Chair of the Annual General Meeting (excerpt)

- (2) The chairman shall chair the Annual General Meeting, determine the order of the items on the agenda and the order and type of voting. The chairman may limit the time allowed for the stockholders' questions and statements within appropriate bounds and, in particular, can set limits on the time of the Annual General Meeting and the discussion of individual agenda items, as well as limits on speaking times and time for asking questions. He must work towards ensuring the swift conduct of the Annual General Meeting.

Reutlingen, May 2024

Manz AG
The Managing Board