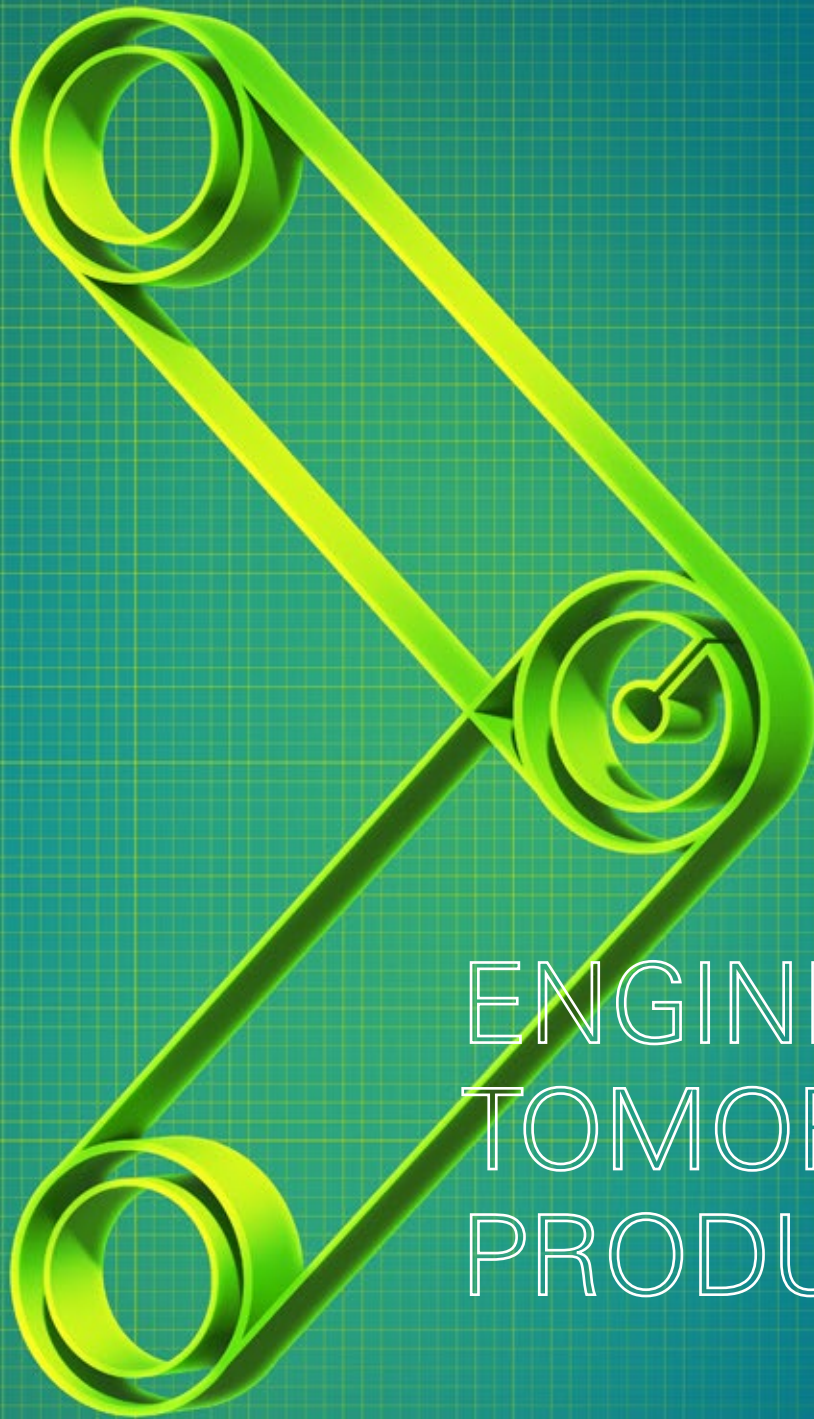


Invitation
2024 Annual General Meeting



ENGINEERING
TOMORROW'S
PRODUCTION



Manz AG
Reutlingen
ISIN DE000A0JQ5U3

Invitation to the 2024 Annual General Meeting

We hereby invite our shareholders to the Annual General Meeting on

Tuesday, July 2, 2024, at 10:00 a.m. (CEST).

Location: FILharmonie Filderstadt
Tübinger Straße 40
70794 Filderstadt

Non-binding translation of the German original.

Agenda Overview

1. Presentation of the adopted annual financial statements and the approved consolidated financial statements as of December 31, 2023, the management reports for Manz AG and the Group for the fiscal year 2023, and the report of the Supervisory Board for the fiscal year 2023
2. Resolution on the approval of the actions of the members of the Managing Board for the 2023 fiscal year
3. Resolution on the approval of the actions of the members of the Supervisory Board for the 2023 fiscal year
4. Resolution regarding the selection of the auditor for the individual and the consolidated financial statements for fiscal year 2024
5. Resolution on the approval of the compensation report for the fiscal year 2023
6. Resolution on the creation of new authorized capital and the amendment of the Articles of Incorporation
7. Resolution regarding the authorization to issue warrant or convertible bonds, profit-sharing rights or profit-sharing bonds and to form new Contingent Capital I and to make amendments to the Articles of Incorporation

Overview

with the disclosures pursuant to Section 125 of the German Stock Corporation Act (AktG) in conjunction with Article 4 and Annex Table 3 of the Implementing Regulation (EU) 2018/1212 (EU-IR)

A. Content of the notification

A 1	Clear designation of the event	Annual General Meeting of Manz AG (formal information according to EU-DVO: 28596385fd11ef11b53400505696f23c)
A 2	Type of notification	Invitation to the Annual General Meeting (formal information according to EU-DVO: NEWM)

B. Information on the issuer

B 1	ISIN	DE000A0JQ5U3
B 2	Name of the issuer	Manz AG

C. Information on the Annual General Meeting

C 1	Date of the Annual General Meeting	Tuesday, July 2, 2024 (formal information according to EU-DVO: 20240702)
C 2	Time of the Annual General Meeting	10:00 (CET) (formal information according to EU-DVO: 8.00 UTC)
C 3	Type of Annual General Meeting	Ordinary Annual General Meeting (formal information according to EU-DVO: GMET)
C 4	Location of Annual General Meeting	Place of the Annual General Meeting within the meaning of the German Stock Corporation Act (AktG): FILharmonie Filderstadt, Tübinger Straße 40, 70794 Filderstadt
C 5	Recording date	June 10, 2024, 24:00 (CEST) (formal information according to EU-DVO: 20240610)
C 6	Uniform Resource Locator (URL)	https://www.manz.com/agm

Further information about the invitation to the General Meeting (Blocks D through F of Table 3 in the Annex to the Implementing Regulation (EU) 2018/1212):

Further information about participating in the General Meeting (Block D), the agenda (Block E), and the defined periods for exercising other shareholder rights (Block F) can be found on the following website:

<https://www.manz.com/agm>

Agenda

1. Presentation of the adopted annual financial statements and the approved consolidated financial statements as of December 31, 2023, the management reports for Manz AG and the Group for the fiscal year 2023, and the report of the Supervisory Board for the fiscal year 2023

The aforementioned documents also contain the explanatory reports on the disclosures pursuant to Section 289a (1), Section 315a (1) German Commercial Code (HGB). With the exception of the annual financial statement of Manz AG and the management report for Manz AG, they are included in the 2023 annual report. The 2023 annual report, the annual financial statements of Manz AG, and the management report for Manz AG, as well as the 2023 sustainability report (separate, non-financial Group report), are available at the Internet address

<https://www.manz.com/agm>

No resolution of the Annual General Meeting is provided for Item 1 of the agenda, because the Supervisory Board has already adopted the annual and consolidated financial statements prepared by the Managing Board.

2. Resolution on the approval of the actions of the members of the Managing Board for the 2023 fiscal year

The Managing Board and the Supervisory Board propose that the actions of the members of the Managing Board be approved for the 2023 fiscal year.

3. Resolution on the approval of the actions of the members of the Supervisory Board for the 2023 fiscal year

The Managing Board and Supervisory Board propose that the actions of the members of the Supervisory Board be approved for fiscal year 2023.

4. Resolution regarding the selection of the auditor for the individual and the consolidated financial statements for fiscal year 2024

Based on the recommendation of its Audit Committee, the Supervisory Board proposes that Deloitte GmbH Wirtschaftsprüfungsgesellschaft, based in Munich, Stuttgart branch, be appointed as the auditor of the Company's annual financial statements and consolidated financial statements for the 2024 financial year.

The Audit Committee has declared that its recommendation is free from undue influence by third parties pursuant to Art. 16 (2) 3 EU Statutory Audit Regulation, and that no clause of the kind referred to in Art. 16 (6) EU Statutory Audit Regulation has been imposed on it.

5. Resolution on the approval of the compensation report for the fiscal year 2023

Pursuant to Section 162 German Stock Corporation Act (AktG), a compensation report on the compensation of the members of the Managing Board and the Supervisory Board shall be prepared annually and submitted to the Annual General Meeting for approval pursuant to Section 120a (4) German Stock Corporation Act (AktG).

The compensation report for fiscal year 2023, including the auditor's report, is reproduced in the attachment to this agenda item 5 and is available on the website <https://www.manz.com/agm> from the time the Annual General Meeting is convened.

The Managing Board and the Supervisory Board propose that the compensation report for the fiscal year 2023 be approved.

6. Resolution on the creation of new authorized capital and the amendment of the Articles of Incorporation

A new authorized capital in the amount of 50% of the share capital is to be created by canceling the previous authorization so that the Company can use this instrument to strengthen its equity if necessary. Going forward, the Company should be able to exclude shareholders' subscription rights in the amount of up to 20% of the share capital when exercising the authorized capital through a capital increase against cash contributions, instead of up to 10% of the share capital as was previously the case, if the issue price of the new shares is not significantly lower than the market price of Manz shares (so-called simplified exclusion of subscription rights). This means that use can be made of a degree of flexibility associated with the right to increase capital, which was included in the German Stock Corporation Act (AktG) by the Future Financing Act of December 11, 2023.

The Managing Board and the Supervisory Board submit the following proposals for resolution:

a) Repeal the existing authorization to increase equity capital

The authorization of the Managing Board, based on the resolution of the Annual General Meeting on July 4, 2023 and in accordance with Section 3 (3) of the Articles of Incorporation, to increase the share capital of the Company in the period up to July 3, 2028, with the approval of the Supervisory Board, once or in partial amounts by a total of up to EUR 4,270,143.00 by issuing a total of up to 4,270,143 new bearer shares (no-par value bearer shares) against cash or non-cash contributions (Authorized Capital 2023), is revoked.

b) Create new authorized capital

The Managing Board will be given authorization to increase the Company's capital stock, with the Supervisory Board approval, in the period until July 1, 2029, one or more times up to a total of EUR 4,271,287.00 through the issuance of up to a total of 4,271,287 new bearer shares (no-par value bearer shares) in return for cash or assets in kind (Authorized Capital 2024).

In principle, the new shares must be offered to shareholders for subscription. The new shares may also be assumed by banks designated by the Managing Board with the obligation to offer them to the shareholders for subscription (indirect subscription right). However, the Managing Board will be authorized, with Supervisory Board approval, to exclude shareholders' subscription rights

– in the event of a capital increase for cash consideration, if the issue amount of the new shares is not significantly less, within the meaning of Section 203 (1) and (2) and Section 186 (3) Sentence 4 German Stock Corporation Act (AktG), than the stock exchange price of shares of the Company of the same type at the time of establishment of the issue price, which is to be as close in time as possible to the time of issue of new shares. This authorization for the exclusion of the subscription right applies only to the extent that shares to be issued in the capital increase do not in total represent a proportionate amount of the capital stock of more than EUR 1,708,514.00 and overall do not comprise more than 20% of the capital stock at the time the authorization is exercised. The pro rata amount of the share capital of shares that are issued or sold during the term of this authorization due to other authorizations in direct or analogous application of Section 186 (3), Sentence 4 German Stock Corporation Act (AktG), under exclusion of subscription rights shall be offset against this maximum amount for a subscription right exclusion;

– in the case of capital increases against contribution in kind for the acquisition of companies, parts of companies or participations in companies or other assets or for the purpose of business combinations;

– to the extent that it is necessary to give holders of warrants or convertible bonds, profit-sharing rights, or profit-sharing bonds (or combinations of these instruments) issued by the Company or direct or indirect affiliated companies of the Company a subscription right to new shares to the same extent as they would be entitled upon exercising their option or conversion right or after fulfilling their conversion obligation;

– to exclude fractional amounts from the subscription right.

The Managing Board will be authorized, with Supervisory Board approval, to determine the further details of the implementation of the capital increases from the authorized capital.

The Supervisory Board will be given authorization to amend the wording of the Articles of Incorporation according to the implementation of the capital increase by using authorized capital and after the expiration of the authorization term.

c) Amendment to the Articles of Incorporation

Section 3 (3) of the Articles of Incorporation will be amended as follows:

“(3) The Managing Board will be given authorization to increase the Company's capital stock, with Supervisory Board approval, in the period until July 1, 2029, one or more times up to a total of EUR 4,271,287.00 through the issuance of up to a total of 4,271,287 new bearer shares (no-par value bearer shares) in return for cash or assets in kind (Authorized Capital 2024).

In principle, the new shares must be offered to shareholders for subscription. The new shares may also be assumed by banks designated by the Managing Board with the obligation to offer them to the shareholders for subscription (indirect subscription right). However, the Managing Board is authorized, with Supervisory Board approval, to exclude shareholders' subscription rights

- in the event of a capital increase for cash consideration, if the issue amount of the new shares is not significantly less, within the meaning of Section 203 (1) and (2) and Section 186 (3) Sentence 4 German Stock Corporation Act (AktG), than the stock exchange price of shares of the Company of the same type at the time of establishment of the issue price, which is to be as close in time as possible to the time of issue of new shares. This authorization for the exclusion of the subscription right applies only to the extent that shares to be issued in the capital increase do not in total represent a proportionate amount of the capital stock of more than EUR 1,708,514.00 and overall do not comprise more than 20% of the capital stock at the time the authorization is exercised. The pro rata amount of the share capital of shares that are issued or sold during the term of this authorization due to other authorizations in direct or analogous application of Section 186 (3), Sentence 4 German Stock Corporation Act (AktG), under exclusion of subscription rights shall be offset against this maximum amount for a subscription right exclusion;
- in the case of a capital increase for contributions in kind for the purpose of acquisition of companies, parts of companies, and holdings in companies of other assets or entering into mergers;
- to the extent that it is necessary to give holders of warrants or convertible bonds, profit-sharing rights, or profit-sharing bonds (or combinations of these instruments) issued by the Company or direct or indirect affiliated companies of the Company a subscription right to new shares to the same extent as they would be entitled upon exercising their option or conversion right or after fulfilling their conversion obligation;
- to exclude fractional amounts from the subscription right.

The Managing Board is authorized, with Supervisory Board approval, to determine the further details of the implementation of the capital increases based on the authorized capital.

The Supervisory Board will be given authorization to amend the wording of the Articles of Incorporation according to the implementation of the capital increase using authorized capital and after the expiration of the authorization term."

7. Resolution regarding the authorization to issue warrant or convertible bonds, profit-sharing rights or profit-sharing bonds and to form new Contingent Capital I and to make amendments to the Articles of Incorporation

The Annual General Meeting of July 2, 2019 resolved an authorization to issue warrant or convertible bonds, profit-sharing rights or profit-sharing bonds as well as Contingent

Capital I in the amount of EUR 3,100,000.00. Because the authorization is limited through July 1, 2024, a new authorization shall be resolved to issue warrant or convertible bonds, profit-sharing rights or profit-sharing bonds and a new Contingent Capital I amounting to around 40% of the capital stock.

The Managing Board and the Supervisory Board submit the following proposals for resolution:

- a) Authorization to issue partial debentures with option or conversion rights or conversion obligations, profit-sharing rights, and profit-sharing bonds (or combinations of these instruments)

(1) Term of the Authorization and Nominal Amount

The Managing Board, with Supervisory Board approval, is authorized to issue bearer warrant or convertible bonds, profit-sharing rights and/or profit-sharing bonds or a combination of these instruments (collectively referred to as "bonds"), up to a total nominal value of EUR 150 million, on one or more occasions until July 1, 2029. In addition, the Managing Board was also authorized to grant option rights to owners of warrant bonds and conversion rights to owners of convertible bonds for bearer shares of the company with a proportionate amount of capital stock totaling up to EUR 3,417,000.00, in accordance with the detailed terms and conditions of the warrant/convertible bonds.

In addition to euros, the bonds can also be issued in the statutory currency of an OECD country – with limitation to the relevant equivalent in euros. They can also be issued by a Group company of Manz AG in the sense of Section 18 German Stock Corporation Act (AktG). For this case, the Managing Board is authorized to accept the guarantee for the bonds with the approval of the Supervisory Board, and to grant or subject the holders of warrant and/or convertible bonds to conversion rights or conversion obligations for bearer shares of Manz AG.

(2) Subscription right

The statutory subscription right is granted to shareholders in such a way that the bonds are underwritten by a financial institution or a syndicate of credit institutions with the obligation to offer them to the shareholders for subscription. If bonds are issued by a Group company of Manz AG within the meaning of Section 18 German Stock Corporation Act (AktG), the Company must ensure that the statutory subscription rights are granted to the shareholders of Manz AG accordingly.

However, the Managing Board is authorized, with the approval of the Supervisory Board, to exclude fractional amounts from shareholders' subscription rights and also to exclude subscription rights to the extent necessary to grant subscription rights to the holders of previously issued bonds with warrants or conversion rights or conversion obligations to the extent to which they would be entitled as shareholders subsequent to exercising their warrants or conversion rights or fulfilling their conversion obligations.

The Managing Board is also authorized – with the approval of the Supervisory Board – to completely exclude shareholders' subscription rights to bonds issued with option and/or conversion rights or conversion obligations if the Managing Board, after due examination, draws the conclusion that the issue price of the bonds is not significantly lower than their hypothetical market value determined using recognized and, in particular, financial mathematical methods. This authorization to exclude subscription rights shall apply to bonds issued with option and/or conversion rights or conversion obligations with an option and/or conversion right or a conversion obligation on shares with a pro rata amount of the share capital that may not exceed 20% of the share capital, either at the time this authorization becomes effective or – if this value is lower – at the time this authorization is exercised. The following are counted towards the aforementioned twenty percent limit

– new shares issued from authorized capital with the exclusion of subscription rights in accordance with Section 186 (3) Sentence 4 German Stock Corporation Act (AktG) during the term of this authorization until the issue of bonds with option and/or conversion rights or conversion obligations without subscription rights in accordance with Section 186 (3) Sentence 4 German Stock Corporation Act (AktG), and

– such shares that are acquired on the basis of an authorization by the Annual General Meeting and sold in accordance with Section 71 (1) No. 8 Sentence 5 German Stock Corporation Act (AktG) in conjunction with Section 186 (3) Sentence 4 German Stock Corporation Act (AktG) during the term of this authorization until the bonds with option and/or conversion rights or conversion obligations are issued without subscription rights in accordance with Section 186 (3) Sentence 4 German Stock Corporation Act (AktG).

Insofar as profit participation rights or participating bonds without option rights or conversion rights/obligations are issued, the Managing Board shall be authorized – with the approval of the Supervisory Board – to exclude shareholders' subscription rights altogether if these profit participation rights or participating bonds have bond-like features, i.e. do not establish any membership rights in the Company, do not grant any participation in liquidation proceeds and the amount of interest is not calculated on the basis of the amount of the net profit for the year, the net retained profits or the dividend. In this case, the interest rate and the issue amount of the profit participation rights or participating bonds must also correspond to the current market conditions at the time of issue.

(3) Option rights

If warrant bonds are issued, one or more subscription warrants will be attached to each partial debenture which entitle the holder to purchase bearer shares in Manz AG according to the specific option conditions to be established by the Managing Board. For warrant bonds denominated in euros issued by Manz AG or a Group company, the option conditions may require that the option price can also be fulfilled through partial debentures and if necessary through cash supplementary payment. The proportionate amount of capital stock attributed to the shares to be purchased for the respective partial debenture may not exceed the nominal amount

of the partial debenture. If there are fractional shares, it can be stipulated that these fractions may be added together to purchase whole shares according to the option or bond terms, with an additional payment if necessary. The same applies if profit-sharing rights or profit-sharing bonds are attached to a subscription warrant.

(4) Conversion rights

If convertible bonds are issued, the holders shall receive the irrevocable right to convert their bonds to bearer shares in Manz AG according to the convertible bond terms and conditions established by the Managing Board. The conversion ratio shall be determined by dividing the nominal amount by the set conversion price for a share in the Company, and can be rounded up or down to a whole number; in addition, an additional payment to be made in cash and a combination or compensation for non-convertible fractions may be established. The same applies if the conversion right relates to a profit-sharing right or profit-sharing bond.

(5) Options or Conversion Price

If bonds are issued that grant an option or conversion right or establish a conversion obligation, the option or conversion price may not be less than 80% of the price of the Company share in Xetra trading (or a relevant subsequent system) on the Frankfurt stock exchange. The average share price of Manz AG, weighted by volume, on the ten trading days before the final decision by the Managing Board regarding submitting an offer to subscribe the bonds to shareholders or declare acceptance by the Company after a request for a public offering, excluding a subscription right, is decisive. If bonds are issued that include a conversion obligation, the conversion price can be at least the aforementioned minimum price or the volume-weighted average price of shares in Manz AG in Xetra trading (or a relevant subsequent system) on the Frankfurt Stock Exchange on the ten trading days before or after the final maturity of the bonds, even if this average rate is below the aforementioned minimum price. Section 9 (1) German Stock Corporation Act (AktG) and Section 199 (2) German Stock Corporation Act (AktG) shall remain unaffected.

For bonds associated with option or conversion rights or conversion obligations, the option or conversion price can be adjusted, preserving its value regardless of Section 9 (1) German Stock Corporation Act (AktG) in case of the economic dilution of the value of the option or conversion rights or conversion obligation according to the provisions of the bond, insofar as the adjustment is not regulated by law. This also applies, in particular, in case of a capital increase or decrease or dividend payment to company shareholders. Furthermore, if control is assumed by a third party, the option or conversion price may be adjusted in line with market conditions or the term may be shortened.

(6) Other regulations, including conversion obligation

The bond terms and conditions can provide for a right for the Company to not issue new shares, but rather pay a sum of money if option is exercised or conversion is carried out. The bond terms and conditions can also provide that the option or

convertible bonds can be converted into existing shares in the Company or another company instead of into new shares from contingent capital, or that the option right can be fulfilled through the delivery of such shares.

The bond terms and conditions can also provide for a conversion obligation at the end of the term (or at another point) or the right of the Company to grant bond creditors shares in the Company or another publicly traded company instead of paying the amount of money due upon maturity of the bonds associated with an option or conversion right (this also includes maturity due to termination).

The proportionate amount of capital stock for the shares to be issued if the option is exercised or conversion is carried out may not exceed the nominal amount of the bond. Section 9 (1) in conjunction with Section 199 (2) German Stock Corporation Act (AktG) must be observed.

With the approval of the Supervisory Board, the Managing Board is entitled to determine further details on issuing and features of bonds, in particular the interest rate, issue price, term and denomination, dilution protection provisions and the option or conversion period or establish these in coordination with the bodies of the Manz AG Group company issuing the option or convertible bonds.

b) Cancellation of the existing Contingent Capital I and formation of a new Contingent Capital I

(1) Cancellation of the Existing Contingent Capital I

The Contingent Capital I resolved by the Annual General Meeting on Tuesday, July 2, 2019 under agenda item 5 pursuant to Section 3 (4) of the Articles of Incorporation in the amount of EUR 3,100,000.00 is canceled.

(2) Formation of a New Contingent Capital I

The capital stock is conditionally increased by up to EUR 3,417,000.00 through the issue of up to 3,417,000 new, no-par value bearer shares (Contingent Capital I). The conditional capital increase serves to grant no-par value bearer shares to the holders of bonds with warrants or convertible bonds, profit participation rights or participating bonds (or combinations of these instruments), each with option or conversion rights or conversion obligations, which are issued by the Company or a Group company of the Company within the meaning of Section 18 German Stock Corporation Act (AktG) until 1 July 2029 on the basis of the authorisation resolved by the Annual General Meeting on 2 July 2024 under agenda item 7. The new shares are issued at the option or conversion price to be determined in each case in accordance with the authorization resolution described above.

The contingent capital increase shall only be carried out if option or conversion rights are used or if holders of bonds obligated to conversion fulfill their conversion obligation and insofar as cash compensation is not granted or the Company's own shares or shares in another publicly traded company are used for servicing. The

new shares issued due to the exercise of the option or conversion right or to fulfill the conversion obligation shall participate in profits from the beginning of the fiscal year in which they come into being.

The Managing Board is authorized, with Supervisory Board approval, to establish the further details of the execution of the contingent capital increase.

c) Amendment to the Articles of Incorporation

Section 3 (4) of the Articles of Incorporation is revised as follows:

“(4) The capital stock is conditionally increased by up to EUR 3,417,000.00 through the issue of up to 3,417,000 no-par value bearer shares (Contingent Capital I). The contingent capital increase will only be carried out to the extent that the holders of option or conversion rights or those obliged to convert from warrant or convertible bonds, profit participation rights or participating bonds issued by the Company or a Group company within the meaning of Section 18 German Stock Corporation Act (AktG) on the basis of issued or guaranteed at the annual general meeting on July 2, 2024 under agenda point 7, exercise their option or conversion rights or, if they are required to convert, fulfill their obligation to convert, unless a cash settlement is granted or treasury shares or shares of another listed company. The new shares are issued at the option or conversion price to be determined in each case in accordance with the authorization resolution described above. The new shares are to participate in profit from the beginning of the financial year in which they are created on the basis of the exercise of options or conversion rights or of the fulfillment of conversion obligations. The Managing Board is authorized, with Supervisory Board approval, to establish the further details of the execution of the contingent capital increase.”

d) Authorization to adjust the version of the Articles of Incorporation

The Supervisory Board is authorized to adjust the version of the Articles of Incorporation according to the respective issue of subscription shares and to make all other associated adjustments to the Articles of Incorporation that only relate to the version. The same applies if the authorization to issue option or convertible bonds, profit-sharing rights or profit-sharing bonds is not used after the end of the authorization period, or if the Contingent Capital I is not used after the end of the terms for exercising option or conversion rights or for fulfilling conversion obligations.

Information and reports on agenda items

Annex to agenda item 5: Compensation report for the fiscal year 2023

Compensation Report 2023 of Manz AG

Preamble

The Compensation Report explains the main features of the compensation system for the members of the Managing Board and Supervisory Board, as well as the amount of individual compensation received or granted to the members of Manz AG's executive bodies in the 2023 reporting year. The report complies with the statutory requirements of Section 162 German Stock Corporation Act (AktG) and the recommendations of the German Corporate Governance Code as amended on April 28, 2022. In preparing the Compensation Report, the Managing Board and Supervisory Board of Manz AG have attached importance to clear, comprehensible, and transparent reporting. The Compensation Report was audited by the auditors in accordance with Section 162 (3) Sentences 1 and 2 German Stock Corporation Act (AktG).

A. Review of the 2023 fiscal year from a compensation perspective

I. Performance in fiscal year 2023

In the 2023 fiscal year, our markets and customer behavior were influenced to a significant extent by factors that we were either unable to influence, or only to a limited extent. A deteriorating global economic outlook, delays in individual project progress, rapidly rising interest rates and political and economic uncertainties, which have led to our customers – particularly in the Mobility & Battery Solutions segment – being reluctant to invest and postponing new investments, are reflected in what we consider to be an unsatisfactory overall sales and earnings performance. Although the Company has performed respectably in a difficult environment, we know that Manz can do more.

In the 2023 fiscal year, Manz AG generated consolidated revenues of EUR 249.2 million (previous year: EUR 251.0 million). Earnings before interest, taxes, depreciation amortization (EBITDA) amounted to EUR 14.6 million, above the previous year's figure of EUR 8.0 million.. At 5.5%, the EBITDA margin in relation to total perfor-

mance was up on the previous year's figure of 2.8%. The previous year's figure is mainly due to the impairment loss on a contract asset. Earnings before interest and taxes (EBIT) amounted to EUR 2.9 million (previous year: –EUR 4.2 million). The EBIT margin based on total operating performance was 1.1% (previous year: –1.5%). After deduction of taxes on income, the consolidated result was –EUR 2.4 million (previous year: –EUR 12.1 million). Based on a weighted average of 8,541,621 shares, this resulted in basic earnings per share of –EUR 0.28 (previous year: basic earnings per share of –EUR 1.42 based on 8,082,499 shares). Further information on the analysis of the Group's results of operations, net assets and financial position can be found on pages 43 et seq. of the Annual Report (Group management report).

The Manz AG share started the 2023 stock market year at an opening price of EUR 20.55 (Xetra) (year-end Xetra price on December 30, 2022: EUR 21.15). Following a robustly positive share price development in the first few weeks of the year, our share price fluctuated within a range of EUR 21.00 to EUR 25.00 (Xetra) until the end of April without any clear direction. The high for the year was reached on April 25 at EUR 25.75 (Xetra). In the months that ensued, the increasing uncertainty regarding future economic developments had a disproportionate impact on the Manz share price. Accordingly, the share price fell to its annual low of EUR 8.21 (Xetra), which was reached on November 1, 2023. The share price received some tailwind from the publication of the good business figures for the first nine months of 2023, which were published at the beginning of November, resulting in a closing price of EUR 12.40 (Xetra) on December 29, 2023. However, this still corresponds to a decline of 41.4% compared to the 2022 year-end price. Based on the total number of shares of 8,542,574, market capitalization at the end of the reporting period stood, therefore, at approximately EUR 105.9 million. It should be noted that the total number of shares increased by 2,288 shares compared to the prior year due to the issue of subscription shares.

II. Composition of the Managing Board and Supervisory Board

In the 2023 reporting year, the Managing Board consisted of Martin Drasch (Chairman) and Manfred Hochleitner (Chief Financial Officer). On December 20, 2022, Mr. Martin Drasch was reappointed as a member of the Managing Board for a new term of five years from August 1, 2023 to July 31, 2028.

There were no changes in the composition of the Supervisory Board in the reporting year 2023. In the reporting year 2023, the Supervisory Board consisted of Prof. Dr. Heiko Aurenz (Chairman), Dieter Manz (Deputy Chairman), Prof. Dr.-Ing. Michael Powalla and Dr. Zhiming Xu.

B. Compensation of the members of the Managing Board

I. The compensation system at a glance

The system for compensating members of the Managing Board of Manz AG was resolved by the Supervisory Board on May 6, 2021, on the recommendation of its Economic Committee, and approved by the Annual General Meeting on July 7, 2021, with a majority of 98.93%. It continues to comply with the requirements of the German Stock Corporation Act (AktG) and also takes into account the recommendations of the German Corporate Governance Code (GCGC) in the latest version dated April 28, 2022.

The Managing Board compensation system approved by the Annual General Meeting is available on the Company's website under <https://www.manz.com/en/investor-relations/corporate-governance/compensation/>

Manz AG's goal is to achieve a sustained increase in competitiveness with earnings-oriented growth. The Managing Board compensation system is closely linked to this strategy, and plays an important part in helping us achieve the corporate objectives de-scribed here. Based on this, the aim of the compensation system is to compensate the members of the Managing Board commensurately according to their area of activity and responsibility, taking into account not only the personal performance of each respective Managing Board member, but also the Company's overall situation and business success.

Integrating the main management indicators of Manz AG into the Managing Board compensation incentivizes increasing earning power and profitability, as well as the long-term financing power and appreciation in value of Manz AG. Furthermore, it should also incentivize performance that contributes to the strategic, technical and structural development of Manz AG. Therefore, non-financial factors, in particular from the environment, social & governance areas – "ESG" – also play an important role in Managing Board compensation. The objective is to unite the interests of the Managing Board and shareholders with other stakeholders as well.

The compensation paid to members of the Manz AG Managing Board consists of fixed and variable components. Non performance-related components as fixed compensation components include the annual salary, benefits, and company pension plan. Performance-related components as variable components include short-term incentives (STI) and long-term incentives (LTI).

The following table shows an overview of the compensation components as well as the parameters and bases on which they are calculated:

Fixed compensation (non performance-related components)

Fixed salary	Monthly wages Expected employer contribution to social insurance Payment in cash
Fringe benefits	Private use of company car Insurance (D&O insurance, accident insurance)
Company pension plan	Contributions to the provident fund

Variable compensation (performance-related components)

Short-term incentives (STI): Annual cash bonus

Type	Annual target bonus with financial performance criteria
Performance criteria	EBIT margin
Performance period	one year
Limit	160% of annual fixed salary
Payment	Annually in cash after approval of the consolidated financial statement

Short-term incentives (STI): Non-financial STI

Type	Annual target bonus with non-financial performance criteria
Performance criteria	Objectives related to strategic, technical and structural development, including ESG criteria according to annual individual targets
Performance period	one year
Limit	30% of annual fixed salary
Payment	Annually in cash after determination of the amount to be paid out

Long-term incentives (LTI): Manz Performance Share Plan

Type	Performance Share Plan (share purchasing rights)
Performance criteria	EBITDA margin (50%) Development in corporate value (50%)
Performance period	Four fiscal years
Vesting period	Four years
Limit	300% of the value of the performance shares upon allocation
Payment	After the end of the vesting period and approval of the consolidated financial statement for the fourth fiscal year, generally in shares of Manz AG

Maximum compensation	Fixed maximum amount for each member of the Managing Board
-----------------------------	--

Based on the compensation system, the Supervisory Board established a specific target total compensation for each member of the Managing Board before the start of each fiscal year. This must be appropriate to the duties and performance of the Managing Board member, as well as the position of the Company, and may not exceed customary compensation. The target total compensation is comprised of the total of all compensation components used to determine overall compensation. The target amount for the STI and LTI is based on 100% target achievement. The percentage of long-term incentives in the target total compensation exceeds the percentage of short-term incentives in the target total compensation.

The percentage of non-performance related components (annual fixed salary and bonuses) is around 41% of the target total compensation, and the percentage of performance-related components as a variable component is around 59% of the target total compensation. Therefore, the percentage of the STI target of the target total compensation is around 27%, of which the percentage of annual cash bonuses makes up around 22%, and the percentage of non-financial STI makes up around 5%. The LTI target makes up around 32% of the target total compensation. The LTI target is around 54% of the target for total variable compensation, and therefore exceeds the STI target amount (around 46%).

The following table shows an overview of the relative percentages of fixed and variable compensation components, based on the target total compensation:

Non performance-related components	Performance-related components		
41 %	59 %		
Monthly fixed salary Benefits Pension Plan	Short-term variable compensation (STI) :		Long-term variable compensation (LTI) :
	Annual cash bonus	Non-financial STI	Manz Performance Share Plan
41 %	22 %	5 %	32 %

II. Principles of compensation determination

1. Target compensation and compensation structure

The Supervisory Board has determined the amount of the target total compensation for each member of the Managing Board on the basis of the compensation system for the 2023 fiscal year. In doing so, the Supervisory Board ensured that the relative proportions of the fixed and variable compensation components in relation to the target total compensation correspond to the values specified in the compensation system.

The following table shows the individual target total compensation for each member of the Managing Board for the 2023 fiscal year, as well as the target values of the fixed and variable compensation components and their relative proportions in relation to the target total compensation:

		Martin Drasch Chairman		Manfred Hochleitner Chief Financial Officer	
		in TEUR	of Total Target Compensation	in TEUR	of Total Target Compensation
Fixed compensation	Fixed salary	350	38 %	288	38 %
	+ Fringe benefits	12	1 %	12	2 %
	+ Retirement benefits	12	1 %	12	2 %
= Total		374	41 %	312	41 %
Variable compensation	STI (short-term)				
	+ Annual cash bonus	202	22 %	165	22 %
	+ Non-financial STI	50	5 %	41	5 %
= Total STI		252	27 %	206	27 %
	LTI (long-term) Manz Performance Share Plan	294	32 %	240	32 %
= Target total compensation (TOT)		920	100 %	758	100 %

2. Maximum compensation

The total compensation to be granted to the Managing Board member for a fiscal year as the total of all compensation amounts provided for the fiscal year in question, including the annual fixed salary, benefits and variable compensation components does have a maximum upper limit ("maximum compensation"), regardless of the time at which these amounts are paid out.

In accordance with the determination of the compensation system, the contractually agreed maximum compensation in fiscal year 2023 was TEUR 1,800 for the CEO Martin Drasch and TEUR 1,500 each for the Managing Board members Manfred Hochleitner and Jürgen Knie. To the extent that total compensation exceeds the maximum compensation, the Supervisory Board is entitled to reduce the amount paid out as a cash bonus or non-financial STI.

The following table shows for the 2023 fiscal year the maximum values of the fixed and variable compensation components and their relative proportions in relation to the total of the maximum compensation components, as well as the individual contractual maximum compensation for each Managing Board member:

		Martin Drasch Chairman		Manfred Hochleitner Chief Financial Officer	
		in TEUR	from Maximum Compensation	in TEUR	from Maximum Compensation
Fixed compensation	Fixed salary	350	18%	288	19%
	+ Fringe benefits	12	1%	12	1%
	+ Retirement benefits	12	1%	12	1%
= Total		374	20%	312	20%
Variable compensation	STI (short-term)				
	+ Annual cash bonus	538	28%	439	28%
	+ Non-financial STI	101	5%	82	5%
= Total STI		639	34%	522	34%
	LTI (long-term) Manz Performance Share Plan	883	47%	721	46%
= Total		1,895	100%	1,554	100%
Maximum compensation (MC)		1,800		1,500	

3. Appropriateness of the compensation

Compensation for members of the Managing Board is based on the customary amounts and structure of management compensation at comparable companies, in accordance with the law and the recommendations of the German Corporate Governance Codex, as well as based on the economic position and future prospects of the Company. In addition, the duties and performance of the Managing Board member in question and the salary structure within the Company are taken into consideration.

As part of its regular review of the appropriateness of Managing Board compensation, the Supervisory Board conducted a horizontal and a vertical comparison in fiscal year 2023.

In the horizontal analysis, the compensation of the members of the Managing Board of Manz AG was compared with the compensation at comparable companies. For this purpose, the compensation data of the companies SMA Solar Technology AG, Singulus Technologies AG, AIXTRON SE, SÜSS MicroTec SE und Aumann AG were used, as they are included in the Prime Standard of the Frankfurt Stock Exchange and operate in similar business segments as Manz AG.

In addition to the horizontal view, a vertical view was also taken. During this assessment, the internal Company compensation structure is evaluated by comparing the compensation of the Managing Board to the compensation of upper management

and the workforce as a whole. The Supervisory Board has defined upper management for this purpose, including upper managers worldwide (heads of the divisions and area managers, as well as managing directors of the subsidiary companies). The Supervisory Board has included employees of Manz AG in Germany who are not upper management for the vertical comparison of the entire workforce. In addition to the status quo, this assessment also considers the development of ratios over time.

The review of the appropriateness of the Managing Board's compensation showed that the Managing Board compensation resulting from the target achievement for fiscal year 2023 is appropriate.

III. Variable compensation in fiscal year 2023

The variable compensation components serve as a specific incentive to achieve sustained corporate growth while contributing to the Managing Board members' accumulation of personal assets and financial independence.

The variable compensation includes, firstly, an annual component tied to the Company's success in the previous year (short-term incentive), consisting of an annual cash bonus and non-financial STI, and, secondly, a share-based component with a multi-year basis for assessment, in the form of purchasing rights to Manz shares (performance shares) granted on an annual basis (long-term incentives – LTI).

1. Annual cash bonus based on EBIT margin as short-term variable compensation (financial short-term incentive)

a) The annual cash bonus under the compensation system

(1) Mode of operation and targets of the annual cash bonus

The aim of the annual cash bonus is to allow the members of the Managing Board to participate in the Company's financial success or failure in the previous fiscal year as a result of their own personal management performance. In accordance with the financial objectives of Manz AG derived from the corporate strategy, it focuses on incentivizing improving the profitability of Manz AG, using the EBIT margin as one of the primary performance indicators at Manz AG for all members of the Managing Board. Moreover, the annual cash bonus is calculated based on the respective fixed salary of the particular Managing Board member for the given previous fiscal year (fixed annual salary).

The annual cash bonus grant requires that an EBIT margin of at least 0.1% has been achieved. The Managing Board member receives an annual cash bonus of 1% of the annual fixed salary with an EBIT margin of 0.1%. Accordingly, the percentage applicable for calculating the cash bonus increases by one percentage point for each full tenth of a percentage point by which the

achieved EBIT margin exceeds an EBIT margin of 0.1 %. The maximum value is set at an EBIT margin of 16 %, at which the annual cash bonus is 160 % of the annual fixed salary.

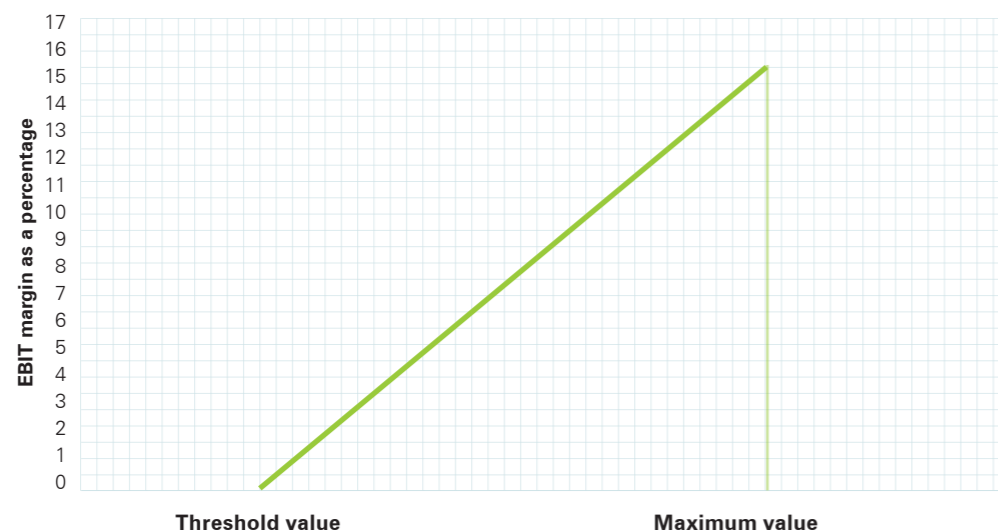
The Supervisory Board determines target achievement and the amount of the annual cash bonus at the end of each fiscal year based on the consolidated annual statement and annual fixed salary for the Managing Board member in question. Target achievement for performance criteria is calculated based on the target achievement value, and limited to a maximum target achievement of an EBIT margin of 16%. The payment amount is calculated by multiplying the EBIT margin as a percentage by a factor of 10, and the annual fixed salary, and is therefore limited accordingly to 160 % of the fixed salary.

The following diagram shows an overview of how annual cash bonuses are calculated:

EBIT margin	X	Factor of 10	X	Annual fixed salary	=	Annual cash bonus	Cap: 160 % of the annual fixed salary
Example: 6 %	X	10	X	260 TEUR	=	156 TEUR	Cap: 416 TEUR

The following graphic shows the target achievement curve for the performance criteria of EBIT margin:

Target attainment curve for cash bonuses



Annual cash bonuses are paid out in cash, and are due ten days after approval of the Manz AG consolidated financial statement.

(2) Performance criterion EBIT margin

The cash bonus is granted annually, depending on the EBIT margin of the previous respective fiscal year. The EBIT margin is calculated as the ratio of earnings before interest and taxes (EBIT) to total revenues pursuant to the consolidated financial statements of Manz AG in accordance with IFRS. The EBIT margin serves as a key figure for reflecting the operational earnings of the Company, thereby reflecting the earnings power and profitability of the enterprise.

Therefore, directly tying annual cash bonuses to the performance criteria of the EBIT margin incentivizes and focuses the work of the Managing Board on consistently improving the earning power of the Manz Group, thereby ensuring the strategic alignment of the variable compensation. The target is decisive for all Managing Board members together. The financial performance criteria of the EBIT margin is not only used on the Managing Board level, but is also used to strategically align business activities in the individual corporate areas as well.

b) The cash bonus in fiscal year 2023

The Supervisory Board has set a target EBIT margin of 6 % for the 2023 fiscal year, resulting in an annual cash bonus of 60 % of the fixed annual salary. The granting of the annual cash bonus is subject to the condition that an EBIT margin of at least 0.1 % has been achieved (minimum value). The maximum value is set at an EBIT margin of 16 %, at which the annual cash bonus is 160 % of the annual fixed salary.

The provisional EBIT margin in the 2023 financial year was 1.6 %. Martin Drasch was, therefore, granted a cash bonus of EUR 53,602.57 and Manfred Hochleitner a cash bonus of EUR 43,766.38.

2. Non-financial STI as short-term variable compensation (non-financial short-term incentive)

a) The non-financial STI according to the compensation system

(1) Calculation of the non-financial STI and payout

In addition to the annual cash bonus, the short-term variable compensation also includes a non-financial STI according to the non-financial performance criteria. The non-financial corporate and ESG division targets are used to assess the individual performance of Managing Board members. The non-financial STI is calculated based on the respective fixed salary of the

particular Managing Board member for the given previous fiscal year (fixed annual salary).

The Supervisory Board calculates target attainment and the amount of the non-financial STI for the Managing Board member in question after the end of the fiscal year. Overall target attainment for the stipulated non-financial performance criteria is calculated based on the level of target attainment, and is limited to a maximum of 200%. The non-financial STI is applied based on previously defined criteria stipulated by the Supervisory Board before the start of the fiscal year, and is 15% of the annual fixed salary if all goals are achieved. The payment amount, therefore, is calculated by multiplying total target attainment by the annual fixed salary, as well as a factor of 15%. The payment amount is limited to a maximum of 30% of the annual fixed salary.

The following diagram shows an overview of how non-financial STIs are calculated:

Target attainment (up to 200%)	X	Annual fixed salary	X	Factor 15%	=	Non-financial STI	Cap: 30% of the annual fixed salary
Example: 100%	X	TEUR 260	X	15%	=	TEUR 39	Cap: TEUR 78

The non-financial STI is paid out in cash as soon as possible after the payment amount is calculated by the Supervisory Board, and at the latest within three months after the end of the fiscal year.

(2) Performance criteria

Before the start of the financial year, the Supervisory Board selects relevant non-financial performance criteria to assess the Managing Board member for the financial year, based on the following criteria:

- long-term strategic, technical or structural corporate development
- portfolio measures, primarily successful mergers & acquisitions and relevant integration measures
- successfully tapping into new growth markets, expanding market position
- optimizations, efficiency programs/increases, restructuring measures
- successfully completing key projects
- increasing innovative capacity and delivery capability
- performance in the ESG area (environment, social & governance)

The Supervisory Board defines up to three specific goals and their proportional weights. Unless otherwise indicated, the Supervisory Board stipulates ESG targets from the diversity area (social) and sustainability area (environment); however, the Supervisory Board is entitled to stipulate other ESG targets.

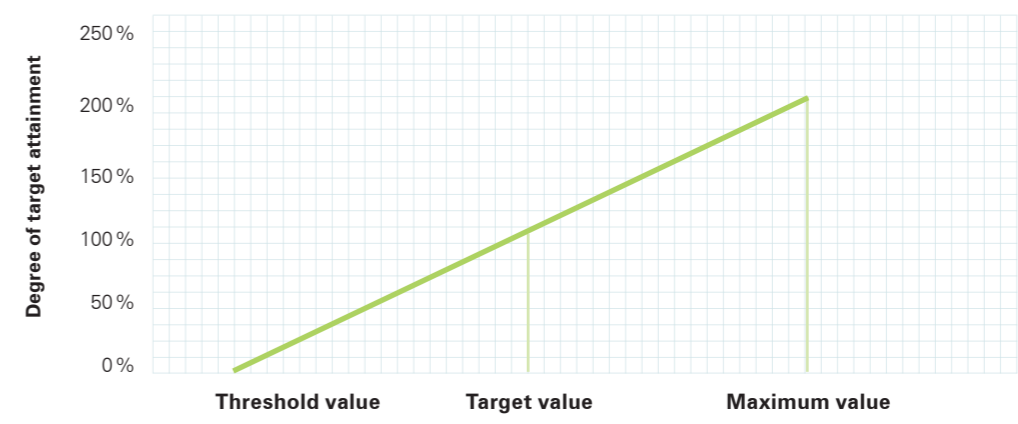
The purpose of non-financial performance criteria is to improve the competitiveness of Manz AG over the long term according to corporate objectives. In addition, the criteria should help align Managing Board activities to foster the technical and structural development of the Company, including in environmental, social and governance areas. These are individual targets of the individual Managing Board members.

(3) Setting the target

Before the start of the respective fiscal year, the Supervisory Board determines the relevant non-financial performance criteria for the respective Managing Board member, whose target achievement value can be up to 200%, and thus the target compensation for the non-financial STI. At target attainment of 100%, this is defined by multiplying the annual fixed salary by a factor of 15%. The Supervisory Board defines up to three specific goals and their proportional weights.

The following graphic shows the target attainment curve for the non-financial performance criteria:

Target attainment curve for non-financial STI



b) The non-financial STI in fiscal year 2023

The table below shows the non-financial performance criteria defined by the Supervisory Board for the 2023 fiscal year for each Managing Board member and their respective pro-rata weighting, as well as the respective degree of target achievement:

	Weighting	Focus topic	Objective	Goal achievement	Overall target achievement
Martin Drasch Chairman	40%	Anchor shareholder	Replacement of Shanghai Electric Group (PR China) by a new anchor shareholder	0%	50%
	30%	New orders	Orders from specific target customers with a volume of min. EUR 20 million	0%	
	30%	Product development	Placement of at least 2 new products per division on the market	167%	
Manfred Hochleitner Managing Board Finance	40%	Cost reduction program	Savings in the area of materials and other operating expenses	200%	80%
	30%	Project controlling	Achieve planned profit margins on large new customer projects	0%	
	30%	External financing	Preparation of external financing for Manz AG	0%	

The table below shows the target achievement and the amount of the non-financial STI for each Managing Board member for fiscal year 2023:

	Goal achievement	Annual fixed salary in TEUR ¹⁾	Factor	Non-financial STI in TEUR
Martin Drasch Chairman	50%	336	15%	25
Manfred Hochleitner Chief Financial Officer	80%	266	15%	33

1) Monthly base salary only

In each case, the limit on the amount paid out to the maximum value of 30% of the fixed annual salary was not reached.

3. Manz Performance Share Plan as Long-Term Incentive (LTI)

The long-term incentive (LTI) is a performance share plan with a four-year performance period. The purpose of the variable compensation component, which acts as a long-term incentive, is to encourage the Managing Board member to improve internal and external corporate value over the long term by granting performance shares each year to purchase shares in Manz AG. This helps to effectively tie their interests to those of the shareholders, as well as those of other stakeholders.

a) The Manz Performance Share Plan (LTI) according to the compensation system

(1) Mode of operation and targets of the Manz Performance Share Plan

Based on the authorization of the Annual General Meeting, the Supervisory Board grants members of the Managing Board the right to purchase shares in Manz AG ("performance shares"). The wait time to exercise the performance shares ends four years after the time at which the right is issued, and is therefore over four years. When performance shares are exercised, shares in Manz AG are issued to the exercising individual at the lowest legally prescribed issue amount of 1.00 EUR per share.

The performance shares can be exercised if and insofar as the respective performance target was achieved. The stipulated performance targets for exercising performance shares are the EBITDA margin and corporate development of Manz AG. The EBITDA margin performance target is calculated as the average of the EBITDA margins according to Manz AG's consolidated financial statements during the performance period of four fiscal years beginning with the fiscal year in which Performance Shares are granted. The

development of the enterprise value performance target is calculated as the increase in the market capitalization of Manz AG during the performance period of four calendar years beginning with the start of the issue period in which the Performance Shares are granted.

The following table shows an overview of the performance targets and target corridor for the performance targets EBITDA margin and growth in enterprise value

Target	Objective	Target corridor	
		Minimum value Degree of target achievement 0 %	Maximum value 200 % target attainment
EBITDA-Marge	10 %	5 %	15 %
Growth in enter-prise value	20 %	> 0 %	30 %

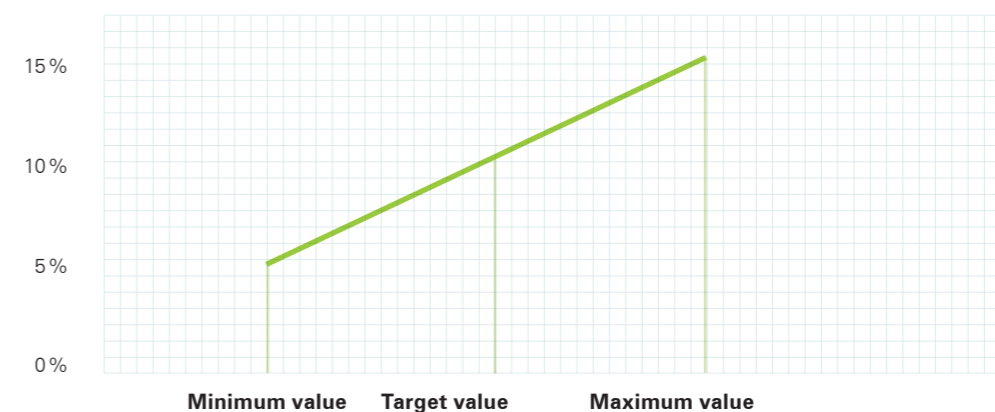
The EBITDA margin and growth in the enterprise value success target are each assigned a weighting of 50 % for measuring the total degree of target attainment. For each of the performance targets, there is a “target”, a “minimum value” and a “maximum value”. The objective defines the value at which the degree of target attainment for the respective performance target is 100 %. The minimum value designates the lower limit of the target corridor at or below which the degree of target attainment for the respective performance target is 0%. The maximum value defines the value at or above which the degree of target attainment is 200 %.

For the EBITDA margin target, the minimum value for an EBITDA margin is 5%. The objective is an EBITDA margin of 10%. The maximum value for the EBITDA margin target is reached with an EBITDA margin of 15%. The minimum value for the performance target of growth in enterprise value is positive growth in enterprise value, meaning that the enterprise value increases by more than 0%. The objective is 20% growth in enterprise value. The maximum value for this performance target is 30% growth in the enterprise value.

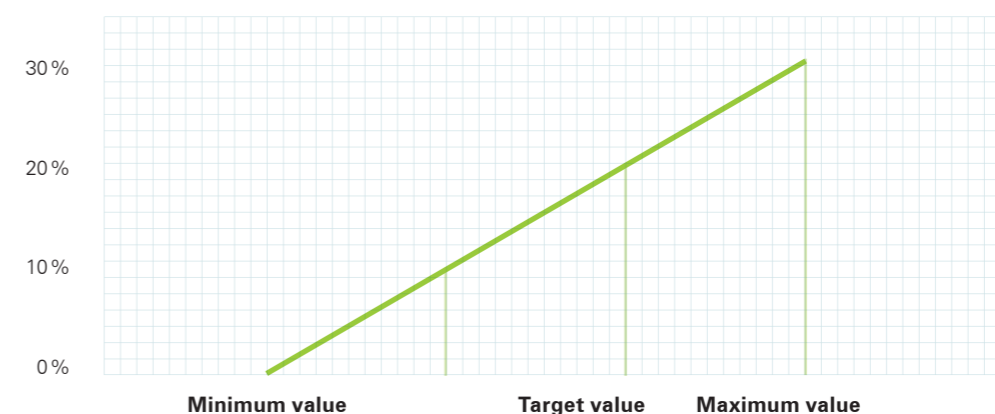
The degree of target attainment for the target is determined through linear interpolation between the minimum value for the target and the target specification, or between the target specification and maximum value for the target. The total degree of target attainment is the average for the degrees of attainment for the two performance targets. If the value attained equals or exceeds the maximum value with respect to a target, the degree of target attainment is 200%.

The following graphics show the target attainment curves for the performance criteria of EBITDA margin and growth in enterprise value:

EBITDA margin



Growth in enterprise value



(2) Final number of performance shares and limits

The initial number of performance shares in an installment is multiplied by the degree of overall target attainment, resulting in the final number of performance shares.

The final number of performance shares is limited to 200% of the initial number of performance shares (cap on number of units).

If the requirements for exercising the right apply, then Managing Board members are entitled to purchase Manz shares at an issue price of 1.00 EUR per share, within the scope of the final number of performance shares. Therefore, they can purchase up to two Manz AG shares for each number or partial number of performance shares, according to the overall degree of target attainment.

However, the value of the performance shares, which is calculated based on the share price of the Manz share before the end of the wait period, is limited to 300% of the value determined based on the share price of Manz shares before issuance; if this is exceeded, the final number of performance shares is reduced accordingly (cap).

In case of extraordinary developments, the Supervisory Board is furthermore entitled to limit the ability to exercise the performance shares granted at their discretion, in particular, to ensure that compensation is appropriate in the sense of Section 87 (1) Sentence 1 German Stock Corporation Act (AktG).

(3) Performance criteria

The performance target EBITDA margin is calculated based on the ratio of earnings before interest, taxes, depreciation and amortization on property, plant and equipment and amortizations on intangible assets (EBITDA) on the revenues indicated in the Manz AG Group financial statement under the IFRS. The EBITDA margin serves as a key figure for assessing operational cash flow before taxes, and therefore for the long-term financing capacity of the Company.

The performance target of growth in enterprise value corresponds to the percentage of growth in Manz AG's enterprise value at the end of the vesting period to exercise the performance shares, in relation to the enterprise value when they were issued. The enterprise value is calculated by multiplying the share price of Manz shares by the number of total shares issued by Manz AG at the time in question, and therefore corresponds to the respective market capitalization, and therefore the enterprise value of Manz AG measured by the share price.

Connecting the performance shares to the equally weighted performance criteria of EBITDA margin and growth in enterprise value over the performance period of four fiscal years or four calendar years, therefore, provides an incentive for aligning the work of the Managing Board towards increasing the financing capability and enterprise value of Manz AG over the long-term. Doing so thereby ensures the strategic focus of long-term variable compensation. The targets are decisive for all Managing Board members.

The financial performance criteria of the EBITDA margin and growth in enterprise value are not only used on the Managing Board level, but are also used to strategically align business activities in the individual corporate areas as well. In particular, Manz AG grants annual performance shares to selected members of the general management of affiliated companies as well, and to selected managers in key positions at Manz AG and in affiliated companies below the general management.

(4) Payment

The Supervisory Board defines the final number of performance shares and how they are to be exercised, following approval of the Group financial statement for the last fiscal year, before the end of the vesting period and the end of the respective vesting period. The performance shares can then be exercised by Managing Board members within a limited time period after the time at which both the Group financial statement for the last fiscal year has been approved before the end of the wait time, and after the wait time has expired. The Manz shares to be issued based on the exercised performance shares are transferred to the Managing Board member in return for payment of the exercise price.

Manz AG can fulfill exercised performance shares by issuing new shares from the conditional capital available for the purpose. Manz AG is also authorized to deliver treasury shares. Furthermore, in lieu of delivering shares, Manz AG is entitled to pay out the value of the shares that would have to be delivered following the exercise of Performance Shares, minus the exercise price.

There is no obligation not to sell the Manz shares issued due to the exercise of performance shares (holding period).

b) The Manz Performance Share Plan (LTI) in fiscal year 2023

(1) Issue of performance shares in fiscal year 2023

The table below shows, for each member of the Managing Board, the performance shares issued by the Supervisory Board in the 2023 fiscal year on the basis of the Manz Performance Share Plan 2019 and the assignment value based on the initial share price of EUR 23.46 applicable to the 2023 tranche,

corresponding to an enterprise value of TEUR 200,355, as well as the unit cap for the shares to be issued upon exercise (200 % of the initial number of performance shares) and the cap for the value of the shares to be issued upon exercise (300 % of the assignment value):

	Assignment in EUR	Initial share price in EUR	Performance Shares	Number of units cap	Cap in EUR
Martin Drasch Chairman	294,168	23.46	12,540	25,080	882,504
Manfred Hochleitner Chief Financial Officer	240,188	23.46	10,239	20,478	720,564

The assignment value corresponds to the fair value of the performance shares at the time of issue.

The number of performance shares issued is determined in accordance with the Manz Performance Share Plan 2019 on the basis of the relevant grant value using the initial share price. This corresponds to the arithmetic mean of the Xetra closing prices of the Manz share over the last 30 stock market trading days before the start of the issue period.

(2) Exercise of performance shares in fiscal year 2023

In fiscal year 2023, the performance shares of the 2019 tranche from the Manz Performance Share Plan 2015 became exercisable. The mode of operation and performance criteria of the Manz Performance Share Plan 2015 correspond to those of the Manz Performance Share Plan 2019. Exercise was dependent on the average value of the EBITDA margins according to the consolidated financial statements of Manz AG during the performance period of the fiscal years 2019 to 2022, as well as the increase in the market capitalization of Manz AG during the four-year performance period from the beginning of the issue period on May 15, 2019 until the end of the vesting period ending four calendar years after the issue date. In accordance with the degree of target achievement, new shares of Manz AG were issued from the existing conditional capital for this purpose in the 2023 fiscal year as a result of the exercise of performance shares after the expiration of the respective vesting period.

The table below shows the target achievement levels of the performance criteria and the overall target achievement level of the performance shares of the 2019 tranche for each eligible Managing Board member:

	Martin Drasch Chairman	Manfred Hochleitner Chief Financial Officer
EBITDA margin 2019 to 2022 (minimum value 5%)	2.99%	2.99%
Degree of target achievement EBITDA margin	0.0%	0.0%
Enterprise value at the beginning of the issue period	TEUR 192,363	TEUR 192,363
Enterprise value at the end of the vesting period	TEUR 202,490	TEUR 202,490
Corporate value development (maximum value: 30 %)	5.26%	5.26%
Degree of target achievement Corporate value development	26.3%	26.3%
Overall degree of target achievement for the 2019 tranche	13.15 %	13.15 %

The table below shows, for each Managing Board member entitled to exercise performance shares, the assignment value, the initial share price and the initial number of performance shares when the performance shares were issued in 2019, as well as the number of shares issued (final number of performance shares) resulting from the total target achievement of the performance shares of the 2019 tranche:

	Assignment value 2019	Initial share price	Performance Shares	Degree of target attainment	Shares
Martin Drasch Chairman	EUR 240,000	EUR 24.84	9,662	13.15 %	1,271
Manfred Hochleitner Chief Financial Officer	EUR 192,000	EUR 24.84	7,730	13.15 %	1,017

The number of performance shares issued is determined in accordance with the Manz Performance Share Plan 2019 on the basis of the relevant grant value using the initial share price. This corresponds to the arithmetic mean of the Xetra closing prices of the Manz share over the last 30 stock market trading days before the start of the issue period.

The table below shows, for each Managing Board member entitled to exercise performance shares, the number of shares issued (final number of performance shares) resulting from the overall target achievement level of the performance shares of the 2019 tranche, the final share price and the value of the performance shares at the end of the vesting period, as well as the unit cap of the shares to be issued upon exercise (200 % of the initial number of performance shares) and the cap for the value of the shares to be issued upon exercise (300 % of the assignment value):

	Shares	End share course	Value after vesting period 2022	Number of units cap	Cap	Value upon transfer
Martin Drasch Chairman	1,271	EUR 23.71	EUR 30,135	19,324	EUR 720,000	EUR 24,975
Manfred Hochleitner Chief Financial Officer	1,017	EUR 23.71	EUR 24,113 R	15,460	EUR 576,000	EUR 19,984

The value after the vesting period 2022 is determined in accordance with the Manz Performance Share Plan 2015 on the basis of the number of shares issued (final number of performance shares) using the final share price. This corresponds to the arithmetic mean of the Xetra closing prices of Manz stock over the last 30 trading days prior to the expiration of the vesting period. In addition, the value of the shares issued at the time of their transfer to the Managing Board members' securities accounts is shown on the basis of the Xetra closing price of Manz stock on the last stock market trading day before the transfer to the securities accounts. The eligible members of the Managing Board paid the exercise price in the amount of the legally prescribed lowest issue amount of EUR 1.00 per share before the transfer to Manz AG.

c) Performance shares granted

The table below shows for each Managing Board member the number of performance shares granted to him at the end of fiscal year 2023, the respective issue date and initial share price, and the respective expiry of the vesting period:

	Data of issue	Performance Shares	Initial share price	Expiration of vesting period
Martin Drasch Chairman	June 18, 2020	18,721	EUR 12.82	June 18, 2024
	May 10, 2021	4,631	EUR 53.56	May 20, 2025
	June 3, 2022	6,374	EUR 40.17	June 3, 2026
	May 4, 2023	12,540	EUR 23.46	May 4, 2027
Manfred Hochleitner Chief Financial Officer	June 18, 2020	14,977	EUR 12.82	June 18, 2024
	May 10, 2021	3,735	EUR 53.56	May 20, 2025
	June 3, 2022	5,179	EUR 40.17	June 3, 2026
	May 4, 2023	10,239	EUR 23.46	May 4, 2027

If performance shares are exercised after the end of the vesting period, shares in Manz AG will be issued at the exercise price of EUR 1.00 per share.

4. Deviations from the compensation system, changes to performance criteria, and malus and clawback rules

In fiscal year 2023, there were no deviations from the compensation system for members of the Managing Board submitted for approval to the Annual General Meeting on July 7, 2021.

There has been no subsequent change to the performance criteria or the requirements for calculating the compensation components of the STI or the LTI or the caps applicable to them for the Managing Board compensation granted in fiscal year 2023.

The Managing Board contracts contain provisions allowing the reduction (malus) or clawback (clawback) of variable compensation not yet paid out or already paid out under certain conditions in the event that a Managing Board member has intentionally (or through gross negligence) breached the duties set out in Section 93 German Stock Corporation Act (AktG). These regulations apply to all variable components of Managing Board compensation, including both the STI and LTI. The Supervisory Board will make a decision in such cases at its own discretion. In fiscal year 2023, the Supervisory Board did not make use of the option to reduce or claw back variable compensation components.

5. Premature termination of professional activity

If a Managing Board member leaves office and their employment relationship prematurely, and there is no good cause, then severance payments to Managing Board members including benefits shall not exceed the amount of two year's annual compensation (severance cap), and not compensate more than the remaining term of the employment relationship. The total compensation for the last fiscal year, as well as the projected total compensation for the fiscal year at the time the employment relationship is ended prematurely, if applicable, shall be used to calculate the severance cap.

In the Managing Board contract of the Chairman of the Managing Board Martin Drasch, it is agreed that in the event of a change of control, the Managing Board member is entitled to terminate the Managing Board contract within six months of the occurrence of a change of control with three months' notice to the end of a calendar month and to resign from office as a member of the Managing Board with the same notice period. A change of control within the meaning of such change of control clause shall be deemed to have occurred if the Company receives a notification according to which a party subject to the notification requirement reaches or exceeds at least 25% of the voting rights from shares in the Company belonging to or attributed to it. It is also agreed that, as a result of termination of the Managing Board member's contract due to a change of control, the Managing Board member shall be entitled to a severance payment due upon termination of the employment relationship. In this case, the severance shall generally amount to the fixed salaries and annual cash bonus (STI) for the remaining term of the employment relationship if it were not terminated, whereby the average of the last fiscal year before termination and the projected EBIT margin for the current fiscal year, based on Company budgetary figures, shall be used to calculate the severance payment. The severance payment is limited to the value of three years' compensation (150% of the severance payment cap). Furthermore, in the event that the remaining term of the employment relationship at the time the termination takes effect is more than two years, it is agreed that the severance payment shall be reduced by 75% to the extent that it is granted for the exceeding period. The amounts to be considered in calculating the severance are subject in every case to 3% interest p.a.

Otherwise, the management contracts do not grant any severance payments in case of a premature end to the employment relationship.

IV. Compensation granted and owed

The following table shows the compensation granted and owed to current members of the Managing Board in the 2023 fiscal year in accordance with Section 162 (1) Sentence 1 German Stock Corporation Act (AktG), as well as all fixed and variable compensation components and their relative proportions.

The fixed salary includes the monthly salary and the additional notional employer's contribution to social insurance. The fringe benefits (private use of company car, D&O insurance, accident insurance) are stated in the amount of the taxable non-cash benefits. The pension plan consists of the Company's contributions to the provident fund.

In the section "STI (short-term)", short-term variable remuneration (annual cash bonus and non-financial STI) granted for activities in fiscal year 2023 (but not paid out until fiscal year 2024) is disclosed, as the underlying activity was performed in fiscal year 2023. This enables stringent reporting based on the compensation system and ensures the link between performance and compensation.

As shown in the section "LTI (non-current)", the performance shares of the 2023 tranche issued in fiscal year 2023 are stated at their issue value corresponding to the fair value of the performance shares at the time of issue.

The compensation granted and owed to the members of the Managing Board was in each case below the amount of the maximum compensation.

		Martin Drasch Chairman		Manfred Hochleitner Chief Financial Officer	
		in TEUR	of Total Compen- sation	in TEUR	of Total Compen- sation
Fixed com- pensation	Fixed salary	345	46%	284	45%
	+ Fringe benefits	23	3%	18	3%
	+ Retirement benefits	12	2%	12	2%
	= Total	380	50%	314	50%
Variable compen- sation	STI (short-term)				
	+ Annual cash bonus	54	7%	44	7%
	+ Non-financial STI	25	3%	33	5%
	= Total STI	79	10%	77	12%
	LTI (long-term) Manz Per- formance Share Plan	294	39%	240	38%
	= Total Compensation (GV)	753	100%	631	100%
	Maximum compensation	1,800		1,500	

* In the "Managing Board" section of the annual report, the subscription rights to shares were measured at a fair value of TEUR 376 in accordance with the provisions of IFRS 2 as part of the performance share plan.

C. Compensation of the members of the Supervisory Board

I. The compensation system at a glance

The compensation of the members of the Supervisory Board applicable for the fiscal year 2023, which is governed by Section 12 of the Company's Articles of Association, was resolved by the Annual General Meeting on July 3, 2018. In accordance with Section 113 (3) Sentence 1 German Stock Corporation Act (AktG), the Annual General Meeting resolves on the compensation of the Supervisory Board at least every four years, and may confirm or amend the compensation. The compensation system for members of the Supervisory Board of Manz AG presented to the Annual General Meeting on July 7, 2021 was approved by the Annual General Meeting with a majority of 99.94%.

The compensation system for members of the Supervisory Board adopted by the Annual General Meeting is available on the Company's website under <https://www.manz.com/en/investor-relations/corporate-governance/compensation/>

Manz AG only compensates Supervisory Board members with fixed compensation. This reflects the function of the Supervisory Board as an independent advising and controlling body under German stock corporation law. Supervisory Board compensation at Manz AG is based on the goal of providing position-specific supplements in addition to appropriate fixed compensation, in order to adequately reflect the additional time spent by the Chair of the Supervisory Board, their deputy, and committee members. This structure implements recommendation G.17 of the German Corporate Governance Codex, in particular. Accordingly, the compensation of the members of the Supervisory Board shall take appropriate account of the higher time commitment of the Chairman and Deputy Chairman of the Supervisory Board, as well as the Chairman and members of committees. Furthermore, the time spent in individual meetings is compensated by an appropriate attendance fee.

The following overview shows the regulations governing the compensation of the members of the Supervisory Board and its committees:

Basic compensation

Chairman of the Supervisory Board	Deputy	Member
EUR 48,000	EUR 32,000	EUR 16,000

Additional compensation for committee work

Chairman of the Supervisory Board	Member
EUR 24,000	EUR 8,000

Attendance fee

Chairman of the Supervisory Board	Member
EUR 4,500	EUR 1,500

The members of the Supervisory Board also receive reimbursements for their expenditures incurred while carrying out their office.

At its own cost, the Company can insure the members of the Supervisory Board against claims under civil and criminal law, including the costs of legal defense, in conjunction with carrying out their office, and can conclude relevant D&O insurance.

II. Compensation in the fiscal year 2023

In fiscal year 2023, the Supervisory Board consisted of four members and has formed an Audit Committee consisting of three members. Compensation for members of the Supervisory Board totaled TEUR 213.5 in fiscal year 2023 (previous year: TEUR 246).

In addition, the members of the Supervisory Board incurred pro rata costs of D&O insurance amounting to TEUR 38 in fiscal year 2023.

The following table shows the compensation granted and owed to the members of the Supervisory Board in the 2023 fiscal year in accordance with Section 162 (1) Sentence 1 German Stock Corporation Act (AktG) and their respective relative shares of the total compensation granted and owed (excluding pro rata costs of D&O insurance). Accordingly, the table contains all amounts actually received by the individual members of the Supervisory Board in the reporting period ("Compensation granted"), as well as all compensation legally due but not yet received ("Compensation owed"):

	Prof. Dr. Heiko Aurenz Chairman		Dieter Manz Deputy		Prof. Dr.-Ing. Michael Powalla		Dr. Zhiming Xu	
	in TEUR	of Total Compen- sation	in TEUR	of Total Compen- sation	in TEUR	of Total Compen- sation	in TEUR	of Total Compen- sation
Basic compensation	48	44.4%	32	63.4%	16	48.5%	16	72.7%
+ Attendance fee for the Supervisory Board	18	16.7%	6	11.9%	6	18.2%	6	27.3%
+ Activity in committees	24	22.2%	8	15.8%	8	24.2%	–	–
+ Attendance fee for the committees	18	16.7%	4.5	8.9%	3	9.1%	–	–
= Total Compensation (GV)	108	100 %	50.5	100 %	33	100 %	22	100 %

D. Comparative presentation of earnings development and annual change in compensation

In accordance with Section 162 (1) Sentence 2 No. 2 German Stock Corporation Act (AktG), the following overview presents Manz AG's earnings performance, the annual change in compensation for members of the Managing Board and Supervisory Board, and the annual change in average employee compensation on a full-time equivalent basis over the last five fiscal years.

The development of earnings is shown on the basis of the Group's key performance indicators of revenue, EBITDA margin and EBIT margin, and earnings per share. As key performance indicators, the above-mentioned margin ratios are also components of the financial targets for the Managing Board's short-term and long-term variable compensation and, therefore, have a significant influence on the level of compensation paid to the members of the Managing Board. In addition, the development of Manz AG's net income for the year is presented in accordance with Section 275 (3) No. 16 German Commercial Code (HGB).

For the members of the Managing Board and the Supervisory Board, the compensation granted and owed in the respective fiscal year is presented in accordance with Section 162 (1) Sentence 1 German Stock Corporation Act (AktG).

The presentation of average employee compensation is based on Manz AG's workforce in Germany, which included an average of 494 employees (full-time equivalent) in fiscal year 2023. In comparison, the Manz Group employed an average of around 1,471 employees worldwide in fiscal year 2023, whose average compensation is also presented. Average employee compensation includes personnel expenses for wages and salaries, for fringe benefits, for employer contributions to social security, and for any short-term variable compensation components attributable to the fiscal year. Furthermore, the performance shares granted in the 2023 fiscal year are taken into account for compensation in connection with the Manz Performance Share Plan. Consequently, the presentation of employee compensation also corresponds, in principle, to the compensation granted and owed in accordance with Section 162 (1) Sentence 1 German Stock Corporation Act (AktG).

Fiscal year	2019	2020	Change	2021	Change
I. Earnings development					
Sales revenues in TEUR	264,404	236,768	-10.5%	227,060	-4.1%
EBITDA margin ¹	3.6%	8.0%	+4.4%P	-2.3%	-10.3%P
EBIT margin ²	-2.9%	3.0%	+5.9%P	-16.8%	-19.8%P
Earnings per share in EUR ³	-1.43	0.44	+131%	-5.62	-1,377%
Net income for the year (HGB) in TEUR	-37,636	-9,660	+74%	-15,320	-59%
II. Average compensation of employees in TEUR					
Workforce in Germany	85.1	87.7	+3.1%	94.6	+7.9%
Group workforce	45.9	49.1	+7.0%	54.3	+10.6%
III. Compensation of the Managing Board in TEUR					
Martin Drasch (since 08/2015, Chairman since 10/2018)	454	859	+89.2%	697	-18.9%
Manfred Hochleitner (since 07/2018)	352	703	+99.7%	530	-24.6%
Former members of the Managing Board					
Jürgen Knie (since 07/2019 until 03/2022)	190	688	+262%	508	-26.2%
IV. Compensation of the Supervisory Board in TEUR					
Prof. Dr. Heiko Aurenz (since 2001)	75	131	+74.7%	99	-2.0%
Dieter Manz (since 17.8.2017)	33	60	+81.8%	49	+2.1%
Prof. Dr.-Ing. Michael Powalla (since 2011)	19	24	+26.3%	22	+10.0%
Dr. Zhiming Xu (since 17.10.2017)	15	24	+60.0%	22	+10.0%

1) EBITDA as a percentage of total output as reported. Change in percentage points.

2) EBIT as a percentage of total output as reported. Change in percentage points.

3) Earnings per share (basic) as reported

Fiscal year	2022	Change	2023	Change
I. Earnings development				
Sales revenues in TEUR	250,964	+10.5%	249,170	-0.7%
EBITDA margin ¹	2.8%	+5.1%P	5.5%	+2.7%P
EBIT margin ²	-1.5%	+18.3%P	1.1%	+2.6%P
Earnings per share in EUR ³	-1.42	+4.7%	-0.28	+19.7%
Net income for the year (HGB) in TEUR	-30,896	-101.7%	3,876	+112.5%
II. Average compensation of employees in TEUR				
Workforce in Germany	89.8	-5.1%	88.7	1.2%
Group workforce	52.6	-3.1%	57.1	+8.5%
III. Compensation of the Managing Board in TEUR				
Martin Drasch (since 08/2015, Chairman since 10/2018)	624	-10.5%	753	+20.7%
Manfred Hochleitner (since 07/2018)	538	+1.5%	631	+17.3%
Former members of the Managing Board				
Jürgen Knie (since 07/2019 until 03/2022)	184	-63.8%		
IV. Compensation of the Supervisory Board in TEUR				
Prof. Dr. Heiko Aurenz (since 2001)	126	+27.3%	108	-14.3%
Dieter Manz (since 17.8.2017)	58	+18.4%	50,5	-12.9%
Prof. Dr.-Ing. Michael Powalla (since 2011)	37	+68.2%	33	-10.8%
Dr. Zhiming Xu (since 17.10.2017)	25	+13.6%	22	-12.0%

1) EBITDA as a percentage of total output as reported. Change in percentage points.

2) EBIT as a percentage of total output as reported. Change in percentage points.

3) Earnings per share (basic) as reported

Reutlingen, May 17, 2024

For the Managing Board



Martin Drasch
Chairman of the Managing
Board of Manz AG



Manfred Hochleitner
Chief Financial Officer
of Manz AG

For the Supervisory Board



Prof. Dr. Heiko Aurenz
Chairman of the Supervisory
Board of Manz AG

Report of the Independent Auditor on the Audit of the Compensation Report Pursuant to Section 162 (3) German Stock Corporation Act (AktG)

To Manz AG, Reutlingen

Audit opinion

We conducted a formal audit of the remuneration report of Manz AG, Reutlingen, for the financial year from January 1st to December 31st 2023 to assess whether the disclosures required under Section 162 (1) and (2) German Stock Corporation Act (AktG) have been made in the remuneration report. In accordance with Section 162 (3) AktG, we have not audited the content of the remuneration report.

In our opinion, the disclosures required under Section 162 (1) and (2) AktG have been made, in all material respects, in the accompanying remuneration report. Our audit opinion does not cover the content of the remuneration report.

Basis for the Audit Opinion

We conducted our audit of the remuneration report in accordance with Section 162 (3) AktG and in compliance with the IDW Auditing Standard: Audit of the Remuneration Report pursuant to Section 162 (3) AktG (IDW AuS 870 (08.2021)). Our responsibilities under those requirements and this standard are further described in the "Auditor's Responsibilities" section of our report. Our audit firm has applied the IDW Quality Assurance Standard: Requirements for Quality Management in the Audit Firm (IDW QS 1). We have fulfilled our professional responsibilities in accordance with the German Public Auditor Act (WPO) and the Professional Charter for German Public Auditors and German Sworn Auditors (BS WP/vBP) including the requirements on independence.

Responsibilities of the Executive Board and the Supervisory Board

The executive board and the supervisory board are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of Section 162 AktG. In addition, they are responsible for such internal control as they have determined necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibilities

Our objective is to obtain reasonable assurance about whether the disclosures required under Section 162 (1) and (2) AktG have been made, in all material respects, in the remuneration report, and to express an opinion on this in a report on the audit.

We planned and conducted our audit in such a way to be able to determine whether the remuneration report is formally complete by comparing the disclosures made in the remuneration report with the disclosures required under Section 162 (1) and (2) AktG. In accordance with Section 162 (3) AktG, we have neither audited the correctness of the content of the disclosures, nor the completeness of the content of the individual disclosures, nor the adequate presentation of the remuneration report.

Stuttgart, May 17th 2024

Deloitte GmbH
Wirtschaftsprüfungsgesellschaft

Jan Bühler
Wirtschaftsprüfer
(German Public Auditor)

Katharina Niemann
Wirtschaftsprüferin
(German Public Auditor)

Report of the Managing Board to the General Meeting on Item 6 of the Agenda Concerning the Exclusion of the Subscription Right Pursuant to Section 203 (2), Section 186 (4) Section 2 of the German Stock Corporation Act (AktG) (Authorized Capital 2024)

Under agenda item 6 of the Annual General Meeting 2024 to be held on July 2, 2024, a new authorized capital (Authorized Capital 2024) totalling up to EUR 4,271,287.00, which corresponds to 50 % of the current share capital, shall be proposed to the Annual General Meeting of Manz AG, which is to be available for cash and non-cash capital increases. The new authorized capital is intended to replace the previous authorization (Authorized Capital 2023) in the amount of EUR 4,270,143.00 in accordance with Section 3 (3) of the Articles of Incorporation.

The new Authorized Capital 2024 shall be based on the established regulations of the previous Authorized Capital 2023, and shall enable the Company to utilize the scope of flexibility in its right to increase capital that was included in the German Stock Corporation Act (AktG) as part of the Future Financing Act of December 11, 2023. Going forward, the Company should be able to exclude shareholders' subscription rights in the amount of up to 20 % of the share capital when exercising the authorized capital through a capital increase against cash contributions, instead of up to 10 % of the share capital as was previously the case, if the issue price of the new shares is not significantly lower than the market price of Manz shares (so-called simplified exclusion of subscription rights).

The new authorization is intended to enable the Company to act quickly and with the requisite flexibility in the interests of its shareholders when increasing the share capital. Because decisions concerning coverage of capital requirements usually must be made at short notice, it is important that the Company not be constrained by the yearly cycle of general meetings or by the long notice period before an extraordinary general meeting. The instrument of authorized capital is the government's response to these restrictions. The most common reasons to use authorized capital are to strengthen the equity base and to finance acquisitions.

In principle, shareholders have preemptive rights with regard to the use of the Authorized Capital 2024. However, the Managing Board is authorized, with Supervisory Board approval, to exclude shareholders from their preemptive subscription rights under the following conditions.

- a) The Managing Board should be authorized, with Supervisory Board approval, to suspend the legal preemptive rights of shareholders in cases of cash capital increases in return for cash pursuant to Section 203 (1 - 2), Section 186 (3) Section 4 of the German Stock Corporation Act (AktG). This suspension of subscription rights allows us, in the best interests of the Company, to systematically place new shares in domestic and international capital markets, whereby the shares are issued on short notice under favorable trading conditions and at rates as high as possible yet close to market prices. The need to protect shareholders from dilution is accounted for by ensuring that the shares can only be offered at a price that is not significantly below the relevant trading

price. The final determination of the placement price is made as close as possible to the time of the placement. Here the Managing Board will make every effort – while taking into account current market conditions – to keep any discounts from the trading price as small as possible. The discount from the trading price at the time the authorized capital is used will be less than 3 % whenever possible, but always less than 5 %.

Generally, the sales that can be generated from placement under a subscription right exclusion will result in a significantly higher cash inflow than a share placement with performance shares, which generally result in significant discounts from the stock exchange price. One important reason for this is the fact that an issue without a compulsory subscription period can be carried out immediately after determining the issue price and thus no allowance needs to be made for price change risk for the subscription period in the issue price. Section 186 (2) German Stock Corporation Act (AktG) does allow for the publication of the subscription price up to the third day to the end of the subscription period. But in view of the frequently observed volatility on stock markets there is still a market risk over a period of several days, which results in safety margins in determining the subscription price and thus to conditions that are not in line with the market. Where a subscription right exists, the necessary placement with third parties is also put at risk or subject to additional costs due to the uncertainty of its exercise. In addition, because of the length of the subscription period when granting a subscription right the Company is unable to respond at short notice to either favorable or unfavorable market conditions and thus is exposed to falling share prices, which can result in an unfavorable issue for the Company. By foregoing a time-consuming and expensive preemptive rights process, capital requirements can be met by taking advantage of short-term market opportunities.

Capital increases due to this authorization to exclude subscription rights may not, in total, exceed either EUR 1,708,514.00, which corresponds to roughly 20 % of the current share capital, nor 20 % of the share capital at the time the authorization is exercised. This means that, even in cases of multiple capital increases within the authorization period, subscription rights cannot be exempted for more than a total of 20 % of share capital as a result of this authorization. An additional restriction requires that the maximum limit include shares that are issued up until the issue of new shares from the authorized capital in direct or indirect application of Section 186 (3) Section 4 of the German Stock Corporation Act (AktG) while utilizing other authorizations to exempt shareholder subscription rights. Therefore, conversion or option rights or conversion obligations for shares in the Company that are associated with warrants or convertible bonds, profit-sharing rights, or profit-sharing bonds (or combinations of these instruments) that are issued during this authorization in accordance with Section 186 (3) Sentence 4 Stock Corporation Act (AktG) for cash, excluding the performance shares, must be offset against the limit. Furthermore, sales of own shares must be offset if they were conducted during this authorization based on an authorization in accordance with Section 71 (1) No. 8 Sentence 5 German Stock Corporation Act (AktG) in conjunction with Section 186 (3) Sentence 4 German Stock Corporation Act (AktG), excluding the performance shares. This ensures that no shares are issued from the authorized capital excluding the performance shares according to Section 203 (1) and (2), Section 186 (3) Sentence 4 German Stock Corporation Act (AktG) if this would result in the performance shares of the shareholders being excluded for more than 20 % of the share capital without a specific objective reason for this.

These specifications protect the shareholders rights against dilution of their holdings, according to the law. In addition, because the issue price of the new shares is close to the market price, each shareholder has the option to purchase an amount of shares necessary to maintain their proportional level of interest in the Company on the market at nearly the same terms. This ensures appropriate protection of the equity and voting interests of shareholders.

- b) The purpose of the authorization to increase the share capital with the approval of the Supervisory Board, excluding performance shares in order to purchase companies, parts of companies or holdings in companies or other assets, or to carry out corporate mergers is to allow the Managing Board to purchase companies, parts of companies or company holdings or other assets in appropriate cases not only by paying a purchase price in cash, but also by transferring shares in the Company, or carrying out corporate mergers in this fashion. Depending on the size of such an acquisition and the expectations of the respective seller, it may be advantageous or necessary to use shares in the Company as payment. This will preserve the liquid assets of the Company and reduce the scope of a possible financing of the purchase price. The exclusion of shareholders' subscription rights is a necessary prerequisite for this.

Because the Company competes in global markets, it must be able at all times to act quickly and flexibly in both the national and international markets. This also requires the ability to merge with other companies or to acquire companies, parts of companies and interests in companies to improve its competitive position. Especially in connection with the acquisition of companies or parts of companies, it may also be advantageous to acquire other assets, such as those that can be of economic advantage to the Company or a part of the Company.

The purpose of the authorization provided to exclude the performance shares is to make the Company more competitive in acquiring entities of interest to it, and to allow the Company to act quickly and flexibly with the approval of the Supervisory Board if an opportunity arises. It is possible that in certain instances it may be in the best interests of the Company to enter into a merger or undertake an acquisition in return for shares of the acquiring company created through the use of the authorized capital. In past experience in both the domestic and international markets, it has also been observed that shares in the acquiring company are frequently desired as consideration in corporate mergers and for attractive objects for acquisitions in general.

When the opportunity for such a transaction arises, the Managing Board will carefully examine whether it should make use of the authorization to dispense treasury shares. When determining the valuation ratios, the Managing Board will ensure that the best interests of shareholders are adequately protected. Normally it will base its assessment of the value of the shares offered as consideration on the trading price of the Company shares. A schematic orientation to the share price is not provided for however, in particular so as not to put in question previously secured negotiating results through fluctuations in the share price. The value of the respective companies, parts of companies, or interests in companies to be acquired will be determined by using established valuation standards. Since the value of companies, parts of companies, and interests in companies which may be acquired in the future is not known, and

therefore their purchase prices are also not known, a definite amount which will be spent cannot at present be named.

The scope of the performance share exclusion in the amount of the authorized capital is required to provide all or at least a significant part of payment for a large acquisition in the form of Company shares.

- c) Furthermore, with the approval of the Supervisory Board, the Managing Board should be able to exclude the performance shares, to the extent that it is necessary to give holders of warrants or convertible bonds, profit-sharing rights, or profit-sharing bonds (or combinations of these instruments) issued by the Company or direct or indirect affiliated companies of the Company a subscription right to new shares to the same extent as they would be entitled upon exercising their option or conversion right or after fulfilling their conversion obligation.

Such bonds are generally equipped with protection against dilution in order to facilitate placement; this makes it possible to reduce the conversion price and makes it possible to grant the holders the right to purchase new shares, as the shareholders can, in case of subsequent capital increases. In this way, they are treated as if they were already shareholders. A subscription right for owners or creditors of already-existing options rights, convertible rights, or of convertible bonds with convertible requirements provides an opportunity to prevent the reduction of the option or conversion price in the case of the use of authorized capital. This provides for a higher issue price of the shares to be issued as a result of exercising the option or carrying out the conversion. In order to add such a protection against dilution to the bonds, the preemptive subscription rights of shareholders to these shares must be exempted. This serves the purpose of making the issue of bonds easier, and therefore serves the interests of the shareholders with regard to an optimal financial structure of the Company.

- d) The authorization of the Managing Board to exclude any fractional amounts from the performance shares of the shareholders, with the approval of the Supervisory Board, serves to describe a practical subscription ratio, and therefore makes it easier to carry out capital increases and grant performance shares. The value of such fractional amounts is usually small, whereas the additional effort needed for an issue with such an exclusion is significantly higher. The new shares excluded from the subscription rights as fractional shares will be used in the best way possible for the Company..

Therefore the interests of the shareholders will not be unreasonably affected overall by the authorization to suspend shareholders from their preemptive subscription rights.

Specific plans for the use of the new Authorized Capital 2024 do not yet exist. Similar anticipatory resolutions which include the ability to exempt shareholders from subscription rights are common both in Germany and abroad. The Managing Board will always carefully examine whether the use of the Authorized Capital 2024 is in the interest of the Company and its shareholders. In the event that the proposed authorization is used, the Managing Board will report on it at the next General Meeting.

Report of the Managing Board to the Annual General Meeting on Item 7 of the Agenda on the Exclusion of Subscription Rights Pursuant to Section 221 (4) Sentence 2, Section 186 (4) Sentence 2 German Stock Corporation Act (AktG)

The Annual General Meeting of Manz AG shall propose a new authorization to issue option or convertible bonds, profit-sharing rights or profit-sharing bonds or a combination of these instruments ("bonds") under agenda point 7 at the ordinary general meeting taking place on July 2, 2024 in a total nominal amount of up to EUR 150 million and the creation of the associated contingent capital of up to EUR 3,417,000.00. This is intended to expand the abilities of Manz AG to finance its activities explained in more detail below, and open up the ability to access flexible and prompt financing in the interest of the Company for the Managing Board with the approval of the Supervisory Board, in particular if favorable capital market conditions occur.

- a) The shareholders are generally entitled to the statutory subscription right to bonds associated with option or conversion rights or conversion obligations (Section 221 [4] in conjunction with Section 186 [1] German Stock Corporation Act [AktG]). To facilitate this process, the option to issue bonds at a credit institution or consortium of credit institutions should be utilized, with the obligation of offering shareholders the bonds according to their subscription rights (indirect subscription right in the sense of Section 186 [5] German Stock Corporation Act [AktG]).
- b) The exclusion of the subscription right for fractional amounts makes it possible to utilize the requested authorization with round figures. This makes it simpler to handle shareholder subscription rights. The exclusion of subscription rights in favor of the holders of option and conversion rights or conversion obligations already issued has the advantage that the option or conversion price for the option or conversion rights or conversion obligations already issued does not have to be reduced, facilitating an overall higher cash inflow. Therefore, both cases in which subscription rights are excluded serve the interests of the Company and its shareholders.
- c) The Managing Board is furthermore authorized, with the approval of the Supervisory Board, to fully exclude the subscription rights of shareholders if the issuance of bonds associated with option or conversion rights or conversion obligations results in a price that is not significantly less than the market value of these bonds. Doing so makes the Company able to use market opportunities quickly and in a flexible manner, obtaining better conditions in determining the interest rate and issue price of the bond with conditions set in line with the market. Conditions in line with the market and smooth placement would not be possible if the subscription rights were granted. Section 186 (2) German Stock Corporation Act (AktG) does allow for the publication of the subscription price (and therefore the conditions of these bonds) up to the third day to the end of the subscription period. But in view of the frequently observed volatility on stock markets there is still a market risk over a period of several days, which results in safety margins in determining the bond conditions and thus to conditions that are not in line with the market. Where a subscription right exists, the necessary placement with third parties is also put at risk or subject to additional costs due to the uncertainty of its

exercise. Ultimately, because of the length of the subscription period when granting a subscription right the Company is unable to respond at short notice to either favorable or unfavorable market conditions and thus is exposed to falling share prices, which can result in an unfavorable financing situation for the Company.

In this case of a complete exclusion of subscription rights, the provision of Section 186 (3) Sentence 4 German Stock Corporation Act (AktG) applies mutatis mutandis in accordance with Section 221 (4) Sentence 2 German Stock Corporation Act (AktG). The limits regulated there for subscription right exclusions of 20% of the capital stock must be complied with according to the resolution. Furthermore, a specification in the authorization regulation ensures that the twenty percent limit is not exceeded even in case of a capital reduction, since the authorization for the exclusion of subscription rights explicitly may not exceed 20% of the capital stock, either at the time it comes into effect or – if this value is lower – at the time the available authorization is exercised. New shares issued from authorized capital with the exclusion of subscription rights in accordance with Section 186 (3) Sentence 4 German Stock Corporation Act (AktG) during the term of this authorization are counted towards the aforementioned twenty percent limit. Furthermore, shares acquired on the basis of an authorization by the Annual General Meeting and sold in accordance with Section 71 (1) No. 8 Sentence 5 in conjunction with Section 186 (3) Sentence 4 German Stock Corporation Act (AktG) with the exclusion of subscription rights are also included.

Section 186 (3) Sentence 4 German Stock Corporation Act (AktG) also stipulates that the issue price of the shares may not be significantly lower than the market price in the event of a capital increase. This is intended to ensure that there is no significant economic dilution of the value of the shares. It is possible to determine whether such a dilution effect has occurred in relation to bonds issued without subscription rights associated with option or conversion rights or conversion obligations by calculating the hypothetical market price of the bonds based on recognized, in particular mathematical methods and comparing this to the issue price for the bond. If this issue price, based on an appropriate review, is less than the hypothetical market price to only an insignificant extent at the time the bond is issued, then according to the meaning and purpose of the regulation of Section 186 (3) Sentence 4 German Stock Corporation Act (AktG), an exclusion of subscription rights is permitted due to this insignificant reduction. Therefore, the resolution states that before issuing bonds associated with option or conversion rights or conversion obligations, the Managing Board must complete an appropriate review and determine that the intended issue price will not result in any significant dilution of the values of shares. This would lower the calculated market value of a subscription right to almost zero, so that shareholders would not suffer any significant economic disadvantages due to the exclusion of subscription rights. Independent of this review by the Managing Board, this ensures that conditions are set in line with the market and that significant dilutions of value are avoided in the case of book building. In this process, bonds are determined based on purchase requests submitted by investors, making it possible to calculate the overall value of the bond in line with market conditions. All of this ensures that there is no significant dilution in the value of the shares due to the exclusion of subscription rights.

In addition, shareholders are able to maintain their share of capital stock in the Company at all times, even if they exercise conversion or option rights or if a conversion obligation applies, by purchasing shares on the market. In contrast, the authorization to exclude subscription rights for the Company makes it possible to set conditions in line with the market, ensure the best possible security in placement with third parties, and utilize favorable market situations on short notice.

d) Where profit-sharing rights or profit-sharing bonds are issued without an option or conversion right or conversion obligation, the Managing Board is authorized, with Supervisory Board approval, to completely exclude shareholders' subscription rights if these profit-sharing rights or profit-sharing bonds have the characteristics of a debenture, i.e. do not give rise to any membership rights in the Company, do not grant a share in the liquidation proceeds and the interest payable is not calculated on the basis of net income for the year, net retained profit or the dividend. In addition, the interest payment and the issue price of the profit-sharing rights or profit-sharing bonds must reflect current market conditions at the time of issue. If the above conditions are fulfilled, the exclusion of subscription rights will not result in any disadvantages for shareholders, since the profit-sharing rights or profit-sharing bonds are not grounds for any membership rights and do not grant any share in liquidation proceeds or Company profits.

Notices and Information for the Shareholders

Participation in the Annual General Meeting and the Exercise of Voting rights

Registration for the Annual General Meeting and verification of holdings

In accordance with Section 14 of the Articles of Incorporation, those shareholders who have registered with the Company and have verified their holdings are entitled to participate in the Annual General Meeting and exercise their voting rights. Registration and verification of holdings must be received in writing (Section 126b German Civil Code [BGB]), in either German or English, no later than midnight on Tuesday, June 25, 2024, at the following address:

Manz AG
c/o Computershare Operations Center
80249 München
E-Mail: anmeldestelle@computershare.de

Proof of shareholdings must be provided in the form of a certificate prepared in German or English in accordance with Section 67c (3) German Stock Corporation Act (AktG) or another certificate prepared by the last intermediary in text form in German or English, which, in accordance with Section 123 (4) Sentence 2 German Stock Corporation Act (AktG), refers to the close of business on June 10, 2024, 24:00 hours (CEST) ("record date"). Only shareholders who have provided specific verification of their shareholdings will be deemed shareholders of the Company for the purposes of attending the Annual General Meeting and exercising their voting rights. Authorization to participate in the Annual General Meeting and to exercise voting rights is based on verification of holdings by the record date. Disposals and acquisitions of shares after the record date have no effect on the right to participate in the Annual General Meeting or to exercise voting rights.

Once the Company has received the registration and verification of holdings at the above address, tickets granting shareholders admission to the Annual General Meeting are sent out. To ensure that tickets are received within plenty of time of the event, we ask that all shareholders send their registration and verification of holdings to the Company at the above address as early as possible.

Procedures for participation in the Annual General Meeting and the exercise of voting rights by a duly authorized person

General information

Shareholders who do not wish to attend the Annual General Meeting in person have the option of exercising their voting rights at the Annual General Meeting by postal vote, or by authorizing the proxies appointed by the Company as specified below. Furthermore, shareholders may grant powers of attorney to third parties to whom the aforementioned options for exercising voting rights are equally available.

No resolution is proposed under agenda item 1 and, therefore, no vote is scheduled (for explanation, see there). The scheduled votes on agenda items 2 to 4 and 6 to 7 are of a binding nature, while the vote on agenda item 5 is of a recommendatory nature. With regard to the proposed resolution on agenda item 5, it should be noted that the resolution of the Annual General Meeting on the Compensation Report 2023 pursuant to Section 120a (4) Sentence 2 in conjunction with (2) Sentence 2 and 3 German Stock Corporation Act (AktG) does not create any rights or obligations, even in the event of non-approval, and is not contestable.

Shareholders and their proxies may vote “yes” (in favor) or “no” (against) or abstain from voting (abstention) on all votes.

Mail-in voting

Shareholders and their proxies, provided that the requirements for participating in the virtual Annual General Meeting and exercising voting rights are met, have the option of casting their votes by postal vote.

Votes cast by postal vote may be submitted before the Annual General Meeting to the Company in text form at the address given below or by e-mail at the e-mail address given below to the office authorized to receive such votes on behalf of the Company:

Manz AG
c/o Computershare Operations Center
80249 München
E-Mail: anmeldestelle@computershare.de

For technical processing reasons, the form provided by the Company should be used in this way for mail-in voting. The form will be sent to shareholders who register for the Annual General Meeting in due form and time together with the admission ticket.

Postal votes cast in this way must be received by the Company no later than 6:00 pm (CEST) on Monday, July 1, 2024. Up to that date, they may also be amended or revoked in the same way as they were submitted.

Mail-in votes can also be cast using the password-protected shareholder portal at the address

<https://www.manz.com/agm>

after entering the access details using the process provided for this purpose. In doing so, postal votes can be cast, changed and revoked until Monday, July 1, 2024, by 6:00 p.m. (CEST) at the latest.

Mail-in votes may only be cast on resolutions proposed by the Managing Board and the Supervisory Board and announced by the Company prior to the Annual General Meeting, as well as on resolutions proposed by shareholders at the request of a minority pursuant to Section 122 (2) German Stock Corporation Act (AktG), as a counter-motion pursuant to Section 126 (1) German Stock Corporation Act (AktG) or as an election proposal pursuant to Section 127 German Stock Corporation Act (AktG).

Granting power of attorney to third parties

Shareholders who have fulfilled the requirements to participate in the Annual General Meeting and to exercise their voting rights can have their voting rights in the Annual General Meeting exercised by a proxy, including a bank or a shareholders' association, by granting a corresponding power of attorney. Timely registration of the shareholder and timely proof of share ownership are also required if a proxy is appointed.

The authorization of intermediaries or equivalent shareholder associations pursuant to Section 135 (8) AktG, proxy advisors or persons who offer themselves to shareholders on a business basis to exercise voting rights at the Annual General Meeting must be verifiably recorded by them, and is otherwise subject to the statutory provisions of Section 135 German Stock Corporation Act (AktG). In particular, submitting the special verification prepared by the last intermediary is sufficient to verify their voting rights in the Company. The institutions and persons named may have additional requirements for the process for their own assignment of proxy rights.

If a shareholder authorizes more than one person, the Company may reject one or more of them in accordance with Section 134 (3) Sentence 2 German Stock Corporation Act (AktG).

The declaration of assignment of proxy authorization can be made to the authorized person or to the Company.

Proof of authorization may be submitted to the Company prior to the Annual General Meeting in text form at the address below or by e-mail at the e-mail address below to the office authorized to receive for the Company:

Manz AG
c/o Computershare Operations Center
80249 München
E-Mail: anmeldestelle@computershare.de

The aforementioned transmission channels are also available if the proxy is to be granted by declaration to the Company, or if the revocation of a granted proxy is to be declared to the Company.

The proxy form provided by the Company can be used for the assignment and verification of proxy rights. The proxy form can be found on the admission ticket, which will be sent to the shareholders after receipt of the registration and proof of share ownership.

Authorizations and evidence of powers of attorney issued in this way must be received by the Company by 6:00 pm (CEST) on Monday, July 1, 2024 at the latest. Up to that date, they may also be amended or revoked in the same way as they were submitted.

Proxies can also be granted using the password-protected shareholder portal at the address

<https://www.manz.com/agm>

after entering the access details using the process provided for this purpose. Proxies can be submitted, amended and revoked in this way until Monday, July 1, 2024, by 6:00 p.m. (CEST) at the latest.

On the day of the Annual General Meeting, it is also possible to authorize third parties at the venue of the Annual General Meeting.

[Granting power of attorney to the proxies of the Company](#)

We offer our shareholders and their proxies the opportunity to authorize proxies appointed by the Company and bound by instructions to exercise their voting rights. Please note that the proxies appointed by the Company may only exercise voting rights on those items of the agenda on which the shareholders or their proxies issue instructions. Shareholders and their proxies who wish to grant power of attorney to the proxies appointed by the Company require an admission ticket for the Annual General Meeting for this purpose.

The authorizations and instructions to the proxies nominated by the Company can be submitted prior to the Annual General Meeting in text form to the address provided below or by e-mail to the e-mail address given below to the office authorized to receive them on behalf of the Company:

Manz AG
c/o Computershare Operations Center
80249 München
E-Mail: anmeldestelle@computershare.de

The proxy and instruction form provided by the Company can be used to issue proxies and instructions. The proxy and instruction form can be found on the admission ticket, which will be sent to shareholders upon receipt of their registration and proof of shareholding.

Proxies issued in this way, together with instructions to the proxies appointed by the Company, must be received by the Company by Monday, July 1, 2024, by 6:00 p.m. (CEST) at the latest. Up to that date, they may also be amended or revoked in the same way as they were submitted.

Authorizations and instructions to the proxies appointed by the Company can also be issued using the password-protected shareholder portal at the following address

<https://www.manz.com/agm>

after entering the access details using the process provided for this purpose. In doing so, powers of attorney and instructions can be submitted, amended or revoked by Monday, July 1, 2024, by 6:00 p.m. (CEST) at the latest.

On the day of the Annual General Meeting, it is also possible to authorize the Company's proxies at the venue of the Annual General Meeting.

The casting of votes by the proxies appointed by the Company is only possible for votes on resolutions proposed by the Managing Board and Supervisory Board announced by the Company prior to the Annual General Meeting, as well as at the request of a minority pursuant to Section 122 (2) German Stock Corporation Act (AktG), as a counter-motion pursuant to Section 126 (1) German Stock Corporation Act (AktG) or as an election proposal pursuant to Section 127 German Stock Corporation Act (AktG). The proxies appointed by the Company will not accept any requests to speak, to lodge objections to resolutions of the Annual General Meeting or to ask questions or propose motions.

[Further information on exercising voting rights](#)

If voting rights are exercised by way of postal vote or authorization and instructions to the proxies in a timely manner in several ways (by letter, by e-mail, electronically via the shareholder portal or in accordance with Section 67c (1) and (2) Sentence 3 German Stock Corporation Act (AktG) in conjunction with Article 2 (1) and (3) and Article 9 (4) of Implementing Regulation (EU) 2018/1212) or authorizations and, if applicable, instructions are issued in a timely manner in several ways, these will be considered in the following order regardless of the time of receipt: 1. electronically via the shareholder portal, 2. in accordance with Section 67c (1) and (2) Sentence 3 German Stock Corporation Act (AktG) in conjunction with Article

2 (1) and (3) and Article 9 (4) of Implementing Regulation (EU) 2018/1212, 3. by e-mail and 4. by letter.

If several mail-in votes or authorizations and instructions are received by the same means of transmission within the deadline, the last declaration received shall be binding.

A later vote as such does not constitute a revocation of an earlier vote. The last revocation of a declaration received in due time is decisive.

Should, in the same manner, declarations with more than one form of exercise of voting rights be received, the following shall apply: Postal votes shall take precedence over the issuing of proxies and instructions to the Company's proxies and the latter shall take precedence over the issuing of proxies and instructions to third parties, in particular, an intermediary, a shareholders' association, a voting rights advisor pursuant to Section 134a German Stock Corporation Act (AktG) and a person equivalent to these pursuant to Section 135 (8) German Stock Corporation Act (AktG).

The participation of the shareholder or his proxy in the Annual General Meeting shall be deemed to be a revocation of a vote cast by postal vote or a proxy granted together with instructions to the Company's proxy.

If an intermediary, a shareholders' association, a voting rights advisor pursuant to Section 134a German Stock Corporation Act (AktG) and a person equivalent to these pursuant to Section 135 (8) German Stock Corporation Act (AktG) are not willing to act as proxy, the proxies of the Company shall be authorized to act as proxies in accordance with the instructions.

Total number of shares and voting rights

At the time the General Meeting was convened, the total number of Company shares equaled 8,542,574 shares without par value, which grant a total of 8,542,574 votes.

Rights of shareholders

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 made in writing to the Managing Board of Manz AG and must be received by the Company no later than midnight (CEST) on Saturday, June 1, 2024.

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:

Vorstand der
Manz AG
„Hauptversammlung 2024“
Steigäckerstraße 5
72768 Reutlingen
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/agm>, and disclosed with shareholders as well according to Section 125 German Stock Corporation Act (AktG).

Further explanations of the above shareholder rights according to Section 122 (2) German Stock Corporation Act (AktG), are available on the Company website at the address <https://www.manz.com/agm>.

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

Under Section 126 (1) German Stock Corporation Act (AktG), shareholders of the Company can submit counter-proposals to the proposals by the Managing Board and/or Supervisory Board relating to particular items of the agenda and can, under Section 127 German Stock Corporation Act (AktG), submit proposals for the election of Supervisory Board members or auditors.

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.

Counter motions 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

Counter motions 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/agm> if they are received by the Company by midnight (CEST) on Monday, June 17, 2024.

The right of any shareholder to submit counter motions 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 counter motions 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.

Further explanations of the aforementioned rights of shareholders Section 126 (1), Section 127 German Stock Corporation Act (AktG) can be found on the Company's website at <https://www.manz.com/agm>.

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 for the reasons specified in Section 131 (3) German Stock Corporation Act (AktG), for example, because on the basis of a sound business assessment it is judged that the disclosure of the information in question would likely cause significant harm to the Company or to an affiliated company.

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.

Further explanations of the aforementioned rights of shareholders under Section 131 German Stock Corporation Act (AktG) can be found on the Company's website at <https://www.manz.com/agm>.

Information on the Company website

Information on the Annual General Meeting according to Section 124a German Stock Corporation Act (AktG), in particular, the documents to be disclosed in the Annual General Meeting can be accessed on the Company website at the address <https://www.manz.com/agm>.

Time data

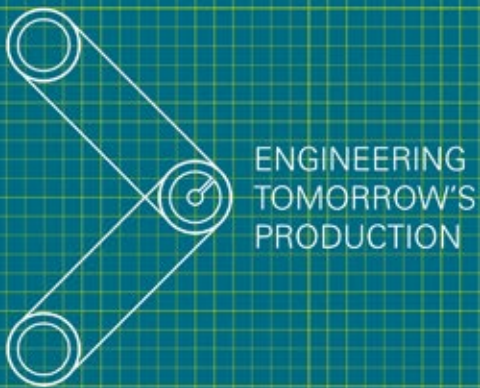
The above times are given in Central European Summer Time (CEST; UTC+2), which is authoritative for Germany. With regard to the coordinated universal time (UTC), this corresponds to the ratio UTC = CEST minus two hours.

Data protection information

The Company collects and processes personal data of shareholders, their representatives and guests in conjunction with the Annual General Meeting. Details are available on the Company website at the address <https://www.manz.com/agm>. Shareholders authorizing a representative are requested to inform their representative of this data protection information.

Reutlingen, May 2024

Manz AG
The Managing Board



Manz AG

Steigäckerstraße 5
72768 Reutlingen
Phone +49 (0) 7121 9000-0
hv@manz.com
www.manz.com