

## Explanatory notes on the rights of shareholders pursuant to Sections 122 (2), 126 (1), 127 and 131 (1) AktG

### 1. Requests to add supplementary items to the agenda pursuant to Section 122 (2) AktG

Shareholders whose combined shares constitute at least one twentieth of the share capital or the proportionate amount of EUR 500,000.00 (which corresponds to 50,000 Alzchem shares) may request that items be added to the agenda and announced (Section 122 (2) AktG). In addition, upon request under Sections 87 (4), 122 (2) sentence 1 AktG the General Meeting may reduce the maximum remuneration for the Management Board. Every request for a new agenda item must be accompanied by an explanation of the reasons therefor or a proposed resolution. Such request must be addressed to the Management Board in writing (Section 126 BGB) and the company must receive it no later than 30 days prior to the General Meeting, i.e. no later than **24:00 hrs (CEST) on Monday, April 7, 2025**. Such request is preferably to be sent to the following address:

Alzchem Group AG  
– The Management Board –  
c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 Munich  
Germany

The time of receipt of the motion in question rather than the time of its sending shall be key for compliance with this time limit. The submitter of the application must provide evidence of having held the shares for at least 90 days prior to the date of receipt of the application and of holding the shares until a decision is made on the application by the Management Board.

Any amendments to the agenda that must be published – provided they were not already made public at the time the General Meeting was convened – shall be published in the Federal Gazette immediately after the request has been received and pursuant to Section 121 (4a) AktG shall also be furnished to such suitable media as may be expected to disseminate the information throughout the European Union. Pursuant to Section 124a Sentence 2 AktG, they will also be made available on the Internet at [www.alzchem.com/en/investor-relations/annual-general-meeting/](http://www.alzchem.com/en/investor-relations/annual-general-meeting/) immediately after having been received by the company. The amended agenda will also be communicated pursuant to Section 125 (1) Sentence 3 AktG.

The relevant sections of the German Stock Corporation Act for a virtual general meeting are as follows:

#### *Section 122 AktG Convening a meeting at the request of a minority*

- (1) The Annual General Meeting must be convened if shareholders whose shares together amount to one-twentieth of the share capital request such a meeting in writing, stating the purpose and reasons; the request must be addressed to the Management Board. The Articles of Association may link the right to request the convening of the Annual General Meeting to a different form and to the holding of a lower proportion of the share capital. The applicants must prove that they have held the shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until the Management Board decides on the request. § Section 121 (7) shall apply accordingly.1. the entire meeting shall be broadcast by video and audio.
- (2) In the same way, shareholders whose shares together account for one twentieth of the share capital or a proportionate amount of EUR 500,000 may request that items be placed on the agenda and announced. Each new item must be accompanied by a statement of reasons or a draft resolution. The request within the meaning of sentence 1 must be received by the company at least 24 days, in the case of listed companies at least 30 days, before the meeting; the day of receipt is not included.
- (3) If the request is not complied with, the court may authorize the shareholders who made the request to convene the Annual General Meeting or to announce the matter. At the same time, the court may appoint the chairman of the meeting. Reference must be made to the authorization when the meeting is convened or announced. An appeal may be lodged against the decision. The applicants must prove that they hold the shares until the court's decision.
- (4) The company shall bear the costs of the Annual General Meeting and, in the case of paragraph 3, also the court costs if the court has granted the application.

*Section 124 AktG Announcement of requests for supplements; proposals for resolutions (excerpt)*

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

*Section 121 AktG General (excerpt)*

- (4) The convening notice must be published in the company gazettes. If the shareholders of the company are known by name, the Annual General Meeting may be convened by registered letter, unless otherwise stipulated in the Articles of Association; the date of dispatch shall be deemed the date of announcement. Notification to those entered in the share register is sufficient.
- (4a) In the case of listed companies that have not exclusively issued registered shares or that do not send the convocation directly to the shareholders in accordance with paragraph 4 sentence 2, the convocation shall be forwarded for publication to such media as can be expected to disseminate the information throughout the European Union at the latest at the time of the announcement.
- (7) In the case of deadlines and dates that are calculated back from the meeting, the day of the meeting shall not be included. A postponement from a Sunday, a Saturday or a public holiday to a preceding or subsequent working day shall not be considered. The §§ Sections 187 to 193 of the German Civil Code shall not apply accordingly. In the case of non-listed companies, the articles of association may stipulate a different calculation of the deadline.

*Section 70 AktG Calculation of the shareholding period*

If the exercise of rights arising from the share is dependent on the shareholder having held the share for a certain period of time, a claim for transfer of ownership against a credit institution, a financial services institution, a securities institution or a company operating in accordance with Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) of the German Banking Act shall be deemed equivalent to ownership. The period of ownership of a legal predecessor shall be attributed to the shareholder if he acquired the share free of charge, from his trustee, as universal successor, in the event of a community settlement or in the event of a portfolio transfer pursuant to Section 13 of the Insurance Supervision Act or Section 14 of the Building Societies Act.

*Section 87 AktG Principles for the remuneration of Management Board members (excerpt)*

- (4) The Annual General Meeting may reduce the maximum remuneration determined in accordance with section 87a (1) sentence 2 number 1 upon application in accordance with section 122 (2) sentence 1.

## 2. Motions and nominations submitted by shareholders pursuant to Sections 126 (1) and (4), 127 AktG

(i) Shareholders may also submit countermotions opposing a resolution proposed by the Management Board and/or Supervisory Board regarding a specific item of the agenda.

If a shareholder wishes for the company to make such countermotions available prior to the General Meeting pursuant to Section 126 (1) AktG, they must be sent in writing, by fax or by e-mail to

*Alzchem Group AG  
c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 Munich  
Germany*

*Fax: +49 (0)89 889 690 655*

*Email: [antraege@linkmarketservices.eu](mailto:antraege@linkmarketservices.eu)*

Proposals addressed otherwise will not be considered.

Countermotions received at least 14 days prior to the date of the General Meeting, i.e., by no later than **24:00 hrs (CEST) on Wednesday, April 23, 2025**, by means of the above-mentioned methods of communication will be made available online at [www.alzchem.com/en/investor-relations/annual-general-meeting/](http://www.alzchem.com/en/investor-relations/annual-general-meeting/), indicating the name of the shareholder, a statement of grounds for their motion (where applicable) and a possible statement from the company's management (Section 126 (1) AktG). The time of receipt of the countermotion in question rather than the time of its sending shall be key for compliance with this time limit.

Under certain circumstances specified in Section 126 (2) AktG, the company will not be obliged to make available a countermotion which has been received in good time. This applies in particular if, by making this countermotion available, the Management Board would render itself liable to prosecution, in the event that this countermotion would lead to a resolution of the General Meeting which would be unlawful or breach the company's Articles of Association or if significant elements of the statement of grounds contain evidently false or misleading information or insults. The company will likewise not be obliged to make the statement of grounds for the countermotion available if, overall, it exceeds 5,000 characters.

Countermotions which must be made available on the basis set out above shall, pursuant to Section 126 (4) AktG, be deemed to have been submitted at the time they are made available. They will thus be announced by the chair and taken into consideration for the General Meeting, even if they are not resubmitted there. The shareholders or their authorized representatives may already exercise their voting right for these motions once they have registered in good time. However, insofar as the shareholder submitting the countermotion is not duly registered for the General Meeting their motion need not be considered there; for this reason, any votes submitted in this regard will not be recognized.

Countermotions which are not received by the above deadline – and which thus neither need be made available in advance nor will be considered to have been submitted – must be submitted during the General Meeting by means of video communication, thus while exercising the right to speak, in order to be valid.

(ii) The above paragraphs apply mutatis mutandis for the proposal made by a shareholder for the election of Supervisory Board members or auditors, including the details of the address to which such proposals are to be sent, consideration of such proposals at the General Meeting and voting on such proposals, subject to the proviso that the Management Board will likewise not be obliged to make this nomination available if it does not indicate the name, occupation and place of residence of the proposed person and – in case of a proposal for the election of Supervisory Board members – their membership of other statutory supervisory boards.

(iii) The above rights of the shareholders under Section 126 (1) and (4), 127 AktG are without prejudice to the right of the chair during voting to first put forward the management's proposals for voting. Should the management's proposals in such event be adopted with the necessary majority, this will dispense with any countermotions or nominations.

The provisions of the German Stock Corporation Act on which these shareholder rights are based, which also determine the conditions under which countermotions and election proposals may be dispensed with, are as follows:

*Section 126 AktG Shareholder motions (excerpt)*

- (1) Shareholder motions, including the name of the shareholder, the grounds and any statement by the management, must be made available to the authorized persons specified in Section 125 (1) to (3) under the conditions specified therein if the shareholder has sent a counter-motion against a proposal by the Management Board and Supervisory Board on a specific item on the agenda, together with the grounds, to the address specified for this purpose in the notice convening the meeting at least 14 days before the meeting. The day of receipt shall not be counted. In the case of listed companies, access must be provided via the company's website. § Section 125 para. 3 applies accordingly.
- (2) A counter-motion and its grounds need not be made accessible,
  1. to the extent that the Executive Board would make itself liable to prosecution by making it accessible,
  2. if the counter-motion would lead to a resolution of the Annual General Meeting that is illegal or contrary to the Articles of Association,
  3. if the statement of grounds contains obviously false or misleading information in essential points or if it contains insults,
  4. if a countermotion of the shareholder based on the same facts has already been made available to a General Meeting of the company in accordance with Section 125,
  5. if the same counter-motion of the shareholder with essentially the same justification has already been made available to at least two Annual General Meetings of the company in the last five years in accordance with Section 125 and less than one-twentieth of the share capital represented voted in favor of it at the Annual General Meeting,
  6. if the shareholder indicates that he/she will not attend the Annual General Meeting and will not be represented, or
  7. if the shareholder has not submitted or has not had a countermotion submitted by him/her at two Annual General Meetings in the last two years.

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

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

*Section 127 AktG Nominations by shareholders (excerpt)*

Section 126 shall apply mutatis mutandis to the proposal of a shareholder for the election of Supervisory Board members or auditors. The nomination does not need to be substantiated. The Management Board does not need to make the nomination accessible even if the nomination does not contain the information pursuant to section 124 para. 3 sentence 4 and section 125 para. 1 sentence 5.

*Section 124 AktG Announcement of requests for supplements; proposals for resolutions (excerpt)*

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

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

- (1) ... In the case of listed companies, a proposal for the election of supervisory board members shall be accompanied by information on their membership of other supervisory boards required by law; information on their membership of comparable domestic and foreign supervisory bodies of commercial enterprises shall be included.

### *Section 137 AktG Voting on election proposals from shareholders*

If a shareholder has made a proposal for the election of Supervisory Board members in accordance with Section 127 and requests the election of the person proposed by him/her at the Annual General Meeting, a resolution must be passed on his/her proposal before the proposal of the Supervisory Board if a minority of shareholders whose shares together amount to one tenth of the share capital represented request this.

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

The Management Board is obliged to provide any shareholder or their authorized representatives upon demand at the General Meeting with information concerning affairs of the company, insofar as this information is necessary for an appropriate assessment of an item of the agenda, and the Management Board is not entitled to refuse to provide this information (Section 131 (1) AktG). The obligation of the Management Board to provide information includes the company's legal and business relationships with its affiliates. This obligation to provide information also extends to the situation of the Group and the companies included in the consolidated financial statements. In addition, persons attending the General Meeting shall have a right of inquiry in relation to all of the Management Board's replies (Section 131 (1d) AktG).

The chair intends to stipulate that the right to information may exclusively be exercised by means of video communication, i.e. while exercising the right to speak and via the procedure envisaged for this purpose.

In addition to their rights stated above, the shareholders and their authorized representatives may require that the information provided to a shareholder, due to this person's shareholder status, outside the scope of the General Meeting be likewise provided to any other shareholder or their authorized representatives at the General Meeting, even if this information is not necessary for a proper assessment of the agenda item in question (Section 131 (4) sentence 1 AktG).

In addition, Section 131 (5) sentence 1 AktG prescribes that whenever a shareholder is denied information, they may require that their question and the reason for the denial of this information be included in the minutes of the meeting.

The company shall ensure for the virtual General Meeting that shareholders or their authorized representatives who join the General Meeting electronically are able at the General Meeting to submit a request under Section 131 (4) sentence 1 AktG and a request under Section 131 (5) sentence 1 AktG other than by means of video communication, i.e. as part of their right to speak and via the procedure provided for this purpose, including by means of electronic communication via the password-protected Internet service, using the procedure provided for this purpose.

No other right to information is envisaged either before or during the General Meeting.

The provisions of the German Stock Corporation Act on which these shareholder rights are based, which also determine the conditions under which the Management Board may refrain from answering questions, are as follows:

#### *Section 131 AktG Shareholder's right to information (excerpt)*

- (1) Upon request, the Management Board must provide each shareholder with information on company matters at the Annual General Meeting, insofar as this is necessary for a proper assessment of the agenda item. The duty to provide information also extends to the company's legal and business relationships with an affiliated company. If a company makes use of the exemptions pursuant to Section 266 (1) sentence 3, Section 276 or Section 288 of the German Commercial Code, each shareholder may request that the annual financial statements be presented to him at the Annual General Meeting on the annual financial statements in the form that he would have without these exemptions. The duty of the Management Board of a parent company (Section 290 (1), (2) of the German Commercial Code) to provide information at the Annual General Meeting to which the consolidated financial statements and the group management report are presented also extends to the situation of the group and the companies included in the consolidated financial statements.
- (1a) In the case of the virtual Annual General Meeting, paragraph 1 sentence 1 shall apply with the proviso that the Management Board may stipulate that shareholders' questions must be submitted by electronic communication no later than three days before the meeting. Section 121 (7) applies to the calculation of the deadline. Questions that are not submitted on time do not have to be considered.
- (1b) The scope of the submission of questions can be appropriately limited in the notice of the meeting. The right to submit questions may be restricted to shareholders who have duly registered for the meeting.
- (1c) The company must make duly submitted questions available to all shareholders prior to the meeting and answer them no later than one day before the meeting; Section 121 (7) applies to the calculation of the

deadline. In the case of listed companies, the questions must be made available and answered via the company's website. § Section 126 (2) sentence 1 numbers 1, 3 and 6 shall apply accordingly to the making available of questions. If the answers are continuously accessible one day before the start of the meeting and during the meeting, the Management Board may refuse to provide information on these questions during the meeting.

- (1d) Every shareholder connected to the meeting electronically shall be granted the right to ask questions at the meeting by means of electronic communication regarding all answers given by the Management Board before and during the meeting. Paragraph 2 sentence 2 also applies to the right to ask questions.
- (1e) In addition, every shareholder connected electronically to the meeting shall be granted the right to ask questions at the meeting by means of electronic communication on matters that only arose after the expiry of the deadline pursuant to paragraph 1a sentence 1. Paragraph 2 sentence 2 also applies to this right to ask questions.
- (1f) The chairman of the meeting may determine that the right to information pursuant to paragraph 1, the right to ask questions pursuant to paragraph 1d and the right to ask questions pursuant to paragraph 1e may only be exercised at the Annual General Meeting by means of video communication.
- (2) The information must comply with the principles of conscientious and faithful accountability. The articles of association or the rules of procedure in accordance with § 129 may authorize the chairman of the meeting to limit the shareholder's right to ask questions and speak for a reasonable period of time and to determine further details.
- (3) The Management Board may refuse to provide information,
  - 1. insofar as the provision of the information is likely, according to reasonable commercial judgment, to cause a not insignificant disadvantage to the company or an affiliated company;
  - 2. insofar as it relates to tax valuations or the amount of individual taxes;
  - 3. on the difference between the value at which items have been recognized in the annual balance sheet and a higher value of these items, unless the Annual General Meeting approves the annual financial statements;
  - 4. on the accounting and valuation methods, insofar as the disclosure of these methods in the notes is sufficient to give a true and fair view of the net assets, financial position and results of operations of the company; this does not apply if the Annual General Meeting approves the annual financial statements, financial and earnings position of the company within the meaning of Section 264 (2) of the German Commercial Code; this does not apply if the Annual General Meeting approves the annual financial statements;
  - 5. insofar as the Management Board would make itself liable to prosecution by providing the information;
  - 6. if a credit institution, a financial services institution or a securities institution is not required to disclose information on the accounting policies applied and offsetting in the annual financial statements, management report, consolidated financial statements or group management report;
  - 7. insofar as the information is continuously available on the company's website for at least seven days before the start of and during the Annual General Meeting.

Information may not be refused for other reasons.

- (4) If a shareholder has been provided with information outside of the Annual General Meeting in his capacity as a shareholder, this information must be provided to any other shareholder upon request at the Annual General Meeting, even if it is not necessary for a proper assessment of the agenda item. In the case of a virtual Annual General Meeting, it must be ensured that every shareholder connected electronically to the meeting can submit their request in accordance with sentence 1 by means of electronic communication. The Management Board may not refuse to provide information in accordance with paragraph 3 sentence 1 nos. 1 to 4. Sentences 1 to 3 do not apply if a subsidiary (Section 290 (1), (2) of the German Commercial Code), a joint venture (Section 310 (1) of the German Commercial Code) or an associated company (Section 311 (1) of the German Commercial Code) provides the information to a parent company (Section 290 (1), (2) of the German Commercial Code) for the purpose of including the company in the consolidated financial statements of the parent company and the information is required for this purpose.

- (5) If a shareholder is denied information, he may request that his question and the reason for which the information was denied be included in the minutes of the meeting. In the case of a virtual Annual General Meeting, it must be ensured that every shareholder connected electronically to the meeting can submit their request in accordance with sentence 1 by means of electronic communication.

Section 20 (3) of the Articles of Association authorizes the chairman of the meeting to reasonably limit the time for shareholders to speak and ask questions.

The underlying provision of the company's Articles of Association reads as follows:

*Section 20 (3) of the Articles of Association*

- (3) The Chairman determines the order of speakers and the treatment of the agenda items and may, to the extent permitted by law, decide on the grouping of factually related resolution items into one voting item and set reasonable limits on speaking and questioning time for the entire Annual General Meeting, for individual agenda items and for individual speakers at the beginning or during the course of the Annual General Meeting and, to the extent necessary for the proper conduct of the Annual General Meeting, order the end of the debate.

Trostberg, March 2025

Alzchem Group AG

The Management Board