

Annual General Meeting of PVA TePla AG on June 23, 2022

Explanatory Notes on Shareholders' Rights (pursuant to Sections 122 (2), 126 (1), 127, 131 (1) AktG) in conjunction with. § Section 1 (2) of the COVID 19 Act)

The Annual General Meeting will, with the consent of the Supervisory Board, adopt a resolution on the basis of the Act on Measures in Company, Cooperative, Association, Foundation and Condominium Law to Combat the Effects of the COVID 19 Pandemic (as last amended by Art. 15 of the Act on the Establishment of a Special Fund "Reconstruction Assistance 2021" and on the Temporary Suspension of the Obligation to File an Insolvency Application due to Heavy Rainfall and Floods in July 2021 and on the Amendment of Other Laws dated September 10, 2021 (BGBl. I 2021, p. 4147), hereinafter the "COVID-19 Act"), as a virtual General Meeting without the physical presence of the shareholders or their proxies (with the exception of the proxies appointed by the Company).

The notice of the Annual General Meeting already contains information in Sections VI. and VII. on the rights of shareholders pursuant to Section 122 (2), Section 126 (1), Section 127 and Section 131 (1) of the German Stock Corporation Act, Section 1 (2) Sentence 1 No. 3 in conjunction with Sentence 2 of the COVID-19 Act, Section 245 No. 1 of the German Stock Corporation Act, Section 1 (2) Sentence 1 No. 4 of the COVID-19 Act. The following information serves as a further explanation of these legal regulations:

The relevant provisions of the Act on Measures in Corporate, Cooperative, Association, Foundation and Residential Property Law to Combat the Effects of the COVID-19 Pandemic of 27 March 2020, as amended by the Act on Further Shortening the Residual Debt Relief Procedure and Adjusting Pandemic-Related Provisions in Corporate, Cooperative, Association and Foundation Law and in Rental and Lease Law of 22 December 2020 ("COVID-19 Act"), are as follows:

Article 2

Act on Measures in the Law of Companies, Cooperatives, Associations, Foundations and Condominiums to Combat the Effects of the COVID 19 Pandemic (in part)

§ 1

Stock corporations; partnerships limited by shares; European companies (SE); mutual insurance companies (extract)

- (1) The decisions on the participation of shareholders in the Annual General Meeting by way of electronic communication pursuant to Section 118 (1) sentence 2 of the German Stock Corporation Act (electronic participation), the casting of votes by way of electronic communication pursuant to Section 118 (2) of the German Stock Corporation Act (postal vote), the participation of members of the Supervisory Board by way of video and audio transmission pursuant to Section 118 (3) sentence 2 of the German Stock Corporation Act and the admission of video and audio transmission pursuant to Section 118 (4) of the German Stock Corporation Act may be made by the Executive Board of the Company even without authorization by the Articles of Association or by rules of procedure.
- (2) The board of directors may decide that the meeting shall be held as a virtual general meeting without the physical presence of the shareholders or their proxies, provided that
 1. the video and audio transmission of the entire meeting takes place,
 2. the exercise of shareholders' voting rights is possible via electronic communication (postal vote or electronic participation) as well as the granting of proxies,

3. shareholders are granted the right to ask questions by means of electronic communication,
4. the shareholders who have exercised their voting rights in accordance with number 2, in deviation from § Section 245 no. 1 of the German Stock Corporation Act (AktG), waiving the requirement to appear at the Annual General Meeting, are granted the opportunity to object to a resolution of the Annual General Meeting.

The Management Board shall decide how to answer questions in its dutiful, free discretion; it may also stipulate that questions must be submitted by electronic communication no later than one day before the meeting. Motions or election proposals by shareholders which are to be made available pursuant to Section 126 or Section 127 of the German Stock Corporation Act shall be deemed to have been made at the meeting if the shareholder making the motion or submitting the election proposal is duly authorized and registered for the Annual General Meeting.

- (3) Notwithstanding section 123 (1) sentence 1 and (2) sentence 5 of the Stock Corporation Act, the Management Board may decide to convene the General Meeting no later than on the 21st day prior to the day of the meeting. In deviation from Section 123 (4) sentence 2 of the Stock Corporation Act, the proof of shareholding in the case of listed companies shall refer to the beginning of the twelfth day prior to the meeting and, in the case of bearer shares, must be received by the Company at the address specified for this purpose in the notice of convocation no later than on the fourth day prior to the General Meeting, unless the Management Board provides in the notice of the General Meeting for a shorter period for the receipt of the proof by the Company; deviating provisions of the Articles of Association shall be irrelevant. In the event of a convocation with a shorter period of notice pursuant to sentence 1, the notice pursuant to Section 125 (1) sentence 1 of the German Stock Corporation Act shall be given no later than twelve days before the meeting and the notice pursuant to Section 125 (2) of the German Stock Corporation Act shall be given to those registered in the share register at the beginning of the twelfth day before the General Meeting. Notwithstanding Section 122 (2) of the German Stock Corporation Act, requests for additions to the agenda must be received by the Company in the aforementioned case at least 14 days prior to the meeting.
- (4) Notwithstanding Section 59 (1) of the German Stock Corporation Act, the Board of Managing Directors may decide, even without authorization by the Articles of Association, to pay a discount on the unappropriated surplus to the shareholders in accordance with Section 59 (2) of the German Stock Corporation Act. Sentence 1 shall apply mutatis mutandis to a down payment on the compensatory payment (Section 304 of the German Stock Corporation Act) to outside shareholders under an intercompany agreement.
- (5) The Management Board may decide that the Annual General Meeting shall be held within the financial year, in derogation of Section 175 (1) sentence 2 of the German Stock Corporation Act.
- (6) The decisions of the Executive Board pursuant to paragraphs 1 to 5 require the approval of the Supervisory Board. Notwithstanding Section 108 (4) of the German Stock Corporation Act, the Supervisory Board may pass the resolution on approval in writing, by telephone or in a comparable manner without the members being physically present, notwithstanding the provisions in the Articles of Association or the Rules of Procedure.
- (7) Notwithstanding the provision in section 243 (3) no. 1 of the German Stock Corporation Act, the contestation of a resolution of the Annual General Meeting may also not be based on violations of section 118 (1) sentences 3 to 5, (2) sentence 2 or (4) of the German Stock Corporation Act, the violation of formal requirements for notifications pursuant to section 125 of the German Stock Corporation Act, or on a violation of subsection 2, unless the company can be proven to have acted intentionally.

1. Requests for additions to the agenda pursuant to section 122 (2) of the AktG

Shareholders whose shares together amount to one-twentieth of the share capital or a proportionate amount of the share capital of EUR 500,000 may request that items be placed on the agenda and published. Each new item on the agenda must be accompanied by a statement of reasons or a draft resolution. The applicants must prove that they have held the minimum number of shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until the decision of the Management Board on the request.

The request must be made in writing to the Board of Directors and must be received by the Company at the following address by midnight on May 23, 2022:

PVA TePla AG
Board of Directors
In the Westpark 10 - 12
D-35435 Wettenberg

Supplements to the agenda that are to be announced will be announced in the same way as this notice of the Annual General Meeting immediately after receipt of the request, unless they have already been announced in the notice of the Annual General Meeting. They will also be made available on the Company's website at <https://www.pvatepla.com/investor-relations/hauptversammlung/> and notified to the depository institutions in accordance with section 125 (1) of the AktG.

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

§ Section 122 of the German Stock Corporation Act (AktG) Convening at the request of a minority

- (1) The General Meeting shall 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 the reasons; such request shall be addressed to the Executive Board. The articles of association may make the right to request the convening of the general meeting subject 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 has decided on the request. § Section 121 (7) shall apply accordingly.
- (2) In the same way, shareholders whose shares together amount to one-twentieth of the share capital or the pro rata amount of 500,000 euros may request that items be placed on the agenda and published. Each new item must be accompanied by a statement of reasons or a draft resolution. The request within the meaning of sentence 1 must be received by the company at least 24 days, in the case of listed companies at least 30 days, prior to the meeting; the day of receipt shall not be counted.
- (3) If the request is not complied with, the court may authorize the shareholders who made the request to convene the general meeting or to make the matter known. At the same time, the court may appoint the chairman of the meeting. Reference must be made to the authorization when the meeting is convened or announced. An appeal against the decision is admissible. The applicants must prove that they will hold the shares until the court's decision.

- (4) The company shall bear the costs of the general meeting and, in the case referred to in paragraph 3, also the court costs if the court has granted the application.

§ Section 124 AktG Announcement of requests for amendments; proposals for resolutions (excerpt)

- (1) If the minority has requested in accordance with section 122 (2) that items be placed on the agenda, such items shall be announced either at the time the meeting is convened or otherwise without undue delay after receipt of the request; section 121 (4) shall apply mutatis mutandis; in addition, section 121 (4a) shall apply mutatis mutandis in the case of listed companies. Publication and delivery shall be effected in the same manner as for the convening of the meeting.

§ Section 121 AktG General (excerpt)

- (4) Notice of the meeting shall be published in the company's official gazettes. If the shareholders of the Company are known by name, the General Meeting may be convened by registered letter, unless the Articles of Association provide otherwise; the day of dispatch shall be deemed the day of announcement. Notification to those entered in the share register shall suffice.
- (4a) In the case of listed companies which have not issued exclusively registered shares or which do not send the convening notice directly to the shareholders in accordance with (4) sentence 2, the convening notice shall be forwarded for publication at the latest at the time of the announcement to such media which can be expected to disseminate the information throughout the European Union.
- (7) In the case of deadlines and dates calculated back from the meeting, the day of the meeting shall not be included. A transfer from a Sunday, a Saturday or a public holiday to a preceding or following working day shall not be considered. Sections 187 to 193 of the German Civil Code shall not apply mutatis mutandis. In the case of 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 been the holder of the share for a certain period of time, a claim for transfer of title against a credit institution, a financial services institution, a securities institution or an enterprise operating pursuant to § 53 (1) sentence 1 or § 53b (1) sentence 1 or (7) of the German Banking Act shall be deemed equivalent to ownership. The period of ownership of a predecessor in title shall be attributed to the shareholder if he acquired the share free of charge, from his trustee, as universal successor, in the event of the dissolution of a community or in the event of a portfolio transfer pursuant to § 13 of the German Insurance Supervision Act or § 14 of the German Building Societies Act.

2. Countermotions and nominations by shareholders pursuant to Sections 126 (1) and 127 of the German Stock Corporation Act (AktG) in conjunction with Section 1 (2) sentence 3 of the German Stock Corporation Act (AktG) § Section 1 (2) sentence 3 Covid 19 Act

Countermotions with reasons against a proposal by the Management Board and/or Supervisory Board on a specific item on the agenda pursuant to Section 126 (1) AktG or proposals pursuant to Section 127 AktG for the election of Supervisory Board members or auditors must be sent exclusively to the following address, fax number or e-mail address:

investor relations
In the Westpark 10 - 12
D-35435 Wettenberg
Fax +49 641 68690808
Email: gert.fisahn@pvatepla.com

Applications addressed otherwise will not be considered.

Countermotions from shareholders that are received at least 14 days before the day of the Annual General Meeting, i.e. by June 8, 2022, 24:00 hours (CEST), with proof of shareholder status, will be made available without delay on the Company's website at <https://www.pvatepla.com/investor-relations/hauptversammlung/>, including the name of the shareholder, the reasons and any statement by the management, provided that the other requirements for publication pursuant to Section 126 AktG are met.

For nominations pursuant to section 127 AktG for the election of Supervisory Board members or auditors, the aforementioned explanations regarding section 126 AktG apply with the proviso that the nomination does not have to be substantiated. Except in the cases set forth in § 126 (2) AktG, the Management Board is also not required to make election proposals accessible if they do not contain the information required by § 124 (3) sentence 4 AktG (name, profession exercised and place of residence or, in the case of legal entities, the name and registered office of the proposed auditor) and, in the case of proposals for the election of Supervisory Board members, information pursuant to § 125 (1) sentence 5 AktG on their membership in other statutory supervisory boards; information on their membership in comparable domestic and foreign supervisory bodies of commercial enterprises shall be attached.

As this year's Annual General Meeting of the Company will be held as a virtual Annual General Meeting without the physical presence of the shareholders and their proxies (with the exception of the Company's proxy), no motions may be submitted during the virtual Annual General Meeting.

However, a counter-motion or election proposal to be made accessible pursuant to Sections 126, 127 AktG shall be deemed to have been made or submitted in the virtual General Meeting if the shareholder making the motion or election proposal is duly authorized and registered for the General Meeting.

The provisions of the Covid 19 Act and the Stock Corporation Act on which these shareholder rights are based, which also determine the conditions under which countermotions and election proposals may not be made available, are as follows:

§ Section 1 Covid-19 Act (...) (Extract).

- (2) The board of directors may decide that the meeting shall be held as a virtual general meeting without the physical presence of the shareholders or their proxies, provided that
 1. [...],
 -Motions or election proposals by shareholders which are to be made available pursuant to Section 126 or Section 127 of the German Stock Corporation Act shall be

deemed to have been made at the meeting if the shareholder making the motion or submitting the election proposal is duly authorized and registered for the Annual General Meeting.

§ Section 126 AktG Shareholder motions

- (1) Motions by shareholders, including the name of the shareholder, the grounds and any statement by the management, shall be made available to the entitled persons specified in section 125 (1) to (3) under the conditions set out therein if the shareholder has sent a counter-motion to a proposal by the Executive Board and the 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, such access shall be made available on the company's website. § Section 125 (3) shall apply accordingly.
- (2) A countermotion and its grounds need not be made available,
 1. insofar as the Executive Board would render itself liable to prosecution by making it accessible,
 2. if the countermotion 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 reasons is manifestly false or misleading in material respects or contains or if it contains insults,
 4. if a countermotion of the shareholder based on the same facts has already been made available to a shareholders' meeting of the company pursuant to § 125,
 5. if the same countermotion of the shareholder with substantially the same substantiation has already been made available to at least two shareholders' meetings of the Company pursuant to § 125 in the last five years and less than one-twentieth of the share capital represented voted in favor of it at the shareholders' meeting,
 6. if the shareholder indicates that he will not attend the General Meeting and will not be represented, or
 7. if the shareholder has failed to make, or cause to be made, a counter-motion communicated by him at two General Meetings in the last two years.

The statement of grounds need not be made available if it exceeds 5,000 characters in total.
- (3) If several shareholders make countermotions on the same subject matter of the resolution, the Executive Board may combine the countermotions and their reasons.

§ Section 127 sentences 1 to 3 AktG Election proposals by shareholders

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 Executive Board need not make the election proposal available even if the proposal does not contain the information pursuant to § 124 (3) sentence 4 and § 125 (1) sentence 5.

§ Section 124 AktG Announcement of requests for amendments; proposals for resolutions (excerpt)

- (3)... The proposal for the election of supervisory board members or auditors shall state their names, occupation and place of residence. ...

§ Section 125 AktG Notices to 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 details of their membership of other statutory supervisory boards; details of their membership of comparable domestic and foreign supervisory bodies of commercial enterprises shall be enclosed.

§ Section 137 AktG Voting on election proposals by shareholders

If a shareholder has made a proposal for the election of Supervisory Board members pursuant to § 127 and proposes the election of the person proposed by him at the Annual General Meeting, a resolution on his proposal shall be passed before the proposal of the Supervisory Board if requested by a minority of the shareholders whose shares together amount to one tenth of the share capital represented.

3. No right of shareholders to information pursuant to Section 131 (1) AktG, right to ask questions in conjunction with. § Section 1 (2) sentence 1 no. 3, sentence 2 Covid 19 Act

Since the Annual General Meeting is held as a virtual Annual General Meeting pursuant to Section 1 (2) and (6) of the COVID-19 Act, shareholders have no right to information pursuant to Section 131 (1) of the German Stock Corporation Act. However, registered shareholders and their proxies have a right to ask questions pursuant to section 1 (2) sentence 1 no. 3 and sentence 2 of the COVID-19 Act. The Board of Management decides how to answer questions according to its dutiful, free discretion. The Executive Board has also decided that questions must be submitted to the Company via the Internet service at <https://www.pvatepla.com/investor-relations/hauptversammlung/> no later than one day before the meeting, i.e. by midnight (CEST) on 21 June 2022.

Questions shall relate to matters of the Company, the legal and business relations of the Company with an affiliated company and the situation of the Group and the companies included in the consolidated financial statements, insofar as this is necessary for the proper assessment of an item on the agenda.

The provisions of the Covid-19 Act and the Companies Act underlying these shareholder rights are as follows:

§ Section 1 Covid-19 Act (...) (Extract).

- (2) The board of directors may decide that the meeting shall be held as a virtual general meeting without the physical presence of the shareholders or their proxies, provided that
1. [...],
 2. [...],
 3. shareholders are granted the right to ask questions by means of electronic communication,
 4. [...].

The Board of Directors shall use its dutiful discretion in deciding how to answer questions; it may also stipulate that questions must be submitted by electronic communication no later than one day before the meeting. ...

§ Section 131 AktG Shareholder's right to information

- (1) Upon request, each shareholder shall be provided with information by the Executive Board at the Annual General Meeting regarding the Company's affairs to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda. The duty to provide information also extends to the company's legal and business relations with an affiliated company. If a company makes use of the simplifications pursuant to Section 266 (1) sentence 3, Section 276 or Section 288 of the German Commercial Code, each shareholder may demand that the annual financial statements be presented to him at the Annual General Meeting on the annual financial statements in the form that would have been used if these simplifications had not been made. The duty of the Executive 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 submitted also extends to the situation of the group and the companies included in the consolidated financial statements.
- (2) The information provided shall comply with the principles of conscientious and faithful accountability. The articles of association or the rules of procedure pursuant to § 129 may authorize the chairman of the meeting to impose reasonable time limits on the shareholder's right to ask questions and to speak, and may specify further details.
- (3) The Executive Board may refuse to provide information,
 1. insofar as the provision of the information is likely, according to reasonable commercial judgement, to cause a not inconsiderable 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 stated in the annual balance sheet and a higher value of these items, unless the 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 provide a true and fair view of the net assets, financial position and results of operations of the company, financial position and results of operations of the Company within the meaning of Section 264 (2) of the German Commercial Code; this shall not apply if the Annual General Meeting adopts the annual financial statements;
 5. insofar as the Executive Board would render itself liable to prosecution by providing the information;
 6. insofar as, in the case of a credit institution, a financial services institution or a securities institution, disclosures need not be made in the annual financial statements, the management report, the consolidated financial statements or the group management report concerning the accounting and valuation methods applied and the offsetting made;
 7. insofar as the information is continuously accessible on the company's website for at least seven days prior to the start of and during the Annual General Meeting.

Information may not be refused on other grounds.

- (4) If a shareholder has been provided with information outside the general meeting due to his capacity as a shareholder, such information shall be provided to any other shareholder upon request at the general meeting, even if such information is not required for a proper evaluation of the item on the agenda. The management board may not refuse to provide the information pursuant to paragraph 3 sentence 1 nos. 1 to 4. Sentences 1 and 2 shall 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) provi-

des 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 refused information, he may request that his question and the reason for which the information was refused be recorded in the minutes of the meeting.

Wettenberg, May 2022

PVA TePla AG

The Board of Directors