



PVA TePla AG, Wettenberg

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**Information on shareholders' rights pursuant to Sections 122 (2), 126 (1), 127, 131 (1) AktG:
Requests for additions to the agenda,
Motions and nominations,
Right to information**

on the occasion of the

on Wednesday, June 28, 2023, at 1:00 p.m. (CEST), at the Kongresshalle Gießen, Berliner Platz 2, 35390 Gießen, Germany.

Annual General Meeting of PVA TePla AG, with its registered office in Wettenberg

1. REQUESTS FOR ADDITIONS TO THE AGENDA PURSUANT TO SECTION 122 (2) AKTG

Shareholders whose shares together amount to one-twentieth (5%) of the share capital or the pro rata amount of EUR 500,000.00 may request that items be placed on the agenda or published. Each new item on the agenda must be accompanied by a statement of reasons or a draft resolution. The request must be addressed to the Executive Board of the Company in writing or in the electronic form of Section 126a of the German Civil Code (i.e. with a qualified electronic signature) and must be received by the Company at least 30 days prior to the meeting, i.e. by May 28, 2023, 24:00 hours (CEST). The address is as follows:

PVA TePla AG
Board of Directors
In the Westpark 10-12
35435 Wettenberg
Germany
E-mail (only with qualified electronic signature):
gert.fisahn@pvatepla.com

Additions to the agenda which are to be published will, unless they have already been published with the notice convening the meeting, be published in the Federal Gazette without delay after receipt of the request and forwarded for publication to such media as can be expected to disseminate the information throughout the European Union. They will also be published on the internet at

<https://www.pvatepla.com/investor-relations/hauptversammlung/>

and communicated to the shareholders.

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 by the Company and that they will hold the shares until the Executive Board has decided on the request.

The provisions of the German Stock Corporation Act on which this shareholder right is based are as follows:

§ Section 122 Convening at the request of a minority

- (1) The General Meeting shall be convened if shareholders whose combined shareholdings amount to one-twentieth of the capital stock request such a meeting in writing, stating the purpose and the reasons; the request shall be addressed to the Executive Board. The Articles of Association may make the right to request the convening of the General Stockholders' Meeting subject to a different form and to the holding of a lower proportion of the capital stock. 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 Executive Board has decided on the request. § Art. 121 par. 7 shall apply *mutatis mutandis*.
- (2) In the same way, shareholders whose shares together amount to one-twentieth of the capital stock 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, before 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 shareholders' 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 shall be 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 shareholders' meeting and, in the case of subsection 3, also the court costs if the court has granted the application.

§ Section 142B Appointment of special auditors (excerpt)

- (2) If the shareholders' meeting rejects a motion for the appointment of special auditors to examine a transaction at the time of formation or a management transaction not more than five years in the past, the court shall appoint special auditors at the request of shareholders whose shares at the time of filing the motion together amount to one hundredth of the capital stock or a pro rata amount of 100.100,000 at the time of application, the court shall appoint special auditors if facts exist which justify the suspicion that dishonesty or gross violations of the law or the Articles of Association have occurred in the course of the transaction; this shall also apply to transactions not more than ten years in the past if the company was listed on the stock exchange at the time of the transaction. The applicants must prove that they have held the shares for at least three months prior to the date of the Annual Stockholders' Meeting and that they will hold the shares until a decision on the application is made. Section 149 shall apply *mutatis mutandis* to an agreement to avoid such a special audit.

2. MOTIONS AND NOMINATIONS PURSUANT TO SECTIONS 126 (1), 127 AKTG

Motions and election proposals relating to items on the agenda may be made or submitted by shareholders or their representatives at the Annual General Meeting

without any announcement, publication or other special action being required prior to the Annual General Meeting.

Motions within the meaning of Section 126 AktG (together with any statement of grounds) and election proposals within the meaning of Section 127 AktG, including the name of the shareholder and any statement by the management, will be published at the Internet address

<https://www.pvatepla.com/investor-relations/hauptversammlung/>

made available to the Company at least 14 days prior to the meeting, i.e. by June 13, 2023, 24:00 hours (CEST), at the address or e-mail address

PVA TePla AG
Investor Relations
In the Westpark 10-12
35435 Wettenberg
Germany
E-mail: gert.fisahn@pvatepla.com

and the other requirements for an obligation of the Company to make such information available pursuant to Section 126 or Section 127 AktG are met.

The Company may refrain from publishing a countermotion and its grounds if one of the reasons pursuant to Section 126 (2) sentence 1 nos. 1 to 7 AktG applies. A statement of the grounds for a countermotion need not be made available even if it exceeds 5,000 characters in total.

Except in the cases set out in Section 126 (2) AktG, the Executive Board is also not required to make available election proposals from shareholders if these do not include the names, occupations and places of residence of the proposed Supervisory Board members or auditors or information on the membership of the proposed Supervisory Board members in other statutory supervisory boards within the meaning of Section 125 (1) sentence 5 AktG.

It is pointed out that motions and election proposals, even if they 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 or submitted verbally there. The right of each shareholder to submit motions on the various agenda items or election proposals during the Annual General Meeting without prior communication to the Company remains unaffected.

The right of the chairman of the meeting to have the management's proposals voted on first as part of the voting at the Annual General Meeting remains unaffected. If the management's proposals are adopted with the necessary majority, the countermotions or (dissenting) election proposals shall be deemed to have been disposed of.

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

§ Section 126 Motions by shareholders (excerpt)

(1) Shareholder motions including the name of the shareholder, the statement of grounds and any statement by the management shall be made available to the entitled persons referred to 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 Supervisory Board on a specific item on the agenda, together with the statement of grounds, to the address stated for this purpose in the notice convening the meeting at least 14 days before the meeting of the Company. The day of receipt shall not be counted. In the case of listed companies, the proposal shall be made available on the Company's website. § Section 125 (3) shall apply mutatis mutandis.

- (2) A countermotion and its grounds need not be made accessible,
1. to the extent that making it accessible would render the Executive Board liable to prosecution,
 2. if the countermotion would lead to a resolution of the Annual General Meeting that would be unlawful or contrary to the Articles of Association,
 3. if the statement of reasons 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 shareholders' meeting of the Company pursuant to Section 125 ,
 5. if the same countermotion of the shareholder with substantially the same grounds has already been made available to at least two shareholders' meetings of the Company pursuant to Section 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 countermotion communicated by him at two General Meetings in the last two years.

The statement of reasons need not be made available if it exceeds 5,000 characters in total.

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

§ Section 127 Election proposals 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 need not be substantiated. The Executive Board need not make the election proposal available even if the proposal does not contain the information required by § 124 (3) sentence 4 and § 125 (1) sentence 5.

§ Section 124 Notification of requests for additions; proposals for resolutions (excerpt)

- (3) For each item on the agenda on which the Annual General Meeting is to pass a resolution, the Executive Board and the Supervisory Board, for the passing of resolutions pursuant to Section 120a (1) sentence 1 and for the election of Supervisory Board members and auditors only the Supervisory Board, shall

make proposals for the passing of resolutions in the announcement. In the case of companies which are public interest entities pursuant to Section 316a sentence 2 of the German Commercial Code, the proposal of the Supervisory Board for the election of the auditor shall be based on the recommendation of the Audit Committee. Sentence 1 shall not apply if the Annual General Meeting is bound by election proposals in the election of Supervisory Board members in accordance with § 6 of the German Co-Determination Act or if the subject of the resolution has been placed on the agenda at the request of a minority. The proposal for the election of Supervisory Board members or auditors shall state their names, occupation and place of residence. If the Supervisory Board is also to consist of Supervisory Board members representing the employees, resolutions of the Supervisory Board on proposals for the election of Supervisory Board members shall require only a majority of the votes of the Supervisory Board members representing the shareholders; § 8 of the Coal, Iron and Steel Codetermination Act remains unaffected.

§ Section 125 Notices to shareholders and members of the Supervisory Board (excerpt)

- (1) The management board of a company which has not exclusively issued registered shares shall give notice of the convening of the shareholders' meeting at least 21 days before the shareholders' meeting as follows:
 1. the intermediaries holding shares in the Company in custody,
 2. the shareholders and intermediaries who requested the notification, and
 3. the associations of shareholders who requested the notification or who exercised voting rights at the last Annual General Meeting.

The day of notification shall not be counted. If the agenda is to be amended in accordance with Section 122 (2), the amended agenda shall be notified in the case of listed companies. The notification shall refer to the possibility of exercising voting rights by proxy, including by an association of shareholders. 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 statutory supervisory boards; information on their membership of comparable domestic and foreign supervisory bodies of business enterprises shall be enclosed.

§ Section 137 Voting on election proposals by shareholders

If a shareholder has made a proposal for the election of Supervisory Board members in accordance with § 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 shareholders whose shares together amount to one tenth of the capital stock represented.

3. RIGHT TO INFORMATION PURSUANT TO SECTION 131 (1) AKTG

Pursuant to § 131 (1) AktG, the Executive Board must provide each shareholder with information on the Company's affairs at the Annual General Meeting upon request, insofar as this is necessary for a proper assessment of the item on the agenda. The duty to provide information also extends to the Company's legal and business relations with affiliated companies and to the situation of the Group and the companies included in the consolidated financial statements.

In addition, in accordance with Sections 295 (1) Sentence 2 and 293g (3) of the German Stock Corporation Act (AktG), the Management Board shall, upon request, provide each shareholder at the Annual General Meeting with information on all matters of PVA Industrial Vacuum Systems GmbH which are material to the conclusion of the Restatement Agreement regarding the intercompany agreement with PVA Industrial Vacuum Systems GmbH.

The Executive Board may refrain from answering individual questions for the reasons stated in Section 131 (3) AktG.

Furthermore, Art. 20 par. (3) of the Articles of Association of the Company stipulates that the chairman of the meeting is authorized to impose reasonable time limits on the shareholders' right to speak and ask questions. He is also authorized, at the beginning or in the course of the Annual General Meeting, to determine the appropriate time frame for the course of the Annual General Meeting and for the discussion of the individual agenda items as well as for the individual question and speech contribution.

The provisions of the Stock Corporation Act on which this shareholder right is based, which also determine the conditions under which the Executive Board may refrain from answering questions, and the provision of the Company's Articles of Association referred to are as follows:

§ Section 131 Shareholder's right to information (excerpt, without provisions on virtual shareholders' meetings)

- (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 item on the agenda. The duty to provide information also extends to the legal and business relations of the Company with an affiliated company. If a company makes use of the simplifications under Art. 266 par. 1 sentence 3, Art. 276 or Art. 288 of the German Commercial Code, each shareholder may demand that the annual financial statements be presented to him at the Annual Stockholders' 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 Board of Management of a parent company (Sec. 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 Management Board may refuse to provide information,
 1. insofar as the provision of the information is likely, according to reasonable commercial judgment, to cause the Company or an affiliated company a not inconsiderable disadvantage;
 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 General Assembly establishes 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 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 regarding 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 beginning and during the Annual General Meeting.

The information may not be refused for other reasons.

- (4) If a shareholder has been provided with information outside the shareholders' meeting due to his capacity as a shareholder, such information shall be provided to any other shareholder upon request at the shareholders' meeting, even if it is not necessary for the proper assessment of the item on the agenda. (...). The Executive Board may not refuse to provide the information pursuant to subsection 3 sentence 1 nos. 1 to 4. Sentences 1 to 3 shall not apply if a subsidiary (Sec. 290 (1), (2) of the Commercial Code), a joint venture (Sec. 310 (1) of the Commercial Code) or an associated company (Sec. 311 (1) of the Commercial Code) provides the information to a parent company (Sec. 290 (1), (2) of the 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. (...)

§ 295 Amendment (extract)

- (1) An intercompany agreement may only be amended with the approval of the Annual General Meeting. §§ Sections 293 to 294 apply mutatis mutandis.

§ Section 293g Execution of the Annual General Meeting (excerpt)

- (3) Upon request, each shareholder shall also be provided with information at the Annual General Meeting on all matters of the other contracting party which are material to the conclusion of the contract.

§ Section 20 paragraph (3) of the Articles of Association reads:

- (3) The chairman of the meeting may impose reasonable time limits on the shareholders' right to ask questions and speak. He is also entitled, at the beginning or in the course of the Annual General Meeting, to determine the appropriate time frame for the course of the Annual General Meeting and for the discussion of the individual agenda items as well as for the individual question and speech contribution.

Wettenberg, May 2023

The Board