



PVA TePla AG, Wettenberg

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**Information on the rights of shareholders pursuant to §§ 122 (2), 126 (1), 127, 131 Paragraph 1, 293g Paragraph 3 AktG:  
Requests for additions to the agenda,  
motions and election proposals,  
right to information**

on the occasion of the

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

which will take place on Tuesday, June 24, 2025, at 10:00 a.m. (CEST), in the Giessen Congress Hall, Südanlage 3, 35390 Giessen.

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

Shareholders whose shares together account for one-twentieth (5%) of the share capital or a proportionate amount of EUR 500,000.00 may request that items be placed on the agenda or announced. Each new item on the agenda must be accompanied by a statement of reasons or a draft resolution. The request must be submitted to the company's Management Board in writing or in the electronic form specified in § 126a of the German Civil Code (i.e. with a qualified electronic signature) and must be received by the company at least 30 days before the meeting, i.e. by May 24, 2025, 24:00 hours (CEST). The address is as follows:

PVA TePla AG

Management Board

In the Westpark 10-12

35435 Wettenberg

Germany

E-mail (only with qualified electronic signature): [gert.fisahn@pvatepla.com](mailto:gert.fisahn@pvatepla.com)

Additions to the agenda that are to be announced will be published in the Federal Gazette ("Bundesanzeiger") immediately after receipt of the request and forwarded for publication to media that can be expected to disseminate the information throughout the European Union, unless they have already been announced when the meeting is convened. They will also be published at the Internet address

<https://www.pvatepla.com/en/investor-relations/annual-general-meeting/>

and communicated to the shareholders.

In accordance with § 122 (2) in conjunction with § 122 (1) sentence 3 AktG, applicants must prove that they have held the minimum number of shares for at least 90 days prior to the date on which the request is received by the company and that they will hold the shares until the Management Board decides on the request. § 121 para. 7 AktG applies accordingly to the calculation of the period. § 70 AktG applies to the calculation of the shareholding period. The day on which the request is received shall not be counted. A postponement from a Sunday, a Saturday or a public holiday to a preceding or subsequent working day shall not be considered. §§ 187 to 193 of the German Civil Code (BGB) shall not apply accordingly.

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

### **§ 122 Convening a meeting at the request of a minority**

- (1) The Annual General Meeting must be convened if shareholders whose shares together amount to one-twentieth of the share capital request such a meeting in writing, stating the purpose and reasons; the request must be addressed to the Management Board. The Articles of Association may link the right to request the convening of the Annual General Meeting to another 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. § § 121 (7) shall apply accordingly.
- (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 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 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 appointment 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 are holding the shares until the court's decision.
- (4) The company shall bear the costs of the Annual General Meeting and, in the case paragraph 3, also the court costs if the court has granted the application.

### **§ 124 Announcement of requests for additions; Proposals for the adoption of resolutions (excerpt)**

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

convocation.

### **§ 124a sentence 2 Publications on the company's website**

A request from shareholders received by the company after the meeting has been convened within the meaning of § 122 (2) must be made accessible in the same way immediately after it is received by the company.

### **§ 121 General (excerpt)**

(7) For deadlines and dates that are calculated back from the meeting, the day of the meeting is not included. A postponement from a Sunday, a Saturday or a public holiday to a preceding or subsequent working day shall not be considered. §§ 187 to 193 of the German Civil Code do not apply accordingly. In the case of non-listed companies, the articles of association may stipulate a different calculation of the deadline.

### **§ 70 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, the ownership is entitled to a claim for transfer of ownership against a credit institution, a financial services institution, a securities institution or a financial services institution organized in accordance with § 53 (1) sentence 1 or § 53b para. 1 sentence 1 or para. 7 of the German Banking Act. 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 § 13 of the Insurance Supervision Act or § 14 of the Building Societies Act.

## **2. MOTIONS AND PROPOSALS FOR ELECTIONS PURSUANT TO §§ 126 (1), 127 AKTG**

Motions and nominations for items on the agenda may be made or submitted by shareholders or their representatives at the Annual General Meeting without the need for any announcement, publication or other special action prior to the Annual General Meeting.

Motions within the meaning of § 126 AktG (together with any justification) and election proposals within the meaning of § 127 AktG, including the name of the shareholder and any statement by the management, are submitted via the Internet address

<https://www.pvatepla.com/en/investor-relations/annual-general-meeting/>

if they are made available to the company at least 14 days before the meeting, i.e. by June 9, 2025, 24:00 hours (CEST), at the address or e-mail address

PVA TePla AG  
Investor Relations  
Im Westpark 10-12  
35435 Wettenberg  
Germany  
E-Mail: [gert.fisahn@pvatepla.com](mailto:gert.fisahn@pvatepla.com)

and the other requirements for the company's obligation to make the shares available pursuant to § 126 or § 127 AktG are met.

The company may refrain from publishing a countermotion and its grounds if one of the reasons pursuant to § 126 para. 2 sentence 1 nos. 1 to 7 AktG applies. The grounds for a countermotion need not be made accessible even if they exceed 5,000 characters in total.

Except in the cases set out in § 126 (2) AktG, the Management Board does not need to make shareholders' election proposals accessible if they do not the name, profession and place 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 § 125 (1) sentence 5 AktG.

It should be noted that motions and election proposals, even if they have been submitted to the company in advance in due time, will only be considered at the Annual General Meeting if they made or submitted verbally. The right of each shareholder to motions on the various items on the agenda or nominations for election during the Annual General Meeting, even without prior submission to the company, remains unaffected.

The right of the chairman of the meeting to decide to first vote on the management's proposals in the Annual General Meeting in accordance with § 137 AktG remains unaffected. If the management's proposals are accepted with the necessary majority, the countermotions or (deviating) election proposals are no longer necessary.

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 be dispensed with, are as follows:

### **§ 126 Motions by shareholders (excerpt)**

- (1) Shareholder motions, including the name of the shareholder, the explanatory statement and any comments by the management, must be made available to the authorized persons specified in § 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 an explanatory statement, 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 given via the company's website. § 125 para. 3 applies accordingly.
- (2) A counter-motion and its grounds need not be made accessible,

1. insofar as the Executive Board would make itself liable to prosecution by making it accessible,
2. if the countermotion would lead to a resolution of the Annual General Meeting that would violate the law or 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 by the shareholder based on the same facts has already been submitted to an Annual General Meeting of the company and has been made accessible according to § 125,
5. if the same countermotion of the shareholder with essentially the same reasoning has already been made available to at least two Annual General Meetings of the company in the last five years in accordance with § 125 less than one-twentieth of the share capital represented voted in favor of it at the Annual General Meeting,
6. if the shareholder that he will not attend the Annual General Meeting and will not be represented, or
7. if the shareholder has not submitted a countermotion communicated by him or has not had one submitted at two Annual General Meetings in the last two years.

The statement of grounds need not be made accessible if it exceeds a total of 5,000 characters.

- (3) If several shareholders submit countermotions on the same subject of the resolution, the Executive Board may summarize the countermotions and their reasons.
- (4) In the case of a virtual Annual General Meeting, motions that are to be made accessible in accordance with paragraphs 1 to 3 shall be deemed to have been submitted at the time they are made accessible. The company must enable voting rights on these motions to be exercised as soon as the shareholders can prove that they meet the legal or statutory requirements for exercising their voting rights. If the shareholder has submitted the motion is not duly authorized and, if registration is required, is not duly registered for the Annual General Meeting, the motion does not have to dealt with at the meeting.

### **§ 127 Nominations by shareholders (excerpt)**

§ 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 Management Board does not need to make the nomination accessible even if the nomination does not contain the information pursuant to § 124 para. 3 sentence 4 and § 125 para. 1 sentence 5.

### **§ 124 Publication of requests for supplements; proposals for resolutions (excerpt)**

- (3) For each item on the agenda on which the Annual General Meeting is to pass a resolution, the Management Board and the Supervisory Board, and only the Supervisory Board for resolutions pursuant to § 120a (1) sentence 1 and for the election of Supervisory Board members and auditors, shall make proposals for resolutions in the announcement. In the case of companies that are public interest entities pursuant to § 316a sentence 2 of the German Commercial Code, the Supervisory Board's proposal 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 nominations for the election of Supervisory Board members in accordance with § 6 of the 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 must state their name, profession and place of residence. If the Supervisory Board also of Supervisory Board members representing employees, resolutions of the Supervisory Board on proposals for the election of Supervisory Board members require a majority of the votes of the shareholder members of the Supervisory Board; § 8 of the Co-Determination Act remains unaffected.

### **§ 125 Notifications for shareholders and Supervisory Board members (excerpt)**

- (1) The Management Board of a company that has not exclusively issued registered shares must notify the convening of the Annual General Meeting at least 21 days prior to the meeting as follows:
1. the intermediaries who hold the company's shares in custody,
  2. the shareholders and intermediaries 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 the notification shall not be counted. If the agenda is to be amended in accordance with § 122 (2), the amended agenda must be communicated in the case of listed companies. In the notification, reference must be made 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 other statutory supervisory boards; information on their membership of comparable domestic and foreign supervisory bodies of commercial enterprises shall be included.

### **§ 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 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 OF DISCLOSURE PURSUANT TO § 131(1) OF THE ACT AND § 293G PARA. 3 AKTG**

In accordance with § 131 (1) of the German Stock Corporation Act (AktG), the Management Board must provide information on company matters to any shareholder who requests it at the Annual General Meeting, 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 relationships with affiliated companies as well as the situation of the Group and the companies included in the consolidated financial statements.

Pursuant to § 293g (3) AktG, each shareholder must, upon request, also be provided with information at the Annual General Meeting on all matters of the other contracting party that are material to the conclusion or amendment of a domination and/or profit and loss transfer agreement.

The Management Board may refrain from answering individual questions for the reasons stated in § 131 (3) sentence 1 AktG.

If a shareholder has been provided with information outside the Annual General Meeting in his capacity as a shareholder, this information must be provided to any other shareholder at the Annual General Meeting upon request in accordance with § 131 (4) AktG, even if it is not necessary for the proper assessment of the agenda item. In this case, the Management Board may only refuse to provide information if it would make itself liable to prosecution by providing the information or if the information is continuously available on the company's website for a period of at least seven days before the start of and during the Annual General Meeting.

If a shareholder is denied information, he may request that his question and the reason for which the information was denied be recorded in the minutes of the meeting.

Furthermore, § 20 (3) of the company's Articles of Association stipulates that the Chairman of the Annual General 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 questions and speeches.

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

#### **§ 131 Shareholder's right to information (excerpt, without provisions on virtual general meetings)**

- (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 simplifications pursuant to

§ 266 para. 1 sentence 3, § 276 or § 288 of the German Commercial Code, any shareholder may request that the annual financial statements be presented to them at the Annual General Meeting on the annual financial statements in the form that they would have without these simplifications. The duty of the Management Board of a parent company to provide information (§ 290 (1), (2) of the German Commercial Code) 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.

- (2) The information must 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 a reasonable time limit on the shareholder's right to ask questions and speak, and may stipulate 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 pertains 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 a true and fair view of the net assets, financial position and results of operations of the company within the meaning of § 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. insofar as a credit institution, a financial services institution or a securities institution is not required to disclose information on the accounting and valuation methods 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 the Annual General Meeting in his capacity as a shareholder, this information must be provided to any other shareholder at the Annual General Meeting at his request, even if it is

not necessary for a proper assessment of the item on the agenda. (...). The Executive Board may not refuse to provide information in accordance with paragraph 3 sentence 1 nos. 1 to 4. Sentences 1 to 3 shall not apply if a subsidiary (§ 290 para. 1, 2 of the German Commercial Code), a joint venture (§ 310 para. 1 of the German Commercial Code) or an associated company (§ 311 para. 1 of the German Commercial Code) provides the information to a parent company (§ 290 para. 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 recorded in the minutes of the meeting. (...)

### **§ 295 Amendment (excerpt)**

- (1) An intercompany agreement can only be amended with the approval of the Annual General Meeting. §§ 293 to 294 apply accordingly.

### **§ 293g Conduct 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 party to the agreement that are material to the conclusion of the agreement.

### **§ 20 (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 authorized, at the beginning or in the course of the Annual General Meeting, to set 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 individual questions and speeches. The rights of the chairman of the meeting to restrict the shareholders' right to ask questions provided for in this paragraph (3) also include the right to ask questions and the right to ask questions on new matters at virtual Annual General Meetings.

**Wettenberg, May 2025**

***The Management Board***