



PVA TePla AG, Wettenberg

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**Information on shareholders' rights pursuant to Sections 122 (2), 126 (1), 127, 131 (1),
293g (3) AktG:**

**Request for additions to the agenda,
Motions and election proposals,
Right to information**

on the occasion of the

on Friday, August 30, 2024 , at 9:00 a.m. (CEST), at the Kongresshalle Gießen, Südanlage 3 ,
35390 Gießen, Germany.

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

1. REQUESTS FOR ADDITIONS TO THE AGENDA PURSUANT TO SECTION 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 Section 126a BGB (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 26, 2024, 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

Additions to the agenda that are to be announced will be published in the Federal Gazette 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/investor-relations/hauptversammlung/>

and communicated to the shareholders.

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.

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

§ Section 122 Convening a meeting at the request of a minority

- (1) The Annual 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 reasons; the request shall 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. § Section 121 (7) shall apply accordingly.
- (2) In the same way, shareholders whose shares together amount to 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, 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 142 Appointment of the special auditors (excerpt)

- (2) If the general meeting of shareholders rejects a motion to appoint 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, at the request of shareholders whose shares together amount to one hundredth of the share capital or a pro rata amount of EUR 100,000 at the time the motion is filed, appoint special auditors if there are facts justifying the suspicion that the transaction involved dishonesty or gross violations of the law or the articles of association. 000, if there are facts that justify the suspicion that the transaction involved dishonesty or gross violations of the law or the Articles of Association; this also applies to transactions dating back less than ten years, provided that 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 General Meeting and that they will hold the shares until the decision on the application is made. Section 149 applies accordingly to an agreement to avoid such a special audit.

2. MOTIONS AND ELECTION PROPOSALS PURSUANT TO SECTIONS 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 Section 126 AktG (together with any justification) and election proposals within the meaning of Section 127 AktG, including the name of the shareholder and any statement by the management, are submitted via the Internet address

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

if they are made available to the company at least 14 days before the meeting, i.e. by June 11, 2024, 24:00 hours (CEST), at the address or e-mail address

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

and the other requirements for the company's obligation to make the shares 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 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 Section 126 (2) AktG, the Management Board does not need to make shareholders' election proposals accessible if they do not include 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 Section 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 are made or submitted verbally. The right of each shareholder to submit 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 put the management's proposals to the vote first at the Annual General Meeting 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:

§ Section 126 Motions by shareholders (excerpt)

- (1) Shareholder motions, including the name of the shareholder, the explanatory statement and any statement by the management, shall 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 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 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. insofar as 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 by 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 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 it 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 Management Board may summarize the countermotions and their reasons.

§ Section 127 Election proposals by shareholders (excerpt)

Section 126 applies 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 election proposal accessible even if the proposal does not contain the information pursuant to Section 124 para. 3 sentence 4 and Section 125 para. 1 sentence 5.

§ Section 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 Section 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 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 for the election of Supervisory Board members pursuant to Section 6 of the Co-Determination Act for the Coal, Iron and Steel Industry 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 consists of Supervisory Board members representing the employees, resolutions of the Supervisory Board on proposals for the election of Supervisory Board members only require a majority of the votes of the Supervisory Board members representing the shareholders; Section 8 of the Co-Determination Act remains unaffected.

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

- (1) The Management Board of a company that has not exclusively issued registered shares must give notice of the convening of the Annual General Meeting at least 21 days before the meeting as follows:
1. the intermediaries who hold the company's shares in custody,
 2. the shareholders and intermediaries who have requested the notification, and
 3. the associations of shareholders who have 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 Section 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 of other statutory supervisory boards; information on their membership of comparable domestic and foreign supervisory bodies of commercial enterprises shall be included.

§ 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 Section 127 and requests the election of the person proposed by him at the Annual General Meeting, a resolution must be passed on his proposal before the Supervisory Board's proposal 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

In accordance with Section 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.

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

Furthermore, Section 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:

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

- (1) Each shareholder shall, upon request, be provided with information by the Management Board on company matters at the Annual General Meeting to the extent that such information 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 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.
- (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 reasonably limit the shareholder's right to ask questions and speak and to determine further details.
- (3) The Management Board may refuse to provide information,
 1. to the extent that the provision of the information is likely, according to reasonable commercial judgment, 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 recognized in the annual balance sheet and a higher value of these items, unless the Annual General Meeting adopts 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 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 Executive 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 upon 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 (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 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. §§ Sections 293 to 294 apply accordingly.

§ Section 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.

§ Section 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. At the beginning or during the

course of the Annual General Meeting, he is also entitled 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.

Wettenberg, May 2024

The Executive Board