



**Invitation to the ordinary virtual
Annual General Meeting
on 23 June 2022 in Wettenberg**

PVA TePla AG, Wettenberg
- ISIN: DE0007461006 -
- Security identification number: 746 100 -

The shareholders of our Company are hereby invited to the Ordinary Virtual General Meeting to be held on Thursday, June 23, 2022, at 1:00 p.m. (CEST) at the registered office of PVA TePla AG, Westpark 10-12, 35435 Wettengel, Germany. On the basis of Section 1 (2) and (6) of the Act on Measures in Corporate, Cooperative, Association, Foundation and Condominium Law to Combat the Effects of the COVID 19 Pandemic, enacted as Art. 2 of the Act to Mitigate the Consequences of the COVID 19 Pandemic in Civil, Insolvency and Criminal Procedure Law of March 27, 2020, published in the Federal Law Gazette, Part I, of March 27, 2020 on pages 569 et seqq, as amended by Article 15 of the Reconstruction Assistance Act 2021 of September 10, 2021, published in the Federal Law Gazette, Part I, of September 14, 2021 on pages 4147 et seq. ("**COVID-19 Act**"), this General Meeting shall be held on the basis of a resolution of the Management Board with the consent of the Supervisory Board without the physical presence of the shareholders or their proxies (with the exception of the Company's proxy). The entire Annual General Meeting will be broadcast live on the internet for shareholders who have registered in due time and in due form. Shareholders' voting rights will be exercised - if necessary with the involvement of a proxy - exclusively by electronic postal vote or by issuing a proxy and instructions to the proxy appointed by the Company.

I. Agenda

- 1. Presentation of the adopted annual financial statements and the approved consolidated financial statements for the year ended December 31, 2021, together with the management report and Group management report and the report of the Supervisory Board for the fiscal year ended December 31, 2021, the proposal of the Executive Board for the appropriation of net income, and the explanatory report on the disclosures pursuant to sections 289a sentence 1, 315a sentence 1 of the German Commercial Code (HGB)**

The above documents can be viewed on the Internet at:

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

In accordance with the statutory provisions, no resolution is planned for agenda item 1, as the Supervisory Board has already approved the annual financial statements and the consolidated financial statements prepared by the Executive Board. The annual financial statements are therefore adopted in accordance with § 172 sentence 1 AktG.

2. Resolution on the appropriation of the balance sheet profit

The Management Board and the Supervisory Board propose to carry forward in full the retained earnings of PVA TePla AG for the fiscal year 2021 in the amount of EUR 43,358,073.28 to new account.

3. Resolution to discharge the Executive Board for the financial year 2021

The Executive Board and the Supervisory Board propose that the acts of the members of the Executive Board in the fiscal year ended December 31, 2021 be ratified.

4. Resolution to discharge the Supervisory Board for the financial year 2021

The Executive Board and the Supervisory Board propose that the acts of the members of the Supervisory Board in the fiscal year ended December 31, 2021 be ratified.

5. Election of the auditor of the annual financial statements and the auditor of the consolidated financial statements for the fiscal year 2022

The Audit Committee issued a public invitation to tender for the audit of the annual financial statements and consolidated financial statements for fiscal year 2022. Based

on this, it proposed to the Supervisory Board the auditing firm BDO AG and another auditing firm, with a preference for BDO AG as auditor for the 2022 financial year.

The Supervisory Board therefore proposes, on the recommendation of the Audit Committee, that BDO AG, Frankfurt am Main, be elected as the Company's auditors and Group auditors for the fiscal year 2022.

6. Resolution on the approval of the compensation report for the financial year 2021 prepared and audited in accordance with section 162 of the German Stock Corporation Act (AktG).

Following the amendment to the Stock Corporation Act by the Act Implementing the Second Shareholders' Rights Directive (ARUG II), the Executive Board and Supervisory Board are required to prepare a compensation report in accordance with Section 162 AktG, which must be submitted to the Annual General Meeting for approval in accordance with Section 120a (4) AktG. The decision of the Annual General Meeting on the approval of the compensation report is of a recommendatory nature. The compensation report and the auditor's report are printed in Section II.1 and are available on the Company's website at https://www.pvatepla.com/fileadmin/user_upload/remuneration-report-2021.pdf

The Executive Board and the Supervisory Board propose that the compensation report for the financial year 2021 be approved.

7. Resolution on the creation of new authorized capital (Authorized Capital 2022/I) and corresponding amendment to the Articles of Association

Pursuant to Section 4 (5) of the Company's Articles of Association, the Executive Board is authorized, with the approval of the Supervisory Board, to increase the Company's share capital on one or more occasions on or before June 20, 2022, by up to a total of EUR 10,874,994.00 by issuing up to 10,874,994 new no-par value bearer shares in return for cash contributions and/or contributions in kind and, subject to certain conditions and the approval of the Supervisory Board, to exclude shareholders' subscription

rights. At the time of convening this Annual General Meeting, no use had yet been made of this authorized capital.

At the time of the Annual General Meeting, the authorized capital will have expired and will no longer be available.

In order to provide the Company with short-term and flexible corporate financing, the Management Board is to be authorized to increase the Company's share capital beyond June 23, 2022 by issuing new no-par value shares against cash contributions and/or contributions in kind. New authorized capital of up to EUR 5,437,497, corresponding to 25% of the current share capital, is therefore to be created.

The Executive Board and the Supervisory Board propose that the following resolution be adopted:

a) Creation of new authorized capital 2022/I

The Management Board is authorized, with the consent of the Supervisory Board, to increase the share capital of PVA TePla AG until June 22, 2027 by a total of up to EUR 5,437.497 (in words: EUR five million four hundred and thirty-seven thousand four hundred and ninety-seven) new no-par value bearer shares against cash and/or non-cash contributions by a total of up to EUR 5,437,497.00 (in words: Euro five million four hundred and thirty-seven thousand four hundred and ninety-seven) (Authorized Capital 2022/I).

The authorization may be exercised in partial amounts. The Executive Board is authorized, with the approval of the Supervisory Board, to determine the further content of the share rights and the conditions of the share issue.

The Executive Board is authorized, with the approval of the Supervisory Board, to exclude subscription rights in the event of capital increases against contributions in kind.

In the case of capital increases against cash contributions, shareholders shall generally be granted subscription rights to the new shares. The new shares shall then be taken up by at least one company within the meaning of Section 186 (5) sentence 1 AktG with the obligation to offer them to the shareholders for subscription.

The Executive Board is authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights in the event of capital increases against cash contributions,

aa) to utilize any peaks,

bb) to the extent necessary to protect against dilution in order to grant holders of conversion or option rights issued or to be issued by PVA TePla AG or by companies in which PVA TePla AG directly or indirectly holds a 100% interest subscription rights to new shares to the extent to which they would be entitled after exercising the conversion or option rights or after fulfillment of conversion obligations,

cc) if the new shares are issued in accordance with Sec. 186 (3) Sentence 4 AktG against cash contributions at an issue price which is not significantly lower than the stock market price of the shares already listed and the proportionate amount of the capital stock represented by the shares issued in accordance with Sec. 186 (3) Sentence 4 AktG with exclusion of subscription rights does not exceed 10% of the capital stock at the time of entry of this authorization in the Commercial Register or - if this amount is lower - at the respective time of exercise of the authorization. The following shall be counted towards the limit of 10% of the capital stock:

(1) shares that are issued or are to be issued to service bonds with conversion or option rights or conversion obligations by PVA TePla AG or by companies in which PVA TePla AG directly or indirectly holds a 100% interest, insofar as and to the extent that the bonds are issued during the term of this authorization in analogous application of Section 186 (3) sentence 4 of the German Stock Corporation Act to the exclusion of subscription rights, and

- (2) treasury shares sold during the term of this authorization in analogous application of Section 186 (3) sentence 4 AktG, excluding shareholders' subscription rights.

The Supervisory Board shall be authorized to amend the wording of the Articles of Association accordingly after each utilization of Authorized Capital 2022/I or expiry of the period for the utilization of Authorized Capital 2022/I. The Supervisory Board shall be authorized to amend the wording of the Articles of Association accordingly.

b) Amendment to the Articles of Association

§ Section 4 (5) of the Articles of Association shall be reworded as follows:

"The Management Board is authorized, with the consent of the Supervisory Board, to increase the share capital of PVA TePla AG until June 22, 2027 by issuing, on one or more occasions, a total of up to 5,437.497 (in words: five million four hundred and thirty-seven thousand four hundred and ninety-seven) new no-par value bearer shares against cash and/or non-cash contributions by a total of up to EUR 5,437,497 (in words: five million four hundred and thirty-seven thousand four hundred and ninety-seven) (Authorized Capital 2022/I).

The authorization may be exercised in partial amounts. The Executive Board is authorized, with the approval of the Supervisory Board, to determine the further content of the share rights and the conditions of the share issue.

The Executive Board is authorized, with the approval of the Supervisory Board, to exclude subscription rights in the event of capital increases against contributions in kind.

In the case of capital increases against cash contributions, shareholders shall generally be granted subscription rights to the new shares. The new shares shall then be taken up by at least one company within the meaning of Section 186 (5) sentence 1 AktG with the obligation to offer them to the shareholders for subscription.

The Executive Board is authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights in the event of capital increases against cash contributions,

aa) to utilize any peaks,

bb) to the extent necessary to protect against dilution in order to grant holders of conversion or option rights issued or to be issued by PVA TePla AG or by companies in which PVA TePla AG directly or indirectly holds a 100% interest subscription rights to new shares to the extent to which they would be entitled after exercising the conversion or option rights or after fulfillment of conversion obligations,

cc) if the new shares are issued in accordance with Sec. 186 (3) Sentence 4 AktG against cash contributions at an issue price which is not significantly lower than the stock market price of the shares already listed and the proportionate amount of the capital stock represented by the shares issued in accordance with Sec. 186 (3) Sentence 4 AktG with exclusion of subscription rights does not exceed 10% of the capital stock at the time of entry of this authorization in the Commercial Register or - if this amount is lower - at the respective time of exercise of the authorization. The following shall be counted towards the limit of 10% of the capital stock:

(1) shares that are issued or are to be issued to service bonds with conversion or option rights or conversion obligations by PVA TePla AG or by companies in which PVA TePla AG directly or indirectly holds a 100% interest, insofar as and to the extent that the bonds are issued during the term of this authorization in analogous application of Section 186 (3) sentence 4 of the German Stock Corporation Act to the exclusion of subscription rights, and

(2) treasury shares sold during the term of this authorization in analogous application of Section 186 (3) sentence 4 AktG, excluding shareholders' subscription rights.

The Supervisory Board is authorized to amend the wording of the Articles of Association accordingly following each utilization of Authorized Capital 2022/I or expiry of the period for the utilization of Authorized Capital 2022/I. "

8. Resolution on an authorization to issue convertible bonds and bonds with warrants and to exclude subscription rights, the creation of new conditional capital (Conditional Capital 2022/I) and a corresponding amendment to the Articles of Association

In order to enable PVA TePla AG to flexibly use hybrid financing instruments in the future, an authorization to issue convertible bonds and bonds with warrants as well as corresponding conditional capital in the amount of up to EUR 5,437,497, corresponding to 25% of the current share capital, shall be created. In this context, PVA TePla AG shall also be able to issue convertible bonds and bonds with warrants under exclusion of shareholders' subscription rights.

The Executive Board and the Supervisory Board therefore propose that the following resolution be adopted:

a) Authorization to issue convertible bonds and bonds with warrants

aa) Authorization period, nominal amount, term, number of shares

The Executive Board is authorized, with the consent of the Supervisory Board, to issue bearer or registered convertible bonds or bonds with warrants (collectively "**W/O bonds**") with a total nominal amount of up to EUR 100,000,000.00 (in words: EUR one hundred million) with or without a limited term on one or more occasions until June 22, 2027 and to grant the holders of W/O bonds conversion or option rights to subscribe to a total of up to 5.437,497 (in words: five million four hundred and thirty-seven thousand four hundred and ninety-seven) new no-par value bearer shares of the Company with a pro rata amount of the share capital of up to EUR 5,437,497.00 (in words: five million four hundred and thirty-seven thousand four hundred and ninety-seven) in

total ("**New Shares**") in accordance with the more detailed provisions of the convertible bond or option terms and conditions. The W/O bonds may also be issued against contributions in kind. The authorization may be exercised in partial amounts.

In addition to euros, the Bonds may also be issued in the legal currency of an OECD country, subject to a limit of the corresponding equivalent value in euros. In the case of an issue in a currency other than euros, the corresponding equivalent value, calculated in accordance with the euro reference rate of the European Central Bank on the date of the resolution on the issue of the W/O Notes, shall be used as a basis.

The W/O Bonds may also be issued by companies in which PVA TePla AG directly or indirectly holds a 100% interest ("**Subsidiaries**"). In this case, the Management Board is authorized, with the consent of the Supervisory Board, to assume the guarantee for the repayment of the W/O Bonds on behalf of PVA TePla AG and to grant the beneficiaries of the W/O Bonds conversion or option rights to subscribe for New Shares.

bb) Subscription right, exclusion of subscription right

When issuing W/O Notes, shareholders shall generally be granted subscription rights to the new W/O Notes. The W/O Bonds shall then in principle be underwritten by at least one company within the meaning of Section 186 (5) sentence 1 AktG with the obligation to offer them to the shareholders for subscription.

The Executive Board is authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights when issuing W/O bonds,

- (1) to utilize any peaks,
- (2) to the extent necessary to protect against dilution in order to grant holders of conversion or option rights issued or to be issued by PVA TePla AG or by subsidiaries subscription rights to new W/O bonds to the extent to which they would be entitled after exercising the conversion or option rights or after fulfillment of the conversion or option exercise obligations, or

(3) insofar as the New Shares to be issued on the basis of the conversion or option rights do not exceed a total of 10% of the capital stock, either at the time this authorization becomes effective or at the time it is exercised. The following shall be counted towards this limit of 10% of the capital stock:

- Shares issued during the term of this authorization in accordance with or by analogous application of Section 186 (3) sentence 4 AktG, excluding shareholders' subscription rights,
- treasury shares sold during the term of this authorization in analogous application of Section 186 (3) sentence 4 AktG, excluding shareholders' subscription rights, and
- shares issued or to be issued to service bonds with conversion or option rights on the basis of other authorizations, insofar as and to the extent that the bonds are issued during the term of this authorization in analogous application of Section 186 (3) sentence 4 AktG, excluding shareholders' subscription rights.

Furthermore, the exclusion of shareholders' subscription rights in accordance with this No. (3) is only permissible if the issue price of the W/O Bonds is not significantly lower than their theoretical market value calculated using recognized financial mathematical methods.

(4) insofar as the W/O Notes are issued against contributions in kind or contributions in kind, in particular in the context of business combinations or for the acquisition of companies, businesses, parts of businesses, equity interests or other assets or claims to the acquisition of assets or claims against the Company or its subsidiaries, insofar as the value of the contribution in kind is in reasonable proportion to the market value of the Notes to be determined in accordance with (3) above.

The authorizations to exclude subscription rights contained in the above paragraphs are limited in total to an amount not exceeding 20% of the capital stock, neither at the time this authorization becomes effective nor at the time this authorization is exercised and calculated on the basis of the shares to be issued under the W/O Bonds. Treasury shares sold during the term of this authorization under exclusion of subscription rights and shares issued during the term of this authorization from authorized capital under exclusion of shareholders' subscription rights shall be counted towards the aforementioned 20% limit. Furthermore, shares issued or to be issued from conditional capital to service conversion or option rights or obligations on the basis of other authorizations shall count towards the aforementioned 20% limit, provided that the conversion or option rights are granted during the term of this authorization.

cc) Conversion right, conversion obligation

If convertible bonds are issued, their holders shall be entitled to convert their bonds into New Shares in accordance with the terms and conditions of the convertible bonds to be determined by the Executive Board with the approval of the Supervisory Board, taking into account the requirements of the Annual General Meeting, in particular with regard to the conversion price.

The pro rata amount of the capital stock represented by the New Shares to be issued upon conversion may not exceed the nominal amount of the convertible bonds.

The conversion ratio is calculated by dividing the nominal amount of a convertible bond by the conversion price for one New Share. The conversion ratio may also be calculated by dividing the issue price of a convertible bond, which is lower than the nominal amount, by the fixed conversion price for one New Share. The bond terms and conditions may provide that the conversion ratio is variable and that the conversion price (subject to the minimum price determined below) is set within a specified range depending on the development of the price of PVA TePla shares during the term of the bond. The conversion ratio may in any case be rounded up or down to a whole number.

The convertible bond conditions may provide for a conversion obligation.

dd) Option right, option exercise obligation

In the case of the issue of warrant bonds, one or more warrants shall be attached to each bond entitling the holder to subscribe for New Shares in accordance with the warrant terms and conditions to be determined by the Executive Board in compliance with the requirements of the Annual General Meeting, in particular with regard to the warrant price, with the approval of the Supervisory Board.

It may be provided that the option price may also be satisfied by the transfer of the warrant bonds and, if applicable, an additional cash payment.

The pro rata amount of the capital stock represented by the New Shares to be issued upon exercise of the options may not exceed the nominal amount of the warrant bonds.

The option terms and conditions may provide for an option exercise obligation.

ee) Conversion price, option price

"The option or conversion price to be determined for each PVA TePla share must be at least 80% of the volume-weighted average closing price of the no-par value shares of PVA TePla AG in XE-TRA trading on the Frankfurt Stock Exchange (or a corresponding successor system) on the last ten trading days prior to the date of the resolution by the Management Board on the issuance of the convertible bonds or the declaration of acceptance by the Company following a public invitation to tender. on the declaration of acceptance by the Company following a public invitation to submit subscription offers. In the event that a subscription right is granted, the option or conversion price to be determined in each case must be conversion price for one PVA TePla share must correspond to at least 80% of the volume-weighted average closing price of the no-par value shares of PVA TePla AG in XETRA trading on the Frankfurt Stock Exchange (or a corresponding successor system) during (i) the days on which the subscription rights are traded on the Frankfurt Stock Exchange, with the exception of the last two stock

exchange trading days of the subscription rights trading, or (ii) the days from the beginning of the subscription period until the time of the final determination of the subscription price.

In the cases of the option exercise or conversion obligation and the substitution right, the option or conversion price may, in accordance with the more detailed provisions of the bond terms and conditions, be at least either the aforementioned minimum price or equal to the volume-weighted average closing price of the no-par value shares of PVA TePla AG in XETRA trading on the Frankfurt Stock Exchange (or a corresponding successor system) on the last ten stock exchange trading days before or after the date of final maturity of the W/O Notes, even if this average price is below the aforementioned minimum price.

The conversion or option price may be reduced on a value-preserving basis on the basis of an anti-dilution clause in accordance with the more detailed provisions of the convertible bond or option terms and conditions if PVA TePla AG increases the share capital or issues or guarantees further W/O bonds during the conversion or option period while granting an exclusive subscription right to its shareholders. option period, PVA TePla AG increases the share capital or issues or guarantees further convertible bonds or warrant-linked bonds while granting an exclusive subscription right to its shareholders and does not grant the holders of existing conversion or option rights a subscription right to which they would be entitled after exercising the conversion or option right or fulfilling the conversion or option exercise obligation.

The convertible bond or option conditions may also provide for a value-preserving adjustment of the conversion or option price for other measures of PVA TePla AG that may lead to a dilution or reduction of the value of the conversion or option rights.

The reduction of the conversion or option price may also be effected by a cash payment by the Company and by an increase in the number of New Shares to be granted upon conversion or exercise of the option.

Sections 9 (1) and 199 (2) of the German Stock Corporation Act (AktG) shall remain unaffected.

ff) Further design options

The convertible bond or option conditions may stipulate that the Company has the right not to grant shares in the Company to the holders of the conversion or option rights, but to pay their value in cash.

Insofar as a subscription right to fractions of New Shares arises, it may be provided that these fractions may be added to the subscription of whole New Shares in accordance with the terms and conditions of the convertible bond or option. Furthermore, an additional payment to be made in cash or a cash settlement for non-convertible fractions may be determined.

The terms and conditions of the W/O Bonds may also provide that the holders of convertible bonds or option rights, upon conversion or exercise of the option by the holders or in the event of a mandatory conversion or exercise of the option by PVA TePla AG, may, at the option of PVA TePla AG, receive treasury shares of PVA TePla AG, shares of PVA TePla AG from authorized capital, listed shares of another company or other benefits instead of New Shares from conditional capital.

gg) Design in detail

The Executive Board is authorized, with the consent of the Supervisory Board, to determine the further details of the terms and conditions of the W/O bond, in particular the interest rate, issue amount of the W/O bonds, conversion or option price, term and denomination, and the conversion or option period.

b) Creation of Conditional Capital 2022/I

The share capital of PVA TePla AG is conditionally increased by up to EUR 5,437,497.00 (in words: EUR five million four hundred and thirty seven thousand four hundred and

ninety seven) by issuing up to 5,437,497 (in words: five million four hundred and thirty seven thousand four hundred and ninety seven) new no-par value bearer shares (Conditional Capital 2022/I). The conditional capital 2022/I serves exclusively to grant new shares to the holders of conversion or option rights issued by PVA TePla AG or by companies in which PVA TePla AG directly or indirectly holds a 100% interest in accordance with the authorization resolution of the Annual General Meeting of June 23, 2022 under agenda item 8 a).

The shares shall be issued at the conversion or option price to be determined in each case in accordance with the aforementioned resolution. The conditional capital increase shall only be implemented to the extent that the holders of the conversion or option rights exercise their conversion or option rights or fulfill conversion or option exercise obligations arising from such bonds. The shares - insofar as they come into existence by the beginning of the Annual General Meeting of PVA TePla AG - participate in profits from the beginning of the preceding fiscal year, otherwise from the beginning of the fiscal year in which they come into existence.

c) Amendment of the Articles of Association

A new paragraph 6 shall be inserted after Section 4 (5) of the Articles of Association as follows:

"(6) The share capital of PVA TePla AG is conditionally increased by up to EUR 5,437,497.00 (in words: EUR five million four hundred and thirty seven thousand four hundred and ninety seven) by issuing up to 5,437,497 (in words: five million four hundred and thirty seven thousand four hundred and ninety seven) new no-par value bearer shares (Conditional Capital 2022/I). The conditional capital 2022/I serves exclusively to grant new shares to the holders of conversion or option rights issued by PVA TePla AG or by companies in which PVA TePla AG directly or indirectly holds a 100% interest in accordance with the authorization resolution of the Annual General Meeting of June 23, 2022 under agenda item 8 a).

The shares shall be issued at the conversion or option price to be determined in each case in accordance with the aforementioned resolution. The conditional capital increase shall only be implemented to the extent that the holders of the conversion or option rights exercise their conversion or option rights or fulfill conversion or option exercise obligations arising from such bonds. The shares shall participate in profits - insofar as they come into existence by the beginning of the Annual General Meeting of PVA TePla AG - from the beginning of the preceding fiscal year, otherwise from the beginning of the fiscal year in which they come into existence. "

d) Authorization to amend the Articles of Association

The Supervisory Board is authorized to amend § 4 (6) of the Articles of Association in accordance with the respective utilization of the Conditional Capital 2022/I. The same applies in the event of full or partial non-utilization of the authorization. The same applies in the event of full or partial non-utilization of the authorization to issue W/O bonds after expiry of the authorization period and in the event of full or partial non-utilization of Conditional Capital 2022/I after expiry of all option and conversion periods.

II. Information and reports to the Annual General Meeting

1. Information on agenda item 6

General information

Reporting company and business model

PVA TePla AG, Wettenberg (hereinafter referred to as "PVA TePla AG" or "the Company") is a stock corporation under German law. The Company is registered in the Commercial Register at the Local Court of Giessen under number HRB 6845 and has its registered office in 35435 Wettenberg, Germany. PVA TePla AG's shares have been listed in the Prime Standard segment of the Frankfurt Stock Exchange since June 21, 1999 (ISIN: DE0007461006).

PVA TePla AG and the subsidiaries it controls (hereinafter "PVA TePla Group") produce systems in which customers manufacture and refine materials that are used, among other things, in the semiconductor industry. The focus of the operating activities of the PVA TePla Group is on the development, manufacture and sale of high-temperature and vacuum systems, crystal growing systems and quality inspection systems for fine-structured objects. The PVA TePla Group maintains global business relationships through its locations in Germany, Italy, the USA, the PR China, Taiwan and Singapore. For further explanations of the Group's business model, please refer to the explanations in the combined management report of PVA TePla AG for the fiscal year 2021 in section "2. Fundamentals of the Group".

Basis of presentation and review by the Supervisory Board

PVA TePla AG is required to prepare a remuneration report in accordance with Section 162 of the German Stock Corporation Act (AktG). The following remuneration report describes the main features of the new remuneration system and explains the amount and structure of the remuneration of the Management Board as well as the remuneration of the Supervisory Board of PVA TePla AG for the fiscal year 2021 in accordance with the Articles of Association. The remuneration of the individual members of the Management Board and the Supervisory Board is disclosed in the remuneration report. The remuneration report complies with the requirements of the disclosures under stock corporation law pursuant to Section 162 AktG. In addition, the compensation report is based in particular on the recommendations of the German Corporate Governance Code (GCGC) and the requirements of the German Stock Corporation Act (AktG).

The Board of Management and the Supervisory Board are responsible for the preparation of the compensation report, including the related disclosures, which complies with the requirements of Section 162 AktG. They are also responsible for such internal control as they determine is necessary to enable the preparation of the remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error. The information presented in this Compensation Report has been formally audited by Ebner Stolz GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Frankfurt am Main, to determine whether all disclosures required by Section 162 (1) and (2) AktG are made in the Compensation Report. In addition, this remuneration report for fiscal year 2021 was reviewed by the Supervisory Board of PVA TePla AG, approved at its balance sheet meeting on March 18, 2022 and released for publication on the PVA TePla AG website.

Distinction between parent company and group

In order to clarify which disclosures relate to the parent company and which relate to the group of companies, "PVA TePla AG" is always used for the parent company and "PVA TePla Group" or "group of companies" for disclosures relating to the group. Where the above distinctions do not apply and no other separate references are made, the information relates equally to the group of companies and the parent company.

Business year

The fiscal year 2021 of PVA TePla AG began on January 1, 2021 and ended on December 31, 2021. Accordingly, the corresponding prior-year period (hereinafter also abbreviated to "PY") comprises the period from January 1, 2020 to December 31, 2020.

Rounding differences

For computational reasons, rounding differences of +/- one unit (EUR thousand, %, etc.) may occur in the information presented in this report.

1. Main features of the new compensation system

2.1. Remuneration system for the members of the Management Board of PVA TePla AG

Starting in fiscal year 2021, a new remuneration system ("new remuneration system") has been introduced for the Management Board of PVA TePla AG, which will apply to all new contracts of the Company's Management Board. The remuneration system is determined by the Supervisory Board, which may consult external, independent advisors if necessary. The aim of the remuneration system is to promote the sustainable and long-term development of PVA TePla AG. The remuneration system includes both short-term and long-term variable remuneration and is linked to various performance criteria. In addition, there are fixed remuneration components in the form of a fixed annual salary, fringe benefits and pension contributions. The new remuneration system for the members of the Management Board of PVA TePla AG described below complies with the current requirements of the German Stock Corporation Act (AktG) and applies to all new contracts of service for the Management Board to be concluded or extended. In the event of significant changes, but at least every four years, the remuneration system adopted by the Supervisory Board is submitted to the Annual General Meeting for approval. The previous compensation system continued to be applied to existing Executive Board contracts ("previous compensation system"). In this respect, reference is made to the explanations in section "6. Remuneration Report" in the combined management report of PVA TePla AG for the 2020 fiscal year.

Determination of maximum compensation for members of the Board of Management, Section 87a (1) sentence 2 no. 1 AktG, and procedure for determining target total compensation

The total compensation to be granted for a financial year, understood as the sum of all compensation contributions expended by the Company for the respective financial year, including fixed salary, variable compensation, pension contributions, fringe benefits and any recognition bonus, is limited in the sense of a maximum compensation. This maximum compensation amounts to EUR 900 thousand for the Chairman of the Board of Management or CEO and EUR 700 thousand for the other members of the Board of Management. The maximum compensation relates to the expenses of the

Company for a financial year, irrespective of when the actual payment of the respective amounts is made.

If remuneration benefits expire at a previous employer due to the change to PVA TePla AG (for example, commitments of long-term variable remuneration or pension commitments), the Supervisory Board can promise compensation in the form of pension commitments or cash payments for the year of entry of the new Management Board member, which may exceptionally lead to the maximum remuneration being exceeded. If the maximum compensation is exceeded for any reason other than the promise of compensation for forfeited compensation benefits from the previous employer, the compensation components will be reduced in the following order to ensure that the total compensation is capped in terms of the maximum compensation:

1. Variable compensation
2. Fixed salary

The maximum compensation stipulated by stock corporation law merely sets an absolute upper limit to avoid disproportionately high compensation in the event of unforeseen developments. It does not represent the level of compensation sought by the Supervisory Board for Executive Board members.

Rather, the Supervisory Board determines the amount of the target total compensation for each Executive Board member for the upcoming fiscal year on the basis of the compensation system. This is in each case the sum of fixed compensation (fixed annual salary, fringe benefits, pension contributions) and variable compensation based on 100% target achievement. It should be commensurate with the duties and performance of the Executive Board member and at the same time take into account the economic situation and performance of the Company. In addition, the market standard is verified on the basis of an internal and an external appropriateness test, with these comparisons being subjected to a critical appraisal in order to avoid an automatic upward trend. The amount of the target total compensation takes into account the function and area of responsibility of the Executive Board member in each case.

Contribution of the compensation to the promotion of the business strategy and the long-term development of the Company, Sec. 87a (1) Sentence 2 No. 2 AktG

The new remuneration system for the members of the Management Board of PVA TePla AG contributes to the promotion of the business strategy and the long-term development of the Company. Through the strong weighting of variable remuneration components and ambitious targets, the Management Board remuneration system helps to motivate the Management Board to effectively implement the business strategy. By defining a multi-year performance criterion based on the long-term success of the company in the form of market capitalization, and by predominantly weighting the long-term elements within the variable compensation components, the compensation system also makes a significant contribution to the long-term and sustainable development of the Group.

The short-term variable compensation is based on the economic performance target of developing (positive) Group operating profit before interest and taxes (EBIT) and on the achievement of individual performance targets by the respective Executive Board member. Group operating profit (EBIT) is one of the key performance indicators in the Group. The short-term variable compensation component promotes the implementation of the business strategy, as a key element of the business strategy is to operate profitably and efficiently, and the compensation system contains an incentive for this by focusing on Group operating profit (EBIT) as a performance target. In addition to Group operating profit (EBIT), the individual performance targets also take into account key objectives for the sustainable development of the company, such as customer and employee satisfaction.

The long-term variable compensation contributes to the long-term development of the Company through its multi-year assessment basis. The share price orientation of the long-term variable remuneration component links the remuneration of the Management Board to shareholder interests. The long-term variable remuneration rewards the long-term success of the company in comparison to the competition as well as the long-term positive development of the PVA TePla share price.

Information on all fixed and variable compensation components and their respective relative share of compensation, Section 87a (1) sentence 2 no. 3 AktG

Overview of compensation components and their relative shares of total compensation

The compensation of the members of the Executive Board is composed of fixed and variable compensation components. The former comprise the fixed annual salary and various fringe benefits and pension contributions. The variable compensation components are a component linked to a short-term annual target (short-term incentive) (hereinafter referred to as the "STI component") and a long-term variable compensation (long-term incentive) (hereinafter referred to as the "LTI component"). In addition, there is the possibility of a recognition bonus for special performance.

Viewed on the basis of the target total compensation, the fixed compensation (annual fixed salary, fringe benefits and pension contributions) is expected to account for around 40%, the STI component for around 30% and the LTI component for around 30%. The possibility of a recognition bonus is not included in the calculation here because it can only be considered in the case of very exceptional performance. Due to annual fluctuations in the fringe benefits granted or pension contributions, the Supervisory Board determines a target total compensation whose components lie within the following percentage ranges:

- Fixed remuneration: 35% to 45
- STI component: 25% to 35
- LTI component: 25% to 35

Fixed remuneration

Each Executive Board member receives fixed basic compensation paid out in 12 monthly installments. It may vary for individual Executive Board members. In addition, the Executive Board members are granted contractually agreed fringe benefits. The Company provides each Executive Board member with an appropriate company car, also for private use. Furthermore, allowances are granted in the amount of the employer's maximum share of contributions to statutory health and long-term care insurance and statutory pension insurance or an alternative pension scheme or life insurance. Finally, the premiums for accident insurance and D&O insurance are covered.

Variable compensation components

STI component: The STI component is granted to Executive Board members as performance-related compensation with a one-year assessment period. The performance criterion here is, on the one hand, consolidated operating profit (EBIT) in accordance with IFRS principles, increased by any Executive Board bonuses and other bonuses included as expense. The Executive Board member receives a direct percentage share. Payments under the STI component are conditional on a threshold level of Group operating earnings (EBIT) in accordance with IFRS principles being reached in the respective fiscal year (hereinafter "STI threshold"). The percentage shareholding and the STI threshold are either already regulated in the Executive Board service contract or determined for the respective upcoming fiscal year by the Supervisory Board at its due discretion. A further performance criterion for the STI component is the individual performance of the Executive Board member, which in principle also includes non-financial indicators. The Supervisory Board sets new performance criteria for each Executive Board member for the respective upcoming fiscal year and assesses their achievement after the end of the fiscal year. The Group operating profit (EBIT) and individual performance components are weighted 60% to 40% based on the target compensation within the STI component. The total amount paid out under the STI component is limited (capped) to an amount equal to the fixed compensation of the respective Executive Board member for the respective fiscal year.

Recognition bonus: The Supervisory Board may grant a recognition bonus to members of the Board of Management in individual cases for very exceptional performance in a fiscal year.

LTI component: The LTI component is granted to Executive Board members as performance-related compensation with a multi-year assessment period.

Disclosures on all financial and non-financial performance criteria for the granting of variable compensation components, Section 87a (1) Sentence 2 No. 4 of the German Stock Corporation Act (AktG).

In the following, the respective performance criteria of the variable compensation components are named and their connection to the business strategy and the long-term

development of the company is explained. In addition, the methods used to assess the achievement of the performance criteria are also described.

STI component

The STI component rewards the contribution made in the financial year to the operational implementation of the business strategy of operating profitably and efficiently, and thus ultimately also contributes to the long-term development of the Company. The STI component is a performance-related remuneration with a one-year assessment period. The STI component depends both on a key economic performance target for the Company, Group operating profit (EBIT), and on the individual performance of the respective Executive Board members, which includes financial and non-financial performance criteria.

Group operating profit (EBIT): Payment from this part of the STI component is conditional on a threshold level of Group operating profit (EBIT) being reached in the respective fiscal year. The specific STI threshold is set in the Executive Board service agreement or by the Supervisory Board at its due discretion for the respective upcoming fiscal year. The consolidated operating result (EBIT) is linked to a key performance indicator that is essential for the strategic orientation of PVA TePla AG. The amount of the payouts from this part of the STI component depends on the STI threshold being reached or exceeded. If the STI threshold is reached, the amount of the payout from this part of the STI component is a certain percentage of the consolidated operating result (EBIT) to the extent that the consolidated operating result (EBIT) exceeds the STI threshold. Thus, only the portion of Group operating profit (EBIT) in excess of the STI threshold is used as the basis for calculating the amount of the payout. The specific percentage is set out in the Executive Board service contracts for the respective Executive Board members or in a separate agreement.

Individual performance: In addition to the financial criterion of Group operating profit (EBIT), the STI component is also based on the individual performance of the Executive Board member, which in principle also includes non-financial indicators. Individual performance allows differentiation depending on the respective responsibility and specific strategic challenges of the individual Executive Board members. To this end, the Supervisory Board sets new performance criteria for the individual Executive Board

members each year for the upcoming fiscal year. Possible key performance indicators include in particular:

- Business development
- Optimization/efficiency increase
- Employee satisfaction
- Customer satisfaction
- Environmental protection

After the end of the fiscal year, the Supervisory Board assesses the achievement of the specified annual target on the basis of the attainment of the performance criteria defined for the respective members of the Management Board and the attainment of the STI threshold on the basis of the consolidated operating result (EBIT) according to the approved consolidated financial statements of PVA TePla AG. The payment amount is due for payment within one month of the resolution of the Supervisory Board regarding the approval of the consolidated financial statements. In the event of entry or exit during the year, the STI component is granted pro rata temporis.

LTI component

The Management Board is required to make a long-term commitment to the Company and to promote its sustained growth. Against this background, a significant portion of the variable remuneration is linked to the long-term performance of PVA TePla shares. The performance criterion for the LTI component is therefore the market capitalization of PVA TePla AG. The LTI component is a performance-related remuneration based on a three- to five-year assessment period. The performance criterion is the increase in market capitalization. For each Executive Board member, the Supervisory Board determines in the Executive Board service agreement or at its due discretion a percentage relating to the increase in market capitalization which is the basis for calculating the payout from the LTI component. The increase in market capitalization is determined by comparing the market capitalization at the beginning of the assessment period with the market capitalization at the end of the assessment period. The average closing price of the XETRA share in the six months prior to the start of the Executive Board

service contract (this day included) is used to determine the initial market capitalization. This applies accordingly to the final market capitalization, which is determined on the basis of the six-month period prior to the end of the measurement period (including this day). The amount paid out under the LTI component is a certain percentage of the increase in market capitalization. Special effects, e.g. increases in market capitalization due to capital increases, are deducted. After the end of the assessment period, the Supervisory Board assesses the achievement of the performance criterion of the increase in market capitalization on the basis of the increase in market capitalization that occurred in the assessment period and the specified percentage. The Supervisory Board determines the amount to be paid out under the LTI component within one month of the end of the assessment period. The amount determined is due for payment within six weeks after the end of the assessment period. The amount paid out under the LTI component is capped at a total of 1.0 times the fixed compensation of the respective Executive Board member for the first full fiscal year of the respective Executive Board service contract. In the event of regular termination of the Executive Board service contract, any outstanding variable compensation components will be paid out in accordance with the recommendation of the GCGC in line with the originally agreed targets and only on the respective due dates specified in the Executive Board service contract. If the employment contract is terminated for good cause for which the Executive Board member is responsible, no payments will be made to the Executive Board member.

Recognition Award

In addition to the STI component and the LTI component, Executive Board members can be compensated by a recognition bonus for exceptional performance in a reference year. This provides a further incentive to promote the business strategy through special performance. By its nature, no criteria are defined in advance for this, and the award is at the due discretion of the Supervisory Board.

Deferral periods for the payment of compensation components, Sec. 87a (1) Sentence 2 No. 5 AktG

The payment amount from the LTI component is not due until after the end of the three- to five-year assessment period. There are no provisions for postponing the due date of an entitlement that has already arisen beyond normal payment periods.

Possibilities of the Company to reclaim variable remuneration components, Section 87a (1) Sentence 2 No. 6 AktG

There is no provision for compensation components already paid out having to be repaid to the Company as a result of subsequent events.

Special disclosures for share-based payment, Section 87a (1) sentence 2 no. 7 AktG
The members of the Board of Management are not remunerated with real or virtual shares or stock options. However, if share-based compensation is understood as all such compensation components where the amount of the monetary benefit granted is linked to the value of the Company's shares, the LTI component can also be subsumed under this, as the amount of this compensation component is based on the increase in market capitalization in the assessment period. The level of market capitalization is also largely determined by the value of the Company's shares. Because the compensation does not consist of real or virtual shares or stock options, there are no typical periods of share-based compensation, such as waiting periods (in the sense of a certain period until the shares can be exercised), exercise periods, holding or blocking periods (in the sense of a period from acquisition during which the share may not be sold) or vesting periods (during which the share-based compensation is first accrued). There is only a three- to five-year assessment period within which the development of the level of market capitalization is determined. This also means that, by their very nature, there are no conditions for holding shares after acquisition. The LTI component leads to greater alignment of the interests of Executive Board members and shareholders and, due to the multi-year assessment period, promotes the strategic goal of increasing the value of the Group in the long term.

Disclosures regarding compensation-related legal transactions, Section 87a (1) Sentence 2 No. 8 AktG

Initial appointments are made for a maximum period of three years; subsequent appointments are limited to a maximum period of five years. In the event of premature termination of Executive Board membership, payments to the Executive Board member including fringe benefits will not exceed the value of two years' compensation ("severance payment cap") and will not compensate more than the remaining term of the employment contract. The severance payment cap is calculated on the basis of the total compensation for the past fiscal year and, where appropriate, also the expected total compensation for the current fiscal year. If the employment contract is terminated for good cause for which the Executive Board member is responsible, no payments will be made to the Executive Board member. In line with the requirements of stock corporation law, the Executive Board service contracts do not provide for any ordinary termination option; the right of both parties to terminate the Executive Board service contract without notice for good cause remains unaffected. Compensation for joining or leaving the Executive Board during the year is calculated pro rata temporis. This does not apply to compensation in the event of extraordinary termination of the Executive Board member's contract by the Company for good cause for which the Executive Board member is responsible; in this case there is no entitlement to payment of the variable compensation for the fiscal year of departure. If members of the Executive Board hold Supervisory Board mandates within the Group or take on activities in associations or honorary offices, no separate compensation is generally paid. If, in exceptional cases, compensation is granted, it is offset against the compensation of the Executive Board member. If members of the Supervisory Board assume Supervisory Board mandates outside the Group, the Supervisory Board decides whether and to what extent the compensation is to be offset.

Consideration of employee compensation and employment conditions when determining the compensation system, Section 87a (1) Sentence 2 No. 9 AktG

The appropriateness of the compensation of the members of the Executive Board is regularly reviewed by the Supervisory Board. This also includes a comparison with the company's internal compensation structure (so-called vertical comparison). This in-

cludes the compensation of both senior executives in the Group and the total workforce employed in Germany at the level of the stock corporation and its Group companies. The vertical comparison also includes, in particular, the ratio of Executive Board compensation to this peer group over time.

Procedures for establishing, implementing and reviewing the compensation system,
Section 87a (1) Sentence 2 No. 10 AktG

In accordance with the statutory requirement under Section 87a (1) sentence 1 AktG, the Supervisory Board shall adopt a clear and comprehensible compensation system for the members of the Executive Board. As the Supervisory Board consists of three members and no compensation committee or other committee responsible for personnel matters has been formed, this is the responsibility of the full Supervisory Board. In accordance with § 120a (1) sentence 1 of the German Stock Corporation Act (AktG), the Supervisory Board submits the compensation system to the Annual General Meeting for approval whenever there is a significant change, but at least every four years. The compensation shall in principle be determined in accordance with the system submitted to the Annual General Meeting for approval, Section 87a (2) sentence 1 AktG. However, the Supervisory Board may temporarily deviate from the remuneration system if this is necessary in the interests of the long-term welfare of the Company and the remuneration system specifies the procedure for deviation and the components of the remuneration system from which deviation is possible, Section 87a (2) sentence 2 AktG. Pursuant to Section 87a (2) sentence 2 AktG, the Supervisory Board of PVA TePla AG may, at its due discretion, temporarily deviate from the following components of the remuneration system: Maximum remuneration, structure of target remuneration, performance targets and assessment methods for variable remuneration, relevant periods for determining variable remuneration and payment dates for variable remuneration. Under the aforementioned circumstances, the Supervisory Board has the right, for example, to grant special payments to newly appointed Executive Board members to compensate for salary losses from a previous employment relationship, which may also temporarily lead to a deviating amount of the maximum compensation. A deviation from the compensation system is only possible on the basis of a corresponding Supervisory Board resolution establishing the exceptional circumstances and the necessity for a deviation. This must then be explained in the compensation

report in accordance with Art. 162 par. 1 sentence 2 no. 5 AktG. If the Annual General Meeting does not approve the system presented, the Supervisory Board shall present a reviewed system to the Annual General Meeting for approval at the latest at the next ordinary Annual General Meeting. The Supervisory Board regularly reviews the compensation system and the appropriateness of Executive Board compensation at its due discretion. In addition to the vertical compensation comparison already described above, it also carries out a horizontal compensation comparison. This means that the compensation level and compensation structure of a defined peer group of companies are considered which are generally also listed on the stock exchange, belong to the same industry and have a comparable market position. The Supervisory Board may consult independent external advisors as required. The Supervisory Board shall ensure that any conflicts of interest of Supervisory Board members in the deliberations and decisions on the Executive Board compensation system are identified and adequately addressed. These shall be disclosed without delay and, depending on the assessment, provision may be made for the member concerned not to participate in the deliberations and to abstain from voting on the decision.

2.2. Remuneration system for the members of the Supervisory Board of PVA TePla AG

The compensation of the Supervisory Board is structured as purely fixed compensation. This is in line with suggestion G.18 sentence 1 of the German Corporate Governance Code. On the basis of the new version of Art. 14 par. 1 of the Articles of Association proposed to this Annual General Meeting, the members of the Supervisory Board receive fixed annual compensation of EUR 25k. As recommended by G.17 of the German Corporate Governance Code, the compensation for the Chairman and Vice Chairmen of the Supervisory Board is higher and amounts to EUR 70k and EUR 40k, respectively. Furthermore, the compensation arrangement also takes into account, in accordance with G.17 of the German Corporate Governance Code, the higher time commitment for the chairmanship and membership of committees of the Supervisory Board. For chairing a committee, the Supervisory Board member receives additional annual compensation of EUR 10 thousand and for membership of a committee of EUR 5 thousand.

Remuneration for memberships in committees

If a member of the Supervisory Board is the Chairman and/or a member of several Supervisory Board committees, the additional compensation is paid only once, and for the committee for which he or she receives the highest compensation, so that the amount of the increase is limited to EUR 10 thousand per year if the Supervisory Board member is the Chairman of at least one committee and to EUR 5 thousand per year if the Supervisory Board member is a member of one or more committees but not the committee Chairman. In the event of changes to the Supervisory Board or its committees during the year, the compensation is paid pro rata temporis, rounding up to full months. The maximum fixed compensation can therefore be EUR 80 thousand per year for the Chairman of the Supervisory Board, EUR 50 thousand per year for his deputies, and EUR 35 thousand per year for other members of the Supervisory Board. The remuneration is payable after the end of the financial year.

Regulation on reimbursement of expenses, VAT reimbursement and D&O insurance

A provision on the reimbursement of expenses is no longer provided for on the basis of the proposed repeal of Art. 14 par. 2 of the Articles of Association at this Annual General Meeting. However, even without such a provision, the members of the Supervisory Board are entitled to reimbursement of their necessary and reasonable expenses. Furthermore, the Company reimburses the Supervisory Board members for any value-added tax payable on their compensation and assumes the amounts of any directors' and officers' liability insurance (D&O insurance) taken out by the Company for the members of the Supervisory Board, including any income tax payable thereon.

Determination of the fixed remuneration

The structure as pure fixed remuneration promotes the neutral advisory and monitoring function of the Supervisory Board. In this way, it promotes the long-term development of PVA TePla AG. The amount of the fixed remuneration is regularly reviewed by the Supervisory Board on the basis of the statutory requirements. In this context, it also includes the Supervisory Board remuneration in comparable companies (by industry, market position and market capitalization) in the review. However, due to the special nature of the Supervisory Board's activities, namely monitoring and advising the Executive Board in its management of the Company, no comparison is made with the compensation of employees of the Company and other Group companies, in line with standard practice. If necessary, the Supervisory Board can make use of the

services of an independent, external compensation consultant. If the review reveals a need for adjustment, the Supervisory Board and Executive Board will submit a corresponding proposal for compensation adjustment to the Annual General Meeting. Irrespective of this, the Annual General Meeting resolves on the compensation of the Supervisory Board, including the underlying compensation system, in accordance with Section 113 (3) of the German Stock Corporation Act (AktG) at least every four years, although a resolution confirming the compensation is also possible. Due to these responsibilities, it is in the nature of things that the members of the Supervisory Board are involved in the structuring of their compensation system, but any conflicts of interest resulting from this are taken into account by the fact that the decision on the compensation and the compensation system on which it is based is made by the Annual General Meeting by operation of law and only a resolution proposal by both the Supervisory Board and the Executive Board is submitted to it in this regard.

Compensation-related agreements

There are no compensation-related agreements between the Company and the members of the Supervisory Board that go beyond the provisions of the Articles of Association on compensation.

Term

Subject to any other stipulation of the term of office at the time of election, the members of the Supervisory Board shall be appointed for the period until the end of the Annual General Meeting which resolves on their discharge for the fourth financial year after the beginning of the term of office. The fiscal year in which the term of office begins is not included. Supervisory Board members may be dismissed by the Annual General Meeting in compliance with the requirements of stock corporation law. They may resign from office without serious cause by giving four weeks' notice. The right to resign from office for good cause without notice, provided the resignation is not untimely, remains unaffected. There is no further compensation in the event of resignation as a member of the Supervisory Board, nor is there any agreement concerning compensation for Supervisory Board members after the end of their term of office.

2. Compensation of the members of the Board of Management

Application of the new remuneration system

With the approval of the Annual General Meeting on June 18, 2021, a new remuneration system for the Management Board of PVA TePla AG was introduced ("new remuneration system"). The new remuneration system for the Management Board of PVA TePla AG introduced in fiscal year 2021 is in line with the content requirements of ARUG II and is based on the recommendations of the new German Corporate Governance Code in the version dated December 16, 2019 (DCGK 2020), which came into force on March 20, 2020. The new remuneration system will apply to all new contracts of the Management Board of PVA TePla AG. With a view to the fiscal year 2021, however, all contracts of the Management Board of PVA TePla AG are still based on the previous remuneration system ("previous remuneration system"). For details regarding the previous remuneration system, please refer to the relevant explanations in section "6. Remuneration Report" in the combined management report of PVA TePla AG for the fiscal year 2020. The specific remuneration of the Management Board for fiscal year 2021 is presented below and detailed information on the total remuneration of the Management Board as well as individualized information on the remuneration of the individual members of the Management Board (without exception based on the previous remuneration system) is provided.

Application of the previous remuneration system

The previous compensation system was applied in fiscal year 2021 to the contracts of:

- Alfred Schopf (CEO), Member of the Executive Board from April 2017 to June 2021
- Manfred Bender (CEO), Executive Board member since January 2021, appointed until 2024
- Jalin Ketter (CFO), Executive Board member since June 2020, appointed until 2023
- Oliver Höfer (COO), Executive Board member since December 2013, appointed until 2025
- Dr. Andreas Mühe (CTO), Executive Board member since June 2020, appointed until 2023

3.1. Total compensation for fiscal 2021

The total remuneration of the Board of Management for the financial year 2021 amounted to EUR 2,936 thousand (PY: EUR 1,893 thousand).

Non-performance-related compensation (incl. pension subsidies)

The non-performance-related fixed remuneration of the Management Board for the financial year 2021 totaled EUR 1,114 thousand (PY: EUR 716 thousand). Of this amount, EUR 965 thousand (PY: EUR 644 thousand) relates to the fixed annual salary, EUR 70 thousand (PY: EUR 32 thousand) to fringe benefits, and EUR 79 thousand (PY: EUR 40 thousand) to pension contributions.

The pension allowances are part of the non-performance-related fixed compensation of the Executive Board. The members of the Executive Board in office in fiscal year 2021 do not have individual pension commitments, so no pension provisions are recognized. Instead, pension subsidies for the members of the Executive Board are paid out with their salaries or paid into an insurance policy with a provident fund commitment.

Performance-related remuneration

The performance-related variable compensation of the Management Board for the financial year 2021 totaled EUR 1,822 thousand (PY: EUR 1,177 thousand). Of this amount, EUR 1,040 thousand (PY: EUR 788 thousand) relates to the short-term oriented variable compensation component (STI component) and EUR 782 thousand (PY: EUR 389 thousand) to the long-term oriented variable compensation component (LTI component).

Stock option programs

Stock options are neither part of the previous compensation system nor of the new compensation system described above. As in the previous year, the members of the Executive Board were not granted or promised any shares or stock options pursuant to Section 162 (1) sentence 2 no. 3 AktG as part of the long-term performance-related variable compensation (LTI) in the financial year 2021. To this extent, the members of the Executive Board are not compensated with real or virtual shares or stock options. However, if share-based compensation is understood as all such compensation

components where the amount of the monetary benefit granted is linked to the value of the shares of the Company, the LTI component can also be subsumed under this, as the amount of this compensation component is based on the increase in market capitalization in the assessment period. The level of market capitalization is also largely determined by the value of the Company's shares. Because the compensation does not consist of real or virtual shares or stock options, there are no typical periods of share-based compensation, such as waiting periods (in the sense of a certain period until the shares can be exercised), exercise periods, holding or blocking periods (in the sense of a period from acquisition during which the shares may not be sold) or vesting periods (during which the share-based compensation is first accrued). There is only a three- to five-year assessment period within which the development of the level of market capitalization is determined. This also means that, by their very nature, there are no conditions for holding shares after acquisition. The LTI component leads to greater alignment of the interests of Executive Board members and shareholders and, due to the multi-year assessment period, promotes the strategic goal of increasing the value of the Company in the long term.

Benefits in connection with the termination of service on the Executive Board

No benefits were paid in connection with the termination of service on the Board of Management (e.g. severance payments) either in the financial year 2021 or in the previous year 2020.

Deviations from the remuneration system

In fiscal year 2021, there were no deviations from and no adjustments to the compensation system compared to the Annual General Meeting resolution on the compensation system dating from June 2020.

Claw-back information

There is no provision for PVA TePla AG to reclaim variable remuneration components already paid to members of the Management Board due to subsequent events within the meaning of Section 87a (1) sentence 2 no. 6 AktG (claw-back clause).

3.2. Individualized disclosure of compensation for fiscal year 2021

The following tables show the remuneration granted or owed to the active members of the Management Board of PVA TePla AG for fiscal year 2021 (including the previous year) in accordance with Section 162 (1) sentence 1 AktG. The table columns "Remuneration granted or owed" contain all legally binding remuneration components promised by PVA TePla AG to the individual members of the Management Board that are related to services rendered in the respective fiscal years. The allocation is generally made to the fiscal year in which the legal entitlement to remuneration arose, irrespective of whether payment was also made in the same period ("granted remuneration") or whether payment is only made in arrears ("remuneration owed"). In addition, the individual possible minimum and maximum values of the compensation for the financial year 2021 are disclosed. In addition to the compensation amounts, the relative share of all fixed and variable compensation components in total compensation must also be disclosed in accordance with section 162 (1) sentence 2 no. 1 AktG. The relative proportions stated here at the end of each table relate to the compensation components granted and owed in the respective financial year in accordance with section 162 (1) sentence 1 AktG.

The short-term variable remuneration under the previous remuneration system amounts to 3% p.a. pro rata temporis for the Management Board members Alfred Schopf and Manfred Bender and 2% p.a. for the Management Board members Oliver Höfer, Jalin Ketter and Dr. Andreas Mühe of the operating result (EBIT) for the PVA TePla Group according to the IFRS consolidated financial statements (increased by Management Board bonuses and other bonuses included therein as expenses) and is paid in cash. The applicable base amount for the fiscal year 2021 is as follows for

- Alfred Schopf to EUR 1 million;
 - Manfred Bender to EUR 3 million;
 - Jalin Ketter to EUR 3 million;
 - Oliver Höfer to EUR 1 million;
- as well as
- Dr. Andreas Mühe to EUR 3 million.

The base amount is the minimum amount that must be reached for the respective Management Board member to receive the short-term variable remuneration from PVA TePla AG. Once the base amount has been reached, the amount paid out is a certain percentage of the consolidated operating result (EBIT) to the extent that the consolidated operating result (EBIT) exceeds this base amount. Thus, only the portion of consolidated operating profit (EBIT) in excess of the base amount is used as the basis for calculating variable compensation. The short-term variable compensation may not exceed the amount of the fixed annual salary of the respective Executive Board member (expense cap).

In total, the remuneration of the Management Board ("remuneration granted and owed") for the financial year 2021 amounted to EUR 2,936 thousand (PY: EUR 1,893 thousand) and thus corresponded to the maximum possible amount (expense cap) for the members of the Management Board in the financial year 2021. For the former Executive Board member Peter Abel, the compensation (pension payments) in the financial year 2021 amounted to EUR 43 thousand (PY: EUR 43 thousand).

| Alfred Schopf CEO (until retirement on June 30, 2021) | | Compensation granted or owed | | | | Inflow | |
|---|--|------------------------------|------------|---|---|------------|------------|
| | | 2020 | 2021 | 2021 (target achievement minimum) | 2021 (Target achievement Maximum) | 2020 | 2021 |
| [in EUR thousand] | | | | | | | |
| success independent Compensation | Annual fixed salary | 260 | 130 | 130 | 130 | 260 | 130 |
| | Ancillary services | 13 | 16 | 16 | 16 | 13 | 16 |
| | Retirement benefits | 20 | 20 | 20 | 20 | 20 | 20 |
| | Total | 293 | 166 | 166 | 166 | 293 | 166 |
| success- dependent Remuneration | Short-term variable remuneration (STI) | 410 | 205 | - | 205 | 372 | 410 |
| | STI 2019 | - | - | - | - | 372 | - |
| | STI 2020 | 410 | - | - | - | - | 410 |
| | STI 2021 | - | 205 | - | 205 | - | - |
| | Long-term variable remuneration (LTI) | 83 | - | - | - | 500 | - |
| | LTI 2017-2020 | 83 | - | - | - | 500 | - |
| | LTI 2023-2024 | - | - | - | - | - | - |
| Total compensation | 786 | 371 | 166 | 371 | 1,165 | 576 | |
| Thereof in % | Proportion of non-performance-related remuneration | 37% | 45% | 100% | 45% | 25% | 29% |
| | Share of performance-related compensation | 63% | 55% | 0% | 55% | 75% | 71% |

| Manfred Bender CEO (since January 1, 2021) | | Compensation granted or owed | | | | Inflow | |
|--|--|------------------------------|------------|---|---|------------|------------|
| | | 2020 | 2021 | 2021 (Target achievement Minimum) | 2021 (Target achievement Maximum) | 2020 | 2021 |
| [in EUR thousand] | | | | | | | |
| success independent Compensation | Annual fixed salary | - | 260 | 260 | 260 | - | 260 |
| | Ancillary services | - | 11 | 11 | 11 | - | 11 |
| | Retirement benefits | - | 35 | 35 | 35 | - | 35 |
| | Total | - | 306 | 306 | 306 | - | 306 |
| success-dependent Remuneration | Short-term variable remuneration (STI) | - | 260 | - | 260 | - | - |
| | STI 2019 | - | - | - | - | - | - |
| | STI 2020 | - | - | - | - | - | - |
| | STI 2021 | - | 260 | - | 260 | - | - |
| | Long-term variable remuneration (LTI) | - | 305 | - | 305 | - | - |
| | LTI 2017-2020 | - | - | - | - | - | - |
| LTI 2023-2024 | - | 305 | - | 305 | - | - | |
| Total compensation | - | 871 | 306 | 871 | - | 306 | |
| Thereof in % | Proportion of non-performance-related remuneration | - | 35% | 100% | 35% | - | 100% |
| | Share of performance-related compensation | - | 65% | 0% | 65% | - | 0% |

| Jalin Ketter CFO Member of the Board of Management since June 2020 | | Compensation granted or owed | | | | Inflow | |
|--|--|------------------------------|------------|---|---|------------|------------|
| | | 2020 | 2021 | 2021 (Target achievement Minimum) | 2021 (Target achievement Maximum) | 2020 | 2021 |
| [in EUR thousand] | | | | | | | |
| success independent Compensation | Annual fixed salary | 87 | 170 | 170 | 170 | 87 | 170 |
| | Ancillary services | 7 | 15 | 15 | 15 | 7 | 15 |
| | Retirement benefits | 6 | 8 | 8 | 8 | 6 | 8 |
| | Total | 100 | 193 | 193 | 193 | 100 | 193 |
| success-dependent Remuneration | Short-term variable remuneration (STI) | 85 | 170 | - | 170 | - | 85 |
| | STI 2019 | - | - | - | - | - | - |
| | STI 2020 | 85 | - | - | - | - | 85 |
| | STI 2021 | - | 170 | - | 170 | - | - |
| | Long-term variable remuneration (LTI) | 88 | 159 | - | 159 | - | - |
| | LTI 2017-2020 | - | - | - | - | - | - |
| LTI 2023-2024 | 88 | 159 | - | 159 | - | - | |
| Total compensation | 273 | 522 | 193 | 522 | 100 | 278 | |
| Thereof in % | Proportion of non-performance-related remuneration | 37% | 37% | 100% | 37% | 100% | 69% |
| | Share of performance-related compensation | 63% | 63% | 0% | 63% | 0% | 31% |

| Oliver Höfer COO Member of the Board of Management since December 2013 | | Compensation granted or owed | | | | Inflow | |
|---|---|------------------------------|------------|---|---|------------|------------|
| | | 2020 | 2021 | 2021 (Target achieve- ment Minimum) | 2021 (Target achieve- ment Maximum) | 2020 | 2021 |
| [in EUR thousand] | | | | | | | |
| success independent Compensation | Annual fixed salary | 202 | 220 | 220 | 220 | 202 | 220 |
| | Ancillary services | 5 | 18 | 18 | 18 | 5 | 18 |
| | Retirement benefits | 10 | 8 | 8 | 8 | 10 | 8 |
| | Total | 217 | 246 | 246 | 246 | 217 | 246 |
| success- dependent Remuneration | Short-term variable remuneration (STI) | 200 | 220 | - | 220 | 200 | 220 |
| | STI 2019 | - | - | - | - | 200 | - |
| | STI 2020 | 200 | - | - | - | - | 200 |
| | STI 2021 | - | 220 | - | 220 | - | - |
| | Long-term variable remuneration (LTI) | 130 | 159 | - | 159 | 250 | - |
| | LTI 2017-2020 | 42 | - | - | - | 250 | - |
| LTI 2023-2024 | 88 | 159 | - | 159 | - | - | |
| Total compensation | 547 | 625 | 246 | 625 | 667 | 446 | |
| Thereof in % | Proportion of non-perfor- mance-related remuneration | 40% | 39% | 100% | 39% | 33% | 55% |
| | Share of performance-re- lated compensation | 60% | 61% | 0% | 61% | 67% | 45% |

| Dr. Andreas Mühe CTO Member of the Board of Management since June 2020 | | Compensation granted or owed | | | | Inflow | |
|--|--|------------------------------|------------|--------------------------------------|--------------------------------------|------------|------------|
| | | 2020 | 2021 | 2021 (Target achievement Minimum) | 2021 (Target achievement Maximum) | 2020 | 2021 |
| [in EUR thousand] | | | | | | | |
| success independent Compensation | Annual fixed salary | 95 | 185 | 185 | 185 | 95 | 185 |
| | Ancillary services | 7 | 10 | 10 | 10 | 7 | 10 |
| | Retirement benefits | 4 | 8 | 8 | 8 | 4 | 8 |
| | Total | 106 | 203 | 203 | 203 | 106 | 203 |
| success-dependent Remuneration | Short-term variable remuneration (STI) | 93 | 185 | - | 185 | - | 93 |
| | STI 2019 | - | - | - | - | - | - |
| | STI 2020 | 93 | - | - | - | - | 93 |
| | STI 2021 | - | 185 | - | 185 | - | - |
| | Long-term variable remuneration (LTI) | 88 | 159 | - | 159 | - | - |
| | LTI 2017-2020 | - | - | - | - | - | - |
| | LTI 2023-2024 | 88 | 159 | - | 159 | - | - |
| Total compensation | 287 | 547 | 203 | 547 | 106 | 296 | |
| Thereof in % | Proportion of non-performance-related remuneration | 37% | 37% | 100% | 37% | 100% | 69% |
| | Share of performance-related compensation | 63% | 63% | 0% | 63% | 0% | 31% |

3.3. Comparative presentation of the annual change in the remuneration of the members of the Management Board with the earnings performance of the PVA TePla Group and the average remuneration of the employees of the main Group companies

The following table shows a comparison of the percentage change in the remuneration of the members of the Management Board with the earnings performance of PVA TePla AG and the PVA TePla Group and with the average remuneration of employees on a full-time equivalent basis compared with the previous year (fiscal year 2021 versus fiscal year 2020). The remuneration of the members of the Management Board included in the table reflects the remuneration granted and owed to the respective Management Board members in fiscal year 2021 and fiscal year 2020, respectively, and thus corresponds to the amounts stated in the preceding remuneration tables in the column "remuneration granted or owed" within the meaning of Section 162 (1) sentence 1 AktG. Where members of the Board of Management were only compensated on a pro rata basis in individual financial years, for example due to joining or

leaving the company during the year, the compensation for this financial year was extrapolated to a full year (annualized) to ensure comparability.

The development of earnings is generally presented on the basis of the development of the net income of PVA TePla AG in accordance with Section 275 (3) No. 16 of the German Commercial Code (HGB). Since the remuneration of the members of the Management Board is also significantly dependent on the business performance of the PVA TePla Group, the development of sales revenue, operating result (EBIT) and earnings after tax for the PVA TePla Group is also stated.

The comparison with the development of average employee remuneration is based on the average remuneration of the workforce of the parent company PVA TePla AG and its material subsidiaries. This peer group was also used in the review of the appropriateness of the remuneration of the members of the Management Board.

Comparison of annual change in Executive Board compensation pursuant to § 162 (1) no. 2 AktG

| Annual change (in %) | Comparison of fiscal year 2021 with fiscal year 2020 |
|---|--|
| Executive Board compensation (non-performance-related compensation and STI) | |
| Alfred Schopf * | +5% |
| Manfred Bender ** | - |
| Oliver Höfer | +12% |
| Jalin Ketter *** | +1% |
| Dr. Andreas Mühe *** | +1% |
| Earnings performance of PVA TePla AG and the PVA TePla Group | |
| Sales revenue of the PVA TePla Group (IFRS) | +14% |
| Operating result (EBIT) of the PVA TePla Group (IFRS) | -1% |
| Earnings after taxes of the PVA TePla Group (IFRS) | -5% |
| Net income of PVA TePla AG (HGB) | -42% |
| Average annual change in employee compensation over the last five years | |
| Annual change in employee remuneration (employees of the main PVA TePla Group companies) | 0% (2018 to 2017) 2% (2019 to 2018) 1% (2020 to 2019) 2% (2021 to 2020) |

*** Member of the Executive Board until June 30, 2021, therefore amount for 2021 annualized

*** Member of the Executive Board since January 1, 2021, therefore no information possible

*** Member of the Board of Management as of June 26, 2020, therefore amount for 2020 calculated annualized

3.4. Outlook for the application of the new compensation system for fiscal 2022

The existing compensation system will continue to be applied to the existing contracts of the members of the Executive Board in the 2022 financial year. In this respect, there will be no significant changes in fiscal year 2022 compared with fiscal year 2021.

According to the information provided in section "5. Forecast Report" of the combined management report of PVA TePla AG for fiscal year 2021, the Management Board expects revenue in the range of EUR 170 - 180 million and operating earnings before interest, taxes, depreciation and amortization (EBITDA) of between EUR 25 and 27 million for fiscal year 2022 in view of the existing project structure in the order backlog. Assuming that this forecast development of the PVA TePla Group is achieved, the short-term oriented variable remuneration component (STI component) for all members of the Management Board is also expected to amount to the maximum achievable remuneration (expense cap) in fiscal year 2022. This would correspond to total compensation for the STI component in the 2022 financial year of an expected EUR 835 thousand (2021: EUR 1,040 thousand). The achievement of the long-term oriented variable remuneration component (LTI component) depends on the future development of the market capitalization of PVA TePla AG. Since market capitalization is also influenced by exogenous factors outside the control of the management of the PVA TePla Group, a forecast is only possible to a limited extent due to the current considerable uncertainties with regard to the overall economic situation (caused, among other things, by the COVID 19 pandemic and the Ukraine crisis).

3. Compensation of the members of the Supervisory Board

4.1. Total compensation for fiscal 2021

The remuneration of the Supervisory Board is governed by Section 14 of the Articles of Association of PVA TePla AG. The currently valid new remuneration system for the Supervisory Board was last approved by the Annual General Meeting on June 18, 2021 and has been applied since August 2021. For details regarding the previous remuneration system applied until July 2021, please refer to the relevant explanations in section "6. Remuneration Report" in the combined management report of PVA TePla AG for fiscal year 2020. In the following, the specific remuneration for the members of the Supervisory Board for the fiscal year 2021 is presented and detailed information on the total remuneration of the Supervisory Board as well as individualized information on the remuneration of the individual members of the Supervisory Board (without exception based on the new remuneration system) is provided.

The total remuneration for the members of the Supervisory Board for the financial year 2021 amounted to EUR 123 thousand (PY: EUR 100 thousand).

Members of the Supervisory Board who are only members of the Supervisory Board for part of the financial year or who chair or deputy chair the Supervisory Board or Audit Committee shall receive pro rata temporis one-twelfth of the above-mentioned remuneration for each month or part thereof of the corresponding activity on the Supervisory Board.

PVA TePla AG also assumes the contribution charges, including the income tax thereon, for a pecuniary loss liability insurance policy (D&O insurance) for the members of the Supervisory Board to cover liability risks arising from Supervisory Board activities. Reference is made to the further explanations in section 5.

4.2. Individualized disclosure of compensation for fiscal year 2021

The compensation paid to the individual members of the Supervisory Board in the 2020 and 2021 financial years is shown in the following table. As in previous years, no compensation was paid for personal services rendered by members of the Supervisory Board in the 2021 financial year.

Total compensation of the members of the Supervisory Board

| Members of the Supervisory Board of PVA TePla AG | [in EUR thousand] | 2021 fixed remuneration | 2020 fixed remuneration |
|---|--------------------------|--------------------------------|--------------------------------|
| Alexander von Witzleben, Erlenbach (Switzerland) - Chairman of the Supervisory Board - Vice Chairman of the Audit Committee | | 60 | 50 |
| Prof. Dr. Gernot Hebestreit, Leverkusen - Vice Chairman of the Supervisory Board - Chairman of the Audit Committee | | 35 | 25 |
| Prof. Dr. Markus H. Thoma, Schöffengrund - Member of the Audit Committee | | 27 | 25 |
| Total | | 123 | 100 |

Performance-related components are not included in the compensation of the Supervisory Board.

4. Directors & Officers insurance (D&O)

In accordance with the requirements of Section 93 (2) of the German Stock Corporation Act (AktG), PVA TePla AG has taken out D&O insurance for all members of the Management Board against risks arising from their professional activities for the Company, which provides for a deductible of at least 10% of the damage up to at least one and a half times the fixed annual remuneration of the Management Board member in the respective year. The deductible applies exclusively to the satisfaction of justified claims for damages asserted by the Company. For the members of the Supervisory Board of PVA TePla AG, the Company has taken out D&O insurance policies that also provide for a corresponding deductible.

REPORT OF THE INDEPENDENT AUDITOR
ON THE AUDIT OF THE REMUNERATION REPORT
PURSUANT TO SECTION 162 PARA. 3 AKTG

To PVA TePla AG, Wettenberg

Audit Opinions

We have formally audited the remuneration report of PVA TePla AG, Wettenberg, for the fiscal year from January 1 to December 31, 2021, to determine whether the disclosures pursuant to Section 162 (1) and (2) AktG have been made in the remuneration report. In accordance with section 162 (3) AktG, we have not audited the content of the compensation report.

In our opinion, the accompanying compensation report complies, in all material respects, with the disclosures pursuant to § 162 (1) and (2) AktG. Our audit opinion does not cover the content of the compensation report.

Basis for the audit judgments

We conducted our audit of the compensation report in accordance with Section 162 (3) AktG and IDW Auditing Standards: The Audit of the Compensation Report in Accordance with

§ Section 162 (3) AktG (IDW PS 870 (08.2021)). Our responsibility under this provision and this standard is further described in the Auditor's Responsibility section of our report. As an auditing practice, we have complied with the requirements of the IDW Quality Assurance Standard: Requirements for Quality Assurance in the Practice of Public Accountants (IDW QS 1). We have complied with the professional duties pursuant to the German Auditors' Code and the professional statutes for auditors/sworn accountants, including the requirements for independence.

Responsibility of the Board of Management and the Supervisory Board

The Management Board and the Supervisory Board are responsible for the preparation of the compensation report, including the related disclosures, which complies with the requirements of Section 162 AktG. They are further responsible for such internal control as they determine is necessary to enable the preparation of the compensation report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

Responsibility of the auditor

Our objective is to obtain reasonable assurance about whether the disclosures pursuant to section 162 (1) and (2) AktG have been made in all material respects in the compensation report and to express an opinion thereon in an audit report.

We planned and performed our audit to obtain evidence about the formal completeness of the compensation report by comparing the disclosures made in the compensation report with the disclosures required by Section 162 (1) and (2) AktG. In accordance with Section 162 (3) AktG, we did not verify the accuracy of the disclosures, the completeness of the individual disclosures or the fair presentation of the compensation report.

Dealing with any misleading representations

In connection with our audit, we have a responsibility to read the compensation report in the light of knowledge obtained in the audit of the financial statements, and to remain alert for indications as to whether the compensation report contains misleading representations as to the accuracy of the content of the disclosures, the completeness of the content of the individual disclosures, or the fair presentation of the compensation report.

If, based on the work we have performed, we conclude that such a misleading representation exists, we are required to report that fact. We have nothing to report in this context.

Frankfurt am Main, March 18, 2022

Ebner Stolz GmbH & Co. KG

Auditing company Tax consulting company

Marcus Grzanna

Certified Public Accountant

Thomas Klemm

Certified Public Accountant

2. Report pursuant to § 203 (1) and (2) sentence 2 in conjunction with § 186 (4) sentence 2 AktG (agenda item 7). § Section 186 (4) sentence 2 AktG (agenda item 7)

Pursuant to Art. 203 par. 1 and par. 2 sentence 2 in conjunction with Art. 186 par. 4 sentence 2 AktG, the Executive Board shall submit to the Company a written report on the reasons for the authorization to exclude subscription rights proposed in agenda item 7.

Pursuant to Section 4 (5) of the Company's Articles of Association, the Executive Board is authorized, with the approval of the Supervisory Board, to increase the Company's share capital on one or more occasions on or before June 22, 2027 by up to a total of EUR 5,437,497.00 (in words: five million four hundred and thirty-seven thousand four hundred and ninety-seven) by issuing up to 5,437,497 (in words: five million four hundred and thirty-seven thousand four hundred and ninety-seven) new no-par value bearer shares against cash contributions and/or contributions in kind and, subject to certain conditions and with the approval of the Supervisory Board, to exclude shareholders' subscription rights. No use had been made of this authorized capital at the time this Annual General Meeting was convened.

At the time of the Annual General Meeting, the authorized capital will have expired and will no longer be available. In order to ensure that PVA TePla AG continues to have authorized capital available in the future and due to the great importance of the instrument of authorized capital for rapid and flexible corporate financing, the Management Board and the Supervisory Board propose that the Annual General Meeting resolves on new authorized capital 2022/I in the amount of 25% of the current share capital and authorizes the administration to issue 5,437,497 new shares of the Company on the basis of this new authorized capital until June 22, 2027.

This should continue to enable the management to raise new equity for the Company at any time and, for example, to acquire companies, parts of companies or interests in companies in return for the granting of shares. Financing decisions often have to be made at short notice, so it is important to have an instrument for raising equity without the need to involve the Annual General Meeting with the necessary lead time.

In principle, the Company's shareholders have a subscription right to new shares to be issued, i.e. each shareholder has a right to subscribe to new shares in a number corresponding to his or her previous shareholding in the Company's capital stock.

The authorization provides that, in the event of a capital increase against cash contributions, the new shares to be issued will be underwritten by at least one company within the meaning of Section 186 (5) sentence 1 AktG with the obligation to offer them to the shareholders for subscription. This is not a restriction of subscription rights, as the shareholder is indirectly granted the same subscription rights as in the case of direct subscription. For processing reasons, however, at least one company within the meaning of Sec. 186 (5) Sentence 1 AktG will be interposed to accept the subscription requests of the shareholders and, after implementation of the capital increase, to deliver the shares to the shareholders entitled to subscribe against payment of the subscription price.

The proposed resolution provides for an authorization to exclude shareholders' subscription rights, which generally exist when authorized capital is utilized, for certain purposes listed in detail in the proposed resolution in accordance with the relevant statutory provisions. In the opinion of the Executive Board and the Supervisory Board, this authorization to exclude shareholders' subscription rights is objectively justified, taking into account and weighing up all the circumstances, for the reasons explained below and is appropriate for the shareholders.

The proposed exclusion of subscription rights in the case of capital increases against contributions in kind enables, in particular, the acquisition of companies, parts of companies or interests in companies in return for the granting of shares. In such transactions, the seller often demands consideration in the form of shares in the Company. Likewise, due to a particular interest of the Company, in particular to preserve the liquidity of the Company, it may be necessary to offer the respective seller new shares in the Company as consideration for a company, a part of a company or an interest in a company. Particularly in times of scarce liquid funds, shares from authorized capital can represent a sensible consideration from the Company's point of view.

By means of the authorized capital, the Company can react quickly and flexibly when opportunities arise in order to acquire companies, parts of companies or interests in companies in return for the issue of new shares in suitable individual cases. The nature of company acquisitions, which requires rapid and discreet processing, makes it necessary to authorize the Company's management to exclude subscription rights, as convening an Extraordinary General Meeting for the purpose of excluding subscription rights - apart from the associated costs - would prevent compliance with the generally tight timeframe and the required confidentiality prior to the conclusion of the company purchase agreement. The proposed authorization enables the acquisition of companies, parts of companies or interests in companies in return for the issue of shares in the Company and at the same time further strengthens the Company's equity base. However, due to the diversity of items eligible for contribution in kind, the authorization is not to be limited to the acquisition of companies, parts of companies or interests in companies.

The Executive Board and Supervisory Board will only use the option of a capital increase against contributions in kind excluding subscription rights from authorized capital if the value of the new shares and the value of the consideration (e.g. a company, part of a company, an equity interest in a company or a receivable) are in reasonable proportion. Economic losses for shareholders excluded from the subscription right are thus avoided. These shareholders have the opportunity to maintain their shareholding - if they so wish - by making additional purchases on the stock exchange at essentially the same prices.

The authorization to exclude subscription rights for the utilization of fractional shares is necessary in order to be able to represent a practicable subscription ratio in every case in the event of a capital increase, and therefore only serves to enable the utilization of the authorized capital with round amounts. Fractional amounts arise if, as a result of the subscription ratio or the amount of the capital increase, not all new shares can be distributed equally among the shareholders. Without this authorization, the technical implementation of the capital increase would be made more difficult, in particular in the case of a capital increase by a round amount. In view of the small

amounts involved, the costs of trading in subscription rights for the share fractions would be disproportionate to the associated benefit for the shareholders. The new shares free of subscription rights created by the exclusion of shareholders' subscription rights for the fractional shares will be realized either by sale on the stock exchange (if possible) or in some other way in the best possible way for the Company. The possible dilution effect is low due to the restriction to fractional shares.

The authorization to exclude subscription rights in favor of the holders of conversion or option rights serves the purpose of not having to reduce the option or conversion price in accordance with the usual anti-dilution clauses in the option or conversion terms and conditions or to make an additional cash payment to the holders of such rights. Anti-dilution clauses are necessary to facilitate placement on the capital market and protect the holders or creditors of the bonds against dilution through subsequent share issues. Instead of compensation by reducing the option or conversion price or making an additional cash payment, the holders or creditors of bonds with option or conversion rights shall alternatively be granted subscription rights to new shares to the extent to which they would be entitled after exercising the option or conversion right or after fulfillment of a conversion obligation in order to protect against dilution.

Finally, the management is authorized to exclude subscription rights in the case of capital increases against cash contributions up to a maximum total of 10% of the Company's capital stock, whereby the issue price of the new shares may not be significantly lower than the stock market price of the Company's shares already listed. The 10% limit shall be calculated on the basis of the capital stock both at the time this authorization takes effect and at the time it is exercised; neither of these limits may be exceeded.

The management will count towards the limit of 10% of the share capital those shares that are issued or are to be issued to service bonds with conversion or option rights or conversion obligations by PVA TePla AG or by companies in which PVA TePla AG directly or indirectly holds a 100% interest, insofar as and to the extent that the convertible bonds or bonds with warrants from which these rights arise are issued during the term of the authorization in analogous application of Section 186 (3) sentence 4 AktG

with the exclusion of subscription rights. 3 sentence 4 AktG, as well as treasury shares which are sold during the term of the authorization in analogous application of Section 186 (3) sentence 4 AktG, excluding shareholders' subscription rights.

This authorization enables the Company to take advantage of favorable stock market situations at short notice and to further strengthen its equity base. This opens up the possibility of achieving a higher inflow of funds in the case of a capital increase than in the case of a rights issue. The interests of the Company's existing shareholders will not be unreasonably impaired if the issue price is set at a level not significantly different from the stock market price. They retain the option of maintaining their shareholding - if they so wish - by means of additional purchases on the stock exchange at essentially the same conditions.

The Executive Board will carefully examine in each individual case whether it will make use of the authorization to increase capital under exclusion of subscription rights. This authorization will only be utilized if, in the opinion of the Executive Board and the Supervisory Board, this is in the interests of the Company and its shareholders. The Executive Board will inform the Annual General Meeting of any utilization of authorized capital.

3. Report pursuant to Sec. 221 (4) Sentence 2 in conjunction with Sec. § Section 186 (4) sentence 2 AktG (agenda item 8)

The Executive Board shall submit to the Annual General Meeting of the Company convened for June 23, 2022, under agenda item 8, a written report on the reasons for the authorization to exclude shareholders' subscription rights in accordance with sections 221 (4) sentence 2 and 186 (4) sentence 2 of the AktG.

The Executive Board and the Supervisory Board propose to the Annual General Meeting under item 8 of the agenda to authorize the Executive Board of the Company, with the consent of the Supervisory Board, to issue convertible bonds and **bonds with warrants** (collectively "**W/O bonds**") against cash or non-cash contributions in a total nominal amount of up to EUR 100,000.000.00 and to create conditional capital of up to EUR

5,437,497.00 (in words: five million four hundred and thirty-seven thousand four hundred and ninety-seven) to service the option or conversion rights or obligations, which corresponds to around 50% of the share capital existing at the time of the resolution. The authorization is limited until June 22, 2027.

By issuing bonds carrying option or conversion rights or obligations, the Company can take advantage of attractive financing opportunities and conditions on the capital market, depending on the market situation and its financing needs. For reasons of flexibility, the Company shall also be able to make use of the German capital market or the international capital markets via its subordinated wholly owned Group companies and to issue the bonds not only in euros but also in the legal currency of an OECD country.

Shareholders are generally entitled to subscription rights when bonds are issued (Section 221 (4) in conjunction with Section 186 (1) AktG). However, in order to facilitate the settlement, the Executive Board may make use of the option to issue the bonds, e.g. to a credit institution or to a syndicate of credit institutions, with the obligation to offer the bonds to the shareholders in accordance with their subscription rights (so-called indirect subscription right within the meaning of Section 186 (5) AktG). This does not constitute a restriction of shareholders' subscription rights. The shareholders are ultimately granted the same subscription rights as in the case of a direct subscription. For technical settlement reasons, only one or more credit institutions will be involved in the settlement.

The Executive Board is to be authorized, with the approval of the Supervisory Board of the Company, to exclude shareholders' subscription rights in certain cases specified in detail in the proposed resolution. In the view of the Executive Board and the Supervisory Board, this authorization to exclude shareholders' subscription rights is objectively justified, taking into account all the circumstances, for the reasons explained below and is appropriate for the shareholders.

The exclusion of subscription rights for fractional amounts enables the requested authorization to be utilized by means of amounts rounded to whole euros. Fractional amounts arise if, as a result of the subscription ratio and the amount of an issue, not

all new bonds can be issued equally to shareholders. The costs of trading in subscription rights for fractional amounts are disproportionate to the benefit to shareholders. The W/O Notes free of subscription rights created by the exclusion of subscription rights for free fractions will be realized in the best possible way for the Company by sale on the stock exchange (if possible) or in some other way. The possible dilution effect is low due to the restriction to fractional shares.

The exclusion of the subscription right in favor of the holders of already issued option and/or conversion rights has the advantage that the option or conversion price for the option and/or conversion rights already issued does not have to be reduced and no additional cash payment has to be made by PVA TePla AG. This enables the Company to realize a higher cash inflow overall. It is in line with the market standard to provide convertible bonds and bonds with warrants with such protection against dilution. The exclusion of subscription rights is therefore in the interests of the Company and its shareholders.

The Executive Board is further authorized to exclude shareholders' subscription rights in accordance with Sec. 221 (4) Sentence 2 in conjunction with Sec. 186 (3) Sentence 4 AktG. § Section 186 (3) sentence 4 AktG, insofar as the respective issue of W/O bonds is made against cash payment and at a price that is not significantly lower than the market value of these bonds. The exclusion of subscription rights gives the Company the opportunity to take advantage of favorable market situations, even at very short notice, and to place W/O bonds quickly and flexibly on the market at attractive conditions. On the other hand, it would not be possible to set conditions close to the market and to place the bonds smoothly if the shareholders' subscription rights were maintained. It is true that Sec. 186 (2) AktG permits publication of the subscription price - and thus, in the case of bonds carrying option and/or conversion rights or obligations, of the terms and conditions of such bonds - by the third last day of the subscription period. Even then, however, in view of the frequently observed volatility on the stock markets, there is a market risk for several days, which may force safety discounts to be applied when determining the terms and conditions of the Bonds. Apart from this, the granting of a subscription right makes successful placement with third parties more difficult due to the uncertainty of exercise, and in this respect causes

additional expense. Finally, if a subscription right is granted, the Company is prevented from reacting to market conditions at short notice due to the length of the subscription period and may therefore be exposed to declining share prices during the subscription period, which may impair the success of the issue.

In the event of an exclusion of subscription rights, the provision of Art. 186 par. 3 sentence 4 AktG applies *mutatis mutandis* in accordance with Art. 221 par. 4 sentence 2 AktG. The limit for exclusions of subscription rights of a maximum of 10% of the capital stock regulated therein must be complied with in accordance with the proposed resolution, both at the time this authorization takes effect and - if this value is lower - at the time the authorization is exercised. This maximum limit shall be explicitly reduced by the pro rata amount of capital stock represented by shares issued or sold during the period of validity of this authorization up to the time of its exercise in direct or analogous application of Section 186 (3) sentence 4 AktG to the exclusion of subscription rights. A corresponding offsetting shall also be made for those shares which are issued or are to be issued to service convertible bonds and bonds with warrants issued during the term of the authorization on the basis of other authorizations, excluding subscription rights in corresponding application of Section 186 (3) sentence 4 AktG. This inclusion is in the interest of shareholders in minimizing the dilution of their shareholding.

The interests of the shareholders are further safeguarded by the fact that the issue price of the bonds may not be significantly lower than the theoretical market value. This is intended to ensure that there is no significant economic dilution of the value of the shares. Whether such a dilution effect occurs in the case of the subscription right-free issue of bonds which are linked to option and/or conversion rights or obligations can be determined by calculating the hypothetical market value of these bonds using recognized financial mathematical methods and comparing it with the issue price. If, after due examination, this issue price is only insignificantly lower than the hypothetical market value at the time the bonds are issued, the exclusion of subscription rights is permissible due to the insignificant discount in accordance with the correspondingly applicable provision of Art. 186 par. 3 sentence 4 AktG. Before issuing the bonds carrying option and/or conversion rights or obligations, the Executive Board must, after

due examination, come to the conclusion that the proposed issue price will not lead to any significant dilution of the shares. For this purpose, the Executive Board may avail itself of the support of knowledgeable experts, e.g. by having a knowledgeable third party provide an assurance in a suitable form that the issue price is not significantly lower than the market value of the bonds. This would reduce the value of the subscription right to almost zero, so that the shareholders would not suffer any significant economic disadvantage as a result of the exclusion of the subscription right.

Setting conditions in line with the market and thus avoiding a significant dilution of value can also be achieved by the Executive Board carrying out a so-called bookbuilding procedure. In this procedure, investors are asked to submit purchase requests on the basis of preliminary bond terms and conditions, specifying for example the interest rate deemed to be in line with the market and/or other economic components. After the end of the bookbuilding period, on the basis of the purchase requests submitted by investors, the terms and conditions still outstanding up to that point, e.g. the interest rate, are determined in line with the market in accordance with supply and demand. In this way, the total value of the bonds is determined close to the market. By means of such a bookbuilding process, the Executive Board can ensure that no significant dilution of the value of the shares occurs as a result of the exclusion of subscription rights.

In addition, shareholders can maintain their share in the Company's capital stock even after exercising option and/or conversion rights or upon fulfillment of option and/or conversion obligations by means of corresponding purchases on the stock exchange, thereby adequately safeguarding their pecuniary interests. Accordingly, the authorization to exclude subscription rights enables the Company to set conditions that are close to market conditions and provides both the greatest possible security with regard to the placement of the bonds with third parties and the exploitation of favorable market situations at short notice, which is in the interest of the Company.

Furthermore, shareholders' subscription rights may be excluded if the bonds are issued against contributions in kind or contributions in kind. With the approval of the Supervisory Board, the Executive Board shall also be given the option of using the

bonds as acquisition currency in suitable cases, e.g. in connection with business combinations or the acquisition of companies, businesses, parts of companies, shareholdings or other assets or claims to such. Particularly in the international competition for interesting acquisition targets, the possibility of offering bonds as consideration creates the necessary scope to respond quickly and flexibly to offers as they arise and to carry out possible corporate expansions in a way that preserves liquidity. The Executive Board will carefully examine in each individual case whether it will make use of the authorization to issue bonds with exclusion of subscription rights. It will only exclude shareholders' subscription rights if this is in the well-understood interests of the Company and thus of its shareholders.

The authorizations to exclude subscription rights explained in the above paragraphs are limited in total to 20% of the share capital, whereby the lower share capital at the time the authorization takes effect and at the time the authorization is exercised is relevant. In addition, treasury shares of PVA TePla-AG that were sold during the term of the authorization under exclusion of subscription rights and those shares that were issued during the term of this authorization under exclusion of shareholders' subscription rights are to be counted towards the aforementioned 20% limit. Furthermore, those shares shall be counted towards the aforementioned 20% limit which were issued or are to be issued on the basis of other authorizations from conditional capital to service stock option rights, provided that the stock option rights were granted during the term of this authorization. At the same time, this restriction also limits a possible dilution of the voting rights of shareholders excluded from the subscription right.

When weighing up all these circumstances, the authorization to exclude subscription rights within the circumscribed limits is necessary, suitable and appropriate and in the interest of PVA TePla AG.

The proposed Conditional Capital 2022/I is required in order to be able to fulfill the option and/or conversion rights or obligations to shares in the Company associated with the bonds, unless other forms of fulfillment are used for servicing.

The option or conversion price to be determined may not fall below a minimum issue price per share, the calculation basis for which is specified in detail. The calculation shall be based on the stock exchange price of PVA TePla shares at the time of placement of the W/O Notes.

The option or conversion price may be adjusted on the basis of an anti-dilution or adjustment clause in accordance with the more detailed provisions of the terms and conditions of the warrant-linked and/or convertible bonds if, for example, there are changes in the Company's capital during the term of the options or bonds, such as a capital increase, a capital reduction or a share split. Furthermore, dilution protection or other adjustments may be provided for in connection with dividend payments, the issuance of further bonds with warrants and/or convertible bonds, conversion measures, and in the event of other events affecting the value of the option and conversion rights occurring during the term of the W/O bonds, such as the acquisition of control by a third party. Dilution protection or adjustments may be provided for in particular by granting subscription rights, by changing the option or conversion price, and by changing or granting cash components.

The Executive Board will carefully examine in each individual case whether to make use of the authorization to exclude shareholders' subscription rights to W/O bonds. This option will only be exercised if, in the opinion of the Executive Board and the Supervisory Board, this is in the well-understood interests of the Company.

The Executive Board will report to the next Annual General Meeting on each utilization of the authorization.

III. Further information and notes

1. Virtual general meeting

On the basis of Section 1 (2) and (6) of the COVID-19 Act, the Management Board of PVA TePla AG has decided, with the consent of the Supervisory Board, to hold the An-

nual General Meeting as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies (with the exception of the Company's proxy). A physical attendance of the shareholders or their proxies is therefore excluded.

2. Requirements for following the virtual shareholders' meeting on the Internet and exercising voting rights; registration for the shareholders' meeting

Instead, the entire Annual General Meeting on June 23, 2022 from 1:00 p.m. (CEST) will be broadcast live via the password-protected internet service on the Company's website at <https://www.pvatepla.com/en/investor-relations/annual-general-meeting> for shareholders who have registered in due time and form for the Annual General Meeting and provided proof of their shareholding, or their proxies. Shareholders or their proxies have the option of exercising their voting rights by electronic postal vote or by granting power of attorney and issuing instructions to the proxy appointed by the Company, subject to the conditions explained in more detail below and in section 3.

Only persons who register for the Annual General Meeting in due time and in due form and have provided evidence of their shareholding as of the beginning of the 21st day prior to the Annual General Meeting, i.e. June 2, 2022, 00:00 hours (CEST) ("**record date**") are entitled to follow the virtual Annual General Meeting on the internet and to exercise their voting rights and other shareholder rights with regard to the Annual General Meeting. Proof of entitlement requires proof of share ownership issued in text form (Sec. 126b German Civil Code) in German or English by the ultimate intermediary, whereby proof of share ownership in accordance with Sec. 67c (3) German Stock Corporation Act (AktG) is sufficient. The proof of shareholding must in any case relate to the record date.

The registration and proof of share ownership must be received by the Company at the following address, fax number or e-mail address no later than June 16, 2022, 24:00 hours (CEST):

PVA TePla AG
c/o Better Orange IR & HV AGHaidelweg
48
81241 MunichFax
: +49 89 889690633 orE-mail
: anmeldung@better-orange.de

The registration and proof of shareholding must be in text form (Section 126b BGB) in German or English.

In relation to the Company, only those persons who have provided the above-mentioned proof shall be deemed to be shareholders for the purpose of attending the Annual General Meeting or exercising voting rights.

The entitlement to participate and the scope of voting rights are based exclusively on the shareholding at the record date. Changes in the shareholding after the record date are of no significance in this respect. The record date does not imply any restriction on the sale of shareholdings. Even in the event of a full or partial sale of the shareholding after the record date, only the shareholding of the shareholder on the record date is relevant for participation and the scope of voting rights. Persons who do not yet hold any shares on the record date and only become shareholders thereafter are therefore not entitled to participate or vote in respect of the shares they have acquired, unless they have been authorized by the seller to do so or to exercise their rights. The record date, on the other hand, has no significance for any dividend entitlement.

After receipt of the proof of their shareholding by the Company at the above address, fax number or e-mail address, shareholders will be sent AGM access data for use of the password-protected Internet service. To ensure that they are received in good time, we ask shareholders to ensure that their proof of shareholding is sent to the Company in good time.

3. Voting and proxy voting

Authorization

Shareholders also have the option of being represented by proxy, e.g. by a shareholders' association or an intermediary, and having their voting rights exercised by the proxy by way of electronic postal vote or by issuing sub-proxies and instructions to the Company's proxy. In this case, too, the shareholder or proxy must ensure timely and proper registration with proof of share ownership.

The granting of the proxy, its revocation or amendment and the proof of authorization vis-à-vis the Company must be in text form (Section 126b BGB). The power of attorney may be declared to the person to be authorized or to the Company. The granting of the power of attorney or its revocation or amendment by declaration vis-à-vis the Company as well as the transmission of the proof of a granted power of attorney may be made in text form (Section 126b BGB) by e-mail, by post or by fax until June 22, 2022, 24:00 hours (CEST) to the following address, fax number or e-mail address:

PVA TePla AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Fax: +49 89 889690655
E-mail: pvatepla@better-orange.de

Proxies may also be issued, revoked or amended by declaration to the Company electronically via the password-protected Internet service on the Company's website at <https://www.pvatepla.com/en/investor-relations/annual-general-meeting> until immediately before voting by the Company's proxy begins at the virtual Annual General Meeting on the day of the Annual General Meeting.

Shareholders who wish to authorize another person may use the form for granting a proxy, which will be sent to them after timely and proper registration and proof of share ownership. A corresponding form is also available for download on the Company's website at <https://www.pvatepla.com/en/investor-relations/annual-general-meeting>.

The authorization of intermediaries, shareholders' associations, proxy advisors or other persons or institutions treated as equivalent pursuant to Section 135 (8) of the German Stock Corporation Act (AktG) is subject to the statutory provisions and, where applicable, to any deviating requirements of the person to be authorized. Please contact the relevant intermediary, shareholders' association or other person or institution referred to in Section 135 (8) AktG for further details.

Proxies may also not physically participate in the Annual General Meeting. They may only exercise voting rights for the shareholders they represent within the scope of their respective authorization by way of electronic absentee voting or by (sub) authorization of the Company's proxy bound by instructions.

Voting by the Company's proxy bound by instructions

Shareholders may also exercise their voting rights - if necessary by appointing another proxy - by issuing a power of attorney and instructions to the proxy appointed by the Company and bound by instructions. In this case, too, timely and proper registration and proof of share ownership are required as described above under item 2.

The Company has appointed Dr. Gert Fisahn as proxy.

Proxies and instructions to the Company's proxy may be issued, amended or revoked in text form (section 126b of the German Civil Code (BGB)) by mail, fax or e-mail to the above address, fax number or e-mail address until June 22, 2022, 24:00 hours (CEST), or electronically via the password-protected internet service on the Company's website <https://www.pvatepla.com/en/investor-relations/annual-general-meeting> until the start of voting by the Company's proxy at the virtual Annual General Meeting. A corre-

sponding form will be sent after timely and proper registration and proof of share ownership and is also available on the Company's website at https://www.pvatepla.com/en/investor-relations/annual-general-meeting_. Additional proof of authorization of the proxy is not required.

If the proxy appointed by the Company is authorized, he must in any case be given instructions on how to exercise the voting right. The proxy is obliged to vote in accordance with the instructions given to him; even if a power of attorney has been granted, he is only authorized to exercise voting rights insofar as there are express instructions on the individual agenda items or counter motions and election proposals from shareholders made accessible before the Annual General Meeting in accordance with sections 126, 127 AktG. The Company's proxy will not accept any powers of attorney to file objections to resolutions of the Annual General Meeting, to exercise the right to ask questions or to submit motions.

If an individual vote is to be held on an agenda item without this having been communicated in advance of the virtual shareholders' meeting, an instruction on this agenda item as a whole shall also be deemed to be a corresponding instruction for each item on the individual vote.

If the proxy appointed by the Company receives powers of attorney and instructions by several means of transmission, the last duly submitted declaration shall always be deemed binding; earlier declarations shall be deemed revoked. The deadlines specified in this invitation for the availability of certain means of transmission for effective declarations remain unaffected.

If, in addition, the Company receives divergent declarations by different means of transmission and it is not clear which one was submitted last, these will be taken into account in the following order, with the earlier alternative being decisive: 1. via the password-protected Internet service, 2. by e-mail, 3. by fax and 4. by mail.

Voting by electronic absentee ballot

Shareholders may also cast their votes by postal vote electronically using the password-protected internet service, if necessary by appointing a proxy. In this case, too, timely and proper registration for the Annual General Meeting and proof of share ownership are required.

Postal votes can be cast, changed or revoked via the password-protected Internet service on the Company's website at <https://www.pvatepla.com/en/investor-relations/annual-general-meeting> up to the start of voting by the Company's proxy at the virtual Annual General Meeting.

The casting of votes by electronic absentee ballot is restricted to voting on the proposed resolutions of the Board of Management and/or the Supervisory Board published in the notice convening the virtual Annual General Meeting and on any proposed resolutions of shareholders published with any additions to the agenda pursuant to Section 122 (2) AktG as well as any counter-motions and election proposals of shareholders made available prior to the Annual General Meeting pursuant to Sections 126, 127 AktG.

4. Shareholders' rights

Motions for additions to the agenda at the request of a minority (Art. 122 par. 2 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 Executive Board has decided on the request.

The request must be addressed in writing to the Executive Board and must be received by the Company at the following address by May 23, 2022, 24:00 hours (CEST):

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

Additions to the agenda to be announced, insofar as they have not already been announced in the notice of convocation, will be announced immediately upon receipt of the request in the same way as this notice of convocation. They will also be made available on the Company's website at <https://www.pvatepla.com/en/investor-relations/annual-general-meeting/> and notified to the depository institutions in accordance with section 125 (1) AktG.

Countermotions and election proposals by shareholders pursuant to Secs. 126 (1), 127 AktG

Countermotions with reasons against a proposal by the Executive Board and/or Supervisory Board on a specific item on the agenda pursuant to § 126 (1) AktG or proposals pursuant to § 127 AktG for the election of Supervisory Board members (such a proposal is not currently on the agenda) or auditors shall be sent exclusively to the following address, fax number or e-mail address:

PVA TePla AG
Investor Relations
In the Westpark 10 - 12
D-35435 Wettenberg
Fax +49 641 68690808
E-mail: gert.fisahn@pvatepla.com

Countermotions or election proposals addressed otherwise will not be considered.

Countermotions from shareholders which are received at least 14 days before the date 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/en/investor-relations/annual-general-meeting>, 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 above statements on Section 126 AktG apply with the proviso that the nomination does not have to be substantiated. Except in the cases of § 126 (2) AktG, the Executive 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, occupation 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 required by § 125 (1) sentence 5 AktG 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.

As this year's Annual General Meeting of the Company will be held as a virtual Annual General Meeting without the physical presence of 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 countermotion or election proposal to be made accessible pursuant to sections 126, 127 AktG shall be deemed to have been made or submitted at the virtual shareholders' meeting if the shareholder making the motion or election proposal is duly authorized and registered for the shareholders' meeting.

No right of shareholders to information pursuant to Sec. 131 (1) AktG, right to ask questions

As the Annual General Meeting is held as a virtual Annual General Meeting in accordance with section 1 (2) and (6) of the COVID-19 Act, shareholders have no right to information in accordance with section 131 (1) of the German Stock Corporation Act (AktG). 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 Executive Board decides how to answer questions at its own dutiful discretion. The Executive Board has also decided that questions are to be submitted to the Company exclusively via the internet service at <https://www.pvatepla.com/en/investor-relations/annual-general-meeting> no later than one day before the meeting, i.e. by June 21, 2022, 24:00 hours (CEST).

Questions shall relate to matters concerning 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.

Objection to a resolution at the Annual General Meeting

Shareholders or their proxies who exercise their voting rights by electronic absentee voting or by (sub) authorization of and issuance of instructions to the proxy appointed by the Company have the opportunity to declare their objection to resolutions of the Annual General Meeting via the password-protected Internet service on the Company's website at <https://www.pvatepla.com/en/investor-relations/annual-general-meeting> for the record of the notary public. The declaration is possible from the beginning of the Annual General Meeting until its end.

5. Publications on the website

The notice convening the Annual General Meeting, the documents and motions of shareholders to be made available, the information and documents pursuant to § 124a

AktG and other notices are available on the Company's website at <https://www.pvatepla.com/en/investor-relations/annual-general-meeting/>. The results of the voting will be published at the same internet address after the Annual General Meeting.

6. Total number of shares and voting rights

At the time of convening the Annual General Meeting, the Company's share capital amounts to EUR 21,749,988.00 and is divided into 21,749,988 no-par value bearer shares. Each no-par value share conveys one vote, so that the total number of voting rights is also 21,749,988. The Company does not hold any treasury shares.

7. Information on data protection for shareholders

PVA TePla AG processes personal data (i.e. name, address, e-mail address, number of shares, class of shares and type of ownership of the shares, identifier of the AGM ticket) on the basis of the applicable data protection laws in order to enable shareholders to exercise their rights in the context of the AGM.

Insofar as this personal data has not been provided by the shareholders as part of their registration for the Annual General Meeting, the custodian bank shall transmit their personal data to the Company.

The processing of the personal data of the shareholders is mandatory for their participation in the Annual General Meeting. PVA TePla AG is the controller for the processing. The legal basis for the processing is Article 6 (1) lit. c) of the General Data Protection Regulation or, prior to May 25, 2018, Sections 4 and 28 of the German Federal Data Protection Act, in each case in conjunction with Sections 118 et seqq. of the German Federal Data Protection Act. §§ Sections 118 et seq. AktG. The service providers of PVA TePla AG, which are commissioned for the purpose of organizing the Annual General Meeting, only receive personal data from PVA TePla AG that is required

for the execution of the commissioned service and process the data exclusively according to the instructions of PVA TePla AG within the framework of a commissioned data agreement agreed in writing.

Shareholders have the right to information, correction, restriction, objection and deletion regarding the processing of their personal data at any time, as well as the right to data transfer. You can assert these rights against PVA TePla AG free of charge via the following contact details:

PVA TePla AG

In the Westpark 10-12

35435 Wettenberg

Fax: +49 641 68690808

E-mail: datenschutz@pvatepla.com

In addition, you have the right to lodge a complaint with the data protection supervisory authorities in accordance with Art. 77 of the General Data Protection Regulation. You can also reach our data protection officer at the contact details provided above.

Wettenberg, May 2022

PVA TePla AG

The Board