

- Translation for convenience -

capsensixx AG

60325 Frankfurt am Main
- WKN A2G9M1 -
- ISIN DE000A6202G9M17 -

Annual general meeting of capsensixx AG on Thursday, 27 June, 2019, 12:00 p.m., at the Marriott Hotel, Hamburger Allee 2, 60486 Frankfurt am Main.

Explanatory report of the Management Board on the statements pursuant to sect. 289a para. 1, sect. 315a para. 1 Commercial Code (*Handelsgesetzbuch, HGB*)

Ergänzung der Tagesordnung

The European directive 2004/25/EC ("Takeover Directive") requires listed companies to include takeover-specific information in their annual reports. Irrespective of the existence of a takeover bid, potential bidders and investors should be able to obtain a comprehensive picture of the company, its structure and takeover obstacles. Pursuant to sect. 176 para. 1 sent. 1 of the German Stock Corporation Act (*Aktiengesetz, AktG*), the Management Board shall submit an explanatory report on these takeover-relevant disclosures pursuant to sect. 289a para. 1 nos. 1 to 9 and sect. 315a para. 1 nos. 1 to 9 of the HGB to the Annual General Meeting.

The following takeover-relevant information corresponds to the information on pages 37 and 38 of the group management report. For the purposes of this report, only the numbers of the statutory provisions to which the disclosure relates and which are identical in sect. 289a para. 1 and sect. 315a para. 1 HGB have been added.

Relevant information on takeover

1. classes of shares (no. 1)

The company has issued only one class of shares. The subscribed capital amounts to € 3,430,000. It is divided into 3,430,000 bearer shares (no-par value shares).

2. Restrictions on voting rights (no. 2)

There are no restrictions affecting voting rights or transfers of shares. On the balance sheet date, capsensixx AG did not hold any of its own shares.

3. Holdings greater than 10 percent (no. 3)

PEH Wertpapier AG directly holds 77.64% of the shares. The Company has no knowledge of other shareholders holding more than 3% of the voting rights.

4. Shares with special rights (no. 4)

There are no shares with special rights.

5. Type of voting right control of employee shares (no. 5)

There are no shares that have voting rights controls or that do not directly exercise their control rights.

6. appointment and dismissal of Management Board members and amendments to the Articles of Association (no. 6)

The appointment and dismissal of the members of the Management Board takes place in accordance with the Articles of Association by the Supervisory Board. The board consists of one or more persons. Otherwise, the Supervisory Board determines the number of members of the Management Board. The Supervisory Board may appoint a Chairman of the Management Board and a Deputy Chairman of the Management Board. Deputy board members can be appointed. If only one board member is appointed, it represents the company alone. If the Management Board consists of several persons, two members of the Management Board each represent the company or a member of the Management Board together with an authorized officer. The Supervisory Board may determine whether individual members of the Management Board are authorized to represent the company and / or conduct legal transactions with them as representatives of a third party (exemption from the prohibition of multiple representation of sect. 181 BGB). By unanimous decision, the Board of Directors adopts rules of procedure which regulate the distribution of business among the members of the Management Board as well as the details of the decision of the Management Board. Rules of procedure of the Management Board require the approval of the Supervisory Board.

To make amendments to the Articles of Association, a resolution of the Annual General Meeting is required. Unless the law requires otherwise, the simple majority of the votes cast in accordance with sect. 17 para. 2 sent. 1 of the Articles of Association of the Company is sufficient. Furthermore, pursuant to sect.17 para. 2 sent. 2 of the Articles of Association, in cases where the law requires a majority of the share capital represented at the passing of the resolution, the simple majority of the represented share capital shall suffice, unless required by the law by a larger majority is prescribed.

7. Authorization of the Management Board with regard to the issue and repurchase of shares (no. 7)

In accordance with the Articles of Association, the Management Board, with the approval of the Supervisory Board, authorizes the share capital to be increased once or several times up to a total of € 1,220,000 by issuing new bearer shares (shares without nominal value) in return for cash and / or non-cash contributions until March 20, 2023.

8. Significant agreements subject to change of control (no. 8)

Significant agreements that are subject to a change of control as a result of a takeover bid have not been made.

9. Compensation agreements (no. 9)

Compensation agreements that are made in the event of a takeover bid with the members of the Management Board or employees do not exist.

Frankfurt, in May 2019

capsensixx AG

THE MANAGEMENT BOARD