

- Translation for convenience -

## **capsensixx AG**

60325 Frankfurt am Main  
- WKN A2G9M1 -  
- ISIN DE000A2G9M17 -

*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.*

### **Further explanations on shareholder rights in accordance with sect. 122 para. 2, sect. 126 para. 1, sect. 127, sect. 131 para. 1 German Stock Corporation Act (*Aktiengesetz, AktG*)**

#### **Extension of the agenda**

Shareholders whose combined shareholdings amount one-twentieth of the share capital (this corresponds to an amount of EUR 171,500.00) may request that items be added to the agenda and announced. Each new item must be accompanied by grounds or a draft proposal.

The request must be submitted to the Management Board in writing and must be received by the company at the following address at least 30 days before the Annual General Meeting, therefore by midnight on 27 May 2019 by the latest. Requests for additions are requested to be sent in writing to the following address:

capsensixx AG  
- Management Board -  
Bettinastraße 57-59  
60325 Frankfurt am Main

Applicants must demonstrate that they have been holders of the required minimum number of shares for at least 90 days prior to the date their request is received and that they will hold them until the Management Board makes a decision on their application.

When determining the relevant date, sect. 121 para. 7 AktG is to be applied accordingly. The period of time shall then be calculated backwards, whereby the day of receipt of the request shall not be counted and a transfer from a Sunday, a Saturday or a public holiday to a preceding or following working day shall not be considered. Appropriate confirmation from the custodian bank is sufficient as proof.

Pursuant to sect. 70 AktG, a claim to transfer of ownership against a credit institution, financial services institution or a company operating pursuant to sect. 53 para. 1 sent. 1 or sect. 53b para. 1 sent. 1 or para. 7 of the German Banking Act (*Kreditwesengesetz, KWG*) is equivalent to ownership. The period of ownership of a legal predecessor shall be attributed to the shareholder if he has acquired the share free of charge, from his trustee, as universal legal successor, in the event of a

community being divided or in the event of a portfolio transfer pursuant to sect. 13 of the Insurance Supervision Act (*Versicherungsaufsichtsgesetz*) or sect. 14 of the Building Loan Associations Act (*Gesetz über Bausparkassen*).

### **Relevant provisions of the AktG:**

#### **Sect. 122 para. 1 AktG:**

„The Annual General Meeting shall be called if shareholders, whose holding in aggregate equals or exceeds one-twentieth of the share capital, request such meeting in writing, stating the purpose and the grounds for such meeting; such request shall be addressed to the Management Board. The articles may provide that the right to request an Annual General Meeting shall require another form or the holding of a lower proportion of the share capital. The petitioners must furnish evidence that they have been the holders of the shares for at least 90 days prior to the date of receipt of the request and will continue to hold the shares until a decision on the petition is rendered by the Management Board. Sect. 121 para. 7 shall apply *mutatis mutandis*.“

#### **Sect. 122 para. 2 AktG:**

„In the same manner, shareholders whose shares amount in aggregate to not less than one-twentieth of the share capital or represent an amount of the share capital corresponding to EUR 500,000 may request that items are put on the agenda and published. Each new item shall be accompanied by grounds or a draft proposal. The request in the sense of sentence 1 shall be provided to the company at least 24 days, or in the case of listed companies at least 30 days, prior to the meeting; the day of receipt shall not be included in this calculation.“

#### **Sect. 70 AktG:**

„If the exercise of rights arising from a share requires that the shareholder has been the holder of such share for a certain period of time, the right to demand transfer of title from a credit institution, a financial services institute, or an enterprise operating under sect. 53 para. 1 sent. 1 or sect. 53b para. 1 sent. 1 or para. 7 of the Banking Act shall be deemed equivalent to ownership. The period during which the share was owned by a predecessor shall be attributed to the shareholder, provided that he has acquired the share without consideration from his fiduciary, as a successor in legal interest by operation of law, in connection with the liquidation of a community of interest, or as a result of a transfer of assets pursuant to sect. 13 of the Insurance Supervision Act or sect. 14 of the Building Loan Associations Act“

### **Counter-motions and nominations by shareholders**

The Company's shareholders are entitled to send in counter-motions to the items of the agenda.

The Company will publish motions by shareholders in accordance with sect. 126 AktG, together with the shareholder's name, the grounds and any statement by the management at <http://www.peh.de/investor-relations/hauptversammlungen>, if the

shareholder has sent the Company a permissible counter-motion to a proposal by the Management Board or the Supervisory Board on a specific agenda item with grounds at least 14 days prior to the meeting, i.e. by midnight on 12 June 2019 to the following address.

**capsensixx AG**

Investor Relations

Bettinastraße 57-59

60325 Frankfurt am Main

Telefax: +49 69 2474799-10

E-Mail: [ir@capsensixx.de](mailto:ir@capsensixx.de)

These provisions apply mutatis mutandis to a shareholder's nomination for the election of Supervisory Board members and the auditor, whereby nominations do not require any grounds.

A counter-motion and the grounds for this need not be made available, if,

1. the Management Board would by reason of such communication become criminally liable,
2. the counter-motion would result in a resolution of the shareholders' meeting which would be illegal or would violate the articles of association,
3. the grounds contain statements which are manifestly false or misleading in material respects or which are libellous,
4. a counter-motion of such shareholder based on the same facts has already been communicated with respect to a shareholders' meeting of the company pursuant to sect. 125,
5. the same counter-motion of such shareholder on essentially identical grounds has already been communicated pursuant to sect. 125 to at least two shareholders' meetings of the company within the past five years and at such shareholders' meetings less than one-twentieth of the share capital represented has voted in favor of such counter-motion,
6. the shareholder indicates that he will neither attend nor be represented at the shareholders' meeting, or
7. within the past two years at two shareholders' meetings the shareholder has failed to make or cause to be made on his behalf a counter-motion communicated by him.

The Management Board does not need to make a nomination for the election of Supervisory Board members or auditors available if they do not contain the name, occupation and domicile of the nominated person, in the case of legal entities, the company name and registered office, and if no information has been provided pursuant to sect. 125 para. 1 sent. 5 AktG regarding the membership of Supervisory Board members in other statutory supervisory boards pursuant to sect. 125 para. 1 sent. 5 AktG. Information on membership in comparable domestic and foreign supervisory bodies of commercial enterprises shall be attached.

The statement of the grounds need not be communicated if it exceeds 5,000 characters. This shall apply to nominations mutatis mutandis if they include grounds.

Counter-motions are only proposed if they are made orally during the Annual General Meeting. The right to propose counter-motions to the agenda items during the Annual General Meeting even without prior and timely notification to the Company remains unaffected. The same applies to nominations.

If a shareholder has made a nomination for the election of Supervisory Board members in accordance with sect. 127 and proposes the election of the person proposed by him at the Annual General Meeting, a resolution is to be passed on his nomination proposal prior to the proposal of the Supervisory Board in accordance with sect. 137 AktG, if so demanded by a minority of the shareholders whose holding in aggregate equals or exceeds one tenth of the share capital represented at the meeting.

### **Relevant provisions of the AktG:**

#### **Sect. 126 AktG:**

„(1) Motions by shareholders together with the shareholder’s name, the grounds, and any position taken by the management shall be made available to the persons entitled pursuant to sect. 125 para. 1 to para. 3 under the conditions stated therein if at least 14 days before the company meeting the shareholder sends to the address indicated in the notice convening the meeting a counter-motion with grounds counter to a proposal of the Management Board and Supervisory Board as to an item on the agenda. The date of receipt shall not be taken into account. In the case of listed companies, access shall be provided via the company’s internet page. Sect 125 para. 3 shall apply analogously.

- (2) A counter-motion and the grounds for this need not be made available, if
1. the Management Board would by reason of such communication become criminally liable,
  2. the counter-motion would result in a resolution of the shareholders’ meeting which would be illegal or would violate the articles of association,
  3. the grounds contain statements which are manifestly false or misleading in material respects or which are libelous,
  4. a counter-motion of such shareholder based on the same facts has already been communicated with respect to a shareholders’ meeting of the company pursuant to sect. 125,
  5. the same counter-motion of such shareholder on essentially identical grounds has already been communicated pursuant to sect. 125 to at least two shareholders’ meetings of the company within the past five years and at such shareholders’ meetings less than one-twentieth of the share capital represented has voted in favor of such counter-motion,
  6. the shareholder indicates that he will neither attend nor be represented at the shareholders’ meeting, or

7. within the past two years at two shareholders' meetings the shareholder has failed to make or cause to be made on his behalf a counter-motion communicated by him.

The statement of the grounds need not be communicated if it exceeds 5,000 characters.

- (3) If several shareholders make counter-motions for resolution in respect to the same subject matter, the Management Board may combine such counter-motions and the respective statements of the grounds“

#### **Sect. 127 sent. 1 to 3 AktG**

„Sect. 126 shall apply accordingly to a nomination by a shareholder for the election of a member of the supervisory board or external auditors. Such nomination need not be supported by a statement of the grounds for this. The management board also need not communicate such nomination if it fails to contain the particulars required by sect. 124 para. 3 sent. 4 and sect. 125 para. 1 sent. 5.“

#### **Sect 124 para. 3 sent. 4 AktG**

„The proposal for the election of members of the supervisory board or auditors shall state their name, profession and place of residence.“

#### **Sect 125 para. 1 sent. 5 AktG**

„In case of listed companies details on the membership in other supervisory boards to be established pursuant to statutory provisions must be added to any nomination for the election of supervisory board members; details on their membership in comparable domestic and foreign controlling bodies of enterprises should be added.“

#### **§ 137 AktG**

„If a shareholder has made a nomination for the election of members of the supervisory board pursuant to sect. 127 and moves at the shareholders' meeting for the election of the person nominated by him, such motions shall be resolved prior to acting on the proposal of the supervisory board, provided that a minority of shareholders whose holding in aggregate equals or exceeds one-tenth of the share capital represented at the meeting so requests.“

#### **Information rights of shareholders**

Upon request, each shareholder shall be provided with information by the Management Board on the Company's affairs at the General Meeting to the extent necessary for a proper assessment of the item on the agenda. The duty to provide information also extends to the Company's legal and business relationships with an affiliated company. The duty of the management board of a parent company (sect. 290 para. 1 and para. 2 HGB) to provide information at the general meeting to which the consolidated financial statements and the group management report are submitted

also extends to the situation of the group and the companies included in the consolidated financial statements.”

The Management Board may refuse to provide the information for the reasons stated in sect. 131 para. 3 AktG:

1. to the extent that, according to reasonable commercial judgement, the provision of such information is likely to cause a material disadvantage to the Company or an affiliated company;
2. insofar as it relates to tax valuations or the amount of individual taxes;
3. about the difference between the value at which items have been stated in the annual balance sheet and a higher value of these items, unless the Annual General Meeting adopts the annual financial statements;
4. about the accounting and valuation methods, insofar as the disclosure of these methods in the notes suffices to provide a true and fair view of the net assets, financial position and results of operations of the Company within the meaning of sect. 264 para. 2 HGB; this does not apply if the Annual General Meeting adopts the annual financial statements;
5. to the extent that the Management Board would become liable to prosecution by providing such information, to the extent that, in the case of a credit institution or financial services institution, information on accounting and valuation methods applied as well as offsetting in the annual financial statements, management report, consolidated financial statements or group management report need not be provided; or
7. . to the extent that the information is continuously available on the Company's website for at least seven days prior to the commencement of the Annual General Meeting and at the Annual General Meeting.

If a shareholder has been provided with information outside the Annual General Meeting due to his or her capacity as a shareholder, such information shall be provided to any other shareholder upon request at the Annual General Meeting, even if it is not necessary for a proper assessment of the item on the agenda. In this case, the Executive Board may not refuse to provide the information pursuant to section 131 para. 3 nos. 1 to 4 AktG.

Pursuant to sect. 131 para. 2 sent. 1 AktG, the information must comply with the principles of conscientious and faithful accounting.

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

The chairman of the meeting is entitled to take management and regulatory measures at the Annual General Meeting. This includes, among other things, the right to reasonably limit the shareholder's right to ask questions and speak. The underlying



provision in sect. 16 para. 2 sent. 2 of the Articles of Association makes use of the authorization of sect. 131 para. 2 sent. 2 AktG reproduced below.

### **Relevant provisions of the AktG and the Articles of Association:**

#### **Sect. 131 AktG:**

„(1) Upon request, each shareholder shall be provided with information at the shareholders' meeting by the Management Board regarding the Company's affairs, to the extent that such information is necessary for a proper evaluation of the relevant item on the agenda. The duty to provide information shall also extend to the company's legal and business relations with any affiliated enterprise. If a company makes use of the simplified procedure pursuant to sect. 266 para. 1 sent. 3, sect. 276 or sect. 288 of the German Commercial Code, each shareholder may request that the annual financial statements be presented to him at the shareholders' meeting on such annual financial statements in the form which would have been used if this simplified procedure were not applied. A parent enterprise's (sect. 290 para. 1 and 2 of the German Commercial Code) management board's duty to inform in the shareholders' meeting that is presented the consolidated financial statements and consolidated management report shall extend to the outlook of the group and the enterprises included in the consolidated financial statements.

(2) The information provided shall comply with the principles of conscientious and accurate accounting. The articles or the rules of procedure pursuant to sect. 129 may authorize the chairperson of the meeting to limit the number of questions and speaking time of shareholders as appropriate and to lay down general rules thereon.

(3) The Management Board may refuse to provide information,

1. to the extent that providing such information is, according to sound business judgment, likely to cause material damage to the company or an affiliated enterprise;
2. to the extent that such information relates to tax valuations or the amount of certain taxes
3. with regard to the difference between the value at which items are shown in the annual statement of financial position and the higher market value of such items, unless the shareholders' meeting is to approve the annual financial statements;
4. with regard to the accounting policies, if disclosure of such methods in the notes suffices to provide a clear view of the actual condition of the company's net assets, financial position, and results of operations within the meaning of sect. 264 para. 2 of the German Commercial Code; this shall not apply if the shareholders' meeting is to approve the annual financial statements;
5. if provision thereof would render the Management Board criminally liable;
6. if in the case of a credit institution or financial services institution information about the accounting policies or calculations performed in the annual financial

statements, the management report, the consolidated financial statements, or the group's management report need not be given;

7. if the information is continuously available on the company's Internet page seven or more days prior to the shareholders' meeting as well as during the meeting.

The provision of information may not be denied for other reasons.

(4) If information has been provided outside a shareholders' meeting to a shareholder by reason of his status as a shareholder, such information shall upon request be provided to every other shareholder at the shareholders' meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. In line with sect. 3 sent. 1 nos. 1 to 4, the management board may not refuse to provide information. Sent. 1 and 2 do not apply if a subsidiary (sect. 290 para. 1, 2 of the German Commercial Code), a joint venture (sect. 310 para. 1 of the German Commercial Code) or an associated company (sect. 311 para. 1 of the German Commercial Code) provides information to a parent company (sect. 290 para. 1, 2 of the German Commercial Code) for the purpose of including the company in the consolidated financial statements of the parent company and the information is required for this purpose.

(5) A shareholder who has been denied information may request that his question and the reason for which the information was denied be recorded in the minutes of the meeting."

### **Sect. 16 para. 2 of the Articles of Association**

The chairman of the meeting shall determine the order of the items on the agenda and the type of voting. He shall be entitled to impose reasonable time limits on the shareholder's right to ask questions and speak."

Frankfurt am Main, in May 2019

capsensixx AG

**THE MANAGEMENT BOARD**