



**Manz AG
Reutlingen**

- ISIN DE000A0JQ5U3 -

**2019 Annual General Meeting
Tuesday, July 2, 2019, in Filderstadt**

Explanations

pursuant to section 121 (3) sentence 3 no. 3 of the German Stock Corporation Act (AktG) on rights of shareholders pursuant to section 122 (2), section 126 (1), section 127 and section 131 (1) AktG

*(This is a convenience translation from the original version in German language.
In case of any discrepancies, the German version prevails.)*

1. Requests for addition to the agenda pursuant to section 122 (2) AktG

Shareholders of the Company whose shares jointly equal at least one-twentieth of share capital (387,205 company shares) can, under section 122 (2) of the German Stock Corporation Act (AktG), request that additions be made to the agenda of the Annual General Meeting and that these additional items be announced. Every new agenda item must be accompanied by a statement of reasons or a proposed resolution. Requests for additions to the agenda must be directed to the Managing Board of Manz AG and must be received by the Company no later than midnight on Saturday, June 1, 2019.

Requests for additions to the agenda must be sent to the following address:

Vorstand der
Manz AG
"Hauptversammlung 2019"
Steigaeckerstrasse 5
72768 Reutlingen

Applicants must prove that they have held the shares for at least 90 days before the date of receipt of the request by the Company and that they will continue to hold the shares until the decision of the Managing Board concerning the request.

Any additions to the agenda that require publication and were not published in the calling notice will be published in the German Federal Gazette immediately upon receipt of

the request and will be forwarded for publication to media, which can be expected to publish the information across the entire European Union. As soon as they are received, these additions will be published on the Company website at www.manz.com under "Investor Relations", via the link "2019 Annual Meeting of Shareholders" and communicated to the shareholders pursuant to section 125 of the German Stock Corporation Act (AktG).

The underlying provisions of the German Stock Corporation Act (AktG) for these rights of shareholders are as follows:

Section 121 General provisions (Excerpt)

- (4) Notice of the invitation convening the general meeting is to be given in the company's publications of record. Where the stockholders of the company are known by name, the general meeting may be convened by registered letter unless stipulated otherwise in the by-laws; the date on which the invitation is posted shall be deemed the date of the notice.
- (4a) In the case of companies listed on the stock exchange that have not issued exclusively registered shares of stock or that do not directly send the invitation convening the general meeting to the stockholders pursuant to subsection (4), second sentence, the invitation convening the general meeting is to be forwarded, at the latest as per the time of the notice, to such media for publication regarding which it can be assumed that they will disseminate the information in the entire European Union.
- (7) In the case of periods and deadlines that are counted back from the date of the general meeting, the date of the general meeting itself is not to be counted. Rescheduling the general meeting from a Sunday, a Saturday, or a holiday to a preceding or subsequent business day is not an available option. Sections 187 to 193 of the Civil Code (BGB) shall have no corresponding application. In the case of companies not listed on the stock exchange, the by-laws may provide for a different calculation of the period.

Section 122 Convening the general meeting upon a corresponding demand being made by a minority

- (1) The general meeting is to be convened wherever stockholders, whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital, demand that it be so convened, doing so in writing and citing the purpose and the reasons therefor; the demand is to be addressed to the management board. The by-laws may tie the right to demand that the general meeting be convened to a different form and to possession of a lesser portion of the share capital. The pe-

tioners are to submit proof that they have been holders of the shares of stock since at least ninety (90) days prior to the date on which their demand is received, and that they will continue to so hold the shares until the management board takes a decision regarding their petition. Section 121 (7) shall apply *mutatis mutandis*.

- (2) In like manner, stockholders whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital, or to a stake of 500 000 euros, may demand that items of business be set out in the agenda and be published by notice. Each item of business to be newly added to the agenda must include the reasons therefor or a proposal for a resolution. The demand in the sense of the first sentence must be received by the company at the latest twenty-four (24) days prior to the general meeting, in the case of companies listed on the stock exchange at the latest thirty (30) days prior to the general meeting; the date of its receipt shall not be included in calculating the period.
- (3) Where the demand is not complied with, the court may grant authority to the stockholders who have raised the demand to convene the general meeting or to publish by notice the item of business. Concurrently, the court may determine the chairman of the general meeting. The invitation convening the general meeting or the notice must indicate the authorisation by the court. A complaint may permissibly be lodged against the decision taken. The petitioners are to submit proof that they will continue to hold the shares of stock until the court hands down its decision.
- (4) The company shall bear the costs of the general meeting and, in the case governed by subsection (3), also the court costs if the court has complied with the petition.

Section 124 Notice by publication of demands for amendment; guidance regarding resolutions (Excerpt)

- (1) Where the minority pursuant to section 122 (2) has demanded that items of business be set out in the agenda, said items of business are to be published by notice either together with the invitation convening the general meeting or, if that is not the case, without undue delay after the demand has been received. Section 121 (4) shall apply *mutatis mutandis*; moreover, in the case of companies listed on the stock exchange, section 121 (4a) shall apply *mutatis mutandis*. The notice is to be published and forwarded in the same way as the invitation convening the general meeting.

Section 124a Publications on the company's website

In the case of companies listed on the stock exchange, their website must make the following accessible promptly after the general meeting has been convened:

1. The content of the invitation convening the general meeting;
2. An explanation for those cases in which no resolution is to be adopted regarding an item of business set out in the agenda;
3. The documents to be made accessible to the general meeting;
4. The total number of the shares of stock and the voting rights as given at the time at which the general meeting is convened, including a separate listing of the total number for each class of stock;
5. If applicable, the forms to be used for having a vote cast by a proxy or casting a vote by means of a postal vote, unless these forms are not directly transmitted to the stockholders

A demand made by stockholders in the sense of section 122 (2) that is received by the company after the general meeting has been convened is to be made accessible in like manner and without undue delay upon so having been received by the company.

Section 125 Notifications for the stockholders and to members of the supervisory board (Excerpt)

- (1) At the latest 21 days prior to the general meeting, the management board is to notify the credit institutions and the associations of stockholders that had exercised voting rights on behalf of stockholders at the last general meeting, or that had demanded that such notice be given them, that the general meeting is being convened. The date of the notification shall not be included in calculating the period. Where the agenda is to be amended pursuant to section 122 (2), then notice of the amended agenda is to be given if the general meeting is that of a company listed on the stock exchange. The notice is to indicate the option of exercising the voting right by proxy, as well as by an association of stockholders. In the case of companies listed on the stock exchange, information on the candidates' membership in other supervisory boards mandated by the law is to be attached to any nomination of candidates for the supervisory board; information on their membership in comparable supervisory committees of business enterprises within Germany and abroad should be attached.
- (2) The management board is to provide the same notification to those stockholders who demand to be so notified or who have been entered, as of the start of the fourteenth day prior to the meeting, as stockholders in the company's share regis-

ter. The by-laws may restrict the transmittal to the means of electronic communication.

- (5) Financial services providers and the enterprises pursuing activities governed by section 53 (1), first sentence, or section 53b subsection (1), first sentence, or subsection (7) of the Banking Act (KWG) shall be equivalent to credit institutions.

2. Counterproposals and election nominations pursuant to sections 126 (1) and 127 of the German Stock Corporation Act (AktG)

Under section 126 (1) of the German Stock Corporation Act (AktG), shareholders of the Company can submit counterproposals to the proposals by the Managing Board and/or Supervisory Board relating to particular items of the agenda and can, under section 127 of the German Stock Corporation Act (AktG), submit proposals for the election of Supervisory Board members or auditors.

Counterproposals pursuant to section 126 (1) of the German Stock Corporation Act (AktG) must include a statement of reasons. A statement of reasons is not required for proposals for election pursuant to section 127 of the German Stock Corporation Act (AktG). The Managing Board also does not have to make a proposal for election of Supervisory Board members or auditors available in cases where the proposal does not include the name, profession, or city of the proposed individual. The Managing Board further does not have to make a proposal for election of Supervisory Board members available 2019 Annual General Meeting when information concerning the membership of candidates in other statutory supervisory boards is not provided.

Counterproposals and proposals for election must be sent to the following address:

Manz AG
"Hauptversammlung 2019"
Steigaeckerstrasse 5
72768 Reutlingen
Fax: +49 (0) 7121 9000-99
Email: hv@manz.com

Counterproposals and election proposals for shareholders of the company, including the name of the shareholder, the statement of reasons, and any statements of the administration are published on the company website at the address www.manz.com under "Investor Relations" by selecting the "2019 Annual Meeting of Shareholders" link only if they are received by the company by midnight on Monday, June 17, 2019.

The underlying provisions of the German Stock Corporation Act (AktG) for these rights of shareholders are as follows:

Section 124 Notice by publication of demands for amendment; guidance regarding resolutions (Excerpt)

- (3) In the notice published, the management board and the supervisory board are to provide guidance regarding the resolutions to be adopted on each item of business set out in the agenda regarding which the general meeting is to adopt a resolution; for the election of members of the supervisory board and auditors, such guidance shall be provided solely by the supervisory board. In the case of companies that are publicly traded in the sense of section 264d of the Commercial Code (HGB), that are credit institutions as defined by the Capital Requirements Regulation (CRR) in the sense of section 1 (3d), first sentence, of the Banking Act (KWG), to the exception of the institutions named in section 2 (1) nos. 1 and 2 of the Banking Act, or which are insurance undertakings in the sense of Article 2 paragraph 1 of the Directive 91/674/EEC, the nomination made by the supervisory board for the election of the auditor of the annual accounts is to be based on the recommendation of the audit committee. The first sentence shall not apply if, in electing members of the supervisory board, the general meeting is bound to nominations pursuant to section 6 of the Act on Employee Co-Determination in the Iron- and Steel-Producing Industry (MontanMitbestG), or if the item of business regarding which a resolution is to be adopted has been included in the agenda upon a corresponding demand having been made by a minority. The nominations of candidates for the supervisory board or for auditors shall state their names, profession exercised, and places of residence. Where the supervisory board is to consist also of members representing the employees, the resolutions adopted by the supervisory board regarding the nomination of candidates for the supervisory board shall require solely the majority of the votes cast by the members of the supervisory board representing the stockholders; section 8 of the Act on Employee Co-Determination in the Iron- and Steel-Producing Industry shall remain unaffected.

Section 125 Notifications for the stockholders and to members of the supervisory board (Excerpt)

- (1) At the latest 21 days prior to the general meeting, the management board is to notify the credit institutions and the associations of stockholders that had exercised voting rights on behalf of stockholders at the last general meeting, or that had demanded that such notice be given them, that the general meeting is being convened. The date of the notification shall not be included in calculating the period. Where the agenda is to be amended pursuant to section 122 (2), then notice of the amended agenda is to be given if the general meeting is that of a company

listed on the stock exchange. The notice is to indicate the option of exercising the voting right by proxy, as well as by an association of stockholders. In the case of companies listed on the stock exchange, information on the candidates' membership in other supervisory boards mandated by the law is to be attached to any nomination of candidates for the supervisory board; information on their membership in comparable supervisory committees of business enterprises within Germany and abroad should be attached.

- (2) The management board is to provide the same notification to those stockholders who demand to be so notified or who have been entered, as of the start of the fourteenth day prior to the meeting, as stockholders in the company's share register. The by-laws may restrict the transmittal to the means of electronic communication.
- (5) Financial services providers and the enterprises pursuing activities governed by section 53 (1), first sentence, or section 53b subsection (1), first sentence, or subsection (7) of the Banking Act (KWG) shall be equivalent to credit institutions.

Section 126 Motions by stockholders

- (1) Motions by stockholders are to be made accessible to the beneficiaries set out in section 125 subsections (1) to (3), subject to the pre-requisites listed therein, including the name of the stockholder, the reasons for which the motions are being made, and a statement, if any has been made, by the management regarding its position, provided that the stockholder has sent, at the latest fourteen (14) days prior to the date of the general meeting, a counter-motion opposing a proposal or guidance by the management board and the supervisory board regarding a certain item of business set out in the agenda, specifying the reasons therefor, to the address set out for this purpose in the invitation convening the general meeting. The date on which the counter-motion is received shall not be included in calculating the period. In the case of companies listed on the stock exchange, the counter-motion shall be made accessible via the company's website. Section 125 (3) shall apply *mutatis mutandis*.
- (2) A counter-motion and the reasons for which it is being made need not be made accessible:
 1. Inasmuch as the management board would be liable to punishment under law, were it to make such proposal accessible;
 2. If the counter-motion were to result in the general meeting adopting a resolution that is in violation of the law or of the by-laws;

3. If the reasons make manifestly false or misleading statements regarding essential aspects, or if they are insulting;
4. If a counter-motion made by the stockholder based on the same facts and circumstances has already been made accessible pursuant to section 125 for a general meeting of the company;
5. If the same counter-motion of the stockholder, citing essentially the same reasons, has been made accessible pursuant to section 125 in the past five (5) years to at least two (2) general meetings of the company, and if less than one twentieth of the share capital represented voted for this counter-motion at the general meeting;
6. If the stockholder indicates that he will not attend the general meeting and will not have a proxy represent him;
7. If, in the past two (2) years at two (2) general meetings, the stockholder has failed to propose or to have proposed a counter-motion regarding which he has informed the company:

The reasons need not be made accessible if they amount to more than 5,000 characters in total.

- (3) Where several stockholders propose counter-motions regarding one and the same business to be resolved upon, the management board may combine the counter-motions and the reasons specified for them.

Section 127 Nominations by stockholders (Excerpt)

Section 126 shall apply mutatis mutandis to nominations by stockholders of candidates for the supervisory board or for auditors of the annual accounts. No reasons need be specified for the nomination. The management board need not make accessible the nomination also in those cases in which the nomination does not include the information pursuant to section 124 (3), fourth sentence, and section 125 (1), fifth sentence. [...]

3. Shareholders' right to information pursuant to section 131 (1) of the German Stock Corporation Act (AktG)

Shareholders of the Company can demand information at the Annual General Meeting from the Managing Board under section 131 (1) of the German Stock Corporation Act (AktG) concerning the Company's affairs, the legal and business dealings of the Company with affiliated companies, and the current situation of the Group and the compa-

nies included in the consolidated financial statements, provided that the information is necessary for an accurate assessment of the agenda item.

The Managing Board may refrain from answering individual questions for the reasons specified in section 131 (3) of the German Stock Corporation Act (AktG), for example because on the basis of a prudent business assessment it is judged that the disclosure of the information in question would likely cause significant harm to the Company or to an affiliated company.

If a shareholder is given information outside the Annual General Meeting on the basis of being a shareholder, then it must be provided to any shareholder upon request during the Annual General Meeting, even when it is not necessary in order to make an accurate assessment of the agenda item.

The right of shareholders to information can be exercised during the Annual General Meeting. The chair of the Annual General Meeting may limit the time allowed for the stockholders' questions and statements within appropriate bounds and, in particular, can set limits on the time of the Annual General Meeting and the discussion of individual agenda items, as well as limits on speaking times and time for asking questions.

The underlying provisions of the German Stock Corporation Act (AktG) for these rights of shareholders are as follows:

Section 131 Stockholder's right to request information

- (1) The management board is to inform each stockholder at the general meeting, upon a corresponding request being made, concerning matters pertaining to the company insofar as this is required in order to appropriately adjudge the item of business set out in the agenda. The obligation to provide information shall also extend to include the legal and business relations of the company with an affiliated enterprise. Where a company avails itself of the eased requirements pursuant to section 266 (1), third sentence, section 276, or section 288 of the Commercial Code (HGB), then each stockholder may request that, at the general meeting deliberating on the annual accounts, the annual accounts be made available to him in the form that they would have without these eased requirements. The obligation of the management board of a parent company to provide information (section 290 subsections (1) and (2) of the Commercial Code (HGB)) at the general meeting to which the consolidated financial statements and the consolidated management report are submitted shall also extend to cover the situation of the group and the enterprises included in the consolidated financial statements.
- (2) The information provided is to correspond to the principles of conscientious and faithful accounting. The by-laws or the rules of procedure pursuant to section 129

may grant authority to the person chairing the meeting to impose reasonable time limits on the stockholder's right to ask questions and to speak, and may also allow him to make further determinations concerning the details in this regard.

- (3) The management board may refuse a request for information:
1. Inasmuch as the provision of the information, when adjudged applying prudent business judgment, is suited to cause a greater than insignificant disadvantage to the company or an affiliated enterprise;
 2. Inasmuch as it refers to carrying values for tax purposes or the amount of individual taxes;
 3. Regarding the difference between the value at which objects were stated in the annual balance sheet and a higher value of such objects, unless the general meeting approves and establishes the annual accounts;
 4. Regarding the accounting and valuation methods insofar as it suffices to cite these methods in the notes in order to accurately represent the company's assets, financial position, and revenue situation in keeping with its actual circumstances in the sense of section 264 (2) of the Commercial Code (HGB); this shall not apply if the general meeting approves and establishes the annual accounts;
 5. Inasmuch as the management board would be liable to punishment under law were it to provide the information;
 6. Inasmuch as, in the case of a credit institution or financial services provider, no information need be provided regarding the accounting and valuation methods applied, nor regarding the netting performed in the annual accounts, management report, consolidated financial statements, or consolidated management report;
 7. Inasmuch as such information is continuously accessible on the company's website for at least seven (7) days prior to commencement of the general meeting, and also in its course.

Any refusal to provide information for other than the grounds set out above is not permissible.

- (4) Where information has been provided to a stockholder because of his capacity as such, and this was done outside of the general meeting, it is to be provided to every other stockholder making a corresponding request at the general meeting, even if such information is not required in order to appropriately adjudge the item

of business set out in the agenda. The management board may not refuse to provide the information in accordance with subsection (3), first sentence, nos. 1 to 4. The first and second sentences shall not apply if a subsidiary company (section 290 subsections (1) and (2) of the Commercial Code (HGB)), a joint venture (section 310 (1) of the Commercial Code (HGB)) or an associated enterprise (section 311 (1) of the Commercial Code (HGB)) issues the information to a parent company (section 290 subsections (1) and (2) of the Commercial Code (HGB)) for purposes of including the company in the consolidated financial statements of the parent company and the information is required for this purpose.

- (5) Where a stockholder's request for information is refused, he may demand that his question and the grounds for refusing to provide the information be included in the minutes of the meeting.

The underlying provisions of the Articles of Association of the company for these rights of shareholders are as follows:

Section 15 Chairmanship of the Annual General Meeting (Excerpt)

- (2) The Chair shall lead the Annual General Meeting and determine the order in which matters are handled, as well as the order and manner of voting. The Chair can restrict the time provided to shareholders to speak and ask questions to a reasonable extent, and in particular can stipulate an appropriate time for the meeting, speaking on the individual matters under consideration, and the individual questions and speeches. They must ensure the Annual General Meeting is completed promptly.

Reutlingen, May 2019

Manz AG
The Managing Board