

# ENGINEERING EXCELLENCE

**CONVENIENCE TRANSLATION OF THE INVITATION TO  
THE ANNUAL GENERAL MEETING OF KAP AG, FULDA,  
HELD AS A VIRTUAL ANNUAL GENERAL MEETING**

ISIN: DE 0006208408 // WKN: 620840



# DEAR SIR OR MADAM,

In light of the continuing uncertain development of the pandemic and the increasing spread of the novel coronavirus SARS-CoV-2 and of the disease it causes, COVID-19, and due to the existing orders issued by the authorities for protection against health risks associated with the virus and official regulations with regard to social contact and gatherings, we hereby convene our **34<sup>th</sup> Annual General Meeting** exclusively as a virtual annual general meeting without physical attendance of shareholders or their proxies for **Tuesday, 22 September 2020, at 1 p.m.** in the business premises of Skadden, Arps, Slate, Meagher & Flom LLP, TaunusTurm, Taunustor 1, 60310 Frankfurt am Main.

## I. AGENDA

- 1. Presentation of the adopted annual financial statements and management report, the approved consolidated financial statements and group management report of KAP AG and the KAP Group, including the Management Board's explanatory report as per section 176 (1) sentence 1 of the German Stock Corporation Act (AktG) on the disclosures pursuant to sections 289a (1) and 315a (1) of the German Commercial Code (HGB), as well as presentation of the report by the Supervisory Board and the corporate governance statement including the corporate governance report, in each case for the 2019 financial year.**

The aforementioned documents will be available on KAP AG's website on

<https://www.kap.de/en/investor-relations/general-meeting>

from the date on which the Annual General Meeting is convened.

In accordance with the statutory provisions, no resolution is planned for agenda item 1 because the Supervisory Board has already approved the annual financial statements and the consolidated financial statements; the annual financial statements are thus adopted.

**2. Resolution on the appropriation of retained earnings from the 2019 financial year.**

The Management Board and Supervisory Board propose that the reported retained earnings of KAP AG as

of 31. December 2019 in the amount of

EUR 16,037,452.86

be carried forward.

**3. Resolution on the approval of the actions of the members of the Supervisory Board.**

The Management Board and Supervisory Board propose that approval of the actions of the members of the Supervisory Board in office in the 2019 financial year be granted for this period.

**4. Resolution on the approval of the actions of the members of the Management Board.**

The Management Board and Supervisory Board propose that approval of the actions of the members of the Management Board in office in the 2019 financial year be granted for this period.

## **5. Resolution on amendment of the Articles of Association to adjust these to the Act Implementing the Second Shareholder Rights Directive (ARUG II).**

The Act of 12 December 2019 Implementing the Second Shareholder Rights Directive (ARUG II) was published in the Federal Law Gazette on 19 December 2019 and mostly entered into force on 1 January 2020. ARUG II leads, among other things, to changes in the requirements of the German Stock Corporation Act concerning proof of identity for participation in the Annual General Meeting, the transmission of information via intermediaries and the exercise of voting rights. These are to be applied for the first time at general meetings that are convened after 22 September 2020 (section 26j (4) of the Introductory Act to the German Stock Corporation Act (EGAktG)). As a result of the proposed amendments, the Company's Articles of Association shall be adjusted to the new legal situation with effect as of entry in the commercial register. In addition to an adjustment to the new regulation on proof of identity, this is particularly a matter of adjusting the wording of the Articles of Association to the new terminology of the act. The term "depotführendes Institut" (custodian institution) is replaced by the term "Letztintermediär" (final intermediary).

The section of the Articles of Association to be adjusted, i.e. paragraph 1 of section 15 of the Articles of Association, currently has the following wording:

"Only shareholders who have registered in written form (pursuant to section 126 of the German Civil Code) either in German or in English and have proven their entitlement to participate in the general meeting and to exercise voting rights by submitting proof of the shareholding in written form (pursuant to section 126 of the German Civil Code) that is issued by the custodian institution are entitled to participate in the general meeting and to exercise voting rights. The proof must relate to the beginning of the 21<sup>st</sup> day before the general meeting. The registration and the proof of the shareholding must be received by the Company at the address specified in the notice convening the general meeting at least six days before the general meeting. The

Management Board may provide for a shorter time limit, to be measured in days, in the convening notice. The date of the meeting and the date of receipt shall not be included in the count.”

The Management Board and Supervisory Board propose the following resolution be adopted:

Section 15 (1) of the Articles of Association is reworded as follows:

“Only shareholders who have registered in written form (pursuant to section 126 of the German Civil Code) either in German or in English and have proven their entitlement to participate in the general meeting and to exercise voting rights by submitting proof of the shareholding in written form (pursuant to section 126 of the German Civil Code) that is issued by the final intermediary in accordance with the requirements of sections 67c (3) of the German Stock Corporation Act are entitled to participate in the general meeting and to exercise voting rights. The proof must relate to the beginning of the 21<sup>st</sup> day before the general meeting. The registration and the proof of the shareholding must be received by the Company at the address specified in the notice convening the general meeting at least six days before the general meeting. The Management Board may provide for a shorter time limit, to be measured in days, in the convening notice. The date of the meeting and the date of receipt shall not be included in the count.”

**6. Resolution on adding a new section 14a (Audiovisual Transmission) and new paragraphs 3 and 4 in section 15 (Participation and Voting Rights) to the Articles of Association.**

In order to retain the options to hold a virtual general meeting that were created by the Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic (the German COVID-19 Act) and that have been used to hold this virtual Annual General

Meeting for the time after the end of the period for which the COVID-19 Act is valid, the corresponding authorisations pursuant to section 118 (1) sentence 2, (3) sentence 2 and (4) of the German Stock Corporation Act shall be included in the Articles of Association. This is intended to counter any future legal or practical restrictions for meetings and take account of the existing technical options.

The Management Board and Supervisory Board propose the following resolution be adopted:

a) Section 14a is inserted in the Articles of Association as follows:

“Section 14a Audiovisual Transmission

(1) The Management Board is authorised to permit the full or partial audiovisual transmission of the general meeting.

(2) Participation in the general meeting by means of audiovisual transmission is, by way of exception, permitted for members of the Supervisory Board in consultation with the chair of the meeting in cases in which personal attendance is not possible or is only possible with considerable effort due to legal restrictions or due to their place of work or place of residence abroad.”

b) Section 15 (Participation and Voting Rights) is amended by paragraphs (3) and (4):

“(3) The Management Board is authorised to provide that shareholders can participate in the general meeting even without their presence on site and without a proxy and can exercise all their rights or individual rights in full or in part by means of electronic communication.

(4) The Management Board is authorised to provide that shareholders can vote in writing or by means of electronic communication, including without participating in the meeting (postal voting). The Management Board also determines the further details of the procedure,

which it will announce with the notice convening the general meeting.”

**7. Selection of the auditors of the financial statements and the consolidated financial statements for the 2020 financial year.**

- a) Based on the recommendation of the audit committee, the Supervisory Board proposes that Mazars GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Hamburg, be appointed auditor of the financial statements and auditor of the consolidated financial statements and auditor for the 2020 financial year.
- b) Based on the recommendation of the audit committee, the Supervisory Board proposes that Mazars GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Hamburg, be appointed auditor for the review of the six-month financial statements pursuant to section 115 (5) of the Securities Trading Act (WpHG) for the 2021 financial year in the period until the next annual general meeting in the 2021 financial year.

The audit committee declared pursuant to art. 16 (2) 3rd subparagraph of the Audit Regulation (Regulation (EU) No 537/2014) that its recommendation is free from undue influence by third parties and no clause of the type specified in Art. 16 (6) of the Audit Regulation (Regulation (EU) No 537/2014) has been imposed on it.

## II. ADDITIONAL INFORMATION ON THE CONVENING OF THE ANNUAL GENERAL MEETING

### 1. TOTAL NUMBER OF SHARES AND VOTING RIGHTS

As of the date of the notice convening the Annual General Meeting in the Federal Gazette, the Company's share capital amounts to EUR 20,176,917.80 and is divided into 7,760,353 no-par value bearer shares, each with a pro-rata amount of the share capital of EUR 2.60 and with one vote per no-par value share. The Company does not hold any treasury shares. Accordingly, as of the date of the notice of the convening of the Annual General Meeting in the Federal Gazette, the total number of shares with participation and voting rights is 7,760,353.

### 2. THE COMPANY'S WEBSITE AND THE DOCUMENTS AND INFORMATION AVAILABLE THERE

This invitation to the Annual General Meeting, the documents to be made available for the Annual General Meeting and additional information in connection with the Annual General Meeting will be available on the web page <https://www.kap.de/en/investor-relations/general-meeting> from the date on which the Annual General Meeting is convened. The additional information pursuant to section 124a of the German Stock Corporation Act can also be found here.

Any countermotions, nominations or requests for amendments from shareholders that are received by KAP AG and are required to be published are also made available on the aforementioned web page. The voting results determined will also be published there after the Annual General Meeting.

The Company's password-protected AGM portal, which enables duly registered shareholders to, among other things, exercise their voting rights before and during the Annual General Meeting, can also be reached via the web page. Duly registered shareholders can follow the full-length audiovisual transmission of the Annual General Meeting live on 22 September 2020 from 1 p.m. via the AGM portal.



### 3. HOLDING THE ANNUAL GENERAL MEETING AS A VIRTUAL ANNUAL GENERAL MEETING WITHOUT THE PHYSICAL ATTENDANCE OF SHAREHOLDERS OR THEIR PROXIES, AUDIOVISUAL TRANSMISSION

In view of the continuing COVID-19 pandemic, the Annual General Meeting on 22 September 2020 is being held as a virtual annual general meeting without the physical attendance of shareholders or their proxies with the option of following the virtual Annual General Meeting and exercising voting rights by means of electronic connection to the Annual General Meeting on the basis of the Act of 27 March 2020 Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic (the German COVID-19 Act).

The Company is making an online AGM system (AGM portal) available on

<https://www.kap.de/en/investor-relations/general-meeting>

for the purposes of holding the virtual Annual General Meeting and exercising shareholder rights.

Shareholders and their proxies (with the exception of proxies designated by the Company) therefore cannot physically attend the virtual Annual General Meeting. However, they can follow the entire Annual General Meeting through an audiovisual transmission on the AGM portal; this audiovisual transmission does not enable participation in the Annual General Meeting within the meaning of section 118 (1) sentence 2 of the German Stock Corporation Act or electronic participation within the meaning of section 1 (2) sentence 1 no. 2, 2<sup>nd</sup> alternative of the German COVID-19 Act.

Instead of the customary entrance ticket, the duly registered shareholders are sent a voting card. The voting card includes the access data that enables shareholders to use the password-protected AGM portal accessible at <https://www.kap.de/en/investor-relations/general-meeting>.

#### 4. PASSWORD-PROTECTED AGM PORTAL

The Company will operate a password-protected AGM portal on <https://www.kap.de/en/investor-relations/general-meeting> **from 10 September 2020**. Duly registered shareholders (and their proxies, where applicable) can follow the audiovisual transmission of the Annual General Meeting, exercise their voting rights, appoint proxies, submit questions or raise an objection for the record via this portal. To be able to use the AGM portal, you must log in with the access data that you receive with your voting card. The various options for exercising your rights then appear in the form of buttons on the user interface of the AGM portal.

#### 5. REQUIREMENTS FOR CONNECTING TO THE ANNUAL GENERAL MEETING AND EXERCISING SHAREHOLDER RIGHTS

According to our Company's Articles of Association, those shareholders who register for the Annual General Meeting and prove to the Company their entitlement to connect to the Annual General Meeting and to exercise shareholder rights (duly registered shareholders) are entitled to connect to the Annual General Meeting and exercise their shareholder rights. The registration, together with proof of share ownership in written form (section 126b of the German Civil Code) that is issued by the custodian financial institution or financial services institution on the record date, must be received by no later than the fourth day before the Annual General Meeting. The proof must relate to the start of the 12<sup>th</sup> day before the Annual General Meeting, i.e. to the **start of 10 September 2020** (midnight at the start of this date). The registration and proof of entitlement must be received by the Company at the address:

**KAP AG**

c/o Link Market Services GmbH

Landshuter Allee 10

80637 Munich, Germany

Fax: +49 (0)89 21027-289

Email: [inhaberaktien@linkmarketservices.de](mailto:inhaberaktien@linkmarketservices.de)

by no later than the **end of 18 September 2020 (midnight)**.

The registration and the proof of entitlement must be in written form (section 126b of the German Civil Code) and must be in German or English. In relation to the Company, only persons who have provided proof of their shareholding are classified as shareholders for purposes of connecting to the Annual General Meeting and exercising shareholder rights, particularly voting rights. The shareholder's eligibility and the number of voting rights are calculated exclusively according to the shareholding of the shareholder on the record date. The record date is not associated with any block on the ability to sell the shareholding. Even in the event of full or partial sale of the shareholding after the record date, only the shareholder's shareholding on the record date is relevant for the exercise of shareholder rights, connection to the Annual General Meeting and the number of voting rights; i.e. sales of shares after the record date have no impact on the shareholder's entitlement and the number of voting rights. The same applies to the acquisition of additional shares after the record date. People who do not yet own any shares as of the record date and only become shareholders after the record date have no eligibility (in particular, they are not eligible to vote). The record date has no significance for dividend entitlements.

Once the registration and proof of shareholding have been received on time at the aforementioned address, the entitled shareholders are sent voting cards for the exercise of rights in relation to the Annual General Meeting, including individual access data for the AGM portal, for the purpose of connecting to the Annual General Meeting and for the exercise of shareholder rights. In order to ensure the voting cards are

received on time, we ask shareholders to request a voting card from their custodian institution as early as possible. The required registration is made and the proof of shareholding is provided directly by the custodian institution in these cases. Shareholders who have requested a voting card from their custodian institution on time therefore do not need to take any further action.

## 6. EXERCISE OF VOTING RIGHTS BY MEANS OF ELECTRONIC COMMUNICATION OR THROUGH ELECTRONIC POSTAL VOTE

Duly registered shareholders can vote by means of electronic communication (electronic postal vote).

Before and during the Annual General Meeting, the Company's password-protected AGM portal accessible at <https://www.kap.de/en/investor-relations/general-meeting> is available for you to exercise your voting rights by means of electronic postal vote. Exercising voting rights by means of electronic postal vote via the AGM portal is possible **from 10 September 2020** until the start of voting on the day of the Annual General Meeting. The "Elektronische Briefwahl" button is provided in the AGM portal for this. During the Annual General Meeting until the start of the voting, you can also use the AGM portal to change or revoke any votes previously cast by means of electronic participation via the AGM portal.

## 7. EXERCISING VOTING RIGHTS BY APPOINTMENT AND INSTRUCTION OF THE PROXY DESIGNATED BY THE COMPANY

As a special service, the Company offers its shareholders the option of, before the Annual General Meeting, appointing a proxy designated by the Company who votes only as instructed.

The proxy appointment and instruction form sent with the voting card is available to you for this purpose prior to the Annual General Meeting. In addition, the proxy appointment and instruction form can also be downloaded on the Company's website on <https://www.kap.de/en/investor-relations/general-meeting>. If you use the proxy appointment and instruction form, this must be sent only to the following address, fax number or email address and must be received there at or **before midnight of 21 September 2020** (date of receipt):

### **KAP AG**

c/o Link Market Services GmbH

Landshuter Allee 10

80637 Munich, Germany

Fax: +49 (0)89 21027-289

Email: [inhaberaktien@linkmarketservices.de](mailto:inhaberaktien@linkmarketservices.de)

Before and during the Annual General Meeting, the Company's password-protected AGM portal accessible at <https://www.kap.de/en/investor-relations/general-meeting> is also available to you for exercising your voting rights by means of appointing the proxy nominated by the Company. Appointment via the AGM portal is possible **from 10 September 2020** until the start of voting on the day of the Annual General Meeting. The "Vollmacht und Weisungen" button is provided in the AGM portal for this. During the Annual General Meeting until the start of the voting, you can also use the AGM portal to change or revoke any previous proxy appointment and instruction. This also applies to any appointment and instruction of a proxy by means of the proxy appointment and instruction form.

If proxies designated by the Company are appointed, they must be instructed on how to exercise the voting rights in each case. The proxies designated by the Company are required to vote as instructed. Without such express instructions, the proxies designated by the Company will not exercise the voting rights.

If the proxy designated by the Company receives several appointments and instructions for one and the same shareholding or if the proxy designated by the Company receives these via different means of communication, the most recent formally valid appointment and corresponding instructions will be deemed binding. If declarations that differ from each other are received via different means of communication and the one that was most recently given cannot be identified, these are taken into account in the following order: 1. via AGM portal, 2. via email, 3. via fax and 4. in paper form. In the case of formally invalid appointment and instruction, the proxy designated by the Company will not act as proxy for the votes in the Annual General Meeting. If postal votes exist in addition to any appointment and instruction of the proxy designated by the Company, the postal votes are always deemed to have priority; the proxy designated by the Company will therefore not make any use of its appointment and will not act as proxy for the shares in question.

## 8. APPOINTMENT OF A THIRD PARTY AS PROXY TO EXERCISE VOTING RIGHTS AND OTHER RIGHTS

Shareholders can also have their voting rights and other rights exercised by proxies, e.g. by an intermediary, an association of shareholders, a consultant on voting rights or another person of their choice. In this case too, the shareholding in question must be registered and the relevant proof provided on time. Third parties appointed as proxies can, for their part, exercise the voting rights by means of postal voting or by means of appointment and instruction of the proxy designated by the Company (see above). If the shareholder appoints more than one person as a proxy, the Company can refuse to accept one

or more of these pursuant to section 134 (3) sentence 2 of the German Stock Corporation Act.

The appointment of a proxy, revocation of this appointment and the proof to the Company of the appointment must be in written form (section 126b of the German Civil Code) unless a proxy is appointed pursuant to section 135 of the German Stock Corporation Act. The address, fax number and email address specified for registration can be used for appointment of the Company as a proxy and for sending proof of an appointment of a proxy declared to the party to be appointed proxy.

If intermediaries, associations of shareholders, consultants on voting rights or other persons or institutions deemed equivalent to these pursuant to section 135 (8) of the German Stock Corporation Act are appointed as proxies, the special provisions of section 135 of the German Stock Corporation Act, which require, among other things, that a verifiable record of the appointment of the proxy must be kept, apply. For this reason, exceptions from the general requirement for written form (section 126 of the German Civil Code) may apply here. However, the parties in question who are to be appointed as proxies may set special rules for their own appointment as proxies. Shareholders are therefore asked, where applicable, to agree on the respective form and the process for appointment of proxies with the parties in question who are to be appointed as proxies in good time.

The proxy or the Company may be appointed as a proxy. Proof of appointment of a proxy can be provided through proof (e.g. the original of the proxy document or a copy or scan of it) being sent by the proxy by post, fax or email to the address specified for registration by no later than the day of the Annual General Meeting (receipt by the Company).

These means of communication are also available if the appointment of the proxy is to occur through declaration to the Company; separate proof of the appointment of the proxy is not needed in this case. The revocation of an appointment

of a proxy can be declared to the Company directly by the aforementioned means of communication.

If the appointment or proof of appointment of a proxy or the revocation of this takes place by post through a declaration to the Company, then this must be received by the Company **by midnight on 21 September 2020** (date of receipt) for organisational reasons. It is still possible to send these to the Company by fax or email until the start of voting on the day of the Annual General Meeting.

Proof of an appointment of a proxy during the Annual General Meeting can be provided through proof (e.g. a copy or scan of the original of the proxy document) being sent by fax or email to the address specified for registration.

Proxy appointment and instruction forms are enclosed with every voting card and are available on KAP AG's website on <https://www.kap.de/en/investor-relations/general-meeting>. Shareholders who want to appoint a representative as a proxy are asked to use this form to make the appointment. Proxies can also be appointed electronically via the password-protected AGM portal until the start of voting on the day of the Annual General Meeting. The "Vollmacht an Dritte" button is provided in the AGM portal for this.

The exercise of rights by a proxy and connection via the AGM portal require the proxy to receive the access data sent with the voting card from the party that appointed the proxy. In this case too, proof of appointment of the proxy must be provided to the Company. The proof of the appointment of the proxy must be submitted to the Company by the means described above.

It is recommended that financial institutions, associations of shareholders, consultants on voting rights and other intermediaries or parties equivalent to them pursuant to section 135 of the German Stock Corporation Act who represent a majority of shareholders register using the address specified for registration in advance of the Annual General Meeting with regard to the exercise of voting rights.



Additional information on the appointment of third parties as proxies is included on the voting card that is sent to duly registered shareholders. Corresponding information and a more detailed description of the appointment of third parties as proxies are also available online on <https://www.kap.de/en/investor-relations/general-meeting>.

## 9. OPPORTUNITY FOR SHAREHOLDERS TO ASK QUESTIONS

Duly registered shareholders have the opportunity to ask questions by means of electronic communication (see section 1 (2) sentence 1 no. 3 of the German COVID-19 Act). Any questions must be submitted via the Company's AGM portal accessible on the web page <https://www.kap.de/en/investor-relations/general-meeting> by no later than two days prior to the Annual General Meeting, i.e. **by the end of 19 September 2020 (midnight)**. The "Frage einreichen" button is provided in the AGM portal for this. It is not possible to submit questions by any other means of communication.

Any question submitted after the end of the time limit specified above cannot be taken into consideration. The Company intends to name the party who asked the question when providing the answer. Please also note the additional explanations on shareholder rights and on data protection at the end of this invitation notice.

## 10. RAISING OBJECTIONS FOR THE RECORD

Duly registered shareholders who have exercised their voting rights by means of electronic communication or by means of appointment of a proxy can raise objections to resolutions of the Annual General Meeting for the notary's minutes on the Company's AGM portal accessible on the web page <https://www.kap.de/en/investor-relations/general-meeting> from the start until the end of the Annual General Meeting. The "Widerspruch einlegen" button is provided in the AGM portal for this.

## 11. INFORMATION ON SHAREHOLDERS' RIGHTS PURSUANT TO SECTION 122 (2), SECTION 126 (1), SECTION 127 AND SECTION 131 (1) OF THE GERMAN STOCK CORPORATION ACT IN CONJUNCTION WITH SECTION 1 (2) SENTENCE 1 NO. 3 OF THE GERMAN COVID-19 ACT

- a. Requests for additions to the agenda pursuant to section 122 (2) of the German Stock Corporation Act

Shareholders whose shares, in the aggregate, are at least equivalent to one-twentieth of the share capital or to a stake of EUR 500,000.00 may, pursuant to section 122 (2) of the German Stock Corporation Act, request that items of business be set out in the agenda and published by notice. Each item of business to be newly added to the agenda must include the reasons for this or a proposal for a resolution. This request must be received by the Company in writing **by the end of 7 September 2020 (midnight)**. Please address any request to this effect to:

### **KAP AG**

- The Management Board -  
Edelzeller Straße 44  
36043 Fulda, Germany

The requesters must prove that they have owned the shares for at least 90 days prior to the date of receipt of the request and that they hold the shares until the Management Board's decision on the request. Section 70 of the German Stock Corporation Act applies when calculating the period of possession of the shares.

The date of the receipt of the request shall not be included in the count. Postponement from a Sunday, a Saturday or a public holiday to a preceding or following working day is not permitted. Sections 187 to 193 of the German Civil Code are not to be applied accordingly.

Additions to the agenda that must be announced are announced in the Federal Gazette immediately after receipt of the request and forwarded for publication to media that can be expected to disseminate the information throughout the European Union. They are also announced on KAP AG's website on <https://www.kap.de/en/investor-relations/general-meeting> and communicated to shareholders pursuant to section 125 (1) sentence 3 of the German Stock Corporation Act.

b. Countermotions and nominations from shareholders

The rights of shareholders to submit motions and nominations regarding agenda items and the rules of procedure are excluded in accordance with the statutory approach of the German COVID-19 Act.

Nevertheless, in analogous application of sections 126 and 127 of the German Stock Corporation Act, shareholders are granted the opportunity to submit countermotions to proposals by the Management Board and Supervisory Board on certain agenda items and nominations for the selection of the auditor in advance of the Annual General Meeting in the manner described below. Countermotions must be accompanied by a justification; in the case of nominations, no justification is needed. Subject to the analogous application of section 126 (2) and (3) of the German Stock Corporation Act, the Company shall make shareholders' countermotions, including the name of the shareholder, the justification and any comments by management, available on

<https://www.kap.de/en/investor-relations/general-meeting>

if the shareholder has sent the Company a permissible countermotion to a proposal by the Supervisory Board and/or Management Board on a specific agenda item with justification to the following address at least 14 days before the meeting, i.e. **by the end of 7 September 2020 (midnight)**:

**KAP AG**

c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 Munich

Alternatively to the fax number +49 (0)89 21027-298 or to the email address [antraege@linkmarketservices.de](mailto:antraege@linkmarketservices.de)

Corresponding countermotions and nominations shall, however, not be put to the vote at the Annual General Meeting in accordance with the approach of the German COVID-19 Act and are also not otherwise addressed.

- c. Shareholders' right to request information pursuant to section 131 (1) of the German Stock Corporation Act

The right of shareholders to request information is significantly restricted in the event of a virtual general meeting pursuant to section 1 (2) of the German COVID-19 Act. Accordingly, shareholders only have the opportunity to ask questions by means of electronic communication (section 1 (2) sentence 1 no. 3 of the German COVID-19 Act). The Management Board can also stipulate that questions must be submitted no later than two days before the Annual General Meeting. KAP AG's Management Board has made use of this option with the consent of the Supervisory Board. In accordance with section 1 (2) sentence 2 of the German COVID-19 Act - notwithstanding section 131 of the German Stock Corporation Act - the Management Board decides on the answering of questions only at its duty-bound free discretion. According to the explanatory memorandum on section 1 (2) sentence 2 of the German COVID-19 Act, the management does not, under any circumstances, need to answer questions, it may combine questions and may select useful questions in the interests of the other shareholders. It may prefer associations of shareholders and institutional investors with significant

proportions of the voting rights. Reference is made to the statements already made above on the opportunity given to shareholders to ask questions pursuant to section 1 (2) sentence 1 no. 3 of the German COVID-19 Act.

Additional explanations on shareholders' rights pursuant to section 122 (2), section 126 (1), section 127 and section 131 (1) of the German Stock Corporation Act in conjunction with section 1 (2) sentence 1 no. 3 of the German COVID-19 Act are made available to the public on KAP AG's website on <https://www.kap.de/en/investor-relations/general-meeting>.

## 12. PUBLICATION OF THE INVITATION TO THE ANNUAL GENERAL MEETING AND OTHER DOCUMENTS RELATING TO THE ANNUAL GENERAL MEETING

The information that must be made available on the Company's website pursuant to section 124a sentence 1 of the German Stock Corporation Act, in particular this notice convening the Annual General Meeting, the documents to be made available to the meeting, motions by shareholders, information on participation in the Annual General Meeting and on the appointment and instruction of a proxy, and additional information are available online at <https://www.kap.de/en/investor-relations/general-meeting>.

The voting results will be published after the Annual General Meeting on the same web page.

## 13. INFORMATION ON DATA PROTECTION

We collect personal data about you and/or your proxy in connection with your participation in the Annual General Meeting, your registration for it or the exercise of further meeting-related rights. This is done in order to enable shareholders to exercise their rights in the context of the Annual General Meeting. Details regarding the handling of your personal data and on your rights under the General Data Protection Regulation (GDPR) can be found online on the web page concerning the Annual General Meeting <https://www.kap.de/en/investor-relations/general-meeting>.

## 14. TECHNICAL INFORMATION ON THE VIRTUAL ANNUAL GENERAL MEETING

You need an internet connection and an internet-enabled device in order to follow the virtual Annual General Meeting and to use the AGM portal and exercise shareholder rights.

A stable internet connection with sufficient transmission speed is recommended in order to allow the audiovisual transmission of the Annual General Meeting to be displayed optimally.

If you use a computer to receive the audiovisual transmission of the virtual Annual General Meeting, you need a browser and loudspeaker or headphones.

For access to the Company's password-protected AGM portal, you need your individual access data that you will receive with the voting card, which will be sent to you automatically following due registration. You can use this access data to log in to the AGM portal on the login page.

It is recommended that shareholder rights (particularly voting rights) are - as far as possible - exercised before the start of the Annual General Meeting in order to avoid the risk of any restrictions on the exercise of shareholder rights as a result of technical problems during the virtual Annual General Meeting. It is possible to exercise voting rights on the AGM portal **from 10 September 2020**.

## 15. INFORMATION ON THE AVAILABILITY OF THE AUDIOVISUAL TRANSMISSION

Duly registered shareholders can follow the full-length audiovisual transmission of the Annual General Meeting live on 22 September 2020 from 1 p.m. via the AGM portal. In accordance with the current state of technology, the audiovisual transmission of the virtual Annual General Meeting and the availability of the AGM portal may be subject to fluctuations over which the Company has no control due to restrictions of the availability of the telecommunication network and the restriction of internet services from third-party providers.

The Company therefore cannot provide any warranty or accept any liability for the functionality and constant availability of the internet services used, the third-party network elements used, the audiovisual transmission or the access to the AGM portal and its general availability. Except for mandatory data-protection regulations, the Company also accepts no responsibility for errors or defects of the hardware and software used for the online service, including that of the service-provider company used, unless there is intent or gross negligence. For this reason, the Company recommends making use of the aforementioned options for exercising rights, particularly exercising voting rights, at an early stage.

Where data-protection or security considerations make it imperative, the chair of the Annual General Meeting must reserve the right to interrupt or completely abandon the Annual General Meeting.

Fulda, August 2020

**KAP AG**

Eckehard Forberich,

Member of the Management Board

Dr. Alexander Riedel,

Member of the Management Board

[www.kap.de](http://www.kap.de)

**KAP AG**

Edelzeller Straße 44

36043 Fulda

Germany