

## **Further explanations of shareholders' rights**

**pursuant to Section 122 para. 2, Section 126 para. 1, Section 127 and Section 131 para. 1 AktG as well as Section 1 para. 2, clause 1 no. 3 and no. 4, clause 2 and 3 of the COVID-19 Act**

**Annual General Meeting  
of DIC Asset AG  
Frankfurt am Main  
on 24 March 2021**

With the approval of the Supervisory Board, the Management Board has decided to propose to the Annual General Meeting, in accordance with section 1 (2) of Act on Measures in Corporate, Co-operative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID 19 Pandemic (Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie) of 27 March 2020, last amended effective 28 February 2021 by the Act on the Further Shortening of the Residual Debt Relief Procedure and the Adjustment of Pandemic-Related Provisions in Corporate, Co-operative, Association and Foundation Law as well as in Tenancy and Lease Law (Gesetz zur weiteren Verkürzung des Restschuldbefreiungsverfahrens und zur Anpassung pandemiebedingter Vorschriften im Gesellschafts-, Genossenschafts-, Vereins- und Stiftungsrecht sowie im Miet- und Pachtrecht) of 22 December 2020, (COVID-19 Act), to be held as a virtual Annual General Meeting without the physical presence of the shareholders (hereinafter in each case "shareholders") or their authorized representatives (with the exception of the proxies appointed by the company).

The decision of the Board of Management to hold the meeting as a virtual meeting also has in some respects an impact on the shareholder rights explained below.

### **Requests to supplement the agenda in accordance with Section 122 para. 2 AktG**

Shareholders whose aggregate shares represent twenty percent of the share capital or the prorated amount of EUR 500,000.00 may request that items be placed on the agenda and made public in accordance with Section 122 para. 2 of the German Stock Corporation Act (*Aktiengesetz* – *AktG*). Each new item must be accompanied by a statement of reasons or a draft resolution. The request must be addressed in writing to

the Management Board and must be received by the company at least 30 days prior to the shareholders' meeting (whereby the day of the shareholders' meeting and the day of receipt are not to be counted), i.e., at the latest by

**Sunday, 21 February 2021, 24:00 hours (CET) (receipt).**

We kindly ask you to address such requests to the following address:

Management Board of DIC Asset AG  
attn. Investor Relations/ Mr. Peer Schlinkmann  
Neue Mainzer Straße 20 • MainTor  
60311 Frankfurt am Main, Germany

In accordance with Section 122 para. 2 in conjunction with Section 122 para 1 clause 3 AktG, the shareholders concerned must prove that they have held 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 Boards's decision on the request. Section 121 (7) AktG shall apply mutatis mutandis for the calculation of the time limit.

Supplements to the agenda which are to be announced will be published in the German Federal Gazette (*Bundesanzeiger*) without delay after receipt of the request, unless they have already been announced with the convocation of the Annual General Meeting. They will also be made available on the internet at <http://www.dic-asset.de/annual-general-meeting/> and communicated to the shareholders.

The provisions of the German Stock Corporation Act (*Aktiengesetz - AktG*) on which these shareholder rights are based are as follows:

**Section 122 para. 1 AktG:**

"(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 petitioners 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. "

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

"(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."

### **Section 121 para. 7 AktG:**

"(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 70 AktG:**

"Where the exercise of rights attaching to the share of stock is contingent upon the stockholder having been holder of the share of stock for a specified period of time, a claim to transfer of title against a credit institution, a financial services provider, or an enterprise pursuing activities in accordance with section 53 (1), first sentence, or section 53b (1), first sentence, or subsection (7) of the Banking Act (KWG) shall be equivalent to ownership of the share of stock. The period of ownership of a predecessor in title shall be attributed to the stockholder if he has purchased the share of stock in any of the following manners: without monetary consideration, from his trustee, as a universal successor, in the course of a distribution of assets among a community, or as part of a portfolio transfer pursuant to section 13 of the Insurance Supervisory Act (VAG) or section 14 of the Act on Savings and Loan Associations (BauSparkG)."

### **Counterproposals and nomination proposals by shareholders pursuant to Sections 126 para. 1, 127 AktG and Section 1 para. 2 clause 3 of the COVID 19 Act**

Shareholders may submit to the company counterproposals against a proposal from the Management Board and/or the Supervisory Board on a specific item on the agenda according to Section 126 para. 1 AktG as well as proposals for the election of auditors according to Section 127 AktG. Such counterproposals and nominations are to be addressed exclusively to the following address:

DIC Asset AG

Investor Relations

Mr. Peer Schlinkmann

Neue Mainzer Straße 20 • MainTor

60311 Frankfurt am Main, Germany

Fax: +49 69 94 54 85 8 - 9399

e-mail: [ir@dic-asset.de](mailto:ir@dic-asset.de)

Pursuant to Section 126 para. 1 AktG, the company must make counterproposals, including the name of the shareholder, any statement of reasons and any opinion of the administration, available on the company's website under <http://www.dic-asset.de/annual-general-meeting/> if the counterproposals and any reasons for this proposal have been received by the company at the address provided above at least 14 days prior to the shareholders' meeting (whereby the day of the shareholders' meeting and the day of receipt are not to be counted), i.e., at the latest by

**Tuesday, 9 March 2021, 24:00 hours (CET) (receipt).**

Proposals sent to other addresses will not be considered. The company may refrain from publishing a counterproposal under the conditions set forth in Section 126 para. 2 AktG, for example because the counterproposal would lead to a resolution of the shareholders' meeting that is contrary to the law or the Articles of Association. However, the company will not exercise its right under Section 126 para. 2 clause 1 no. 6 AktG in this respect. The statement of reasons for a counterproposal need not be made available if it exceeds a total of more than 5,000 characters. For proposals by shareholders for the election of auditors, the above sentences apply in accordance with Section 127 AktG. In addition to the cases referred to in Section 126 para. 2 AktG, a publication of nominations by shareholders may also be omitted if the proposal does not include the name, occupation and place of residence of the proposed candidate.

Counterproposals and/or election proposals which have been submitted in due form and time in accordance with the above provisions pursuant to Sections 126, 127 AktG and which have been made available by the company are deemed to have been made during the meeting pursuant to Section 1 para. 2 clause 3 of the COVID-19 Act if the shareholder submitting the counterproposal or election proposal is duly authorized and registered for the shareholders' meeting.

The legal provisions underlying these shareholder rights are as follows:

**Section 126 AktG:**

"(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 AktG:**

"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. The management board is to supplement the nomination by a stockholder of candidates for the supervisory board of companies listed on the stock exchange, to which the Employee Co-Determination Act (MitbestG), the Act on the Co-Determination by Employees in the Supervisory Boards and Management Boards of Mining Enterprises and Enterprises in the Iron- and Steel-Producing Industry (MontanMitbestG), or the Amending Act on Employee Co-Determination in the Iron- and Steel-Producing Industry (MontanMitbestGErgG) applies, by the following substantive content:

1. Indication of the requirements stipulated by section 96 (2),
2. Whether an objection has been raised against the fulfilment of the ratio by the supervisory board as a whole pursuant to section 96 (2), third sentence, and
3. The number of seats on the supervisory board that must be filled, at a minimum, by women and men, respectively, in order to fulfil the requirement as to the minimum ratio pursuant to section 96 (2), first sentence."

**Section 124 para. 3 clause 4 AktG:**

"The nominations of candidates for the supervisory board or for auditors shall state their names, profession exercised, and places of residence."

**Section 1, para. 2, clause 3 of the COVID-19 Act:**

"Motions or nominations by shareholders that are to be made available pursuant to Section 126 or Section 127 of the Stock Corporation Act shall be deemed to have been made at the meeting if the shareholder making the motion or nomination is duly legitimized and registered for the general meeting."

**The right to information pursuant to Section 131 para. 1 AktG and the right to ask questions pursuant to Section 1 para. 2 clause 1 no. 3, clause 2 of the COVID-19 Act**

Shareholders do not have the right to request verbal information from the Management Board in the virtual shareholders' meeting in accordance with Section 131 para. 1 and 4 AktG. However, duly registered shareholders do have the right to ask questions via electronic communication in accordance with Section 1 para. 2, clause 1 no. 3 of the COVID-19 Act. The Management Board decides at its own discretion how to answer questions. Questions in foreign languages will not be considered.

The Management Board has decided, with the consent of the Supervisory Board, in accordance with Section 1 para. 2, clause 2 of the COVID-19 Act, that any questions must be submitted electronically via the password-protected AGM portal at

<http://www.dic-asset.de/annual-general-meeting/>

no later than one day prior to the general meeting, i.e. by the end of the day on 22 March 2021, 24:00 hours (CET), receipt by the company. The "Questions" button on the AGM portal is provided for this purpose. Questions received after such time or in any different way will not be considered.

Questions will be answered during the video and audio transmission of the virtual shareholders' meeting. When questions are answered during the virtual shareholders' meeting, the name of the person asking the question will only be disclosed (to the extent that questions are answered individually) if consent to disclosure of the name was given together with the transmission of the question. We retain the right to answer frequently asked questions in advance on the company's website.

The legal provisions underlying these shareholder rights are as follows:

**Section 1 para. 2 clause 1 no. 3, clause 2 COVID-19 Act:**

"The Management Board may decide to hold the general meeting as a virtual general meeting without the physical attendance of the shareholders or their authorized representatives, provided that

[...]

3. shareholders are granted a right to ask questions by way of electronic communication,

[...]

The Management Board shall use its dutiful discretion in deciding how to answer questions; it may also specify that questions must be submitted by electronic communication no later than one day before the meeting."

**Section 1 para. 6 COVID-19 Act:**

"The decisions of the Management Board pursuant to paragraphs 1 to 5 require the approval of the Supervisory Board. In derogation of Section 108 para. 4 of the German Stock Corporation Act, the Supervisory Board may pass the resolution on approval in writing, by telephone or in a comparable manner without the members being physically present, irrespective of the provisions in the Articles of Association or the Rules of Procedure."

**Possibility of an electronic appeal against a resolution of the shareholders' meeting pursuant to Section 1 para. 2, clause 1 no. 4 of the COVID-19 Act**

Waiving the requirement to appear at the shareholders' meeting, shareholders who have exercised their voting rights on one or more resolutions of the shareholders' meeting are given the opportunity to object to a resolution of the shareholders' meeting by way of electronic communication for the notary's record. Corresponding declarations may be

submitted from the start of the shareholders' meeting until it is closed by the chairman of the meeting exclusively via our password-protected AGM portal at

<http://www.dic-asset.de/annual-general-meeting/>.

The legal provisions underlying these shareholder rights are as follows:

**Section 1 para. 2 no. 4 COVID-19 Act:**

"The Management Board may decide to hold the general meeting as a virtual general meeting without the physical attendance of the shareholders or their authorized representatives, provided that

[...]

4. shareholders who have exercised their voting rights in accordance with No. 2 are, in derogation of Section 245 no. 1 of the German Stock Corporation Act, granted an opportunity to object to a resolution of the Annual General Meeting, waiving the requirement to appear at the meeting."

**Section 245 No. 1 AktG:**

"The following shall have authority to bring an action for avoidance:

1. Any stockholder attending the general meeting, provided he has purchased the shares of stock already prior to the agenda having been published by notice and provided he raised an objection concerning the resolution and had it recorded in the minutes;

[...]“

**Frankfurt am Main, February 2021**

**DIC Asset AG**

The Management Board

This English translation of the further explanations of shareholders' rights is provided for convenience purposes only. Please note that the German text shall be the sole legally binding version.