

Additional explanations of the rights of shareholders under Sections 122 (2), 126 (1), 127 and Section 131 (1) AktG

1. Requests for additions to the meeting agenda pursuant to Section 122 (2) AktG

Shareholders whose combined holdings are equal to at least one-twentieth (5%) of the capital stock, or EUR 1,248,000.00 (corresponding to 480,000 shares at the present time), or the proportional amount of EUR 500,000.00 (– round up to the nearest full number of shares – corresponding to 192,308 shares at the present time), may request that items be added to the agenda or announced. A justification or nomination must be included with every new item on the agenda. The request must be addressed to the Executive Board in writing or in electronic form as defined by Section 126a of the German Civil Code (Bürgerliches Gesetzbuch – BGB (i.e. with a qualified electronic signature) and must reach the Company by midnight (CEST) on April 16, 2024 at the latest. The address of the Executive Board is as follows:

Berentzen-Gruppe Aktiengesellschaft
The Executive Board
Ritterstraße 7
49740 Haselünne
Germany

E-mail (with qualified electronic signature): ir@berentzen.de

Provided they were not already published with the invitation to the annual general meeting, additions to the agenda that are to be announced will be published in the Federal Gazette without delay upon receipt of the request and forwarded for publication to such media for which it can be assumed that they will disseminate the information throughout the European Union. They will also be made available on the Company's website at www.berentzen-gruppe.de/en/investors/annual-general-meeting/ and notified to the shareholders.

Applicants shall prove pursuant to Section 122 (2) Sentence 1 in conjunction with Section 122 (1) Sentence 3 AktG that they owned their shares for at least 90 days prior to the date on which the request is received and that they will hold their shares until a decision on their request has been made by the Executive Board.

The relevant sections of the German Stock Corporation Act upon which those share-holder rights are based are as follows:

Section 122 of the German Stock Corporation Act: Convening a meeting upon the request of a minority

- (1) A general meeting shall be convened if shareholders whose aggregate holding is not less than one-twentieth of the share capital require such meeting in writing, stating the purpose and grounds; such request shall be addressed to the management board. The articles of association may provide that the right to request a general meeting is to depend on another form and on holding a lower proportion of the share capital. The applicants have to prove that they have been shareholders for at least 90 days prior to the day of the receipt of the demand and that they will continue to hold the shares until the decision of the managing board regarding their request is made. Section 121 para. 7 shall apply correspondingly.
- (2) In the same way shareholders, whose shares amount in aggregate to not less than one-twentieth of the share capital or represent a proportional amount of not less than 500,000 Euro, may request to have items placed on the agenda and published. Every request for a new agenda item must be accompanied by an explanation of the reasons therefor or a proposed resolution. The request in accordance with sentence 1 must be received by the Company at least 24 days, in case of public companies at least 30 days prior to the general meeting; whereby the day of the receipt is not counted.
- (3) If any such request is not complied with, the court may authorize the shareholders who made the request to convene a general meeting or publish such items. At the same time the court may appoint the chairman of the meeting. The notice of the meeting or the publication shall refer to such authorization. An appeal may be made against the decision of the court. The applicants have to prove that they will continue to hold the shares until the decision of the court is made.
- (4) The Company shall bear the costs of the general meeting and, in the case of paragraph (3), also the court costs if the court grants the application.

Section 124 of the German Stock Corporation Act: Publication of requests for supplements; proposals for resolutions (excerpt)

- (1) If the minority has requested pursuant to Section 122 para. 2 that items shall be added to the agenda, these items shall be published either upon convening the meeting or immediately following receipt of the request. Section 121 para. 4 shall apply analogously; moreover, Section 121 para. 4a shall apply analogously to public companies. Publication and submission shall be made in the same way as applicable for convening the meeting.

Section 121 of the German Stock Corporation Act: General provisions (excerpt)

- (4) The convening of the general meeting shall be published in the company's journals. If the shareholders of the Company are known by name, the shareholders' meeting may be convened by registered letter, unless the articles of association provide otherwise; the day of dispatch shall be considered the day of publication. A notification to those registered in the shareholders' register is sufficient.
- (4a) In case of public companies which have not exclusively issued registered shares or which do not send the convention directly to the shareholders pursuant to para. 4 sentence 2, the notice shall, at the latest on the date of announcement, be furnished to such suitable media as may be expected to disseminate the information throughout the European Union.
- (7) In case of deadlines and dates which are calculated back from the date of the meeting, the day of the meeting itself shall not be included in the calculation. Adjourning the meeting from a Sunday, Saturday or a holiday to a preceding or following working day shall not be an option. Sections 187 to 193 of the German Civil Code (Bürgerliches Gesetzbuch) shall not be applied analogously. In case of unlisted companies, the articles may provide for a different calculation of the deadline.

Section 70 of the German Stock Corporation Act: Computation of the period of shareholding

If the exercise of rights arising from the share is dependent on the shareholder having been the holder of the share for a certain period of time, a claim for transfer of ownership against a credit institution, a financial services institution, a securities institution or an enterprise operating pursuant to § 53 paragraph 1 sentence 1 or § 53b paragraph 1 sentence 1 or paragraph 7 of the German Banking Act shall be deemed equivalent to ownership. The period of ownership of a predecessor in title shall be attributed to the shareholder if he acquired the share free of charge, from his trustee, as universal successor, in the event of the dissolution of a community or in the event of a portfolio transfer pursuant to section 13 of the Insurance Supervision Act or section 14 of the Building Savings Bank Act.

2. Motions and nominations pursuant to Section 126 (1) and Section 127 AktG

Shareholders may submit to the Company counter-motions to proposals of the Executive Board and/or Supervisory Board on specific items of the agenda and nominations for the election of Supervisory Board members or the appointment of auditors.

Motions from shareholders within the meaning of Section 126 AktG (including any supporting statements) opposing a proposal made by the Executive Board and/or Supervisory Board with regard to a specific item of the agenda as well as nominations within the meaning of Section 127 AktG, including the name of the shareholder and any response from the management, will be made available via the website www.berentzen-gruppe.de/en/investors/annual-general-meeting/ if the Company receives them no later than midnight (CEST) on May 2, 2024, via the following address, fax number or email address

Berentzen-Gruppe Aktiengesellschaft
Investor Relations
Ritterstrasse 7
49740 Haselünne
Germany

Fax: +49 (0) 5961 502 372

Email: ir@berentzen.de

and the other conditions under Section 126 and Section 127 AktG obliging the Company to make such motions or nominations available are met.

Counter-motions or nominations by shareholders which must be made available pursuant to Section 126 or Section 127 AktG shall be deemed to have been submitted as of the date on which these are made available. The Company will enable the exercise of voting rights regarding these motions or nominations from this date onwards. Motions submitted by shareholders who are not duly registered or not duly authorised need not be discussed at the annual general meeting.

Shareholders and their authorised representatives joining the annual general meeting electronically shall also have the right to submit motions and nominations at the meeting, as part of their right to speak, by means of video communication.

The relevant sections of the German Stock Corporation Act upon which those share-holder rights are based and which also set forth under which preconditions counter-proposals and election proposals do not need to be made available are as follows:

Section 126 of the German Stock Corporation Act: Propositions by shareholders

- (1) Information on shareholders propositions, including the respective shareholder's name, as well as the underlying reasons for the proposition and statements, if any, by the Management need only be given to the beneficiaries pursuant to section 125 para. 1 through 3, if the shareholder submits to the company at the address specified his counter-application stating the reasons for it to a proposal of the executive management board and the supervisory board concerning a specific agenda item at the latest 14 days prior to the general meeting. The day of the receipt is not counted. Public companies have to publish the propositions on their webpage. Section 125 para. 3 applies accordingly.
- (2) Information on a counter-application and the reasons therefor need not be given, if:
 1. the executive management board would by reason of giving such information become criminally liable;
 2. the counter-application would result in a resolution of the general meeting which would be unlawful or in breach of the articles;
 3. the grounds contain statements which are manifestly false or misleading in material respects or which are defamatory;
 4. a counter-application of such shareholder based on the same facts has already been communicated to a general meeting of the company pursuant to section 125;
 5. the same counter-application of such shareholder on essentially identical grounds has already been communicated pursuant to section 125 to at least two general meetings of the company within the past five years and at such general meetings less than one-twentieth of the share capital represented voted in favour of such counter-application;
 6. the shareholder indicates that he will neither attend nor be represented at the general meeting; or
 7. within the past two years at two general meetings the shareholder failed to move or cause to be moved on his behalf a counter-application communicated by him.

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

- (3) If several shareholder make counter-applications in respect of the same resolution, the management board may combine such counter-applications and their statements of grounds.
- (4) In the case of an virtual general meeting, propositions that are to be made accessible pursuant to paragraphs 1 to 3 shall be deemed to have been made at the time they are made accessible. The company shall enable the voting right on these propositions to be exercised as soon as the shareholders can prove the legal or statutory requirements for exercising the voting right. Unless the shareholder who made the proposal is duly legitimised and, if registration is required, duly registered for the general meeting, the proposal need not be dealt with at the meeting.

Section 127 sentences 1 to 3 of the German Stock Corporation Act: Nominations by shareholders

Section 126 shall apply analogously to nomination by a shareholder for election of supervisory board members or auditors. Such nomination need not be supported by statement of grounds. Nor need the executive management board give notice of such nomination if it fails to contain the particulars required by section 124 para. 3 sentence 4 and section 125 para. 1 sentence 5.

Section 124 of the German Stock Corporation Act: Publication for requests for supplements; proposals for resolutions (excerpt)

- (3) ...The nomination for the election of supervisory board members or auditors shall state their name, profession and domicile. ...

Section 125 of the German Stock Corporation Act: Communications to shareholders and Members of the Supervisory Board (excerpt)

- (1) ...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 shall be added.

Section 137 of the German Stock Corporation Act: Voting on nomination made by shareholders

If a shareholder has made a nomination for the election of members of the supervisory board pursuant to section 127 and proposes at the general meeting the election of the person nominated by him, such proposal shall be resolved upon prior to consideration of the proposal of the supervisory board if a minority of shareholders whose aggregate holding is at least one-tenth of the share capital represented at the meeting so requests.

3. Right to obtain information pursuant to Section 131 (1) AktG

Any shareholder or shareholder's representative may at the annual general meeting require the Executive Board to provide information on affairs of the Company, the Company's legal and business relationships with companies affiliated with it and on the position of the corporate group and of companies included in the consolidated financial statements, provided that this information is necessary for an appropriate assessment of an item of the agenda and the Executive Board does not have any statutory right to refuse to provide this information.

It is envisaged that the chair of the annual general meeting will specify that the right to obtain information under Section 131 (1) AktG at the annual general meeting may exclusively be exercised by means of video communication, i.e. while exercising the right to speak.

Section 131 (4) sentence 1 AktG prescribes that whenever a shareholder has, due to their shareholder status, been provided with information outside the scope of the annual general meeting, this information is to be provided to any other shareholder or such person's authorised representative at the annual general meeting, at that person's demand, even if this information is not necessary for a proper assessment of the item of the agenda in question.

In addition, Section 131 (5) sentence 1 AktG prescribes that whenever a shareholder is denied information, they may require that their question and the reason for the denial of this information be included in the minutes of the meeting.

The Company shall ensure for the virtual annual general meeting that shareholders or their authorised representatives who join the annual general meeting electronically are able at the annual general meeting to submit a request under Section 131 (4) sentence 1 AktG and a request under Section 131 (5) sentence 1 AktG other than by means of video communication, i.e. as part of their right to speak and via the procedure provided for this purpose, including by means of electronic communication via the password-protected Internet service on the Company's website www.berentzen-gruppe.de/en/investors/annual-general-meeting/, using the procedure provided for this purpose and with their relevant access details.

The relevant sections of the German Stock Corporation Act upon which those share-holder rights are based and which also set forth under which preconditions the Executive Management Board can refuse to answer are as follows:

Section 131 of the German Stock Corporation Act: Shareholders right to information

- (1) Each shareholder shall upon request be provided with information at a general meeting by the executive management board regarding the company's affairs, to the extent that such information is necessary to permit 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 connected enterprise. If a company makes use of the simplified procedure pursuant to section 266 para. 1 sentence 3, section 276 or section 288 of the German Commercial Code, each shareholder may request that the annual financial statements be presented to him at the general meeting on such annual financial statements in the form which would have been used if such provisions on simplified procedure were not applied. The disclosure obligation of the executive management board of the parent company (section 290 para. 1 sentence 2 of the German Commercial Code) in the general meeting, to which the consolidated financial statements and the consolidated management report is presented, also extends to the situation of the consolidated group of companies and of the enterprises included in the consolidated financial statements.

- (1a) In the case of a virtual general meeting, paragraph 1 sentence 1 shall apply with the proviso that the executive board may stipulate that shareholders' questions must be submitted by electronic communication no later than three days before the meeting. For the calculation of the deadline, § 121 paragraph 7 shall apply. Questions not submitted in due time need not be considered.
- (1b) The scope of the submission of questions may be reasonably limited in the convening notice. The right to submit questions may be restricted to shareholders duly registered for the meeting.
- (1c) The company shall make duly submitted questions available to all shareholders before the meeting and answer them no later than one day before the meeting; § 121 paragraph 7 shall apply to the calculation of the time limit. In the case of listed companies, the questions shall be made available and answered via the company's website. § Section 126 subsection 2 sentence 1 number 1, 3 and 6 shall apply mutatis mutandis to the making available of the questions. If the answers are continuously accessible one day before the beginning and at the meeting, the executive board may refuse to provide information on these questions at the meeting.
- (1d) Each shareholder who is electronically connected to the meeting shall be granted the right to ask questions at the meeting by means of electronic communication regarding all answers given by the executive board before and at the meeting. Paragraph 2 sentence 2 shall also apply to the right to ask questions.
- (1e) In addition, every shareholder who is electronically connected to the meeting shall be granted the right at the meeting by means of electronic communication to ask questions on matters that have only arisen after the expiry of the period pursuant to paragraph 1a sentence 1. Paragraph 2 sentence 2 shall also apply to this right to ask questions.
- (1f) The chairman of the meeting may determine that the right to information pursuant to paragraph 1, the right to ask questions pursuant to paragraph 1d and the right to ask questions pursuant to paragraph 1e may be exercised in the general meeting exclusively by means of video communication.
- (2) The information provided shall comply with the principles of conscientious and accurate accounting. The articles of association or the by-laws according to section 129 can authorize the chairperson to set appropriate time limits in regards to shareholders' right to ask questions and speak and to make other determinations in this matter.
- (3) The executive management board may refuse to provide information:
 - 1. to the extent that providing such information is, according to sound business judgement, likely to cause not insignificant damage to the company or a connected enterprise;
 - 2. to the extent that such information relates to tax valuations or the amount of individual taxes;
 - 3. on the difference between the value at which items are shown in the annual balance sheet and the higher value of such items, unless the general meeting is to determine the annual financial statements;
 - 4. on methods of arriving at balances and valuation, if disclosure of such methods in the notes suffices to provide a factually accurate picture of the condition of the company's assets, financial position and profitability within the meaning of section 264 para. 2 of the German Commercial Code; this shall not apply if the general meeting is to determine the annual financial statements;
 - 5. insofar as provision of the information would render the executive management board criminally liable;
 - 6. insofar as, in the case of a bank or a financial services institution, information on methods adopted of arriving at balances, valuation and does not require to be given in the annual financial statements, management report, consolidated financial statements or consolidated management report;
 - 7. insofar as such information is available on the webpage of the company at least for a period of seven days prior to the general meeting and throughout the general meeting.

Provision of information may not be refused for other reasons.

- (4) If information has been provided to a shareholder, by reason of his status as a shareholder, outside the general meeting, such information shall upon request be provided to any other shareholder at the general meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. In the case of a virtual general meeting, it shall be ensured that each shareholder who is electronically connected to the meeting can submit his request pursuant to sentence 1 by means of electronic communication. The executive management board may not refuse to provide such information on the grounds of paragraph (3) sentence 1 nos. 1 to 4. Sentences 1 to 3 shall not apply if a subsidiary enterprise (section 290 paragraphs (1) and (2) of the German Commercial Code) an enterprise with common management (section 310 paragraph (1) of the German Commercial Code) or an associated enterprise

(section 311 paragraph (1) of the German Commercial Code) discloses the information to a parent enterprise (section 290 paragraphs (1) and (2) of the German Commercial Code) for the purposes of inclusion of the information in the consolidated financial statements of the parent enterprise and the information is necessary for that 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. In the case of a virtual general meeting, it shall be ensured that each shareholder who is electronically connected to the meeting can submit his request pursuant to sentence 1 by means of electronic communication.

Additionally the chairperson is entitled to set several directional and regulatory measures. E.g. to set limits on shareholders' right to ask questions and speak.

The relevant section of the Company's Articles of Association is as follows:

Sec. 18 (2) of the Articles of Association of Berentzen-Gruppe Aktiengesellschaft::

- (2) The Chairman shall lead the discussions and determine the order of the items on the agenda and the order and form of voting. The Chairman can also place reasonable time limits on the shareholders' right to speak and ask questions. In particular, he can set reasonable time limits on the course of the meeting, the discussion of the individual agenda items and individual questions and statements.

Haselünne, April 2024

Berentzen-Gruppe Aktiengesellschaft

The Executive Board