

» Invitation to the Annual General Meeting «

Friday, 14 May 2021, at 02:00 pm CEST*

EQS Group AG,
WKN 549416
ISIN DE0005494165



Invitation to

**the Annual General Meeting to be held as
a Virtual Annual General Meeting without
the Physical Presence of Shareholders**

Friday, 14 May 2021,
at 02:00 pm CEST*,

as a Virtual Annual General Meeting without
the physical presence of any shareholders or
their authorised representatives.

We hereby invite all our shareholders to
attend.

The entire Annual General Meeting will be
broadcast live as a video and audio trans-
mission on the Internet for any shareholders
who are validly registered. Shareholders may
exercise their voting rights exclusively by
electronic communication or by conferring an
authorisation to company-designated voting
proxies. The place of the Annual General
Meeting as defined in the AktG (German Stock
Corporation Act) is in Karlstrasse 47, 80333
Munich, Germany. For details on the holding
of the Annual General Meeting as a virtual
meeting, please refer to the section "Additi-
onal Information and Notes" that is available
herein after the Agenda.

* Unless explicitly otherwise provided, any and all times specified in this invitation to the Annual General Meeting refer to Central European Summer Time (CEST). Coordinated Universal Time (UTC) is Central European Summer Time (CEST) minus two hours, i.e. 2:00 pm CEST is 12:00 noon UTC.

I. Agenda

1. Presentation of the adopted Financial Statements for the year ended on 31 Dec. 2020, the Management Report for the 2020 Financial Year, the approved Consolidated Financial Statements for the year ended on 31 Dec. 2020, the Group Management Report for the 2020 Financial Year and the Report of the Supervisory Board for the 2020 Financial Year.

The Supervisory Board approved the Financial Statements and the Consolidated Financial Statements as prepared by the Executive Board and thus adopted the Financial Statements. Accordingly, the Annual General Meeting will not need to approve them. The documents mentioned in this Agenda item 1 are available for shareholders on the Internet at

<https://www.eqs.com/de/ueber-eqs/investoren/corporate-governance/>

No resolution will be passed on this item.

2. Resolution on Profit Appropriation

The Executive Board and the Supervisory Board propose to use the profit for the 2020 financial year as disclosed in the company's Financial Statements for the year ended on 31 Dec. 2020 as follows:

The full profit of EQS Group AG generated in the past 2020 financial year as disclosed in the Balance Sheet will be carried forward to the new account.

3. Resolution on the Discharge of Members of the Executive Board for the 2020 Financial Year

The Executive Board and the Supervisory Board propose to grant discharge to all members of the Executive Board who were active in the 2020 financial year.

4. Resolution on the Discharge of Members of the Supervisory Board for the 2020 Financial Year

The Executive Board and the Supervisory Board propose to grant discharge to all members of the Supervisory Board who were active in the 2020 financial year.

5. Resolution on the Election of the Auditor of the Financial Statements and the Consolidated Financial Statements

The Supervisory Board proposes to elect BDO AG Wirtschaftsprüfungsgesellschaft (Auditing Company) Hamburg, branch office of Munich, as auditor for the financial statements and consolidated financial statements of the company for the 2021 financial year and for the audit of any intermediate statements requiring an audit review, until the next Annual General Meeting.

6. Resolution on the Election of the Supervisory Board

The term of office of the currently active members of the Supervisory Board, Peter Conzatti and Robert Wirth, expire at the end of the Annual General Meeting of 2021.

The Supervisory Board consists of four members to be elected by the Annual General Meeting (as shareholder representatives) pursuant to Sec. 96 (1) of the AktG (German Stock Corporation Act) in conjunction with Sec. 101 (1) of the AktG and Sec. 95 (1) of the AktG in conjunction with Art. 9 (1) of the Articles of Association. The Annual General Meeting is not bound by nominations for the election.

The Supervisory Board suggests to elect the following persons as representatives of the shareholders to the Supervisory Board:

(a) **Prof. Dr. Kerstin Lopatta**, residing in Springe, Professorin für Betriebswirtschaftslehre (University Professor for Business Administration), in particular external accounting, auditing and sustainability at the University of Hamburg, Germany.

Ms Prof. Dr. Kerstin Lopatta will be appointed for the term until the end of the Annual General Meeting resolving on the discharge for the 2021 financial year.

(b) **Robert Wirth**, residing in Amberg, Medienmarketing-Fachwirt (Business Administrator for Media Marketing) BAW and television editor, currently entrepreneur and self-employed management consultant, Amberg, Germany.

Mr Robert Wirth will be appointed for the term until the end of the Annual General Meeting resolving on the discharge for the 2023 financial year.

Ms Prof. Dr. Kerstin Lopatta's expertise comprises, in particular, the fields of accounting and auditing of financial statements.

Mr Robert Wirth is already a member of the company's Supervisory Board and is proposed for re-election. It is planned to have the Annual General Meeting decide about the elections by way of individual votes.

Additional Information on the Candidates for the Supervisory Board under Agenda Item 6

Ms Prof. Dr. Kerstin Lopatta should be elected as member of the company's Supervisory Board for the first time. For a summary CV of Ms Prof. Lopatta, please refer to EQS Group AG's website at

<https://www.eqs.com/de/ueber-eqs/investoren/corporate-governance/>

Mr Robert Wirth is member of EQS Group AG's Supervisory Board. For a summary CV of Mr Wirth, please refer to EQS Group AG's website at

<https://www.eqs.com/de/ueber-eqs/investoren/corporate-governance/>

According to an assessment of the Supervisory Board, there should be no personal or business relations between the designated candidates and EQS Group AG, its group companies or any executive bodies of EQS Group AG or a shareholder holding an essential interest in the company; apart from Robert Wirth, who consults the company to a small extent in the context of certain projects.

The Supervisory Board's election proposal takes into account the legal provisions and the objectives resolved upon by EQS Group AG's Supervisory Board on its composition. The Supervisory Board verified that the candidates it nominated will be able to take the time required for this office. The designated candidates declared in advance that they are willing to accept the office, in case they are elected.

7. Cancellation of the Authorised Capital 2020/I in Art. 4 (3) of the Articles of Association and Creation of a New Authorised Capital 2021 with the Option to Exclude the Subscription Right and Relevant Amendment of the Articles of Association

The Annual General Meeting of 17 July 2020 resolved on the creation of Authorised Capital 2020/I of EUR 3,587,445.00 under Art. 4 (3) of the Articles of Association. The Executive Board has, so far, used this authorisation by EUR 707,361.00.

A new authorised capital (Authorised Capital 2021) should be created under Art. 4 (3) of the Articles of Association, by cancelling the currently existing Authorised Capital 2020/I set forth in Art. 4 (3) of the Articles.

The Executive Board and the Supervisory Board propose to pass the following resolutions:

a) Cancellation of the Existing Authorised Capital 2020/I under Art. 4 (3) of the Articles of Association

The authorisation of the Executive Board set out in Art. 4 (3) of the Articles of Association, to increase the company's share capital with the consent of the Supervisory Board on one or several occasions until 16 July 2025 by up to EUR 2,880,084.00, by issuing new registered common shares and/or new registered non-voting preferred shares in exchange for cash contributions and/or contributions in kind (Authorised Capital 2020/I) will be cancelled upon effective registration of the Authorised Capital 2021, insofar as no use has been made of the Authorised Capital 2020/I at the time of registration of its cancellation.

b) Creation of New Authorised Capital 2021

The Executive Board is authorised, with the consent of the Supervisory Board, to increase the share capital of the company on one or more occasions on or before 13 May 2026 by up to EUR 3,941,125.00 by issuing new registered common shares and/or new registered non-voting preferred shares in exchange for cash contributions and/or contributions in kind (Authorised Capital 2021).

The authorisation includes the authority to issue additional non-voting preferred shares in the event of multiple issuances of preferred shares that rank prior to or equal to the previously issued preferred shares in the distribution of profits or corporate assets.

If shareholders are granted subscription rights, the shares may also be offered to a credit institution or a company operating in accordance with Sec. 53^o(1) sentence (1) or Sec. 53b^o(1)^osentence (1) or (7) of the KWG (German Banking Act) with the obligation to offer them to shareholders for subscription (indirect subscription right). The Executive Board is authorised, with the approval of the Supervisory Board, to exclude subscription rights:

- to exclude fractional amounts from the shareholders' subscription rights;
- in the case of capital increases against contributions in kind for the (also indirect) acquisition of companies, parts of companies or an interest in a company, other essential operating resources or other assets, including accounts receivable against the company;
- in the case of capital increases against cash contributions, if the issue price of the shares is not significantly lower than the stock market price and the shares issued with the exclusion of subscription rights in accordance with Sec. 186°(3)°sentence (4) of the AktG do not exceed a total of 10 % of the share capital. The maximum limit shall include shares issued or to be issued during the term of this authorisation up to the time of their exercise for the purpose of fulfilling bonds with warrants or convertible bonds, provided that the bonds were issued to the exclusion of subscription rights in analogous application of Sec. 186°(3)°sentence (4) of the AktG, as well as treasury shares acquired on the basis of an authorisation pursuant to Sec. 71°(1)°no. (8) of the AktG and sold with the exclusion of shareholders' subscription right pursuant to Sec. 186°(3)°sentence (4) of the AktG;
- to fulfil a greenshoe option agreed with underwriters in the event of a further IPO of the company;
- insofar as this is necessary to grant the holders of conversion and/or option rights or of a conversion obligation from convertible bonds and/or bonds with warrants already issued or to be issued in the future by EQS Group AG or its group companies at the time of the utilisation of the Authorised Capital 2021 a subscription right to new shares to the extent to which they would be entitled as shareholders after exercising the conversion and/or option rights or after fulfilling a conversion obligation;

- to implement a so-called scrip dividend, whereby shareholders are offered the option of contributing their dividend entitlement, at their choice, (in whole or in part) to the company as a contribution in kind in exchange for the granting of new shares from the Authorised Capital 2021.

The Executive Board is authorised, with the approval of the Supervisory Board, to determine the further contents of the share rights and the conditions of the share issue as well as the further details of the capital increase and its implementation. The right to participate in profits granted to shareholders of such new shares may also deviate from Sec. 60 (2) of the AktG; such new shares might grant the right to profit participation from the beginning of the financial year preceding the year of their issue, unless the Annual General Meeting has already resolved on the appropriation of profits for such financial year at the time these new shares are issued.

The Supervisory Board is authorised to amend the wording of the Articles of Association after the full or partial implementation of the share capital increase in accordance with the respective utilisation of the authorised capital and, if the authorised capital has not been utilised or has not been fully utilised by 13 May 2026, after the expiration of the authorisation period.

c) Article 4 (3) of the Articles of Association Will be Amended to Read as Follows:

„(3) The Executive Board is authorised, with the consent of the Supervisory Board, to increase the share capital of the company on one or more occasions on or before 13 May 2026 by up to EUR 3,941,125.00 by issuing new registered common shares and/or new registered non-voting preferred shares in exchange for cash contributions and/or contributions in kind (Authorised Capital 2021).

The authorisation includes the authority to issue additional non-voting preferred shares in the event of multiple issuances of preferred shares that rank prior to or equal to the previously issued preferred shares in the distribution of profits or corporate assets.

If shareholders are granted subscription rights, the shares may also be offered to a credit institution or a company operating in accordance with Sec. 53^o(1) sentence (1) or Sec. 53b^o(1) sentence (1) or (7) of the German Banking Act (KWG) with the obligation to offer them to shareholders for subscription (indirect subscription right). The Executive Board is authorised, with the consent of the Supervisory Board, to exclude subscription rights,

- to exclude fractional amounts from the shareholders' subscription rights;
- in the case of capital increases against contributions in kind for the (also indirect) acquisition of companies, parts of companies or an interest in a company, other essential operating resources or other assets, including accounts receivable against the company;
- in the case of capital increases against cash contributions, if the issue price of the shares is not significantly lower than the market price and the shares issued with the exclusion of subscription rights in accordance with

Sec. 186°(3)°sentence (4) of the AktG do not exceed a total of 10 % of the share capital. The maximum limit shall include shares issued or to be issued during the term of this authorisation up to the time of its exercise for the purpose of fulfilling bonds with warrants or convertible bonds, provided that the bonds were issued with the exclusion of subscription rights in analogous application of Sec. 186°(3)°sentence (4) of the AktG, as well as treasury shares acquired on the basis of an authorisation pursuant to Sec. 71°(1)°no. (8) of the AktG and sold with the exclusion of shareholders' subscription rights pursuant to Sec. 186°(3)°sentence (4) of the AktG;

- to fulfil a greenshoe option agreed with underwriters in the event of a further IPO of the company;
- insofar as this is necessary to grant the holders of conversion and/or option rights or a conversion obligation from convertible bonds and/or bonds with warrants already issued or to be issued in the future by EQS Group AG or its group companies at the time of the utilisation of the Authorised Capital 2021 a subscription right to new shares to the extent to which they would be entitled as shareholders after exercising the conversion and/or option rights or after fulfilling a conversion obligation;
- to implement a so-called scrip dividend, whereby shareholders are offered the option of contributing their dividend entitlement, at their choice, (in whole or in part) to the company as a contribution in kind in exchange for the granting of new shares from the Authorised Capital 2021.

The Executive Board is authorised, with the consent of the Supervisory Board, to determine the further contents of the share rights and the conditions of the share issue as well as the further details of the capital increase and its implementation. The right to participate in profits granted to shareholders of such new shares may also deviate from Sec. 60 (2) of the AktG; such new shares might grant profit participation from the beginning of the financial year preceding the year of their issue, unless the Annual General Meeting has already resolved on the appropriation of profits for such financial year at the time of issue of the new shares.

The Supervisory Board is authorised to amend the wording of the Articles of Association after the full or partial implementation of the capital increase in accordance with the respective utilisation of the authorised capital and, if the authorised capital has not been utilised or has not been fully utilised by 13 May 2026, after the expiration of the authorisation period.”

8. Resolution on the Cancellation of the Authorisation of 18 May 2018 (Agenda Item 13) and Cancellation of the Contingent Capital 2018 in Article 4 (4) of the Articles of Association and Resolution on an Authorisation to Issue Convertible Bonds and/or Bonds with Warrants, to Exclude the Subscription Right and to Create a Contingent Capital 2021 and to Amend the Articles of Association Accordingly

The authorisation to issue bonds with warrants and/or convertible bonds and the Contingent Capital 2018 under Art. 4 (4) of the Articles of Association are restricted until 17 May 2023. No convertible bonds and bonds with warrants have been issued yet under this authorisation. A new Contingent Capital and an authorisation with essentially the same wording for issuing convertible bonds and/or bonds with warrants should be created which will replace the regulation

applicable until now, in order to enable the most flexible options for financing the company, even by excluding a subscription right.

Therefore, the Executive Board and the Supervisory Board propose the following resolutions:

a) Authorisation to Issue Convertible Bonds and/or Bonds with Warrants

- aa) Upon registration of the Authorised Capital 2021 in the Commercial Register under Article 4 (4) of the Articles of Association, the Executive Board is authorised to issue, with the consent of the Supervisory Board, on one or several occasions, bearer bonds with warrants and/or convertible bonds, with a total nominal amount of up to EUR 200,000,000.00, with or without term limitation, and to grant the bearers of bonds with warrants option rights and the bearers of convertible bonds convertible rights for up to 3,941,125 non-par value registered shares of the company with a pro-rated notional share in the share capital of up to EUR 3,941,125.00 until 13 May 2026 according to the provisions set out in the terms and conditions applicable to such bonds with warrants or convertible bonds (Bond Conditions).

Moreover, the Executive Board may, also with the consent of the Supervisory Board, issue any bearer convertible bonds where the bearers of the convertible bonds are obliged to convert the bonds into new shares of the company during or at the end of the conversion period as specified in more detail in the Convertible Bond Conditions.

The bonds with warrants and/or convertible bonds (partial bonds) may be issued exclusively in Euro.

The partial bonds can also be issued by wholly-owned indirect or direct holding companies of EQS Group AG; in this case the Executive

Board will be authorised, with the consent of the Supervisory Board, to take over the guarantee for the bonds with warrants and the convertible bonds with conversion rights / conversion obligations for the company, and to grant the owners of such bonds with warrants and/or convertible bonds any option rights and/or conversion rights to the new EQS Group AG shares. The individual issues can be divided in partial bonds which equivalent rights.

- bb) In case of an issue of convertible bonds, the holders of bonds will be granted the right to convert their partial bonds to new registered non-par value shares of the company pursuant to the detailed provisions of the Convertible Bond Conditions. The conversion ratio arises by dividing the nominal amount of a partial bond by the specified conversion price for one new share in the company. The conversion ratio may also result from dividing the issue amount of a partial bond that is lower than the nominal amount by the specified conversion price for one new share of the company. It might be provided in the Bond Conditions that the conversion ratio and/or the conversion price are variable and that the conversion price will be specified within a range to be determined, depending on the stock price trend during the term. The conversion ratio can, in any case, be rounded to the nearest whole number; furthermore, a supplementary cash payment can be specified. Otherwise, an option for combining fractions and/or for a cash compensation can be provided. The Bond Conditions might also provide for a conversion obligation at the end of the term or at any other time. The pro-rated share in the share capital attributable to the shares to be obtained per partial bond, must not exceed the nominal amount of the partial bonds or the issue amount of the partial bond which is below the nominal amount.

- cc) If bonds with warrants are issued, each partial bond will be granted one or several option rights which will entitle the holder of the partial bond to receive new registered shares of the company as specified, in detail, in the Bond Conditions. The pro-rated amount in the share capital attributable to the shares to be obtained per partial bond must not exceed the nominal amount of the partial bonds.
- dd) The bonds with warrants and/or the convertible bonds with conversion rights and/or conversion obligations must generally be offered to shareholders for subscription. Insofar as shareholders are granted subscription rights, the shares may also be offered to a credit institution or a company operating in accordance with Sec. 53^o(1) sentence (1) or Section 53b^o(1) sentence (1) or (7) of the KWG (German Banking Act) for subscription, with the obligation to offer them to shareholders for subscription (indirect subscription right). The Executive Board is, however, authorised to exclude the subscription right, with the consent of the Supervisory Board, in the following cases:
- *for fractions arising due to the subscription ratio;*
 - *insofar as it is necessary to grant the holders of option rights and/or conversion rights already issued or still to be issued or of convertible bonds with conversion obligations a right to subscribe for shares in EQS Group AG to the extent to which they would be entitled after exercising the option and/or conversion rights or after fulfilling the conversion obligations;*
 - *if the issue price does not fall essentially below the theoretical market value determined according to financial mathematical methods. In addition, the exclusion of the subscription right pursuant to Sec. 186 (3)*

sentence 4 of the AktG applies only to partial bonds with rights for shares issued against cash payment which constitute a pro-rated amount in the share capital of not more than 10 %. This limit shall include shares which were issued or sold by a direct or appropriate application of this provision based on other authorisations during the term of this authorisation. Furthermore, shares shall be included in this limit which were issued or are to be issued based on bonds with conversion or option rights which were issued according to this provision at the time of its use.

- ee) The conversion or option price to be specified for one share must be at least 80 % of the market price of EQS Group's share in the XETRA trading system (or any functionally comparable successor system which replaced the XETRA trading system). The arithmetic average of the closing prices of the company's shares during the last ten trading days prior to the date when the Board of Directors resolves on the issue of convertible bonds or bonds with warrants or on the declaration of acceptance by the company after a public invitation to submit offers for subscription shall be decisive for this purpose. For any subscription rights trade, the closing prices on the days of such subscription right trade shall be decisive, apart from the last two trading days of such subscription right trade. Section 9°(1) of the AktG shall remain in full force and effect.
- ff) The conversion or option price can be adapted – subject to Sec. 9 (1) of the AktG – based on an anti-dilution clause in accordance with a more detailed specification in the Bond Conditions. That might be done e.g. by paying a corresponding cash amount if the option or conversion right is exercised, by decreasing the supplementary payment or by adapting the conversion ratio. Such adaptations can be made, in particular, if the company increases

its share capital during the conversion or option period or issues other convertible bonds / bonds with warrants or participation rights with conversion or option rights or grants other option rights. The Conditions may also provide for an adaptation of the option or conversion rights in case of capital decreases, share splits or a special dividend.

gg) The Executive Board is authorised, with the consent of the Supervisory Board, to determine the Bond Conditions and the other details for issuing and granting bonds with warrants and/or conversion bonds, in particular the interest rate, issue price, term and denomination, option and/or conversion price and the option or conversion period or to specify these conditions in agreement with the competent executive bodies of the holding company issuing the bonds with warrants or convertible bonds. The Conditions may provide, inter alia, for,

- *whether such shall be rounded to a full conversion ratio and if so, how;*
- *whether a supplementary cash payment or a cash compensation will be determined in case of fractions;*
- *whether, in case of a conversion or exercise of the option, no shares in the company will be granted, but their equivalent will be paid in cash;*
- *whether the convertible bonds will be converted to already existing shares of the company, instead of in new shares from the Contingent Capital, or whether the option right from the bonds with warrants is fulfilled by the delivery of such shares.*

b) Creation of a Contingent Capital 2021

The company's share capital will be increased contingently by up to EUR 3,941,125.00 by issuing up to 3,941,125 non-par value registered shares (Contingent Capital 2021). The contingent capital increase is made exclusively for the purpose of granting shares to the holders of convertible bonds and/or bonds with warrants issued by the company or by a wholly-owned direct or indirect holding company of the company until 13 May 2026 in accordance with the authorisation granted above as set out under item a). In accordance with the terms and conditions of the convertible bonds, the contingent capital increase also serves to issue shares to holders of convertible bonds with conversion obligations. New shares will be issued for the conversion or option price to be determined pursuant to item a). The contingent capital increase will only be implemented to the extent that the holders of the convertible bonds and/or bonds with warrants exercise their conversion or option rights or the holders of convertible bonds with a conversion obligation fulfil their conversion obligation and to the extent that no treasury shares will be made available to fulfil these rights. The shares will participate in any profits from the beginning of the previous financial year – insofar as permitted by law and if they arise up to the start of the General Meeting of the company – otherwise from the beginning of the financial year in which they arise. The Executive Board is authorised, with the consent of the Supervisory Board, to determine the further details of the implementation of the contingent capital increase.

c) Cancellation of the Authorisation and of the Contingent Capital, Amendment of the Articles of Association

The authorisation resolved upon by the Annual General Meeting of 18 May 2018 to issue convertible bonds and/or bonds with warrants and the Contingent Capital 2018 provided for under

Art. 4 (4) of the Articles of Association will be cancelled when the new Contingent Capital 2021 takes effect. The wording of Article 4 (4) of the Articles of Association will be amended and will read as follows:

„(4) The company’s share capital was increased contingently by up to EUR 3,941,125.00 by issuing up to 3,941,125 no-par value registered shares (Contingent Capital 2021). The contingent capital increase is made exclusively for the purpose of granting shares to the holders of convertible bonds and/or bonds with warrants issued by the company or any wholly-owned direct or indirect holding company of the company until 13 May 2026 in accordance with the authorisation granted by the Annual General Meeting on 14 May 2021. In accordance with the terms and conditions of the convertible bonds, the contingent capital increase also serves to issue shares to holders of convertible bonds with conversion obligations. The contingent capital increase will only be implemented to the extent that the holders of the convertible bonds and/or bonds with warrants exercise their conversion or option rights or the holders of the convertible bonds with a conversion obligation fulfil their conversion obligation and to the extent that treasury shares are not made available to service these rights. The shares will participate in any profits from the beginning of the previous financial year – insofar as permitted by law and if they arise up to the start of the General Meeting of the company – otherwise from the beginning of the financial year in which they arise. The Executive Board is authorised, with the consent of the Supervisory Board, to determine the further details of the implementation of the contingent capital increase.“

d) Authorisation of the Supervisory Board

The Supervisory Board will be authorised to adapt the wording of the Articles of Association in line with the issue of the new registered subscription shares and to make all other amendments of the Articles of Association associated therewith which only relate to the wording. The same shall apply in the event that the authorisation to issue convertible bonds and/or bonds with warrants is not used after the expiry of the authorisation period and in the event that the Contingent Capital 2021 is not used after expiry of any and all conversion and option periods.

9. Resolution on the Authorisation to Acquire and Use Treasury Shares pursuant to Sec. 71 (1) no. 8 of the AktG and to Exclude the Subscription Right and the Right to Offer Shares; Cancellation of the Former Authorisation to Acquire Treasury Shares

The company needs a special authorisation by the Annual General Meeting to acquire, use and redeem treasury shares pursuant to Sec. 71 (1) no. 8 of the AktG, unless that its explicitly permitted by law. The company's Annual General Meeting used this option in 2018 and granted such an authorisation to the company. Since EQS Group AG has already made use of the currently existing authorisation and since it implemented several capital increases since such authorisation was granted and since the permitted scope of an authorisation for redeeming treasury shares has been changed as a consequence thereof, a proposal will be submitted to this year's Annual General Meeting to authorise the company again to buy treasury shares to the highest extent permitted by law for a period of five years which is the longest period permitted by law.

The Executive Board and the Supervisory Board propose to resolve as follows:

a) Purchase Authorisation

From the day on which the resolution is passed until 13 May 2026, the company shall be authorised, with the consent of the Supervisory Board, to buy treasury shares of up to 10 % of the share capital existing at the time when the resolution is passed or of the share capital existing at the time of exercise of such authorisation – if this value is lower – for any permitted purpose and subject to the legal restriction. The authorisation must not be used for the purpose of trading in treasury shares. The authorisation can be exercised, in full or in part, on one or several occasions, by pursuing one or several purposes. The shares acquired and the other treasury shares that are in the possession of the company or are to be allocated to it pursuant to Sections 71 a et seq. of the AktG must, at no time, account for more than 10 % of the share capital.

At the Executive Board's choice, the shares can be bought in the stock exchange or by using a public offer to all shareholders or by a public invitation to submit sales offers or by the submission of rights to offer shares for sale to the shareholders.

- (1) *If the shares are bought in the stock exchange, the consideration paid by the company per share (not including ancillary acquisition cost) must not exceed or fall below the stock market price ("closing price") of a share of EQS Group AG in the XETRA trading system at the Frankfurt stock exchange or any successor system which replaced the XETRA system, as determined in the last price determination on the previous trading day, by more than 10 %.*
- (2) *If the shares are bought through a public offer to all shareholders of the company, the offered purchase price or the limits of the offered purchase price range per share*

(not including ancillary acquisition cost) must not exceed or fall below the closing price in the XETRA trading system (or any successor system which replaced the XETRA trading system) at the Frankfurt a. M. stock exchange determined on the third trading date prior to the date on which the offer was published, by more than 20 %. The volume of the offer can be restricted. Insofar as the entire subscription of the offer exceeds this volume, the declarations of acceptance must in principle be considered on a pro-rata basis. Preferred consideration can be provided for small lots of up to 100 shares for the purchase of offered shares of the company per shareholder.

- (3) If the acquisition is made through a public invitation to submit offers for sale addressed to all shareholders, the company will specify a purchase price range per share and any sales offers must fall in such range. The purchase price range can be adapted if significant price deviations from the price at the time of publication of the invitation to submit sales offers arise during the offer period. The purchase price per share to be paid by the company (not including ancillary acquisition cost) which the company determines on the basis of the sales offers it received, must not exceed or fall below the average of the closing prices in the XETRA trading system (or any comparable successor system) on three trading days prior to the due date described below by more than 10 %. The due date shall be deemed to be the date on which the Executive Board of the company decides formally on the publication of the invitation to submit sales offers or their adaptation. The volume of the acceptance can be restricted. Insofar as several equivalent sales offers are received of which not all can be accepted due to the volume restriction, the buy can be based on the quotas of the offer ratios, instead of on*

the participation ratios, where any potential right to offer shares for sale will insofar be partially excluded. Furthermore, a preferential acceptance of lower lots of up to 100 offered shares per shareholder could be provided for, by partially excluding any potential right to offer shares for sale, as well as the rounding according to commercial principles in order to avoid any fractions of shares arising from calculation.

- (4) *If the purchase is made on the basis of rights to offer shares for sale provided to shareholders, such can be allocated per share in the company. In line with the proportion of the company's share capital to the volume of the shares redeemed by the company, a specifically determined number of rights to offer shares in the company will entitle the holder to sell them to the latter. Rights to offer shares for sale may also be allocated in the manner that one such right will be allocated per number of shares resulting from the ratio of the share capital to the volume of shares to be redeemed. Fractions of such rights to offer shares for sale will not be allocated; so that such partial offer rights will be excluded for this case. The price and the limits of the offered purchase price range (each without ancillary acquisition cost) for which a share is sold to the company upon exercise of the right to offer shares for sale will be determined according to the provisions in para. (3) above, where the decisive due date is the one on which the redemption offer is published by granting rights to offer shares for sale and adapted, if appropriate, where the decisive due date is the one on which the adaptation is published. The Executive Board of the company will determine the detailed structure of the rights to offer shares for sale, in particular their contents, term and their tradeability, in case of need.*

b) Use of Purchased Shares

The Executive Board is authorised to use treasury shares bought based on the above or any other authorisation given earlier, each with the consent of the Supervisory Board, for all purposes permitted by law, in particular for the following purposes:

- (1) to sell shares of the company at a German or foreign stock exchange where they are already traded or admitted for trading;*
- (2) for sale in any other way than in a stock exchange, if the shares are sold against cash payment at a price which does not essentially fall below the market price of the company's shares at the time of sale. In this case, the number of shares sold by excluding the subscription right pursuant to Sec. 186 (3) sentence (4) of the AktG, must not exceed a total of 10 % of the share capital, neither at the time when the authorisation takes effect nor at the time it is exercised. This limit shall include shares which were issued or sold during the term of this authorisation by directly or appropriately applying this provision based on other authorisations. Furthermore, shares shall be included in this limit which were issued or are to be issued based on bonds with conversion or option rights which were issued according to this provision at the time of its use;*
- (3) as consideration for third parties in the context of an acquisition of any company, parts of companies or an interest in a company or of other essential operating resources or other assets, including accounts receivable against the company;*
- (4) which are used in order to fulfil option rights which are issued to members of the management of companies affiliated with this company and to employees of the company*

or companies affiliated with this company as part of a share option programme;

- (5) to sell employee shares to employees of the company and companies affiliated with this company in terms of Sections 15 et seq. of the AktG or to fulfil obligations under security loans / lending which were included for the purpose of issuing employee shares to employees of the company or companies affiliated with this company in terms of Sections 15 et seq. of the AktG;*
- (6) for the implementation of a so-called scrip dividend;*
- (7) for redemption, where the redemption or the implementation of the redemption will not require another resolution by the Annual General Meeting. They may also be redeemed in a simplified process without capital decrease by adapting the pro-rated arithmetic amount of the other shares in the company's share capital. The redemption may also be restricted to one part of the bought shares. The authorisation for redemption might be used on several occasions. If the redemption is made according to the simplified process, the Executive Board shall be authorised to adapt the number of shares in the Articles of Association. The redemption may also be connected with a capital decrease; in this case, the Executive Board shall be authorised to reduce the share capital by the pro-rated amount of the share capital allocated to the redeemed shares and to adapt the number of shares and the share capital in the Articles of Association.*

The authorisations under paras. (1) to (6) can be used in full or in partial amounts, on one or several occasions, individually or jointly. The authorisations under paras. (1) to (6) also include the use of shares in the company which

were acquired based on Sec. 71d sentence 5 of the AktG.

The Supervisory Board is authorised to use the treasury shares acquired based on this authorisation to fulfil option rights which are issued to members of the Executive Board of the company under a share option programme.

Insofar as shares are used to fulfil option rights which were issued to members of the Executive Board of the company, members of the management of companies affiliated with this company and to employees of the company or of companies affiliated with this company under a share option program, by excluding the subscription right of shareholders, such authorisation must only be used up to a max. limit of 5 % of the share capital existing at the time the Annual General Meetings passes the resolution. This 5 % limit shall include any pro-rated share capital allocated to the shares which were issued or sold to the members of the company's Executive Board, to members of the management of companies affiliated with this company and to employees of the company or of companies affiliated with this company in exchange for cash or a contribution in kind, during the term of the authorisation, under any other authorisation and by excluding the shareholder's subscription right.

c) Exclusion of the Subscription Right

The shareholders' subscription right for treasury shares of the company will be excluded insofar as such shares are used pursuant to the above-mentioned authorisations under paras. (1) to (6). In addition, the Executive Board may exclude the shareholders' subscription right for fractions, if the treasury shares are sold through an offer to all shareholders.

d) Cancellation of the Existing Authorisation for Buying Treasury Shares

The currently existing authorisation to buy treasury shares which was granted by the Annual General Meeting of 18 May 2018, will be cancelled for the period from which this new authorisation takes effect, unless it has been used until such time. For the avoidance of doubt, please note that this will not affect the authorisation to use any bought treasury shares; such will continue to apply.

10. Resolution on an Amendment of Article 14 (1) of the Articles of Association (Remuneration of the Supervisory Board)

The requirements to the chairman of the Supervisory Board and the members of the Supervisory Board and their work load have further increased in the past financial year. That should be taken into account in their remuneration and such shall be adapted with effect for the entire 2021 financial year and the subsequent years.

Therefore, the Executive Board and the Supervisory Board propose to pass the following resolution:

The wording of Article 14 (1) of the Articles of Association will be amended and will read as follows:

“Article 14 Remuneration

- (1) In addition to reimbursement of reasonable expenses, each member of the Supervisory Board shall receive an annual remuneration in the amount of EUR 35,000.00 plus any value added tax payable thereon. The Chairperson of the Supervisory Board receives twice the remuneration pursuant to sentence 1. If the term of office of a Supervisory Board member was not uninterrupted for the entire financial year, the Supervisory Board remuneration is calculated pro rata temporis. The Annual General Meeting is entitled to adjust the amount of remuneration or to set a different remuneration by resolution.”

Article 14 of the Articles of Association shall, otherwise, remain unchanged.

II. Reports of the Executive Board

Report of the Executive Board to the Annual General Meeting on the Authorisations Specified in Agenda Item 7 for the Exclusion of the Subscription Right Pursuant to Sec. 203 (1) and (2) Sentence 2 in conjunction with Sec. 186 (4) Sentence 2 of the AktG

The existing Authorised Capital 2020/I as set out in Art. 4 (3) of the Articles of Association has been used in the amount of EUR 707,361.00, since its creation by the Annual General Meeting of 17 July 2020. The Executive Board and the Supervisory Board propose under Agenda item 7, the creation of a new Authorised Capital 2021 in the amount of EUR 3,941,125.00 for the maximum statutory period of five years.

This authorised capital will generate a flexible option for obtaining additional equity if that is in the interest of the company according to the opinion of the Executive Board with the consent of the Supervisory Board. The new authorised capital should expand the company's possibilities for acting in the interest of the shareholders and enable the company to react to any financing requirements within short. In case

of any capital increase, shareholders generally have a legal subscription right. However, the Executive Board should be authorised to exclude this subscription right in certain cases with the consent of the Supervisory Board.

The report made by the Executive Board on this topic will be announced as follows:

Shareholders will have a general subscription right if the authorised capital is used. The authorisation applied for comprises the option, however, to exclude the shareholders' subscription right in the following cases:

1. Exclusion of the Subscription Right for Fractional Amounts

The Executive Board shall be authorised to exclude fractions which arise as a consequence of the subscription ratios from the shareholder's subscription right in order to facilitate the processing. This should enable the presentation of a practicable subscription ratio in view of the amount of the relevant capital increase. The technical performance of the capital increase and the exercise of the subscription right would be significantly impaired without such an exclusion of the subscription right for fractions. The new shares which were excluded from the subscription right as free fractions will either be sold in the stock exchange or otherwise utilised for the company in the best possible manner.

2. Exclusion of the Subscription Right in Case of a Capital Increase in Exchange for a Contribution in Kind

The authorisation to exclude subscription rights in capital increases against contributions in kind for the above mentioned purposes should enable the company to have treasury shares available to offer them as consideration when it acquires companies, parts of companies or an interest in a company or other essential operating resources or assets, including for accounts receivable against the company. The authorisation to issue common shares and/or preferred shares

for a capital increase should enable the company to have more leeway for financing the acquisition of companies, parts of companies or an interest in a company or any other essential operating resources or assets. This form of financing acquisitions is often requested and used in international competition and due to the increasing globalisation of the economy, all the more in times when it is difficult to obtain borrowings. The suggested authorisation should provide the company with the necessary scope for action to flexibly and quickly react to any opportunities opening up for acquiring companies, parts of companies or an interest in a company or other essential operating resources or assets, including accounts receivable against the company. A capital increase based on a resolution of the Annual General Meeting can normally not be implemented within short, whenever purchasing options arise. This situation shall be remedied by the proposed creation of authorised capital with the exclusion of the subscription right if contributions in kind are used for acquiring companies, parts of companies or an interest in a company or other essential operating resources or assets, including accounts receivable against the company. Whenever common and/or preferred shares are issued without exclusion of the subscription right, the relative participation ratio and the relative voting interest of existing shareholders will not decrease, if the subscription right is exercised. In case of an exclusion of the subscription right, the relative participation ratio and the relative voting interest of existing shareholders would decrease. However, if a subscription right is granted, it would not be possible to acquire companies, parts of companies or an interest in a company or other essential operating resources or assets, including accounts receivable against the company, by granting shares and the benefits associated with such for the company and the shareholders could not be achieved. Whether this authorisation by excluding the subscription right should be used, will be verified on a case-by-case basis. The company has currently no concrete acquisition plans for which this option should be used. The Executive Board will only use the Authorised Capital 2021 if

a concrete purchase option arises and the Supervisory Board would only give its consent if such a purchase is in the recognised interest of the company.

3. Exclusion of the Subscription Right in Case of Cash Capital Increases pursuant to Sec. 186 (3) sentence 4 of the AktG

Sec. 186 (3) sentence 4 of the AktG provides that the subscription right can be excluded, in particular, if the capital increase against cash contributions will not exceed 10 % of the share capital and if the issue priced will not fall significantly below the market price. This authorisation to exclude the subscription right will put the management in the position to quickly and flexibly as well as cost effectively use any options opening up based on the relevant situation at the stock exchange. The management will thus be able to obtain new equity capital within short and close to the market price and thus to strengthen the company's equity basis. Furthermore, any need for capital arising from the short-term use of market chances could be covered quickly and flexibly. It is thus in the best interest of the company and the shareholders. Such cash capital increases are, in addition, restricted to 10 % of the share capital which takes account of the shareholders' need for a protection against any too strong dilution of their shares. This limit of 10 % as specified in Sec. 186 (3) sentence 4 of the AktG includes any shares that were issued or sold by applying, directly or accordingly, this provision based on any other authorisation during the term of this authorisation. Furthermore, shares shall be included in this limit which were issued or are to be issued based on bonds with conversion or option rights or conversion obligations which were issued according to this provision at the time of its use. In addition, any discount from the current market price of the share of the company will probably not exceed 3 %, however amount to a maximum of 5 % of the market price. New shares are thus issued close to the market price so that every shareholder interested in preserving their stake will have the option to acquire shares in the market under almost the same conditions as provided for in the issue.

4. Exclusion of the Subscription Right to Fulfil the Greenshoe Option

The exclusion of the subscription right is, finally, also permitted to fulfil the greenshoe option agreed with underwriters in the event of a further IPO of the Company. Another IPO will enable the company to have better access to the capital market and thus to easily and flexibly cover its need for capital. This is important in particular in view of another expansion of the company which might be possible in the future. Greenshoe is customary for IPOs. That applies not only to first-time IPOs but, also to other public offerings. Therefore, a provision shall also be made for this, even though there are currently no concrete plans for another IPO by using an overallotment option. Greenshoe is a so-called overallotment option. In case of a public offering of (more) shares, it predominantly serves to precisely determine the placement volume and to stabilise the share price. Its function is as follows: The issuing banks will not only sell the planned placement volume (100 %) on the allocation date, but also a certain number of additional shares (up to 15 % of the actually planned placement volume) that were provided otherwise. These additional shares can be used to stabilise the price. The issuing banks may redeem shares on the market, insofar as generally customary returns during the issue of sold shares in the market result in a price reduction below the placement price. This helps to compensate any price decline caused by returns. Insofar as such a redemption is not made in the market, the second element of the overallotment option takes effect, the coverage of the overallocated and sold shares, e.g. by shares of other shareholders or by a capital increase of the company. Therefore, an overallotment option allows for a better utilisation of the market potential in pricing. Since investors can thus be given a certain security in the price development, they will be willing to pay a slightly higher price. The overallotment option will thus, besides and due to the stabilisation, lead to an increase of the earnings to be achieved in the issue and is thus in the interest of the company and the shareholders.

5. Exclusion of the Subscription Right for Bonds with Warrants and Convertible Bonds

In addition, it should be possible to exclude the subscription right with the consent of the Supervisory Board, insofar as it is necessary to provide the holders of existing bonds with warrants and/or convertible bonds or those to be issued in the future, with a subscription right for new shares, if that is provided for in the conditions of the relevant bonds. Such bonds normally include an anti-dilution mechanism to facilitate their placement on the capital market, which provides that such holders will, instead of being offered a reduction of the option or conversion price, be granted a subscription right for new shares to which also the shareholders are entitled, when shares with subscription rights for shareholders are issued in the future. They will thus be put in the position as if their option or conversion right had already been exercised or a conversion obligation had already been fulfilled. The advantage is that the company – in contrast to an anti-dilution mechanism by reducing the option or conversion price – may achieve a higher issue price for the shares to be issued upon conversion or exercise of the option.

6. Exclusion of the Subscription Right to Implement a Share Dividend (Scrip Dividend)

The Executive Board should, with the consent of the Supervisory Board, also be authorised to exclude the statutory subscription right of shareholders to be able to implement a so-called scrip dividend under optimum conditions. In the context of a scrip dividend, shareholders are offered to contribute to the company, as a contribution in kind, their claim to a dividend distribution which arises under the profit appropriation resolution passed by the Annual General Meeting, in order to obtain new shares of the company.

The implementation of a scrip dividend can be made as a real subscription right issue, in particular by observing the provisions of Sec. 186 (1) of the AktG (minimum subscription period of two weeks) and Sec. 186 (2) of the AktG (announcement of the issue

price not later than three days prior to the expiry of the subscription period). For this purpose, shareholders are only offered whole shares for subscription; for that part of the dividend claim that falls below (or exceeds) the subscription price for a whole share, shareholders might receive the cash dividend and may, insofar, not subscribe any shares; the company does neither plan to offer partial rights nor to establish any trade in subscription rights or fractions thereof. Since shareholders receive a cash dividend instead of receiving new shares, that seems justified and adequate.

In individual cases it might, depending on the capital market situation, be preferable to offer and prepare the grant of a share dividend, without being bound to the restrictions of Sec. 186 (1) of the AktG (minimum subscription period of two weeks) and Sec. 186 (2) of the AktG (announcement of the issue price not later than three days prior to the expiry of the subscription period). Therefore, the Executive Board shall also be authorised to formally exclude the shareholders' subscription right as a whole, but to offer all shareholders eligible for dividends new shares for subscription in exchange for contributing their claim to dividends, thus maintaining the general principle of equal treatment (Sec. 53a of the AktG). The distribution of a share dividend by formally excluding the subscription right allows for the implementation of a capital increase under more flexible conditions. The exclusion of the subscription right seems also insofar to be justified and adequate, since new shares are offered to all shareholders and since any excessive dividend fractions will be compensated by cash dividend payments.

Considering all circumstances, the relevant authorisation for excluding the subscription right in the limits described above, is necessary and imperative in the interest of the company and thus of its shareholders. The Executive Board will exercise the authorisation with the consent of the Supervisory Board. The conditions will be determined at the relevant time such that the interests of the shareholders and of the company remain protected under consideration of the prevailing conditions. The Executive Board will report to the Annual Meeting about any use of this authorisation.

Use of the Authorisation

The company has currently no concrete plans for utilising the Authorised Capital 2021. Such anticipatory resolutions offering the option of an exclusion of the subscription right are customary on a national and international level. The consent of the Supervisory Board is required for all cases of an exclusion of the subscription right as proposed herein. In addition, the Executive Board will verify carefully in each case, whether the utilisation of the Authorised Capital 2021 is in the interest of the company; it will also verify, in particular, whether such a subscription right exclusion is factually justified in each individual case. The Executive Board will report to the next Annual General Meeting about any use of this authorisation.

The Executive Board's written report pursuant to Sec. 203 (2) sentence 2 in conjunction with Sec. 186 (4) sentence 2 of the AktG on the authorisation of the Executive Board to exclude the shareholders' subscription right in connection with a resolution on Agenda item 7 will be made available to the shareholders at

<https://www.eqs.com/de/ueber-eqs/investoren/corporate-governance/>

from the convocation of the Annual General Meeting.

Report of the Executive Board to the Annual General Meeting on the Exclusion of Subscription Rights Set out in Agenda Item 8, Including Reasons for the Proposed Issue Price Pursuant to Sections 221 (4) Sentence 2 in Conjunction with 186 (4) Sentence 2 of the AktG

The Executive Board's report pursuant to Sections 221 (4) sentence 2 in conjunction with 186 (4) sentence 2 of the AktG will be made available to shareholders on the Internet at

<https://www.eqs.com/de/ueber-eqs/investoren/corporate-governance/>

from the convocation of the Annual General Meeting. The report will be announced as follows:

Given the fact that the existing authorisation, cf. Sec. 4 (4) of the Articles of Association is limited to

the period until 17 May 2023, the Executive Board and the Supervisory Board propose the creation of a new authorisation to issue registered convertible bonds and/or bonds with warrants, including the simultaneous creation of a Contingent Capital. The company may use this authorisation to create equity, through wholly-owned direct or indirect holding companies, if appropriate, by issuing bonds with option rights and/or conversion rights to shares of EQS Group AG. It should, at the same time, be possible to issue convertible bonds with conversion obligations. An adequate amount of equity is an essential precondition for the further development of EQS Group AG. The option to issue bonds with warrants and/or convertible bonds should provide the company with the highest possible flexibility for refinancing.

The proposed authorisation provides for the issue of registered partial bonds totalling up to EUR 200,000,000.00 with limited or unlimited maturity. Up to 3,941,125 no-par value registered shares with a notional portion in the share capital of up to EUR 3,941,125.00 should be available for that purpose. The authorisation is limited until 13 May 2026. Such bonds with warrants and/or convertible bonds (partial bonds) can exclusively be issued in Euro.

The conversion or option price to be specified for one share must be at least 80 % of the market price of EQS Group's share in the XETRA trading system (or any functionally comparable successor system which replaced the XETRA trading system). The arithmetic average of the closing prices of the company's shares during the last ten trading days prior to the date when the Board of Directors resolves on the issue of convertible bonds or bonds with warrants or on the declaration of acceptance by the company after a public invitation to submit offers for subscription shall be decisive for this purpose. For any subscription rights trade, the closing prices on the days of such subscription right

trade shall be decisive, apart from the last two trading days of such subscription right trade. Section 9 (1) of the AktG remains unaffected. That ensures that the conversion or option price is in an adequate proportion to the market price of the company's share at the time the resolution on the utilisation of the authorisation to issue convertible bonds and bonds with warrants is passed.

The conversion or option price can be adapted – subject to Sec. 9 (1) of the AktG – based on an anti-dilution clause in accordance with a more detailed specification in the Bond Conditions. That can be done, e.g. by paying a corresponding amount in cash or by using the option or conversion right, by decreasing the supplementary payment or adapting the conversion ratio.

Such adaptations can be made, in particular, if the company increases its share capital during the conversion or option period or issues other convertible bonds / bonds with warrants or participation rights with conversion or option rights or grants other option rights. The Conditions may also provide for an adaptation of the option or conversion rights in case of capital decreases, share splits or a special dividend.

It is planned that the capital market be used by the company or a wholly-owned direct or indirect holding company, depending on the market situation. The convertible bonds or bonds with warrants having conversion or option rights must be offered to the shareholders for subscription. If shareholders are granted subscription rights, the shares may also be offered to a credit institution or a company operating in accordance with Sec. 53°(1) sentence (1) or Sec. 53b°(1)°sentence (1) or (7) of the KWG with the obligation to offer them to shareholders for subscription (indirect subscription right).

The Executive Board is, however, authorised, with the consent of the Supervisory Board, to exclude the subscription right in the following cases:

Fractional Amounts

The subscription right can be excluded for fractional amounts arising due to the subscription ratio. The exclusion of the subscription right for fractional amounts enables the company to use the authorisation for rounded amounts (presentation of a practicable subscription ratio) and thus facilitates the processing of the subscription right for shareholders. Any convertible bonds or bonds with warrants which are excluded from the shareholders' subscription right as free fractions will either be sold in the stock exchange or otherwise to third parties for the best possible price.

Convertible Bonds

The subscription right can be excluded, insofar as it is necessary to grant the holders of option rights and/or conversion rights already issued or still to be issued or of convertible bonds with conversion obligations a right to subscribe for shares in EQS Group AG to the extent to which they would be entitled after exercising the option and/or conversion rights or after fulfilling the conversion obligations. Owners of convertible bonds or bonds with warrants to be issued by the company or a holding company are usually granted an anti-dilution protection in certain cases (see above). In capital market practice, such anti-dilution protection is either granted by adapting the conversion or option conditions (payment of an equalisation amount in cash, decrease of any supplementary payment or adaptation of the conversion ratio) or by granting a subscription right for the new convertible bonds or bonds with warrants. In order to not be limited to the first alternative (adaptation of the conversion or option conditions) from the outset, the Executive Board should be authorised to exclude the shareholders' subscription right for the new convertible bonds and/or bonds with warrants insofar as it is necessary to grant holders of convertible bonds and/or bonds with warrants or of convertible bonds with conversion obligation, a subscription right to the extent to which they would be entitled if they had used their conversion or option rights prior to

the issue of the new convertible bonds and/or bonds with warrants. This exclusion of the subscription right allows for a simplified issue and marketing of bonds.

Issue Price Close to the Market Price

Finally, the subscription right can be excluded insofar as the issue price does not fall essentially below the theoretical market value determined according to financial mathematical methods. In addition, the exclusion of the subscription right pursuant to Sec. 186 (3) sentence 4 of the AktG applies only to partial bonds with rights for shares issued against cash payment which constitute a pro-rated amount in the share capital of not more than 10 % (cf. corresponding order for application of Sec. 186 (3) sentence 4 in Sec. 221 (4) sentence 2 of the AktG). This limit shall include shares which were issued or sold during the term of this authorisation by directly or appropriately applying this provision based on other authorisations. Furthermore, shares shall be included in this limit which were issued or are to be issued based on bonds with conversion or option rights which were issued according to this provision at the time of its use. This exclusion of the subscription right is necessary to enable a quick placement of bonds whenever the market environment is favourable. When granting a subscription right, a successful placement would be associated with additional efforts or could be endangered due to the long offer period, due to the uncertainty whether the subscription right will be used. The interests of the shareholders will be protected because the bonds will not be issued at an essentially lower price than the theoretical market price. The theoretical market price is to be determined based on financial mathematical methods. When determining the price, the Executive Board will keep the discount to the market price as low as possible by considering the relevant situation at the capital market. This will reduce the arithmetic market value of a subscription right to almost zero so that shareholders will not suffer a noteworthy economic disadvantage due to the exclusion of the subscription right. Each shareholder interested in maintaining their participation ratio will have the opportunity to acquire shares in the market at almost the same conditions.

Considering all circumstances, the relevant authorisation for excluding the subscription right in the limits described above, is necessary and imperative in the interest of the company. The Executive Board will exercise the authorisation only with the consent of the Supervisory Board.

The company has currently no concrete plans for using the authorisation. The Executive Board will report to the Annual Meeting about any use of this authorisation.

Report of the Executive Board to the Annual General Meeting on the Exclusion of Subscription Rights and Rights to Offer Shares for Sale under Agenda Item 9 Pursuant to 186 (3) and (4) sentence 2 in Conjunction with Sec. 71 (1) No. 2 of the AktG

Agenda item 9 contains the proposal to authorise the company again to redeem shares of the company and to subsequently use these shares. For this purpose, the Executive Board provided a written report on the reasons for this authorisation and the exclusions of the subscription right and the right to offer shares for sale associated with such authorisation.

This report will be made available to shareholders on the Internet at

<https://www.eqs.com/de/ueber-eqs/investoren/corporate-governance/>

from the convocation of the Annual General Meeting. The report will be announced as follows:

In the following cases, it should be possible to sell treasury shares to the exclusion of the shareholders' subscription right.

Public Invitation to Buy or Sell

Initially, it should be possible to buy treasury shares in the stock exchange, through a public invitation to submit purchase offers addressed to all shareholders of the company or a public invitation to submit sales offers for all shareholders.

In case of a public offer or a public invitation to submit offers for selling the shares, a situation might arise in which the number of shares in the company offered by the shareholders exceeds that demanded by the company. In this case, shares must be allotted according to quotas. For this purpose, it should be possible to provide for a preferential acceptances of smaller offers or small lots of offers up to a maximum of 100 shares. This option can be used for avoiding any fractions in the determination of the quotas to be bought and any small remainders and thus for facilitating the technical processing of the share redemption. It also helps avoiding a factual impairment of small shareholders. In addition, the pro-rata allotment can be made on the basis of the ratio of the offered shares (offer ratios), instead of according to participation rates since the purchase process could then be performed technically to an economically reasonable extent. Finally, amounts should be rounded according to commercial principles to avoid any fractions of shares. Insofar, the buying quota and the number of shares to be bought from individual shareholders offering their shares can be rounded to the extent necessary for buying whole shares. The Executive Boards considers the exclusion of any further right to offer shares of shareholders based on this reason to be factually justified and reasonable for shareholders.

Rights to Offer Shares for Sale

In addition to buying shares in the stocks exchange or through a public offer to all shareholders or through an invitation to submit offers for selling shares addressed to all shareholders, the authorisation also provides that the buy can be made on the basis of rights to offer shares for sale provided to the shareholders. Such rights to sell shares will be defined in such a way that the company will only be under an obligation to buy whole shares. Insofar as such rights to sell shares cannot be exercised, they will forfeit. This process ensures an equal treatment of shareholders and facilitates the technical processing of any share redemption.

The company should be enabled to sell treasury shares in the stock exchange. The concept of anti-dilution protection in favour of shareholders is ensured by the fact that shares are sold at the market price and each shareholder thus has the chance to also buy shares on the stock exchange for the market price. This adequately protects the asset and voting interests of the shareholders and safeguards their interest in a non-dilution of the value.

Other Selling Option

The company should be enabled to also sell treasury shares in any other way than through the stock exchange, without the sales price falling essentially below the market price of the shares in the company at the time of sale. The concept of anti-dilution protection in favour of shareholders is ensured by the fact that shares may only be sold at a price not falling essentially below the decisive market price. The final sales price for treasury shares will be determined shortly prior to their sale. The number of shares sold by excluding the subscription right pursuant to Sec. 186 (3) sentence (4) of the AktG, must not exceed a total of 10 % of the share capital, neither at the time when the authorisation takes effect nor at the time it is exercised. This limit shall include shares which were issued or sold during the term of this authorisation by directly or appropriately applying this provision based

on other authorisations. Furthermore, shares shall be included in this limit which were issued or are to be issued based on bonds with conversion or option rights which were issued according to this provision at the time of its use. The volume restricted in this manner and the fact that the sales price of the shares to be sold must not fall significantly below the market price, adequately protect the shareholders' asset and voting rights and safeguard their interest in a non-dilution of the value. This authorisation increases the company's flexibility and is necessary to enable the company, for example, to shortly react to offers or requests for acquiring an interest serving the company's business purpose by financially sound investors, to sell treasury shares to institutional investors or to attract new groups of investors.

Treasury Shares as Compensation

The company should be able to have treasury shares available to grant them as consideration for acquiring a company, parts of companies or an interest in a company or other essential operating resources or assets, including accounts receivable against the company. This form of consideration is increasingly required by the competition and the globalisation of the economy. The authorisation suggested herein should thus provide the company with the necessary flexibility to flexibly and quickly react to any opportunities opening up for acquiring companies, parts of companies or an interest in a company or other essential operating resources or assets, including accounts receivable against the company.

Fulfilment of Share Options

Furthermore, the company should be enabled to use treasury shares for fulfilling option rights which are provided to members of the company's Executive Board, members of the management of companies affiliated with this company and employees of the company or of companies affiliated with this company under a share option programme, subject to the conditions set out in such option programme. Precondition for fulfilling option rights under a

share option programme with treasury shares is the exclusion of the shareholders' subscription rights. The Executive Board and the Supervisory Board will take the decision whether eligible shares are offered treasury shares from the company's pool based on the prevailing liquidity and market situation. Insofar as option rights of members of the Executive Board are fulfilled, the responsibility lies, in full, with the Supervisory Board. If treasury shares are used to the exclusion of the shareholders' subscription right to fulfil option rights under a share option programme, the authorisation may only be used up to max. 5 % of the share capital prevailing at the time the Annual General Meeting passes the relevant resolution. This 5 % limit shall include the pro-rated share capital allocated to the shares which were issued or sold to members of the company's Executive Board, to members of the management of companies affiliated with this company and to employees of the company or of companies affiliated with this company against cash payment or contribution in kind during the term of the authorisation under another authorisation which also excludes the shareholder's subscription right.

Employee Shares

The company should additionally be able to issue employee shares to staff members of the company and the companies affiliated with it. To facilitate the handling of such issue of employee shares, the company should be enabled to obtain the shares required also by acquiring treasury shares through security loans / lending and to use treasury shares also for fulfilling rights to restitution of lenders / conferrers. The company currently operates the employee participation programme MyEQS Shareplan. The use of acquired treasury shares is, however, not restricted to this programme.

Share Dividend

Finally, it is planned that treasury shares can be used to implement a so-called scrip dividend. In this connection, the Executive Board should be authorised to exclude the shareholders' subscription right to allow for the implementation of a scrip dividend under

optimum conditions. In a scrip dividend with treasury shares, shareholders are offered the option to assign to the company their claim to the payment of a dividend arising from the profit appropriation resolution passed by the Annual General Meeting, to obtain treasury shares in return.

A scrip dividend with treasury shares can be implemented as an offer addressed to all shareholders by maintaining their subscription right and by safeguarding the principle of equal treatment (Sec. 53a of the AktG). Shareholders are only offered whole shares for subscription; for the part of the claim to dividend falling below (or exceeding) the subscription price for a whole share, shareholders may obtain a cash dividend but will not receive shares; the company neither plans to offer partial rights nor to trade in subscription rights or their fractions. This seems to be justified and adequate, because shareholders receive a pro-rated cash dividend instead of treasury shares.

In individual cases and depending on the capital market situation it might be preferable to structure the implementation of a share dividend so that the Executive Board offers treasury shares for subscription to all shareholders eligible for dividends, by protecting the principle of equal treatment (Sec. 53a of the AktG), against assignment of their claim to dividend, but formally excludes the shareholders' subscription right as a whole. The distribution of a share dividend by formally excluding the subscription right allows for the implementation of a share dividend under more flexible conditions. The exclusion of the subscription right seems also insofar to be justified and adequate, since treasury shares are offered to all shareholders and since any excessive dividend fractions will be compensated by cash dividend payments.

Redemption

Any treasury shares bought on the basis of this authorisation resolution can be redeemed by the company without another resolution of the Annual General Meeting. In line with Sec. 237 (3) no. 3 of the AktG, the company's Annual General Meeting may resolve on the

redemption of its fully paid-in shares without a reduction of the company's share capital being required. The suggested authorisation explicitly includes this alternative, besides the redemption with capital decrease. A redemption of treasury shares without capital decrease leads automatically to an increase of the arithmetic share of the remaining common shares in the company's share capital. In this case, the Executive Board should therefore also be authorised to make the necessary amendments of the Articles of Association regarding the change of the number of common shares required due to the redemption.

Considering all circumstances, the relevant authorisation for excluding the subscription right in the limits described above, is necessary and imperative in the interest of the company. The Executive Board will exercise the authorisation with the consent of the Supervisory Board. The conditions will be determined at the relevant time such that the interests of the shareholders and the interests of the company will be adequately protected by considering the prevailing conditions.

The company has currently no concrete plans for using the authorisation. The Executive Board will inform the next Annual General Meeting about the use of this authorisation.

III. Total Number Of Shares And Voting Rights

At the time of convocation of this Annual General Meeting, the company's share capital of EUR 7,882,251.00 is divided in 7,882,251 shares with the same number of votes.

IV. Additional Information And Notes

1. Annual General Meeting without the Physical Presence of Shareholders or their Authorised Representatives

The Executive Board decided, with the consent of the Supervisory Board, to hold the Annual General Meeting without the physical presence of any shareholders or their authorised representatives as a virtual Annual General Meeting on the basis of Sec. 1 (2), (6) of the Act on Measures under the Laws applicable to Companies, Cooperatives, Associations, Foundations and Residential Property to Counteract the Effects of the COVID-19 Pandemic, published as Art. 2 of the Act to Mitigate the Consequences of the COVID-19 Pandemic in Civil, Insolvency and Criminal Procedural Law of 27 March 2020, published in the Federal Law Gazette, part I of 27 March 2020, page 569, as amended by the Act on the Further Abridgement of the Discharge of Residual Debt Proceedings and to Adapt Pandemic-Based Regulations in the Laws applicable to Companies, Cooperatives, Associates and Foundations and in Rental and Leasing Laws of 22 December 2020, published in the Federal Law Gazette part I of 30 December 2020, p. 3328 (in this amended version hereinafter referred to as "COVID-19-Act").

The Annual General Meeting will be held in the premises of EQS Group AG, in Karlstr. 27, 80333 Munich, Germany, in the physical presence of the chairman of the meeting, the members of the Executive Board and the notary public engaged for recording it as well as the voting proxies designated by the company. No shareholders or their authorised representatives (apart from the company's voting proxies) will be physically present in the place of the Meeting. Shareholders or their authorised representatives will not be given access to this place, but will participate virtually through an HV (General Meeting) Portal provided by EQS Group AG on the Internet at

<https://www.eqs.com/de/ueber-eqs/investoren/corporate-governance/>

The entire Meeting will be transmitted as a video and audio transmission. Please observe the technical information at the end of this announcement of the invitation.

Since the performance of the Annual General Meeting as a virtual Annual General Meeting pursuant to the COVID-19-Act will result in some modifications of the structure of the meeting and the exercise of shareholders' rights, we ask our shareholders to specifically take note of the following information on their options for participating in the Annual General Meeting through a video and audio transmission, in particular, on the exercise of voting rights and the right to ask questions and other shareholder rights.

2. Preconditions for Participating in the Annual General Meeting and for Exercising Voting Rights; Amendment Stop

Shareholders registered in the share register who registered with the company in due time for participation are authorised to take part in the Meeting and to exercise their voting right pursuant to Art. 17 (1) of the company's Articles of Association. The company must have received the registration not later than at 12:00 (midnight) on 7 May 2021 (CEST) either electronically through the HV Portal available at

<https://www.eqs.com/de/ueber-eqs/investoren/corporate-governance/>

or in writing at the address

EQS Group AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 München
Germany

or at the email address

namensaktien@linkmarketservices.de

In order to facilitate the registration to the Annual General Meeting and the granting of powers of attorney for shareholders, all shareholders registered in the share register not later than at the beginning of 23 April 2021 will receive information on the convocation, including documents, from the company by post for registration and granting of powers of attorney (registration form) and other information. For more information on the registration process, please refer to the notes you will receive with the registration form. Relevant information is also available on the Internet at

<https://www.eqs.com/de/ueber-eqs/investoren/corporate-governance/>

In relation to the company, rights and duties arising from shares only exist for and against persons registered in the share register pursuant to Sec. 67 (2) sentence 1 of the AktG. Therefore, the status of registration in the share register on the date of the Annual General Meeting will be decisive for the number of voting rights to which a properly registered shareholder is entitled in the Annual General Meeting. For organisational reasons, no amendments can be made to registrations in the share register (so-called "Amendment Stop") in the period from the expiry of 7 May 2021 (so-called "Technical Record Date") to the end of the Annual General Meeting on 14 May 2021. Therefore, the state of registration in the share register on the date of the Annual General Meeting will correspond to the state after the last amendment was made on 7 May 2021. The Amendment Stop does not constitute any block on disposing over the shares. Purchasers of shares whose requests for amendments are received by the company after 7 May 2021, will, however, not be able to exercise any voting rights and other shareholder rights arising from these shares, unless they have themselves authorised or entitled to exercising rights. In such cases, voting rights and other shareholders' rights will remain with the shareholder still registered in the share register until the amendment. Any and all buyers of shares in the company who are not yet registered in the share register are

thus asked to file their requests for amendments in due time.

3. Process for Exercising Voting Rights

Votes can be cast by shareholders and their representatives both by taking part in the Meeting online or by electronic postal voting or by authorising the voting proxies designated by the company.

Shareholders registered in the share register may cast their votes electronically by postal voting or during the Annual General Meeting when they take part online through the HV portal. Only shareholders who properly registered with the company in due time until the registration deadline (12:00 (midnight) on 7 May 2021 (CTST)) at the registration address are authorised to participate online and to exercise the voting right. Votes can be cast by electronic postal voting and by electronic means during an online participation in the Annual General Meeting through the HV Portal pursuant to the explanations set out below.

Exercising Voting Rights Prior to and Until the Vote during the Annual General Meeting: Electronic Postal Voting

You may exercise the voting right by electronic postal voting, prior and during the Annual General Meeting until the start of voting, by using the HV Portal available at

<https://www.eqs.com/de/ueber-eqs/investoren/corporate-governance/>

Please note that for using this option, you will need the login data sent to you in the invitation.

For more detailed information on voting by electronic postal voting, please see the documents sent to the shareholders. Relevant information is also available on the Internet at

<https://www.eqs.com/de/ueber-eqs/investoren/corporate-governance/>

Authorised intermediaries, consultants on share voting rights in terms of Sec. 134a (1) no. 3, (2) no. 3 of the AktG as well as shareholders' associations or any other equivalent persons pursuant to Sec. 135 (8) of the AktG may use the HV Portal for postal voting by complying with the rules and periods described above and below.

Please note that no other communication options for postal votes will be available; you may, in particular, not send the postal vote by post.

Exercising Voting Rights in the Annual General Meeting: Online participation

Participating online means that shareholders may – personally or through an authorised representative – see the entire Annual General Meeting as a video and audio transmission through the HV Portal, they may cast their votes in real time and electronically inspect the list of participants of the Annual General Meeting. For this purpose, they need to properly register as described above and log onto the HV Portal by using the access data provided to them.

Votes will be cast during the Annual General Meeting in real time through the provided HV Portal that is available at

<https://www.eqs.com/de/ueber-eqs/investoren/corporate-governance/>

Exercising Voting Rights through Authorised Representatives

The voting right can also be exercised during the (virtual) Annual General Meeting by an authorised representative, namely by a voting proxy designated by the company who is bound by instructions, but also e.g. by an intermediary, consultant on share voting rights, a shareholders' association or any other person appointed by the shareholder. Even in this case, shareholders must still be registered in the share register and must register for participation in due time with the company. Sec. 67a (4) of the AktG provides that

an intermediary is a person who renders the services of depositing or managing securities or of keeping custody accounts for shareholders or other persons, if such services are associated with shares of shareholders having their registered office in a member state of the European Union or in another signatory state of the Agreement on the European Economic Area. Intermediaries might, in particular, be credit institutions in terms of no. 1 of Article 4(1) of the EU Regulation no. 575/2013.

Intermediaries and shareholder associations, consultants on share voting rights in terms of Sec. 134a (1) no. 3, (2) no. 3 of the AktG and other persons equivalent to intermediaries pursuant to Sec. 135 (8) of the AktG may only exercise the voting right for registered shares that they do not own but for which they are registered as owners in the share register based on an authorisation, Sec. 135 (6) of the AktG.

The granting of a power of attorney, its revocation and the proof of authorisation to the company shall be made in writing (Section 126 b of the BGB [German Civil Code]). The document evidencing a power of attorney can be sent to the company by post or electronically by email to the following address:

EQS Group AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 München
Germany

or to the email address

namensaktien@linkmarketservices.de

If an intermediary, a shareholder association, a consultant on share voting or any other person is authorised in terms of Sec. 135 (8) of the AktG, deviating regulations might apply which must be enquired from them.

A power of attorney form is enclosed in the documents which will be sent with the invitation. For granting the power of attorney, shareholders may also use the power of attorney form available on the Internet at

<https://www.eqs.com/de/ueber-eqs/investoren/corporate-governance/>

In addition, we offer our shareholders the opportunity to have themselves represented by company-designated voting proxies. A proper registration in due time is also necessary for giving powers of attorney and instructions to the voting proxies designated by the company. Voting proxies must be given this power of attorney and explicit and clear instructions for exercising the voting right regarding each relevant Agenda item. Voting proxies are obliged to cast their vote in line with such instructions. They will not receive any requests for speaking, asking questions, applications or proposals for election or for lodging complaints against resolutions of the Annual General Meeting.

Please remember to register your shares in due time until not later than by 12:00 (midnight) on 7 May 2021 (CEST). The power of attorney and instruction forms can be requested, free of charge, from the contact address set out below. If you use the power of attorney and instruction form, please exclusively sent it to the following postal address or email address and such must have been received there not later than by 12:00 (midnight) on 13 May 2021 (CEST) (date of receipt):

EQS Group AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 München
Germany

or to the email address

namensaktien@linkmarketservices.de

Prior or during the Annual General Meeting and up to the start of the vote, you may also use the company's HV Portal which is available at

<https://www.eqs.com/de/ueber-eqs/investoren/corporate-governance/>

for exercising voting rights by granting a power of attorney and giving instructions to the company-designated voting proxies (also for any changes or revocation of any power of attorney and instructions given before).

More information on the granting of powers of attorney and giving of instructions to such company-designed voting proxies will be enclosed in the invitation to the Annual General Meeting. Relevant information is also available on the Internet at

<https://www.eqs.com/de/ueber-eqs/investoren/corporate-governance/>

Even those authorised representatives – apart from the company-designated voting proxies – will not be able to physically attend the Annual General Meeting. Authorised third parties may exercise the voting rights exclusively by electronic absentee vote or in a real-time vote through the HV Portal (see above) or by giving a (sub-)power of attorney and instructions to the company-designated voting proxies (see above). If the shareholder authorises more than one representative, the company may reject one or several of them. A registration for the Meeting in due time is also required if voting proxies are used.

The revocation of any power of attorney which has already been granted can also be declared directly to the company through the above-mentioned means of communication, irrespective of any other transmission methods permitted by law.

If the power of attorney or its revocation is granted or evidenced through any declaration made toward the company which is sent by any other means of communication than those mentioned above, the company must receive it not later than at 12:00 (midnight) on 13 May 2021 (CEST) (date of receipt), for organisational reasons of the company.

A precondition for authorised representatives to see and participate in the Annual General Meeting online through an electronic access to the HV Portal is that such authorised representative has received the access data (login data) sent with the invitation to the Annual General Meeting. The use of such access data by authorised representatives shall be considered proof of their authorisation.

4. Lodging of Complaints Against Resolutions of the Annual General Meeting

Shareholders who registered their shares in due time and exercised their voting rights, will have the option to lodge complaints against the resolutions of the Annual General Meeting with the notary public engaged for recording it, by using electronic communication.

Such declarations can be made through the web-based HV Portal at

<https://www.eqs.com/de/ueber-eqs/investoren/corporate-governance/>

for recording pursuant to Sec. 245 no. 1 of the AktG, from the opening of the Annual General Meeting. The declaration can be filed through the web-based HV Portal from the beginning of the Annual General Meeting to its end. The notary public authorised the company for receiving the complaints through the web-based HV Portal so that complaints against resolutions of the Annual General Meeting which are made electronically through the web-based HV Portal of the company will be recorded by the notary public.

V. Shareholders' Rights

1. Additions to the Agenda according to Section 122 (2) of the AktG

Shareholders whose shares amount, combined, to the twentieth part of the share capital or the pro-rated amount of EUR 500,000.00, may request that items be put on the Agenda and be announced. The request must be made in writing, to the Executive Board of EQS Group AG and the latter must have received it not later than at 12:00 (midnight) on 19 April 2021 (CEST). A relating request must be sent to the following address:

EQS Group AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 München
Germany

Requests for adding items to the Agenda which the Company receives at a later time or which are addressed to other bodies cannot be considered. The request must be signed by all shareholders who, combined, hold the twentieth part of the share capital or the pro-rated amount of EUR 500,000.00. Reasons or a draft resolution must be attached to each new item. Applicants must evidence that they hold a sufficient number of shares for the term of the legally required minimum possession period of 90 days prior to the receipt of the request and that they will hold them until the decision about the request has been made (Sections 122 (2), 122 (1) sentence 3 of the AktG and Sec. 70 of the AktG).

2. Counter-Motions and Election Proposals of Shareholders pursuant to Sections 126 (1), 127 of the AktG

Shareholders of the company may send counter-motions to resolutions proposed by the Executive Board and/or Supervisory Board on certain Agenda items as well as election proposals for the election of members of the Supervisory Board or auditors (cf. Sections 126, 127 of the AktG). Insofar as counter-motions or election proposals are to be made available by the company, the latter must have received them, including the name of the shareholder, not later than 14 days prior to the Meeting, i.e. until 12:00 (midnight) on 29 April 2021 (CEST).

Counter-motions to Agenda items of the Annual General Meeting or election proposals shall be sent to:

EQS Group AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 München
Germany

or to the email address

antraege@linkmarketservices.de.

Any counter-motions to be made accessible should state reasons. No reasons need to be given for election proposals. Sections 126 (2), 127 sentence 1 and 3 of the AktG provide for the preconditions under which counter-motions and election proposals do not need to be made available. Any counter-motions and election proposals issued by shareholders, including the name of the shareholder and the necessary reasons for counter-motions, which need to be made available after their receipt, including a statement of the administration, will be published on the company's website at

<https://www.eqs.com/de/ueber-eqs/investoren/corporate-governance/>

pursuant to Sec. 126 (1) of the AktG. Election proposals issued by shareholders will only be made accessible if they state the name, exercised profession and place of residence of the proposed person and, in case of proposals for the election of members of the Supervisory Board, information on their membership in other supervisory boards established by law and comparable control bodies of commercial enterprises in Germany and abroad (cf. Sec. 127 sentence 3 in conjunction with Sec. 124 (3) sentence 4 and Sec. 25 (1) sentence 5 of the AktG).

Applications or election proposals of shareholders which are to be made available pursuant to Sec. 126 or 127 of the AktG will be deemed to be submitted during the Meeting, insofar as the person submitting the request or proposal is duly legitimised and registered for taking part in the Annual General Meeting.

The right of every shareholder to submit counter-motions or election proposals to different Agenda items during the Annual General Meeting, even without any prior transmission to the company, will remain unaffected. This can be done by using a button in the HV Portal linking to a counter-motion form.

3. Shareholders' Right to Ask Questions; Shareholders' Right to Information pursuant to Sec. 131 (1) of the AktG in conjunction with Art. 2 Sec. 1 (2) sentence 2 of the COVID-19-Act by Electronic Communication

The shareholders' right to information is restricted in case of a virtual Annual General Meeting pursuant to Sec. 1 (2) of the COVID-19-Act. According to such, shareholders will have the right to pose their questions by electronic communication (Sec. 1 (2) sentence 1 no. 3 of the COVID-19-Act). Properly registered shareholders will have the option to ask questions in text form by electronic communication through the HV Portal or to contribute articles to be read out loud, from the opening of the general debate until its closure by the chairman of the Meeting.

The Executive Board will decide according to its due and free discretion how it will answer questions pursuant to Sec. 1 (2) sentence 2 of the COVID-19-Act.

VI. Detailed Notes

For more detailed explanations on the rights of shareholders, please visit the website of the company at

<https://www.eqs.com/de/ueber-eqs/investoren/corporate-governance/>

VII. Technical Information On The Virtual Annual General Meeting

In order to see the virtual Annual General Meeting and to use the HV portal as well as to exercise your shareholder rights, you need an internet connection and an internet-enabled terminal. A stable internet connection with a sufficient transmission rate is recommended for receiving an optimum video and audio transmission of the Annual General Meeting.

If you use a computer for receiving the audio and sound transmission of the virtual Annual General Meeting, you need a browser and speakers or headphones.

For accessing the company's HV portal you need your individual access data that you received with the invitation to the Annual General Meeting. You may also use these access data to log onto the HV portal.

In order to avoid any risk of restrictions when exercising the shareholders' rights during the virtual Annual General Meeting caused by technical problems, we recommend exercising the shareholders' rights (in particular the voting right) already prior to the start of the Annual General Meeting.

VIII. Note On The Availability Of Video And Sound Transmission

Properly registered shareholders may see the full Annual General Meeting on 14 May 2021 from 02:00 pm (CEST), live as a video and sound transmission. According to today's state of technology, the video and sound transmission of the virtual Annual General Meeting and the availability of the HV Portal might be subject to impairments due to restrictions of the availability of the telecommunication and the restriction of internet services of third-party providers, on which the company has no influence. Therefore, the company will not assume any guarantees and liability for the functioning and constant availability of the internet services you use, the network elements of third parties applied, the video and sound transmission and the access to the HV Portal and its general availability. The company will also not assume any responsibility for errors and defects of the hardware and software used for the online services, including those of the applied service companies, unless in case of intent. For this reason, the company recommends to use the above-mentioned options for exercising rights, in particular for exercising the voting right, at an early time. The chairman of the Annual General Meeting must reserve the right to interrupt or fully abort the virtual Annual General Meeting, insofar as that is mandatorily required for data protection or security considerations.

IX. Company's Website

The documents to be provided to the Annual General Meeting are available on the company's website at

<https://www.eqs.com/de/ueber-eqs/investoren/corporate-governance/>

from the convocation of the Annual General Meeting. Any counter-motions, election proposals and requests for supplements submitted to the company by shareholders which are liable to be published will also be made available on the above-mentioned website. The entire Meeting can be viewed as a video and audio transmission on the above-mentioned website by using the HV portal. The HV portal allows you, inter alia, to exercise the voting right before and during the Annual General Meeting. The voting results will also be published on this website after the Annual General Meeting.

X. Shareholder Hotline

Shareholders and intermediaries having general questions on the course of the virtual Annual General Meeting, may call the Shareholder Hotline at +49 (89) 21027-333, from Monday to Friday, incl., (apart from public holidays) between 9:00 am and 05:00 pm (CEST) (= 7:00 am to 03:00 pm UTC).

XI. Information On Data Protection

Personal data will be processed in the context of the Annual General Meeting of EQS Group AG. For details, please refer to our Privacy Notice at

<https://www.eqs.com/de/ueber-eqs/investoren/corporate-governance/>

Shareholders authorising an authorised representative are asked to inform them about the data protection notice.

Munich, March 2021

EQS Group AG



Achim Weick
(Gründer und CEO)



Christian Pflieger
(COO)



Marcus Sultzer,
(CRO)



André Silverio Marques,
(CFO)

Notes

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Notice

The official version of the EQS Group AG AGM invitation is in German. The English translation is provided as a convenience to our shareholders. While we strive to provide an accurate and readable version of our invitation in English, the technical nature of such documents often yields awkward phrases and sentences. We understand this can cause confusion. So, please always refer to the German invitation for the authoritative version.



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