



EQS Group AG

Munich

Annual (virtual) General Meeting of EQS Group AG on 14 May 2021, at 2.00 p.m. (CEST), at the offices of EQS Group AG, Karlstraße 47, 80333 Munich

Explanation of the rights of shareholders pursuant to Section 122 (2), Section 126 (1), Section 127, Section 131 (1) of the German Stock Corporation Act (AktG) and pursuant to Section 1 (2) of the COVID-19 Act

The notice convening the Annual General Meeting already contains information on the rights of shareholders pursuant to Section 122 (2) of the German Stock Corporation Act (AktG) as well as Section 126 (1), Section 127 and Section 131 (1) of the German Stock Corporation Act (AktG) and on Section 1 (1) and (2) 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, 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 on Companies, Cooperatives, Associates and Foundations and in Rental and Leasing Laws of 22 December 2020 (in this amended version hereinafter referred to as the "COVID-19 Act"). The following information serves to provide a more detailed explanation of these provisions pursuant to Section 121 (3) of the AktG.

1. Requests for Additions to the Agenda pursuant 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 no later than at 12.00 (midnight) on 19 April 2021 (CEST). A relating request must be sent to the following address:

EQS Group AG
Executive Board
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 500,000.00 euros. 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)^o(3) of the AktG and Section 70 of the AktG).

The provisions of the German Stock Corporation Act on which this shareholder right is based read in part as follows:

Section 122 of the AktG: Convening a meeting at the request of a minority (excerpt)

(1) ¹ The Annual General Meeting shall be convened if shareholders whose shares together amount to one-twentieth of the share capital request such a meeting in writing, stating the purpose and the reasons; such request shall be addressed to the Executive Board. ² The Articles of Association may make the right to request the convening of the Annual General Meeting subject to a different form and to the holding of a lower proportion of the share capital. ³ The applicants must evidence that they have held the shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until the Executive Board has made a decision about the request. ⁴ Section 121 (7) of the AktG shall be applied accordingly.

(2) ¹ In the same way, shareholders whose shares amount, combined, to the twentieth part of the share capital or the pro-rated amount of 500,000 euros, may request that items be put on the Agenda and be announced. ² Reasons or a draft resolution must be attached to each new item. ³ The request within the meaning of sentence 1 must be received by the Company at least 24 days, in the case of listed companies at least 30 days, before the meeting; the day of receipt shall not be counted.

Section 124 of the AktG: Notice of request for additions; proposals for resolutions (excerpt)

(1) ¹ If the minority has requested pursuant to Section 122 (2) that items be put on the Agenda, such items shall be announced either at the time the meeting is called or otherwise without undue delay after receipt of the request. ² Section 121 (4) shall apply *mutatis mutandis*; in addition, Section 121 (4a) shall apply *mutatis mutandis* to listed companies. ³ Notice and delivery shall be carried out in the same way as for convening the meeting.

Section 70 of the AktG: Shareholding period calculation

¹ If the exercising of rights arising from the share is conditional upon the shareholder having been the holder of the share for a certain period of time, a claim for transfer of ownership against a credit institution, financial services institution or an enterprise operating pursuant to Section 53 (1)^o(1) or Section 53b (1)^o(1) or Section 7 of the German Banking Act shall be deemed equivalent to ownership. ² The period of ownership of a predecessor in title shall be attributed to the shareholder if they acquired the share free of charge from their trustee, as universal successor in the event of the dissolution of a community or in the event of a portfolio transfer pursuant to Section 13 of the German Insurance Supervision Act or Section 14 of the German Building Societies Act.

2. Counter-Motions and Election Proposals 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, no later than 14 days prior to the meeting, i.e. by 12.00 (midnight) on 29 April 2021 (CEST).

Counter-motions to the Annual General Meeting Agenda items or election proposals must 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 available should state the reasons. No reasons need to be given for election proposals. Sections 126 (2), 127 (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 Section 126 (1) of the AktG. Election proposals issued by shareholders will only be made available if they state the name, practised occupation 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 of other supervisory boards to be established by law and comparable control bodies of commercial enterprises in Germany and abroad (cf. Section 127 (3) in conjunction with Section 124 (3)°(4) and Section 25 (1)°(5) of the AktG).

Shareholder motions or election proposals which are to be made available pursuant to Section 126 or 127 of the AktG will be deemed to be submitted during the Meeting, if the person submitting the motion or proposal is duly legitimised and registered to take 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 AGM portal linking to a counter-motion form.

The provisions of the German Stock Corporation Act on which these shareholder rights are based, which determine, among other things, the conditions under which countermotions and election proposals may not be made available, read as follows:

Section 126 of the AktG: Shareholder motions

(1) ¹ Motions by shareholders, including the name of the shareholder, the reason and any statement by the management, shall be made available to the entitled persons referred to in Section 125 (1) to (3) subject to the conditions set out therein, if the shareholder has sent a counter-motion to a proposal from the Executive Board and Supervisory Board on a specific item on the Agenda, together with the reason, to the address stated for this purpose in the notice convening the meeting at least 14 days before the meeting. ² The day of receipt shall not be counted. ³ In the case of listed companies, the information must be made available on the Company's website. ⁴ Section 125 (3) shall apply accordingly..

(2) ¹ A counter-motion and its reason need not be made available,

- 1. If making it available would render the Executive Board liable to prosecution,*
- 2. If the counter-motion would lead to an Annual General Meeting resolution that would be unlawful or contrary to the Articles of Association,*
- 3. If the statement of reason contains information that is manifestly false or misleading in material respects or if it is offensive,*
- 4. If a shareholder counter-motion based on the same facts has already been made available to an Annual General Meeting of the Company pursuant to Section 125,*
- 5. If the same shareholder counter-motion with substantially the same reason has already been made available to at least two Annual General Meetings of the Company pursuant to Section 125 in the last five years and less than one-twentieth of the share capital represented voted in favour of it at the Annual General Meeting,*
- 6. If the shareholder indicates that they will not attend the Annual General Meeting and will not be represented, or*

7. *If the shareholder has failed to make or have a counter-motion communicated by them made at two Annual General Meetings in the last two years.*

² *The reason need not be made available if it exceeds 5,000 characters in total.*

(3) If several shareholders make counter-motions on the same resolution subject matter, the Executive Board may combine the counter-motions and their statements of reasons.

Section 127 of the AktG: Shareholder election proposals (excerpt)

¹ *Section 126 shall apply mutatis mutandis to a shareholder proposal for the election of Supervisory Board members or auditors. ² No reasons need to be given for election proposals. ³ The Executive Board need not make the election proposal available even if the proposal does not contain the information required under Section 124 (3)[°](4) and Section 125 (1)[°](5). [...]*

Section 124 of the AktG: Notice of request for additions; proposals for resolutions (excerpt)

(3) ⁴ The proposal for the election of Supervisory Board members or auditors shall state their names, practised occupation and place of residence.

Section 125 of the AktG: Notices to shareholders and Supervisory Board members (excerpt)

(1) ⁵ In the case of listed companies, a proposal for the election of Supervisory Board members shall be accompanied by information on their membership of other supervisory boards to be established by law and comparable control bodies of commercial enterprises in Germany and abroad.

3) Each member of the Supervisory Board may request that the Executive Board send them the same notices.

Section 1 (2) of the COVID-19 Act (excerpt)

(2) [...] ³ Shareholder motions or election proposals which are to be made available pursuant to Section 126 or 127 of the AktG will be deemed to be submitted during the Meeting, if the person submitting the motion or proposal is duly legitimised and registered to take part in the Annual General Meeting.

3. Shareholders' Right to Ask Questions; Shareholders' Right to Information pursuant to Section 131 (1) of the AktG in Conjunction with Article 2 Section 1 (2)[°](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 Section 1 (2) of the COVID-19 Act. According to this, shareholders will have the right to pose their questions by electronic communication (Section 1 (2)[°](1) no. 3 of the COVID-19 Act). Properly registered shareholders have the right to ask questions in text form by electronic communication through the AGM portal or to contribute articles to be read out loud, from the opening of the general debate until its closure by the chair of the Meeting.

Pursuant to Section 1 (2)[°](2) of the COVID-19 Act, the Executive Board shall decide on the manner in which the questions are to be answered at its own dutiful discretion. According to the explanatory memorandum to Section 1 (2)[°](2) of the COVID-19 Act, the Executive Board may combine questions and their answers if it deems this to be expedient.

The provision of the German Stock Corporation Act and Section 1 (2)[°](1) no. 3, sentence 2 of the COVID-19 Act on which this option to pose a question by way of electronic communication is based reads as follows:

Section 131 of the AktG Shareholders' right to information (excerpt)

(1) ¹ Each shareholder shall, upon request, be provided with information by the Executive Board at the Annual General Meeting regarding the Company's affairs to the extent that such information is

necessary to permit a proper evaluation of the relevant item on the Agenda. ² The duty to provide information also extends to the Company's legal and business relationships with an affiliated company.

Section 1 (2)°(1) no. 3, sentence 2 of the COVID-19 Act (excerpt)

(2) ¹ The Executive Board may decide that the meeting shall be held as a virtual Annual General Meeting without the physical presence of the shareholders or their powers of attorney, provided that

[...]

3. Shareholders are granted the right to ask questions by means of electronic communication,

[...]

² **The Executive Board shall decide at its own dutiful discretion how to answer questions; it may also stipulate that questions must be submitted by electronic communication no later than one day before the meeting.**

4. Lodging Complaints Against Annual General Meeting Resolutions

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

Such declarations can be made through the web-based AGM portal at

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

for recording pursuant to Section 245 (1) of the AktG, from the opening of the Annual General Meeting. The complaint can be lodged through the web-based AGM portal from the beginning of the Annual General Meeting to its end. The notary public has authorised the Company to receive the complaints through the web-based AGM portal so that complaints against Annual General Meeting resolutions that are made electronically through the Company's web-based AGM portal will be recorded by the notary public.

The provision of Section 1 (2)°(1) no. 4 of the COVID-19 Act on which this option to lodge a complaint by way of electronic communication is based reads as follows:

Section 1 (2)°(1) no. 4 of the COVID-19 Act (excerpt)

(2) *The Executive Board may decide that the meeting shall be held as a virtual Annual General Meeting without the physical presence of the shareholders or their powers of attorney, provided that*

[...]

4. *The shareholders who have exercised their voting rights in accordance with number 2 are granted an opportunity to lodge a complaint against an Annual General Meeting resolution in derogation of Section 245 number 1 of the German Stock Corporation Act, waiving the requirement to appear at the Annual General Meeting.*

Munich, March 2021

EQS Group AG

The Executive Board