

# Invitation to the Annual General Meeting

**Friday, 30 June 2023**

EQS Group AG  
Munich  
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Invitation to the **Annual General Meeting as a virtual General Meeting without the physical presence of the shareholders**

On Friday, 30 June 2023  
at 2 p.m. CEST\*,

the Annual General Meeting of EQS Group AG with registered office in Munich will be held as a virtual General Meeting without the physical presence of the shareholders or their authorised representatives.

We cordially invite our shareholders to attend. Based on § 26n(1) of the Introductory Act to the Stock Corporation Act (Einführungsgesetz zum Aktiengesetz, EGAktG), the General Meeting will be held in the form of a virtual General Meeting in accordance with § 118a(1) sentence 1 of the Stock Corporation Act (Aktiengesetz, AktG) without the physical presence of the shareholders or their authorised representatives at the location of the General Meeting (except for the company's proxies).

An audio-visual transmission of the entire General Meeting will be made live in the InvestorPortal for duly registered shareholders. Voting rights will be exercised exclusively by means of electronic communication via electronic postal voting or by granting power of attorney and issuing instructions to the proxies appointed by the company.

The location of the General Meeting for the purposes of the Stock Corporation Act is Karlstraße 47, 80333 Munich. For details on holding the General Meeting virtually, please see the section 'Additional Details and Information', which is printed following the agenda. The shareholders and their authorised representatives (except the proxies appointed by the company) are not entitled to and cannot possibly be present at the meeting location in person.

\* Unless otherwise specifically noted, all times of day indicated in this invitation to the General Meeting refer to the Central European Summer Time (CEST) applicable for Germany. Coordinated Universal Time (UTC) equals Central European Summer Time (CEST) minus two hours, thus 2 p.m. CEST equals noon UTC.

# I. AGENDA

- 1. Presentation of the adopted annual financial statements as of December 31, 2022, the management report for the financial year 2022, the approved consolidated financial statements as of December 31, 2022, the group management report for the financial year 2022, and the report of the Supervisory Board for the financial year 2022**

The Supervisory Board has approved the annual financial statements and the consolidated financial statements prepared by the Management Board and therefore adopted the annual financial statements. Therefore, no adoption by the General Meeting is necessary. Shareholders can access the documents named in agenda item 1 online at

***<https://www.eqs.com/about-eqs/corporate-governance/>***

No decision will be made regarding this agenda item.

- 2. Resolution on the discharge of the members of the Management Board for the financial year 2022**

The Management and Supervisory Boards propose that all members of the Management Board who served during fiscal year 2022 be discharged for this fiscal year.

- 3. Resolution on the discharge of the members of the Supervisory Board for the financial year 2022**

The Management and Supervisory Board propose that all members of the Supervisory Board who served during fiscal year 2022 be discharged for this fiscal year.

#### **4. Resolution on the election of the auditor for the annual financial statements and the auditor of the consolidated financial statements**

The Supervisory Board proposes Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Düsseldorf, Munich branch, as auditor of the annual financial statements and auditor of the consolidated financial statements for the fiscal year 2023 and as auditor for the review of any interim reports until the next Annual General Meeting.

#### **5. Resolution on the elections to the Supervisory Board**

When the Annual General Meeting 2022 concludes, the term of office will end for the following Supervisory Board members currently serving:

- Laurenz Nienaber
- Catharina van Delden
- Rony Vogel

Pursuant to § 96(1) AktG in conjunction with § 101(1) AktG and § 95(1) AktG in conjunction with § 9(1) of the Articles of Association, the Supervisory Board consists of five members to be elected by the General Meeting (as shareholder representatives). The General Meeting is not bound to nominations.

#### **5.1 The Supervisory Board proposes to elect as a shareholder representative on the Supervisory Board:**

**Laurenz Nienaber**, residing in Munich, B.Sc. of Business Information Technology and M.Sc. of Finance, Managing Director of LMN Capital GmbH, Managing Director of BNS Business Network Solutions GmbH. If elected, Mr Laurenz Nienaber would serve until the end of the General Meeting that decides on discharges for fiscal year 2025.

Mr Laurenz Nienaber currently serves on the company's Supervisory Board, and his re-election is proposed.

**5.2 The Supervisory Board proposes to elect as a shareholder representative on the Supervisory board:**

**Catharina van Delden**, residing in Munich, entrepreneur, MBA from TU Munich. If elected, Catharina van Delden would serve until the end of the General Meeting that decides on discharges for fiscal year 2025.

Catharina van Delden currently serves on the company's Supervisory Board, and her re-election is proposed. Ms Catharina van Delden also acts in various advisory functions, such as Supervisory Board of sto SE & Co. KGaA.

**5.3 The Supervisory Board proposes to elect as a new shareholder representative on the Supervisory Board:**

**Stephan Ritter**, residing in Bergisch Gladbach, business studies graduate, who has worked in senior management positions for General Electric and Arcadis for the last 24 years.

If elected, Mr Stephan Ritter would serve until the end of the General Meeting that decides on discharges for fiscal year 2023.

**Information on the Supervisory Board candidates to supplement agenda item 5**

Mr Laurenz Nienaber and Ms Catharina van Delden are members of EQS Group AG's Supervisory Board and should be reappointed to members of that board.

Mr Stephan Ritter should be newly appointed to the Supervisory Board.

Brief CVs of the candidates are accessible on EQS Group AG's website at

***<https://www.eqs.com/about-eqs/corporate-governance/>***

The Supervisory Board believes the candidates it is proposing have no personal or business relationships with EQS Group AG or any of its group companies, executive bodies, or major shareholders.

The nominations made by EQS Group AG's Supervisory Board consider the statutory requirements and the goals for its composition decided by that board. The Supervisory Board has checked with the candidates it has proposed to ensure they will be able to devote the amount of time expected. The proposed candidates have already declared in advance that they will accept the office if elected.

The election is to be a single election.

## **6. Cancellation of Authorized Capital 2022/I in Section 4 (3) of the Articles of Association and creation of a new Authorized Capital 2023/I with the possibility of excluding subscription rights and the corresponding amendment to the Articles of Association**

The General Meeting held on 28 June 2022 resolved in § 4(3) of the Articles of Association to create authorised capital 2022/I amounting to EUR 1,002,421.00. This equals ten percent of the share capital. The Management Board has still not utilised that authorisation.

To grant the Management and Supervisory Boards adequate flexibility in corporate financing, a new authorised capital (authorised capital 2023/I) would be created in § 4(3) of the Articles of Association, the current authorised capital 2022/I in § 4(3) of the Articles of Association would be cancelled, and the scope of the authorisation would be increased to 25 percent of the share capital.

The Management and Supervisory Board propose the following resolution for adoption:

**a) Cancellation of Authorized Capital 2022/I in Section 4 (3) of the Articles of Association**

The authorisation of the Management Board in § 4(3) of the Articles of Association to increase the company's share capital with the approval of the Supervisory Board by 27 June 2027 by issuing new registered shares against cash contributions, one or more times, by EUR 1,002,421.00 or less (authorised capital 2022/I), is cancelled with an effect on the entry of the authorised capital 2023/I, provided the authorised capital 2022/I has not been utilised by the time this cancellation is entered.

**b) Creation of new Authorised Capital 2023/I**

With the Supervisory Board's approval, the Management Board is authorised to increase the company's share capital by 29 June 2028 by issuing new registered shares against cash contributions, one or more times, by EUR 2,506,053.00 or less in total (authorised capital 2023/I).

If the shareholders are granted subscription rights, the shares can also be offered to a credit institution or a company acting in accordance with § 53(1) sentence 1 or § 53b(1) sentence 1 or § 53b(7) of the German Banking Act (Kreditwesengesetz, KWG) for takeover with the obligation to offer them to the shareholders for subscription (indirect subscription right). With the Supervisory Board's approval, the Management Board is authorised to exclude the subscription right



- in order to exclude fractional amounts from the shareholders' subscription right;
- during capital increases against cash contributions, unless the shares' issue price is significantly less than the stock exchange price or the shares issued under exclusion of the subscription right pursuant to § 186(3) sentence 4 AktG exceed ten percent of the share capital in total when the authorisation takes effect or (if this value is lower) when the authorisation is utilised. Shares must be credited to the maximum limit if they were or will be issued to service warrant or convertible bonds during the term of this authorisation up to the time of their utilisation, provided the debt securities were issued in accordance with § 186(3) sentence 4 AktG under exclusion of the subscription right; and if they are treasury shares that were acquired due to an authorisation pursuant to § 71(1)(8) AktG and sold under exclusion of the shareholders' subscription right pursuant to § 186(3) sentence 4 AktG;
- to fulfil a greenshoe option agreed with issuing banks during an additional IPO of the company;
- if this is necessary to grant a subscription right to new shares to the owners of (1) conversion and/or option rights that are in circulation when the authorised capital 2023/I is utilised or (2) a conversion obligation from bonds carrying conversion and/or option rights that have been or will be issued by EQS Group AG or its group companies, 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 perform a 'scrip dividend', in which the shareholders are given the option to pay their dividend claim into the company (either fully or partially, at their discretion) as a contribution in kind in exchange for new shares from the authorised capital 2022/I.

With the Supervisory Board's approval, the Management Board may establish the additional content of the share rights, the conditions for issuing shares, and the additional details of the capital increase and its implementation. In so doing, the profit-sharing rights associated with the new shares can also be configured by way of deviation from § 60(2) AktG; in particular, the new shares can also carry profit-sharing rights from the beginning of the fiscal year preceding their issuance if the General Meeting has not yet decided on how to distribute the profit from that fiscal year by the time the new shares are issued.

The Supervisory Board is authorised to amend the version of the Articles of Association after the increase of the share capital has been fully or partially carried out (and, if the authorised capital has not been completely utilised by 29 June 2028, after the authorisation period expires), according to the respective utilisation of the authorised capital.

**c) § 4(3) of the Articles of Association is amended and now reads as follows:**

'(3) With the Supervisory Board's approval, the Management Board is authorised to increase the company's share capital by 29 June 2028 by issuing new registered shares against cash contributions, one or more times, by EUR 2,506,053.00 or less (authorised capital 2023/I).

If the shareholders are granted subscription rights, the shares can also be offered to a credit institution or a company acting in accordance with § 53(1) sentence 1 or § 53b(1) sentence 1 or § 53b(7) of the German Banking Act (Kreditwesengesetz, KWG) for takeover with the obligation to offer them to the shareholders for subscription (indirect subscription right). With the Supervisory Board's approval, the Management Board

is authorised to exclude the subscription right

- in order to exclude fractional amounts from the shareholders' subscription right;
- during capital increases against cash contributions, unless the shares' issue price is significantly less than the stock exchange price or the shares issued under exclusion of the subscription right pursuant to § 186(3) sentence 4 AktG exceed ten percent of the share capital in total when the authorisation takes effect or (if this value is lower) when the authorisation is utilised. Shares must be credited to the maximum limit if they were or will be issued to service warrant or convertible bonds during the term of this authorisation up to the time of their utilisation, provided the debt securities were issued in accordance with § 186(3) sentence 4 AktG under exclusion of the subscription right; and if they are treasury shares that were acquired due to an authorisation pursuant to § 71(1)(8) AktG and sold under exclusion of the shareholders' subscription right pursuant to § 186(3) sentence 4 AktG;
- to fulfil a greenshoe option agreed with issuing banks during an additional IPO of the company;
- if this is necessary to grant a subscription right to new shares to the owners of (1) conversion and/or option rights that are in circulation when the authorised capital 2023/I is utilised or (2) a conversion obligation from bonds carrying conversion and/or option rights that have been or will be issued by EQS Group AG or its group companies, 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 perform a 'scrip dividend', in which the shareholders are given the option to pay their dividend claim into the company (either fully or partially, at their discretion) as a contribution in kind in exchange for new shares from the authorised capital 2022/I.

With the Supervisory Board's approval, the Management Board may establish the additional content of the share rights, the conditions for issuing shares, and the additional details of the capital increase and its implementation. In so doing, the profit-sharing rights associated with the new shares can also be configured by way of deviation from § 60(2) AktG; in particular, the new shares can also carry profit-sharing rights from the beginning of the fiscal year preceding their issuance if the General Meeting has not yet decided on how to distribute the profit from that fiscal year by the time the new shares are issued.

The Supervisory Board is authorised to amend the version of the Articles of Association after the increase of the share capital has been fully or partially carried out (and, if the authorised capital has not been completely utilised by 29 June 2028, after the authorisation period expires), according to the respective utilisation of the authorised capital.'

## **7. Resolution on an amendment of Section 16 of the Articles of Association (virtual General Meeting)**

The virtual General Meeting has experienced a permanent regulation in the German Stock Corporation Act through the Act on Introducing Virtual General Meetings of Joint Stock Companies and Amending Regulations on Cooperatives, Insolvency and Restructuring (Federal Law Gazette I No. 27 2022, p. 1166 ff.). Pursuant to § 118a(1) sentence 1 AktG, the Articles of Association can provide (or authorise the Management Board to provide) that the General Meeting be held virtually (meaning, without the shareholders or their authorised representatives being physically present at the General Meeting's location). Such an authorisation of the Management Board should be resolved. To that end, the authorisation period of five years or less permitted by statutory law should be exhausted in consideration of

the newly introduced regulations. During the five-year authorisation period, the Management Board shall make a new decision about whether to use the authorisation for future General Meetings and hold them as virtual General Meetings. In so doing, the Management Board shall observe the relevant circumstances of the individual case and decide at its due discretion for the good of the company and the shareholders. The Management Board shall also include adequate protection of the shareholders' participation rights in its decision.

The Management and Supervisory Boards propose the following resolution for adoption:

Pursuant to § 16(3) of EQS Group AG's Articles of Association, the following paragraph 4 will be supplemented:

'(4) The Management Board is authorised to provide that the General Meeting be held without the shareholders or their authorised representatives being physically present at the General Meeting's location (virtual General Meeting). The authorisation applies to virtual General Meetings held in a period of five years after this paragraph 4 takes effect with entry in the commercial register of the company.'

Otherwise, § 16 of the Articles of Association remains unaltered.

The currently valid Articles of Association are accessible on the company's website at

***<https://www.eqs.com/about-eqs/corporate-governance/#articles>***

They will also be accessible there during the General Meeting.

## II. Report of the Management Board

### **Report of the Management Board to the General Meeting regarding the authorisations to exclude the subscription right pursuant to § 203(1) and (2) sentence 2 in conjunction with § 186(4) sentence 2 AktG listed under agenda item 6**

Under agenda item 6, the Management and Supervisory Boards propose creating a new authorised capital 2023/I in the increased extent of 25 percent of the share capital for five years, the maximum period permitted under statutory law.

This authorised capital would be used to open up a flexible option to raise additional equity capital if this appears to be in the company's interests by the Management Board with the Supervisory Board's approval. The new authorised capital should expand the opportunities for action in the shareholders' interests and make it possible for the company to react at short notice to financing needs that appear. In principle, the shareholders will be given a subscription right if the capital is increased. However, the Management Board should be authorised to exclude that subscription right in certain cases with the Supervisory Board's approval.

The report made by the Management Board to that end is announced as follows:

If the authorised capital is utilised, the shareholders will in principle have a subscription right. However, the requested authorisation includes the option to exclude the shareholders' subscription right in the following cases:

#### **1. Excluding the subscription right for fractional amounts**

The Management Board should be authorised to exclude fractional amounts (with the Supervisory Board's approval) that accrue due to the subscription ratio, to make it easier to process the shareholders' subscription right.

This should make it possible to present a practical subscription ratio with regard to the amount of the respective capital increase. If the subscription right were not excluded regarding fractional amounts, it would be much harder to technically implement the capital increase and exercise the subscription right. The new fractional shares excluded from the shareholders' subscription rights will be optimally exploited for the company, either through sale via the stock exchange or otherwise.

## **2. Excluding the subscription right during cash capital increases pursuant to § 186(3) sentence 4 AktG**

Pursuant to § 186(3) sentence 4 AktG, the subscription right may be excluded unless the capital increase against cash contributions exceeds ten percent of the share capital in total or the issued amount is significantly less than the stock exchange price. This places the management in a position to use the options offered by stock market conditions quickly, flexibly, and inexpensively. It enables the management to procure new equity capital quickly and close to the market price, thereby strengthening the equity capital base. And a need for capital caused by the short-term exploitation of market opportunities can be covered quickly and flexibly. So it lies in the interests of the company and the shareholders. Such cash capital increases are also limited to ten percent of the share capital, which considers the shareholders' need to keep their holdings from being overly diluted.

Pursuant to § 186(3) sentence 4 AktG, shares must be credited to this ten percent limit if they were issued or sold during the term of this authorisation in direct or appropriate application of this regulation based on other authorisations.

Shares must also be credited to this limit if they were or are to be issued based on debt securities with conversion or option rights or with conversion obligations issued at the time of the utilisation. Moreover, any deduction from the current stock exchange price for the company shares will presumably not exceed three percent, but may not exceed five percent of the stock exchange price. New shares will be issued close to the market price so that any shareholder interested in retaining their participation quota has the opportunity to acquire shares on the market under almost the same conditions as the issuance provides for.

### **3. Excluding the subscription right to fulfil a greenshoe option**

Finally, the subscription right may also be excluded to fulfil a greenshoe option agreed with issuing banks during an additional IPO of the company. An additional IPO enables the company to obtain improved access to the capital market and therefore cover the need for capital simply and flexibly. This is particularly significant in light of a possible additional expansion of the company in the future. The greenshoe is typical in IPOs. It applies not only to first-time IPOs, but also to additional IPOs. This means a provision should be made for it even if there is currently no specific plan for an additional IPO that includes a greenshoe option. A green-shoe option is also called an over-allotment option. This is primarily used to precisely determine the placement quantity and stabilise the share price if (additional) shares are listed.

It functions as follows: On the grant date, the issuing banks sell not only the planned placement volume (100 percent), but a certain number of additional shares beyond that which are otherwise made available (up to 15 percent of the actually planned placement volume). Those additional shares can be used to stabilise the price. The issuing banks can buy back shares in the market as long as generally typical reflows as part of the issuance of sold shares in the market lead to a price decline that is beneath the placement price.



This allows a price reduction caused by the reflows to be absorbed. If no such buyback occurs in the market, the second element of the over-allotment option applies: covering the overly allotted and sold shares (through shares of other shareholders, or even through a capital increase in the company, for example). So a greenshoe option makes it possible to better exhaust the market potential during pricing. Since the investors can be given a certain assurance in price development, they are prepared to pay a higher price. Therefore, in addition to and because of the stabilisation, the greenshoe option leads to an increase in the earnings to be gained during the issuance and ultimately lies in the interests of the company and the shareholders.

#### **4. Excluding the subscription right for warrant and convertible bonds**

Moreover, the subscription right can be excluded with the Supervisory Board's approval if this is necessary so that owners of warrant and/or convertible bonds that have been or will be issued can be given a subscription right to new shares if this has been provided for in the conditions of the respective debt security. To make it easier to place them on the capital market, such debt securities are normally associated with a mechanism to protect them from dilution which provides that, if subsequent shares are issued with a shareholder subscription right, the owners of the debt securities can be granted the same subscription right to new shares to which the shareholders are also entitled (instead of a reduction of the option or conversion price).

This will put them in the position they would be in had they already exercised their option or conversion right or a conversion obligation had already been met. This has the advantage that, unlike dilution protection by reducing the option or conversion price, the company can achieve a higher issue price for the shares to be issued when the conversion or option is exercised.

## **5. Excluding the subscription right to carry out a scrip dividend**

With the Supervisory Board's approval, the Management Board should be authorised to exclude the statutory subscription right so a scrip dividend can be carried out under optimal conditions. During a scrip dividend, shareholders are given the chance to pay their claim to a dividend disbursement (which arose with the General Meeting's decision on appropriating profit) into the company as a contribution in kind to purchase new company shares.

The scrip dividend can be carried out as a genuine issuance of subscription rights, especially under consideration of the provisions in § 186(1) AktG (minimum subscription period of two weeks) and § 186(2) AktG (disclosure of the issue amount at least three days before the subscription period expires). As part of this process, each shareholder will be offered only whole shares; regarding the part of the dividend claim that falls short of or exceeds the subscription price for a whole share, shareholders are referred to the subscription of cash dividends and to that extent cannot subscribe to shares; an offer of partial rights is not provided for any more than the establishment of trading in subscription rights or parts thereof. Since, instead of a subscription to new shares, the shareholders obtain a cash dividend to the same extent, this seems justified and reasonable.

Depending on the capital market situation, it can sometimes be preferable to offer and prepare scrip dividends without being bound by the restrictions of § 186(1) AktG (minimum subscription period of two weeks) and § 186(2) AktG (disclosure of the issue amount at least three days before the subscription period expires) to that extent.

The Management Board should therefore also be authorised to offer new shares for subscription to all shareholders who are entitled to a dividend, against payment of their dividend claim and while observing the general principle of equal treatment (§ 53a AktG), but to formally exclude the shareholders' subscription right with the Supervisory Board's approval. Carrying out the scrip dividend while formally excluding the subscription right makes it possible to increase the capital under more flexible conditions. Since all shareholders are offered the new shares and excess fractional dividends are covered through cash dividend payments, excluding the subscription right also seems justified and reasonable to that extent.

## **Summary**

Considering all the circumstances, the respective authorisation to exclude the subscription right to the limits described is necessary and called for in the interests of the company and, therefore, the shareholders. The Management Board shall exercise its authorisation with the Supervisory Board's approval. The respective conditions will be established in due course so that the interests of the shareholders and needs of the company are adequately protected considering the circumstances. The Management Board shall report each exercise of the authorisation to the General Meeting.

## Using the authorisation

There are currently no plans to utilise the authorised capital 2023/I. Anticipatory resolutions with the option of excluding the subscription right are typical both nationally and internationally. All cases of excluding the shareholders' subscription right proposed here require the Supervisory Board's approval. In any case, the Management Board shall also check whether the utilisation of the authorised capital 2023/I is in the company's interests; to that end, it will also check in particular whether any exclusion of the subscription right is objectively justified on a case-by-case basis. Each time the Management Board uses the authorisation, it shall report that use to the next General Meeting.

The Management Board's written report pursuant to § 203(2) sentence 2 in conjunction with § 186(4) sentence 2 AktG regarding the Management Board's authorisation to exclude the shareholders' subscription right in connection with the voting on agenda item 6 will be made available to the shareholders at

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

beginning with the summons to the General Meeting.

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

As of the date of convening this General Meeting, the company's share capital of EUR 10,024,212.00 is divided into 10,024,212 no-par-value shares with the same number of votes. The company holds 1,121 treasury shares, which do not entitle the company to any voting rights.

### IV. ADDITIONAL DETAILS AND INFORMATION

#### 1. Virtual General Meeting

Holding the General Meeting as a virtual General Meeting according to the new legal provision in § 118a AktG means some modifications have been made regarding how the General Meeting is held and to the exercising of shareholders' rights compared to both an in-person General Meeting and the last virtual General Meeting held according to the special legislation as a result of the Covid-19 pandemic. Therefore, we kindly ask you to pay special attention to the following information, in particular regarding the option to follow the audio-visual transmission of the General Meeting, the right to submit statements, the right to file motions, to exercise the right to vote, the right to speak, the right to information and the right to object.

On the basis of § 118a AktG, § 26n (1) EGAktG, the Management Board of EQS Group AG has decided, with the Supervisory Board's approval, to hold this year's General Meeting as a virtual General Meeting without the physical presence of the shareholders or their authorised representatives. Physical attendance by shareholders or their authorised representatives (with the exception of proxies appointed by the company) is therefore excluded.

## **2. Requirements for participation in the virtual General Meeting and exercising voting rights**

Shareholders and their authorised representatives will be able to follow the live audio-visual transmission of the entire General Meeting **from 2:00 p.m. CEST onwards on 30 June 2023** using the InvestorPortal online. This can be accessed at

***<https://www.eqs.com/about-eqs/corporate-governance>***

Access to the InvestorPortal is described below in the section 'Access to the InvestorPortal and electronic connection to the General Meeting' (see section IV.3). The voting rights of the shareholders or their authorised representatives shall be exercised by means of electronic communication or by granting power of attorney and issuing instructions to the proxies appointed by the company.

## **3. Access to the InvestorPortal and electronic connection to the General Meeting**

The company has set up an InvestorPortal for the General Meeting for the purpose of the virtual General Meeting. Shareholders who have duly registered can connect to the General Meeting electronically via the InvestorPortal and follow the live audio-visual transmission of the General Meeting from **2:00 p.m. CEST** on the day of the General Meeting and exercise shareholder rights by means of electronic communication. The InvestorPortal is available at

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

The InvestorPortal can be accessed (online) by entering the shareholder number and the corresponding personal access data (PIN or access code), which will be sent to the shareholders entered in the share register together with the invitation. The necessary information on how to proceed will be sent out to the shareholders entered in the share register along with the invitation. Shareholders who are not entered in the share register until after **12:00 a.m. CEST on 9 June 2023** will not receive the invitation documents or the access data for the InvestorPortal to the General Meeting without requesting it in accordance with the legal requirements. However, they may request the invitation documents with the required shareholder number and the corresponding personal access data from the registration office below (see section IV.4).

Without proper registration for the Meeting, shareholders cannot join the Meeting electronically and cannot exercise shareholder rights, in particular the right to vote. The electronic issuance of power of attorney and instructions to the proxies of the company via the InvestorPortal also require timely registration for the General Meeting.

The InvestorPortal is expected to be activated from **7 June 2023**.

#### **4. Registration for the General Meeting and exercising voting rights; registration stop**

Pursuant to § 17 of the Articles of Association of the company, shareholders who are registered in the share register and who register with the company in due time are entitled to attend the General Meeting (i.e. to be electronically connected to the General Meeting) and to exercise their voting rights. The registration must be received no later than **12:00 a.m. CEST on 23 June 2023**, either electronically via the InvestorPortal or at the registration office specified below

**EQS Group AG**  
**c/o Computershare Operations Center**  
**80249 Munich**  
**Germany**  
**E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)**

(‘registration office’). For information on access to the InvestorPortal, please see IV.3.

Pursuant to § 67 (2) sentence 1 AktG, rights and obligations arising from shares exist only for and against the person entered in the share register. Accordingly, the number of voting rights to which a duly registered shareholder is entitled at the General Meeting is determined by the registration status of the share register on the day of the General Meeting. For technical reasons, however, no changes will be made to the share register in the period from the **end of 23 June 2023** (‘technical record date’) until the end of the General Meeting on **30 June 2023** (‘registration stop’). Therefore, the registration status of the share register on the day of the General Meeting shall correspond to the status after the last change on **23 June 2023**. The registration stop does not mean the shares are blocked for disposal. However, purchasers of shares whose applications for registration are received by the company after **23 June 2023** may not exercise voting rights and other shareholder rights from these shares, unless they are authorised or empowered to exercise such rights.



In such cases, voting rights and other shareholder rights shall remain with the person entered in the share register until the change is made. All purchasers of shares in the company who are not yet entered in the share register are therefore requested to submit their change of registration requests in good time.

## **5. Procedure for exercising voting rights by means of electronic communication (electronic postal vote)**

Voting rights shall be exercised by way of electronic communication by electronic postal vote using the InvestorPortal. Shareholders who are registered in the share register and have duly registered for the General Meeting may cast their votes by electronic postal vote prior to the General Meeting and during the General Meeting using the InvestorPortal. Authorised representatives, including authorised intermediaries (e.g. credit institutions), shareholder associations, proxy advisors and persons who assist shareholders in exercising voting rights at the General Meeting as part of a business arrangement may also use electronic postal voting.

After proper registration for the General Meeting, votes already cast by way of electronic postal voting may be cast and amended using the InvestorPortal until voting at the General Meeting closes on **30 June 2023**. The exact time at which votes can no longer be cast or changed via the InvestorPortal shall be specified by the chairperson of the meeting. They will draw attention to this in good time during the General Meeting.

## 6. Procedure for casting votes by proxies appointed by the company

Shareholders may be represented by the company's proxies in exercising their voting rights in accordance with their instructions. Shares must be properly registered by **12:00 a.m. CEST on 23 June 2023** to ensure that proxies are authorised.

The authorisation of the proxies appointed by the company and the issuance of instructions must be in text form (§ 126b of the German Civil Code (Bürgerliches Gesetzbuch, BGB)). Before and during the General Meeting, you may exercise your voting rights by granting power of attorney and issuing instructions to the company's proxies via the company's InvestorPortal, which is available at

***<https://www.eqs.com/about-eqs/corporate-governance/>***

Authorisation can be issued via the InvestorPortal until the beginning of voting on the day of the General Meeting. During the General Meeting and until the start of voting, you can also use the InvestorPortal to change or revoke any previously issued power of attorney and instructions. The exact time at which power of attorney and instructions can no longer be revoked or changed via the InvestorPortal shall be specified by the chairperson of the meeting. They will draw attention to this in good time during the General Meeting.

In any case, please remember to register your shares in due time before **12:00 a.m. CEST on 23 June 2023**.

Proxies may also be authorised and instructed outside the InvestorPortal by using the Power of Attorney and Instruction form included in the registration form. This can be downloaded from the company's website at

***<https://www.eqs.com/about-eqs/corporate-governance/>***

or can be requested from the registration office. If you use the Power of Attorney and Instruction form (instead of the InvestorPortal), it must be received by the registration office below no later than **12:00 a.m. CEST on 29 June 2023** (date of receipt):

EQS Group AG  
c/o Computershare Operations Center  
80249 Munich  
Germany  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

The proxies must be granted power of attorney and issued explicit and unambiguous instructions for exercising the voting right for each relevant agenda item. In the absence of explicit and unambiguous instructions, the proxies will abstain from voting on the relevant voting item. Should an individual vote take place on an item of the agenda, each individual sub-item shall have instructions issued in this regard. The proxies are obliged to vote in accordance with the instructions. The proxies shall not accept instructions to speak and request information, propose motions and nominations, request the inclusion of questions in the minutes or file objections against resolutions of the General Meeting.

## **7. Procedure for casting votes by other authorised representatives**

Shareholders may also have their voting rights and other rights exercised at the General Meeting by another authorised representative, e.g. a credit institution, a proxy advisor, a person who offers to exercise voting rights at the General Meeting for the shareholders as part of a business arrangement or another third party. Authorised third parties may not attend the General Meeting in person. Authorised third parties may exercise the voting rights exclusively by electronic postal vote or power of attorney and instructions to the company's proxies.

If the shareholder authorises more than one person, the company may reject one or more of them. Timely registration of the shares is also required if a proxy is used.

The granting of the power of attorney, its revocation and the proof of authorisation to the company shall require the text form (§ 126b BGB), if neither a credit institution, an intermediary, a shareholder association, a proxy advisor or any other person is authorised within the meaning of §135(8) AktG. Shareholders may use the Power of Attorney form available at

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

to grant a power of attorney. The power of attorney may be granted to the authorised representative or to the company.

Notwithstanding any other legal means of transmitting the power of attorney or the proof of the appointment of an authorised representative to the company, the power of attorney may also be granted electronically via the InvestorPortal; in this case, separate proof of the granting of the power of attorney is not required.

Previously granted power of attorney may be revoked via the InvestorPortal, regardless of any other transmission channels permitted by law.

For organisational reasons, if power of attorney is granted or proven or revoked by declaration to the company outside the InvestorPortal, this must be received by the registration office above by **12:00 a.m. CEST on 29 June 2023**. On the day of the General Meeting, power of attorney may only be issued, amended or revoked using the InvestorPortal.

Please note that power of attorney and instructions issued via the InvestorPortal will always have priority and that any other issuance of power of attorney and instructions with the same shareholder number shall be irrelevant, regardless of the time of receipt.

Authorised third parties (with the exception of the proxies appointed by the company) may not attend the General Meeting in person. They may only exercise the voting right for shareholders they represent by electronic postal vote or by granting (sub-)powers of attorney to the proxies appointed by the company. In this respect, the above information shall apply accordingly. The authorised representative must have the access information at their disposal to enable them to use the InvestorPortal. This information can be obtained in two ways. Firstly, when authorising the authorised representative via the InvestorPortal, the shareholder can specify an e-mail address to which the access data for the authorised representative will be sent. Secondly, if the power of attorney is granted in text form outside the InvestorPortal, the access data for the authorised representative will be sent by post to the postal address provided when granting the power of attorney. If no postal address is provided, it will be sent to the postal address of the shareholder. The authorisation should therefore be made as early as possible so that the authorised representatives receive the access data in a timely manner.

When authorising power of attorney to exercise voting rights pursuant to § 135 AktG (granting power of attorney to banks, proxy advisors, shareholder associations as well as other intermediaries covered by § 135 AktG and persons of equal standing pursuant to § 135 AktG), particularities must be taken into account, which must be enquired about with the respective authorised representative. According to the law, in these cases the power of attorney must be granted to a specific authorised representative and must be verifiably recorded by the authorised representative. The power of attorney must also be complete and may only contain declarations related to exercising voting rights. Therefore, if you wish to grant a power of attorney pursuant to § 135 AktG, please coordinate with the person to be authorised regarding the Power of Attorney form. However, a violation of the above, and certain other requirements specified in § 135 AktG for the authorisation of the persons mentioned in this section, shall not impair the effectiveness of voting according to § 135(7) AktG.

## 8. Further information on exercising voting rights

Once registration for the General Meeting has been properly completed, electronic postal votes or the granting of power of attorney and instructions to the proxies appointed by the company or instructions to other authorised representatives, including switching between these options or a revocation, can still be submitted or changed as follows:

- The casting of electronic postal votes or changes to votes already cast by way of electronic postal voting are only possible via the InvestorPortal until voting is closed at the General Meeting on **30 June 2023**.
- Revocation of and changes to the granting of power of attorney and instructions to the proxies appointed by the company or to other authorised representatives may be submitted outside the InvestorPortal no later than **12:00 a.m. CEST on 29 June 2023** (receipt) to the following registration office

**EQS Group AG**  
**c/o Computershare Operations Center**  
**80249 Munich**  
**Germany**

or

**E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)**

- On the day of the General Meeting, the power of attorney and instructions to the proxies appointed by the company or to other authorised representatives may only be re-voked and changed via the InvestorPortal until voting starts in the General Meeting.

The exact time at which the power of attorney and instructions can no longer be changed or revoked on the day of the General Meeting shall be specified by the chairperson of the meeting. The chairperson shall notify the shareholders in a timely manner when the option to grant, change or revoke the power of attorney and instructions via the InvestorPortal ends.

If several declarations are received under the same shareholder number, the following shall apply:

- Electronic postal votes or power of attorney and instructions to the proxies appointed by the company via the InvestorPortal will generally be given priority over other means of receipt.
- Postal votes declared outside the InvestorPortal are not permitted.
- If different declarations regarding power of attorney to third parties or power of attorney or instructions to the proxies nominated by the company are received via different means of transmission outside the InvestorPortal and it cannot be determined which was submitted last, declarations by e-mail will generally be given priority.
- If shareholders have authorised a third party to represent them (with the exception of the proxies appointed by the company), they may only exercise their shareholder rights themselves – including the right to vote and speak – if the corresponding authorisation has previously been revoked in accordance with the rules described in this invitation.

## V. SHAREHOLDER RIGHTS

**(motions, nominations, statements, right to speak, right to information and the right to object as well as information on shareholders' rights pursuant to § 122(2), § 126(1) and (4), § 127, § 130a, § 131(1), § 118a(1) sentence 2 no. 8 in connection with § 245 AktG)**

### **1. Addition to the agenda pursuant to § 122(2) AktG**

Shareholders whose combined shares amount to one-twentieth of the share capital or the proportionate amount of EUR 500,000.00 may request that items be placed on the agenda and published.



The request must be addressed in writing to the Management Board of the company and must be received by the company at least 24 days prior to the General Meeting, i.e. no later than by **12:00 a.m. CEST on 5 June 2023**.

A request to this effect must be sent to the following address:

**EQS Group AG  
- Management Board -  
Karlstr. 47  
80333 Munich  
Germany**

or in electronic form in accordance with § 126a BGB by e-mail to:

**hv@eqs.com**

Additional requests received later or otherwise addressed will not be considered. The request must be signed by all shareholders whose combined shares account for one-twentieth of the share capital or the proportionate amount of EUR 500,000.00.

Each new item on the agenda must be accompanied by a statement of reasons or a draft resolution.

The applicants must prove that they hold a sufficient number of shares for the legally required minimum holding period of 90 days prior to the date of the request being received and that they hold these shares until the decision on the request is made (§§ 122(2), 122(1) sentence 3 AktG as well as § 70 AktG).

Additions to the agenda to be announced will be published in the German Federal Gazette as soon as the request is received. They will also be published on the company's website at

***<https://www.eqs.com/about-eqs/corporate-governance/>***

and communicated to the shareholders.

## **2. Countermotions and nominations pursuant to §§ 126(1), 127 AktG, 130a(5) sentence 3, 118a(1) sentence 2 no. 3 AktG**

Every shareholder has the right to submit countermotions against the proposals of the Management Board and/or Supervisory Board on a specific item of the agenda and nominations of Supervisory Board members or auditors to the following address:

**EQS Group AG**  
**- Management Board -**  
**Karlstr. 47**  
**80333 Munich**

or by e-mail to:

**hv@eqs.com**

Countermotions and nominations addressed otherwise will not be considered.

Any countermotions (including any statement of reasons) and nominations to be made available that are received by the company at the above address or e-mail address at least 14 days prior to the General Meeting – i.e. no later than **12:00 a.m. CEST on 15 June 2023** – will be made available without delay at

***<https://www.eqs.com/about-eqs/corporate-governance/>***

and shall include the name of the shareholder, any statement of reasons to be made available and any statement from the management.

Pursuant to § 126(4) AktG, any countermotions and nominations from shareholders that are to be made available by the company shall be deemed to have been made at the time of making them available. Shareholders who have duly registered for the General Meeting may exercise their voting rights in respect of these motions. If the shareholder submitting the motion or nomination has not duly registered for the General Meeting, the countermotion or nomination need not be dealt with at the General Meeting.

Countermotions and nominations as well as other motions may also be submitted during the General Meeting via video link, i.e. within the context of the right to speak (see section V.4).

### **3. Right to submit statements pursuant to § 130a(1) to (4), (6) AktG**

Shareholders who have duly registered for the General Meeting, or their authorised representatives, have the right to submit statements regarding the items on the agenda no later than five days before the meeting, not counting the day of receipt and the day of the General Meeting, i.e. by **12:00 a.m. CEST on 24 June 2023**.

Statements shall be submitted electronically in text form only, in accordance with the procedure provided for that purpose. Please use the e-mail address

**hv@eqs.com**

Statements submitted by other means will not be considered. The submission must be made in text form in German. We kindly ask you to limit the statements to a reasonable length in order to enable the shareholders to review the statements in an orderly manner. A length of 10,000 characters (including spaces) shall not be exceeded. When submitting a statement, please indicate the shareholder number at the same time.

The company will make the statements available to the registered shareholders or their authorised representatives in the InvestorPortal no later than four days prior to the meeting, i.e. by **12:00 a.m. CEST on 25 June 2023**, stating the name of the submitting shareholder. Statements will not be made available if they contain more than 10,000 characters (including spaces), if they are offensive, criminal in nature, obviously false or misleading, or if the shareholder indicates that he or she will not attend the General Meeting and will not be represented (§ 130a(3) sentence 4 in conjunction with § 126(2) sentence 1 no. 1, no. 3 or no. 6 AktG).

Motions and nominations, questions and objections against resolutions of the General Meeting that are submitted in the context of the statements provided in text form will not be considered in the General Meeting; the submission of motions and nominations (see section V.2), exercising the right to information (see section V.5) and filing objections against resolutions of the General Meeting (see section V.6) can only be carried out via the channels described separately in this invitation. In particular, the possibility to submit statements does not constitute an opportunity to (pre-)submit questions pursuant to § 131(1a) AktG. Any questions contained in the statements will therefore not be answered at the virtual General Meeting.

#### **4. Right to speak according to §§ 118a(1) sentence 2 no. 7, 130a(5) and (6) AktG**

Shareholders or their authorised representatives who are connected electronically to the General Meeting have the right to speak at the meeting via video link. From the beginning of the General Meeting, shareholders or their authorised representatives may register their speeches in the InvestorPortal. The speeches may include motions and nominations pursuant to § 118a(1) sentence 2 no. 3 AktG, follow-up questions pursuant to § 131(1d) AktG and questions pursuant to § 131(1e) AktG.

The chairperson of the meeting may impose reasonable time limits on the shareholder's right to ask questions and to speak in accordance with § 19(3) of the Articles of Association of the company. In particular, the chairperson is entitled, at the beginning or during the General Meeting, to set a reasonable time limit for the entire course of the General Meeting, for the discussion of the individual agenda items and for the individual questions and speeches. In order to exercise the right to speak, shareholders or their authorised representatives require an internet-enabled end device (PC, laptop, tablet or smartphone) equipped with a camera and a microphone that can be accessed from the browser.

The company reserves the right to check the functionality of the video link between the shareholder or their authorised representative and the company during the meeting and before the speech and to reject it if the functionality is not ensured.

#### **5. Right to information according to §§ 118a(1), sentence 2 no. 4, 131(1) AktG**

In accordance with § 131(1) AktG, the Management Board is to give every shareholder information about the company's affairs if requested to do so at the General Meeting, provided that the information is necessary for the proper assessment of an item on the agenda and that there is no right to withhold information. The duty of the Management Board to provide information also extends to the legal and business relations of the company with its affiliated companies. Furthermore, the duty to provide information also concerns the situation of the group and the companies included in the consolidated financial statements.

It is intended that the chairperson of the meeting will determine that the aforementioned right to information pursuant to § 131(1) AktG may be exercised at the General Meeting exclusively by way of video link, i.e. within the context of exercising the right to speak (see section V.4). No other submission of questions by way of electronic or other communication is provided for, neither before nor during the General Meeting.

§ 131(4) sentence 1 AktG stipulates that if a shareholder has been provided with information outside the General Meeting in his or her capacity as a shareholder, this information must be provided to all other shareholders or their authorised representatives at their request during the General Meeting, even if it is not necessary for the proper assessment of the item on the agenda. During the virtual General Meeting, it shall be ensured that shareholders and their authorised representatives who are electronically connected to the General Meeting may submit their requests during the General Meeting by way of electronic communication via the InvestorPortal, in accordance with § 131(4) sentence 1 AktG.

The shareholders have the right to ask questions regarding all answers given by the Management Board at the meeting in accordance with § 131(1d) AktG.

## **6. Declaration of objections to resolutions of the General Meeting**

Shareholders and their authorised representatives who are electronically connected to the General Meeting have the right to object to resolutions of the General Meeting by means of electronic communication. Objections can be declared via the InvestorPortal during the entire duration of the General Meeting until the end of the General Meeting. The company's proxies may not be instructed to declare objections to resolutions of the General Meeting for the record of the notary certifying the General Meeting.

## VI. FURTHER EXPLANATIONS

### **Publications on the website pursuant to § 124a AktG**

The invitation to the General Meeting, the documents and motions of shareholders to be made available as well as further information are also available on the company's website at

***<https://www.eqs.com/about-eqs/corporate-governance/>***

The results of the voting will also be published on the company's website following the General Meeting.

Furthermore, during the General Meeting, the list of participants will be available via the InvestorPortal prior to the first vote to all shareholders who have duly registered and who have been electronically connected to the General Meeting, as well as to their representatives.

### **Proof of the vote count**

Voters may request confirmation of whether and how their votes were counted within one month of the day of the General Meeting in accordance with § 129(5) sentence 1 AktG. Proof of the vote count (voting confirmation) is available on the InvestorPortal in accordance with the legal provisions and on request from the company at **hv@eqs.com**. If the confirmation is given to an intermediary, the intermediary shall send the confirmation to the shareholder without delay in accordance with § 129(5) sentence 3 AktG.

### **Further information on voting according to Table 3 Implementing Regulation (EU) 2018/1212**

The resolutions for items 2 to 7 of the agenda are binding.

For the scheduled votes on agenda items 2 to 7, there is the possibility to vote yes (in favour), no (against) or abstain.

## Information on data protection

If you register for the General Meeting or grant power of attorney, we will collect personal data about you and/or your authorised representative. This is done to enable shareholders to exercise their rights at the General Meeting. EQS Group AG processes your data as the controller in compliance with the provisions of the General Data Protection Regulation (GDPR) and all other applicable laws. Details on the handling of your personal data and your rights under the GDPR can be found on the General Meeting website at:

**<https://www.eqs.com/about-eqs/corporate-governance/>**

Munich, May 2023



Achim Weick  
(CEO)



Christian Pflieger  
(COO)



Marcus Sultzer,  
(CRO)



André Silverio Marques,  
(CFO)





# Notes

A series of horizontal dotted lines for writing notes.



EQS Group AG  
Karlstr. 47  
80333 München  
Tel +49 (0) 89 444 430-000  
Fax +49 (0) 89 444 430-049  
[contact@eqs.com](mailto:contact@eqs.com)  
[www.eqs.com](http://www.eqs.com)