

- Translation for convenience -

capsensixx AG

60325 Frankfurt am Main
- WKN A2G9M1 -
- ISIN DE000A2G9M17 -

Annual General Meeting of capsensixx AG on Wednesday, 23 June 2021, 10:00 hours (CEST) as a virtual general meeting without physical presence of the shareholders or their proxies.

The notice convening the Annual General Meeting already contains information on the rights of shareholders pursuant to sect. 122 para. 2, sect. 126 para. 1 and sect. 127 of the German Stock Corporation Act (AktG) and on the right of shareholders to ask questions in accordance with the Act on Measures in Company, Cooperative, Association, Foundation and Condominium Law to Combat the Effects of the COVID-19 Pandemic (Covid-19 Act).

Further explanations on shareholder rights in accordance with sect. 122 para. 2, sect. 126 para. 1, sect. 127, sect. 131 para. 1 German Stock Corporation Act (Aktengesetz, AktG)

Extension of the agenda

Shareholders whose combined shareholdings amount one-twentieth of the share capital (this corresponds to an amount of EUR 171,500.00 of the nominal share capital) may request that items be added to the agenda and announced. Each new item must be accompanied by grounds or a draft proposal.

The request must be submitted to the Management Board in writing and must be received by the company at the following address at least 30 days before the Annual General Meeting, therefore by 23 May 2021, 24:00 hours (CEST) by the latest. Requests for additions are requested to be sent in writing to the following address:

capsensixx AG
- Management Board -
Bettinastraße 57-59
60325 Frankfurt am Main

Applicants must demonstrate that they have been holders of the required minimum number of shares for at least 90 days prior to the date their request is received and that they will hold them until the Management Board makes a decision on their application.

When determining the relevant date, sect. 121 para. 7 AktG is to be applied accordingly. The period of time shall then be calculated backwards, whereby the day of receipt of the request shall not be counted and a transfer from a Sunday, a Saturday or a public holiday to a preceding or following working day shall not be considered. Appropriate confirmation from the custodian bank is sufficient as proof.

Pursuant to sect. 70 AktG, a claim to transfer of ownership against a credit institution, financial services institution or a company operating pursuant to sect. 53 para. 1 sent. 1 or sect. 53b para. 1 sent. 1 or para. 7 of the German Banking Act (*Kreditwesengesetz, KWG*) is equivalent to ownership. The period of ownership of a legal predecessor shall be attributed to the shareholder if he has acquired the share free of charge, from his trustee, as universal legal successor, in the event of a community being divided or in the event of a portfolio transfer pursuant to sect. 13 of the Insurance Supervision Act (*Versicherungsaufsichtsgesetz*) or sect. 14 of the Building Loan Associations Act (*Gesetz über Bausparkassen*).

Relevant provisions:

Sect. 122 para. 1 AktG

„The Annual General Meeting shall be called if shareholders, whose holding in aggregate equals or exceeds one-twentieth of the share capital, request such meeting in writing, stating the purpose and the grounds for such meeting; such request shall be addressed to the Management Board. The articles may provide that the right to request an Annual General Meeting shall require another form or the holding of a lower proportion of the share capital. The petitioners must furnish evidence that they have been the holders of the shares for at least 90 days prior to the date of receipt of the request and will continue to hold the shares until a decision on the petition is rendered by the Management Board. Sect. 121 para. 7 shall apply mutatis mutandis.“

Sect. 122 para. 2 AktG

„In the same manner, shareholders whose shares amount in aggregate to not less than one-twentieth of the share capital or represent an amount of the share capital corresponding to EUR 500,000 may request that items are put on the agenda and published. Each new item shall be accompanied by grounds or a draft proposal. The request in the sense of sentence 1 shall be provided to the company at least 24 days, or in the case of listed companies at least 30 days, prior to the meeting; the day of receipt shall not be included in this calculation.“

Sect. 70 AktG:

„If the exercise of rights arising from a share requires that the shareholder has been the holder of such share for a certain period of time, the right to demand transfer of title from a credit institution, a financial services institute, or an enterprise operating under sect. 53 para. 1 sent. 1 or sect. 53b para. 1 sent. 1 or para. 7 of the Banking Act shall be deemed equivalent to ownership. The period during which the share was owned by a predecessor shall be attributed to the shareholder, provided that he has acquired the share without consideration from his fiduciary, as a successor in legal interest by operation of law, in connection with the liquidation of a community of interest, or as a result of a transfer of assets pursuant to sect. 13 of the Insurance Supervision Act or sect. 14 of the Building Loan Associations Act“

Counter-motions and nominations by shareholders

The Company's shareholders are entitled to send in counter-motions to the items of the agenda. The Company will publish motions by shareholders in accordance with sect. 126 AktG, together with the shareholder's name, the grounds and any statement by the management at

<https://www.capsensixx.de/hauptversammlung/>

if the shareholder has sent the Company a permissible counter-motion to a proposal by the Management Board or the Supervisory Board on a specific agenda item with grounds at least 14 days prior to the meeting, i.e. by 8 June 2021, 24:00 hours (CEST) to the following address.

capsensixx AG
Investor Relations
Bettinastraße 57-59
60325 Frankfurt am Main
Telefax: +49 69 2474799-10
E-Mail: ir@capsensixx.de

These provisions apply mutatis mutandis to a shareholder's nomination for the election of the auditor, whereby nominations do not require any grounds.

A counter-motion and the grounds for it need not be made available, if one of the reasons set out in sect. 126 para. 2 AktG applies.

The statement of the grounds need not be communicated if it exceeds 5,000 characters. This shall apply to nominations mutatis mutandis if they include grounds.

The Management Board does not need to make a nomination for the election of Supervisory Board members or auditors available if it does not contain the name, occupation and domicile of the nominated person, in the case of legal entities, the company name and registered office, and if no information has been provided pursuant to sect. 125 para. 1 sent. 5 AktG regarding the membership of Supervisory Board members in other statutory supervisory boards pursuant to sect. 125 para. 1 sent. 5 AktG. Information on membership in comparable domestic and foreign supervisory bodies of commercial enterprises shall be attached.

Pursuant to sect. 1 para. 2 sent. 3 of the Covid-19 Act, counter-motions or election proposals by shareholders which are required to be made available pursuant to sect. 126 or sect. 127 of the Stock Corporation Act shall be deemed to have been made at the Annual General Meeting if the shareholder making the motion or submitting the election proposal has provided evidence of his or her shareholder status and has registered for the Annual General Meeting.

Relevant provisions:

Sect. 126 AktG

„(1) Motions by shareholders together with the shareholder’s name, the grounds, and any position taken by the management shall be made available to the persons entitled pursuant to sect. 125 para. 1 to para. 3 under the conditions stated therein if at least 14 days before the company meeting the shareholder sends to the address indicated in the notice convening the meeting a counter-motion with grounds counter to a proposal of the Management Board and Supervisory Board as to an item on the agenda. The date of receipt shall not be taken into account. In the case of listed companies, access shall be provided via the company’s internet page. Sect 125 para. 3 shall apply analogously.

- (2) A counter-motion and the grounds for this need not be made available, if
1. the Management Board would by reason of such communication become criminally liable,
 2. the counter-motion would result in a resolution of the shareholders’ meeting which would be illegal or would violate the articles of association,
 3. the grounds contain statements which are manifestly false or misleading in material respects or which are libelous,
 4. a counter-motion of such shareholder based on the same facts has already been communicated with respect to a shareholders’ meeting of the company pursuant to sect. 125,
 5. the same counter-motion of such shareholder on essentially identical grounds has already been communicated pursuant to sect. 125 to at least two shareholders’ meetings of the company within the past five years and at such shareholders’ meetings less than one-twentieth of the share capital represented has voted in favor of such counter-motion,
 6. the shareholder indicates that he will neither attend nor be represented at the shareholders’ meeting, or
 7. within the past two years at two shareholders’ meetings the shareholder has failed to make or cause to be made on his behalf a counter-motion communicated by him.

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

(3) If several shareholders make counter-motions for resolution in respect to the same subject matter, the Management Board may combine such counter-motions and the respective statements of the grounds“

Sect. 127 sent. 1 to 3 AktG

„Sect. 126 shall apply accordingly to a nomination by a shareholder for the election of a member of the supervisory board or external auditors. Such nomination need not be supported by a statement of the grounds for this. The management board also need not communicate such nomination if it fails to contain the particulars required by sect. 124 para. 3 sent. 4 and sect. 125 para. 1 sent. 5.“

Sect. 124 para. 3 sent. 4 AktG

„The proposal for the election of members of the supervisory board or auditors shall state their name, profession and place of residence.”

Sect. 125 para. 1 sent. 5 AktG

„In case of listed companies details on the membership in other supervisory boards to be established pursuant to statutory provisions must be added to any nomination for the election of supervisory board members; details on their membership in comparable domestic and foreign controlling bodies of enterprises should be added.“

Sect. 1 para. 2 sent. 3 Covid-19 Act

„Motions or nominations of shareholders to be made available pursuant to sect. 126 or sect. 127 of the Stock Corporation Act shall be deemed to have been made at the meeting if the shareholder making the motion or submitting the nomination is duly authorized and registered for the Annual General Meeting.”

Right to ask questions

Pursuant to sect. 1 para. 2 sent. 1 no. 3 of the Covid-19 Act, shareholders and their proxies have a right to ask questions by way of electronic communication. For this purpose, shareholders and their proxies must duly register for the Annual General Meeting in advance.

The Management Board has decided, with the approval of the Supervisory Board, that questions must be submitted by electronic communication no later than one day before the Annual General Meeting in accordance with Section 1 (2) sentence 2 half-sentence 2 of the Covid-19 Act. This means that questions from shareholders and their proxies must be received by 21 June 2021, 24:00 hours (CEST) at the latest by electronic communication at the email address

ir@capsensixx.de.

Only text emails, i.e. emails without attachments, such as PDF or Word documents and videos, are permitted

Pursuant to sect. 1, para. 2, sent. 2, half-sentence 1 of the Covid-19 Act, the Management Board shall decide how to answer questions according at its sole discretion. The Management Board may combine questions and their answers if deemed appropriate.

In addition, shareholders and their proxies are not entitled to the right to information pursuant to sect. 131 AktG or to speak or ask questions at or during the virtual Annual General Meeting.

Relevant provision:

Sect. 1 para. 2 sent. 1 no. 3, sent. 3 Covid-19 Act

“(2) The Management Board may decide that the meeting shall be held without the physical presence of the shareholders or their proxies as a virtual general meeting, provided that

(...)

3. the shareholders are granted the right to ask questions by electronic communication,

(...)

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

Frankfurt am Main, in May 2021

capsensixx AG

THE MANAGEMENT BOARD