

Detailed information on shareholders' rights
from Paragraph 1 of Article 298, Paragraph 1 of Article 300, and Articles 301 and 305 of the
Companies Act-1

Article 298
(supplementation of the agenda)

(1) Shareholders holding at least 5% of company stock may request in writing that items be added to the agenda after the call for General Meeting is issued. The request needs to include a written draft of the resolution that the General Meeting would be voting on, or an explanation of the agenda item if the General Meeting would not be voting on a resolution. It shall be sufficient if the request is sent to the Company within seven days of the call for the General Meeting. The Statute can tie this right to a lower share of capital stock.

(2) Listed companies must provide the shareholders at least one way to submit additional agenda items referred to in the previous item by electronic means.

(3) The Management must publish the additional items on the agenda that are to be debated at the General Meeting immediately after the deadline from paragraph 1 of this Article. Additional agenda items may only be debated at the General Meeting if they were published in the manner determined by Article 296 of this Act and at least 14 days before the General Meeting, otherwise they shall be debated at the first next General Assembly.

(4) Listed companies shall publish the consolidated agenda in the same way that the call for General Meeting was published within the time period specified in the previous paragraph.

Article 300
(shareholders' proposals)

(1) Shareholders can propose in writing draft resolutions for each item on the agenda. The shareholders' proposals shall be published and communicated as determined by Article 296 of the Companies Act only if the shareholder sends a well-founded proposal within seven days of the call for General Meeting stating that he/she would object to the management or supervisory boards' proposal and persuade other shareholders to vote for his/her proposal.

(2) Listed companies must provide the shareholders at least one way for submitting proposals from the previous paragraph by electronic means.

(3) The management shall not have to publish counter proposals and the justification if:

- the publication of counter proposal would constitute a criminal offence or an economic infringement,
- the counter proposal would lead to a resolution by the General Meeting that would be in violation of the law or the articles of association;
- the justification of the counter proposal in points of substance contains clearly incorrect or misleading information or insults,
- a shareholders' counter proposal containing the same content has already been reported to the General Meeting of the company,
- during the last five years the same shareholder's counter proposal containing essentially the same justification has already been reported to at least two General Meetings of the company and less than one-twentieth of the subscribed capital represented at the General Meeting voted in favor of it,
- the shareholder makes it known that he/she will not attend the General Meeting and has not made arrangements to be represented, or
- during the last two years the shareholder has not presented a counter proposal to the General Meeting which he has reported or has not had it presented.

(4) The justification for a counter proposal need not be reported if it contains more than 3000 characters.

(5) The management may report in summary the counter proposals and their justifications when several shareholders filed proposals on the same subject.

(6) The proposals of the shareholders that have not been sent to the company by the deadline set forth in the first paragraph hereunder and have been submitted no later than at the General Meeting itself shall be discussed at the General Meeting.

Article 301 **(shareholders' electoral proposals)**

The provisions laid down in the preceding Article shall apply *mutatis mutandis* to a shareholder's proposal for the election of members of supervisory board, board of directors or the auditors. An electoral proposal shall not require justification.

Article 305 **(shareholder's right to be informed)**

(1) At the General Meeting the management must give the shareholders reliable information on matters concerning the company where it is important for an assessment of the agenda items. The management may answer shareholders' questions with the same content in a single response. The right to be informed shall also apply in respect of the company's legal and business relations with affiliated companies.

(2) The management shall not be obliged to provide data:

- if reasonable business judgment suggests that the provision of information could cause damage to the company or an affiliated company;
- on the method of compiling the balance sheet and of making estimates, if stating these methods in an annex is sufficient for the assessment of the property, the financial situation, and profitability of the company which conforms with the actual circumstances;
- if disclosure of the information would constitute a criminal offence or an economic infringement or would be in breach of good business practices; or
- if the information is published on the company's website in the form of questions and answers at least seven days before the General Meeting.

(3) If a shareholder is given information outside a session of the General Meeting, that information must be passed on to every other shareholder upon request even if it is not necessary for an assessment of an item on the agenda.

(4) If a shareholder is not given information, he/she may require that his/her question and the reason why the information was refused be entered in the minutes.