

## Annual General Meeting of Amadeus FiRe AG on 23 May 2019

### Explanation of Shareholder Rights pursuant to Secs. 122 (2), 126 (1), 127, 131 (1) of the German Stock Corporation Act (*Aktiengesetz – AktG*)

The rights of shareholders prior to and during the General Meeting include the following:

#### **1 Supplement of the agenda items, Sec. 122 (2) AktG**

Pursuant to Sec. 122 (2) AktG, shareholders whose shareholdings amount in aggregate to one twentieth of the share capital (equal to 259,912 shares) or reach the proportionate amount of the share capital of EUR 500,000 are entitled to request that items are added to the agenda and published. Reasons or a resolution proposal shall be attached to each new item. The request must be submitted to the Management Board of the Company in writing together with the proof of the required minimum shareholding using the following address:

Amadeus FiRe AG  
Management Board / Vorstand  
Hanauer Landstraße 160  
60314 Frankfurt am Main, Germany

The request must be received by the Company at least 30 days prior to the meeting, i.e. by no later than 22 April 2019, 12:00 p.m. midnight (CEST).

The applicants must prove that they are the owner of the shares since at least 90 days prior to the day of the receipt of the request and that they hold on to the shares until the Management Board's decision on the request. A respective confirmation of the custodian bank will suffice as proof. Sec. 70 German Stock Corporation Act (*Aktiengesetz*), which provides for a fiction or attribution of share ownership in certain circumstances, has to be taken into account when calculating the period of ownership of shares.

Unless not already published with the invitation to the General Meeting, supplementals to the agenda that are required to be published will, without undue delay (*unverzüglich*) upon receipt of such request, be published in the Federal Gazette (*Bundesanzeiger*) and forwarded for publication to such media which can be assumed to spread the information in the entire European Union. They will also be published on the website of the Company at

<http://www.amadeus-fire.de/en/investor-relations/annual-general-meeting/>

and notified to the shareholders pursuant to Sec. 125 (1) sentence 3 AktG.

The corresponding statutory provisions underlying these Shareholder Rights are in extracts the following (translation):

#### **Sec. 70 AktG**

*If the exercise of rights arising from a share is contingent upon the fact that the shareholder has been the owner of such share for a specified period of time, the right to demand transfer of title from a credit institution, a financial services institution or a company doing business pursuant to Sec. 53 (1) sentence 1, Sec. 53b (1) sentence 1 or Sec. 53b (7) of*

*the Banking Act (Kreditwesengesetz) shall be deemed equivalent to ownership. The period during which a predecessor in title owned a share shall be attributed to the shareholder if it has received the share without consideration, from its fiduciary (Treuhänder), as universal successor, as a result of the dissolution of joint ownership, or by way of a transfer of assets pursuant to Sec. 14 of the Insurance Supervision Act (Versicherungsaufsichtsgesetz) or Sec. 14 of the Building Loan and Savings Associations Act (Gesetz über Bausparkassen).*

#### **Sec. 121 (7) AktG**

*In case of deadlines or dates that are to be calculated backwards from the day of the meeting, the day of the meeting itself shall not be included in the calculation. A relocation from a Sunday, a Saturday or a public holiday to a preceding or following business day shall not take place. Sec. 187 to 193 of the German Civil Code shall not apply accordingly. With respect to companies that are not publicly listed, the articles of association may provide for a different deadline calculation.*

#### **Sec. 122 (1) and (2) AktG**

(1) *A general meeting shall be convened if shareholders having an aggregate shareholding amounting to one twentieth of the registered share capital file a written request for such meeting to be held, stating the purpose and the reasons therefor; such request shall be directed to the management board. The articles of association may link the right to request that the general meeting be convened to another form and to a lesser share in the registered share capital. The applicants must prove that they own the shares since at least 90 days prior to the receipt of the request and that they hold on to the shares until the Management Board decides on the request. Sec. 121 (7) shall apply accordingly.*

(2) *In the same way, shareholders with an aggregate shareholding of one twentieth of the registered share capital or the proportionate amount of EUR 500,000 may request that items are put on the agenda and are announced as items on the agenda. Each new item shall be accompanied by a statement of reasons or a draft resolution. The request pursuant to sentence 1 must be received by the company at least 24 days, or in the case of listed companies at least 30 days, prior to the meeting; the date of receipt shall not be included in the calculation.*

#### **Sec. 125 (1) AktG (Excerpt)**

*At least 21 days prior to the meeting, the Management Board shall notify the credit institutions and the shareholders' associations which have exercised voting rights on behalf of the shareholders in the previous shareholders' meeting or which have requested such notification of the invitation to the shareholders' meeting. The day of the meeting shall not be included in the calculation. If, in case of a listed company, the meeting agenda is to be amended pursuant to Sec. 122 (2) the amended agenda shall be notified. (...)*

## **2 Countermotions and election proposals, Secs. 126 (1), 127 AktG**

Pursuant to Sec. 126 (1) AktG, each shareholder is entitled to present countermotions in response to the resolutions proposed by the Management Board and/or the Supervisory Board on the agenda items.

Countermotions received by the Company at the following address at least 14 days prior to the meeting, i.e. by no later than 8 May 2019, 12:00 p.m. midnight (CEST), together with a proof of the applicant's shareholder status, will be made accessible by the Company with-

out undue delay – subject to Sec. 126 (2) and (3) AktG – to the other shareholders on the website of the Company at

<http://www.amadeus-fire.de/en/investor-relations/annual-general-meeting/>

including the name of the shareholder and the reasons:

Amadeus FiRe AG

Mr. Jan Hendrik Wessling / Mr. Jan Webbeleer

Hanauer Landstraße 160

60314 Frankfurt am Main, Germany; or

by fax: +49 (0) 69/9 68 76-1 82; or

by e-mail: [investor-relations@amadeus-fire.de](mailto:investor-relations@amadeus-fire.de)

Counter motions directed to another address will not be made accessible. Comments of the administration, if any, will then also be published at the above internet address.

Subject to the requirements set out in Sec. 126 (2) AktG, the Company may not be obliged to make accessible a counter motion or an election proposal or the reason for a counter motion. Moreover, the reason for a permissible counter motion does not need to be made accessible if it is longer than 5,000 characters in total.

The Management Board reserves the right to combine counter motions and their reasons pursuant to Sec. 126 (3) AktG if several shareholders present counter motions on the same subject matter.

Pursuant to Sec. 127 AktG, these regulations also apply accordingly to shareholder proposals of candidates for Supervisory Board elections or the selection of the auditor, although such proposals do not need to be reasoned. In addition to the reasons stipulated in Sec. 126 (2) AktG, the Management Board is not required to make accessible the proposal for election, inter alia, if such proposal does not include the candidate's name, practiced profession and place of residence. A shareholder proposal for Supervisory Board elections is also not required to be made accessible if details of the proposed Supervisory Board candidate's memberships in other supervisory boards whose existence is statutorily required within the meaning of Sec. 125 (1) sentence 5 AktG are not attached.

The corresponding statutory provisions underlying these Shareholder Rights are the following (translation):

**Sec. 124 (3) sentence 4 AktG**

*The proposal for the election of supervisory board members or auditors of the annual financial statements shall state their name, practiced profession and place of residence.*

**Sec. 125 (1) sentence 5 AktG**

*In the case of listed companies, information concerning membership of nominated supervisory board members in other supervisory boards required by law shall be attached to a nomination of supervisory board members; information concerning their membership in comparable domestic and foreign authorities responsible for supervising commercial enterprises shall also be attached.*

### **Sec. 126 AktG**

(1) *Motions put forward by shareholders including the name of the shareholder, the reasons for the motion and any comments of the administration shall be made accessible to the entitled persons named in Sec. 125 (1) to (3) subject to the conditions stated therein if, at least fourteen days prior to the meeting, the shareholder sends a countermotion against a proposal made by the management board and the supervisory board on a particular item on the agenda to the company at the address given for this purpose in the notification of convening the meeting together with his reasons for such motion. The day of receipt shall not be included in the calculation. In the case of listed companies, access shall be provided via the website of the company. Sec. 125 (3) shall apply accordingly.*

(2) *The countermotion and the reasons therefor need not be made accessible*

1. *if the management board would render itself liable to prosecution by making such countermotion and reasons accessible,*
2. *if the countermotion would result in a resolution of the general meeting which is either unlawful or in breach of the articles of association,*
3. *if the reasons contain key statements which are manifestly incorrect or misleading or if they are slanderous,*
4. *if a countermotion of the shareholder based on the same subject matter has already been made accessible in connection with a general meeting of the company pursuant to Sec. 125,*
5. *if the same countermotion of the shareholder with essentially the same reasons has within the previous five years already been made accessible in the context of at least two general meetings of the company pursuant to Sec. 125 and less than one-twentieth of the registered share capital represented at the general meeting voted in favor of such countermotion,*
6. *if the shareholder indicates that he shall neither attend the general meeting nor arrange for a representative to attend on his behalf,*
7. *if in the previous two years the shareholder has failed in two general meetings to file or cause to be filed on his behalf a countermotion communicated by him.*

*The reasons need not be made accessible if the text thereof exceeds a total of 5,000 characters.*

(3) *If several shareholders file a countermotion in respect of the same resolution, the management board may combine the countermotions and reasons.*

### **Sec. 127 AktG (Excerpt)**

*Sec. 126 shall apply accordingly to nominations made by shareholders for the election of supervisory board members or auditors of annual financial statements. There is no need for reasons to be given for the nomination. Furthermore, the management board need not make the nomination accessible if the nomination does not contain the information pursuant to Sec. 124 (3) sentence 3 and Sec. 125 (1) sentence 5. (...)*

## **3 Right to receive information, Sec. 131 AktG**

Sec. 131 (1) AktG grants every shareholder the right to receive information about the affairs of the Company from the Management Board upon request in the General Meeting insofar as such information is necessary in order to properly assess an item on the agenda

and insofar as there is no right to refuse the provision of such information. The Management Board's duty to disclose information also comprises the legal and commercial relationships between Amadeus FiRe AG and the companies affiliated with it. This duty to disclose information additionally encompasses the position of the Amadeus FiRe Group and the companies included in the consolidated financial statements of Amadeus FiRe AG. In the cases stipulated in Sec. 131 (3) AktG the Management Board may, however, refuse to provide information.

If a shareholder is denied information, this shareholder may request that his or her question and the reason for refusing to provide the information are recorded in the notarial minutes of the General Meeting.

Pursuant to Sec. 131 (2) sentence 2 AktG in connection with Article 19 (2) of Amadeus FiRe AG's Articles of Association, the chairman of the General Meeting may set an appropriate time limit with respect to the right of shareholders to speak and ask questions at the General Meeting.

If information has been provided to a shareholder, in his or her capacity as shareholder, outside the General Meeting, this information also has to be provided to each other shareholder, upon request, in the General Meeting, even if it is unnecessary for a proper assessment of the relevant item of the agenda. In such case, the Management Board may not refuse to provide the information on the grounds of Sec. 131 (3) sentence 1 nos. 1 to 4 AktG.

The statutory provisions and the corresponding provisions of the Articles of Association underlying the shareholder information rights are the following (translation):

#### **Sec. 131 AktG**

(1) *Each shareholder shall upon request be given information from the management board in the general meeting regarding the company's affairs to the extent required to allow a proper assessment of the items on the agenda. The obligation to provide information shall also extend to the legal and business relationships between the company and an affiliated enterprise. If a company makes use of the simplifications pursuant to Sec. 266 (1) sentence 3, Sec. 276 or Sec. 288 of the German Commercial Code (Handelsgesetzbuch), each shareholder may request that the annual financial statements be presented to him at the general meeting dealing with the annual financial statements in the form they would take if these simplifications were not applied. The obligation on the part the management board of a parent enterprise (Sec. 290 (1), (2) of the German Commercial Code (Handelsgesetzbuch)) to provide information in the general meeting in which the consolidated financial statements and consolidated management report are presented shall also extend to the situation of the group and the enterprises included in the consolidated financial statements.*

(2) *The information shall comply with the principles of conscientious and true accounting. The articles of association or the rules of procedure pursuant to Sec. 129 may authorize the chairman of the meeting to restrict the rights of the shareholders to ask questions and to speak to an adequate period of time and to regulate other details.*

(3) *The management board may refuse to provide information*

1. *insofar as according to sound business judgment the providing of such information is likely to cause not inconsiderable damage to the company or an affiliated enterprise;*
2. *insofar as it pertains to tax valuations or the amount of individual taxes;*
3. *concerning the difference between the value at which items are shown in the annual balance sheet and a higher value of such items, unless the general meeting formally approves the annual financial statements;*
4. *concerning the accounting and evaluation methods, provided that the details given in the notes concerning such methods are sufficient to give an accurate portrayal of the situation regarding the assets, finances and profits of the company within the meaning of Sec. 264 (2) of the German Commercial Code (Handelsgesetzbuch); this shall not apply if the general meeting formally approves the annual financial statements;*
5. *insofar as the management board would make itself liable to prosecution by giving such information;*
6. *insofar as, in the case of a credit institution or a financial services institute, there is no requirement for information concerning the accounting and valuation methods used and set-offs made to be given in the annual financial statements, management report, consolidated financial statement or consolidated management report.*
7. *insofar as the information is continuously accessible on the website of the company from the seventh day prior to the general meeting through and during the general meeting.*

*Information may not be denied for any other reason.*

*(4) If a shareholder has been given information outside of the general meeting as a result of him being a shareholder, such information shall be given to any other shareholder in the general meeting upon request, even if such information is not necessary for a proper assessment of the item on the agenda. The management board may not refuse to give the information pursuant to (3) sentence 1 nos. 1 to 4. Sentences 1 and 2 shall not apply if a subsidiary (Sec. 290 (1), (2) of the German Commercial Code (Handelsgesetzbuch)), a joint venture (Sec. 310 (1) of the German Commercial Code (Handelsgesetzbuch)) or an associated enterprise (Sec. 311 (1) of the German Commercial Code (Handelsgesetzbuch)) provides the information to a parent enterprise (Sec. 290 (1), (2) of the German Commercial Code (Handelsgesetzbuch)) for the purpose of the inclusion of the company in the parent enterprise's consolidated annual financial statements and the information is required for this purpose.*

*(5) If a shareholder is denied information, such shareholder may request that his question and the reason given for the refusal of the information be recorded in the minutes of the proceedings.*

#### **Sec. 19 (2) of the Articles of Association of Amadeus FiRe AG**

*The Chairman conducts the negotiations and determines the order in which the agenda items are dealt with as well as the form of voting. The Chairman may impose a reasonable time limit on the right of shareholders to speak and ask questions in the General Meeting. The voting result may be determined by subtracting the affirmative or negative votes and abstentions from the total number of votes of all shareholders entitled to vote.*