

## Virtual Annual General Meeting of Amadeus FiRe AG on 17 June 2020

**Explanation of Shareholder Rights pursuant to Secs. 122 (2), 126 (1), 127 of the German Stock Corporation Act (*Aktiengesetz* – AktG) and the relevant provisions of the German Act on measures in the law on companies, cooperatives, associations, foundations and residential property to combat the effects of the COVID 19 pandemic (“Covid-19-Act“)**

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

### **1 Supplement of the agenda items, Sec. 122 (2) AktG in conjunction with Section 1 (3) sentence 4 Covid-19-Act**

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 14 days prior to the meeting, i.e. by no later than 2 June 2020, 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

**[Amadeus/Better Orange please confirm link]** <https://www.amadeus-fire.de/1/investor-relations/annual-general-meeting/>

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

A proposed resolution announced in the context of a permissible addition to the agenda will be put to vote during the Annual General Meeting.

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 (Treuhand), 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)**

*The management board of a company which has not exclusively issued registered shares must give notice of the convening of the general meeting at least 21 days before the meeting to the following:*

- 1. the intermediaries who hold shares in the company in custody,*
- 2. the shareholders and intermediaries who have requested the notification, and*
- 3. associations of shareholders who have requested the notification or who exercised voting rights at the last annual general meeting*

*The day of the notification 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.*

(...)

### **Section 1 (3) sentence 4 Covid-19-Act**

*Contrary to Section 122 (2) of the German Stock Corporation Act, requests for supplements in the aforementioned case must be received by the company at least 14 days prior to the meeting.*

## **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 2 June 2020, 12:00 p.m. midnight (CEST), together with a proof of the applicant's shareholder status, will be made accessible by the Company without undue delay – subject to Sec. 126 (2) and (3) AktG – to the other shareholders on the website of the Company at

**[Amadeus/Better Orange please confirm link]**[\[https://www.amadeus-fire.de/1/investor-relations/annual-general-meeting/\]](https://www.amadeus-fire.de/1/investor-relations/annual-general-meeting/)

including the name of the shareholder and the reasons:

Amadeus FiRe AG  
Mr. Jan Hendrik Wessling / Mr. Jan Webbeler  
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)

Countermotions 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 countermotion or an election proposal or the reason for a countermotion. Moreover, the reason for a permissible countermotion 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 countermotions and their reasons pursuant to Sec. 126 (3) AktG if several shareholders present countermotions 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.

Even if countermotions and election proposals are submitted to the Company in advance they will only be regarded by the Shareholders' Meeting if they are submitted verbally, once more, during the meeting. However, this is not possible in this virtual Annual General Meeting. Since the Annual General Meeting is only conducted with electronic postal voting and proxy voting in accordance with the COVID-19-Act, there is no possibility of submitting motions verbally during the Annual General Meeting in accordance with the concept of the COVID-19-Act. The advance submission of countermotions and election proposals is therefore made solely for information purposes. 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**

Pursuant to Section 1 (1) and (2) of the COVID-19-Act, shareholders are given the opportunity to submit questions via electronic communication. The Management Board has stipulated that questions must be submitted by electronic communication at least two days before the meeting. The Management Board will determine which questions it will answer and how to answer them, at its duty-bound, free discretion.

Properly registered Shareholders (see the section "Participation in the Virtual Annual General Meeting") may submit their questions to the Company until 15 June, 2020, 12:00 p.m. midnight (CEST) (receipt), exclusively by way of electronic communication via the password-protected shareholder portal at **[Amadeus/Better Orange please confirm link: <https://www.amadeus-fire.de/1/investor-relations/annual-general-meeting/>]**. Shareholders can find the necessary access credentials for the shareholder portal on the AGM-Ticket sent by mail. In order to ensure that the AGM-Ticket is received in time, we would ask shareholders to take care to send the necessary registration and proof of share ownership early enough. The statutory provision underlying the shareholder asking right is the following (translation):

Sec. 1 COVID-19-Act (excerpt)

- (2) The management board may decide that the general meeting is to be held in the form of a virtual general meeting without the need for shareholders or their authorised representatives to be physically present, provided that,

(...)

3. shareholders are given the opportunity to ask questions by means of electronic communication,

(...)

The management board decides at its duty-bound, free discretion which questions it wishes to respond to; it may also stipulate that questions must be submitted by means of electronic communication no later than two days prior to the meeting.