

## **Virtual Annual General Meeting of Amadeus FiRe AG on 17 May 2023**

### **Explanatory notes on the rights of shareholders pursuant to Secs. 118a, 122 (2), 126 (1) and (4), 127, 130a and 131 of the German Stock Corporation Act**

The General Meeting will be conducted in the form of a virtual annual general meeting pursuant to Sec. 118a of the German Stock Corporation Act (*Aktiengesetz* - "**AktG**") without physical presence of the shareholders or their proxies (except for the proxies designated by the Company) on the basis of Sec. 26n (1) of the Introductory Act to the German Stock Corporation Act (*Einführungsgesetz zum Aktiengesetz* - "**EGAktG**") with the consent of the Supervisory Board.

The entire General Meeting will be broadcast live in picture and sound on Wednesday, 17 May 2023, starting at 11:00 p.m. (CEST) for duly registered shareholders of Amadeus FiRe AG or their proxies on the Company's website at

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

in the Company's password-protected internet service.

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

#### **1 Supplements to 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 285,903 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. In addition, pursuant to Sec. 87 (4) AktG, the General Meeting may, upon motion pursuant to Sec. 122 (2) sentence 1 AktG, reduce the maximum remuneration for the executive board set pursuant to Sec. 87a (1) sentence 2, no. 1 AktG. 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 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 16 April 2023, 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. Sec. 70 AktG, 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. Section 121 (7) shall apply to the calculation of the time limits accordingly.

Unless not already published with the invitation to the General Meeting, supplements 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, at the

latest at the time of such publication, 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

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

and notified pursuant to Sec. 125 (1) sentence 3 AktG without undue delay (unverzüglich).

A proposed resolution announced in the context of a permissible addition to the agenda will be put to vote during the 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, a security 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. 13 of the Insurance Supervision Act (Versicherungsaufsichtsgesetz) or Sec. 14 of the Building Loan and Savings Associations Act (Gesetz über Bausparkassen).*

**Sec. 87 (4) AktG**

*Upon request pursuant to section 122 (2) sentence 1 the general meeting may reduce the maximum remuneration determined pursuant to section 87a (1) sentence 2 no. 1.*

**Sec. 87a (1) sentence 2 no. 1 AktG**

*The remuneration system shall contain at least the following information, but with regard to remuneration components only to the extent that these are actually provided for:*

- 1. the determination of the maximum remuneration for members of the Management Board.*

**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. 124 (1) AktG**

*If the minority has requested pursuant to section 122 (2) that items be placed on the agenda, such items shall be announced either at the time the meeting is convened or otherwise without undue delay after receipt of the request. Section 121 (4a) shall apply accordingly. Publication and delivery shall be effected in the same way as for the convening of the meeting.*

#### **Sec. 124a sentence 2 AktG**

*A request by the shareholders within the meaning of section 122 (2) that is received by the company after convening of the general meeting shall be made accessible in the same manner and without undue delay upon its receipt by the company.*

#### **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 prior 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.(...)*

## **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 02 May 2023, 12:00 p.m. midnight (CEST), will be made accessible by the Company without undue delay (unverzöglich) – subject to Sec. 126 (2) and (3) AktG – to the other shareholders on the website of the Company at

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

including the name of the shareholder and possible reasons:

Amadeus FiRe AG  
Mrs. Franziska Marschall / Mr. Matthias Hagn  
Hanauer Landstraße 160  
60314 Frankfurt am Main, Germany  
E-Mail: 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 and 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. 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.

Counter proposals or election proposals to be made available pursuant to Secs. 126, 127 AktG are deemed to have been submitted at the time of the time of them being made available. The Company enables that the voting right to these proposals can be exercised after due registration. If the shareholder who has submitted the motion is not duly legitimized and has not duly registered for the General Meeting, the motion does not have to be addressed at the General Meeting.

Shareholder or their proxies who are connected to the General Meeting also have the right to submit motions and election proposals during the meeting by way of video communication within the scope of their right to speak (for further details see item 4 below).

The legal provisions underlying these shareholder rights read in extracts as follows:

**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 on their membership in comparable domestic and foreign supervisory bodies of business enterprises should be enclosed.*

**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.*

(4) *In the case of a virtual general meeting, motions which are to be made available pursuant to paragraphs 1 to 3 shall be deemed to have been made at the time of them being made accessible. The company shall enable the voting right on these motions to be exercised as soon as the shareholders can prove that they meet the legal requirements or the requirements provided for by the articles of association for exercising their voting rights. If the shareholder, who has submitted the motion is not duly legitimized and, if registration is required, is not duly registered for the general meeting, the motion does not have to be addressed at the meeting.*

**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 submit statements**

Pursuant to Section 130a (1) through (4) AktG, shareholders duly registered for the General Meeting or their proxies have the right to submit statements on the items of the agenda in text form as PDF prior to the General Meeting by means of electronic communication via the password-protected internet service at <https://www.amadeus-fire.de/en/investor-relations/annual-general-meeting/> no later than five days prior to the meeting, i.e. no later than 11 May 2023, 12:00 p.m. midnight (CEST). We request that the statements in text form not to exceed 10,000 characters.

By submitting the statement, the shareholder or his proxy agrees that the statement will be made available under his name on the password-protected internet service.

Unless, in exceptional cases, it is permissible to refrain from making them available pursuant to Sec. 130a (3) sentence 4 AktG, statements received on the items on the agenda will be published no later than four days prior to the General Meeting, i.e. no later than 12 May 2023, 12:00 p.m. Midnight (CEST), on the password-protected internet service accessible only to shareholders of their proxies <https://www.amadeus-fire.de/en/investor-relations/annual-general-meeting/>. The statements will also be published on the website of the Company.

Statements will not be made available if by making them available the Management Board would become liable for prosecution, if the statement contains information that is obviously false and misleading or insulting in material respects, or if the person submitting the statement indicates that he or she will not attend the General Meeting and will not be represented.

The opportunity to submit statements does not constitute an opportunity to submit questions pursuant to Sec. 131 (1a) AktG. Any questions contained in statements will therefore not be answered in the virtual General Meeting unless they were asked at the General Meeting in the context of the shareholders' right to speak. Motions and election proposals as well as objections to resolutions of General Meeting that are submitted by way of submitted statements in text form will also not be considered at the General Meeting; the submission of motions or election proposals, the exercise of the right to information and the filing of objections to resolutions of the General Meeting is only possible via the channels separately described, respectively (see items 2, 4 and 5).

The legal provisions underlying these shareholder rights read in extracts as follows:

#### **Sec. 130a AktG**

*(1) In the case of a virtual general meeting, shareholders have the right to submit statements on the agenda items prior to the meeting by means of electronic communication using the address provided for this purpose in the notice convening the meeting. This right may be restricted to shareholders who have duly registered for the meeting. The scope of the statements may be appropriately limited in the notice convening the meeting.*

*(2) Comments must be submitted no later than five days prior to the meeting.*

*(3) The comments submitted must be made available to all shareholders no later than four days prior to the meeting. Such disclosure may be restricted to shareholders who have*

*duly registered for the meeting. In the case of listed companies, the statements must be made available on the company's website; in the case of sentence 2, they may also be made available on the website of a third party. Section 126 (2) sentence 2 numbers 1, 3 and 6 shall apply accordingly.*

*(4) Section 121 (7) shall apply to the calculation of the time limits referred to in paragraphs 2 and 3, first sentence.*

#### **4 Right to speak and right to information**

Shareholders or their proxies who are electronically connected to the General Meeting have the right to speak at the meeting by way of video communication. From the beginning of the shareholders' meeting, a virtual table will be maintained via the password-protected internet service on the website of Amadeus FiRe AG at <https://www.amadeus-fire.de/en/investor-relations/annual-general-meeting/> (for the relevant access data), which shareholders or their proxies can use to register their speech. The right to speak also includes, in particular, the right to propose motions and nominations pursuant to Sec. 118a (1) sentence 2 no. 3 AktG and the right to request information pursuant to Sec. 131 (1) AktG.

Pursuant to Sec. 131 (1) AktG, at the General Meeting, the Management Board must provide each shareholder with the information on the Company's affairs upon request, if the information is necessary for a proper evaluation of an item in the agenda and there is no right to refuse to provide 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 relates to 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 Sec. 131 (1) AktG may be exercised at the General Meeting exclusively by way of video communication, i.e. as part of the exercise of the right to speak.

Sec. 131 (4) AktG provides that, if a shareholder has been provided with information outside the General Meeting on account of his status as a shareholder, such information must be provided to any other shareholder or his proxy at its request at the General Meeting, even if it is not required for the proper assessment of the item on the agenda. It is to be ensured that in the virtual General Meeting the shareholders or their proxies who are electronically connected to the General Meeting can submit their requests pursuant to Sec. 131 (4) sentence 1 AktG by way of electronic communication via the password-protected internet service on the website of Amadeus FiRe AG at <https://www.amadeus-fire.de/en/investor-relations/annual-general-meeting/> at the General Meeting.

The entire virtual Annual General Meeting including video communication will be handled in the password-protected internet service via the BetterMeeting system of Better Orange IR & HV AG. Shareholders or their proxies who wish to register their speech via the virtual registration table require either a non-mobile end device (PC, notebook, laptop) with the installed browser Chrome from version 89, Edge from version 88 or Safari from version 13.1 or a mobile end device (smartphone). Mobile ANDROID smartphones require Chrome version 89 or higher as the installed browser; mobile iOS smartphones require Safari version 13.1 or higher as the installed browser. A camera and microphone that can be accessed from the browser must be available on the end devices for speeches. No further installation of software components or apps on the end devices is required.

Persons who have registered for a speech via the virtual registration table will be activated for their speech in the password-protected internet service. The Company reserves the right to check the functionality of the video communication between the shareholder or proxy and the Company during the meeting and before the speech and to reject the speech if the functionality is not ensured.

The right to speak and the right to information may also be exercised by authorized third parties of a shareholder. However, the proxies appointed by the Company do not exercise these rights on behalf of the shareholders authorizing them.

The legal provisions underlying these shareholder rights read in extracts as follows:

**Sec. 118a (1) sentence 2 no. 3**

(1) *[...] If a virtual general meeting is held, the following requirements must be met:*

3. *shareholders who are electronically connected to the meeting are granted the right to submit motions and election proposals by means of video communication at the meeting,*

**Sec. 131 (1) sentence**

(1) *Upon request, each shareholder shall be provided with information at the general meeting by the management board on matters concerning the company to the extent that such information is necessary for a proper evaluation of the item on the agenda. The duty to provide information also extends to the legal and business relations of the company with an affiliated company. If a company makes use of the simplifications under Sec. 266 (1) sentence 3, Sec. 276 or Sec. 288 of the German Commercial Code (Handelsgesetzbuch), each shareholder may demand that the annual financial statements be presented to him at the general meeting on the annual financial statements in the form which would have been used if these simplifications had not been made. The duty of the management board of a parent company (Sec. 290 (1) and (2) of the German Commercial Code) to provide information at the general meeting at which the consolidated financial statements and the group management report are presented also extends to the situation of the group and the companies included in the consolidated financial statements.*

**Sec. 131 (4) sentence 1 AktG**

(4) *If information has been provided to a shareholder outside the general meeting due to his capacity as a shareholder, it must be provided to any other shareholder at his request in the general meeting, even if it is not necessary for the proper assessment of the item on the agenda. (...)*

## **5 Possibility to object to resolutions of the General Meeting**

Shareholders who have registered in due time and form and who are present at the meeting, or their proxies, have the right to object to a resolution of the General Meeting via the password-protected internet service on the website of Amadeus FiRe AG at <https://www.amadeus-fire.de/en/investor-relations/annual-general-meeting/> in accordance with the procedure provided for this purpose using the relevant access data during the General Meeting, i.e. from the opening of the General Meeting until its closing, for the record of the notary public.

The legal provisions underlying these shareholder rights read in extracts as follows:



**Sec. 118a (1) sentence (2) no. 8 AktG**

(1) [...] *If a virtual general meeting is held, the following requirements must be met:*

8. *shareholders connected electronically to the meeting are granted a right to object to a resolution of the general meeting by means of electronic communication, (...)*