

GRAMMER AG

Virtual Annual General Meeting 2020

Disclosures in accordance with 315a HGB (German Commercial Code)

Composition of the subscribed capital: GRAMMER AG's subscribed capital amounts to EUR 32,274,229.76 and is divided into 12,607,121 bearer shares.

Restrictions on voting rights or the transfer of shares: The Executive Board is aware of no restrictions on the exercise of voting rights or the transfer of shares.

Direct or indirect shares in the share capital exceeding 10% of the voting rights: The notes to GRAMMER AG's annual financial statements for 2019 set out detailed information on the voting right notifications received in accordance with section 33 WpHG (German Securities Trading Act).

Shares with special rights conveying control powers: There are no shareholders with special rights.

Type of voting right control if employees hold a share of the Company's capital and do not directly exercise their control rights: There are no employee participation programs.

Statutory provisions and stipulations in the articles of association governing the appointment and dismissal of members of the Executive Board or amendments to the articles of association: The members of GRAMMER AG's Executive Board are appointed and dismissed in accordance with the statutory provisions (section 84 and 85 AktG (German Stock Corporation Act) and section 31 MitBestG (Co-Determination Act)). Article 8 ff of the Company's articles of association stipulates that the Executive Board must be composed of at least two members. Any amendments to the Company's articles of association are executed in accordance with section 119 (1), number 5 and 179 (2) AktG; article 25 of the articles of association governs the passing of resolutions by the annual general meeting. Under article 13 (3) of the Company's articles of association, the Supervisory Board may amend the articles of association, provided that such amendments are confined to the wording of the provision in question.

Executive Board's powers to issue or buy back shares: At the Annual General Meeting held on May 28, 2014, a resolution was passed to grant authorization to issue bonds with warrants and/or convertible bonds on or before May 27, 2019 subject to the exclusion of the shareholders' preemptive subscription rights. The share capital has been increased on a contingent basis by up to EUR 14,777,182.72 for this purpose (Contingent Capital 2014/I). Following partial utilization, Contingent Capital 2014/I stood at EUR 12,057,318.40 as of December 31, 2018. The Executive Board did not make any further use of Contingent Capital 2014/I in 2019. Accordingly, the Executive Board's authorization to issue bonds with warrants and/or convertible bonds subject to the exclusion of the shareholders' preemptive subscription rights duly expired on May 27, 2019. No new authorization to issue bonds with warrants and/or convertible bonds or to increase the Company's share capital on a contingent basis was granted at the Annual General Meeting held in 2019. GRAMMER holds 330,050 shares as treasury stock, all of which were acquired in 2006. The 330,050 shares held as treasury stock are non-voting and non-dividend-entitled. No further treasury stock was acquired in 2019. The Company's authorization to acquire treasury stock in accordance with section 71 (1) No. 8 AktG (German Stock Corporation Act) and to use it for all the purposes specified in the authorization duly expired on May 27, 2019. No new authorization to acquire treasury stock was granted at the Annual General Meeting held in 2019.

Company compensation agreements with the members of the Executive Board or employees in the event of a take-over bid: The service agreements entered into with the Executive Board members Thorsten Seehars, Jurate Keblyte and Jens Öhlenschläger do not provide for any compensation to be paid in the event of a change of control in connection with a takeover bid.

Material company agreements contingent upon a change of control as a result of a takeover bid:

GRAMMER AG and two other domestic Group companies are parties to a syndicated loan agreement, under which each creditor has the right to demand premature repayment in the event of a change of control. For the purposes of these contracts, a change of control is deemed to arise as soon as one or several persons acting jointly acquire at least 30% of the voting capital of GRAMMER AG or the other borrowers. Change-of-control clauses covering the full outstanding amount as described above are also provided for in the agreement governing USD-denominated acquisition finance, the bilateral loan agreements, the privately placed registered bonds and the agreements governing the bonded loans. If these repayment or termination rights were to be exercised - particularly on a joint basis - the funding required by the GRAMMER Group for its ongoing business operations could be jeopardized, meaning that alternative sources of funding would be required.

