

# GRAMMER AG

## Virtual Annual General Meeting 2020

### Frequently Asked Questions

#### 1. When will the GRAMMER Annual General Meeting take place?

The ordinary Annual General Meeting 2020 of GRAMMER AG will be held on **July 8, 2020, 10.00 a.m.**

at the ACC – Amberger Congress Center,  
Schießstätteweg 8, 92224 Amberg, Germany.

The Company's Annual General Meeting will be held as a virtual Annual General Meeting without the physical presence of shareholders or their voting proxies (with the exception of the voting representatives nominated by the Company).

The virtual Annual General Meeting will be live-streamed (audio and video) via the Internet to all duly registered shareholders or their voting proxies. Shareholders will only be able to exercise their voting rights by means of postal voting (in writing or electronically) or by issuing voting instructions to the voting representatives nominated by the Company. The venue of the Annual General Meeting as defined in the German Stock Corporation Act (Aktiengesetz – AktG) will be ACC – Amberger Congress Centrum, Schießstätteweg 8, 92224 Amberg, Germany.

## **2. What are the items of the agenda?**

The agenda of the Annual General Meeting 2020 of GRAMMER AG has been published on June 8, 2020 in the Federal Gazette ("Bundesanzeiger") and is available on our website [www.grammer.com](http://www.grammer.com).

Please find enclosed the link to the Annual General Meeting menu on our website:

<https://www.grammer.com/en/investor-relations/annual-general-meeting/2020.html>

### **3. Who can participate at the Virtual Annual General Meeting?**

In accordance with Article 22 (1) of the Articles of Association, only those shareholders who register for the virtual Annual General Meeting and provide proof of share ownership are entitled to participate in the Annual General Meeting and to exercise their voting rights. Proof of share ownership must be true as of the beginning of the 12th day prior to the date of the Annual General Meeting, i.e. 00.00 hours on June 26, 2020, ("record date"). In accordance with section 126b of the German Civil Code (BGB – Bürgerliches Gesetzbuch), the proof of share ownership must be provided in the form of written confirmation issued by the custodian bank at which the shares are held. The confirmation must be in German or English. Registration for participation in the Annual General Meeting must be received by the Company on or before the end of the day on July 1, 2020 and proof of share ownership by the end of the day on July 4, 2020 at the following address in both cases:

GRAMMER AG  
c/o Computershare Operations Center  
80249 Munich, Germany

Fax: +49 89 30903-74675

E-Mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

#### 4. What is the registration deadline?

The confirmation must be in German or English. Registration for participation in the Annual General Meeting must be received by the Company on or before the end of the day on July 1, 2020 and proof of share ownership by the end of the day on July 4, 2020 at the following address in both cases:

GRAMMER AG  
c/o Computershare Operations Center  
80249 Munich, Germany

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#### **Significance of the record date**

For the purpose of relations with the Company, only those persons who have provided proof that they hold shares in its share capital may attend the virtual Annual General Meeting and exercise voting rights. Entitlement to attend the shareholder meeting and the extent to which voting rights may be exercised are determined solely on the basis of the shares held by the shareholder on the record date. The record date does not entail any block on the sale of the shares. Notwithstanding the fact that they may have been sold in full or in part after the record date, the shares held by the shareholder on the record date are solely decisive for determining eligibility for attending the Annual General Meeting and the scope of the voting rights accruing to the shareholder. In other words, the sale of shares after the record date does not prejudice eligibility to attend the Annual General Meeting and the extent to which voting rights may be exercised. This applies equally if shares are acquired after the record date. For example, anyone who is not a shareholder on the record date but purchases shares in the Company prior to the virtual Annual General Meeting is not entitled to attend the Annual General Meeting or exercise any voting rights. The record date does not have any relevance for determining dividend entitlement.

Following receipt of registration and proof of share ownership by the Company, confirmation of registration together with information on how to log onto the virtual Annual General Meeting will be sent to the duly registered shareholders.

**5. What can a shareholder do who has not received an invitation to the Annual General Meeting?**

GRAMMER AG shares are bearer shares, invitations to the Annual General Meeting are sent to the shareholders via their custodian banks.

If you have not received an invitation, please contact your custodian bank as soon as possible.

## 6. Proxy voting

### (a) Procedure for proxy voting

Shareholders may also vote by proxy at the Annual General Meeting by authorizing an agent such as an intermediary, a proxy advisor, a shareholder association or any other person of their choice to exercise their voting rights on their behalf. In this case as well, it is necessary to register and provide proof of share ownership within the specified period. If the shareholder issues voting authorization to more than one person, the Company may reject one or more of them in accordance with section 134 (3) sentence 2 AktG.

Voting proxies are not able to physically attend the Annual General Meeting. They may only exercise the voting rights of the shareholders they represent by means of postal voting or by issuing voting instructions to the voting representatives nominated by the Company. Proxies, notice of revocation of proxies and proof of authorization must be served on the Company in text form (section 126b BGB).

Shareholders intending to authorize an intermediary, a proxy advisor, an association of shareholders or any institutions or persons within the meaning of section 135 AktG to vote on their behalf should note that in such cases the relevant institution or person may require a particular form of authorization as they must retain a record of the authorization in accordance with section 135 AktG. We therefore advise such shareholders to enquire with their chosen proxies as to the proper form of authorization.

Proof of authorization or notice of revocation of such authorization may be submitted to the Company at the following address, fax number or e-mail address:

GRAMMER AG  
c/o Computershare Operations Center  
80249 Munich, Germany  
Fax: +49 89 30903-74675  
E-Mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Electronic transmission can also take place via the GRAMMER Shareholder Portal available on the Company's website at

<https://www.grammer.com/en/investor-relations/annual-general-meeting/2020.html>.

### (b) Procedure for proxy voting through a voting representative nominated by the Company

The Company also offers shareholders the option of exercising their voting rights by proxy through a voting representative nominated by the Company but bound by the shareholder's instructions. Proxies, notice of revocation of proxies and proof of authorization must be served on the Company in text form (section 126b BGB). The form sent to shareholders with their confirmation of registration may be used to authorize and instruct a voting representative nominated by the Company. A form is also available on the Company's website at

<https://www.grammer.com/en/investor-relations/annual-general-meeting/2020.html>

for downloading. Please note that, if a voting representative nominated by the Company is utilized, it is still necessary to register for the Annual General Meeting and to submit proof of share ownership. The authorization and instructions to the voting representatives must be received by 24:00 hours on July 7, 2020, exclusively at the following address:

GRAMMER AG  
c/o Computershare Operations Center  
80249 Munich, Germany  
  
Fax: +49 89 30903-74675  
E-Mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

In addition, the GRAMMER shareholder portal, which can be accessed on the Company's website at

<https://www.grammer.com/en/investor-relations/annual-general-meeting/2020.html>

may be used to submit, revoke or modify any voting proxies and instructions issued to the voting representatives nominated by the Company before and during the virtual Annual General Meeting until such time as the chairman of the meeting announces that voting on the items of the agenda is about to be closed.

The voting representatives nominated by the Company will not accept any instructions to submit questions or applications.

#### **4. Postal voting procedure**

Shareholders have the option of voting by post. This can be done in writing or electronically.

The form printed on the confirmation of registration can be used for postal voting. Shareholders will receive the postal voting form together with the confirmation of registration, which will be sent to them when they duly register within the requisite period and in the form described above. A form will also be available on the Company's website at

<https://www.grammer.com/en/investor-relations/annual-general-meeting/2020.html>.

Postal votes may be submitted, modified or revoked by ordinary mail, telefax or e-mail on or before 24:00 hours on July 7, 2020, using the address stated under section 3 a) "Procedure for proxy voting".

In addition, votes may be submitted electronically via the GRAMMER investor portal, which can be accessed on the Company's website at

<https://www.grammer.com/en/investor-relations/annual-general-meeting/2020.html>.

Postal votes may be submitted, altered or revoked electronically via the GRAMMER shareholder portal before and during the virtual Annual General Meeting until such time as the chairman of the meeting announces that voting on the items of the agenda is about to be closed.

Please note that, if an absentee ballot is utilized, it is still necessary to register for the Annual General Meeting and to submit proof of share ownership.

Further details are available to shareholders in the instructions on the confirmation of registration or on the form available for downloading from the Company's website.