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**DEAG Deutsche Entertainment Aktiengesellschaft
Berlin**

WKN: A3E5DA / ISIN: DE000A3E5DA0

INVITATION TO THE ANNUAL GENERAL MEETING 2024

On

Tuesday, June 25, 2024, at 11:00 a.m. CEST

in the premises of the

Meistersaal, Köthener Straße 38, 10963 Berlin,

the

Annual General Meeting of DEAG Deutsche Entertainment Aktiengesellschaft

will be held.

We cordially invite our shareholders to attend.

I. Agenda

1. **Presentation of the adopted annual financial statements of the company and the consolidated financial statements approved by the Supervisory Board, of the combined management report and group management report for the Company and the Group, the report of the Supervisory Board in each case for the fiscal year 2023**

The documents relating to item 1 of the agenda can be downloaded from the Company's website at

<https://www.deag.de/investor-relations/hauptversammlung/>

and will also be available for inspection at the Annual General Meeting. The documents will be explained verbally at the Annual General Meeting.

In accordance with statutory provisions, no resolution will be passed on this agenda item, as the Supervisory Board has already approved the annual and consolidated financial statements prepared by the Management Board in accordance with Section 172 of the German Stock Corporation Act (AktG) and the annual financial statements have therefore been adopted.

2 **Resolution on the discharge of the Management Board for the fiscal year 2023**

The Management Board and Supervisory Board propose that the actions of the members of the Management Board in office in the fiscal year 2023 be approved for the fiscal year 2023.

3. **Resolution on the discharge of the Supervisory Board for the fiscal year 2023**

The Management Board and Supervisory Board propose that the actions of the members of the Supervisory Board in office in the fiscal year be formally approved.

4. **Resolution on the election of the auditor and the Group auditor for the fiscal year 2024 financial year and the auditor for any audit review of interim reports and other financial information until the next Annual General Meeting**

The Supervisory Board proposes to elect Mazars GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Hamburg, as auditor and group auditor for the fiscal year 2024 and as auditor for any review of interim reports and other interim financial information within the meaning of Section 115 para. (7) WpHG that is prepared prior to the next Annual General Meeting and insofar as the audit review is commissioned.

5. **Elections of members of the Supervisory Board**

In accordance with Section 96 para. (1) AktG in conjunction with Section 101 para. (1) AktG and Section 95 para. (1) AktG in conjunction with Section 8 para. (1) of the Company's Articles of Association, the Company's Supervisory Board consists of four members as shareholder representatives who are elected by the Annual General Meeting. Currently, only three Supervisory Board positions are held by the current Supervisory Board members Wolf-Dieter Gramatke, Tobias Buck and Vincent Wobbe. In addition, the Chairman of the Supervisory Board, Wolf-Dieter Gramatke, resigned from the Supervisory Board in the run-up to the 2024 Annual General Meeting with effect from the end of this Annual General Meeting. Two Supervisory Board members are therefore to be elected.

Based on the recommendation of its nomination committee, the Supervisory Board proposes that the following persons be elected individually to the Company's Supervisory Board:

5.1 Alexander Hix, entrepreneur, resident in Frankfurt am Main

5.2 Dr. Antonella Mei-Pochtler, Executive Vice Chairwoman and Managing Director, resident in Vienna, Austria

The election is effective as of June 26, 2024 and until the end of the Annual General Meeting that resolves on the discharge for the fiscal year 2028. At the time of convening this Annual General Meeting, Mr. Hix is still managing director of Kultur- und Kongresszentrum Jahrhunderthalle GmbH (KKJH GmbH), an indirect subsidiary of DEAG. Mr. Hix has declared his willingness to resign from his office as managing director of KKJH GmbH before his appointment to the Supervisory Board takes effect in the event of his effective election as a member of the Supervisory Board of DEAG.

The candidates proposed for election have given an assurance that they will be able to devote the expected amount of time required to serve on the Company's Supervisory Board.

6. Resolution on the cancellation of the existing Authorized Capital 2022/I in Article 4 para. (4) of the Articles of Association and the creation of new Authorized Capital 2024/I with the possibility of excluding shareholders' subscription rights and corresponding amendment to Article 4 of the Articles of Association

The Annual General Meeting of the Company on June 23, 2022 passed a resolution under agenda item 6 on the creation of authorized capital in the amount of EUR 10,794,286.00 in Section 4 para.

(4) of the Articles of Association (Authorized Capital 2022/I). The Management Board has not yet made use of this authorization.

In order to provide the Management Board with the greatest possible flexibility in the further development of the Company, a new authorized capital (Authorized Capital 2024/I) for a term of five years is to be created in Article 4 para. 4 of the Articles of Association by cancelling the currently existing Authorized Capital 2022/I in Article 4 para. (4) of the Articles of Association.

The Management Board and Supervisory Board therefore propose that the following resolution be adopted:

a) Cancellation of the existing Authorized Capital 2022/I in Section 4 para. (4) of the Articles of Association

The authorization of the Management Board contained in Article 4 para. (4) of the Articles of Association to increase the share capital of the company with the approval of the Supervisory Board on one or more occasions by up to a total of EUR 10,794,286.00 by issuing up to 10,794,286 new no-par value shares against cash contributions by June 22, 2027 (Authorized Capital 2022/I) is cancelled with effect from the entry of the new Authorized Capital 2024/I, insofar as Authorized Capital 2021/I has not yet been used at the time of registration of this cancellation.

b) Creation of new Authorized Capital 2024/I in Section 4 para. (4) of the Articles of Association

The Management Board is authorized, with the approval of the Supervisory Board, to increase the Company's share capital on one or more occasions until June 24, 2029 by a total of up to EUR 10,794,286.00 by issuing up to 10,794,286 new no-par value shares against cash and/or non-cash contributions (Authorized Capital 2024/I).

Shareholders must generally be granted subscription rights. The shares may also be acquired by one or more banks or companies within the meaning of Section 186 para. (5) sentence 1 AktG with the obligation to offer them to the Company's shareholders for subscription ("indirect subscription right"). The Management Board is authorized, with the approval of the Supervisory Board, to exclude subscription rights in the following cases:

- to exclude fractional amounts from shareholders' subscription rights;

- in the case of capital increases against contributions in kind for the (also indirect) acquisition of companies, parts of companies or interests in companies, other significant operating resources or other assets, including receivables from the company or its Group companies;
- in the case of capital increases against cash contributions, if the issue price of the new shares is not significantly lower than the stock market price and the shares issued with the exclusion of subscription rights in accordance with Sections 203 para. (1) and (2), 186 para. (3) sentence 4 AktG do not exceed a total of 20% of the share capital at the time the authorization takes effect or - if this value is lower - at the time the authorization is exercised. Shares issued or to be issued during the term of this authorization up to the time it is exercised to service bonds with warrants or convertible bonds, provided that the bonds were issued with the exclusion of subscription rights in accordance with Section 186 para. (3) sentence 4 AktG, as well as treasury shares acquired on the basis of an authorization in accordance with Section 71 para. (1) no. (8) AktG and sold with the exclusion of shareholders' subscription rights in accordance with Section 186 para. (3) sentence 4 AktG, shall be counted towards the maximum limit;
- insofar as this is necessary to ensure that holders of conversion and/or option rights outstanding at the time of the utilization of the Authorized Capital 2024/I or a conversion obligation from conversion and/or option rights already issued or to be issued in the future by the company or its Group companies or after fulfillment of a conversion obligation would be entitled as shareholders;
- in the event of capital increases to implement an IPO of the company on one or more stock exchanges, including to fulfill a greenshoe option agreed with issuing banks in the event of an IPO of the Company;
- to implement a scrip dividend, whereby shareholders are offered the option of contributing their dividend entitlement (in whole or in part) to the company as a contribution in kind in return for the granting of new shares from Authorized Capital 2024/I.

The Management Board is authorized, with the approval of the Supervisory Board, to determine the further content of the share rights as well as the further details and conditions of the implementation of capital increases from authorized capital and the other conditions of the share issue. The profit entitlement of the new shares may also be structured in deviation from Section 60 para. (2) AktG; the new shares may, to the extent permitted by law, in particular also carry profit entitlement from the beginning of the financial year preceding their issue if, at the time the new shares are issued, the Annual General Meeting has not yet passed a resolution on the appropriation of profits for this financial year.

The Supervisory Board is authorized to amend the wording of the Articles of Association accordingly after the respective utilization of the Authorized Capital 2024/I or after the expiry of the period for the utilization of the Authorized Capital 2024/I.

c) Amendment of the Articles of Association

Section 4 para. (4) of the company's Articles of Association shall be reworded as follows:

"(4) The Management Board is authorized, with the approval of the Supervisory Board, to increase the Company's share capital on one or more occasions by a total of up to EUR 10,794,286.00 until June 24, 2029 by issuing up to 10,794,286 new no-par value shares against cash and/or non-cash contributions (Authorized Capital 2024/I).

Shareholders must generally be granted subscription rights. The shares may also be acquired by one or more banks or companies within the meaning of Section 186 para. (5) sentence 1 AktG with the obligation to offer them to the company's shareholders for subscription ("indirect subscription right"). The Management Board is authorized, with the approval of the Supervisory Board, to exclude subscription rights in the following cases:

- *to exclude fractional amounts from shareholders' subscription rights;*

- *in the case of capital increases against contributions in kind for the (also indirect) acquisition of companies, parts of companies or interests in companies, other significant operating resources or other assets, including receivables from the company or its Group companies;*

- *in the case of capital increases against cash contributions, if the issue price of the new shares is not significantly lower than the stock market price and the shares issued with the exclusion of subscription rights in accordance with Sections 203 para. (1) and (2), 186 para. (3) sentence 4 AktG do not exceed a total of 20% of the share capital at the time the authorization takes effect or - if this value is lower - at the time the authorization is exercised. Shares issued or to be issued to service bonds with warrants or convertible bonds during the term of this authorization up to the time it is exercised, provided that the bonds were issued in analogous application of Section 186 para. (3) sentence 4 AktG with the exclusion of subscription rights, as well as treasury shares acquired on the basis of an authorization pursuant to Section 71 para. (1) no. 8 AktG and sold with the exclusion of shareholders' subscription rights pursuant to Section 186 para. (3) sentence 4 AktG, shall be counted towards the maximum limit;*
- *insofar as this is necessary to ensure that holders of conversion and/or option rights outstanding at the time of the utilization of the Authorized Capital 2024/I or a conversion obligation from conversion and/or option rights already issued or to be issued in the future by the company or its Group companies or after fulfillment of a conversion obligation would be entitled as shareholders;*
- *in the event of capital increases to implement an IPO of the company on one or more stock exchanges, including to fulfill a greenshoe option agreed with issuing banks in the event of an IPO of the Company;*
- *to implement a scrip dividend, whereby shareholders are offered the option of contributing their dividend entitlement (in whole or in part) to the Company as a contribution in kind in return for the granting of new shares from Authorized Capital 2024/I.*

The Management Board is authorized, with the approval of the Supervisory Board, to determine the further content of the share rights as well as the further details and conditions of the implementation of capital increases from authorized capital and the other conditions of the share issue. The profit entitlement of the new shares may also be structured in deviation from Section 60 para. (2) AktG; the new shares may, to the extent permitted by law, in particular also carry profit entitlement from the beginning of the

financial year preceding their issue if, at the time the new shares are issued, the Annual General Meeting has not yet passed a resolution on the appropriation of profits for this fiscal year.

The Supervisory Board is authorized to amend the wording of the Articles of Association accordingly after the respective utilization of the Authorized Capital 2024/I or after the expiry of the period for the utilization of the Authorized Capital 2024/I."

The report of the Management Board pursuant to sections 186 para. (4) sentence 2, 203 para. (1) and 2 AktG on agenda item 6 is printed in section II. following the agenda as an appendix to agenda item 6.

7. Resolution on an authorization to issue convertible bonds, bonds with warrants, profit participation rights and/or participating bonds (or combinations of these instruments) with the possibility of excluding subscription rights and on the creation of Contingent Capital 2024/I and on the corresponding amendment to Article 4 of the Articles of Association

The Management Board is currently not authorized to issue convertible bonds, bonds with warrants, profit participation rights and/or participating bonds (or combinations of these instruments). In order to give the Company the necessary flexibility to issue convertible bonds and/or bonds with warrants (including the issue with simplified exclusion of subscription rights) for corporate financing, an authorization to issue convertible bonds or bonds with warrants and new conditional capital in the amount of EUR 10,794,286.00 is to be created.

The Management Board and Supervisory Board propose that the following resolution be adopted:

a) Creation of an authorization to issue convertible bonds, bonds with warrants, profit participation rights and/or participating bonds (or combinations of these instruments) and to exclude subscription rights

aa) Nominal amount, authorization period, number of shares

The Management Board is authorized, with the approval of the Supervisory Board, to issue bearer or registered convertible bonds, bonds with warrants, profit participation rights and/or participating bonds (or combinations of these instruments) (hereinafter collectively referred to as "**bonds**") with a nominal amount of up to EUR 100,000.000.00 with or without a limited term and to grant the

creditors or holders of bonds conversion or option rights to shares in the company with a pro rata amount of the share capital of up to EUR 10,794,286.00 in accordance with the terms and conditions of the respective bonds with warrants or convertible bonds or profit participation rights (hereinafter referred to in each case as “**Terms and Conditions**”).

Bonds can be issued against cash contributions, but also against contributions in kind, in particular investments in other companies.

The respective conditions may also provide for a conversion or option obligation as well as a tender right of the issuer to deliver shares of the company at the end of the term or at another time (in any combination). The authorization includes the possibility of granting shares in the company if the holders or creditors of bonds exercise their conversion or option rights, fulfil their conversion or option obligations or shares are tendered.

The bonds may be issued once or several times, in whole or in part or simultaneously in different tranches.

In addition to the euro, the bonds may also be issued in the legal currency of an OECD country, limited to the equivalent value in euros.

The bonds may also be issued by companies dependent on the company or directly or indirectly majority-owned by the company; in this case, the Management Board is authorized to assume the guarantee for the bonds on behalf of the dependent or majority-owned company and to grant the creditors of such bonds conversion or option rights to shares in the company and to make any other declarations and take any other actions required for the successful issue of the bonds. When the bonds are issued, they can or will generally be divided into bonds with equal rights.

bb) Granting of subscription rights, exclusion of subscription rights

Shareholders must generally be granted subscription rights to the bonds. The bonds may also be underwritten by one or more credit institution(s) with the obligation to offer them indirectly to shareholders for subscription within the meaning of Section 186 para. (5) AktG (indirect subscription right). However, the Management Board is authorized to exclude shareholders' subscription rights to the bonds with the approval of the Supervisory Board,

- to exclude fractional amounts from the subscription right;

- to the extent necessary to grant subscription rights to holders of bonds that have already been or will be issued by the company or a dependent or directly or indirectly majority-owned company to the extent to which they would be entitled as shareholders after exercising their option or conversion rights or after fulfilling their conversion or option obligations;
- insofar as the bonds with conversion or option rights or conversion or option obligations are issued against cash payment and the issue price is not significantly lower than the theoretical value of the partial debentures calculated using recognized financial mathematical methods within the meaning of Sections 221 para. (4) sentence 2, 186 para. (3) sentence 4 AktG. However, this authorization to exclude subscription rights only applies to bonds with rights to shares that account for a proportionate amount of the share capital of no more than 20% of the share capital, neither at the time this authorization becomes effective nor at the time it is exercised. The sale of treasury shares is to be counted towards this limit if it takes place during the term of this authorization with the exclusion of subscription rights in accordance with Section 71 para. (1) no. 8 sentence 5 clause 2 in conjunction with Section 186 para. (3) sentence 4 AktG. Furthermore, shares issued during the term of this authorization from authorized capital with the exclusion of subscription rights pursuant to Section 203 para. (2) sentence 1 in conjunction with Section 186 para. (3) sentence 4 AktG are to be counted towards this limit;
- insofar as the bonds are issued against contributions in kind or contributions in kind, in particular for the (also indirect) acquisition of companies, businesses, parts of companies, participations or other assets or claims to the acquisition of assets, including claims against the company or companies affiliated with it within the meaning of Sections 15 et seq. of the German Stock Corporation Act (AktG). AktG, may be issued.

Insofar as profit participation rights or participating bonds are issued without conversion or option rights or conversion or option obligations, the Management Board is also authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights altogether if these profit participation rights or participating bonds have bond-like features, i.e. do not establish any membership rights in the company, do not grant any participation in liquidation proceeds and the amount of interest is not calculated on the basis of the amount of net income for the year, net

retained profits or the dividend. In this case, the interest rate and the issue amount of the profit participation rights or participating bonds must also correspond to the current market conditions for comparable borrowing at the time of issue.

cc) Conversion and option rights

If bonds with conversion rights are issued, creditors may convert their bonds into shares in the company in accordance with the terms and conditions. The bond conditions may also provide for a mandatory conversion at the end of the term or at an earlier date or include a tender right of the issuer. The conversion ratio is calculated by dividing the nominal amount of a partial bond by the fixed conversion price for one share in the company. The conversion ratio can also be calculated by dividing the issue price of a partial bond, which is lower than the nominal amount, by the fixed conversion price for one share in the company. The conversion ratio may be rounded up or down to a whole number; furthermore, an additional payment to be made in cash may be specified. Furthermore, provision may be made for fractional amounts to be combined and/or settled in cash. The conditions may also provide for a variable conversion ratio. The pro rata amount of the share capital of the shares to be subscribed per partial bond may not exceed the nominal amount of the individual partial bond.

If bonds with warrants are issued, one or more warrants are attached to each partial bond, which entitle or oblige the holder to subscribe to shares in the company in accordance with the terms and conditions to be determined by the Management Board or which include a right of the issuer to tender shares. The conditions may stipulate that the option price can also be paid in full or in part by transferring partial debentures. The subscription ratio is calculated by dividing the nominal amount of a partial bond by the option price for one share in the company. The subscription ratio can be rounded up or down to a whole number; furthermore, an additional payment to be made in cash can be specified. Furthermore, provision may be made for fractional amounts to be combined and/or settled in cash. The conditions may also provide for a variable subscription ratio. The pro rata amount of the share capital of the shares to be subscribed per partial bond may not exceed the nominal amount of the individual partial bond.

dd) Conversion and option obligations

The terms and conditions of the bonds may also establish a conversion or option obligation at the end of the term or at another time (in each case also “final maturity”) or provide for the right

of the company to grant the holders of bonds shares in the company in whole or in part instead of payment of the cash amount due at final maturity.

The proportionate amount of the share capital of the shares to be issued for each partial bond at final maturity may not exceed the nominal amount of the individual partial bond. Section 9 para. (1) in conjunction with Section 199 para. (2) AktG must be observed.

ee) Conversion and option price

The conversion or option price to be determined in each case for a share must - with the exception of cases in which an option or conversion obligation is provided for - either be at least 80% of the volume-weighted average of the closing price of the Company's share on the ten (10) stock exchange trading days prior to the date of the final decision of the Management Board on the placement of bonds or on the acceptance or allocation by the company in the context of a placement of bonds or - in the event that a subscription right is granted - be at least 80% of the volume-weighted average of the closing price of the company's share during (i) the days on which the subscription rights are traded on a stock exchange, with the exception of the last two trading days of subscription rights trading, or (ii) the days from the beginning of the subscription period until the time of the final determination of the subscription price.

If there is no closing price for the Company's shares on a stock exchange trading day, the last stock exchange price on the corresponding day shall take its place.

If no stock market price can be determined for the Company's shares, the conversion price to be determined for a no-par value share of the company must be at least 75% of the issue price of the no-par value shares of the company from the most recent capital increase.

Section 9 para. (1) AktG and Section 199 AktG remain unaffected.

ff) Further design options

The terms and conditions may stipulate that treasury shares, shares from the company's authorized capital or other benefits may also be granted in the event of conversion or exercise of the option or fulfilment of the option and conversion obligations or for the purpose of tendering. Furthermore, it may be stipulated that in the event of conversion or exercise of the option or fulfillment of the option and conversion obligations, the company does not grant the holders of the bonds shares in the company, but pays the equivalent value in cash or grants listed shares in another company.

On the other hand, the terms and conditions may also provide for the right of the company to grant the holders of the bonds shares in the company or listed shares in another company instead of payment of the cash amount due, in whole or in part, when the bonds mature.

The terms and conditions of the bonds may also provide that the number of shares to be subscribed upon exercise of the conversion or option rights or after fulfillment of the conversion or option obligations is variable and/or that the conversion or option price may be changed during the term within a range to be determined by the Management Board depending on the development of the share price or as a result of anti-dilution provisions.

gg) Authorization to determine the further terms and conditions of the bond

The Management Board is authorized to determine the further details of the issue and features of the bonds, in particular the interest rate, issue price, term and denomination, conversion or option price and the conversion or option period, or to determine them in agreement with the executive bodies of the company issuing the bonds, the dependent company or the company in which a majority interest is directly or indirectly held.

b) Creation of Conditional Capital 2024/I

The company's share capital is conditionally increased by up to EUR 10,794,286.00 (in words: ten million seven hundred and ninety-four thousand two hundred and eighty-six euros) by issuing up to 10,794,286 new no-par value registered shares in the company with a notional interest in the share capital of EUR 1.00 per share (Conditional Capital 2024/I). The conditional capital increase serves to grant shares upon the exercise of conversion or option rights or upon the fulfillment of conversion or option obligations or upon the tender of shares to the holders or creditors of convertible bonds, bonds with warrants, profit participation rights and/or participating bonds (or combinations of these instruments) (hereinafter collectively referred to as "bonds") issued on the basis of the aforementioned authorization resolution. The new shares shall be issued at the conversion or option price to be determined in each case in accordance with the above authorization resolution. The conditional capital increase will only be carried out to the extent that the holders or creditors of bonds issued or guaranteed by the company or a company dependent on it or directly or indirectly majority-owned by it on the basis of the above authorization resolution by June 24, 2029 are entitled to a conversion or option price. The bonds will be exercised to the extent that the holders or creditors of bonds issued or guaranteed by the company or a company dependent on it or directly or indirectly majority-owned by it on the basis of the above authorization resolution until June 24, 2029 exercise their conversion or option rights or

fulfil conversion or option obligations arising from such bonds or shares are tendered or to the extent that the company grants shares in the company instead of paying the amount of money due and to the extent that the conversion or option rights or conversion or option obligations are not serviced by treasury shares, shares from authorized capital or other benefits.

The new shares shall participate in profits from the beginning of the financial year in which they are created and for all subsequent financial years; notwithstanding this, the Management Board may, if legally permissible and with the approval of the Supervisory Board, stipulate that the new shares shall participate in profits from the beginning of the financial year for which no resolution has yet been passed by the Annual General Meeting on the appropriation of net profit at the time of the exercise of conversion or option rights, the fulfillment of conversion or option obligations or the granting in lieu of the cash amount due. The Management Board is authorized to determine the further details of the implementation of the conditional capital increase.

The Supervisory Board is authorized to amend the wording of the Articles of Association in accordance with the respective utilization of Contingent Capital 2024/I and after the expiry of all option and conversion periods.

c) Amendment of the Articles of Association

Section 4 of the Articles of Association is supplemented by the following paragraph 5:

"(5) The Company's share capital is conditionally increased by up to EUR 10,794,286.00 (in words: ten million seven hundred and ninety-four thousand two hundred and eighty-six euros) by issuing up to 10,794,286 new no-par value registered shares in the company with a notional interest in the share capital of EUR 1.00 per share (Conditional Capital 2024/I). The conditional capital increase serves to grant shares upon the exercise of conversion or option rights or upon the fulfillment of conversion or option obligations or upon the tender of shares to the holders or creditors of convertible bonds, bonds with warrants, profit participation rights and/or participating bonds (or combinations of these instruments) (hereinafter collectively referred to as "bonds") issued on the basis of the aforementioned authorization resolution. The new shares shall be issued at the conversion or option price to be determined in each case in accordance with the above authorization resolution. The conditional capital increase will only be carried out to the extent that the holders or creditors of bonds issued or guaranteed by the company or a company dependent on it or directly or indirectly majority-owned by it on the basis of the above authorization resolution by 24 June 2029 are entitled to a conversion or option price. The

bonds will be exercised to the extent that the holders or creditors of bonds issued or guaranteed by the company or a company dependent on it or directly or indirectly majority-owned by it on the basis of the above authorization resolution until June 24, 2029 exercise their conversion or option rights or fulfil conversion or option obligations arising from such bonds or shares are tendered or to the extent that the company grants shares in the company instead of paying the amount of money due and to the extent that the conversion or option rights or conversion or option obligations are not serviced by treasury shares, shares from authorized capital or other benefits.

The new shares shall participate in profits from the beginning of the financial year in which they are created and for all subsequent financial years; notwithstanding this, the Management Board may, if legally permissible and with the approval of the Supervisory Board, stipulate that the new shares shall participate in profits from the beginning of the financial year for which no resolution has yet been passed by the Annual General Meeting on the appropriation of net profit at the time of the exercise of conversion or option rights, the fulfillment of conversion or option obligations or the granting in lieu of the cash amount due. The Management Board is authorized to determine the further details of the implementation of the conditional capital increase.

The Supervisory Board is authorized to amend the Articles of Association in accordance with the respective utilization of Contingent Capital 2024/I and after the expiry of all option and conversion periods."

The report of the Management Board to the Annual General Meeting in accordance with Section 221 para. (4) sentence 2 in conjunction with Section 186 para. (4) sentence 2 AktG on the authorization of the Management Board to exclude subscription rights listed under this agenda item 7 is printed in Section II. following the agenda as an appendix to agenda item 7.

8. Resolution on the amendment of Section 8 of the Articles of Association (age limit for members of the Supervisory Board)

An age limit shall be set for membership on the Supervisory Board.

The Management Board and Supervisory Board therefore propose that the following resolution be adopted:

Section 8 of the Articles of Association is supplemented by the following paragraph 6:

“(6) The age limit for members of the Supervisory Board is 70 years at the time of appointment or (re-)election to the Supervisory Board. The age limit is also stated in the corporate governance declaration, if such a declaration is made.”

In other respects, Section 8 of the Company’s Articles of Association remains unchanged.

9. Resolution on the amendment of Section 13 of the Articles of Association (adjustment of the remuneration of the members of the Supervisory Board and due date for remuneration payment)

The last regular adjustment to the remuneration for the entire Supervisory Board was made by the Annual General Meeting on June 23, 2016. Only the attendance fee has since been adjusted by the Annual General Meeting on June 23, 2022. In view of the increased content and time requirements for Supervisory Board activities and taking into account the general development of Supervisory Board remuneration at comparable companies, it will be proposed to the Annual General Meeting to increase the Supervisory Board remuneration and to pass a resolution on a corresponding amendment to the Articles of Association in accordance with Section 113 para. (3) sentence 1 AktG. In contrast, the attendance fee is to be reduced. At the same time, the Supervisory Board remuneration will now be due and payable in two installments at the end of the first and second half of the year.

The Management Board and Supervisory Board therefore propose that the following resolution be adopted:

Section 13 of the Articles of Association is reworded as follows:

“(1) Each member of the Supervisory Board shall receive a fixed annual remuneration of EUR 40,000.00 in addition to the reimbursement of their expenses.

(2) The Chairman of the Supervisory Board shall receive twice the remuneration pursuant to para. 1 and the Deputy Chairman shall receive 1.5 times the remuneration pursuant to para. 1.

(3) Members of the Supervisory Board shall receive an attendance fee of EUR 1,500.00 for each attendance at a meeting of the Supervisory Board held by telephone. Members of the Supervisory Board shall receive an attendance fee of EUR 2,000.00 for each attendance at a meeting of the

Supervisory Board held in person. The attendance fee shall only be paid once for several meetings held on the same day.

(4) Members of Supervisory Board committees, if formed, shall receive additional fixed annual remuneration of EUR 2,500.00 for each office held on a committee. The Chairman of a Supervisory Board committee shall receive double this remuneration and the Chairman of the Audit Committee, if formed, shall receive three times this remuneration. If a Supervisory Board member is a member of several Supervisory Board committees, remuneration is only paid for work on a maximum of one Supervisory Board committee. The remuneration for work on the committee with the highest remuneration is granted.

(5) The remuneration is due and payable in two installments at the end of the first half of the year (by 30.06.) and at the end of the second half of the year (31.12.) for the previous half-year. At the end of each half-year, the attendance fee is paid for participation in the Supervisory Board meetings held in the previous half-year. The remuneration relates to a full financial year; remuneration is paid pro rata for parts of a financial year.

(6) The Company shall reimburse each member of the Supervisory Board for the value added tax payable on their remuneration.

(7) The members of the Supervisory Board shall be included in a directors' and officers' liability insurance policy for executive bodies and certain executives in the interests of the Company, insofar as such an insurance policy is taken out. The premiums shall be paid by the Company."

II. REPORTS OF THE MANAGEMENT BOARD

1. Report of the Management Board to the Annual General Meeting on the authorizations mentioned under item 6 of the agenda to exclude subscription rights in accordance with Section 203 para. (1) and (2) sentence 2 in conjunction with Section 186 para. (4) sentence 2 AktG

Under agenda item 6, the Management Board and Supervisory Board propose the cancellation of Authorized Capital 2022/I and the creation of new Authorized Capital 2024/I in the amount of EUR 10,794,286.00 for the maximum statutory period of five years.

This Authorized Capital 2024/I serves to open up a flexible option for raising additional equity if the Management Board, with the approval of the Supervisory Board, believes this to be in the interests of the company. The new authorized capital is intended to expand the scope for action in the interests of the shareholders and enable the company to react quickly to any financing requirements that arise. The proposed authorization replaces the existing authorization. This gives the Management Board the greatest possible flexibility in the use of authorized capital.

In the event of a capital increase, shareholders are generally entitled to statutory subscription rights. However, the Management Board is to be authorized, with the approval of the Supervisory Board, to exclude this subscription right in certain cases. The report submitted by the Management Board in this regard is published as follows:

a) Exclusion of subscription rights for fractional amounts

The Management Board is to be authorized, with the approval of the Supervisory Board, to exclude fractional amounts that arise as a result of the subscription ratio from shareholders' subscription rights in order to facilitate processing. This is intended to enable a practicable subscription ratio with regard to the amount of the respective capital increase. Without the exclusion of the subscription right with regard to the fractional amount, the technical implementation of the capital increase and the exercise of the subscription right would be considerably more difficult. The new shares excluded from shareholders' subscription rights as fractional amounts will be utilized for the company.

b) Exclusion of subscription rights in the event of a capital increase against contributions in kind

The authorization to exclude subscription rights in the event of capital increases against contributions in kind for the aforementioned purposes is intended to give the company the opportunity to have treasury shares available in order to be able to offer them as consideration in the (also indirect) acquisition of companies, parts of companies or an interest in a company or other significant operating resources or assets, including receivables from the company or Group companies. The authorization to issue shares as part of a capital increase is intended to give the company greater leeway in financing the acquisition of companies, parts of companies or an interest in a company or other significant operating resources or assets. This form of acquisition

financing is frequently required and used in international competition and with the advancing globalization of the economy, especially in times when it is more difficult to obtain outside capital. The proposed authorization is intended to give the company the necessary room for manoeuvre to take advantage of opportunities that arise to acquire companies, parts of companies or an interest in a company or other significant operating resources or assets, including receivables from the company or Group companies, flexibly and quickly. A capital increase by resolution of the Annual General Meeting will generally not be possible in the short term if acquisition opportunities arise. The proposed creation of authorized capital with the exclusion of subscription rights for contributions in kind for the acquisition of companies, parts of companies or an interest in a company or other significant operating resources or assets, including receivables from the company or Group companies, takes this into account. When shares are issued without excluding subscription rights, the exercise of subscription rights does not lead to a reduction in the relative participation quota and the relative share of voting rights of the existing shareholders. In the case of an exclusion of subscription rights, on the other hand, there is a reduction in the relative shareholding ratio and the relative share of voting rights of the existing shareholders. However, if subscription rights were granted, it would not be possible to acquire companies, parts of companies or an interest in a company or other significant operating resources or assets, including receivables from the company or Group companies, in return for shares and the associated benefits for the company and shareholders would not be achievable. Whether this authorization with the exclusion of subscription rights should be used will be examined on a case-by-case basis. There are currently no specific acquisition plans for which this option is to be used. The Management Board will only make use of Authorized Capital 2022/I if an acquisition opportunity materializes, and the Supervisory Board will only grant its approval if such an acquisition is in the well-understood interests of the company.

c) Exclusion of subscription rights for cash capital increases in accordance with Section 186 para. (3) sentence 4 AktG

According to Section 186 para. (3) sentence 4 AktG, the exclusion of subscription rights is particularly permissible if the capital increase against cash contributions does not exceed 20% of the share capital and the issue price is not significantly lower than the market price. This authorization to exclude subscription rights enables the management to take advantage of opportunities that arise quickly, flexibly and cost-effectively due to the respective stock market situation. This enables the management to procure new equity at short notice and close to the

stock market price, thereby strengthening the equity base. Furthermore, any capital requirements arising from the short-term exploitation of market opportunities can also be covered quickly and flexibly. It is therefore in the best interests of the company and its shareholders. Such cash capital increases are also capped at 20% of the share capital, which takes into account the shareholders' need for protection against excessive dilution of their shareholdings. This 20% limit in accordance with Section 186 para. (3) sentence 4 AktG includes shares that were issued or are to be issued during the term of the authorization up to the time it is exercised to service bonds with warrants or convertible bonds, provided that the bonds were issued with the exclusion of subscription rights in accordance with Section 186 para. (3) sentence 4 AktG, as well as treasury shares that were acquired on the basis of an authorization in accordance with Section 71 para. (1) no. 8 AktG and sold with the exclusion of shareholders' subscription rights in accordance with Section 186 para. (3) sentence 4 AktG.

d) Exclusion of subscription rights for bonds with warrants and convertible bonds

In addition, subscription rights may be excluded with the approval of the Supervisory Board if this is necessary in order to be able to grant subscription rights for new shares to the holders of existing and future bonds with warrants and/or convertible bonds if this is provided for in the terms and conditions of the respective bond. To facilitate placement on the capital market, such bonds are generally equipped with an anti-dilution mechanism that provides for the holders to be granted a subscription right to new shares in subsequent share issues with subscription rights for shareholders instead of a reduction in the option or conversion price, as shareholders are also entitled to. They are thus placed in the same position as if they had already exercised their option or conversion right or a conversion obligation had been fulfilled. This has the advantage that the company can achieve a higher issue price for the shares to be issued upon conversion or exercise of the option - in contrast to protection against dilution by reducing the option or conversion price.

e) Exclusion of subscription rights to implement an IPO, including to fulfill a greenshoe option

Exclusion of subscription rights is also permissible in the event of an IPO of the company.

An IPO enables the company to gain improved access to the capital market and thus cover its capital requirements easily and flexibly. This is particularly important in view of the company's intended further expansion. A greenshoe is a so-called over-allotment option. This serves to stabilize the share price when the company's shares are listed on the stock exchange. On the

allocation date, the issuing banks sell not only the planned placement volume (100%), but also a certain number of shares made available elsewhere (up to 15% of the total placement volume). The issuing banks can use these additional shares to stabilize the share price. They can buy back shares in the market if the generally usual return flows of shares sold in the issue lead to a fall in the market price. This can cushion a fall in the share price caused by the return flows. If such a repurchase does not take place on the market, the second element of the over-allotment option comes into play, i.e., the covering of the additional shares allotted to other shareholders or a capital increase by the company. In this way, an over-allotment option enables the market potential to be better exploited in terms of pricing. As investors can thus be given a certain degree of certainty regarding the price development, they are prepared to pay a slightly higher price. In addition to and because of the stabilization, the over-allotment option therefore leads to an increase in the proceeds to be achieved from the issue and is therefore in the interests of the company and the shareholders.

f) Exclusion of subscription rights to implement a scrip dividend

With the approval of the Supervisory Board, the Management Board should also be authorized to exclude shareholders' statutory subscription rights in order to be able to implement a *scrip dividend* at optimal conditions. In the case of a scrip dividend, shareholders are offered the opportunity to contribute their entitlement to payment of the dividend arising from the Annual General Meeting's resolution on the appropriation of profits as a non-cash contribution to the company in order to subscribe to new shares in the company.

A scrip dividend can be implemented as a genuine rights issue, in particular in compliance with the provisions of Section 186 para. (1) AktG (minimum subscription period of two weeks) and Section 186 para. (2) AktG (announcement of the issue price no later than three days before the end of the subscription period). Only whole shares are offered to shareholders for subscription; with regard to the portion of the dividend entitlement that does not reach (or exceeds) the subscription price for a whole share, shareholders are referred to the subscription of the cash dividend and cannot subscribe for shares in this respect; there are no plans to offer partial rights or to set up trading in subscription rights or fractions thereof. As the shareholders receive a cash dividend instead of the subscription of new shares, this appears to be justified and appropriate.

In individual cases, it may be preferable to offer and prepare the granting of a scrip dividend without being bound by the restrictions of Section 186 para. (1) AktG (minimum subscription period of two weeks) and Section 186 para. (2) AktG (announcement of the issue amount no later than three days before the end of the subscription period). The Management Board should therefore also be authorized to offer all shareholders entitled to dividends new shares for subscription in return for their dividend entitlement, while observing the general principle of equal treatment (Section 53a AktG), but to formally exclude shareholders' subscription rights altogether with the approval of the Supervisory Board. The implementation of the scrip dividend with the formal exclusion of subscription rights enables the capital increase to be carried out on more flexible terms. In view of the fact that all shareholders will be offered the new shares and any excess dividend amounts will be settled by payment of the cash dividend, the exclusion of subscription rights also appears justified and appropriate in this respect.

g) Summary

After weighing up all the circumstances, the respective authorization to exclude subscription rights within the limits described is necessary and in the interests of the company and therefore its shareholders. The Management Board will exercise the authorization with the approval of the Supervisory Board. The conditions will be determined in due course in such a way that the interests of the shareholders and the interests of the company are adequately safeguarded, taking into account the respective circumstances. The Management Board will report to the Annual General Meeting on each use of the authorization.

The written report of the Management Board pursuant to Section 203 para. (2) sentence 2 in conjunction with Section 186 para. (4) sentence 2 AktG on the authorization of the Management Board to exclude shareholders' subscription rights in connection with the resolution on agenda item 6 will be made available to shareholders from the time the Annual General Meeting is convened at

<https://www.deag.de/investor-relations/hauptversammlung/>

and will also be available for inspection during the Annual General Meeting.

2. Report of the Management Board to the Annual General Meeting in accordance with section 221 para. (4) sentence 2 in conjunction with section 186 para. (4) sentence 2 AktG on the authorization of the Management Board to exclude subscription rights listed under agenda item 7

Under agenda item 7 of the Annual General Meeting on June 25, 2024, the Management Board and Supervisory Board each propose to create an authorization to issue convertible bonds, bonds with warrants, profit participation rights and/or participating bonds (or combinations of these instruments) and a corresponding new conditional capital (Conditional Capital 2024/I).

This new authorization to issue convertible bonds, bonds with warrants, profit participation rights and/or participating bonds (or combinations of these instruments) each provide for the authorization to exclude subscription rights.

In accordance with section 221 para. (4) sentence 2 in conjunction with section 186 para. (4) sentence 2 AktG, the Management Board submits this report to the Annual General Meeting on agenda item 7 on the reasons for the authorizations to exclude subscription rights:

a. Initial situation

To date, the company has not been authorized to issue convertible bonds, bonds with warrants, profit participation rights and/or participating bonds (or combinations of these instruments) with the option to exclude subscription rights and to create the corresponding conditional capital.

In order to give the Company the necessary flexibility to issue convertible and/or warrant bonds for corporate financing in the future, an authorization to issue convertible or warrant bonds and conditional capital in the amount of EUR 10,794,286.00 (Conditional Capital 2024/I) is now to be created.

b. Advantages of such financing instruments

A key prerequisite for the company's further business development is adequate capital resources. The proposed authorization to issue bonds is intended to enable the company to make flexible and timely use of attractive financing options. This should enable the company to use the instrument of bonds in addition to traditional debt capital (bank loans) and equity to finance possible takeovers and other expansions of its business and should thus enable it to address different groups of investors in order to be able to select the most suitable financing instrument in the interests of the shareholders in the respective market situation in terms of placeability and achievable prices. The company may also provide for a conversion or option obligation or a tender

right of the issuer and service the bonds by delivering treasury shares, delivering shares from authorized capital or by making a cash payment, thereby expanding the scope for such financing instruments.

For reasons of flexibility, the company should also be given the option of using German or international capital markets via its affiliated companies within the meaning of Sections 15 et seq. AktG, depending on the market situation, to utilize German or international capital markets and to issue the bonds in the legal currency of an OECD country in addition to euros.

c. Conversion or option price

The conversion or option price may not fall below a minimum issue amount, the calculation basis of which is specified. The starting point for the calculation is the market price of the company's share at the time the bond is placed.

The conversion/option price may be adjusted in certain cases in accordance with the bond conditions in order to provide protection against dilution in accordance with the authorization. Dilution protection or adjustments can be provided for in particular if there are capital changes at the company during the term of the bonds, but also in connection with dividend payments, the issue of further convertible bonds/warrant bonds, conversion measures and in the event of other events affecting the value of the conversion or option rights that occur during the term of the bonds (such as a third party gaining control). Dilution protection or adjustments can be provided for in particular by granting subscription rights, by changing the conversion/option price and by granting a cash component.

d. Subscription rights and authorizations to exclude subscription rights

Shareholders are generally entitled to subscription rights when bonds of this type are issued (Section 221 para. (4) in conjunction with Section 186 para. (1) AktG). The Management Board may also make use of the option to issue the bonds to a credit institution or the members of a syndicate of credit institutions or equivalent companies pursuant to Section 186 para. 5 sentence 1 AktG with the obligation to offer the bonds to shareholders in accordance with their subscription rights (indirect subscription right within the meaning of Section 186 para. (5) AktG). This does not constitute a restriction of shareholders' subscription rights. The shareholders are ultimately granted the same subscription rights as in the case of a direct subscription. For technical settlement reasons, only one or more banks or equivalent companies will be involved in the settlement.

However, the Management Board may exclude shareholders' subscription rights in certain cases with the approval of the Supervisory Board:

(i) *Exclusion of subscription rights for fractional amounts*

The authorization to exclude subscription rights for fractional amounts serves to ensure that a practicable subscription ratio can be presented with regard to the amount of the respective issue. The value of the fractional amounts per shareholder is generally low, which is why the potential dilution effect is also to be regarded as low. In contrast, the cost of an issue without such an exclusion is significantly higher. The exclusion serves the purpose of practicability and the easier implementation of an issue. The Management Board and Supervisory Board therefore consider the possible exclusion of subscription rights for fractional amounts to be objectively justified and, taking into account the interests of the shareholders, also appropriate. The bonds excluded from shareholders' subscription rights as fractional amounts will either be sold on the stock exchange or otherwise disposed of in the best possible way for the company.

(ii) *Exclusion of subscription rights in favor of the holders or creditors of already issued option rights or conversion rights or corresponding obligations*

It should also be possible to exclude shareholders' subscription rights to the extent necessary to grant holders or creditors of option or conversion rights or option or conversion obligations from previously issued bonds a subscription right to the extent to which they would be entitled as shareholders after exercising these rights or fulfilling these obligations. The customary exclusion of subscription rights in favor of the holders or creditors of bonds already issued has the advantage that the option or conversion price for the bonds already issued and regularly equipped with an anti-dilution mechanism, e.g., in the case of capital measures, does not need to be reduced. This allows the bonds to be placed more attractively in several tranches and enables a higher inflow of funds overall. This case of exclusion of subscription rights is therefore also in the interests of the company and its shareholders.

(iii) *Simplified exclusion of subscription rights in analogous application of Section 186 (3) sentence 4 in conjunction with Section 221 (4) sentence 2 AktG*

In analogous application of Section 186 para. (3) sentence 4 AktG, the Management Board should also be authorized, with the approval of the Supervisory Board, to exclude subscription rights when issuing bonds for cash if the issue price of the bonds is not

significantly lower than their market value. This may be expedient in order to be able to place a bond on the market quickly and flexibly at attractive conditions. As the stock markets can be volatile, achieving the most advantageous issue result possible depends to a greater extent on whether it is possible to react to market developments at short notice. Favorable conditions that are as close to market conditions as possible can generally only be set if the company is not tied to them for too long an offer period. In the case of rights issues, in order to ensure the chances of success of the issue for the entire offer period, a not inconsiderable haircut is generally required. Section 186 (2) of the German Stock Corporation Act (AktG) permits publication of the subscription price (and therefore the terms of the subscription price in the case of bonds with warrants and convertible bonds) no later than three days before the end of the subscription period. However, in view of the volatility on the stock markets, there is still a market risk over several days, which leads to safety discounts when determining the bond conditions. Also, if a subscription right is granted, the alternative placement with third parties is jeopardized or associated with additional expense due to the uncertainty of its exercise (subscription behavior). Finally, if a subscription right is granted, the company cannot react quickly to a change in market conditions due to the length of the subscription period, which can lead to less favorable capital procurement for the company.

The interests of the shareholders are safeguarded by the fact that the bonds are not issued at a price significantly below the market value. This ensures that there is no significant economic dilution of the value of the shares. Whether such a dilution effect occurs with the issue of corresponding bonds with conversion or option rights or obligations and tender rights without subscription rights can be determined by calculating the hypothetical market value of the bonds using recognized, in particular financial mathematical methods and comparing it with the issue price. If, after due examination, this issue price is only insignificantly below the hypothetical stock exchange price market value at the time the bonds are issued, the exclusion of subscription rights is permissible in accordance with the meaning and purpose of the provision of Section 186 para. (3) sentence 4 AktG due to the insignificant discount. The management will keep the discount from this market value as low as possible when setting the price, taking into account the respective capital market situation. This means that the calculated market value of a subscription right will be so low that the shareholders cannot suffer any significant economic disadvantage as a result of the exclusion of subscription rights.

Conditions can also be set in line with the market and thus avoid a significant dilution of value by the Management Board carrying out a so-called bookbuilding process. In this procedure, investors are asked to submit purchase applications on the basis of preliminary bond terms and conditions, specifying, for example, the interest rate and/or other economic components deemed to be in line with the market. After the end of the bookbuilding period, the terms and conditions that have not yet been agreed, e.g. the interest rate, are set in line with the market in accordance with the principle of supply and demand on the basis of the purchase requests submitted by investors. In this way, the total value of the bond is determined close to the market. Such a bookbuilding procedure also enables the Management Board to ensure that the exclusion of subscription rights does not significantly dilute the value of the share.

Shareholders also have the opportunity to maintain their share in the company's share capital at approximately the same conditions by purchasing shares on the stock exchange. This protects their financial interests. This is because the authorization to simplify the exclusion of subscription rights in accordance with Section 221 para. 4 sentence 2 in conjunction with Section 186 para. (3) sentence 4 AktG only applies to bonds with rights or obligations to subscribe to shares which, according to the existing authorization, do not account for a proportionate amount of the share capital of more than 20% in total, either at the time this authorization becomes effective or - if this amount is lower - at the time this authorization is exercised. The authorizations for the simplified exclusion of subscription rights under the existing authorizations of the Annual General Meeting are no longer available for use.

Shares that are issued or sold during the term of these authorizations up to the time they are exercised in direct or analogous application of Section 186 para. (3) sentence 4 AktG are counted towards these limits. Furthermore, shares to be issued or granted on the basis of a convertible bond or bond with warrants issued during the term of these authorizations with simplified exclusion of subscription rights pursuant to Section 186 para. (3) sentence 4 in conjunction with Section 221 para. (4) sentence 2 AktG are also counted towards this limit. This offsetting is in the interest of shareholders in minimizing the dilution of their shareholding.

(iv) *Authorization to exclude subscription rights when issuing bonds against contributions in kind*

Bonds may also be issued against contributions in kind or contributions in kind if this is in the interests of the company. In this case, the Management Board is also authorized - with the approval of the Supervisory Board - to exclude subscription rights. Among other things, this is intended to enable the company to use the bonds as an acquisition currency in order to make such contributions in kind or contributions in kind in suitable individual cases in the context of company mergers or for the (also indirect) acquisition of companies, operations, parts of companies, participations or other assets or claims to the acquisition of assets, including claims against the company or companies affiliated with it within the meaning of Sections 15 et seq. AktG to be able to acquire such contributions in kind or contributions in kind in return for the transfer of such financial instruments.

This authorization opens up the possibility - by issuing bonds - of quickly and flexibly exploiting advantageous opportunities to expand the company on the national and international markets in the interests of the company and its shareholders. Unlike a cash payment, the issue of bonds preserves the company's liquidity and is therefore often the more favorable form of financing. The Management Board is also authorized to grant holders of claims against the company or companies affiliated with it within the meaning of Sections 15 et seq. AktG - instead of a cash payment - in whole or in part. This gives the company additional flexibility to implement measures to improve its capital structure.

In each individual case, the management will carefully examine whether it should make use of the authorization as soon as the acquisition opportunities become more concrete. It will only exclude shareholders' subscription rights if this is in the well-understood interests of the company.

After weighing up all these circumstances, the authorization to exclude subscription rights in the various cases is necessary, suitable, appropriate and in the interests of the company within the limits described in each case.

III. TOTAL NUMBER OF SHARES AND VOTING RIGHTS

The share capital of the company amounts to EUR 21,588,573.00 on the day this Annual General Meeting is convened and is divided into 21,588,573 no-par value registered shares. Each no-par value share grants one vote. The total number of voting rights therefore amounts to 21,588,573 voting rights.

The company has no voting rights from treasury shares. The Company holds 615 treasury shares at the time of convening. The total number of shares with participation and voting rights at the time of the convocation therefore amounts to 21,587,958 shares.

IV. PARTICIPATION IN THE ANNUAL GENERAL MEETING

Unless expressly stated otherwise, all times stated in this invitation to the Annual General Meeting are in Central European Summer Time (CEST) as applicable in Germany. Coordinated Universal Time (UTC) corresponds to Central European Summer Time (CEST) minus two hours.

1. Participation in the Annual General Meeting and exercise of voting rights

In accordance with Article 16 of the Articles of Association, shareholders are entitled to participate in the Annual General Meeting and exercise their voting rights if they register by **24:00 p.m. on June 18, 2024** at the latest at the following address

DEAG Deutsche Entertainment AG

c/o Computershare Operations Center

80249 Munich

Germany

E-mail: anmeldestelle@computershare.de

and who are entered in the share register for the registered shares.

The registration must be made in writing (Section 126 BGB) or text form (Section 126b BGB) in German or English.

Shareholders who are not entered in the share register until after the beginning of **June 19, 2024, 00:00 a.m.** will not receive any invitation documents without request in accordance with the statutory requirements.

Without proper registration for the meeting, shareholders cannot participate in the meeting and cannot exercise any shareholder rights, in particular voting rights. The granting of powers of attorney and instructions to the company's proxies or third parties also require timely registration for the Annual General Meeting.

2. Registration for the Annual General Meeting and exercise of voting rights; registration stop

In accordance with Article 16 of the company's Articles of Association, shareholders who are entered in the share register and register with the company in good time are entitled to attend the Annual General Meeting and exercise their voting rights.

Registration must be submitted by **24:00 p.m.** on **June 18, 2024** at the latest to the registration office listed below

DEAG Deutsche Entertainment Aktiengesellschaft

c/o Computershare Operations Center

80249 Munich

Germany

E-mail: anmeldestelle@computershare.de

("registration office").

In relation to the company, rights and obligations arising from shares only exist for and against the person entered in the share register in accordance with Section 67 para. 2 sentence 1 AktG. The number of voting rights to which a duly registered shareholder is entitled at the Annual General Meeting is therefore determined by the entry status in the share register on the day of the Annual General Meeting.

For technical reasons, however, no changes will be made to the share register in the period from **the end of June 18, 2024** (the "Technical Record Date") until the end of the Annual General Meeting on **June 25, 2024** (so-called "registration stop"). Therefore, the entry status of the share register on the day of the Annual General Meeting corresponds to the status after the last transfer on **June 18, 2024**.

The freeze on the transfer of shares does not constitute a block on the disposal of the shares. However, purchasers of shares whose applications for re-registration are received by the company after **June 18, 2024** may not exercise voting rights and other shareholder rights arising from these shares unless they have themselves authorized to do so or are authorized to exercise such rights. In such cases, voting rights and other shareholder rights remain with the person entered in the share register until the change of registration. All purchasers of shares in the company who are not yet entered in the share register are therefore requested to submit applications for change of registration in good time.

3. Exercise of voting rights by proxy

a) *Authorization of a third party*

Shareholders who have duly registered for the Annual General Meeting but cannot or do not wish to attend the Annual General Meeting in person may have their voting rights and other shareholder rights exercised by a proxy by granting a corresponding power of attorney. The granting of a proxy, its revocation and proof of authorization to the company must be in text form, unless a bank, a shareholders' association or an equivalent organization or person pursuant to Section 135 AktG is to be authorized. The proxy form on the back of the admission ticket can be used to grant proxy authorization. In addition, a proxy form can also be downloaded from the company's website at <https://www.deag.de/investor-relations/hauptversammlung/> or requested from the following address:

DEAG Deutsche Entertainment AG

c/o Computershare Operations Center

80249 Munich

Germany

E-mail: anmeldestelle@computershare.de

Proof of authorization to the company must either be provided by the proxy on the day of the Annual General Meeting or be received by the company beforehand at the above address. In the latter case, shareholders are requested to send the proof to the above address by **June 24, 2024, 24:00 p.m.**, at the latest, for organizational convenience.

If a bank, a shareholders' association or another equivalent organization or person pursuant to Section 135 AktG is to be authorized, there is no text form requirement - as an exception to the above principle - either under the law or under the company's Articles of Association. However, we would like to point out that in these cases, the credit institutions, shareholders' associations or equivalent organizations or persons who are to be authorized may require a special form of proxy because they must record the proxy in a verifiable manner in accordance with Section 135 AktG. Shareholders who wish to authorize a bank, a shareholders' association or another equivalent organization or person pursuant to Section 135 AktG should therefore consult with them in good time about any formal requirements for the power of attorney.

b) *Authorization of the company proxy*

The company offers its shareholders the service of authorizing proxies appointed by the company and bound by instructions prior to the Annual General Meeting. The proxies appointed by the company exercise the voting right exclusively on the basis of the instructions issued by the shareholder. The granting of power of attorney to the proxies appointed by the company, its revocation and the issuing of instructions must be in text form. A form that can be used to issue proxies and instructions will be sent with the admission ticket, made available for download on the company's website at <https://www.deag.de/investor-relations/hauptversammlung/> and sent to each shareholder immediately upon request.

The request should be addressed to:

DEAG DEUTSCHE ENTERTAINMENT AG

c/o Computershare Operations Center

80249 Munich

Germany

E-mail: anmeldestelle@computershare.de

Shareholders who wish to authorize the proxies appointed by the company prior to the Annual General Meeting are requested to send the power of attorney and instructions to the above address by **June 24, 2024, 24:00 p.m.**, at the latest, in order to facilitate the organization.

The proxies appointed by the company are obliged to vote in accordance with instructions. The exercise of voting rights at their own discretion is excluded. Without express instructions, the proxies appointed by the company will abstain from voting on the relevant voting item or will not participate in the vote; this also applies to motions submitted by shareholders at the Annual General Meeting (e.g., counter-motions, election proposals or procedural motions) that have not been announced in advance.

If an individual vote is held on an agenda item, an instruction on this agenda item as a whole applies accordingly to each item of the individual vote. The proxies appointed by the company do not accept any authorizations or instructions to lodge objections to resolutions of the Annual General Meeting, to exercise the right to ask questions or speak or to submit motions.

4. Shareholders' rights pursuant to Sections 122 para. (2), 126 para. (1), 127, 131 para. (1) AktG

a) *Motions for additions to the agenda pursuant to Section 122 para. (2) AktG*

In accordance with Section 122 para. (2) AktG, shareholders whose shares together amount to one twentieth of the share capital or the proportionate amount of EUR 500,000.00, which corresponds to 500,000 shares, may request that items be placed on the agenda and published. The request must be received by the company in writing at the following address no later than 24 days prior to the meeting (not including the day of receipt), i.e., on **May 31, 2024, 24:00 p.m.**, at the address

DEAG Deutsche Entertainment AG

- Management Board -

Potsdamer Straße 58, 10785 Berlin

or in electronic form in accordance with Sec. 126a BGB (i.e., with an electronic signature) by e-mail to:

hauptversammlung@deag.ag

enter.

Each new item on the agenda must be accompanied by a statement of reasons or a draft resolution.

The applicant(s) must prove that he/she/they has/have held the shares for at least 90 days prior to the day on which the request is received by the company and that he/she/they will hold the shares until the Management Board decides on the request. Sections 70 and 121 para. (7) AktG must be observed when calculating this period.

Additions to the agenda that are to be announced - insofar as they have not already been announced with the convening notice - will be published in the Federal Gazette immediately after receipt of the request and forwarded for publication to media that can be expected to disseminate the information throughout the European Union. They will also be published on the company's website at

<https://www.deag.de/investor-relations/hauptversammlung/>

published.

b) *Motions and election proposals by shareholders pursuant to Sections 126 para. (1), 127 AktG*

Pursuant to Section 126 para. 1 AktG, any shareholder may submit a counter-motion to a proposal by the Management Board and Supervisory Board on a specific item on the agenda. A countermotion must be made available on the Company's website in accordance with Section 126 para. (1) and (2) AktG if it is received by the company at the address published below no later than **June 10, 2024, 24:00 p.m.**

Each shareholder may also submit a nomination for the election of Supervisory Board members or auditors to the company in accordance with Section 127 AktG. An election proposal must be made available on the company's website in accordance with Sections 127, 126 para. (1) and (2) AktG if it is received by the company at the address published below no later than **June 10, 2024, 24:00 p.m.**

DEAG Deutsche Entertainment AG
Potsdamer Straße 58, 10785 Berlin

or by e-mail to:

hauptversammlung@deag.de

Countermotions or election proposals received in good time will be made available on the Internet at <https://www.deag.de/investor-relations/hauptversammlung/>, provided they meet the legal requirements. Any statements by the administration are also made available at the aforementioned Internet address.

The company does not have to make a countermotion (and any justification for it) or an election proposal accessible if one of the exclusion criteria pursuant to Section 126 para. (2) AktG applies, for example because the election proposal or countermotion would lead to a resolution of the Annual General Meeting that is illegal or in breach of the Articles of Association or the justification contains obviously false or misleading information on key points. Furthermore, a nomination does not have to be made accessible if the nomination does not include the name, profession and place of residence of the nominee or their membership of other statutory supervisory boards. The grounds for a countermotion do not need to be made accessible if they exceed a total of 5,000 characters.

Countermotions and election proposals from shareholders must be sent exclusively to the above address.

c) Right to information pursuant to Section 131 para. (1) AktG

It is pointed out that every shareholder must be provided with information on company matters by the Management Board upon request at the Annual General Meeting, insofar as this is necessary for the proper assessment of an item on the agenda (Section 131 para. (1) AktG). The right to information can be exercised at the Annual General Meeting without the need for prior announcement or other notification.

More detailed explanations and information on shareholders' rights in accordance with Sections 122 para. (2), 126 para. (1), 127 and 131 para. (1) AktG are available to shareholders on the company's website at <https://www.deag.de/investor-relations/hauptversammlung/>.

5. Reference to the company's website

Further information on the Annual General Meeting can be found on the company's website at <https://www.deag.de/investor-relations/hauptversammlung/>.

The voting results will be announced after the Annual General Meeting at the same Internet address.

V. Data protection information for DEAG shareholders

If you register for the Annual General Meeting or issue a proxy, we will collect personal data about you and/or your proxy. This is done to enable our shareholders to exercise their rights at the Annual General Meeting. DEAG processes your data as the controller in compliance with the provisions of the EU General Data Protection Regulation (GDPR) and all other relevant laws. Details on the handling of your personal data and your rights under the GDPR can be found on the Annual General Meeting website at: <https://www.deag.de/investor-relations/hauptversammlung/>

Berlin, May 2024

DEAG Deutsche Entertainment Aktiengesellschaft
The Management Board