

## KHD HUMBOLDT WEDAG INTERNATIONAL AG

Cologne

- ISIN DE0006578008 -

### SHAREHOLDERS' RIGHTS RELATING TO THE GENERAL MEETING OF SHAREHOLDERS

#### 1. Present motions for the inclusion of supplementary items according to Section 122 Paragraph 2 AktG

Shareholders jointly representing at least one-twentieth of the share capital or a pro rata amount of € 500,000.00 of the share capital of the Company (equivalent to 500,000 shares) may request the inclusion and publication of supplementary agenda items. Each new item must be accompanied by an explanatory statement and a draft resolution. Such a shareholder request shall only be considered if the request is addressed to the Management Board and submitted in writing at least 30 days prior to the General Meeting, i.e. by **Tuesday, April 11, 2023, 24:00 CEST**, at the latest. Such requests must be addressed exclusively to:

KHD Humboldt Wedag International AG  
- Management Board -  
Von-der-Wettern-Straße 4a  
51149 Köln / Cologne, Germany.

Additions to the agenda shall be published immediately after receipt of the request in the Federal Gazette and forwarded for publication to such media outlets as can be expected to disseminate this information throughout the entire European Union. Furthermore, these are also published on the internet at <http://www.khd.com>, at the link "Investor Relations" with language setting "English", under the column "Annual General Meeting" and communicated to the shareholders.

The provisions of the German Stock Corporation Act underlying this shareholders' right are as follows:

#### **§ 122 Convening a meeting at the request of a minority (excerpts)**

*(1) The General Meeting shall be convened if shareholders whose shares together amount to one-twentieth of the share capital request such a meeting in writing, stating the purpose and the reasons; the request shall be addressed to the Management Board. The Articles of Association may make the right to request the convening of the General Stockholders' Meeting subject to a different form and to the holding of a lower proportion of the capital stock. The applicants must prove that they have held the shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until the Management Board has decided on the request. § Art. 121 par. 7 shall apply mutatis mutandis.*

*(2) In the same way, shareholders whose shares together amount to one-twentieth of the capital stock or the pro rata amount of 500,000 euros may request that items be placed on the agenda and published. Each new item must be accompanied by a statement of reasons or a draft resolution. The request within the meaning of sentence 1 must be received by the Company at least 24 days, in the case of listed companies at least 30 days, before the meeting; the day of receipt shall not be counted.*

**§ 124 Announcement of extension requests; proposals for resolution (excerpts)**

*(1) If the minority has requested in accordance with § 122 (2) that items be placed on the agenda, such items shall be announced either at the time the meeting is convened or otherwise immediately upon receipt of the request. § Section 121 (4) shall apply mutatis mutandis; in addition, in the case of listed companies, Section 121 (4a) shall apply mutatis mutandis. Publication and transmission shall be carried out in the same way as for the convening of the meeting.*

*(2) If the minority has requested in accordance with § 122 (2) that items be placed on the agenda, such items shall be announced either at the time the meeting is convened or otherwise immediately upon receipt of the request. § Section 121 (4) shall apply mutatis mutandis; in addition, in the case of listed companies, Section 121 (4a) shall apply mutatis mutandis. Publication and transmission shall be carried out in the same way as for the convening of the meeting.*

1. *indication of whether the overall fulfillment pursuant to § 96 (2) sentence 3 has been objected to, and*
2. *information on how many of the seats on the Supervisory Board must be occupied at least by women and men respectively in order to comply with the minimum proportion requirement pursuant to § 96 (2) sentence 1.*

*If the Annual General Meeting is to resolve on an amendment to the Articles of Association, the compensation system for the members of the Board of Management, the compensation of the Supervisory Board pursuant to Art. 113 par. 3, the compensation report or on an agreement which will only become effective with the approval of the Annual General Meeting, the wording of the proposed amendment to the Articles of Association, in the case of an aforementioned agreement its essential content, and otherwise the complete content of the documents relating to the respective resolution items shall also be published. Sentence 3 shall also apply in the case of § Section 120a (5).*

*(3) For each item on the agenda on which the Annual General Meeting is to pass a resolution, the Management Board and the Supervisory Board, for the passing of resolutions pursuant to Section 120a (1) sentence 1 and for the election of Supervisory Board members and auditors only the Supervisory Board, shall make proposals for the passing of resolutions in the announcement. In the case of companies which are capital market-oriented within the meaning of Section 264d of the German Commercial Code, which are CRR credit institutions within the meaning of Section 1 (3d) sentence 1 of the German Banking Act, with the exception of the institutions referred to in Section 2 (1) numbers 1 and 2 of the German Banking Act, or which are insurance companies within the meaning of Article 2 (1) of Directive 91/674/EEC, the proposal of the Supervisory Board for the election of the auditor shall be based on the recommendation of the Audit Committee. Sentence 1 shall not apply if the Annual General Meeting is bound by election proposals in the election of Supervisory Board members in accordance with § 6 of the German Codetermination Act, or if the subject of the resolution has been placed on the agenda at the request of a minority. The proposal for the election of Supervisory Board members or auditors shall state their names, occupation and place of residence. If the Supervisory Board is also to consist of Supervisory Board members representing the employees, resolutions of the Supervisory Board on proposals for the election of Supervisory Board members shall require only a majority of the votes of the Supervisory Board members representing the shareholders; § 8 of the Coal, Iron and Steel Codetermination Act remains unaffected.*

*(4) No resolutions may be passed on items on the agenda that have not been properly announced. No announcement is required for resolutions on the motion to convene a shareholders' meeting made at the meeting, on motions made on items on the agenda, or on discussions without a resolution being passed.*

## **2. Countermotions and candidates' proposals pursuant to Section 126 (1) and Section 127 AktG**

Shareholders of the Company may submit countermotions against a proposal of the Management Board and/or Supervisory Board on a particular agenda item and against shareholders' motions on the appointment of auditors as well as candidates' proposals.

Countermotions must be accompanied by an explanatory statement. No explanatory statement is required for candidates' proposals. Countermotions, candidates' proposals and other requests of shareholders regarding the General Meeting must be addressed exclusively to:

KHD Humboldt Wedag International AG  
Hauptversammlung / AGM  
Von-der-Wettern-Straße 4a  
51149 Köln / Cologne, Germany

or by FAX: +49 221 6504-1209  
or by Email: [hauptversammlung.khd@khd.com](mailto:hauptversammlung.khd@khd.com)

Countermotions and candidates' proposals need not be published if not addressed as indicated above. In addition to the reasons stated in Section 126 Paragraph 2 AktG, a candidate proposal need not be published if the proposal does not contain the name, profession and place of residence of the candidate. Proposals for the election of Supervisory Board members need not be made accessible even if they are not accompanied by information on the membership of the proposed Supervisory Board candidate in other legally required Supervisory Boards within the meaning of Section 125 Paragraph 1 AktG.

The Company will disclose countermotions and candidate proposals of shareholders together with the name of the shareholder and the explanatory statements which have to be published immediately after receipt on the internet at <http://www.khd.com>, at the link "Investor Relations" with language setting "English", under the column "Annual General Meeting". Countermotions and candidate proposals to the items of the agenda which are to be made available and which are received at the address stated in the first paragraph until 14 days prior to the General Meeting at the latest, i.e. by **Thursday, April 27, 2023, 24:00 CEST**, will be included. Any statements from the Company Administration will also be published at the above stated internet address.

The provisions of the German Stock Corporation Act underlying this shareholders' right are as follows:

### **§ 126 Motions by shareholders**

*(1) Shareholder motions, including the name of the shareholder, the grounds and any statement by the management, shall be made available to the entitled persons referred to in Section 125 (1) to (3) under the conditions set out therein if the shareholder has sent a counter-motion to a proposal by the Management Board and Supervisory Board on a specific item on the agenda, together with the grounds, to the address notified for this purpose in the notice convening the meeting at least 14 days before the meeting of the Company. The day of receipt shall not be counted. In the case of listed companies, such access shall be made available on the Company's website. § Section 125 (3) shall apply mutatis mutandis.*

*(2) A countermotion and its grounds need not be made available,*

- 1. if the Management Board would render itself liable to prosecution by making the countermotion accessible,*
- 2. if the countermotion would lead to a resolution of the Annual General Meeting that is unlawful or contrary to the Articles of Association,*
- 3. if the statement of grounds is obviously false or misleading in material respects or if it contains insults,*
- 4. if a countermotion of the shareholder based on the same facts has already been made available to a shareholders' meeting of the Company pursuant to Section 125,*
- 5. if the same countermotion of the shareholder with essentially the same grounds has already been made available to at least two shareholders' meetings of the Company pursuant to Section 125 in the last five years and less than one-twentieth of the capital stock represented voted in favor of it at the shareholders' meeting,*
- 6. if the shareholder indicates that he will not attend the General Meeting and will not be represented, or*
- 7. if in the last two years at two General Meetings the shareholder has failed to make or cause to be made a countermotion communicated by him.*

*The reason needs not to be made accessible if it is longer than 5,000 characters in total.*

*(3) If more than one shareholder submits a countermotion to the same item of the resolution, the management board may combine the countermotions and their reasons.*

### **§ 127 Election proposals by shareholders**

*Section 126 shall apply mutatis mutandis to the proposal of a shareholder for the election of Supervisory Board members or auditors. The nomination need not be substantiated. The Management Board need not make the election proposal available even if the proposal does not contain the information required by § 124 (3) sentence 4 and § 125 (1) sentence 5. The Management Board shall provide the following information on a shareholder's proposal for the election of Supervisory Board members of listed companies to which the German Codetermination Act, the German Co-Determination Act or the German Co-Determination Amendment Act applies:*

- 1. reference to the requirements of § 96 paragraph 2,*
- 2. indication of whether the overall compliance pursuant to Section 96 (2) sentence 3 has been objected to, and*
- 3. indication of how many of the seats on the Supervisory Board must be occupied at least by women and men respectively in order to comply with the minimum proportion requirement pursuant to Section 96 (2) sentence 1.*

**§ 124 Publication of requests for additions to the agenda; proposals for resolutions (excerpts)**

*(3) (...) The proposal for the election of members of the supervisory board or auditors shall state their names, actual profession and place of residence. (...)*

**§ 125 Communications to shareholders and supervisory board members (excerpts)**

*(1) The Management Board of a company that has not issued exclusively registered shares shall give notice of the convening of the General Meeting of Shareholders at least 21 days before the same as follows:*

- 1. the intermediaries holding shares in the Company,*
- 2. the shareholders and intermediaries who have requested notification, and*
- 3. the associations of shareholders who requested the notification or who exercised voting rights at the last Annual General Meeting.*

*The day of notification shall not be counted. If the agenda is to be amended in accordance with Section 122 (2), the amended agenda shall be notified in the case of listed companies. The notification shall refer to the possibility of exercising voting rights by proxy, including by an association of shareholders. In the case of listed companies, a proposal for the election of Supervisory Board members shall be accompanied by information on their membership of other statutory supervisory boards; information on their membership of comparable domestic and foreign supervisory bodies of business enterprises shall be enclosed.*

*(2) The Management Board of a company that has issued registered shares shall make the same notification to those registered in the share register at the beginning of the 21st day prior to the General Meeting of Shareholders, as well as to shareholders and intermediaries who have requested the notification, and to associations of shareholders who have requested the notification or who have exercised voting rights at the last General Meeting of Shareholders.*

*(3) Each member of the supervisory board may request that the management board send the same communication to him.*

*(4) Upon request, each member of the Supervisory Board and each shareholder shall be informed of the resolutions adopted at the Annual General Meeting.*

*(5) The requirements of the Implementing Regulation (EU) 2018/1212 shall apply to the content and format of a minimum content of information in the notifications pursuant to paragraph 1 sentence 1 and paragraph 2. Section 67a (2) sentence 1 shall apply mutatis mutandis to paragraphs 1 and 2. In the case of listed companies, intermediaries holding shares in the company in custody shall be obliged to forward and transmit the information pursuant to paragraphs 1 and 2 in accordance with sections 67a and 67b, unless the intermediary is aware that the shareholder is receiving it from another source. The same shall apply to unlisted companies, subject to the proviso that the provisions of Implementing Regulation / Durchführungsverordnung (EU) 2018/1212 shall not apply.*

### **3. Shareholders' rights to obtain information pursuant to Section 131 Paragraph 1 AktG**

Every shareholder or proxy present at the General Meeting may request from the Management Board information on matters concerning the Company. The duty to provide information also extends to the legal and business relationships between the Company and its affiliated enterprises, and the position of the Group and the Company's consolidated subsidiaries, to the extent that it serves to make an informed judgment about the agenda item under discussion. The information provided shall comply with the principles of conscientious and accurate reporting.

The provisions of the German Stock Corporation Act underlying this shareholders' right are as follows:

#### **§ 131 Shareholders' right to obtain information**

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

*(2) The information provided shall comply with the principles of conscientious and accurate accounting. <sup>2</sup>The articles or the rules of procedure pursuant to § 129 may authorize the chairperson of the meeting to limit the number of questions and speaking time of shareholders as appropriate and to lay down general rules thereon.*

*(3) The Board of Management may refuse to provide information:*

- 1. if, according to a reasonable business judgment, disclosing the information is likely to result in material disadvantage to the Company or one of its subsidiaries;*
- 2. that relates to the estimation of amounts for tax purposes or the amounts of individual taxes;*
- 3. concerning the difference between the amounts at which items are entered in the year-end balance sheet and any higher value of those items, unless the shareholders' meeting is to approve the annual financial statements;*
- 4. concerning accounting and valuation methods, if the information on these methods given in the notes to the financial statements is sufficient to provide a view of the actual situation of the Company's financial position, liquidity and capital resources, and profitability in accordance with § 264, Paragraph 2 of the German Commercial Code (HGB); the foregoing shall not apply if the shareholders' meeting is to approve the annual financial statements;*
- 5. the Board of Management would by become criminally liable for providing such information;*



6. *insofar as, in the case of a credit institution or financial services institution, information need not be given on methods of accounting and valuation applied and setoffs made in the annual financial statements, management's discussion and analysis thereof, consolidated financial statements or management's discussion and analysis thereof;*
7. *if the information is fully accessible on the Company's Internet website for at least seven days before the beginning of the Annual Meeting of the Shareholders and is also accessible during the Annual Meeting.*

*The information may not be refused for any other reasons.*

*(4) If information has been provided to a shareholder outside the shareholders' meeting by reason of his / her status as a shareholder, such information shall upon request be provided to any other shareholder at the shareholders' meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. The Board of Management may not refuse to provide such information on the grounds of § 131 Paragraph 3, Sentence 1, No. 1 through 4. <sup>3</sup>Sentences 1 and 2 shall not apply if a subsidiary (§ 290 Paragraph 1 and 2 of the HGB), a joint venture (§ 310 Paragraph 1 of the HGB), or an associate (§ 311 Paragraph 1 of the HGB) provides a parent company (§ 290 Paragraph 1 and 2 of the HGB) with the information for the purposes of consolidating the company in the consolidated financial statements of the parent company and the information is required for this purpose.*

*(5) A shareholder who has been denied information may request that his / her query and the reason for which the information was denied be recorded in the minutes of the meeting.*

#### **§ 17 of the articles of the Company – Chairperson of the meeting (excerpts)**

*(4) The chairman of the meeting shall be entitled to reasonably limit the right to speak and to ask questions for the entire duration of the meeting, for individual items on the agenda or for individual speakers.*

**Cologne, March 2023**

**KHD Humboldt Wedag International AG**

***The Management Board***