

Annual General Meeting of Enapter AG on July 3, 2025

Further explanations on the rights of shareholders

pursuant to Sections 122 (2), 126 (1), 127, 131 (1) of the German Stock Corporation Act ("AktG")

1. Motions for additions to the agenda from shareholders

Shareholders whose shares together account for one twentieth of the share capital or a proportionate amount of EUR 500,000 of the share capital (equivalent to 500,000 shares) may request that items be placed on the agenda and published in accordance with Section 122 (2) AktG. Each new item must be accompanied by a statement of reasons or a draft resolution.

Pursuant to Section 122 para. 2 sentence 1 AktG in conjunction with Section 122 para. 1 sentence 3 AktG, shareholders 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 decides on the request. Shareholding periods of third parties are taken into account in accordance with

§ Section 70 AktG for offsetting.

In accordance with the wording of the law, requests for additions to the agenda must be addressed to the Management Board in writing or in the electronic form of Section 126a BGB (i.e. with a qualified electronic signature) and must be received by the company at least 30 days before the Annual General Meeting, i.e. by the end of **June 2, 2025, 24:00 hours**. The request can be addressed as follows:

Enapter AG
Management Board
Glockengießerwall 3
20095 Hamburg

E-mail (with qualified electronic signature): info@enapterag.de

Additions to the agenda that are to be announced and fulfill the legal requirements will be published immediately in the Federal Gazette (Bundesanzeiger) - unless they are already announced when the meeting is convened - and forwarded for publication to those media that can be expected to disseminate the information throughout the European Union. They will also be published immediately on the company's website at

<https://enapterag.de/investor-relations/hauptversammlung/>

and communicated to the shareholders.

2. Countermotions and election proposals from shareholders

Every shareholder has the right to submit motions and nominations regarding items on the agenda and the rules of procedure at the Annual General Meeting without the need for announcement, publication or other special notification prior to the Annual General Meeting.

action is required.

Counter motions by shareholders against an administrative proposal on a specific agenda item pursuant to Section 126 AktG or nominations by shareholders for the election of the auditor or members of the Supervisory Board pursuant to Section 127 AktG, including the name of the shareholder, any justification and any statement by the management, will be published by the company on the Internet at

<https://enapterag.de/investor-relations/hauptversammlung/>

if they are made available to the company at least 14 days before the meeting, i.e. by **June 18, 2025, 24:00 hours**, at the following address

Enapter AG
c/o UBJ. GmbH
Haus der Wirtschaft
Kapstadtring 10
22297 Hamburg
E-Mail: hv@ubj.de

have been received and the other requirements for a duty of disclosure pursuant to Section 126 AktG or Section 127 AktG have been met.

A counter motion and its grounds do not need to be made available in accordance with Section 126 (2) AktG,

- 1) to the extent that the Executive Board would make itself liable to prosecution by making it accessible;
- 2) if the counter-motion would lead to a resolution of the Annual General Meeting that is illegal or contrary to the Articles of Association;
- 3) if the statement of grounds contains obviously false or misleading information in essential points or if it contains insults;
- 4) if a counter motion of the shareholder based on the same facts has already been made accessible to a General Meeting of the company in accordance with Section 125 AktG;
- 5) if the same counter-motion of the shareholder with essentially the same justification has already been made accessible to at least two Annual General Meetings of the company in the last five years in accordance with Section 125 AktG and less than one-twentieth of the share capital represented voted in favor of it at the Annual General Meeting;
- 6) if the shareholder indicates that he or she will not attend the Annual General Meeting and will not be represented; or

- 7) if the shareholder has not submitted a countermotion communicated by him or has not had one submitted at two Annual General Meetings in the last two years.

Pursuant to Section 127 sentence 3 AktG, a nomination does not need to be made accessible even if the nomination does not include the name, profession and place of residence of the nominee, or in the case of audit firms, the company name and registered office (Section 124 para. 3 sentence 4 AktG), or if nominations for the election of Supervisory Board members do not include information on their membership of other statutory supervisory boards (Section 125 para. 1 sentence 5 AktG).

The grounds for a countermotion or election proposal need not be made accessible if they exceed a total of 5,000 characters.

If several shareholders submit countermotions on the same subject of the resolution, the Management Board may summarize the countermotions and their reasons.

3. Shareholders' right to information

At the Annual General Meeting, every shareholder may request information from the Management Board on company matters in accordance with Section 131 (1) AktG, provided that the information is necessary for a proper assessment of the agenda item and there is no right to refuse to provide information. The duty to provide information also extends to the company's legal and business relationships with affiliated companies as well as the situation of the Group and the companies included in the consolidated financial statements. The rights to refuse to provide information are listed in Section 131 (3) AktG.

In any case, the Management Board may refuse to answer questions,

- 1) insofar as the provision of the information is likely, according to reasonable commercial judgment, to cause the company or an affiliated company a not inconsiderable disadvantage;
- 2) insofar as it relates to tax valuations or the amount of individual taxes;
- 3) on the difference between the value at which items have been recognized in the annual balance sheet and a higher value of these items, unless the Annual General Meeting approves the annual financial statements;
- 4) on the accounting and valuation methods, insofar as the disclosure of these methods in the notes is sufficient to give a true and fair view of the net assets, financial position and results of operations of the company within the meaning of Section 264 (2) of the German Commercial Code; this does not apply if the Annual General Meeting approves the annual financial statements;
- 5) insofar as the Management Board would make itself liable to prosecution by providing the information;

- 6) insofar as a credit institution or financial services institution is not required to disclose information on the accounting and valuation methods applied and offsetting in the annual financial statements, management report, consolidated financial statements or group management report;
- 7) insofar as the information is continuously available on the company's website for at least seven days before the start of and during the Annual General Meeting.

In addition, the chairman of the meeting is authorized to take various management and regulatory measures at the Annual General Meeting in accordance with Section 15 (3) of the Articles of Association, including restricting the right to speak and ask questions. The chairman of the meeting may, in particular, at the beginning of the Annual General Meeting or during the course of the meeting, set appropriate time limits for the course of the meeting, the discussion of the agenda items and the individual questions and speeches. When determining the time available for individual questions and speeches, the chair of the meeting may differentiate between first and repeated requests to speak and according to other appropriate criteria.

Düsseldorf, May 2025

**Enapter AG
The
Management
Board**