Please note that this is a translation of the invitation to the annual general meeting of va-Q-tec AG. Only the German version of the invitation to the annual general meeting which was published in the Federal Gazette at https://www.bundesanzeiger.de on 15 May 2018 is decisive. This translation is provided to the shareholders for convenience purposes only. No warranty is made as to the accuracy of this translation and va-Q-tec AG assumes no liability with respect thereto.



va-Q-tec AG

Würzburg

ISIN: DE0006636681

WKN: 663668

Dear ladies and gentlemen,

We invite our shareholders to our Ordinary Annual General Meeting, to be held on Thursday, 28 June 2018, at 10:00 a.m., on the Panorama level of the Congress Centrum Würzburg, Pleichertorstraße 5, 97070 Würzburg.

#### **A**GENDA

Submission of the adopted separate annual financial statements as of 31 December 2017, the approved consolidated financial statements as of 31 December 2017, the separate management report for the 2017 financial year, the Group management report for the 2017 financial year, the Supervisory Board report for the 2017 financial year, the proposal of the Management Board for the appropriation of the unappropriated net profit for the 2017 financial year and the explanatory report of the Management Board on the statements pursuant to Sections 289a (1), 315a (1) of the German Commercial Code (HGB).

On 9 April 2018, the Supervisory Board approved the separate annual financial statements prepared by the Management Board and the consolidated financial statements prepared by the Management Board for the 2017 financial year. The annual financial statements are consequently approved pursuant to Section 172 Clause 1 of the German Stock Corporation Act (AktG). For this reason, no resolution concerning the separate annual financial statements by the AGM is required. The separate annual financial statements, the management report, the consolidated financial statements, the Group management report, the Supervisory Board report, the proposal of the Management Board for the application of the unappropriated net profit and the report of the Management Board on the statements pursuant to Sections 289a (1), 315a (1) HGB must be made available to the AGM. No resolution on this agenda item will be passed.

# 2. Application of unappropriated net profit

The Management and Supervisory boards propose to carry forward the full amount of the unappropriated net profit for the 2017 financial year in the amount of EUR 1,200,646.23 to a new account.

## 3. Discharge of the members of the Management Board for the 2017 financial year

The Management and Supervisory boards propose that all members of the Management Board in office in the 2017 financial year be discharged for their respected periods of office in the 2017 financial year.

# 4. Discharge of the members of the Supervisory Board for the 2017 financial year

The Management and Supervisory boards propose that all members of the Supervisory Board in office in the 2017 financial year be discharged for their respected periods of office in the 2017 financial year.

# 5. Election of the auditor of the separate and consolidated financial statements for the 2018 financial year

Based on the recommendation of its Audit Committee, the Supervisory Board proposes that Rödl & Partner GmbH Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Jena, be appointed as the auditor of both the separate and the consolidated financial statements for the 2018 financial year.

# 6. Elections to the Supervisory Board

The AGM on 31 May 2016 elected Dr. Gerald Hommel, Mr. Winfried Klar, Dr. Eberhard Kroth, Dr. Barbara Ooms-Gnauck and Mr. Uwe Lamann to be members of the Supervisory Board until the end of the Ordinary AGM 2018. Furthermore, Mr. Uwe Krämer was delegated to the Supervisory Board pursuant to the provisions of the Company's bylaws effective at that time through joint declaration by the holders of the preference shares of 19 October/5 November 2015 until the end of the Ordinary AGM 2018.

New elections are required for all Supervisory Board members as a consequence.

Pursuant to Sections 95 Clauses 1 and 2, 96 (1), 101 (1) AktG and Sections 11.1 and 11.2 of the bylaws of va-Q-tec AG, the Supervisory Board consists of six members elected by the AGM. The Supervisory Board is not subject to codetermination. The election will be held as an individual election in accordance with the recommendation of a Section 5.4.3 Clause 1 one of the German Corporate Governance Code (DCGK).

With a resolution dated 22 February 2017, the Supervisory Board set the proportion of women for the Supervisory Board at one sixth. This ratio would continue to be met after the election of the proposed candidates. The following election proposals are based on the recommendations of the Supervisory Board's Nomination Committee. The Nomination Committee issued these recommendations based on the requirements of the German Corporate Governance Code taking into consideration the targets specified by the Supervisory Board for its composition as well as relating to the fulfilment of the competency profile it developed for the plenary board. In the case of the proposed candidates, the Supervisory Board assured itself that they have sufficient time available for the role.

The Supervisory Board proposes to re-elect to the Supervisory Board

- a) Dr. Gerald Hommel, resident in Mainz (Rhineland-Palatinate)
   Independent pharmaceuticals executive and Managing Shareholder of pharmarissano
   Arzneimittel GmbH,
- b) Uwe Lamann, resident in Sinzing (Bavaria)

Independent management consultant,

- c) Uwe Andreas Krämer, resident in Schwerzenbach (Switzerland)

  Managing Director & CFO/CCO of enterprise software company Fision AG, Zürich,
- d) Winfried Klar, resident in Dubai (United Arab Emirates)
   Management consultant, KMC Klar Management Consultancies, Dubai,
- e) Dr. Eberhard Kroth, resident in Obernburg (Bavaria)

  Managing Shareholder of RoPro4.0 GmbH, automation technology

  and
- f) Dr. Barbara Ooms-Gnauck, resident in Herleshausen (Hesse)
  Attorney and specialist attorney for administrative law at Gnauck Rechtsanwälte GbR

with effect as of the end of this AGM until the end of the AGM that passes a resolution concerning their discharge for the fourth financial year after the start of their period of office. The financial year in which the period of office commences is not to be included.

In relation to Section 5.4.1 (6) to (8) of the German Corporate Governance Code, the following disclosures are also made:

- All six candidates are already members of the Company's Supervisory Board. Dr. Hommel is Chairman of the Supervisory Board, and Mr. Lamann is the Deputy Chairman.
- Mr. Winfried Klar is involved in the following personal or business relationships with va-Q-tec AG, its boards or a shareholder with a significant interest in va-Q-tec AG:
  - Consultancy agreement, especially concerning supporting the international establishment of the va-Q-tec Group between KMC Klar Management Consultancies, Dubai, and va-Q-tec AG.
- Dr. Eberhard Kroth is involved in the following personal or business relationships with va-Q-tec AG, its boards or a shareholder with a significant interest in va-Q-tec AG:
  - Consultancy agreement, especially concerning supporting the expansion projects for production and production locations between RoPro4.0 GmbH, Eschau, and va-Q-tec AG.
- According to the findings of the Supervisory Board, besides their existing Supervisory Board mandates, Dr. Barbara Ooms-Gnauck and Dr. Gerald Hommel, Mr. Uwe Lamann and Mr. Uwe Andreas Krämer are not involved in any personal or business relationships with va-Q-tec AG, or its Group companies, the boards of va-Q-tec AG or a shareholder with a significant interest in va-Q-tec AG, disclosure of which is recommended pursuant to Section 5.4.1 of the German Corporate Governance Code. A significant interest in the meaning of this recommendation refers to shareholders directly or indirectly holding more than 10% of the shares endowed with voting rights.

Supervisory Board members with specialist knowledge in the area of financial accounting and auditing include Mr. Winfried Klar. Above and beyond this, the Supervisory Board is of the opinion that the proposed candidates are familiar in their entirety with the sector in which the Company is active.

The CVs of the candidates as well as further information about the proposed candidates – especially also concerning memberships on other statutory supervisory boards or comparable German and foreign controlling bodies of business entities – are reproduced in the annex to this invitation.

In the instance that he is elected, Dr. Gerald Hommel intends to stand again as a candidate for the office of Supervisory Board Chair.

#### **FURTHER INFORMATION AND NOTICES**

#### TOTAL NUMBER OF SHARES AND VOTING RIGHTS ON THE AGM CONVENING DATE

As of the date on which the AGM was convened (15 May 2018), the Company's share capital comprised 13,089,502 registered no-par value shares, each granting one vote. The total number of voting rights is thereby 13,089,502.

When the convening of the AGM was announced in the German Federal Gazette (Bundesanzeiger), the Company held a total of 13,566 treasury shares. No rights conferred by treasury shares can be exercised at the AGM.

## REQUIREMENTS FOR ATTENDING THE AGM AND EXERCISING VOTING RIGHTS

Shareholders that are entered in the Company's share register on the AGM date and whose registration for attendance is received by the Company by 21 June 2018, 24:00 hours (CEST), may attend the AGM and exercise their voting rights, either in person or via an authorised representative.

As far as the Company is concerned, pursuant to Section 67 (2) Clause 1 AktG, only those parties shall be deemed to be shareholders that are registered as such in the share register. The entry status in the share register on the AGM date shall be decisive for the exercising of participation and voting rights. For technical processing reasons, no more transfers will be implemented in the share register from 22 June 2018, 00:00 hours (CEST) until 28 June 2018, 24:00 hours (CEST) inclusive. For this reason, the entry status of the share register of relevance for exercising participation and voting rights at the AGM shall correspond to the entry status as of the closing of registrations on 21 June 2018, 24:00 hours (CEST).

Registering for attendance at the AGM does not result in a blocking of shares. Shareholders can consequently continue to freely dispose of their shares after registering for attendance at the AGM. It should be noted, however, that anyone who utilises shares of another party in order to exercise rights at the AGM without being authorised to represent that other person and without the latter's consent is committing an administrative offence pursuant to Section 405 (3) No. 1 AktG. From the Company's perspective, only those parties shall be deemed to be shareholders at the AGM on 28 June 2018 that are entered in the share register on the AGM date, and transfers can no longer be implemented in the share register from 22 June 2018, 00:00 hours (CEST). For this reason, parties subsequently acquiring shares shall have no right to participate and vote at the AGM on 28 June 2018 unless the seller authorises them to participate in the AGM and to exercise their voting right.

Banks and shareholder associations, as well as institutions or persons granted equivalent status to them under the provisions of stock corporation law, may exercise voting rights conferred by shares they do not own, but as whose holder they are entered in the share register, only on the basis of an authorisation. This is regulated in more detail by Section 135 AktG.

The shareholder must register for attendance at least in textual form (Section 126b of the German Civil Code [BGB]) in German or English to the following postal address, fax number or email address:

va-Q-tec AG

c/o Link Market Services GmbH

Landshuter Allee 10

80637 Munich, Germany

Fax: +49 89 210 27 288

Email: namensaktien@linkmarketservices.de

A form for registration for attendance and the ordering of admission tickets will be sent by post to those shareholders that are entered with their address in the Company's share register on 13 June 2018, 24:00 hours (CEST). This form can also be requested from the Company free of charge. If the form sent by the Company is not utilised to register for attendance, it must be ensured that the registering shareholder can be unequivocally identified on the basis of clear information, e.g. by stating the shareholder number and the shareholder's full name or company name as entered in the share register and as entered on the letter personally addressed to the shareholder.

New shareholders that are entered in the Company's share register after 13 June 2018, 24:00 hours (CEST) up to 21 June 2018, 24:00 hours (CEST) and that are consequently not sent a form for registration for attendance and the ordering of admission tickets can also register by providing their full name or full company name, their place of residence or their business address and their shareholder number at least in textual form (Section 126b BGB) to the above postal address, fax number or email address.

Once shareholders have registered properly and by the deadline, admission tickets for the AGM will be sent to them or held for collection at the meeting venue.

In order to facilitate the organisation of the AGM, please register early for attendance if you plan to attend.

#### PROCEDURE FOR VOTING BY AN AUTHORISED REPRESENTATIVE

Shareholders entitled to attend the AGM may appoint an authorised representative to attend the AGM on their behalf. In this case, too, shareholders registering for attendance must do so in the correct manner and by the deadline.

The issuing of the authorisation is possible both before and during the AGM. This can include a statement to the party to be authorised or to the Company.

If the power of attorney is not to be issued to a bank or a shareholder association, or to a person or institution granted equal status with them under the provisions of stock corporation law, the power of attorney must be issued and revoked – and proof of this must be provided to the Company – at least in textual form (Section 126b BGB).

If the power of attorney is issued or revoked by making a declaration to the Company, the declaration can at least be made in textual form (Section 126b BGB) to the following postal address, fax number or email address:

va-Q-tec AG c/o Link Market Services GmbH Landshuter Allee 10 80637 Munich

Fax: +49 89 210 27 288

Email: namensaktien@linkmarketservices.de

Shareholders can also revoke powers of attorney by attending the AGM in person.

If the power of attorney is issued by making a declaration to the Company, no additional proof of the issuing of the power of attorney is required. If the power of attorney is issued by making a declaration to the recipient of the power of attorney, proof of the power of attorney must be provided to the Company at least in textual form (Section 126b BGB), unless Section 135 AktG stipulates otherwise (see below).

Proof of the power of attorney can be sent to the postal address, fax number or email address specified above for the issuing of powers of attorney. To enable us to clearly identify to which party the proof of the issuing of the power of attorney refers, please provide the full name or the full company name, place of residence or business address and the shareholder number of the shareholder. Please also state the name and address of the recipient of the power of attorney to whom we can send the admission ticket.

The recipient of the power of attorney can also provide proof by presenting the power of attorney at the entrance control on the day of the AGM.

If the power of attorney is issued to a bank or a shareholder association, or to another institution or person granted equal status with them under the provisions of stock corporation law, no requirement exists for textual form either under the bylaws or according to the express wording of the AktG. According to prevailing opinion, the general textual form requirement for powers of attorney pursuant to Section 134 (3) Clause 3 of the AktG does not apply in the case of such recipients. The recipient of the power of attorney in such cases might demand a specific form of power of attorney, however, as the recipient must document the power of attorney in a verifiable manner pursuant to Section 135 (1) Clause 2 AktG (where applicable in conjunction with Section 135 (8) or Sections 135 (10), 125 (5) AktG). Please ask the recipient of the power of attorney concerning any particularities to be taken into account.

If a shareholder wishes to grant a power of attorney to a bank or a shareholder association, or to another institution or person granted equal status with them under the provisions of stock corporation law, the shareholder should also first enquire whether the recipient of the power of attorney will be represented or present at the AGM of va-Q-tec AG. In this case, it is recommended that the power of attorney be issued directly to the bank, the shareholder association, the institution or the person in such timely manner as to ensure that the recipient of the power of attorney can register the shareholder for attendance at the AGM in due time by 21 June 2018, 24:00 hours (CEST).

It is also possible for shareholders and shareholder representatives who are present at the AGM to issue a power of attorney to other individuals who are present. Pursuant to Section 135 (5) Clause 1 AktG (where applicable in conjunction with Section 135 (8) AktG or Sections 135 (10), 125 (5) AktG), however, banks and shareholder associations, or other institutions or persons granted equal status with them under the provisions of stock corporation law, may issue sub-powers of attorney to persons who are not their employees only if the power of attorney permits this.

A form for ordering admission tickets for a recipient of a power of attorney will be sent by post to the shareholders who are entered with their address in the share register on 13 June 2018, 24:00 hours (CEST), together with the invitation to the AGM. This form can also be requested from the Company free of charge. A form for issuing a power of attorney will be provided on the rear of the admission tickets issued by the Company. A corresponding form will also be available to download online at https://ir.va-q-tec.com (English language selected) and the link "Annual General Meeting". Furthermore, an authorisation form for authorisation during the AGM will be available at the AGM. If a shareholder issues powers of attorney to more than one individual, the Company may reject one or more recipients of the power of attorney, provided that one authorised individual remains.

#### **VOTING BY COMPANY PROXY**

Shareholders can also have their voting rights at the AGM be exercised in accordance with their instructions by va-Q-tec AG staff members Ms. Melanie Mohr or Mr. Felix Rau in their capacity as proxies appointed by the Company to exercise voting rights (Company proxies). In this case, too, shareholders must register for attendance at the AGM in a timely and correct manner.

Shareholders wishing to authorise these Company proxies must instruct them on how to exercise their voting rights in respect of each agenda item to be voted upon; the Company proxies are obligated to vote in accordance with the instructions issued to them. The Company proxies are not permitted to exercise voting rights in any votes whose subject matter is not announced prior to the AGM (e.g. in procedural motions). In these cases, they will abstain from or not participate in the vote. The same applies to a vote on a countermotion for which no express instruction has been issued. It is not possible to have the Company proxies declare objections, submit motions or ask questions on a shareholder's behalf.

Shareholders issuing powers of attorney and instructions to the Company proxies must do so at least in textual form (Section 126b BGB) to the postal address, fax number or email address specified above for the issuing of powers of attorney.

The same applies to the revocation of a power of attorney issued to the Company proxies.

Additional proof of the issuing of a power of attorney to the representatives appointed by the Company is not required.

A form for issuing powers of attorney to the Company proxies and for issuing instructions to them will be sent by post to shareholders that are entered with their address in the share register on 13 June 2018, 24:00 hours (CEST), together with the invitation to the AGM, and can be requested from the Company free of charge. A corresponding form will also be available to download online at https://ir.va-q-tec.com (English language selected) and the link "Annual General Meeting".

Shareholders issuing powers of attorney prior to the AGM to the Company proxies may do so only until 26 June 2018, 24:00 hours (CEST) (time of receipt). The issuing or amendment of instructions will be taken into consideration if it is received by the Company by 26 June 2018, 24:00 hours (CEST), at the postal address, fax number or email address specified above.

During the AGM, shareholders may issue powers of attorney and instructions to the Company proxies by utilising the form provided on the voting card for this purpose.

#### **SHAREHOLDERS' RIGHTS**

## Additions to the agenda

Shareholders whose shares collectively account for one twentieth of the registered share capital or a proportionate amount of EUR 500,000 may request that items be placed on the agenda and published. For each new agenda item, such a request must be accompanied by reasons for raising the item or a resolution proposal.

Requests for additional agenda items must be received by the Company at least 30 days before the meeting, i.e. by 28 May 2018, 24:00 hours (CEST). The request must be addressed in writing (Section 126 BGB) to the Company's Management Board. The address is:

va-Q-tec AG
The Management Board
Alfred-Nobel-Straße 33
97080 Würzburg, Germany

The parties submitting the request must evidence that they have owned the minimum shareholding for at least 90 days before the date on which the request was received by the Company and that they will retain the shares until the Management Board's decision on the request.

## Counter proposals and election proposals

Furthermore, each shareholder is entitled to submit motions at the AGM with regard to the agenda items and the bylaws or to make election proposals, without any announcement, publication or other action being required prior to the AGM.

The Company will make any motions and election proposals by shareholders, including the name of the shareholder, the reasons (not required for election proposals) and any comments by the management, available at https://ir.va-q-tec.com (English language selected) and the link "Annual General Meeting" if they are received by the Company at least 14 days before the meeting, i.e. by 13 June 2018, 24:00 hours (CEST), at the following postal or email address:

va-Q-tec AG
Annual General Meeting
Mr. Felix Rau
Alfred-Nobel-Strasse 33
97080 Würzburg, Germany
Email: IR@va-Q-tec.com

The Company may refrain from publishing a countermotion and the reasons for it if one of the grounds under Section 126 (2) Clause 1 Nos. 1 to 7 AktG applies. The reasons for a countermotion also need not be made available if they total more than 5,000 characters.

Furthermore, the Management Board is not required to make available election proposals by shareholders, in addition to the cases specified in Section 126 (2) AktG, if the election proposals do not state the name, profession and place of residence of the proposed Supervisory Board members or auditors or do not provide information on whether the proposed Supervisory Board members are members of other statutory Supervisory Boards within the meaning of Section 125 (1) Clause 5 AktG.

## Right to obtain information

Pursuant to Section 131 (1) AktG, at the AGM the Management Board must, upon request, provide all shareholders with information on matters relating to the Company insofar as such information is necessary for an objective assessment of the agenda items. The duty to provide information also extends to the Company's legal and business relationships with affiliated companies.

The Management Board may refrain from answering individual questions for the reasons specified in Section 131 (3) AktG.

Moreover, Section 17.2 Clauses 4 to 6 of the bylaws stipulates that, to the extent legally permitted, the chair of the meeting may restrict in a reasonable manner the time allotted for shareholders to ask questions and to speak. In particular, the chair of the meeting is entitled at the start of, or during, the AGM to determine a reasonable timeframe for the entire meeting, for debating individual agenda items and for individual comments and questions. In addition, the chair of the meeting may, if necessary, prematurely

close the list of requests to speak, and order that the debate be ended, if required, in order to ensure the AGM is conducted in a due and proper manner.

#### Information on the Company's website

The following information or documents will be available on the Company's website at https://ir.va-q-tec.com (English language selected) under the link "Annual General Meeting" shortly after the convening of the AGM:

- the content of the convening document for the AGM,
- an information on agenda item 1, on which no resolution is to be adopted at the AGM,
- the documents to be made available to the meeting:
  - the adopted separate annual financial statements as of 31 December 2017,
  - the approved consolidated financial statements as of 31 December 2017,
  - the management report for the 2017 financial year,
  - the Group management report for the 2017 financial year,
  - the proposal of the Management Board for the application of the unappropriated net profit for the 2017 financial year,
  - the explanatory report of the Management Board on the statements pursuant to Sections 289a (1), 315a (1) HGB,
  - the Supervisory Board report for the 2017 financial year,
- the annual report 2017, which includes i.a. the remuneration report,
- the CVs of the candidates for the Supervisory Board,
- the total number of shares and voting rights at the time of convening the AGM,
- the forms that can be used to issue a power of attorney for the AGM, and
- more detailed information on shareholder rights: additions to the agenda, countermotions, election proposals and the right to obtain information.

Furthermore, from the date on which the AGM is convened, the aforementioned information and documents are available for inspection by shareholders at the Company's offices at Alfred-Nobel-Straße 33, 97080 Würzburg, and at the AGM. Upon request, each shareholder will be sent a copy of the aforementioned documents free of charge.

# **Data protection**

New data protection regulations will be valid across the whole of Europe from 25 May 2018. We ascribe a high priority to protecting your data and processing them in conformity with the law.

We process the personal data you provide in your registration to participate at the AGM for you to exercise your rights as part of the AGM. In our remarks concerning data protection, we have summarised all information relating to the processing of personal data in one place to provide better overview. The data protection information is available at https://ir.va-q-tec.com and at the link "Legal" – "Data protection".

Würzburg, May 2018

The Management Board

## Annex relating to agenda item 6

## CVs and further information about the candidates proposed for election to the Supervisory Board

**Dr. Gerald Hommel**, born 21 January 1959, place of residence: Mainz (Rhineland-Palatinate), member of the Supervisory Board and Supervisory Board Chairman since 2014

Profession: Independent pharmaceuticals entrepreneur and Managing Shareholder of pharmarissano Arzneimittel GmbH,

## German citizenship

- Undergraduate study of economic sciences at the universities of Mainz and Würzburg, degree in business management (1985)
- 1985 1997 Pharmaceutical wholesaling, most recently Managing Director at PHOENIX Pharma Einkauf GmbH, Dreieich
- 1997 1999 Management Board member of GESKO eG, Gerlingen (purchasing cooperative)
- Independent pharmaceuticals entrepreneur since 1999
- Independent pharmaceuticals entrepreneur and Managing Shareholder of pharmarissano Arzneimittel GmbH since 2004
- Doctorate in economic and social history from the University of Frankfurt am Main (2014)

Dr. Hommel is Chairman of the Nomination Committee, Chairman of the General Committee and Deputy Chairman of the Audit Committee of the Supervisory Board.

Dr. Hommel does not hold any further mandates on statutory Supervisory Boards or comparable German or foreign controlling entities of commercial enterprises.

**Uwe Lamann**, born 17 November 1949, place of residence: Sinzing (Bavaria), member of the Supervisory Board and Deputy Supervisory Board Chairman since 2014

Profession: Independent management consultant,

## German citizenship

- Engineering degree in communications technology from Cologne University (1976)
- 1999 2012 member of the Management Board of Leoni AG, Nuremberg, Head of Central R&D
- Member of the Advisory Board of Baumüller Nürnberg GmbH since 2013
- Independent management consultant since 2013

Mr. Lamann is Deputy Chairman of the Nomination Committee and Deputy Chairman of the General Committee of the Supervisory Board.

Mr. Lamann is a member of the following statutory Supervisory Boards or comparable German or foreign controlling entities of commercial enterprises.

Member of the Supervisory Board of Nedschroef Holding B.V. since 2007

**Uwe Lamann**, born 27 October 1978, place of residence: Schwerzenbach (Switzerland), member of the Supervisory Board since 2015

Profession: Managing Director & CFO/CCO of enterprise software company Fision AG, Zürich,

German citizenship

- Degree in business information technology from the Technical University of Darmstadt (2006)
- 2006 2008: Investment Banking Division, Goldman Sachs, Frankfurt
- 2008 2014: Venture & growth capital investment professional focusing on software and internet technology, ViewPoint Capital, Frankfurt/Zürich
- 2014 2016 Growth capital investment professional focusing on cleantech, Zouk Capital, London
- Since 2016 Managing Director & CFO/CCO of enterprise software company Fision AG, Zürich,

Mr. Krämer as a member of the Nomination Committee of the Supervisory Board.

Mr. Krämer does not hold any further mandates on statutory Supervisory Boards or comparable German or foreign controlling entities of commercial enterprises.

**Winfried Klar**, born 10 October 1954, place of residence: Dubai (United Arab Emirates), member of the Supervisory Board since 2013

Profession: Management consultant, KMC Klar Management Consultancies, Dubai,

German citizenship

- Degree in business administration from the University of Münster (1979)
- Auditor and tax consultant PwC Düsseldorf (1980 1990)
- 1991 1992 Head of Group development EVONIK (formerly RAG)
- 1993 2003 Managing Director, Management Board member, CFO at various companies
- 2004 2009: Managing Director and CFO of VESTOLIT GmbH & Co KG, Marl
- 2009 2013: Managing Director and CFO of MAUSER Holding GmbH, Brühl
- Since 2013 management consulting in the Middle East, KMC Klar Management Consultancies, Dubai

Mr. Klar has been the Chairman of the Audit Committee of the Supervisory Board since 2016.

Mr. Klar does not hold any further mandates on statutory Supervisory Boards or comparable German or foreign controlling entities of commercial enterprises.

**Dr. Eberhard Kroth**, born 15 September 1956, place of residence: Obernburg (Bavaria), member of the Supervisory Board since 2013

Profession: Managing Shareholder of RoPro4.0 GmbH, automation technology

German citizenship

- Undergraduate studies and doctorate at the Technical University of Darmstadt (1985)
- 1986 1994 Company officer and Technical Director at Reis Robotics, Reis GmbH & Co KG
- 1994 2010 Managing Director at Reis Robotics, Reis GmbH & Co KG
- 2010 2016 Managing Director at Reis Group Holding GmbH
- 2015 2016 Managing Director & Chief Technical Officer (CTO) of KUKA Industries GmbH
- Since 2017 Managing Shareholder of RoPro4.0 GmbH, automation technology

Dr. Kroth as a member of the Audit Committee.

Dr. Kroth does not hold any further mandates on statutory Supervisory Boards or comparable German or foreign controlling entities of commercial enterprises.

**Dr. Barbara Ooms-Gnauck**, born 28 October 1957, place of residence: Herleshausen (Hesse), member of the Supervisory Board since 2014

Profession: Attorney and specialist lawyer for administrative law at Gnauck Rechtsanwälte GbR

# Belgian citizenship

- Study of chemistry and ecototrophology at the University of Bonn, degree in ecototrophology (1983)
- Study of jurisprudence of the University of Göttingen, First State Examination (2001)
- Probationary Training Period at the District Court of Kassel, Second State Examination (2004)
- Attorney (2004)
- 2005 2010 Attorney, partner at GKMP Rechtsanwälte Steuerberater Wirtschaftsprüfer
- Shareholder in and attorney at Gnauck Rechtsanwälte GbR since 2010
- Doctorate awarded by the University of Constance (2012)
- Specialist lawyer for administration law (2016)

Dr. Ooms-Gnauck is a member of the Nomination and General committees of the Supervisory Board.

Dr. Ooms-Gnauck does not hold any further mandates on statutory Supervisory Boards or comparable German or foreign controlling entities of commercial enterprises.