



**VITA 34 AG**

**Leipzig**

**ISIN DE000A0BL849 / WKN A0BL84**

## **CONVENING OF THE EXTRAORDINARY GENERAL MEETING 2023**

On

**Thursday, November 16, 2023, at 12:00 a.m. CET,**

takes place in the premises of **the**

**Grünebaum Gesellschaft für Event-Logistik mbH "The Burrow Berlin", Karl-Heinrich-Ulrichs-Straße 22/24 / Lützowplatz 15, 10785 Berlin,**

the **Extraordinary General Meeting of Vita 34 AG, with its registered office in Leipzig, Germany**

as a **virtual Extraordinary General Meeting without the physical presence of the shareholders or their proxies** at the location of the Extraordinary General Meeting.

**We cordially invite our shareholders\* to attend.**

\*Insofar as this invitation does not use gender-specific notation, this is done solely for the purpose of better readability. All personal designations and terms are to be understood as gender-neutral for the purposes of equal treatment.

Properly registered shareholders and their proxies can connect to the virtual Extraordinary General Meeting by means of electronic communication via the Internet service ("Investor Portal") and exercise their voting rights and other shareholder rights. The password-protected Investor Portal for the Extraordinary General Meeting is available at

<https://ir.vita34.de/en/investor-relations/annual-general-meeting/>

accessible. For further information on the audio and video transmission of the Extraordinary General Meeting, please refer to the Section "Supplementary information and notices" printed after the agenda.

Shareholders and their proxies may exercise their voting rights - even if they have authorized third parties - exclusively by means of electronic communication via electronic absentee voting or by granting power of attorney and issuing instructions to the proxies appointed by the Company.

The venue of the Extraordinary General Meeting within the meaning of the German Stock Corporation Act shall be the premises of Grünebaum Gesellschaft für Event-Logistik mbH "The Burrow Berlin", Karl-Heinrich-Ulrichs-Strasse 22/24 / Lützowplatz 15, 10785 Berlin. Shareholders and their proxies (with the exception of proxies appointed by the Company) have no right or opportunity to be present at the venue of the meeting.

## **I. AGENDA**

### **1. Resolution on the approval of the conclusion of a profit and loss transfer agreement between Vita 34 AG and Seracell Pharma GmbH pursuant to Section 293 (2) of the German Stock Corporation Act (AktG)**

Vita 34 AG, Leipzig intends to conclude a profit and loss transfer agreement with Seracell Pharma GmbH, Rostock. The Company holds 100% of the shares in Seracell Pharma GmbH, Rostock (HRB 14625). The profit and loss transfer agreement is intended to form the basis for a consolidated tax group for corporate income tax and trade tax purposes between Vita 34 AG and Seracell Pharma GmbH. Since Vita 34 AG is the sole shareholder of Seracell Pharma GmbH, compensation payments or indemnities are not to be granted to outside shareholders pursuant to Sections 304, 305 AktG. The profit and loss transfer agreement shall have the following content:

#### ***"PROFIT AND LOSS TRANSFER AGREEMENT***

*Between*

*of **Vita 34 AG**, with business address at Deutscher Platz 5 a, 04103 Leipzig, entered in the Commercial Register of Leipzig Local Court under HRB 20339,*

*-hereafter "**VITA**" -,*

and

of **Seracell Pharma GmbH**, with business address at Schillingallee 68, 18057 Rostock, entered in the Commercial Register of the Rostock Local Court under HRB 14625,

-hereafter "**GmbH**" -,

- VITA and GmbH each individually also a "**Party**" and jointly the "**Parties**".

the following profit and loss transfer agreement is concluded:

#### **PREAMBLE**

The GmbH is a wholly owned subsidiary of VITA. The parties intend to conclude a profit and loss transfer agreement with effect from January 1, 2023 or, in the event that the agreement is entered in the commercial register after the end of December 31, 2023, with effect from January 1, 2024..

Having said this, the following agreement is concluded:

#### **§ 1 PROFIT TRANSFER**

- (1) During the term of the agreement, the GmbH is obliged to transfer its entire profit to VITA in accordance with Section 301 of the German Stock Corporation Act (AktG), as amended. Subject to the formation and release of reserves in accordance with Section 4 (1) of this agreement, the profit to be transferred shall be the net profit for the year without the profit transfer, less any loss carried forward from the previous year.
- (2) The obligation to transfer profits shall apply for the first time to the entire profits of the current fiscal year of the GmbH in which this agreement becomes effective.

#### **§ 2 ASSUMPTION OF LOSSES**

- (1) The provisions of Section 302 of the German Stock Corporation Act (AktG), as amended, shall apply mutatis mutandis.
- (2) The entitlement to loss compensation shall arise, unless otherwise provided for in Subsection 1, in each case as of the balance sheet date of the relevant fiscal year of the GmbH.

### **§ 3 PREPARATION OF THE ANNUAL FINANCIAL STATEMENTS**

- (1) *The annual financial statements of the GmbH shall be submitted to VITA for information, review and approval prior to their adoption.*
- (2) *The annual financial statements of the GmbH shall be prepared and adopted before the annual financial statements of VITA.*
- (3) *If the fiscal year of the GmbH ends at the same time as the fiscal year of VITA, the result of the GmbH to be taken over shall nevertheless be taken into account in the annual financial statements of VITA for the same fiscal year.*

### **§ 4 FORMATION AND RELEASE OF RESERVES**

- (1) *With the consent of VITA, the GmbH may only allocate amounts from the net profit for the year to revenue reserves to the extent that this is permissible under commercial law and economically justified on the basis of a reasonable commercial assessment. Other revenue reserves formed during the term of this agreement in accordance with Section 272 (3) Sentence 2 of the German Commercial Code (HGB) must be dissolved at the request of VITA and used to offset a net loss for the year or transferred as profit in accordance with Section 302 of the German Stock Corporation Act (AktG), as amended.*
- (2) *Other reserves and the profit carried forward and reserves from the period prior to the effectiveness of this agreement may not be transferred to VITA as profit. The same applies to capital reserves, regardless of whether they were formed before or after this agreement came into effect.*

### **§ 5 MATURITY AND INTEREST**

- (1) *The claim to compensation for the net loss for the year pursuant to Section 2 of this Agreement becomes due as of the balance sheet date of the relevant fiscal year of the GmbH.*
- (2) *The claim to transfer the profit pursuant to Section 1 of this Agreement becomes due in each case upon adoption of the annual financial statements of the GmbH for the past fiscal year.*
- (3) *VITA may demand an advance transfer of profits if and to the extent that an advance dividend could be paid under the law and the Articles of Association.*
- (4) *The claims to the transfer of profit pursuant to Section 1 of this Agreement and to the compensation of the net loss for the year pursuant to Section 2 of this Agreement shall bear interest at 5% p.a. from the date on which they become due (Section 5 (1) and (2))*

of this Agreement) pursuant to Sections 352, 353 HGB. Advances pursuant to Section 5 (3) of this Agreement shall not bear interest. Insofar as it transpires that advances made exceed the actual payment obligations resulting in accordance with Section 5 (2) of this contract, the excess amount paid shall be treated as an interest-bearing loan and interest shall be paid on it from the time the amount of the advance was paid in accordance with sentence 1.

## **§ 6 EFFECTIVE DATE AND DURATION, TERMINATION**

- (1) *In order to become effective, the agreement requires the approval of the General Meeting of VITA and the Shareholders' Meeting of the GmbH.*
- (2) *The Agreement shall become effective upon entry in the Commercial Register at the registered office of the GmbH and shall apply retroactively to the beginning of the fiscal year of the GmbH in which this agreement becomes effective.*
- (3) *In the event that the Agreement is entered in the Commercial Register after the end of December 31, 2023, this Agreement shall apply retroactively for the period from the beginning of the fiscal year of the GmbH current at the time of entry in the Commercial Register. The Agreement shall have a fixed term of five (5) time years, calculated from the beginning of its effectiveness and at least until the date on which the income tax fiscal unity established by this Agreement has fulfilled its minimum tax term of five (5) years. The Agreement shall thereafter continue for an indefinite period of time unless terminated in writing by one of the Parties with six months' notice in compliance with the aforementioned minimum contractual period of five years. If the end of the term does not fall at the end of a fiscal year of the GmbH, the term shall be extended until the end of the then current fiscal year..*
- (4) *The right to terminate the contract for good cause without notice remains unaffected. Good cause shall be deemed to include in particular:*
  - *if VITA no longer holds the majority of voting rights from the shares in the GmbH;*
  - *the conversion, merger, demerger or liquidation of VITA or the GmbH;*
  - *or any other reason that leads to the discontinuation of the consolidated tax group between VITA and the GmbH for corporate income tax and trade tax purposes, taking into account the currently valid version of the German Corporate Income Tax Act (KStG).*
- (5) *Notice of termination must be given in writing.*

- (6) *If the contract ends, VITA must provide security to the GmbH's creditors in accordance with Section 303 of the German Stock Corporation Act (AktG), as amended from time to time, if the creditors so request.*

## **§ 7 FINAL PROVISIONS**

- (1) *Amendments and supplements to this agreement must be made in writing in order to be effective, unless notarization is required, and must be approved by the General Meeting of Shareholders of VITA and the Shareholders' Meeting of the GmbH.*
- (2) *Should any provision of this contract be or become invalid or unenforceable, or should a loophole be found in this contract, this shall not affect the remaining provisions of this contract. In this case, the parties undertake to replace the invalid or unenforceable provision with the valid and enforceable provision that comes closest in economic terms to the invalid or unenforceable provision or to fill the gap with the provision that they would have agreed on according to their economic intention if they had considered this point.*

*[signature lines of both parties]"*

*[End of the profit and loss transfer agreement]*

It is intended that the shareholders' meeting of Seracell Pharma GmbH approves the profit and loss transfer agreement shortly after this Extraordinary General Meeting. The profit and loss transfer agreement is explained and substantiated in more detail in a joint report of the Management Board of Vita 34 AG and the management of Seracell Pharma GmbH pursuant to Section 293a (1) AktG.

This joint report and the draft profit and loss transfer agreement, together with the other documents required by law to be made available under this agenda item 1, will be published from the day on which the Extraordinary General Meeting is convened on the company's website at

<https://ir.vita34.de/en/investor-relations/annual-general-meeting/>

be accessible.

The profit and loss transfer agreement requires, among other things, the approval of the (Extraordinary) General Meeting in order to become effective.

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

The conclusion of the profit transfer agreement between Vita 34 AG and Seracell Pharma GmbH, the latter as profit transferring company, is approved.

## **II. SUPPLEMENTARY INFORMATION AND NOTES**

### **1. Total number of shares and voting rights**

At the time of convening this Extraordinary General Meeting, the share capital of the Company amounts to EUR 16,036,459.00. The share capital is divided into 16,036,459 no-par value registered shares. Each no-par share grants one vote. The total number of voting rights is therefore 16,036,459. At the time of convening the Extraordinary General Meeting, the Company and one of its dependent subsidiaries hold a total of 47,806 treasury shares from which they are not entitled to any voting rights.

### **2. Requirements for participation in the virtual Extraordinary General Meeting and the exercise of voting rights**

The holding of the Extraordinary General Meeting as a virtual General Meeting in accordance with the new statutory provision in Section 118a of the German Stock Corporation Act (AktG) leads to some modifications in the conduct of the Extraordinary General Meeting and the exercise of shareholders' rights, both compared with a General Meeting held in person and compared with the last virtual General Meeting held in accordance with the special legislation resulting from the Covid 19 pandemic. We therefore request that you pay particular attention to the following information, especially regarding the possibility of following the Extraordinary General Meeting in video and audio, the right to submit comments, the right to submit motions, to exercise voting rights, the right to speak, the right to information and the right to object.

The Management Board of Vita 34 AG has decided, based on the authorization in Section 22 of the Company's Articles of Association, to hold this year's Extraordinary General Meeting as a virtual Extraordinary General Meeting without the physical presence of shareholders or their proxies. A physical participation of the shareholders or their proxies (with the exception of the proxies appointed by the Company) is therefore excluded.

Shareholders and their proxies can watch the entire Extraordinary General Meeting on **November 16, 2023, from 12:00 noon CET\*** with images and sound live by using the Investor Portal on the internet at

<https://ir.vita34.de/en/investor-relations/annual-general-meeting/>

track. How to access the Investor Portal is described below in the Section "Access to the Investor Portal and electronic connection to the meeting" (see II.3). Shareholders or their proxies may exercise their voting rights by means of electronic communication, either by electronic postal vote or by issuing a power of attorney and instructions to the proxies appointed by the Company.

*\*Unless expressly stated otherwise, all times stated in this invitation to the Extraordinary General Meeting are times in Central European Winter Time (CET) applicable to Germany. Coordinated Universal Time (UTC) corresponds to Central European Winter Time (CET) minus one hour.*

### **3. Access to the investor portal and electronic connection to the meeting**

The Company has set up an Investor Portal for the Extraordinary General Meeting for the purpose of the virtual Extraordinary General Meeting. Shareholders who have duly registered can connect electronically to the Extraordinary General Meeting via the Investor Portal and follow the meeting live in picture and sound from **12:00 noon on the day of the** Extraordinary General Meeting and exercise their shareholder rights by means of electronic communication. The Investor Portal is available at the internet address

<https://ir.vita34.de/en/investor-relations/annual-general-meeting/>.

(Online) access to the Investor Portal is provided by entering the shareholder number and the associated individual access data (PIN or access code), which is sent with the invitation to the shareholders entered in the share register). The necessary information on the procedure will be sent to the shareholders entered in the share register together with the invitation. Shareholders who are entered in the share register only after the beginning of **October 26, 2023, 00:00 hours CEST will not** receive any invitation documents and therefore have no access data for the Investor Portal for the Extraordinary General Meeting in accordance with the statutory requirements without request. However, they can request the invitation documents with the required shareholder number and the associated individual access data via the registration office mentioned below (see Section II.4).

Without proper registration for the meeting, shareholders cannot join the meeting electronically and exercise any shareholder rights, in particular voting rights. The electronic issuing of proxies and instructions to the Company's voting representatives via the Investor Portal also requires timely registration for the Extraordinary General Meeting.

The Investor Portal is expected to go live on **October 16, 2023**.



#### **4. Registration for the Extraordinary General Meeting and Exercise of Voting Rights; Rewrite Stop**

Pursuant to Section 21 of the Articles of Association of the Company, shareholders who are entered in the share register and register with the Company in good time are entitled to attend the Extraordinary General Meeting (i.e., to be electronically connected to the Extraordinary General Meeting) and to exercise their voting rights. Registration must be completed **by midnight on November 9, 2023 at the latest**, either electronically via the Investor Portal or at the following registration office

**Vita 34 AG**

**c/o Computershare Operations Center**

**80249 Munich**

**Germany**

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

("registration office"). For access to the Investor Portal, please refer to the instructions under Section II.3.

Pursuant to Section 67 (2) sentence 1 of the German Stock Corporation Act (AktG), rights and obligations arising from shares exist only for and against the person entered in the share register. Accordingly, the number of voting rights to which a properly registered shareholder is entitled at the Extraordinary General Meeting is determined by the registration status of the share register on the day of the Extraordinary General Meeting. For technical reasons, however, no changes will be made to the share register in the period from the **end of November 9, 2023** (Technical Record Date) until the close of the Extraordinary General Meeting on **November 16, 2023** (stop on changes). Therefore, the registration status of the share register on the day of the Extraordinary General Meeting corresponds to the status after the last rewriting on **November 9, 2023**. The stop on rewriting does not mean a block on the disposal of the shares. However, purchasers of shares whose applications for registration are received by the Company after **November 9, 2023** cannot exercise voting rights and other shareholder rights from these shares unless they are authorized or empowered to do so. In such cases, voting rights and other shareholder rights shall remain with the person entered in the share register until the transfer is made. All purchasers of shares in the Company who are not yet entered in the share register are therefore requested to submit transfer applications in good time.

#### **5. Procedure for exercising voting rights by means of electronic communication (electronic absentee voting)**

Voting rights may be exercised by means of electronic communication by electronic postal vote using the Investor Portal. Shareholders who are entered in the share register and have duly registered for the Extraordinary General Meeting may cast their votes by electronic absentee ballot in the run-up to the Extraordinary General Meeting and during the Extraordinary General Meeting using the Investor Portal. Proxies, including authorized intermediaries (e.g. banks), shareholders' associations, proxy advisors and persons who offer to exercise voting rights at the Extraordinary General Meeting on a businesslike basis may also use electronic absentee voting. After proper registration for the Extraordinary General Meeting, votes already cast by electronic absentee ballot may be cast and amended using the Investor Portal until the close of voting at the Extraordinary General Meeting on **November 16, 2023**. The exact time at which the possibility of submitting or changing votes via the Investor Portal ends will be determined by the chairman of the meeting. He will draw attention to this in good time during the Extraordinary General Meeting.

#### **6. Procedure for voting by proxies appointed by the Company**

Shareholders may be represented by proxies of the Company in exercising their voting rights in accordance with their instructions. The timely and proper registration of shares by **November 9, 2023, 24:00 hours** is also required for the authorization of proxies.

Authorization of the proxies appointed by the Company and the issuing of instructions must be in text form (Section 126b of the German Civil Code (BGB)). Before and during the Extraordinary General Meeting, you can exercise your voting rights by granting power of attorney and issuing instructions to the Company-nominated proxies using the voting system available at the internet address

<https://ir.vita34.de/en/investor-relations/annual-general-meeting/>

accessible Investor Portal of the Company. Authorization via the Investor Portal is possible until the start of voting on the day of the Extraordinary General Meeting. You can also use the Investor Portal to change or revoke any previously issued proxy and instructions during the Extraordinary General Meeting up to the start of voting. The exact time at which the option to revoke or amend via the Investor Portal ends will be determined by the chairman of the meeting. He will draw attention to this in good time during the Extraordinary General Meeting.

In any case, please remember to register your shares in advance by the deadline of **November 9, 2023, 24:00 hours**.

Proxies may also be authorized and instructed outside the Investor Portal using the authorization and instruction form sent together with the invitation to the Extraordinary General Meeting. A

corresponding authorization and instruction form can also be downloaded from the Company's website at

<https://ir.vita34.de/en/investor-relations/annual-general-meeting/>

downloaded or requested from the registration office. If you use the proxy and instruction form (instead of the Investor Portal), it must be received by the registration office specified below no later than **November 15, 2023, 24:00 hours** (date of receipt):

**Vita 34 AG**

**c/o Computershare Operations Center**

**80249 Munich**

**Germany**

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

The proxies must be given power of attorney as well as express and unambiguous instructions for exercising voting rights on each relevant agenda item. In the absence of express and unambiguous instructions, the proxies will abstain from voting on the relevant voting item. If an individual vote is held on an agenda item, any instruction issued in this respect shall apply to each individual sub-item. The proxies are obliged to vote in accordance with the instructions. Proxies do not accept instructions to speak and request information, to propose motions and nominations, to request the inclusion of questions in the minutes, or to file objections to resolutions of the Extraordinary General Meeting.

## **7. Procedure for voting by other proxies**

Shareholders may also have their voting rights and other rights exercised at the Extraordinary General Meeting by another proxy, e.g., a bank, a proxy advisor, a person who offers to exercise voting rights at the Extraordinary General Meeting on a businesslike basis vis-à-vis shareholders, or another third party. Authorized third parties may also not physically attend the Extraordinary General Meeting. Authorized third parties may exercise their voting rights exclusively by electronic absentee voting or by issuing a power of attorney and instructions to the proxies of the Company. If the shareholder authorizes more than one person, the Company may reject one or more of them. In the case of proxy voting, timely registration of the shares is also required.

The granting of the proxy, its revocation and the proof of authorization vis-à-vis the Company require text form (Section 126b of the German Civil Code (BGB)) if neither a bank, an intermediary, a shareholders' association, a voting advisor or another person as defined by Section 135 (8) of the German Stock Corporation Act (AktG) is authorized. Shareholders may use

the proxy form available on the internet at <https://ir.vita34.de/en/investor-relations/annual-general-meeting/> to grant power of attorney. The power of attorney may be issued to the proxy or to the Company.

Notwithstanding any other way of transmitting the proxy or proof of the appointment of a proxy to the Company permitted by law, the proxy may also be granted electronically via the Investor Portal; in this case, separate proof of the granting of the proxy is not required.

The revocation of a proxy already granted may also be made via the Investor Portal, notwithstanding any other transmission channel permitted by law.

If the granting or proof of a proxy or its revocation is made by declaration to the Company outside the Investor Portal, this must be received by the above-mentioned registration office by **November 15, 2023, 24:00 hours for** organizational reasons. On the day of the Extraordinary General Meeting, proxies can only be issued, amended or revoked using the Investor Portal until the start of voting.

Please note that the issuance of a proxy and instructions via the Investor Portal is always considered to have priority and that any other issuance of a proxy and instructions with the same shareholder number is irrelevant, regardless of the time of receipt.

Authorized third parties (with the exception of the proxies appointed by the Company) may not physically attend the Extraordinary General Meeting. They may only exercise voting rights for shareholders they represent by means of electronic postal voting or by issuing (sub)powers of attorney to the proxies nominated by the Company. In this respect, the above information applies accordingly. For the use of the Investor Portal, the proxies will be sent access data after timely registration by the shareholder, which will enable them to exercise their rights by way of electronic communication via the Investor Portal. The authorization should therefore be made as early as possible in order to enable timely receipt of the access data by the authorized representatives.

In the case of authorization to exercise voting rights in accordance with Section 135 AktG (granting of proxy to banks, voting advisors, shareholders' associations and other intermediaries covered by Section 135 AktG and persons treated as such in accordance with Section 135 AktG), special features must be observed, which must be enquired about with the person to be authorized in each case. According to the law, in these cases the power of attorney must be granted to a specific proxy and must be verifiably recorded by the proxy. The declaration of proxy must also be complete and may only contain declarations associated with the exercise of voting rights. Therefore, if you wish to grant a power of attorney pursuant to Section 135 AktG, please coordinate the form of the power of attorney with the person to be authorized. However, in

accordance with Section 135 (7) AktG, a breach of the aforementioned and certain other requirements for the authorization of the persons named in this paragraph set out in Section 135 AktG does not affect the validity of the vote.

#### **8. Further information on the exercise of voting rights**

After proper registration for the Extraordinary General Meeting, submission of and changes to the electronic absentee ballot or granting of power of attorney and instructions to the proxies appointed by the Company or to other authorized representatives, including a change between these options or revocation, are still possible as follows:

- The submission of electronic postal votes or changes to votes already cast by electronic postal vote are only possible via the Investor Portal until the close of voting at the Extraordinary General Meeting on **November 16, 2023**.
- Revocation and amendment of the granting of power of attorney and instructions to the proxies appointed by the Company or to other authorized representatives may be made outside the Investor Portal by no later than **November 15, 2023, 24:00 hours** (receipt) to the registration office specified below

**Vita 34 AG**

**c/o Computershare Operations Center**

**80249 Munich**

**Germany**

**or**

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

be transmitted.

- On the day of the Extraordinary General Meeting, revocation and amendment of the granting of power of attorney and instructions to the proxies appointed by the Company or to other authorized representatives may only be made via the Investor Portal.

The chairman of the meeting shall determine the exact point in time at which the respective option to amend or revoke ends on the day of the Extraordinary General Meeting. He will indicate in good time when the possibility of granting, amending or revoking shares via the Investor Portal ends.

In the event that several declarations are received under the same shareholder number, the following shall apply:

- Electronic absentee voting and the issuance of proxies and instructions to the proxies appointed by the Company via the Investor Portal will generally be given priority over other means of access.
- A postal vote declared outside the Investor Portal is not permitted.
- If divergent declarations regarding a power of attorney to third parties or power of attorney or instructions to the proxies appointed by the Company are received via different means of transmission outside the Investor Portal and it is not clear which was submitted last, declarations by e-mail will generally be given priority.
- If shareholders have authorized a third party (with the exception of the proxies appointed by the Company), they may only exercise their shareholder rights - including the right to vote and speak - themselves if the corresponding authorization has previously been revoked in accordance with the provisions described in this convening notice.

### **III. RIGHTS OF SHAREHOLDERS AND SHAREHOLDERS**

**(Requests for additions to the agenda, motions, election proposals, comments, right to speak, right to information and objections as well as information on shareholders' rights Section 122 (2), Section 126 (1) and (4), Section 127, Section 130a, Section 131 (1), Section 118a (1) sentence 2 no. 8 in conjunction with Section 245 AktG)**

#### **1. Additions to the agenda in accordance with 122 (2) AktG**

Shareholders whose shares together amount to one-twentieth of the capital stock or the pro rata amount of EUR 500,000 (equivalent to 500,000 shares) may demand that items be placed on the agenda and published in accordance with Section 122 (2) AktG.

The request must be addressed in writing to the Management Board of the Company and must be received by the Company at least 30 days prior to the Extraordinary General Meeting, i.e., no later than the end of **October 16, 2023, 24:00 hours CEST**.

Please send such requests to the following address:

**Vita 34 AG**

**- Vorstand -**

**Deutscher Platz 5 a**

**04103 Leipzig**

or in electronic form in accordance with Section 126a BGB by e-mail to:

**hv-2023@vita34.de**

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 been the holder of the shares for at least 90 days prior to the date of receipt of the request by the Company and that he/she/they holds/hold the shares until the decision of the Management Board on the request. Sections 70 and 121 (7) AktG shall be observed in calculating this period.

Additions to the agenda which are to be announced will be published in the Federal Gazette without delay after receipt of the request. They will also be published on the Company's website at

<https://ir.vita34.de/en/investor-relations/annual-general-meeting/> and communicated to the shareholders.

**2. Countermotions and election proposals pursuant to Sections 126 (1), 127 AktG , 130a (5) sentence 3, 118a (1) sentence 2 no. 3 AktG**

Every shareholder has the right to submit countermotions to the proposals of the Management Board and/or Supervisory Board on a specific item on the agenda and proposals for the election of Supervisory Board members or auditors to the address below:

**Vita 34 AG**  
**Deutscher Platz 5 a**  
**04103 Leipzig**

or by e-mail to:

**hv-2023@vita34.de**

Countermotions and election proposals addressed otherwise will not be considered.

Countermotions to be made accessible (including any statement of grounds) and election proposals received by the Company at the above address or e-mail address at least 14 days before the Extraordinary General Meeting - i.e. by **midnight on November 1, 2023 at the latest** - will be published without delay on the internet at <https://ir.vita34.de/en/investor-relations/annual-general-meeting/>, including the name of the shareholder, any statement of grounds to be made accessible and any statement by the management.

Pursuant to Section 126 (4) AktG, countermotions and nominations for election by shareholders to be made available by the Company are deemed to have been made at the time of publication. Shareholders who have duly registered for the Extraordinary General Meeting may exercise their voting rights in respect of these motions. If the shareholder submitting the motion or election

proposal is not properly registered for the Extraordinary General Meeting, the countermotion or election proposal does not have to be dealt with at the Extraordinary General Meeting.

Countermotions and election proposals as well as other motions may also be submitted during the Extraordinary General Meeting by means of video communication, i.e. within the scope of the right to speak (see III. 4).

### **3. Right to submit comments pursuant to Section 130a (1) to (4), (6) AktG**

Shareholders who have duly registered for the Extraordinary General Meeting or their proxies have the right to submit comments on the items on the agenda no later than five days before the meeting, not counting the day of receipt and the day of the Extraordinary General Meeting, i.e., **by midnight on November 10, 2023.**

Submissions must be made in text form in German via the Investor Portal. We request that the volume of comments be kept to a reasonable level to allow shareholders to properly review the comments. A length of 10,000 characters (including spaces) per statement should not be exceeded.

The Company will make the comments available to the registered shareholders or their proxies on the Investor Portal no later than four days before the meeting, i.e., by **midnight on November 11, 2023, stating** the name of the submitting shareholder. Statements will not be made available if they contain more than 10,000 characters (including spaces), are offensive, criminally relevant, obviously false or misleading, or if the shareholder indicates that he or she will not attend the Extraordinary General Meeting and will not be represented (Section 130a (3) sentence 4 in conjunction with Section 126 (2) sentence 1 no. 1, no. 3 or no. 6 AktG).

Motions and election proposals, questions and objections to resolutions of the Extraordinary General Meeting submitted in the context of comments submitted in text form will not be considered at the Extraordinary General Meeting; the filing of motions and the submission of election proposals (see Section III.2), the exercise of the right to information (see Section III.5) and the filing of objections to resolutions of the Extraordinary General Meeting (see Section III.6) are only possible via the channels described separately in this invitation. In particular, the opportunity to submit comments does not constitute an opportunity to (pre-)submit questions in accordance with Section 131 (1a) AktG. Any questions contained in the comments will therefore not be answered at the virtual Extraordinary General Meeting.

### **4. Right to speak pursuant to Sections 118a (1) sentence 2 no. 7, 130a (5) and 6 AktG**



Shareholders or their proxies who are connected electronically to the Extraordinary General Meeting have the right to speak at the meeting by means of video communication. From the start of the Extraordinary General Meeting, shareholders and their proxies can register their speeches in the Investor Portal. Motions and election proposals pursuant to Section 118a (1) sentence 2 no. 3 AktG, follow-up questions pursuant to Section 131 (1d) AktG and questions pursuant to Section 131 (1e) AktG may be part of the speech.

Pursuant to Section 23 (3) of the Company's Articles of Association, the chairman of the meeting may impose reasonable time limits on the shareholder's right to ask questions and speak. In particular, at the beginning or during the Extraordinary General Meeting, he is entitled to set a reasonable time frame for the entire course of the Extraordinary General Meeting, for the discussion of the individual agenda items and for the individual questions and speeches. In order to exercise their right to speak, shareholders or their proxies require an Internet-capable terminal device (PC, laptop, tablet or smartphone) equipped with a camera and microphone that can be accessed from the browser.

The Company reserves the right to check the functionality of the video communication between shareholder and proxy and the Company at the meeting and before the speech and to reject the speech if the functionality is not ensured.

#### **5. Right to information pursuant to Sections 118a (1) sentence 2 no. 4, 131 (1) AktG**

Pursuant to Section 131 (1) AktG, the Management Board must provide each shareholder with information on the Company's affairs upon request at the Extraordinary General Meeting, insofar as the information is necessary for the proper assessment of an item on the agenda and there is no right to refuse to provide information. The duty of the Management Board to provide information also extends to the legal and business relations of the Company with its affiliated companies. Furthermore, the duty to provide information also relates to the situation of the Group and the companies included in the consolidated financial statements.

It is intended that the chairman of the meeting will stipulate that the aforementioned right to information pursuant to Section 131 (1) AktG can be exercised at the Extraordinary General Meeting exclusively by way of video communication, i.e., as part of the exercise of the right to speak (see III.4). No other submission of questions by electronic or other means of communication is envisaged either before or during the Extraordinary General Meeting.

Section 131 (4) sentence 1 AktG stipulates that if a shareholder has been provided with information outside the Extraordinary General Meeting on account of his or her status as a shareholder, this information must be provided to any other shareholder or his or her proxy at his

or her request at the Extraordinary General Meeting, even if it is not necessary for the proper assessment of the item on the agenda. The virtual shareholders' meeting ensures that shareholders or their proxies who are connected electronically to the shareholders' meeting can submit their requests in accordance with Section 131 (4) sentence 1 AktG by means of electronic communication via the Investor Portal during the shareholders' meeting.

Shareholders have the right to ask questions on all answers given by the Management Board at the meeting in accordance with Section 131 (1d) AktG.

#### **6. Declaration of objections to resolutions of the Extraordinary General Meeting**

Shareholders and their proxies who are connected electronically to the Extraordinary General Meeting have the right to object to resolutions of the Extraordinary General Meeting by means of electronic communication. Objections may be declared via the Investor Portal throughout the Extraordinary General Meeting until the end of the Extraordinary General Meeting. The proxies of the Company cannot be instructed to declare objections to resolutions of the Extraordinary General Meeting on the record of the notary public certifying the Extraordinary General Meeting.

### **IV. FURTHER EXPLANATIONS**

#### **Publications on the website pursuant to Section 124a AktG**

This invitation to the Extraordinary General Meeting, the documents to be made available and motions by shareholders, as well as further information, are also available on the Company's website at <https://ir.vita34.de/en/investor-relations/annual-general-meeting/>. The results of the voting will also be published there after the Extraordinary General Meeting. The results of the voting will also be published there after the Extraordinary General Meeting.

Furthermore, during the Extraordinary General Meeting the list of participants will be available via the Investor Portal prior to the first vote to all shareholders who have duly registered and electronically registered for the Extraordinary General Meeting as well as their representatives.

#### **Proof of the vote count**

Pursuant to Section 129 (5) sentence 1 AktG, those voting may request confirmation within one month of the day of the Extraordinary General Meeting as to whether and how their votes were counted. The proof of the vote count (voting confirmation) is available on the Investor Portal in accordance with the statutory provisions and on request from the Company at **hv-2023@vita34.de**. If the confirmation is issued to an intermediary, the intermediary must send the confirmation to the shareholder without delay in accordance with Section 129 (5) sentence 3 AktG.

**Notes on data protection**

If you register for the Extraordinary General Meeting or grant a proxy, we collect personal data about you and/or your proxy. This is done in order to enable shareholders to exercise their rights within the framework of the Extraordinary General Meeting. Vita 34 AG processes your data as the responsible party in compliance with the provisions of the EU General Data Protection Regulation (GDPR) as well as all other applicable laws. Details on the handling of your personal data and your rights according to the DSGVO can be found on the internet on the website for the Extraordinary General Meeting at: <https://ir.vita34.de/en/investor-relations/annual-general-meeting/>.

**Leipzig, October 2023**

**Vita 34 AG**  
***The Management Board***