

Annual General Meeting SURTECO GROUP SE on 27 June 2019

Additional Information on Shareholder Rights

1. Supplementary motions to the Agenda at the request of a minority in accordance with Articles 53 and 56 of the SE Directive, § 50 Section (2) of the SE Implementation Act (*SE-Ausführungsgesetz, SEAG*) and § 122 Section (2) Stock Corporation Act (*Aktiengesetz, AktG*)

Shareholders whose shares together make up at least 5 % of the capital stock or the proportionate amount of € 500,000.00 of the capital stock corresponding to 500,000 no-par-value shares can request pursuant to Articles 53, 56 SE Directive in conjunction with § 50 Section (2) SEAG (*SE-Ausführungsgesetz, SEAG*) and § 122 Section (2) Stock Corporation Act (*Aktiengesetz, AktG*) that items are placed on the Agenda and announced. The requested agenda items (as necessary in the form of one or several resolution items) must be formulated such that the Management Board can announce these pursuant to the requirements of § 124 (*Aktiengesetz, AktG*). A verification that the shareholder acquired and held the shares for a period of at least 90 days prior to the motion (§ 122 Stock Corporation Act (*Aktiengesetz, AktG*)) is not necessary because the SE Directive as a higher instance of law does not contain a requirement of this nature.

Supplementary motions together with a justification or proposals for a resolution must be received in writing by the Company at the latest by the end of 27 May 2019:

SURTECO GROUP SE
Management Board
Johan-Viktor-Bausch-Straße 2
86647 Buttenwiesen
Germany

If the supplementary motions have been received punctually and are subject to a mandatory requirement for announcement, they are immediately announced in the Official Gazette of the Federal Republic of Germany (*Bundesanzeiger*) after receipt of the request and disseminated throughout Europe, made accessible on the Internet site of the Company (hereinafter Sub-section 7) and communicated to the shareholders together with the notification convening the Annual General Meeting pursuant to § 125 Section (1) Sentence 3 Stock Corporation Act (*Aktiengesetz, AktG*). Any statements on administration are also announced in the same way.

2. Motions and election proposals by shareholders pursuant to Article 53 SE Directive and § 126 Section (1), § 127 Stock Corporation Act (*Aktiengesetz, AktG*)

Counter-motions by shareholders against a proposal by the Management Board and/or the Supervisory Board relating to a particular item on the agenda and proposals by shareholders

on the election of Members of the Supervisory Board or auditors, which are intended to be published prior to the Annual General Meeting, must be directed to the following address:

SURTECO GROUP SE
Johan-Viktor-Bausch-Straße 2
86647 Buttenwiesen
Germany
Fax +49 (0) 8274/9988-505
Email: HV@surteco.com.

Counter-motions and proposals for election which reach the above-mentioned address at the latest by 24:00 on Wednesday 12 June 2019 are immediately published following receipt of the request on the Inter-net site of the company (hereinafter Sub-section 7) including the name of the shareholder and any justification. Any statements on administration are announced in the same way. Counter-motions and proposals for election addressed in any other way will not be taken into account.

If several shareholders submit counter-motions on the same subject of resolution, the Management Board can merge the counter-motions and their justifications.

A counter-motion or an election proposal can still be submitted at the Annual General Meeting, if it is not previously sent to the Company within the period of the deadline defined in § 126 Section (1) Stock Corporation Act (*Aktiengesetz, AktG*). By the same token, a counter-motion or election proposal submitted previously to the Company must be expressly put to the Annual General Meeting, even if was made accessible beforehand.

Motions and election proposals and their justifications do not have to be made accessible by the Company pursuant to § 126 Section (2) Stock Corporation Act (*Aktiengesetz, AktG*),

1. insofar as the Management Board would contravene statutory legislation by the act of making accessible,
2. if the counter-motion would lead to a resolution of the Annual General Meeting that breached the statutory legislation or the regulations of the Articles of Association,
3. if key points of the justification contain significant items that are obviously incorrect or if they include insulting statements,
4. if a counter-motion of the shareholder based on the same facts has already been made accessible for an Annual General Meeting of the Company pursuant to § 125 Stock Corporation Act (*Aktiengesetz, AktG*),
5. if the same counter-motion of the shareholder with essentially the same justification has already been put before at least two Annual General Meetings of the Company pursuant to §

125 Stock Corporation Act (*Aktiengesetz, AktG*) within the past five years and less than one twentieth of the represented capital stock cast their votes for it,

6. if the shareholder states that he/she will not take part in the Annual General Meeting and will not be represented at the Annual General Meeting, or

7. if the shareholder has submitted a counter-motion notified by him/her during the past two years in two Annual General Meetings or has not caused such counter-motion to be submitted.

The justification does not have to be made accessible, if it is overall more than 5000 characters.

The Management Board is also not required to make election proposals submitted by shareholders for the election of members of the Supervisory Board or auditors accessible apart from in the said cases of § 126 Section (2) Stock Corporation Act (*Aktiengesetz, AktG*), if they do not include the information pursuant to § 124 Section (3) Sentence 4 Stock Corporation Act (*Aktiengesetz, AktG*) [name, current vocation, and place of residence] or, in the event of proposals for auditor, the company and domicile and in the case of election proposals for Supervisory Board members pursuant to § 125 Section (1) Sentence 5 Stock Corporation Act (*Aktiengesetz, AktG*) [details of memberships in other Supervisory Boards to be formed pursuant to statutory regulations].

3. Right to information of the shareholder pursuant to Article 53 SE Directive and § 131 Section (1) Stock Corporation Act (*Aktiengesetz, AktG*)

Pursuant to Article 53 SE Directive and § 131 Section (1) Stock Corporation Act (*Aktiengesetz, AktG*), every shareholder must on request be provided with information about the affairs of the Company by the Management Board, if they are required to facilitate an objective assessment of the items on the agenda. The disclosure obligation of the Management Board also relates to the legal and business relationships of the Company to affiliated enterprises and to the position of the Group and the companies incorporated in the consolidated financial statements [see § 131 Section (1) Sentence 2 and Sentence 4 Stock Corporation Act (*Aktiengesetz, AktG*)].

Under certain circumstances more specifically defined in § 131 Section (3) of the Stock Corporation Act (*Aktiengesetz, AktG*), the Management Board may refuse to provide the information. The Management Board may refuse to disclose information

1. insofar as providing such information would, on the basis of a prudent commercial assessment, result in a not insignificant disadvantage to the company or an affiliated company;

2. insofar as it refers to tax valuations or the amount of individual taxes;

3. regarding the difference between the value at which items are shown in the annual balance sheet and a higher value of such items, unless the annual financial statements are to be adopted by the shareholders' meeting;
4. regarding the accounting and valuation principles, insofar as the information on such principles in the notes to the financial statements is sufficient to provide a fair overview of the assets, financial position and results of operations of the company within the meaning of Section 264 Paragraph 2 German Commercial Code (Handelsgesetzbuch – "HGB"); this shall not apply if the annual financial statements are to be adopted by the shareholders' meeting;
5. insofar as the executive board would be liable to prosecution if it were to disclose the information;
6. insofar as, in the case of a credit institution or financial services institution, information on the accounting and valuation principles applied and any offsetting undertaken does not have to be disclosed in the annual financial statements, management report, consolidated financial statements or group management report,
7. insofar as the information is made continuously accessible on the company's website for at least seven days prior to the start of the shareholders' meeting and during the shareholders' meeting.

Information may not be withheld for other reasons.

If a shareholder has been given information in his/her capacity as a shareholder outside the shareholders' meeting, this information must be disclosed to any other shareholder on request at the shareholders' meeting, even if it is not necessary for an objective assessment of the items on the agenda. The Management Board may not refuse to disclose this information pursuant to Paragraph 3 Sentence 1 Nos. 1 to 4. 3Sentences 1 and 2 shall not apply if a subsidiary (Section 290 Paragraphs 1 and 2 German Commercial Code (Handelsgesetzbuch – "HGB")), a joint venture (Section 310 Paragraph 1 German Commercial Code (Handelsgesetzbuch – "HGB")) or an associated company (Section 311 Paragraph 1 German Commercial Code (Handelsgesetzbuch – "HGB")) provides information for the parent company (Section 290 Paragraphs 1 and 2 German Commercial Code (Handelsgesetzbuch – "HGB")) for the purpose of the inclusion of the company in the consolidated financial statements of the parent company and the information is required for this purpose.

In the event of refusal to disclose information to a shareholder, the shareholder may request that the question and the reason for the refusal to provide information are recorded in the minutes of the shareholders' meeting.

Pursuant to § 17 Section 3 of the Articles of Association, the Chairman of the Annual General Meeting is authorized to reasonably restrict the time allocated to shareholders for speaking and asking questions. In exercising this right, the Chairman of the Annual General Meeting shall be guided by the need to complete the Annual General Meeting within a reasonable and

appropriate period of time. Further explanations are provided on the Internet page of the Company.