

Further explanations on the rights of shareholders

pursuant to Section 122 para. 2, Section 126 para. 1, Section 127 and Section 131 para. 1 AktG as well as Section 1 para. 2, clause 1 no. 3 and no. 4, clause 2 and 3 of the COVID-19 Act

Ordinary Annual General Meeting

of q.beyond AG
Cologne
on 12 May 2021

The Annual General Meeting will be held as a virtual annual general meeting in accordance with the decision of the Management Board with the consent of the Supervisory Board on the basis of Section 1 (2) of the Act on Measures in Company, Cooperative, Association, Foundation and Residential Property Law to Combat the Effects of the COVID 19 Pandemic, which entered into force on 28 March 2020, last amended by the Act on the Further Shortening of the Residual Debt Relief Procedure and the Adjustment of Pandemic-Related Provisions in Company, Cooperative, Association, Foundation and Tenancy and Leasehold Law of 22 December 2020, taking effect on 28 February 2021, (COVID-19 Act) without the physical presence of the shareholders or their proxies (except for the proxies appointed by the Company).

The decision of the Management Board to hold the meeting as a virtual meeting also has in some respects an impact on the shareholder rights explained below.

Requests for additions to the agenda pursuant to Section 122 (2) AktG

Under Section 122 (2) AktG, shareholders whose shares together amount to at least 5% of the share capital or the pro rata amount of 500,000 euros may request that items be placed on the agenda and published. Each new item must be accompanied by a statement of reasons or a draft resolution. The request must be addressed in writing to the Management Board and must be received by the Company pursuant to Section 122 (2) AktG at least 30 days prior to the Annual General Meeting (not including the day of the Annual General Meeting and the day of receipt), i.e. no later than 11 April 2021, 24:00 hours (CEST). Requests for additions received later will not be considered. We request that requests for additions be sent to the following address pursuant to § 122 (2) AktG:

q.beyond AG
Investor Relations
Mathias-Brüggen-Straße 55
50829 Cologne

In accordance with Section 122 para. 2, 1 clause 3 AktG, the shareholders concerned 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 hold the shares until the Management Board's decision on the request, with Section 70 AktG being applicable when calculating the period of share ownership. Section 121 (7) AktG shall apply mutatis mutandis for the calculation of the time limit.

Additions to the agenda to be announced will be published in the Federal Gazette immediately after receipt of the request. They will also be made available on the Company's website at www.qbeyond.de/agm and communicated to the shareholders.

The legal provisions underlying these shareholder rights are as follows:

Section 122 para. 1 AktG:

“(1) The general meeting is to be convened wherever stockholders, whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital, demand that it be so convened, doing so in writing and citing the purpose and the reasons therefor; the demand is to be addressed to the management board. The by-laws may tie the right to demand that the general meeting be convened to a different form and to possession of a lesser portion of the share capital. The petitioners are to submit proof that they have been holders of the shares of stock since at least ninety (90) days prior to the date on which their demand is received, and that they will continue to so hold the shares until the management board takes a decision regarding their petition. Section 121 (7) shall apply mutatis mutandis.”

Section 122 para. 2 AktG:

“(2) In like manner, stockholders whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital, or to a stake of 500,000 euros, may demand that items of business be set out in the agenda and be published by notice. Each item of business to be newly added to the agenda must include the reasons therefor or a proposal for a resolution. The demand in the sense of the first sentence must be received by the company at the latest twenty-four (24) days prior to the general meeting, in the case of companies listed on the stock exchange at the latest thirty (30) days prior to the general meeting; the date of its receipt shall not be included in calculating the period.”

Section 70 AktG:

“Where the exercise of rights attaching to the share of stock is contingent upon the stockholder having been holder of the share of stock for a specified period of time, a claim to transfer of title against a credit institution, a financial services provider, or an enterprise pursuing activities in accordance with section 53 (1), first sentence, or section 53b (1), first sentence, or subsection (7) of the Banking Act (KWG) shall be equivalent to ownership of the share of stock. The period of ownership of a predecessor in title shall be attributed to the stockholder if he has purchased the share of stock in any of the following manners: without monetary consideration, from his trustee, as a universal successor, in the course of a distribution of assets among a community, or as part of a portfolio transfer pursuant to section 13 of the Insurance Supervisory Act (VAG) or section 14 of the Act on Savings and Loan Associations (BauSparkG).”

Section 121 para. 7 AktG:

“(7) In the case of periods and deadlines that are counted back from the date of the general meeting, the date of the general meeting itself is not to be counted. Rescheduling the general meeting from a Sunday, a Saturday, or a holiday to a preceding or subsequent business day is not an available option. Sections 187 to 193 of the Civil Code (BGB) shall have no corresponding application. In the case of companies not listed on the stock exchange, the by-laws may provide for a different calculation of the period.”

Countermotions and election proposals by shareholders pursuant to Sections 126 (1), 127 AktG

Shareholders may submit countermotions against a proposal of the Management Board and/or Supervisory Board on a specific agenda item to the Company pursuant to Section 126 (1) (AktG). They may also send proposals for the election of auditors pursuant to Section 127 AktG. Such motions are to be sent exclusively to the following address, stating the name of the shareholder:

by post: q.beyond AG
Investor Relations
Mathias-Brüggen-Straße 55
50829 Cologne
or

by e-mail: hauptversammlung@qbeyond.de

Countermotions from shareholders which are received with any statement of grounds at least 14 days prior to the day of the Annual General Meeting (not including the day of the Annual General Meeting and the day of receipt), i.e. no later than 27 April 2021, 24:00 hours (CEST), at the above address, will be published, including the name of the shareholder, any statement of grounds and a possible statement from the administration, on the internet at

www.qbeyond.de/agm

provided that the other requirements for an obligation to publish pursuant to Section 126 AktG are fulfilled. Motions of shareholders addressed otherwise will be disregarded. The Company may refrain from publishing a countermotion under the conditions set out in Section 126 (2) AktG, for example, because the countermotion would lead to a resolution of the Annual General Meeting that would be contrary to the law or the Articles of Association. In this respect, however, the Company will not exercise its right under Section 126 (2) Sentence 1 No. 6 AktG. The statement of grounds for a countermotion need not be made available if it exceeds a total of 5,000 characters.

The above statements on Section 126 (1) AktG apply accordingly to the proposal of a shareholder for the election of auditors pursuant to section 127 AktG. Except in the cases of Section 126 (2) AktG, the Management Board need not make election proposals of shareholders accessible even if they do not contain the information pursuant to Section 124 (3) Sentence 4 AktG (indication of the name, practised profession and place of residence of the proposed candidate).

Countermotions and/or election proposals submitted in due form and time in accordance with the above provisions pursuant to Sections 126, 127 AktG and made available by the Company will be deemed to have been made at the Meeting pursuant to Section 1 (2) Sentence 3 of the COVID-19 Act if the shareholder making the motion or submitting the election proposal is duly legitimised and registered for the Annual General Meeting.

The legal provisions underlying these shareholder rights are as follows:

Section 126 AktG:

“(1) Motions by stockholders are to be made accessible to the beneficiaries set out in section 125 subsections (1) to (3), subject to the pre-requisites listed therein, including the name of the stockholder, the reasons for which the motions are being made, and a statement, if any has been made, by the management regarding its position, provided that the stockholder has sent, at the latest fourteen (14) days prior to the date of the general meeting, a counter-motion opposing a proposal or guidance by the management board and the supervisory board regarding a certain item of business set out in the agenda, specifying the reasons therefor, to the address set out for this purpose in the invitation convening the general meeting. The date on which the counter-motion is received shall not be included in calculating the period. In the case of companies listed on the stock exchange, the counter-motion shall be made accessible via the company’s website. Section 125 (3) shall apply mutatis mutandis.

(2) A counter-motion and the reasons for which it is being made need not be made accessible:

1. Inasmuch as the management board would be liable to punishment under law, were it to make such proposal accessible;
2. If the counter-motion were to result in the general meeting adopting a resolution that is in violation of the law or of the by-laws;
3. If the reasons make manifestly false or misleading statements regarding essential aspects, or if they are insulting;
4. If a counter-motion made by the stockholder based on the same facts and circumstances has already been made accessible pursuant to section 125 for a general meeting of the company;
5. If the same counter-motion of the stockholder, citing essentially the same reasons, has been made accessible pursuant to section 125 in the past five (5) years to at least two (2) general meetings of the company, and if less than one twentieth of the share capital represented voted for this counter-motion at the general meeting;
6. If the stockholder indicates that he will not attend the general meeting and will not have a proxy represent him;
7. If, in the past two (2) years at two (2) general meetings, the stockholder has failed to propose or to have proposed a counter-motion regarding which he has informed the company.

The reasons need not be made accessible if they amount to more than 5,000 characters in total.

(3) Where several stockholders propose counter-motions regarding one and the same business to be resolved upon, the management board may combine the counter-motions and the reasons specified for them.”

Section 127 clauses 1 to 3 AktG :

“Section 126 shall apply mutatis mutandis to nominations by stockholders of candidates for the supervisory board or for auditors of the annual accounts. No reasons need be specified for the nomination. The management board need not make accessible the nomination also in those cases in which the nomination does not include the information pursuant to section 124 (3), fourth sentence, and section 125 (1), fifth sentence.”

Section 124 para. 3 clause 4 AktG:

“The nominations of candidates for the supervisory board or for auditors shall state their names, profession exercised, and places of residence.”

Section 1, para. 2, clause 3 of the COVID-19 Act:

“Motions or nominations by shareholders that are to be made available pursuant to Section 126 or Section 127 of the Stock Corporation Act shall be deemed to have been made at the meeting if the shareholder making the motion or nomination is duly legitimized and registered for the general meeting.”

Right to information pursuant to Section 131 (1) AktG and right to ask questions pursuant to Section 1 (2) Sentence 1 No. 3, Sentence 2 of the COVID-19 Act

Shareholders do not have the right to verbally request information from the Management Board in the virtual Annual General Meeting pursuant to Section 131 (1) and (4) AktG. However, duly registered shareholders have the right to ask questions by way of electronic communication pursuant to Section 1 (2) Sentence 1 No. 3 COVID-19 Act. The Management Board decides how to answer questions at its free discretion in line with its duties. Questions in foreign languages will not be considered.

The Management Board has decided, with the consent of the Supervisory Board pursuant to Section 1 (2) Sentence 2 of the COVID-19 Act, that any questions must be submitted electronically via the password-protected AGM portal at www.qbeyond.de/agm by no later than one day prior to the AGM, i.e. by the end of 10 May 2021, 24:00 hours (CEST). The "Questions" button is provided for this purpose in the AGM portal. Questions received later will not be considered.

Questions will be answered during the video and audio transmission of the virtual Annual General Meeting. For reasons of data protection, the answering of questions in the virtual Annual General Meeting will not include the name of the questioner in the case of natural persons. Frequently asked questions may be answered in advance on the Company's website.

The legal provisions underlying these shareholder rights are as follows:

Section 1 para. 2 clause 1 no. 3, clause 2 COVID-19 Act:

“The Management Board may decide to hold the general meeting as a virtual general meeting without the physical attendance of the shareholders or their authorized representatives, provided that

[...]

3. shareholders are granted a right to ask questions by way of electronic communication,

[...]

The Management Board shall use its dutiful discretion in deciding how to answer questions; it may also specify that questions must be submitted by electronic communication no later than one day before the meeting.”

Section 1 para. 6 COVID-19 Act:

“The decisions of the Management Board pursuant to paragraphs 1 to 5 require the approval of the Supervisory Board. In derogation of Section 108 para. 4 of the German Stock Corporation Act, the Supervisory Board may pass the resolution on approval in writing, by telephone or in a comparable manner without the members being physically present, irrespective of the provisions in the Articles of Association or the Rules of Procedure.”

Possibility to object electronically to a resolution of the Annual General Meeting pursuant to Section 1 (2) Sentence 1 No. 4 of the COVID-19 Act

Shareholders who have exercised their voting rights on one or more resolutions of the Annual General Meeting are given the opportunity to declare their objection to a resolution of the Annual General Meeting for the record of the notary public by means of electronic communication, waiving the requirement to appear at the Annual General Meeting. Such declarations may be made from the beginning of the Annual General Meeting until its closing by the Chairman of the Meeting exclusively via our password-protected AGM portal at

www.qbeyond.de/agm

The legal provisions underlying these shareholder rights are as follows:

Section 1 para. 2 no. 4 COVID-19 Act:

“The Management Board may decide to hold the general meeting as a virtual general meeting without the physical attendance of the shareholders or their authorized representatives, provided that

[...]

4. shareholders who have exercised their voting rights in accordance with No. 2 are, in derogation of Section 245 no. 1 of the German Stock Corporation Act, granted an opportunity to object to a resolution of the Annual General Meeting, waiving the requirement to appear at the meeting.”

Section 245 No. 1 AktG:

“The following shall have authority to bring an action for avoidance:

1. Any stockholder attending the general meeting, provided he has purchased the shares of stock already prior to the agenda having been published by notice and provided he raised an objection concerning the resolution and had it recorded in the minutes;

[...]”

Cologne, March 2021

q.beyond AG
The Management Board

This document is a convenience translation of the German original. In case of any discrepancy between the English and the German versions, the German version shall prevail.