

M.A.X. Automation AG

Düsseldorf

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Further information on the rights of shareholders in accordance with §§ 122 paragraph 2, 126 paragraphs 1, 127 and 131 paragraph 1 of the Stock Corporation Act

1. Requesting an amendment to the agenda (§ 122 paragraph 2 AktG)

Shareholders whose shares together comprise 5% of the share capital (this equates to 1,339,721 shares of M.A.X. Automation AG) or a total amount of €500,000 (this equates to 500,000 shares of M.A.X. Automation AG) can demand that items be placed on the agenda of the Annual General Meeting and be announced. Every new agenda item must be accompanied by an explanation or a draft resolution. Requests are to be sent to the Management Board of M.A.X. Automation AG and can also be sent to the address listed in the invitation to the Annual General Meeting. The deadline mentioned in the invitation must be observed.

Additional agenda items that are to be announced – assuming they were not already announced in the invitation – are to be published immediately in the electronic Federal Gazette and sent to the media for publication that can be assumed to publish this information throughout the entire European Union. The additional agenda items that are to be announced will also be published on M.A.X. Automation AG's website and shared with its shareholders.

The legal principles in which the rights of shareholders to demand an additional agenda item can be found for the most part in the following regulations of the Stock Corporation Act: § 122 (in association with § 142 paragraph 2, sentence 2); § 124 paragraph 1 (in association with § 121 paragraphs 4 and 4a); § 124a sentence 2; § 125 paragraph 1, sentence 3.

2. Rights of shareholders to make counter motions / Voting recommendations (§§ 126 paragraph 1, 127 AktG)

Every shareholder has the right to put forward counter motions to the items on the agenda. Such requests will be published on the website of M.A.X. Automation AG including the name of the shareholder, justification, and a statement by the Management Board and/or Supervisory Board provided the shareholder has submitted his proposal on a certain agenda item together with a justification on time to the company's address listed on the invitation to the Annual General Meeting, whereby the deadline mentioned in the invitation must be observed.

This shall also apply for voting suggestions from shareholders (§ 127 AktG), but without having to justify these.

M.A.X. Automation AG is not obligated to publish the justification given by the shareholder if it consists of more than 5,000 characters.

Publication of a motion (and analogously for election proposals) and its justification may be waived,

- If the Management Board of M.A.X. Automation AG would expose itself to criminal prosecution with such publication, or
- If the motion would entail a resolution of the Annual General Meeting contravening law or the corporate charter, or
- If the justification in its essential points obviously contains false or misleading statements or insults, or
- If a motion by a shareholder based on the same factual circumstances has already been made public to an Annual General Meeting of M.A.X. Automation AG under § 125 of the Stock Corporation Act, or
- If the same motion by the shareholder with essentially the same justification has already been made public within the last five years to at least two Annual General Meetings of and received less than 5 % of the votes of the registered capital represented, or
- If the shareholder announces that he will not participate in or be represented at the Annual General Meeting, or
- If the shareholder in the last two years at two Annual General Meetings has not made a motion, or had it made, which he had announced.

This shall apply analogously to election nominations. Election nominations in addition do not need to be published if they do not indicate the name, exercised profession and place of residence of the persons nominated for election to the Supervisory Board or, in the case of auditing firms, the firm name and registered address as well as if they do not indicate the memberships in other supervisory boards to be formed under law of the persons nominated for election to the Supervisory Board.

If a shareholder has made a nomination for election of Supervisory Board members and moved at the Annual General Meeting to elect the party he has nominated, then first a decision must be taken on that motion before the nomination of the Supervisory Board on the election of Supervisory Board members is decided, if prioritized adoption of a resolution is demanded by shareholder whose share collectively attain 10 % of the registered capital represented.

The statutory foundations in which the right of shareholders to countermotions and election nominations are regulated in detail are found, in particular, in the following regulations of the Stock Corporation Act: § 126; § 127 (in conjunction with § 124, par. 3, sentence 4 and § 125, par. 1, sentence 5); § 137.

3. Right of shareholders to information (§ 131, par. 1 AktG)

If demanded, every shareholder is to be given information by the Management Board at the Annual General Meeting about the affairs of M.A.X. Automation AG, provided it is required for an objective assessment of the item of the agenda. The information given must accord with the principles of conscientious and true accounting. The right to information may not be exercised if membership confidentiality obligations are breached or in any other way constituting an abuse of law.

The obligation to provide information shall also extend to the legal and commercial relations of M.A.X. Automation AG to an affiliated company. If any company avails itself of the simplifications provided in § 266, par. 1, sentence 3, § 276 or § 288 of the Commercial Code (HGB) then every shareholder may demand in the Annual General Meeting deliberating on the Annual Accounts that the Annual Accounts be submitted to him in the form which he would have without the application of these regulations. A parent company's management board's obligation to provide information (§ 290, par. 1 and 2 HGB) at the Annual General Meeting to which the consolidated annual accounts and the consolidated management report

are submitted, shall also extend to the conditions of the group and the companies included in the consolidated annual accounts.

The law allows the Management Board to refuse to provide the information

1. if providing the information is likely according to a reasonable commercial assessment of inflicting a non-negligible disadvantage on M.A.X. Automation AG or an affiliated company;
2. if it relates to taxation value estimates or the amount of specific taxes;
3. about the difference between the value at which items have been posted in the annual balance sheet and a higher value for such items, unless the Annual General Meeting is adopting the Annual Accounts;
4. about the accounting and evaluation methods where the indication of such methods in the Notes suffices to convey an image of the Company's asset, financial and income positions within the meaning of § 264, par. 2 HGB corresponding to factual conditions; this shall not apply if the Annual General Meeting is adopting the Annual Accounts;
5. if the Management Board would expose itself to criminal prosecution by providing the information;
6. if in the case of a banking institution or a financial services institution information on the accounting and evaluation methods applied as well as on clearing undertaken in the Annual Accounts, Management Report, consolidated annual accounts or consolidated management report does not need to be given;
7. if the information is available on the internet homepage of M.A.X. Automation AG for at least seven days prior to the beginning of the Annual General Meeting and constantly during the Annual General Meeting.

If a shareholder of M.A.X. Automation AG has been given information outside of the Annual General Meeting in his capacity as shareholder then, if demanded, it must be given to every other shareholder at the Annual General Meeting even if it is not required for objective assessment of an agenda item; nor may the Management Board refuse to provide information under numerals 1 through 4 above in such a case. This special right to information cited immediately above for information already given outside of the Annual General Meeting shall however not be applied if a subsidiary (§ 290, par. 1 and 2 HGB), a joint venture (§ 310, par. 1 HGB) or an associated company (§ 311, par. 1 HGB) provides this information to a parent company for the purpose of including the company in the parent company's consolidated annual accounts and the information is needed for that purpose.

If a shareholder is denied information although he has a claim to information then the shareholder may demand that his question and the reason for which the information was denied, is included in the minutes of the Annual General Meeting.

In case of breach of the right to information, the shareholder may at his motion enforce his claim to the information by way of a special information enforcement action before a court.

The statutory foundations in which the shareholders' right to information is regulated in detail can, in particular, be found in the following regulations: § 93, par. 1, sentence 3; § 131; § 132.

In supplement to this, § 16, par. 2, sentence 2 of the corporate statute authorizes the chair of the meeting to appropriately limit the shareholder's question and speaking right as to time allotted.