



**Annual General Meeting of secunet Security Networks AG on May 25,
2022**

(virtual Annual General Meeting)

Further Information on Shareholders' Rights

**(pursuant to Section 121 (3) sentence 3 no. 3 of the German Stock
Corporation Act (*AktG*))**

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

Shareholders whose shares correspond in aggregate to one twentieth of the share capital or to a proportionate amount of 500,000 euros of the share capital (corresponding to 500,000 shares) may request that items be included in the agenda and published, in accordance with Section 122 (2) *AktG*. A statement of grounds or a proposal for a resolution must be attached to every new item.

Pursuant to Section 122 (2) and (1) sentence 3 and 4 *AktG*, applicants must provide evidence that they have been holders of the shares for at least 90 days preceding the date of receipt of the request and that they will hold the shares until a decision on the motion has been made by the Board of Management, whereby Section 70 *AktG* is to be applied to the calculation of the period of ownership of the shares. The day of receipt is not included in this calculation. Rescheduling from a Sunday, Saturday or a public holiday to a preceding or subsequent business day is permissible. Sections 187 to 193 of the German Civil Code (***BGB***) shall have no corresponding application.

Requests for additions to the agenda must be received by the company in writing no later than the end of 24 April 2022 (24:00 hours (CEST)) at the address below. Requests for additions to the agenda received later will not be considered. Additions to the agenda that are to be published shall be announced immediately after receipt of the request for addition to the agenda in the German Federal Gazette (*Bundesanzeiger*) and in such media of which it can be assumed that they will disseminate the information throughout the European Union, unless they were announced with the convening notice.

secunet Security Networks AG
Management Board
Kurfürstenstraße 58
45138 Essen
Germany

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or in electronic form pursuant to Section 126a BGB via
e-mail: Hauptversammlung@secunet.com

Underlying provisions of the German Stock Corporation Act:

Section 122 (1) AktG

“The general meeting is to be convened wherever shareholders, 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 (2) AktG

“In like manner, shareholders 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 121 (7) AktG

“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.”

Section 70 AktG

“Where the exercise of rights attaching to the share of stock is contingent upon the shareholder 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

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ownership of a predecessor in title shall be attributed to the shareholder 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)."

B. Countermotions and election proposals by shareholders pursuant to Sections 126 (1), 127 AktG, § 1 (2) sentence 3 COVID-19 Act (as defined below)

Shareholders have the right to submit countermotions against proposals of the Management Board and/or the Supervisory Board on specific items of the agenda as well as to submit election proposals.

Countermotions and election proposals (together with any statement of grounds) are to be sent exclusively to the address below:

secunet Security Networks AG
AGM Organisation
Kurfürstenstraße 58
45138 Essen
Germany
Fax: +49-201-5454-1019
e-Mail: Hauptversammlung@secunet.com

Countermotions and election proposals received by the company at the above address no later than the end of 10 May 2022 (24:00 hours (CEST)) with proof of shareholder status will be made available including the name of the shareholder and in case of countermotions including the statement of grounds without undue delay after receipt on the company's website at www.secunet.com/ueber-uns/investoren/hauptversammlung subject to the further requirements of Sections 126, 127 AktG. Any statements from the Management will also be made available at the same internet address. Countermotions and election proposals addressed otherwise or countermotions and election proposals for which no proof of shareholder status of the applicant or proposer is provided and election proposals without the information specified in Section 124 (3) sentence 4 AktG or Section 125 (1) sentence 5 AktG will not be made available in advance.

The company may refuse to make a countermotion and its statement of grounds as well as an election proposals if one of the exceptions enumerated under Section 126 (2) AktG applies, e.g. if the countermotion would lead to a resolution of the Annual General Meeting that violates the law or the by-laws, or if the statement of grounds contains statements which are manifestly false or misleading in material respects or which are insulting. A statement of grounds to a countermotion does not need to be made available if the statement contains more than 5,000 characters in total.

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In accordance with Section 1 (2) sentence 3 of the Act on Measures in Company, Cooperative, Association, Foundation and Residential Property Law to Combat the Effects of the COVID-19 Pandemic of 27 March 2020, last amended by Article 15 of the Act on the Establishment of a Special Fund "Reconstruction Assistance 2021" and on the Temporary Suspension of the Obligation to File an Insolvency Application Due to Heavy Rainfall and Floods in July 2021 and on the Amendment of Other Acts of 10 September 2021 (**COVID-19 Act**) motions and election proposals by shareholders which are to be made available pursuant to Section 126 or Section 127 AktG shall be deemed to have been submitted at the virtual Annual General Meeting if the shareholder proposing the motion or submitting the election proposal is duly legitimized and registered for the Annual General Meeting. During the virtual Annual General Meeting itself, no countermotions may be proposed or election proposals submitted.

Underlying provisions of the German Stock Corporation Act and the Covid-19 Act:

Section 126 AktG

- (1) *"Motions by shareholders 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 shareholder, 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 shareholder has sent, at the latest fourteen (14) days prior to the date of the general meeting, a countermotion 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 countermotion is received shall not be included in calculating the period. In the case of companies listed on the stock exchange, the countermotion shall be made accessible via the company's website. Section 125 (3) shall apply mutatis mutandis.*
- (2) *A countermotion and its statement of grounds 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 countermotion 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 countermotion made by the shareholder 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 countermotion of the shareholder, citing essentially the same reasons, has been made accessible pursuant to section*

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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 countermotion at the general meeting;

- 6. If the shareholder indicates that he will not attend the general meeting and will not have a proxy represent him; or*
- 7. If, in the past two (2) years at two (2) general meetings, the shareholder has failed to propose or to have proposed a countermotion regarding which he has informed the company.*

The statement of grounds need not be made they amount to more than 5,000 characters in total.

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

Section 127 AktG

“Section 126 shall apply mutatis mutandis to election proposals by shareholders of candidates for the supervisory board or for auditors of the annual accounts. No reasons need be specified for the election proposal. The management board need not make accessible the election proposal also in those cases in which the election proposal does not include the information pursuant to section 124 (3), fourth sentence, and section 125 (1), fifth sentence. The management board is to supplement the election proposal by a shareholder of candidates for the supervisory board of companies listed on the stock exchange, to which the Employee Co-Determination Act (MitbestG), the Act on the Co-Determination by Employees in the Supervisory Boards and Management Boards of Mining Enterprises and Enterprises in the Iron- and Steel-Producing Industry (MontanMitbestG), or the Amending Act on Employee Co-Determination in the Iron- and Steel-Producing Industry (MontanMitbestGErgG) applies, by the following substantive content:

- 1. Indication of the requirements stipulated by Section 96 (2),*
- 2. Whether an objection has been raised against the fulfilment of the ratio by the supervisory board as a whole pursuant to section 96 (2), third sentence, and*
- 3. The number of seats on the supervisory board that must be filled, at a minimum, by women and men, respectively, in order to fulfil the requirement as to the minimum ratio pursuant to section 96 (2), first sentence.”*

Section 124 (3) sentence 4 AktG

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

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Section 125 (1) sentence 5 AktG

“In the case of companies listed on the stock exchange, information on the candidates’ membership in other supervisory boards mandated by the law is to be attached to any nomination of candidates for the supervisory board; information on their membership in comparable supervisory committees of business enterprises within Germany and abroad should be attached.”

Section 125 (3) AktG

“Each member of the supervisory board may demand that the management board send him the same notifications.”

Section 1 (2) sentence 3 COVID-19 Act

“Motions or election proposals by shareholders which are to be made available pursuant to Section 126 or Section 127 of the German Stock Corporation Act shall be deemed to have been submitted at the meeting if the shareholder proposing the motion or submitting the election proposal is duly legitimized and registered for the Annual General Meeting.”

C. Shareholders’ right to ask questions pursuant to Section 1 (2) sentence 1 no. 3, sentence 2 of the COVID-19 Act (right to information pursuant to Section 131 (1) AktG)

The right to information pursuant to Section 131 (1) AktG shall not apply in case of a virtual Annual General Meeting. Provided that shareholders have registered and provided proof of share ownership in due time, they have the right to ask questions by way of electronic communication pursuant to Section 1 (2) sentence 1 no. 3 COVID-19 Act. Pursuant to Section 1 (2) sentence 2 COVID-19 Act, the Management Board may stipulate that questions must be submitted no later than one day before the Annual General Meeting. The Management Board of secunet Security Networks AG has availed itself of this option with the approval of the Supervisory Board. Any questions must therefore be submitted no later than the end of May 23, 2022 (24:00 hours CEST) using the company’s AGM Portal accessible via the company’s website at www.secunet.com/ueber-uns/investoren/hauptversammlung. A button is provided for this purpose on the AGM Portal. No more questions may be submitted after the specified deadline. It is not possible to submit questions by any other means of communication.

In accordance with Section 1 (2) sentence 2 COVID-19 Act, the Management Board shall use its due and free discretion to decide how questions are to be answered at the virtual Annual General Meeting. According to the explanatory memorandum relating to Section 1 (2) sentence 2 COVID-19 Act, the management may, among other things, combine questions and their answers if this seems reasonable. In the context of answering the questions, it is planned to name the persons asking the questions unless they have expressly objected to being named.

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Underlying provisions of the Covid-19 Act:

Section 1 (1) and (2) sentence 1 and 2 COVID-19 AuswBekG

- (1) *“Decisions concerning the right of shareholders to participate in the general meeting by means of electronic communication in accordance with section 118 (1) sentence 2 of the German Stock Corporation Act (electronic participation), to exercise the right to cast their vote by means of electronic communication in accordance with section 118 (2) of the German Stock Corporation Act (postal vote), the participation of members of the supervisory board by means of audio and video transmission in accordance with section 118 (3) sentence 2 of the German Stock Corporation Act and provision for the general meeting to be broadcast by means of audio and video transmission in accordance with section 118 (4) of the German Stock Corporation Act may be taken by the company’s management board even without authority being granted therefor under the by-laws or rules of procedure.*
- (2) *The management board may decide that the general meeting is to be held in the form of a virtual general meeting without the need for shareholders or their authorised representatives to be physically present, provided that*
1. *the broadcast by means of audio and video transmission encompasses the entire general meeting,*
 2. *provision is made for shareholders to exercise their voting right by means of electronic communication (postal vote or electronic participation) and to grant a power of attorney,*
 3. *shareholders are given the opportunity to ask questions by means of electronic communication,*
 4. *shareholders who exercise their voting right in accordance with no. 2 are afforded the possibility of objecting to a resolution adopted by the general meeting by way of derogation from Section 245 no. 1 of the German Stock Corporation Act, the need to be physically present at the general meeting thus being waived.*

The management board decides at its duty-bound, free discretion how it wishes to respond to questions; it may also stipulate that questions must be submitted by means of electronic communication no later than one day prior to the meeting.”

D. Declaration of objections for the record pursuant to Section 1 (2) sentence 1 no. 4 of the COVID-19 Act

Duly registered shareholders who have exercised their voting rights via electronic communication or via the granting of power of attorney may, from the beginning of the Annual General Meeting until its end, declare their objection to resolutions of the Annual General Meeting by electronic means via the AGM Portal, which is accessible via the company’s website at

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www.secunet.com/ueber-uns/investoren/hauptversammlung, for the record of the notary (Section 1 (2) sentence 1 no. 4 COVID-19 Act). A button is provided for this purpose on the AGM Portal. If a shareholder objects to a resolution of the Annual General Meeting in this way, the requirement to appear at the Annual General Meeting under Section 245 no. 1 AktG is waived for the purpose of any challenge to the resolution.

Underlying provisions of the Covid-19 Act:

Section 1 (2) sentence 1 COVID-19 Act

“The management board may decide that the general meeting is to be held in the form of a virtual general meeting without the need for shareholders or their authorised representatives to be physically present, provided that

- 1. the broadcast by means of audio and video transmission encompasses the entire general meeting,*
- 2. provision is made for shareholders to exercise their voting right by means of electronic communication (postal vote or electronic participation) and to grant a power of attorney,*
- 3. shareholders are given the opportunity to ask questions by means of electronic communication,*
- 4. shareholders who exercise their voting right in accordance with no. 2 are afforded the possibility of objecting to a resolution adopted by the general meeting by way of derogation from Section 245 no. 1 of the German Stock Corporation Act, the need to be physically present at the general meeting thus being waived.”*

Please note: This is a translation of the German document on the information about the shareholders’ right for the Annual General Meeting of secunet Security Networks AG. Only the German version of this document is legally binding on secunet Security Networks AG. Every effort was made to ensure the accuracy of this translation, which is provided to shareholders for information purposes only. No warranty is made as to the accuracy of this translation and secunet Security Networks AG assumes no liability with respect thereto.