

**-Non-binding convenience translation of the original German language version-**

The *Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19 Pandemie* (Act on Measures in Company Law, Cooperative Law, Association Law, Foundation and Condominium Law to Combat the Effects of the COVID-19 Pandemic), which was implemented on March 28, 2020 and most recently amended with effect from February 28, 2021 by the *Gesetz zur weiteren Verkürzung des Restschuldbefreiungsverfahrens und zur Anpassung pandemiebedingter Vorschriften im Gesellschafts-, Genossenschafts-, Vereins- und Stiftungsrecht sowie im Miet- und Pachtrecht* (Act on the Further Reduction of the Discharge of Residual Debt Process and on the Amendment of Pandemic-Related Provisions in Company Law, Cooperative Law, Association Law, Foundation and Condominium Law as well as in Tenancy and Lease Law = COVID-19 Act) of December 22, 2020, makes it possible to hold Annual General Meetings in 2021 as well without the shareholders or their proxies being present in person (virtual Annual General Meeting). In view of the COVID-19 pandemic, which will continue for the foreseeable future, the rules of conduct adopted by the State of Baden-Württemberg in response to this and the aim of avoiding any risk to the health of shareholders, internal and external employees and members of the company's Executive and Supervisory Boards, the Executive Board of VARTA AKTIENGESELLSCHAFT has decided, with the approval of the Supervisory Board, to make use of the option of a virtual Annual General Meeting.

**VARTA AKTIENGESELLSCHAFT  
Ellwangen (Jagst)**

ISIN DE000A0TGJ55  
Security identification number A0TGJ5

**Invitation to the Annual General Meeting**

We hereby invite the shareholders of our company to the Annual General Meeting taking place on

**Thursday, June 17, 2021, 11:00 o'clock (CEST)** (= 9:00 o'clock UTC (coordinated universal time)),

which will be held as a **virtual Annual General Meeting without** shareholders or their proxies being **present in person**.

The Annual General Meeting shall take place in the premises of VARTA AKTIENGESELLSCHAFT, VARTA-Platz 1, 73479 Ellwangen, Germany, and will be transmitted to shareholders, who have registered for the Annual General Meeting in due form and time and have provided evidence of their shareholding, or their proxies, in full length by audiovisual means via a password protected Internet service at <https://www.varta-ag.com/annual-general-meeting>. The access details for the password protected Internet service will be sent to shareholders with the access card ("AGM ticket") once the shareholder has registered as required and provided evidence of their shareholding.

Shareholders and their proxies (with the exception of proxies nominated by the company) are not entitled to attend the Annual General Meeting in person.

Shareholders and their proxies are asked to observe the special instructions for participating in the virtual Annual General Meeting by following the audiovisual transmission of the Annual General Meeting and for exercising their voting rights (no electronic participation) and for the rights of shareholders in section III.

**I. Agenda**

- 1. Presentation of the formally accepted annual financial statements and the approved consolidated financial statements for fiscal year 2020 with the combined management report for VARTA AKTIENGESELLSCHAFT and the VARTA Group, the report of the Supervisory Board and the explanatory report of the Executive Board on the disclosures in accordance with Sections 289a (1), 315a (1) of the HGB (German Commercial Code)**

The Supervisory Board approved the annual financial statements and the consolidated financial statements prepared by the Executive Board on March 30, 2021. Thus, the annual financial statements have been determined in accordance with Section 172 of the AktG (German Stock Corporation Act). Therefore, agenda item 1 does not require a resolution by the Annual General Meeting. The documents relating to agenda item 1 will be available on the Company's website at

<https://www.varta-ag.com/annual-general-meeting/> from the day on which the Annual General Meeting is convened and during the Annual General Meeting. They will also be explained in more detail during the Annual General Meeting.

## **2. Resolution on the appropriation of the net profit**

The Executive Board and the Supervisory Board propose that the net profit of VARTA AKTIENGESELLSCHAFT for fiscal year 2020 amounting to € 139,431,752.99 shall be appropriated as follows:

Distribution of a dividend of € 2.48 per share entitled to dividends totaling	€ 100,245,781.28
Balance brought forward to the new account	€ 39,185,971.71

The number of shares entitled to dividends on which the above proposed resolution is based may change up to the Annual General Meeting. In this case, an amended proposal for the appropriation of profit will be submitted to the Annual General Meeting, which provides for an unchanged dividend of € 2.48 per share entitled to dividends and a corresponding change to the profit brought forward.

The claim to payment of the dividend is due on June 22, 2021.

## **3. Resolution on the discharge of the Executive Board for fiscal year 2020**

The Executive Board and the Supervisory Board propose that the members of the Executive Board be granted discharge for fiscal year 2020.

## **4. Resolution on the discharge of the Supervisory Board for fiscal year 2020**

The Executive Board and the Supervisory Board propose that the members of the Supervisory Board be granted discharge for fiscal year 2020.

## **5. Resolution on the appointment of the auditor of the annual financial statements and the auditor of the consolidated financial statements for fiscal year 2021 and of the auditor for the review of the half-year financial report**

The Supervisory Board proposes, on the basis of a correspondingly justified recommendation of the Audit Committee, that KPMG AG Wirtschaftsprüfungsgesellschaft, Stuttgart, be appointed as auditor of the annual financial statements of VARTA AKTIENGESELLSCHAFT and the consolidated financial statements for fiscal year 2021 as well as for the review of the condensed financial statements and interim management report of the half-year financial report for fiscal year 2021, insofar as it is subjected to such a review.

Before submitting its recommendation to the Supervisory Board, the Audit Committee obtained a declaration by KPMG AG Wirtschaftsprüfungsgesellschaft on its independence in which ongoing other services (non-audit services) that have already been rendered to the company and the Group companies included in the consolidated annual financial statements by KPMG in fiscal year 2021 or have been contractually agreed for fiscal year 2021 are taken into account in their nature and extent.

## **6. Resolution on the approval of the system for the remuneration of Executive Board members**

The Act on the Implementation of the second Shareholders' Rights Directive (ARUG II) resulted in the introduction of the new Section 120a AktG with effect from January 1, 2020. Section 120a (1) AktG stipulates that the Annual General Meeting of listed companies must resolve on the approval of the remuneration system for the Executive Board members presented by the Supervisory Board whenever there is any significant change but at least every four years. According to the law, the resolution on the remuneration system must take place no later than the 2021 ordinary Annual General Meeting.

The Supervisory Board resolved on a remuneration system for the Executive Board members in accordance with Section 87a (1) AktG based on a proposal by its HR Committee on April 13, 2021.

The remuneration system for the Executive Board members is presented below Section II under Point II. 1 and is available on the company's website at

<https://www.varta-ag.com/annual-general-meeting>

The Supervisory Board proposes resolving that

the remuneration system for the Executive Board members resolved on by the Supervisory Board and reproduced below in Section II under Point II. 1 be approved.

## **7. Elections to the Supervisory Board**

Pursuant to Section 96 (1) last alternative and Section 101 (1) AktG, the Supervisory Board of the Company is composed exclusively of members to be elected by the Annual General Meeting and consists of six members pursuant to Section 95 sentence AktG and Art. 9 (1) of the Articles of Association.

The periods in office of the Supervisory Board members Dr. Dr. Michael Tojner, Dipl.-Ing. Frank Dieter Maier, Dr. Harald Sommerer, Sven Quandt, Dr. Michael Pistauer and Dr. Georg Blumauer will end in each case at the end of this Annual General Meeting, meaning that new elections are required. Dipl.-Ing. Frank Dieter Maier and Dr. Georg Blumauer are not available for another period in office. The other Supervisory Board members are to be proposed to the Annual General Meeting for re-election. Mr. Martin Ohneberg and Prof. Dr. Werner Tillmetz are to be elected as new members of the Supervisory Board.

On the basis of a recommendation by its HR Committee, the Supervisory Board will propose that the following persons be elected to the Supervisory Board as Supervisory Board members by means of individual election with effect from the end of this Annual General Meeting to the end of the Annual General Meeting that decides on discharge for fiscal year 2025:

- 7.1 Dr. Dr. Michael Tojner, residing in Vienna, Austria, Chairman of the Board of Directors of Montana Tech Components AG and entrepreneur,
- 7.2 Dr. Harald Sommerer, residing in Vienna, Austria, entrepreneur,
- 7.3 Mr. Sven Quandt, residing in Frankfurt, Germany, Managing Director of X-raid GmbH and entrepreneur,
- 7.4 Mr. Martin Ohneberg, residing in Vienna, Austria, Managing Partner of HENN Industrial Group GmbH & Co. KG and entrepreneur,
- 7.5 Prof. Dr. Werner Tillmetz, residing in Lindau, Germany, university professor (retired),
- 7.6 Dr. Michael Pistauer, residing in Vienna, Austria, Chief Financial Officer of Montana Aerospace AG and entrepreneur.

Dr. Harald Sommerer has particular expertise in the areas of accounting and auditing within the meaning of Section 100 (5) AktG.

The CVs of the candidates including the disclosures in accordance with Section 125 (1) sentence 5 AktG and the Recommendation C.13 of the German Corporate Governance Code can be found below in Section II. under Point II. 2. This information is also published under [www.varta-ag.com/investoren/annual-general-meeting](http://www.varta-ag.com/investoren/annual-general-meeting) and will also be accessible there during the Annual General Meeting.

## **8. Resolution on approving the draft of the profit transfer agreement between VARTA AKTIENGESELLSCHAFT and VARTA Micro Production GmbH**

VARTA AKTIENGESELLSCHAFT directly holds all the shares in VARTA Micro Production GmbH, Nördlingen.

Conclusion of an effective, executed profit transfer agreement is a precondition for the establishment of a tax group for corporation and trade tax purposes. These income tax groups ensure that the companies included in the tax group are taxed jointly. This means that the positive and negative results of VARTA AKTIENGESELLSCHAFT and VARTA Micro Production GmbH can be netted off simultaneously and losses can be offset for tax purposes in the Group.

The profit transfer agreement will only come into effect once it has been signed by VARTA AKTIENGESELLSCHAFT and VARTA Micro Production GmbH, approved by the Annual General Meeting of VARTA AKTIENGESELLSCHAFT, approved by

the Shareholders' Meeting of VARTA Micro Production GmbH and subsequently recorded in the Commercial Register of VARTA Micro Production GmbH.

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

The conclusion of the draft profit transfer agreement between VARTA AKTIENGESELLSCHAFT as the controlling company and VARTA Micro Production GmbH as a controlled company is approved.

The draft of the profit transfer agreement reads as follows:

### **PROFIT TRANSFER AGREEMENT**

between

VARTA AKTIENGESELLSCHAFT,  
VARTA-Platz 1,  
73479 Ellwangen (Jagst), Germany

and

VARTA Micro Production GmbH,  
Nürnberger Str. 64-65,  
86720 Nördlingen, Germany

### **PRELIMINARY REMARKS**

- A. The joint stock company operating under the name VARTA AKTIENGESELLSCHAFT headquartered in Ellwangen (Jagst) is registered in the Commercial Register of the Ulm District Court under HRB 728059 (hereinafter "**controlling company**").
- B. The limited liability company operating under the name VARTA Micro Production GmbH headquartered in Nördlingen is registered in the Commercial Register of the Augsburg District Court under HRB 32477 (hereinafter "**controlled company**").
- C. The controlling company holds all the shares in the controlled company, which have a total nominal amount of € 100,000.00. This equates to the total voting share capital of the controlled company (financial inclusion).
- D. A tax group relationship within the meaning of Section 14 of the German Corporation Tax Act (KStG) is to be established between the controlling company and the controlled company through this profit transfer agreement. On this basis, the parties agree the following:

#### **1. Profit transfer**

- 1.1 The controlled company undertakes to transfer its entire profit, i.e. subject to the regulation in paragraph 2, the entire net profit for the year arising without the profit transfer, reduced by any possible loss carried forward from the previous year, by the amount that has to be transferred by law to the legal reserve and by the amount that is blocked from distribution by Section 268 (8) of the German Commercial Code (HGB) to the controlling company. The provisions of Section 301 AktG, as amended, shall apply accordingly.
- 1.2 The controlled company can, subject to approval by the controlling company, transfer amounts from the net profit for the year to revenue reserves (Section 272 (3) HGB) with the exception of the legal reserve only in so far as this is permissible under the German Commercial Code and is economically justified on the basis of reasonable commercial judgment.
- 1.3 Other revenue reserves created during the term of this agreement in accordance with Section 272 (3) HGB are – if legally permissible – to be released at the request of the controlling company and transferred as profit. Other reserves and amounts from the release of profits carried forward and revenue reserves that were created or resulted from profits, which were generated before the fiscal year in which this agreement came into effect, may not be transferred to the controlling company as profit. The same is true for amounts from the release of capital reserves within the meaning of Section 272 (2) HGB, whether these capital reserves were created prior to or during the term of this agreement.

1.4 The claim to profit being transferred will arise at the end of the controlled company's fiscal year. It will be due with value at this time.

## **2. Assumption of losses**

The provisions of Section 302 AktG, as amended, shall apply accordingly.

## **3. Preparation of the annual financial statements**

3.1 The annual financial statements of the controlled company must be presented to the controlling company for perusal, auditing and reconciliation before being adopted.

3.2 The controlled company's annual financial statements must be prepared and adopted before the controlling company's annual financial statements.

3.3 If the fiscal year of the controlled company ends at the same time as the fiscal year of the controlling company, the results of the controlled company being transferred must nevertheless be taken into account in the annual financial statements of the controlling company for the same fiscal year.

## **4. Duration and termination of the agreement**

4.1 The effectiveness of the agreement is subject to

- (a) approval by the controlling company's Annual General Meeting
- (b) approval by the controlled company's Shareholders' Meeting
- (c) registration in the controlled company's Commercial Register.

The agreement shall apply retroactively from the beginning of the controlled company's current fiscal year at the time this agreement was registered in the Commercial Register.

4.2 The agreement is concluded for a period of five years full years ("minimum term"). The minimum term shall start at the beginning of the controlled company's current fiscal year at the time this agreement is recorded in the Commercial Register, for which the legal consequences of Section 14 (1) sentence 1 KStG shall occur for the first time. If the minimum term of five full years ends while the controlled company's fiscal year is ongoing, the minimum term will be extended until the end of this fiscal year. Unless the agreement is terminated by one of the parties three months before it expires, it will be extended by a further year in each case.

4.3 The parties are entitled to terminate the agreement for good cause, in particular,

- (a) if, because shares have been sold or for other reasons, the preconditions for the controlled company being included financially in the controlling company for the purposes of tax legislation no longer apply once the respective measure has been completed;
- (b) if the controlling company transfers the participation in the controlled company to another company;
- (c) if the controlling company or the controlled company is merged, split or liquidated; or
- (d) if there is good cause within the meaning of 14.5 (6) of the German corporation tax guidelines from 2015 (or a corresponding provision) or another recognized good cause for income tax legislation purposes at the time the agreement is terminated.

4.4 If the effectiveness of this agreement or its proper execution is not recognized for tax purposes or not recognized in full, the parties agree that the minimum term will not begin in each case until the first day of the controlled company's fiscal year for which recognition of its effectiveness for tax purposes or its proper execution is granted for the first time or confirmed for the first time after being withdrawn.

4.5 If the agreement ends, the controlling company must furnish the creditors of the controlled company with collateral in accordance with Section 303 AktG, as amended.

## **5. Concluding provisions**

5.1 In accordance with Section 295 AktG, amendments to this agreement require approval from the controlling company's Annual General Meeting and from the controlled company's Shareholders' Meeting. Approval by the controlled company must be unanimous and must be registered in the controlled company's Commercial Register.

- 5.2 Amendments and addenda to this agreement must be made in writing unless certification by a notary is stipulated. This will also apply to any revocation of this requirement for amendments and addenda to be made in writing.
- 5.3 Should a provision of this agreement be or become ineffective, impracticable or unenforceable in whole or in part or should there be a gap in the agreement, the effectiveness and enforceability of the remaining provisions of this agreement will not be affected by this. The parties undertake to agree an effective, practicable and enforceable provision in the place of the ineffective, impracticable, unenforceable or missing provision that comes closest to the economic purpose pursued by the parties.
- 5.4 When interpreting individual provisions of this agreement, the requirements of Sections 14 and 17 KStG, as amended, or any corresponding follow-up regulations must be observed. If individual provisions of this agreement conflict with Section 2 of this agreement, Section 2 of this agreement will take precedence over those provisions.

### **Accessible documents relating to agenda item 8**

The following documents are available on the VARTA AKTIENGESELLSCHAFT website at <https://www.varta-ag.com/annual-general-meeting> from the date on which the Annual General Meeting is convened:

- Draft of the profit transfer agreement between VARTA AKTIENGESELLSCHAFT and VARTA Micro Production GmbH;
- Annual and consolidated annual financial statements and management reports for VARTA AKTIENGESELLSCHAFT and for the Group for the fiscal years 2018, 2019, 2020;
- Annual financial statements of VARTA Micro Production GmbH for the short fiscal year 2018 and the fiscal years 2019, 2020;
- Joint report by the Executive Board of VARTA AKTIENGESELLSCHAFT and the management of VARTA Micro Production GmbH on the profit transfer agreement pursuant to Section 293a AktG.

## **II. Further details relating to the items on the agenda**

### **1. VARTA AKTIENGESELLSCHAFT Remuneration System (agenda item 6)**

#### **I. Principles of the remuneration system**

VARTA AKTIENGESELLSCHAFT's remuneration system for the Executive Board contributes to the promotion of the business strategy and the long-term development of the company. It is intended to create incentives for a long-term business strategy focused on achieving lasting value, while at the same time avoiding taking disproportionate risks and encouraging innovation. The structure of the remuneration system is therefore suitable for motivating the members of the Executive Board to pursue and reach the company's strategic goals, namely its sustainable growth.

The new remuneration system is simple, clear and comprehensible, enabling us to provide the Executive Board members with a competitive remuneration package that is in line with market conditions, implements regulatory requirements and promotes the sustainable management of the Executive Board. The newly created system gives the Supervisory Board the necessary freedom to react to organizational changes and to take into account changes in the economic environment as well as in the market situation in the specific structuring of Executive Board remuneration.

#### **II. Procedures for determining, implementing and reviewing the remuneration system**

The Executive Board remuneration system is determined by the Supervisory Board in accordance with the legal requirements pursuant to Sections 87 (1) and 87a (1) of the German Stock Corporation Act (AktG). The Supervisory Board is supported by its HR Committee. This Committee develops recommendations for the Executive Board remuneration system, taking into account the guidelines outlined in Section III. and the recommendations of the current version of the

German Corporate Governance Code ("DCGK"), which are discussed in detail by the Supervisory Board in the course of its decision-making.

If necessary, external remuneration consultants may be called in by the Supervisory Board or the HR Committee, which are replaced from time to time. When appointing them, attention is paid to their independence from the Executive Board and from the company. The applicable regulations of the German Stock Corporation Act (AktG) and the German Corporate Governance Code (DCGK) as well as the rules of procedure of the Supervisory Board on handling conflicts of interest in the Supervisory Board are also observed in the process of determining, implementing and reviewing the remuneration system.

The remuneration system adopted by the Supervisory Board is submitted to the Annual General Meeting for approval. If the Annual General Meeting does not approve the remuneration system put to a vote, a revised remuneration system is submitted for approval at the latest at the following ordinary general meeting in accordance with Section 120a (3) AktG.

The HR Committee prepares the periodic review of the system for remunerating Executive Board members by the Supervisory Board. Where necessary, it recommends changes to the system to the Supervisory Board. Whenever there is a significant change to the remuneration system, but at least every four years, the remuneration system is submitted to the Annual General Meeting for approval in accordance with Section 120a (1) sentence 1 AktG.

### **III. Determination of the specific target total remuneration**

The Supervisory Board determines the amount of the target total remuneration for each individual Executive Board member after preparation by the HR Committee in accordance with the remuneration system. The target total remuneration for each Executive Board member is the sum of the fixed remuneration including fringe benefits, the Short-Term Incentive ("STI") for 100% target achievement and the Long-Term Incentive ("LTI") for 100% target achievement.

In addition to being commensurate with the tasks and performance of the members of the Executive Board, in particular the company's economic situation, the market environment and the company's success and future prospects are taken into account. The Supervisory Board places particular importance on ensuring that the target total remuneration is in line with the market. According to the legislator's explanatory memorandum, conformity with the market is to be assessed on the basis of the following parameters:

#### **1. Horizontal (external) comparison**

Remuneration data of German companies listed in the MDAX and SDAX are used to assess the market conformity of the target total remuneration. This horizontal market comparison takes into account the market position, including the size and complexity of the company with special reference to the company's classification in the aforementioned peer group.

#### **2. Vertical (internal) comparison**

In addition, the development of Executive Board remuneration in relation to the remuneration of the company's workforce is taken into account in an internal (vertical) comparison. The ratio of Executive Board remuneration to the remuneration of senior management and the wider workforce is compared. The Supervisory Board specifically differentiates senior management for this purpose. The wider workforce is made up of employees in Germany who are and who are not covered by collective bargaining agreements.

#### **3. Differentiation between the members of the Executive Board**

The remuneration system allows the Supervisory Board to differentiate the specific target total remuneration. The target total remuneration is determined with particular regard to the function of the individual member of the Executive Board. Here, above all, function-specific differentiation is carried out. In particular, the Chairman of the Executive Board receives a higher overall remuneration than the other Executive Board members when this is determined. When a

member of the Executive Board is appointed for the first time, a lower total remuneration or a reduction of remuneration components may be determined for their first term of office.

#### **4. Maximum limits of the remuneration**

The maximum total remuneration of each Executive Board member is derived by the Supervisory Board on the basis of the target total remuneration. The maximum annual total remuneration of a member of the Executive Board is the upper limit in terms of amount and therefore the actual maximum accrual, taking into account the fixed remuneration (including fringe benefits), the STI and the LTI. The maximum total remuneration for the Chairman of the Executive Board is € 7.3 million. The maximum total remuneration for the other members of the Executive Board is € 2.0 million.

#### **5. Overview of the components and structure of the target total remuneration**

The remuneration system generally provides for fixed non-performance-related and variable performance-related remuneration components.

- The fixed non-performance-related remuneration components comprise the annual fixed salary and fringe benefits.
- The variable performance-related remuneration components include a short-term remuneration component (STI) and long-term remuneration components (LTI).

At the beginning of each fiscal year, the Supervisory Board sets target criteria for the variable remuneration components on the basis of the strategic goals, the requirements of Sections 87 and 87a AktG and the current version of the German Corporate Governance Code, the level of attainment of which determines the amount actually paid out.

The annual fixed salary for the Chairman of the Executive Board including fringe benefits is approximately 36%, the STI is approximately 32% and the LTI is approximately 32% of the target total remuneration. The annual fixed salary for the other members of the Executive Board including fringe benefits is approximately 53%, the STI is approximately 23.5% and the LTI is approximately 23.5% of the target total remuneration. No pension commitments have been made.

### **IV. Details of remuneration components**

#### **1. Annual fixed salary**

Each member of the Executive Board receives a fixed gross remuneration. It is paid in twelve equal monthly installments.

#### **2. Fringe benefits**

Each member of the Executive Board also receives fringe benefits. These include

- the contribution to private pension insurance,
- accident insurance,
- legal expenses insurance,
- the provision of a company car that may also be used privately as well as
- health and long-term care insurance contributions in application of Section 257 of Book Five of the German Social Code (SGB V) and Section 61 of Book Eleven of the German Social Code (SGB XI).

#### **3. Short-Term Incentive**

The STI is dependent on the company's business performance in the past fiscal year. To this end, the Supervisory Board sets targets for certain key performance indicators at the beginning of each fiscal year. Up to two financial targets are



set. The company's key performance indicators can be EBITDA, ROCE, turnover, free cash flow, working capital or net financial debt.

The Supervisory Board sets up to five individual non-financial targets for each Executive Board member at the beginning of a fiscal year. The individual targets are designed to promote the company's long-lasting success, the interests of shareholders and employees, environmental and social responsibility or the company's compliance culture. The individual targets take into account the sustainable and long-term development of the company within the meaning of Section 87 (1) sentence 2 AktG. Individual targets may include, in particular, aspects relating to the environment, social issues, employee development, governance/compliance, implementation of reorganization or efficiency improvement projects as well as specific operational and/or strategic objectives that are crucial to the company's long-term and sustainable development.

The weighting of the targets is determined by the Supervisory Board together with the targets at the beginning of the fiscal year. Financial targets are weighted by the Supervisory Board at 50% to 90%. Individual goals account for between 10% and 50% of the overall target. The STI is determined by the level of target attainment in a range from 0% to 200%. This structuring of the remuneration system allows the Supervisory Board to react to individual developments and to flexibly adjust the key indicators and their weighting.

The performance criteria are intended to incentivize the Executive Board members to create value and to achieve or exceed the economic targets. The Supervisory Board has the opportunity to positively influence the business strategy and the company's development by setting individual targets. Here, it can take an ad hoc/departmental approach and do the independent management of the respective department justice.

The company's Supervisory Board determines the target attainment and the resulting STI amount by no later than the end of the calendar month following the adoption of the audited consolidated financial statements. Insofar as the company's Supervisory Board has room for interpretation when determining the targets, it shall be at its reasonable discretion. The STI amount is due for payment at the end of the month following the adoption of the audited financial statements.

#### **4. Long-Term Incentive**

The target attainment of the LTI is determined according to the rules applicable to the STI. The LTI target amount (100%) is determined specifically for the Chairman of the Executive Board and for each of the other members of the Executive Board. The LTI is determined by the level of target attainment in a range from 0% to 200%.

To ensure that the Executive Board's activities are focused on a long-term, sustainable commitment to the company, the Executive Board member must invest the LTI amount in company shares, which are subject to a four-year minimum holding period. The shares are purchased by an external service provider within a defined period after settlement and provision of the amount in a blocked security deposit in compliance with the respective applicable legal provisions, in particular the provisions on insider dealing (Art. 7 et seq. of the EU Market Abuse Regulation (MAR)) and managers' transactions (Art. 19 Market Abuse Regulation). In this way, the company's sustainable growth can be promoted and incentives can be provided for lasting value creation.

Once the respective holding periods have expired, the Executive Board member can freely dispose of the respective shares - in compliance with the insider dealing regulations.

If a member of the Executive Board resigns at the request of the Supervisory Board for reasons unrelated to the conduct of the Executive Board member or the Executive Board member himself or herself, all outstanding LTI tranches will be paid out as normal at the end of the scheduled performance period. The same applies if a member of the Executive Board resigns from the Executive Board for other reasons for which they are not responsible (e.g. due expiry or mutually agreed termination of the employment contract or other contractually recognized reasons for leaving). This also includes early retirement as well as the rejection of a re-appointment offer by the Executive Board member.

In the event that the company terminates the employment relationship with a member of the Executive Board for good cause or a member of the Executive Board terminates their employment relationship without cause ("bad leaver"), provision may be made for the forfeiture of all outstanding LTI awards that have not completed the four-year performance period.

## **5. Other remuneration-related regulations provisions**

### **a. Malus and clawback provisions**

The Supervisory Board has the option of withholding or reclaiming the short-term and long-term variable remuneration in the event of a serious breach of duty.

In cases of gross negligence or intentional breach of the duties of care of a diligent and conscientious manager pursuant to Section 93 (1) AktG by a member of the Executive Board, the company is in particular entitled to demand the full or partial return of paid variable remuneration components (STI and/or LTI) from the Executive Board member for the respective assessment period in which the breach of duty occurred, or to withhold such components if they have not yet been paid.

If the variable remuneration components linked to the attainment of certain targets were wrongly paid out on the basis of incorrect data, the company is entitled to reclaim the difference resulting from the recalculation of the amount of the variable remuneration compared to the payment made, provided that this amount exceeds 10%. The company must demonstrate that the remuneration calculation was wrong due to incorrect data and that the variable remuneration was too high as a result. The possibility of recovery also exists if the office or the employment relationship with the Executive Board member has already ended at the time of the recovery. Claims for damages against the Executive Board member remain unaffected and can be asserted independently.

### **b. Term and termination options**

When appointing members of the Executive Board and when determining the term of Executive Board contracts, the Supervisory Board observes the provisions of Section 84 AktG and the recommendations of the German Corporate Governance Code. The term of appointment and the term of the service contract for a first-time appointment to the Executive Board shall generally be three years. In case of reappointment or extension of the service contract, the maximum duration of the service contract is five years.

The service contracts can only be terminated without notice for good cause. If a member of the Executive Board becomes permanently incapacitated during the term of the service contract, the company may terminate the service contract with one month's notice effective at the end of the quarter.

In the event of the permanent occupational disability of a member of the Executive Board, the company is entitled to terminate the service contract with one month's notice effective at the end of the quarter. In the event of the death of the Executive Board member during the term of the service contract, their widow(er), or alternatively the eligible children, shall be entitled to continued payment of the salary for the month of death and the two following months. In this case, claims to variable remuneration in the current assessment period will be settled and paid (pro rata) at the end of service with a target attainment of 100%.

In the event of early termination of service on the Executive Board without good cause, any payments to be agreed upon for the member of the Executive Board, including fringe benefits, may not exceed the value of two years' remuneration (severance payment cap) or the value of the remuneration for the remaining term of the service contract. For the calculation of the severance payment cap, the total remuneration of the past fiscal year and, if applicable, also the expected total remuneration for the current fiscal year shall be taken into account.

The remuneration system does not provide for special regulations in the event of a change of control or promises of termination compensation.

A post-contractual non-competition clause is agreed with each member of the Executive Board for a period of two years. For this period, a waiting allowance in the amount of 50% of the last fixed salary received as well as the STI in the case of a target attainment of 100% is granted annually. Any severance payment shall be credited against the waiting allowance.

### c. Extraordinary events and developments

At the suggestion of the HR Committee, the Supervisory Board may, in exceptional cases, temporarily deviate from the components of the Executive Board remuneration system if this is appropriate and necessary to maintain the incentive effect of the Executive Board member's remuneration in the interests of the long-term welfare of the company, the Executive Board member's remuneration continues to be geared to the long-term and sustainable development of the company and the company's financial performance is maintained. Exceptional developments include, for example, extraordinary and far-reaching changes in the economic situation (for example, due to a severe economic or corporate crisis) that render the original target criteria and/or financial incentives of the remuneration system obsolete, provided that these or their actual effects could not have been foreseen. Generally unfavorable market developments are not considered exceptional developments.

The components of the remuneration system that can be derogated from are the procedure, the rules on the remuneration structure and amount as well as the individual remuneration components. If an adjustment of the existing remuneration components is insufficient to restore the incentive effect of the remuneration of the Executive Board member, the Supervisory Board has the right to temporarily grant additional remuneration components in case of extraordinary developments under the same conditions.

A deviation from or addition to the remuneration components is only possible through a corresponding Supervisory Board resolution on the prior recommendation of the HR Committee, which determines the exceptional circumstances and the need for a deviation or addition.

## 2. Curricula vitae of candidates for election to the Supervisory Board including the disclosures pursuant to Section 125 (1) sentence 5 AktG and Clause C.13 of the German Corporate Governance Code (agenda item 7)

### 2.1 Dr. Dr. Michael Tojner

**Name:** Dr. Dr. Michael Tojner

**Occupation:** Chairman of the Board of Directors of Montana Tech Components AG and entrepreneur

**Place of residence:** Vienna

**Year of birth:** 1966

**Nationality:** Austrian

#### Professional background:

Since 2006	CEO and majority owner, Montana Tech Components AG, Switzerland, including various functions in Group companies
Since 1998	Managing owner of WertInvest Beteiligungsverwaltungs GmbH, Austria, including various functions in Group companies
Since 1998	Managing owner of Global Equity Partners Beteiligungs-Management GmbH, Austria, including various functions in Group companies
Since 1990	Managing owner of Michael Tojner Industriebeteiligungs und -beratungs GmbH, Austria

#### Education:

2002	Executive Program, Harvard Business School, USA
2001	Executive Program, Stanford University, USA
1991	Doctorate (Dr. iur.). University of Vienna, Austria
1990	Doctorate (Dr. rer. soc. oec.), Vienna University of Economics and Business Administration, Austria

**Membership in other statutory supervisory boards:**

None

**Membership in comparable domestic or foreign supervisory bodies of commercial enterprises:**

Montana Tech Components AG, Switzerland (Chairman of the Board of Directors)  
 Montana Aerospace AG, Switzerland (Co-Chairman of the Board of Directors)  
 Montana AS Beteiligungs Holding AG, Switzerland (Chairman of the Board of Directors)  
 Dorotheum GmbH, Austria (member of the Supervisory Board)

**Other significant secondary businesses:**

Vienna University of Economics and Business Administration, Austria (university lecturer)  
 Federation of Austrian Industries, Vienna, Austria (member of the Executive Board)

**Disclosures pursuant to Recommendation C.13 of the German Corporate Governance Code (DCGK):**

Dr. Dr. Tojner is the Chairman of the Board of Directors and majority owner of Montana Tech Components AG, which currently indirectly holds around 55.5% of the voting rights in the company and is thus himself an indirect shareholder with a controlling interest in the company. He maintains indirect business relationships with VARTA AKTIENGESELLSCHAFT and with the VARTA AKTIENGESELLSCHAFT Group, which consist among others of a services agreement between Montana Tech Components GmbH and VARTA AG as well as a tenancy agreement between WertInvest Ellwangen Immobilien GmbH and VARTA Microbattery GmbH.

**2.2 Dr. Harald Sommerer**

**Name:** Dr. Harald Sommerer

**Occupation:** Entrepreneur

**Place of residence:** Vienna

**Year of birth:** 1967

**Nationality:** Austrian

**Professional background:**

Since 2013	Entrepreneur in Vienna, Austria
2010-2013	Chairman of the Executive Board of Zumtobel AG**, Austria
1997-2010	AT&S Austria Technologie & Systemtechnik AG**, Austria:
2005-2010	Chairman of the Executive Board
1997-2005	CFO
1991-1995	Creditanstalt Bankverein, Austria

**Education:**

1995-1997	Master of Management / MBA, J. L. Kellogg Graduate School of Management Northwestern University Evanston, Illinois, USA
1990-1994	Doctorate (Dr. rer. soc. oec.), Vienna University of Economics and Business Administration, Austria
1986-1990	Studied Business Administration at the Vienna University of Economics and Business Administration, Austria

**Membership in other statutory supervisory boards:**

None

**Membership in comparable domestic or foreign supervisory bodies of commercial enterprises:**

Kapsch TrafficCom\*\*, Austria (Deputy Chairman of the Supervisory Board)

**Other significant secondary businesses:**

H.F.R.C Private Foundation, Austria (Chairman of the Foundation Board)

**Disclosures pursuant to Recommendation C.13 of the German Corporate Governance Code (DCGK):**

Dr. Sommerer does not have any personal or business relationships with VARTA AG, its executive bodies, any company affiliated with it or any shareholder with a significant interest in VARTA AG, disclosure of which is recommended in Clause C.13 DCGK.

\*\*listed

**2.3 Mr. Sven Quandt**

**Name:** Sven Quandt

**Occupation:** Managing Director of X-raid GmbH and entrepreneur

**Place of residence:** Frankfurt am Main

**Year of birth:** 1956

**Nationality:** German

**Professional background:**

Since 2002	Managing Director of X-raid GmbH, Germany
Since 1988	Founder and Managing Director of S.Qu.Vermögensberatungs GmbH &Co KG, Germany
	Founder and Managing Director of S.Qu.Vermögensberatungs GmbH Beteiligungsgesellschaft, Germany
2002-2004	Managing Director of MMSP GmbH, Germany
1992	Advisory Board, merger of VARTA Automotive Battery division and the Automotive Battery division of Robert Bosch GmbH
1991-2014	Supervisory Board Chairman of Salzgitter S.A. (PTY) LTD, South Africa
1991-2007	Managing Director of GECO RAID Sport GmbH & CO KG, Germany
1989-2000	Formation of Schukra of North America Ltd., Canada, and subsequently responsible for patent law and strategy
	Production of lumbar supports, Manager
1989-1993	Executive of Bayerische Vereinsbank Johannesburg, South Africa, Establishment and development of M&A department
1988-2000	Partner in the "Karl Richter & Partner" investment holding partnership, Canada
	Manufacture of seat heating and seat fittings
1986-1988	Executive in the M&A team, Matuschka Group, Germany
1985	Management Trainee ABD Securities, USA
	Management Trainee, Corporate Finance Department, Citibank, USA

**Education:**

1985	Degree in Business Studies, University of Munich, Germany
1984	Completed a degree in Business Administration, specializing in banking, University of Munich, Germany

**Membership in other statutory supervisory boards:**

None

**Membership in comparable domestic or foreign supervisory bodies of commercial enterprises:**

Herbert Quandt Foundation, Hanover, Foundation Board

**Other significant secondary businesses:**

- 3Q GbR, Germany, Co-Director
- Q Motorsport GmbH, Germany, Co-Director

**Disclosures pursuant to Recommendation C.13 of the German Corporate Governance Code (DCGK):**

Mr. Quandt does not have any personal or business relationships with VARTA AG, its executive bodies, any company affiliated with it or any shareholder with a significant interest in VARTA AG, disclosure of which is recommended in Clause C.13 DCGK.

**2.4 Mr. Martin Ohneberg**

**Name:** Martin Ohneberg

**Occupation:** Managing Partner of HENN Industrial Group GmbH & Co. KG and entrepreneur

**Place of residence:** Vienna

**Year of birth:** 1971

**Nationality:** Austrian

**Professional background:**

Since 2011	Managing Partner of HENN Industrial Group GmbH & Co KG, Austria, including various functions in Group companies
2005-2009	CFO of Soravia Group AG and Soravia Equity GmbH, Austria
2001-2005	CFO of Dorotheum GmbH & Co KG, Austria
2000-2005	CFO of OneTwo Internet Handels GmbH & Co KG, Austria
1996-1999	Consultant Europa Treuhand Ernst & Young (Auditors & Tax Consultants), Austria

**Education:**

1991-1998	Studied Business Administration at the Vienna University of Economics and Business Administration, Austria
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**Membership in other statutory supervisory boards:**

None

**Membership in comparable domestic or foreign supervisory bodies of commercial enterprises:**

Aluflexpack AG\*\*, Switzerland, (Chairman of the Board of Directors)  
VERBUND AG\*\*, Austria, (1st Deputy Chairman of the Supervisory Board)  
Montana Aerospace AG, Switzerland (Vice-Chairman of the Board of Directors)  
Getzner Werkstoffe Holding GmbH, Austria (member of the Supervisory Board)

**Other significant secondary businesses:**

XORIS GmbH, Austria (Managing Partner)  
E-Breite Gasse 7 Immobilienentwicklungs GmbH, Austria (Managing Partner)  
E-MIRAGE Real Estate GmbH and E-MIRAGE Real Estate GmbH & Co KG, Austria (Managing Partner)  
Rhomberg Private Foundation, Austria (Executive Board member)  
Vorarlberg Federation of Austrian Industries, Austria (Chairman)  
Federation of Austrian Industries, Austria (member of the Federal Executive Board)  
Industriemagazin, Austria (Advisory Board member)

**Disclosures pursuant to Recommendation C.13 of the German Corporate Governance Code (DCGK):**

Mr. Ohneberg does not have any personal or business relationships with VARTA AG, its executive bodies, any company affiliated with it or any shareholder with a significant interest in VARTA AG, disclosure of which is recommended in Clause C.13 DCGK.

\*\*listed

## 2.5 Prof. Dr. Werner Tillmetz

**Name:** Prof. Dr. Werner Tillmetz

**Occupation:** University professor (retired)

**Place of residence:** 88131 Lindau/Bavaria

**Year of birth:** 1955

**Nationality:** German

### Professional background:

2004--2018	Member of the Board of Directors of the Zentrum für Sonnenenergie- und Wasserstoff-Forschung Baden-Württemberg (ZSW), Head of Electrochemical Energy Technologies Division
Since 2004	Faculty of Natural Sciences at the University of Ulm, Chair of "Electrochemical Energy Storage Systems and Converters"
2003 - 2004	Management of the global catalyst business "Environment and Energy" at Süd-Chemie AG, Munich
1998 - 2003	Managing Director of Ballard Power Systems GmbH, Kirchheim/Teck
1987- 1997	Project Manager Daimler Benz AG for fuel cells for electromobility Project Manager at Dornier Systems in the "New Energy Technologies" area

### Education:

1981 - 1984	Doctorate (Dr. rer. nat.)
1976 - 1981	Degree in Chemistry at the Technical University Munich

### Membership in other statutory supervisory boards:

None

### Membership in comparable domestic or foreign supervisory bodies of commercial enterprises:

None

### Other significant secondary businesses:

Member of some boards, in particular:

Advisory Board of the Nationale Organisation Wasserstoff- und Brennstoffzellentechnologie ((National Organization for Hydrogen and Fuel Cell Technology) NOW GmbH), Berlin

Science Council of TOTAL S.A.\*\*, Paris

Advisory Council of Emerald Technology Ventures, Switzerland

Advises on Hydrogen Technology at SFC Energy AG\*\*, Brunthal

Advises on Fuel Cell Technology at ZF, Friedrichshafen

Provides support for doctoral students at ZSW, Ulm (until Dec. 21)

Advisory Board Chairman of the Bavarian Battery Research Center at the University of Bayreuth

### Disclosures pursuant to Recommendation C.13 of the German Corporate Governance Code (DCGK):

Prof. Dr. Tillmetz does not have any personal or business relationships with VARTA AG, its executive bodies, any company affiliated with it or any shareholder with a significant interest in VARTA AG, disclosure of which is recommended in Clause C.13 DCGK.

## 2.6 Dr. Michael Pistauer

**Name:** Dr. Michael Pistauer

**Occupation:** Chief Financial Officer of Montana Aerospace AG and entrepreneur

**Place of residence:** Vienna, Austria

**Year of birth:** 1969

**Nationality:** Austrian

### Professional background:

Since 2020	Chief Financial Officer Montana Aerospace AG, Switzerland, including various functions at Group companies
2016 to 2018	CFO of VARTA AKTIENGESELLSCHAFT**, Germany
2013 - 2014	Member of the Management Board of Mezzanin Finanzierungs AG, Austria
2012 - 2016	Member of the Management Board of EK Mittelstandsfinanzierungs AG, Austria
2007 - 2016	Management and administration of various companies
2005 - 2007	Member of the Management Board of INKU AG, Austria
Since 2004	Formation of numerous companies including PI Beteiligungs- und Unternehmensberatungsgesellschaft mbH, SNews GmbH and others
2002 - 2004	CFO of Jowood Entertainment AG**, Austria
1997 - 2002	Employment at Arthur Andersen and later Managing Director of Arthur Andersen Corporate Finance GmbH, Austria
1992 - 1997	Member of the Executive Board of the DGM (German Association for SME consulting), a company of the Deutsche Bank Group, Germany

### Education:

1997	Doctorate (Dr. rer. soc. oec.), Vienna University of Economics and Business Administration, Austria
1987 - 1992	Studied Business Administration at the Vienna University of Economics and Business Administration, Austria

### Membership in other statutory supervisory boards:

Member of the Supervisory Board of VARTA Microbattery GmbH\*\*\*

### Membership in comparable domestic or foreign supervisory bodies of commercial enterprises:

Alu Menziken Extrusion AG\*, Switzerland (member of the Board of Directors)

### Other significant secondary businesses:

SNews GmbH, Austria (Managing Director)  
 Communications Laboratories Telekommunikations Dienstleistungs GmbH, Austria (Managing Director)  
 IndustrieCapital Alpha GmbH, Austria (Managing Director)  
 IndustrieCapital Eins GmbH, Austria (Managing Director)  
 Virtus Vier Beteiligungs GmbH, Austria (Managing Director)



Global Equity Partners Beteiligungs-Management Deutschland GmbH, Germany (Managing Director)  
VRT Pensionen GmbH, Germany (Managing Director)  
VARTA Pensions-Treuhand e.V, Germany (member of the association's Executive Board)  
VARTA Consumer Pensions-Treuhand e.V., Germany (member of the association's Executive Board)  
Corsus Immobilien GmbH, Austria (Managing Director)  
Saltus Immobilien GmbH, Austria (Managing Director)  
IC IndustrieCapital Immobilien GmbH, Austria (Managing Director)  
Albona Private Foundation, Austria (Executive Board)

### **Disclosures pursuant to Recommendation C.13 of the German Corporate Governance Code (DCGK):**

Dr. Pistauer is a member of the Supervisory Board of VARTA Microbattery GmbH, a subsidiary of VARTA AG. Dr. Pistauer is also a member of the Executive Board of two VARTA pension associations.

\*\*listed

\*\*\*Group company of VARTA AKTIENGESELLSCHAFT

### **III. Further details and information on the Annual General Meeting**

All times given in the section "Further details on the convocation" are in the Central European Summer Time (CEST) of relevance for Germany. In terms of coordinated universal time (UTC), this equates to CEST minus two hours.

In accordance with the decision of the Executive Board, with the approval of the Supervisory Board, based on Section 1 (2) of the COVID-19 Act, the Annual General Meeting will be held as a virtual Annual General Meeting without the shareholders or their proxies being present in person. Shareholders and their proxies may only exercise their voting right in the Annual General Meeting by electronic postal voting (no electronic participation) or by issuing a power of attorney and instructions to the proxies nominated by the company in accordance with the following provisions.

#### **Audiovisual transmission of the Annual General Meeting via the Internet service**

Shareholders, who have registered for the Annual General Meeting in due form and time in accordance with the following conditions and have provided evidence of their shareholdings, can follow the entire Annual General Meeting by audiovisual means via the password protected Internet service at

<https://www.varta-ag.com/annual-general-meeting>

The access details to the password protected Internet service will be sent with the AGM ticket once registration is completed as required and evidence of the shareholding has been provided.

Authorized intermediaries (e.g. financial institutions), persons or institutions equivalent to them according to Section 135 (8) AktG (consultants on share voting rights, shareholder associations or commercial agents) and other proxies may also follow the entire Annual General Meeting via the password protected Internet service by using the access details made available to them.

#### **Requirements for attending the virtual Annual General Meeting by following the audiovisual transmission of the entire Annual General Meeting and exercising voting rights**

Shareholders and their proxies (with the exception of proxies nominated by the company) are not entitled to attend the virtual Annual General Meeting in person. According to Article 17 of the Articles of Association, those shareholders that register in good time prior to the Annual General Meeting and provide evidence of their eligibility are entitled to attend the virtual Annual General Meeting by following the audiovisual transmission of the entire Annual General Meeting and to exercise voting rights by postal voting (no electronic participation) or by issuing a power of attorney and instructions to the proxies nominated in accordance with the following provisions.

The registration must be made in text form in German or English. For evidence of eligibility, evidence of the shareholder's share ownership issued by the last intermediary pursuant to Section 67c (3) AktG is required, which can also be transmitted directly to the company by the last intermediary. In accordance with Article 17 (3) of the Articles of Association and Section 123 (4) sentence 2 AktG, the evidence of share ownership must relate to the start of the 21st day before the Annual General Meeting, which is

**Thursday, May 27, 2021, 00:00 o'clock (CEST),  
("record date").**

In accordance with Article 17 (1) of the Articles of Association, registration and evidence of share ownership must be sent to the company no later than six days before the Annual General Meeting (not including the day of the Annual General Meeting and the day of receipt), i.e. no later than

**Thursday, June 10, 2021, 24:00 o'clock (CEST),**

at the following address:

VARTA AG  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 Munich  
Germany  
Fax: +49 (0)89 889 690 633  
Email: anmeldung@better-orange.de

### **Importance of the record date**

The record date is the crucial date for the entitlement to attend the virtual Annual General Meeting by following the audiovisual transmission of the entire Annual General Meeting and for the scope and exercise of voting rights. In relation to the company, only those who have provided evidence of their shareholding shall be entitled to attend the virtual Annual General Meeting by following the audiovisual transmission of the entire Annual General Meeting and exercising voting rights as shareholders. The entitlement to attend the virtual Annual General Meeting by following the audiovisual transmission of the entire Annual General Meeting and the scope of voting rights are based solely on the shareholder's shareholding at the record date. The record date is not associated with a blocking period for disposal of the shares. Even in the event of the shareholding being sold in full or in part after the record date, the entitlement to attend the virtual Annual General Meeting by following the audiovisual transmission of the entire Annual General Meeting and the scope of voting rights will be decided solely by the shareholder's shareholding on the record date, i.e. sales or other transfers of shares after the record date will have no effect on the entitlement to attend the virtual Annual General Meeting by following the audiovisual transmission of the entire Annual General Meeting and on the scope of voting rights. The same applies to the purchase of shares or additional shares after the record date. Persons, who do not hold any shares as of the record date and become shareholders only thereafter are not entitled to attend the virtual Annual General Meeting by following the entire audiovisual transmission of the entire Annual General Meeting and vote unless they have obtained a power of attorney or been authorized to exercise their rights.

### **Procedure for voting by postal voting**

Shareholders have the option of voting by postal vote within the framework described below without attending the Annual General Meeting. In these cases too, timely registration for the Annual General Meeting and evidence of share ownership in accordance with the above conditions are required. Postal votes, which cannot be assigned to any proper registration, shall be devoid of purpose. Voting by postal vote shall take place solely by means of electronic communication, i.e. postal votes are to be submitted via our password protected Internet service, which can be accessed via the IP address

<https://www.varta-ag.com/annual-general-meeting>

The access details for the password protected Internet service will be transmitted to shareholders with the AGM ticket once registration for the Annual General Meeting is completed as required and evidence of the shareholding has been provided.

Voting by electronic postal voting via the password protected Internet service is possible irrespective of timely registration and evidence of share ownership until immediately before voting in the virtual Annual General Meeting on June 17, 2021 starts (this time will be announced by the chairman of the meeting).

Amendment or revocation of postal votes already cast is possible via the procedure outlined above up to the time specified above. Further details of postal voting can be found on the company's website at [www.varta-ag.com/annual-general-meeting](http://www.varta-ag.com/annual-general-meeting).

Authorized intermediaries (e.g. financial institutions), persons or institutions equivalent to them according to Section 135 (8) AktG (consultants on share voting rights, shareholder associations or commercial agents) and other proxies may also make use of postal voting.

### **Voting by proxy**

Shareholders also have the option of having their voting rights exercised in the Annual General Meeting within the framework described below by proxies nominated by the company. In this case too, timely registration for the Annual General Meeting and evidence of share ownership in accordance with the above conditions are required. The proxies nominated by the company are only provided to exercise voting rights and shall exercise voting rights solely in accordance with instructions in the event of their being authorized. Without instructions from the shareholder, the proxies nominated by the company are not authorized to exercise voting rights. The granting of a power of attorney (with instructions) and its revocation require text form. A form for a power of attorney and instructions plus additional details regarding this are included in the documents sent with the AGM ticket.

The granting of powers of attorney and instructions to the proxies nominated by the company is possible irrespective of timely registration and evidence of share ownership via the password protected Internet service, which can be accessed at the IP address

<https://www.varta-ag.com/annual-general-meeting>

until immediately before voting in the virtual Annual General Meeting on June 17, 2021 starts (this time will be announced by the chairman of the meeting). The access details for the Internet service will be transmitted to the shareholders with the AGM ticket.

Powers of attorney and instructions to the proxies nominated by the company, which are not granted via the Internet service, must be transmitted to the company irrespective of timely registration and evidence of share ownership no later than June 16, 2021, 12:00 o'clock (CEST) (receipt) by post, by fax or by email as follows:

VARTA AG  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 Munich  
Germany  
Fax: +49 (0)89 889 690 655  
Email: [varta@better-orange.de](mailto:varta@better-orange.de)

Shareholders not intending to exercise their voting rights via postal voting themselves or by issuing a power of attorney and instructions to proxies nominated by the company in the Annual General Meeting, can alternatively have their voting right exercised by another proxy, such as an intermediary (e.g. a financial institution), an association of shareholders, a consultant on voting rights or another person of their choice; this also applies in principle to the right to pose a question electronically and to objecting electronically to a resolution by the Annual General Meeting. In this case too, timely registration for the Annual General Meeting and evidence of share ownership in accordance with the above conditions are required. For their part, the proxy can, within the framework of what is legally permissible, only exercise the voting right via electronic postal voting or the (sub)-authorization and instruction of proxies nominated by the company. If neither an intermediary (e.g. a financial institution), a shareholders' association, a consultant on voting rights nor a person or institution equivalent to them in accordance with Section 135 AktG, is authorized, the power of attorney must be granted in text form pursuant to Section 126b of the German Civil Code (BGB). Revocation of a power of attorney and evidence of authorization vis-à-vis the company also require text form in such cases.

Shareholders who intend to authorize a proxy may use the forms that the company provides for this purpose on the Internet at <https://www.varta-ag.com/annual-general-meeting> to grant the power of attorney. Power of attorney forms are also included in the documents sent to the shareholders with the AGM ticket. Authorization is also possible directly via our password protected Internet service at

<https://www.varta-ag.com/annual-general-meeting>

A power of attorney may be declared to the proxy or to the company.

Evidence of authorization can be sent to the company by post, fax or by email as follows:

VARTA AG  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 Munich  
Germany  
Fax: +49 (0)89 889 690 655  
Email: varta@better-orange.de

For organizational reasons, we ask you to transmit evidence of authorization no later than June 16, 2021, 12:00 o'clock (CEST) if possible.

The above communication channels and the Internet service are also available if a power of attorney is to be granted by declaration to the company; a separate proof of the granting of a power of attorney is superfluous in this case. The revocation of a power of attorney already granted may also be declared directly to the company by the aforementioned means of transmission or via the Internet service.

Special features may apply to the authorization of an intermediary (such as a financial institution), a shareholders' association, a consultant on voting rights or a person or institution equivalent to them according to Section 135 (8) AktG and the revocation and evidence of such authorization: shareholders are asked to coordinate with the person or institution to be authorized in good time in such cases regarding the form of power of attorney that may be required.

Financial institutions, shareholders' associations, consultants on voting rights and other intermediaries covered by Section 135 AktG and equivalent to them according to Section 135 AktG, which represent a large number of shareholders are recommended to register with the following address regarding the exercise of voting rights prior to the Annual General Meeting:

VARTA AG  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 Munich  
Germany  
Fax: +49 (0)89 889 690 655  
Email: varta@better-orange.de

If a shareholder authorizes more than one person, the company may reject one or more of them.

Use of the password protected Internet service by proxies presupposes that the proxy receives the relevant access details. After determining the issuer of the power of attorney, the proxy will be sent his own access details by the company either by post or email. When issuing a power of attorney by declaration to the company using the form provided by the company, a postal address of the proxy can be used for transmission and when using the password protected Internet service to issue the power of attorney, either a postal address of the proxy or an email address of the proxy can be given. If the issuer of the power of attorney fails to provide a postal address or email address of the proxy, the proxy's access details will be sent to the address of the issuer of the power of attorney by post. If you provide a postal address, please take account of the normal processing and delivery times required to send the access details.

**Further guidance on exercising voting rights via postal voting and power of attorney and instructions to the proxies nominated by the company**

Following timely registration and evidence of share ownership, in addition to the routes by post, fax and email up to June 16, 2021, 12:00 o'clock (CEST) (receipt) shown above, shareholders also have access to our Internet service for issuing powers of attorney and instructions to proxies nominated by the company, amending them, and voting by postal voting and amending votes until immediately before voting starts in the virtual Annual General Meeting (this time will be announced by the chairman of the meeting). The access details for the Internet service will be sent to the shareholders with the AGM ticket.

Voting by postal voting and the issue of power of attorney and instructions to the proxies nominated by the company is limited to voting on the proposed resolutions published in the convocation by the Executive Board and/or Supervisory Board (including any possible adjustment to the proposed resolution on the appropriation of the net profit announced therein to the current number of shares entitled to dividends when the resolution is adopted) and any possible voting on

proposals by shareholders published prior to the Annual General Meeting in accordance with Sections 122, 126, 127 AktG. Should a separate vote be carried out on one agenda item without this having been notified prior to the virtual Annual General Meeting, the voting or instruction on this agenda item as a whole shall also be regarded as voting or instruction to this effect for each item of the separate vote.

Please note that shareholders and their proxies can exercise neither rights to speak and ask questions in accordance with Section 131 AktG or rights to submit proposals in the Annual General Meeting nor propose resolutions in the Annual General Meeting, since they do not attend the Annual General Meeting in person as postal voters and the proxies nominated by the company are provided solely to exercise voting rights and not to exercise other shareholders' rights. Please note the following guidance on shareholders' rights and guidance in the documents sent with the AGM ticket and at <https://www.varta-ag.com/annual-general-meeting/>.

### **Shareholders' rights pursuant to Sections 122 (2), 126 (1), 127 and 131 (1) AktG**

#### **Requests for additional items (Section 122 (2) AktG)**

Pursuant to Section 122 (2) AktG, shareholders whose shares together reach at least 5% of the share capital or the pro rata amount of € 500,000.00 may demand that items be placed on the agenda and published. Each new item must be accompanied by a statement of reasons or a proposed resolution. The request must be addressed to the Executive Board in writing and must, according to Section 122 (2) AktG, reach the company at least 30 days before the Annual General Meeting (not including the day of the Annual General Meeting and the day of receipt), i.e. no later than May 17, 2021, 24:00 o'clock (CEST). Requests for additional items received later will not be taken into account. We ask you to address requests for additional items pursuant to Section 122 (2) AktG to the following address:

VARTA AG  
– Executive Board –  
Att. Ms. Julia Weber  
VARTA-Platz 1  
73479 Ellwangen  
Germany

Additional items to the agenda that require publication will be published in the Federal Gazette immediately upon receipt of the request and forwarded to those media that can be assumed to disseminate the information throughout the European Union. They will also be made accessible and notified to shareholders via the company's website at <https://www.varta-ag.com/annual-general-meeting/>.

#### **Counter motions and nominations for election (Sections 126 (1), 127 AktG)**

Shareholders may send the company counter motions to a proposal by the Executive Board and/or Supervisory Board on a specific item on the agenda pursuant to Section 126 (1) AktG. They may also send proposals for the appointment of Supervisory Board members and/or auditors pursuant to Section 127 AktG. Such proposals must be sent with the name of the shareholder solely to the following address:

VARTA AG  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 Munich  
Germany  
Fax: +49 (0)89 889 690 655  
Email: [varta@better-orange.de](mailto:varta@better-orange.de)

Counter motions from shareholders, which are sent with a possible justification at least 14 days before 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 June 2, 2021, 24:00 o'clock (CEST), to the address given above, will be made accessible including the name of the shareholder, the possible justification and any comments by the management on the Internet at <https://www.varta-ag.com/annual-general-meeting/>, provided that the other requirements for an obligation to publish pursuant to Section 126 AktG are met. Proposals by shareholders sent to any other address will not be considered. The company may refrain from publishing a counter motion under the conditions specified in Section 126 (2) AktG, for example, because the counter motion would lead to a resolution of the Annual General Meeting that would be contrary to the law or the Articles of Association. The statement of reasons for a counter motion need not be made available if it contains more than 5,000 characters in total.

The above explanations of Section 126 (1) AktG pursuant to Section 127 AktG shall apply mutatis mutandi to a shareholder's proposal for the appointment of Supervisory Board members and/or auditors. The Executive Board does not need to make proposals for election from shareholders accessible apart from in cases of Section 126 (2) AktG either if these do not include the details required by Section 124 (3) sentence 4 AktG (name, profession and residence of the proposed candidate). Proposals for the election of Supervisory Board members do not have to be published either if the proposal does not contain any information on their membership in other statutory supervisory boards.

Counter motions and/or proposals for election transmitted in due form and time in accordance with the above provisions pursuant to Sections 126, 127 AktG and made accessible by the company are deemed to have been raised in the Annual General Meeting according to Section 1 (2) sentence 3 of the COVID-19 Act if the shareholder making the proposal or submitting the proposal for election is properly legitimized and registered for the Annual General Meeting.

**Right of information pursuant to Section 131 (1) AktG and the right to ask questions in accordance with Section 1 (2) sentence 1 no. 3, sentence 2 and 3 of the COVID-19 Act**

Shareholders and their proxies are not entitled to demand information from the Executive Board orally in the virtual Annual General Meeting pursuant to Section 131 (1) and (4) or Section 293g (3) AktG. Shareholders who have registered for the Annual General Meeting in due form and time and provided evidence of their shareholding do, however, have the right to ask questions by means of electronic communication pursuant to Section 1 (2) sentence 1 no. 3 of the COVID-19 Act. The Executive Board shall decide how it will answer questions according to its professional judgment. Questions in foreign languages will not be taken into consideration.

The Executive Board has decided, with the approval of the Supervisory Board, pursuant to Section 1 (2) sentence 2 of the COVID-19 Act that possible questions must be submitted to the company via the password protected Internet service at <https://www.varta-ag.com/annual-general-meeting> no later than one day before the Annual General Meeting, i.e. up to the end of June 15, 2021, 24:00 o'clock (CEST). The "Questions" button is provided for this purpose in the Internet service. Questions received later will not be taken into account.

Questions will be answered within the audiovisual transmission of the virtual Annual General Meeting. In the case of natural persons, the name of the person asking the question will not be disclosed when answering questions in the virtual Annual General Meeting for reasons of data protection legislation. The right to answer frequently asked questions in advance on the company's website remains reserved.

**Opportunity to object electronically to a resolution by the Annual General Meeting in accordance with Section 1 (2) sentence 1 no. 4 of the COVID-19 Act**

Shareholders who have exercised their voting rights re: one or more resolutions by the Annual General Meeting are granted the opportunity, waiving the requirement to appear at the Annual General Meeting, to object to a resolution by the Annual General Meeting for minuting by the notary by means of electronic communication. Such objections may be raised from the beginning of the Annual General Meeting until it is closed by the chairman of the meeting solely via our password protected Internet service at

<https://www.varta-ag.com/annual-general-meeting/>

**Total number of shares and voting rights**

At the time the Annual General Meeting is convened, the company's share capital amounts to € 40,421,686.00 and is divided into 40,421,686 common shares (no-par value shares) with the same number of voting rights. The company does not hold any treasury shares at the time the Annual General Meeting is convened. The total number of shares and voting rights at the time of convening, therefore, amounts to 40,421,686.

**Documents and information on the Annual General Meeting**

This invitation to the Annual General Meeting and the documents and information to be made available to the Annual General Meeting in connection with the Annual General Meeting are available on the Company's website at

<https://www.varta-ag.com/annual-general-meeting>

from the date on which the Annual General Meeting is convened. More explanations regarding the rights of shareholders pursuant to Sections 122 (2), 126 (1), 127 and 131 (1) AktG and Section 1 (2) sentence 1 no. 3 and no. 4, sentence 2 and 3 of the COVID-19 Act can be found on the Internet at

<https://www.varta-ag.com/annual-general-meeting/>

All the documents to be made accessible to the Annual General Meeting can also be viewed via the above-mentioned website during the Annual General Meeting.

Ellwangen, May 2021

VARTA AKTIENGESELLSCHAFT  
The Executive Board

## VARTA AKTIENGESELLSCHAFT

### Information for shareholders and their proxies on data protection with regard to data collection for the purposes of the Annual General Meeting

In connection with the virtual Annual General Meeting on June 17, 2021, the company processes personal data (in particular name, address, email address and other contact data of the shareholder, number of shares, type of share ownership, access card number and code, and if applicable name and address of the shareholder proxy authorized by the respective shareholder) on the basis of the applicable data protection provisions, in particular, Regulation (EU) 2016/679 (General Data Protection Regulation – “GDPR”), the German Stock Corporation Act (“AktG”) and all other relevant legal provisions in its capacity as the person responsible for processing personal data (controller) within the meaning of data protection law. This will take place solely for the purposes provided for in the German Stock Corporation Act. This includes communication with shareholders and the execution of Annual General Meetings. The company processes data provided by the shareholders as part of their registration for the Annual General Meeting or transmitted to the company by their custodian banks on behalf of the shareholders for this purpose. Pursuant to Section 135 AktG, a shareholder may authorize an intermediary (such as a financial institution) or an equivalent person or institution according to Section 135 AktG (a shareholders’ association, consultant on voting rights or commercial agent) to be a proxy in the Annual General Meeting and to exercise the voting right on behalf of the person to whom it relates. In this case, only the personal data of the proxy will be processed.

#### **The person responsible for data processing (controller)**

The company as the person responsible (controller) in the sense of the data protection regulations can be reached at the following address:

VARTA AKTIENGESELLSCHAFT  
Att. Ms. Julia Weber  
VARTA-Platz 1  
73479 Ellwangen  
Germany  
Email: [Julia.Weber@varta-ag.com](mailto:Julia.Weber@varta-ag.com)

#### **Purposes and legal basis of the processing**

The processing of personal data in connection with the Annual General Meeting on June 17, 2021, is carried out for the purpose of processing the registration and participation of shareholders in the virtual Annual General Meeting by following the audiovisual transmission of the entire Annual General Meeting (e.g. reviewing the right to attend) and to enable shareholders to exercise their rights within the framework of the virtual Annual General Meeting (including granting, revoking and providing evidence of powers of attorney and instructions).

If the exercise of their rights and participation in the Annual General Meeting (by following the audiovisual transmission of the entire Annual General Meeting) takes place via a proxy, we shall process the personal details of the shareholder stated in the power of attorney as well as the first name, surname and address of the proxy. If power of attorney and instructions are issued to the proxies nominated by the Company, the instructions issued are also processed, and the declaration of power of attorney is recorded by the company for a period of three years so that it can undergo verification.

In the event of voting rights being represented by proxies nominated by the company pursuant to Section 129 AktG in the Annual General Meeting, a list of participants will be maintained with the following data: first name, surname and residence of the shareholder being represented and his proxy, number of shares, type of share, number of voting rights and type of ownership.

If a shareholder requests that items be added to the agenda, the company will publish these items, stating the name of the shareholder, if the prerequisites are met in accordance with the provisions of the German Stock Corporation Act. The company will also publish countermotions and nominations for election by shareholders on the Internet, stating the name of the shareholder, if the prerequisites in accordance with the provisions of the German Stock Corporation Act are met (see in detail also the explanation of Sections 122 (2), 126 (1), 127 AktG in the invitation to the Annual General Meeting).

If you submit questions electronically prior to the Annual General Meeting pursuant to Section 1 (2) of the COVID-19 Act in conjunction with the requirements in the convocation of the virtual Annual General Meeting or object electronically to resolutions by the Annual General Meeting during the Annual General Meeting, we shall process your personal data (name, address and access card number and code) to be able to process your question or objection.

In addition, your personal data may also be processed to fulfill other legal obligations, such as regulatory requirements and obligations under stock corporation, commercial and tax law obligations to keep records.

The legal basis for the data processing operations described are Section 67e AktG in conjunction with Art. 6 (1) (1) lit. c) GDPR in each case.

The processing of the above-mentioned personal data is mandatory for the proper preparation, conduct and follow-up of the Annual General Meeting. Without the provision of the relevant data, your participation in the Annual General Meeting (by following the audiovisual transmission of the entire Annual General Meeting) and the exercise of voting rights and other rights related to the Annual General Meeting is not possible.

Your name will not be mentioned when answering your question in the virtual Annual General Meeting for reasons of data protection legislation.

In individual cases, your data will also be processed to protect our legitimate interests or a third party in accordance with Art. 6 (1) (1) lit. f) GDPR. This is the case, for example, if your personal data is processed for the preparation of internal statistics (e.g. to present shareholder evolution, the number of transactions or for overviews of the largest shareholders).

Should we intend to process your personal data for another purpose, we shall inform you of this in advance within the framework of the statutory provisions.

We do not use purely automated decision-making procedures pursuant to Article 22 GDPR or profiling.

### **Categories of recipients of personal data**

External service providers: company service providers commissioned for the purpose of carrying out the virtual Annual General Meeting (including making the audiovisual recordings and streaming the webcast) receive from the company only such personal data as are necessary for the performance of the commissioned service and process the data exclusively in accordance with the instructions of the company in accordance with Art. 28 GDPR.

Shareholders/third parties: your personal data will be published in accordance with the statutory provisions within the scope of requests for additional agenda items, countermotions or proposals for election requiring publication. Within the scope of the statutory right to review the list of participants of the Annual General Meeting, shareholders may request access to the data recorded in the list of participants up to two years after the Annual General Meeting. The list of participants will also be made available to all participants present at the Annual General Meeting.

Other recipients: Within the framework of statutory regulations, we may be obliged to transfer your personal data to other recipients, such as authorities and courts.

The transfer of personal data to a recipient in a third country is not intended.

### **Period of storage of personal data**

In principle, we delete your personal data or render them anonymous as soon as and to the extent that they are no longer required for the purposes stated herein, unless we are obliged by law to provide evidence and/or retain them (in accordance with the German Stock Corporation Act, the German Commercial Code, the German Tax Code or other legal provisions). For the data collected in connection with general meetings, the storage period (subject to special legal



requirements) is regularly up to three years, unless further processing is necessary in individual cases in connection with claims asserted against or by VARTA AKTIENGESELLSCHAFT (statutory limitation period of up to 30 years). As soon as we have become aware of the sale of your shares, we shall store your personal data, subject to other legal requirements, only for a maximum of twelve months.

#### **Your rights according to the data protection law**

Shareholders and shareholder representatives may request information from the company at the above address regarding their personal data (Art. 15 GDPR), the correction of their personal data (Art. 16 GDPR), the deletion of their personal data (Art. 17 GDPR) and the restriction of the processing of their personal data (Art. 18 GDPR). A request for deletion or restriction of the processing can, however, be opposed by the legal obligations of the company. **Shareholders also have a right to object to their data being processed if processing takes place solely to protect the company's legitimate interests (Art. 21 GDPR).**

In the event of complaints regarding the processing of your personal data, shareholders and shareholder representatives may contact the company's data protection officer:

Mein-Datenschutzbeauftragter.de (my data protection officer)  
Mr. Philipp Herold  
Tel.: +49 451 – 16 08 52 -21  
Email: datenschutz@varta-ag.com

Irrespective of this, shareholders and shareholder representatives may contact a data protection supervisory authority. The data protection supervisory authority responsible for the company is:

The State Commissioner for Data Protection and Freedom of Information of Baden-Württemberg  
P.O. Box 10 29 32  
70025 Stuttgart  
Königstraße 10a, 70173 Stuttgart, Germany  
Tel.: +49 (0)711/61 55 41 – 0  
Fax: +49 (0)711/61 55 41 – 15  
Email: poststelle@lfdi.bwl.de

Further information for shareholders on data protection is available on the company's website at <https://www.varta-ag.com/investor-relations/datenschutz/>

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