



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

**Virtual Extraordinary General Meeting
of VARTA AKTIENGESELLSCHAFT, Ellwangen**

Monday, 23 September 2024, 11:00 a.m. (CEST) (= 9:00 a.m. UTC (coordinated universal time))

**Explanatory notes on the rights of shareholders
in accordance with Section 122 (2), Section 126 (1) and (4), Section 127, Section 130a, Section 131 (1)
and Section 118a (1) sentence 2 No. 9 in conjunction with Section 245 of the German Stock
Corporation Act (AktG)**

The Executive Board of VARTA AKTIENGESELLSCHAFT has decided, in accordance with Section 16 (2) of the Articles of Association of VARTA AKTIENGESELLSCHAFT, to hold the Extraordinary General Meeting as a virtual Extraordinary General Meeting without the physical presence of the shareholders or their proxies at the venue of the meeting. Physical attendance by shareholders or their proxies (with the exception of the proxies appointed by the Company) at the venue of the Extraordinary General Meeting is therefore excluded.

1. Requests for additional agenda items (Section 122 (2) AktG)

Pursuant to Section 122 (2) AktG, shareholders whose shares together amount to at least 5% of the total share capital or the proportionate amount of € 500,000.00 may request that items be placed on the agenda and published. Each new item must be accompanied by a statement of the grounds or a draft resolution. The request must be addressed in writing to the Executive Board and must be received by the Company in accordance with Section 122 (2) AktG at least 30 days prior to the Extraordinary General Meeting (not including the day of the Extraordinary General Meeting and the day of receipt), that is, no later than by

23 August 2024, 24:00 hours (CEST) (midnight).

Requests for additions to the agenda arriving later than the above date shall not be taken into consideration. We would ask that requests for additions to the agenda under the terms of Section 122 (2) AktG are forwarded to the address below:

VARTA AG
– Executive Board –
Att. Namory Lamml
VARTA-Platz 1,
73479 Ellwangen
Germany

Pursuant to Section 122 (2), (1), sentence 3 AktG, the shareholders making the request for additions to the agenda must prove that they have held the shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until the Executive Board decides on the request,

whereby Section 70 AktG applies when calculating the period of share ownership. Section 121 (7) AktG shall apply accordingly to the calculation of the time limit.

Additions to the agenda shall be published in the Federal Gazette (Bundesanzeiger) immediately on receipt of the request and forwarded for publication to such media as can be expected to disseminate the information throughout the European Union. Such additions will also be made available on the Company's website at <https://www.varta-ag.com/hauptversammlung/> and communicated to the shareholders.

The provisions of the German Stock Corporation Act underpinning these shareholder rights are as follows:

Section 122 AktG - Convening of a Meeting at the Request of a Minority (excerpt)

- (1) An Annual General Meeting shall be convened if shareholders whose holding in the aggregate amounts to one-twentieth of the share capital request such a meeting in writing, stating the purpose and the reasons for such a meeting; such a request shall be addressed to the Executive Board. The Articles of Association may provide that the right to request the convening of an Annual General Meeting may be subject to another form and to the holding of a lower proportion of the share capital. The applicants must prove that they have held the shares for at least 90 days prior to receipt of the request and that they will hold the shares until the Executive Board decides on the request. Section 121 (7) shall apply accordingly.
- (2) In the same manner, shareholders whose shares amount in the aggregate to one-twentieth of the share capital or the pro-rata value of € 500,000.00 may request that items be placed on the agenda and announced as such. Each new item must be accompanied by a statement of reasons or a draft resolution. The request within the meaning of sentence 1 must be received by the Company at least 24 days (or in the case of listed companies, at least 30 days) prior to the meeting; the day of receipt shall not be counted.

Section 124 AktG - Publication of additions to the agenda; draft resolutions (excerpt)

- (1) If the minority has requested that items be placed on the agenda in accordance with Section 122 (2), such items shall be announced either at the time the meeting is convened or, failing that, immediately upon receipt of the request; Section 121 (4) shall apply accordingly; in addition, in the case of listed companies, Section 121 (4a) shall apply accordingly. Announcement and forwarding must be carried out in the same way as for convening the meeting.

Section 121 AktG. General Provisions (excerpt)

- (4) Notice of the meeting shall be published in the Company's designated journals. If the shareholders are known to the Company by name, an Annual General Meeting may be called by registered letter, unless the Articles of Association determine otherwise; the day of posting the notice of the meeting shall be deemed to be the day of publication. The notification of the parties entered in the share register is sufficient.

- (4a) In the case of listed companies which have not exclusively issued registered shares or which do not send the notice of meeting to the shareholders directly in accordance with paragraph 4 sentence 2, notice of the meeting shall be sent for publication, latest at the time of the announcement, to those media which can be assumed to disseminate the information throughout the European Union.
- (7) In the case of deadlines and dates that are calculated back from the meeting, the day of the meeting shall not be included in the calculation. A postponement from a Sunday, Saturday or public holiday to a preceding or following working day is not possible. Sections 187 to 193 of the German Civil Code (BGB) shall not be applied accordingly. In the case of non-listed companies, the Articles of Association may provide for a different calculation of the deadline.

Section 70 AktG - Calculation of the Period of Shareholding

If the exercise of rights arising from a share shall require that the shareholder to have been the holder of such shares for a certain period of time, the right to demand transfer of title from a credit institution, a financial services institution, a securities institution or a company operating pursuant to Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) of the German Banking Act shall be deemed equivalent to ownership. The period during which the share was owned by a predecessor in title shall be attributed to the shareholder, provided that they have acquired the share without consideration, from their fiduciary, as a successor in title by operation of law, in connection with the liquidation of a community of interest, or as a result of a transfer of assets pursuant to Section 13 of the Insurance Supervision Act or Section 14 of the Building Loan Association Act.

2. Countermotions or election proposals (Sections 118a (1) clause 2 no. 3, 126 (1) and (4), and 127 AktG)

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

VARTA AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany
email: varta@linkmarketservices.eu



Countermotions by shareholders which are submitted to the above address together with a statement of grounds, if any, at least 14 days prior to the day of the Extraordinary General Meeting (not including the day of the Extraordinary General Meeting and the day of receipt), that is, no later than by

8 September 2024, 24:00 hours (CEST) (midnight),

including the name of the shareholder, the grounds, if any, and a statement by the Administration, if any, shall be made available on the internet at <https://www.varta-ag.com/hauptversammlung/>, provided that the other requirements for an obligation to publish pursuant to Section 126 AktG are met. Motions proposed by shareholders addressed otherwise shall be disregarded. This applies analogously to proposals by shareholders for the election of Supervisory Board members and/or auditors provided for in the agenda pursuant to Section 127 clause 1 AktG.

The Company may refrain from publishing a countermotion under the conditions set out in Section 126 (2) AktG, for example, on the grounds that the countermotion would lead to a resolution by the Extraordinary General Meeting that would be contrary to law or to the Articles of Association. A potential statement of grounds for a countermotion or an election proposal need not be made available if it exceeds 5,000 characters in total. A publication of election proposals by shareholders may also be omitted, except in the cases specified in Section 126 (2) AktG, if the proposal does not contain the name, professional post and place of residence of the proposed candidate. In addition, proposals for the election of Supervisory Board members provided for in the agenda do not have to be published if the proposal does not contain information on their membership on other statutory supervisory boards.

Countermotions and election proposals by shareholders which are to be made accessible pursuant to Section 126 or Section 127 AktG shall be deemed to have been made at the time they are made accessible pursuant to Section 126 (4) AktG. Voting rights may be exercised in respect of these proposals on due registration and proof of shareholding in the ways described in the Invitation to the Extraordinary General Meeting. If the shareholder who has submitted the motion is not duly legitimised and has not properly registered for the Extraordinary General Meeting, the motion does not have to be dealt with at the Extraordinary General Meeting.

Countermotions and election proposals as well as other motions may also be submitted during the Extraordinary General Meeting by way of video communication, that is, within the scope of exercising the right to speak.

The provisions of the German Stock Corporation Act on which these shareholder rights are based are as follows:

Section 126 AktG - Motions by Shareholders

- (1) Motions by shareholders, including the name of the shareholder, the grounds and any statement by the management, shall be made available to the entitled persons named in Section 125 (1) to (3) under the conditions specified therein if the shareholder has sent a countermotion to a proposal of the Executive Board and Supervisory Board on a specific item on the agenda, together with a statement of grounds, to the address specified for this purpose in the notice convening the meeting at least 14 days before the Annual General Meeting of the

Company. The day of receipt shall not be counted. In the case of listed companies, the information must be made available on the company's website. Section 125 (3) applies accordingly.

- (2) A countermotion and the grounds for this need not be made accessible if
1. by providing such accessibility, the Executive Board would become criminally liable,
 2. the countermotion would result in a resolution of the Annual General Meeting which would be contrary to the law of the Articles of Association,
 3. the grounds contain statements which are manifestly false or misleading in material respects or which are libelous,
 4. a countermotion proposed by the shareholder based on the same facts has already been made available to an Annual General Meeting of the Company in accordance with Section 125,
 5. the same countermotion by the shareholder has been made available to at least two Annual General Meetings of the Company pursuant to Section 125 with substantially the same reasoning in the past five years and less than one-twentieth part of the represented share capital at the Annual General Meeting voted in favor of it,
 6. the shareholder indicates that they will not participate in or be represented at the Annual General Meeting; or
 7. the shareholder has not made or caused to be made a countermotion communicated by him at two Annual General Meetings in the past two years.

The statement of grounds need not be made available if it exceeds 5,000 characters.

- (3) If several shareholders make countermotions for resolution in respect of the same subject matter, the Executive Board may combine such countermotions and the respective statements of the grounds.
- (4) In the case of the virtual shareholders' meeting, motions which are to be made accessible in accordance with paragraphs 1 to 3 shall be deemed to have been submitted at the time they are made accessible. The Company shall enable voting rights on these motions to be exercised as soon as the shareholders are able to prove that they meet the legal or statutory requirements for exercising their voting rights. If the shareholder who has submitted the motion is not duly authorized and, if registration is required, has not duly registered for the Annual General Meeting, the motion need not be dealt with at the meeting.

Section 127 sentences 1 to 3 AktG - Nominations by Shareholders

Section 126 AktG shall apply to a nomination by a shareholder for the election of a member of the Supervisory Board or external auditors. Such nomination need not be supported by a statement of grounds. Moreover, the Executive Board need not make such nominations accessible if they fail to contain the particulars required by Section 124 (3) sentence 4 and

Section 125 (1) sentence 5.

Section 124 AktG - Publication of additions to the agenda; proposals for resolutions (excerpt)

(3) [...] The proposal for the election of Supervisory Board members or auditors shall state their names, profession and place of residence. [...]

Section 125 AktG - Notifications for the stockholders and to members of the supervisory board (excerpt)

(1) [...] In the case of listed companies, information on the candidates' membership in other supervisory boards mandated by law as a rule 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 as a rule is to be attached.

3. Right to information pursuant to Sections 118a (1) clause 2 no. 4, 131 (1) AktG

At the Extraordinary General Meeting, each shareholder or shareholder representative may request information from the Executive Board pursuant to Section 131 (1) AktG regarding the affairs of the Company, the legal and business relationships of the Company with affiliated companies as well as the position of the Group and the companies included in the Consolidated Financial Statements, to the extent that the information is necessary for proper deliberation on an item of the agenda.

It is intended that the Chairman of the meeting will determine that the above-indicated right to information pursuant to Section 131 (1) AktG may be exercised at the Extraordinary General Meeting exclusively by way of video communication, that is, during the course of exercising the right to speak. No other submission of questions by way of electronic or other communication is provided for, either before or during the Extraordinary General Meeting.

Section 131 (4) clause 1 AktG stipulates that if a shareholder has been provided with information outside the Extraordinary General Meeting due to his capacity as a shareholder, this information must be provided to any other shareholders or their proxy on request at the Extraordinary General Meeting, even if such information is not necessary for proper assessment of the item on the agenda. Within the framework of the virtual Extraordinary General Meeting, it shall be ensured that shareholders or their proxies who are electronically connected to the Extraordinary General Meeting can submit their requests pursuant to Section 131 (4) clause 1 AktG by way of electronic communication via the password-protected online service during the Extraordinary General Meeting.

The provisions of the German Stock Corporation Act on which these shareholder rights are based are as follows:

Section 131 AktG – Stockholder's right to request information (excerpt)

(1) The executive board is to inform each stockholder at the general meeting, upon a corresponding request being made, concerning matters pertaining to the company insofar as this is required in

order to appropriately adjudge the item of business set out in the agenda. The obligation to provide information also extends to include the legal and business relations of the company with an affiliated enterprise. Where a company avails itself of the eased requirements pursuant to section 266 (1) sentence 3, section 276 or section 288 of the Commercial Code, each stockholder may request that, at the general meeting deliberating on the annual financial statements, the annual financial statements be made available to them in the form that they would be in without these eased requirements. The obligation of the executive board of a parent undertaking to provide information (section 290 (1) and (2) of the Commercial Code) at the general meeting to which the consolidated financial statements and the consolidated management report are submitted also extends to cover the situation of the group and the enterprises included in the consolidated financial statements.

- (1f) The chairman of the meeting may determine that the right to information pursuant to subsection 1, the right to ask questions pursuant to subsection 1d and the right to ask questions pursuant to subsection 1e may be exercised at the shareholders' meeting exclusively by means of video communication.
- (2) The information provided is to comply with the principles of conscientious and faithful accounting. The by-laws or the rules of procedure pursuant to section 129 may grant authority to the person chairing the meeting to impose reasonable time limits on the stockholder's right to ask questions and to speak, and may also allow them to make further determinations concerning the details in this regard.
- (3) The executive board may refuse a request for information:
 1. inasmuch as the provision of the information, when assessed applying prudent business judgment, is suited to cause a greater than insignificant disadvantage to the company or an affiliated enterprise;
 2. inasmuch as it refers to carrying values for tax purposes or the amount of individual taxes;
 3. regarding the difference between the value at which objects were stated in the annual balance sheet and a higher value of such objects, unless the general meeting approves and establishes the annual financial statements;
 4. regarding the accounting and valuation methods insofar as it suffices to cite these methods in the notes in order to accurately represent the company's assets, financial position and revenue situation in keeping with its actual circumstances within the meaning of section 264 (2) of the Commercial Code; this does not apply if the general meeting approves and establishes the annual financial statements;
 5. inasmuch as the executive board would be liable to punishment under law were it to provide the information;
 6. inasmuch as, in the case of a credit institution, a financial services provider or a securities institution, no information need be provided regarding the accounting and valuation methods applied, nor regarding the netting performed in the annual financial statements, management report, consolidated financial statements or consolidated management report;
 7. inasmuch as such information is continuously accessible on the company's website for at least seven days prior to commencement of the general meeting, and also in its course.

Any refusal to provide information for other than the grounds set out above is not permissible.

- (4) Where information has been provided to a stockholder because of their capacity as such, and this was done outside of the general meeting, it is to be provided to every other stockholder making a corresponding request at the general meeting, even if such information is not required in order to appropriately adjudge the item of business set out in the agenda. In the case of a virtual shareholders' meeting, it must be ensured that every shareholder who is electronically connected to the meeting can submit his or her request in accordance with sentence 1 by means of electronic communication. The executive board may not refuse to provide the information in accordance with subsection (3) sentence 1 nos. 1 to 4. Sentences 1 to 3 do not apply if a subsidiary undertaking (section 290 (1) and (2) of the Commercial Code), a joint venture (section 310 (1) of the Commercial Code) or an associated enterprise (section 311 (1) of the Commercial Code) issues the information to a parent undertaking (section 290 (1) and (2) of the Commercial Code) for purposes of including the company in the consolidated financial statements of the parent undertaking and the information is required for this purpose.
- (5) Where a stockholder's request for information is refused, the stockholder may demand that their question and the grounds for refusing to provide the information be included in the minutes of the meeting. In the case of a virtual shareholders' meeting, it must be ensured that each shareholder who is electronically connected to the meeting is able to submit his request in accordance with sentence 1 by means of electronic communication.

The provisions of the Articles of Association of VARTA Aktiengesellschaft on which these shareholder rights are based are as follows:

Section 18 – Chairing of the general meeting (excerpt)

- (3) The chairman of the meeting may appropriately limit with respect to timing the shareholders' right to speak and to ask questions. In particular, the chairman of the meeting may determine, at the beginning or during the general meeting, a reasonable time schedule for the course of the meeting, for the discussions regarding the individual items of the agenda and for the time to speak and to ask questions either generally or in a reasonable manner for an individual speaker; this includes in particular the possibility to early close the list of requests to speak – if necessary – and to determine the end of the discussion.

4. Right to submit comments pursuant Sections 118a (1) Sentence 2 No. 6, 130a (1) to (4) AktG

Shareholders who have registered for the Extraordinary General Meeting in due form and time and have provided evidence of their shareholdings, or their proxies, are entitled to request participation in the Extraordinary General Meeting for the purposes of submitting comments on the items of the agenda by means of electronic communication no later than five days prior to the meeting, not counting the day of receipt and the day of the Extraordinary General Meeting, that is, no later than by

17 September 2024, 24:00 hours (CEST) (midnight).

Such submissions must be made in text form exclusively electronically via the password-protected online service at

<https://www.varta-ag.com/hauptversammlung>

Comments may not exceed 10,000 characters (including spaces). The Company will post the comments online using the password-protected online service for shareholders who have registered for the Extraordinary General Meeting in due form and time and have provided evidence of share ownership, and their proxies, no later than four days prior to the meeting, that is, by midnight (CEST) on 18 September 2024, stating the name of the submitting shareholder, at

<https://www.varta-ag.com/hauptversammlung>

Comments will not be made available if they are longer than 10,000 characters (including spaces), if they are offensive, subject to criminal law, obviously false or misleading, or if the shareholder indicates that he or she will not attend the virtual Extraordinary General Meeting and will not be represented (Section 130a (3) clause 4 in conjunction with Section 126 (2) clause 1 no. 1, no. 3 or no. 6 AktG).

The opportunity to submit comments does not constitute an opportunity to submit questions in advance pursuant to Section 131 (1a) AktG. Any questions contained in comments will therefore not be answered at the virtual Extraordinary General Meeting, unless they are asked by way of video communication at the Extraordinary General Meeting. Motions, election proposals and objections to resolutions of the Extraordinary General Meeting contained in comments will also not be considered. These are to be submitted or made or declared exclusively by the means specifically indicated in the Notice of Convocation.

The provisions of the German Stock Corporation Act on which these shareholder rights are based are as follows:

Section 130a AktG - Right to comment and speak at virtual shareholders' meetings (excerpt)

- (1) In the case of a virtual shareholders' meeting, shareholders have the right to submit statements on the items of the agenda prior to the meeting by means of electronic communication using the address designated for this purpose in the notice of the shareholders' meeting. The right may be confined to shareholders who have duly submitted notification of attendance at the meeting. The length of the statements may be reasonably restricted in the notice of the shareholders' meeting.
- (2) Statements shall be submitted by no later than five days prior to the meeting.
- (3) The submitted statements shall be made available to all shareholders by no later than four days prior to the meeting. Availability of them may be confined to shareholders who have duly submitted notification of attendance at the meeting. In the case of stock exchange listed companies, they shall be made available over the website of the company; in the case of sentence 2, they may also be made available over the website of a third party. Section 126 para. 2 sentence 1 no. 1, 3 and 6 shall apply mutatis mutandis.
- (4) Section 121 para. 7 shall apply to calculation of the deadlines specified in paragraphs 2 and 3 sentence 1.

Section 126 AktG - Motions by stockholders (excerpt)

- (2) A counter-motion and the reason for which it is being made need not to be made accessible:
 1. Inasmuch as the executive board would be liable to punishment under law, were it to make such proposal accessible;
[...]

3. If the reasons make manifestly false or misleading statements regarding essential aspects, or if they are insulting; [...]
6. If the stockholder indicates that he will not attend the general meeting and will not have a proxy represent him; [...]

Section 121 AktG – General Provisions (excerpt)

- (7) For periods and deadlines counted backwards from the date of the meeting, the day of the meeting shall not be included in the calculation. Any move from a Sunday, Saturday or public holiday to a preceding or subsequent business day shall not be possible. Sections 187 to 193 of the German Civil Code shall not be applied accordingly. In the case of non-listed companies, the articles of association may determine a different calculation of the period.

5. Right to speak in accordance with Sections 118a (1) sentence 2 No. 7, 130a (5) and (6) AktG

Shareholders or their proxies who are connected electronically to the Extraordinary General Meeting have the right to speak at the meeting, a right which is exercised by means of video communication. From the beginning of the Extraordinary General Meeting, shareholders or their proxies may register to speak using the password-protected online service.

Motions and election proposals pursuant to Section 118a (1), clause 2, no. 3 AktG as well as all types of requests for information pursuant to Section 131 AktG may form part of what is said.

Pursuant to Section 18 (3) of the Articles of Association of the Company, the Chairman of the meeting may impose reasonable time limits on the shareholder's right to ask questions and to speak. In particular, the Chairman is entitled to set a reasonable time frame at the beginning or during the Extraordinary General Meeting for the course of the meeting, for discussion on individual agenda items as well as for the time for speaking and asking questions in general or for individual speakers.

To exercise the right to speak, shareholders or their proxies need either a non-mobile device (PC, notebook, laptop) equipped with a Chrome browser from version 89, Edge from version 88 or Safari from version 13.1 or a mobile device (e.g. smartphone or tablet). Mobile devices with ANDROID operating systems require Chrome from version 89 as the installed browser: mobile devices with iOS operating systems require Safari from version 13.1 as the installed browser. To enable speaking, a camera and microphone that can be accessed from the browser must be available on the devices. No further installation of software components or apps on devices is required. Persons who have registered to speak via the virtual registration signing-in table will be unmuted to speak online using the password-protected internet service. With regard to further technical requirements and further information enabling shareholders or their proxies to speak, we refer to the "Instructions for registering a speech", which you can find in the password-protected online service at

<https://www.varta-ag.com/hauptversammlung>

The Company reserves the right to check the functionality of the video communication between the shareholder or proxy and the Company during the meeting and before a shareholder or a proxy speaks and to reject this if functionality is not ensured.

The provisions of the German Stock Corporation Act on which these shareholder rights are based are as follows:

Section 130a AktG – Right to comment and speak at virtual shareholders' meetings (excerpt)

- (5) Shareholders who are connected to the meeting electronically shall be given a right to speak at the meeting by means of video communication. The form of video communication offered by the company shall be used for addresses. Motions and election nominations in accordance with Section 118a para. 1 sentence 2 no. 3, requests for information in accordance with Section 131 para. 1, follow-up questions in accordance with Section 131 para. 1d and further questions in accordance with Section 131 para. 1e may be part of the address. Section 131 para. 2 sentence 2 shall apply mutatis mutandis.
- (6) The company may reserve the right in the notice of the shareholders' meeting to examine the working order of video communication between the shareholder and the company at the meeting and prior to the address and to reject the address if the working order of video communication is not ensured.

Section 131 AktG – Stockholder's right to request information (excerpt)

- (2) [...] The articles or the bylaws pursuant to Section 129 may authorize the chair of the meeting to reasonably limit a shareholder's time to speak and ask questions and may provide relevant details in this connection.

The provisions of the Articles of Association of VARTA Aktiengesellschaft on which these shareholder rights are based are as follows:

Section 18 – Chairing of the general meeting (excerpt)

- (3) The chairman of the meeting may appropriately limit with respect to timing the shareholders' right to speak and to ask questions. In particular, the chairman of the meeting may determine, at the beginning or during the general meeting, a reasonable time schedule for the course of the meeting, for the discussions regarding the individual items of the agenda and for the time to speak and to ask questions either generally or in a reasonable manner for an individual speaker; this includes in particular the possibility to early close the list of requests to speak – if necessary – and to determine the end of the discussion.

6. Possibility to object electronically to a resolution by the Annual General Meeting in accordance with Section 118a (1) Sentence 2 No. 8 in conjunction with Section 245 AktG

Shareholders and their proxies who are electronically connected to the Extraordinary General Meeting have the right to object to resolutions of the Extraordinary General Meeting by means of electronic communication. Objections may be submitted online from the beginning to the end of the Extraordinary General Meeting via the password-protected online service at

<https://www.varta-ag.com/hauptversammlung/>



The notary public has authorised the Company to receive objections via the password-protected online service and the Company will receive the objections via the password-protected online service.

The provisions of the German Stock Corporation Act on which these shareholder rights are based are as follows:

Section 118a AktG – Virtual General Meeting (excerpt)

(1) [...] If a virtual shareholders' meeting is held, the following conditions must be met:

[...]

8. Shareholders connected to the meeting electronically shall be given the right to declare an objection to a resolution of the Shareholders' Meeting by means of electronic communication.

Section 245 AktG – Authority to bring an action for avoidance (excerpt):

The following shall be entitled to appeal

1. every shareholder who appeared at the Annual General Meeting if they had already purchased shares before the announcement of the agenda was made and had objected to the resolution in the minutes;

[...] In the case of a virtual shareholders' meeting, all shareholders connected to the meeting electronically shall be deemed to be in attendance within the meaning of sentence 1 number 1.

The Executive Board, August 2024