



**INDUS Holding AG**  
**Bergisch Gladbach**  
**WKN 620 010/ISIN DE0006200108**

**Annual Shareholders' Meeting**  
**on Wednesday, May 29, 2019, 10.30 h (CEST)**

in the Rheinsaal on the second floor of Congress Centrum Nord Koelnmesse,  
Deutz-Mülheimer Straße 111, 50679 Cologne, Germany

**Explanations to the rights of shareholders pursuant to § 122 Para. 2, § 126 Para. 1, § 127,  
§ 131 Para. 1 of the German Stock Corporation Act ("AktG")**

The invitation to the extraordinary Annual Shareholders' Meeting of INDUS Holding AG also contains information about the rights of shareholders pursuant to § 122 Para. 2, § 126 Para. 1, § 127, § 131 Para. 1 AktG. The following information provides further details about these rights.

**1 Supplement to the agenda, § 122 Para. 2 AktG**

Shareholders whose shares collectively amount to one twentieth of the share capital or the proportionate sum of EUR 500,000.00 may demand that items be placed on the agenda and announced. The demand must be sent in writing to the Management Board of INDUS Holding AG, whereby each new agenda item must include grounds or a proposed resolution. In addition to the written form, such demands may also be sent in electronic form. The forwarding of the demand in electronic form shall require a qualified electronic signature pursuant to the German Signature Act ("Signaturgesetz") (§§ 126 Para. 3, 126a Para. 1 of the German Commercial Code – "BGB"). The demand must be received by the Company at least 30 days in advance of the meeting, i.e. at the latest by Sunday, **April 28, 2019**, midnight (MEST).

The demand must be sent to the following address:

**INDUS Holding AG**  
**- Board of Management -**  
**Kölner Straße 32**  
**51429 Bergisch Gladbach**  
**Germany**  
**E-mail: investor.relations@indus.de**



The petitioners are to submit proof that they have been holders of the shares of stock since at least ninety (90) days prior to the date on which their demand is received (receipt by the Company is the relevant criterion), and that they will continue to so hold the shares until the management board takes a decision regarding their petition.

Supplements to the agenda that need to be announced shall – insofar as they have not already been announced together with the invitation – be published in the Federal Gazette ("Bundesanzeiger") without delay following receipt, as well as in other media that may be relied upon to distribute the information throughout the whole of the European Union. They shall also be announced on the website of the Company under [www.indus.de/en/investor-relations/annual-shareholders-meeting](http://www.indus.de/en/investor-relations/annual-shareholders-meeting).

§ 122 (1) and (2) AktG are the legal basis for a request to supplement the agenda and read as follows:

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

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

## **2 Counter-motions and election proposals of shareholders, § 126 Para. 1, § 127 AktG**

Every shareholder of the Company shall be entitled to submit counter-motions in response to proposals made by the Management Board and/or Supervisory Board in respect of specific agenda items or election proposals, as well as motions concerning the rules of procedure at the Shareholders' Meeting, without this requiring an announcement, publication or other special action before the Shareholders' Meeting.



In addition, every shareholder of the Company shall be entitled to submit counter-motions in response to proposals made by the Management Board and/or Supervisory Board in respect of specific agenda items as well as proposals concerning the election of members of the Supervisory Board and Auditors. Counter-motions must include grounds if they are to be made accessible. The Company shall make counter-motions within the meaning of § 126 AktG and election proposals within the meaning of § 127 AktG including the name of the shareholder, the grounds (although grounds are not required for election proposals), and any possible statement issued by the Management accessible under [www.indus.de/en/investor-relations/annual-shareholders-meeting](http://www.indus.de/en/investor-relations/annual-shareholders-meeting), if the respective counter-motion or election proposal is received by the Company at least 14 days before the date of the meeting, i.e. at the latest by Tuesday, **May 14, 2019**, midnight (MEST), under the following address

**INDUS Holding AG**  
**c/o C-HV AG**  
**Gewerbepark 10**  
**92289 Ursensollen**  
**Germany**  
**Telefax: +49 (0) 9628 92 99 871**  
**E-mail: hv@anmeldestelle.net**

and the other criteria for a corresponding publication obligation pursuant to § 126 AktG ad § 127 AktG have been met. Motions that are otherwise addresses can unfortunately not be considered.

The provisions of the German Stock Corporation Act underlying these shareholder rights, which also determine the conditions under which the granting of counter-motions and nominations can be waived, are as follows:

„Section 126 Motions by stockholders

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

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

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

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

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

## Section 127 Nominations by stockholders

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

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fifth sentence. The management board is to supplement the nomination by a stockholder of candidates for the supervisory board of companies listed on the stock exchange, to which the Employee Co-Determination Act (MitbestG), the Act on the Co-Determination by Employees in the Supervisory Boards and Management Boards of Mining Enterprises and Enterprises in the Iron- and Steel-Producing Industry (MontanMitbestG), or the Amending Act on Employee Co-Determination in the Iron- and Steel-Producing Industry (MontanMitbestGErgG) applies, by the following substantive content:

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

It is important to note that counter-motions or election proposals shall be considered at the Shareholders' Meeting only if these are posed or submitted there.

### **3 Right of the shareholder to demand information, § 131 Para. 1 AktG**

In response to a corresponding request, the Management Board must provide each shareholder or proxy with information about matters concerning the Company at the Shareholders' Meeting, insofar as this is required for the proper assessment of an agenda item and no entitlement to refuse to provide information exists. The obligation to provide information also extends to the legal and business relations of INDUS Holding AG to its affiliated companies and the situation of the Group and the companies included in the consolidated financial statements.

The provisions of the German Stock Corporation Act on which these shareholder rights are based, which also determine the conditions under which the provision of information can be waived, are as follows:

„Section 131 Stockholder's right to request information

(1) The management 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 shall also extend 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

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section 266 (1), third sentence, section 276, or section 288 of the Commercial Code (HGB), then each stockholder may request that, at the general meeting deliberating on the annual accounts, the annual accounts be made available to him in the form that they would have without these eased requirements. The obligation of the management board of a parent company to provide information (section 290 subsections (1) and (2) of the Commercial Code (HGB)) at the general meeting to which the consolidated financial statements and the consolidated management report are submitted shall also extend to cover the situation of the group and the enterprises included in the consolidated financial statements.

(2) The information provided is to correspond to 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 him to make further determinations concerning the details in this regard.

(3) The management board may refuse a request for information:

1. Inasmuch as the provision of the information, when adjudged 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 accounts;
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 in the sense of section 264 (2) of the Commercial Code (HGB); this shall not apply if the general meeting approves and establishes the annual accounts;
5. Inasmuch as the management board would be liable to punishment under law were it to provide the information;
6. Inasmuch as, in the case of a credit institution or financial services provider, no information need be provided regarding the accounting and valuation methods applied, nor regarding the netting performed in the annual accounts, management report, consolidated financial statements, or consolidated management report;

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7. Inasmuch as such information is continuously accessible on the company's website for at least seven (7) 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 his 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. The management board may not refuse to provide the information in accordance with subsection (3), first sentence, nos. 1 to 4. The first and second sentences shall not apply if a subsidiary company (section 290 subsections (1) and (2) of the Commercial Code (HGB)), a joint venture (section 310 (1) of the Commercial Code (HGB)) or an associated enterprise (section 311 (1) of the Commercial Code (HGB)) issues the information to a parent company (section 290 subsections (1) and (2) of the Commercial Code (HGB)) for purposes of including the company in the consolidated financial statements of the parent company and the information is required for this purpose.

(5) Where a stockholder's request for information is refused, he may demand that his question and the grounds for refusing to provide the information be included in the minutes of the meeting."

In addition, the chairman of the meeting is entitled to various management and administrative measures in the general meeting. This includes the restriction of the right to speak and to ask questions. The underlying rules of the Company's Articles of Association are as follows:

§ 20 of the Articles of Incorporation of INDUS Holding AG (excerpt)

"4. The chair of the meeting can, as appropriate, limit the time allocated to the shareholders' right to speak and ask questions. At the beginning or during the course of the Annual Shareholders' Meeting, the chair can, in particular, specify the duration of the entire meeting proceedings, the discussion of the individual items on the agenda, the total time available for speaking and asking questions, as well as the time available to individual speakers for speaking and asking questions as appropriate. The chair may also order the early closure of the list of speakers and the end of the debate."

In order to make it easier to provide proper answers to questions, shareholders and proxies who wish to pose questions at the Shareholders' Meeting are kindly asked to send these questions to:



**INDUS Holding AG**  
**- Investor Relations -**  
**Kölner Straße 32**  
**51429 Bergisch Gladbach**  
**Germany**  
**Fax: +49 (0) 2204 40 00 20**  
**E-mail: [investor.relations@indus.de](mailto:investor.relations@indus.de)**

at the earliest possible date. The answering of questions is not conditional upon these questions being submitted in advance. The right to information pursuant to § 131 Para. 1 AktG also exists if questions are merely posed at the Shareholders' Meeting.

Bergisch Gladbach, April 2019

INDUS Holding AG