

(voluntary and non-binding convenience translation)



**KPS AG**

Unterföhring

**ISIN DE000A1A6V48**

**WKN A1A6V4**

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### **Invitation to the Annual General Meeting**

We invite our shareholders to the to the ordinary Annual General Meeting to be held

**on 30 May 2025 at 11:00 a.m. (CEST),**

at the MACE Restaurant & Speisesyndikat, Beta-Straße 10 E, 85774 Unterföhring, Germany.

#### **I.**

#### **Agenda**

- 1. Presentation of the approved annual financial statements and the management report for KPS AG including the explanatory report of the Executive Board on the disclosures pursuant to Section 289a of the German Commercial Code (*HGB*) as at 30 September 2024 and the approved consolidated financial statements and the Group management report for KPS AG and the Group as at 30 September 2024 including the explanatory report of the Executive Board on the disclosures pursuant to Section 315a HGB as at 30 September 2024 and presentation of the report of the Supervisory Board for the financial year 2023/2024**

The aforementioned documents will be explained in more detail at the Annual General Meeting by the Executive Board and - as far as the report of the Supervisory Board is concerned - by the Supervisory Board. In accordance with the statutory provisions, no resolution is planned for this agenda item, as the Supervisory Board already approved the annual and consolidated financial statements on 27 January 2025 and the annual financial statements have thus been adopted.

From the time the Annual General Meeting is convened, the aforementioned documents will be available on our website at <https://kps.com/de/de/company/investor-relations/general-meetings/2025.html>. The documents will also be available there during the Annual General Meeting.

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**2. Resolution on the appropriation of the balance sheet profit of KPS AG**

The Executive Board and Supervisory Board propose that the net profit of KPS AG for the financial year 2023/2024 amounting to EUR 20,098,269.51 be carried forward in full to new account.

**3. Resolution on the discharge of the members of the Executive Board for the financial year 2023/2024**

The Executive Board and Supervisory Board propose that the sole Executive Board member in office in the financial year 2023/2024 be discharged from liability for this period.

**4. Resolution on the discharge of the members of the Supervisory Board for the financial year 2023/2024**

The Executive Board and Supervisory Board propose that the actions of the members of the Supervisory Board in office in the financial year 2023/2024 be ratified for this period.

It is intended to have the Annual General Meeting decide on the discharge of the members of the Supervisory Board by way of an individual vote.

**5. Resolution on the appointment of the auditor and Group auditor for the 2024/2025 financial year as well as the auditor for any audit review of interim reports or financial information and the auditor of the sustainability report**

On the recommendation of its Audit Committee (with the same members), the Supervisory Board proposes the following resolution:

5.1 Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Düsseldorf, is appointed as auditor and group auditor for the financial year 2024/2025, as well as auditor for any review of the half-year financial report and additional interim financial information within the meaning of Section 115 WpHG for the financial year 2024/2025, as well as auditor for any review of interim financial information for the financial year 2025/2026 until the next Annual General Meeting in 2026, insofar as such interim reports or financial information are to be subject to an audit review.

5.2 Baker Tilly GmbH & Co KG Wirtschaftsprüfungsgesellschaft, Düsseldorf, is appointed as the auditor of the sustainability report for the financial year 2024/2025.

Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) No 537/2014 and Directives 2004/109/EC, 2006/43/EC and 2013/34/EU with regard to sustainability reporting by companies requires a German implementation law (CSRD Implementation Act). At the time of the adoption of the management's proposed resolutions to the Annual General Meeting, a CSRD Implementation Act had not yet been passed; only a draft law (government draft of July 2024) was available. The election of the auditor of the sustainability reporting therefore takes place in the event that the German legislator requires the election of this auditor by the Annual General Meeting in a CSRD Implementation Act.

The Audit Committee has declared that its above recommendations are free from undue influence by third parties and that no clause restricting choice within the meaning of Art. 16 (6) of Regulation (EU) No. 537/2014 has been imposed on it.

It is intended to have the Annual General Meeting decide on the above proposed resolutions by way of an individual vote.

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**6. Resolution on the approval of the remuneration report**

Pursuant to Section 162 German Stock Corporation Act (*AktG*), the Executive Board and Supervisory Board must prepare a remuneration report and submit it to the Annual General Meeting for approval in accordance with Section 120a para. 4 *AktG*. The remuneration report of KPS AG for the financial year 2023/2024 prepared in accordance with this requirement was audited by the auditor pursuant to Section 162 para. 3 *AktG* to determine whether the legally required disclosures pursuant to Section 162 para. 1 and para. 2 *AktG* were made. The report on the audit of the remuneration report is attached to the remuneration report.

The remuneration report for the financial year 2023/2024, together with the audit opinion, will be available on our website at <https://kps.com/de/de/company/investor-relations/general-meetings/2025.html> from the date on which the Annual General Meeting is convened. The remuneration report will also be available there during the Annual General Meeting. A reproduction of the content of the remuneration report in this invitation is no longer required in accordance with the new version of Section 124 para. 2 sentence 3 *AktG*.

The Executive Board and Supervisory Board propose that the remuneration report for the financial year 2023/2024, prepared and audited in accordance with Section 162 *AktG*, be approved.

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

Pursuant to Section 120a para. 1 sentence 1 *AktG*, the Annual General Meeting of a listed company resolves on the approval of the remuneration system for the members of the Executive Board presented by the Supervisory Board whenever there is a material change to the remuneration system, but at least every four years. The remuneration system for the members of the Executive Board was last approved by the Annual General Meeting of KPS AG on 21 May 2021, so that a new resolution is required at regular intervals. A resolution confirming the remuneration system is permissible.

The Supervisory Board has reviewed the remuneration system for members of the Executive Board adopted by the Annual General Meeting on 21 May 2021. The review did not reveal any need for structural changes; rather, the current system has proven itself. It is in line with market standards and statutory requirements. The Supervisory Board continues to consider the maximum remuneration set out in the remuneration system to be appropriate.

The remuneration system for the members of the Executive Board will be available on our website at <https://kps.com/de/de/company/investor-relations/general-meetings/2025.html> from the time the Annual General Meeting is convened. The Executive Board remuneration system will also be available there during the Annual General Meeting. It is no longer necessary to reproduce the content of the remuneration system in this invitation in accordance with the new version of Section 124 para. 2 sentence 3 *AktG*.

The Supervisory Board proposes that the remuneration system for members of the Executive Board adopted by the Annual General Meeting on 21 May 2021 be confirmed.

**8. Resolution on the approval of the remuneration system for the members of the Supervisory Board**

Pursuant to Section 113 para. 3 *AktG*, a resolution on the remuneration of the members of the Supervisory Board must be adopted at least every four years for listed companies, whereby a confirmatory resolution is permissible. Pursuant to Section 12 of the Articles of

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Association of KPS AG, the remuneration of the Supervisory Board is determined by resolution of the Annual General Meeting. The Annual General Meeting of KPS AG last passed such a resolution on 21 May 2021, so that a new resolution is required at regular intervals.

The Executive Board and Supervisory Board have reviewed the remuneration system for Supervisory Board members adopted by the Annual General Meeting on 21 May 2021. The review did not reveal any need for structural changes; rather, the current system has proven itself. It is in line with market standards and statutory requirements. In the opinion of the Executive Board and Supervisory Board, the remuneration continues to be appropriate and should remain unchanged.

The remuneration system for members of the Supervisory Board will be available on our website at <https://kps.com/de/de/company/investor-relations/general-meetings/2025.html> from the time the Annual General Meeting is convened. The Supervisory Board remuneration system will also be available there during the Annual General Meeting. According to the new version of Section 124 para. 2 sentence 3 AktG, it is no longer necessary to reproduce the content of the remuneration system in this invitation.

The Executive Board and Supervisory Board propose that the remuneration system for Supervisory Board members adopted by the Annual General Meeting on 21 May 2021 be confirmed.

**II.**

**Further information and notes**

1. **Conducting the Annual General Meeting as an in-person meeting**
2. This year's Annual General Meeting will be held in the form of an in-person meeting.
3. **Registration for the Annual General Meeting**

In accordance with Section 15 para. 1 of the Articles of Association, only those shareholders who register for the Annual General Meeting in text form (Section 126b BGB) and are entered in the company's share register are entitled to attend the Annual General Meeting and exercise their voting rights. Registration to attend the Annual General Meeting must be received by the company no later than

**Expiry of 23 May 2025, 24:00 hours (CEST)**

in text form (Section 126b BGB) at the following address or e-mail address:

KPS AG  
c/o Computershare Operations Center  
80249 Munich  
E-Mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

The company continues to offer its shareholders the opportunity to register online via the shareholder portal, which can be accessed via the company's website at

**<https://kps.com/de/de/company/investor-relations/general-meetings/2025.html>**

subject to the above-mentioned deadline for registering.

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To access the shareholder portal, shareholders need their shareholder number and the corresponding password. The relevant access data will be sent to the shareholders entered in the share register in accordance with legal requirements.

A universally usable registration and proxy authorization and instruction form, which can also be used to issue authorizations and instructions to the proxies appointed by the company in text form, is available on the Internet at

***<https://kps.com/de/de/company/investor-relations/general-meetings/2025.html>***

The registration for the Annual General Meeting and the granting of a voting proxy and instructions to proxies appointed by the company and the authorization of third parties may also be transmitted to the company via intermediaries in accordance with ISO 20022 format (e.g. via SWIFT, CMDHDEMMXXX) in compliance with the deadlines specified in this invitation pursuant to Section 67c AktG. Authorization via the SWIFT Relationship Management Application (RMA) is required for registration via SWIFT

Shareholders or their authorised representatives who are entitled to attend the Annual General Meeting will be sent admission tickets to the Annual General Meeting, unless they authorise proxies or vote by postal vote when registering. Shareholders who register via the shareholder portal have the option of printing out their admission ticket directly or having it sent to them by e-mail.

### **3. Disposals of shares and transfers in the share register**

The number of shares entered in the share register on the day of the Annual General Meeting is decisive for participation and voting rights. This shareholding will correspond to the shareholding on the registration deadline of 23 May 2025, 24:00 hours (CEST) (technical record date), as for technical reasons no transfers will be made in the share register in the period from the registration deadline up to and including the day of the Annual General Meeting (transfer stop). However, the registration freeze does not block the disposal of shares. Shareholders can therefore continue to freely dispose of their shares even after registration. However, purchasers of shares whose applications for re-registration are received by the company after 23 May 2025, 24:00 hours (CEST), will not be able to exercise their participation and voting rights unless they have themselves authorized to do so. In these cases, participation and voting rights remain with the shareholder entered in the share register until the change of registration. Purchasers of shares in the company who are not yet entered in the share register are therefore requested to submit applications for change of registration as soon as possible.

Intermediaries and other equivalent persons pursuant to Section 135 para. 8 AktG may only exercise voting rights for shares that do not belong to them but for which they are entered in the share register as the holder on the basis of an authorization. Section 135 AktG regulates this in more detail.

### **4. Voting by electronic postal vote**

On a voluntary basis and as a simplification for the shareholders, the Executive Board makes use of the authorization pursuant to Section 15 para. 2 of the Articles of Association and provides that shareholders who have registered in due time and their proxies may also cast their votes at this year's Annual General Meeting by means of electronic communication via the shareholder portal ("**postal vote**") in accordance with the following provisions.

However, postal votes may only be cast for votes on resolutions proposed by the management and announced by the company prior to the Annual General Meeting and for votes on resolutions proposed by shareholders and announced by the company prior to the

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Annual General Meeting at the request of a minority pursuant to Section 122 para. 2 AktG, as a counter-motion pursuant to Section 126 para. 1 AktG or as an election proposal pursuant to Section 127 AktG. It is not possible to cast postal votes on other votes, in particular on motions that are not submitted until the Annual General Meeting. Shareholders and their proxies can cast their votes by electronic postal vote via the shareholder portal at

***<https://kps.com/de/de/company/investor-relations/general-meetings/2025.html>***

Voting via the shareholder portal is limited in time and only possible until 29 May 2025, 18:00 (CEST). Until this time, votes cast electronically can also be changed or revoked via the shareholder portal. We would like to point out that the voting function for postal votes via the shareholder portal will be closed upon expiry of the above deadline.

It should also be noted that no other means of communication are available for postal voting, in particular no sending of postal votes by post or e-mail.

If an individual vote is held on an agenda item without this having been communicated in advance of the Annual General Meeting, the vote cast by postal vote on this agenda item as a whole shall also be deemed to be a corresponding vote for each item of the individual vote.

### **5. Procedure for the granting of voting proxies**

Shareholders may authorize third parties to exercise their voting rights. The shareholder must also meet the requirements set out in section 2 above (Registration for the Annual General Meeting) in the case of proxy voting. If a shareholder issues a proxy to more than one person, the company may reject one or more of them.

The proxy may be granted to the authorized representative or to the company.

Authorization can be granted using the shareholder portal or by other declarations in text form, stating the name of the person making the declaration. It is also possible to submit a proxy upon admission to the Annual General Meeting and during the Annual General Meeting on site.

Proxies can only be granted, amended or revoked via the shareholder portal until 29 May 2025, 18:00 (CEST). We would like to point out that the proxy function via the shareholder portal will be closed upon expiry of the above deadline.

Please note that special provisions apply to the authorization of intermediaries, shareholders' associations, voting rights advisors or other persons pursuant to Section 135 para. 8 AktG who offer to exercise voting rights at the Annual General Meeting on behalf of shareholders (see below under the section "Authorization of other persons").

#### ***Authorization of the proxies of the company***

We also offer our shareholders and their proxies the opportunity to be represented at the Annual General Meeting by proxies appointed by the company in accordance with their instructions. To do so, the proxies must be granted representation power and instructions for exercising the voting rights.

Representation power and instructions to the company's proxies can be issued, amended or revoked via the shareholder portal until 29 May 2025, 18:00 (CEST). We would like to point out that this function via the shareholder portal will be closed upon expiry of the above deadline.

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In addition, authorization and instructions may be issued to the proxies of the company by other declarations in text form, naming the person making the declaration, and sent to the company by sending them to the following address or e-mail address by 29 May 2025, 18:00 (CEST; the date of receipt by the company is decisive):

KPS AG  
c/o Computershare Operations Center  
80249 Munich  
E-Mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

### **("KPS contact addresses")**

It is also possible to authorize proxies and issue instructions upon admission to the Annual General Meeting and on site during the Annual General Meeting.

If an individual vote is held on an agenda item without this having been communicated in advance of the Annual General Meeting, the authorization and instruction of the company's proxies for this agenda item as a whole shall also apply as a corresponding authorization and instruction for each item of the individual vote.

It should be noted that the proxies will not submit any motions or questions for the shareholders or declare any objections. They will only exercise voting rights on those agenda items for which they have received instructions from the shareholders. The company proxies are obliged to vote in accordance with instructions and may not exercise voting rights without proper instructions.

### ***Authorization of other persons***

If neither an intermediary nor a voting rights advisor within the meaning of Section 134a para. 1 no. 3 AktG, a shareholders' association or other persons, institutions or companies with equivalent status with regard to the exercise of voting rights pursuant to Section 135 para. 8 AktG are to be authorized, the granting of proxy and its revocation must be made in text form (Section 126b BGB). If the proxy is granted by declaration to the company, additional proof of authorization is not required. However, if the proxy is granted by declaration to the person to be authorized, the company may request proof of authorization in text form. The proof can be sent to the company by 29 May 2025, 18:00 (CEST; receipt by the company is decisive), to one of the KPS contact addresses defined above. Proof of authorization can also be provided upon admission to the Annual General Meeting and during the Annual General Meeting on site.

The text form requirement does not apply to the granting of a proxy to intermediaries, voting rights advisors within the meaning of Section 134a para. 1 no. 3 AktG, shareholders' associations and other persons, institutions or companies treated as such by Section 135 para. 8 AktG with regard to the exercise of voting rights, nor to the revocation and proof of such authorization. However, the proxy must record the authorization in a verifiable manner. It must be complete and may only contain declarations related to the exercise of voting rights. However, a breach of these requirements does not affect the validity of the vote. Furthermore, the respective proxy may have provided for special regulations for his authorization; this should be agreed with the respective proxy in advance.

### ***Supplementary information on exercising voting rights***

If voting rights are exercised or proxy authorization and, if applicable, instructions are issued in several ways before the day of the Annual General Meeting, these will be considered in the following order, regardless of the time of receipt: 1. electronically via the shareholder portal, 2. by e-mail and 3. by letter

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If several postal votes or authorizations and instructions are received by the same means of transmission within the deadline, the last declaration received shall be binding

If a shareholder attends the Annual General Meeting in person, all previously issued authorizations and, if applicable, instructions or votes cast via the shareholder portal by postal vote will be revoked.

**6. Information on the rights of shareholders in accordance with Sections 122 para. 2, 126 para. 1, 127, 131 para. 1 AktG**

**a) Motions for additions to the agenda at the request of a minority in accordance with Section 122 para. 2 AktG**

Shareholders whose shares together amount to one twentieth of the share capital (this corresponds to 2,057,665 shares) or the proportionate amount of EUR 500,000.00 (this corresponds to 500,000 shares) may request that items be placed on the agenda and announced. Each new item must be accompanied by a statement of reasons or a draft resolution. The request must be addressed in writing to the Executive Board of KPS AG and must be received by the company by the end of 29 April 2025, 24:00 hours (CEST) at the latest. Please send requests for additions to the agenda to the following address:

KPS AG  
- for the attention of the Executive Board -  
Beta-Straße 10h  
85774 Unterföhring

Pursuant to Section 122 para. 1 and para. 2 AktG, the shareholders concerned must prove that they have held the aforementioned minimum number of shares for at least 90 days prior to the date of receipt of the request and that they will hold these shares until the Executive Board decides on the request. Section 121 para. 7 AktG applies accordingly to the calculation of the deadline. The receipt of the request is therefore not to be counted. A postponement of the deadline from a Sunday, a Saturday or a public holiday to a preceding or subsequent working day is out of the question. Sections 187 to 193 of the German Civil Code (BGB) shall not apply accordingly.

**b) Countermotions and election proposals pursuant to Sections 126 para. 1, 127 AktG**

In accordance with Section 126 para. 1 AktG, every shareholder is entitled to submit countermotions to the resolutions proposed by the Executive Board and Supervisory Board on the items on the agenda without this requiring any announcement, publication or other special action prior to the Annual General Meeting. The same applies to counter-proposals to nominations for the election of Supervisory Board members and auditors (Section 127 AktG).

However, shareholders may also submit countermotions to a proposal by the Executive Board and/or Supervisory Board on items on the agenda and nominations for election prior to the Annual General Meeting. Such motions must be sent exclusively to the following address or e-mail address

KPS AG  
Investor Relations  
Beta-Strasse 10h



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E-Mail: [ir@kps.com](mailto:ir@kps.com)

Counter-motions and election proposals from shareholders received at these contact details no later than 14 days before the Annual General Meeting, i.e. no later than 15 May 2025, 24:00 hours (CEST), will be published by the company - subject to Sections 126 para. 2 and para. 3 and 127 AktG - on the company's website at

***<https://kps.com/de/de/company/investor-relations/general-meetings/2025.html>***

without delay. Any comments from the administration will also be published at the above Internet address.

We would like to point out that countermotions and election proposals that have been submitted to the company in advance in due form and time will only be considered at the Annual General Meeting if they are submitted verbally during the Annual General Meeting. The right of each shareholder to submit countermotions or election proposals during the Annual General Meeting without prior submission to the company remains unaffected.

**c) Right to information pursuant to Section 131 para. 1 AktG**

At the Annual General Meeting, the Executive Board must provide each shareholder with information on the company's affairs, the company's legal or business relationships with affiliated companies and the situation of the Group and the companies included in the consolidated financial statements, insofar as this is necessary for the proper assessment of an item on the agenda. Requests for information must generally be made verbally during the discussion at the Annual General Meeting. The Executive Board may refuse to provide information for the reasons stated in Section 131 para. 3 AktG.

Further information on shareholder rights can be found on the company's website at

***<https://kps.com/de/de/company/investor-relations/general-meetings/2025.html>***

to find.

**7. Information and documents for the Annual General Meeting**

From the time the Annual General Meeting is convened, the documents specified in Section 124a AktG will be published on the company's website at

***<https://kps.com/de/de/company/investor-relations/general-meetings/2025.html>***

made available for viewing and downloading. It should be noted that the legal obligation is satisfied by making the information and documents available on the company's website.

**8. Total number of shares and voting rights**

At the time this Annual General Meeting is convened, the company's share capital amounts to EUR 41,153,300.00 and is divided into 41,153,300 no-par value registered shares. Each no-par value share grants one vote. The company does not hold any treasury shares at the time this Annual General Meeting is convened.

**9. Notes on data protection**

Your personal data is processed for the purpose of keeping the share register, for communication with you as a shareholder, in the context of registration for our Annual General Meeting and for its implementation and when using the shareholder portal. This is done to enable shareholders to exercise their rights at the Annual General Meeting.

KPS AG processes your data as the controller in compliance with the provisions of the EU General Data Protection Regulation (GDPR) and all other relevant laws. Details on the handling of your personal data and your rights under the GDPR can be found on the company's website at

***<https://kps.com/de/de/company/investor-relations/general-meetings/2025.html>***

Unterföhring, April 2025

KPS AG  
The Executive Board