



KPS AG

Unterföhring

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The Act on Measures in Corporate, Cooperative, Association, Foundation and Home Ownership to Combat the Effects of the COVID-19 Pandemic, last amended and extended by the Federal Reconstruction Assistance Act 2021 of 10 September 2021 (“**COVID-19 Law**”) opens up the possibility of holding ordinary Annual General Meetings until 31 August 2022 without the physical presence of the shareholders or their proxies (virtual Annual General Meeting). In view of the ongoing COVID-19 pandemic and the goal of avoiding health risks for shareholders, internal and external employees, and the members of the governance bodies of the company, the Executive Board of KPS AG with the approval of the Supervisory Board has resolved to make use once again of the possibility of holding a virtual Annual General Meeting.

Invitation to the ordinary Annual General Meeting

We hereby issue an invitation to our shareholders to the ordinary Annual General Meeting to be held at

11.00 (CET) on Wednesday 18 May 2022.

This Annual General Meeting will be held in the form of a virtual Annual General Meeting without the physical presence of the shareholders and their authorised proxies. The entire Annual General Meeting will be broadcast in an audiovisual transmission accessible for shareholders entered in the Share Register or their authorised proxies on the Internet site of the company at

<https://kps.com/de/de/company/investor-relations/general-meetings/2022.html>

in the password-protected shareholders’ portal; this transmission will not permit any participation in the Annual General Meeting pursuant to Article 118 Section 1 sentence 2 Stock Corporation Act (AktG). The place for the transmission of the virtual Annual General Meeting and hence the location of the Annual General Meeting pursuant to the Stock Corporation Act (Aktengesetz) is the Haus der Bayerischen Wirtschaft, Max-Joseph-Straße 5, 80333 Munich, Germany.

You should note that (with the exception of voting proxy representatives designated by the company and members of the governance bodies) the shareholders and their authorised proxies do not have any right of physical presence or the possibility of attending in person at the location of the Annual General Meeting.

I.
Agenda

- 1. Submission of the adopted Annual Financial Statements and the Management Report for KPS AG including the explanatory report of the Executive Board on the information pursuant to Article 289a Section 1 German Commercial Code (HGB) on 30 September 2021 and the approved Consolidated Financial Statements and the Management Report for KPS AG and the Group at 30 September 2021 including the explanatory report of the Executive Board on the information pursuant to Article 315a Section 1 German Commercial Code (HGB) as at 30 September 2021 and submission of the Report of the Supervisory Board for the business year 2020/2021.**

The aforementioned documents will be explained in more detail at the Annual General Meeting by the Executive Board and - insofar as this concerns the report of the Supervisory Board - by the Supervisory Board. In accordance with the statutory provisions, no resolution is planned for this agenda item, as the Supervisory Board has already approved the annual and consolidated financial statements on 19 January 2022 and the annual financial statements are thus approved.

From the time of the convening of the Annual General Meeting, the aforementioned documents are available on our website at

<https://kps.com/de/de/company/investor-relations/general-meetings/2022.html>

- 2. Resolution on the appropriation of the net profit of KPS AG**

The Executive Board and the Supervisory Board propose that the net profit for the business year 2020/2021 of KPS AG amounting to EUR 20,224,400.02

- a) be appropriated in the amount of EUR 7,108,299.00 for the payout of a dividend of EUR 0.19 for each no-par value share entitled to receive a dividend, and
- b) that the remaining sum in the amount of EUR 13,116,101.02 be carried forward to new account.

A dividend adopted by a resolution of the Annual General Meeting only becomes due on the third business day following the Annual General Meeting pursuant to Article 58 Section 4 sentence 2 Stock Corporation Act (AktG) (i.e. on 23 May 2022) and such dividend will also only be paid out then.

- 3. Resolution on the discharge of the Members of the Executive Board for the business year 2020/2021**

The Executive Board and the Supervisory Board propose that the actions of the sole Member of the Executive Board incumbent during the business year 2020/2021 be approved for this period and that he be discharged.

4. Resolution on the discharge of the Members of the Supervisory Board for the business year 2020/2021

The Executive Board and the Supervisory Board propose that the actions of the Members of the Supervisory Board incumbent during the business year 2020/2021 be approved for this period and that they be discharged.

It is intended to allow the Annual General Meeting to decide on the discharge of the Members of the Supervisory Board by way of one individual vote.

5. Resolution on the appointment of the auditor of the financial statements and the auditor of the consolidated financial statements and of the auditor for any audit inspection of interim reports for the business year 2021/2022

The Supervisory Board proposes, on the recommendation of its (personnel identical) Audit Committee, that Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft (audit firm), Düsseldorf, be appointed as the auditor of the financial statements and auditor of the consolidated financial statements for the business year 2021/2022, and as the auditor for any audit inspection of the half-year report and additional financial reports pursuant to Article 115 Securities Trading Act (WpHG) for the business year 2021/2022, insofar as such interim reports are to be subject to an audit inspection.

The Audit Committee has declared that its recommendation is free from undue influence from third parties and that it was not subject to any clause restricting potential choice pursuant to Article 16 Section 6 of Directive (EU) No. 537/2014.

6. Resolution on the approval of a control and profit and loss transfer agreement between KPS AG and INFRONT Consulting & Management GmbH

On 22 March 2022, KPS AG concluded a domination and profit and loss transfer agreement with INFRONT Consulting & Management GmbH, Hamburg, which will be approved by the shareholders' meeting of INFRONT Consulting & Management GmbH on the day of the Annual General Meeting. KPS AG is the sole shareholder of INFRONT Consulting & Management GmbH. For this reason, the domination and profit and loss transfer agreement does not have to provide for a compensation payment or a settlement for outside shareholders. An audit of the control and profit and loss transfer agreement by an auditor in accordance with Section 293b (1) AktG, is unnecessary since all shares in INFRONT Consulting & Management GmbH are in the possession of KPS AG.

The Executive Board and the Supervisory Board propose that this domination and profit and loss transfer agreement be approved.

The domination and profit and loss transfer agreement has the following wording:

DOMINATION AND PROFIT AND LOSS TRANSFER AGREEMENT

between

1. **KPS AG**, Beta-Straße 10H, 85774 Unterföhring, registered in the Commercial Register of the Local Court of Munich under HRB 123013,,

- hereinafter referred to as the „Controlling Company“ -

and

2. **INFRONT Consulting & Management GmbH**, Neuer Wall 10, 20354 Hamburg, registered in the Commercial Register of the Local Court of Hamburg under HRB 73863

- hereinafter referred to as the „Controlled Company“ -

Preamble

- (A) *The share capital of the Controlled Company amounts to EUR 50,000.00. Since the beginning of the current financial year of the Controlled Company, the Controlling Company has held all shares as the sole shareholder. Compensation payments (section 304 German Stock Corporation Act, "AktG") or settlements (section 305 AktG) for outside shareholders are therefore not to be granted by the Controlling Company. Furthermore, neither an audit of the contract nor the submission of an audit report is required (section 293b para. 1, 293e AktG).*
- (B) *The following domination and profit and loss transfer agreement is to be concluded in order to establish a tax group relationship for corporation and trade tax purposes.*

1. Management

- 1.1 *The Controlled Company places itself under the management of the Controlling Company. Accordingly, the Controlling Company is entitled to issue instructions to the management of the Controlled Company with regard to the management of the Controlled Company.*

- 1.2 *The management of the Controlled Company is obliged to follow the instructions of the Controlling Company. In addition, section 308 AktG shall apply accordingly or any successor provision in the respective current version.*
- 1.3 *The Controlling Company's right to issue instructions does not encompass decisions on the continuation, amendment or termination of this agreement.*
- 1.4 *The Controlling Company is entitled to review all business documents of the Controlled Company at any time. The management of the Controlled Company is obliged to provide the Controlling Company at any time with all requested information on all legal, business or organisational matters of the Controlled Company.*

2. *Transfer of Profit*

- 2.1 *The Controlled Company is obliged to transfer its entire profit to the Controlling Company. Section 301 AktG, as amended from time to time, shall apply mutatis mutandis to the maximum amount of the profit transfer, in addition to and with priority over sections 2.2 and 2.3 of this agreement.*
- 2.2 *The Controlled Company may, with the consent of the Controlling Company, transfer amounts from the annual net profit to other retained earnings in accordance with section 272 (3) of the German Commercial Code ("HGB") to the extent that this is permissible under commercial law and economically justified on the basis of a reasonable commercial assessment.*
- 2.3 *Other retained earnings pursuant to section 272 (3) HGB formed during the term of this agreement shall be released and transferred as profit at the request of the Controlling Company. The transfer of pre-contractual capital and retained earnings is excluded.*
- 2.4 *The entitlement to the transfer of profits shall arise at the end of the Controlled Company's financial year and shall be due as at that date.*

3. Assumption of losses

- 3.1 *The provisions of section 302 AktG, as amended from time to time, shall apply mutatis mutandis to the obligation of the Controlling Company to assume losses.*
- 3.2 *The right to the assumption of losses shall arise at the end of the fiscal year of the Controlled Company and shall be due as at that date.*

4. Effectiveness and term of the Agreement

- 4.1 *In order to become effective under civil law, this agreement requires the approval of the annual general meeting of the Controlling Company and the shareholders' meeting of the Controlled Company.*
- 4.2 *This agreement shall become effective upon entry in the commercial register of the registered office of the Controlled Company. With the exception of the domination agreement elements in section 1, it shall apply retroactively for the period from the beginning of the fiscal year of the Controlled Company in which the agreement becomes effective by registration in the commercial register of the registered office of the Controlled Company.*
- 4.3 *This agreement shall be concluded for an indefinite period of time. It may be terminated ordinarily upon three (3) months' written notice prior to the end of the financial year of the Controlled Company, however, at the earliest at least five (5) years in time after the beginning of the financial year in which the Agreement becomes effective ("minimum term"). In addition to the aforementioned notice period, the Controlling Company may terminate the agreement after the expiry of the minimum term stipulated in the preceding sentence by giving two (2) weeks' notice. The termination must be in writing.*
- 4.4 *The right to extraordinary termination without notice for good cause shall remain unaffected. Good cause shall be deemed to exist in particular in the event of insolvency, intentional or grossly negligent breach of contract, fraud or other unlawful actions by a contracting party, loss of the majority of the capital or voting rights in the Controlled Company by the Controlling Company or in the event of a merger, demerger or liquidation of the Controlling Company or the Controlled*

Company, or in the event of a change of legal form of the Controlled Company into a partnership.

- 4.5 *If the effectiveness of the agreement or its proper implementation is not or not fully recognised for tax purposes during the five-year period in accordance with section 4.3, the five-year period shall, contrary to section 4.3, commence on the first day of the financial year of the Controlled Company following the year in which the conditions for the recognition for tax purposes of the effectiveness of the agreement or its proper implementation were not met.*

5. Final Provisions

- 5.1 *The interpretation of individual provisions of this agreement shall be subject to Sections 14 and 17 of the German Corporate Income Tax Act (KStG), as amended from time to time (or corresponding subsequent regulations).*
- 5.2 *Should individual provisions of this agreement be wholly or partly legally invalid or unenforceable, or subsequently become invalid or unenforceable, this shall not affect the validity of the other provisions of this agreement. The same shall apply if the agreement proves to contain a gap or omission. Instead of the invalid or unenforceable provision or in order to remedy any gap or omission, an appropriate provision should apply that, as far as legally possible, comes closest to what the contracting parties intended in economic terms or would have intended, according to the spirit and purpose of the agreement, if they had been aware of that point when the agreement was entered into or when a provision was subsequently included.*
- 5.3 *Amendments to this agreement must be made in writing. Furthermore, section 295 AktG shall apply.*
- 5.4 *The place of performance and jurisdiction for both contracting parties shall be Unterföhring.*

As of the convening of the Annual General Meeting, the following documents are available on our website at <https://kps.com/global/en/company/investor-relations/general-meetings/2022.html>.

- the control and profit transfer agreement between KPS AG and INFRONT Consulting & Management GmbH,
- - the annual financial statements and the management reports of KPS AG for the last three financial years,
- - the annual financial statements of INFRONT Consulting & Management GmbH for the last three financial years (INFRONT Consulting & Management GmbH, as a small corporation, is not obliged to prepare management reports), and
- - **the joint contractual report of the Executive Board of KPS AG and the management of INFRONT Consulting & Management GmbH prepared in accordance with section 293a AktG.**

II.

Further disclosures and information

1. **Holding the Annual General Meeting as a virtual Annual General Meeting without the physical presence of the shareholders and their proxies, broadcast as audiovisual transmission**

The Executive Board has resolved with the approval of the Supervisory Board that the ordinary Annual General Meeting 2022 will be held as a virtual Annual General Meeting pursuant to Article 1 Sections 1 and 2 of the COVID-19 Act. In doing so, the management has taken into account the actual pandemic situation and the expected number of participants at the Annual General Meeting. Shareholders and their authorised proxies (with the exception of voting proxy representatives designated by the company) can therefore not participate physically in the Annual General Meeting this year.

However, the shareholders and their authorised proxies will be able to follow the entire Annual General Meeting from 11.00 CET on 18 May 2022 in an audiovisual transmission broadcast at

<https://kps.com/de/de/company/investor-relations/general-meetings/2022.html>

in the password-protected shareholders' portal ("**shareholders' portal**"). Following the Annual General Meeting on the shareholders' portal does not constitute participation pursuant to Article 118 Section 1 sentence 2 Stock Corporation Act (AktG).

Holding the ordinary Annual General Meeting 2022 as a virtual Annual General Meeting on the basis of the COVID-19 Act leads to modifications in the proceedings of the Annual General Meeting and in the rights of shareholders. The Annual General Meeting will be broadcast in entirety in an audiovisual transmission in the shareholders' portal, the exercise of voting rights of the shareholders through electronic communication and the granting of proxies will be enabled, the right of the shareholders to ask questions will be provided by

way of electronic communication and shareholders who have exercised their voting right will be able to make an objection to resolutions of the Annual General Meeting using electronic communication. Any motions or nomination proposals that are to be made available pursuant to Article 126 Stock Corporation Act (AktG) or Article 127 Stock Corporation Act (AktG) are deemed to have been submitted as though at the Annual General Meeting if the shareholder submitting the motion or the nomination proposal is properly registered for the Annual General Meeting. We ask our shareholders to take particular note of the following information.

2. Registration for the Annual General Meeting

Pursuant to Article 15 Nr 1 of the Articles of Incorporation, only those shareholders are entitled to participate in the Annual General Meeting and to exercise their voting right who register by

24:00 (CET) on 11 May 2022

and who have entered the registered shares in the Share Register of the company.

The registration can be carried out by the above registration deadline using the shareholders' portal at

<https://kps.com/de/de/company/investor-relations/general-meetings/2022.html>

The shareholders need their shareholder's number and the relevant access password in order to access the shareholders' portal. Shareholders can obtain their shareholder's number from the documents sent to them with the invitation to the Annual General Meeting. Shareholders who have not registered in the shareholders' portal for electronic dispatch of the invitation to the Shareholders' Meeting, receive their access password with the documents sent for the invitation to the Annual General Meeting. Shareholders who have registered for the electronic dispatch of the invitation to the shareholders' meeting, use the personal access password issued to them on registration in the shareholders' portal for access.

If the shareholders' portal is not used for registration, the registration must be received in text form at the company by the above registration deadline (in the German or English language). Adherence to the deadline depends on receipt of the registration. This should be forwarded to the following address or email address:

KPS AG
c/o Computershare Operations Center
80249 Munich, Germany
E-Mail: anmeldestelle@computershare.de

(together the "**KPS contact addresses**")

Additional information on the registration procedure is provided on the registration form sent together with the shareholders' letter.

Registrations which – irrespective of the reason – are only received by the company after 11 May 2022 can no longer be taken into account. We therefore recommend that you carry out timely registration through the shareholders' portal.

3. Disposals over shares and re-registrations in the Share Register

The share portfolio recorded in the share register on the date of the Annual General Meeting is relevant for the participation and voting right. This recorded share portfolio will correspond to the portfolio recorded at the registration closure at 24:00 (CET) on Friday 11 May 2022 (technical record date), since for technical reasons share re-registrations cannot be registered in the Share Register during the period from registration closure up to and including the day of the Annual General Meeting (cessation of changes in the share register). However, the cessation of changes in the share register does not entail a block on the availability of the shares. Shareholders are therefore free to dispose over the shares after they have successfully completed the registration. However, purchasers of shares whose re-registration applications are received by the company after 24:00 (CET) on 11 May 2022 will not be able to exercise their participation and voting rights, unless they have appointed a proxy holder or issued an authorisation to exercise such rights. In such cases, the participation and voting rights remain with the shareholder registered in the Share Register until the date of re-registration. Purchasers of shares in the company who are not yet registered in the share register are therefore requested to submit re-registration applications as soon as possible.

Intermediaries and other equivalent persons pursuant to Article 135 Section 8 Stock Corporation Act (AktG) may only exercise the voting right for shares which do not belong to them, where however they are registered as their holder in the Share Register, on the basis of an authorisation. More information on this is provided in Article 135 Stock Corporation Act (AktG).

4. Vote by electronic postal vote

Shareholders, and their proxies, registered by the deadline can cast their votes at this year's virtual Annual General Meeting by way of electronic communication ("**postal vote**").

Shareholders, and their proxies, can submit their votes using an electronic postal vote on the shareholders' portal at

<https://kps.com/de/de/company/investor-relations/general-meetings/2022.html>

Vote submission through the shareholders' portal is possible up to the beginning of the vote count at the virtual Annual General Meeting. Up to this point, electronically submitted votes can also be changed or revoked through the shareholders' portal.

Your attention is drawn to the fact that other communication channels for the postal vote are not available.

The submission of votes by postal vote is only possible for voting on resolution proposals of the administration announced by the company before the Annual General Meeting and on voting about resolution proposals announced by the company before the Annual General Meeting on account of a request by a minority pursuant to Article 122 Section 2 Stock Corporation Act (AktG) as a counter-motion pursuant to Article 126 Section 1 Stock

Corporation Act (AktG) or as a nomination proposal pursuant to Article 127 Stock Corporation Act (AktG). If no express vote is given in the postal vote for a particular agenda item, this is deemed to be an abstention for this agenda item. If an individual vote is held for an agenda item, without this having been announced in advance of the Annual General Meeting, the vote submission by way of a postal vote on this agenda item shall also be deemed overall as a corresponding vote submitted for each item of the individual vote.

If a shareholder wishes to have the relevant shares represented by a proxy in spite of already having submitted a vote by postal vote, this shall be possible by taking account of the following conditions and is deemed to be a revocation of the vote submitted by way of a postal vote.

5. Procedure for the authorisation of voting proxies

Shareholders can authorise third parties to exercise their voting rights. Furthermore, in cases of proxy authorisation, the shareholder must fulfil the requirements defined in the above Section 2 (Registration for the Annual General Meeting). If the shareholder appoints more than one person as a proxy, the company can reject one or more of these persons.

Proxies can be granted through the shareholders' portal. Furthermore, a proxy can also be authorised using the registration form or by other declarations in text form including the designation of the person making the declaration and sending to one of the KPS contact addresses defined above. Proxies can be granted, changed or revoked through the shareholders' portal until the beginning of the vote count. The granting, changing or revocation of proxies by means of the application form or by other means in text form including the designation of the person making the declaration by 24:00 CET on 17 May 2022 (the receipt by the Company is determinative) can also be carried out using one of the KPS contact addresses defined above.

Please note that specific regulations apply for authorisation of intermediaries, shareholders' associations, voting rights consultants or other persons pursuant to Article 135 Section 8 Stock Corporation Act (AktG) who undertake to act in a business arrangement as proxies for shareholders and exercise their voting rights at the Annual General Meeting (see below under the section "Authorisation of other persons").

Authorisation of voting proxy representatives 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. For this purpose, the proxies must be granted authorisation and given instructions on how to exercise the voting rights. For the issuance, amendment and revocation of instructions, the aforementioned explanations on the authorisation shall apply accordingly.

Should an individual vote be held on an agenda item without this having been communicated in advance of the Annual General Meeting, the authorisation and instruction of the Company's proxies on this agenda item as a whole shall also be deemed to be a respective authorisation and instruction for each item of the individual vote.

It is important to take into account that the voting proxy representative cannot submit any proposals or questions for the shareholders or register objections. The proxy representatives

will only cast their votes on those agenda items for which they have received instructions from the shareholders. The voting proxy representatives of the company are under an obligation to cast their votes in accordance with instructions and must not exercise their voting right if instructions have not been properly issued.

Authorisation of other persons

If neither an intermediary nor a consultant on share voting rights pursuant to Article 134a Section 1 No. 3 Stock Corporation Act (AktG), a shareholders' association or other equivalent persons, institutions or enterprises are to be authorised in respect of exercising voting rights pursuant to Article 135 Section 8 Stock Corporation Act (AktG), the granting of the proxy and its revocation must be carried out in text form (Article 126b German Civil Code (BGB)). If the proxy is granted by declaration made to the company, an additional verification of the proxy is not necessary. Conversely, if the proxy is granted by declaration to the proxy representative, the company may require a verification of the proxy in text form. The verification can be communicated to the company by 24:00 CET on 17 May 2022 (the receipt by the Company is determinative) at one of the KPS contact addresses defined above.

The requirement of the text form is not applicable for the granting of a proxy to intermediaries, consultants on share voting rights pursuant to Article 134a Section 1 No. 3 Stock Corporation Act (AktG), shareholders' associations and others pursuant to Article 135 Section 8 Stock Corporation Act (AktG) in respect of exercising voting rights by equivalent persons, institutions or enterprises and for the revocation and verification of such a proxy authorisation. However, the proxy representative must have the proxy recorded in verifiable form. It must be complete and may only be included with the declarations associated with the exercise of proxy voting rights. However, any breach of these requirements does not impair the effectiveness of the submission of votes. Furthermore, the relevant proxy may have been provided with special requirements for his authorisation; this should be agreed in advance with the relevant proxy.

Proxies (with the exception of the voting proxy representative designated by the company) cannot participate physically in the Annual General Meeting. They can only exercise the voting right for the shareholders represented by them by way of a postal vote or by granting a sub-authorisation to the voting proxy representative designated by the company (in each case as described above).

Supplementary information on the exercise of voting rights

If voting rights are exercised in due time by several means (letter, e-mail, electronically via the shareholder portal or pursuant to section 67c para. 1 and para. 2 sentence 3 of the German Stock Corporation Act (AktG) in conjunction with Article 2 para. 1 and 3 and Article 9 para. 4 of the Implementing Regulation ((EU) 2018/1212) by postal vote) or proxy and, if applicable, instructions are issued, these will be taken into account in the following order irrespective of the time of receipt: 1. electronically via the shareholder portal, 2. pursuant to section 67c para. 1 and para. 2 sentence 3 of the German Stock Corporation Act in conjunction with Article 2 para. 1 and 3 and Article 9 para. 4 of the Implementing Regulation ((EU) 2018/1212), 3. by e-mail and 4. by letter.

If several postal votes or powers of attorney and instructions are received by the same means of transmission within the time limit, the declaration received last shall be binding. A later casting of a vote as such shall not be deemed to be a revocation of an earlier casting of a vote. The last revocation of a declaration received in due time shall be decisive.

Should declarations with more than one form of voting right exercise be received by the same means, the following shall apply: postal votes shall have priority over the granting of power of attorney and, if applicable, instructions to the proxies of the Company and the latter shall have priority over the granting of power of attorney and instructions to an intermediary, a shareholders' association, a voting rights advisor pursuant to section 134a of the German Stock Corporation Act (AktG) as well as a person equivalent to these pursuant to section 135 para. 8 of the German Stock Corporation Act (AktG).

If an intermediary, a shareholders' association, a voting rights advisor pursuant to section 134a of the German Stock Corporation Act and a person equivalent to these pursuant to section 135 para. 8 of the German Stock Corporation Act is not willing to act as proxy, the proxies of the Company shall be authorised to act as proxies in accordance with the instructions.

The votes cast by absentee ballot or proxy and, if applicable, the instructions on agenda item 2 (appropriation of net profit) shall remain valid even in the event of an adjustment of the proposal for the appropriation of net profit as a result of a change in the number of shares entitled to dividends

6. Possibility of objecting to resolutions at the Annual General Meeting

Shareholders or their proxies who have exercised the voting right by way of a postal vote or by proxy and issuing instructions to the voting proxy representative of the company, have the opportunity to declare a written objection to resolutions of the Annual General Meeting, with the waiver of the requirement to be present at the Annual General Meeting pursuant to Article 1 Section 2 sentence 1 No. 4 of the COVID-19 Act. The objection can only be declared by electronic means through the shareholders' portal at

<https://kps.com/de/de/company/investor-relations/general-meetings/2022.html>

with effect from the opening of the virtual Annual General Meeting to its closure by the chair of the meeting. The notary documenting the Annual General Meeting has authorised the company to receive objections through the shareholders' portal and is himself authorised to accept the received objections.

7. Information on the rights of shareholders pursuant to Articles 122 Section 2, Article 126 Section 1 and Article 127 Stock Corporation Act (AktG) in conjunction with Article 1 Section 2 Sentence 3 COVID-19 Act, Article 131 Section 1 Stock Corporation Act (AktG) in conjunction with Article 1 Section 2 Sentence 1 No. 3 and Sentence 2 COVID-19 Act

- a) Amendments to the agenda on request by a minority pursuant to Article 122 Section 2 Stock Corporation Act (AktG)

Shareholders whose shares together make up one twentieth part of the capital stock (which corresponds to 1,870,605 shares) or the proportionate amount of EUR 500,000.00 (which corresponds to 500,000 shares) can request that items are placed on the agenda and published. Each new item must be accompanied by a justification or a proposed resolution. The request must be made in writing to the Executive Board of KPS AG and must be received by the company by at the latest

the end of at 24:00 on 17 April 2022. We ask that requests for amendments should be sent to the following address:

KPS AG
Attn. of the Executive Board -
Beta-Straße 10h
85774 Unterföhring
Germany

The shareholders in question must provide verification pursuant to Article 122 Section 1 and Section 2 Stock Corporation Act (AktG) that they have been the holders of the minimum number of shares set out above for at least 90 days prior to the day their request was received by the company and that they will hold these shares until the decision by the Executive Board about the proposal. Article 121 Section 7 Stock Corporation Act (AktG) should be applied correspondingly for calculating the deadline. The receipt of the demand is therefore not included. Rescheduling the deadline from a Sunday, a Saturday or a public holiday to a preceding or subsequent working day is not therefore an available option. Articles 187 to 193 of the German Civil Code (BGB) should be applied for calculating the deadline.

- b) Counter-motions and nominations pursuant to Article 126 Section 1 and Article 127 Stock Corporation Act (AktG) in conjunction with Article 1 Section 2 Sentence 3 COVID-19 Act

Since the ordinary Annual General Meeting is being held on 18 May 2022 as a virtual Annual General Meeting and a physical presence of the shareholders is not possible, shareholders cannot submit any counter-motions at the location of the Annual General Meeting; the voting proxy representatives appointed by the company are also not available for this purpose. The same is applicable for nomination proposals from shareholders.

However, pursuant to Article 1 Section 2 Sentence 3 COVID-19 Act, any motions or nomination proposals from shareholders that are to be made available pursuant to Article 126 Stock Corporation Act (AktG) or Article 127 Stock Corporation Act (AktG) are deemed to have been submitted as though at the Annual General Meeting if the shareholder submitting the motion or the nomination proposal is properly registered for the Annual General Meeting. The right of the chair of the meeting to have the voting carried out first on the proposals by the administration is not affected by this. If the proposals of the administration are accepted with the necessary majority, the counter-motions or (deviating) nomination proposals have been insofar dealt with.

Counter-motions pursuant to Article 126 Stock Corporation Act (AktG) and nomination proposals pursuant to Article 127 Stock Corporation Act (AktG) including the name of the shareholder, a justification, which is not necessary at least for nomination proposals, and any statement by the administration are made accessible on the Internet site of the company at

<https://kps.com/de/de/company/investor-relations/general-meetings/2022.html>

if they are received by the company at least 14 days before the Annual General Meeting, i.e. by at the latest 3 May 2022, 24:00 (CET), at the following address or

email address and the other requirements for the company's obligation for public disclosure pursuant to Article 126 Stock Corporation act (AktG) or Article 127 Stock Corporation Act (AktG) are complied with:

KPS AG
Investor Relations
Beta-Straße 10H
85774 Unterföhring
Germany
Email: ir@kps.com

Motions addressed in any other way or received late will not be taken into account.

c) Right to ask questions by way of electronic communication

Pursuant to Article 131 Section 1 Stock Corporation Act (AktG), the Executive Board must provide information on the matters of the company in response to a request by any shareholder at the Annual General Meeting, including the legal and business relationships of the company with an affiliated enterprise, the position of the Group and the enterprises included in the consolidated financial statements, insofar as the information is necessary for adequate factual assessment of the item on the agenda and there is no right to refuse provision of such information. Since the ordinary Annual General Meeting is being held on 18 May 2022 as a virtual Annual General Meeting and a physical presence of the shareholders is not possible, shareholders cannot submit any requests for information at the location of the Annual General Meeting; the voting proxy representatives appointed by the company are also not available for this purpose.

However, the shareholders are given a right to ask questions by way of electronic communication pursuant to Article 1 Section 2 sentence 1 No. 3 and sentence 2 COVID-19 Act. The Executive Board has stated for this purpose that questions must be submitted by way of electronic communication at the latest by one day before the Annual General Meeting. The Executive Board decides at its own discretion how it will answer the questions.

Shareholders who have registered for the Annual General Meeting correctly and by the deadline can submit their questions to the company until 24.00 (CET), the determining factor is receipt by the company) on 16 May 2022 exclusively by means of electronic communication through the shareholders' portal at

<https://kps.com/de/de/company/investor-relations/general-meetings/2022.html>

We refer to the fact that in the context of answering questions the name of the shareholder asking the question may also be specified, insofar as the disclosure of the shareholders' name is not expressly objected to when submitting the question in the shareholder portal. Once again, we request you to note that questions may not be asked through the voting proxy representative nominated by the company.

Further explanations of shareholders rights can be found on the Internet site of the company at

<https://kps.com/de/de/company/investor-relations/general-meetings/2022.html>

8. Information and documents for the Annual General Meeting

From the date of convening the Annual General Meeting, the documents designated in Article 124a Stock Corporation Act (AktG) have been made accessible for viewing and are available for download on the Internet site of the company at

<https://kps.com/de/de/company/investor-relations/general-meetings/2022.html>

The voting results after the meeting can also be promptly accessed on the Internet site of the company. Your attention is drawn to the fact that the statutory obligation has been complied with by making such information accessible on the Internet site of the company.

9. Total number of shares and voting rights

The capital stock of the company amounts to EUR 37,412,100.00 on the date of convening this Annual General Meeting and is divided into 37,412,100 registered no-par shares. Each no-par share grants one vote. On the date of convening this Annual General Meeting, the company did not hold any own shares.

10. Information on data protection

Your personal data are processed for the management of the Share Register, for purposes of communication with you as a shareholder in the context of registration for our virtual Annual General Meeting and for its proceedings, and for the use of our shareholders' portal. The data processing is necessary in order to enable shareholders to exercise their rights in the context of the Annual General Meeting.

KPS AG processes your data as a controller taking account of the regulations of the EU General Data Protection Regulation (GDPR) and all other relevant legislation. You will find details relating to the handling of your personal data and your rights under the GDPR on the Internet site of the company at

<https://kps.com/de/de/company/investor-relations/general-meetings/2022.html>

Unterföhring, April 2022

KPS AG

The Executive Board