

Additional Explanations on the rights of shareholders pursuant to Sections 122 (2), 126 (1), 127, 131 (1) of the German Stock Corporation Act (AktG)

Important note:

This information, prepared for the convenience of English-speaking readers, is a translation of the German original. For purposes of interpretation, the German text shall be authoritative and final. Please find the German original documents on the German Website under rat.ag/hv.

1. Request for an amendment to the agenda pursuant to Section 122 (2) of the German Stock Corporation Act (AktG)

Shareholders whose shares together amount to the twentieth part of the share capital or the pro rata amount of EUR 500,000 may request that items be placed on the agenda and made public in accordance with Section 122 (2) of the German Stock Corporation Act. Each new item must be accompanied by a statement of reasons or a draft resolution. The request must be made in writing to the Management Board of the Company and must be received by the Company at least 30 days before the Annual General Meeting, i.e. no later than 29 March 2026, 24:00 hrs (CEST). The applicants must prove that they have been holders of the shares for at least 90 days prior to the date of receipt of the request and that they hold the shares until the Board of Management decides on the application.

Requests for additions to the agenda must be sent in writing to the following address:

RATIONAL Aktiengesellschaft- Management Board -
Siegfried-Meister-Str. 1
86899 Landsberg
Germany

Additions to the agenda to be published shall be published in the Federal Gazette immediately upon receipt of the request and forwarded for publication to such media outlets as can be expected to disseminate the information throughout the European Union. They will also be published under rat.ag/agm and communicated to shareholders in accordance with Sections 125 (1) sentence 3 and 128 (1) of the German Stock Corporation Act (AktG).

The corresponding legal regulations are excerpted as follows:

Section 122 (1) and (2) of the German Stock Corporation Act:

(1) The Annual General Meeting shall be convened if shareholders whose shares together amount to a twentieth part of the share capital request the convening of the Annual General Meeting in writing, stating the purpose and reasons; the request is to be addressed to the board of directors. The articles of association may link the right to request the convening of the general meeting to a different form and to the possession of a smaller share of the share capital. The applicants must prove that they have been holders of the shares for at least 90 days prior to the date of receipt of the request and that they hold the shares until the Board of Management decides on the application. Section 121 (7) shall apply mutatis mutandis.

(2) In the same way, shareholders whose shares together amount to the twentieth part of the share capital or the pro rata amount of EUR 500,000 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 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 before the meeting; the day of receipt shall not be counted.

Section 121 (7) of the German Stock Corporation Act:

(7) In the case of deadlines and dates that are calculated back by the meeting, the day of the meeting is not to be counted. A postponement of a Sunday, a Saturday or a public holiday to a preceding or following working day is out of the question. Sections 187 to 193 of the Civil Code are not to be applied mutatis mutandis. In the case of non-listed companies, the articles of association may specify a different calculation of the time limit.

2. Countermotions, nominations pursuant to Sections 126 (1) and 127 of the German Stock Corporation Act (AktG)

Pursuant to Section 126 (1) of the German Stock Corporation Act, every shareholder is entitled to submit countermotions to the proposed resolutions on the items on the agenda. If the countermotions are to be made available by the Company, they must be received by the Company no later than 14 days before the Annual General Meeting, i.e. no later than 12:00 a.m. on 14 April 2026, either by transmission to the following address or e-mail address or, under the conditions of Section 67c of the German Stock Corporation Act, by means of transmission by intermediaries:

Address:

RATIONAL Aktiengesellschaft- Management Board -
Siegfried-Meister-Str. 1
86899 Landsberg
Germany

or e-mail address:

ir@rational-online.com

Countermotions addressed elsewhere do not have to be made accessible.

Pursuant to Section 126 (2) of the German Stock Corporation Act (AktG), RATIONAL Aktiengesellschaft is not obliged, under certain conditions, to make a counter-motion and its justification accessible. This is the case,

- insofar as the board of directors would make itself liable to prosecution by making it available,
- if the countermotion would lead to a resolution of the Annual General Meeting that is contrary to the law or the Articles of Association,
- if the reasoning contains manifestly false or misleading information in material respects or if it contains insults,
- if a counter-motion by the shareholder based on the same facts has already been made available to a general meeting of RATIONAL AG in accordance with Section 125 of the German Stock Corporation Act,
- if the same counter-motion of the shareholder has already been made available to at least two Annual General Meetings of the Company in accordance with Section 125 of the German Stock Corporation Act in the last five years with substantially the same grounds and less than a twentieth part of the share capital represented has voted in favour of it at the Annual General Meeting,
- if the shareholder indicates that he or she will not attend the Annual General Meeting and will not be represented, or
- if the shareholder has not submitted a counter-motion communicated by him or her in two general meetings in the last two years or has not had it submitted.

The grounds for an admissible counter-application do not need to be made available if it amounts to more than 5,000 characters in total.

The Management Board of RATIONAL AG reserves the right to combine countermotions and their justifications if several shareholders submit countermotions on the same subject matter of the resolution (Section 126 (3) of the German Stock Corporation Act).

Subject to Section 126 (2) and (3) of the German Stock Corporation Act (AktG), we will publish countermotions by shareholders that are to be made available, including the name of the shareholder and the reasons for them, as well as any statements by the management in this regard on the Internet at rat.ag/agm .

Pursuant to Section 127 of the German Stock Corporation Act (AktG), these provisions apply mutatis mutandis to a shareholder's proposal for the election of auditors. However, such proposals do not have to be justified. In addition to the reasons specified in Section 126 (2) of the

German Stock Corporation Act (AktG), the Board of Management does not have to make a nomination available even if the proposal does not contain the name, profession and place of residence of the candidate.

The corresponding legal regulations are excerpted as follows:

Section 126 (1) of the German Stock Corporation Act:

Motions by shareholders, including the name of the shareholder, the reasons for the proposal and any statement by the management, shall be made available to the entitled parties referred to in Section 125 (1) to (3) under the conditions laid down therein if the shareholder submits a countermotion against a proposal by the Management Board and the Supervisory Board on a specific item on the agenda at least 14 days before the Company's meeting, with reasons for the statement, to the address provided for this purpose in the convening notice. . The day of receipt is not to be counted. In the case of listed companies, access must be made via the company's website. Section 125 (3) shall apply mutatis mutandis.

Section 127 of the German Stock Corporation Act:

Section 126 shall apply mutatis mutandis to the proposal of a shareholder for the election of Supervisory Board members or auditors. The nomination does not need to be substantiated. The Executive Board does not have to make the nomination accessible even if the proposal does not contain the information pursuant to Section 124 (3) sentence 4 and Section 125 (1) sentence 5. ...

Section 124 (3) of the German Stock Corporation Act:

(3) For each item on the agenda on which the Annual General Meeting is to decide, the Executive Board and the Supervisory Board, and only the Supervisory Board for the adoption of resolutions pursuant to Section 120a (1) sentence 1 and for the election of Supervisory Board members and auditors, shall make proposals for resolution in the announcement. In the case of companies that are public-interest entities pursuant to Section 316a sentence 2 of the German Commercial Code (HGB), the Supervisory Board's proposal for the election of the auditor must be based on the recommendation of the Audit Committee. Sentence 1 shall not apply if the Annual General Meeting is bound by nominations for election in the election of Supervisory Board members pursuant to Section 6 of the Coal and Steel Coal and Steel Act, or if the subject of the resolution has been placed on the agenda at the request of a minority. The proposal for the election of supervisory board members or auditors must state their names, profession and place of residence. If the Supervisory Board is also to consist of employees of the Supervisory Board, resolutions of the Supervisory Board on proposals for the election of Supervisory Board members require only a majority of the votes of the Supervisory Board members of the shareholders; Section 8 of the Coal and Steel Co-Determination Act shall remain unaffected.

Section 125 (1) of the German Stock Corporation Act:

(1) The Board of Directors of a company which has not exclusively issued registered shares shall notify the convening of the Annual General Meeting at least 21 days prior to the Annual General Meeting as follows:

- 1. the intermediaries who hold shares in the company,*
- 2. the shareholders and intermediaries who have requested the notification, and*
- 3. the associations of shareholders who have requested the notification or who have at the last Annual General Meeting.*

The day of the notification is not to be counted. If the agenda is to be amended pursuant to Section 122 (2), the amended agenda shall be notified in the case of listed companies. The notification shall refer to the possibilities of exercising voting rights by proxy, including by an association of shareholders. In the case of listed companies, a proposal for the election of supervisory board members must be accompanied by information on their membership in other supervisory boards to be formed by law; Information on their membership in comparable domestic and foreign supervisory bodies of commercial enterprises is to be included.

3. Right to information pursuant to Section 131 (1) of the German Stock Corporation Act (AktG)

Pursuant to Section 131 (1) of the German Stock Corporation Act (AktG), the Board of Management must provide each shareholder with information on company matters upon request at the Annual General Meeting, insofar as the information is necessary for the proper assessment of an item on the agenda and there is no right to refuse information. The Board of Management's duty to provide information also extends to the legal and business relationships of RATIONAL Aktiengesellschaft with its affiliated companies. Furthermore, the obligation to provide information also applies to the situation of the RATIONAL Group and the companies included in the RATIONAL consolidated financial statements.

The corresponding legal regulations are excerpted as follows:

Section 131 of the German Stock Corporation Act:

(1) Upon request at the Annual General Meeting, the Board of Directors shall provide each shareholder with information on the Company's affairs insofar as this is necessary for the proper assessment of the subject matter of the agenda. The obligation to provide information also extends to the company's legal and business relationships with an affiliated company. If a company makes use of the facilitations pursuant to Section 266 (1) sentence 3, Section 276 or Section 288 of the German Commercial Code (HGB), every shareholder may request that the annual financial statements be submitted to him at the Annual General Meeting on the annual financial statements in the form that he would have had without this facilitation. The obligation of the management board of a parent company to provide information (Section 290 (1) and (2) of the German Commercial Code [HGB]) at the Annual

General Meeting, to which the consolidated financial statements and the Group management report are submitted, also extends to the situation of the Group and the companies included in the consolidated financial statements.

[(1a) - (1f) omitted]

(2) The information shall comply with the principles of conscientious and faithful accounting. The Articles of Association or the Rules of Procedure pursuant to Section 129 may authorise the chairman of the meeting to limit the shareholder's right to ask questions and speak for an appropriate period of time and to specify further details in this regard.

(3) The Board of Directors may refuse to provide information:

- 1. insofar as the provision of the information is likely to cause a not inconsiderable disadvantage to the company or an affiliated company according to a reasonable commercial assessment;*
- 2. insofar as it relates to tax valuations or the amount of individual taxes;*
- 3. on the difference between the value at which items have been recognized in the annual balance sheet and a higher value of those items, unless the general meeting approves the annual accounts;*
- 4. on the accounting and valuation policies, to the extent that the disclosure of these policies in the notes is sufficient to give a true and fair view of the net assets, financial position and results of operations of the company within the meaning of Section 264 (2) of the German Commercial Code (HGB); this shall not apply if the Annual General Meeting adopts the annual financial statements;*
- 5. insofar as the board of directors would be liable to prosecution by providing the information;*
- 6. insofar as it is not necessary to provide information on accounting policies used or offsets made in the annual financial statements, management report, consolidated financial statements or group management report in the case of a credit institution, a financial services institution or an investment institution;*
- 7. provided that the information on the Company's website is continuously accessible at least seven days before the start of the Annual General Meeting.*

For other reasons, the information may not be refused.

(4) If information has been provided to a shareholder outside the Annual General Meeting because of his or her status as a shareholder, it shall be provided to any other shareholder at the Annual General Meeting at the request of the shareholder, even if it is not necessary for the proper assessment of the subject matter of the agenda. In the case of the virtual Annual General Meeting, it must be ensured that every shareholder who is connected to the meeting electronically can transmit his request pursuant to sentence 1 by means of electronic communication. The Board of Directors may not refuse to provide information

pursuant to subsection 3 sentence 1 nos. 1 to 4. Sentences 1 to 3 shall not apply if a subsidiary (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) provides the information to a parent company (Section 290 (1) and (2) of the Commercial Code) for the purpose of including the company in the consolidated financial statements of the parent company and the information is required for this purpose.

(5) If a shareholder is refused to provide information, he may request that his question and the reason for which the information was refused be recorded in the minutes of the hearing. In the case of the virtual Annual General Meeting, it must be ensured that every shareholder who is connected to the meeting electronically can transmit his request pursuant to sentence 1 by means of electronic communication.

In addition, the chairman of the meeting is entitled to take various management and regulatory measures at the general meeting. In particular, it can restrict shareholders' right to speak and ask questions.

The corresponding provision in § 14 para. 3 of the articles of association of RATIONAL Aktiengesellschaft reads:

The chairman may limit the shareholders' right to ask questions and speak for an appropriate period of time; in particular, at the beginning of or during the Annual General Meeting, it may appropriately set the time frame for the entire course of the Annual General Meeting, the debate on the individual agenda items and for the individual contributions to questions and speeches.
