Disclosures pursuant to Sections 289a and 315a of the German Commercial Code (HGB)

Composition of Subscribed Capital

The subscribed capital of Fielmann Group AG amounted to € 84.0 million in the reporting year and is divided into 84.0 million common shares (no-par bearer shares), each without par value. There are no different classes of shares. All shares carry the same rights and obligations. Each share entitles the holder to one vote at the Annual General Meeting of Fielmann Group AG (Section 14 (6) of the Articles of Association).

Restrictions affecting voting rights or the transfer of shares

A pool agreement covering 61,243,017 voting rights in Fielmann Group AG (pool shares) was concluded on April 4, 2013, and has been amended since then. The current members of the pool agreement are KORVA SE, Berlin; Stichting Tranquilitati, Oldenzaal, Netherlands; Marc Fielmann; and Sophie Fielmann-Lobron.

Under the pool agreement, the transfer of pool shares to third parties requires the consent of all other pool members. Furthermore, any pool member wishing to sell their pool shares must first offer them to the other pool members (right of first refusal). The pool agreement stipulates that the voting rights attached to the pool shares at the Annual General Meeting of Fielmann Group AG must be exercised in accordance with the resolutions of the pool members at the pool meeting, regardless of whether and how the respective pool member voted at the pool meeting. A pool member's voting rights at the pool meeting are determined by their voting rights at the Annual General Meeting of Fielmann Group AG. Each pool share carries one vote.

Shareholdings exceeding ten percent of the voting rights

The following direct and indirect holdings in the share capital of Fielmann Group AG have exceeded the ten percent threshold

- Marc Fielmann, Hamburg (direct and indirect shareholding),
- Sophie Fielmann-Lobron, Hamburg (direct and indirect shareholding),
- KORVA SE, Berlin (direct and indirect shareholding),
- Stichting Tranquilitati, Oldenzaal, Netherlands (direct and indirect shareholding),

- Fielmann INTER-OPTIK GmbH & Co., Hamburg (indirect shareholding),
- Fielmann Family Foundation, Hamburg (indirect shareholding).

The free float amounts to 27.09 percent.

Further information on voting rights can be found in the notes to the 2024 consolidated financial statements of Fielmann Group AG.

Shares with special rights conferring control

There are no shares with special rights that confer control.

Nature of voting control when employees hold an equity interest but do not exercise control directly

No such situation exists within the company.

Statutory provisions and provisions of the Articles of Association regarding the appointment and removal of members of the Management Board and amendments to the Articles of Association

The statutory provisions governing the appointment and removal of members of the Management Board are set forth in Section 84 of the German Stock Corporation Act (AktG). Section 7 (1) of the Articles of Association provides the following provision regarding the composition of the Management Board:

"(1) The company's Management Board consists of at least three persons. The Supervisory Board determines the number of Management Board members and the person of the Chairman of the Management Board as well as, if applicable, his or her deputy."

The statutory provisions regarding amendments to the Articles of Association are set forth in Section 119 of the AktG in conjunction with Section 179 of the AktG.

Section 14 (4) of the Articles of Association provides for the following rule regarding amendments to the Articles of Association:

"(4) Unless otherwise required by mandatory statutory provisions, a simple majority of the votes cast is required and sufficient for the adoption of resolutions at the Annual General Meeting."

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Powers of the Management Board to Issue or Repurchase Shares

The Management Board is authorized, with the consent of all its members and the consent of the Supervisory Board, to increase the Company's share capital by up to a total of €10 million, either in a single transaction or in multiple installments, through the issuance of new bearer common shares in the form of no-par value shares in exchange for cash and/or contributions in kind, until July 7, 2026 (authorized capital 2021). The new shares must be offered to shareholders for subscription. The new shares may also be taken up by a credit institution to be designated by the Executive Board, or by a company operating pursuant to Section 53 (1), sentence 1 of the German Banking Act (KWG) or Section 53b (1) sentence 1 of the KWG or Section 53b (7) of the KWG, or by a consortium of such credit institutions or companies, subject to the obligation to offer them to the Company's shareholders for subscription. However, the Management Board is authorized, with the consent of all its members and with the consent of the Supervisory Board, to decide on the exclusion of shareholders' subscription rights in the following cases:

- to sell any remaining shares while excluding shareholders' subscription rights;
- in the case of increases in share capital against cash contributions pursuant to Section 203 (1) and (2) and Section 186 (3) sentence 4 of the AktG, if
  - the proportionate amount of the share capital attributable to the new shares issued with the exclusion of subscription rights totals 10% of the share capital existing at the time this authorization takes effect, or -
  - provided that this amount does not exceed the share capital existing at the time of the issuance of the shares—and the issue price of the new shares does not fall significantly below the market price of the already listed shares at the time the issue price is finally determined, as defined in Section 203 (1) and (2) and Section 186 (3) sentence 4 of the AktG; when calculating the 10 percent limit, shares that have been issued or sold during the term of this authorization up to the time of its exercise in direct or analogous application of Section 186 (3) sentence 4 of the AktG shall be taken into account;
- for a capital increase against contributions in kind to grant shares for the purpose of acquiring companies, parts of companies, or interests in companies.

The Management Board is further authorized, with the consent of all its members and with the consent of the Supervisory Board, to determine the further details of the implementation of capital increases from the authorized capital 2021.

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Material agreements of the Company that are subject to a change of control as a result of a takeover bid

There are no such material agreements.

Compensation agreements of the company entered into with members of the Executive Board or employees in the event of a takeover bid

No such compensation agreements with members of the Executive Board or employees exist.

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