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

The notice convening the Annual General Meeting contains information regarding shareholders' rights pursuant to Sections 122 (2), 126 (1), 127, and 131 (1) of the AktG, which, pursuant to Section 121 (3) of the AktG, are largely limited to the deadlines for exercising these rights. The following information serves as a further explanation.

1. Supplementary motions at the request of a minority pursuant to Section 122 (2) of the AktG

Shareholders whose shares together amount to one-twentieth (5 %) of the share capital or a proportionate amount of the share capital of € 500,000.00—the latter corresponding to 500,000 no-par value shares—may request that items be placed on the agenda and announced. In addition, pursuant to Section 87 (4) of the AktG, the Annual General Meeting may, upon a motion pursuant to Section 122 (2) sentence 1 of the AktG, reduce the maximum compensation for the Management Board as determined pursuant to Section 87a (1) sentence 2 No. 1 of the AktG. Each new item must be accompanied by a statement of reasons or a draft resolution.

The applicants must prove that they have been shareholders for at least 90 days prior to the date of receipt of the request and that they will hold the shares until the Management Board decides on the motion and, if the Management Board does not comply with the motion, also until the court decides on the supplementary request. The provision of Section 121 (7) of the AktG applies mutatis mutandis. Pursuant to Section 70 of the AktG there are certain options for crediting the period of share ownership, which are expressly noted.

Amendment proposals, together with supporting statements or draft resolutions, as well as proof of the duration of share ownership, must be submitted in writing (Section 126 of the of the German Civil Code (BGB)) or in electronic form – i. e., using a qualified electronic signature (Section 126a of the BGB), to the Company's Executive Board and must be received by Fielmann Group AG at least thirty days prior to the Annual General Meeting, i. e., by midnight CEST on June 8, 2026, at the following mailing address

Fielmann Group AG
– Executive Board –
Fuhlsbüttler Straße 399
22309 Hamburg

or, if submitted electronically, to the email address HV2026@fielmann.com, accompanied by the name of the requesting shareholder(s) and a qualified electronic signature.

Supplementary motions to be published—unless already announced with the notice of meeting—shall be published in the Federal Gazette immediately upon receipt of the request and forwarded for publication to media outlets that can be expected to disseminate the information throughout the European Union, and made available on the Company's website at https://www.fielmann-group.com/hv2026.

The provisions of the AktG underlying these shareholder rights are as follows:

"Section 122 Convening at the Request of a Minority

(1) The Annual General Meeting must be convened if shareholders whose shares together amount to one-twentieth of the share capital request the convening in writing, stating the purpose and reasons; the request must be addressed to the Management Board. The Articles of Association may link the right to request the convening of the Annual General Meeting to a different form and to the ownership 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 will hold the shares until the Executive Board decides on the request. Section 121 (7) applies accordingly.

(2) Similarly, shareholders whose shares together amount to one-twentieth of the share capital or the pro rata amount of 500,000 euros 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 the first sentence must be received by the company at least 24 days, and in the case of listed companies at least 30 days, prior to the meeting; the day of receipt shall not be included in the calculation.

(3) If the request is not granted, the court may authorize the shareholders who made the request to convene the Annual General Meeting or to announce the item. At the same time, the court may appoint the chairperson of the meeting. Reference to the authorization must be made in the notice of convening or in the announcement. An appeal may be filed against the decision. The petitioners must prove that they hold the shares until the court's decision.

(4) The company shall bear the costs of the general meeting and, in the case of paragraph 3, also the court costs if the court has granted the application.

Section 87 of the AktG Principles Governing the Remuneration of Management Board Members *(Excerpt)*

(4) *The Annual General Meeting may, upon motion pursuant to Section 122 (2) sentence 1 reduce the maximum remuneration determined pursuant to Section 87a (1) sentence 2 No. 1.*

Section 124 of the AktG Announcement of Requests for Additions; Proposals for Resolutions *(Excerpt)*

(1) *If the minority has requested, pursuant to Section 122 (2), that items be placed on the agenda, these must be announced either at the time of the call or, otherwise, immediately upon receipt of the request; Section 121 (4) applies mutatis mutandis; furthermore, Section 121 (4a) applies accordingly to listed companies. The announcement and distribution must be made in the same manner as for the notice of the meeting.*

Section 121 of the* AktG – *General Provisions *(Excerpt)*

(4) *The notice of the meeting must be published in the company gazettes. If the company's shareholders are known by name, the general meeting may be convened by registered letter unless the articles of association provide otherwise; the date of mailing shall be deemed the date of publication. Notification to those entered in the share register shall suffice.*

(4a) *In the case of listed companies that have not issued exclusively registered shares or that do not send the notice of the meeting to the shareholders directly in accordance with Section 4 sentence 2 the notice of the meeting must be submitted for publication no later than the date of publication to media outlets that can be expected to disseminate the information throughout the European Union.*

(7) *In the case of time limits and dates calculated backward from the meeting, the day of the meeting shall not be included. A postponement from a Sunday, a Saturday, or a public holiday to an earlier or later business day is not permitted. Sections 187 through 193 of the German Civil Code (BGB) do not apply mutatis mutandis. For unlisted companies, the articles of association may specify a different method of calculating the deadline.*

Section 70 of the AktG Calculation of the Period of Share Ownership

If the exercise of rights attached to the share is contingent upon the shareholder having held the share for a specific period, ownership shall be deemed equivalent to a claim for transfer of ownership against a credit institution, a financial services institution, a securities institution, or an enterprise operating pursuant to Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) of the German Banking Act. The period of ownership of a legal predecessor shall be attributed to the shareholder if he acquired the share free of charge, from his trustee, as

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universal successor, upon the dissolution of a partnership, or upon a transfer of portfolio pursuant to Section 13 of the Insurance Supervision Act or Section 14 of the Building Societies Act."

2. Motions and nominations by shareholders pursuant to Sections 126 (1) and 127 of the AktG

In addition, shareholders of the Company may submit counter-motions against proposals by the Management Board and/or the Supervisory Board regarding specific items on the agenda pursuant to Section 126 (1) of the AktG and proposals for the election of Supervisory Board members or auditors pursuant to Sections 127 sentence 1 and 126 (1) of the AktG.

Pursuant to Section 126 (1) of the AktG, shareholder motions – including the shareholder's name, any supporting statement, and any response from management – must be made available to the parties entitled under Section 125 (1) to (3) of the AktG under the conditions specified therein, provided that the shareholder has sent a counter-motion against a proposal by the Management Board and/or Supervisory Board regarding a specific agenda item (along with any supporting statement) to the address below at least 14 days prior to the Company's Annual General Meeting. The day of receipt shall not be included in the calculation. The latest possible date of receipt is June 24, 2026, at 12:00 a.m. CEST.

Counterproposals (along with any supporting rationale) and nominations must be sent exclusively to the following address:

Fielmann Group AG
c/o meet2vote AG
Marienplatz 1
84347 Pfarrkirchen
Germany
Fax: +49 8561 9069707
Email: fielmann@meet2vote.de

Counter-motions and nominations addressed to any other party will not be considered.

The right of every shareholder to submit counter-motions regarding the various agenda items during the Annual General Meeting, even without prior submission to the Company, remains unaffected. Please note that counter-motions that have been submitted to the Company in advance within the prescribed time limit will only be considered at the Annual General Meeting if they are presented orally there.

Shareholder motions and nominations to be made available (including the shareholder's name and any supporting rationale) shall, provided they meet the statutory requirements, including the name and place of residence or registered office of the shareholder, be made available without delay on the Company's website at https://www.fielmann-group.com/hv2025. Any statements by management shall also be published at the aforementioned website address.

The company may refrain from making a counter-motion and its justification, as well as a nomination, available if the conditions of Section 126 (2) of the AktG are met. Proposals for the election of Supervisory Board members or auditors will also be made available only if they include the name, occupation, and place of residence of the proposed person (Section 124 (3) sentence 4 of the AktG), and, in the case of proposals for the election of Supervisory Board members, information regarding their membership on other statutory supervisory boards within the meaning of Section 125 (1) sentence 5 of the AktG.

The provisions of the German Stock Corporation Act underlying these shareholder rights, which also govern the conditions under which the disclosure of counter-motions and election proposals may be waived, read as follows:

"Section 126 AktG Shareholder Motions

(1) Shareholder motions, including the name of the shareholder, the statement of reasons, and any comments from management must be made available to the entitled parties specified in § 125 (1) through (3) under the conditions set forth therein, provided that the shareholder has sent a counter-motion against a proposal by the Management Board and Supervisory Board regarding a specific item on the agenda, together with a statement of reasons, to the address specified for this purpose in the notice of the meeting at least 14 days prior to the meeting. The day of receipt shall not be included in the calculation. In the case of listed companies, the information must be made available via the company's website. Section 125 (3) applies mutatis mutandis.

(2) A counterproposal and its justification need not be made available

1. *to the extent that making it available would render the Management Board liable to criminal prosecution,*
2. *if the counter-motion would lead to a resolution of the Annual General Meeting that is contrary to law or the Articles of Association,*
3. *if the statement of reasons contains obviously false or misleading information on material points or if it contains insults,*
4. *if a counter-motion by the shareholder based on the same facts has already been made available for a General Meeting of the company pursuant to Section 125,*

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5. *if the same counter-motion by the shareholder, with substantially the same justification, has already been made available at least twice at General Meetings of the Company pursuant to Section 125 within the last five years and less than one-twentieth of the represented share capital voted in favor of it at the General Meeting,*

6. *if the shareholder indicates that he will not attend the Annual General Meeting and will not be represented, or*

7. *if, in the past two years, the shareholder has failed to submit or have submitted a counter-motion notified by him at two general meetings.*

The statement of reasons need not be made available if it exceeds 5,000 characters in total.

(3) If several shareholders submit counter-motions on the same subject of the resolution, the Board of Directors may consolidate the counter-motions and their justifications.

(…)

Section 127 Shareholder Nominations

Section 126 applies mutatis mutandis to a shareholder's proposal for the election of Supervisory Board members or auditors. The nomination need not be substantiated. The Management Board is also not required to make the nomination available if the proposal does not contain the information specified in Section 124 (3) sentence 4 and Section 125 (1) sentence 5. The Management Board must include the following information in a shareholder's proposal for the election of Supervisory Board members of listed companies to which the Co-Determination Act, the Coal and Steel Co-Determination Act, or the Supplementary Co-Determination Act applies:

1. *Reference to the requirements of Section 96 (2),*

2. *Statement as to whether the total performance pursuant to Section 96 (2) sentence 3 has been objected to, and*

3. *A statement indicating the minimum number of seats on the Supervisory Board that must be held by women and men, respectively, in order to meet the minimum quota requirement under Section 96 (2) sentence 1.*

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Section 124 of the AktG Announcement of Requests for Additional Information; Proposals for Resolutions *(Excerpt)*

(3) … The proposal for the election of Supervisory Board members or auditors must include their names, occupations, and places of residence. …

Section 125 of the AktG Notices to Shareholders and Supervisory Board Members *(Excerpt)*

(1) … In the case of listed companies, a proposal for the election of supervisory board members must be accompanied by information regarding their membership on other statutory supervisory boards; information regarding their membership on comparable domestic and foreign supervisory bodies of commercial enterprises should be included.

Section 137 of the AktG Voting on Shareholder Nomination Proposals

If a shareholder has made a proposal for the election of supervisory board members pursuant to Section 127 and moves at the annual general meeting for the election of the candidate he has proposed, a resolution on his motion must be taken before the supervisory board's proposal if a minority of shareholders, whose shares together amount to one-tenth of the represented share capital, so requests."

3. Shareholder's Right to Information (Section 131 (1) of the AktG)

Upon request, every shareholder shall be provided with information by the Management Board at the Annual General Meeting regarding matters of the company, to the extent necessary for a proper assessment of the items on the agenda. The duty to provide information also extends to the company's legal and business relationships with an affiliated company. The duty of the Executive Board of a parent company (Section 290 (1), (2) of the German Commercial Code (HGB)) to provide information at the Annual General Meeting, at which the consolidated financial statements and the consolidated management report are presented, also extends to the situation of the Group and the companies included in the consolidated financial statements. The right to information may be exercised at the Annual General Meeting without the need for prior notice or other communication. Requests for information must generally be made orally during the discussion at the Annual General Meeting.

The Management Board is entitled to refuse to provide information in certain cases governed by Section 131 (3) of the AktG. The circumstances in which the Management Board is entitled to refuse to provide information are listed in the provisions of the German Stock Corporation Act excerpted below.

In addition, the chairperson of the meeting is entitled to take various measures to maintain order and control the proceedings at the Annual General Meeting. He or she may reasonably restrict the shareholders' right to ask questions and speak in accordance with Section 14 (2) of the Articles of Association; in particular, he is entitled to set, at the outset or during the Annual General Meeting, reasonable time limits for the entire course of the meeting, for individual agenda items, and for individual questions and remarks. In issuing his instructions, the chairperson of the meeting shall be guided by the need to ensure that the Annual General Meeting is conducted within a reasonable and practicable time frame.

The provisions of the German Stock Corporation Act (AktG) underlying the shareholders' right to information—which also govern the conditions under which the Management Board is entitled to refuse to provide information—and the corresponding provision of the Company's Articles of Association read as follows:

"Section 131 Shareholder's Right to Information *(Excerpt)*

(1) Upon request at the annual general meeting, the board of directors must provide each shareholder with information regarding the company's affairs to the extent necessary for a proper assessment of the agenda item. This duty to provide information also extends to the company's legal and business relationships with an affiliated company. If a company avails itself of the simplifications provided for in Section 266 (1) sentence 3, Section 276 or Section 288 of the HGB, any shareholder may demand that the annual financial statements be presented to him at the Annual General Meeting in the form they would have taken without these simplifications. The duty of the management board of a parent company (Section 290 (1), (2) of the HGB) to provide information at the annual general meeting at which the consolidated financial statements and the consolidated management report are presented also extends to the situation of the group and the companies included in the consolidated financial statements.

(2) The information provided must comply with the principles of conscientious and faithful accountability. The articles of association or the rules of procedure pursuant to Section 129 may authorize the chair of the meeting to impose reasonable time limits on a shareholder's right to ask questions and speak, and may specify further details in this regard.

(3) The Executive Board may refuse to provide the information

1. *to the extent that, based on reasonable business judgment, providing the information is likely to cause significant harm to the company or an affiliated company;*

2. *insofar as it relates to tax valuations or the amount of individual taxes;*

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3. *regarding the difference between the value at which items have been recognized in the annual balance sheet and a higher value of such items, unless the Annual General Meeting approves the annual financial statements;*

4. *regarding accounting and valuation methods, insofar as the disclosure of these methods in the notes to the financial statements is sufficient to convey a true and fair view of the Company's net assets, financial position, and results of operations within the meaning of Section 264 (2) of the HGB; this does not apply if the Annual General Meeting approves the annual financial statements;*

5. *to the extent that the provision of such information would render the Management Board liable to criminal prosecution;*

6. *to the extent that, in the case of a credit institution or financial services institution, information regarding the accounting and valuation methods applied and offsets made need not be disclosed in the annual financial statements, management report, consolidated financial statements, or consolidated management report;*

7. *to the extent that the information is continuously accessible on the company's website for at least seven days prior to the start of the Annual General Meeting and during the Annual General Meeting. The information may not be withheld for any other reasons.*

(4) If information has been provided to a shareholder outside the Annual General Meeting by virtue of his or her status as a shareholder, such information must be provided to any other shareholder upon his or her request at the Annual General Meeting, even if it is not necessary for the proper assessment of the agenda item. … The Management Board may not refuse to provide the information pursuant to paragraph 3, sentence 1, nos. 1 through 4. Sentences 1 and 2 do not apply if a subsidiary (Section 290 (1), (2) of the HGB), a joint venture (Section 310 (1) of the HGB), or an associated company (Section 311 (1) of the HGB) has provided the information to a parent company (Section 290 (1), (2) of the HGB) for the purpose of including the company in the parent company's consolidated financial statements and the information is required for this purpose.

(5) If a shareholder is denied information, he or she may request that his or her question and the reason for which the information was denied be included in the minutes of the meeting. …

***Section 14 of the Articles of Association of Fielmann Group AG** (Excerpt)*

(...)

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(2) The chairperson of the meeting may reasonably limit the shareholders' right to ask questions and speak; in particular, he or she is entitled to set, at the beginning of or during the Annual General Meeting, a reasonable time frame for the entire course of the Annual General Meeting, for each individual agenda item, and for each individual question and statement. In making such determinations, the chairperson of the meeting shall be guided by the need to ensure that the Annual General Meeting is conducted within a reasonable and practicable timeframe. …"

Hamburg, May 2026

Fielmann Group AG
The Executive Board

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