

**Annual General Meeting of
Berentzen-Gruppe Aktiengesellschaft on July 2, 2020**



Additional information with regard to items 7 and 8 of the agenda

Synopsis of the intended amendments of the Articles of Association ¹⁾

Convenience Translation

(The text decisive for the current version of the Articles of Association of Berentzen-Gruppe Aktiengesellschaft is the one written in the German language of the Articles of Association of Berentzen-Gruppe Aktiengesellschaft. The text decisive for the intended version of the Articles of Association of Berentzen-Gruppe Aktiengesellschaft is the one written in the German language of the invitation to the Annual General Meeting on July 2, 2020 of Berentzen-Gruppe Aktiengesellschaft.)

<p>Current version of the Articles of Association (Version of June 19, 2019)</p>	<p><i>Intended version of the Articles of Association (Resolution proposal for the Annual General Meeting on July 2, 2020)</i></p>
<p>Agenda item 7</p>	
<p>Section 17 (Right of participation) of the Articles of Association ²⁾</p>	
<p>(1) Shareholders are entitled to participate in the annual general meeting and exercise their voting rights if they register before the annual general meeting and provide the Company with proof of shareholding.</p>	<p><i>(1) The shareholders entitled to participate in the annual general meeting and exercise voting rights are those who have registered for the annual general meeting after providing documentation of their shareholdings. The registration must be completed in German or English and must be received by the Company at the address listed for this purpose in the notice at least six days prior to the annual general meeting; the day of the annual general meeting and the day of receipt are not included in this period. A shorter period measured in days can be stipulated in the notice for the annual general meeting.</i></p>
<p>(2) The registration must be in the German or English language and must be received by the Company at the address stated in the notice of meeting at least six days before the meeting. The date of the meeting and the date of receipt shall not be included in the calculation. The notice of the annual general meeting can indicate a shorter period, measured in days.</p>	<p><i>(2) Documentation of the authorisation to participate in the annual general meeting or exercise voting rights must be provided. For this purpose, documentation of the shareholding in text form from the last intermediary suffices in accordance with Section 67c (3) AktG. The documentation of the shareholding must refer to the start of the 21st day prior to the annual general meeting and must be received by the Company at the address listed for this purpose in the notice at least six days prior to the annual general meeting; the day of the annual general meeting and the day of receipt are not included in this period. A shorter period measured in days can be stipulated in the notice for the annual general meeting. Only those shareholders who have provided this documentation will be considered shareholders of the Company for purposes of participation in the annual general meeting or exercise of the voting rights.</i></p>

Current version of the Articles of Association (Version of June 19, 2019)	<i>Intended version of the Articles of Association</i> <i>(Resolution proposal for the Annual General Meeting on July 2, 2020)</i>
Agenda item 7 (continuation)	
Section 17 (Right of participation) of the Articles of Association ²⁾	
<p>(3) The proof of shareholding must be in the form of a special proof of shareholding prepared by the custodian bank in text form and written in the German or English language. The custodian bank's proof must relate to the start of the twenty-first day before the meeting. Paragraph 2 shall apply to this proof mutatis mutandis.</p>	<p>- Repeal of paragraph (3); the current paragraph (4) becomes paragraph (3) -</p>
<p>(4) The Executive Board is authorised to provide that the shareholders can participate in the annual general meeting without being present on site and without a proxy holder or that they can exercise some of their rights, in whole or in part, by way of electronic communication (online participation). The Executive Board is also authorised to determine the scope and procedure for participating and exercising rights in accordance with Sentence 1.</p>	<p>(3) The Executive Board is authorised to provide that the shareholders can participate in the annual general meeting without being present on site and without a proxy holder or that they can exercise some of their rights, in whole or in part, by way of electronic communication (online participation). The Executive Board is also authorised to determine the scope and procedure for participating and exercising rights in accordance with Sentence 1.</p>

Current version of the Articles of Association (Version of June 19, 2019)	<i>Intended version of the Articles of Association (Resolution proposal for the Annual General Meeting on July 2, 2020)</i>
Agenda item 8	
Section 10 (Meetings) of the Articles of Association	
<p>(1) The meetings of the Supervisory Board shall be convened by the Chairman or, at his request, by the Executive Board, by giving 21 days' written notice. The date on which the invitation is sent and the date of the meeting are not included in calculating this period. In urgent cases, the Chairman can shorten the notice period and convene the meeting in writing, by telex, by phone or by fax. The Chairman of the Supervisory Board shall determine the meeting place.</p>	<p><i>(1) The meetings of the Supervisory Board are convened by the Chairman or, in the event the Chairman is unable to attend, by the Deputy Chairman with notice of two weeks. Meetings may be convened in writing, by fax or using electronic means of communication (particularly email). In calculating the period of notice, the day on which the notice is sent and the day of the meeting are not counted. In urgent cases, the Chairman is permitted to shorten the notice period.</i></p>
Section 11 (Adoption of resolutions) of the Articles of Association	
<p>(2) At the order of the Supervisory Board Chairman, resolutions can also be adopted outside of meetings, including in written, telexed, telegraphed, phoned or other comparable form, particularly by way of video conference, if no member objects to this procedure within a reasonable period of time set by the Chairman. Such resolutions shall be recorded by the Chairman in writing and sent to all members. It shall be indicated how each member voted. The provisions of Section 11 Paragraphs 3 to 6 shall apply mutatis mutandis to voting outside of meetings.</p>	<p><i>(2) Outside of meetings, votes on proposed resolutions can be submitted verbally, by telephone, in writing, by fax or using electronic means of communication (particularly email) by order of the chairman. Such resolutions shall be recorded by the Chairman in writing and distributed to all members. The provisions of Section 11 (3) to (6) shall apply mutatis mutandis to voting outside of meetings.</i></p>

1) The intended changes are highlighted in **bold**.

2) The Executive Board is instructed to wait to submit the amendment of the Articles of Association for entry in the commercial register until after September 3, 2020.