

Rath Aktiengesellschaft
1015 Vienna, Walfischgasse 14
FN 83203 h / ISIN AT0000767306

INVITATION

to the 34rd
Annual General Meeting

We hereby invite our shareholders to the Annual General Meeting of RATH Aktiengesellschaft, to be held on Friday, June 2, 2023, at 11:00 a.m. ARES Tower, Wolke 19, Donau City Strasse 11, 1220 Vienna.

AGENDA

1. Presentation of the annual financial statements, including the Management Report and Corporate Governance Report, consolidated financial statements including the Group Management Report and the report prepared by the supervisory board for the 2022 financial year
2. Resolution on the distribution of earnings
3. Resolution on the approval of the acts of the Management Board members for the 2022 financial year
4. Resolution on the approval of the acts of the Supervisory Board members for the 2022 financial year
5. Resolution on the remuneration of the Supervisory Board for the 2022 financial year
6. Resolution on the remuneration report for the Management Board and Supervisory Board members for the 2022 financial year
7. Election of the auditor and group auditor for the financial year 2023
8. Resolution on the authorization of the Executive Board for a period of 30 months from the resolution, i.e. up to and including December 2nd, 2024, to acquire treasury shares in accordance with Section 65 (1Z) 8 AktG (German Stock Corporation Act), as well as resolution on the lowest and highest value of the shares to be purchased. Authorization of the Executive Board to redeem shares and the Supervisory Board to resolve amendments to the Articles of Association resulting from the redemption of shares. Resolution on the authorization of the Executive Board pursuant to Section 65 (1b) in conjunction with Sections 169 to 171 AktG (German Stock Corporation Act), with the consent of the Supervisory Board and without any further resolution by the Annual General Meeting to sell treasury shares in a manner other than via the stock exchange or through a public offering for any legally permissible purpose to sell or use and in doing so to exclude the general right to tender and the general right of repurchase of the shareholders.
9. Election to the Board of Directors

DOCUMENTS FOR THE ANNUAL GENERAL MEETING

The following documents will be available for inspection by shareholders from May 12, 2023 at the Company's offices at 1015 Vienna, Walfischgasse 14, Investor Relations Department:

- Annual financial statements with Management Report,
- Corporate Governance Report
- Consolidated financial statements with Group Management Report
- Remuneration Report for the members of the Management Board and Supervisory Board
- Proposal for the Distribution of Profits
- Report of the Supervisory Board in each case for the 2022 financial year,
- Proposed resolutions on agenda items 2-9
- Declaration of the candidates for the elections to the Supervisory Board in accordance with Section 87, Paragraph 2 AktG (German Stock Corporation Act), including curriculum vitae
- Management Board report on the justification for the exclusion of subscription rights under agenda item 8

On request, each shareholder will be sent a copy of these documents free of charge. These documents, as well as the full text of this Notice of Annual General Meeting and the form for granting and revoking a proxy will also be available on the Internet (www.rath-group.com) from May 12, 2023 and at the Annual General Meeting.

NOTICE OF SHAREHOLDERS' RIGHTS PURSUANT TO §§ 109, 110 AND 118 OF THE AUSTRIAN STOCK CORPORATION ACT (AKTG)

Shareholders whose shares in aggregate amount to 5% of the share capital and who have been holders of such shares for at least three months prior to the date of their proposal may request in writing that additional items be placed on the agenda of the AGM and published, provided that their proposal is received in writing no later than May 12, 2023 by the Company, exclusively at the address Walfischgasse 14, 1015 Vienna, Investor Relations Department. Each agenda item requested must be accompanied by a proposal for a resolution, together with the reasons for the resolution. As proof of shareholder status, it shall be sufficient to submit a deposit certificate pursuant to § 10a AktG (German Stock Corporation Act), which confirms that the shareholders submitting the proposal have been holders of the shares for at least three months prior to making their request. The deposit certificate must not be older than seven days at the time of submission to the Company. With regard to the other requirements for the deposit certificate, please refer to the information on the right to attend.

Shareholders whose shares together amount to 1% of the share capital may submit proposals for resolutions on any item on the agenda in text form, together with their reasons, and request that these propos-

als, together with their reasons and any comments by the Management Board or Supervisory Board, be made available on the Company's website, provided that this request is submitted in text form no later than May 23, 2023 to the Company, either by post to Walfischgasse 14, 1015 Vienna, Investor Relations Department, by fax +43 1 513 44 27-2187 or by email [ir@rath-group.com], whereby the request must be attached to the email in text form, for example as a PDF. In the case of a proposal for the election of a Supervisory Board member, a statement of the proposed person pursuant to § 87 (2) AktG (German Stock Corporation Act) shall take the place of a statement of reasons. For proof of shareholder status in order to exercise this shareholder right, it is sufficient to submit a deposit certificate pursuant to § 10a AktG (German Stock Corporation Act), which must not be older than seven days at the time of submission to the Company. With regard to the other requirements for the deposit certificate, please refer to the information on the right to attend.

Questions whose answers are likely to require substantial preparation should be submitted to the Company in writing and in good time before the AGM, to ensure that the meeting is run efficiently.

At the AGM, each shareholder will be provided with information on the Company's affairs upon request, insofar as this is necessary to make a proper assessment of an item on the agenda.

Further information on shareholders' rights under §§ 109, 110 and 118 AktG (German Stock Corporation Act) is available on the Company's website at www.rath-group.com.

CUT-OFF DATE AND PARTICIPATION IN THE ANNUAL GENERAL MEETING

Entitlement to attend the AGM and to exercise voting and other shareholder rights at the AGM is based on share ownership at the end of May 23, 2023 (cut-off date). Only persons who are shareholders on this cut-off date and can prove this to the Company are entitled to attend the AGM.

Deposited bearer shares

A deposit certificate pursuant to § 10a AktG (German Stock Corporation Act), which must be received by the Company no later than May 30, 2023 exclusively at one of the following addresses, shall suffice as proof of shareholding on the cut-off date.

By mail: Rath Aktiengesellschaft
Investor Relations
Walfischgasse 14
A-1015 Vienna

By fax: +43 1 513 44 27-2187
By email: RathHV2023@nhp.at
Via SWIFT: GIBAAATWGGMS (Message Type MT598,
please indicate ISIN AT0000767306 in text)

Deposit certificate pursuant to § 10a AktG (German Stock Corporation Act)

The deposit certificate shall be issued by a depository credit institution with registered office in a member state of the European Economic Area or in a full member state of the OECD, and must contain the following information:

- Information on the originator: Name/company name and address, or a code commonly used between credit institutions (SWIFT code)
- Information on the shareholder: Name/company name, address, date of birth for individuals, and, if applicable, the register and register number for legal entities
- Information on shares: Number of shares held by the shareholder and name of the share class or internationally used securities identification number
- Securities account number or other designation
- Date to which the deposit certificate refers

The deposit certificate as proof of share ownership for participation in the AGM must refer to the above-mentioned cut-off date of May 23, 2023.

The deposit certificate will be accepted in German or in English. By registering for the AGM and submitting a deposit certificate, shareholders are not blocked; they can continue to freely dispose of their shares even after registering and submitting the deposit certificate.

REPRESENTATION BY PROXY

Every shareholder entitled to attend the AGM has the right to appoint a proxy to attend the AGM on their behalf and to exercise the same rights as the shareholder whom the proxy represents.

The proxy must be granted to a specific party (a legal entity or natural person) in written form, whereby several parties may be authorized. If the authorization is not presented in person at the registration desk on the day of the AGM, it must be received by the Company no later than 4:00 p.m. on the day before the AGM.

By mail: Rath Aktiengesellschaft
Investor Relations
Walfischgasse 14
A-1015 Vienna

By fax: +43 1 513 44 27-2187
By email: RathHV2023@nhp.at, whereby the authorization must be attached to the email in written form, for example as a PDF.
Via SWIFT: GIBAATWGGMS (Message Type MT598, please indicate ISIN AT0000767306 in text)
In person: when registering for the AGM

The proxy form is available on the Company's website at www.rath-group.com.

If a shareholder has authorized their depository bank, it will suffice if the latter submits a declaration to this effect in addition to the deposit certificate. § 10a (3) AktG (German Stock Corporation Act) shall apply mutatis mutandis for the submission of this declaration.

The above provisions on authorizing a proxy shall also apply mutatis mutandis to their revocation.

Total number of shares and voting rights

At the time of convening the AGM, the Company's share capital amounts to € 10,905,000.00 divided into 1,500,000 no-par value bearer shares. Each share grants one vote. At the time of convening the AGM, the Company does not hold any treasury shares, either directly or indirectly. The total number of shares with participation and voting rights at the time of convening the AGM is therefore 1,500,000 shares.

Broadcast of the Annual General Meeting on the Internet

There will be no video or audio transmission of the AGM.