

## **Rath Aktiengesellschaft**

**A-1015 Vienna, Walfischgasse 14**

**FN 83203 h / ISIN AT0000767306**

### **Invitation to the 35th Annual General Meeting**

We hereby invite our shareholders to the Annual General Meeting of RATH Aktiengesellschaft, to be held on Monday, May 13, 2024, at 11:00 a.m., at K47, Franz Josefs Kai 47, 1010 Vienna.

#### **AGENDA**

1. Presentation of the annual financial statements including the Management Report and Corporate Governance Report, the consolidated financial statements including the Group Management Report and the report prepared by the Supervisory Board for the financial year 2023
2. Resolution on the distribution of earnings
3. Resolution on the approval of the actions of the Executive Board members for the financial year 2023
4. Resolution on the approval of the actions of the Supervisory Board members for the financial year 2023
5. Resolution on the remuneration of the Supervisory Board for the financial year 2023
6. Resolution on the remuneration policy regarding the principles for the remuneration of the members of the Executive Board and the Supervisory Board
7. Resolution on the remuneration report of the Executive Board and Supervisory Board members for the financial year 2023
8. Election of the auditor of the annual financial statements, the auditor of the consolidated financial statements and the auditor of the sustainability report for the financial year 2024

#### **DOCUMENTS FOR THE ANNUAL GENERAL MEETING**

In particular, the following documents will be available on the company's website entered in the commercial register at [www.rath-group.com](http://www.rath-group.com) from April 22, 2024 at the latest in accordance with the statutory provisions (§ 108 (3) and (4) of the AktG [*Austrian Stock Corporation Act*]):

- Invitation to the Annual General Meeting
- Annual financial statements with the 2023 Management Report
- Corporate Governance Report 2023
- Consolidated financial statements with Group Management Report 2023
- Proposal for the Distribution of Profits 2023

#### **RATH AG**

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Aktiengesellschaft  
Firmenbuch-Nummer: FN83203h  
Handelsgericht Wien  
UID: ATU51562508

[www.rath-group.com](http://www.rath-group.com)  
[info@rath-group.com](mailto:info@rath-group.com)

- Report of the Supervisory Board 2023
- Remuneration report for the members of the Executive Board and Supervisory Board 2023
- Remuneration policy for the members of the Executive Board and the members of the Supervisory Board
- Proposed resolutions on agenda items 2-8
- Authorization form (proxy form)
- Data protection information for shareholders

## **NOTICE OF SHAREHOLDERS' RIGHTS PURSUANT TO §§ 109, 110, 118 and 119 OF THE AKTG [AUSTRIAN STOCK CORPORATION ACT]**

Shareholders whose shares in aggregate amount to 5% of the share capital and who have held these shares for at least three months prior to submitting the request may request in writing that additional items be placed on the agenda of this Annual General Meeting and announced, provided that this request is received by the company no later than April 22, 2024, 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, 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 in aggregate amount to 1% of the share capital may submit proposals for resolutions on any item on the agenda, together with their reasons, and request that these proposals together with their reasons and any comments by the Executive Board or the Supervisory Board be made available on the company's website, provided that the request is made in writing and received no later than April 30, 2024 at the latest, either by mail 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 proposal must be attached to the email, for example as a PDF file. 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 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, 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.

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Commercial Court of Vienna  
VAT: ATU 51562508

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info@rath-group.com

Every shareholder is entitled to submit motions on any item on the agenda at the Annual General Meeting. The prerequisite for this is proof of the shareholder's right to participate. A shareholder proposal for the election of a Supervisory Board member requires the timely submission of an election proposal in text form, pursuant to § 110 AktG, together with a declaration pursuant to § 87 para. 2 AktG (see above).

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

At the Annual General Meeting, 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, 118 and 119 AktG is available on the company's website at [www.rath-group.com](http://www.rath-group.com).

## **CUT-OFF DATE AND PARTICIPATION IN THE ANNUAL GENERAL MEETING**

The entitlement to participate in the Annual General Meeting and to exercise voting rights and other shareholder rights to be asserted at the Annual General Meeting is based on the shareholding at the end of May 3, 2024 (record date).

Only persons who are shareholders on this cut-off date and can prove this to the company are entitled to attend the Annual General Meeting.

## **Deposited bearer shares**

A deposit certificate pursuant to § 10a AktG, which must be received by the company no later than May 7, 2024 exclusively at one of the addresses listed below, is sufficient proof of share ownership 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: [RathHV2024@nhp.at](mailto:RathHV2024@nhp.at)

Via SWIFT: GIBAATWGGMS (Message Type MT598, please specify ISIN  
AT0000767306 in text)

### **RATH AG**

## **Deposit certificate pursuant to § 10a AktG [Austrian Stock Corporation Act]**

The deposit certificate must be issued by the custodian bank domiciled 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 shareholding for participation in the Annual General Meeting must refer to the above-mentioned cut-off date of May 3, 2024.

The deposit certificate will be accepted in German or in English.

Shareholders are not blocked by registering for the Annual General Meeting or by submitting a deposit confirmation; shareholders may therefore freely dispose of their shares even after registering or submitting a deposit confirmation.

## **REPRESENTATION BY PROXY**

Every shareholder entitled to attend the Annual General Meeting has the right to appoint a proxy to attend the Annual General Meeting 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 proxy is not handed over in person at the registration desk on the day of the Annual General Meeting, the proxy must be received by the company by 4:00 p.m. on the last working day before the Annual General Meeting at the latest:

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

By fax: +43 1 513 44 27-2187

By email: [RathHV2024@nhp.at](mailto:RathHV2024@nhp.at), whereby the proxy must be attached to the email in written form, for example as a PDF.

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In person: when registering for the Annual General Meeting

The proxy form is available on the company's website at [www.rath-group.com](http://www.rath-group.com).

If a shareholder has granted proxy to their depository bank, it will suffice if the latter submits a declaration to this effect in addition to the deposit certificate. § 10a (3) AktG 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 Annual General Meeting, 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 Annual General Meeting, 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 Annual General Meeting 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 Annual General Meeting.

Vienna, April 2024

**The Executive Board**

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