

Eckert & Ziegler Strahlen- und Medizintechnik AG Berlin

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ISIN: DE0005659700

We hereby invite our shareholders to our Annual General Meeting 2021. It will take place on Wednesday, June 2, 2021, at 11.00 a.m. as a virtual Annual General Meeting without the physical presence of shareholders or their proxies (for more details see the information in section III. under "Further information and notices"). The venue of the Annual General Meeting according to the Stock Corporation Act is Robert-Rössle-Str.10, 13125 Berlin, Germany.

## **I. Agenda**

**1. Presentation of the approved annual financial statements and the management report of Eckert & Ziegler Strahlen- und Medizintechnik AG as of December 31, 2020, the approved consolidated financial statements and the Group management report as of December 31, 2020, the report of the Supervisory Board on the 2020 financial year, and the explanatory report of the Executive Board on the disclosures pursuant to Section 289a (1), Section 315a (1) of the German Commercial Code (HGB) for the 2020 financial year.**

The documents to be submitted for this agenda item can be viewed on the internet at <https://www.ezag.com/de/startseite/investoren/hauptversammlung/>. They will be explained at the Annual General Meeting by the Executive Board - and as far as the report of the Supervisory Board is concerned - by the Chairman of the Supervisory Board. As the Supervisory Board has already approved both the annual financial statements and the consolidated financial statements and the annual financial statements are thus adopted, no resolution will be passed on this agenda item.

### **2. Resolution on the appropriation of net income**

The Board of Management and the Supervisory Board propose that the net retained profits reported in the annual financial statements of the Company as of December 31, 2020 in the amount of Euro 17.446.049,11 to be appropriated as follows:

Distribution of a dividend of Euro 0.45 per no-par value share entitled to dividend: Euro 9.265.489,20. Allocation of the remaining amount to retained earnings: Euro 8.180.559,91. The aforementioned total dividend and the remaining amount to be transferred to retained earnings are based on the dividend-bearing share capital of EUR 21.171.932 divided into 21.171.932 no-par value shares existing at the time of the convening of the Annual General Meeting. By contrast, the 581.956 treasury shares held by the Company at the time of the convening of the Annual General Meeting are not entitled to dividend. The number of shares entitled to dividend may change up to the time of the resolution on the appropriation of net income. In this case, a correspondingly adjusted proposed resolution will be put to the vote at the Annual General Meeting, which will provide for an unchanged dividend of EUR 0,45 per no-par value share entitled to dividend and a correspondingly adjusted profit carryforward. The dividend is due for payment on June 7, 2021.

### **3. Resolution on the discharge of the members of the Executive Board for the 2020 financial year**

The Executive Board and the Supervisory Board propose that the acts of the members of the Executive Board holding office in the 2020 financial year be ratified for the 2020 financial year.

#### **4. Resolution on the formal approval of the actions of the members of the Supervisory Board for the financial year 2020**

The Executive Board and the Supervisory Board propose that the acts of the members of the Supervisory Board holding office in the 2020 financial year be ratified for the 2020 financial year.

#### **5. Resolution on the appointment of the auditor and group auditor for the fiscal year 2021**

The Supervisory Board proposes that BDO AG Wirtschaftsprüfungsgesellschaft, Katharina-Heinroth-Ufer 1, 10787 Berlin, Germany, be appointed as auditors of the annual financial statements and auditors of the consolidated financial statements for the fiscal year 2021.

The Supervisory Board also proposes that BDO AG Wirtschaftsprüfungsgesellschaft, Katharina-Heinroth-Ufer 1, 10787 Berlin, Germany, be appointed as auditor for any review of the financial statements and interim management report for the first half of the 2021 financial year and of any other interim (condensed) financial statements and interim management reports for the 2021 financial year and of the interim condensed financial statements and interim management report for the first quarter of 2022, if and to the extent that they are subjected to such a review.

## **II. Further information and notes**

### **1. Total number of shares and voting rights**

At the time the Annual General Meeting was convened, the Company had issued 21.171.932 no-par value bearer shares. Each no-par value share grants one vote at the Annual General Meeting.

At the time the Annual General Meeting was convened, the Company held 581.956 treasury shares, from which, however, the Company is not entitled to any voting rights in accordance with § 71b AktG. At the time the Annual General Meeting is convened, the total number of shares with voting rights is therefore 20.589.976

### **2. Annual General Meeting without physical presence of shareholders**

Pursuant to Section 1 (1), (2) of the Act on Measures in Corporate, Cooperative, Association, Foundation and Residential Property Law to Combat the Effects of the COVID-19 Pandemic of March 27, 2020, as amended by the Act on the Further Shortening of the Residual Debt Relief Procedure and the Adjustment of Pandemic-Related Provisions in Corporate, Cooperative, Association and Foundation Law and in Rental and Lease Law of 22. December 2020 (COVID-19 Act), the Executive Board has decided that the Annual General Meeting will be held without the physical presence of shareholders or their proxies as a virtual Annual General Meeting and that shareholders will cast their votes at the Annual General Meeting by means of electronic communication or by issuing proxies and instructions to the proxies appointed by the Company. The Annual General Meeting shall be held in the presence of the Chairman of the Supervisory Board, the Vice Chairman of the Supervisory Board and the Executive Board as well as a notary public commissioned to record the minutes of the Annual General Meeting at the Company's business premises at Robert-Rössle-Str.10, D-13125 Berlin.

The holding of the Annual General Meeting 2021 as a virtual Annual General Meeting in accordance with the COVID-19 Act will lead to modifications in the procedures of the Annual General Meeting and in the rights of shareholders. The Annual General Meeting will be broadcast in full on the internet in video and audio, shareholders will be able to exercise their voting rights via electronic communication (electronic postal vote) and issue proxies and instructions to the proxies nominated by the Company, shareholders will be granted the right to ask questions via electronic communication, and shareholders who have exercised their voting rights will be able to object to resolutions of the Annual General Meeting via electronic communication.

This year we ask shareholders to pay particular attention to the following information on registering for the Annual General Meeting, exercising voting rights and other shareholder rights.

### **3. Requirements for participation in the virtual shareholders' meeting and for exercising voting rights**

Shareholders who register for the Annual General Meeting and also provide evidence of their entitlement to attend the Annual General Meeting and exercise their voting rights are entitled to attend the virtual Annual General Meeting and exercise their voting rights.

The registration and proof of authorization must be received by the company at the following address by no later than May 26, 2021, 24:00 hours:

Eckert & Ziegler Strahlen- und Medizintechnik AG c/o Computershare Operations Center  
80249 Munich Fax: +49 89 30903-74675 E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Registration for the Annual General Meeting must be made in text form (§ 126b BGB) in German or English.

For proof of entitlement to attend the Annual General Meeting and exercise voting rights, proof within the meaning of Section 67c (3) AktG, i.e. proof of share ownership by the ultimate intermediary in text form (Section 126b BGB) in accordance with the requirements of Article 5 of the Implementing Regulation (EU) 2018/1212, shall be sufficient. The proof must relate to the beginning of the 21st day before the meeting (record date), i.e. to the beginning of May 12, 2021. The record date is the relevant date for determining shareholder status with regard to participation in the virtual shareholders' meeting and the exercise of voting rights. Pursuant to Section 123 (4) sentence 5 AktG, in relation to the Company, for the purposes of attending the Annual General Meeting and exercising voting rights, only those persons shall be deemed to be shareholders who have provided evidence of their shareholder status as of the record date. Shares are not blocked by registration for the Annual General Meeting. Shareholders can therefore freely dispose of their shares even after registration. However, the shareholding at the record date is decisive for voting rights.

Shareholders are requested to complete the registration forms for admission to the Annual General Meeting sent to them via the ultimate intermediary (generally their custodian bank) and return them to the ultimate intermediary in good time in accordance with the latter's instructions. The final intermediary will then register and send the proof of share ownership to the aforementioned central registration office of Eckert & Ziegler Strahlen- und Medizintechnik AG, which will forward the registration and proof of share ownership to the company. In order to ensure timely receipt of the confirmation of admission to the virtual Annual General Meeting, which is referred to as the "confirmation of registration", we ask shareholders to ensure that the proof of their shareholding is sent to the Company at the above address in good time. After timely receipt of the registration and proof of share ownership at the aforementioned central registration office of Eckert & Ziegler Strahlen- und Medizintechnik AG, the shareholders will be sent registration confirmations for the virtual Annual General Meeting together with an access code for the virtual meeting room designated as the "InvestorPortal" and a form for granting a proxy to vote at the Annual General Meeting.

### **4. Holding of the Annual General Meeting as a virtual Annual General Meeting without the physical presence of the shareholders and their proxies**

As explained under 2. the Executive Board has decided to hold this year's Annual General Meeting as a virtual Annual General Meeting without the physical presence of shareholders and their proxies. Consequently, shareholders and their proxies will not be able to physically attend the Annual General Meeting. Instead, they have the options shown in letters a) to d) to participate in the virtual Annual General Meeting via the InvestorPortal or via the communication channels described below.

The InvestorPortal can be reached at <https://investor.computershare.de/ezag>

With the access code you will receive with the admission ticket Confirmation of registration for the virtual Annual Stockholders' Meeting.

a) Video and audio transmission on the internet

Stockholders entitled to attend, and their proxies can follow the entire Annual General Meeting via video and audio transmission on the internet. To do so, please use the "Livestream" function in the InvestorPortal (see 3. above).

b) Exercise of voting rights

Stockholders entitled to attend the Annual General Meeting and their proxies may only exercise their voting rights by electronic postal vote or by issuing a power of attorney and instructions to the Company's proxies. For more information on the exercise of voting rights and changes to the exercise of voting rights, please refer to sections 5 to 7.

c) Right to ask questions

In accordance with section 1 (1), (2) of the COVID 19 Act, shareholders are granted the right to ask questions by means of electronic communication. The Executive Board has specified that questions must be submitted by electronic communication no later than one day before the meeting. More information on this can be found in section 11.

d) Objection to resolutions of the Annual General Meeting

Waiving the requirement to appear at the Annual General Meeting, shareholders who have exercised their voting rights by electronic communication or by granting power of attorney are given the opportunity to declare their objection to resolutions of the Annual General Meeting. Corresponding declarations are to be sent to the Company via the e-mail address [EZAG-HV2021-Widerspruch@ezag.de](mailto:EZAG-HV2021-Widerspruch@ezag.de) and are possible from the beginning of the Annual General Meeting until its closure by the chairman of the meeting. Proof of shareholder status must be submitted with the declaration by providing the number stated on the confirmation of registration.

e) Notice

The Company cannot guarantee that the transmission via the internet will be technically undisturbed and will reach every shareholder entitled to attend. We therefore recommend that you make use of the above-mentioned participation options in good time, in particular to exercise your voting rights.

## **5. Procedure for voting by electronic absentee voting**

Shareholders and their proxies may exercise their voting rights by electronic postal vote. To do so, please use the "Vote by mail" function in the InvestorPortal. It is still possible to vote by electronic absentee ballot during the Annual General Meeting, but the vote must be cast no later than the time specified by the chairman of the meeting in the context of voting.

## **6. Representation in the virtual Annual General Meeting**

Shareholders may have their voting rights exercised by a proxy, e.g. an intermediary, a shareholders' association or another person or institution equivalent to these pursuant to Section 135 (8) of the German Stock Corporation Act (AktG), by granting a corresponding power of attorney. The following should be noted:

Even in the case of authorization, timely registration and timely proof of share ownership are required.

The granting of the proxy, its revocation and the proof of authorization vis-à-vis the Company must be in text form. In the case of authorization of an intermediary, a shareholders' association or another person or institution equivalent to these pursuant to Section 135 (8) AktG, special features must generally be observed, which must be enquired about with the person to be authorized in each case. We therefore ask shareholders who wish to authorize an intermediary, a shareholders' association or another person or institution equivalent to these pursuant to Section 135 (8) AktG to exercise their voting rights to consult with the person to be authorized about the form of the proxy.

Proof of the appointment of a proxy can be sent to the company by mail, fax or electronically as follows:

Eckert & Ziegler Strahlen- und Medizintechnik AG  
c/o Computershare Operations Center  
80249 Munich  
Fax: +49 89 30903-74675

E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

If the shareholder authorizes more than one person, the Company may reject one or more of them.

Proxies may also not physically participate in the Annual General Meeting themselves but are restricted to the participation options as described under 4. They must cast their votes either by electronic absentee ballot or by issuing a proxy and instructions to the Company's proxies (see sections 5. and 7.).

## **7. Voting by proxies of the Company**

The Company offers its shareholders the opportunity to authorize Company-nominated proxies bound by instructions prior to the Annual General Meeting. If the proxies nominated by the Company are to be authorized, the shareholder must in any case give them instructions on how the voting right is to be exercised. Without instructions, the proxy is invalid, and the voting right will not be exercised. The proxies are obliged to vote in accordance with the instructions given to them; they cannot exercise voting rights at their own discretion. Please note that the proxies will not accept any instructions to speak or ask questions or propose motions. The proxies will only exercise voting rights on those agenda items for which they have received express instructions from the shareholders. Shareholders wishing to grant power of attorney to the proxies appointed by the Company may do so in text form. The form sent to shareholders together with the confirmation of registration for the virtual Annual General Meeting can be used for this purpose. Further details on registration and granting proxies are available on the Company's website at

**<https://www.ezag.com/de/startseite/investoren/hauptversammlung/>**  
retrievable.

In the event that proxies appointed by the Company and bound by instructions are authorized prior to the Annual General Meeting, the authorization and instructions must be submitted in text form by the end of the day (midnight) on June 1, 2021 (receipt) to the following address: Eckert & Ziegler Strahlen- und Medizintechnik AG c/o Computershare Operations Center 80249 Munich Fax: +49 89 30903-74675 E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Even after granting power of attorney to the proxies appointed by the company, registered shareholders can participate virtually in the Annual General Meeting (see 4. a).

Shareholders or their proxies may also issue, change or revoke voting proxies and instructions to the Company's proxies during the Annual General Meeting, but no later than the time specified by the chairman of the meeting in the context of voting. To do so, please use the "Proxy and instructions to the Company's proxies" function in the InvestorPortal during the Annual General Meeting (see 4.).

## **8. Broadcast of the Annual General Meeting on the Internet**

Only shareholders entitled to attend and their proxies may follow the virtual Annual General Meeting live on the internet via video and audio transmission by using the "Livestream" function on the InvestorPortal (see 4 a).

## **9. Requests for additions to the agenda**

Shareholders whose shares together amount to one-twentieth of the capital stock or the pro rata amount of EUR 500,000.00 may, in accordance with Section 122 (2) AktG, request that items be placed on the agenda and published. Each new item must be accompanied by a statement of reasons or a draft resolution. The request must be addressed in writing to the Executive Board of the Company and must be received by the Company at least 30 days before the Annual General Meeting, not including the day of receipt, i.e. no later than midnight on May 2, 2021.

We request that requests for supplements be sent to the following address:

Eckert & Ziegler Strahlen- und Medizintechnik AG Executive Board Robert-Rössle-Str. 10  
13125 Berlin.

The applicants must prove that they have held the shares for at least 90 days before the date of receipt of the request and that they will hold the shares until the Executive Board has decided on the request.

Additions to the agenda to be announced will be published immediately after receipt of the request in the Federal Gazette and forwarded for publication to such media as can be expected to disseminate the information throughout the European Union. In addition, they will be communicated to shareholders on the internet at [www.ezag.de](http://www.ezag.de) > Investors > Annual General Meeting and in other statutory ways.

#### **10. Countermotions and election proposals by shareholders**

Pursuant to Section 1 (1), (2) of the COVID-19 Act, the Executive Board has decided, with the approval of the Supervisory Board, that the Annual General Meeting will be held as a virtual Annual General Meeting without the physical presence of shareholders or their proxies, and that shareholders will cast their votes at the Annual General Meeting in particular also by means of electronic communication.

Shareholders may send countermotions to a proposal by the management on a specific item on the agenda (section 126 (1) AktG) and proposals for the election of Supervisory Board members and auditors (section 127 AktG).

Countermotions pursuant to Section 126 AktG which are sent to the Company, including a statement of grounds, at least 14 days before the Annual General Meeting, i.e. by midnight on May 18, 2021, to the address given below, shall be made available on the Company's website, stating the name of the shareholder, the grounds and any statement by the management. A countermotion and its grounds need not be made available by the Company if one of the grounds for exclusion pursuant to Section 126 (2) AktG applies. The statement of grounds need not be made available if it exceeds 5,000 characters in total.

The provisions of § 126 AktG described above apply mutatis mutandis to election proposals pursuant to § 127 AktG. However, an election proposal does not require a statement of grounds. The management does not need to make an election proposal accessible beyond the reasons stated in Section 126 (2) AktG if it does not contain the name, practiced profession and place of residence of the candidate and, in the case of candidates for the Supervisory Board, information on their memberships of other statutory supervisory boards or comparable domestic and foreign supervisory bodies of business enterprises. Pursuant to §§ 126, 127 AktG, countermotions and nominations by duly authorized and registered shareholders which are to be made available are deemed to have been made at the Annual General Meeting in accordance with § 1 (2) sentence 3 COVID-19 Act. Countermotions or nominations in accordance with Sections 126 (1), 127 of the German Stock Corporation Act (AktG) must be sent exclusively to the following address:

Eckert & Ziegler Strahlen- und Medizintechnik AG Investor Relations Robert-Rössle-Str. 10  
13125 Berlin Fax: +49 (0)30 94 10 84-112 E-mail: [ir@ezag.de](mailto:ir@ezag.de)

Countermotions and election proposals from shareholders that are to be made accessible will be published on the Internet at

<https://www.ezag.com/de/startseite/investoren/hauptversammlung/>, provided they have been received by the company at the above address in good time.

#### **11. Right to question**

Pursuant to Section 1 (1), (2) of the COVID 19 Act, shareholders are granted the right to ask questions by way of electronic communication. The Executive Board has specified that questions must be submitted by electronic communication no later than one day before the meeting. The Executive Board will use its dutiful discretion to decide how to answer questions. Stockholders registered for the Annual General Meeting may submit their questions by Monday], May 31, 2021, 24:00 hours, to the company at the email address [EZAG-HV2021-Fragen@ezag.de](mailto:EZAG-HV2021-Fragen@ezag.de). Proof of shareholder status must be submitted with the question(s) by providing the number stated on the registration confirmation.

#### **12. Publications on the company's website**

The information to be made available on the Company's website in accordance with Section 124a AktG, in particular the content of the notice of the Annual General Meeting and the documents to be made available to the Annual General Meeting, shareholder motions and other information, is available on the Company's website at

<https://www.ezag.com/de/startseite/investoren/hauptversammlung/>. The Company also publishes the voting results after the Annual General Meeting. The results of the voting will also be published there after the Annual General Meeting.

### 13. Privacy information

The Company processes personal data (name, address, e-mail address, number of shares, class of shares, type of ownership of the shares and number of the registration confirmation) on the basis of the applicable data protection laws in order to enable shareholders and their representatives to participate in the Annual General Meeting and to exercise their rights in the context of the Annual General Meeting. The Company is the controller for the processing. The legal basis for the processing is Art. 6 (1) sentence 1 lit. c DSGVO. For the purpose of organizing the Annual General Meeting, the Company engages various service providers. These only receive personal data from the Company which is required for the execution of the commissioned service. The service providers process this data exclusively in accordance with the instructions of the Company. In addition, personal data is made available to shareholders and shareholder representatives in connection with the Annual General Meeting within the framework of the statutory provisions, namely via the list of participants.

The personal data will be stored within the framework of the statutory obligations and subsequently deleted. Subject to the statutory requirements, you have the right to information, rectification, restriction, objection and deletion regarding the processing of your personal data at any time, as well as a right to data transfer in accordance with Chapter III of the DSGVO. You can assert these rights against the company free of charge via the e-mail address [datenschutz@ezag.de](mailto:datenschutz@ezag.de) or via the following contact details:

Eckert & Ziegler Strahlen- und Medizintechnik AG  
- Data Privacy Officer -  
Robert-Rössle-Str. 10  
13125 Berlin

E-Mail: [datenschutz@ezag.de](mailto:datenschutz@ezag.de) In addition, you have a right of appeal to the data protection supervisory authorities in accordance with Art. 77 DSGVO.

You can reach our company data protection officer at:  
Eckert & Ziegler Strahlen- und Medizintechnik AG  
- Data Privacy Officer -  
Robert-Rössle-Str. 10  
13125 Berlin  
E-Mail: [datenschutz@ezag.de](mailto:datenschutz@ezag.de)

Berlin, April 2021  
Eckert & Ziegler Strahlen- und Medizintechnik AG  
*The Board of Management*

Note for requirements pursuant to Section 125 AktG:

Please note that due to the provision in Section 12 (3) of our Articles of Association, the transmission of notifications pursuant to Section 125 AktG is restricted to electronic communication. For this reason, no printed notices will be provided. Forwarding charges will only be reimbursed for electronic communications in accordance with Section 1 No. 2 of the Ordinance on the Reimbursement of Expenses of Credit Institutions.

Please address your order directly to:

Eckert & Ziegler Strahlen- und Medizintechnik AG Computershare Operations Center, 80249 Munich Fax: +49 89 30903-74675 E-mail: [125-Anforderung@computershare.de](mailto:125-Anforderung@computershare.de)