

## **Explanatory Report of the Executive Board of Eckert & Ziegler AG on the disclosures pursuant to §389 (4), §315 (4) of the German Commercial Code (HGB)**

As at 31 December 2020, the company's share capital amounted to € 21,171,932 (previous year: € 21,171,932). It is divided into 21,171,932 no-par value bearer shares. Each share represents one vote and is entitled to a share in profit. There are no shares with multiple, preferential or maximum voting rights.

There are no material agreements subject to a change of control as the result of a takeover bid. Furthermore, there are no agreements with members of the Executive Board or employees regarding compensation in the event of a takeover bid.

The Executive Board is not aware of any restrictions concerning voting rights or the transfer of shares.

Under the German Securities Trading Act (WpHG), every investor who reaches, exceeds or falls below certain amounts of voting rights in the company by way of acquisition, sale or any other action is required to notify the company and the German Federal Financial Supervisory Authority (BaFin). The lowest threshold for the disclosure of voting rights is 3%. Direct or indirect participations in the capital of the company that exceed 10% of the voting rights were disclosed to the company as follows:

As at 31 December 2021, the Chairman of the Executive Board, Dr Andreas Eckert, held 6,511,960 shares indirectly through Eckert Wagniskapital und Frühphasenfinanzierung GmbH, Panketal, Germany, and 48,004 shares directly, representing a total of 30.8% of the share capital of Eckert & Ziegler Strahlen- und Medizintechnik AG of 21,171,932 shares. As at 31 December 2021, the total holdings of the remaining members of the Executive Board and Supervisory Board of shares issued by Eckert & Ziegler Strahlen- und Medizintechnik AG amounted to less than 1% of the share capital.

Shares with special rights that confer powers of control did not and do not exist.

The Executive Board manages the company and represents it in dealings with third parties. Section 84 AktG governs the appointment and dismissal of members of the Executive Board. The Supervisory Board appoints the members of the Executive Board for a term of office of not more than five years. Repeat appointments or extensions of the term of office for a maximum of another five years are permissible. Such repeat appointments or extensions require another resolution by the Supervisory Board; this cannot be adopted earlier than one year prior to the expiry of the current term of office. The Supervisory Board can appoint a member of the Executive Board to the position of Chairman of the Executive Board. The Supervisory Board can revoke an appointment to the Executive Board and the appointment of a member of the Executive Board as Chairman of the Executive Board for good cause. Possible causes include serious breach of duty, the inability to properly manage business and a vote of no confidence by the Annual General Meeting.

In accordance with Article 6 of the Articles of Association, the Executive Board consists of one or more members. The Supervisory Board determines the number of members of the Executive Board.

The Articles of Association contain general provisions on the form of the company. Pursuant to Section 179 AktG, any amendments to the Articles of Association are subject to the approval of the Annual General Meeting by at least a majority of three-quarters of the share capital represented at the time the resolution is adopted.

On 30 May 2018, the Annual General Meeting adopted a resolution which authorised the Executive Board, subject to the approval of the Supervisory Board, to increase the company's share capital on one or more occasions on or before 29 May 2023 by up to € 264,649 by issuing new no-par-value bearer shares in exchange for cash contributions and/or contributions in kind (Authorised Capital). As a general rule, the new shares are to be offered to shareholders for subscription; they may also be acquired by one or more financial institutions or similar companies on the condition that they offer them to the shareholders for subscription.

With the consent of the Supervisory Board, the Executive Board can:

- exclude shareholders' subscription rights up to an amount not exceeding 10% of the share capital existing at the time of the exercise of this authorisation in order to issue the new shares in exchange for cash contributions at an issue price that is not significantly lower than the market price of the company's shares of the same class that are already listed. Treasury shares of the company that are sold during the period of this authorisation under exclusion of shareholders' subscription rights in direct or analogous application of Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) will be counted towards this 10% limit. Furthermore, when calculating the 10% limit, shares issued or to be issued during the period of this authorisation to service convertible bonds and/or bonds with warrants must be taken into account provided that the bonds were issued under exclusion of subscription rights in analogous application of Section 186 (3) sentence 4 AktG;
- exclude shareholders' subscription rights for the purpose of acquiring contributions in kind, in particular through the acquisition of companies or participations in companies or through the acquisition of other assets, including rights and claims, if the acquisition is in the company's best interest and should be completed in exchange for the issue of shares in the company;
- exclude shareholders' subscription rights to the extent necessary to grant holders of convertible bonds and/or bonds with warrants issued by the company or its subsidiaries a subscription right to new shares to the extent to which they would be entitled after exercising their conversion or option rights;
- exclude shareholders' subscription rights to offer the new shares to employees of the company or its affiliated companies in return for cash contributions;
- exclude shareholders' subscription rights to compensate for fractional amounts.

In addition, the Executive Board is authorised, with the approval of the Supervisory Board, to specify further details pertaining to the capital increase and its implementation, particularly the substance of the rights attached to the shares and the other terms of the issue, including the issue price. The Supervisory Board is authorised to amend the Articles of Association after the capital increase is completed and, if the company does not issue shares up to the full amount of the Authorised Capital by 29 May 2023, after the end of the authorisation period.

By resolution of the Annual General Meeting held on 30 May 2018, the Executive Board is authorised to acquire treasury shares on or before 29 May 2023 up to a total of 10% of the share capital existing at the time the resolution is adopted or – should this be lower – upon exercise of the authorisation. The acquired shares, together with other treasury shares held by the company or attributable to it pursuant to Sections 71d and 71e AktG, may not at any time account for more than 10% of the respective share capital. The authorisation may be exercised in whole or in part, on one or more occasions, in pursuit of one or more purposes by the company or the Group companies, or by third parties on their behalf. The shares may be acquired – at the discretion of the Executive Board – on the stock exchange or by means of a public acquisition offer or a public request to make such an offer.

- If the shares are acquired on the stock exchange, the purchase price per share paid by the company (not including ancillary acquisition costs) may not exceed by more than 10% or fall below by more than 25% the average closing price of the company's stock in the electronic trading system Exchange Electronic Trading (Xetra) (or corresponding successor system) on the Frankfurt Stock Exchange on the last five trading days preceding the acquisition.
- If the shares are acquired on the basis of a public acquisition offer or a public request to make such an offer, the purchase price offered and paid for a share (not including ancillary acquisition costs) may be up to 20% higher or 20% lower than the highest closing price of the company's stock in the electronic trading system Exchange Electronic Trading (Xetra) (or corresponding successor system) on the Frankfurt Stock Exchange on the third trading day prior to publication of the purchase offer. The acquisition offer or the public request to make such an offer may provide for other conditions. The acquisition offer may be modified if the trading price diverges significantly from the offered acquisition price or from the boundary values of any offered price range following publication of the acquisition offer or the public request to make such an offer. In such case, the cut-off date is the day on which the decision by the Executive Board to adjust the offer or the request to make such an offer is published. In the case of a public acquisition offer, the company will make an offer to all shareholders in accordance with their shareholding ratio. The volume of the public acquisition offer may be limited. If the total subscription to the offer exceeds this volume, or in the case of a request to make such an offer, multiple offers are not all accepted, the acquisition takes place – under partial exclusion of any right to tender – in proportion to the tendered shares (tender ratios) instead of in proportion to the holding of the tendering shareholders (shareholding ratio). Similarly, in order to avoid fractional amounts, provision may be made for commercial rounding and preferred consideration of small quantities of up to 100 shares for the purpose of acquiring tendered shares of the company per shareholder, under partial exclusion of any right of the shareholders to tender.
- The Executive Board is authorised to use shares of the company acquired on the basis of this authorisation for all purposes permitted by law. In particular, the Executive Board may sell them through the stock exchange or an offer made to all shareholders. The uses include but are not limited to the following purposes:
  - The shares may be redeemed without the redemption or its implementation requiring another resolution of the Annual General Meeting. They may also be redeemed in a simplified procedure without a capital reduction by adjusting the proportionate arithmetical amount of the remaining no-par-value shares in the company's share capital. The cancellation may be limited to part of the acquired shares. The authorisation to redeem

shares may be exercised multiple times. If the redemption is carried out using the simplified procedure, the Executive Board is authorised to amend the number of no-par-value shares in the Articles of Association.

- The shares may also be sold in other ways than through the stock exchange or by an offer to all shareholders if the shares are sold for cash at a price that is not significantly below the arithmetic mean of the Xetra closing prices of the company's shares on the Frankfurt Stock Exchange on the last five trading days preceding the sale. In this case, the number of shares to be sold in accordance with Section 186 (3) sentence 4 AktG (excluding subscription rights in exchange for cash contributions close to the market price) may not exceed 10% of the share capital, either at the time the resolution is passed or at the time the authorisation is exercised. Shares issued or sold in direct or analogous application of Section 186 (3) sentence 4 AktG during the period of this authorisation up to this point in time are to count towards this limit. This also covers shares issued from authorised capital during the period of this authorisation under exclusion of subscription rights in accordance with Section 186 (3) sentence 4 AktG.
- The shares may be issued against contributions in kind, in particular also in connection with the acquisition of companies, parts of companies or company participations and mergers of companies as well as the acquisition of other assets for the purpose of expanding business activities.
- The shares may be issued to employees of the company and affiliated undertakings as well as to members of the management of affiliated undertaking and used to service rights or obligations to acquire shares in the company granted to employees of the company and affiliated undertakings as well as members of the management of affiliated undertakings. The shares may also be granted to members of the Supervisory Board as part of remuneration to the extent legally permissible in individual cases.
- Treasury shares may be used to fulfil obligations of the company arising from conversion rights or conversion obligations arising from convertible bonds issued by the company.

As at 31 December 2021, the company held 415,656 (previous year: 581,956) treasury shares with a nominal value of € 416 thousand (previous year: € 582 thousand), which are deducted from the outstanding capital in the balance sheet.

Berlin, March 2022

### **The Executive Board**

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Dr. Andreas Eckert

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Dr. Harald Hasselmann

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Dr. Lutz Helmke