



## Lufthansa Extraordinary General Meeting of Shareholders 2020

### **Explanations on the rights of shareholders pursuant to Sections 122 (2), 126 (1), 127 German Stock Corporation Act (“AktG”), each in conjunction with Section 1 of the Act on Measures in Company, Cooperative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID 19 Pandemic (“COVID-19 Act”)**

The notice convening the Extraordinary General Meeting contains information on the rights of shareholders pursuant to Sections 122 (2), 126 (1), 127 AktG and Section 1 of the Act on Measures in Corporate, Cooperative, Association, Foundation and Residential Property Law to Combat the Effects of the COVID-19 Pandemic; the following information contains further explanations of these provisions. Some of the relevant legal texts are printed at the end of these notes and reflect the status at the time of publication of the invitation. There are different legal opinions on the details of the shareholder rights explained here, which cannot be fully reflected in these notes. Shareholders are advised to seek legal advice in cases of doubt.

#### **1. Amendments to the agenda at the request of a minority pursuant to Section 122 (2) AktG, Sec. 1 (3) Sentence 4 COVID-19 Act**

Shareholders whose combined shares amount to a twentieth of the share capital or a proportional holding of € 500,000 (the latter being equivalent to 195,313 shares) in the share capital may request that items be added to the agenda and published in accordance with Section 122 (2) AktG. The request must be addressed to the Company’s Executive Board in writing and received by the Company no later than **11 June 2020 (24:00 hrs)**. Each new agenda item must be accompanied by reasons or a resolution proposal. Please send any such request in writing to:

Deutsche Lufthansa Aktiengesellschaft  
- Vorstand -  
z. Hd. Investor Relations (HV) FRA CW  
Lufthansa Aviation Center  
Airportring  
D-60546 Frankfurt

or by e-mail, adding the name(s) of the requesting shareholder(s) with a qualified digital signature, to

**hv-service@dlh.de.**

Persons submitting amendments to the agenda must prove that they have been shareholders for at least 90 days prior to the day that the request was received, and must continue to hold the shares until the Executive Board decides on the request, or, if the company does not comply with the request and the applicants request a court decision, until the court decides. In calculating these 90 days, Section 70 AktG provides for certain offsetting options to which reference is made explicitly herewith. Further, in calculating the deadline, the provisions of Section 121(7) AktG shall also be applicable accordingly.

Any supplements to the agenda are published without undue delay – unless they were already published when the meeting was called – in the Federal Gazette upon receipt of the demand. They are also published on the Internet at [www.lufthansagroup.com/agm](http://www.lufthansagroup.com/agm), and shareholders are notified accordingly.

The provisions of the German Stock Corporation Act as well as COVID-19 Act in their respective applicable version underlying this shareholder right read as follows:

### **Section 122 AktG Calling of a Meeting at the Request of a Minority**

- (1) <sup>1</sup>The shareholders' meeting is to be called if shareholders whose combined shareholdings equals or exceeds one-twentieth of the share capital, request such meeting in writing, stating the purpose and the reasons of such meeting; such request shall be addressed to the management board. <sup>2</sup>The articles may provide that the right to demand a shareholders' meeting shall require another form or a lesser share in the registered share capital. <sup>3</sup>Persons submitting a request must prove that they have held the shares for at least 90 days before the date the request is received and that they hold the shares until the Managing Board decides on the request. <sup>4</sup>Section 121 (7) AktG shall apply accordingly.
- (2) <sup>1</sup>In the same way, shareholders whose shares amount in aggregate to not less than one twentieth of the share capital or a proportionate ownership of at least 500,000 euros, may demand that items be placed on the agenda and published. <sup>2</sup>Each new item shall be accompanied by supporting reasons or a draft proposal. <sup>3</sup>The request in the sense of sentence 1 shall be received by the company at least 24 days, in case of listed companies no later than 30 days, prior to the meeting; excluding the day of receipt.
- (3) <sup>1</sup>If such request is not complied with, the court may grant authority to the stockholders who have raised the demand to convene the general meeting or to publish by notice the item of business. <sup>2</sup>Concurrently, the court may determine the chairman of the general meeting. <sup>3</sup>The invitation convening the general meeting or the notice must indicate the authorisation by the court. <sup>4</sup>A complaint may permissibly be lodged against the decision taken. <sup>5</sup>The petitioners are to submit proof that they will continue to hold the shares of stock until the court hands down its decision.
- (4) The company shall bear the costs of the general meeting and, in the case governed by subsection (3), also the court costs if the court has complied with the petition.

## **Section 70 AktG Calculation of the Shareholding Period**

*<sup>1</sup>If the exercise of rights from a share depends on the shareholder having held the share for a certain period of time, the right to demand transfer of title from a credit institution, a financial services institution, or an enterprise operating in accordance with Section 53(1) sentence 1 or Section 53b(1) sentence 1 or (7) of the German Banking Act (Gesetz über das Kreditwesen) shall be considered equivalent to ownership. <sup>2</sup>The period during which the share was owned by a predecessor in title shall be attributed to the shareholder, provided that the latter has acquired the share without consideration, from the latter's fiduciary, as the universal successor, on the liquidation of a community, or on a transfer of assets in accordance with Section 13 of the German Insurance Supervision Act (Versicherungsaufsichtsgesetz) or Section 14 of the German Building and Loan Associations Act (Gesetz über Bausparkassen).*

## **Section 121 AktG General (excerpt)**

*(4) <sup>1</sup>Notice of the invitation convening the general meeting is to be given in the company's publications of record. <sup>2</sup>Where the stockholders of the company are known by name, the general meeting may be convened by registered letter unless stipulated otherwise in the by-laws; the date on which the invitation is posted shall be deemed the date of the notice*

*(7) <sup>1</sup>For periods and deadlines counted backwards from the date of the meeting, the day of the meeting shall not be included in the calculation. <sup>2</sup>Any move from a Sunday, Saturday or public holiday to a preceding or subsequent business day shall not be possible. <sup>3</sup>Sections 187 to 193 of the German Civil Code (BGB) shall not be applied accordingly. <sup>4</sup>In the case of non-listed companies, the articles of association may determine a different calculation of the period.*

## **Section 124 AktG Notice of demands for amendment; guidance regarding resolutions (excerpt)**

*(1) <sup>1</sup>Where the minority pursuant to Section 122 (2) has demanded that items of business be set out in the agenda, said items of business are to be published by notice either together with the invitation convening the general meeting or, if that is not the case, without undue delay after the demand has been received. Section 121 (4) shall apply mutatis mutandis; moreover, in the case of companies listed on the stock exchange, Section 121 (4a) shall apply mutatis mutandis. <sup>2</sup>The notice is to be published and forwarded in the same way as the invitation convening the general meeting.*

## **Section 124a AktG Publications on the company's website**

*<sup>1</sup>In the case of companies listed on the stock exchange, their website must make the following accessible promptly after the general meeting has been convened:*

- 1. The content of the invitation convening the general meeting;*

2. *An explanation for those cases in which no resolution is to be adopted regarding an item of business set out in the agenda;*
3. *The documents to be made accessible to the general meeting;*
3. *The total number of the shares of stock and the voting rights as given at the time at which the general meeting is convened, including a separate listing of the total number for each class of stock;*
5. *If applicable, the forms to be used for having a vote cast by a proxy or casting a vote by means of a postal vote, unless these forms are not directly transmitted to the stockholders.*

*<sup>2</sup>A demand made by stockholders in the sense of Section 122 (2) that is received by the company after the general meeting has been convened is to be made accessible in like manner and without undue delay upon so having been received by the company.*

### **Section 125 AktG Notifications to Shareholders and Members of the Supervisory Board**

*(1) <sup>1</sup>The managing board shall, at least 21 days prior to the meeting, notify those credit institutions and shareholders' associations that exercised voting rights on behalf of shareholders at the preceding general meeting, or that have requested such notification, that the general meeting is being convened. <sup>2</sup>The date of the notification shall not be included. <sup>3</sup>If the agenda has to be amended in accordance with Section 122(2), the amended agenda shall be communicated in the case of listed companies. <sup>4</sup>The notification shall draw attention to the fact that voting rights may be exercised by a proxy holder including a shareholders' association. <sup>5</sup>In the case of listed companies, nominations for the election of supervisory board members shall be accompanied by information concerning the membership of such nominees in other statutory supervisory boards; information relating to their membership of similar governing bodies of domestic and foreign companies should be included.*

*(2) <sup>1</sup>The managing board shall provide the same notification to those shareholders who request it or who are registered as shareholders in the company's share register at the beginning of the 14th day before the meeting. <sup>2</sup>The articles of association may restrict transmission to electronic means of communication.*

*(3) Each member of the supervisory board may request that the managing board sends the same notifications to him/her.*

*(4) Each member of the supervisory board and each shareholder shall be notified of the resolutions adopted at the general meeting by the managing board in writing upon request.*

*(5) Financial services institutions and enterprises operating in accordance with Section 53(1) sentence 1 or Section 53b(1) sentence 1 or (7) of the German Banking Act (Gesetz über das Kreditwesen) shall be treated as credit institutions.*

## Section 1 COVID-19 Act (excerpt)

(3) <sup>1</sup>Contrary to Section 123 (1) sentence 1 and (2) sentence 5 of the German Stock Corporation Act, the management board may decide to convene the general meeting no later than the 21st day before the day of the meeting. <sup>2</sup>Contrary to Section 123 (4) sentence 2 of the German Stock Corporation Act, the evidence of share ownership in the case of listed companies must refer to the beginning of the twelfth day before the meeting and, in the case of bearer shares in the company, must be received at the address specified for this purpose in the notice of meeting by no later than the fourth day before the general meeting, unless the management board specifies a shorter period for the receipt of the evidence by the Company in the notice of the general meeting; any provisions of the Articles of Association that deviate from this are irrelevant. <sup>3</sup>In the event that a meeting is convened with a shorter period of notice pursuant to sentence 1, the notification pursuant to Section 125 (1) sentence 1 of the German Stock Corporation Act must be made at the latest twelve days before the meeting and the notification pursuant to Section 125 (2) of the German Stock Corporation Act must be made to those entered in the share register at the beginning of the twelfth day before the general meeting. <sup>4</sup>Contrary to Section 122 (2) of the German Stock Corporation Act, requests for supplements in the above case must be received by the company at least 14 days before the meeting.

## 2. Shareholder motions and proposals for election under Section 126 (1) and Section 127 AktG

No later than **10 June 2020 (24:00 hrs)** (date of reception by the Company) shareholders may send to the Company - stating their names - substantiated counterproposals, against a proposal by the Executive Board and/or the Supervisory Board on a specific agenda item pursuant to Section 126 (1) AktG as well as - stating their names - counterproposals for the election of Supervisory Board members or external auditors pursuant to Section 127 AktG. No reasons need to be stated for election proposals. Such counterproposals and/or election proposals from shareholders must be sent to only one of the following addresses:

Post: Deutsche Lufthansa Aktiengesellschaft  
- Vorstand -  
z. Hd. Investor Relations (HV) FRA CW  
Lufthansa Aviation Center  
Airportring  
D-60546 Frankfurt  
Fax: +49 (0) 69 696-90990  
E-mail: hv-service@dlh.de

Any counterproposals and/or election proposals sent to any other address will not be considered. Any shareholder's motions and/or election proposals that must be made accessible are published without undue delay upon receipt on the Internet at [www.lufthansagroup.com/agm](http://www.lufthansagroup.com/agm). Election proposals shall only be made accessible if the following particulars are included: name, current profession and residence of the proposed

candidate and, in case of proposals on the election of Supervisory Board members, the information pursuant to Section 125 (1) sentence 5 AktG. Any response by the management to the proposals is also made accessible at the above mentioned Internet address.

The company is authorised to refrain from publishing a counterproposal and its grounds subject to the conditions given in Section 126 (2) and (3) AktG. Access need not be provided to the statement of grounds in particular if it contains more than 5,000 characters in total.

By publishing countermotions and/or nominations for election in accordance with the above-mentioned provisions, the Company complies with its statutory duty pursuant to Sections 126 (1) and 127 of the German Stock Corporation Act, as these provisions are not affected by the COVID-19 Act. However, we would like to point out that a vote on countermotions or election proposals will not be held in the virtual General Meeting in accordance with the COVID-19 Act, as these cannot be made orally at the General Meeting by shareholders or their proxies.

The provisions of the German Stock Corporation Act underlying these shareholders' rights, in each case as applicable, read as follows (Section 125 (1) sentence 5 AktG are printed above as part of the explanations regarding Section 122 AktG):

#### **Section 126 AktG Motions by Shareholders**

*(1) <sup>1</sup>Motions by shareholders together with the shareholders' name, supporting information and any management position shall be made available to the persons entitled pursuant to Section 125 (1) to (3) under the conditions stated therein provided that, at least 14 days before the meeting, the shareholder sends to the address indicated in the notice convening the meeting a counterproposal to a proposal of the management board and the supervisory board as to an item on the agenda. <sup>2</sup>The day of receipt shall not be taken into account. <sup>3</sup>In the case of listed companies, access shall be provided via the company's website. <sup>4</sup>Section 125 (3) shall apply analogously.*

*(2) <sup>1</sup>A counterproposal and the grounds for this need not be made available, if:*

- 1. the management board would become criminally liable by such availability;*
- 2. the counterproposal would result in a resolution of the shareholders' meeting which would be illegal or would violate the articles;*
- 3. the grounds contain statements which are manifestly false or misleading in material respects or which are libelous;*
- 4. a counterproposal of such shareholder based on the same facts has already been made available with respect to a shareholders' meeting of the company in accordance to Section 125;*
- 5. the same counterproposal of such shareholder on essentially identical grounds has already been communicated pursuant to Section 125 to at least two shareholders'*

*meetings of the company within the past five years and at such shareholders' meetings less than one twentieth of the share capital represented has voted in favor of such counterproposal;*

- 6. the shareholder indicates that he will neither attend nor be represented at the shareholders' meeting; or*
- 7. within the past two years at two shareholders' meetings the shareholder has failed to make or cause to be made on his behalf a counterproposal communicated by him.*

*<sup>2</sup>The statement of the grounds need not be made available if it exceeds a total of 5,000 characters.*

- (3) If several shareholders make counterproposals in respect of the same resolution, the management board may combine such counterproposals and the respective reasons of the grounds.*

### **Section 127 AktG Nominations by Shareholders**

*<sup>1</sup>Section 126 shall apply analogously to a nomination made by a shareholder for the election of members of the supervisory board or external auditors. <sup>2</sup>Such nomination need not be supported by a statement of the grounds therefor. <sup>3</sup>The management board also need not make such nomination if it fails to contain the information required by Section 124 (3) sentence 4 and Section 125 (1) sentence 5. <sup>4</sup>The management board has to provide a proposal by a shareholder for the election of supervisory board members of listed companies which fall under the German Co-determination Act (MitbestG), the German Montan Co-determination Act (Montan-Mitbestimmungsgesetz) or the German Supplemental Co-determination Act (Mitbestimmungsergänzungsgesetz) with the following information:*

- 1. reference to the requirements of Section 96 (2),*
- 2. statement as to whether there has been an objection to the overall compliance pursuant to Section 96 (2) sentence 3 and*
- 3. indication of how many seats on the supervisory board have to be occupied by women and by men respectively to comply with the requirements of the minimum gender quota pursuant to Section 96 (2) sentence 1.*

### **Section 96 AktG Composition of the Supervisory Board (excerpt)**

- (2) <sup>1</sup>In case of listed companies subject to the Co-determination Act, the Montan Co-determination Act or the Supplemental Co-determination Act, the Supervisory Board shall be composed of at least 30 percent women and at least 30 percent men. <sup>2</sup>The minimum quota is to be fulfilled by the supervisory board as a whole. <sup>3</sup>If the representatives of the shareholders or the employee representatives object to the overall compliance with the minimum gender quota before the election on the basis of*

*a majority decision vis-à-vis the chairman of the supervisory board, the minimum quota for this election is to be fulfilled by the representatives of the shareholders and the employee representatives separately. <sup>4</sup>In all cases the number is to be round up or down mathematically to a full number of persons. <sup>5</sup>In case of overall compliance with the minimum gender quota, if the higher women quota of one side changes later and if this side now objects to the overall compliance, the election on the other side does not become invalid. <sup>6</sup>An election of the members of the supervisory board by the shareholders' meeting and a delegation to the supervisory board which violates the requirements of the minimum gender quota is null and void. <sup>7</sup>If an election is declared null and void for other reasons, elections performed in the meantime do not violate the requirements of the minimum gender quota insofar. <sup>8</sup>For the election of the employee representatives, the laws on co-determination mentioned in sentence 1 apply.*

### **Section 124 AktG Publication of Requests for Supplements; Proposals for Resolutions (excerpt)**

*(3) <sup>1</sup>In the notice published, the management board and the supervisory board are to provide guidance regarding the resolutions to be adopted on each item of business set out in the agenda regarding which the general meeting is to adopt a resolution; for the election of members of the supervisory board and auditors, such guidance shall be provided solely by the supervisory board. <sup>2</sup>In the case of companies that are publicly traded in the sense of Section 264d of the Commercial Code (HGB), that are credit institutions as defined by the Capital Requirements Regulation (CRR) in the sense of Section 1 (3d), first sentence, of the Banking Act (KWG), to the exception of the institutions named in Section 2 (1) nos. 1 and 2 of the Banking Act, or which are insurance undertakings in the sense of Article 2 paragraph 1 of the Directive 91/674/EEC, the nomination made by the supervisory board for the election of the auditor of the annual accounts is to be based on the recommendation of the audit committee. <sup>3</sup>The first sentence shall not apply if, in electing members of the supervisory board, the general meeting is bound to nominations pursuant to Section 6 of the Act on Employee Co-Determination in the Iron- and Steel-Producing Industry (MontanMitbestG), or if the item of business regarding which a resolution is to be adopted has been included in the agenda upon a corresponding demand having been made by a minority. <sup>4</sup>The proposal for the election of members of the supervisory board or auditors shall state their names, current profession and place of residence.*

### **3. Possibility for shareholders to ask questions via electronic communication**

On the basis of the COVID-19 Act, shareholders are not entitled to information within the meaning of Section 131 AktG at the General Meeting, but they are given the opportunity to ask questions. This does not imply a right to an answer.

In accordance with Section 1 (2) sentence 1 no. 3 and sentence 2 of the COVID-19 Act, shareholders have the opportunity to ask questions by way of electronic communication. The Executive Board has decided with the consent of the Supervisory Board that shareholders have no right to ask questions in the virtual General Meeting itself. Instead,



questions from shareholders must be submitted exclusively via the online service by no later than **22 June 2020 (24:00 hours)**. Questions received later will not be considered. A right to submit questions exists only for shareholders who have duly registered. In deviation from Section 131 AktG, the Executive Board decides which questions it answers and how to answer them, based on its due and free discretion.

The provision of the COVID-19 Act underlying this shareholder right reads as follows:

### **Section 1 of the COVID-19 Act (excerpt)**

*(2)<sup>1</sup>The management board may decide that the meeting is held as a virtual general meeting without the physical presence of the shareholders or their proxies, provided that*

- 1. the video and audio transmission of the entire meeting takes place;*
- 2. the exercising of shareholders' voting rights is possible via electronic communication (postal vote or electronic participation) and the granting of proxies;*
- 3. the shareholders are given the opportunity to ask questions by way of electronic communication;*
- 4. the shareholders who have exercised their voting rights in accordance with No. 2, in deviation from Section 245 No. 1 of the German Stock Corporation Act, by waiving the requirement to appear at the general meeting, an opportunity to object to a resolution of the general meeting is granted.*

*<sup>2</sup>The management board decides at its due discretion, whether and how it will answer the questions; it may also stipulate that questions must be submitted by electronic communication no later than two days before the meeting.*

## **4. Possibility of appealing against resolutions of the General Meeting**

In accordance with Section 1 (2) sentence 1 no. 4 of the COVID-19 Act, shareholders have the right to object to a resolution of the General Meeting. An objection can only be submitted via the online service and only by those shareholders who have exercised their voting rights by absentee vote or proxy. This is possible from the beginning of the virtual general meeting until its closure by the chair of the meeting.

The provision of the COVID-19 Act underlying this shareholder right is already part of this document (see above, No. 3 – Right of the shareholder to ask questions).