



## Lufthansa Annual General Meeting 2023

**Explanatory Notes on the Rights of Shareholders under § 122 (2), § 126 (1) und (4), § 127, § 130a und § 131 (1) und (1a), § 118a (1) sentence 2 No. 8 of the German Stock Corporation Act (AktG) in conjunction with § 245 AktG.**

The convocation of the Annual General Meeting contains information on the rights of shareholders pursuant to § 122 (2), § 126 (1) and (4), § 127, § 130a and 131 (1) and (1a), § 118a (1) sentence 2 No. 8 AktG in conjunction with § 245 AktG. The following information contains further explanations of these regulations. Some of the relevant legal texts are printed at the end of these notes with their status at the time of publication of the convening notice.

### **1. Motions for additions to the agenda at the request of a minority pursuant to § 122 par. 2 AktG**

Shareholders whose combined shares amount to one-twentieth of the share capital or a proportionate amount of the share capital of 500,000 euros (the latter corresponds to 195,313 shares) may, pursuant to § 122 (2) AktG, request that items be added to the agenda and be published. The request must be addressed in writing to the Executive Board of the Company and must be received by the Company no later than **April 8, 2023 (midnight)**. Each new item on the agenda must be accompanied by a statement of reasons or a draft resolution. We request that such a request be sent in writing to

Deutsche Lufthansa Aktiengesellschaft  
- Executive Board -  
F.A.O. Investor Relations (AGM) FRA CW  
Lufthansa Aviation Center  
Airportring  
60546 Frankfurt

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

hv-service@dlh.de.

Shareholders must prove that they have held the shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until the decision of the Executive Board on the request or, if the Company does not comply with the request and the applicants seek a court decision, until the court decision. In calculating these 90 days, certain crediting options exist in accordance with § 70 AktG, to which reference is hereby expressly made. Furthermore, the provisions of § 121 (7) AktG shall apply mutatis mutandis to the calculation of the time limit.

Additions to the agenda which are to be announced - insofar as they have not already been announced with the convening notice - shall be published in the Federal Gazette without delay after receipt of the request, including the name and place of residence or registered office of the applicants. They will also be published on the internet at [www.lufthansa-group.com/agm](http://www.lufthansa-group.com/agm) and communicated to the shareholders.

The provisions of the AktG in the relevant version on which this shareholder right is based are as follows:

### **§ 122 AktG Convening at the request of a minority**

- (1) <sup>1</sup>The Annual General Meeting shall be convened if shareholders whose combined shareholdings amount to one-twentieth of the capital stock request such a meeting in writing, stating the purpose and the reasons; the request shall be addressed to the Executive Board. <sup>2</sup>The Articles of Association may make the right to request the convening of the General Stockholders' Meeting subject to a different form and to the holding of a lower proportion of the capital stock. <sup>3</sup>The applicants must prove that they have held the shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until the Executive Board has decided on the request. <sup>4</sup>§ 121 (7) AktG shall apply *mutatis mutandis*.
- (2) <sup>1</sup>In the same way, shareholders whose shares together amount to one-twentieth of the capital stock or the pro rata amount of 500,000 euros may request that items be placed on the agenda and published. <sup>2</sup>Each new item must be accompanied by a statement of reasons or a draft resolution. <sup>3</sup>The request within the meaning of sentence 1 must be received by the Company at least 24 days, in the case of listed companies at least 30 days, before the meeting; the day of receipt shall not be counted.
- (3) <sup>1</sup>If the request is not complied with, the court may authorize the shareholders who made the request to convene the shareholders' meeting or to make the matter known. <sup>2</sup>At the same time, the court may appoint the chairman of the meeting. <sup>3</sup>Reference must be made to the authorization when the meeting is convened or announced. <sup>4</sup>An appeal against the decision shall be admissible. <sup>5</sup>The applicants must prove that they will hold the shares until the court's decision.
- (4) The Company shall bear the costs of the Annual General Meeting and, in the case of paragraph 3, also the court costs if the court has granted the application.

### **§ 70 AktG Calculation of the shareholding period**

<sup>1</sup>If the exercise of rights arising from the share is dependent on the shareholder having been the holder of the share for a certain period of time, a claim for transfer of ownership against a credit institution, a financial services institution, a securities institution or an enterprise operating in accordance with § 53 (1) sentence 1 or § 53b (1) sentence 1 or (7) of the German Banking Act shall be deemed equivalent to ownership. <sup>2</sup>The period of ownership of a predecessor in title shall be attributed to the shareholder if he acquired the share free of charge,

from his trustee, as universal successor, in the event of the dissolution of a community or in the event of a portfolio transfer pursuant to § 13 of the German Insurance Supervision Act or § 14 of the German Building Societies Act.

### **§ 121 AktG General (excerpt)**

[...]

(4)<sup>1</sup> Notice of the meeting shall be published in the Company's official gazettes. <sup>2</sup>If the shareholders of the Company are known by name, the General Meeting may be convened by registered letter unless the Articles of Association provide otherwise; the day of dispatch shall be deemed the day of publication. <sup>3</sup>Notification to those entered in the share register shall suffice.

[...]

(7) <sup>1</sup>In the case of deadlines and dates calculated back from the meeting, the day of the meeting shall not be counted. <sup>2</sup>A transfer from a Sunday, a Saturday or a public holiday to a preceding or following working day shall not be considered. <sup>3</sup>§§187 to 193 of the German Civil Code shall not apply mutatis mutandis. <sup>4</sup>In the case of unlisted companies, the Articles of Association may stipulate a different calculation of the deadline.

### **§ 124 AktG Announcement of Requests for Supplements; Proposals for Resolutions (Excerpt)**

(1) <sup>1</sup>If the minority has requested in accordance with § 122 (2) that items be placed on the agenda, such items shall be announced either at the time the meeting is convened or otherwise immediately upon receipt of the request. <sup>2</sup>§ 121 (4) shall apply mutatis mutandis; in addition, in the case of listed companies, § 121 (4a) shall apply mutatis mutandis. <sup>3</sup>Publication and delivery shall be effected in the same way as for the convening of the meeting.

[...]

### **§ 124a AktG Publications on the Company's website**

<sup>1</sup>In the case of listed companies, such documents must be available on the Company's website as soon as the Annual General Meeting has been convened:

1. the content of the convocation;
2. an explanation if no resolution is to be adopted on an item on the agenda;
3. the documents to be made available to the meeting;

4. *the total number of shares and voting rights at the time of convening, including separate information on the total number for each class of shares;*
5. *if applicable, the forms to be used when voting by proxy or voting by absentee ballot, unless these forms are sent directly to the shareholders.*

*<sup>2</sup>A request from shareholders within the meaning of § 122 (2) received by the Company after the meeting has been convened shall be made available in the same manner immediately after its receipt by the Company.*

### **§ 125 AktG Notifications for shareholders and to members of the Supervisory Board**

*(1)<sup>1</sup> The board of directors of a company that has not issued exclusively registered shares shall give notice of the convening of the shareholders' meeting at least 21 days before the same as follows:*

1. *the intermediaries holding shares in the Company in custody,*
2. *the shareholders and intermediaries who requested the notification, and*
3. *the associations of shareholders who have requested notification or who exercised voting rights at the last Annual General Meeting.*

*<sup>2</sup>The day of notification shall not be counted. <sup>3</sup>If the agenda is to be amended in accordance with § 122 (2), the amended agenda shall be notified in the case of listed companies.*

*<sup>4</sup>The notification shall refer to the possibility of exercising voting rights by proxy, including by an association of shareholders. <sup>5</sup>In the case of listed companies, a proposal for the election of Supervisory Board members shall be accompanied by information on their membership of other statutory supervisory boards; information on their membership of comparable domestic and foreign supervisory bodies of business enterprises shall be enclosed.*

*(2) The same notification shall be made by the management board of a company that has issued registered shares to those registered in the share register at the beginning of the 21st day prior to the shareholders' meeting, as well as to shareholders and intermediaries who have requested the notification, and to associations of shareholders who have requested the notification or who have exercised voting rights at the last shareholders' meeting.*

*(3) Each member of the Supervisory Board may request that the Executive Board send him the same notifications.*

*(4) Upon request, each member of the Supervisory Board and each shareholder shall be informed of the resolutions adopted at the Annual General Meeting.*

*(5) <sup>1</sup>The requirements of the Implementing Regulation (EU) 2018/1212 shall apply to the*

*content and format of a minimum content of information in the notifications pursuant to paragraph 1 sentence 1 and paragraph 2.<sup>2</sup> § 67a (2) sentence 1 shall apply mutatis mutandis to paragraphs 1 and 2. <sup>3</sup>In the case of listed companies, intermediaries holding shares in the company in custody shall be obliged to forward and transmit the information pursuant to paragraphs 1 and 2 in accordance with §§ 67a and 67b, unless the intermediary is aware that the shareholder is receiving it from another source. <sup>4</sup>The same shall apply to unlisted companies, subject to the proviso that the provisions of Implementing Regulation (EU) 2018/1212 shall not apply.*

## **2. Motions and nominations by shareholders pursuant to § 126 (1), § 127 AktG**

Shareholders may submit to the Company by no later than **April 24, 2023 (midnight)** (received) motions stating their names against a proposal by the Executive Board and/or Supervisory Board on a specific agenda item in accordance with § 126 (1) AktG and proposals for the election of Supervisory Board members or auditors in accordance with § 127 AktG, stating their names. Proposals for election by shareholders need not be substantiated. These motions and/or election proposals by shareholders are to be sent exclusively to one of the following addresses:

Mail: Deutsche Lufthansa Aktiengesellschaft  
- Executive Board -  
F.A.O. Investor Relations (AGM) FRA CW  
Lufthansa Aviation Center  
Airportring  
60546 Frankfurt

Email: hv-service@dlh.de

Motions and/or election proposals addressed otherwise will not be considered. Motions and/or election proposals from shareholders that are to be made accessible will be made accessible without undue delay after their receipt at the internet address [www.lufthansagroup.com/agm](http://www.lufthansagroup.com/agm), including the name and place of residence or registered office of the applicants. Election proposals from shareholders need not be made accessible if the proposal does not contain the following information: Name, occupation, place of residence of the person proposed for election and - in the case of proposals for the election of Supervisory Board members - the information pursuant to Art. 125 par. 1 sentence 5 AktG. Any comments by the management will also be made available at the aforementioned internet address.

The Company is entitled to refrain from publishing a countermotion and its substantiation under the conditions set out in § 126 (2) and (3) AktG. In particular, the statement of grounds for a countermotion need not be made available if it exceeds 5,000 characters in total.

Motions or nominations by shareholders which are to be made accessible pursuant to § 126 AktG or § 127 AktG are deemed to have been made at the time of publication pursuant to § 126 (4) AktG. Voting rights on such motions may be exercised after timely registration by the means described in the notice convening the Annual General Meeting. If the shareholder submitting the motion or the nomination is not duly authorized and/or has not registered for

the Annual General Meeting, the motion or nomination need not be discussed at the Annual General Meeting.

The provisions of the AktG on which these shareholder rights are based, as amended, are as follows (§ 125 (1) sentence 5 AktG is already printed above in the explanations to “Motions for additions to the agenda”):

### **§ 126 AktG Shareholder motions**

(1) <sup>1</sup>Shareholder motions, including the name of the shareholder, the grounds and any statement by the management, shall be made available to the entitled persons referred to in Section 125 (1) to (3) under the conditions set out therein if the shareholder has sent a counter-motion to a proposal by the Executive Board and Supervisory Board on a specific agenda item, together with the grounds, to the address notified for this purpose in the notice convening the meeting at least 14 days before the meeting of the Company. <sup>2</sup>The day of receipt shall not be counted. <sup>3</sup>In the case of listed companies, such access shall be made available on the Company's website. <sup>4</sup>§ 125 (3) shall apply *mutatis mutandis*.

(2) <sup>1</sup>A countermotion and its substantiation need not be made accessible,

1. to the extent that making it accessible would render the Executive Board liable to prosecution,
2. if the countermotion would lead to a resolution of the Annual General Meeting that would be contrary to law or the Articles of Association,
3. if the statement of reasons contains obviously false or misleading information in essential points or if it contains insults,
4. if a countermotion of the shareholder based on the same facts has already been made available to a shareholders' meeting of the Company pursuant to § 125,
5. if the same countermotion of the shareholder with substantially the same substantiation has already been made available to at least two shareholders' meetings of the Company pursuant to § 125 in the last five years and less than one-twentieth of the share capital represented voted in favor of it at the shareholders' meeting,
6. if the shareholder indicates that he will not attend the General Meeting and will not be represented, or
7. if the shareholder has failed to make or cause to be made a countermotion communicated by him at two General Meetings in the last two years.

<sup>2</sup>The justification need not be made available if it exceeds 5,000 characters in total.

(3) If several shareholders submit countermotions on the same subject matter of the resolution, the Executive Board may combine the countermotions and their statements of grounds.

(4) <sup>1</sup>In the case of a virtual Annual General Meeting, motions which are to be made accessible in accordance with paragraphs 1 to 3 shall be deemed to have been submitted at the time they are made accessible. <sup>2</sup>The Company shall enable the voting right on these motions to be exercised as soon as the shareholders can prove that they meet the legal requirements or the requirements of the Articles of Association for exercising their voting right. <sup>3</sup>If the

shareholder who has submitted the motion is not duly authorized and, if registration is required, has not duly registered for the Annual General Meeting, the motion need not be dealt with at the meeting.

### **§ 127 AktG Election proposals by shareholders**

<sup>1</sup>§ 126 shall apply *mutatis mutandis* to the proposal of a shareholder for the election of Supervisory Board members or auditors. <sup>2</sup>The nomination need not be substantiated. <sup>3</sup>The Executive Board need not make the nomination available even if the nomination does not contain the information required by § 124 (3) sentence 4 and § 125 (1) sentence 5. <sup>4</sup>The Board of Management shall provide the following information on a shareholder's proposal for the election of Supervisory Board members of listed companies to which the German Codetermination Act, the German Coal and Steel Codetermination Act or the German Codetermination Amendment Act applies:

1. reference to the requirements of § 96 paragraph 2,
2. indication whether the total fulfillment according to § 96 paragraph 2 sentence 3 has been objected to and
3. specify how many of the seats on the Supervisory Board must be occupied at least by women and men respectively in order to comply with the minimum proportion requirement pursuant to § 96 (2) sentence 1.

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

[...]

(2) <sup>1</sup>In the case of listed companies to which the Codetermination Act, the Coal and Steel Codetermination Act or the Codetermination Supplementary Act applies, the Supervisory Board shall be composed of at least 30 percent women and at least 30 percent men. <sup>2</sup>The minimum proportion must be met by the Supervisory Board as a whole. <sup>3</sup>If, on the basis of a resolution adopted by majority vote prior to the election, the shareholder or employee representative side objects to the overall fulfillment vis-à-vis the Chairman of the Supervisory Board, the minimum proportion for this election shall be fulfilled separately by the shareholder side and the employee side. <sup>4</sup>In all cases, the number of votes must be rounded up or down mathematically to the nearest whole number. <sup>5</sup>If, in the case of overall fulfillment, the higher proportion of women on one side is subsequently reduced and now contradicts the overall fulfillment, this shall not invalidate the appointment on the other side. <sup>6</sup>An election of members of the Supervisory Board by the Annual General Meeting and a delegation to the Supervisory Board in violation of the minimum proportion requirement is void. <sup>7</sup>If an election is declared void for other reasons, elections held in the meantime do not violate the minimum shareholding requirement in this respect. <sup>8</sup>The laws on co-determination referred to in sentence 1 shall apply to the election of employee representatives to the Supervisory Board.

[...]

## **§ 124 AktG Announcement of Requests for Supplements; Proposals for Resolutions (excerpt)**

[...]

(2) <sup>1</sup>For each item on the agenda on which the Annual General Meeting is to pass a resolution, the Board of Management and the Supervisory Board, for the passing of resolutions pursuant to § 120a (1) sentence 1 and for the election of Supervisory Board members and auditors only the Supervisory Board, shall make proposals for the passing of resolutions in the announcement. <sup>2</sup>In the case of companies which are public interest entities pursuant to § 316a sentence 2 of the German Commercial Code, the Supervisory Board's proposal for the election of the auditor shall be based on the recommendation of the Audit Committee. <sup>3</sup>Sentence 1 shall not apply if the Annual General Meeting is bound by election proposals in the election of Supervisory Board members in accordance with § 6 of the German Co-Determination Act or if the subject of the resolution has been placed on the agenda at the request of a minority. <sup>4</sup>The proposal for the election of Supervisory Board members or auditors shall state their names, occupation and place of residence. <sup>5</sup>If the Supervisory Board is also to consist of Supervisory Board members representing the employees, resolutions of the Supervisory Board on proposals for the election of Supervisory Board members shall require only a majority of the votes of the Supervisory Board members representing the shareholders; § 8 of the Coal, Iron and Steel Codetermination Act shall remain unaffected.

[...]

### **3. Submission of comments**

Duly registered shareholders may submit comments on agenda items by electronic communication prior to the Annual General Meeting. Such comments must be in text form and sent exclusively by e-mail to the following address:

[hv-service@dlh.de](mailto:hv-service@dlh.de)

Comments must be received at the above address no later than **May 3, 2023 (midnight)** and should be limited to a reasonable size to allow the other shareholders to properly review the comments.

Comments to be made accessible, including the name and place of residence or registered office of the submitter, will be published in the online service for duly registered shareholders and their representatives by no later than **May 4, 2023 (midnight)**. Any comments by the administration will also be published in the online service. Questions, motions, election proposals and objections to resolutions of the Annual General Meeting contained in a statement will not be considered. These are to be submitted or made or declared exclusively by the means specified separately in this notice of the Annual General Meeting.

The Company reserves the right in particular not to publish statements with insulting, discriminatory or criminally relevant or obviously false or misleading content, as well as those without



any reference to the agenda or in a language other than German.

The provisions of the AktG in the relevant version on which this shareholder right is based are as follows:

#### **§ 130a Right to comment and speak at virtual shareholders' meetings (excerpt)**

*(1) <sup>1</sup>In the case of virtual Annual General Meetings, shareholders shall have the right to submit comments on the items on the agenda prior to the meeting by means of electronic communication using the address provided for this purpose in the notice convening the meeting. <sup>2</sup>The right may be restricted to shareholders who have duly registered for the meeting. <sup>3</sup>The scope of the comments may be appropriately limited in the notice convening the meeting.*

*(2) Comments must be submitted no later than five days before the meeting.*

*(3) <sup>1</sup>The comments submitted shall be made available to all shareholders no later than four days before the meeting. <sup>2</sup>Publication may be restricted to shareholders who have duly registered for the meeting. <sup>3</sup>In the case of listed companies, the statements shall be made available on the company's website; in the case of sentence 2, they may also be made available on the website of a third party. <sup>4</sup> § 126 (2) sentence 1 numbers 1, 3 and 6 shall apply mutatis mutandis.*

*(4) § 121 (7) shall apply to the calculation of the time limits specified in paragraphs 2 and 3 sentence 1.*

*[...]*

#### **4. Shareholders' right to demand information by means of electronic communication prior to the virtual Annual General Meeting**

Prior to the Annual General Meeting, shareholders or shareholder representatives may, in accordance with § 131 (1) AktG, request information from the Executive Board on the Company's affairs, the Company's legal and business relations with affiliated companies, and the situation of the Group and the companies included in the consolidated financial statements, insofar as the information is necessary for the proper assessment of an item on the agenda. In accordance with § 131 par. 1a AktG, questions from shareholders must be submitted by **May 5, 2023 (midnight)** by way of electronic communication via the online service. Questions received after this time will not be considered. Only properly registered shareholders have the right to submit questions.

Shareholders are requested to enter their questions individually in the field provided for this purpose in the online service to enable all shareholders to view the questions and the answers given to them in the publication. For the same reason, it is recommended that all questions be kept to an appropriate level.

The Executive Board will publish answers to questions submitted in due time in the online service and will not answer such questions again during the virtual Annual General Meeting.

The questions and the corresponding answers will be published by **May 7, 2023 (midnight)** on the Company's website at

[www.lufthansagroup.com/agm](http://www.lufthansagroup.com/agm)

They will also be accessible there throughout the virtual Annual General Meeting. Furthermore, the Company will make the material content of the report of the Executive Board available on the website until **May 1, 2023 (midnight)**.

The provisions of the (AktG) in the relevant version on which these shareholder rights are based are as follows:

### **§ 131 Shareholders' right to information (excerpt)**

*(1) <sup>1</sup>Any shareholder shall, upon request, be provided with information at the Annual General Meeting by the Executive Board on the Company's affairs to the extent that such information is necessary for a proper evaluation of the item on the agenda. <sup>2</sup>The duty to provide information shall also extend to the legal and business relations of the Company with an affiliated company. <sup>3</sup>If a company makes use of the simplified procedure pursuant to § 266 (1) sentence 3, § 276 or § 288 of the German Commercial Code, each shareholder may demand that the annual financial statements be presented to him at the Annual General Meeting on the annual financial statements in the form in which they would have been presented without such simplified procedure. <sup>4</sup>The duty of the management board of a parent company (§ 290 (1), (2) of the German Commercial Code) to provide information at the shareholders' meeting to which the consolidated financial statements and the group management report are submitted shall also extend to the situation of the Group and the companies included in the consolidated financial statements.*

*(1a) <sup>1</sup>In the case of a virtual General Stockholders' Meeting, subsection 1 sentence 1 shall apply subject to the proviso that the Board of Management may stipulate that stockholders' questions must be submitted by electronic communication no later than three days before the meeting. <sup>2</sup>§ 121 (7) shall apply to the calculation of the deadline. <sup>3</sup>Questions not submitted in due time need not be taken into account.*

*(1b) <sup>1</sup>The scope of the submission of questions may be appropriately restricted in the notice convening the meeting. <sup>2</sup>The right to submit questions may be restricted to shareholders who have duly registered for the meeting.*

*(1c) <sup>1</sup>The Company shall make duly submitted questions available to all shareholders prior to the meeting and answer them no later than one day prior to the meeting; § 121 (7) shall apply to the calculation of the deadline. <sup>2</sup>In the case of listed companies, the questions shall be made available and answered via the Company's website. <sup>3</sup>§ 126 (2) sentence 1 numbers 1, 3 and 6 shall apply mutatis mutandis to the making available of the questions. <sup>4</sup>If the answers are continuously accessible one day before the start of and at the meeting, the management board may refuse to provide information on these questions at the meeting.*

[...]

(2)<sup>1</sup>The information shall comply with the principles of conscientious and faithful accountability.

<sup>2</sup>The Articles of Association or the Rules of Procedure pursuant to § 129 may authorize the chairman of the meeting to impose reasonable time limits on the shareholder's right to ask questions and to speak, and may specify further details.

(3)<sup>1</sup>The Executive Board to provide information,

1. insofar as the provision of the information is likely, according to sound business judgment, to cause not inconsiderable disadvantage to the Company or an affiliated company;
2. insofar as it relates to tax valuations or the amount of individual taxes;
3. about the difference between the value at which items have been stated in the annual balance sheet and a higher value of these items, unless the Annual General Meeting approves the annual financial statements;
4. on the accounting and valuation methods, insofar as the disclosure of these methods in the notes to the financial statements is sufficient to provide a true and fair view of the net assets, financial position and results of operations of the Company within the meaning of Section 264 (2) of the German Commercial Code; this shall not apply if the Annual General Meeting adopts the annual financial statements;
5. insofar as the Board of Management would render itself liable to prosecution by providing the information;
6. insofar as, in the case of a credit institution, a financial services institution or a securities institution, information need not be provided on the accounting and valuation methods applied and the offsetting carried out in the annual financial statements, management report, consolidated financial statements or group management report;
7. insofar as the information is continuously accessible on the company's website for at least seven days prior to the beginning and during the Annual General Meeting.

<sup>2</sup>For other reasons, the information may not be refused.

(4)<sup>1</sup>If a shareholder has been provided with information outside the shareholders' meeting on account of his capacity as a shareholder, such information shall be provided to any other shareholder upon request at the shareholders' meeting, even if it is not required for a proper assessment of the item on the agenda. <sup>2</sup>In the case of a virtual shareholders' meeting, it must be ensured that every shareholder who is electronically connected to the meeting can submit his request pursuant to sentence 1 by means of electronic communication. <sup>3</sup>The Board of Management may not refuse to provide information in accordance with subsection 3 sentence 1 nos. 1 to 4. <sup>4</sup>Sentences 1 to 3 shall not apply if a subsidiary (§ 290 (1), (2) of the German Commercial Code), a joint venture (§ 310 (1) of the German Commercial Code) or an associated company (§ 311 (1) of the German Commercial Code) provides the information to a parent company (§ 290 (1), (2) of the German Commercial Code) for the purpose of including the company in the consolidated financial statements of the parent company and the information is required for this purpose.

(5)<sup>1</sup>If a shareholder is refused information, he may request that his question and the reason for which the information was refused be recorded in the minutes of the meeting. <sup>2</sup>In the case of a virtual shareholders' meeting, it must be ensured that every shareholder who is electronically connected to the meeting can submit his request in accordance with sentence 1 by means of electronic communication.

## **5. Shareholders' right to information on new matters and follow-up questions during the virtual Annual General Meeting**

At the Annual General Meeting, shareholders and their representatives who are connected electronically to the Annual General Meeting have the right

- to ask questions on all answers given by the Executive Board before or during the Annual General Meeting and
- to ask questions on matters which only arise after the end of May 5, 2023 (midnight).

The right to ask follow-up questions also applies to questions on new matters.

By order of the Chairman, the aforementioned types of right to information may be exercised at the Annual General Meeting exclusively by way of video communication via the online service. No other submission of (follow-up) questions by electronic or other means of communication is envisaged during the Annual General Meeting.

Information provided to shareholders outside the Annual General Meeting must be provided to any other shareholder at their request during the Annual General Meeting, even if it is not required for a proper assessment of the item on the agenda. It is pointed out that in the context of the virtual General Stockholders' Meeting such a request may be submitted by stockholders electronically connected to the General Stockholders' Meeting exclusively by way of electronic communication via the online service.

Shareholders who are refused information may request that their question and the reason for which the information was refused be recorded in the minutes of the Annual General Meeting. It should be noted that in the context of the virtual General Stockholders' Meeting such a request can only be submitted by stockholders who are electronically connected to the General Stockholders' Meeting by means of electronic communication via the online service.

The provisions of the AktG in the relevant version on which these shareholder rights are based are as follows:

### **§ 131 Shareholder's right to information (excerpt)**

[...]

*(1d) <sup>1</sup>Each shareholder who is electronically connected to the meeting shall be granted a right of inquiry at the meeting by means of electronic communication regarding all answers given by the Board of Management before and at the meeting. <sup>2</sup>Paragraph 2 sentence 2 shall also apply to the right to ask further questions.*

*(1e) <sup>1</sup>In addition, every shareholder connected electronically to the meeting shall be granted the right to ask questions at the meeting by electronic communication on matters which have only arisen after the expiry of the period pursuant to subsection 1a sentence 1. <sup>2</sup>Paragraph 2 sentence 2 shall also apply to this right to ask questions.*

*(1f) The chairman of the meeting may determine that the right to information pursuant to subsection 1, the right to ask questions pursuant to subsection 1d and the right to ask questions pursuant to subsection 1e may be exercised in the general meeting exclusively by means of video communication.*

[...]

## **6. Right to speak at the Annual General Meeting**

Shareholders and their representatives who have duly registered and been electronically connected to the Annual General Meeting have the right to speak via video communication.

Speeches must be registered via the online service during the Annual General Meeting after being requested to do so by the chairman of the meeting. Motions and election proposals as well as follow-up questions and questions on new matters may form part of the speech.

The chairman of the meeting will explain the procedure for requesting and speaking at the Annual General Meeting in more detail. The Company reserves the right to check the functionality of the video communication between the shareholder and the Company at the Annual General Meeting and prior to the speech and to reject the speech if the functionality is not ensured. The minimum technical requirements for a live video link are therefore an Internet-capable device with camera and microphone and a stable Internet connection. Recommendations for optimum functionality of video communication can be found at [www.lufthansagroup.com/agm](http://www.lufthansagroup.com/agm).

The provisions of the AktG in the relevant version on which these shareholders' rights are based are as follows:

### **§ 130a Right to comment and speak at virtual shareholders' meetings (excerpt)**

[...]

*(5) <sup>1</sup>Shareholders connected electronically to the meeting shall be granted the right to speak at the meeting by means of video communication. <sup>2</sup>The form of video communication offered by the Company shall be used for speaking contributions. <sup>3</sup>Motions and election proposals pursuant to § 118a (1) sentence 2 number 3, the request for information pursuant to § 131 (1), follow-up questions pursuant to § 131 (1d) and further questions pursuant to § 131 (1e) may form part of the speech. <sup>4</sup>§ 131 (2) sentence 2 shall apply mutatis mutandis.*

*(6) In the notice convening the meeting, the Company may reserve the right to check the functionality of the video communication between the shareholder and the Company in the meeting and prior to the speech and to reject the speech if the functionality is not ensured.*

## **7. Objection to resolutions of the Annual General Meeting**

Shareholders and their representatives who have duly registered for the Annual General Meeting and have been admitted electronically have the right to declare their objection to resolutions of the Annual General Meeting by means of electronic communication for the record of the notary public.

Such an objection can be lodged from the beginning to the end of the Annual General Meeting via the online service at the Internet address <http://www.lufthansagroup.com/agm-service>. The notary has authorized the Company to receive objections via the online service and will receive the objections via the online service.

The provisions of the AktG in the relevant version on which these shareholder rights are based read as follows:

**§ 118a AktG Virtual Annual General Meeting (excerpt).**

*(1)<sup>1</sup>The Articles of Association may provide or authorize the Executive Board to provide for the meeting to be held without the physical presence of the shareholders or their proxies at the location of the Annual General Meeting (virtual General Meeting).<sup>2</sup>If a virtual General Meeting is held, the following requirements shall be met:*

*[...]*

*8. the shareholders who are electronically connected to the meeting are granted a right to object to a resolution of the Annual General Meeting by means of electronic communication.*

*[...]*

**§ 245 AktG Power of challenge (excerpt)**

*<sup>1</sup>The following shall be entitled to contest a resolution*

*1. any shareholder appearing at the Annual General Meeting if he/she had already acquired the shares before the agenda was published and has declared his/her objection to the resolution in the minutes;*

*[...]*

*<sup>2</sup>In the case of a virtual Annual General Meeting, all shareholders connected electronically to the meeting shall be deemed to have appeared within the meaning of sentence 1 no. 1.*