

**GRAMMER AG**

**Annual General Meeting 2023**

**Explanations on agenda item 1, for which no resolution is adopted**

**Presentation of the approved GRAMMER AG annual financial statements and the approved consolidated financial statements, the management report of GRAMMER AG and the GRAMMER Group, the explanatory of the Executive Board with respect to the disclosures in accordance with sections 289a and 315a of the German Commercial Code (*Handelsgesetzbuch* – HGB) and the report of the Supervisory Board for financial year 2022**

The Supervisory Board approved the annual financial statements and the consolidated financial statements prepared by the Executive Board in accordance with section 172 of the German Stock Corporation Act (*Aktiengesetz* – AktG); the annual financial statements are thus adopted. The Annual General Meeting is therefore not required to pass a resolution on this Item 1 of the agenda.

In this case Section 175 para. 1 sentence 1 AktG merely provides that the Executive Board shall convene the Annual General Meeting, inter alia, to receive the approved annual financial statements and the management report and, in the case of a parent company, also to receive the consolidated financial statements approved by the Supervisory Board and the group management report. Pursuant to sections 175 para. 2, 176 para. 1 sentence 1 AktG, the Executive Board must make available to the Annual General Meeting, among other things, the annual financial statements, the management report, the report of the Supervisory Board, the proposal of the Executive Board for the appropriation of the balance sheet profit and - in the case of listed companies - an explanatory report on the information pursuant to sections 289a, 315a HGB and, in the case of a parent company, also the consolidated financial statements, the group management report and the report of the Supervisory Board thereon.

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This version of the Explanations on agenda item 1, for which no resolution is adopted, prepared for the convenience of English-speaking readers is a translation of the German original. For purposes of interpretation, the German text shall be authoritative and final.