

**INVITATION  
to the Annual General Meeting**

**of action press AG  
("Company")**

with its registered office in Frankfurt am Main

Security identification number: A3ESE3 - ISIN: DE000A3ESE35

We hereby invite our shareholders to the Annual General Meeting to be held on

**Tuesday, January 24, 2023 at 2:00 p.m.**, at the premises of **Heuking Kühn Lüer Wojtek, Partnerschaft mit beschränkter Berufshaftung von Rechtsanwälten und Steuerberatern, Goetheplatz 5-7, 60313 Frankfurt am Main.**

**AGENDA**

- 1. Presentation of the adopted annual financial statements as of December 31, 2021 and the approved consolidated financial statements as of December 31, 2021 as well as the report of the Supervisory Board for the fiscal year 2021**
- 2. Resolution on the ratification of the acts of the members of the Executive Board for the fiscal year 2021**

The Executive Board and Supervisory Board propose that the acts of the members of the Executive Board holding office in the fiscal year 2021 be ratified.

- 3. Resolution on the ratification of the acts of the members of the Supervisory Board for the fiscal year 2021**

The Executive Board and Supervisory Board propose that the acts of the members of the Supervisory Board holding office in the fiscal year 2021 be ratified.

- 4. Election of the auditors for the fiscal year 2022**

The Supervisory Board proposes that the auditor and tax advisor Johannes Weßling, Diplom-Kaufmann, Master of International Taxation, Mergenthalerstraße 42, 48268 Greven, Germany, be appointed auditor and Group auditor for the fiscal year from January 1 to December 31, 2022.

**CONDITIONS FOR PARTICIPATION**

In accordance with § 21 of the Company's Articles of Association, only those shareholders who have registered with the Company in text form in German or English prior to the Annual General Meeting and have provided the Company with evidence of their entitlement to attend and exercise their voting rights at the Annual General Meeting are entitled to

attend the Annual General Meeting and exercise their voting rights. Proof of share ownership in text form (Section 126b BGB) is required for this purpose. Proof pursuant to Sec. 67c (3) AktG by the ultimate intermediary (i.e. the institution that maintains the securities accounts for the shareholder) is sufficient. The proof must relate to the beginning of the 21st day before the Annual General Meeting (record date), i.e. January 3, 2023 (00:00 hours).

Both the registration and the proof of shareholding must be received by the Company at the following address no later than January 17, 2023 (24:00 hours):

action press AG  
Wielandstr. 3  
60318 Frankfurt am Main  
E-mail: [ir@actionpress.de](mailto:ir@actionpress.de)

### **Significance of the record date**

In relation to the Company, for the purpose of exercising shareholder rights, in particular voting rights, only those persons shall be deemed to be shareholders who have provided proof of share ownership in the manner described above; in particular, sales or other transfers of shares after the record date shall have no significance in relation to the Company for the scope and exercise of the statutory shareholder rights, in particular voting rights, of the previous shareholder. The same applies to the acquisition of shares after the record date. Persons who acquire shares only after the record date are not entitled to vote. The record date has no significance for dividend entitlement. Otherwise, registration for the Annual General Meeting does not prevent shareholders from freely disposing of their shares.

### **Procedure for voting by proxy**

Shareholders may also have their voting rights and other rights at the Annual General Meeting exercised by a proxy, e.g. an intermediary (e.g. a bank), a shareholders' association or a third party, after granting a corresponding power of attorney. In these cases, too, the respective shareholder must be registered for the Annual General Meeting in due time and provide evidence of his/her shareholding in accordance with the above provisions. If a shareholder authorizes more than one person, the Company may reject one or more of them.

The granting of the proxy, its revocation and the proof of authorization vis-à-vis the Company require text form, unless the proxy is granted to a credit institution, an equivalent institution or company (Section 135 (10), Section 125 (5) AktG), a shareholders' association or another equivalent person pursuant to Section 135 (8) AktG.

Special conditions may apply to the authorization of banks, equivalent institutions or companies (Section 135 (10), Section 125 (5) AktG) as well as shareholders' associations or equivalent persons pursuant to Section 135 (8) AktG; in such a case, shareholders are

requested to consult with the person to be authorized in good time with regard to any form of proxy required by him.

The power of attorney may be granted to the proxy or to the Company.

An authorization which is not made by declaration to the Company must be evidenced to the Company. Proof can be provided in writing, by fax, electronically or in text form (§ 126b BGB) and can be provided by the proxy presenting the proof (e.g. the original or a copy of the proxy) at the Annual General Meeting. Furthermore, shareholders or their proxies may also send the proof of authorization to the following address:

action press AG  
Wielandstr. 3  
60318 Frankfurt am Main  
E-mail: [ir@actionpress.de](mailto:ir@actionpress.de)

The above means of transmission are also available if the proxy is to be granted by declaration to the Company; in this case, separate proof of the granting of the proxy is not required. The revocation of a proxy already granted may also be declared directly to the Company by the aforementioned means of transmission.

### **Supplementary request**

Shareholders whose shares together amount to one-twentieth of the capital stock or the pro rata amount of EUR 500,000.00 (equivalent to 500,000 no-par value shares) may, pursuant to Section 122 (2) of the German Stock Corporation Act (AktG), request that items be added to the agenda and published. Each new item must be accompanied by a statement of reasons or a draft resolution. The request must be received by the Company in writing or in electronic form in accordance with section 126a of the German Civil Code (BGB) at least 24 days before the Annual General Meeting, i.e. by midnight on December 30, 2022 at the latest, at the following address:

action press AG  
Wielandstr. 3  
60318 Frankfurt am Main  
E-mail: [ir@actionpress.de](mailto:ir@actionpress.de)

### **Making countermotions and election proposals accessible**

Counter motions from shareholders to the proposed resolutions of the Executive Board and/or Supervisory Board on specific agenda items and election proposals for the election of the auditor and - if this is an item on the agenda - for the election of the Supervisory Board will - insofar as they are to be made accessible to the other shareholders - be published without delay on the Internet under the conditions of sections 126, 127 of the German Stock Corporation Act (AktG), including the name of the shareholder upon proof of shareholder status, at

<https://www.actionpress-ir.de/hauptversammlung/>

if they have been sent to the Company at least 14 days before the date of the Annual General Meeting, i.e. by the end of January 9, 2023, 24:00 hours at the latest, to the following address:

action press AG  
Wielandstr. 3  
60318 Frankfurt am Main  
E-mail: [ir@actionpress.de](mailto:ir@actionpress.de)

Counter motions and election proposals addressed otherwise will be disregarded. Any comments by the administration will also be made available at the above Internet address. The date of receipt by the Company is decisive for the timeliness of the counter motion.

### **INFORMATION ON DATA PROTECTION**

The Company processes the following categories of personal data in the course of conducting the Annual General Meeting: Contact data (e.g. name or the e-mail address), information about your shares (e.g. number of shares) and administrative data (e.g. the registration confirmation number). The processing of personal data in the context of the Annual General Meeting is based on Art. 6 (1) lit. c of the General Data Protection Regulation (DSGVO). According to this, processing of personal data is lawful if the processing is necessary for compliance with a legal obligation. The Company is under a legal obligation to hold the Annual General Meeting of Shareholders. In order to comply with this obligation, the processing of the above categories of personal data is essential. You will not be able to register for the Annual General Meeting without providing your personal data.

The company is responsible for data processing. The contact details of the responsible party are:

action press AG  
Wielandstr. 3  
60318 Frankfurt am Main  
Telephone: +49 (0) 69 15 20 03-33  
E-mail: [alex.tishchenko@actionpress.de](mailto:alex.tishchenko@actionpress.de)

Personal data concerning you will not be passed on to third parties as a matter of principle. By way of exception, third parties will also be given access to this data if they have been commissioned by the Company to provide services in connection with the holding of the Annual General Meeting. These are typical AGM service providers such as AGM agencies, lawyers or auditors. The service providers only receive personal data to the extent necessary for the provision of the service.

As part of the statutory right to inspect the list of participants in the Annual General Meeting, other participants and shareholders may gain insight into the data recorded about

you in the list of participants. Your personal data will also be published in the context of requests for additions to the agenda, counter motions or nominations for election which require publication, if these requests are made by you.

Depending on the individual case, the above-mentioned data will be retained for up to three years (but not less than two years) after the end of the Annual General Meeting and then deleted, unless further processing of the data is still required in individual cases for processing applications, decisions or legal proceedings relating to the Annual General Meeting.

You have the right to obtain information about the personal data stored about you free of charge upon request. In addition, you have the right to request the correction of incorrect data, the right to request the restriction of processing of data that has been processed too extensively, and the right to request the deletion of personal data that has been processed unlawfully or stored for too long (insofar as this is not precluded by any legal obligation to retain data and no other reasons pursuant to Art. 17 (3) DSGVO). In addition, you have the right to transfer all data you have provided to us in a common file format (right to "data portability").

To exercise your rights, all you need to do is send an e-mail to this effect to

[alex.tishchenko@actionpress.de](mailto:alex.tishchenko@actionpress.de)

In addition, you also have the right to lodge a complaint with a data protection supervisory authority.

**Frankfurt am Main, December 2022**

**action press AG  
The Executive Board**