

Convenience translation: The German version shall prevail.

Vossloh Aktiengesellschaft

Additional details on shareholder rights according to the provisions of Section 121(3) sentence 3 No. 3 of the German Stock Corporation Act

I. Motions to supplement the agenda pursuant to Section 122(2) of the German Stock Corporation Act

Shareholders (in the following also called 'stockholders') whose combined stake in the Company is at least equivalent to one twentieth of the capital stock or the proportional amount of €500,000 in the capital stock (the latter figure corresponds to 176,144 shares) may, pursuant to Section 122(2) of the German Stock Corporation Act (*Aktiengesetz*, 'AktG'), request that items be placed on the agenda and published. Each new agenda item must be accompanied by a statement of the reasons or a proposed resolution.

In accordance with Section 122(2) in conjunction with Section 122(1) sentences 3 and 4 of the AktG, the petitioners are to submit proof that they have been holders of the shares of stock for at least ninety (90) days prior to the date on which their demand is received, and that they will continue to so hold the shares until the Executive Board (in the following also called 'management board') takes a decision regarding their petition, whereby Section 70 of the AktG shall apply for the calculation of the period of share ownership. The date on which their demand is received shall not be included in calculating the period. Shifting from a Sunday, a Saturday, or a holiday to a preceding or subsequent business day is not an available option. Sections 187 to 193 of the German Civil Code (*BGB*) shall have no corresponding application.

The demand is to be addressed to the Executive Board of the Company in writing and must be received by the Company at the following address no later than the close of Sunday, April 18, 2021 (24:00 CEST).

Vossloh Aktiengesellschaft
- The Executive Board -
Vosslohstrasse 4
58791 Werdohl
Germany

Requests to supplement the agenda requiring publication – insofar as they had not already been announced with the convocation – will be published immediately after receipt in the German Federal Gazette (*Bundesanzeiger*) and forwarded to any such media that can be safely assumed to cover the entire European Union. They will also be made accessible on the Company's website at www.hauptversammlung.vossloh.com and shareholders will be informed pursuant to Section 125 of the AktG.

Relevant provisions:

Section 122(1) of the AktG

"The general meeting is to be convened wherever stockholders whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital, demand that it be so convened, doing so in writing and citing the purpose and the reasons therefor; the demand is to be addressed to the management board. The articles of incorporation (in the following also called 'by-laws') may tie the right to demand that the general meeting be convened to a different form and to possession of a lesser portion

of the share capital. The petitioners are to submit proof that they have been holders of the shares of stock since at least ninety (90) days prior to the date on which their demand is received, and that they will continue to so hold the shares until the management board takes a decision regarding their petition. Section 121(7) shall apply *mutatis mutandis*.”

Section 122(2) of the AktG

“In like manner, stockholders whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital, or to a stake of €500,000, may demand that items of business be set out in the agenda and be published by notice. Each item of business to be newly added to the agenda must include the reasons therefor or a proposal for a resolution. The demand in the sense of the first sentence must be received by the company at the latest twenty-four (24) days prior to the general meeting, in the case of companies listed on the stock exchange at the latest thirty (30) days prior to the general meeting; the date of its receipt shall not be included in calculating the period.”

Section 121(7) of the AktG

“In the case of periods and deadlines that are counted back from the date of the general meeting, the date of the general meeting itself is not to be counted. Shifting from a Sunday, a Saturday, or a holiday to a preceding or subsequent business day is not an available option. Sections 187 to 193 of the Civil Code (*BGB*) shall have no corresponding application. In the case of companies not listed on the stock exchange, the by-laws may provide for a different calculation of the period.”

Section 70 of the AktG

“Where the exercise of rights attaching to the share of stock is contingent upon the stockholder having owned the share of stock for a specified period of time, a claim to transfer of title against a credit institution, a financial services provider, or an enterprise pursuing activities in accordance with Section 53(1) sentence 1 or Section 53b(1) sentence 1 or Subsection (7) of the Banking Act (*Kreditwesengesetz*) shall be equivalent to ownership of the share of stock. The period of ownership of a predecessor in title shall be attributed to the stockholder if he has purchased the share of stock in any of the following manners: without monetary consideration, from his trustee, as a universal successor, in the course of a distribution of assets among a community, or as part of a portfolio transfer pursuant to Section 13 of the Insurance Supervisory Act (*Versicherungsaufsichtsgesetz*) or Section 14 of the Act on Savings and Loan Associations (*Bausparkassengesetz*).”

II. Shareholder countermotions and nominations pursuant to Sections 126(1) and 127 of the AktG

Due to the fact that the 2021 Annual General Meeting will be held as a virtual annual general meeting pursuant to the Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic (*Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie*, ‘German COVID-19 Act’), shareholders will not be able to submit any countermotions to proposals of the Executive Board or Supervisory Board on specific agenda items and will not be able to make appointment proposals for elections to the Supervisory Board or for auditors of the annual accounts in person. However, pursuant to Section 1(2) sentence 3 of the German COVID-19 Act, shareholder motions or appointment proposals that must be made available according to Sections 126 and/or 127 of the AktG will be deemed to have been tabled or submitted at the Annual General Meeting if the shareholder submitting the motion or appointment proposal is duly legitimized and registered for the Annual General Meeting. The right of the Chairman of the Annual General Meeting to put the

management's proposals to the vote first remains unaffected. If the management's proposals obtain the required majority, the related counter motions or appointment proposals are deemed obsolete. Counter motions (along with a statement of reasons) and appointment proposals may only be sent to the address given below:

Vossloh Aktiengesellschaft
Vosslohstrasse 4
58791 Werdohl
Germany
Fax: +49 2392/52-219
Email: hauptversammlung@vossloh.com

Counter motions along with a statement of reasons and appointment proposals received by the Company at the above address no later than the close of May 4, 2021 (24:00 CEST), are made available immediately – including the shareholder's name – on the Company's website at www.hauptversammlung.vossloh.com, including, as the case may be, any comments by the management. Counter motions and appointment proposals that are not sent to the address of the management given above, or which do not contain any proof of the shareholder status of the applicant or person submitting the proposal, will not be published on the internet by the Company.

The company may decline to publish counter motions (including, as the case may be, the statement of reasons) or appointment proposals if the conclusions specified under Section 126(2) of the AktG apply, for example if the counter motion were to result in the general meeting adopting a resolution that is in violation of the law or of the by-laws, or if the reasons make manifestly false or misleading statements regarding essential aspects, or if they are insulting. The reasons for a counter motion need not be made accessible if they amount to more than 5,000 characters in total.

Relevant provisions:

Section 126 of the AktG

“(1) Motions by stockholders are to be made accessible to the beneficiaries set out in Section 125 Subsections (1) to (3), subject to the pre-requisites listed therein, including the name of the stockholder, the reasons for which the motions are being made, and a statement, if any has been made, by the management regarding its position, provided that the stockholder has sent, at the latest fourteen (14) days prior to the date of the general meeting, a counter motion opposing a proposal or guidance by the management board and the supervisory board regarding a certain item of business set out in the agenda, specifying the reasons therefor, to the address set out for this purpose in the invitation convening the general meeting. The date on which the counter motion is received shall not be included in calculating the period. In the case of companies listed on the stock exchange, the counter motion shall be made accessible via the company's website. Section 125(3) shall apply *mutatis mutandis*.

(2) A counter motion and the reasons for which it is being made need not be made accessible:

1. inasmuch as the management board would be liable to punishment under law, were it to make such proposal accessible;
2. if the counter motion were to result in the general meeting adopting a resolution that is in violation of the law or of the by-laws;
3. if the reasons make manifestly false or misleading statements regarding essential aspects, or if they are insulting;

4. if a countermotion made by the stockholder based on the same facts and circumstances has already been made accessible pursuant to Section 125 for a general meeting of the company;
5. if the same countermotion of the stockholder, citing essentially the same reasons, has been made accessible pursuant to Section 125 in the past five (5) years to at least two (2) general meetings of the company, and if less than one twentieth of the share capital represented voted for this countermotion at the general meeting;
6. if the stockholder indicates that he will not attend the general meeting and will not have a proxy represent him;
7. if, in the past two (2) years at two (2) general meetings, the stockholder has failed to propose or to have proposed a countermotion regarding which he has informed the company.

The reasons need not be made accessible if they amount to more than 5,000 characters in total.

(3) Where several stockholders propose countermotions regarding one and the same business to be resolved upon, the management board may combine the countermotions and the reasons specified for them.”

Section 127 of the AktG

“Section 126 shall apply *mutatis mutandis* to nominations by stockholders of candidates for the supervisory board or for auditors of the annual accounts. No reasons need be specified for the nomination. The management board need not make accessible the nomination also in those cases in which the nomination does not include the information pursuant to Section 124(3) sentence 4 and Section 125(1) sentence 5. Where the notice concerns an election to the supervisory board of a company listed on the stock exchange, to which the Employee Co-Determination Act (*Mitbestimmungsgesetz*), the Act on the Co-Determination by Employees in the Supervisory Boards and Management Boards of Mining Enterprises and Enterprises in the Iron- and Steel-Producing Industry (*Montanmitbestimmungsgesetz*), or the Amending Act on Employee Co-Determination in the Iron- and Steel-Producing Industry (*Mitbestimmungsergänzungsgesetz*) applies, it must furthermore provide the following information:

1. indication of the requirements stipulated by Section 96(2),
2. whether an objection has been raised against the fulfilment of the ratio by the supervisory board as a whole pursuant to Section 96(2) sentence 3, and
3. the number of seats on the supervisory board that must be filled, at a minimum, by women and men, respectively, in order to fulfil the requirement as to the minimum ratio pursuant to Section 96(2) sentence 1.”

Section 124(3) sentence 4 of the AktG

“The nominations of candidates for the supervisory board or for auditors shall state their names, profession exercised, and places of residence.”

Section 125(1) sentence 5 of the AktG

“In the case of companies listed on the stock exchange, information on the candidates’ membership in other supervisory boards mandated by the law is to be attached to any nomination of candidates for the supervisory board; information on their membership in comparable supervisory committees of business enterprises within Germany and abroad should be attached.”

Section 1(2) sentence 3 of the German COVID-19 Act

“Shareholder motions or appointment proposals that must be made available according to Sections 126 and 127 of the AktG will be deemed to have been tabled or submitted at the general meeting if the shareholder submitting the motion or appointment proposal is duly legitimized and registered for the general meeting.”

III. Right to raise questions pursuant to Section 1(2) sentence 1 No. 3 sentence 2 of the German COVID-19 Act (in lieu of the right to request information pursuant to Section 131(1) of the AktG)

Pursuant to the German COVID-19 Act, shareholders do not have the right to obtain information during the virtual Annual General Meeting pursuant to Section 131(1) of the AktG. However, duly registered shareholders have the right to raise questions via electronic communication (Section 1(2) sentence 1 No. 3 of the German COVID-19 Act). Any questions must be submitted no later than the close of May 17, 2021 (24:00 CEST) via the Company’s InvestorPortal, which is open from April 28, 2021 onwards.

Questions handed in after the expiry of this deadline cannot be considered. In accordance with Section 1(2) sentence 2 of the German COVID-19 Act, the Executive Board will decide at its own dutiful and free discretion how to answer questions; for instance, the Executive Board may summarize or group questions by topic.

The Executive Board reserves the right to mention the names of the questioners when answering the questions unless these have expressly objected to this.

Relevant provisions:

Section 1(2) sentence 1 and 2 of the German COVID-19 Act

“The management board may decide that the general meeting is to be held in the form of a virtual general meeting without the need for shareholders or their authorized representatives to be physically present, provided that

1. the broadcast by means of audio and video transmission encompasses the entire general meeting,
2. provision is made for shareholders to exercise their voting right by means of electronic communication (postal vote or electronic participation) and to grant a power of attorney,
3. shareholders are given the right to ask questions by means of electronic communication,
4. shareholders who exercise their voting right in accordance with No. 2 are afforded the possibility of objecting to a resolution adopted by the general meeting by way of derogation from Section 245 No. 1 of the Stock Corporation Act, the need to be physically present at the general meeting thus being waived.

The management board decides at its duty-bound, free discretion which questions it wishes to respond to; it may also stipulate that questions must be submitted by means of electronic communication no later than two days prior to the meeting.”

IV. Objections for the record pursuant to Section 1(2) sentence 1 No. 4 of the German COVID-19 Act

Duly registered shareholders who have exercised their voting rights via electronic communications or a grant of power of attorney may, from the start of the Annual General Meeting, raise objections against the resolutions of the Annual General Meeting within the meaning of Section 1(2) sentence 1 No. 4 of the German COVID-19 Act by filing them electronically via the InvestorPortal before the end of the Annual General Meeting. If a shareholder should raise an objection against a resolution of the Annual General Meeting in this way, the requirement to physically attend the Annual General Meeting to challenge a resolution arising from Section 245 No. 1 of the AktG shall be waived.

Relevant provisions:

Section 1(2) sentence 1 of the German COVID-19 Act

“The management board may decide that the general meeting is to be held in the form of a virtual general meeting without the need for shareholders or their authorized representatives to be physically present, provided that

1. the broadcast by means of audio and video transmission encompasses the entire general meeting,
2. provision is made for shareholders to exercise their voting right by means of electronic communication (postal vote or electronic participation) and to grant a power of attorney,
3. shareholders are given the right to ask questions by means of electronic communication,
4. shareholders who exercise their voting right in accordance with No. 2 are afforded the possibility of objecting to a resolution adopted by the general meeting by way of derogation from Section 245 No. 1 of the Stock Corporation Act, the need to be physically present at the general meeting thus being waived.”

Section 245 Number 1 of the AktG

“The following shall have authority to bring an action for avoidance:

1. any stockholder attending the general meeting, provided he has purchased the shares of stock already prior to the agenda having been published by notice and provided he raised an objection concerning the resolution and had it recorded in the minutes”.