

Convenience translation: The German version shall prevail.

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 (*Bürgerliches Gesetzbuch*, '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 expiry of Sunday, April 14, 2024 (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 new agenda item must be accompanied by a statement of the reasons or a proposed 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, a securities institution 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

Shareholders have the right to submit countermotions to the proposals of the Executive Board and/or Supervisory Board at the Annual General Meeting on certain items of the agenda and to submit appointment proposals for the election to the Supervisory Board and the election of auditors.

Countermotions (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

Email: hauptversammlung@vossloh.com

Countermotions along with a statement of reasons and appointment proposals received by the Company at the above address no later than the expiry of April 30, 2024 (24:00 CEST), containing evidence of ownership of shares, are made available immediately – including the shareholder’s name and any comments by the management – on the Company’s website at www.hauptversammlung.vossloh.com. Countermotions and appointment proposals issued to another address will not be published in advance. The Company may decline to publish a countermotion and the statement of its reasons or appointment proposals if the exclusions specified under Section 126(2) of the AktG apply. Appointment proposals must also not be published if the proposal does not contain the name, practiced profession and place of residence (or, in the case of auditing companies, the seat) of a proposed candidate for the Supervisory Board or proposed auditing firm respectively, and if, in the case of proposed candidates for the Supervisory Board, their membership in other statutory supervisory boards is not disclosed.

Please note that countermotions and proposals of candidates for election shall only be considered at the Annual General Meeting if they are submitted there, even if they have been transmitted to the Company sufficiently in advance.

The right of every shareholder to file countermotions or election proposals to the agenda items during the Annual General Meeting remains unaffected.

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 countermotion 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 countermotion is received shall not be included in calculating the period. In the case of companies listed on the stock exchange, the countermotion shall be made accessible via the company’s website. Section 125(3) shall apply mutatis mutandis.
- (2) A countermotion 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 countermotion 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 counter-motion 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 counter-motions regarding one and the same business to be resolved upon, the management board may combine the counter-motions and the reasons specified for them."
- (4) [...]"

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. [...]"

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."

III. Right to obtain information pursuant to Section 131(1) of the AktG

The Executive Board must provide information about the affairs of the Company to every shareholder upon request at the Annual General Meeting insofar as it is required for the proper assessment of the item on the agenda. The Executive Board's duty to provide information also extends to the legal and commercial relationships of the Company with an affiliated company and the situation of the Group and the companies included in the consolidated financial statements.

Relevant provisions:

Section 131(1) of the AktG

"The management board is to inform each stockholder at the general meeting, upon a corresponding request being made, concerning matters pertaining to the company insofar as this is required in order to appropriately adjudge the item of business set out in the agenda. The obligation to provide information also extends to include the legal and business relations of the company with an affiliated enterprise. The obligation of the management board of a parent undertaking to provide information (section 290 (1) and (2) of the Commercial Code) at the general meeting to which the consolidated financial statements and the consolidated management report are submitted also extends to cover the situation of the group and the enterprises included in the consolidated financial statements. The obligation of the management board of a parent undertaking to provide information (section 290 (1) and (2) of the Commercial Code) at the general meeting to which the consolidated financial statements and the consolidated management report are submitted also extends to cover the situation of the group and the enterprises included in the consolidated financial statements."