



**LEONI**

**ANNUAL GENERAL MEETING 2021**  
INVITATION AND AGENDA

THE  
QUALITY  
CONNECTION

**Overview with information pursuant to Section 125 of the German Stock Corporation Act in conjunction with Table 3 of the Implementing Regulation (EU) 2018/1212**

**A. Content of the Announcement**

1. Unique identifier of the event: Virtual Annual General Meeting of LEONI AG 2021

**(Formal designation pursuant to EU Implementing Regulation: LEOHV210519)**

2. Type of message: Convening of the Annual General Meeting

**(Formal designation pursuant to EU Implementing Regulation: NEWM)**

**B. Information on the issuer**

1. ISIN: DE0005408884

2. Name of the issuer: LEONI AG

**C. Information on the Annual General Meeting**

1. Date of the General Meeting: Wednesday, 19 May 2021

**(Formal designation pursuant to EU Implementing Regulation: 20210519)**

2. Time of the General Meeting (start): 12:00 hours (CEST)

**(Formal designation pursuant to EU Implementing Regulation: 10:00 hours UTC)**

3. Type of General Meeting: Annual General Meeting as a virtual general meeting without the physical presence of shareholders or their proxies

**(Formal designation pursuant to EU Implementing Regulation: GMET)**

4. Location of the General Meeting:

URL to the Company's AGM Online Service for following the Annual General Meeting by video and audio as well as for exercising shareholder rights: [www.leoni.com/en/agm2021/](http://www.leoni.com/en/agm2021/)

Place of the Annual General Meeting in line with the German Stock Corporation Act: NürnbergMesse GmbH, Messezentrum, 90471 Nürnberg, Germany  
**(Formal designation pursuant to EU Implementing Regulation: [www.leoni.com/en/agm2021/](http://www.leoni.com/en/agm2021/))**

5. Record Date: Technical Record Date: Wednesday, 12 May 2021, 24:00 hours (CEST)

For the exercise of participation and voting rights, the shareholding recorded in the share register on the day of the Annual General Meeting is decisive vis-à-vis the Company. Applications to change the share register that are received in the period from 13 May 2021 to 19 May 2021 (in each case up to and including) can only be considered and adopted after the Annual General Meeting on 19 May 2021 (known as 'registration stop'). The technical record date for exercise of the right to participate in and vote at the Annual General Meeting is therefore Wednesday, 12 May 2021, 24:00 hours (CEST).

**(Formal designation pursuant to EU Implementing Regulation: 20210512, 22:00 hours UTC)**

6. AGM website / Uniform Resource Code Locator (URL): [www.leoni.com/en/agm2021/](http://www.leoni.com/en/agm2021/)

**Additional information on convening of the Annual General Meeting (Blocks D through F of Table 3 of the annex to the Implementing Regulation (EU) 2018/1212):**

Additional information on participating in the Annual General Meeting (Block D), the agenda (Block E) as well as notice of the deadlines for exercising other shareholder rights (Block F) can be found on the following website: [www.leoni.com/en/agm2021/](http://www.leoni.com/en/agm2021/)

## Overview of the agenda

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Resolution on the discharge of the Supervisory Board members for fiscal year 2020

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ISIN DE 000 540888 4

Securities Identification Number 540 888

## Invitation to the Annual General Meeting of LEONI AG, Nuremberg

We hereby invite our shareholders to the Annual General Meeting of LEONI AG, Nuremberg, which will take place on **Wednesday, 19 May 2021 at 12:00 hours (CEST)** as a virtual annual general meeting without the physical presence of shareholders or their proxies.

Shareholders and their proxies (with the exception of proxies appointed by the Company) will not be entitled or have any option to attend the meeting on site. More detail on this virtual Annual General Meeting, especially on the video and audio live stream of the entire Annual General Meeting for LEONI AG shareholders as well as exercise of voting rights and other shareholder rights, is contained in the section headed *More information and notes concerning the invitation* after the agenda.

The location of the Annual General Meeting within the meaning of the German Stock Corporation Act, will be NürnbergMesse GmbH, Messezentrum, 90471 Nürnberg.



[www.leoni.com/en/agm2021/](http://www.leoni.com/en/agm2021/)

# AGENDA

## **1. Presentation of the adopted annual financial statements and the approved consolidated financial statements as of 31 December 2020, the combined and Group management reports as well as the Supervisory Board's report for fiscal year 2020**

The presented documents also include the compensation report and the explanatory report on the disclosures pursuant to Sections 289a and 315a of the German Commercial Code (HGB), in each case in the version applicable to the 2020 financial year.

The above-mentioned documents as well as the Corporate Governance Declaration, which contains additional reporting on the corporate governance, can be accessed via the Company's website at [www.leoni.com/en/agm2021/](http://www.leoni.com/en/agm2021/). Furthermore, they will be available online during the Annual General Meeting and shall be explained in detail during the meeting.

The Supervisory Board has approved the annual financial statements and consolidated financial statements prepared by the Board of Directors pursuant to Section 172 of the German Stock Corporation Act (AktG); the annual financial statements have thereby been adopted; the Annual General Meeting will therefore not be required to vote on this agenda item 1.

The single-entity financial statements of LEONI AG as at 31 December 2020 prepared in accordance with the requirements of the German Commercial Code show an accumulated loss. The agenda for this year's Annual General Meeting therefore does not contain any item providing for a resolution on the appropriation of profits.

## **2. Resolution on the discharge of the members of the Board of Directors for fiscal year 2020**

The Supervisory Board and the Board of Directors propose to grant discharge to the members of the Board of Directors in office in fiscal year 2020 for this period.

It is intended to enable the Annual General Meeting to vote on the discharge of the members of the Board of Directors individually for each member of said Board.

## **3. Resolution on the discharge of the Supervisory Board members for fiscal year 2020**

The Supervisory Board and the Board of Directors propose to grant discharge to the members of the Supervisory Board in office in fiscal year 2020 for this period.

It is intended to enable the Annual General Meeting to vote on the discharge of the members of the Supervisory Board individually for each member of said Board.

## **4. Appointment of the auditor and the group auditor for fiscal year 2021 as well as the auditor for the review of the half-year financial report as at 30 June 2021**

The Supervisory Board proposes – based on the Audit Committee's recommendation – to appoint Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich, as auditor for the annual financial statements and the consolidated financial statements for fiscal year 2021 and as auditor for the review of the half-year financial report as at 30 June 2021.

The Audit Committee declared that its recommendation is free of any undue influence by third parties and, in particular, that no condition was imposed on it that might have restricted its choice to certain auditors.

## 5. By-election to the Supervisory Board

Dr Werner Lang resigned his mandate as shareholder representative effective 24 July 2020. Therefore, shareholders at the Annual General Meeting will be asked to elect a Supervisory Board member as a successor to the departing member.

The successor to a departing Supervisory Board member shall be appointed, in accordance with Article 7 (3) sentences 1 and 2 of the Articles of Association, for the remainder of the period of office of the departing member, unless a different period of office is determined upon election. The successor to Dr Werner Lang shall therefore be appointed for a period of office that ends with the Annual General Meeting that decides on discharge for the fiscal year 2021.

In accordance with Sections 95, 96 (1) and 101 (1) of the German Stock Corporation Act (AktG) in conjunction with Section 1 (1), Section 5 (1), Section 7 (1) sentence 1 no. 1 of the German Co-determination Act (MitbestG) and Article 7 (1) of the Articles of Association, the Supervisory Board consists of six members to be elected by the Annual General Meeting (shareholder representatives) and six members to be elected by the employees (employee representatives) in accordance with the provisions of the German Co-determination Act. Furthermore, the Supervisory Board shall, in accordance with Section 96 (2) of the German Stock Corporation Act (AktG) in conjunction with Section 1 (1) and Section 5 (1) of the German Co-determination Act (MitbestG), be comprised of at least 30% women and at least 30% men. Both the shareholder and the employee representatives have, based on a majority decision, dissented vis-à-vis the Chairman of the Supervisory Board from overall fulfilment of the minimum proportion, meaning that the shareholder side and the employee side must separately fulfil this minimum proportion for this election. The shareholder and the employee sides must therefore each have at least two women and at least two men as members to fulfil the minimum proportion rule in accordance with Section 96 (2) sentence 1 of the German Stock Corporation Act (AktG). Considering the following nomination, the shareholder side has four men and two women as members. The minimum proportion requirement is thereby fulfilled in both the period prior to Annual General Meeting and upon acceptance of the following nomination.

Considering the objectives for composition adopted by the Supervisory Board, the competence profile determined by the Supervisory Board as well as the legal requirements, and supported by the recommendation of the Nomination Committee, the Supervisory Board therefore proposes to elect

**Klaus Rinnerberger**, domicile: Gießhübl, Austria, member of the Board of Directors of Pierer Industrie AG,

to the Supervisory Board as a shareholder representative effective from the end of the Annual General Meeting.

Mr Rinnerberger's curriculum vitae as well as other information on the candidate can be found as an annex to this agenda item 5 in this invitation as well as on the Company's website at [www.leoni.com/en/agm2021/](http://www.leoni.com/en/agm2021/).

## 6. Resolution on the applicability of the attendance fee for equal treatment of physical and virtual participation in a meeting, on the confirmation of the remuneration in other respects, and on the remuneration system for the Supervisory Board; amendment to Article 12 (3) sentence 1 of the Articles of Association

Under Section 113 (3) sentence 1 of the German Stock Corporation Act, the annual general meeting of a listed company must decide on the compensation and the compensation system for the members of its supervisory board at least every four years. The vote may also reconfirm the existing compensation.

The currently applicable compensation for members of the Supervisory Board is set out in Article 12 of LEONI AG's Articles of Association.

Following thorough review, the Board of Directors and Supervisory Board concluded that the currently applicable rules for compensating the members of the Supervisory Board in principle serve the corporate interests of LEONI AG and are appropriate. However, the currently applicable compensation rules provide that the attendance fee is only to be paid for *personal participation in an in-situ meeting*. During the Covid-19 pandemic, Supervisory Board meetings have increasingly been held in

a virtual format. Both the Supervisory Board and the Board of Directors assume that, even after the Covid-19 pandemic, virtual participation will continue to be of greater significance than in the past. The Board of Directors and the Supervisory Board therefore propose that the attendance fee shall in future be independent of the meeting's chosen format and also be paid upon a Supervisory Board member's participation by telephone or other (virtual) means. This explicitly does not entail any change to the amount of the attendance fee. Also, the total number of meetings for which compensation is to be paid shall remain unchanged at ten per financial year.

The Board of Directors and Supervisory Board therefore propose to shareholders at the Annual General Meeting to pass the following resolutions:

a) Article 12 (3) sentence 1 of the Articles of Association shall be reworded as follows:

*“For participation in a meeting of the Supervisory Board or the Audit Committee – regardless of whether physically in person, by telephone or other means, but not when participating just in the voting – each Supervisory Board member shall in addition receive an attendance fee in the amount of EUR 1,000.00 per meeting, with a maximum of ten meetings per financial year and Supervisory Board member being remunerated.”*

b) The thus amended and otherwise unchanged rules for compensating the members of the Supervisory Board shall be confirmed and the system for compensating Supervisory Board members as printed and appended at the end of this agenda as an annex to this agenda item 6 shall be adopted.

## **7. Resolution on amendment to Article 4 (3) sentence 2 and Article 14 (7) of the Articles of Association in adaptation to changes resulting from the Act on Implementation of the Shareholder Rights Directive (ARUG II)**

The Act on Implementation of the second Shareholder Rights Directive (ARUG II) changed the legal requirements for the way listed companies

that have issued no-par-value shares send the invitations to their annual general meetings. Pursuant to Section 67a (1) sentence 2 in conjunction with Section 125 (2), (5) sentence 1 of the German Stock Corporation Act, this notice must in content and format conform to the requirements of the Implementing Regulation (EU) 2018/1212. However, the statutory provision applicable for sending the invitation to the Annual General Meeting references the old requirements of Section 128 (1) of the German Stock Corporation Act, which are overridden by ARUG II due to the new requirements under Sections 67a, 67b and 125 (5) of the German Stock Corporation Act. The Articles of Association are to that extent to be amended in order to avoid inconsistency between the Articles of Association and the law.

Furthermore, under Section 67 (1) sentence 2 of the German Stock Corporation Act, shareholders are now obliged to notify the company of their electronic addresses. The current Article 4 (3) sentence 2 of the Company's Articles of Association sets out in detail the information needed for the share register and also provides for notification of electronic addresses. However, Article 4 (3) sentence 2 of the Articles of Association is to be reformulated more overtly to reflect other possible developments in the future.

The Board of Directors and Supervisory Board therefore propose the following adjustments to the Articles of Association:

a) Article 4 (3) sentence 2 of the Articles of Association shall be reworded as follows:

*“The Company's shareholders must provide the Company with the legally mandated information for entry into the share register.”*

b) Article 14 (7) of the Articles of Association shall be deleted without replacement.

## FURTHER INFORMATION ON THE CANDIDATE AS PROPOSED UNDER ITEM 5 OF THE AGENDA: MR KLAUS RINNERBERGER

### Personal data

**DATE & PLACE OF BIRTH:** 2 March 1964, Vienna, Austria

**NATIONALITY:** Austrian

### Education

**1982 – 1987:** Studies in law, Magisterium

**1991:** Qualification as tax consultant (*Steuerberater*)

### Career

**since 2010:** Pierer Industrie AG, Wels (Austria),  
Member of the Board of Directors

**2009 – 2012:** Polytec Holding AG, Hörsching (Austria), CFO und CRO;  
Peguform Gruppe, Bötzingen (Germany), CEO

**2005 – 2009:** Magna Steyr AG, Graz (Austria),  
Member of the Board of Directors

**2001 – 2004:** VA Tech Transmission & Distribution, Wien (Austria), CFO

**1998 – 2000:** Magna Automobiltechnik AG, Oberwaltersdorf (Austria),  
Member of the Board of Directors

**1994 – 1997:** Lindt & Sprüngli Austria GmbH, Vienna (Austria), CFO

**1991 – 1994:** TAC GmbH, Vienna (Austria), CFO

**1987 – 1991:** Arthur Andersen & Co., Vienna (Austria), Audit and tax consultancy

### Pertinent knowledge, capabilities and experience, independence

Due to his many years of operational activity in the automotive supply industry, Mr Rinnerberger has considerable industry and market knowledge, with a focus on the international aspects of the industry. In addition to general operational and strategic topics, he has accompanied disruptive developments in the automotive (supply) industry and has gained experience in the areas of restructuring and reorganization as well as financing in the course of his professional activities. Furthermore, he has knowledge in the field of accounting and auditing as well as extensive M&A transaction experience.

The Supervisory Board has obtained assurance from the candidate proposed for election as a member of the Supervisory Board that he can commit the expected time required to fulfil his mandate on the Board. Mr Rinnerberger stated in advance that he is available to serve as a member of the Supervisory Board.

Disclosure is made in accordance with Recommendation C.13 of the German Corporate Governance Code in its version of 16 December 2019 ('DCGK') that Mr Rinnerberger is member of the board of directors of Pierer Industrie AG. According to a notification on major shareholdings dated 9 February 2021, Pierer Industrie AG has a shareholding of 10.0003% in LEONI AG and is therefore a shareholder with a material interest in the Company within the meaning of Recommendation C.13 DCGK. In the opinion of the Supervisory Board, there are no other personal or business relationships between Mr Rinnerberger and the Company or the LEONI Group or the Company's corporate bodies which in accordance with Recommendation C.13 DCGK would require disclosure.

In the Supervisory Board's assessment, Mr Rinnerberger will be independent of the Company and the Board of Directors in the event he is elected. At the time of convening, there is no controlling shareholder within the meaning of Recommendation C.9 DCGK.

Taking into account Mr Rinnerberger's mandate, the Supervisory Board considers all six shareholder representatives on the Supervisory Board to be independent of the Board of Directors and the Company within the meaning of Recommendation C.7 DCGK. In the Supervisory Board's opinion,

therefore, the minimum proportions of independent shareholder representatives pursuant to Recommendations C.6 (1), C.7 and C.9 DCGK are fulfilled. The competence profile for the Supervisory Board is published on LEONI AG's website at [www.leoni.com/en/investor-relations/corporate-governance/](http://www.leoni.com/en/investor-relations/corporate-governance/). Information on the status of realising the competence profile as well as the way the Supervisory Board works and is composed can be found in the Statement on Corporate Governance and in the Supervisory Board Report, which are accessible as components of the Annual Report for the 2020 financial year via [www.leoni.com/en/agm2021/](http://www.leoni.com/en/agm2021/).

#### Membership of the following other statutory supervisory boards in Germany:

- Chairman of the supervisory board of SHW AG, Aalen, Germany (listed)\*
- Chairman of the supervisory board of Schwäbische Hüttenwerke Automotive GmbH, Aalen, Germany\*

#### Membership of the following comparable domestic and foreign corporate governance bodies of economic entities:

- Member of the supervisory board of Pierer Mobility AG, Wels, Austria (listed)\*
- Deputy chairman of the supervisory board of Pankl AG, Kapfenberg, Austria (not listed)\*
- Member of the supervisory board of Pankl Racing Systems AG, Kapfenberg, Austria (not listed)\*
- Chairman of the advisory board of Gartner KG, Edt bei Lambach, Austria

**Note:** Mandates marked with an asterisk (\*) are mandates for companies within the Pierer Industrie AG group.

## INFORMATION ON AGENDA ITEM 6: DESCRIPTION OF THE SYSTEM FOR COMPENSATING SUPERVISORY BOARD MEMBERS

### 1. Statutory provision for compensation

Considering the amendment proposed under agenda item 6, Article 12 of LEONI AG's Articles of Association shall state as follows:

#### Article 12

#### Compensation of the Supervisory Board

- (1) *Each Supervisory Board member will receive fixed remuneration (basic remuneration) of EUR 85,000.00 per year. The basic remuneration for the chairman of the Supervisory Board amounts to twice the amount stated in sentence 1 and for each of the deputy chairmen to 1.5 times that amount.*

*In addition to the basic remuneration, each member of the Supervisory Board (i) who is the chairman of one of the committees of the Supervisory Board receives an annual amount of EUR 16,000.00 for his/her service on the respective committee, (ii) who is the deputy chairman of one of the committees of the Supervisory Board receives an annual amount of EUR 12,000.00 for his/her service on the respective committee and (iii) who is another member of a committee of the Supervisory Board receives an annual amount of EUR 8,000.00 for his/her service on the respective committee, provided that the chairmanship, the deputy chairmanship and the membership in the mediation committee (Vermittlungsausschuss) formed pursuant to Section 27 (3) MitbestG will not be taken into account. When calculating the additional payments for committee activities in accordance with the preceding sentence, only committees will be taken into account that have held at least one meeting in the relevant financial year.*



- (2) *Members of the Supervisory Board who have been a member of the Supervisory Board and/or of a committee or who have performed a specific function on the Supervisory Board or a committee only for part of the financial year are paid the respective remuneration on a pro rata basis for their respective membership and/or duration of service in the entire financial year.*
- (3) *For participation in a meeting of the Supervisory Board or the Audit Committee – regardless of whether physically in person, by telephone or other means, but not when participating just in the voting – each Supervisory Board member will additionally receive an attendance fee in the amount of EUR 1,000.00 per meeting, with a maximum of ten meetings per financial year and Supervisory Board member being remunerated. If several meetings are held on one day, attendance fee will only be paid once.*
- (4) *The Supervisory Board members will furthermore be reimbursed for out-of-pocket expenses incurred by them in the exercise of their office. The company will reimburse the members of the Supervisory Board for the value added tax payable on this remuneration.*
- (5) *The company will to a reasonable extent reimburse the Supervisory Board members the costs and expenses incurred by them as a result of further training measures necessary for their tasks in which they participated on their own responsibility.*
- (6) *The members of the Supervisory Board will be included in a D&O liability group insurance policy (if any) maintained by the company in favour of directors, officers and employees of the group, which may also provide for an adequate deductible. The premiums for this insurance policy will be borne by the company.*
- (7) *The basic remuneration is due and payable in four equal instalments, in each case after the end of a calendar quarter. The additional payments for activities on the committees will each be payable following the end of the calendar quarter in which the first meeting of the respective committee was held. The attendance fee will in each case be due and payable following the end of the respective calendar quarter for the meetings held in the expired calendar quarter.*

## 2. Explanation of the underlying system

The Compensation System for the Supervisory Board adheres to legal requirements and considers the recommendations and suggestions of the German Corporate Governance Code in its version of 16 December 2019 (DCGK).

The system for compensating Supervisory Board members provides for purely fixed compensation. In addition to the basic compensation there may, depending on the duties respectively taken on, be payment for committee work as well as attendance fees. In line with Suggestion G.18 sentence 1 DCGK, there is no provision for any performance-related or share-based compensation components. Furthermore, expenses are reimbursed.

### a) Compensation components

Article 12 of LEONI AG's Articles of Association sets out the following compensation components equally for shareholder representatives and employee representatives:

- Each Supervisory Board member receives EUR 85,000 in annual basic compensation. The chair of the Supervisory Board receives twice that amount, i.e. EUR 170,000, while his or her deputy is paid one and half times the rate, i.e. EUR 127,500.
- In addition to the basic compensation, each chair of a committee receives EUR 16,000 annually, each deputy chair is paid EUR 12,000 and every other member receives EUR 8,000 for their work on the corresponding committee. There is no provision for compensating work on the Arbitration Committee.
- Each Supervisory Board member receives an attendance fee of EUR 1,000 for participating in meetings of the Supervisory Board as well as of the Audit Committee. The attendance fee is granted regardless of whether the meeting is held in physical presence or at least partially virtual form using electronic means of commu-

nication, as well as regardless of which means of communication (e.g. audio or video conference call) a Supervisory Board member uses to participate in a meeting. However, if a Supervisory Board member does not participate in a meeting, but only in the voting for instance by messaging a vote, no attendance fee shall be paid.

#### **b) Reimbursement of expenses, D&O insurance**

LEONI AG reimburses expenses that the Supervisory Board members incur by performing their mandate. The Company reimburses to an appropriate extent any costs incurred as a result of necessary further education undertaken in members' own responsibility. The members of the Supervisory Board are included in a D&O liability group insurance policy for members of corporate bodies and group employees, so far as there is such insurance. LEONI AG pays the corresponding premiums. There may be provision for an appropriate insurance excess. The Company reimburses any value added tax payable on the compensation.

#### **c) Duration of compensation and maturity**

The granting of compensation depends on the duration of Supervisory Board members' appointment. Members who are on the Supervisory Board for only part of the fiscal year are compensated pro rata temporis. This applies accordingly to membership of a committee as well as performing the duties of the chair or deputy chair of the Supervisory Board or a committee.

The basic compensation is paid in four equal instalments after the end of a calendar quarter. Attendance fees are likewise paid quarterly for the respectively ended period. Allowances for committee work are due at the end of the quarter during which the first meeting of the corresponding committee took place. The compensation for work on a committee is paid only for financial years in which the committee met at least once. There is no provision for crediting or deducting compensation in the event of work on several committees.

#### **d) Maximum amounts**

The maximum compensation for the respective Supervisory Board member results from the sum of fixed compensation, the duties performed individually on the Supervisory Board and its committees, as well as the attendance fee. Compensation is paid for a maximum of ten meetings per financial year and Supervisory Board member. If several meetings are held on a single day, the corresponding attendance fee is only paid once.

#### **e) Other compensation-related rules**

There are no compensation-related agreements between the Company and its Supervisory Board members that go beyond the stipulations in the Articles of Association. In keeping with Suggestion G.18 sentence 1 of the DCGK, there is no provision for a shareholding obligation on Supervisory Board members.

There are no provisions for sign-on bonus nor is compensation for dismissal granted. The system does not provide for any pension or early retirement schemes.

### **3. Contribution of the compensation for Supervisory Board members to promoting the Company's business strategy and long-term performance**

Both the Board of Directors and the Supervisory Board are of the opinion that fixed compensation is best suited to underpinning the Supervisory Board's independence. This is intended to ensure that Supervisory Board members perform their advisory and monitoring duties objectively and neutrally. This compensation structure also allows staffing and salary decisions to be taken independently. Furthermore, the workload of the Supervisory Board does not match the trajectory of the Company's business success. Particularly difficult times tend to require especially hard work of the Supervisory Board. Granting fixed compensation furthermore corresponds to the overwhelmingly common practice in other listed companies and Suggestion G.18 sentence 1 DCGK.

The time spent on certain additional tasks is appropriately considered in accordance with Recommendation G.17 DCGK. Assumption of the chair as well as the deputy chair on the Supervisory Board as well as the chair and membership of committees is therefore compensated separately according to the compensation rules described above.

During its executive session in November 2020, the Supervisory Board thoroughly considered the structure and especially the amount of compensation. The amount was deemed to be equitable and appropriate given the major workload on the Supervisory Board as well as the Company's situation. In doing so, the Supervisory Board also considered the compensation arrangements of other companies. This comparison included the compensation data of those companies that was publicly available at the time of the executive session, which was also considered in determining the compensation for members of the Board of Directors, and which are comparable with LEONI AG in terms of their sector, size and regional activity.<sup>1</sup>

The structure of compensation in line with the market is also intended to enable the Company in future to recruit and retain exceptionally well qualified candidates for work on LEONI AG's Supervisory Board. This is a precondition for the best possible execution of the advisory and monitoring duties of the Company's Supervisory Board.

#### **4. Procedure for determining, implementing and reviewing the Compensation System**

The general meeting decides at least once every four years on the compensation for members of the Supervisory Board as well as on the compensation system for the Supervisory Board. The corresponding resolution may also reconfirm the present compensation. If shareholders at the general meeting do not approve the compensation system, a reviewed compensation system must be presented at the latest at the next ordinary general meeting. The resolution and the compensation

system must be published immediately on the Company's website and remain accessible free of charge for the duration of the validity of the compensation system and for a minimum of ten years.

At regular intervals, however at least every four years, the Board of Directors and the Supervisory Board will conduct a review to determine whether the amount and structure of compensation continues to be proportionate to the duties of Supervisory Board members as well as the Company's situation. This also involves a comparison with the compensation arrangements of similar companies to ensure that the compensation for LEONI AG's Supervisory Board members is in line with the market. Given the peculiarities of supervisory board work, the Board of Directors and the Supervisory Board are of the opinion that a comparison with the compensation of LEONI AG staff is not meaningful and therefore does not apply. The Supervisory Board may, as required, seek advice from an external compensation expert in this regard.

The statutory division of powers counteracts any conflicts of interest in conducting review of the Compensation System. Shareholders at the Annual General Meeting have the ultimate decision-making authority on Supervisory Board compensation. The Board of Directors and Supervisory Board present the general meeting with a proposed resolution, meaning that a system of checks and balances is already provided for in the legal requirements. In addition, there is the fact that listed companies make their respective supervisory board compensation public and therefore transparent. The general rules governing conflicts of interest on the Supervisory Board otherwise apply, stipulating in particular that such conflicts must be disclosed and dealt with appropriately. If advice is sought from an external compensation expert, such experts shall be independent.

<sup>1</sup> This involves the following 14 companies: Deutz, Dürr, Fuchs Petrolub, GEA, Hella, K+S, KION, Kronos, MTU Aero Engines, Osram, Rheinmetall, Salzgitter, Schaeffler and Stabilus.

## ADDITIONAL INFORMATION AND NOTES CONCERNING THE INVITATION

### **Holding the Annual General Meeting without the physical presence of shareholders and their proxies (virtual annual general meeting)**

Holding the Annual General Meeting as a virtual event leads to some modifications to the procedure of the meeting as well as to exercise of shareholder rights. We therefore ask for particular attention to be paid to the information below, especially with regard to the option of following the Annual General Meeting by video or audio, to the exercising voting rights and to the right to raise questions and to lodge an objection.

The Board of Directors of LEONI AG has decided with the Supervisory Board's approval to hold the Annual General Meeting as a virtual meeting without the physical presence of shareholders or their proxies. The virtual Annual General Meeting is based on the act on measures under company, cooperative association, club, foundation and residential property law on combating the effects of the COVID-19 pandemic (Article 2 of the Act to Mitigate the Consequences of the COVID-19 Pandemic under civil, insolvency and criminal proceedings law of 27 March 2020, Federal Law Gazette I 2020, page 570), most recently amended by Article 11 of the act on further shortening residual debt discharge proceedings and adapt pandemic-affected regulations under company, cooperative association, club and foundation law as well as under rental and leasehold law of 22 December 2020 (Federal Law Gazette I 2020, No. 67, page 3328) (hereinafter "**COVID-19 Act**").

Any physical participation by shareholders or their proxies is precluded. In particular, shareholders and their proxies may exercise their voting rights only by means of postal voting or by issuing authorisations and instructions to the proxies appointed by the Company, as described in more detail hereinafter. The scheduled votes on agenda items 2 through 7 are binding. There is in each case the option to vote yes, no or abstain.

### **Ways for shareholders to follow the Annual General Meeting and exercise shareholder rights, especially the right to vote**

Video and audio of the entire Annual General Meeting on 19 May 2021 from 12:00 hours (CEST) will be broadcast live on the internet for duly registered shareholders of LEONI AG or their proxies via the AGM Online Service at

[www.leoni.com/en/agm2021/](http://www.leoni.com/en/agm2021/).

The live broadcast does not enable participation in the Annual General Meeting within the meaning of Section 118 (1) sentence 2 of the German Stock Corporation Act.

Having registered duly and on time, shareholders and their proxies also have the option of exercising their voting rights by postal vote (also by means of electronic communication) or by authorising the proxies appointed by the Company in accordance with the rules set out below.

Questions may, as described hereinafter, be sent electronically via the AGM Online Service by Monday, 17 May 2021, 24:00 hours (CEST).

### **Access to the AGM Online Service**

Shareholders will receive the login details required for the AGM Online Service (shareholder number and personal login number) together with the registration documents. Shareholders who have already registered for the AGM Online Service in previous years can use the shareholder number that they will receive with the registration documents as well as the login password they have chosen themselves to register.

Subject to technical availability, the AGM Online Service will be open to shareholders and their proxies from 22 April.

Alongside registration, the AGM Online Service is also available to shareholders for granting authorisations and giving instructions to the proxies appointed by the Company, for postal voting in electronic form, for video and audio transmission of the Annual General Meeting, to submit questions as well as for lodging objections to a resolution of the Annual General Meeting.

### Conditions for participation in the Annual General Meeting by following via the live stream and for the exercise of voting rights

#### Registration

Shareholders of LEONI AG are entitled to participate in the Annual General Meeting by following via the live stream and to exercise their shareholder rights, especially their right to vote, if they have registered by

**Wednesday, 12 May 2021, 24:00 hours (CEST)**

at the latest and are at the time of the Annual General Meeting recorded in the share register for the shareholding they registered for the Annual General Meeting.

Registration must be received in German or English, either by electronic means via the AGM Online Service, which can be accessed as described above under "Access to the AGM Online Service" at

[www.leoni.com/en/agm2021/](http://www.leoni.com/en/agm2021/)

or in text form (Section 126b of the German Civil Code (BGB)) to one of the following addresses:

**LEONI AG, Aktionärsservice,**

**Postfach 1460, 61365 Friedrichsdorf**

or by fax: +49 69 2222-34290

or by email: [leoni.hv@linkmarketservices.de](mailto:leoni.hv@linkmarketservices.de)

The time the Company receives the registration is decisive to meeting the registration deadline.

For the exercise of participation and voting rights, the shareholding recorded in the share register on the day of the Annual General Meeting is decisive vis-à-vis the Company. Applications to change the share register that are received in the period from 13 May 2021 to 19 May 2021 (in each case up to and including) can only be considered and adopted after the Annual General Meeting on 19 May 2021 (known as 'registration stop'). The technical record date for exercise of the right to participate in and vote at

the Annual General Meeting is therefore Wednesday, 12 May 2021, 24:00 hours (CEST).

Registration to the Annual General Meeting does not bar or block shares. Shareholders therefore continue to have their shares fully at their disposal even after they have registered them for the Annual General Meeting, regardless of the registration stop. Buyers of shares whose registration applications the Company does not receive on time may not, however, exercise their rights stemming from these shares to participate in and vote at the Annual General Meeting unless they obtain respective authorisation or are authorised to exercise rights.

#### Postal voting (also by electronic communication)

Shareholders or their proxies can cast their votes by postal vote (also by means of electronic communication). Due registration is required in accordance with the conditions set out in the above 'Registration' section to exercise voting rights by postal vote.

Postal votes can be sent to the Company by either post, fax or email, or cast via the AGM Online Service. Shareholders will be sent a postal voting form together with their registration documents to cast their votes in text form. The postal voting form can also be accessed online at [www.leoni.com/en/agm2021/](http://www.leoni.com/en/agm2021/).

Postal votes in text form may be exclusively submitted, amended or revoked by **Tuesday, 18 May 2021, 24:00 hours (CEST)** and addressed to:

**LEONI AG, Aktionärsservice,**

**Postfach 1460, 61365 Friedrichsdorf**

or by fax: +49 69 2222-34290

or by email: [leoni.hv@linkmarketservices.de](mailto:leoni.hv@linkmarketservices.de)

Postal votes can also be submitted, amended or revoked via the AGM Online Service accessible at

[www.leoni.com/en/agm2021/](http://www.leoni.com/en/agm2021/).

The AGM Online Service will also be available for casting postal votes as well as amending or revoking them during the Annual General Meeting **until the beginning of voting**. The AGM Online Service can be accessed as described above under “Access to the AGM Online Service”.

In all such cases, receipt of the postal vote, its amendment or revocation at the Company shall be decisive.

Authorised intermediaries, shareholder associations, consultants on voting rights or other persons as defined by Section 135 (8) of the German Stock Corporation Act who offer themselves in a professional capacity to shareholders to exercise voting rights at the Annual General Meeting may also use postal voting.

#### Procedure for voting by proxies appointed by the Company

LEONI AG also offers its shareholders the option of being represented at the Annual General Meeting by proxies appointed by the Company in accordance with their instructions. In this case, too, due registration is necessary in accordance with the conditions set out in the above ‘Registration’ section.

Authorisations and instructions to proxies appointed by the Company may be issued, amended or revoked in text form exclusively by using the instruction form intended for this purpose by **Tuesday, 18 May 2021, 24:00 hours (CEST)** and sending it to:

LEONI AG, Aktionärservice,  
Postfach 1460, 61365 Friedrichsdorf  
or by fax: +49 69 2222-34290  
or by email: [leoni.hv@linkmarketservices.de](mailto:leoni.hv@linkmarketservices.de)

The proxies appointed by the Company can also be authorised by using the AGM Online Service accessible at

[www.leoni.com/en/agm2021/](http://www.leoni.com/en/agm2021/).

The AGM Online Service will also be available for issuing authorisations and instructions to the proxies appointed by the Company, for revoking them or amending instructions during the Annual General Meeting **until beginning of the voting**. The AGM Online Service can be accessed as described above under “Access to the AGM Online Service”.

In all such cases, receipt of the authorisation or instruction, its amendment or revocation at the Company shall be decisive.

The form for issuing authorisations and instructions to the proxies appointed by the Company in text form that is to be used will be sent to shareholders together with the registration documents. The authorisation and instruction form is furthermore accessible on our website at [www.leoni.com/en/agm2021/](http://www.leoni.com/en/agm2021/).

The proxies appointed by the Company shall exercise the voting right only on those points of the agenda on which the principal has provided clear and explicit instructions. If and to the extent there is no clear and explicit instruction, the proxies will abstain from voting on the respective voting matter. The proxies appointed by the Company are obliged to vote as instructed. The proxies appointed by the Company shall not accept any instructions on procedural motions or other motions or election nominations not announced in advance, nor shall they accept any mandates on entering objections to resolutions of the Annual General Meeting, nor on raising questions or making petitions.

#### Relationship of postal votes to issuance of authorisations and instructions to the proxies appointed by the Company as well as other information on exercise of voting rights

If differing authorisations and instructions to the proxies appointed by the Company are received by different transmission channels and/or the voting right is exercised by postal vote, the respectively last received, formally valid declaration will be given priority. If it cannot be determined which declaration was received last, formally valid declarations will be considered in the following, descending sequence: (1) via the AGM Online Service, (2) by email, (3) by fax, (4) declarations sent by post.

If separate votes are held on sub-items to an agenda item without notification prior to the Annual General Meeting, the declaration already submitted for the agenda item in total shall apply as a corresponding vote or power of proxy and instruction for each matter of the separate votes.

Votes may be cast by postal voting or authorisation and instructions may be issued only with respect to such petitions and nominations for which there are proposals in conjunction with this in invitation or are announced later by the Board of Directors and/or the Supervisory Board pursuant to Section 124 (3) of the German Stock Corporation Act (AktG) or by shareholders under Sections 122 (2), 126, 127 AktG. Postal votes or authorisation and instructions that cannot be allocated beyond doubt to a duly completed registration will not be considered.

#### Authorising third parties to exercise voting rights and other shareholder rights

Shareholders who are entered in the share register can also have their shareholder rights, especially their voting right, exercised by a proxy, e.g. an intermediary (such as the custodian financial institution), a shareholders' association or any other third party of their choice. In this case, too, due registration is necessary in accordance with the conditions set out in the above section. If the shareholder authorises more than one person as proxy, the Company is, under Section 134 (3) sentence 2 AktG, entitled to reject one or several of these persons.

Proxies may not participate by physical presence at the Annual General Meeting either. They may therefore exercise the voting rights of the shareholders they represent only by means of postal voting or by granting (sub-) authorisations to the proxies appointed by the Company in accordance with the respective, corresponding rules. Use of the AGM Online Service by proxies is predicated on the proxy having received the access data sent with the registration documents for the Annual General Meeting from the principal. Use of the personal access data by the proxy simultaneously qualifies as proof of authorisation.

Power of proxy may be issued to either the authorised person or the Company. Granting of the power of proxy, its revocation as well as the proof of

authorisation to the Company must be submitted in text form (Section 126b of the German Civil Code (BGB) unless a proxy according to Section 135 of the German Stock Corporation Act is being issued.

The authorisation vis-à-vis the Company as well as any revocation or amendment of the power of proxy must be received by latest **Tuesday, 18 May 2021, 24:00 hours (CEST)** at the following address

**LEONI AG, Aktionärservice,  
Postfach 1460, 61365 Friedrichsdorf  
or by fax: +49 69 2222-34290  
or by email: [leoni.hv@linkmarketservices.de](mailto:leoni.hv@linkmarketservices.de)**

or it must be received **until the beginning of voting** via the AGM Online Service (at [www.leoni.com/en/agm2021/](http://www.leoni.com/en/agm2021/)). Shareholders who intend to make use of the option of authorising a proxy are asked to do so in good time.

If the power of proxy is granted directly to the authorised third party, proof of such authorisation must be submitted to the Company. Proof of authorisation must be sent to the Company via the channels described above.

Shareholders will receive a form that can be used for granting and proving a power of proxy together with the registration documents. The authorisation and instruction form is furthermore accessible on our website at [www.leoni.com/en/agm2021/](http://www.leoni.com/en/agm2021/). The power of proxy may, however, also be granted in any other correct form.

The text-form requirement does not apply in the event of authorising intermediaries or their equivalent under Section 135 (8) of the German Stock Corporation Act (shareholder associations, consultants on voting rights and persons who offer themselves in a professional capacity to shareholders to exercise voting rights at the Annual General Meeting). According to the law, the power of proxy must in such cases be granted to a particular proxy and must be verifiably kept by that proxy. The power of proxy must furthermore be complete and may contain only declarations related to exercise of the vote. In this case, please coordinate with the authorized representative. A breach of these and certain other requirements stipulated in Section 135 of the German Stock Corporation Act for authorising intermediaries or their equivalent pursuant to Section 135 (8) of the German Stock Corporation Act

(AktG) does however not, according to Section 135 (7) AktG, compromise the validity of the vote.

Intermediaries (especially custodian financial institutions) and their equivalent under Section 135 (8) of the German Stock Corporation Act (AktG) (shareholder associations, consultants on voting rights or persons who offer themselves in a professional capacity to shareholders to exercise voting rights at the Annual General Meeting) may, pursuant to Section 135 (6) of the German Stock Corporation Act (AktG), only exercise the voting right for shares that do not belong to them but for which they are registered as holders in the share register by virtue of authorisation issued by the shareholder.

**Information on the rights of shareholders pursuant to Sections 122 (2), 126 (1), 127 and 131 (1) of the German Stock Corporation Act (AktG) in conjunction with the COVID-19 Act**

**Right to add items to the agenda pursuant to Section 122 (2) of the German Stock Corporation Act**

Shareholders whose combined shareholding reaches a twentieth of the share capital or a pro-rated amount of Euro 500,000 (equating to 500,000 shares), can, pursuant to Section 122 (2) of the German Stock Corporation Act, request that matters are added to the agenda and announced.

The applicants must prove that they have owned the shares for at least 90 days prior to the day of receipt of the motion and that they will hold the shares until the Board of Directors has decided on the motion, with the stipulations under Section 70 of the German Stock Corporation Act being applied for calculation of the period of share ownership. The day on which the motion is received is not to be counted. A postponement from a Sunday, Saturday or public holiday to a preceding or subsequent working day shall not take place. Sections 187 to 193 of the German Civil Code (BGB) are not to be applied accordingly.

Each new matter shall be accompanied by an explanation or a draft resolution. The motion must be made in writing to the Board of Directors and must be received by the Company by latest **Sunday, 18 April 2021, 24:00 hours (CEST)** at the following address:

**Board of Directors of LEONI AG  
Marienstrasse 7  
90402 Nuremberg**

Any additions to the agenda, which must be announced, will – so far as they have not already been announced when the meeting was convened – be announced without delay in the Federal Gazette (Bundesanzeiger) after the motion is received. They will also be announced on the website at [www.leoni.com/en/agm2021/](http://www.leoni.com/en/agm2021/) and to the shareholders in accordance with Section 125 (2), (1) sentence 3 of the German Stock Corporation Act (AktG).

If motions to put items on the agenda in accordance with the above explanations are to be announced, the accompanying draft resolutions by duly legitimised and registered shareholders shall be treated as having been put forward during the Annual General Meeting.

**Countermotions and nominations**

Furthermore, shareholders may submit countermotions against a proposal by the Board of Directors and/or Supervisory Board regarding a particular item on the agenda as well as nominations for the election of Supervisory Board members or auditors.

Section 126 (1) of the German Stock Corporation Act (AktG) stipulates that shareholder motions including the name of the shareholder, the explanation and any statement by the administration must be made available to the authorised persons specified in Section 125 (1) – (3) of the German Stock Corporation Act under the conditions therein if the shareholder has, at least 14 days prior to the Company's Annual General Meeting, submitted a countermotion against a proposal by the Board of Directors and/or Supervisory Board regarding a particular item on the agenda with the reason to the address below. The day of receipt and the day of the Annual General Meeting shall not be counted. The deadline for receipt therefore is Tuesday, 4 May 2021, 24:00 hours (CEST). A countermotion need not be made accessible if one of the exclusions stated in Section 126 (2) of the German Stock Corporation Act applies. The explanation does not need to be made accessible even if it comprises a total of more than 5,000 characters.



Election nominations by shareholders pursuant to Section 127 of the German Stock Corporation Act do not require explanation. Election nominations will be made accessible only if they include the name, the practised profession and the domicile of the nominated person and, in the case of an election of Supervisory Board members, details of the candidate's membership in other statutory supervisory boards as well as comparable domestic and foreign corporate governance bodies of economic entities (cf. Section 127 sentence 3 of the German Stock Corporation Act in conjunction with Section 124 (3) sentence 4 and Section 125 (1) sentence 5 of the AktG). According to Section 127 sentence 1 in conjunction with Section 126 (2) of the German Stock Corporation Act, there are other reasons for which election nominations do not need to be published on the website. Otherwise, the conditions and requirements for making motions accessible shall apply accordingly.

Any motions (along with their explanation) or nominations by shareholders pursuant to Sections 126 (1) and 127 of the German Stock Corporation Act must be addressed exclusively to:

**LEONI AG**  
**Corporate Investor Relations**  
**Marienstrasse 7**  
**90402 Nuremberg**

or by fax: **+49 911 2023-10134**  
 or by email: **hv@leoni.com**

Motions and nominations by shareholders that are to be made accessible (including the name of the shareholder and – in the case of motions – the reason) will be published on the website at [www.leoni.com/en/agm2021/](http://www.leoni.com/en/agm2021/) after they are received. Any statements by the administration will also be published on the above website.

Motions or nominations by shareholders that are to be made accessible under Section 126 or 127 of the German Stock Corporation Act by duly registered and legitimised shareholders shall be deemed to have been put forward during the Annual General Meeting (Section 1 (2) sentence 3 of the COVID-19 Act).

### **Option to submit statements for publication prior to the Annual General Meeting**

Given the concept of the Annual General Meeting during which voting rights can only be exercised by postal voting or granting power of proxy with instructions and without shareholders participating electronically, shareholders will not have opportunity to comment on the agenda during the Annual General Meeting.

However, shareholders are given the option of submitting statements with reference to the agenda and for release by the Company via the AGM Online Service prior to the Annual General Meeting. Corresponding statements must quote the name and shareholder number and be submitted by latest **Sunday, 16 May 2021, 24:00 hours (CEST)** in text form to the address, fax number or email address stated below:

**LEONI AG**  
**Corporate Investor Relations**  
**Marienstrasse 7**  
**90402 Nuremberg**

or by fax: **+49 911 2023-10134**  
 or by email: **hv@leoni.com**

The size of a statement should not exceed 10,000 characters.

Statements submitted in advance will only be disclosed via the AGM Online Service for the Annual General Meeting. This will involve disclosure to other shareholders and shareholder representatives of the name of the submitting shareholder or shareholder representative.

It should be noted that there is no legal right to have a statement disclosed and the Company in particular reserves the right not to disclose statements with insulting content or content pertinent to criminal law, obviously false or misleading content or without reference to the agenda for the Annual General Meeting as well as statements whose size exceeds 10,000 characters or that were not submitted by the aforementioned deadline to any of the aforementioned address, fax number or email address. The Company likewise reserves the right to publish just one statement per shareholder.

### **Shareholders' right to raise questions in accordance with Section 1 (2) sentence 1 no. 3, sentence 2 of the COVID-19 Act**

Although shareholders need not be given any right to request information at the Annual General Meeting in line with Section 131 (1) of the German Stock Corporation Act, they must, however, under the COVID-19 Act, be given the right to raise questions by means of electronic communication (Section 1 (2) sentence 1 no. 3 of the COVID-19 Act).

With the Supervisory Board's approval, the Board of Directors of LEONI AG decided that questions from duly registered shareholders must be submitted to the Company in German via the AGM Online Service at [www.leoni.com/en/agm2021/](http://www.leoni.com/en/agm2021/). Any other form of submission is precluded.

The Company must receive any questions by latest **Monday, 17 May 2021, 24:00 hours (CEST)**. Questions cannot be raised after that time and especially not during the Annual General Meeting.

Pursuant to Section 1 (2) sentence 2, clause 1 of the COVID-19 Act, the Board of Directors will decide in due and free exercise of its discretion how it will respond to questions. When questions are answered, the name of the party raising the question will only be disclosed (so far as questions are answered individually and not summarised) if agreement to disclose the name was expressly stated upon submitting the question via the AGM Online Service.

### **Objection to the minutes in accordance with Section 245 no. 1 of the German Stock Corporation Act and Section 1 (2) sentence 1 no. 4 of the COVID-19 Act**

Objections to resolutions of the virtual Annual General Meeting may be declared by shareholders duly registered for the Annual General Meeting or their proxies by electronic means via the AGM Online Service to the minutes pursuant to Section 245 no. 1 of the German Stock Corporation Act and Section 1 (2) sentence 1 no. 4 of the COVID-19 Act. The explanation can be submitted via the AGM Online Service from the beginning of the Annual General Meeting and until it ends. Any other form of submission is precluded.

The Company reiterates that the proxies appointed by the Company will not accept any instructions to enter objections.

### **Further explanations**

Further explanations regarding the above-mentioned rights of shareholders pursuant to Sections 122 (2), 126 (1), 127 and 131 (1) of the German Stock Corporation Act (AktG) in conjunction with the COVID-19 Act can be retrieved from the Company's website at [www.leoni.com/en/agm2021/](http://www.leoni.com/en/agm2021/).

### **Information pursuant to Section 124a of the German Stock Corporation Act (AktG) and proof of the vote count**

The convening of the Annual General Meeting with the legally required documentation and explanations as well as the information pursuant to Section 124a of the German Stock Corporation Act (AktG) can be accessed on the Company's website at [www.leoni.com/en/agm2021/](http://www.leoni.com/en/agm2021/). Said information will also be available there during the virtual Annual General Meeting.

Any shareholder countermotions, nominations and supplementary motions received by the Company on time in keeping with the aforementioned deadlines and that must be disclosed will also be made available via the aforementioned website.

The voting results will be announced on the same website after the Annual General Meeting.

Following the Annual General Meeting, a confirmation of the vote count will automatically be made available on the AGM Online Service in line with Section 129 (5) of the German Stock Corporation Act; the voter will be able to download this within one month after the day of the Annual General Meeting.

### **Broadcast of the Annual General Meeting on the internet**

The Annual General Meeting on Wednesday, 19 May 2021 will be broadcast in full length live for duly registered shareholders of LEONI AG or their proxies from 12:00 hours (CEST) via the AGM Online Service (accessible at [www.leoni.com/en/agm2021/](http://www.leoni.com/en/agm2021/)).

Other interested parties may follow the opening of the Annual General Meeting as well as the CEO's speech live on the internet at [www.leoni.com/en/agm2021/](http://www.leoni.com/en/agm2021/). The CEO's speech will be available on the website as a recording after the Annual General Meeting.

### **Total number of shares and voting rights**

At the time of convening this Annual General Meeting, the total number of shares amounts to 32,669,000 registered, no-par-value shares, each of which grant one vote. The shares are registered. The total number of voting rights therefore is 32,669,000. The Company does not hold any treasury shares.

### **Information on data protection**

As the responsible party, LEONI AG, Marienstrasse 7, 90402 Nuremberg processes personal data of its shareholders (e.g. first and last name, address, email address, number of shares, class of shares, type of share ownership and shareholder number, individual access number for the AGM Online Service and postal voting / instructions) as well as possibly the personal data of shareholder representatives based on effective data protection legislation. The shares in LEONI AG are registered. Processing personal data is a legal requirement for keeping the share register as well as preparing for and holding the Annual General Meeting of LEONI AG; for shareholders to exercise their voting rights as well for following the Annual General Meeting by means of logging in electronically. The legal basis for such processing is Section 6 (1) sentence 1 (c) of the General Data Protection Regulation (GDPR) in conjunction with Sections 67, 67e, 118 et seq. of the German Stock Corporation Act (AktG) as well as in conjunction with Section 1 of the COVID-19 Act. Furthermore, data that is required for organising the

Annual General Meeting (e.g. publication of statements on the agenda submitted in advance via the AGM Online Service) may be processed based on compelling legitimate interests (Section 6 (1) sentence 1 (f) of the General Data Protection Regulation (GDPR)). So far as shareholders do not provide their personal data themselves, LEONI AG will normally obtain this from the shareholder's custodian bank.

The service providers commissioned by LEONI AG for the purpose of holding the Annual General Meeting process the personal data of shareholders or shareholder representatives exclusively under the instruction of LEONI AG and only to the extent required to perform the commissioned service. All employees of LEONI AG and the staff of the commissioned service providers who have access to and/or process personal data of the shareholders or the shareholder representatives are obliged to treat this data confidentially.

Furthermore, the personal data of shareholders or shareholder representatives who exercise their voting rights are, in keeping with the legal requirements (especially the register of participants, Section 129 of the German Stock Corporation Act) made available to other shareholders and shareholder representatives. This also applies to questions that shareholders or shareholder representatives may have submitted in advance (Section 1 (2) sentence 1, no. 3 of the COVID-19 Act); to statements with respect to the agenda submitted in advance as well as in the context of an announcement of shareholder motions to supplement the agenda as well as counter motions and nominations. If a shareholder makes an application for an addition to the agenda, raises an objection or wishes to submit counter motions or election nominations, LEONI AG may under certain circumstances be obliged to publish the name of that shareholder.

Your data will be deleted if it is no longer required for the above-mentioned purposes and there are no conflicting legal retention periods for deletion or permissible legitimate interests. For data collected in connection with the Annual General Meeting, the retention period is regularly 3 years. After the sale of your shares, we must regularly retain the data stored in the share register for a further 10 years. Beyond this, we only retain your personal data to the extent that this is necessary in connection with possible claims against us. The statutory limitation period is generally 3 years, in some cases up to 30 years.

Under the legal requirements, shareholders and shareholder representatives are entitled to obtain information on their processed personal data and to apply for correction or deletion of their personal data, or for restriction on processing of their data. Shareholders and shareholder representatives furthermore have the right to complain to the regulatory authorities. If personal data is processed based on Section 6 (1) sentence 1 (f) of the General Data Protection Regulation (GDPR), shareholders and shareholder representatives also have a right to object under the statutory conditions.

Shareholders and shareholder representatives who have any comments or questions concerning the processing of personal data can contact the internal specialist department for data protection at LEONI AG at [datenschutz@leoni.com](mailto:datenschutz@leoni.com).

**Contact details of the Data Protection Officer:**

Dr. iur. Christian Borchers  
Datenschutz Süd GmbH  
Wörthstrasse 15  
97082 Würzburg  
Germany  
[office@datenschutz-sued.de](mailto:office@datenschutz-sued.de)

Shareholders and shareholder representatives can obtain comprehensive information on data protection from LEONI AG's website at [www.leoni.com/en/investor-relations/data-protection-shareholders](http://www.leoni.com/en/investor-relations/data-protection-shareholders).

Nuremberg, April 2021

**LEONI AG**  
**The Board of Directors**



**LEONI AG**

Marienstrasse 7

90402 Nuremberg

Phone +49 911 2023-0

Email [info@leoni.com](mailto:info@leoni.com)

[www.leoni.com](http://www.leoni.com)