



LEONI AG

Nuremberg

ISIN DE 000 540888 4

Securities Identification Number 540 888

Unique identifier of the event: 68bfb480bd9ed118145005056888925

**Virtual Extraordinary General Meeting of LEONI AG
relating to the Executive Board's notice of a loss pursuant to Section 92 (1) AktG
on Friday, 2 June 2023, 10:00 hours (CEST)**

**Explanatory notes regarding the rights of the shareholders
in accordance with Section 121 (3) sentence 3 no. 3 AktG**

**pursuant to Sections 122 (2), 126 (1) and (4), 127, 130a, 131 (1) and 118a (1) AktG
in conjunction with Section 245 AktG**

The Extraordinary General Meeting of LEONI AG relating to the Executive Board's notice of a loss pursuant to Section 92 (1) of the German Stock Corporation Act (AktG) will take place on Friday, 2 June 2023, 10:00 hours (CEST) as a virtual general meeting without the physical presence of shareholders or their proxies. Shareholders and their proxies (with the exception of the proxies designated by the Company) will not be entitled or have the possibility to be physically present at the location of the Meeting. The statutory basis for this is Section 118a AktG and Section 26n (1) of the Act introducing the German Stock Corporation Act (EGAktG). The location of the General Meeting within the meaning of the German Stock Corporation Act is KORN'S GmbH, Kornmarkt 5-7, 90402 Nuremberg.

Video and audio of the entire General Meeting will be broadcast live for LEONI AG shareholders and their proxies in the password-protected InvestorPortal set up for the General Meeting and accessible at <https://www.leoni.com/aoHV2023>. Duly registered shareholders and their proxies can tune in electronically to the virtual General Meeting via the InvestorPortal and, in that way, participate in the Meeting and exercise shareholder rights. Where applicable, shareholders and their proxies will exercise their voting rights – even where third parties have been authorised – exclusively through postal voting (exclusively by means of electronic communication) or by granting authorisation and giving instructions to the proxies designated by the Company.

The invitation to the Extraordinary General Meeting relating to the Executive Board's notice of a loss pursuant to Section 92 (1) AktG already contains information regarding the rights of the shareholders pursuant to Sections 122 (2), 126 (1) and (4), 127, 130a, 131 (1) and 118a (1) AktG in conjunction with Section 245 AktG. The following, more detailed information serves to further explain those rights.

1. Right to add items to the agenda pursuant to Section 122 (2) AktG

Shareholders whose combined shareholding reaches one twentieth of the share capital or a pro-rated amount of EUR 500,000 (equating to 500,000 shares) can, pursuant to Section 122 (2) AktG, request that matters be added to the agenda and announced.

The shareholders making the request must provide proof that they have owned the shares for at least 90 days prior to the date of receipt of their request and that they will hold the shares until the Executive Board decides on the request, with the stipulations under Section 70 AktG applying to the calculation of the period of share ownership. The day on which the motion is received is not to be counted. Shifting the start or end date of the share ownership period from a Sunday, Saturday or public holiday to a preceding or subsequent working day will not take place. Sections 187 to 193 of the German Civil Code (BGB) are not to be applied *mutatis mutandis*.

Each new matter must be accompanied by reasons or a draft resolution. The motion must be made in writing to the Executive Board and must be received by the Company at the latest by **Tuesday, 2 May 2023, 24:00 hours (CEST)** at the following address:

Executive Board of LEONI AG

Marienstraße 7

90402 Nuremberg, Germany

Any additions to the agenda that must be announced will be announced – unless they have already been announced together with the invitation – in the Federal Gazette (Bundesanzeiger) without undue delay after the motion is received. They will also be announced on the website <https://www.leoni.com/aoHV2023> and communicated to the shareholders in accordance with Section 125 (1) sentence 3 AktG.

The following is an English translation of the provisions of the German Stock Corporation Act on which this right of the shareholders is based:

Section 121 General provisions (excerpt)

- (4) ¹The calling of the general meeting must be announced in the company's designated publication media. ²If the shareholders of the company are known by name, the general meeting may be called using registered mail unless the articles of association provide otherwise; the date of the posting is deemed the date of the announcement. ³Notification of the persons registered in the share register is sufficient.
- (7) ¹Time limits and dates that are determined in counting backwards from the date of the meeting are determined disregarding the date of the meeting. ²Shifting a start or end date of a time limit from a Sunday, Saturday or public holiday to a preceding or subsequent working day will not take place. ³Sections 187 to 193 of the Civil Code (BGB) do not apply mutatis mutandis. ⁴In the case of unlisted companies, the articles of association may provide for a different determination of the time limit.

Section 122 Calling the general meeting upon the request of a minority

- (1) ¹The general meeting must be called if shareholders whose shares in total amount to one twentieth or more of the share capital request that the meeting be called, doing so in writing and in stating the purpose and the reasons therefor; the request must be addressed to the executive board. ²The articles of association may provide that the right to request the calling of the general meeting is subject to different form requirements and a lower shareholding threshold. ³The shareholders making the request must provide proof that they have owned the shares for at least 90 days prior to the date of receipt of their request and that they will hold the shares until the executive board decides on the request. ⁴Section 121 (7) applies mutatis mutandis.
- (2) ¹Likewise, shareholders whose shares in total amount to one twentieth or more of the share capital or the proportionate amount of EUR 500,000 or more may request that items be added to the agenda and announced. ²Each new item must be accompanied by reasons or a draft resolution. ³The request within the meaning of sentence 1 must be received by the company at least 24 days, in the case of listed companies, at least 30 days, prior to the meeting; the date of receipt is not counted.
- (3) ¹If the request is not complied with, a court may authorise the shareholders that have made the request to call the general meeting or announce the item. ²The court may also specify the chairperson of the meeting. ³The notice calling the meeting or the announcement must reference the authorisation. ⁴An appeal may be filed against the decision. ⁵The shareholders making the request must provide proof that they will hold the shares until the court takes its decision.
- (4) The company bears the costs of the general meeting and, in cases as referred to in paragraph 3, the court costs as well provided that the court has granted the request.

Section 124 Announcement of requests for additions to the agenda; resolution proposals (excerpt)

- (1) ¹Where the minority pursuant to Section 122 (2) requests that items be added to the agenda, the items must be announced either together with the notice calling the meeting or without undue delay after the request is received. ²Section 121 (4) applies analogously; additionally, in the case of listed companies, Section 121 (4a) applies mutatis mutandis. ³In this respect, the announcement and the forwarding must be done in the same manner as the notice calling the meeting.

Section 124a Publications on the company's website

¹In the case of listed companies, the following must be accessible via the company's website promptly after the general meeting is called:

1. the content of the notice calling the meeting;
2. where no resolution is intended to be adopted regarding an item of the agenda, an explanation;
3. the documents to be made accessible to the meeting;
4. the total number of shares and voting rights at the time of calling, including separate figures on the total number of each class of share;
5. as applicable, the forms to be used for casting a vote by proxy or for casting a vote through postal voting, unless the forms are transmitted to the shareholders directly.

²A request made by shareholders within the meaning of Section 122 (2) that is received by the company after the meeting is called must be made accessible in the same manner without undue delay after its receipt by the company.

Section 125 Notifications for the shareholders and members of the supervisory board (excerpt)

- (1) ¹The executive board of a company that has not exclusively issued registered shares must notify the following of the calling of the general meeting at least 21 days prior to the meeting:
1. the intermediaries that hold shares of the company in safe custody,
 2. the shareholders and intermediaries that have requested such notice be given to them, and
 3. the shareholder associations that have requested such notice be given to them or that exercised voting rights at the last general meeting.

²The date of the notice is not counted. ³If the agenda is to be amended pursuant to Section 122 (2), notice of the amended agenda must be given where the general meeting is that of a listed company. ⁴The notice must point out the possibilities of exercising voting rights by proxy, as well as by a shareholder association. ⁵In the case of listed companies, any nomination for the election of supervisory board members must be accompanied by a disclosure of the nominee's membership in other supervisory boards mandated by law; the nomination is to be accompanied by a disclosure of the nominee's membership in comparable German and non-German corporate governance bodies of business enterprises.

- (2) *The executive board of a company that has issued registered shares must give the same notice to the persons registered in the share register at the beginning of the 21st day prior to the date of the general meeting, as well as to the shareholders and intermediaries that have requested such notice be given to them, and to the shareholder associations that have requested such notice be given to them or that exercised voting rights at the last general meeting.*
- (5) *¹The requirements of Implementing Regulation (EU) 2018/1212 apply regarding the content and format of the minimum amount of information to be provided in the notices pursuant to paragraph 1 sentence 1 and paragraph 2. ²Section 67a (2) sentence 1 applies mutatis mutandis to paragraphs 1 and 2. ³In the case of listed companies, the intermediaries that hold shares of the company in safe custody are obliged to forward and transmit the information pursuant to paragraphs 1 and 2 in accordance with Sections 67a and 67b, unless the intermediary is aware that the shareholder is receiving the information from another source. ⁴The same applies to unlisted companies subject to the proviso that the provisions of Implementing Regulation (EU) 2018/1212 do not apply.*

Section 70 Calculation of the period of possession of a share

¹If the exercise of rights attached to a share is contingent upon the shareholder having been the owner of the share for a specified period of time, then a claim to demand transfer of title against a credit institution, a financial services institution, an investment firm, or an enterprise pursuing activities in accordance with Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) of the Banking Act (KWG) is equivalent to ownership of the share. ²The period of ownership of a predecessor in title is attributed to the shareholder provided that the shareholder acquired the share without consideration, from the shareholder's trustee, as a universal successor in title, in connection with the liquidation of a community of interest, or as a result of a portfolio transfer pursuant to Section 13 of the Insurance Supervision Act (VAG) or Section 14 of the Building and Loan Associations Act (BauSparkG).

2. Countermotions and nominations pursuant to Sections 126 (1) and (4), 127 AktG

Furthermore, shareholders may submit countermotions against any proposals made by the Executive Board and/or the Supervisory Board regarding particular items on the agenda as well as against any nominations for the election of Supervisory Board members or the appointment of auditors.

Pursuant to Section 126 (1) AktG, shareholder motions along with the name of the shareholder, the reasons and any statement by the management must be made accessible to the authorised persons specified in Section 125 (1) to (3) AktG subject to the conditions set forth therein if the shareholder has submitted a countermotion against a proposal made by the Executive Board

and/or the Supervisory Board regarding a particular item on the agenda with reasons to the address below at least 14 days prior to the date of the Company's General Meeting. The day of receipt and the day of the General Meeting are not to be counted. The deadline for receipt therefore is **Thursday, 18 May 2023, 24:00 hours (CEST)**. A countermotion need not be made accessible if one of the exclusions pursuant to Section 126 (2) AktG applies. The reasons do not need to be made accessible, either, if they exceed a total of 5,000 characters.

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

Pursuant to Section 126 (4) AktG, countermotions and nominations that are to be made accessible will be deemed submitted at the time they are made accessible. Voting rights may be exercised regarding such countermotions and nominations after timely registration via the channels described above. If the shareholder submitting the motion or nomination is not duly entitled to do so and properly registered for the General Meeting, the motion need not be dealt with at the Meeting.

Any motions (along with the reasons) or nominations made by shareholders pursuant to Sections 126 (1) and 127 AktG must be addressed exclusively to

LEONI AG
Investor Relations
Marienstraße 7
90402 Nuremberg, Germany

or sent by email to hv@leoni.com

Motions and nominations made by shareholders that are to be made accessible (along with the name of the shareholder and – in the case of motions – the reasons) will be made accessible at <https://www.leoni.com/aoHV2023> after they are received. Any statements by the management will also be published at that web address.

The following is an English translation of the relevant provisions of the German Stock Corporation Act, which also stipulate the requirements to fulfil in order to be permitted to abstain from making counter motions and nominations accessible:

Section 126 Motions by shareholders

- (1) ¹Motions by shareholders must be made accessible to the entitled persons specified in Section 125 (1) to (3), subject to the conditions set forth therein, together with the name of the shareholder, the reasons and any statement by the management provided that the shareholder has sent, at least 14 days prior to the date of the meeting, a countermotion against a proposal of the executive board and the supervisory board regarding a particular item on the agenda with reasons to the relevant address stated in the notice calling the meeting. ²The date of receipt is not counted. ³In the case of listed companies, the countermotions must be made accessible via the company's website. ⁴Section 125 (3) applies mutatis mutandis.
- (2) ¹A countermotion and its reasons need not be made accessible:
1. if the executive board would become liable to prosecution by making them accessible,
 2. if the countermotion would result in a resolution of the general meeting that is in violation of the law or the articles of association,
 3. if the reasons contain manifestly false or misleading statements in material respects or if they contain insults,
 4. if a countermotion of the shareholder based on the same facts and circumstances has already been made accessible pursuant to Section 125 with respect to a general meeting of the company,
 5. if the same countermotion of the shareholder citing materially the same reasons has already been made accessible pursuant to Section 125 within the past five years with respect to at least two general meetings of the company and if less than one twentieth of the share capital represented voted in favour of the countermotion at the general meeting,
 6. if the shareholder indicates the intent neither to attend nor to be represented at the general meeting, or
 7. if, within the past two years at two general meetings, the shareholder has not made, or has not had made, a countermotion that the shareholder has announced.
- ²The reasons need not be made accessible if they exceed a total of 5,000 characters.
- (3) Where several shareholders file countermotions in respect of the same item to be resolved upon, the executive board may combine the countermotions and the reasons cited for them.
- (4) ¹Where the general meeting is held virtually, motions to be made accessible pursuant to paragraphs 1 to 3 are deemed made at the time they are made accessible. ²The company must make it possible for voting rights to be exercised with respect to such motions as soon

as the shareholders can prove that they fulfil the legal or statutory requirements for the exercise of voting rights. ³If the shareholder making the motion is not duly entitled to do so and, where registration is required, not duly registered for the general meeting, the motion need not be dealt with at the meeting.

Section 127 Nominations by shareholders

¹Section 126 applies analogously to nominations by shareholders for the election of supervisory board members or the appointment of auditors. ²The nomination does not require any reasons. ³The executive board need not make the nomination accessible if the nomination does not contain the information required under Section 124 (3) sentence 4 and Section 125 (1) sentence 5. ⁴The executive board must add the following information to the nomination by a shareholder for the election of supervisory board members of listed companies to which the Co-Determination Act (MitbestG), the Co-Determination in the Coal, Iron, and Steel Industry Act (MontanMitbestG) or the Act supplementing the Co-Determination in the Coal, Iron, and Steel Industry Act (MontanMitbestGErgG) applies:

1. reference to the requirements set forth in Section 96 (2),
2. disclosure of whether an objection has been lodged against joint fulfilment pursuant to Section 96 (2) sentence 3 and
3. disclosure of the minimum number of seats on the supervisory board that must be filled by women and men respectively in order to fulfil the minimum quota requirement pursuant to Section 96 (2) sentence 1.

Section 124 Announcement of requests for additions to the agenda; resolution proposals (excerpt)

(3) ¹With respect to each item on the agenda that is to be resolved on by the general meeting, proposals for resolutions must be made by the executive board and the supervisory board, or, in the case of the adoption of a resolution pursuant to Section 120a (1) sentence 1 and the election of supervisory board members and the appointment of auditors, only by the supervisory board, in the announcement. ²In the case of companies that are public-interest entities as defined in Section 316a sentence 2 of the Commercial Code (HGB), the nomination by the supervisory board for the appointment of the auditor must be based on the recommendation of the audit committee. ³Sentence 1 does not apply if the general meeting is bound by nominations for the election of supervisory board members pursuant to Section 6 MontanMitbestG or if the subject matter on which a resolution is to be adopted has been put on the agenda upon request by a minority. ⁴The nomination for the election of supervisory board members or the appointment of auditors must state their name, exercised profession and place of residence. ⁵Where the supervisory board must also comprise members representing the employees, any resolution of the supervisory board regarding nominations for the election of supervisory board members requires only the majority of the votes of the supervisory board members representing the shareholders; Section 8 MontanMitbestG remains unaffected.

Section 125 Notifications for the shareholders and members of the supervisory board

- (1) ¹The executive board of a company that has not exclusively issued registered shares must notify the following of the calling of the general meeting at least 21 days prior to the meeting:
1. the intermediaries that hold shares of the company in safe custody,
 2. the shareholders and intermediaries that have requested such notice be given to them, and
 3. the shareholder associations that have requested such notice be given to them or that exercised voting rights at the last general meeting.

²The date of the notice is not counted. ³If the agenda is to be amended pursuant to Section 122 (2), notice of the amended agenda must be given where the general meeting is that of a listed company. ⁴The notice must point out the possibilities of exercising voting rights by proxy, as well as by a shareholder association. ⁵In the case of listed companies, any nomination for the election of supervisory board members must be accompanied by a disclosure of the nominee's membership in other supervisory boards mandated by law; the nomination is to be accompanied by a disclosure of the nominee's membership in comparable German and non-German corporate governance bodies of business enterprises.

- (2) The executive board of a company that has issued registered shares must give the same notice to the persons registered in the share register at the beginning of the 21st day prior to the date of the general meeting, as well as to the shareholders and intermediaries that have requested such notice be given to them, and to the shareholder associations that have requested such notice be given to them or that exercised voting rights at the last general meeting.
- (3) Every member of the supervisory board may request that the executive board send the same notification to him or her.
- (4) Any member of the supervisory board and any shareholder must be sent upon request the resolutions adopted at the general meeting.
- (5) ¹The requirements of Implementing Regulation (EU) 2018/1212 apply regarding the content and format of the minimum amount of information to be provided in the notices pursuant to paragraph 1 sentence 1 and paragraph 2. ²Section 67a (2) sentence 1 applies mutatis mutandis to paragraphs 1 and 2. ³In the case of listed companies, the intermediaries that hold shares of the company in safe custody are obliged to forward and transmit the information pursuant to paragraphs 1 and 2 in accordance with Sections 67a and 67b, unless the intermediary is aware that the shareholder is receiving the information from another source. ⁴The same applies to unlisted companies subject to the proviso that the provisions of Implementing Regulation (EU) 2018/1212 do not apply.

Section 96 Composition of the supervisory board (excerpt)

- (2) ¹In the case of listed companies to which the Co-Determination Act (MitbestG), the Co-Determination in the Coal, Iron, and Steel Industry Act (MontanMitbestG) or the Act

supplementing the Co-Determination in the Coal, Iron, and Steel Industry Act (MontanMitbestGErgG) applies, the supervisory board must be composed of women at a minimum quota of 30 per cent and of men at a minimum quota of 30 per cent.²The minimum quota is to be fulfilled by the supervisory board as a whole.³Where based on a majority resolution adopted prior to an election the shareholder representatives or the employee representatives lodge an objection against joint fulfilment with the supervisory board chairperson, the minimum quota for that election is to be fulfilled separately by the shareholder representatives and by the employee representatives.⁴In all cases, the quota is to be mathematically rounded up or down in order to achieve full numbers of individuals.⁵If in the case of joint fulfilment the higher percentage of women of one side subsequently decreases and that side then objects to joint fulfilment, this will not cause the composition of the other side to be invalid.⁶Where an election of members of the supervisory board by the general meeting and their appointment to the supervisory board violates the minimum quota requirement, the election is null and void.⁷Where an election is declared to be null and void for other reasons, the elections performed in the time thereafter do not violate the minimum quota requirement in this regard.⁸The acts governing co-determination set out in sentence 1 are to be applied to the election of members of the supervisory board representing the employees.

3. Right to submit comments pursuant to Sections 118a (1) sentence 2 no. 6, 130a (1) to (4) AktG

Prior to the General Meeting, shareholders may submit statements with reference to the agenda for publication by the Company exclusively by email to hv@leoni.com **at the latest by Saturday, 27 May 2023, 24:00 hours (CEST)**. We ask that the comments be limited to a reasonable scope to enable shareholders to properly review the comments. A length of 10,000 characters should serve as guidance here.

Statements submitted in advance will be published only via the InvestorPortal for the General Meeting. This will involve disclosure of the name and place of residence of the submitting shareholders or shareholder representatives to other shareholders and shareholder representatives.

It should be noted that there is no legal right to have a statement published, and the Company in particular reserves the right not to publish statements with insulting content or content that could qualify as a criminal offence, obviously false or misleading content or content without reference to the agenda for the General Meeting or if the person submitting the comment indicates that he/she will not attend the General Meeting and will not be represented as well as statements the length of which exceeds 10,000 characters or that were not submitted by the aforementioned

deadline via the InvestorPortal or to the aforementioned email address. The Company likewise reserves the right to publish just one statement per shareholder.

The possibility to submit comments does not constitute the possibility to submit questions in advance pursuant to Section 131 (1a) AktG. Any questions contained in comments will therefore not be answered at the virtual General Meeting unless they are asked by way of video communication at the Meeting. Motions, nominations or objections to resolutions of the General Meeting contained in comments will not be considered, either. These are to be submitted or made or declared exclusively by the means separately indicated in this invitation.

The following is an English translation of the provisions of the German Stock Corporation Act on which this shareholder right is based:

Section 118a Virtual general meetings (excerpt)

(1) *¹The articles of association may provide, or authorise the executive board to provide, that a general meeting be held without the shareholders or their proxies being physically present at the location of the general meeting (virtual general meeting). ²Where a general meeting is held as a virtual general meeting, the following conditions must be met:*

[...]

6. *the shareholders are granted the right to submit comments pursuant to Section 130a (1) to (4) by way of electronic communication,*

Section 130a Right to comment and speak at virtual general meetings (excerpt)

(1) *¹At a virtual general meeting, shareholders have the right to submit comments on the items on the agenda prior to the meeting by way of electronic communication using the relevant address stated in the invitation. ²Exercise of this right can be restricted to shareholders duly registered for the meeting. ³The notice calling the meeting may impose a reasonable maximum length for comments.*

(2) *Comments must be submitted no later than five days before the meeting.*

(3) *¹The comments submitted must be made accessible to all shareholders no later than four days prior to the meeting. ²The making accessible of comments can be restricted to shareholders duly registered for the meeting. ³In the case of listed companies, the comments must be made accessible via the company's website; in cases as referred to in sentence 2, comments may also be made available via a third-party website. ⁴Section 126 (2) sentence 1 nos. 1, 3 and 6 apply mutatis mutandis.*

(4) *Calculation of the deadlines referred to in paragraphs 2 and 3 sentence 1 is subject to the provisions of Section 121 (7).*

Section 126 Motions by shareholders (excerpt)

(2) *¹A countermotion and its reasons need not be made accessible*

1. *if the executive board would become liable to prosecution by making them accessible,
[...]*
3. *if the reasons contain manifestly false or misleading statements in material respects
or if they contain insults,
[...]*
6. *if the shareholder indicates the intent neither to attend nor to be represented at the
general meeting, or*

Section 121 General provisions (excerpt)

(7) ¹Time limits and dates that are determined in counting backwards from the date of the meeting are determined disregarding the date of the meeting. ²Shifting a start or end date of a time limit from a Sunday, Saturday or public holiday to a preceding or subsequent working day will not take place. ³Sections 187 to 193 of the Civil Code (BGB) do not apply mutatis mutandis. ⁴In the case of unlisted companies, the articles of association may provide for a different determination of the time limit.

4. Right to speak pursuant to Sections 118a (1) sentence 2 no. 7, 130a (5) and (6) AktG

At the General Meeting, shareholders and their proxies duly registered for the General Meeting and tuned in to it electronically have a right to speak by way of video communication. As part of their speech, shareholders may submit motions and nominations pursuant to Section 118a (1) sentence 2 no. 3 AktG as well as all types of requests for information pursuant to Section 131 AktG.

Requests to speak must be submitted via the InvestorPortal at <https://www.leoni.com/aoHV2023> during the General Meeting when called by the chairperson. The chairperson will give more detailed information during the General Meeting regarding the procedure for requests to speak and their granting.

The Company reserves the right to check the proper functioning of the video communication between the shareholder and the Company during the General Meeting and prior to that shareholder's turn to speak and will refuse the right to speak if a properly functioning connection cannot be ensured. The minimum technical requirements for being permitted to speak via live video are therefore a web-enabled device equipped with a camera and microphone and a stable internet connection. Tips on how to optimise the proper functioning of video communication can be found at <https://www.leoni.com/aoHV2023>.

The following is an English translation of the provisions of the German Stock Corporation Act on which this shareholder right is based:

Section 118a Virtual general meetings (excerpt)

- (1) ¹The articles of association may provide, or authorise the executive board to provide, that a general meeting be held without the shareholders or their proxies being physically present at the location of the general meeting (virtual general meeting). ²Where a general meeting is held as a virtual general meeting, the following conditions must be met:

[...]

3. the shareholders tuned in to the meeting electronically are granted the right to make motions and nominations by means of video communication at the meeting,
4. the shareholders are granted a right to information pursuant to Section 131 by means of electronic communication,

[...]

7. the shareholders tuned in to the meeting electronically are granted a right to speak at the meeting by means of video communication pursuant to Section 130a (5) and (6),

Section 130a Right to comment and speak at virtual general meetings (excerpt)

- (5) ¹The shareholders tuned in to the meeting electronically must be granted a right to speak by means of video communication at the meeting. ²The form of video communication offered by the company must be used for speaking. ³As part of their speech, shareholders may submit motions and nominations pursuant to Section 118a (1) sentence 2 no. 3, requests for information under Section 131 (1), enquiries under Section 131 (1d) and other questions under Section 131 (1e). ⁴Section 131 (2) sentence 2 applies mutatis mutandis.
- (6) The company may in the notice calling the meeting reserve the right to check the proper functioning of the video communication between the shareholder and the company during the meeting and prior to that shareholder's turn to speak and to refuse the right to speak if a properly functioning connection cannot be ensured.

The aforementioned shareholder rights are based on the following provisions of LEONI AG's Articles of Association:

Article 15 Chairperson of the General Meeting

- (1) The General Meeting is chaired by the chairman of the Supervisory Board or another member of the Supervisory Board who is a shareholder representative in the Supervisory Board. In the event that none of these persons take the chair, the chairperson will be elected by the shareholder representatives present.
- (2) The chairperson chairs the meeting. The chairperson will determine the order in which the agenda items are dealt with as well as the form and order of voting. The chairperson may set a reasonable time limit for shareholders' statements and questions and may, in particular, reasonably determine the time allotted to the entire meeting, to the discussion of the individual agenda items, as well as to each individual's questions and statements.

- (3) *The chairperson of the meeting is authorised to permit video or audio transmission of the entire General Meeting or of parts thereof in a manner to be determined by him/her. The transmission can also be made in a form to which the public has unlimited access.*

5. Right to information pursuant to Section 131 (1) AktG

At the General Meeting, all shareholders and shareholder representatives may – after having submitted a request in due time pursuant to Section 131 (1) AktG – request to be informed by the Executive Board about the Company's affairs, the Company's legal and business relationships with affiliated companies, and the position of the Group and the companies included in the consolidated financial statements to the extent that such information is necessary for proper assessment of an agenda item. Furthermore, Section 131 (1d) AktG permits questions to be asked during the General Meeting regarding all answers given by the Executive Board.

If the chairperson of the Meeting so orders based on Section 131 (1f) AktG, the right to information under Section 131 AktG may be exercised (in all its forms) at the General Meeting exclusively by way of video communication via the InvestorPortal. Submitting questions any other way, whether by electronic or other communication, will not be possible either before or during the General Meeting.

The following is an English translation of the provisions of the German Stock Corporation Act on which this shareholder right is based:

Section 131 The shareholder's right to information (excerpt)

- (1) *¹At the general meeting, any shareholder must upon request be provided with information by the executive board regarding the matters of the company to the extent that such information is necessary for a proper assessment of the relevant item on the agenda. ²The duty to provide information also extends to the company's legal and business relations with any affiliated company. ³If a company makes use of the simplified procedure pursuant to Section 266 (1) sentence 3, Section 276 or Section 288 of the Commercial Code (HGB), every shareholder may request that, at the general meeting for approval of the annual financial statements, the annual financial statements be presented to the shareholder in the form that would have been used without such simplified procedure. ⁴The duty of the executive board of a parent company (Section 290 (1), (2) HGB) to provide information at the general meeting in which the consolidated financial statements and the consolidated management report are presented also extends to the group's position and the position of the companies included in the consolidated financial statements.*

[...]

- (1d) *¹Any shareholder tuned in to the meeting electronically must be granted a right to ask questions at the meeting by means of electronic communication regarding all answers given*

by the executive board prior to and at the meeting. ²Paragraph 2 sentence 2 also applies to this right to ask questions.

[...]

(1f) *The chairperson of the meeting may determine that the right to information under paragraph 1, the right to ask questions under paragraph 1d and the right to ask questions under paragraph 1e may be exercised at the general meeting exclusively by means of video communication.*

(2) ¹*The information provided must comply with the principles of conscientious and accurate accounting. ²The articles of association or the rules of procedure pursuant to Section 129 may authorise the chairperson of the meeting to set a reasonable time limit for shareholders' questions or speeches, and to determine more detailed rules in this respect.*

(3) ¹*The executive board may refuse to provide information*

1. *to the extent that, in accordance with sound business judgment, the provision of such information is likely to cause not insignificant damage to the company or an affiliated company;*
2. *to the extent that such information relates to the carrying amounts for tax purposes or the amount of certain taxes;*
3. *regarding the difference between the value at which items are recognised in the annual balance sheet and the higher value of such items, unless the general meeting approves the annual financial statements;*
4. *regarding the accounting and valuation methods, to the extent that disclosure of such methods in the notes suffices to provide a true and fair view of the actual asset, financial and earnings situation of the company within the meaning of Section 264 (2) HGB; the foregoing does not apply if the general meeting approves the annual financial statements;*
5. *if the executive board would become liable to prosecution by providing the information;*
6. *to the extent that, in the case of credit institutions, financial services institutions or investment firms, information on accounting and valuation methods applied and setoffs made need not be given in the annual financial statements, the management report, the consolidated financial statements or the consolidated management report;*
7. *to the extent that the information is continuously accessible on the company's website for a period of at least seven days prior to and during the general meeting.*

²*The provision of information may not be refused for any other reasons.*

(4) ¹*If information has been provided to a shareholder outside the general meeting by reason of their status as a shareholder, such information must be provided to any other shareholder at the general meeting upon request of that shareholder, even if such information is not necessary for a proper evaluation of the agenda item. ²Where the general meeting is held virtually, it must be ensured that every shareholder tuned in to the meeting electronically can transmit their request pursuant to sentence 1 by means of electronic communication.*

³*The executive board may not refuse to provide the information on the grounds of paragraph*

(3) sentence 1 nos. 1 to 4. ⁴Sentences 1 to 3 do not apply if a subsidiary (Section 290 (1), (2) HGB), a joint venture (Section 310 (1) HGB) or an associated company (Section 311 (1) HGB) provides the information to any parent company (Section 290 (1), (2) HGB) for purposes of the inclusion of the company in the consolidated financial statements of the parent company and the information is needed for such purposes.

- (5) ¹Any shareholder who has been denied information may request that their question and the reason for which the information was denied be recorded in the minutes of the meeting. ²Where the general meeting is held virtually, it must be ensured that every shareholder tuned in to the meeting electronically can transmit their request pursuant to sentence 1 by means of electronic communication.

6. Declaring objections for the record in accordance with Sections 118a (1) sentence 2 no. 8, 245 no. 1 AktG

Shareholders and their proxies duly registered for the General Meeting and tuned in to it electronically have the right to object to resolutions adopted by the General Meeting by way of electronic communication. Objections may be declared via the InvestorPortal at <https://www.leoni.com/aoHV2023> from the beginning of the General Meeting until it ends. The notary has authorised the Company to accept objections via the InvestorPortal and will receive the objections via the InvestorPortal.

The following is an English translation of the provisions of the German Stock Corporation Act on which this shareholder right is based:

Section 118a Virtual general meetings (excerpt)

- (1) ¹The articles of association may provide, or authorise the executive board to provide, that a general meeting be held without the shareholders or their proxies being physically present at the location of the general meeting (virtual general meeting). ²Where a general meeting is held as a virtual general meeting, the following conditions must be met:

[...]

8. the shareholders tuned in to the meeting electronically are granted a right to object against any resolution of the general meeting by way of electronic communication.

Section 245 Authority to bring an action for avoidance (excerpt)

¹The following have the authority to bring an action for avoidance:

1. any shareholder appearing at the general meeting, provided that they had already acquired their shares prior to the announcement of the agenda and provided that they declared their objection against the resolution for the record;

[...]

²Where the general meeting is held virtually, all shareholders tuned in to the meeting electronically are deemed appearing within the meaning of sentence 1 no. 1.

Nuremberg, April 2023

LEONI AG
The Executive Board