



**Annual General Meeting of STADA Arzneimittel AG on May 14, 2020**  
**(Virtual general meeting)**

**Information on the rights of the shareholders**

**(in accordance with section 122, para. 2, section 126, para. 1, section 127, section 131, para. 1 of the German Stock Corporation Act (*Aktiengesetz – AktG*) in conjunction with section 1, para. 2 and 3 C19-AuswBekG (as defined below))**

The convening notice to the Annual General Meeting already contains information on the rights of the shareholders in accordance with section 122, para. 2, section 126, para. 1, section 127, section 131, para. 1 AktG in conjunction with section 1, para. 2 and 3 Act on Measures in Corporate, Co-operative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID 19 Pandemic (*Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie – C19-AuswBekG*). The following details serve to give further information.

**1. Requests for supplements to the agenda (section 122, para. 2 AktG in conjunction with section 1, para. 3 sentence 4 C19-AuswBekG)**

Shareholders whose shares amount in aggregate to not less than one-twentieth of the share capital or represent an amount of the share capital corresponding to EUR 500,000.00 (this corresponds – rounded to the next higher full number of shares – to 192,308 shares), may demand that items are put on the agenda and be published. Any new item shall be accompanied by an explanation or a draft proposal. Those submitting such requests must document they have been the owners of the shares for the duration of at least 90 days prior to the day of the receipt of the request and hold the shares until such time as a decision of the Executive Board is rendered regarding their request (sections 122 para. 2, 122 para 1 sentence 3 AktG as well as section 70 AktG).

Such request is to be addressed in writing to the Executive Board of STADA Arzneimittel AG. It must be received by the Company at least 14 days before the General Meeting, i.e., at the latest by April 29, 2020, 24:00 (CEST).

Please send such requests to the following address

STADA Arzneimittel AG  
Executive Board  
Stadastraße 2-18  
61118 Bad Vilbel  
Germany

Supplements to the agenda will be published - to the extent that they have not yet been published with the convening notice - immediately upon receipt by the Company in the German Federal Gazette (*Bundesanzeiger*) and forwarded to such media capable of distributing them in the entire European Union. They will also be immediately made available on the Company's Internet page at [www.stada.com/agm2020](http://www.stada.com/agm2020) and are communicated to the shareholders.

The regulations in the German Stock Corporation Act (*Aktiengesetz*) as well as in the C19-AuswBekG stipulating this shareholders' right are as follows:

**Section 122 AktG Calling of a Meeting at the Request of a Minority (Excerpt)**

- (1) *The shareholders' meeting shall be called if shareholders, whose holding in aggregate equals or exceeds one-twentieth of the share capital, demand such meeting in writing, stating the purpose and the reasons of such meeting; such demand shall be addressed to the Executive Board. The articles may provide that the right to demand a shareholders' meeting shall require another form or the holding of a lower proportion of the share capital. Those submitting such demands must document they have been the owners of the shares for the duration of at least 90 days prior to the day of the receipt of the demand and hold the shares until such time as a decision of the Executive Board is rendered regarding their request. Section 121, para. 7 shall apply accordingly.*
- (2) *In the same manner, shareholders whose shares amount in aggregate to not less than one-twentieth of the share capital or represent an amount of the share capital corresponding to EUR 500,000, may demand that items are put on the agenda and published. Each new item shall be accompanied by an explanation or a draft proposal. The demand in the sense of sentence 1 shall be provided to the company at least 24 days, in case of listed companies at least 30 days, prior to the meeting; the day of receipt shall not be included in this calculation.*

**Section 70 AktG Computation of the Period of Shareholding**

*If the exercise of rights arising from a share requires that the shareholder has been the holder of such share for a certain period of time, the right to demand transfer of title from a credit institution, a financial services institutions, or an enterprise operating under section 53, para. 1, sentence 1 or section 53b, para. 1, sentence 1 or para. 7 of the German Banking Act (*Gesetz über das Kreditwesen*) shall be deemed equivalent to ownership. The period during which the share was owned by a predecessor shall be attributed to the shareholder, provided that he has acquired the share without consideration from his fiduciary, as a successor in legal interest by operation of law, in connection with the liquidation of a community of interest, or as a result of a transfer of assets pursuant to*

section 13 of the German Insurance Supervision Act (*Versicherungsaufsichtsgesetz*) or section 14 of the Building Loan Associations Act (*Gesetz über Bausparkassen*).

**Section 1 C19-AuswBekG Stock corporation; partnerships limited by shares; European companies (SE); mutual insurance companies (Excerpt)**

(3) *By derogation from section 123, para. 1, sentence 1, and para. 2, sentence 5 of the German Stock Corporation Act, the executive board may decide to call the general meeting on the 21st day before the date of the meeting at the latest. By derogation from section 123, para. 4, sentence 2 of the German Stock Corporation Act, the proof of share ownership in case of listed companies has to make reference to the beginning of the twelfth day before the meeting and, in case of bearer shares in the company, must be transferred to the address stated in the invitation to the meeting for this purpose by no later than the fourth day before the general meeting unless the executive board determines a shorter deadline for receipt of proof to be provided to the company in the invitation of the general meeting; deviating provisions in the articles of association are irrelevant. In the event of convocation with a shortened period of notice pursuant to sentence 1, the notification pursuant to section 125, para. 1, sentence 1 of the German Stock Corporation Act is to be made twelve days before the date of the meeting at the latest and the notification pursuant to section 125, para. 2 of the German Stock Corporation Act has to be made to those persons who are registered in the share register at the beginning of the twelfth day before the date of the general meeting. By derogation from section 122, para. 2 of the German Stock Corporation Act, supplementary motions must be received by the company at least 14 days before the meeting.*

**2. Motions and nominations of shareholders (section 126, para. 1 and section 127 AktG)**

Shareholders of the Company may submit countermotions against proposals of the Executive Board and the Supervisory Board with respect to specific agenda items as well as nominations for the election of the auditor and the election of the members of the Supervisory Board. If countermotions are meant to be made accessible, they must include an explanatory statement; nominations do not require an explanatory statement. Countermotions regarding the agenda and nominations by shareholders must be exclusively forwarded to the Company's following address:

STADA Arzneimittel AG  
Legal Department  
Stadastraße 2-18  
61118 Bad Vilbel  
Germany  
Fax: +49 (0) 6101 / 603 61 2803  
E-mail: hv2020@stada.de

Any countermotions and nominations received by the Company at the aforementioned address no later than 14 days before the day of the General Meeting, i.e. by April 29, 2020, 24.00 (CEST), will be published without undue delay after receipt on the Company's Internet page

at [www.stada.com/agm2020](http://www.stada.com/agm2020) including the name of the shareholder and – in case of motions – including the explanatory statement subject to the further conditions set out in section 126 and section 127 AktG. Possible statements of the management will also be published at the same internet address.

The Executive Board reserves the right to combine countermotions and their explanations if several shareholders present countermotions on the same subject matter of a resolution.

Any countermotions and nominations that are not addressed to the aforementioned address as well as countermotions without an explanation do not have to be made accessible.

Pursuant to the conditions of section 126, para 2 AktG, the Company is not obliged to make a countermotion or the explanation for a countermotion or a nomination accessible. Moreover, the explanation for a permissible countermotion does not need to be made accessible if it is longer than 5,000 characters in total.

In addition to the reasons stated in section 126, para. 2 AktG, a nomination also does not need to be made accessible if it does not include the proposed candidates' name(s), current profession(s) and place(s) of residence (section 124, para. 3, sentence 4 AktG). In case of nominations for the election of supervisory board members, the publication may as well be omitted if the proposal does not contain details in accordance with section 125, para. 1, sentence 5 AktG on their memberships in other supervisory boards to be established pursuant to statutory provisions. In addition, details on their memberships in comparable domestic and foreign controlling bodies of enterprises should be added.

Any countermotions and nominations from duly registered shareholders received via the Company's AGM Portal accessible at the internet address [www.stada.com/agm2020](http://www.stada.com/agm2020) by the end of May 11, 2020, 24:00 hours (CEST) will be considered in the virtual general meeting as having been filed.

The regulations of the German Stock Corporation Act (*Aktiengesetz*) stipulating these shareholders' rights, which also regulate the conditions under which the Company may refrain from making available the motions and nominations, are as follows:

**Section 126 AktG Motions by Shareholders**

- (1) *Motions by shareholders together with the shareholder's name, the grounds and any position taken by the management shall be made available to the persons entitled pursuant to section 125, para. 1 to 3 under the conditions stated therein if at least 14 days before the meeting the shareholder sends to the address indicated in the notice convening the meeting a motion counter to a proposal of the executive board and supervisory board as to an item on the agenda. The date of receipt shall not be taken into account. In the case of listed companies, access shall be provided via the company's Internet page. Section 125, para. 3 shall apply accordingly.*
- (2) *A countermotion and the grounds for this need not be made available, if:*
  1. *the Executive Board would by reason of such communication become criminally liable;*

2. *the countermotion would result in a resolution of the shareholders' meeting which would be illegal or would violate the articles of association;*
3. *the grounds contain statements which are manifestly false or misleading in material respects or which are libelous;*
4. *a countermotion of such shareholder based on the same facts was already communicated to a shareholders' meeting of the company in accordance with section 125;*
5. *the same countermotion of such shareholder on essentially identical grounds has already been communicated pursuant to section 125 to at least two shareholders' meetings of the company within the past five years and at such shareholders' meetings less than one-twentieth of the share capital represented has voted in favor of such countermotion;*
6. *the shareholder indicates that he will neither attend nor be represented at the shareholders' meeting; or*
7. *within the past two years at two shareholders' meetings the shareholder has failed to make or cause to be made on his behalf a countermotion communicated by him.*

*The statement of the grounds need not be communicated if it exceeds 5,000 characters in total.*

- (3) *If several shareholders make countermotions in respect to the same subject matter of a resolution, the Executive Board may combine such countermotions and the respective statements of the grounds.*

**Section 127 AktG Nominations by Shareholders (Excerpt)**

*Section 126 shall apply mutatis mutandis to a proposal by a shareholder for the election of members of the Supervisory Board or independent auditors. Such nomination does not need to be supported by an explanation. The Executive Board does not need to make such nomination proposal accessible if the proposal fails to contain information pursuant to section 124, para 3, sentence 4, and section 125, para. 1, sentence 5.*

**Section 124 AktG Publication of requests for supplements; proposals for resolutions (Excerpt)**

*(the following sentence 4 of para. 3, left in its context here, is relevant)*

- (3) <sup>4</sup>*The proposal for the election of members of the Supervisory Board or auditors shall state their name, profession and place of residence.*

**Section 125 AktG Communications to Shareholders and Members of the Supervisory Board (as applicable for the Annual General Meeting 2020 – Excerpt)**

*(the following sentence 5 of para. 1, left in its context here, is relevant)*

(1) <sup>5</sup>*In case of listed companies details on the membership in other Supervisory Boards to be established pursuant to statutory provisions must be added to any nomination for the election of Supervisory Board members; details on their membership in comparable domestic and foreign controlling bodies of enterprises should be added.*

**3. Right to information and opportunity for shareholders to ask questions (section 131, para. 1 AktG in conjunction with section 1, para. 2, sentence 1, no. 3, sentence 2 C19-AuswBekG)**

The shareholders' right to information is considerably restricted in the case of a virtual general meeting pursuant to section 1, para. 2 C19-AuswBekG. Accordingly, the shareholders may only ask questions by way of electronic communication (section 1, para. 2, sentence 1 no. 3 C19-AuswBekG). The Executive Board may also stipulate that questions must be submitted at least two days before the Annual General Meeting. The Executive Board of STADA Arzneimittel AG has made use of this option with the approval of the Supervisory Board. In accordance with section 1, para. 2, sentence 2 C19-AuswBekG – by derogation from section 131 German Stock Corporation Act (AktG) – the Executive Board will only decide on answers to questions by employing its due and proper discretion. According to the explanatory memorandum to section 1, para. 2, sentence 2 C19-AuswBekG, the management are not required to answer all questions under any circumstances; they can summarize questions and select meaningful questions in the interest of the other shareholders. In doing so, they may give preference to shareholder associations and institutional investors holding significant numbers of voting rights.

Duly registered shareholders may ask questions by way of electronic communication (see section 1, para. 2, sentence 1, no. 3 C19-AuswBekG). Any questions must be submitted via the Company's AGM Portal accessible at the internet address [www.stada.com/agm2020](http://www.stada.com/agm2020) no later than two days prior to the Annual General Meeting, i.e. by the end of May 11, 2020, 24:00 hours (CEST). The "ask a question" button on the AGM Portal is provided for this purpose. It is not possible to submit questions by other means.

Questions can no longer be submitted after expiry of the aforementioned deadline. It is intended that the names of those asking the questions will generally be stated as part of the Q&A process. In this respect please note the further explanations on shareholders' rights and on data protection at the end of the invitation notice.

The regulations of the C19-AuswBekG stipulating this shareholders' right are as follows:

***Section 1 C19-AuswBekG Stock corporation; partnerships limited by shares; European companies (SE); mutual insurance companies (Excerpt)***

(2) *The Executive Board may decide that the meeting is held without physical presence of shareholders or their proxies as a virtual general meeting, provided that*

1. *video and audio transmission of the entire meeting is done,*

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2. *exercise of voting rights by shareholders via electronic communication (absentee voting or electronic participation) as well as granting of authorization is possible,*
3. *shareholders receive a possibility to ask questions by way of electronic communication,*
4. *shareholders, who have exercised their voting rights in accordance with no. 2, by derogation from section 245 no. 1 of the German Stock Corporation Act, waiving the requirement to appear at the general meeting, be granted a possibility of objection against a resolution of the general meeting.*

*The Executive Board decides on the basis of due and free discretion how it answers questions and which of these; the Executive Board may also require that questions must be submitted at least two days before the meeting by means of electronic communication.*

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