

– **CONVENIENCE TRANSLATION ONLY** –

**Annual General Meeting of Cherry SE
Munich**

**on Wednesday, 17 May 2023,
at 10.00 am (CEST)**

at Haus der Bayerischen Wirtschaft, Max-Joseph-Straße 5, 80333 Munich, Germany

**Explanations on the rights of the shareholders pursuant to the third sentence, no. 3
of § 121(3) German Stock Corporation Act**

The invitation to the Annual General Meeting in section III. no. 6 already contains information regarding the rights of shareholders according to the second and third sentences of Article 56 of the Regulation (EC) No. 2157/2001 of the Council of 8 October 2001 on the Statute for a European company (SE) (SE Regulation), sec. 50(2) SE Implementing Act (SEAG), sec. 122 (2), sec. 126(1), sec. 127, sec. 131(1) and sec. 293g(3) German Stock Corporation Act. The following remarks serve as a further explanation.

1. Additions to the agenda upon request by a minority pursuant to the second and third sentences of Article 56 SE Regulation, sec. 50(2) SE Implementing Act, sec. 122(2) German Stock Corporation Act

Shareholders whose shares, alone or in the aggregate, are at least equivalent to one twentieth of the share capital or to a pro rata amount of EUR 500,000.00 (equivalent to 500,000 shares) are entitled under section 122(2) German Stock Corporation Act to request that items be placed on the agenda of the Annual General Meeting and be announced. This quorum is required according to Article 56, third sentence of the SE Regulation in conjunction with section 50(2) SEAG for additions requested by the shareholders of a European company (SE). The content of section 50(2) SEAG corresponds to section 122(2) German Stock Corporation Act. Each new item must be accompanied by reasons or a draft resolution. The request is to be addressed in writing to the Management Board of the Company and must be received by the Company according to section 122(2) third sentence German Stock Corporation Act at least 30 days before the Annual General Meeting, i.e. no later than **24:00 (midnight) (CEST) on 16 April 2023**. Requests for additions received later will not be accommodated. Please address any such request to:

**Cherry SE
Management Board
Cherrystraße 2
91275 Auerbach/OPf., Germany**

Additions to the agenda which have to be announced will be published in the Federal Gazette without undue delay after receipt of the request, unless this has already been done at the time the Annual General Meeting was convened, and forwarded to such media which can be assumed to disseminate the information throughout the European Union. These will also be published on the Company's website at

<https://ir.cherry.de/de/home/annual-general-meeting>

and communicated to the shareholders pursuant to the third sentence of section 125(1) German Stock Corporation Act.

Pursuant to section 50(2) SEAG, a shareholding period of 90 days prior to the receipt of the request within the meaning of the third sentence of section 122(1) German Stock Corporation Act is not required for a request for additions to the agenda of a general meeting of an SE.

The provisions of the SE Regulation, the SE Implementing Act and the German Stock Corporation Act underlying these shareholder rights are as follows:

Art. 56 SE regulation – Additions to the agenda

¹One or more shareholders who together hold at least 10 % of an SE's subscribed capital may request that one or more additional items be put on the agenda of any general meeting. ²The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the SE's registered office is situated or, failing that, by the SE's statutes. ³The above proportion may be reduced by the statutes or by the law of the Member State in which the SE's registered office is situated under the same conditions as are applicable to public limited-liability companies.

Sec. 50 SE Implementing Act – Convocation and additions of the agenda at the request of a minority (excerpt)

[...]

- (2) *The addition of the agenda of a General Meeting by one or more items may be requested by one or more shareholders whose shares amount in aggregate to 5 percent of the share capital or represent an amount of the share capital corresponding to 500,000 euros.*

Sec. 122 German Stock Corporation Act – Convocation at the request of a minority (excerpt)

- (1) *¹The General Meeting is to be convened if shareholders whose shares in aggregate amount to at least the twentieth part of the share capital request the convening of the General Meeting in writing, stating the purpose and reasons therefore; the request is to be addressed to the Management Board. ²The Articles of Association may provide that the right to request the convening of a General Meeting is to be made in a different form or depends on the holding of a lower proportion of the share capital. [...]*
- (2) *¹In the same manner, shareholders whose shares in aggregate amount to at least the twentieth part of the share capital or the proportionate amount of EUR 500,000 can request that items be placed on the agenda and announced. ²Each new item must be accompanied by grounds or a proposal for a resolution. ³The request within the meaning of sentence 1 must be received by the Company at the latest 24 days prior to the General Meeting, in the case of listed companies at the latest 30 days prior to the General Meeting; the day of receipt of the request is not to be included in calculating the period.*

[...]

Sec. 124 German Stock Corporation Act – Announcement of request for additions; proposals for the adoptions of resolutions (excerpt)

- (1) ¹If the minority has requested in accordance with section 122 (2) that items be placed on the agenda, such items shall be announced either at the time of the convocation or otherwise without undue delay after receipt of the request. ²Section 121 (4) shall apply accordingly; in addition, section 121 (4a) shall apply accordingly to listed companies. ³Announcement and communication shall be made in the same way as for the convening of the meeting.

[...]

2. Countermotions and nominations by shareholders pursuant to section 126 (1) and section 127 German Stock Corporation Act

Shareholders can send countermotions to proposals by the Management Board and/or Supervisory Board and submit proposals for selecting the auditors (agenda item 4) or for electing Supervisory Board members (agenda item 6).

Countermotions and nominations for election must be received at the Company no later than **24:00 (midnight) (CEST) on 2 May 2023** via one of the following contact options:

Cherry SE
Dr Kai Holtmann (Head of Investor Relations)
Cherrystraße 2
91275 Auerbach/OPf., Germany
or by email: kai.holtmann@cherry.de

If and to the extent that the countermotions and nominations for election are received via one of the aforementioned contact options in a timely manner, i.e. by **24:00 (midnight) (CEST) on 2 May 2023**, and are to be made accessible, they will be made accessible to the other shareholders without undue delay, including the name of the shareholder and any reasons, via the Company's website

<https://ir.cherry.de/de/home/annual-general-meeting>.

Any statements of opinion by the administration will also be published on this website.

A countermotion and the reasons for it need not be made accessible under the conditions found in section 126(2) German Stock Corporation Act (in conjunction with sec. 127, first sentence German Stock Corporation Act). For example, the reasons need not be made accessible if they comprise a total of more than 5,000 characters. According to section 127, third sentence German Stock Corporation Act, the Management Board need not make a nomination accessible if it does not include the information required under section 124(3), fourth sentence German Stock Corporation Act.

We would like to point out that countermotions and nominations for election that are sent to the Company in advance in a timely manner will only be included in the Annual General Meeting if they are proposed orally there. This is without prejudice to the right of the participating shareholders to propose countermotions or nominations for

election in regard to agenda items during the Annual General Meeting without having previously sent them to the Company.

The abovementioned provisions of the German Stock Corporation Act on the organisation and conduct of the General Meeting are applicable to Cherry SE pursuant to Article 53 SE Regulation.

The provisions of the SE Regulation and the German Stock Corporation Act underlying these shareholder rights are as follows:

Art. 53 SE Regulation – Organisation and conduct

Without prejudice to the rules laid down in this section, the organisation and conduct of general meetings together with voting procedures shall be governed by the law applicable to public limited-liability companies in the Member State in which the SE's registered office is situated.

Sec. 126 German Stock Corporation Act – Motions by shareholders (excerpt)

(1) *¹Motions of shareholders including the name of the shareholder, the grounds and any comments of the management are to be made accessible to those entitled in accordance with section 125 (1) to (3) subject to the conditions stated there, if the shareholder has sent a countermotion to a proposal of the Management Board and Supervisory Board on a specific item on the agenda to the company with grounds to the address specified for that purpose in the invitation at least 14 days prior to the General Meeting. ²The day of receipt of the countermotion is not to be included in calculating the period. ³In the case of listed companies, the countermotion is to be made accessible via the company's website. ⁴Section 125 (3) applies accordingly.*

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

- 1. to the extent the Management Board would be liable under criminal law by making it accessible,*
- 2. if the countermotion would result in a resolution of the General Meeting contrary to law or the Articles of Association,*
- 3. if the grounds are obviously false in significant points or contain misleading data or insults,*
- 4. if a countermotion by such shareholder based on the same facts has already been made accessible to a General Meeting of the company according to section 125,*
- 5. if the same countermotion by such shareholder based on essentially the same grounds has been made accessible in the past five years to at least two General Meetings of the company according to section 125 and less than the twentieth part of the represented share capital voted for it at the General Meeting,*
- 6. if the shareholder indicates that he/she will not attend the General Meeting and not be represented there, or*
- 7. if the shareholder has failed to submit, or cause to be submitted, a countermotion sent by him/her in the past two years at two General Meetings.*

²The grounds need not be made accessible if they amount in total to more than 5,000 characters.

- (3) *If several shareholders submit countermotions on the same resolution subject matter, the Management Board can combine the countermotions and their grounds.*

[...]

Sec. 127 German Stock Corporation Act – Nominations for election by shareholders (excerpt)

¹Section 126 applies accordingly to nominations by a shareholder on the election of Supervisory Board members or of auditors. ²No grounds need to be specified for the nomination. ³The Management Board is not obliged to make the election proposal accessible if the proposal does not contain the information according to section 124 (3), fourth sentence and section 125 (1) fifth sentence. [...]

Sec. 124 German Stock Corporation Act – Notice by publication of requests for additions; guidance regarding resolutions (excerpt)

[...]

- (3) [...] ⁴The nominations for the election of members of the Supervisory Board or auditors shall state their names, profession exercised and place of residence.
[...]

[...]

Sec. 125 German Stock Corporation Act – Notifications for shareholders and members of the supervisory board (excerpt)

- (1) [...] ⁵In case of listed companies, information on the nominees' memberships of other legally mandated supervisory boards is to be attached to any nomination for the election of members of the Supervisory Board; information on their memberships of comparable domestic and foreign supervisory committees of businesses should be attached.

[...]

3. Rights to information under section 131 and section 293g(3) German Stock Corporation Act

At the Annual General Meeting, each shareholder or their representative may request information from the Management Board on the affairs of the Company to the extent that such information is necessary for an objective evaluation of the subject matter of the agenda (section 131(1) German Stock Corporation Act).

The duty to provide information also extends to the legal and business relationships of the Company with an affiliated company as well as to the situation of the group and the companies included in the consolidated financial statements. The Management Board may refuse to provide information for the reasons listed in section 131(3) German Stock Corporation Act.

Under sec. 293g(3) German Stock Corporation Act, information on agenda item 7 must also be provided to each shareholder upon request at the Annual General Meeting on all matters of Cherry Peripherals GmbH that are material to entering into the Profit and Loss Transfer Agreement.

The chairperson of the Annual General Meeting may, inter alia, reasonably limit the time allowed for shareholders to ask questions and speak according to section 18 of the Articles of Association of the Company.

The abovementioned provisions of the German Stock Corporation Act on the organisation and conduct of the General Meeting are applicable to Cherry SE pursuant to Article 53 SE Regulation.

The provisions of the SE Regulation, the German Stock Corporation Act and the Articles of Association of the Company underlying these shareholder rights are as follows:

Art. 53 SE Regulation – Organisation and conduct

Without prejudice to the rules laid down in this section, the organisation and conduct of general meetings together with voting procedures shall be governed by the law applicable to public limited-liability companies in the Member State in which the SE's registered office is situated.

Sec. 131 German Stock Corporation Act – Shareholder's right to request information (excerpt)

(1) *¹Each shareholder shall upon request be provided with information at the General Meeting by the managing board regarding the affairs of the company insofar as such information is necessary for a proper evaluation of the item on the agenda. ²The obligation to provide information also extends to the Company's legal and business relationships with any affiliated company. ³If a Company makes use of the eased requirements pursuant to section 266 (1) sentence 3, section 276 or section 288 of the German Commercial Code, each shareholder may request that the annual financial statements be presented to him at the General Meeting on such financial statements in the form that would have been used without the eased requirements. ⁴The obligation of the managing board of a parent company (section 290 (1) and (2) of the German Commercial Code) to provide information at the General Meeting at which the consolidated financial statements and management report are submitted also extends to the situation of the group and the companies included in the consolidated financial statements.*

[...]

(2) *¹The information provided is to comply with the principles of conscientious and faithful accounting. ²The articles of association or the rules of procedure pursuant to section 129 may grant authority to the chairperson of the meeting to impose reasonable time limits on the shareholder's right to ask questions and to speak, and may also allow them to make further determinations concerning the details in this regard.*

(3) *¹The Management Board may refuse to provide information,*

1. *insofar as the provision of the information is likely, according to sound business judgment, to cause not inconsiderable disadvantage to the Company or an affiliated company;*
2. *insofar as it relates to tax valuations or the amount of individual taxes;*
3. *on the difference between the value at which items have been recognized in the annual balance sheet and a higher value of such items, unless the General Meeting approves the annual financial statements;*
4. *on the accounting and valuation methods, insofar as the disclosure of these methods in the notes to the financial statements is sufficient to provide a true and fair view of the net assets, financial position and results of operations of the Company within the meaning of section 264 (2) of the German Commercial Code; this shall not apply if the General Meeting adopts the annual financial statements;*
5. *insofar as the Management Board would be liable under criminal law by providing the information;*
6. *insofar as, in the case of a credit institution, a financial services institution or a securities institution, information need not be provided on the accounting and valuation methods applied and offsetting carried out in the annual financial statements, management report, consolidated financial statements or group management report;*
7. *insofar as the information is continuously accessible on the Company's website for at least seven days prior to the beginning and during the General Meeting.*

²Any refusal to provide information for other than the grounds set out above is not permissible.

(4) ¹If a shareholder has been provided with information outside the General Meeting on account of his or her capacity as a shareholder, such information shall be provided to any other shareholder upon request at the General Meeting, even if it is not necessary for the proper assessment of the item of the agenda.[...] ³The Management Board may not refuse to provide information in accordance with paragraph 3 sentence 1 nos. 1 to 4. ⁴Sentences 1 to 3 shall not apply if a subsidiary (section 290 (1), (2) of the German Commercial Code), a joint venture (section 310 (1) of the German Commercial Code) or an associated company (section 311 (1) of the German Commercial Code) provides the information to a parent company (section 290 (1), (2) of the German Commercial Code) for the purpose of including the company in the consolidated financial statements of the parent company and the information is required for this purpose.

(5) ¹If a shareholder's request for information is refused, he or she may demand that his or her question and the grounds for refusing to provide the information be recorded in the minutes of the meeting. [...]

Sec. 293g German Stock Corporation Act – Conduct of the general meeting (excerpt)

[...]

- (3) *Upon request of any shareholder at the general meeting, he or she is to be provided also with information about any and all matters of the other contracting party that are material to the conclusion of the agreement.*

Sec. 18 Articles of Association of the Company (excerpt)

[...]

- (2) *¹The chairperson of the General Meeting chairs the proceedings of the meeting and directs the course of the proceedings at the General Meeting. [...] ³The Chairperson shall determine the sequence of speakers and the consideration of the items on the agenda as well as the form, the procedure and the further details of voting; the chairperson may also, to the extent permitted by law, decide on the bundling of factually related items for resolution into a single voting item.*
- (3) *¹The chairperson of the General Meeting is authorized to impose a reasonable time limit on the right to ask questions and to speak. ² In particular, the chairperson may establish at the beginning of or at any time during the General Meeting, a limit on the time allowed to speak or to ask questions or on the combined time to speak and ask questions, determine an appropriate time frame for the course for the entire General Meeting, for individual items on the agenda or individual speakers; the chairperson may also, if necessary, close the list of requests to speak and order the end of the debate.*