

- CONVENIENCE TRANSLATION ONLY -

Cherry AG

Munich

ISIN DE000A3CRRN9 / WKN A3CRRN

Invitation to the Annual General Meeting 2022

(virtual Annual General Meeting)

The shareholders of our company are hereby invited to the Annual General Meeting of Cherry AG (also referred to below as the “**Company**”), taking place on

Wednesday, 8 June 2022,

at 10:00 hours (CEST).

The Annual General Meeting will take place exclusively as a virtual general meeting without the physical presence of the shareholders and their proxies (with the exception of the voting proxies designated by the Company). The place of the meeting within the meaning of the German Stock Corporation Act (*Aktiengesetz*, AktG) is Haus der Bayerischen Wirtschaft, Max-Joseph-Str. 5, 80333 Munich.

The Annual General Meeting will be broadcast live with video and audio transmission for those of our shareholders who are duly registered and their proxies on the password-protected AGM Portal on the Company’s website at

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

The shareholders and their proxies will cast their votes exclusively by Electronic Postal Vote or by granting power of attorney to the voting proxies appointed by the Company. More detailed explanations can be found below under Part III.

I. Agenda

- 1. Presentation of the adopted annual financial statements and the consolidated financial statements approved by the Supervisory Board as at 31 December 2021, the summarised management report for the Company and the Group for the 2021 financial year, the report of the Supervisory Board for the 2021 financial year and the version of the explanatory report of the Management Board on the disclosures pursuant to sections 289a(1) and 315a(1) of the German Commercial Code (*Handelsgesetzbuch*, HGB) applicable to the 2021 financial year**

The above documents will be available on the internet from the time the Annual General Meeting is convened and during the Annual General Meeting at

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

They will also be explained in more detail during the Annual General Meeting.

The Supervisory Board has approved the annual financial statements prepared by the Management Board and the consolidated financial statements. The annual financial statements have therefore been adopted in accordance with section 172 of the German Stock Corporation Act. Therefore, a resolution by the General Meeting regarding this agenda item 1 is not required.

- 2. Resolution on the approval of the acts of the members of the Management Board for the 2021 financial year**

The Management Board and Supervisory Board propose that the acts of the members of the Management Board in office during the financial year 2021 be formally approved for this period.

- 3. Resolution on the approval of the acts of the members of the Supervisory Board for the 2021 financial year**

The Management Board and Supervisory Board propose that the acts of the members of the Supervisory Board in office during the financial year 2021 be formally approved for this period.

- 4. Resolution on the appointment of the auditors for the audit of the annual financial statements and consolidated financial statements and for any audit review of the**

condensed financial statements and the interim management report, as well as for any audit review of additional interim financial information

- a) Following the recommendation of its audit committee, the Supervisory Board proposes that Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, with its registered office in Stuttgart, Essen branch, be appointed as auditors for the audit of the annual financial statements and consolidated financial statements for the 2022 financial year.
- b) Following the recommendation of its audit committee, the Supervisory Board proposes that Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, with its registered office in Stuttgart, Essen branch, be appointed as auditors for any audit review of additional interim financial information (section 115(7) German Securities Trading Act (*Wertpapierhandelsgesetz*, WpHG)) in the 2022 financial year.
- c) Following the recommendation of its audit committee, the Supervisory Board proposes that Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, with its registered office in Stuttgart, Essen branch, be appointed as auditors for any audit review of additional interim financial information (section 115(7) German Securities Trading Act) in the 2023 financial year until the next annual general meeting.

It is intended that agenda items 4a), 4b) and 4c) will be voted on individually.

The audit committee explained that its recommendation is free from undue influence by a third party and that no clause restricting its choice within the meaning of Article 16(6) of Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC (EU Audit Regulation) was imposed on it.

5. Resolution on the approval of the Compensation Report for the 2021 financial year

Following the amendment of the German Stock Corporation Act by the German Act Implementing the Second Shareholder Rights Directive (*Gesetz zur Umsetzung der zweiten Aktionärsrechterichtlinie ("ARUG II")*), a compensation report pursuant to section 162 German Stock Corporation Act has to be prepared by the management board and supervisory board and presented to the general meeting for approval as specified in section 120a(4) German Stock Corporation Act.

The Company's Compensation Report for the 2021 financial year was reviewed by the Company's auditors in accordance with section 162(3) German Stock Corporation

Act to establish whether the information set out in section 162(1) and (2) German Stock Corporation Act required by law had been provided. The opinion regarding the review of the Compensation Report is attached to the Compensation Report.

The Compensation Report for the 2021 financial year and the opinion regarding the review by the auditors are found in Part II.1 as an annex to this agenda item 5 and on the Company's website at <https://ir.cherry.de/de/home/annual-general-meeting/>.

The Management Board and Supervisory Board propose that the Company's Compensation Report for the 2021 financial year prepared and reviewed in accordance with section 162 German Stock Corporation Act is approved.

6. Resolution on the approval of the compensation system for the members of the Management Board

The general meetings of listed companies are required under section 120a(1) of the German Stock Corporation Act to resolve on the approval of the compensation system for the members of the management board submitted by the supervisory board whenever there is a significant change to the compensation system, but at least every four years. This resolution by the general meeting now has to take place in the first ordinary general meeting after the Company's initial public offering.

On 20 April 2022, the Supervisory Board resolved a compensation system for the members of the Management Board which will be effective from 1 July 2022. As a result, the Supervisory Board will be submitting the new compensation system determined by it for approval in accordance with the first sentence of section 120a(1) of the German Stock Corporation Act. The new compensation system was devised by the Supervisory Board with the support of an independent advisor and meets the new requirements in section 87a German Stock Corporation Act introduced by the SRD II Implementing Act and the recommendations of the German Corporate Governance Code, as amended on 16 December 2019 ("**Corporate Governance Code**"), to the extent that no deviations are declared.

The Supervisory Board proposes that the compensation system for the members of the Management Board of Cherry AG resolved by the Supervisory Board on 20 April 2022 and described below under Part II.2 as an Annex to this agenda item 6 is approved.

7. Resolution on the compensation system and the compensation for the members of the Supervisory Board

The general meetings of listed companies are required under section 113(3) German Stock Corporation Act to pass a resolution on the compensation of the members of

their supervisory board at least every four years. This resolution by the general meeting now has to take place no later than at the end of the first ordinary general meeting following the Company's initial public offering. The resolution has to contain detailed information on the compensation. The compensation may also continue to be determined in the articles of association, in which case the detailed information on the compensation from the resolution of the general meeting may be omitted.

The current arrangements regarding the compensation of the members of the Supervisory Board are determined in Article 14 of the Company's Articles of Association. Following a review, the Management Board and Supervisory Board came to the conclusion that the compensation arrangements for the members of the Supervisory Board in Article 14 of the Company's Articles of Association are reasonable and in the Company's best interests.

Therefore, the Management Board and Supervisory Board propose that the compensation system for the Supervisory Board of Cherry AG described below under Part II.3 as an Annex to this agenda item 7 and the compensation for the members of the Supervisory Board resulting from it are confirmed in accordance with Article 14 of the Company's Articles of Association.

8. Resolution on the approval of the conclusion of a profit and loss transfer agreement between Cherry AG and Cherry Digital Health GmbH

Cherry AG and Cherry Digital Health GmbH, Munich, whose sole shareholder is Cherry AG, entered into a profit and loss transfer agreement on 29 November 2021. The profit and loss transfer agreement is intended to enable a tax group to be set up between Cherry AG and Cherry Digital Health GmbH for corporate income and trade tax purposes. The profit and loss transfer agreement requires the approval of the general meeting in order to be effective.

The Management Board and Supervisory Board propose that the profit and loss transfer agreement between Cherry AG and Cherry Digital Health GmbH dated 29 November 2021 is approved.

The profit and loss transfer agreement between Cherry AG and Cherry Digital Health GmbH dated 29 November 2021 has the following contents:

"Profit and Loss Transfer Agreement

between

Cherry AG with its registered office in Munich, registered in the commercial register of Munich Local Court (*Amtsgericht Munich*) under HRB 266697,

– the “**Controlling Company**” –

and

Cherry Digital Health GmbH with its registered office in Munich, registered in the commercial register of Munich Local Court under HRB 260181,

– the “**Controlled Company**” –

– the Controlling Company and the Controlled Company also referred to jointly as the “**Parties**” or individually as a “**Party**” –

Preamble

The Controlling Company is the sole shareholder of the Controlled Company.

The Controlled Company is therefore closely connected to the Controlling Company financially. The following Profit and Loss Transfer Agreement (referred to below as the “**Agreement**”) is to be entered into in order to create a tax group within the meaning of sections 14 and 17 German Corporate Income Tax Act (*Körperschaftsteuergesetz*, KStG).

1

Transfer of profits

1. The Controlled Company agrees to transfer its entire profits to the Controlling Company in accordance with section 291(1), first sentence, second alternative German Stock Corporation Act (profit and loss transfer agreements) (subject to other retained earnings created and dissolved in accordance with clause 2) within the meaning and scope of section 301 German Stock Corporation Act, as amended from time to time.
2. The Controlled Company may place amounts from the annual net profits in other retained earnings within the meaning of section 272(3) German Commercial Code (*Handelsgesetzbuch*, HGB) with the approval of the Controlling Company to the extent permitted under commercial law and economically justified based on reasonable commercial judgement. Other retained earnings within the meaning of section 272(3) German Commercial Code that are set aside during the term of this Agreement are to be dissolved at the request of the Controlling Company and to be used in order to compensate any net loss for the year or to be transferred as profit.

3. Transferring amounts from the dissolution of other retained profits and from profits carried forward created from or arising from profits which were generated before the financial year in which this Agreement becomes effective and capital reserves within the meaning of section 272(2) German Commercial Code created before or during the term of this Agreement is excluded. The distribution of profits from the dissolution of such pre-contractual other retained earnings and such capital reserves created under section 272(2) German Commercial Code before or during the term of this Agreement outside this Agreement is permitted.
4. In any case, the Parties agree that the entire provisions of section 301 German Stock Corporation Act, as amended from time to time, apply by analogy.

2

Assumption of losses

The Controlling Company is required to assume any losses under the provisions of section 302 German Stock Corporation Act, as amended from time to time, to be applied by analogy to profit and loss transfer agreements.

3

Due dates, advance payments

1. The obligation to transfer profits or compensate losses arises on the balance sheet date of the Controlled Company and is due on this date.
2. The Controlling Company may claim advance payments towards a transfer of profits to which the Controlling Company is expected to be entitled for the financial year prior to the due date, provided that the Controlled Company's liquidity permits such advance payments. The Controlled Company may claim advance payments towards a net loss expected to be compensated for the financial year to the extent that it requires such advance payments considering its liquidity. Possible advance payments are to be offset against the value of the profit transfer actually due or the net loss for the year actually to be compensated. If and to the extent that the advance payments exceed these actual claims, this difference is to be reimbursed by the recipient of the advance payments.

4

Compensation and settlement by analogy with sections 304 to 405 German Stock Corporation Act

Compensation or settlement by analogy with sections 304 to 305 German Stock Corporation Act to outside shareholders will not take place, as the Controlled Company does not have any outside shareholders.

5

Effective date, term of the Agreement

1. This Agreement requires the approval of the shareholders' meetings of the Parties entering into the Agreement.
2. The Agreement will become effective upon being entered in the commercial register responsible for the Controlled Company and will then apply for the entire financial year running at the time of entry in the commercial register.
3. The Agreement is entered into for an unlimited period of time.
4. Either Party may terminate the Agreement observing a notice period of three (3) months to the end of a financial year of the Controlled Company, but no earlier than at the end of the financial year after the expiry of which the minimum tax term of a profit and loss transfer agreement prescribed in section 14(1) no. 3 of the German Corporate Income Tax Act, which is required for recognition of the corporate income and trade tax group, has been fulfilled (according to the current legal situation five (5) years (60 months)), calculated from the start (00.00 hours) of the financial year in which this Agreement became effective by being registered in the commercial register responsible for the Controlled Company ("**Minimum Term**"). If this Agreement is registered in the financial year commencing on 1 January 2021, the Minimum Term will expire at the close (midnight) of 31 December 2025 or, if no financial year of the Controlled Company ends on that date, at the close of the financial year in progress on that date.
5. This is without prejudice to the right to terminate for cause. The Controlling Company is in particular but not exclusively entitled to terminate for cause if one of the following circumstances occurs:
 - a) the recognition of this Agreement for tax purposes is denied with legally binding effect by a tax notice or judgment or is in danger of being denied on the basis of administrative orders;
 - b) the Controlling Company no longer holds a majority of the equity capital or voting rights in the Controlled Company;

- c) good cause within the meaning of Guideline 60(6) German Corporate Income Tax Guidelines (*Körperschaftsteuer-Richtlinien*, KStR) 2004 or of an equivalent provision which is applicable at the time of termination of this Agreement otherwise exists.
6. Any notice of termination must be made in writing and signed.
7. If this Agreement ends, the Controlling Company is required to provide the Controlled Company's creditors with security in accordance with section 303 German Stock Corporation Act.

6

Contract amendment

Any amendments or additions to the provisions of this Agreement must be in writing and signed. This also applies to this clause regarding signed written form.

7

Final provisions

1. The provisions of this Agreement are to be interpreted in such a way that the tax group for income tax purposes intended by the Parties becomes fully effective. Should any of the provisions of the Agreement be or become ineffective or void, this will not affect the legal validity of the remainder of the provisions. The contractual provision concerned is to be replaced with another provision which comes as close as possible to the intended purpose. The same applies in the event that the provisions of the Agreement contain any omissions.
2. If the application of statutory provisions is intended in this Agreement, the latest version of the relevant statutory provisions is to be applied unless otherwise explicitly agreed in this Agreement."

Cherry AG is the sole shareholder of Cherry Digital Health GmbH, meaning that it is not necessary to have the Profit and Loss Transfer Agreement reviewed by a contract auditor in accordance with section 293b(1) German Stock Corporation Act.

The following documents will be available on the Company's website at <https://ir.cherry.de/de/home/annual-general-meeting/> from the time of convening of this General Meeting:

- the Profit and Loss Transfer Agreement between Cherry AG and Cherry Digital Health GmbH dated 29 November 2021;
- the joint report of the Management Board of Cherry AG and the management of Cherry Digital Health GmbH submitted under section 293a German Stock Corporation Act;
- the adopted annual financial statements and the approved consolidated financial statements of Cherry AG and the summarised management report for the Company and the group for the 2021 financial year as well as the adopted annual financial statements and the approved consolidated financial statements of Cherry Holding GmbH (now Cherry AG) for the 2020 financial year.

Approved annual financial statements and management reports are not available for Cherry Digital Health GmbH. Cherry Digital Health GmbH was newly incorporated upon being registered in the commercial register on 19 October 2020. Cherry Digital Health GmbH was exempted from preparing, auditing and disclosing the annual financial statements and management report in accordance with section 264(3) German Commercial Code for the 2021 financial year and was included in the consolidated financial statements of Cherry AG. Cherry AcquiCo GmbH (now Cherry AG) was not economically active in the 2019 financial year and was only activated in the 2020 financial year through economic re-establishment (*wirtschaftliche Neugründung*). Therefore, no further approved annual financial statements and management reports are available for Cherry AcquiCo GmbH (now Cherry AG).

Upon request, each shareholder will receive a copy of these documents without delay and free of charge. The documents will also be accessible during the virtual Annual General Meeting on the Company's website at <https://ir.cherry.de/de/home/annual-general-meeting/>.

9. Resolution on the conversion of the Company into a European company (*Societas Europaea*, SE)

The Management Board and Supervisory Board propose adopting the following resolution, in which under the first sentence of section 124(3) of the German Stock Corporation Act only the Supervisory Board submits the proposal for the appointment of the auditors of the financial statements and consolidated financial statements of the future company Cherry SE as well as the auditors for any audit review of interim financial information to be prepared by the next General Meeting of Cherry SE (clause 11 of the Draft Terms of Conversion):

The Draft Terms of Conversion of 8 April 2022 (Deed of Notary Sebastian Herrler with offices in Munich, Deed No. H 1549/2022) on the conversion of Cherry AG into a European company (*Societas Europaea*, SE) are approved; the Articles of Association of Cherry SE attached to the Draft Terms of Conversion as an annex are approved.

The wording of the Draft Terms of Conversion and the Articles of Association of Cherry SE annexed to the Draft Terms of Conversion are attached under Part II.4 below as an Annex to this agenda item 9.

In the context of the change in legal form to a European company (*Societas Europaea*, SE) under the name of Cherry SE, no new equity capital will be created. The Authorised Capital pursuant to Article 4(3) of the Articles of Association of Cherry AG will continue to exist for Cherry SE to the value existing at the time of change in legal form. Furthermore, the Conditional Capital pursuant to Article 4(9) of the Articles of Association of Cherry AG will continue to exist for Cherry SE to the value existing at the time of change in form. For further details, reference is made to section 3 of the Draft Terms of Conversion attached below under Part II.4 as an Annex to this agenda item 9.

The following documents relating to agenda item 9 will be available on the Company's website at <https://ir.cherry.de/de/home/annual-general-meeting/> from the time of convening of this Annual General Meeting and can also be viewed there during the virtual Annual General Meeting:

- the notarised Draft Terms of Conversion dated 8 April 2022, including the Articles of Association of Cherry SE attached as an Annex;
- the Conversion Report of the Management Board of Cherry AG dated 25 April 2022;
- the certificate of the independent court-appointed experts Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Graf-Adolf-Platz 15, 40213 Düsseldorf, pursuant to Article 37(6) SE Regulation;
- the adopted annual financial statements and the approved consolidated financial statements of Cherry AG and the summarised management report for the Company and the group for the 2021 financial year as well as the adopted annual financial statements and approved consolidated financial statements of Cherry Holding GmbH (now Cherry AG) for the 2020 financial year.

Cherry AcquiCo GmbH (now Cherry AG) was not economically active in the 2019 financial year and was only activated in the 2020 financial year through economic re-establishment (*wirtschaftliche Neugründung*). Therefore, no further approved annual

financial statements and management reports are available for Cherry AcquiCo GmbH (now Cherry AG).

10. Resolution on the election of the members of the first Supervisory Board of Cherry SE

When the change in the Company's legal form proposed under agenda item 9 of this General Meeting becomes effective, the offices of the members of the Supervisory Board of Cherry AG will end. This means that when the Company's change in form to a European company (*Societas Europaea*, SE) becomes effective, the members of the first Supervisory Board of Cherry SE have to be reappointed in line with the requirements in Regulation (EG) No 2157/2001 of the Council of 8 October 2001 on the Statute for a European company (SE) ("**SE Regulation**") and the Articles of Association of Cherry SE.

According to Article 40(2) and (3) SE Regulation in conjunction with section 17(1) of the German SE Implementation Act (*SE-Ausführungsgesetz*, SEAG) and Article 10(1) of the Articles of Association of Cherry SE, the Supervisory Board of Cherry SE consists of seven members who are elected by the General Meeting. The term of office of the members of the first Supervisory Board of Cherry SE ends at the end of the general meeting that resolves on the formal approval of the members' acts for the first financial year of Cherry SE (Article 10(2), third sentence of the Articles of Association of Cherry SE).

Therefore, the Supervisory Board recommends electing the following persons as members of the first Supervisory Board of Cherry SE following the recommendation of its nomination committee:

- a) Mr **James Burns**, independent advisor, resident in San Jose, California, United States,
- b) Mr **Joachim Coers**, investor, resident in Nonnenhorn, Germany
- c) Ms **Heather Faust**, co-founder of private equity firm Argand, resident in Chatham, New Jersey, United States,
- d) Mr **Steven M. Greenberg**, patent attorney, resident in Boynton Beach, Florida, United States,
- e) Mr **Tariq Osman**, private equity investor, resident in New York, NY, United States,
- f) Mr **Dino Sawaya**, private equity investor, resident in New Canaan, Connecticut, United States, and
- g) Mr **Marcel Stolk**, independent advisor, resident in Amsterdam, Netherlands.

The election will take effect in each case as of the time of registration of the change of the Company's legal form resolved under agenda item 9 of this Annual General Meeting in the commercial register and for a term of office until the end of the Annual General Meeting resolving on approval of the members' acts for the first financial year of Cherry SE.

The nominations take into account the objectives determined by the Supervisory Board regarding its composition and seek to satisfy the skills profile developed by the Supervisory Board for the board as a whole. The members of the Supervisory Board nominated for election who are already in office have provided an assurance that they are still able to devote the expected amount of time to serving on the Supervisory Board of the Company.

Joachim Coers, Heather Faust, Tariq Osman and Dino Sawaya have specialist knowledge in the field of accounting. In particular James Burns has specialist knowledge in the field of auditing. The Supervisory Board is convinced that the members of the Supervisory Board are as a whole familiar with the sector in which the Company operates in the future for the purposes of the last clause of section 100(5) German Stock Corporation Act in the future.

The members of the Supervisory Board intend, in the event of their re-election, to also staff the Audit Committee of the Supervisory Board of Cherry SE in such a way that at least 50% of the members of the Audit Committee, including the chairperson

of the Audit Committee, are independent of the Company, its Management Board and any shareholder with significant holdings in the Company.

More information on the candidates nominated for election, in each case including a CV providing information on relevant knowledge, skills and professional experience as well as information on memberships in statutory supervisory boards and comparable domestic and foreign supervisory bodies of business enterprises (section 125(1), fifth sentence German Stock Corporation Act) and in accordance with the recommendations of the German Corporate Governance Code (GCGC) is provided in Part II.5 following the agenda. This information is also available on the Company's website at <https://ir.cherry.de/de/home/annual-general-meeting/>.

11. Resolution on the creation of new Authorised Capital 2022 with the option to exclude subscription rights and on the corresponding change to the Articles of Association

The members of the Company's Management Board and the members of management bodies of affiliates of the Company in Germany and other countries take part in share-based compensation schemes. The Company has the option of satisfying the claims for compensation against the Company resulting from this in shares of the Company. Authorised capital is to be created for this purpose.

In addition, the Management Board is to be authorised to transfer shares in the Company from authorised capital to employees of the Company and its affiliates as part of an employee stock option plan (employee shares).

For this reason, the plan is to create additional authorised capital (Authorised Capital 2022) after the change of the Company's legal form to a European company (*Societas Europaea*, SE) proposed for resolution under agenda item 9 of this Annual General Meeting becomes effective.

The Management Board and Supervisory Board propose adopting the following resolution:

a) Creation of Authorised Capital 2022

The Management Board is authorised to increase the share capital of the Company in the time up to 7 June 2027 with the approval of the Supervisory Board on one or more occasions by a total of up to EUR 2,150,000.00 by issuing up to 2,150,000 no-par value bearer shares against contributions in cash and/or in kind (Authorised Capital 2022) after the change of the legal form of the Company to the form of a European company (*Societas Europaea*, SE) proposed

for resolution under agenda item 9 of this Annual General Meeting becomes effective.

The shareholders generally have to be granted a subscription right. According to section 186(5) of the German Stock Corporation Act, the shares may also be taken up by one or more credit institutions or companies operating pursuant to section 53(1), first sentence or section 53b(1), first sentence or (7) of the German Banking Act (*Kreditwesengesetz*, KWG), with the obligation to offer them for subscription to the shareholders of the Company ("indirect subscription right").

However, the Management Board is authorised to exclude the shareholders' subscription rights for one or more capital increases with the approval of the Supervisory Board in the context of the Authorised Capital 2022,

- (i) in order to grant new shares to members of the Company's Management Board, members of the representative body of an affiliate of the Company within the meaning of section 15 of the German Stock Corporation Act or employees of the Company and its affiliates within the meaning of section 15 of the German Stock Corporation Act in exchange for contributions in cash and/or in kind, including receivables due from the Company, as part of share ownership or other share-based schemes. The new shares may also be issued by involving a credit institution or a company involved in activities set out in section 53(1), first sentence or section 53b(1), first sentence or subsection 7 of the German Banking Act as an intermediary. To the extent legally permitted, the new shares may also be issued in such a way that the contribution to be made towards them is covered by the part of the net profit for the year which the Management Board and the Supervisory Board could allocate to other revenue reserves pursuant to section 58(2) German Stock Corporation Act. If shares are to be granted to members of the Company's Management Board, the Supervisory Board of the Company will decide on this;
- (ii) limited to the issue of up to 243,000 new no-par value bearer shares against contributions in cash, to the extent that this is necessary in order to issue shares to employees of the Company or its affiliates within the meaning of section 15 German Stock Corporation Act excluding the members of the Management Board and the Supervisory Board of the Company and of the management boards, supervisory boards and other members of governing bodies of the Company's affiliates within the meaning of section 15 German Stock Corporation (employee shares). The new shares may also be issued by involving a credit institution or a

company involved in activities set out in section 53(1), first sentence or section 53b(1), first sentence or subsection 7 of the German Banking Act as an intermediary. To the extent legally permitted, the employee shares may also be issued in such a way that the contribution to be made towards them is covered by the part of the net profit for the year which the Management Board and the Supervisory Board can allocate to other revenue reserves pursuant to section 58(2) German Stock Corporation Act;

- (iii) in order to implement a stock dividend in which shares in the Company are issued (also partially and/or optionally) against contribution of dividend claims of the shareholders ("scrip dividend").

According to this authorisation, shares excluding the shareholders' subscription rights may only be issued in the context of the Authorised Capital 2022 if the total of the new shares together with shares which are issued or transferred by the Company during the term of the Authorised Capital 2022 under another authorisation excluding the shareholders' subscription rights or which are to be issued on the basis of a convertible bond and/or bond with warrants issued during the term of the Authorised Capital 2022 based on utilisation of another authorisation excluding the subscription right do not account in total for more than 10% of the Company's share capital at the time this authorisation becomes effective.

The Management Board is furthermore authorised to determine the additional contents of the share rights and the terms and conditions of the share issue with the approval of the Supervisory Board. This also includes determining the dividend entitlement for the new shares, which in derogation of section 60(2) German Stock Corporation Act may also be determined for a financial year that has already expired. The Supervisory Board is authorised to amend the wording of the Articles of Association to reflect this after the Authorised Capital 2022 has been utilised or the time limit for utilisation of the Authorised Capital 2022 has expired.

b) Amendments to the Articles of Association

When the change in the Company's legal form to the form of a European company (*Societas Europaea*, SE) proposed under agenda item 9 of this General Meeting becomes effective, a new paragraph (5) with the following wording will be inserted in Article 4 of the Company's Articles of Association following paragraph (4):

“The Management Board is authorised to increase the Company’s share capital in the time up to 8 June 2027 on one or more occasions with the approval of the Supervisory Board by up to a total of EUR 2,150,000.00 (in words: two million one hundred and fifty thousand euros) by issuing up to 2,150,000 new no-par value bearer shares against contributions in cash contributions and/or in kind (“**Authorised Capital 2022**”).

The shareholders generally have to be granted a subscription right. The new shares may also be issued by involving a credit institution or a company involved in activities set out in section 53(1), first sentence or section 53b(1), first sentence or subsection 7 of the German Banking Act (*Kreditwesengesetz*, KWG) as an intermediary.

However, the Management Board is authorised to exclude the shareholders’ subscription rights for one or more capital increases with the approval of the Supervisory Board in the context of the Authorised Capital 2022,

- (i) in order to grant new shares to members of the Company’s Management Board, members of the representative body of an affiliate of the Company within the meaning of section 15 of the German Stock Corporation Act or employees of the Company and its affiliates within the meaning of section 15 of the German Stock Corporation Act in exchange for contributions in cash and/or in kind, including receivables due from the Company, as part of share ownership or other share-based schemes. To the extent legally permitted, the new shares may also be issued in such a way that the contribution to be made towards them is covered by the part of the net profit for the year which the Management Board and the Supervisory Board could allocate to other revenue reserves pursuant to section 58(2) German Stock Corporation Act. If shares are to be granted to members of the Company’s Management Board, the Supervisory Board of the Company will decide on this;
- (ii) limited to the issue of up to 243,000 new no-par value bearer shares against contributions in cash, to the extent that this is necessary in order to issue shares to employees of the Company or its affiliates within the meaning of section 15 German Stock Corporation Act excluding the members of the Management Board and the Supervisory Board of the Company and of the management boards, supervisory boards and other members of governing bodies of the Company’s affiliates (employee shares). The new shares may also be issued by involving a credit institution or a company involved in activities set out in section 53(1), first sentence or section 53b(1), first sentence or subsection 7 of the German

Banking Act as an intermediary. To the extent legally permitted, the employee shares may also be issued in such a way that the contribution to be made towards them is covered by the part of the net profit for the year which the Management Board and the Supervisory Board can allocate to other revenue reserves pursuant to section 58(2) German Stock Corporation Act;

- (iii) in order to implement a scrip dividend in which shares in the Company are issued (also partially and/or optionally) against contribution of dividend claims of the shareholders).

According to this authorisation, shares excluding the shareholders' subscription rights may only be issued in the context of the Authorised Capital 2022 if the total of the new shares together with shares which are issued or transferred by the Company during the term of the Authorised Capital 2022 under another authorisation excluding the shareholders' subscription rights or which are to be issued on the basis of a convertible bond and/or bond with warrants issued during the term of the Authorised Capital 2022 based on utilisation of another authorisation excluding the subscription right do not account in total for more than 10% of the Company's share capital at the time this authorisation becomes effective.

The Management Board is furthermore authorised to determine the additional contents of the share rights and the terms and conditions of the share issue with the approval of the Supervisory Board. This also includes determining the dividend entitlement for the new shares, which in derogation of section 60(2) German Stock Corporation Act may also be determined for a financial year that has already expired. The Supervisory Board is authorised to amend the wording of the Articles of Association to reflect this after the Authorised Capital 2022 has been utilised or the time limit for utilisation of the Authorised Capital 2022 has expired."

c) Application for entry in the commercial register

The Management Board is instructed file an application for entry of the amendment of the Articles of Association in order to create Authorised Capital 2022 resolved under b) above of this agenda item 11 after the change of the Company's form to the legal form of a European company (*Societas Europaea*, SE) put forward for resolution under agenda item 9 of this Annual General Meeting becomes effective.

In view of the authorisation to increase the share capital proposed above, the Management Board submits a written report on the reasons for which it is possible

to exclude the shareholders' pre-emptive right to subscribe for the shares. The report is reproduced below under Part II.6 as an Annex to this agenda item 11 and will be available on the Company's website at <https://ir.cherry.de/de/home/annual-general-meeting/> from the time of convening of the Annual General Meeting and can also be viewed there during the virtual Annual General Meeting:

II. Annexes and further details of the agenda

1. Annex to agenda item 5 (resolution on the Compensation Report for the 2021 Financial Year)

REMUNERATION REPORT PURSUANT TO SECTION 162 OF THE GERMAN STOCK CORPORATION ACT

Remuneration Report of Management Board and Supervisory Board

This Remuneration Report provides detailed and individualized information on the remuneration paid to the current members of the Management Board and the Supervisory Board of Cherry AG in the 2021 fiscal year and an explanation thereof. The report complies with the requirements of section 162 of the German Stock Corporation Act (AktG).

Review of the 2021 fiscal year

Cherry AG (the **Company**) was established through a change in the legal form of Cherry Holding GmbH, which has its registered office in Munich. The entry in the commercial register of the Munich Local Court was made on June 2, 2021. On June 29, 2021, the shares of Cherry were admitted to trading on the regulated market of the Frankfurt Stock Exchange (*Prime Standard*) (**Initial Public Offering/IPO**).

Cherry's business performance was highly positive throughout 2021, especially since the IPO, with the Group setting records for revenue and earnings in the 3rd and 4th quarters of the calendar year, despite the market downturn and a decline in demand in the second half of the year. Cherry surpassed both the financial earnings targets and the non-financial targets set by the Management Board, which were primarily focused on specific measures relating to the IPO and the post-IPO period. In macroeconomic terms, the entire 2021 fiscal year was dominated by the far-reaching global impact of COVID-19 on the world economy and the increase in working from home as well as the ongoing gaming trend. From August 2021 onwards, the COVID-19 pandemic and the shortage of semiconductors worldwide resulted in a temporary slowdown in demand for peripherals and keyboard switches, causing revenue to fall slightly short of initial market expectations.

Starting from an issue price of EUR 32.00 on June 29, 2021, the Cherry share initially recorded a high for the year of EUR 39.00 on August 27, 2021, after which, however, the mood on the stock market deteriorated in the fourth quarter and the forecast adjustments made by market participants in Cherry's peer group had an additional downward impact on the performance of the Cherry share towards the end of the year.

Changes in the composition of the Management Board and the Supervisory Board

As Cherry AG was entered as a stock corporation in the commercial register of the Munich Local Court on June 2, 2021, the Management Board comprised two members, the Chief Executive Officer (CEO), Rolf Unterberger and the Chief Financial Officer (CFO) and Chief Operating Officer (COO), Bernd Wagner. No changes were made to the composition of the Management Board in 2021.

The Supervisory Board has consisted of seven members since Cherry became a stock corporation in the 2021 fiscal year. The members of the Supervisory Board are:

- Marcel Stolk, Chairman of the Supervisory Board
- James Burns, Deputy Chairman of the Supervisory Board and Chairman of the Audit Committee
- Joachim Coers, member of the Personnel and Compensation Committee
- Heather Faust, Chairwoman of the Personnel and Compensation Committee and member of the Audit Committee
- Steven M. Greenberg, Chairman of the Nomination Committee
- Tariq Osman, member of the Nomination Committee and member of the Personnel and Compensation Committee
- Dino Sawaya, member of the Audit Committee and member of the Nomination Committee

Remuneration of Management Board members

As Cherry AG has not yet held an Annual General Meeting (AGM) since its IPO, the shareholders have not yet had the opportunity to approve a remuneration system for the members of the Management Board pursuant to section 120a AktG. Pursuant to section 120a (1) AktG, the Supervisory Board will submit a remuneration system for approval that complies with the requirements of section 87a AktG and the recommendations of the German Corporate Governance Code (GCGC) to the AGM of

Cherry AG on June 8, 2022. However, the service contracts of the current members of the Management Board of Cherry AG already comply with the requirements of the remuneration system.

The remuneration system for members of the Management Board is generally based on the size, complexity, and economic situation of the Cherry Group and its prospects for the future. Moreover, the system is geared to the corporate strategy set for the Group, thus creating an incentive for successful and sustainable corporate management. At the same time, it takes into account the responsibilities and the performance of the Management Board as a whole as well as that of its individual members. The remuneration system is therefore based on transparent, performance-related parameters that are geared towards corporate success and sustainability. In order to place greater focus on Cherry's long-term development, the proportion of long-term variable remuneration exceeds that of short-term variable remuneration.

The Supervisory Board as a whole is responsible for the structure of the remuneration system for members of the Management Board and also for determining their individual remuneration. The Supervisory Board's Personnel and Compensation Committee assists the Supervisory Board in this regard, monitors the proper structuring of the remuneration system and prepares Supervisory Board resolutions. In the event of significant changes to the remuneration system, but at least every four years, the remuneration system will be presented to the AGM for approval.

Overview of the remuneration system for the members of the Management Board of Cherry AG

In determining the total remuneration of each Management Board member, comprising basic remuneration, fringe benefits, a pension plan, short-term variable remuneration (**STI**) and long-term variable remuneration (**LTI**), the Supervisory Board has taken care to ensure that the various factors are commensurate with the responsibilities and performance of each Management Board member and Cherry's situation and do not exceed the usual level of remuneration without specific justification. With the assistance of external remuneration consultants, in June 2021 the Supervisory Board aligned the remuneration structure to the sustainable and long-term development of the Company. Consequently, variable remuneration components are based on a multi-year assessment and limits have been agreed upon in the event of any exceptional developments.

The performance criteria for both short-term and long-term variable remuneration are based on the Group's strategic objectives and operational management, which are primarily aimed at achieving corporate growth and increasing profitability. For this reason, adjusted EBITDA and revenue growth in conjunction with the relative

development of the share price as performance indicators for Cherry AG form the key performance criteria for variable remuneration. While taking the interests of shareholders and other stakeholders into consideration, the aim is to ensure the sustainability of Cherry AG's business operations and to take due account of its social and ecological responsibility. In addition to the financial targets set for adjusted EBITDA, the achievement of non-financial targets was also agreed for the 2021 fiscal year, which related primarily to making the necessary preparations prior to the IPO and capital market-related tasks during the post-IPO period, such as refinancing and ensuring the proper implementation of Investor Relations (IR) measures and reporting standards.

The following table provides a general overview of the various remuneration components for the members of the Management Board for the 2021 fiscal year, the structure of these components, and the objectives on which they are based. The target values for the performance criteria of the variable remuneration components are set annually by the Supervisory Board at the beginning of each fiscal year. All variable remuneration components are limited by a maximum payout cap. In the 2021 fiscal year, the Management Board received the remuneration components on a time-apportioned basis from June 1, 2021 (for the exception of the LTI, which was granted only after the IPO with effect from July 1, 2021 and the STI, which was granted for the full year - see below). The variable remuneration is also subject to malus and clawback clauses. In addition, the total annual remuneration for members of the Management Board is limited by a maximum remuneration cap.

Furthermore, a share retention program forms a further key component of the remuneration system. For the duration of their Management Board service contract, each member of the Management Board is required to purchase and retain Cherry shares equivalent to at least 400% of their annual basic remuneration until the end of the share accumulation phase.

The following table provides an overview of the main components of the Management Board's remuneration system, the underlying targets including their reference to corporate strategy, and their specific structure in the 2021 fiscal year.

Current remuneration structure	Reference to corporate strategy	Application in 2021 fiscal year
Fixed remuneration		
Basic remuneration		
<ul style="list-style-type: none"> Annual fixed, non-performance-based basic remuneration 	Intended to reflect the role and area of responsibility on the Management Board. Intended to ensure an	CEO: EUR 385,710 p.a. CFO & COO:

Current remuneration structure	Reference to corporate strategy	Application in 2021 fiscal year
<ul style="list-style-type: none"> Payable in twelve monthly installments 	appropriate basic income and prevent unreasonable risk-taking.	EUR 303,600 p.a.
Fringe benefits		
<ul style="list-style-type: none"> Fringe benefits/benefits in kind in line with market conditions Insurance benefits 	To ensure fringe benefits in line with market conditions and the assumption of costs that are directly related to and facilitate the activities of the Management Board.	<ul style="list-style-type: none"> Company car or vehicle allowance (CEO) Accident insurance Contributions to public or private health and long-term care insurance Inclusion in D&O insurance
Pension plan		
<ul style="list-style-type: none"> Contributions to self-funded company pension plan 	Intended to secure a retirement pension in part and only granted if at least the same amount is additionally paid in by the Management Board member. Establishing and securing an adequate pension plan is part of a competitive remuneration system.	<p>CEO: EUR 4,800 p.a.</p> <p>CFO & COO: EUR 4,800 p.a., plus EUR 1,742.49 p.a. for direct insurance.</p> <p>The Management Board pension plan takes the form of a direct insurance policy in an outsourced pension fund with Allianz-Pensions Management e.V. that has no impact on the statement of financial position. Management Board members are required to pay at least the same amount into the fund by way of salary conversion as that paid by Cherry AG. The monthly contribution is limited to EUR 400.00.</p>
Performance-related annual remuneration		
Short-term variable remuneration (<i>Short Term Incentive, STI</i>)		
<ul style="list-style-type: none"> Type of plan: Annual bonus based on target amount Performance criteria: <ul style="list-style-type: none"> 70% adjusted Group EBITDA 30% non-financial performance targets Duration: One year Cash payment with first pay slip after approval of the consolidated financial statements Maximum payable amount is capped as a percentage of basic remuneration. 	<p>The STI is a performance-based variable remuneration component with a one-year assessment period that incentivizes the contribution of the Management Board member to the operational implementation of corporate strategy and sustainable corporate development made during the fiscal year.</p> <p>The STI is intended to promote profitable growth, while taking into account the overall responsibility of the Management Board and the individual performance of each of its members.</p>	<p>CEO: 80% = EUR 308,568 (assuming 100% target achievement) of the annual basic remuneration once a threshold value of 85% of the agreed target has been achieved.</p> <p>The maximum amount payable is capped at 120% = EUR 462,852 of the annual basic remuneration (assuming 150% target achievement). Target achievement between 100-150% is calculated on a progressive linear basis as outlined below. The Supervisory Board defines targets on an annual basis.</p> <p>CFO and COO:</p>

Current remuneration structure	Reference to corporate strategy	Application in 2021 fiscal year
		<p>60% = EUR 182,160 (assuming 100% target achievement) of the annual basic remuneration once a threshold value of 85% of the agreed target has been achieved.</p> <p>The maximum amount payable is capped at 90% = EUR 273,240 of the basic annual remuneration (assuming 150% target achievement). Target achievement between 100-150% is calculated on a progressive linear basis as outlined below.</p> <p>The Supervisory Board defines targets on an annual basis.</p> <p>The STI is calculated on the basis of 70% target achievement for adjusted EBITDA and 30% achievement of several non-financial performance targets.</p>
Multi-year variable remuneration (<i>Long Term Incentive, LTI</i>)		
<ul style="list-style-type: none"> Type of plan: Virtual Performance Share Plan Performance criteria: <ul style="list-style-type: none"> 50% relative Total Shareholder Return 50% adjusted Group EBITDA Duration: Four years, consisting of a three-year performance period followed by a one-year lock-up period Payment either in cash or in Cherry shares, at Cherry AG's discretion Maximum amount payable is capped as a percentage of basic remuneration. 	<p>Intended to encourage Management Board members to act in the interests of the sustainable and long-term development of the Company. The link to the development of Cherry AG's share price fosters a stronger connection between shareholder interests and the promotion of Cherry's long-term growth. The variable remuneration component within the LTI also depends on Cherry's success in the context of its long-term strategy and is therefore geared to its long-term development.</p>	<p>CEO: 120% = EUR 462,852 of annual basic remuneration (assuming 100% target achievement).</p> <p>CFO and COO: 90% = EUR 273,240 of the annual basic remuneration (assuming 100% target achievement).</p> <p>The same targets apply to all members of the Management Board: The LTI performance targets are 50% based on relative Total Shareholder Return (rTSR target) and 50% based on the adjusted Group EBITDA target (LTI EBITDA target). Together, the rTSR target and the LTI EBITDA target constitute the "LTI performance targets."</p>
Payments in the event of premature termination of service		
Termination by mutual consent		
Maximum two years' remuneration (severance payment cap)	Intended to avoid unreasonably high severance payments.	Severance pay in the event of early termination: Two years' remuneration without entitlement to an LTI bonus, benefits in kind, and other fringe benefits. The relevant annual remuneration is set out in the respective Management Board service contract.

Current remuneration structure	Reference to corporate strategy	Application in 2021 fiscal year
		If the contract is terminated on a "bad leaver" basis, all claims to the STI that have not yet been paid out are also forfeited. "Bad leaver" covers resignation for good reason pursuant to section 84 (3) AktG or the termination of a Management Board member without good reason.
Other remuneration provisions		
Maximum remuneration		
Pursuant to section 87a (1) sentence 2 no. 1 AktG	Prevents unreasonably high remuneration.	<p>The service contracts for members of the Management Board contain provisions on maximum remuneration.</p> <ul style="list-style-type: none"> • CEO: EUR 3.5 million • Management Board member: EUR 3.0 million
Share retention program		
Purchase and retention of Cherry shares in relation to the respective basic remuneration.		Each Management Board member is required to purchase and retain Cherry shares equivalent to at least 400% of their annual basic remuneration until the end of the share accumulation phase.
Malus/compliance and clawback clause	Strengthens incentives to adhere to key principles of duty and compliance by avoiding inappropriate conduct and unreasonable risks.	The Supervisory Board has the option to withhold STI and LTI or reclaim variable remuneration already paid out in the event of a breach of duty pursuant to section 93 AktG and/or other compliance duties on the part of Management Board members.
Continued payment of remuneration in the event of illness		Six months or at the latest when the Management Board member's service contract expires.

In the 2021 fiscal year, the Management Board received the above-mentioned remuneration from June 1 to December 31, 2021 on a *time-apportioned* basis for seven months with the exception of the short-term variable remuneration (STI), which was granted to the Management Board members in the amount payable for the entire 2021 fiscal year and the multi-year variable remuneration (LTI) which was granted only after the IPO for 6 months of the fiscal year.

Target remuneration and remuneration structure

The Supervisory Board of Cherry AG has determined the amount of target remuneration for each member of the Management Board applicable for the 2021

fiscal year on a *time-apportioned* basis as shown in the following table. In doing so, it has ensured that the **target total remuneration** is commensurate with both the responsibilities and the performance of the respective Management Board member. Furthermore, the Supervisory Board of Cherry AG took particular account of the economic situation and the market environment as well as the success and future prospects of the Cherry Group, paying particular attention to the standard market value of the target total remuneration.

Target remuneration assuming 100% target achievement	Rolf Unterberger, CEO		Bernd Wagner, CFO, COO	
	2021 (June 1 to Dec. 31, 2021)		2021 (June 1 to Dec. 31, 2021)	
	in EUR k	in %	in EUR k	in %
Basic remuneration	224,998	34.1	177,100	40.0
Fringe benefits	20,488	3.1	19,258	4.3
Pension plan		0.4		0.9
	2,800		3,816	
Total fixed remuneration		37.6		45.2
	248,286		200,174	
Short-term variable remuneration (STI)		27.3		24.0
	179,998		106,260	
Long-term variable remuneration (LTI)		35.1		30.8
	231,426		136,620	
Total variable remuneration		62.4		54.8
	411,424		242,880	
Other				
Target total remuneration	659,710	100.0	443,054	100.0

Appropriateness of Management Board remuneration

In accordance with the remuneration system, the Cherry AG Supervisory Board conducts a review of the market compatibility of the Management Board's remuneration at regular intervals, generally on the basis of a horizontal and vertical comparison. The horizontal review of the appropriateness of remuneration is conducted based on a comparison with other listed companies. Peer companies were drawn from public companies with which Cherry AG competes for talent. For the peer group analysis, the Supervisory Board considers companies which are comparable with Cherry in terms of market position, industry, size, and country. For the peer group analysis in 2021, eleven public companies with headquarters in Central Europe and Northern Americas were included. The peer group mainly consists of market leading listed companies in the gaming and computer peripherals sector with end markets across international geographies. The chosen companies have a comparable

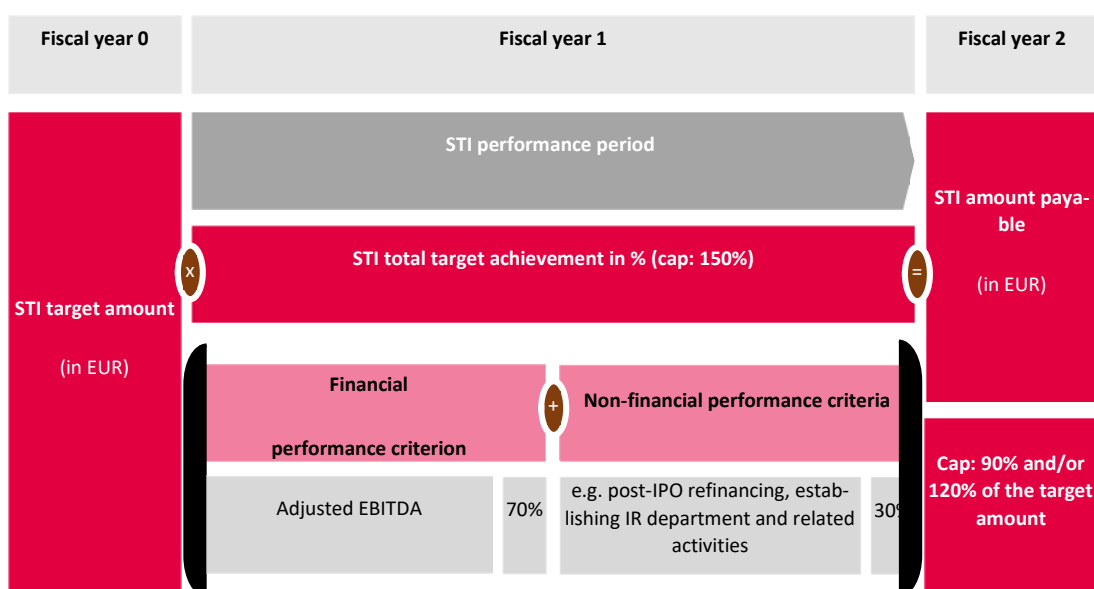
business model. Moreover, the Supervisory Board made sure that the companies in the peer group also include comparables in terms of the size of the Company. The Personnel and Compensation Committee considered the financial characteristics such as revenue, earnings, profitability in evaluating the appropriateness of the compensation packages of the Management Board.

Variable remuneration in the 2021 fiscal year

Amount of annual bonus (STI) for the 2021 fiscal year

The STI is a performance-based variable remuneration component with a one-year assessment period. The STI is calculated on the basis of 70% target achievement for adjusted Group EBITDA (**STI EBITDA target**) and 30% achievement on several non-financial performance targets (**non-financial STI targets**).

The payment of the STI is calculated as follows:



Contribution to the long-term development of the Company

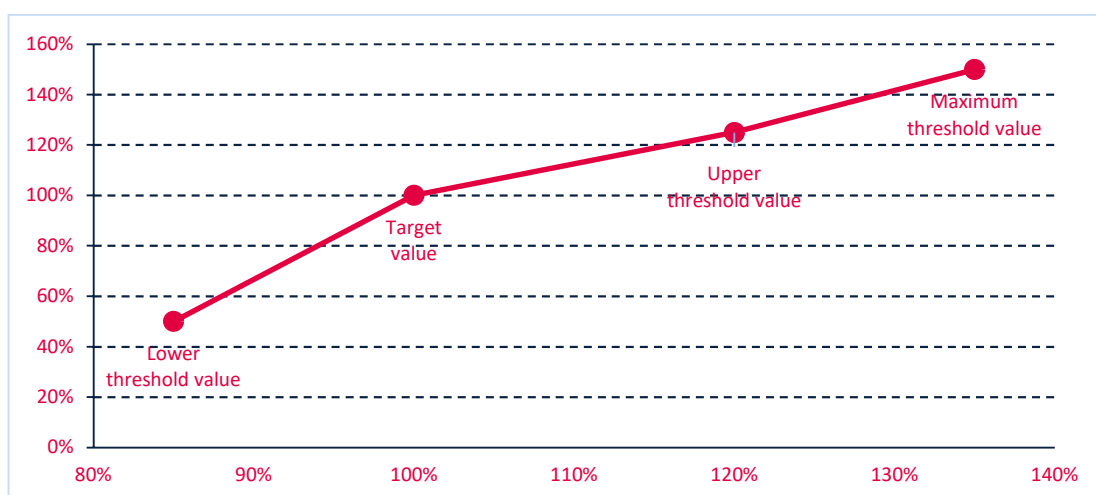
Adjusted EBITDA reflects the Cherry Group's operating profitability and thus helps to promote its business strategy. In addition to its financial development, the sustainable non-financial development of the Cherry Group is also of critical importance for its long-term success. This component of the STI is measured by the achievement of non-financial performance criteria that deliver qualitative improvements and therefore underpin Cherry AG's capital market viability. For the 2021 fiscal year, the focus was therefore on establishing an IR department and its

related activities, post-IPO refinancing for M&A activities planned for the future in order to promote growth beyond organic growth and establishing and expanding corporate management that meets the Prime Standard in order to inform investors and the capital market in an appropriate manner.

Financial performance criterion

The STI EBITDA target value is set annually by the Supervisory Board and based on the budget planning for the Cherry Group. The following applies when determining the target and threshold values: If the STI EBITDA target achievement is below 85% of the STI EBITDA target, the share of the total STI target achievement attributable to EBITDA is "0%". If the STI EBITDA target achievement is 85% of the STI EBITDA target, the share of the total STI target achievement attributable to EBITDA is "50%" ("**lower threshold value**"). If the STI EBITDA target achievement is 100% of the STI EBITDA target, the share of the total STI target achievement attributable to EBITDA is "100%" ("**target value**"). If the STI EBITDA target achievement is 120% of the STI EBITDA target, the share of the total STI target achievement attributable to EBITDA is "125%" ("**upper threshold value**"). If the STI EBITDA target achievement is 135% of the STI EBITDA target or greater, the share of the total STI target achievement attributable to EBITDA is "150%" ("**maximum threshold value**"). If the STI EBITDA target achievement lies between the above-mentioned percentages, the STI EBITDA target achievement is calculated on a linear basis. The maximum target achievement is capped at 150% of the STI EBITDA target.

The STI bonus curves are structured according to the following diagram:



With regard to the financial performance criterion relevant for the 2021 fiscal year (STI EBITDA target), the Supervisory Board determined the following target achievements (in EUR million) after the end of the fiscal year:

Performance criterion	Lower threshold value for 50% target achievement	Target value for 100% target achievement	Upper threshold value for 125% target achievement	Maximum threshold value for 150% target achievement (cap)	Actual figure for 2021	Target achievement for 2021 in %
Adjusted Group EBITDA	38.62	45.43	54.52	61.33	49.73	109.50%

As the 2021 target agreement for the members of the Management Board was already agreed in 2020 in their capacity as managing directors prior to the decision to go public, additional adjustments for post-IPO costs of EUR 0.8 million were applied once in 2021, which increased the financial targets actually achieved.

Non-financial performance criterion

The non-financial targets for 2021 mainly consisted of the preparatory work required for an IPO, post-IPO refinancing, and the successful establishing of IR activities. The targets were identical for both members of the Management Board in the 2021 fiscal year. The non-financial targets were surpassed and set at the maximum achievable target of 150%. The milestones set for the IPO were all achieved and Cherry's IPO was the fastest in the last 10 years. The refinancing was only intended to be completed post-IPO but was signed on the same day as the IPO. IR activities were also structured in good time and personal roadshows and investor meetings, both domestic and international, were held, despite the COVID-19 pandemic.

STI total target achievement in 2021

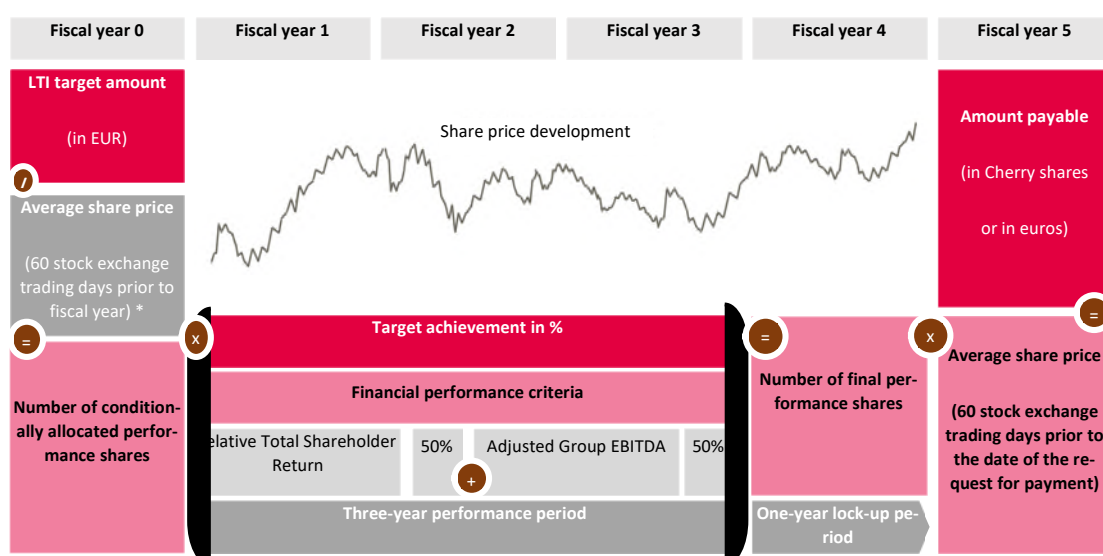
For the members of the Management Board, this results in the following total target achievements and payments for the full year 2021 (June 1 to December 31, 2021) for the STI:

Target amount	Target achievement			Total target achievement	Amount payable in EUR (June 1 to Dec. 31, 2021)
	Adjusted Group EBITDA	Non-financial performance criterion 1	Non-financial performance criterion 2		
Rolf Unterberger	109.50%	150%	150%	121.3%	221,960
Bernd Wagner	109.50%	150%	150%	121.3%	131,033
Total	109.50%	150%	150%	121.3%	352,993

Long-term variable remuneration 2021 (LTI 2021) – conditionally allocated virtual shares

The LTI is structured as a Performance Share Plan in which virtual shares (performance shares) of Cherry AG are conditionally allocated in annual tranches on January 1 of each fiscal year (**conditionally allocated performance shares**). The duration of an LTI tranche is four years and consists of a three-year performance period (**LTI Performance Period**) and a subsequent one-year lock-up period (**Lock-up Period**). The LTI performance targets regularly consist of 50% based on relative Total Shareholder Return (**rTSR target**) and 50% based on adjusted Group EBITDA (**LTI EBITDA target**).

The payment of the LTI is calculated as follows:



* for the first year (2021) the average share price was calculated differently, and the basis was 60 days post IPO; for subsequent years it is 60 days before the new grant year

Contribution to the long-term development of the Company

The long-term variable remuneration (LTI) is intended to encourage the members of the Management Board to act in the interests of the sustainable and long-term development of Cherry AG. The link to the development of the share price fosters a stronger connection between shareholder interests and the promotion of Cherry's long-term growth. The variable remuneration component within the LTI also depends on Cherry's success in the context of its long-term strategy and is therefore geared to the long-term development of the Cherry Group. The relative Total Shareholder Return is an external performance criterion geared to the capital market and

therefore promotes the congruence of interests between management and shareholders. Taking into account the share price performance compared with a peer group (SDAX) also creates an incentive to compete in the long term and outperform the peer group. Adjusted EBITDA reflects the Cherry Group's operating profitability and thus helps to promote its business strategy.

Number of conditionally granted performance shares and determination of targets

With effect from July 1, 2021, the members of the Management Board were granted an entitlement to receive multi-year variable share-based remuneration for the first time. At the beginning of the three-year performance period, the Management Board members receive a number of conditionally allocated performance shares equal to the contractually agreed target amount. The conversion into performance shares is generally based on the average price of Cherry shares during the last 60 trading days prior to the beginning of the four-year term. The first 60 stock market trading days after the Company's IPO were relevant for the LTI 2021. The average share price relevant for the LTI 2021 is EUR 34.40. The number of performance shares conditionally granted to individual members of the Management Board under the LTI in the year under report for the period July 1 to December 31, 2021 is shown in the following table.

Management Board	Target amount (in EUR)	Share price (in EUR)	Number of conditionally allocated performance shares
Rolf Unterberger	231,426.00	34.40	6,728
Bernd Wagner	136,620.00	34.40	3,972

LTI EBITDA target

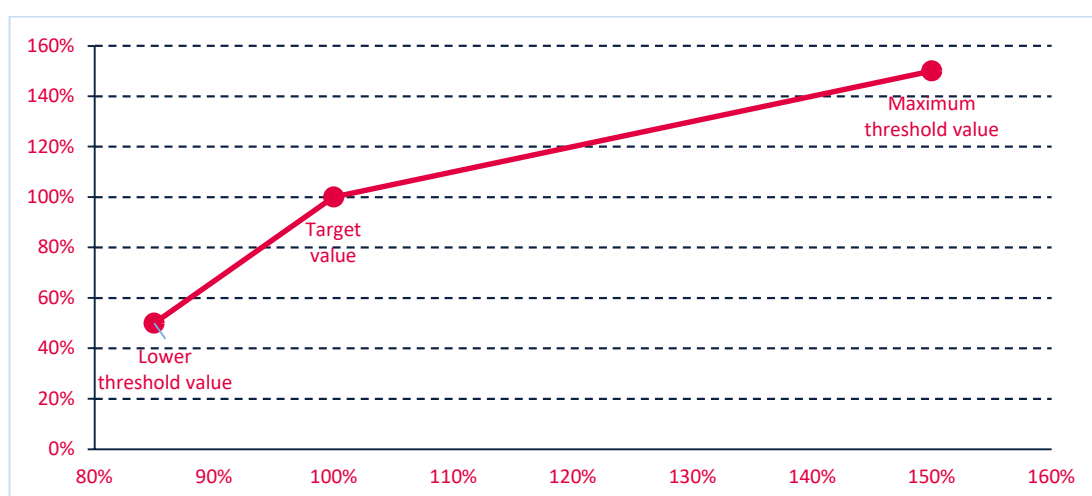
Target achievement of the Group's adjusted EBITDA is calculated by comparing the Group's average adjusted EBITDA over the three-year performance period with a target value set by the Supervisory Board prior to approval. To measure target achievement, the adjusted EBITDA actually achieved according to the relevant approved consolidated financial statements of Cherry AG is compared with the target value for the respective fiscal year. The Supervisory Board will consider adjustments to EBITDA due to M&A activities to an appropriate extent. Target achievement for the LTI EBITDA target is calculated as the average of the three LTI EBITDA target achievements during the respective performance period.

As the Performance Period or the 2021 LTI Tranche does not end until December 31, 2023 and is not paid until after the Lockup Period (December 31, 2024), the Management Board members did not receive any payments under the LTI in the 2021

fiscal year. Achievement against the 2021 LTI Tranche will be evaluated at the end of the Performance Period, which ends December 21, 2024.

The following applies when determining the target and threshold values: If the target achievement for the LTI EBITDA target is below 85% of the target value, the LTI EBITDA target achievement is "0" and the Management Board member will not receive any final performance shares for the LTI EBITDA target. If the target achievement for the LTI EBITDA target reaches 85% of the target value, the LTI EBITDA target achievement is 50% (**lower threshold value**). If the target achievement for the LTI EBITDA target reaches 100% of the target value, the LTI EBITDA target achievement is 100%. If the target achievement for the LTI EBITDA target reaches 150% of the target value or greater, the LTI EBITDA target achievement is 150% (**upper threshold value**). If the LTI EBITDA target achievement lies between the above-mentioned percentages, the LTI EBITDA target achievement is calculated on a linear basis. The maximum target achievement is capped at 150% for the LTI EBITDA target.

The LTI EBITDA target bonus curve is structured according to the following diagram:



The target value for the LTI EBITDA target is set by the Supervisory Board prior to or at the beginning of the respective LTI tranche for each of the three fiscal years of an LTI performance period and is based on the budget planning for the Cherry Group. For the fiscal year 2021, the target value for the LTI EBITDA was set at EUR 45.4 million. The actual figure for the fiscal year 2021 was EUR 49.7 million resulting in a LTI EBITDA target achievement of 111.43% for the fiscal year 2021.

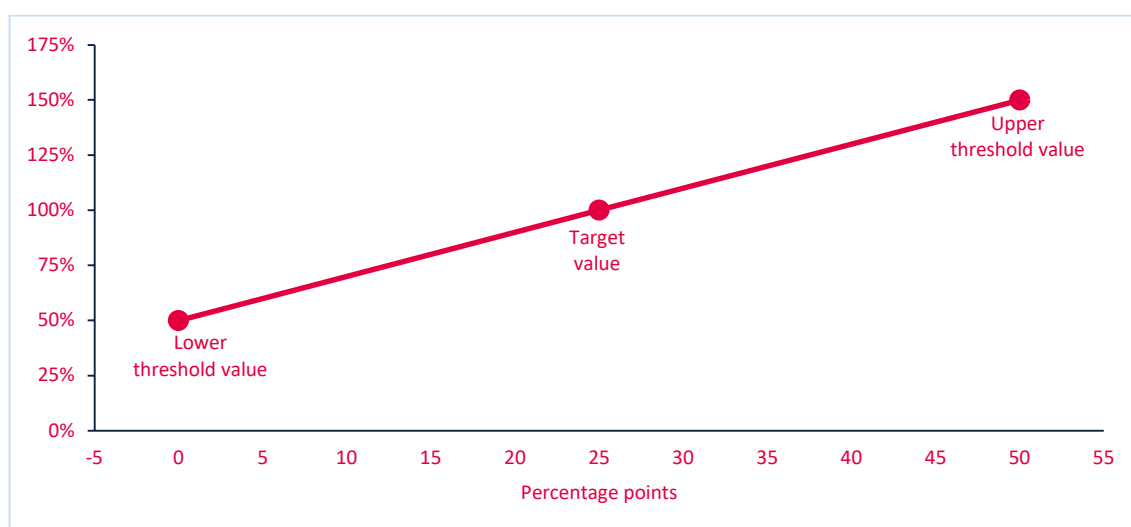
rTSR target

The rTSR is calculated from the development of the share performance of the Company's share (**Cherry share**) in relation to the development of the SDAX. The rTSR for the respective LTI performance period is the difference between the TSR value of the Cherry share and the TSR value of the SDAX according to the following formula:

$$rTSR = TSR \text{ Cherry share} - TSR \text{ SDAX}$$

The following applies when determining the target and threshold values: If the difference between the TSR of the Cherry share and the TSR of the SDAX is less than 0 percentage points (i.e. negative), the rTSR target achievement is "0%" and the Management Board member will not receive any final performance shares in conjunction with the rTSR target. If the difference between the TSR of the Cherry share and the TSR of the SDAX equals 0 percentage points, the rTSR target achievement is "50%" (**lower threshold value**). If the difference between the TSR of the Cherry share and the TSR of the SDAX equals 25 percentage points, the rTSR target achievement is "100%" (**target value**). If the difference between the TSR of the Cherry share and the TSR of the SDAX equals 50 percentage points or more, the rTSR target achievement is "150%" (**upper threshold value**). If the rTSR target achievement lies between the above-mentioned percentages, the rTSR target achievement is calculated on a linear basis. However, the rTSR target achievement cannot exceed 150% of the starting performance shares related to the rTSR target under any circumstances.

The rTSR target bonus curve is structured according to the following diagram:



As the initial performance period in 2021 does not end until December 31, 2024, the Management Board members did not receive any payments under the LTI for the

2021 fiscal year and therefore did not receive any remuneration granted or owed under the LTI in 2021 pursuant to section 162 (1) AktG.

Share retention program

In order to align the interests of the members of the Management Board of the Company even more closely with those of the shareholders over and above the variable remuneration, members of the Management Board are required to retain shares in the Company (share retention program). For the duration of their Management Board service contract, each member of the Management Board is required to purchase and retain Cherry shares equivalent to at least 400% of their annual basic remuneration until the end of the share accumulation phase.

The retained shares are to be accumulated within four years of the beginning of the Management Board service contract. The Management Board member is required to spend a total amount corresponding to the relevant equivalent value as the purchase price for the Cherry shares acquired by him in each case. Any Cherry shares already held by the Management Board member are thereby taken into account.

Each Management Board member is required to regularly provide Cherry AG with suitable evidence of the shares currently held at the end of each six-month financial reporting period for the duration of the Management Board service contract and immediately prior to the due date of the respective LTI payout.

Compliance with maximum remuneration

Pursuant to section 87a (1) sentence 2 no. 2 AktG, the service contracts of the current members of the Management Board stipulate a maximum annual remuneration of EUR 3.5 million for the Chairman of the Management Board and EUR 3.0 million for each ordinary member of the Management Board. However, the maximum remuneration can only be reviewed retrospectively once the payment of the LTI tranche issued for the respective fiscal year has been made. As the two incumbent members of the Management Board received an LTI tranche with a four-year term for the first time in the year under report, compliance with the maximum remuneration as defined in section 162 (1) sentence 2 no. 7 AktG can only be reported on for the first time in the Remuneration Report for the 2024 fiscal year.

Malus and clawback clauses

Under certain circumstances, the Supervisory Board has the option to withhold remuneration not yet paid out from the variable remuneration components (**malus**) or reclaim remuneration already paid out from the variable remuneration components (**clawback**).

No variable remuneration components were either withheld or clawed back in the 2021 fiscal year.

Third-party benefits

No benefits were either pledged or awarded by a third party to the incumbent members of the Management Board during the 2021 fiscal year with regard to their activities as members of the Management Board.

Change of control

No specific provisions exist in the event of a change of control.

Remuneration granted and owed to members of the Management Board pursuant to section 162 (1) sentence 1 AktG

In the fiscal year under report, the members of the Management Board were only granted remuneration for the period after the Company's conversion to a stock corporation (June 1 to December 31, 2021). The following tables show the remuneration granted and owed individually to the members of the Management Board in the 2021 fiscal year pursuant to section 162 (1) sentence 1 AktG. This represents the total amount of remuneration granted in the 2021 fiscal year (basic remuneration, fringe benefits, variable remuneration related to a single year, and pension expense).

Remuneration shall be deemed to have been granted as defined in section 162 (1) sentence 1 AktG once it is actually received by the member of the executive body and is thus transferred to his/her assets, irrespective of whether the payment is made to meet an obligation or for no legal reason. In the following table, remuneration is also deemed to have been granted as defined in section 162 (1) sentence 1 AktG if the underlying work over one or more years has been completed by the end of the fiscal year and the remuneration is not transferred to the recipient's account until the beginning of the following fiscal year. The STI amounts disclosed correspond to the payments for the 2021 fiscal year, as the underlying performance had been fully achieved by the end of the fiscal year on December 31, 2021 and the STI has therefore been fully earned (performance period: June to December 2021, payment expected in April 2022). The bonus for the 2021 fiscal year is therefore regarded as remuneration granted as defined in section 162 (1) sentence 1 AktG. For the LTI 2021, this applies mutatis mutandis: The underlying service will not be fully rendered until the end of the fiscal year on December 31, 2024 and the LTI 2021 will therefore be fully earned (performance period: July 2021 to December 2024, payment expected in June 2025). The LTI 2021 for the 2021 fiscal year is therefore not reported in this Remuneration Report, but for the first time in the Remuneration Report 2024 as

remuneration granted in the 2024 fiscal year as defined in section 162 (1) sentence 1 AktG.

Remuneration is deemed to be owed as defined in Section 162 (1) sentence 1 AktG if the Company has a legally existing obligation towards a member of a governing body which is due but not yet fulfilled.

The figures shown below relate solely to the remuneration granted for the period of Management Board appointment from June 1 to December 31, 2021 and do not include the remuneration granted for any work performed as a Managing Director prior to this period.

Overview of remuneration granted and owed to the members of the Management Board of Cherry AG in office in the 2021 fiscal year pursuant to section 162 AktG

Rolf Unterberger (CEO since June 1, 2021)	2021 (in EUR k)	(in %)
Basic remuneration	224,998	47.8
Fringe benefits	20,488	4.4
Total	245,486	52.2
Short-term variable remuneration (STI)	221.960	47.2
Long-term variable remuneration (LTI)	/	/
Total	221.960	47.2
Pension expense	2,800	0.6
Total remuneration	470.246	100.0

Bernd Wagner (CEO since June 1, 2021)	2021 (in EUR k)	(in %)
Basic remuneration	177,100	53.5
Fringe benefits	19,258	5.8
Total	196,358	59.3
One-year variable remuneration (STI)	131.032	39.6
Multi-year variable remuneration (LTI)	/	/
Total	131.032	39.6
Pension expense	3,816	1.2

Total remuneration	331.206	100.0
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Supervisory Board remuneration 2021

Structure of Supervisory Board remuneration

The remuneration of the members of the Supervisory Board is governed by article 14 of the Company's Articles of Association.

The remuneration of the members of the Supervisory Board consists of a fixed amount of EUR 45,000. In addition, Cherry AG reimburses the members of the Supervisory Board for necessary expenses incurred in the performance of their duties and for the value-added tax they are legally required to pay. Furthermore, the members of the Supervisory Board are included in a financial loss liability insurance policy for members of executive bodies (directors' and officers' liability insurance) maintained by the Company at an appropriate level in the interests of the Company, insofar as such a policy exists. In compliance with recommendation G.17 GCGC, the greater time commitment of the Chairman and the Deputy Chairman of the Supervisory Board as well as the chairpersons and members of committees is appropriately taken into account. The Chairman of the Supervisory Board receives a fixed remuneration of EUR 90,000.00 and the Deputy Chairman a fixed basic remuneration of EUR 67,500.00 for the respective fiscal year.

For their work on the Audit Committee of the Supervisory Board, the Chairman of the Audit Committee receives EUR 25,000.00 and each further member of the Audit Committee receives EUR 12,500.00 for the respective fiscal year. The Chairman of the Nomination Committee and the Chairwoman of the Personnel and Compensation Committee each receive an additional fixed annual remuneration of EUR 15,000.00. Each member of the Supervisory Board who is a member of the Personnel and Compensation Committee or the Nomination Committee without being chairperson receives an additional fixed annual remuneration of EUR 7,500.00.

The annual remuneration becomes a liability at the end of each fiscal year and falls due for payment within the first six weeks of the following fiscal year. Members of the first Supervisory Board and any members who join the Supervisory Board, a committee, commence a specific function or leave the Supervisory Board, a committee, or a specific function during the current fiscal year are entitled to receive one-twelfth of the relevant annual remuneration component for each month (or part thereof) of their membership or the performance of their function.

The Supervisory Board's remuneration for the 2021 fiscal year was paid in February 2022.

Pursuant to section 113 (3) AktG, a resolution on the remuneration of the members of the supervisory boards of listed companies must be approved by the AGM at least every four years. The most recent resolution on the remuneration of the members of the Supervisory Board was approved by the Extraordinary General Meeting of the Company on June 11, 2021. At that time, the Company was not yet listed as defined in section 3 (2) AktG and therefore no resolution pursuant to section 113 (3) AktG was taken. Accordingly, the Management Board and the Supervisory Board will submit a resolution to the AGM of Cherry AG pursuant to section 113 (3) AktG.

Remuneration granted and owed to members of the Supervisory Board pursuant to section 162 (1) sentence 1 AktG

The remuneration for the individual members of the Supervisory Board of Cherry AG pursuant to section 162 (1) sentence 1 AktG for the 2021 fiscal year is presented below, whereby the remuneration of the Supervisory Board members included therein reflects the "remuneration granted and owed" pursuant to section 162 (1) sentence 1 AktG as defined above in the section "Remuneration granted and owed to members of the Management Board pursuant to section 162 (1) sentence 1 AktG".

Name	Function	Com- mittee chair	Basic re- munera- tion (EUR)	Basic re- munera- tion in % %	Nomination Committee (EUR)	Person- nel and Compen- sation Commit- tee (EUR)	Audit Com- mittee (EUR)	Commit- tee re- munera- tion in % %	Total (EUR)
Marcel Stolk	Chair- man		60,000	100%				0%	60,000
Jim Burns	Deputy Chair- man	X	45,000	76%			14,583	24%	59,583
Joachim Coers	Member		30,000	87%		4,375		13%	34,375
Steven Green- berg	Member	X	30,000	77%	8,750			23%	38,750
Heather Faust	Member	X	30,000	65%		8,750	7,292	35%	46,042
Tariq Osman	Member		30,000	77%	4,375	4,375		23%	38,750
Dino Sawaya	Member		30,000	77%	4,375		7,292	23%	41,667
Total			255,000	80%	17,500	17,500	29,167	20%	319,167

In 2021, the Supervisory Board received its entitlements to the fixed remuneration from the first day of the month of the resolution to convert Cherry Holding GmbH into a stock corporation on May 25, 2021. The Supervisory Board members received the remuneration for the committees from June, the month in which the committees were first formed.

Comparative presentation of earnings development and annual change in remuneration

A vertical comparison pursuant to section 162 (1) sentence 2 no. 2 AktG is not possible due to the conversion of the Company into a stock corporation only taking place in the 2021 fiscal year and the IPO in June 2021 and will only be presented from the following fiscal year.

The Remuneration Report has been formally reviewed by the independent auditor and is to be approved by the shareholders at the next AGM on June 8, 2022.

The Remuneration Report will be available on the Company's website for a period of 10 years. Any personal data contained in the report will be deleted after 10 years at the latest.

March 2022

Independent Auditor's Report on the Audit of the Remuneration Report pursuant to Section 162 (3) of the German Stock Corporation Act (AktG)

To Cherry AG

Audit Opinion

We have formally audited the remuneration report of Cherry AG, Munich, prepared for the first time in the financial year from January 1, 2021 to December 31, 2021 for the period of listing from July 1, 2021 to December 31, 2021, to determine whether the disclosures pursuant to Section 162 (1) and (2) AktG have been made in the remuneration report. In accordance with section 162 (3) AktG, we have not audited the content of the compensation report.

In our opinion, the attached compensation report complies in all material respects with the disclosures pursuant to § 162 (1) and (2) AktG. Our audit opinion does not cover the content of the compensation report.

Basis for the audit opinion

We conducted our audit of the compensation report in accordance with § 162 (3) AktG and the draft IDW auditing standard: The Audit of the Compensation Report in Accordance with Section 162 (3) AktG (IDW PS 870). Our responsibility under this provision and this standard is further described in the Auditor's Responsibility section of our report. As an auditing practice, we have complied with the requirements of the IDW Quality Assurance Standard: Requirements for Quality Assurance in the Practice of Public Accountants (IDW QS 1). We have complied with the professional duties pursuant to the Wirtschaftsprüferordnung (German Auditors' Code) and the Berufssatzung für Wirtschaftsprüfer / vereidigte Buchprüfer (Professional Statutes for Auditors / Sworn Auditors), including the independence requirements.

Responsibility of the Management Board and the Supervisory Board

The Board of Management and the Supervisory Board are responsible for the preparation of the compensation report, including the related disclosures, which complies with the requirements of § 162 AktG. They are also responsible for such internal control as they determine is necessary to enable the preparation of the remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our objective is to obtain reasonable assurance about whether the compensation report is free from material misstatement, whether due to fraud or error, in all material respects in accordance with § 162 (1) and (2) AktG, and to express an opinion thereon in an auditor's report.

We planned and performed our audit to obtain evidence about the formal completeness of the compensation report by comparing the disclosures made in the compensation report with the disclosures required by § 162 (1) and (2) AktG. In accordance with Section 162 (3) AktG, we did not audit the accuracy of the disclosures, the completeness of the individual disclosures or the fair presentation of the compensation report.

Dortmund, 31 March 2022

Ernst & Young GmbH
Wirtschaftsprüfungsgesellschaft

Muzzu
German Public Auditor

Michael
German Public Auditor

2. Annex to agenda item 6 (resolution on the Compensation System for the members of the Management Board)

Compensation system for the members of the Management Board of Cherry AG

I. Main features and objectives of the compensation system

The Supervisory Board of Cherry AG (the “**Company**”) adopted the compensation system set out below for the members of the Management Board of the Company on 20 April 2022.

The aim of the compensation system is to offer the Management Board members competitive compensation in line with the market so that the Company is able to attract and retain the best national and international candidates to serve on the Company’s Management Board. In designing the compensation system for the Management Board members, the Supervisory Board of the Company has been guided in particular by the following principles:

Strategy-based

The compensation system for the Management Board members as a whole makes a significant contribution to promoting and implementing the Company’s business strategy by defining performance criteria related to the long-term and sustainable success of the Company and setting ambitious targets for these. The compensation system thus provides important incentives for results-oriented management, sustainable growth and an increase in the Company’s long-term value.

Performance-based and appropriate

The individual compensation of the Management Board members is designed to take reasonable account of their tasks and performance. To ensure this, the fixed and variable compensation components depend on the area of responsibility of each Management Board member. The variable compensation components depend on the success of the Company and the performance of its share price (pay for performance).

Long-term and sustainable

The compensation system is designed to promote the sustainable and long-term development of the Company. In order to link the compensation to the long-term development of the Company, the long-term variable compensation makes up a significant part of the total compensation and exceeds the short-term variable compensation.

Capital markets-based

In order to make sure the actions of the members of the Management Board are geared towards the long-term, positive development of the Company and the interests of the Company's shareholders, the long-term variable compensation components are granted on the basis of shares. This principle is taken into account by designing the long-term variable compensation components as a performance share plan.

Clear and comprehensible

The compensation system for the members of the Company's Management Board is designed in a clear and comprehensible manner. It follows the requirements of the German Stock Corporation Act (*Aktiengesetz*, AktG) and complies with the recommendation of the German Corporate Governance Code (DCGK), as amended on 16 December 2019, insofar as no deviations from these recommendations are declared.

II. Presentation of the procedure for determining, implementing and reviewing the compensation system

Pursuant to section 87a(1) first sentence of the German Stock Corporation Act, the Supervisory Board adopts a clear and comprehensible compensation system for the members of the Management Board. The compensation system adopted by the Supervisory Board is submitted to the Annual General Meeting for approval in accordance with section 120a(1) of the German Stock Corporation Act. In the event of significant changes, but at least every four years, the compensation system will again be submitted to the General Meeting for approval.

In accordance with the compensation system submitted to the General Meeting, the Supervisory Board of the Company will determine the specific target total compensation for each member of the Management Board. If the General Meeting does not approve the compensation system submitted to it, a revised compensation system will be submitted to it for approval at the next Annual General Meeting at the latest. When submitting the revised compensation system, the Supervisory Board will explain to the Company all significant changes and provide an overview of the extent to which the shareholders' vote and comments regarding the compensation system and, if applicable, the compensation reports have been taken into account. The Supervisory Board of the Company regularly reviews the compensation system and the amounts of compensation of the individual members of the Management Board as to their appropriateness. In assessing the appropriateness of the compensation level, the comparative environment of the Company (horizontal comparison) as well as the Company's internal compensation structure (vertical comparison) will be taken into account:

Horizontal comparison: On the one hand, the Supervisory Board of the Company assesses whether the specific total compensation of the members of the Management Board is customary in comparison to other listed companies (peer group comparison). In doing so, the Supervisory Board has selected eleven public companies with headquarters in Central Europe and Northern America. The peer group mainly consists of market leading listed companies in the gaming and computer peripherals sector with end markets across international geographies. The chosen companies have a comparable business model. Moreover, the Supervisory Board made sure that the companies in the peer group also include comparables in terms of the size of the Company. The Personnel and Compensation Committee considered the financial characteristics such as revenue, earnings, profitability in evaluating the appropriateness of the compensation packages of the Management Board.

Vertical comparison: Secondly, the Supervisory Board of the Company assesses the development of the specific total compensation of the members of the Management Board within the Company. For this purpose, it looks at the ratio of the compensation of the Management Board to the compensation of the Company's senior management as well as the staff as a whole. The senior management is made up of the first management level below the Management Board, which includes in particular the heads of the four business units and the heads of the key functional departments. The total workforce includes all the employees of the Cherry Group employed globally. The ratio between the Management Board compensation and the aforementioned vertical comparison groups is also taken into account in the development over time. If the ratio of the compensation of the Management Board to the compensation of the vertical comparison groups changes significantly, the Supervisory Board of the Company will examine the reasons for such change.

To assess the development of the compensation system as well as the appropriateness of the compensation, the Supervisory Board of the Company will, if necessary, seek the advice of an external compensation expert and the Supervisory Board will make sure such expert is independent from the Management Board and from the Company. In setting up the present compensation system, the Supervisory Board of the Company was assisted by an independent external compensation expert. The general rules of the German Stock Corporation Act and the recommendations of the German Corporate Governance Code (DCGK) on dealing with and avoiding conflicts of interest in the Supervisory Board are also applied in the process of determining, implementing and reviewing the compensation system for the members of the Management Board. The issue of how conflicts of interest are to be dealt with is also set out in the Rules of Procedure for the Supervisory Board of the Company.

Accordingly, each member of the Supervisory Board must disclose to the Supervisory Board existing and potential conflicts of interest, in particular those that may arise

from any advisory or executive function with customers, suppliers, lenders or other business partners.

III. Compensation components

The total compensation of each member of the Management Board consists of four components:

- non-performance-based fixed compensation consisting of basic compensation and fringe benefits (see para. 1.) and commitments to the company pension scheme (see para. 1.c)),
- performance-based short-term variable compensation (“Short-Term Incentive”, “STI”) (see para. 2.),
- performance-based long-term variable compensation (“Long-Term Incentive”, “LTI”) (see para. 3.), and
- share ownership guidelines (see para. 4.).

Overall, the compensation system is set up as follows

Fixed compensation	Basic compensation	<ul style="list-style-type: none"> • Fixed contractually agreed compensation paid in twelve monthly instalments. 	
	Fringe benefits	<ul style="list-style-type: none"> • Contributions to health and long-term nursing care insurance • Personal accident insurance • Financial loss liability insurance for board members (D&O insurance) • Possibility of granting a sign-on bonus • Company car or car allowance • Other benefits (such as relocation allowance, training, company flat, smartphone) 	
	Pension benefits	<ul style="list-style-type: none"> • Contributions to self-funded occupational pension schemes 	
Short-term variable compensation (STI)	Type	<ul style="list-style-type: none"> • Target bonus 	
	Limitation of amount paid out	<ul style="list-style-type: none"> • Maximum amount of 120% of annual base compensation (gross) 	
	Performance criteria	<ul style="list-style-type: none"> • 70% adjusted EBITDA of the Group • 30% non-financial performance-based target 	
	Payout	<ul style="list-style-type: none"> • With the first salary statement after the approval of the consolidated financial statements 	
Long-term variable compensation	Type	<ul style="list-style-type: none"> • Virtual Performance Share Plan 	
	Allocation	<ul style="list-style-type: none"> • Annual allocation of LTI tranches 	
	Limitation of amount paid out	<ul style="list-style-type: none"> • Chair of the Management Board: max. EUR 2.5m • Member of the Management Board: max. EUR 2.0m 	

	Performance criteria	<ul style="list-style-type: none"> • 50% relative total shareholder return • 50% adjusted EBITDA of the Group
	Term	<ul style="list-style-type: none"> • Four years: Three-year performance period, followed by one-year Lock-up Period
	Payout	<ul style="list-style-type: none"> • At the Company's choice, either in cash or company shares
Other	Share ownership guidelines	<ul style="list-style-type: none"> • The Management Board members are obliged to acquire shares in the Company amounting to at least 100% of the gross basic compensation and to hold them during their management board activity.
	Maximum compensation	<ul style="list-style-type: none"> • Limitation of the total compensation to be granted for a fiscal year in accordance with section 87a(1), second sentence, no. 1 of the German Stock Corporation Act (AktG): <ul style="list-style-type: none"> ▪ Management Board Chair: EUR 3.5m ▪ Ordinary Management Board Member: EUR 3.0m
	Malus/clawback	<ul style="list-style-type: none"> • In the event of any breaches of duty, variable compensation may be partially or fully withheld or clawed back

On the basis of the compensation system, the Supervisory Board will determine a specific target total compensation for each member of the Management Board, which must be in reasonable proportion to the tasks and performance of each member of the Management Board as well as to the situation of the Company. In determining the amount of the target total compensation of the individual members of the Management Board, the Supervisory Board may, at its due discretion, differentiate with regard to the different requirements of the position, market conditions or qualification and experience of the members of the Management Board. When determining the target total compensation, it may therefore in particular make different determinations depending on the position of the Management Board member (chair or ordinary member), the responsibility within the entire Management Board or the experience or length of membership of the Management Board member.

When setting up the compensation structure, the Supervisory Board will also see to it that the variable compensation components account for a significant share of the total compensation in order to ensure a strong incentive structure and performance-based compensation for the members of the Management Board. Furthermore, in accordance with the provisions of the German Stock Corporation Act and the recommendations of the GCGC, the Supervisory Board will make sure that the share of long-term variable compensation exceeds the share of short-term variable compensation in order to focus on the long-term and sustainable development of the Company.

The total target compensation is made up of the sum of fixed and variable compensation components. The variable compensation components (STI and LTI) are each based on the target amount in the event of 100% target achievement.

The share of basic compensation is around 25% to 40% of the target total compensation. Benefits for the Company pension scheme correspond to approximately 1% to 5% of the target total compensation and fringe benefits account for approximately 1% to 5% of the target total compensation. The share of short-term variable compensation (STI) is 20% to 35% of the target total compensation, while the share of long-term variable compensation (LTI) accounts for the predominant portion of the target total compensation at 30% to 45%.

1. Fixed compensation

a) Basic compensation

The basic compensation comprises an annual fixed, non-performance-related basic salary, which is paid in twelve equal monthly instalments at the end of each month.

b) Fringe benefits

In addition, the members of the Management Board may be granted benefits in kind and fringe benefits, such as contributions to statutory or private health and long-term nursing care insurance, the conclusion of directors and officers liability insurance (D&O insurance) and other insurance benefits customary in the market. The fringe benefits may also include, in particular, the costs or the non-cash benefit of benefits in kind provided by the Company and other fringe benefits such as the provision of a company car, smartphones, reimbursement of certain tax consulting costs, housing and relocation costs, and costs in connection with preventive medical check-ups, including any taxes paid on these. The members of the Management Board may also choose a monthly car allowance instead of a company car. In addition, to attract suitable candidates, the Supervisory Board also has the right, in individual cases, to grant new members of the Management Board a sign-on bonus in cash or shares when they take office, in line with market conditions and in an appropriate manner. Such a special payment can, for example, compensate for salary losses from previous employment contracts that arise as a result of the candidates moving to the company.

c) Pension benefits

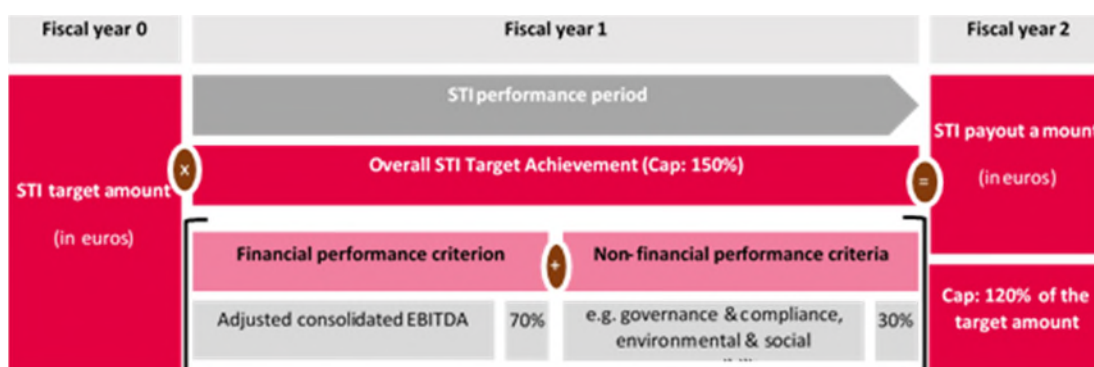
The members of the Management Board may receive contributions to self-financed company pension plans, provided that such a pension plan is maintained by the Management Board member. These contributions are intended to secure a partial

retirement provision and are only granted if at least the same amount is also paid in by the Management Board member. The Supervisory Board regularly reviews the appropriateness of the contribution. The Supervisory Board may also decide on special contributions and special arrangements for individual members of the Management Board. In making its decision, the Supervisory Board takes into account the envisaged pension level, the length of service on the Management Board and the annual and long-term expenses resulting from this.

2. Short-term variable compensation (STI)

The STI is a performance-based variable compensation component with a one-year assessment period that incentivises the contribution made in the fiscal year to the operational implementation of the Company's strategy and to the Company's sustainable development.

The members of the Management Board are granted variable performance-based compensation ("**STI**") for the fiscal year, the annual target amount of which is determined by the Supervisory Board in the service agreement of respective member of the Management Board ("**STI Target Amount**"). The calculation of the STI is based 70% on achievement of the target for the consolidated adjusted EBITDA ("**STI EBITDA Target**") and 30% on several other non-financial performance criteria ("**Non-Financial STI Targets**"). The STI performance targets are set annually before or at the beginning of the fiscal year by the Supervisory Board in consultation with the Management Board member, using their best judgement.



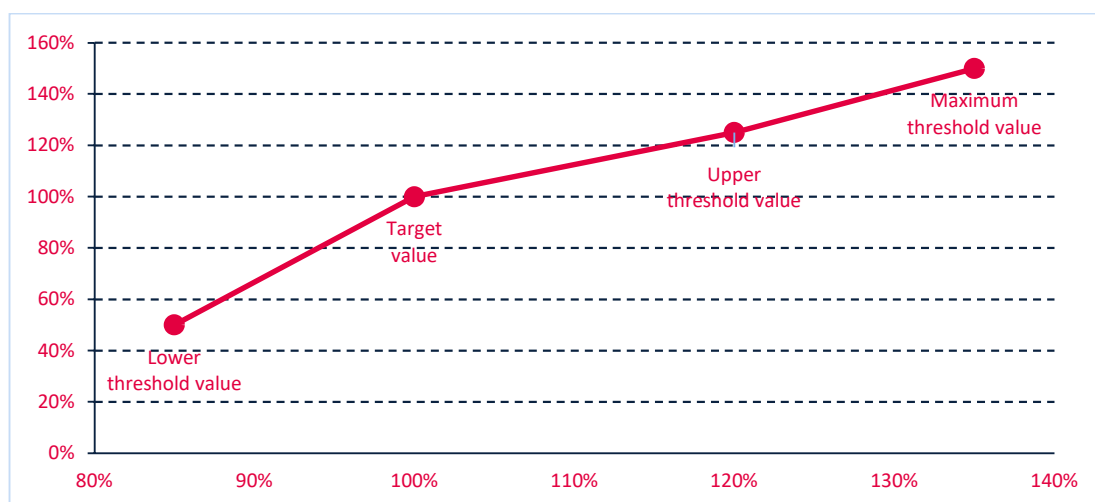
a) STI EBITDA Target

Cherry AG defines EBITDA as the sum of earnings before interest and taxes (EBIT) as well as depreciation/amortisation. Adjusted EBITDA is calculated by adjusting EBITDA for income/expenses for share-based compensation and one-off special effects (such as restructuring expenses). The consolidated adjusted EBITDA reflects its operating profitability and thus contributes to furthering the Company's business strategy.

The target value for the STI EBITDA Target is set annually by the Supervisory Board and is derived from the budget planning for the Cherry Group. To ensure that these targets do not fail to fulfil their incentive function, the Supervisory Board will use its due discretion to ensure that the targets are ambitious on the one hand but remain achievable for the member of the Management Board on the other. A subsequent change of the target value is excluded. To measure the target achievement, the adjusted EBITDA actually achieved according to the relevant approved consolidated financial statements of Cherry AG will be compared with the target value for the relevant fiscal year ("**STI EBITDA Target Achievement**"). The Supervisory Board will take into account adjustments to the EBITDA due to M&A activities to an appropriate extent.

The following applies when determining the target and threshold values: If the STI EBITDA Target Achievement is less than 85% of the STI EBITDA Target, the share of the overall STI EBITDA Target Achievement attributable to EBITDA is "0%". If the STI EBITDA Target Achievement is 85% of the STI EBITDA Target, the share of the overall STI EBITDA Target Achievement attributable to EBITDA is "50%" ("**Lower Threshold**"). If the STI EBITDA Target Achievement is 100% of the STI EBITDA Target, the share of the overall STI EBITDA Target Achievement attributable to EBITDA is "100%" ("**Target Value**"). If the STI EBITDA Target Achievement is 120% of the STI EBITDA Target, the share of the overall STI EBITDA Target Achievement attributable to EBITDA is "125%" ("**Upper Threshold**"). If the STI EBITDA Target Achievement is 135% or more of the STI EBITDA Target, the share of the overall STI EBITDA Target Achievement attributable to EBITDA is "150%" ("**Maximum Threshold**"). If the STI EBITDA Target Achievement is between the above percentages, the STI EBITDA Target Achievement is calculated on a straight-line basis. Maximum target achievement is limited to 150% of the STI EBITDA Target Achievement (cap).

The bonus curve of the STI EBITDA target is structured according to the following scheme:



b) Non-financial STI targets

The non-financial STI performance targets – and their weighting if there are up to ten targets – are set annually by the Supervisory Board at its due discretion. They may be set uniformly for the Management Board or individually for each Management Board member. A subsequent change of the non-financial STI performance targets is excluded. Maximum target achievement is limited to 150% of the target value for the non-financial STI target (cap). In addition to the Company's financial performance, the sustainable non-financial development of the Company is also of decisive importance for its long-term success. This part of the STI is measured by the achievement of non-financial performance targets, which relate to defined projects and/or important processes improvements initiatives to achieve current year objectives and/or strategic targets and will cover one or more of the following subject areas (alphabetic order):

- customers, markets & product initiatives
- employees & internal processes
- environment & social responsibility
- financial resource management & investments
- governance & compliance
- shareholder & supervisory board, and

- supplier & other stakeholder

When defining the non-financial STI performance target, the Supervisory Board will, in addition to the concrete non-financial STI performance target(s), also determine the method for measuring performance as well as the relevant target value, a lower threshold value and an upper threshold value. The concrete target achievement can range between 0% and 150% and will be explained ex-post in the Compensation Report. When determining the specific non-financial STI performance target, the Supervisory Board ensures that it is measurable and transparent. If the selected non-financial STI performance target cannot be measured or determined due to unforeseeable developments, the Supervisory Board may use an alternative key performance indicator that comes as close as possible to the original purpose. In principle, however, in accordance with the Recommendation of the GCGC, a subsequent change is also excluded for the ESG performance target.

c) Overall target achievement and payout arrangements

Achievement of the STI performance targets is measured and determined by the Supervisory Board after the end of the fiscal year ("**STI Performance Period**"). The STI EBITDA Target is measured against the Company's consolidated financial statements. Achievement of the non-financial STI performance targets is measured according to the established criteria. Overall target achievement is calculated by multiplying the target achievement levels of the performance criteria by their respective weights and then adding them together. Overall target achievement is then multiplied by the STI target value to determine the annual payout amount. The annual payout amount of the STI is limited to a maximum of 120% of the relevant (gross) annual basic compensation (cap). A subsequent change of the performance criteria is excluded.

In accordance with the Recommendation in G.11 of the German Corporate Governance Code, the Supervisory Board also has the possibility in justified rare special cases to reasonably take extraordinary developments into account. This can lead to an increase or decrease in the variable compensation that would otherwise result. Such adjustments can therefore take into account both positive and negative extraordinary developments that were not yet known or foreseeable when the target values were set and that have a significant impact on the total compensation of the members of the Management Board, for example M&A activities not taken into account in the budget, unforeseeable changes in accounting standards or tax regulations, natural disasters or pandemics. Generally unfavourable market developments or risks in the normal course of business are expressly not included in such exceptional cases. In making its decision, the Supervisory Board will consider, among other things, the extent to which the Company, its shareholders and employees are or will be affected by the extraordinary developments. Any adjustments and their effects on the

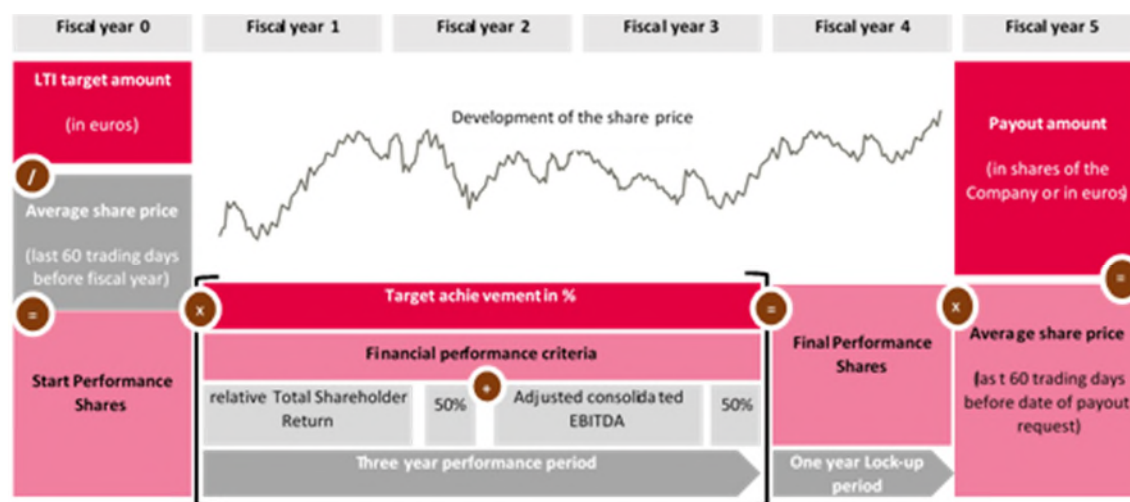
achievement of targets and payment of the STI will be reported ex-post in the compensation report.

The STI will be paid in cash and will be due for payment with the first salary statement after the approval of the consolidated financial statements for any fiscal year of the Company. If the employment begins or ends in the course of a fiscal year, the STI for the fiscal year will be paid on a prorated basis.

3. Long-term variable compensation (LTI)

The long-term variable compensation (LTI) is intended to further the actions of the members of the Management Board in the sense of a sustainable and long-term development of the Company. Linking the variable compensation to the performance of the Company's share price contributes to a stronger connection of the interests of the shareholders and a promotion of the long-term growth of the Company. The variable compensation under the LTI also depends on the success of the Company in its long-term strategy and is therefore geared towards the long-term development of the Company.

The annual target amount for the LTI is determined by the Supervisory Board in the service agreement of the respective member of the Management Board ("**LTI Target Amount**"). As a rule, the LTI performance targets consist of 50% relative total shareholder return ("**rTSR Target**") and 50% adjusted EBITDA of the Group ("**LTI EBITDA Target**"). The LTI is structured as a performance share plan under which virtual shares (performance shares) of Cherry AG are conditionally allocated in annual tranches on 1 January of each fiscal year ("**Start Performance Shares**"). The term of an LTI tranche is four years and consists of a three-year performance period ("**LTI Performance Period**") and a subsequent one-year vesting period ("**Lock-up Period**").



To determine the number of Start Performance Shares conditionally granted, the LTI Target Amount is divided by the average closing price of the Company's share over the last 60 consecutive stock exchange trading days prior to the beginning of the relevant grant year. At the end of the relevant three-year LTI Performance Period, the number of conditionally granted initial performance shares is multiplied by the total target achievement; the result is the final number of performance shares ("**Final Performance Shares**"). At the end of each three-year LTI Performance Period, the Management Board member acquires an unconditional and vested entitlement to the Final Performance Shares. After expiry of the Lock-up Period, the LTI tranche will be paid out. The amount of the payout is calculated by multiplying the number of Final Performance Shares by the average closing price of the Company's share in the last 60 trading days prior to the date of the payout request.

a) rTSR target

The relative Total Shareholder Return ("**rTSR**") is determined based on the performance of the share return of the Company's share ("**Cherry Share**") in relation to the performance of the SDAX. The rTSR is an external, capital markets-based performance criterion and therefore promotes the alignment of interests. Taking into account the share price performance in comparison to a peer group also provides an incentive to compete in the long term and to outperform the peer group.

At the beginning of each LTI tranche, the Supervisory Board sets a target value for the rTSR target. To ensure that these targets do not fail to fulfil their incentive function, the Supervisory Board will use its due discretion to ensure that the targets are ambitious on the one hand but remain achievable for Management Board member on the other.

The Total Shareholder Return ("**TSR**") is the sum of the performance of the Cherry Share price and the dividends paid, assuming that these dividends would have been reinvested in Cherry Shares on the day after the dividend payment. The TSR target achievement for the Company and for the SDAX is calculated at the end of the Performance Period according to the following formula:

$$TSR (\%) = \frac{\text{Earnings yield at the end of Performance Period}}{\text{Earnings yield at the beginning of Performance Period}}$$

Earnings yield is calculated for each individual day according to the following formula:

$$RI_t = RI_t - 1 * \frac{(Pt + Dt)}{Pt - 1}$$

Legend:

RI_t : Earnings yield on day t

P_t : Closing price on day t (on Frankfurt Stock Exchange/XETRA)

D_t : Dividends on day t (if ex day)

For both Cherry AG and the SDAX, the earnings yield at the beginning of the Performance Period is based on the average earnings yield in the 60 consecutive stock exchange trading days immediately prior to the beginning of the year of grant, rounded to two decimal places. For both the Company and the SDAX, the earnings yield at the end of the Performance Period is based on the average earnings yield in the 60 consecutive trading days immediately preceding the end of the LTI Performance Period, rounded to two decimal places.

The rTSR for the relevant LTI Performance Period is the difference between the TSR value of the Cherry Share and the TSR value of the SDAX according to the following formula:

$$rTSR = TSR \text{ Cherry Share} \text{ minus } TSR \text{ SDAX}$$

The following applies when determining the target and threshold values: If the difference between the TSR of the Cherry Share and the TSR of the SDAX is less than 0 percentage points (i.e. negative), the rTSR target achievement is "0%" and the Management Board member will not receive any Final Performance Shares in relation to the rTSR target. If the difference between the TSR of the Cherry Share and the TSR of the SDAX is 0 percentage points, the rTSR target achievement is "50%" ("**Lower Threshold**"). If the difference between the TSR of the Cherry Share and the TSR of the SDAX is 25 percentage points, the rTSR target achievement is "100%" ("**Target Value**"). If the difference between the TSR of the Cherry Share and the TSR of the SDAX is 50 percentage points or more, the rTSR target achievement is "150%" ("**Upper Threshold**"). If the TSR target achievement is between the mentioned percentage points, the rTSR target achievement is calculated on a straight-line basis. The maximum rTSR target achievement is limited to 150% of the rTSR target achievement (cap).

The bonus curve is structured according to the following scheme:



The Supervisory Board has the right in justified exceptional cases to change and adjust (i) the payout curve for the rTSR and/or (ii) in appropriate cases the benchmark index, in each case for an LTI tranche (but under no circumstances during an ongoing Performance Period for an LTI tranche already granted). Any subsequent change of the rTSR target value is excluded. However, the Supervisory Board is entitled to adjust the rTSR target appropriately in the case of extraordinary events (e.g. dilution protection in the case of capital measures or in the case of a significant change in the benchmark index).

b) LTI EBITDA target

Cherry AG defines EBITDA as the sum of earnings before interest and taxes (EBIT) as well as depreciation/amortisation. Adjusted EBITDA is calculated by adjusting EBITDA for income/expenses for share-based compensation and one-off special effects (such as restructuring expenses). The Group's adjusted EBITDA reflects its operating profitability and thus contributes to furthering the Company's business strategy.

The target value for the LTI EBITDA target is determined by the Supervisory Board before or at the beginning of the each LTI tranche for each of the three fiscal years of an LTI performance period and is derived from the budget planning for the Cherry Group. A subsequent change of the target value is excluded. To ensure that these targets do not fail to fulfil their incentive function, the Supervisory Board will use its due discretion to ensure that the targets are ambitious on the one hand but remain achievable for the Management Board member on the other.

To measure the target achievement, the adjusted EBITDA actually achieved according to the relevant approved consolidated financial statements of Cherry AG will be compared against the target value for the respective fiscal year. The Supervisory Board may take into account adjustments of the EBITDA due to M&A activities to a reasonable extent. The target achievement for the LTI EBITDA target results from the average of the three LTI EBITDA target achievements during the respective Performance Period.

With respect to the LTI EBITDA target achievement, the Supervisory Board sets the financial target for 100% LTI EBITDA target achievement ("**Target Value**") in each case before or at the beginning of each LTI Performance Period.

The following applies when determining the target and threshold values: If the target achievement for the LTI EBITDA target is below 85% of the Target Value, the LTI EBITDA target achievement is "0" and the Management Board member does not receive any Final Performance Shares for the LTI EBITDA target. If the target achievement for the LTI EBITDA target is 85% of the target value, the LTI EBITDA target achievement is 50% ("**Lower Threshold**"). If the target achievement for the LTI EBITDA target is 100% of the target value, the LTI EBITDA target achievement is 100%. If the target achievement for the LTI EBITDA target is 150% or more of the target value, the LTI EBITDA target achievement is 150% ("**Upper Threshold**"). If the LTI EBITDA target achievement is between the above percentages, the LTI EBITDA target achievement is calculated on a straight-line basis. However, under no circumstances will the LTI EBITDA target achievement exceed 150% of the LTI EBITDA target (cap).

The bonus curve is structured according to the following scheme:



c) Overall target achievement and payout arrangements

Total target achievement is calculated by multiplying the target achievement levels of the two performance criteria by their respective weightings and then adding them together. The amount of the payout is calculated by multiplying the number of final performance shares by the average closing price of Cherry Shares in the last 60 trading days prior to the date of the payout request. The LTI payout amount for each LTI tranche is limited to a maximum EUR 2,500,000.00 (gross) for the Chairman of the Management Board and to maximum of EUR 2,000,000.00 (gross) for ordinary members of the Management Board p. a. (cap).

Payment of each LTI Tranche is generally payable and due at the latest within two weeks after the Annual General Meeting of Cherry AG following the Lock-up Period. Payment will be made, at the Company's option, either in cash or, on the basis of the net amount and after deduction of the income tax paid by the Company to the tax authorities, in Cherry Shares.

If the employment begins or ends in the course of a grant year, the LTI for this fiscal year will be granted on a prorated basis.

If (i) the Company prematurely removes the Management Board member from office for good cause pursuant to section 84(3) of the German Stock Corporation Act, if (ii) the Management Board member's service contract is terminated by the Company for good cause pursuant to section 626 of the German Civil Code (BGB), or if (iii) the Management Board member resigns from office without having good cause to do so, all unpaid claims to the LTI, including vested final performance shares will lapse (bad leaver). In all other cases of termination of the contract, the claims from the LTI remain unaffected and are settled according to the originally agreed targets as of the respective due dates and paid out depending on the overall target achievement.

In accordance with the Recommendation in G.11 of the German Corporate Governance Code (DCGK), the Supervisory Board has the option also in the case of the LTI in justified, rare special cases to reasonably take extraordinary developments into account. This can lead to an increase as well as to a reduction of the otherwise resulting variable compensation. Such adjustments can therefore take into account both positive and negative extraordinary developments that were not yet known or foreseeable when the target values were set and were not adequately reflected therein, for example M&A activities not included in the budget or unforeseeable changes in accounting regulations. Generally unfavourable market developments or risks in the normal course of business are expressly not included in such exceptional cases. In making its decision, the Supervisory Board will consider, among other things, the extent to which the Company, the shareholders and the employees are or will be affected by the extraordinary developments. Any adjustments and their effects on the

achievement of targets and payment of the LTI are reported ex-post in the Compensation Report.

4. Share ownership guidelines

In order to align the interests of the Management Board members even more closely with the interests of the shareholders beyond the variable compensation, the Management Board members are obliged to hold the Company's shares (share ownership guidelines). Each Management Board member is obliged to acquire and hold Cherry Shares during the term of their service contract at least in the amount of 100% of the annual basic compensation until the end of the accrual phase

The shares to be held will be accrued within four years of commencement of the Management Board member's service contract. The Management Board member must spend a total amount corresponding to the relevant equivalent value as the purchase price for the Cherry Shares acquired by them. Cherry Shares already held by the Management Board member will be taken into account.

IV. Maximum compensation of Management Board members

The total compensation payable for the fiscal year (sum of all compensation in the relevant fiscal year including basic compensation, fringe benefits, pension contributions and variable compensation components) to the Management Board members – regardless of whether it is disbursed in this fiscal year or at a later date – is limited to a maximum amount ("**Maximum Compensation**") for each individual Management Board member. In the event that the Maximum Compensation is exceeded, the payouts from the LTI (in Cherry Shares or in cash), as the most recently due compensation component, will be reduced accordingly.

The annual Maximum Compensation is:

- For the Chair of the Management Board EUR 3.5 million
- For ordinary Management Board members EUR 3.0 million

These amounts are not the target total compensation aimed at or considered reasonable by the Supervisory Board, but simply an absolute upper limit only achievable with maximum target achievement of all ambitious performance criteria for the variable compensation and a major increase in the Company share price.

The Supervisory Board will regularly review the level of the maximum individual compensation commitment for reasonableness. This reasonableness check will be done

as part of the horizontal and vertical comparison and includes the fringe benefits, each at their maximum flat-rate amount.

V. Malus and Clawback

The Supervisory Board has the option of withholding non-disbursed compensation from the variable compensation elements on certain conditions ("**Malus**") or clawing back compensation already paid from the variable compensation elements ("**Clawback**").

According to this rule, the Supervisory Board can, in the case of wilful or grossly negligent serious breaches of the corporate code of conduct or statutory duties by a Management Board member, cancel variable compensation in the short term and variable share-based compensation in the long term in full or in part without substitution (Malus). The Supervisory Board can also claw back paid variable compensation in full or in part in these cases ("**Compliance Clawback**").

In addition, variable compensation already paid is to be repaid if the amount payable was calculated based on incorrect Company financial statements and a lower amount would be payable based on the corrected financial statements ("**Performance Clawback**"). The clawback opportunities exist even if the office or employment of the Management Board member has already ended at the time of the clawback.

Any claims by the Company for damages, especially based on section 93(2) of the German Stock Corporation Act, the Company's right to cancel the order under section 84(3) of the Stock Corporation Act and the Company's right to terminate the service contract without notice remain unaffected by these provisions.

VI. Details of compensation-related legal transactions

1. Terms and termination of Management Board service contracts

The Company's Supervisory Board will observe the stipulations of section 84 of the German Stock Corporation Act and generally also the recommendations of the German Corporate Governance Code (DCGK) when appointing Management Board members and regarding the term of the Management Board service contracts. Accordingly, the term of the Management Board service contracts is a maximum of five years and generally a maximum of three years upon first appointment, provided no deviation from this is declared. The Management Board service contract can be terminated without notice only for cause within the meaning of section 626 of the German Civil Code. There is no option for terminating the Management Board service contract with notice.

If a Management Board service contract is terminated, the Management Board member in question will be paid the variable compensation components due for the time until contract termination according to the originally agreed performance criteria and according to the payout arrangements and deadlines set out in the Management Board service contract.

2. Benefits in the event of premature termination of the Management Board service contract

There is no right to severance pay or other payments in the case of an effective termination without notice for cause by the Company (section 626 of the German Civil Code). Likewise, a right to severance pay or other payments is excluded if the Management Board member resigns their office without cause on their part.

In the case of premature mutually agreed termination of the Management Board service contract without cause, any severance pay due is limited to a maximum of two years' compensation, but at most the compensation of the remaining term ("**Severance Cap**"). The severance will count towards any waiting allowance due to a post-contractual non-compete.

3. Change of control

In principle, no commitments will be made regarding payments for premature termination of the service contract by the Management Board member following a change of control.

4. Taking up Supervisory Board roles or comparable roles

The compensation covers the entire activity of the Management Board member including any activities for Affiliated Enterprises; this applies in particular to taking up intra-group Supervisory Board roles and comparable roles.

Taking up a subsidiary activity (such as another professional activity or taking up a role on a body representing interests or a voluntary role), whether paid or unpaid, requires the prior consent of the Company's Supervisory Board. The Supervisory Board will decide at the same time as deciding on consent whether and to what extent compensation for subsidiary activities, namely taking up Supervisory Board roles outside the corporate group, will count towards the Management Board compensation.

5. Post-contractual non-compete

The Company's Supervisory Board may provide for a post-contractual non-compete in which the Management Board members are prohibited from competing with the Company for a certain time period after the end of the Management Board service contract. In such a case, the Company will pay a waiting allowance to the Management Board members for the duration of the post-contractual non-compete. Any severance pay will count towards the waiting allowance. The Company may waive the post-contractual non-compete by declaration in writing at any time with the effect that it will be free from paying the waiting allowance upon expiry of six months following the declaration.

VII. Temporary deviations from the compensation system

Under section 87a(2) second sentence of the German Stock Corporation Act, the Supervisory Board can temporarily deviate from the compensation system if this is necessary in the interest of the Company's long-term prosperity. This includes, for example, adjusting the compensation system if there is a significantly altered corporate strategy, to give suitable incentives, or if there are far-reaching changes in the economic situation (due to pandemics or severe economic crises, for example) which make the original performance criteria and/or KPIs in the compensation system outdated, provided the specific effects were not foreseeable. Generally unfavourable market trends are expressly not an exceptional case justifying deviation from the compensation system.

In procedural terms, such deviation requires a specific resolution by the Company's Supervisory Board in which the extraordinary circumstances and need for deviation are justified transparently in an appropriate manner.

The compensation system components that can be deviated from in exceptional cases are the procedure, the rules on the compensation structure and amount as well as the individual compensation elements and in particular the performance criteria. Objectively, the Supervisory Board can deviate both from the relative proportion of the individual compensation components and their prerequisites, and also the fixed compensation can be set differently in individual cases if this is in the interest of the Company's long-term prosperity. In addition, other compensation components can be granted if the incentive effect of the compensation cannot be adequately restored by adjusting the existing compensation components. The need for deviation and the compensation system components actually affected by the deviation will be explained to the shareholders in the relevant Compensation Report.

3. Annex to agenda item 7 (resolution on the Compensation System for the members of the Supervisory Board)

I. Contribution of compensation to promoting the business strategy and to long-term development

The system for compensating the members of the Company's Supervisory Board is based on the statutory requirements and takes into account the Recommendations and Suggestions of the German Corporate Governance Code (DCGK).

The compensation of the members of the Supervisory Board is intended to be balanced overall and appropriately reflect their responsibility and tasks and the Company situation. The level of fixed annual compensation takes into account the specific role and responsibility of the members of the Company's Supervisory Board. At the same time, the compensation should make it sufficient appealing to take on a role as a member or Chair of the Supervisory Board or a committee in order to attract suitably qualified candidates to the Supervisory Board and to retain them. This is the condition for the best possible supervision of and advice to the Management Board, which in turn makes a major contribution to a successful business strategy and the long-term success of the Company.

In line with Recommendation G.18 of the German Corporate Governance Code (DCGK), the current compensation arrangements do not provide for success-based compensation, but for purely fixed compensation of the members of the Company's Supervisory Board. This way the Company's Supervisory Board can best independently advise and monitor the Management Board. The scope of the workload and liability risk of the members of the Company's Supervisory Board usually do not evolve in parallel with the business success of the enterprise or the earnings situation at the Company. Instead, often especially in tough times when variable compensation may decrease, particularly intensive advisory and supervision duties will be required of the members of the Company's Supervisory Board. Variable compensation components and financial or non-financial performance criteria are not provided for.

II. Compensation components

The compensation for Supervisory Board members consists of fixed compensation of EUR 45,000. The Company also reimburses the necessary expenses incurred by the Supervisory Board members in the exercise of their office and the statutory VAT due. In addition, the Supervisory Board members will be included in a directors and officers insurance policy of an appropriate amount for committee members maintained by the Supervisory Board in the Company's interest, if such exists. The greater time commitment of the Chair and Deputy Chair of the Supervisory Board and of the Chair and members of committees will be taken into account reasonably and also in line

with Recommendation G.17 of the German Corporate Governance Code (DCGK). The Chair of the Supervisory Board will receive fixed compensation of EUR 90,000 and the Deputy Chair fixed compensation of EUR 67,500 for the Company fiscal year in question.

For their work on the Audit Committee of the Supervisory Board, the Chair of the Audit Committee will receive an additional EUR 25,000 and each other member of the Audit Committee EUR 12,500 for the Company fiscal year in question. The Chair of the Nomination Committee and the Chair of the Personnel and Compensation Committee will each receive additional annual fixed compensation of EUR 15,000. Each member of the Supervisory Board who is a member of the Personnel and Compensation Committee or Nomination Committee, but not the Chair, will receive additional annual fixed compensation of EUR 7,500,00.

The annual compensation is payable at the end of each fiscal year and is then due within the first six weeks of the new fiscal year. Members of the first Supervisory Board and Supervisory Board members who join the Supervisory Board, a committee or a certain role or leave the Supervisory Board, a committee or a certain role during the ongoing fiscal year, will receive one-twelfth of the relevant annual compensation portion for each month or part thereof of their membership or performance of their role.

III. Defining, implementing and reviewing the compensation system

The Supervisory Board members are appointed (subject to a different term in office being decided at the election by the General Meeting) until the end of the General Meeting which adopts a resolution on the formal approval of the actions of the members of the Supervisory Board for the fourth fiscal year after the start of the term in office. The fiscal year the term of office begins in is not included in this. Members of the Supervisory Board can be dismissed subject to the relevant statutory provisions. Each Supervisory Board member can resign from their office even without cause by written declaration to the Chair of the Supervisory Board or their deputy if the Chair has resigned, with one month's notice. The Chair of the Supervisory Board, or their deputy if the Chair has resigned, can reduce or waive the notice period.

The Supervisory Board's compensation is regularly reviewed, at least every four years, by the Management Board and Supervisory Board of the Company. To this end, a horizontal market comparison with Supervisory Board compensation at other companies can be compiled. The Company's Supervisory Board can be supported by an independent external compensation expert in doing this. In the case of major changes, but at least every four years, the compensation system and the compensation of members of the Supervisory Board will be presented to the General Meeting

for a resolution. The General Meeting can confirm the existing system of Supervisory Board compensation or adopt a resolution to change it. Corresponding proposals for resolutions are submitted by the Management Board and by the Supervisory Board of the Company to the General Meeting pursuant to the legally stipulated division of powers, so that there is mutual monitoring of both bodies. The rules laid down in the Rules of Procedure for the Management Board and Supervisory Board on dealing with conflicts of interest will be complied with in the procedures for setting up, implementing and reviewing the compensation system. The decision on the final structure of the compensation system is made by the General Meeting. Thus, a system of mutual monitoring is already rooted in the statutory regulations.

4. Annex to agenda item 9 (resolution on the conversion of the Company into a European company (*Societas Europaea*, SE))

The Draft Terms of Conversion and the Articles of Association of Cherry SE annexed to the Draft Terms of Conversion have the following wording:

DRAFT TERMS OF CONVERSION
regarding the change in legal form of
Cherry AG
with its registered office in Munich
to the legal form of a European company (*Societas Europaea*, SE)

Preamble

- (A) Cherry AG is a stock corporation (*Aktiengesellschaft*) incorporated under German law with its registered office in Munich, entered in the commercial register of Munich Local Court under HRB 266697 (hereinafter “**Cherry AG**”). The head office of Cherry AG is located in Munich and the registered business address of Cherry AG is Einsteinstrasse 174, c/o Design Offices Bogenhausen, 81677 Munich.
- (B) The registered share capital of Cherry AG is EUR 24,300,000.00 and is divided into 24,300,000 no-par value bearer shares (shares without a nominal value) each proportionally representing EUR 1.00 of the registered share capital. The shares of Cherry AG (ISIN DE000A3CRRN9) have been traded on the Regulated Market of the Frankfurt Stock Exchange with additional post-admission obligations in the Prime Standard sub-segment since 29 June 2021. The shares are also included in over-the-counter trading on the Berlin, Dusseldorf, Hamburg, Hanover, Munich and Stuttgart stock exchanges and are tradable via the XETRA electronic trading platform of Deutsche Börse AG.
- (C) Cherry AG is the group parent company and, at the time these Draft Terms of Conversion are notarised, has nine (9) direct and indirect subsidiaries (Cherry AG with its subsidiaries collectively referred to as the “**Cherry Group**”). The Cherry Group is a globally operating manufacturer of computer input devices and high-end switches for mechanical keyboards. The business focuses on mechanical keyboard switches for gaming keyboards and various computer input devices which are used in a number of applications, mainly in the gaming, offices, industry and cybersecurity sectors as well as in solutions for the healthcare sector. Since it was founded in 1953, the Cherry Group with its two divisions, Gaming and Professional, has been synonymous with innovative, high-quality products developed specifically to meet the needs of its customers. The Professional business unit comprises mainly keyboards, mice and

keyboard/mouse combinations equipped with multiple features. The business unit primarily addresses customers in the Cherry Group's home market Germany as well as customers in France, the UK and the USA.

- (D) In this context, Cherry AG assumes the function of a managing holding company. The business purpose of Cherry AG according to Article 2(1) of the Articles of Association of Cherry AG ("**AG Articles**") in addition to holding, management, acquisition and sale of participations in other companies, also the provision of services not subject to authorization. This includes in particular administrative and management services, including in the areas of finance, human resources, IT, controlling, data protection, materials management, order management, logistics and warehouse management, strategic and operative purchasing and procurement and customer services. A total of nine (9) direct and indirect subsidiaries of Cherry AG are located in Germany and in the countries the Cherry Group does business in. The operational business activities are carried out by seven (7) of these subsidiaries. The operational headquarters of the Cherry Group are located in Auerbach in der Oberpfalz, Germany.

The indirect subsidiaries of Cherry AG include CHERRY S.A.R.L., a limited liability company (*Société à responsabilité limitée*) under the laws of France, registered in the Paris Commercial Register (*Registre du commerce et des sociétés Paris*) under No. 325 868 438 with registered business address 52 Boulevard de Sébastopol, 75003 Paris, France (hereinafter "**Cherry S.à.r.l.**"). All shares in Cherry S.à.r.l. have been held by Cherry Europe GmbH with its registered office in Auerbach, registered in the Commercial Register of Amberg Local Court under HRB 5729 (hereinafter "**Cherry Europe GmbH**"), since 1 January 2016. All shares in Cherry Europe GmbH have been initially held directly by Cherry Holding GmbH with its registered office in Auerbach, registered in the commercial register of Amberg Local Court under HRB 5974, since 14 November 2016 (initially under the name of GENUI Fünfte Beteiligungsgesellschaft mbH; hereinafter "**Cherry Holding**"). When the merger took effect on 19 April 2021, Cherry Holding as the transferring legal entity merged with the subsequent Cherry AG (at the time still in its previous legal form of a limited liability company (*GmbH*) under the name of Cherry Holding GmbH or before that, Cherry AcquiCo GmbH), which thus holds all shares in Cherry Europe GmbH as sole shareholder. Cherry AG thus indirectly holds 100% of the capital and voting rights in Cherry S.à.r.l. and thus exercises a controlling influence over Cherry S.à.r.l. Cherry AG has therefore had a subsidiary, Cherry S.à.r.l., in another European Union

Member State (the Member States of the European Union and the other contracting states of the European Economic Area hereinafter referred to collectively as the “**Member States**”) for more than two years. Thus, Cherry AG fulfils the requirements of Article 2(4) of Council Regulation (EC) No 2157/2001 of 8 October 2001 on the Statute for a European company (*Societas Europaea*, hereinafter “**SE**”), as amended (“**SE Regulation**”), for a conversion into an SE pursuant to Article 37 SE Regulation.

- (E) It is intended to convert Cherry AG into the legal form of an SE without transferring the registered office in Munich. The legal form of the SE is the only legal form under European law available to a listed company with its registered office in Germany. The change of the legal form into an SE is intended to express the importance of the European and global business activities of Cherry AG and to strengthen the positioning of Cherry AG as an international and European company. Through the change of the legal form, Cherry AG can continue the growth and the established structure under company law with a two-tier management system in the modern and European legal form of the SE.

NOW, THEREFORE, the Management Board of Cherry AG establishes the following Draft Terms of Conversion pursuant to Article 37(4) SE Regulation (the above Preamble to these Draft Terms of Conversion forms a constituent part thereof):

1. Change in the legal form of Cherry AG to Cherry SE

- 1.1 Pursuant to Article 2(4) and Article 37 SE Regulation, Cherry AG will be converted into a European company (*Societas Europaea*, SE).
- 1.2 Pursuant to Article 37(2) SE Regulation, this change in legal form to an SE may not result in the winding up of Cherry AG or in the creation of a new legal person. Rather, Cherry AG will continue to exist in the legal form of an SE and, due to the preservation of the identity of the legal entity, no transfer of assets will take place.
- 1.3 The shareholders’ holdings in Cherry AG will continue unchanged. Furthermore, the change in legal form will have no effect on the stock exchange listing of Cherry AG and the trading of the shares on the stock exchange. Shareholders who object to the change in legal form will not

be offered any cash compensation because such an offer is not provided for by law.

- 1.4 Cherry SE will, like Cherry AG, have a two-tier management system, consisting of a Management Board (see clause 6) and a Supervisory Board (see clause 7).
- 1.5 Pursuant to Article 16(1) SE Regulation, the change in legal form takes effect upon registration in the Commercial Register of Munich Local Court, which has jurisdiction for Cherry AG ("**Conversion Date**").

2. Company name, registered office, registered share capital and shareholder structure of Cherry SE

- 2.1 The name of the SE is "Cherry SE".
- 2.2 The registered office of Cherry SE will continue to be located in Munich, Germany. The head office of Cherry SE will also continue to be located in Munich, Germany, and the business address of Cherry SE will continue to be Einsteinstrasse 174, c/o Design Offices Bogenhausen, 81677 Munich, Germany.
- 2.3 The entire registered share capital of Cherry AG in the amount existing on the Conversion Date (currently EUR 24,300,000.00) and in the division existing on the Conversion Date (currently 24,300,000 no-par value shares) into no-par value bearer shares without a nominal value will become the registered share capital of Cherry SE.
- 2.4 The persons and companies that are shareholders of Cherry AG on the Conversion Date will become shareholders of Cherry SE as a result of the change of the legal form, namely to the same extent and with the same number of no-par value bearer shares in the share capital of Cherry SE as they hold in the share capital of Cherry AG directly on the Conversion Date. The notional amount of each no-par value share in the share capital

(currently EUR 1.00) will remain as it exists directly on the Conversion Date.

- 2.5 The shares of Cherry AG are recorded in global share certificates. These will be replaced by global share certificates in the name of Cherry SE following the effectiveness of the change of the legal form.

3. Articles of Association and capital of Cherry SE

- 3.1 Cherry SE will receive the Articles of Association (“**SE Articles**”) that are attached to these Draft Terms of Conversion as an **Annex**, which form a constituent part of these Draft Terms of Conversion. In the event of any discrepancy or contradiction between the English version and the German version of the SE Articles, the German version will prevail over the English version.
- 3.2 The amount of registered share capital and the division of the registered share capital of Cherry SE into no-par value shares pursuant to Article 4(1) and Article 4(2) of the SE Articles on the Conversion Date correspond to the amount of registered share capital and the division of the registered share capital of Cherry AG into no-par value shares pursuant to Article 4(1) and Article 4(2) of the AG Articles.
- 3.3 On the Conversion Date, the authorised capital (Authorised Capital; entered in the commercial register as Authorised Capital 2021/I) of Cherry AG still existing in an amount of EUR 10,000,000.00 pursuant to Article 4(3) of the AG Articles at the time of the preparation of these Draft Terms of Conversion will be converted into Authorised Capital 2021/I of Cherry SE in the amount existing on the Conversion Date by Article 4(3) of the SE Articles and the amount of the Authorised Capital 2021/I of Cherry SE will then correspond pursuant to Article 4(3) of the SE Articles to the amount of the still existing Authorised Capital pursuant to Article 4(3) of the AG Articles.
- 3.4 Furthermore, on the Conversion Date, the conditional capital (Conditional Capital; entered in the commercial register as Conditional Capital 2021/I) of Cherry AG existing on the Conversion Date in an amount of EUR 10,000,000.00 pursuant to Article 4(4) of the AG Articles at the time of the preparation of these Draft Terms of Conversion will be converted into Conditional Capital of Cherry SE in the amount existing on the Conversion Date by Article 4(4) of the SE Articles and the amount of the Conditional Capital 2021/I of Cherry SE will then correspond to the amount of the

existing Conditional Capital pursuant to Article 4(4) of the AG Articles in accordance with Article 4(4) of the SE Articles.

- 3.5 Any and all changes prior to the Conversion Date regarding the amount and division of the registered share capital of Cherry AG or the existing authorised or conditional capital based on prior utilisations thereof also apply to Cherry SE.
- 3.6 The Supervisory Board of Cherry AG (and in the alternative the Supervisory Board of Cherry SE) is authorised and at the same time instructed to make any amendments to the version of the SE Articles attached as an Annex which are necessary so that the capital ratios of Cherry AG set out in Article 4 of the AG Articles immediately prior to the Conversion Date are accurately reflected in Article 4 of the SE Articles for Cherry SE, prior to the application of Cherry SE for registration in the commercial register of the competent Munich Local Court.

4. Continued validity of resolutions of the General Meeting of Cherry AG

- 4.1 The authorisation granted by the extraordinary General Meeting of Cherry AG on 23 June 2021 (Deed Roll No. H 2719/21 of notary Sebastian Herrler, Munich) under agenda item 2a) to issue bearer or registered option bonds and/or convertible bonds, profit rights and/or profit bonds (or a combination of these instruments) (together “**Bonds**”) in a total nominal amount of up to EUR 400,000,000.00 with the possibility to exclude subscription rights (“**Bond Authorisation**”) is valid until 22 June 2026 inclusive. Provided that the conversion of Cherry AG into the legal form of an SE has taken place by this date, the Bond Authorisation will thus continue to apply to the Management Board of Cherry SE to the extent that it exists on the Conversion Date and has not been utilised. In order to service claims arising from the Bonds issued under the Bond Authorisation, the extraordinary General Meeting of Cherry AG of 23 June 2021 created the Conditional Capital under agenda item 2b), which exists in an amount of EUR 10,000,000.00 in accordance with Article 4(4) of the AG Articles at the time of the preparation of these Draft Terms of Conversion. The Conditional Capital will become the Conditional Capital 2021/I of Cherry SE in the amount existing at the Conversion Date by virtue of Article 4(4) of the SE Articles.
- 4.2 The authorisation granted by the extraordinary General Meeting of Cherry AG on 23 June 2021 (Deed Roll No. H 2719/21 of notary Sebastian Herrler, Munich) under agenda item 3 to acquire and use treasury shares

in accordance with section 71(1) no. 8 of the German Stock Corporation Act (*Aktiengesetz*, AktG), including the authorisation to redeem acquired treasury shares and to reduce capital and to exclude subscription rights ("**Authorisation Resolution**") applies until 22 June 2026. Provided that the conversion of Cherry AG into the legal form of an SE has taken place by this date, the Authorisation Resolution will thus also continue to apply to the Management Board of Cherry SE to the extent that it exists on the Conversion Date and has not been utilised.

- 4.3 Furthermore, all other resolutions of the General Meeting of Cherry AG continue to apply unchanged to Cherry SE, to the extent that they have not yet been implemented on the Conversion Date.

5. Corporate bodies of Cherry SE, two-tier system

Pursuant to Article 6(1) of the SE Articles, Cherry SE will have a two-tier management system consisting of a "management organ" (Management Board) within the meaning of point (b) of Article 38, Article 39(1) SE Regulation and a "supervisory organ" (Supervisory Board) within the meaning of point (b) of Article 38, Article 40(1) SE Regulation. Pursuant to Article 6(2) of the SE Articles, the corporate bodies of Cherry SE are therefore, as to date at Cherry AG, the Management Board, the Supervisory Board and the General Meeting.

6. Management Board

- 6.1 Pursuant to Article 7(1) of the SE Articles, the Management Board of Cherry SE will continue to consist of one or more persons and the number of members of the Management Board of Cherry SE will be determined by the Supervisory Board.
- 6.2 Notwithstanding the decision-making competence of the future Supervisory Board of Cherry SE pursuant to Article 39(2) SE Regulation, it is to be assumed that the current members of the Management Board of Cherry AG will be appointed as members of the Management Board of

Cherry SE. The current members of the Management Board of Cherry AG are:

- a) Rolf Unterberger (Chairman of the Management Board),
- b) Bernd Wagner, and
- c) Dr Udo Streller.

7. Supervisory Board

- 7.1 The offices of the elected members of the Supervisory Board of Cherry AG end upon the change of the legal form taking effect on the Conversion Date.
- 7.2 Pursuant to Article 10(1) of the SE Articles, the Supervisory Board of Cherry SE will continue to consist of seven (7) members. All members will continue to be representatives of the shareholders pursuant to the second half of the first sentence of section 96(1) of the German Stock Corporation Act and as to date elected by the General Meeting pursuant to the first sentence of section 101(1) of the German Stock Corporation Act.
- 7.3 Pursuant to Article 10(2) of the SE Articles, the members of the Supervisory Board of Cherry SE are, unless otherwise specified at the time of their election, appointed until the end of the General Meeting that adopts a resolution on the formal approval of the members' actions for the fourth fiscal year following the commencement of their term of office, however, for no more than six (6) years. The fiscal year in which the term of office begins is not included in this calculation. Re-elections are permissible. The term of office of the members of the first Supervisory Board ends at the end of the General Meeting that adopts a resolution on the formal approval of the members' acts for the first fiscal year of Cherry SE.
- 7.4 It is provided for that the members of the first Supervisory Board of Cherry SE will be elected by the General Meeting on 8 June 2022 that resolves on the approval of the change in the legal form of Cherry AG into

Cherry SE. Under agenda item 10, the current members of the Supervisory Board of Cherry AG,

- a) James Burns (currently Deputy Chairperson of the Supervisory Board of Cherry AG),
- b) Joachim Coers
- c) Heather Faust
- d) Steven M. Greenberg
- e) Tariq Osman
- f) Dino Sawaya, and
- g) Marcel Stolk (currently Chairperson of the Supervisory Board of Cherry AG)

will be proposed to this General Meeting for election as members of the first Supervisory Board of Cherry SE.

To the extent that the members of the first Supervisory Board of Cherry SE are not elected by the General Meeting of Cherry AG on 8 June 2022

or subsequently resign, their appointment will be made by the competent court upon request.

Marcel Stolk and James Burns intend to stand for re-election as Chairperson of the Supervisory Board and Deputy Chairperson of the Supervisory Board, respectively, if they are elected.

7.5 Subject to a deviating resolution of the General Meeting of Cherry AG or any other court appointment, the first Supervisory Board of Cherry SE will therefore consist of:

- a) James Burns,
- b) Joachim Coers,
- c) Heather Faust,
- d) Steven M. Greenberg,
- e) Tariq Osman,
- f) Dino Sawaya, and
- g) Marcel Stolk.

8. Special rights and special benefits

8.1 To the extent that third parties have rights to shares in Cherry AG, these rights to the shares in the company will continue in the new legal form of the SE.

8.2 Beyond the shares referred to in clause 2.4 and clause 3.2, no rights will be granted to persons within the meaning of section 194(1) no. 5 German Reorganisation Act and/or points (f) and (g) of Article 20 SE Regulation and no measures are provided for these persons.

8.3 Attention is drawn to the following as a precaution:

8.3.1 Special rights (e.g. conversion, option or profit rights) of holders of securities other than shares remain unaffected due to the continuity principle and the special rights continue unchanged in

the legal form of the SE. No special measures are provided for holders of such rights.

8.3.2 Notwithstanding the competence of the future Supervisory Board of Cherry SE, it is to be assumed that the current members of the Management Board of Cherry AG will be appointed as members of the Management Board of Cherry SE (see clause 6).

8.3.3 The current members of the Supervisory Board of Cherry AG are to be proposed for election as members of the first Supervisory Board of Cherry SE. In the event of the new election as members of the first Supervisory Board of Cherry SE, the current Chairperson of the Supervisory Board, Marcel Stolk and the current Deputy Chairperson of the Supervisory Board, James Burns, are to be proposed again as the Chairperson and Deputy Chairperson of the Supervisory Board respectively (see clause 7).

8.3.4 The court-appointed independent expert within the meaning of Article 37(6) of the SE Regulation, Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, was the auditor of the financial statements and consolidated financial statements of Cherry AG or Cherry Holding GmbH respectively from the 2019 fiscal year until the 2021 fiscal year. It is intended to propose Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft with its registered office in Stuttgart, Essen branch, also to the General Meeting which will resolve on 8 June 2022 on the approval of the conversion of Cherry AG to Cherry SE by way of change of legal form, for selection as auditor of the financial statements and consolidated financial statements of Cherry AG and the future Cherry SE respectively. For its work, the court-appointed independent expert receives remuneration from the company at standard market rates.

8.4 Apart from this, no special benefits are granted to persons within the meaning of section 194(1) no. 5 German Reorganisation Act and/or points (f) and (g) of Article 20(1) SE Regulation and no measures are provided for these persons.

9. Negotiations on employee involvement

9.1 In the context of the conversion of Cherry AG into the legal form of an SE, the Management Board of Cherry AG will conduct a negotiation procedure in accordance with the German Act on the Involvement of Employees in a European Company (SE Involvement Act, “SEBG”). The

subject of the negotiations is the involvement of employees in the SE. In this context, employee involvement means any procedure, including information, consultation and participation, by which the employee representatives can influence the decision-making of the SE (section 2(8) SEBG). The objective of the negotiations is the conclusion of a written agreement on the involvement of employees in Cherry SE ("**Involvement Agreement**"). The Management Board will conduct the negotiations with the "special negotiating body" of the employees of Cherry AG and its subsidiaries and establishments in the Member States ("**SNB**") to be formed for these purposes (section 4(1) SEBG).

9.2 The negotiations may alternatively lead to the following outcomes:

9.2.1 An Involvement Agreement is concluded by the Management Board of Cherry AG and the SNB.

In this case, the involvement rights of the employees of Cherry SE will be governed by this Involvement Agreement. In this context, section 21 SEBG stipulates certain minimum contents for the Involvement Agreement. Minimum contents of the Involvement Agreement include the following:

- 9.2.1.1 Determining the scope of the Involvement Agreement (including the companies and establishments located outside the territory of the Member States, insofar as these are included in the scope of the Involvement Agreement).
- 9.2.1.2 In the event that the parties agree to establish an SE works council,
 - a) determining its composition, the number of its members and allocation of seats including the

effects of significant changes in the number of employees employed in the SE,

- b) determining of the powers and the procedure for informing and consulting the SE works council,
- c) determining the frequency of its meetings and the financial and material resources to be made available, and
- d) determining the date on which the Involvement Agreement enters into force and its term and furthermore determining the cases in which the Involvement Agreement is to be renegotiated including determining the procedure to be applied for this.

9.2.1.3 In the event that an SE works council is not established, determining the implementation modalities of the procedure or procedures for informing and consulting employees.

In addition to the minimum contents, the Involvement Agreement can contain further provisions in accordance with section 21(3) to (5) SEBG.

Irrespective of this, however, the Involvement Agreement must observe the limits of section 21(6) SEBG, which requires that the Involvement Agreement must ensure at least the same extent with regard to all components of employee involvement as exists at Cherry AG as the legal entity changing its legal form.

9.2.2 No agreement is reached in the negotiation procedure within the statutory negotiation period, which is six months from the establishment of the SNB in accordance with section 20 SEBG and can be extended to twelve months by mutual agreement.

In this case, the statutory standard rules pursuant to sections 22 et seqq. SEBG apply. Accordingly, pursuant to section 2(1) no. 2 SEBG, an SE works council would have to be established at Cherry SE in accordance with section 23 SEBG, the task of which would be to ensure that the employees in the SE are informed and consulted. It would be responsible for matters concerning the SE itself, one of its

subsidiaries or one of its establishments in a Member State or which go beyond the powers of the competent bodies at the level of the individual Member State (section 27 SEBG). The SE works council would have to be informed and consulted at least once per calendar year in a joint meeting about the development of the business situation and the prospects of Cherry SE (section 28 SEBG). In addition, the SE works council would have to be informed and consulted about extraordinary circumstances that have a significant impact on the interests of employees, also during the course of the year (section 29 SEBG).

However, the provisions on employee co-determination by operation of law pursuant to sections 35 to 38 SEBG would not apply in the present case, because the special requirement pursuant to section 34(1) no. 1 SEBG is not fulfilled, since no provision on employee co-determination in the Supervisory Board of Cherry AG applied in Cherry AG prior to the change of the legal form. Therefore, in this case, the Supervisory Board of Cherry SE would continue to consist only of shareholder representatives, just like the Supervisory Board of Cherry AG.

Pursuant to section 25, first sentence SEBG, the management of Cherry SE would have to review every two years whether changes have occurred in the SE, its subsidiaries or establishments and whether these changes require a different composition of the SE works council. In addition, four years after its establishment, the SE works council would have to adopt a resolution on whether an Involvement Agreement should be negotiated or whether the previous arrangement should continue to apply (section 26(1) SEBG).

9.2.3 The SNB resolves pursuant to section 16(1) SEBG not to enter into negotiations or to break off negotiations that have begun.

Such a resolution would terminate the negotiation procedure without the statutory standard rules applying, so that no SE works council would have to be established at Cherry SE (see section 16(2) SEBG). In this case, the Supervisory Board of Cherry SE would

continue to consist only of representatives of the shareholders, as is the case with the Supervisory Board of Cherry AG.

- 9.3 Pursuant to Article 12(2) SE Regulation, Cherry SE can only be registered in the commercial register and the change of the legal form can therefore only become effective if either the Involvement Agreement has been concluded or the SNB has adopted a resolution not to enter into or to terminate negotiations or the negotiation period has expired without an agreement having been reached on the Involvement Agreement.
- 9.4 The Management Board of Cherry AG initiated the procedure for the involvement of employees in Cherry SE on 18 January 2022 in accordance with the provisions of the SEBG by letter to inform the employees or the employee representatives of Cherry AG, the affected subsidiaries and establishments about the intended conversion and request the formation of the SNB. The letter provided in particular information pursuant to section 4(3) SEBG, i.e. the identity and structure of Cherry AG, its affected subsidiaries and affected establishments and their distribution among the Member States referred to in section 9.5, the employee representative bodies existing at these subsidiaries and establishments, the number of employees employed (both in total and differentiated by companies and establishments) as well as the number of employees entitled to co-determination rights in the corporate bodies of these companies.
- 9.5 The SNB is comprised of employee representatives from all Member States. The formation and composition of the SNB is in principle governed by German law (sections 4 to 7 SEBG). The allocation of the seats on the SNB to the Member States is governed by section 5(1) of the SEBG for the establishment of an SE with its registered office in Germany. Each Member State in which the Cherry Group has employees receives at least one seat on the SNB. The number of seats allocated to a Member State increases by one seat each time the number of employees in that Member State exceeds the thresholds of 10%, 20%, 30%, etc., in each case in relation to the total number of employees of the Cherry Group employed in all Member States.

According to these requirements and on the basis of the number of employees of the Cherry Group in the Member States at the time the employees or employee representatives were informed on 18 January

2022, the Member States will have a total of 13 seats, which will be allocated as follows:

Member State	Number of employees	Percentage of employees (rounded) in relation to the total number of employees in all Member States	Number of seats on SNB
Germany	407	91.46%	10
Sweden	1	0.22%	1
France	4	0.90%	1
Austria	33	7.42%	1
Total:	445	100%	13

9.6 The election or appointment of the members of the SNB from the individual Member States was carried out in accordance with the respective Member State provisions implementing Council Directive 2001/86/EC of 8 October 2001 supplementing the Statute for a European company with regard to the involvement of employees.

9.6.1 In Germany, the members of the SNB were elected in accordance with section 8 SEBG by an election committee in a direct and secret vote. Since only one corporate group, the Cherry Group, is involved in setting up Cherry SE and there is no group works council or general works council, the election committee in accordance with the first sentence of section 8(2) SEBG was made up of the members of the works council formed in the joint operation between Cherry AG and Cherry Europe GmbH. This works council also represented the remaining domestic establishments and companies of the Cherry Group in accordance with the second sentence of section 8(2) SEBG because there were no other domestic works councils. In accordance with the second sentence of section 8(1) SEBG in conjunction with section 6(3) SEBG, three members of the SNB who are themselves union members were to be elected at the suggestion of IG Metall as the union represented in the Cherry Group. In addition, in accordance with the fifth and sixth sentences of section 8(1) SEBG in conjunction with section 6(4) SEBG, one member of the SNB was to be elected from among the managerial employees at the suggestion of the managerial spokesmen's

committee or, if there is none, the managerial employees. No candidates were proposed for election from among the managerial employees and therefore, an election from among the managerial employees could not take place due to the lack of candidates to be elected. Thus, the election committee elected the following members of the SNB in Germany on 17 March 2022 in a direct and secret vote:

Member of SNB	Substitute member
Horst Ott (representative IG Metall)	Udo Fechtner (representative IG Metall)
Sabrina Feige (representative IG Metall)	Sebastian Volk (representative IG Metall)
Undine Memmler (representative IG Metall)	Ralf Götz (representative IG Metall)
Reinhard Leipold (Cherry Europe GmbH)	Substitute members for all elected full members in the fol- lowing order: 1. Peter Kraus (Cherry Europe GmbH) 2. Heidi Hofmann (Cherry AG) 3. Hans Peter Klein (Cherry Europe GmbH)
Elke Deinzer (Cherry AG)	
Sebastian Schraml (Cherry Digital Health GmbH)	
Bernhard Frohnhöfer (Cherry Europe GmbH)	
Michael Pospischil (Cherry Europe GmbH)	
Jörg Wimmer (Cherry Europe GmbH)	
Andreas Härtel (Cherry Digital Health GmbH)	

9.6.2 In Sweden, one member of the SNB was to be elected in accordance with the rules of sections 17-18 of the Swedish Act on Employee Co-Determination in the European Company (*Sw. Lag (2004:559) om arbetstagarinflytande i europabolag*). No member of the SNB was elected or appointed in Sweden within the time limit of ten (10) weeks following the initiation of the negotiation procedure pursuant to the first sentence of section 11(1) SEBG. The Swedish seat has therefore remained unoccupied to date.

9.6.3 In France, one member of the SNB was to be elected directly by the employees in accordance with Article L. 2352-6 and Article D. 2352-11 of the French Labour Code (*Code du travail*). No member of the SNB was elected or appointed in France within the time limit of ten (10) weeks following the initiation of the negotiation procedure pursuant to the first sentence of section 11(1) SEBG. The French seat has therefore remained unoccupied to date.

9.6.4 In Austria, a member is generally appointed to the SNB from among the works council members in accordance with section 217 Employee Representation Act (*ArbVG*) by resolution of the works committee; if there is no works committee, the works council performs this task. However, since the relevant Austrian subsidiary of Cherry AG currently has no employee representation body, the appointment of a member for Austria to the SNB was not possible. The Austrian seat has therefore remained unoccupied to date.

9.6.5 Based on the elections in the relevant Member States, in line with the currently applicable provisions the SNB is made up of a total of 10 members. In accordance with the second sentence of section 11(2) SEBG, the negotiation procedure also takes place if the time limit for the election or appointment of the members of the SNB is exceeded due to reasons that the employees are responsible for. If and to the extent that members of the SNB are elected or appointed following the expiration of the time limit, they are eligible to participate in the negotiation procedure at any time pursuant to the second sentence of section 11(2) SEBG.

9.7 If such changes in the structure or number of employees of Cherry AG, the affected subsidiaries or the affected establishments occur during the activity of the SNB that would change the specific composition of the SNB,

the SNB is to be newly constituted to reflect this pursuant to section 5(4), first sentence SEBG. Up until the date of the signing of these Draft Terms of Conversion, the activity of the SNB has not yet started.

- 9.8 Within the period of ten (10) weeks after receipt of the employee information letter as provided for in section 11(1), first sentence SEBG, the Management Board of Cherry AG was informed or was aware, without undue delay after the election, of the names of all members of the SNB from Germany. In Sweden, France and Austria, no members of the SNB were elected and thus, no information was provided to the Management Board of Cherry AG in this regard. The Management Board informed the local works and company management teams and existing employee representation bodies about the German SNB member details it had been informed of as well as about the fact that no members of the SNB had been elected in the other Member States.
- 9.9 The Management Board of Cherry AG invited the SNB members in a letter dated 30 March 2022, which was sent to the elected members of the SNB on 31 March 2022, to their inaugural meeting, which is planned to take place on 13 April 2022. On the inauguration day, negotiations start between the Management Board of Cherry AG and the SNB about entering into an Involvement Agreement. A period of six months for negotiation is provided for in principle in section 20(1) SEBG. The negotiations have not yet started at the time of notarisation of these Draft Terms of Conversion.
- 9.10 The costs incurred by the formation and activities of the SNB are borne by Cherry AG and, after the Conversion Date, by Cherry SE.

10. Other consequences for employees and their representatives

- 10.1 Apart from the future involvement of the employees in Cherry SE as described in section 9 above, the change in legal form will have no effect on the involvement rights of the employees of Cherry AG or the Cherry Group.
- 10.2 The employment relationships of the employees of Cherry AG and the Cherry Group will remain unaffected by the change in legal form into an SE and all rights and obligations of the employees under these existing employment relationships will continue to exist unchanged. Since the conversion into the legal form of an SE does not involve a change of legal entity, there is no transfer of an undertaking with regard to the

employees of Cherry AG and section 613a German Civil Code does not apply to the change in legal form.

- 10.3 The employees of the Cherry Group as a whole are not affected by a transfer of their employment relationship as a result of the conversion of Cherry AG into the legal form of an SE. Also, all rights and obligations of the employees of the affected subsidiaries or the affected establishments arising from the existing employment relationships remain unaffected by the change in the legal form.
- 10.4 The existence, composition and term of office of employee representative bodies at the level of the establishment or company will not be affected by the change in legal form. A European works council has not been formed at the Cherry Group and therefore does not cease to exist as a result of the change in the legal form pursuant to section 47(1) no. 2 SEBG. Existing collective agreements are also not affected by the change in legal form.
- 10.5 In connection with or due to the conversion into the legal form of an SE, no further measures are envisaged that will have consequences for the employees and their representative bodies.

11. Auditors

Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, with registered office in Stuttgart, Essen branch, are appointed as the auditors of the financial statements and the consolidated financial statements for the first fiscal year of Cherry SE and, in the event of a review of additional interim financial information to be prepared until the Annual General Meeting in the fiscal year following the first fiscal year of Cherry SE, as the auditors for such review. The first fiscal year of Cherry SE is the calendar year in which the change of legal form of Cherry AG into Cherry SE is entered in the commercial register of Munich Local Court with jurisdiction for Cherry AG.

12. Costs

Cherry AG bears the costs incurred in connection with the notarisation of these Draft Terms of Conversion as well as their preparation and implementation up to the amount of EUR 400,000.00 stipulated in Article 25(2) of the SE Articles.

**Satzung der Cherry SE /
Articles of Association of Cherry SE**

DEUTSCHE FASSUNG

ENGLISH TRANSLATION

**Satzung
der
Cherry SE**

**Articles of Association
of
Cherry SE**

**I.
Allgemeine Bestimmungen**

**I.
General Provisions**

**§ 1
Firma und Sitz**

**§ 1
Company Name and Registered Seat**

- (1) Die Firma der Gesellschaft lautet

- (1) The name of the Company is

Cherry SE.

Cherry SE.

- (2) Die Gesellschaft hat ihren Sitz in München, Deutschland.

- (2) The seat of the Company is Munich, Germany.

**§ 2
Gegenstand des Unternehmens**

**§ 2
Object of the Company**

- (1) Gegenstand des Unternehmens ist das Halten, Verwalten, der Erwerb und die Veräußerung von Beteiligungen an anderen Unternehmen, insbesondere an Unternehmen, die direkt oder indirekt auf dem Gebiet der Entwicklung und des Designs, der Herstellung, des Vertriebs sowie des Im- und Exports von Computer-Eingabegeräten, mechanischen

- (1) The purpose of the Company is the holding, management, acquisition and sale of participations in other companies, in particular in companies which are directly or indirectly engaged in the development and design, manufacture, distribution, import and export of computer input devices, mechanical switches and hardware as well as IT-based and IT-supporting

Schaltern und Hardware sowie von IT-basierten und IT-unterstützten Produkten und Peripherie-Geräten, einschließlich Sicherheits- und sonstigen Systemen und Software tätig sind, sowie die Erbringung von nicht erlaubnispflichtigen Dienstleistungen (einschließlich Verwaltungs- und Managementleistungen) für andere Unternehmen einschließlich Konzerngesellschaften unter anderem auf dem Gebiet Finance, Human Resources, IT, Controlling, Datenschutz, Materialwirtschaft, Auftragsverwaltung, Logistik und Lagermanagement, strategischer und operativer Einkauf und Beschaffung sowie Kundendienst.

- (2) Die Gesellschaft ist zu allen Handlungen und Maßnahmen berechtigt und kann alle Geschäfte betreiben, die mit dem Gegenstand des Unternehmens zusammenhängen oder ihm unmittelbar oder mittelbar zu dienen geeignet sind. Insbesondere darf die Gesellschaft auch die Stellung als persönlich haftende Gesellschafterin in Gesellschaften übernehmen. Sie kann auch andere Unternehmen im In- und Ausland gründen, erwerben und sich an ihnen beteiligen sowie solche Unternehmen leiten oder sich auf die Verwaltung der Beteiligung beschränken. Sie kann

products and peripheral devices, including security systems and other systems and software, as well as the provision of services (including the provision of administrative and management services) which are not subject to authorization to other companies and including Group companies, inter alia in the areas of Finance, Human Resources, IT, Controlling, Data Protection, Materials Management, Order Management, Logistics & Warehouse management, strategic and operative Purchasing and Procurement as well as Customer Service department.

- (2) The Company is entitled to perform all acts and take all steps and conduct all kind of transactions which relate to the object of the Company or which are appropriate to directly or indirectly further the attainment of the object of the Company. In particular, the Company may also assume the position of general partner in companies. It may also establish or acquire enterprises in Germany or abroad and participate in such enterprises as well as manage such enterprises or confine itself to the management of its participation. The Company can completely or partially have its operations,

ihren Betrieb, auch von ihr gehaltene Beteiligungen, ganz oder teilweise durch verbundene Unternehmen führen lassen oder auf solche übertragen oder auslagern sowie Unternehmensverträge abschließen. Die Gesellschaft darf auch Zweigniederlassungen und Betriebsstätten im In- und Ausland errichten. Sie kann ihre Tätigkeit auf einen Teil der in Absatz (1) bezeichneten Arbeitsgebiete beschränken.

§ 3

Bekanntmachungen

- (1) Bekanntmachungen der Gesellschaft erfolgen im Bundesanzeiger. Sofern gesetzlich zwingend eine andere Bekanntmachungsform erforderlich ist, tritt an die Stelle des Bundesanzeigers diese Bekanntmachungsform.
- (2) Informationen an die Aktionäre der Gesellschaft können, soweit gesetzlich zulässig, auch im Wege der Datenfernübertragung übermittelt werden.

including the participations it holds, conducted by affiliated companies or transfer or out-source its operations to such affiliated companies and it may conclude intercompany agreements. The Company may also establish branch offices and permanent establishments in Germany and abroad. The Company may limit its activity to a part of the areas designated in paragraph (1).

§ 3

Announcements

- (1) Notices of the Company shall be published in the Federal Gazette. If another form of notice is required by mandatory provisions of law, such form shall replace the notice in the Federal Gazette.
- (2) Notices to the shareholders of the Company may, to the extent permitted by law, also be communicated by data transmission.

II.
Grundkapital und Aktien

§ 4
Grundkapital

- (1) Das Grundkapital der Gesellschaft beträgt EUR 24.300.000,00 (in Worten: Euro vierundzwanzig Millionen dreihunderttausend).

Das Grundkapital der Cherry SE wurde in Höhe von EUR 24.300.000,00 (in Worten: Euro vierundzwanzig Millionen dreihunderttausend) im Wege der Umwandlung der im Handelsregister des Amtsgerichts München unter HRB 266697 eingetragenen Cherry AG mit Sitz in München erbracht.

Das Grundkapital der Cherry AG wurde in Höhe von EUR 2.000.000,00 (in Worten: Euro zwei Millionen) durch Formwechsel gemäß §§ 190 ff. UmwG der im Handelsregister des Amtsgerichts München unter HRB 263478 eingetragenen Cherry Holding GmbH mit Sitz in München erbracht.

- (2) Das Grundkapital ist eingeteilt in 24.300.000 (in Worten:

II.
Registered Share Capital and Shares

§ 4
Registered Share Capital

- (1) The registered share capital of the Company amounts to EUR 24,300,000.00 (in words: Euro twenty-four million three hundred thousand).

The registered share capital of Cherry SE has been provided in the amount of EUR 24,300,000.00 (in words: Euro twenty-four million three hundred thousand) by way of conversion of Cherry AG with registered seat in Munich, registered with the commercial register of the local court of Munich under registration number HRB 266697.

The registered share capital of Cherry AG has been provided in the amount of EUR 2,000,000.00 (in words: Euro two million) by way of conversion of Cherry Holding GmbH with registered seat in Munich, registered with the commercial register of the local court of Munich under registration number HRB 263478 pursuant to Sec. 190 et seqq. German Transformation Act (*Umwandlungsgesetz – UmwG*).

- (2) The registered share capital is divided into 24,300,000 (in words:

vierundzwanzig Millionen dreihunderttausend) Stückaktien (Aktien ohne Nennbetrag).

- (3) Der Vorstand ist ermächtigt, das Grundkapital der Gesellschaft bis zum 10. Juni 2026 mit Zustimmung des Aufsichtsrats um bis zu EUR 10.000.000,00 durch Ausgabe von bis zu 10.000.000 neuen, auf den Inhaber lautenden Stückaktien gegen Barund/oder Sacheinlagen zu erhöhen (Genehmigtes Kapital 2021/I). Von der Ermächtigung kann einmal oder mehrmals in Teilbeträgen, insgesamt aber nur bis zur Grenze von EUR 10.000.000,00 Gebrauch gemacht werden. Den Aktionären steht grundsätzlich ein Bezugsrecht zu. Bei Kapitalerhöhungen gegen Bareinlagen können die Aktien auch von durch den Vorstand bestimmten Kreditinstituten oder Unternehmen im Sinne von § 186 Abs. 5 Satz 1 Aktiengesetz (AktG) mit der Verpflichtung übernommen werden, sie den Aktionären zum Bezug anzubieten.

Der Vorstand ist jedoch ermächtigt, mit Zustimmung des Aufsichtsrats das Bezugsrecht der

twenty four million three hundred thousand) no-par value shares (shares without a nominal value).

- (3) Subject to the approval of the Supervisory Board, the Management Board shall be authorised to increase the Company's share capital by a maximum of EUR 10,000,000.00 through the issuance of up to 10,000,000 new no-par value bearer shares in return for contributions in cash or in kind until 10 June 2026 (Authorised Capital 2021/I). This authorisation may be exercised once or several times in partial amounts but only up to a maximum cap of EUR 10,000,000.00. The shareholders shall generally be awarded subscription rights. In the event of a capital increase in exchange for cash, the shares may be transferred to financial institutions or companies within the meaning of Sec. 186 para. 5 sentence 1 of the German Stock Corporation Act (Aktiengesetz – AktG) chosen by the Management Board with the obligation to offer them for subscription by the shareholders.

However, subject to Supervisory Board approval, the Management Board shall be authorised to exclude shareholders'

Aktionäre in den folgenden Fällen auszuschließen:

- um etwaige Spitzenbeträge von dem Bezugsrecht auszunehmen;
- um das Grundkapital gegen Sacheinlagen zu erhöhen, insbesondere zum Zwecke von Unternehmenszusammenschlüssen oder des Erwerbs von Unternehmen, Unternehmensbeteiligungen, Teilen von Unternehmen, gewerblichen Schutzrechten (wie z. B. Patenten, Gebrauchsmustern, Marken oder hierauf gerichteten Lizenzen) oder sonstigen Produktrechten;
- bei Kapitalerhöhungen gegen Bareinlagen, wenn der auf die neuen Aktien, für die das Bezugsrecht ausgeschlossen wird, insgesamt entfallende anteilige Betrag 10 % des Grundkapitals weder im Zeitpunkt des Wirksamwerdens dieser Ermächtigung noch im Zeitpunkt der Ausübung dieser Ermächtigung übersteigt und der Ausgabebetrag der neuen Aktien den Börsenpreis der bereits börsennotierten Aktien gleicher Ausstattung zum Zeitpunkt der endgültigen Festlegung des Ausgabepreises nicht wesentlich unterschreitet. Auf

subscription rights in the following cases:

- to exclude fractional amounts from the subscription right;
- to increase the share capital against contributions in kind, including for the purposes of business combinations or acquisitions of companies, company assets, operations or shares in companies, industrial property rights (e.g. patents, utility models, trademarks or licenses thereto) or other product rights;
- capital increases in return for cash as long as the value of the new shares for which subscription rights are excluded does not exceed 10 % of the share capital either at the point in time at which this authorisation enters into effect or at the point in time at which this authorisation is exercised and the issue price of the new shares is not significantly below the stock market quotation of the shares of the same class that are already listed at the point in time at which the final issue price is determined. The proportionate amount of

diese Höchstgrenze von 10 % des Grundkapitals ist der anteilige Betrag des Grundkapitals anzurechnen, der auf Aktien der Gesellschaft entfällt, die während der Laufzeit des genehmigten Kapitals unter Ausschluss des Bezugsrechts der Aktionäre gemäß §§ 71 Abs. 1 Nr. 8 Satz 5, 186 Abs. 3 Satz 4 AktG als eigene Aktien veräußert werden, sowie der auf Aktien entfällt im Hinblick auf welche ein Wandlungsrecht oder Optionsrecht oder eine Wandlungspflicht oder eine Optionspflicht aufgrund von Options- und/oder Wandelschuldverschreibungen besteht, die seit Erteilung dieser Ermächtigung unter Ausschluss des Bezugsrechts der Aktionäre gemäß §§ 71 Abs. 1 Nr. 8 Satz 5, 186 Abs. 3 Satz 4 AktG ausgegeben worden sind.

Der Vorstand ist ferner ermächtigt, die weiteren Einzelheiten der Kapitalerhöhung und ihrer Durchführung mit Zustimmung des Aufsichtsrats festzulegen. Der Aufsichtsrat ist ermächtigt, nach vollständiger oder teilweiser Ausnutzung des Genehmigten Kapitals 2021/I oder Ablauf der Frist für die Ausnutzung des Genehmigten Kapitals 2021/I

the share capital attributable to the shares of the Company sold as treasury stock during the term of the authorised capital under exclusion of shareholder subscription rights in accordance with Sec. 71 para. 1 no. 8 sentence 5, 186 para. 3 sentence 4 AktG as well as shares in view of which a conversion right or option right or an obligation to convert or to opt on the basis of warrant bonds and/or convertible bonds exists which have been issued since the granting of this authorization under exclusion of shareholder subscription rights in accordance with Sec. 221 para. 4, 186 para. 3, sentence 4 AktG shall be counted against this cap of 10 % of the capital share.

Subject to the approval of the Supervisory Board, the Management Board is authorised to determine the further details of the implementation of an authorised capital. The Supervisory Board is authorised to adjust the wording of the Articles of Association after the full or partial exercise of the Authorised Capital 2021/I or after the expiration of the authorisation period.

die Fassung der Satzung entsprechend anzupassen.

- (4) Das Grundkapital ist um bis zu EUR 10.000.000,00, eingeteilt in bis zu 10.000.000 auf den Inhaber lautende Stückaktien, bedingt erhöht (Bedingtes Kapital 2021/I). Die bedingte Kapitalerhöhung wird nur insoweit durchgeführt, wie die Inhaber oder Gläubiger von Options- oder Wandlungsrechten oder die zur Wandlung/Optionsausübung Verpflichteten aus gegen Bareinlage oder Sacheinlage ausgegebenen Options- und/oder Wandelschuldverschreibungen, Genussrechten und/oder Gewinnschuldverschreibungen (oder Kombinationen dieser Instrumente), die von der Gesellschaft oder einem nachgeordneten Konzernunternehmen der Gesellschaft aufgrund der Ermächtigung des Vorstands durch Hauptversammlungsbeschluss vom 23. Juni 2021 bis zum 22. Juni 2026 ausgegeben oder garantiert werden, von ihren Options- oder Wandlungsrechten Gebrauch machen oder, soweit sie zur Wandlung/Optionsausübung verpflichtet sind, ihre Verpflichtung zur Wandlung/Optionsausübung erfüllen oder soweit die Gesellschaft ein Wahlrecht ausübt, ganz oder teilweise anstelle der Zahlung des fälligen Geldbetrags Aktien der Gesellschaft zu gewähren. Die bedingte Kapitalerhöhung wird

- (4) The share capital is conditionally increased by up to EUR 10,000,000.00, divided into up to 10,000,000 no par value bearer shares (Conditional Capital 2021/I – *bedingtes Kapital*). The conditional capital increase shall only be executed insofar as the holders or creditors of option or conversion rights or those with conversion/option obligations arising from option and/or convertible bonds, participation rights and/or participating bonds (or combinations of these instruments) issued or guaranteed by the company or a subordinate Group company in return for contributions in cash or in kind, based on the authorisation of the Management Board adopted by the General Meeting of 23 June 2021 until 22 June 2026, exercise their option or conversion rights or, insofar as they are obligated for conversion/to exercise options, fulfil their obligation for conversion/exercise of options, or insofar as the company exercises an option to provide shares of the company in lieu of paying the cash amount due, in whole or in part. The conditional capital increase shall not be executed insofar as a cash settlement is provided or treasury shares, shares from the authorised capital or shares of another listed company are used for the

nicht durchgeführt, soweit ein Barausgleich gewährt wird oder eigene Aktien, Aktien aus genehmigtem Kapital oder Aktien einer anderen börsennotierten Gesellschaft zur Bedienung eingesetzt werden. Die Ausgabe der neuen Aktien erfolgt zu dem nach Maßgabe des vorstehend bezeichneten Ermächtigungsbeschlusses jeweils zu bestimmenden Options- oder Wandlungspreis. Die neuen Aktien nehmen vom Beginn des Geschäftsjahres an, in dem sie entstehen, am Gewinn teil; soweit rechtlich zulässig, kann der Vorstand mit Zustimmung des Aufsichtsrats die Gewinnbeteiligung neuer Aktien hiervon und von § 60 Abs. 2 Satz 3 AktG abweichend, auch für ein bereits abgelaufenes Geschäftsjahr, festlegen.

Der Vorstand ist ermächtigt, mit Zustimmung des Aufsichtsrats die weiteren Einzelheiten der Durchführung der bedingten Kapitalerhöhung festzusetzen. Der Aufsichtsrat ist ermächtigt, die Fassung der Satzung entsprechend der jeweiligen Ausnutzung des Bedingten Kapitals 2021/I neu zu fassen. Entsprechendes gilt für den Fall der Nichtausnutzung der Ermächtigung zur Ausgabe von Options- und/oder Wandelschuldverschreibungen, Genussrechten und/oder Gewinnschuldverschreibungen (oder Kombinationen dieser Instrumente) nach

fulfilment. The issue of the new shares is effected at the option or conversion price in each case to be determined in accordance with the authorisation resolution set forth above. The new shares participate in profits from the beginning of the financial year in which they are created; to the extent legally permissible, the Management Board may, with the consent of the Supervisory Board, determine the profit participation of new shares in deviation from the foregoing and from Sec. 60 para. 2 sentence 3 AktG, also for a financial year that has already expired.

The Management Board is authorised, with the approval of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase. The Supervisory Board is authorised to adjust the wording of the Articles of Association in accordance with the respective utilisation of the Conditional Capital 2021/I. The same shall apply in the event that the authorisation for the issue of options and/or convertible bonds, participation rights and/or participating bonds (or combinations of these instruments) has not

Ablauf des Ermächtigungszeitraums sowie für den Fall der Nichtausnutzung des Bedingten Kapitals 2021/I nach Ablauf der Fristen für die Ausübung von Options- oder Wandlungsrechten oder für die Erfüllung von Options- oder Wandlungspflichten.

§ 5 Aktien

- (1) Die Aktien lauten auf den Inhaber.
- (2) Ein Anspruch der Aktionäre auf Verbriefung ihrer Anteile ist ausgeschlossen, soweit dies gesetzlich zulässig ist. Die Sammelurkunde ist bei einer der in § 10 Abs. 1 Satz 2 Nr. 2 lit. a-c AktG genannten Stellen zu hinterlegen. Die Gesellschaft ist berechtigt, Aktienurkunden auszustellen, die einzelne Aktien (Einzelaktien) oder mehrere bzw. alle Aktien (Sammelaktien) verkörpern. Ein Anspruch der Aktionäre auf Ausgabe von Gewinnanteil- und Erneuerungsscheinen ist ausgeschlossen.
- (3) Die Form und den Inhalt von Aktienurkunden, etwaigen Gewinnanteils- und Erneuerungsscheinen setzt der Vorstand fest. Das Gleiche gilt für Schuldverschreibungen und Zinsscheine.

been utilised after the term of the authorisation has expired, as well as in the event that the Conditional Capital 2021/I has not been utilised after the periods for the exercise of option or conversion rights or, respectively, for the fulfilment of option or conversion obligations have expired.

§ 5 Shares

- (1) The shares are bearer shares.
- (2) As far as legally permissible, the right of shareholders to receive share certificates shall be excluded. The global certificate shall be deposited with one of the offices mentioned in Sec. 10 para. 1 2nd sentence no. 2 lit. a-c AktG. The Company is entitled to issue share certificates representing individual shares (individual share certificates) or several or all shares (global share certificates). The shareholders shall have no claim to the issue of dividend or renewal coupons.
- (3) Form and content of share certificates as well as dividend and renewal coupons, if any, are determined by the Management Board. The same applies with regard to bonds and interest coupons.

- (4) Bei einer Erhöhung des Grundkapitals kann die Gewinnbeteiligung neuer Aktien abweichend von § 60 Abs. 2 AktG bestimmt werden.

III. Verfassung der Gesellschaft

§ 6 Dualistisches System, Organe der Gesellschaft

- (1) Die Gesellschaft ist nach dem dualistischen System strukturiert.
- (2) Organe der Gesellschaft sind:
- (a) der Vorstand,
 - (b) der Aufsichtsrat,
 - (c) die Hauptversammlung.

1. Vorstand

§ 7 Zusammensetzung und Geschäftsordnung

- (1) Der Vorstand besteht aus einer oder aus mehreren Personen. Der Aufsichtsrat bestimmt die Zahl der Mitglieder des Vorstands.

- (4) In the case of a capital increase, participation in profits of the new shares may be determined in derogation of Sec. 60 para. 2 AktG.

III. Organisation of the Company

§ 6 Two-Tier System, Corporate Bodies of the Company

- (1) The Company has a two-tier structure.
- (2) The Company's corporate bodies are:
- (a) the Management Board,
 - (b) the Supervisory Board,
 - (c) the General Meeting of Shareholders.

1. Management Board

§ 7 Composition and Rules of Procedure

- (1) The Management Board consists of one or more members. The number of members of the Management Board shall be

- (2) Der Aufsichtsrat kann einen Vorsitzenden des Vorstands sowie einen stellvertretenden Vorsitzenden ernennen.
- (3) Die Bestellung von Vorstandsmitgliedern, der Abschluss der Anstellungsverträge und der Widerruf der Bestellung sowie die Änderung und Beendigung der Anstellungsverträge erfolgen durch den Aufsichtsrat. Der Aufsichtsrat kann für den Vorstand eine Geschäftsordnung erlassen.
- (4) Die Vorstandsmitglieder werden vom Aufsichtsrat für einen Zeitraum von höchstens fünf (5) Jahren bestellt. Wiederbestellungen sind zulässig.

§ 8

Geschäftsführung und Vertretung der Gesellschaft

- (1) Der Vorstand leitet die Gesellschaft in eigener Verantwortung. Er hat die Geschäfte der Gesellschaft nach Maßgabe der Gesetze, der Satzung und der Geschäftsordnung für den Vorstand zu führen. Unbeschadet der Gesamtverantwortung des Vorstands leitet jedes

determined by the Supervisory Board.

- (2) The Supervisory Board may appoint a chairperson as well as a deputy chairperson of the Management Board.
- (3) The Supervisory Board is responsible for the appointment of members of the Management Board, the conclusion of their employment contracts and the revocation of appointments as well as for the change and termination of their employment contracts. The Supervisory Board may adopt Rules of Procedure for the Management Board.
- (4) The members of the Management Board are appointed by the Supervisory Board for a maximum term of five (5) years. Reappointments are permissible.

§ 8

Management and Representation of the Company

- (1) The Management Board shall manage the Company in its own responsibility. It manages the Company in accordance with the law, the Articles of Association and the Rules of Procedure for the Management Board. Notwithstanding the joint responsibility of the

Vorstandsmitglied den ihm durch die Geschäftsordnung zugewiesenen Geschäftsbereich selbständig.

- (2) Ist nur ein Vorstandsmitglied bestellt, so vertritt es die Gesellschaft allein. Sind mehrere Vorstandsmitglieder bestellt, so wird die Gesellschaft durch zwei Vorstandsmitglieder gemeinschaftlich oder durch ein Vorstandsmitglied gemeinsam mit einem Prokuristen vertreten.
- (3) Der Aufsichtsrat kann alle oder einzelne Vorstandsmitglieder generell oder für den Einzelfall vom Verbot der Mehrfachvertretung gemäß § 181 2. Alternative des Bürgerlichen Gesetzbuchs (BGB) befreien; § 112 AktG bleibt unberührt.

§ 9

Zustimmungspflichtige Geschäfte und Maßnahmen

- (1) Der Vorstand darf folgende Geschäfte und Maßnahmen nur

Management Board, the individual board members manage their respective business segments according to the Rules of Procedure on their own responsibility.

- (2) If only one member of the Management Board is appointed, such member solely represents the Company. If the Management Board consists of several members, it is represented either jointly by two members of the Management Board or by one member of the Management Board together with a person holding general commercial power of representation (*Prokurist*).
- (3) The Supervisory Board may generally or in specific cases issue an exemption to all or to specific members of the Management Board from the prohibition to represent more than one party pursuant to Sec. 181 2nd alternative of the German Civil Code (*Bürgerliches Gesetzbuch – BGB*); Sec. 112 AktG remains unaffected.

§ 9

Transactions and Measures requiring approval

- (1) The Management Board may only implement the following measures and transactions

nach vorheriger Zustimmung des Aufsichtsrats vornehmen:

- Wesentliche Änderungen, Erweiterungen oder Beschränkungen des Geschäftszweiges der Gesellschaft oder die Aufnahme neuer vom bisherigen Produkt-, Leistungs- und Vertriebsprogramm wesentlich abweichender Geschäftszweige;
- Abschluss, Änderung und Beendigung von Joint-Venture-Verträgen, Kooperationsverträgen, Rahmenvereinbarungen, Unternehmensverträgen im Sinne von §§ 291 ff. AktG (einschließlich Verträgen über stille Beteiligungen) oder partiari-schen Darlehen; und
- Erteilung und Widerruf von Prokuren sowie von Handlungsvollmachten für den gesamten Geschäftsbetrieb.

(2) Der Aufsichtsrat kann über die in § 9 Absatz (1) genannten Geschäfte und Maßnahmen hinaus in der Geschäftsordnung für den Vorstand oder in der Geschäftsordnung des Aufsichtsrats oder durch Beschluss weitere Arten von Geschäften und

after prior approval of the Supervisory Board:

- Material changes, expansion or reductions in the line of business of the Company or entry into new lines of business substantially deviating from the previous range of products and services offered and distribution paths used;
- conclusion, change and termination of joint venture agreements, cooperation agreements, framework agreements, inter-company agreements in the meaning of §§ 291 et seqq. AktG (including agreements regarding silent participations) or profit participation loans; and
- granting or withdrawal of *Prokurists* or holders of general powers of attorney.

(2) In addition to the transactions and measures mentioned in § 9 paragraph (1), the Supervisory Board can determine further kinds of transactions or measures that require its approval in the Rules of Procedure for the Management Board or the Rules of

Maßnahmen bestimmen, die seiner Zustimmung bedürfen.

- (3) Der Aufsichtsrat kann die Zustimmung zu einem bestimmten Kreis von Geschäften widerruflich allgemein oder für den Fall, dass das einzelne Geschäft bestimmten Anforderungen genügt, im Voraus erteilen.

2. Aufsichtsrat

§ 10

Zusammensetzung, Wahlen, Amtsdauer

- (1) Der Aufsichtsrat besteht aus sieben (7) Mitgliedern, die von der Hauptversammlung gewählt werden.
- (2) Die Mitglieder des Aufsichtsrats werden vorbehaltlich einer anderweitigen Festlegung der Amtszeit bei der Wahl durch die Hauptversammlung bis zur Beendigung der Hauptversammlung bestellt, die über die Entlastung für das vierte Geschäftsjahr nach dem Beginn der Amtszeit beschließt, längstens jedoch für sechs (6) Jahre. Das Geschäftsjahr, in welchem die Amtszeit beginnt, wird hierbei nicht mitgerechnet. Die Amtszeit des ersten Aufsichtsrats läuft bis zur Beendigung der Hauptversammlung, die über die Entlastung für das

Procedure of the Supervisory Board or by resolution.

- (3) The Supervisory Board may give revocable consent in advance to a certain group of transactions in general or to individual transactions that meet certain requirements.

2. Supervisory Board

§ 10

Composition, Elections, Term of Office

- (1) The Supervisory Board shall consist of seven (7) members which are elected by the General Meeting.
- (2) Unless otherwise specified at the time of their election, the members of the Supervisory Board are elected by the General Meeting for a period terminating at the end of the General Meeting that resolves on the formal approval of the members' acts for the fourth fiscal year following the commencement of their term of office, however, for no more than six (6) years. The fiscal year in which the term of office begins shall not be included in this calculation. The term of the members of the first Supervisory

erste Geschäftsjahr der Cherry SE beschließt. Wiederbestellungen sind zulässig.

- (3) Eine Nachwahl für ein vor Ablauf der Amtszeit ausgeschiedenes Mitglied erfolgt für den Rest der Amtszeit des ausgeschiedenen Aufsichtsratsmitglieds, soweit die Hauptversammlung die Amtszeit des Nachfolgers nicht nach vorstehendem Absatz (2) abweichend bestimmt. Entsprechendes gilt, falls eine Nachwahl wegen Wahlanfechtung notwendig wird.
- (4) Jedes Aufsichtsratsmitglied kann sein Amt auch ohne wichtigen Grund durch schriftliche Erklärung gegenüber dem Vorsitzenden des Aufsichtsrates – oder, im Falle einer Amtsniederlegung durch den Vorsitzenden, seinem Stellvertreter – mit einer Frist von einem Monat niederlegen. Der Aufsichtsratsvorsitzende oder, im Falle der Niederlegung durch den Aufsichtsratsvorsitzenden, sein Stellvertreter kann die Frist abkürzen oder auf die Einhaltung der Frist verzichten.

Board shall end at the end of the General Meeting that resolves on the formal approval of the members' acts for the first fiscal year of Cherry SE. Re-appointments are permissible.

- (3) For members of the Supervisory Board who leave office before the end of their term a successor shall be elected for the remaining term of the member who has left office unless the General Meeting specifies a shorter term for such successor according to paragraph (2). The same applies if a successor has to be elected due to a challenge of the election.
- (4) Each member of the Supervisory Board may resign from office even without good cause with one month written notice issued to the chairperson of the Supervisory Board or, in case of a resignation by the chairperson, to his/her deputy. The chairperson of the Supervisory Board or, in case of a resignation by the chairperson, his/her deputy, can consent to a shortening or to a waiver of this period.

§ 11

Vorsitzender und Stellvertreter

- (1) Der Aufsichtsrat wählt aus seiner Mitte einen Vorsitzenden und einen Stellvertreter. Die Wahl erfolgt unmittelbar im Anschluss an die Hauptversammlung, in der die Aufsichtsratsmitglieder der Aktionäre neu gewählt worden sind; zu dieser Sitzung bedarf es keiner besonderen Einladung. Die Amtszeit des Vorsitzenden und des Stellvertreters entspricht, soweit nicht bei der Wahl eine kürzere Amtszeit bestimmt wird, ihrer Amtszeit als Mitglied des Aufsichtsrats.
- (2) Scheidet der Vorsitzende oder sein Stellvertreter vorzeitig aus diesem Amt aus, so hat der Aufsichtsrat jeweils unverzüglich eine Neuwahl vorzunehmen.
- (3) Der Stellvertreter des Vorsitzenden hat vorbehaltlich anderweitiger Regelungen des Gesetzes oder in dieser Satzung in allen Fällen, in denen er bei Verhinderung des Vorsitzenden in dessen Stellvertretung handelt, die gleichen Rechte wie der Vorsitzende. § 14 Absatz (6) bleibt unberührt.
- (4) Willenserklärungen des Aufsichtsrats werden namens des Aufsichtsrats durch den Vorsitzenden abgegeben. Der Vorsitzende ist ermächtigt,

§ 11

Chairperson and Deputy Chairperson

- (1) The Supervisory Board elects from its midst a chairperson and a deputy chairperson. The election shall take place following the General Meeting that has elected the new members of the Supervisory Board of the shareholders; no special invitation is necessary for this meeting. The term of office of the chairperson and his deputy corresponds to their term of office as members of the Supervisory Board unless a shorter period is determined at the time of their election.
- (2) If the chairperson or his deputy leaves such office before the end of his term, the Supervisory Board shall conduct a new election without undue delay.
- (3) In all cases in which the deputy acts on behalf of the chairperson in the absence of the chairperson, he has the same rights as the chairperson unless otherwise provided by law or in these Articles of Association. § 14 paragraph (6) shall remain unaffected.
- (4) Declarations of the Supervisory Board are made in the name of the Supervisory Board by the chairperson. The chairperson is authorized to accept

Erklärungen für den Aufsichtsrat entgegenzunehmen.

§ 12

Rechte und Pflichten des Aufsichtsrats

- (1) Der Aufsichtsrat hat alle Aufgaben und Rechte, die ihm durch Gesetz und die Satzung zugewiesen werden.
- (2) Der Aufsichtsrat ist befugt, Änderungen der Satzung zu beschließen, die nur deren Fassung betreffen.

§ 13

Geschäftsordnung und Ausschüsse

- (1) Der Aufsichtsrat gibt sich eine Geschäftsordnung im Rahmen der gesetzlichen Vorschriften und der Bestimmungen dieser Satzung.
- (2) Der Aufsichtsrat kann nach Maßgabe der gesetzlichen Vorschriften Ausschüsse bilden. Soweit das Gesetz oder die Satzung es zulassen, kann der Aufsichtsrat ihm obliegende Aufgaben, Entscheidungsbefugnisse und Rechte auf seinen Vorsitzenden, einzelne seiner Mitglieder oder aus seiner Mitte gebildete Ausschüsse übertragen. Zusammensetzung, Befugnisse und

declarations on behalf of the Supervisory Board.

§ 12

Rights and Obligation of the Supervisory Board

- (1) The Supervisory Board shall have all rights and obligations assigned to it by law and by these Articles of Association.
- (2) The Supervisory Board is entitled to resolve amendments to the Articles of Association if such amendments only relate to the wording.

§ 13

Rules of Procedure and Committees

- (1) The Supervisory Board shall adopt Rules of Procedure for the Supervisory Board in accordance with the law and the provisions of these Articles of Association.
- (2) The Supervisory Board can set up committees in accordance with the law. To the extent permitted by law or by these Articles of Association, the Supervisory Board may delegate any of its duties, decision-making powers and rights to its chairperson, to one of its members or to committees established from among its members. The Supervisory Board shall

Verfahren der Ausschüsse werden vom Aufsichtsrat festgelegt.

§ 14

Sitzungen und Beschlussfassung des Aufsichtsrats

- (1) Die Sitzungen des Aufsichtsrats werden vom Vorsitzenden unter Einhaltung einer Frist von mindestens vierzehn Tagen einberufen, wobei der Tag der Absendung der Einladung und der Tag der Sitzung nicht mitgerechnet werden. Die Einberufung kann schriftlich, per Telefax, per E-Mail oder mittels sonstiger gebräuchlicher Kommunikationsmittel erfolgen. Der Vorsitzende kann diese Frist in dringenden Fällen abkürzen und die Sitzung mündlich oder fernmündlich einberufen. Im Übrigen gelten hinsichtlich der Einberufung der Sitzungen des Aufsichtsrats die gesetzlichen Bestimmungen sowie die Regelungen der Geschäftsordnung für den Aufsichtsrat.
- (2) Die Sitzungen des Aufsichtsrats werden vom Vorsitzenden geleitet.
- (3) Beschlüsse des Aufsichtsrats werden in der Regel in Sitzungen gefasst. Auf Anordnung des Vorsitzenden oder mit Zustimmung aller Mitglieder des Aufsichtsrats können Sitzungen auch in Form einer Telefonkonferenz oder

determine the composition, competencies and procedures of the committees.

§ 14

Meetings and Resolutions of the Supervisory Board

- (1) The meetings of the Supervisory Board shall be called at least fourteen days in advance by the chairperson of the Supervisory Board, not including the day on which the invitation is sent and the day of the meeting itself. Notice of meetings may be given in writing, by telefax, by e-mail or any other customary means of communication. In urgent cases the chairperson may shorten this period and may call the meeting orally or by telephone. In all other respects regarding the calling of Supervisory Board meetings the rules provided by law as well as by the Rules of Procedure of the Supervisory Board shall apply.
- (2) Meetings of the Supervisory Board are chaired by the chairperson.
- (3) Resolutions of the Supervisory Board shall generally be passed in meetings. At the order of the chairperson or with the consent of all Supervisory Board members, the meetings of the Supervisory Board may also be

mittels sonstiger elektronischer Kommunikationsmittel (insbesondere Videokonferenz) abgehalten und einzelne Aufsichtsratsmitglieder telefonisch oder mittels elektronischer Kommunikationsmittel (insbesondere Videoübertragung) zugeschaltet werden; in diesen Fällen kann die Beschlussfassung im Wege der Telefonkonferenz oder mittels sonstiger elektronischer Kommunikationsmittel (insbesondere Videokonferenz) erfolgen. Abwesende bzw. nicht an der Konferenzschaltung teilnehmende oder zugeschaltete Aufsichtsratsmitglieder können auch dadurch an der Beschlussfassung des Aufsichtsrats teilnehmen, dass sie schriftliche Stimmabgaben durch ein anderes Aufsichtsratsmitglied überreichen lassen. Als schriftliche Stimmabgabe gilt eine in Textform übermittelte Stimmabgabe. Darüber hinaus können sie ihre Stimme auch nachträglich innerhalb einer vom Vorsitzenden des Aufsichtsrats zu bestimmenden angemessenen Frist per Telefax, per E-Mail oder mittels sonstiger gebräuchlicher Kommunikationsmittel abgeben. Ein Recht zum Widerspruch gegen die vom Vorsitzenden angeordnete Form der Beschlussfassung besteht nicht.

- (4) Beschlussfassungen können auch außerhalb von Sitzungen (im Sinne von § 14 Absatz (3))

held in the form of a telephone conference or by other electronic means of communication (especially by video conference); individual members of the Supervisory Board may be connected to the meetings via telephone or by other electronic means of communication (especially by video link); in such cases resolutions may also be passed by way of the telephone conference or by other electronic means of communication (especially by video conference). Absent members of the Supervisory Board or members who do not participate in, or are not connected to, the telephone or video conference can also participate in the passing of resolutions by submitting their votes in writing through another Supervisory Board member. Votes in writing means a vote which is submitted in text form. In addition, they may also cast their vote following the meeting within a reasonable period as determined by the chairperson of the Supervisory Board by telefax, by e-mail or any other customary means of communication. Objections to the form of voting determined by the chairperson are not permitted.

- (4) Resolution may also be adopted outside of meetings (within the meaning of § 14

schriftlich, per Telefax, per E-Mail oder mittels sonstiger vergleichbarer Kommunikationsmittel sowie in Kombination der vorgenannten Formen erfolgen, wenn der Vorsitzende des Aufsichtsrats dies unter Beachtung einer angemessenen Frist anordnet oder sich alle Aufsichtsratsmitglieder an der Beschlussfassung beteiligen. Mitglieder, die sich bei der Beschlussfassung der Stimme enthalten, nehmen in diesem Sinne an der Beschlussfassung teil. Ein Recht zum Widerspruch gegen die vom Vorsitzenden angeordnete Form der Beschlussfassung besteht nicht.

- (5) Der Aufsichtsrat ist beschlussfähig, wenn mindestens die Hälfte der Mitglieder, aus denen der Aufsichtsrat zu bestehen hat und in jedem Fall aber mindestens drei Mitglieder an der Beschlussfassung teilnehmen. Abwesende bzw. nicht telefonisch oder über elektronische Kommunikationsmittel (insbesondere Videokonferenz) teilnehmende oder zugeschaltete Aufsichtsratsmitglieder, die nach Maßgabe von § 14 Absatz (3) bzw. Absatz (4) ihre Stimme abgeben, sowie Mitglieder, die sich bei der Beschlussfassung der Stimme enthalten, nehmen in diesem Sinne an der Beschlussfassung teil.
- (6) Beschlüsse des Aufsichtsrats werden, soweit das Gesetz nicht zwingend etwas anderes

paragraph (3)) in writing, by telefax or by e-mail or any other comparable means of communication, whereas the aforementioned forms may also be combined, at the order of the chairperson of the Supervisory Board if preceded by reasonable notice or if all members of the Supervisory Board participate in the adoption of the resolution. Members who abstain from voting are considered to take part in the resolution. Objections to the form of voting determined by the chairperson are not permitted.

- (5) The Supervisory Board has a quorum if at least half of the members of which it has to consist and in any event at least three members take part in the voting. Absent members of the Supervisory Board or members who do not participate or are connected via telephone or via other electronic means of communication (especially via video conference) and who cast their vote in accordance with § 14 paragraph (3) or paragraph (4) as well as members who abstain from voting are considered to take part in the voting for this purpose.
- (6) Unless otherwise provided by mandatory law, resolutions of the Supervisory Board are

bestimmt, mit einfacher Mehrheit der abgegebenen Stimmen gefasst. Stimmenthaltungen gelten in diesem Sinne nicht als abgegebene Stimmen. Ergibt eine Abstimmung im Aufsichtsrat Stimmengleichheit, so kann jedes Aufsichtsratsmitglied eine erneute Abstimmung über denselben Gegenstand verlangen. Ergibt auch die erneute Abstimmung Stimmengleichheit, gibt die Stimme des Aufsichtsratsvorsitzenden den Ausschlag. Dem Stellvertreter steht dieses Recht nicht zu.

- (7) Über die Beschlüsse und Sitzungen des Aufsichtsrats (im Sinne von § 14 Absatz (3)) sowie über in diesen Sitzungen verabschiedete Beschlüsse sind Niederschriften zu fertigen, die vom Vorsitzenden zu unterzeichnen sind. Beschlüsse außerhalb von Sitzungen (im Sinne von § 14 Absatz (4)) werden vom Vorsitzenden schriftlich festgehalten und allen Aufsichtsratsmitgliedern zugeleitet.

§ 15 Vergütung

- (1) Jedes Mitglied des Aufsichtsrats erhält eine jährliche feste Vergütung von EUR 45.000,00. Abweichend von Satz 1 erhält der Vorsitzende des Aufsichtsrats eine jährliche feste Vergütung von

passed with a simple majority of the votes cast. Abstentions in a vote shall not count as a vote cast in this case. If a voting in the Supervisory Board results in a tie, every Supervisory Board member is entitled to request a second vote on the same issue. If the second vote also results in a tie, the vote of the chairperson of the Supervisory Board is decisive. The deputy chairperson's vote shall not be decisive.

- (7) Minutes shall be taken of the resolutions and meetings of the Supervisory Board (in the meaning of § 14 paragraph (3)) and the resolutions adopted in such meetings which shall be signed by the chairperson. Resolutions which were adopted outside meetings (within the meaning of § 14 paragraph (4)) have to be recorded by the chairperson in writing and shall be made available to all members.

§ 15 Compensation

- (1) Every Supervisory Board member shall receive a fixed annual compensation of EUR 45,000.00. In deviation from sentence 1, the Chairperson of the Supervisory Board

EUR 90.000,00 und der Stellvertreter eine jährliche feste Vergütung von EUR 67.500,00.

- (2) Der Vorsitzende des Prüfungsausschusses erhält eine zusätzliche jährliche feste Vergütung von EUR 25.000,00. Der Vorsitzende des Nominierungsausschusses und der Vorsitzende des Personal- und Vergütungsausschusses erhalten jeweils zusätzlich eine jährliche feste Vergütung von EUR 15.000,00. Jedes Mitglied des Aufsichtsrats, das Mitglied des Prüfungsausschusses ist, ohne Vorsitzender zu sein, erhält eine zusätzliche feste jährliche Vergütung von EUR 12.500,00. Jedes Mitglied des Aufsichtsrats, das Mitglied des Personal- und Vergütungsausschusses oder des Nominierungsausschusses ist, ohne Vorsitzender zu sein, erhält eine zusätzliche feste jährliche Vergütung von jeweils EUR 7.500,00.
- (3) Die jährliche Vergütung ist jeweils zum Ablauf des Geschäftsjahres zahlbar und ist dann innerhalb der ersten sechs Wochen des neuen Geschäftsjahres zur Zahlung fällig.
- (4) Mitglieder des ersten Aufsichtsrats sowie

shall receive fixed annual compensation of EUR 90,000.00 and the deputy shall receive fixed annual compensation of EUR 67,500.00.

- (2) The Chairperson of the Audit Committee receives an additional fixed annual compensation of EUR 25,000.00. The Chairperson of the Nomination Committee and the Chairperson of the Personnel and Compensation Committee each receive an additional fixed annual compensation of EUR 15,000.00. Every member of the Supervisory Board, who is a member of the Audit Committee without being Chairperson of the Audit Committee, receives an additional fixed annual compensation of EUR 12,500.00. Every member of the Supervisory Board, who is a member of the Personnel and Compensation Committee and/or of the Nomination Committee without being Chairperson in the respective Committee, receives an additional fixed annual compensation of EUR 7,500.00.
- (3) The annual remuneration is payable at the end of each financial year and shall then be paid within the first six weeks of the new fiscal year.
- (4) Members of the first Supervisory Board and members who

Aufsichtsratsmitglieder, die während des laufenden Geschäftsjahres in den Aufsichtsrat, einen Ausschuss oder eine bestimmte Funktion eintreten oder aus dem Aufsichtsrat, einem Ausschuss oder einer bestimmten Funktion ausscheiden, erhalten für jeden angefangenen Monat ihrer Mitgliedschaft bzw. der Wahrnehmung ihrer Funktion ein Zwölftel des betreffenden jährlichen Vergütungsteils.

- (5) Den Mitgliedern des Aufsichtsrats werden die in Ausübung ihres Amtes entstandenen Auslagen und die von ihnen gesetzlich geschuldete Umsatzsteuer erstattet. In Deutschland anfallende Steuern auf die Vergütung, die an Aufsichtsratsmitglieder mit Wohnsitz im Ausland gezahlt wird, werden von dem an das jeweilige Aufsichtsratsmitglied zahlbaren Betrag seitens der Gesellschaft einbehalten und von der Gesellschaft an das zuständige Bundeszentralamt für Steuern (BZSt) deklariert und abgeführt.
- (6) Die Mitglieder des Aufsichtsrats werden in eine im Interesse der Gesellschaft von dieser in angemessener Höhe unterhaltene Vermögensschaden-Haftpflichtversicherung für Organmitglieder einbezogen, soweit eine solche besteht. Die Prämien hierfür entrichtet die Gesellschaft.

enter the Supervisory Board, a committee or a particular function or who leave the Supervisory Board, a committee or a particular function shall receive for each beginning month of their membership or performance of their function one twelfth of the relevant annual remuneration.

- (5) The members of the Supervisory Board shall get reimbursement of their expenses incurred in the performance of their office and VAT owed by them under applicable law. German taxes on the remuneration payable to Supervisory Board members having their tax residency outside Germany shall be deducted and withheld by the Company from the amount payable to the relevant supervisory board member and shall be declared and paid by the Company to the relevant Federal tax office (*Bundeszentralamt für Steuer, BZSt*).
- (6) The Supervisory Board members shall be included, where existing, in a D&O liability insurance for board members maintained by the Company in the Company's interests that will provide reasonable coverage against financial damages. The premiums for this insurance

policy shall be paid by the Company.

3. Hauptversammlung

§ 16

Ort und Einberufung

- (1) Innerhalb der ersten sechs (6) Monate jedes Geschäftsjahres findet eine ordentliche Hauptversammlung der Aktionäre statt.
- (2) Die Hauptversammlung wird vorbehaltlich der gesetzlichen Einberufungsrechte des Aufsichtsrats und einer Aktionärsminderheit durch den Vorstand einberufen. Die Hauptversammlung findet nach Wahl des einberufenden Organs am Sitz der Gesellschaft, am Sitz einer deutschen Wertpapierbörse oder in einer deutschen Stadt mit mehr als 50.000 Einwohnern statt.
- (3) Die Hauptversammlung ist, soweit gesetzlich keine kürzere Frist zulässig ist, mindestens dreißig (30) Tage vor dem Tag der Hauptversammlung einzuberufen. Diese Einberufungsfrist verlängert sich um die Tage der Anmeldefrist (§ 17 Absatz (2)).

3. General Meeting

§ 16

Place and Convocation

- (1) An annual General Meeting shall be held within the first six (6) months of each fiscal year.
- (2) Subject to any existing legal rights of the Supervisory Board and a minority of the shareholders to convene, the General Meeting shall be convened by the Management Board. It shall be held, at the option of the body convening the General Meeting, either at the registered seat of the Company, at the place of a German stock exchange or in a German city with more than 50,000 inhabitants.
- (3) The General Meeting must be convened, in so far as no shorter period is admissible by law, at least thirty (30) days before the day of the General Meeting. This notice period is extended by the days of the registration period (§ 17 paragraph (2)).

§ 17

Teilnahme und Ausübung des Stimmrechts

- (1) Zur Teilnahme an der Hauptversammlung und zur Ausübung des Stimmrechts in der Hauptversammlung sind die Aktionäre berechtigt, die sich rechtzeitig angemeldet und ihren Aktienbesitz nachgewiesen haben.
- (2) Die Anmeldung muss der Gesellschaft unter der in der Einberufung hierfür mitgeteilten Adresse mindestens sechs (6) Tage vor der Hauptversammlung zu gehen. In der Einberufung kann eine kürzere, in Tagen zu bemessende Frist vorgesehen werden. Der Tag der Hauptversammlung und der Tag des Zugangs sind hierbei nicht mitzurechnen.
- (3) Die Anmeldung muss in Textform (§ 126b BGB) oder auf einem sonstigen, von der Gesellschaft näher zu bestimmenden elektronischen Weg in deutscher oder englischer Sprache erfolgen.
- (4) Der Anteilsbesitz muss durch einen Nachweis des Letztintermediärs in Textform (§ 126b BGB) in deutscher oder englischer Sprache nachgewiesen werden; ein Nachweis des Anteilsbesitzes durch den Letztintermediär gemäß den Anforderungen des § 67c Absatz 3 AktG reicht aus. Der besondere Nachweis über

§ 17

Attending and Exercise of Voting Right

- (1) All shareholders who have duly submitted notification of attendance and of evidence of shareholding shall be entitled to attend the General Meeting and exercise their voting rights.
- (2) The registration must be received by the Company at the address specified in the convening notice at least six (6) days prior to the day of the General Meeting. The convening notice of the General Meeting may provide for a shorter period to be measured in days. This period does not include the day of the General Meeting and the day of receipt.
- (3) The registration must be in text form (Sec. 126b BGB) or by way of other electronic means as specified by the Company in greater detail in German or English.
- (4) The ownership of the shares must be confirmed by separate confirmation from the final intermediary in text form (Sec. 126b BGB) in German or English; a confirmation that the shares are held from the final intermediary in accordance with the requirements in Sec. 67c paragraph 3 AktG is

den Anteilsbesitz hat sich auf den Beginn des 21. Tages vor der Hauptversammlung („Nachweistichtag“) zu beziehen und muss der Gesellschaft unter der in der Einberufung hierfür mitgeteilten Adresse mindestens sechs (6) Tage vor der Hauptversammlung zugehen. In der Einberufung kann eine kürzere, in Tagen zu bemessende Frist vorgesehen werden. Der Tag der Hauptversammlung und der Tag des Zugangs sind hierbei nicht mitzurechnen.

- (5) Das Stimmrecht kann durch Bevollmächtigte ausgeübt werden. Die Erteilung der Vollmacht, ihr Widerruf und der Nachweis der Bevollmächtigung gegenüber der Gesellschaft bedürfen der Textform (§ 126b BGB), sofern in der Einberufung keine Erleichterungen bestimmt werden. Die Einzelheiten für die Erteilung der Vollmachten, ihren Widerruf und ihren Nachweis gegenüber der Gesellschaft werden mit der Einberufung der Hauptversammlung bekannt gemacht. § 135 AktG bleibt unberührt.
- (6) Der Vorstand ist ermächtigt vorzusehen, dass Aktionäre ihre Stimmen, ohne an der Hauptversammlung teilzunehmen, schriftlich oder im Wege elektronischer Kommunikation abgeben dürfen (Briefwahl). Der Vorstand ist

sufficient. The separate confirmation of the shareholding must refer to the start of the 21st day prior to the General Meeting (“record date”) and be received by the Company at the address specified in the convening notice of the General Meeting at least six (6) days prior to the General Meeting. The convening notice of the General Meeting may provide for a shorter period to be measured by days. This period does not include the day of the General Meeting and the day of receipt.

- (5) Voting rights may be exercised by proxy. The granting of the proxy, its revocation and the evidence of authority to be provided to the Company must be in text form (Sec. 126b BGB) unless the convening notice provides for a less strict form. Details on the granting of the proxy, its revocation and the evidence to be provided to the Company shall be provided together with the notice convening the General Meeting. Sec. 135 AktG remains unaffected.
- (6) The Management Board is authorized to provide that shareholders may cast their votes in writing or by electronic communication without attending the General Meeting (absentee vote). The Management Board

auch ermächtigt, Bestimmungen zum Umfang und Verfahren der Rechtsausübung nach Satz 1 zu treffen.

- (7) Der Vorstand ist ermächtigt vorzusehen, dass Aktionäre an der Hauptversammlung auch ohne Anwesenheit an deren Ort und ohne einen Bevollmächtigten teilnehmen und sämtliche oder einzelne ihrer Rechte ganz oder teilweise im Wege elektronischer Kommunikation ausüben können (Online-Teilnahme). Der Vorstand ist auch ermächtigt, Bestimmungen zu Umfang und Verfahren der Teilnahme und Rechtsausübung nach Satz 1 zu treffen.

§ 18

Leitung der Hauptversammlung

- (1) Der Vorsitzende des Aufsichtsrats oder ein von ihm bestimmtes anderes Aufsichtsratsmitglied führt den Vorsitz in der Hauptversammlung (Versammlungsleiter). Für den Fall, dass der Vorsitzende des Aufsichtsrats die Versammlungsleitung nicht übernimmt und er auch kein anderes Aufsichtsratsmitglied bestimmt, das die Versammlungsleitung zu übernehmen bereit ist, wird der Versammlungsleiter durch den Aufsichtsrat gewählt; die gewählte Person muss nicht dem

is also authorized to determine the scope and the procedure of the exercising of rights according to sentence 1.

- (7) The Management Board is authorized to provide that shareholders may participate in the General Meeting without being present in person at the place of the General Meeting or being represented and may exercise all or specific shareholders' rights in total or in part by electronic communication (online participation). The Management Board is also authorized to determine the scope and the procedure of the participation and exercising of rights according to sentence 1.

§ 18

Chair of the General Meeting

- (1) The General Meeting is chaired by the chairperson of the Supervisory Board or by another member of the Supervisory Board appointed by the chairperson (chairperson of the General Meeting). In the event that the chairperson of the Supervisory Board does not take over the position of chairperson of the General Meeting and if he does also not appoint another member of the Supervisory Board who is prepared to take over the position of chairman of the General Meeting,

Aufsichtsrat angehören. Wählt der Aufsichtsrat den Versammlungsleiter nicht, so ist dieser durch die Hauptversammlung zu wählen.

- (2) Der Versammlungsleiter leitet die Verhandlungen und regelt den Ablauf der Hauptversammlung. Er kann sich hierbei, insbesondere bei der Ausübung des Hausrechts, der Unterstützung von Hilfspersonen bedienen. Er bestimmt die Reihenfolge der Redner und der Behandlung der Tagesordnungspunkte sowie die Form, das Verfahren und die weiteren Einzelheiten der Abstimmung und kann, soweit gesetzlich zulässig, über die Zusammenfassung von sachlich zusammengehörigen Beschlussgegenständen zu einem Abstimmungspunkt entscheiden.
- (3) Der Versammlungsleiter ist ermächtigt, das Rede- und Fragerecht zeitlich angemessen zu beschränken. Er kann dabei insbesondere Beschränkungen der Redezeit, der Fragezeit oder der zusammengenommenen Rede- und Fragezeit sowie den angemessenen zeitlichen Rahmen für

the chairperson of the General Meeting is to be elected by the Supervisory Board; the elected person does not have to be a member of the Supervisory Board. In the event that the Supervisory Board does not elect the chairperson of the General Meeting, the chairperson of the General Meeting is to be elected by the General Meeting.

- (2) The chairperson of the General Meeting chairs the proceedings of the meeting and directs the course of the proceedings at the General Meeting. The chairperson may, particularly in exercising rules of order, make use of assistants. The 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) The chairperson of the General Meeting is authorized to impose a reasonable time limit on the right to ask questions and to speak. 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

den ganzen Hauptversammlungsverlauf, für einzelne Gegenstände der Tagesordnung und für einzelne Redner zu Beginn oder während des Verlaufs der Hauptversammlung angemessen festlegen; das schließt insbesondere auch die Möglichkeit ein, erforderlichenfalls die Wortmeldeliste vorzeitig zu schließen und den Schluss der Debatte anzuordnen.

§ 19

Übertragung der Hauptversammlung

- (1) Der Vorstand und der Versammlungsleiter sind jeweils ermächtigt, die Bild- und Tonübertragung der Hauptversammlung zuzulassen. Die näheren Einzelheiten regelt der Vorstand oder der Versammlungsleiter.
- (2) Die Teilnahme von Mitgliedern des Aufsichtsrats an der Hauptversammlung kann in Abstimmung mit dem Versammlungsleiter im Wege der Bild- und Tonübertragung erfolgen, sofern das Aufsichtsratsmitglied seinen Wohnsitz im Ausland hat oder am Tag der Hauptversammlung an der Teilnahme gehindert ist.

speak or ask questions or on the combined time to speak and ask questions, determine an appropriate time frame for the course of 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.

§ 19

Transmission of the General Meeting

- (1) The Management Board and the chairperson of the General Meeting are each authorized to allow an audio-visual transmission of the General Meeting. The details are determined by the Management Board or by the chairperson of the General Meeting.
- (2) Members of the Supervisory Board may be allowed to participate in the General meeting by means of audio and video transmission in coordination with the chairperson of the General meeting, provided that the members are resident abroad or are unable to attend the General Meeting on the day of the General Meeting.

§ 20
Stimmrecht

Jede Aktie gewährt in der Hauptversammlung eine Stimme.

§ 21
Beschlussfassung

Beschlüsse der Hauptversammlung werden mit einfacher Mehrheit der abgegebenen Stimmen und, soweit eine Kapitalmehrheit erforderlich ist, mit einfacher Mehrheit des bei der Beschlussfassung vertretenen Grundkapitals gefasst, sofern nicht nach zwingenden gesetzlichen Vorschriften oder dieser Satzung eine höhere Mehrheit erforderlich ist. Für Satzungsänderungen bedarf es, soweit nicht zwingende gesetzliche Vorgaben eine andere Mehrheit vorsehen, einer Mehrheit von zwei Dritteln der abgegebenen Stimmen bzw., sofern mindestens die Hälfte des Grundkapitals vertreten ist, der einfachen Mehrheit der abgegebenen Stimmen. Das in § 103 Abs. 1 Satz 2 AktG vorgesehene Mehrheitserfordernis für die Abberufung von Aufsichtsratsmitgliedern bleibt unberührt.

§ 20
Voting Right

Each share carries one vote in the General Meeting.

§ 21
Voting

Resolutions of the General Meeting shall be passed with a simple majority of the votes cast, and, in so far as a majority of the share capital is necessary, with a simple majority of the registered share capital represented at the voting, unless a higher majority is required by mandatory law or by these Articles of Association. Unless mandatory law provides otherwise, amendments to the Articles of Association require a majority of two thirds of the votes cast or, if at least half of the share capital is represented, a simple majority of the votes cast. The majority requirement set out in Sec. 103 para. 1, sentence 2 AktG regarding the removal of Supervisory Board members remains unaffected.

IV.
Jahresabschluss und Gewinnverwen-
dung

§ 22
Geschäftsjahr

Das Geschäftsjahr der Gesellschaft ist das Kalenderjahr.

§ 23
Jahresabschluss

- (1) Der Vorstand hat innerhalb der gesetzlichen Fristen den Jahresabschluss und den Lagebericht sowie, soweit gesetzlich vorgeschrieben, den Konzernabschluss und den Konzernlagebericht für das vergangene Geschäftsjahr aufzustellen und diese Unterlagen unverzüglich dem Aufsichtsrat und dem Abschlussprüfer vorzulegen. Zugleich hat der Vorstand dem Aufsichtsrat einen Vorschlag vorzulegen, den er der Hauptversammlung für die Verwendung des Bilanzgewinns machen will.
- (2) Stellen Vorstand und Aufsichtsrat den Jahresabschluss fest, so können sie Beträge bis zur Hälfte des Jahresüberschusses in andere Gewinnrücklagen einstellen. Sie sind darüber hinaus ermächtigt, weitere Beträge bis zu

IV.
Annual Financial Statements and
Appropriation of Profit

§ 22
Fiscal Year

The fiscal year of the Company is the calendar year.

§ 23
Annual Financial Statements

- (1) Within the statutory terms, the Management Board shall prepare the annual financial statements and the management report as well as, where required by law, the consolidated financial statements and the group management report for the preceding fiscal year and submit these documents without undue delay to the Supervisory Board and the auditors. At the same time the Management Board shall submit to the Supervisory Board a proposal for the appropriation of the distributable profit (*Bilanzgewinn*) that shall be brought forward to the General Meeting.
- (2) The Management Board and the Supervisory Board, in adopting the annual financial statements, may allocate sums amounting to up to half of the net profit for the fiscal year to other retained earnings. In

100% des Jahresüberschusses in andere Gewinnrücklagen einzustellen, solange und soweit die anderen Gewinnrücklagen die Hälfte des Grundkapitals nicht übersteigen und auch nach der Einstellung nicht übersteigen würden.

§ 24

Gewinnverwendung und ordentliche Hauptversammlung

- (1) Die Hauptversammlung beschließt alljährlich in den ersten sechs (6) Monaten des Geschäftsjahres über die Verwendung des Bilanzgewinns, über die Entlastung der Mitglieder des Vorstands und des Aufsichtsrats und über die Wahl des Abschlussprüfers (ordentliche Hauptversammlung) sowie in den im Gesetz vorgesehenen Fällen über die Feststellung des Jahresabschlusses.
- (2) Die Anteile der Aktionäre am Gewinn bestimmen sich nach ihren Anteilen am Grundkapital.
- (3) Die Hauptversammlung kann anstelle oder neben einer Barauschüttung eine Verwendung des Bilanzgewinns im Wege einer Sachausschüttung beschließen. Sie kann in dem Beschluss über

addition, they are authorised to allocate up to 100% of the net profit for the fiscal year to other retained earnings as long and as far as the other retained earnings do not exceed half of the registered share capital and would not exceed following such a transfer.

§ 24

Appropriation of Profits and Ordinary General Meeting

- (1) The General Meeting resolves annually within the first six (6) months of each fiscal year on the appropriation of the distributable profit (*Bilanzgewinn*), the formal approval of the acts of the members of the Management Board and the Supervisory Board and the election of the auditor (ordinary General Meeting) as well as on the approval of the financial statements to the extent required by law.
- (2) The profit shares attributable to the shareholders are determined in proportion to the shares in the registered share capital held by them.
- (3) The General Meeting may resolve to distribute the distributable profit by way of a dividend in kind in addition or instead of a cash dividend. The General Meeting may allocate

die Verwendung des Bilanzgewinns Beträge in Gewinnrücklagen einstellen oder als Gewinn vortragen.

V. Schlussbestimmungen

§ 25 Formwechselaufwand

- (1) Die Kosten des Formwechsels der Gesellschaft in die Rechtsform der Aktiengesellschaft (insbesondere Notar- und Gerichtsgebühren, Kosten der Veröffentlichung, Steuern, Prüfungs- und Beratungskosten) trägt die Gesellschaft bis zu einem Betrag von EUR 150.000,00.
- (2) Die Kosten des Formwechsels der Gesellschaft von der Rechtsform der Aktiengesellschaft in die Rechtsform der Societas Europaea (SE) (insbesondere Notar- und Gerichtsgebühren, Kosten der Veröffentlichung, Prüfungs- und Beratungskosten) trägt die Gesellschaft bis zu einem Betrag von EUR 400.000,00.

§ 26 Sprache

Die deutsche Fassung dieser Satzung ist die allein maßgebliche. Die

further amounts to retained earnings or carry such amounts forward as profit in the resolution on the appropriation of the distributable profit.

V. Final Provisions

§ 25 Costs of Conversion

- (1) The costs of the change of the legal form of the Company into a stock corporation (in particular the costs for the notary and the court, costs for publication, taxes, audit costs and costs for consultants) shall be borne by the Company in an amount of up to EUR 150,000.00.
- (2) The costs of the change of the legal form of the Company from a stock corporation into the legal form of a Societas Europaea (SE) (in particular the costs for the notary and the court, costs for publication, audit costs and costs for consultants) shall be borne by the Company in an amount of up to EUR 400,000.00.

§ 26 Language

Only the German version of these Articles of Association shall be relevant.

englische Übersetzung ist rein zu Informationszwecken beigelegt.

The English translation is added for information purposes only.

5. Further information on the candidates nominated for election to the Supervisory Board of Cherry SE under agenda item 10

The following information is provided in relation to candidates nominated for election to the first Supervisory Board of Cherry SE under agenda item 10:

- a) Mr **James Burns**, independent consultant, resident in San Jose, California, United States.

Personal information

Year of birth:	1964
Place of birth:	San Francisco, United States of America
Citizenship:	US

Academic career

Studied accounting at Santa Clara University (bachelor's degree)

Professional career

since 2017	Independent consultant at Jim Burns Consulting
2016 to 2017	Chief financial officer at Accela, Inc.
2013 to 2016	Executive vice president and chief financial officer of Silver Spring Networks Inc.

Memberships of legally mandated supervisory boards

None

Memberships of comparable domestic and foreign supervisory committees of businesses

None

Other relevant activities

- Cristo Rey High School Work-Study at San José Jesuit High School, San Jose, California, United States – member of the advisory board
- Adjunct lecturer at Santa Clara University, Leavey School of Business, Santa Clara, California, United States

Relevant knowledge, skills and experience

Alongside his business expertise, James Burns also has long-standing experience in advisory roles and from his work as CFO at Accela, Inc. and as an executive at Silver Spring Networks Inc. James Burns also has specialist knowledge in the field of auditing.

Information according to the recommendations of the German Corporate Governance Code (GCGC)

In the Supervisory Board's assessment, James Burns is to be considered independent. According to the Supervisory Board's assessment, Burns does not have any personal or business relationships with the Company, its group companies, its governing bodies or any shareholder with significant holdings in the Company that are to be disclosed as per Recommendation C.13 GCGC.

- b) Mr **Joachim Coers**, investor, resident in Nonnenhorn, Germany.

Personal information

Year of birth:	1965
Place of birth:	Mülheim/Ruhr
Citizenship:	German

Academic career

Studied economics at Rheinische Friedrich Wilhelm University in Bonn (degree in economics (*Diplom-Volkswirt*))

Professional career

2004 to 2013	Member of the management (initially as CFO and labour director, later as CEO) of MTU Friedrichshafen GmbH and Tognum AG
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1993 to 2004	Worked for the Daimler-Benz Group in different divisions (debis Services, Trucks NAFTA, Railsystems, Passenger Cars Asia) and locations (Frankfurt am Main, Berlin, Portland, Oregon and Tokyo)
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Memberships of legally mandated supervisory boards

- KAP AG, Fulda (listed) – chairman of the audit committee, member of the Supervisory Board

Memberships of comparable domestic and foreign supervisory committees of businesses

- ensian group GmbH, Leutkirch im Allgäu, Germany – member of the advisory board

No other relevant work

Relevant knowledge, skills and experience

As CFO and CEO of MTU Friedrichshafen GmbH and Tognum AG, Joachim Coers has acquired an outstanding level of expertise in matters involving operational and strategic corporate management. Coers also has specialist knowledge in the field of accounting. He has proven his proficiency as a supervisory board member through his long-standing experience in the same role on the supervisory board of KAP AG and as member of the advisory board of ensian group GmbH.

Information according to the recommendations of the German Corporate Governance Code (GCGC)

In the Supervisory Board's assessment, Joachim Coers is to be considered independent. According to the Supervisory Board's assessment, Coers does not have any personal or business relationships with the Company, its group companies, its governing bodies or any shareholder with significant holdings in the Company that are to be disclosed as per Recommendation C.13 GCGC.

- c) Ms **Heather Faust**, co-founder of the private equity firm Argand, resident in Chatham, New Jersey, United States.

**Personal
information**

Year of birth:	1979
Place of birth:	New Jersey
Citizenship:	US

Academic career

Bachelor's degree in Engineering at Princeton University, New Jersey, United States (Bachelor of Science in Engineering) and master's degree at Harvard Business School, Cambridge, Massachusetts, United States (Master of Business Administration)

Professional career

since 2015	Co-founder of the private equity firm Argand Partners and managing partner of Argand Partners, LP, New York, United States
2015	Managing partner of the private equity firm CHI Private Equity (successor entity to Castle Harlan, Inc.)
2008 to 2015	Investment professional at the private equity firm Castle Harlan, Inc. in New York, United States and member of the board of directors of Ames True Temper, Inc., IDQ Holdings, Inc. and Baker & Taylor, Inc.

Memberships of legally mandated supervisory boards

None

Memberships of comparable domestic and foreign supervisory committees of businesses

- Grosse Point Beacon Acquisition Inc., Delaware, United States – chairwoman of the board of directors
- OASE Management GmbH, Hörstel, Germany – chairwoman of the advisory board
- Sigma Electric Manufacturing Corporation, Garner, North Carolina, United States – member of the board of directors

- Concrete Pumping Holdings, Inc., Thornton, Colorado, United States – member of the board of directors

No other relevant work

Relevant knowledge, skills and experience

Heather Faust has acquired an outstanding level of expertise in matters involving operational and strategic corporate management as co-founder of the private equity firm Argand and during her years of experience as a private equity partner. Heather Faust also has specialist knowledge in the field of accounting. She has proved her expertise as a Supervisory Board member and as the chair of the personnel and compensation committee through her long-standing experience in comparable roles as a member of the board of directors of a range of companies.

Information according to the recommendations of the German Corporate Governance Code (GCGC)

Heather Faust has a business relationship with a shareholder holding a significant interest in the Company. Argand Partners Fund GP-GP holds 30.8% of the shares in Cherry AG. Heather Faust is the co-founder and managing partner of Argand Partners, LP.

Aside from this, according to the Supervisory Board's assessment, Heather Faust does not have any personal or business relationships with the Company, its group companies, its governing bodies or any shareholder with significant holdings in the Company that are to be disclosed as per Recommendation C.13 GCGC.

- d) Mr **Steven M. Greenberg**, patent attorney, resident in Boynton Beach, Florida, United States.

Personal information

Year of birth:	1970
Place of birth:	Portsmouth, Virginia, United States
Citizenship:	US

Academic career

Studied economics and electrical engineering at Columbia University, New York, United States (bachelor's degrees in economics and electrical engineering), received a Juris Doctor degree from University of Florida, Gainesville, Florida, United States

Professional career

2021 to Present	President, CRGO Global (law firm and patent portfolio advisory)
2018 to 2021	Of counsel, Shutts & Bowen, LLP (acquired patent practice of CRGO Greenberg, LLC)
2014 to 2018	Partner and head of Intellectual Property Transactions at CRGO Greenberg, LLC (successor to Carey Rodriguez Greenberg & O'Keefe, LLP)
2006 to 2013	Co-founder, partner and head of Intellectual Property Transactions at Carey Rodriguez Greenberg & O'Keefe, LLP (law firm)
2000 to 2003	Akerman Senterfitt (acquired Florida patent practice of Quarles & Brady LLP)
1998 to 2000	Quarles & Brady LLP (law firm)
1995 to 1996	Software engineer at SIRS, Inc.
1994 to 1995	Research & development engineer at Quantachrome Corporation
1993 to 1994	Programmer analyst at Datacor, Inc.

Memberships of legally mandated supervisory boards

None

Memberships of comparable domestic and foreign supervisory committees of businesses

- Ardent Medical Corporation, Boynton Beach, Florida, United States – President

No other relevant work

Relevant knowledge, skills and experience

Due to his long-standing experience as a co-founder and partner of intellectual property transactions law firms and also as president of Ardent Medical Corporation, Steven M. Greenberg also has excellent specialist knowledge of business matters. In particular his expertise in the fields of patent law and electrical engineering makes an outstanding contribution to the Supervisory Board's skills set.

Information according to the recommendations of the German Corporate Governance Code (GCGC)

In the Supervisory Board's assessment, Steven M. Greenberg is to be considered independent. According to the Supervisory Board's assessment, Greenberg does not have any personal or business relationships with the Company, its group companies, its governing bodies or any shareholder with significant holdings in the Company that are to be disclosed as per Recommendation C.13 GCGC.

- e) Mr **Tariq Osman**, Private equity investor, resident in New York, United States.

Personal information

Year of birth:	1978
Place of birth:	Khartoum, Sudan
Citizenship:	Australian

Academic career

Bachelor's degree in electrical & electronic engineering from the University of Adelaide in Adelaide, Australia and a master's degree in engineering (telecommunications) from Macquarie University in Sydney, Australia, Master's degree in applied finance (executive program) from Macquarie University, Sydney, Australia and a master's degree in business administration (executive program) from the Wharton School at the University of Pennsylvania, Philadelphia, Pennsylvania, United States

Professional career

2019 to 2021	Member of the board of directors at Sigma Electric Manufacturing Corporation
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2018 to 2021	Member and vice chairman of the board of directors of Concrete Pumping Holdings, Inc.
2017 to 2018	Director and executive vice president of Industrea Acquisition Corp.
2017 to 2021	Member of the board of directors at Brintons Carpets Limited
2016 to 2020	Chairman of the board of directors of Sigma Electric Manufacturing Corporation
2015	Managing Partner of CHI Private Equity at Castle Harlan, Inc. and co-founder of private equity firm Argand Partners
2003 to 2015	Worked in various roles at Castle Harlan, Inc.
1999 to 2003	Engineering consultant at Gutteridge, Haskins & Davey Limited, Sydney, Australia

Memberships of legally mandated supervisory boards

None

Memberships of comparable domestic and foreign supervisory committees of businesses

None

No other relevant work

Relevant knowledge, skills and experience

Due to his position as managing partner of CHI Private Equity and as director and executive vice president of Industrea Acquisition Corp., Tariq Osman has relevant expertise in matters involving operational and strategic corporate management. He has proven his proficiency as a supervisory board member through his years of experience in comparable roles as a member of the board of directors in a range of companies. Tariq Osman also has specialist knowledge in the field of accounting.

Information according to the recommendations of the German Corporate Governance Code (GCGC)

In the Supervisory Board's assessment, Tariq Osman is to be considered as independent. According to the Supervisory Board's assessment, Tariq Osman does not have any personal or business relationships of Mr Osman to the Company, its group companies, its governing bodies or any shareholder with significant holdings in the Company that are to be disclosed as per Recommendation C.13 GCGC.

- f) Mr **Dino Sawaya**, private equity investor, resident in New Canaan, Connecticut, United States.

Personal information

Year of birth:	1983
Place of birth:	Sydney, Australia
Citizenship:	Australian

Academic career

Bachelor of Commerce from the University of New South Wales, Sydney, Australia and Bachelor of Laws from the University of Sydney, Sydney, Australia

Professional career

Since 2019	Principal of Argand Partners, LP
2015 to 2018	Vice president at Argand Partners, LP
2014 to 2018	Member of the board of directors of Paddington Bay Partners Pty Ltd.
2013 to 2018	Member of the board of directors of Paddington Bay Pty Ltd.
2011 to 2014	Associate at CHAMP Group Services Pty Ltd.
2008 to 2011	Investment banking analyst at Deutsche Bank (Deutsche Australia Limited) in Sydney

Memberships of legally mandated supervisory boards

None

Memberships of comparable domestic and foreign supervisory committees of businesses

- TeleGeography Corporation, Washington D.C., United States – member of the board of directors
- Seybert’s Billiards Corporation, Coldwater, Michigan, United States – member of the board of directors
- Apartment Guardian Inc., Los Angeles, California, United States – member of the board of directors
- OASE Management GmbH, Hörstel – member of the advisory board

No other relevant work

Relevant knowledge, skills and experience

Dino Sawaya has extensive experience in corporate transactions and investments. He also has specialist knowledge in the field of accounting. He has proved his proficiency as a supervisory board member through his long-standing experience in comparable roles as a board member at a range of German and international companies.

Information according to the recommendations of the German Corporate Governance Code (GCGC)

Dino Sawaya has a business relationship with a shareholder holding a significant interest in the Company. Argand Partners Fund GP-GP holds 30.8% of the shares in Cherry AG. Sawaya is the principal of Argand Partners, LP.

Aside from this, according to the Supervisory Board’s assessment, Dino Sawaya does not have any personal or business relationships with the Company, its group companies, its governing bodies or any shareholder with significant holdings in the Company that are to be disclosed as per Recommendation C.13 GCGC.

- g) Mr **Marcel Stolk**, independent advisor, resident in Amsterdam, Netherlands.

Personal information

Year of birth: 1967

Place of birth: Middelburg, Netherlands

Citizenship: Dutch

Academic career

Completed in the executive program in international executive management at Stanford Graduate School of Business

Professional career

2013 to 2019 Senior vice president of the Consumer Computing Platform Business Group at Logitech Europe S.A.

2011 to 2019 Member of the board of directors and executive chairman of Logitech Europe S.A.

1991 to 2005 Worked at the Logitech Group, most recently as senior vice president of worldwide sales & marketing and member of the management of Logitech International S.A.

Memberships of legally mandated supervisory boards

None

Memberships of comparable domestic and foreign supervisory committees of businesses

None

No other relevant work

Relevant knowledge, skills and experience

Marcel Stolk has extensive economic expertise in both operational and strategic matters. His outstanding competence in the field of international technology, which he has acquired through his work at Logitech International S.A. and Logitech Europe S.A, is particularly noteworthy. Alongside his business expertise, Marcel Stolk also has long-standing experience in advisory functions and managerial roles.

Information according to the recommendations of the German Corporate Governance Code (GCGC)

In the Supervisory Board's assessment, Marcel Stolk is to be considered independent. According to the Supervisory Board's assessment, Stolk does not have any personal or business relationships with the Company, its group companies, its governing bodies or any shareholder with significant holdings in the Company that are to be disclosed as per Recommendation C.13 GCGC.

6. Report of the Management Board on agenda item 11 (resolution on the creation of new Authorised Capital 2022 with the option to exclude subscription rights and on the corresponding change to the Articles of Association)

Regarding agenda item 11 of the Annual General Meeting on 8 June 2022, the Management Board and Supervisory Board propose creating new authorised capital (Authorised Capital 2022). The Management Board submits this report on agenda item 11 of the Annual General Meeting regarding the reasons for the authorisation to exclude the subscription rights of the shareholders when issuing new shares in accordance with section 203(2), second sentence in conjunction with section 186(4), second sentence of the German Stock Corporation Act.

The new authorised capital proposed under agenda item 11(a) of the invitation convening the Annual General Meeting on 8 June 2022 is intended to authorise the Management Board to increase the share capital of the Company in the time up to 7 June 2027 with the approval of the Supervisory Board on one or more occasions by up to EUR 2,150,000.00 by issuing up to 2,150,000 new no-par value bearer shares against contributions in cash and/or in kind (Authorised Capital 2022).

The Authorised Capital 2022 is intended to give the Company the possibility to use new shares for the share-based compensation and employee stock option plans after the change of the Company's form into the legal form of a European company (*Societas Europaea*, SE) put forward for resolution under agenda item 9 of this Annual General Meeting becomes effective. The Company wishes to enable the members of the Company's Management Board, members of the representative body of an affiliate of the Company within the meaning of section 15 of the German Stock Corporation Act or employees of the Company and its affiliates within the meaning of section 15 German Stock Corporation Act to participate in the Company and its performance. Such ownership is also desired by the legislator and is therefore facilitated in several ways.

Issuing shares in the Company to members of the Company's Management Board, members of the representative body of an affiliate of the Company within the meaning of section 15 of the German Stock Corporation Act or employees of the

Company and its affiliates within the meaning of section 15 German Stock Corporation Act is intended to strengthen the way managers and employees identify with the Company and provide an incentive to ensure that the Company's value increases on a sustained basis. The intention is to enhance their loyalty towards the business and also to involve them as shareholders in its long-term development. This is intended to have the result of strengthening their understanding and willingness to assume greater shared responsibility, above all economic, in the interests of the business and its shareholders. By issuing shares, arrangements with a long-term incentivising effect are possible in which not only positive and but also negative developments can be taken into account.

When the Authorised Capital 2022 is used to issue shares in exchange for contributions in cash and/or in kind, the shareholders generally have a subscription right (section 203(1), first sentence in conjunction with section 186(1) German Stock Corporation Act), although an indirect subscription right within the meaning of section 186(5) of the German Stock Corporation Act is also sufficient. The issue of shares granting such an indirect subscription right is not to be regarded as an exclusion of the pre-emptive right to subscribe under the law. The shareholders are ultimately granted the same subscription rights as in a direct acquisition. For settlement reasons, one or more credit institutions will only be involved in the settlement. However, the aim is to authorise the Management Board to be able to exclude the pre-emptive right to subscribe in certain cases with the consent of the Supervisory Board.

The aim is that the proposed authorisation will allow the shareholders' pre-emptive right to subscribe to be excluded in order to issue new shares to members of the Company's Management Board, members of the representative body of an affiliate of the Company within the meaning of section 15 of the German Stock Corporation Act or employees of the Company and its affiliates within the meaning of section 15 of the German Stock Corporation Act. Issuing shares to managers and/or employees encourages them to identify with the business and supports their willingness to assumed shared responsibility within the business. Moreover, share-based compensation offers the possibility to align the compensation of managers and/or employees with sustainable business development in suitable cases. The intention is to provide the option to cover the contribution to be made towards the new shares from the part of the net profit for the year which the Management Board and Supervisory Board would be able to allocate to other revenue reserves under section 58(2) German Stock Corporation Act within the framework permitted by section 204(3), first sentence German Stock Corporation Act. This simplifies the handling of the share issue and reflects the fact that the issue is linked to remuneration in these cases. If the new shares are to be issued to members of the Company's Management Board, the Management Board will not decide on whether

to grant the shares, but instead the Company's Supervisory Board, reflecting the allocation of responsibilities under the German Stock Corporation Act.

The subscription right can, moreover, be excluded in order to issue up to 243,000 new no-par value bearer shares against cash contributions to the extent that this is necessary in order to issue shares to employees of the Company or its affiliates within the meaning of section 15 German Stock Corporation Act excluding the members of the Company's Management Board and Supervisory Board and the management boards, supervisory boards and other members of governing bodies of affiliates (employee shares). The new shares may also be issued by involving a credit institution or a company involved in activities set out in section 53(1), first sentence or section 53b(1), first sentence or subsection 7 of the German Banking Act as an intermediary. The objective is that it should also be possible to issue the employee shares adhering to the requirements defined in detail in section 204(3), first sentence German Stock Corporation Act in such a way that the contribution to be made towards them is covered by the part of the net profit for the year which the Management Board and the Supervisory Board could allocate to other revenue reserves pursuant to section 58(2) German Stock Corporation Act. As a result, the Company is given the option to reward the performance of its employees and its affiliates within the meaning of section 15 German Stock Corporation Act by issuing shares and to enable the employees to partake in the success of the business. Incentivising employees by enabling them to participate in the success of the company's shares on the stock exchange is also in the interests of shareholders. Only if the subscription rights of shareholders' are excluded is it possible for the Company to issue shares to employees. It is true that treasury shares that are repurchased may also be used for employee stock option plans and share-based compensation provided this is legally permissible or the Management Board has been granted relevant authorisation under section 71(1) no. 8 German Stock Corporation Act. The Annual General Meeting granted such authorisation under agenda item 3 on 23 June 2021. Nevertheless, the intention is that the Company should continue to have the necessary flexibility to create and issue new shares through a capital increase as an alternative or in addition to issuing treasury shares. By using the Authorised Capital 2022, shares can then also be issued as employee shares without recourse to the stock of treasury shares and without having to buy back such shares in advance – and thus in a liquidity-preserving manner. Furthermore, the shares to be issued under this authorisation only make up a relatively small part of the current share capital (approximately 1.00%). The shareholders are therefore only slightly diluted anyway and always have the option of maintaining their holding in the share capital of the Company by purchasing additional shares on the stock exchange.

The subscription right can moreover be excluded by implementing scrip dividends, in which shares in the Company are issued (also partially and/or optionally) against

contribution of dividend claims of the shareholders). This is intended to enable the Company to distribute a scrip dividend on optimal terms. In the case of a scrip dividend, shareholders are offered the opportunity to contribute all or part of their entitlement to payment of the dividend arising from the resolution on the appropriation of profits adopted by the General Meeting to the Company as a contribution in kind in exchange for new shares in the Company. The distribution of a scrip dividend may be effected as a rights issue, observing in particular the provisions of section 186(1) of the Stock Corporation Act (minimum subscription period of two weeks) and section 186(2) of the Stock Corporation Act (announcement of the issue amount no later than three days prior to the end of the subscription period). In certain cases, however, depending on the situation on the capital markets, it may be preferable to structure the distribution of a scrip dividend in such a way that the Management Board, while offering all shareholders entitled to dividends new shares for subscription against contribution of their dividend entitlement in compliance with the general principle of equal treatment (section 53a German Stock Corporation Act), thus economically granting the shareholders a subscription right, legally excludes the shareholders' subscription right to new shares as a whole. Excluding subscription rights in such a way allows the scrip dividend to be distributed without the restrictions in section 203(1) German Stock Corporation Act in conjunction with section 186(1) and (2) German Stock Corporation Act referred to above and thus on more flexible terms. In view of the fact that all shareholders are offered the new shares and excess dividend amounts are settled by cash payment of the dividend, excluding subscription rights in such a case appears justified and reasonable.

Under this authorisation, new shares may only be issued excluding the subscription right if the total of the new shares together with shares which are issued or transferred by the Company during the term of this authorisation under another authorisation excluding the shareholders' subscription rights or which are to be issued on the basis of a convertible bond and/or bond with warrants issued during the term of this authorisation on the basis of the utilisation of another authorisation excluding the subscription right do not account in total for more than 10% of the Company's share capital at the time this authorisation becomes effective. This restriction goes beyond the statutory requirements. The aim is to in this way limit the negative effects on the shareholders and to protect the shareholders from a possible excessive dilution of their shares when new shares are issued – regardless of whether from authorised or conditional capital.

The Management Board will carefully consider in each case whether making use of the authorisation is in the interests of the Company and its shareholders. If the Management Board makes use of one of the above authorisations to exclude

subscription rights in the context of a capital increase from Authorised Capital 2022 during a financial year, it will report on this at the following General Meeting.

III. Further information on the invitation

1. Total number of shares and voting rights at the time the General Meeting is convened

At the time of convening of the Annual General Meeting, the share capital of the Company amounts to EUR 24,300,000.00 and is divided into 24,300,000 no-par value shares, with each no-par value share in principle entitling the holder to one vote at the Annual General Meeting. The Company does not hold any treasury shares. The total number of shares conferring participation and voting rights therefore amounts to 24,300,000.

2. Holding the General Meeting as a virtual General Meeting without the physical presence of the shareholders and their proxies; AGM Portal

The ordinary Annual General Meeting will be held as a virtual annual general meeting without the physical presence of the shareholders and their proxies (with the exception of the voting proxies appointed by the Company) with the consent of the Company's Supervisory Board due to the continued spread of the SARS-CoV-2 virus (COVID-19 pandemic) pursuant to section 1(1) and (2) of the German Act on Measures in Company, Cooperative, Association, Foundation and Housing Property Law to Combat the Impact of the Covid-19 Pandemic (*Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie*) (Article 2 of the German Act to Mitigate the Consequences of the Covid-19 Pandemic under Civil, Insolvency and Criminal Law Procedure (*Gesetz zur Abmilderung der Folgen der COVID-19-Pandemie im Zivil-, Insolvenz- und Strafverfahrensrecht*) of 27 March 2020, Federal Gazette 2020 I no. 14, page 569 onwards, as last amended by Article 15 and Article 16 of the German Act to Establish a Special "2021 Reconstruction Aid" Fund and to Temporarily Suspend the Obligation to File for Insolvency Due to Heavy Rain and Floods in July 2021 and Amending Other Laws (Reconstruction Aid Act 2021) (*Gesetz zur Errichtung eines Sondervermögens „Aufbauhilfe 2021“ und zur vorübergehenden Aussetzung der Insolvenzantragspflicht wegen Starkregenfällen und Hochwassern im Juli 2021 sowie zur Änderung weiterer Gesetze (Aufbauhilfegesetz 2021, AufbhG 2021)*) of 10 September 2021, Federal Gazette (*Bundesgesetzblatt*) 2021 I no. 63, page 4147 onwards, amended version; also referred to below as "**COVID-19 Act**").

The entire Annual General Meeting taking place on the Company's premises will be broadcast live with video and audio transmission for this purpose on 8 June 2022

from 10:00 hours (CEST) on the Company's password-protected shareholder portal ("**AGM Portal**"), which can be accessed on the Company's website at

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

Only shareholders who have duly registered as described below (see section 3 "*Requirements for exercising shareholder rights in connection with the virtual Annual General Meeting*") and have provided evidence of share ownership or their proxies will be able to follow the video and audio broadcast of the entire Annual General Meeting on the Company's AGM Portal. In addition, duly registered and authorised shareholders can exercise their voting right personally or by duly authorised proxy by Electronic Postal Vote or by granting power of attorney to one of the voting proxies appointed by the Company and ask questions and file objections to the resolutions of the General Meeting on the AGM Portal.

It is not possible to exercise any shareholder rights in the virtual Annual General Meeting extending beyond this. In particular, participation of the shareholders and their proxies on site is not permitted, with the exception of the voting proxies appointed by the Company and bound by instructions. The transmission of the Annual General Meeting in audio and video form and the granting of voting rights, the right to ask questions and the opportunity to object also do not entitle the shareholders and their proxies to participate in the Annual General Meeting by means of electronic communications within the meaning of the second sentence of section 118(1) of the German Stock Corporation Act (no electronic participation).

The AGM Portal will be accessible on the Company's website at

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

on 18 May 2022 from 0:00 hours (CEST) for shareholders who have duly registered and provided due evidence of share ownership and their proxies. To be able to use the AGM Portal you have to log on using your access data, which you will be sent once you have submitted your registration and provided evidence of your share ownership to the Company in due form and due time. The use of the AGM Portal by a proxy requires that the proxies receives from the principal the access data sent with the registration confirmation, unless the access data has been sent directly to the proxy. The rules on granting, revoking and providing evidence of power of attorney otherwise remain unaffected (see section 6 "*Procedure for voting by proxy*") below.

3. Requirements for exercising shareholder rights in connection with the virtual Annual General Meeting

Only shareholders who have registered in text form (i.e. a readable declaration including the person making the declaration) (section 126b German Civil Code) and provided evidence of share ownership in due time will be entitled to follow the virtual Annual General Meeting on the AGM Portal and to exercise the other shareholder rights in connection with the virtual Annual General Meeting, including the right to vote. Evidence of a shareholding is to be provided by submitting evidence for the shareholding issued by the depositary institution in text form (section 126b German Civil Code) in German or English or by submitting evidence pursuant to section 67c(3) German Stock Corporation Act. The evidence of ownership of the Company's shares has to relate to 0:00 hours (CEST) at the beginning of 18 May 2021 ("**Record Date**").

It is hereby pointed out that in the notifications pursuant to section 125 German Stock Corporation Act, which are to be prepared in form and content in accordance with the requirements of the Implementing Regulation (EU) 2018/1212, a record date is to be indicated in field C.5. of Table 3 of the Implementing Regulation (EU) 2018/1212. This record date (in the present case: 17 May 2022, 22:00 (UTC)) is not identical with the Record Date to be designated pursuant to section 123(4) AktG (in the present case: 18 May 2022, 0:00 hours (CEST)). The Company follows a recommendation of the Implementation Guide for the German Market of the Association of German Banks on the Shareholder Rights Directive II/SRD II.

The registration and evidence of share ownership must be sent to the Company using one of the contact methods below and must be received no later than 24:00 hours (CEST) on 1 June 2022:

Cherry AG
c/o Computershare Operations Center
80249 Munich
or by e-mail: anmeldestelle@computershare.de

Once the registration and evidence of share ownership have been received, voting cards for the Annual General Meeting including the access data for use of the AGM Portal will be sent to shareholders. We ask shareholders to make sure that they register and provide evidence of share ownerships to the Company in good time.

4. Significance of the Record Date

As regards the exercising of shareholder rights in connection with the virtual Annual General Meeting, including the right to vote, only persons who have provided evidence of share ownership will be considered shareholders in relation to the

Company. The entitlement to exercise shareholder rights in connection with the virtual Annual General Meeting and the scope of the right to vote will be based solely on the shareholder's share ownership on the Record Date. The Record Date does not create any restrictions on the disposal of the shareholding, meaning that the shareholders may also dispose of their shares after registering. Even in the event of a full or partial disposal of the shareholding after the Record Date, the entitlement to exercise shareholder rights in connection with the Annual General Meeting and the scope of the right to votes are solely based on the shares held by the shareholder on the Record Date, i.e. any disposal of shares after the Record Date does not affect the entitlement to exercise shareholder rights in connection with the Annual General Meeting and the scope of voting rights. The same applies to additional acquisitions of shares after the Record Date. Consequently, persons who do not hold any shares on the Record Date and subsequently become shareholders may only exercise their shareholder rights in connection with the virtual Annual General Meeting provided that they arrange to be given power of attorney or be authorised to exercise these rights. The Record Date does not have any significance for dividend entitlements.

5. Procedure for voting by electronic postal voting

Shareholders may also exercise their voting rights by electronic communications without taking part in the meeting ("**Electronic Postal Vote**"). This also requires due registration and evidence of share ownership (see section 3 "*Requirements for exercising shareholder rights in connection with the virtual Annual General Meeting*"). Votes may be cast by Electronic Postal Vote on the AGM Portal.

It is possible to cast votes on the AGM Portal, which can be accessed on the Company's website at

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

on 18 May 2022 before and during the virtual Annual General Meeting until the start of voting during the virtual Annual General Meeting on 8 June 2022. A vote previously cast can also be modified or revoked on the AGM Portal until the start of voting during the virtual Annual General Meeting on 8 June 2022.

If individual polls are held on an agenda item without this having been communicated in advance of the Annual General Meeting, a vote cast on this agenda item as a whole will also be deemed to be a corresponding vote for each item of the individual poll.

6. Procedure for voting by proxy

Shareholders who have duly registered and provided due evidence of their share ownership (see section 3 "*Requirements for exercising shareholder rights in*

connection with the virtual Annual General Meeting”), can also grant power of attorney to a proxy to represent them to exercise their shareholder rights in connection with the virtual Annual General Meeting, including the right to vote, e.g. an intermediary, a shareholders’ association, a proxy advisor or any other person of their choice. If the shareholder authorizes more than one person, the Company may reject one or more of them.

The granting of the power of attorney, its revocation and evidence of the authorisation to the Company must be in written form (section 126b German Civil Code) or have to be made using the input mask on the AGM Portal, which can be accessed on the Company’s website at

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

If an intermediary within the meaning of section 67a(4) German Stock Corporation Act, a shareholders’ association, a proxy advisor or any other person within the meaning of section 135(8) German Stock Corporation Act is authorised, then alternative rules may exist. Shareholders should ask the parties involved about these rules. However, a breach of these requirements and certain other requirements referred to in section 135 German Stock Corporation Act for granting power of attorney to an intermediary within the meaning of section 67a(4) German Stock Corporation Act, a shareholders’ association, a proxy advisor or any other person within the meaning of section 135(8) German Stock Corporation Act does not affect the validity of the vote case pursuant to section 135(7) German Stock Corporation Act.

Proxies may also not participate in the Annual General Meeting either physically or by means of electronic communications within the meaning of the second sentence of section 118(1) of the German Stock Corporation Act. They may only exercise voting rights on behalf of shareholders they represent by means of Electronic Postal Voting or by issuing (sub-)powers of attorney to the voting proxies appointed by the Company and bound by instructions.

A form for granting power of attorney is printed on the voting card sent to shareholders after the registration and evidence of share ownership have been received by the Company in due form and within the due time limit. The form is also available on the Company’s website at <https://ir.cherry.de/de/home/annual-general-meeting/>. It is also possible to grant power of attorney by other means; however, this likewise has to meet the requirements of written form (section 126b German Civil Code), unless it is given using the input mask in the Company’s AGM Portal, which can be accessed on the Company’s website at

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

if neither an intermediary within the meaning of section 67a(4) German Stock Corporation Act nor a shareholders' association, proxy advisor or other person within the meaning of section 135(8) German Stock Corporation Act is authorised.

The granting of the proxy, its revocation and the proof of proxy granted to a proxy or its revocation to the Company must be received by the Company in one of the following ways by 24:00 hours (CEST) on 7 June 2022 for organisational reasons:

Cherry AG
c/o Computershare Operations Center
80249 Munich
or by e-mail: anmeldestelle@computershare.de

The granting and revocation of the proxy can also be made using the input mask on the AGM Portal, which can be accessed on the Company's website at

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

before and during the virtual Annual General Meeting until the start of voting during the virtual Annual General Meeting on 8 June 2022. A power of attorney previously sent in text form (i.e. a readable declaration including the person making the declaration) (section 126b German Civil Code) or granted on the AGM Portal can also be modified or revoked on the AGM Portal until the start of voting during the virtual Annual General Meeting on 8 June 2021.

If the Company has received both a vote cast by Electronic Postal Voting and a power of attorney with instructions given to the voting proxies appointed by the Company for one and the same share without one of these being revoked, the last vote received will be regarded as binding. If the Company receives declarations that differ from one another by different means of transmission in connection with the granting and revocation of a proxy and is unable to identify which of these declarations was received last, these declarations will be treated as binding in the following order of transmission: (1) AGM Portal, (2) transmission of information pursuant to section 67c(1) and (2), third sentence German Stock Corporation Act in connection with Article 2(1) and (3) and Article 9(4) of the Implementing Regulation ((EU) 2018/1212), (3) e-mail and (4) hard copy.

If an intermediary, a shareholders' association, a proxy advisor pursuant to section 134a German Stock Corporation Act and a person equivalent to these pursuant to section 135(8) German Stock Corporation Act is not willing to act as proxy, the proxies appointed by the Company shall be authorised to act as proxies in accordance with the instructions.

Even in the event that a proxy is granted, registration and evidence of share ownership must be provided in due form and due time in accordance with the above provisions. Subject to the above conditions for granting proxy, this does not exclude the granting of proxies after registering and providing evidence of share ownership.

7. Procedure for voting by the voting proxies appointed by the Company

The Company offers its shareholders the opportunity to authorize voting proxies appointed by the Company and bound by instructions to exercise their voting rights. The voting proxies appointed by the Company exercise the right to vote exclusively on the basis of the instructions issued by the shareholder and have the right to grant sub-powers of attorney. The power of attorney to the voting proxies appointed by the Company (and the instructions given) must be made in text form (section 126b German Civil Code) or has to be granted using the input mask on the AGM Portal, which can be accessed on the Company's website at

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

If no explicit instructions or contradictory or unclear instructions have been issued, the voting proxies appointed by the Company will abstain from voting on the relevant agenda items; this also always applies to other motions. If an individual poll is held on an agenda item without this having been communicated in advance of the Annual General Meeting, an instruction on this agenda item as a whole will also be deemed to be a corresponding instruction for each item in the individual poll. The proxies appointed by the Company will not accept any instructions to speak, ask questions, propose motions or file objections to resolutions of the Annual General Meeting, either prior to or during the Annual General Meeting.

The authorisation and instruction form for the voting proxies appointed by the Company and the explanations on how to use these are printed on the voting card sent to shareholders after the registration and evidence of share ownership have been received by the Company in due form and due time. This form is also available on the Company's website at <https://ir.cherry.de/de/home/annual-general-meeting/>.

Powers of attorney for exercising the right to vote with instructions to the voting proxies appointed by the Company must be received by the Company using one of the following contact methods by 24:00 hours (CEST) on 7 August 2022 for organisational reasons:

Cherry AG

**c/o Computershare Operations Center
80249 Munich
or by e-mail: anmeldestelle@computershare.de**

It is also possible to grant the power of attorney to exercise the right to vote together with instructions to the voting proxies appointed by the Company and to revoke this power of attorney using the input mask on the AGM Portal, which can be accessed on the Company's website at

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

prior to and during the virtual Annual General Meeting until the start of voting during the virtual Annual General Meeting on 8 June 2022. Until the start of voting during the virtual Annual General Meeting on 8 June 2022 it is also possible to revoke or modify a power of attorney with instructions to the voting proxies appointed by the Company previously sent in text form (i.e. a readable declaration including the person making the declaration) (section 126b German Civil Code) or granted on the AGM Portal.

If the Company has received both a vote cast by Electronic Postal Voting and a power of attorney with instructions given to the voting proxies appointed by the Company for one and the same share without one of these being revoked, the last vote received will be regarded as binding. Furthermore, if the Company receives declarations that differ from one another by different means of transmission in connection with the granting and revocation of a proxy or instruction and is unable to identify which of these declarations was received last, these declarations will be treated as binding in the following order of transmission: (1) AGM Portal, (2) transmission of information pursuant to section 67c(1) and (2), third sentence German Stock Corporation Act in connection with Article 2(1) and (3) and Article 9(4) of the Implementing Regulation ((EU) 2018/1212) (3) e-mail and (4) hard copy.

Even in the event that a proxy with instructions to the voting proxies appointed by the Company is granted, registration and evidence of share ownership must be provided in due form and due time in accordance with the above conditions. Subject to the above conditions for granting proxy with instructions to the voting proxies appointed by the Company, this does not exclude granting the proxy with instructions to the voting proxies appointed by the Company after registering and providing evidence of share ownership.

8. Right of shareholders to ask questions under section 1(2), first sentence, no. 3 and second sentence COVID-19 Act; right of shareholders to information under sections 131 and 293g(3) German Stock Corporation Act

Shareholders who have registered in due form and provided evidence of share ownership in due form have the right to ask questions using electronic communications (section 1(2), first sentence, no. 3 and second sentence COVID-19 Act).

Based on section 1(2), first sentence, no. 3 and the last clause of the second sentence of the COVID-19 Act, the Management Board has decided with the consent of the Company's Supervisory Board for organisational reasons that any questions have to be submitted no later than **24:00 hours (CEST) on 6 June 2022** using the designated input mask on the AGM Portal, which can be accessed on the Company's website at

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

Questions submitted by other means or later will be disregarded. The Management Board decides at its own equitable discretion how to answer questions. Questions on the information provided by the Management Board are excluded. Furthermore, the shareholders and their proxies have neither the right to information pursuant to sections 131 and 293g(3) of the German Stock Corporation Act nor the right to speak or ask questions at and during the virtual Annual General Meeting.

The Company reserves the right to state the name and, if applicable, the place of residence or registered office of the shareholder submitting the question and/or of his proxy when answering the question, unless the naming of the shareholder is expressly objected to when submitting the question via the AGM Portal.

9. Rights of the shareholders under sections 122(2), 126(1) and 127 German Stock Corporation Act in conjunction with section 1(2), third sentence COVID-19 Act

- a) Additions to the agenda on request by a minority pursuant to section 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 and announced.

Applicants must prove that they have held the shares for at least 90 days prior to the date of receipt of the request and that they have held the shares until the decision of the Management Board on the request; section 70 German

Stock Corporation Act applies when calculating the shareholding period. The day of receipt of the request will not be counted. It is not possible to shift a date falling on a Sunday, Saturday or public holiday to a preceding or subsequent working day. Sections 187 to 193 of the German Civil Code will not be applied by analogy. Each new item must be accompanied by a statement of reasons or a motion for resolution.

The request is to be made to the Company's Management Board in writing and signed and must be received by the Company at least 30 days before the Annual General Meeting, i.e. no later than 24:00 hours (CEST) on 8 May 2022. Please send such requests to the following address:

Cherry AG
Management Board
Einsteinstrasse 174, c/o Design Offices Bogenhausen
81677 Munich

Additions to the agenda which have to be announced will be published in the Federal Gazette without delay after receipt of the request, unless this has already been done at the time the Annual General Meeting was convened. They will also be made available to shareholders on the Company's website at <https://ir.cherry.de/de/home/annual-general-meeting/> without delay following receipt.

Any admissible motion for a resolution submitted with the duly made request for inclusion of additional items will be treated at the virtual Annual General Meeting as if it had been submitted again at the Annual General Meeting, provided that the shareholder submitting the motion has duly registered for the virtual Annual General Meeting and has provided evidence of share ownership (see section 3 *"Requirements for exercising shareholder rights in connection with the virtual Annual General Meeting"*).

- b) Countermotions and nominations by shareholders pursuant to section 126(1) and section 127 German Stock Corporation Act in conjunction with section 1(2), third sentence COVID-19 Act

Shareholders can send countermotions to proposals by the Management Board and/or Supervisory Board on certain points of the agenda pursuant to section 126(1) German Stock Corporation Act and nominations for election pursuant to section 127 German Stock Corporation Act.

Such countermotions and nominations are to be sent using exclusively one of the following contact methods:

Cherry AG
Dr Kai Holtmann (Head of Investor Relations)
Einsteinstrasse 174, c/o Design Offices Bogenhausen
81677 Munich
or by e-mail: kai.holtmann@cherry.de

Any countermotions or nominations sent to a different address will be disregarded.

Countermotions or nominations for election received on time, i.e. by 24:00 hours (CEST) on 24 May 2022 and sent using one of the above contact methods that are to be made accessible will be made available to the shareholders without delay on the Company's website at <https://ir.cherry.de/de/home/annual-general-meeting/>, together with the shareholder's name and any statement of reasons. Any comments by the management will also be published there.

The Company may refrain from publishing a countermotion and its statement of reasons or a nomination, as applicable, under the conditions referred to in section 126(2) of the German Stock Corporation Act (in conjunction with section 127, first sentence German Stock Corporation Act). For example, the statement of reasons need not be made accessible if it comes to more than 5,000 characters in total. A nomination for election also need not be made accessible by the Management Board pursuant to the third sentence of section 127 German Stock Corporation Act if the proposal does not contain the information required by the fourth sentence of section 124(3) German Stock Corporation Act.

No countermotions or nominations for election may be made during the virtual Annual General Meeting. Motions for resolution or nominations for election by shareholders that are to be made accessible in accordance with the above requirements under section 126 or section 127 German Stock Corporation Act will be deemed to have been made at the virtual Annual General Meeting pursuant to the third sentence of section 1(2) of the COVID-19 Act if the shareholder submitting the proposal or nomination has duly registered for the virtual Annual General Meeting and has provided evidence of share ownership (see section 3 *"Requirements for exercising shareholder rights in connection with the virtual Annual General Meeting"*).

c) Additional explanations

Additional explanations on the shareholders' rights in accordance with section 122(2), section 126(1) and section 127 of the German Stock Corporation Act

and section 1(2), first sentence, no. 3 and second and third sentences of the COVID-19 Act are available on the Company's website at

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

10. Filing objections to resolutions of the Annual General Meeting pursuant to section 1(2), first sentence, no. 4 COVID-19 Act

Shareholders who have duly registered and provided due evidence of share ownership and their proxies can file objections to resolutions of the Annual General Meeting from the start of the virtual Annual General Meeting until its end on the AGM Portal, which can be accessed on the Company's website at

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

waiving the need to attend the Annual General Meeting in derogation of section 245 no. 1 German Stock Corporation Act by having them recorded in the minutes, if they exercise or have exercised their voting right in accordance with the provisions set out above. Any other form of transmitting objections is excluded.

11. Shareholder hotline

General questions from Shareholders and intermediaries on the procedure for the Company's virtual Annual General Meeting can be sent by e-mail to

aktionaersportal@computershare.de

In addition, our Shareholder Hotline is available from Monday to Friday (except on public holidays) between 9:00 hours and 17:00 hours (CEST) on the telephone number +49 (0)89 30903 6330.

12. Information on the Company's website

This invitation to the Annual General Meeting as well as any documents required by law to be made accessible in connection with the agenda items, including the information required by section 124a of the German Stock Corporation Act, any counter motions, nominations and requests for amendments by shareholders that have to be made accessible, further explanations of the shareholders' rights described above, and the total number of shares and voting rights at the time of convening the Annual General Meeting will be available from the time of convening the Annual General Meeting on the Company's website at

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

The results of the voting will also be published here after the Annual General Meeting.

13. Data privacy information for shareholders and their proxies as data subjects

Personal data will be processed in connection with the Annual General Meeting of Cherry AG. For more details, please refer to our data subjects' data privacy information for shareholders and their proxies at <https://ir.cherry.de/de/home/annual-general-meeting/>.

Munich, in April 2022

Cherry AG
The Management Board