

GRAMMER AG

Virtual Annual General Meeting 2020

Additional information concerning the invitation to Annual General Meeting

1. Virtual Annual General Meeting without the physical presence of shareholders

In accordance with section 1 (1), (2) and (6) sentence 1 of the Act Governing Measures In Company Law, Laws On Cooperatives, Association Law, Foundation Law And Residential Property Law To Combat The Effects Of The COVID-19 Pandemic ("**COVID-19 Act**"), the Executive Board has decided with the approval of the Supervisory Board that the Annual General Meeting will be held without the physical presence of the shareholders or their voting proxies (with the exception of the voting representatives nominated by the Company) as a virtual Annual General Meeting and that the shareholders will take part in the Annual General Meeting and, in particular, vote electronically. The Annual General Meeting will be physically attended by the members of the Executive Board, the Chairman and the Deputy Chairman of the Supervisory Board, the voting representatives nominated by the Company and a notary, who will be taking the minutes of the Annual General Meeting at ACC – Amberger Congress Centrum, Schießstätteweg 8, 92224 Amberg, Germany.

Holding the Annual General Meeting 2020 as a virtual meeting in accordance with the COVID-19 Act requires modifications to the order of business of the Annual General Meeting as well as in the rights of shareholders. The Annual General Meeting will be streamed in its entirety (video and audio) via the Internet and will be accessible to duly registered shareholders or their voting proxies. The shareholders will be able to exercise their voting rights electronically (postal voting) in particular and grant proxies; the shareholders will have an opportunity to ask questions electronically, and shareholders who have exercised their voting rights may electronically submit objections to resolutions passed at the Annual General Meeting.

We ask our shareholders to pay particular attention this year to the following notes on registering for the virtual Annual General Meeting and on exercising their voting rights and other shareholder rights.

2. Requirements for attending the virtual Annual General Meeting and exercising voting rights

In accordance with Article 22 (1) of the Articles of Association, only those shareholders who register for the virtual Annual General Meeting and provide proof of share ownership are entitled to participate in the Annual General Meeting and to exercise their voting rights. Proof of share ownership must be true as of the beginning of the 12th day prior to the date of the Annual General Meeting, i.e. 00.00 hours on June 26, 2020, ("record date"). In accordance with section 126b of the German Civil Code (BGB – Bürgerliches Gesetzbuch), the proof of share ownership must be provided in the form of written confirmation issued by the custodian bank at which the shares are held. The confirmation must be in German or English. Registration for participation in the Annual General Meeting must be received by the Company on or before the end of the day on July 1, 2020 and proof of share ownership by the end of the day on July 4, 2020 at the following address in both cases:

GRAMMER AG
c/o Computershare Operations Center
80249 Munich, Germany

Fax: +49 89 30903-74675
E-Mail: anmeldestelle@computershare.de

Significance of the record date

For the purpose of relations with the Company, only those persons who have provided proof that they hold shares in its share capital may attend the virtual Annual General Meeting and exercise voting rights. Entitlement to attend the shareholder meeting and the extent to which voting rights may be exercised are determined solely on the basis of the shares held by the shareholder on the record date. The record date does not entail any block on the sale of the shares. Notwithstanding the fact that they may have been sold in full or in part after the record date, the shares held by the shareholder on the record date are solely decisive for determining eligibility for attending the Annual General Meeting and the scope of the voting rights accruing to the shareholder. In other words, the sale of shares after the record date does not prejudice eligibility to attend the Annual General Meeting and the extent to which voting rights may be exercised. This applies equally if shares are acquired after the record date. For example, anyone who is not a shareholder on the record date but purchases shares in the Company prior to the virtual Annual General Meeting is not entitled to attend the Annual General Meeting or exercise any voting rights. The record date does not have any relevance for determining dividend entitlement.

Following receipt of registration and proof of share ownership by the Company, confirmation of registration together with information on how to log onto the virtual Annual General Meeting will be sent to the duly registered shareholders.

3. Proxy voting

(a) Procedure for proxy voting

Shareholders may also vote by proxy at the Annual General Meeting by authorizing an agent such as an intermediary, a proxy advisor, a shareholder association or any other person of their choice to exercise their voting rights on their behalf. In this case as well, it is necessary to register and provide proof of share ownership within the specified period. If the shareholder issues voting authorization to more than one person, the Company may reject one or more of them in accordance with section 134 (3) sentence 2 AktG.

Voting proxies are not able to physically attend the Annual General Meeting. They may only exercise the voting rights of the shareholders they represent by means of postal voting or by issuing voting instructions to the voting representatives nominated by the Company. Proxies, notice of revocation of proxies and proof of authorization must be served on the Company in text form (section 126b BGB).

Shareholders intending to authorize an intermediary, a proxy advisor, an association of shareholders or any institutions or persons within the meaning of section 135 AktG to vote on their behalf should note that in such cases the relevant institution or person may require a particular form of authorization as they must retain a record of the authorization in accordance with section 135 AktG. We therefore advise such shareholders to enquire with their chosen proxies as to the proper form of authorization.

Proof of authorization or notice of revocation of such authorization may be submitted to the Company at the following address, fax number or e-mail address:

GRAMMER AG
c/o Computershare Operations Center
80249 Munich, Germany

Fax: +49 89 30903-74675
E-Mail: anmeldestelle@computershare.de

Electronic transmission can also take place via the GRAMMER Shareholder Portal available on the Company's website at

<https://www.grammer.com/en/investor-relations/annual-general-meeting/2020.html>.

(b) Procedure for proxy voting through a voting representative nominated by the Company

The Company also offers shareholders the option of exercising their voting rights by proxy through a voting representative nominated by the Company but bound by the shareholder's instructions. Proxies, notice of revocation of proxies and proof of authorization must be served on the Company in text form (section 126b BGB). The form sent to shareholders with their confirmation of registration may be used to authorize and instruct a voting representative nominated by the Company. A form is also available on the Company's website at

<https://www.grammer.com/en/investor-relations/annual-general-meeting/2020.html>

for downloading. Please note that, if a voting representative nominated by the Company is utilized, it is still necessary to register for the Annual General Meeting and to submit proof of share ownership. The authorization and instructions to the voting representatives must be received by 24:00 hours on July 7, 2020, exclusively at the following address:

GRAMMER AG
c/o Computershare Operations Center
80249 Munich, Germany

Fax: +49 89 30903-74675
E-Mail: anmeldestelle@computershare.de

In addition, the GRAMMER shareholder portal, which can be accessed on the Company's website at

<https://www.grammer.com/en/investor-relations/annual-general-meeting/2020.html>

may be used to submit, revoke or modify any voting proxies and instructions issued to the voting representatives nominated by the Company before and during the virtual Annual General Meeting until such time as the chairman of the meeting announces that voting on the items of the agenda is about to be closed.

The voting representatives nominated by the Company will not accept any instructions to submit questions or applications.

4. Postal voting procedure

Shareholders have the option of voting by post. This can be done in writing or electronically.

The form printed on the confirmation of registration can be used for postal voting. Shareholders will receive the postal voting form together with the confirmation of registration, which will be sent to them when they duly register within the requisite period and in the form described above. A form will also be available on the Company's website at

<https://www.grammer.com/en/investor-relations/annual-general-meeting/2020.html>

Postal votes may be submitted, modified or revoked by ordinary mail, telefax or e-mail on or before 24:00 hours on July 7, 2020, using the address stated under section 3 a) "Procedure for proxy voting". In addition, votes may be submitted electronically via the GRAMMER investor portal, which can be accessed on the Company's website at

<https://www.grammer.com/en/investor-relations/annual-general-meeting/2020.html>

Postal votes may be submitted, altered or revoked electronically via the GRAMMER shareholder portal before and during the virtual Annual General Meeting until such time as the chairman of the meeting announces that voting on the items of the agenda is about to be closed.

Please note that, if an absentee ballot is utilized, it is still necessary to register for the Annual General Meeting and to submit proof of share ownership.

Further details are available to shareholders in the instructions on the confirmation of registration or on the form available for downloading from the Company's website.

5. Information on shareholder rights under section 122 (2) AktG, section 1 (3) sentence 4 of the COVID-19 Act, section 126 (1), section 127 AktG, section 1 (2) sentence 1 number 3, sentence 2 of the COVID-19 Act

(a) Additions to the agenda (section 122 (2) AktG, section 1 (3) sentence 4 of the COVID-19 Act)
Shareholders whose combined shares amount to at least one-twentieth of the Company's share capital, which equates to 630,357 shares as of the date on which the Annual General Meeting is convened, or a proportionate ownership of at least EUR 500,000 (195,313 shares as of the date on which the Annual General Meeting is convened) may request that items be placed on the agenda and published. Each new item must be accompanied by an explanation or a proposed motion. This request must be served on the Executive Board in writing. Requests for additions to the agenda must be received by the Company at least 14 days prior to the Annual General Meeting, i.e. by 24.00 hours on June 23, 2020 at the following address:

Executive Board of GRAMMER AG
– Annual General Meeting –
Grammer-Allee 2
92289 Ursensollen, Germany

The persons requesting such addition must prove that they have held the minimum required number of shares for at least 90 days prior to the date of receipt of the request and that they have continued to hold them up to and including the day on which the Executive Board makes a decision on such request.

Immediately upon receipt of a request for publication of an addition to the agenda, the Company will publish it in the electronic Federal Gazette and forward the information to media sources that can be expected to disseminate it throughout the entire European Union. They will also be published on the Company's website at

<https://www.grammer.com/en/investor-relations/annual-general-meeting/2020.html>

and disclosed to the shareholders.

(b) Countermotions and voting proposals (section 126 (1), 127 AktG)

Each shareholder is entitled to submit countermotions and election proposals to the Company prior to the Annual General Meeting in accordance with section 126 (1), section 127 AktG. The Company will publish the countermotions and election proposals on its website provided that they satisfy the statutory requirements for doing so.

If countermotions or election proposals are to be published in advance by the Company in accordance with section 126, section 127 AktG, they must be sent to the following address no later than 14 days before the date of the Annual General Meeting, i.e. no later than 24:00 hours on June 23, 2020.

GRAMMER AG
– Annual General Meeting –
Grammer-Allee 2
92289 Ursensollen, Germany

Fax: +49 9621 66-32000
E-Mail: hv@grammer.com

Countermotions and election proposals submitted to another address will not be considered. In addition, the Company may also refrain from making such information available in whole or in part under certain other conditions specified in greater detail in sections 126 and 127 AktG or combine countermotions or election proposals and the reasons for these. No reasons are required in the case of an election proposal. A voting proposal for a member of the Supervisory Board must specify the name, profession and place of residence of the proposed person and disclose any other statutory supervisory bodies of which such person is already a member. The election proposal will be published on the Company's website at

<https://www.grammer.com/en/investor-relations/annual-general-meeting/2020.html>

stating the name of the shareholder, the reasons for the proposal, the mandatory disclosures in accordance with section 127 (4) AktG and a possible statement by the Company's administration.

In keeping with the spirit of the COVID-19 Act, shareholders are unable to submit any countermotions or election proposals during the virtual Annual General Meeting. A counter-proposal or election proposal to be published in accordance with sections 126 and 127 of the AktG will be deemed to have been duly served if the shareholder submitting it is duly registered for attendance at the virtual Annual General Meeting.

(c) Scope for submitting questions electronically (section 1 (2) sentence 1 number 3, sentence 2 of the COVID-19 Act)

Under section 1 (2) sentence 1 number 3 of the COVID-19 Act, each shareholder who has registered for the virtual Annual General Meeting will be given an opportunity to ask questions electronically. However, the shareholders have no right to demand information.

On the basis of section 1 (2) sentence 1 number 3, sentence 2 of the COVID-19 Act, the Executive Board acting with the Supervisory Board's approval has decided that shareholders must submit their questions to the Company electronically no later than two days before the date of the Annual General Meeting. No questions can be submitted during the virtual Annual General Meeting. Accordingly, questions must be submitted electronically via the GRAMMER shareholder portal, which can be accessed on the Company's website at

<https://www.grammer.com/en/investor-relations/annual-general-meeting/2020.html>

by no later than 24.00 hours on July 5, 2020.

The Executive Board will decide at its own due and free discretion which questions it answers and how. In accordance with the explanatory memorandum to section 1 (2) sentence 2 of the COVID-19 Act, management may combine similar questions and select meaningful questions in the interest of the shareholders. In doing so, it may give preference to shareholder associations and institutional investors with significant shareholdings.

Further information regarding the shareholders' rights can be viewed on the Company's website at

<https://www.grammer.com/en/investor-relations/annual-general-meeting/2020.html>

6. Submission of objections to resolutions passed at the Annual General Meeting

Subject to the waiver of the requirement to appear at the Annual General Meeting, shareholders who have exercised their rights to vote electronically or by issuing voting instructions will have the opportunity of objecting to resolutions passed at the Annual General Meeting. Such declarations are to be sent to the notary via the GRAMMER shareholder portal, which is available on the Company's website at

<https://www.grammer.com/en/investor-relations/annual-general-meeting/2020.html>

and may be submitted from the opening of the Annual General Meeting until it is closed by the chairman of the meeting.

7. Video and audio streaming of the virtual Annual General Meeting

The live stream (video and audio) of the Annual General Meeting on the Internet will be available to duly registered shareholders or their voting proxies via the GRAMMER shareholder portal, which can be accessed on the Company's website at

<https://www.grammer.com/en/investor-relations/annual-general-meeting/2020.html>.

8. Reference to the Company's website

The information pursuant to section 124a AktG can be accessed on the Company's website at

<https://www.grammer.com/en/investor-relations/annual-general-meeting/2020.html>.

9. Total number of shares and voting rights

As of the date on which the Annual General Meeting is convened, the Company's share capital is divided into 12,607,121 no-par value shares with an equal number of voting rights. Accordingly, there are 12,607,121 voting rights. As of the date on which this meeting is convened, the Company's treasury stock comprises 330,050 shares, which do not convey any voting rights.

10. Privacy policy

GRAMMER AG processes the personal data of its shareholders and any shareholder representatives in order to prepare and conduct its virtual Annual General Meeting. The purpose of processing this data is to enable shareholders and shareholder representatives to attend the virtual Annual General Meeting and to exercise their rights before and during the virtual Annual General Meeting.

GRAMMER AG processes this data as the controller in compliance with the provisions of the EU General Data Protection Regulation (GDPR) and all other relevant laws. Details on the handling of personal data and the rights pursuant to the European General Data Privacy Regulation can be found on the Company's website at

<https://www.grammer.com/en/investor-relations/annual-general-meeting/2020.html>

Ursensollen, June 2020

The Executive Board