INDUS Holding AG
Bergisch Gladbach
WKN 620 010/ISIN DE0006200108

Annual Shareholders' Meeting
to be held as a virtual Annual Shareholders Meeting
on Thursday, August 13th 2020, 10.30 h (CEST)

Against the background of the current COVID-19 pandemic, the Board of Management has decided, with the consent of the Supervisory Board, to hold the Shareholders' Meeting as a virtual Shareholders' Meeting without the physical presence of the shareholders or their representatives (with the exception of the proxies designated by the company) in accordance with section 1 (1) and (2) of the Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic ("COVID-19 Act"), which has been announced as Art. 2 of the "Gesetz zur Abmilderung der Folgen der COVID-19-Pandemie im Zivil-, Insolvenz- und Strafverfahrensrecht" ("Act on the Mitigation of the Consequences of the COVID-19 Pandemic in Civil, Insolvency and Criminal Proceedings Law") in the Federal Law Gazette 2020 I No. 14, p. 569 et seq.

Explanations regarding the rights of shareholders pursuant to section 122 (2), section 126 (1), section 127 of the German Stock Corporation Act (AktG) as well as section 1 (2) first sentence No. 3, second sentence of the COVID-19 Act.

The invitation to the extraordinary Shareholders' Meeting of INDUS Holding AG also contains information about the rights of shareholders pursuant to section 122 (2), section 126 (1), section 127 AktG and section 1 (2) first sentence No. 3, second sentence of the COVID-19 Act. The following information provides further details about these rights.

1 Supplement to the agenda

Shareholders whose shares collectively amount to one twentieth of the share capital or the proportionate sum of EUR 500,000.00 may demand that items be placed on the agenda and announced. The demand must be sent in writing to the Board of Management of INDUS Holding AG, whereby each new agenda item must include grounds or a resolution proposal. In addition to the written form, such demands may also be sent in electronic form. The forwarding of the demand in electronic form shall require a qualified electronic signature pursuant to the German Signature Act ("Signaturgesetz") (sections 126 (3), 126a (1) of the German Commercial Code – "BGB"). The demand must be

received by the company at least 30 days prior to the meeting, i.e. at the latest by Monday, **13 July 2020**, midnight (CEST).

The demand must be sent to the following address:

INDUS Holding AG
- Board of Management -
Kölner Straße 32
51429 Bergisch Gladbach
Germany
E-mail: investor.relations@indus.de

The petitioner(s) is/are to submit proof that they have been holders of the shares of stock since at least ninety (90) days prior to the date on which their demand is received, and that they will continue to so hold the shares until the Board of Management takes a decision regarding their petition.

Supplements to the agenda that need to be announced shall – insofar as they have not already been announced together with the invitation – be published in the Federal Gazette ("Bundesanzeiger") without delay following receipt, as well as in other media that may be relied upon to distribute the information throughout the whole of the European Union. They shall also be announced on the website of the company at www.indus.de/en/investor-relations/annual-shareholders-meeting.

Any admissible motion for a resolution submitted with the duly submitted request for a supplement will be treated at the virtual Shareholders' Meeting as if it had been submitted at the Shareholders' Meeting, provided that the shareholder submitting the motion has duly registered for the virtual Shareholders' Meeting and provided proof of share ownership.

Section 122 (1) and (2) AktG are the legal basis for a request to supplement the agenda and read as follows:

"(1) The Shareholders' Meeting is to be convened wherever stockholders, whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital, demand that it be so convened, doing so in writing and citing the purpose and the reasons therefor; the demand is to be addressed to the Board of Management. The by-laws may tie the right to demand that the Shareholders' Meeting be convened to a different form and to possession of a lesser portion of the share capital. The petitioners are to submit proof that they have been holders of the shares of stock since at least ninety (90) days prior to the date on which their demand is received, and that they will continue to so hold the shares until the Board of Management takes a decision regarding their petition. Section 121 (7) shall apply mutatis mutandis.

(2) In like manner, stockholders whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital, or to a stake of 500,000 euros, may demand that items of business be set out in the agenda and be published by notice. Each item of business to be newly added to the agenda must include the reasons therefor or a proposal for a resolution. The demand in the sense of the first sentence must be received by the company at the latest twenty-four (24) days prior to the general meeting, in the case of companies listed on the stock exchange at the latest thirty (30) days prior to the general meeting; the date of its receipt shall not be included in calculating the period."

Section 121 (7) of the German Stock Corporation Act (AktG) reads as follows:

"(7) In the case of periods and deadlines that are counted back from the date of the general meeting, the date of the general meeting itself is not to be counted. Rescheduling the general meeting from a Sunday, a Saturday, or a holiday to a preceding or subsequent business day is not an available option. Sections 187 to 193 of the Civil Code (BGB) shall have no corresponding application. In the case of companies not listed on the stock exchange, the by-laws may provide for a different calculation of the period.

2 Counter-motions and nominations by shareholders

Every shareholder of the company shall be entitled to submit counter-motions in response to proposals made by the Board of Management and/or Supervisory Board in respect of specific agenda items as well as proposals concerning the election of members of the Supervisory Board and auditors. Counter-motions must include grounds if they are to be made accessible. The company shall make counter-motions within the meaning of § 126 AktG and nominations within the meaning of section 127 AktG including the name of the shareholder, the grounds (although grounds are not required for nominations), and any possible statement issued by the management accessible under www.indus.de/en/investor-relations/annual-shareholders-meeting, if the respective counter-motion or nomination is received by the company at least 14 days before the date of the meeting, i.e. at the latest by Wednesday, **29 July, 2020**, midnight (CEST), at the following address

INDUS Holding AG
c/o C-HV AG
Gewerbepark 10
92289 Ursensollen
Germany
Fax: +49 (0) 9628 92 99 871
E-mail anmeldestelle@c-hv.com

and the other criteria for a corresponding publication obligation pursuant to section 126 AktG and section 127 AktG have been met. Motions that are otherwise addressed can unfortunately not be considered.

The provisions of the German Stock Corporation Act underlying these shareholder rights, which also determine the conditions under which the granting of counter-motions and nominations can be waived, are as follows:

„Section 126 Motions by stockholders

(1) Motions by stockholders are to be made accessible to the beneficiaries set out in section 125 subsections (1) to (3), subject to the pre-requisites listed therein, including the name of the stockholder, the reasons for which the motions are being made, and a statement, if any has been made, by the management regarding its position, provided that the stockholder has sent, at the latest fourteen (14) days prior to the date of the general meeting, a counter-motion opposing a proposal or guidance by the Board of Management and the Supervisory Board regarding a certain item of business set out in the agenda, specifying the reasons therefor, to the address set out for this purpose in the invitation convening the general meeting. The date on which the counter-motion is received shall not be included in calculating the period. In the case of companies listed on the stock exchange, the counter-motion shall be made accessible via the company's website. Section 125 (3) shall apply mutatis mutandis.

(2) A counter-motion and the reasons for which it is being made need not be made accessible:

1. Inasmuch as the Board of Management would be liable to punishment under law, were it to make such proposal accessible;

2. If the counter-motion were to result in the Shareholders' Meeting adopting a resolution that is in violation of the law or of the by-laws;

3. If the reasons make manifestly false or misleading statements regarding essential aspects, or if they are insulting;

4. If a counter-motion made by the stockholder based on the same facts and circumstances has already been made accessible pursuant to section 125 for a Shareholders' Meeting of the company;

5. If the same counter-motion of the stockholder, citing essentially the same reasons, has been made accessible pursuant to section 125 in the past five (5) years to at least two (2) Shareholders' Meetings of the company,

and if less than one twentieth of the share capital represented voted for this counter-motion at the Shareholders' Meeting;

6. If the stockholder indicates that he will not attend the Shareholders' Meeting and will not have a proxy represent him;

7. If, in the past two (2) years at two (2) Shareholders' Meetings, the stockholder has failed to propose or to have proposed a counter-motion regarding which he has informed the company.

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

(3) Where several stockholders propose counter-motions regarding one and the same agenda item to be resolved upon, the Board of Management may combine the counter-motions and the reasons specified for them.

Section 127 Nominations by stockholders

Section 126 shall apply mutatis mutandis to nominations by stockholders of candidates for the Supervisory Board or for auditors of the annual accounts. No reasons need be specified for the nomination. The Board of Management need not make accessible the nomination also in those cases in which the nomination does not include the information pursuant to section 124 (3), fourth sentence, and section 125 (1), fifth sentence. The Board of Management is to supplement the nomination by a stockholder of candidates for the Supervisory Board of companies listed on the stock exchange, to which the Employee Co-Determination Act (MitbestG), the Act on the Co-Determination by Employees in the Supervisory Boards and Management Boards of Mining Enterprises and Enterprises in the Iron- and Steel-Producing Industry (MontanMitbestG), or the Amending Act on Employee Co-Determination in the Iron- and Steel-Producing Industry (MontanMitbestGErgG) applies, by the following substantive content:

1. Indication of the requirements stipulated by section 96 (2),

2. Whether an objection has been raised against the fulfilment of the ratio by the Supervisory Board as a whole pursuant to section 96 (2) third sentence, and

3. The number of seats on the Supervisory Board that must be filled, at a minimum, by women and men, respectively, in order to fulfil the requirement as to the minimum ratio pursuant to section 96 (2) first sentence."

No counter-motions or nominations may be submitted at the virtual Shareholders' Meeting. Counter-motions and nominations to be made accessible pursuant to sections 126, 127 AktG will be treated at the virtual Shareholders' Meeting as if they had been submitted at the Shareholders' Meeting, provided that the shareholder submitting the counter-motion or the nomination has duly registered for the Shareholders' Meeting and provided proof of share ownership.

3 Possibility to ask questions by means of electronic communication

Duly registered shareholders have the opportunity to ask questions via electronic communication (section 1 (2) first sentence No. 3, second sentence COVID-19 Act). In accordance with section 1 (2) second sentence of the COVID-19 Act, the Board of Management has stipulated that shareholders have no right to ask questions at the virtual Shareholders' Meeting itself. Instead, questions must be submitted by 11 August 2020, 10:30 a.m. (CEST) at the latest, exclusively via the input mask provided in the company's online service on the internet at

www.indus.de/en/investor-relations/shareholders-meeting/.

Questions submitted by other means or later will not be considered. The questions submitted will be answered at the dutiful discretion of the Board of Management.

Beyond this, shareholders are not entitled to request information pursuant to Section 131 AktG, nor are they entitled to speak or ask questions at and during the virtual Shareholders' Meeting.

The regulations on which the possibility for shareholders to ask questions by means of electronic communication (Section 1 (2) first sentence No. 3, second sentence of the COVID-19 Act) are based are as follows:

> "(2) The Board of Management may decide that the general meeting is to be held in the form of a virtual Shareholders' Meeting without the need for shareholders or their authorized representatives to be physically present, provided that
>
> (…)
>
> 3. shareholders are given the opportunity to ask questions by means of electronic communication,
>
> (…)
>
> The Board of Management decides at its duty-bound, free discretion which questions it wishes to respond to; it may also stipulate that questions must be

submitted by means of electronic communication no later than two days prior to the meeting."

Bergisch Gladbach, June 2020

INDUS Holding AG