

FREQUENTIS AG

with corporate seat in Vienna
Commercial Register Number: FN 72115 b
ISIN: ATFREQUENT09

C O N V O C A T I O N

of the

Annual General Meeting

of

FREQUENTIS AG

on **Thursday, 1 June 2023, at 10.00 a.m. (CEST)**,
in 1220 Vienna, Donau City Str. 1, Tech Gate Vienna.

The General Meeting is held as a presence meeting. The meeting will be publicly webcast in part at www.frequentis.com/hauptversammlung. The webcast will end after the Executive Board's report on the financial year 2022.

Shareholders, respectively their proxies are advised that they must present an official identification document (driver's license, passport or identity card) to prove their identity upon admission to the General Meeting. Shareholders, respectively their proxies are kindly asked to arrive in time before the beginning of the General Meeting. Admission to obtain ballot forms commences at 9.00 a.m. (CEST).

Accessibility

The location of the General Meeting is publicly accessible via the U1 station "Kaisermühlen – Vienna International Center", exit Schüttaustraße and then reachable by foot. Furthermore, bus lines 20A and 92A have stops at the U1 station "Kaisermühlen – Vienna International Center". Parking (subject to a charge) is available at Tech Gate Vienna, Donau City Str. 1, 1220 Vienna (discounted tickets can be obtained by registering for the General Meeting). Unfortunately, travel costs cannot be borne by the Company.

The General Meeting is the key governing body of a stock corporation as it is the forum for the Company's owners – the shareholders. Attendance as guest is possible only after registration and confirmation under investor@frequentis.com or under tel. +43 (0)1 811 50 1074.

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AGENDA

1. Report of the Executive Board; presentation of the following documents for the financial year 2022: adopted annual financial statements including the management report, consolidated financial statements including the consolidated management report, consolidated corporate governance report, consolidated non-financial report, report of the Supervisory Board, proposal for the appropriation of the profits.
2. Resolution on the appropriation of the balance sheet profit.
3. Resolution on the discharge of the members of the Executive Board for the financial year 2022.
4. Resolution on the discharge of the members of the Supervisory Board for the financial year 2022.
5. Resolution on the remuneration of the members of the Supervisory Board for the financial year 2022.
6. Resolution on the remuneration report.
7. Election of the auditors of the annual financial statements and consolidated financial statements for the financial year 2023.
8. Resolution on the Long Term Incentive Plan 2023.
9. Resolution on the authorization of the Executive Board to increase the nominal capital pursuant to Section 169 Stock Corporation Act (Authorized Capital) with the possibility to exclude the subscription right in whole or in part and amendment of the Articles of Association in Section 3 as well as authorization of the Supervisory Board to adopt amendments to the Articles of Association arising from the issuance of shares according to the authorized capital.
10. Resolution on (i) the authorization of the Executive Board to issue convertible bonds pursuant to Section 174 Para 2 Stock Corporation Act with the possibility to exclude the subscription right in whole or in part and (ii) the conditional increase of the nominal capital pursuant to Section 159 Para 2 No. 1 Stock Corporation Act and amendment of the Articles of Association in Section 3 as well as authorization of the Supervisory Board to adopt amendments to the Articles of Association arising from the issuance of shares according to the conditional capital.

POSSIBILITY OF SHAREHOLDERS TO ACCESS DOCUMENTS

To prepare for the General Meeting, the following documents will be made available to our shareholders on **11 May 2023** at the latest:

- Re agenda item 1:
 - annual financial statements including management report
 - consolidated financial statements including the consolidated management report
 - consolidated corporate governance report
 - consolidated non-financial report
 - report of the Supervisory Board
 - proposal for the appropriation of the profits

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- Proposed resolutions on agenda items 2 to 10,
- Remuneration report re agenda item 6
- Long Term Incentive Plan 2023 re agenda item 8
- Report of the Executive Board re agenda item 9
- Report of the Executive Board re agenda item 10
- Articles of Association to make the proposed amendments visible re agenda item 9 and agenda item 10

Each shareholder is entitled to access these documents at the Company's headquarters at Innovationsstrasse 1, 1100 Vienna, Austria, during business hours. These documents will also be available at the General Meeting. Upon request, each shareholder will be provided with a copy of the aforementioned documents immediately and free of charge per postal delivery.

The specified documents, the complete text of this convocation, and forms for granting and revoking a proxy and all further publications of the Company in connection with this General Meeting will also be freely available on the Company's website at www.frequentis.com > Investor Relations > General Meeting > General Meeting 2023 from **11 May 2023** at the latest, and will be provided in electronic form pursuant to Section 119 Para 9 Stock Exchange Act 2018, to the extent required by law.

RECORD DATE, ATTENDANCE AT THE GENERAL MEETING AND DEPOSIT CONFIRMATION

Pursuant to Section 111 Para 1 Stock Corporation Act, the right to attend the General Meeting and to exercise the shareholder's rights that are to be exercised during the General Meeting is determined for bearer shares by the shares held and for registered shares by the entry in the share register, in each case at the end of the tenth day before the date of the General Meeting (record date), therefore by the shares held/the entry in the share register on Monday, **22 May 2023, 24.00 hours (CEST)**.

Participation in the General Meeting is limited to persons who are shareholders on the record date and – in case of bearer shares – provide evidence thereof to the Company.

Evidence of shareholdings on the relevant date must be furnished for deposited bearer shares by way of a confirmation issued by the credit institution where the shareholder has deposited his/her shares (deposit confirmation) if the credit institution is domiciled in a member state of the EEA or a full member state of the OECD. Shareholders who have deposited their shares with a credit institution which does not meet these criteria are requested to contact the Company.

The deposit confirmation must be issued in German or English in accordance with the relevant statutory provisions (Section 10a Stock Corporation Act) and contain the following information:

1. Details of the issuer: name/company name and address or a code commonly used for communication between credit institutions (SWIFT-CODE),
2. Shareholder details: name/company name and address, in the case of natural persons additionally the date of birth, in the case of legal persons, if applicable, additionally the commercial register and registration number under which the entity is registered in its country of origin,

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3. Deposit number or other relevant description,
4. Details of the shares: number of shares and their designation or ISIN (ATFREQUENT09),
5. Express declaration that the confirmation relates to the deposited shareholding as of **22 May 2023, 24.00 hours (CEST)**.

Evidence of shareholder status at the record date in the form of a deposit confirmation must be received by the Company no later than by **26 May 2023, 24.00 hours (CEST)**, solely by one of the following means:

- by e-mail: anmeldung.frequentis@hauptversammlung.at; the deposit confirmation must be attached to the e-mail in text form, for example as PDF,
- by fax: +43 (0)1 8900 500 50,
- via SWIFT: GIBAATWGGMS (Message Type MT598 or MT599, please ensure that ISIN ATFREQUENT09 is indicated in the wording),
- via post, courier or in person to: c/o HV-Veranstaltungsservice GmbH (as authorized recipient of FREQUENTIS AG) Köppel Nr. 60, 8242 St. Lorenzen am Wechsel, Austria; subject "HV FREQUENTIS AG 2023".

Transmission of the deposit confirmation to the Company also serves as registration of the shareholder to attend the General Meeting. A deposit confirmation used as evidence of the current shareholder status must not be older than seven days upon presentation to the Company.

Credit institutions are requested to send deposit confirmations collectively where possible (as a list). Registering to attend the General Meeting or sending deposit confirmations does not impose any constraints on shareholders; they may freely dispose of their shares after registration or transmission of a deposit confirmation.

POSSIBILITY TO APPOINT A PROXY HOLDER

Each shareholder who is entitled to attend the General Meeting has the right to appoint one or more natural or legal persons as proxy holder. The proxy holder attends the General Meeting on behalf of the shareholder and has the same rights as the shareholder represented. Each power of attorney must name the proxy holder(s). Shareholders are not restricted in terms of the number of persons they appoint to represent them and in their choice of proxy holder, however, the Company itself, or a member of the Executive Board or the Supervisory Board, may only exercise the right to vote as a proxy holder if the shareholder has provided express instructions regarding the individual agenda items.

If a shareholder grants power of attorney to the credit institution where he/she has deposited his/her shares (Section 10a Stock Corporation Act) subject to the agreement of that credit institution, it is sufficient for the credit institution to provide the Company – in addition to the deposit confirmation – with a declaration by one of the permitted means that it has been granted a power of attorney; the power of attorney itself needs not to be sent to the Company in such case.

Declarations concerning the granting of powers of attorney may be sent to the Company in text form, if possible by **31 May 2023 at 13.00 hours (CEST)** (receipt), solely by one of the following means:

- by e-mail: anmeldung.frequentis@hauptversammlung.at; the power of attorney needs to be attached to the e-mail in text form, for example as PDF,
- by fax: +43 (0)1 8900 500 50,
- via SWIFT: GIBAATWGGMS (Message Type MT598 or MT599, please ensure that ISIN ATFREQUENT09 is indicated in the wording),
- via post, courier or in person to: c/o HV-Veranstaltungsservice GmbH (as authorized recipient of FREQUENTIS AG) Köppel Nr. 60, 8242 St. Lorenzen am Wechsel, Austria; subject "HV FREQUENTIS AG 2023".

On the day of the General Meeting, a power of attorney may only be submitted in person upon registration for the General Meeting at the venue of the meeting.

As a special service, the shareholders are provided with the option of having their voting right exercised in accordance with their instructions by an independent proxy holder of the Interessenverband für Anleger [Association for Investors] (IVA). On IVA's side Mr Florian Beckermann, LL.M. will represent these shareholders at the General Meeting. Shareholders intending to grant power of attorney are not obliged to appoint Mr Beckermann as their proxy holder. A special form for granting power of attorney to Mr Beckermann is available at the Company website at www.frequentis.com > Investor Relations > General Meeting > General Meeting 2023.

In addition, it is also possible to directly contact Mr Beckermann from IVA via e-mail at beckermann.frequentis@hauptversammlung.at.

FREQUENTIS AG bears the costs for the representation by Mr Beckermann. All other costs, in particular own banking fees for the deposit confirmation or postal charges, have to be borne by the shareholder.

The shareholder must provide Mr Beckermann with instructions as to how he (or a sub-proxy authorized by Mr Beckermann) should exercise the voting right. Mr Beckermann exercises the voting right solely on the basis of the instructions given by the shareholder. Without express instruction or in case of unclear instructions (e.g. simultaneously FOR or AGAINST the same proposed resolution) on a specific agenda item, the proxy holder will abstain from voting to this extent. Should separate votes be taken on an agenda item, any instruction provided in connection with the respective agenda item shall apply accordingly to each separate vote on such agenda item. Please note that the proxy holder does not accept any requests to make comments, object to General Meeting resolutions, ask questions or propose resolutions.

Declarations concerning the granting of powers of attorney to Mr Beckermann may be sent to Mr Beckermann in text form (in each case enclosing a copy of the deposit confirmation), if possible by **31 May 2023 at 13.00 hours (CEST)** (receipt), solely by one of the following means:

- by e-mail: beckermann.frequentis@hauptversammlung.at; the power of attorney and the deposit confirmation need to be attached to the e-mail in text form, for example as PDF,
- by fax: +43 (0)1 8900 500 50,

- via SWIFT: GIBAATWGGMS (Message Type MT598 or MT599, please ensure that ISIN ATFREQUENT09 is indicated in the wording),

- via post, courier or in person to: c/o HV-Veranstaltungsservice GmbH (as authorized recipient of Mr Beckermann) Köppel Nr. 60, 8242 St. Lorenzen am Wechsel, Austria; subject "HV FREQUENTIS AG 2023".

On the day of the General Meeting, a power of attorney may only be submitted in person upon registration for the General Meeting at the venue of the meeting.

A power of attorney may be revoked by the shareholder. The aforementioned provisions on granting power of attorney (including deadlines) apply analogously to the revocation of a power of attorney. The revocation becomes only effective upon (timely) receipt by the Company.

We recommend that shareholders use the forms available on the internet at www.frequentis.com > Investor Relations > General Meeting > General Meeting 2023 to grant (or revoke) powers of attorney.

INFORMATION ON SHAREHOLDER RIGHTS IN CONNECTION WITH THE GENERAL MEETING

Request for the inclusion of agenda items

Pursuant to Section 109 Stock Corporation Act, shareholders whose shares (individually or collectively) amount to at least five percent of the nominal capital may request that items be added to the agenda of the General Meeting and published. Each requested agenda item must include a proposed resolution along with a statement of reasons (each document must be filed at least in a German version). The applicants must have held their shares continuously for at least three months prior to filing the request. The written shareholder request (signed by each applicant personally or duly signed by a corporate applicant or bearing a qualified electronic signature) must be received by the Company (FREQUENTIS AG, attn. Mr. Stefan Marin, Innovationsstrasse 1, 1100 Vienna, Austria, e-mail: investor@frequentis.com) at the latest on the 21th day before the General Meeting, i.e. at the latest on **11 May 2023**.

In the case of deposited bearer shares, each request must be accompanied by a deposit confirmation stating that the applicant(s) has/have held his/her/their shares for at least three months without interruption at the time the request is submitted and which is not older than seven days at the time it is received by the Company. For several shareholders who only together hold the required shareholdings amounting to five percent of the nominal capital, the deposit confirmations for all shareholders must refer to the same point in time (day, time). Other than that, the same rules apply to the issue, content and submission of deposit confirmations as set out above under "**RECORD DATE, ATTENDANCE AT THE GENERAL MEETING AND DEPOSIT CONFIRMATION**".

If the request and one or more deposit confirmations are sent to the Company separately, all documents must be received by the Company no later than **11 May 2023**.

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Resolution proposals by shareholders

Pursuant to Section 110 Stock Corporation Act, shareholders whose shareholding (individually or collectively) amount to one percent or more of the nominal capital may submit resolution proposals in text form concerning any item on the agenda, and request that these be made available on the Company website registered with the commercial register, together with the names of the respective shareholders, a justification to be submitted together with the proposal, and any comments of the Executive Board or Supervisory Board. A proposal for a resolution must be submitted in any case in a German version.

Resolution proposals must be addressed to FREQUENTIS AG, attn. Mr. Stefan Marin, Innovationsstrasse 1, 1100 Vienna, Austria, fax +43 (0)1 811 50 77 1074, e-mail: investor@frequentis.com and must be received no later than **22 May 2023**. Admissible resolution proposals will be made available within two working days as of receipt on the Company's website at www.frequentis.com > Investor Relations > General Meeting > General Meeting 2023.

In the case of deposited bearer shares, together with the proposal, a deposit confirmation must be submitted stating that the applicant(s) is/are shareholder(s) at the time the confirmation was issued and which is not older than seven days at the time it is received by the Company. For several shareholders who only together hold the required shareholdings amounting to one percent of the nominal capital, the deposit confirmations for all shareholders must refer to the same point in time (day, time). Other than that, the same rules apply to the issue, content and submission of deposit confirmations as set out above under "**RECORD DATE, ATTENDANCE OF THE GENERAL MEETING AND DEPOSIT CONFIRMATION**".

If the proposal and one or more deposit confirmations are sent to the Company separately, all documents must be received by the Company no later than **22 May 2023**.

Pursuant to Section 119 Para 2 Stock Corporation Act, a resolution proposal that has been published on the Company's website in accordance with Section 110 Stock Corporation Act may only be voted on if it is repeated at the meeting as motion.

Right to information

Pursuant to Section 118 Stock Corporation Act, each shareholder shall be provided with information on the Company's affairs upon request at the General Meeting to the extent that such information is required for the proper assessment of an item on the agenda. This obligation to provide information also extends to the legal and business relationships of the Company with affiliated companies, the state of affairs of the group, and the companies included in the consolidated financial statements. Such information must comply with the principles of diligent and truthful accountability. The Company may refuse to provide information to the extent that, according to sound business judgment, it might cause material damage to the Company or an affiliated company or if providing such information would constitute a punishable offense. The provision of information may also be refused if such information has been continuously available on the Company website registered with the commercial register in the form of question and answer for at least seven days prior to the beginning of the General Meeting.

We kindly ask the shareholders to submit any questions requiring extensive preparation to answer to the Company in text form, for example as PDF, exclusively to the e-mail address investor@frequentis.com in due time prior to the General Meeting.

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Right to propose motions

Pursuant to Section 119 Stock Corporation Act, each shareholder, the Executive Board and the Supervisory Board are entitled to propose motions on any agenda item during the General Meeting. The prerequisite for this is evidence of the entitlement to attend the General Meeting. A resolution may not be adopted regarding a topic of discussion that has not been properly announced as an agenda item.

A resolution proposed by a shareholder pursuant to Section 110 Stock Corporation Act only becomes a motion if it is repeated at the General Meeting.

TOTAL NUMBER OF SHARES AND VOTING RIGHTS, DIVIDEND PAYMENT DAY

Pursuant to Section 120 Para 2 No. 1 Stock Exchange Act 2018, it is announced that the nominal capital of FREQUENTIS AG amounts to EUR 13.280.000,00 at the date of the convocation of this General Meeting, and is divided into 13.279.999 bearer shares and one registered share with restricted transferability (share No. 1). Each share grants one vote; in addition, the holder of share No. 1 is entitled, in accordance with the Articles of Association, to appoint one third of all members of the Supervisory Board (i.e. one third of the maximum number of shareholder representatives pursuant to the Articles of Association of the Company).

On 27 April 2023 (transmission of the printing data for the convocation of the General Meeting to Wiener Zeitung), FREQUENTIS AG holds 8,910 own shares. The total number of shares entitled to participate and vote as of this date is therefore 13,271,090. In this context, attention is drawn to the upcoming disposal of 17,000 own shares in the Company (gross number before deduction of taxes and duties) within the scope of the Long Term Incentive Plan 2020. Further details on this envisaged disposal of own shares are available at: www.frequentis.com > Investor Relations > Share > Disposal of Own Shares 2023.

Pursuant to Article 7.3.3 of the Articles of Association of FREQUENTIS AG, a dividend resolved by the General Meeting is due within 30 days from the resolution of the General Meeting, unless the latter decides otherwise.

INFORMATION FOR SHAREHOLDERS ON DATA PROCESSING

Which personal data of shareholders is processed and for what purposes?

FREQUENTIS AG processes personal data of shareholders and their representatives (in particular those pursuant to Section 10a Para 2 Stock Corporation Act, i.e. name, address, date of birth, number of the securities deposit, number of shares held by the shareholder, type of share if applicable, number of the voting card and, if applicable, name and date of birth of the proxy holder(s)) on the basis of the applicable data protection regulations, in particular the European General Data Protection Regulation (GDPR) and the Austrian Data Protection Act and the relevant provisions of the Stock Corporation Act, in order to enable shareholders to exercise their rights at the General Meeting.

In connection therewith the shareholders' and their representatives' personal data is processed for the following purposes:

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- Organization and holding of General Meetings, including verification of the right to attend/power of attorney and determination of the voting ratio
- Participation of shareholders in the General Meeting and exercise of shareholder rights
- Preparation of registration, power of attorney and attendance lists
- Preparation of the minutes of the General Meeting
- Fulfilment of compliance obligations, including recording, disclosure and reporting obligations.

The processing of the shareholders' and their representatives personal data is mandatory for the participation of shareholders and their representatives in the General Meeting in accordance with the Stock Corporation Act. The legal basis for the processing therefore is Article 6 Para 1 lit c GDPR (compliance with a legal obligation) and for the purpose of FREQUENTIS AG's legitimate interest in the proper conduct of the General Meeting (Article 6 Para 1 lit f GDPR). For the processing FREQUENTIS AG is controller as defined in Article 4 No. 7 GDPR.

There will be an audio recording of the entire General Meeting. Until the end of the report on the 2022 financial year by the Executive Board to the General Meeting, the General Meeting will be publicly broadcast in real time via the Internet by means of an acoustic and optical one-way connection for shareholders who are not present (Section 102 Para 4 AktG in conjunction with Section 6.1.3 of the Articles of Association).

To whom is the shareholders' personal data transferred?

FREQUENTIS AG uses external service providers, such as notaries, lawyers, banks/credit institutions, IT service providers and the service provider HV-Veranstaltungsservice GmbH specialising in the organisation of the General Meeting, for the purpose of organizing the General Meeting. These service providers receive only such personal data from FREQUENTIS AG as is necessary for the performance of the commissioned service, and, where they are processors as defined in Article 4 No. 8 GDPR, process the data solely on instructions of FREQUENTIS AG. Where legally required, FREQUENTIS AG has concluded a data protection agreement with these service providers.

If a shareholder or representative participates in the General Meeting, all present shareholders or their representatives respectively, the members of the Executive Board and Supervisory Board, the notary and any other person with a legal right to attend may view the list of participants stipulated by statute (Section 117 Stock Corporation Act) and thereby also have access to the personal data contained therein (inter alia name, place of residence, shareholding ratio). FREQUENTIS AG also has the statutory obligation to annex the shareholders' and representatives' personal data (in particular the list of participants) to the notarial protocol of the General Meeting and submit such data to the public commercial register at the competent commercial register court (Section 120 Stock Corporation Act) as part of the notarial protocol. In addition, data may be disclosed to the Vienna Stock Exchange, the Financial Market Authority, Oesterreichische Kontrollbank and the Austrian Takeover Commission in accordance with legal obligations in the respective case.

How long is the shareholders' personal data stored for?

Shareholders' or their representatives' data will be anonymized or deleted as soon as it is no longer needed for the purposes for which it was collected or processed, and no other legal

obligations require further storage. Obligations to provide evidence and to retain records arise in particular from Austrian company and securities law (up to seven years), from tax and duties law (up to ten years), and anti-money-laundering regulations (in general five years). The aforementioned periods may be extended in individual cases, for example if court or administrative proceedings are pending. If legal claims are made by shareholders against FREQUENTIS AG or by FREQUENTIS AG against shareholders, the storage of personal data serves to clarify and enforce claims in individual cases. In connection with proceedings before civil courts, this can lead to storage of data for the duration of the statute of limitations (up to thirty years pursuant to the Austrian General Civil Code) plus the duration of the court proceedings up to their legally binding conclusion.

What rights do shareholders have with regard to their personal data?

Every shareholder, respectively representative, has a right to access, rectification, restriction, objection and deletion at any time with regard to the processing of personal data as well as a right to data portability in accordance with Chapter III GDPR. Shareholders, respectively representatives can assert these rights against FREQUENTIS AG free of charge by e-mail to dataprotection.officer@frequentis.com or the following point of contact: FREQUENTIS AG, attn. Data Protection Officer, Innovationsstrasse 1, 1100 Vienna, Austria.

In addition, shareholders, respectively representatives, have the right to lodge a complaint with the data protection authority (data protection supervisory authority pursuant to Article 77 GDPR).

Further information

Further information on data protection can be found in the data protection declaration on the website of FREQUENTIS AG, www.frequentis.com/en/privacy_policy.

Vienna, May 2023

The Executive Board