

Overview containing the information pursuant to Section 125 of the German Stock Corporation Act (*Aktiengesetz*, "AktG") in conjunction with Table 3 of Implementing Regulation (EU) 2018/1212 (EU IR)

A. Specification of the Message

1. **Unique identifier of the event:** virtual extraordinary general meeting of VTG Aktiengesellschaft
(Formal specification pursuant to the EU IR: VTG092021aHV)
2. **Type of message:** Notice convening an extraordinary general meeting
(Formal specification pursuant to the EU IR: NEWM)

B. Specification of the Issuer

1. **ISIN:** DE000VTG9999
2. **Name of issuer:** VTG Aktiengesellschaft

C. Specification of the Meeting

1. **Date of the General Meeting:** September 22, 2021
(Formal specification pursuant to the EU IR: 20210922)
2. **Time of the General Meeting (commencement):** 10:30 hrs (CEST)
(Formal specification pursuant to the EU IR: 08:30 hrs UTC)
3. **Type of General Meeting:** extraordinary general meeting
(Formal specification pursuant to the EU IR: XMET)
4. **Location of the General Meeting:**
URL to the password-protected web service of the Company for following along with the general meeting via video and audio stream and for exercising shareholder rights:
<https://www.vtg.de/ueber-vtg/verantwortung/stakeholderdialog/hauptversammlung>
Venue of the general meeting within the meaning of the German Stock Corporation Act:
Registered office of the Company, Nagelsweg 34, 20097 Hamburg, Germany
(Formal specification pursuant to the EU IR: <https://www.vtg.de/ueber-vtg/verantwortung/stakeholderdialog/hauptversammlung>)
5. **Record Date:** September 1, 2021 (00:00 hrs. CEST)
To exercise the rights to participate and vote, proof of a shareholder's shareholding that must refer to the beginning of the 21st day before the general meeting must be submitted by the depositary bank. Hence, the record date is September 1, 2021 (00:00 hrs. CEST). (Formal specification pursuant to the EU IR: 20210831)

6. **Website to the General Meeting/URL:** <https://www.vtg.de/ueber-vtg/verantwortung/stakeholderdialog/hauptversammlung>

Additional information concerning the convening of the General Meeting (blocks D to F of Table 3 of the Annex to Implementing Regulation (EU) 2018/1212):

Additional information about the participation in the General Meeting (block D), the agenda (block E) and the specification of the deadlines regarding the exercise of other shareholder rights (block F) can be found on the following website: <https://www.vtg.de/ueber-vtg/verantwortung/stakeholderdialog/hauptversammlung>



**VTG Aktiengesellschaft
Hamburg**

WKN: VTG999
ISIN: DE000VTG9999

Invitation to the virtual Extraordinary General Meeting

On the basis of the German Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic (*Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie*), we hereby invite our shareholders, with the approval of the Supervisory Board, to the Company's Extraordinary General Meeting, to be held without the shareholders or their authorized representatives being physically present

on

September 22, 2021, at 10:30 hrs. CEST.

The venue of the General Meeting (within the meaning of the German Stock Corporation Act) will be the Company's premises at Nagelsweg 34, 20097 Hamburg, Germany.

The shareholders and their authorized representatives (with the exception of the proxies designated by the Company) have neither the right nor the option of being physically present at the venue of the General Meeting. The entire meeting will be broadcast in audio and video format for the duly registered shareholders and their authorized representatives, as applicable, via the password-protected web service that can be accessed via a link on the Company's website at

<https://www.vtg.de/ueber-vtg/verantwortung/stakeholderdialog/hauptversammlung>.

Agenda

Sole item on the agenda:

Resolution on the transfer of the shares held by the other shareholders of VTG Aktiengesellschaft (minority shareholders) to Warwick Holding GmbH with its registered office in Frankfurt am Main (principal shareholder) against payment of a reasonable cash compensation pursuant to Sections 327a et seqq. AktG.

The share capital of VTG Aktiengesellschaft is divided into 34,233,591 no-par value bearer shares. Of these shares, a total of 33,005,013 no-par value shares, i.e., approximately 96.41 per cent of the share capital, are held directly by the principal shareholder with its registered office at Thurn-und-Taxis-Platz 6, 60313 Frankfurt am Main, Germany. It is therefore the principal shareholder of VTG Aktiengesellschaft within the meaning of Section 327a (1) AktG.

By letter dated June 8, 2021, Warwick Holding GmbH submitted a formal request to the Executive Board of VTG Aktiengesellschaft, asking that the general meeting resolve, pursuant to Section 327a (1) AktG, the transfer of the shares held by the minority shareholders to Warwick Holding GmbH as principal shareholder against payment of a reasonable cash compensation, and asking that all measures required pursuant to Sections 327a et seqq. AktG be taken to facilitate the adoption of such a transfer resolution at a general meeting of VTG Aktiengesellschaft.

By letter dated July 21, 2021, Warwick Holding GmbH submitted a request that was more concrete, specifying the amount of the cash compensation. In this context, the amount of the cash compensation to be paid to the minority shareholders in return for the transfer of their shares was determined by Warwick Holding GmbH to be EUR 88.11 per no-par value bearer share of VTG Aktiengesellschaft.

Furthermore, Warwick Holding GmbH has submitted to the Executive Board a statement by BNP Paribas S.A. Niederlassung Deutschland, Frankfurt am Main, Germany, pursuant to which BNP Paribas S.A. Niederlassung Deutschland, unconditionally and irrevocably guarantees fulfilment of Warwick Holding GmbH's obligation to pay the fixed cash compensation for the shares so transferred to the minority shareholders without undue delay following registration of the transfer resolution in the commercial register (*Handelsregister*) kept with the local court having jurisdiction over the registered office of VTG Aktiengesellschaft.

In a written report to the General Meeting dated July 21, 2021, the principal shareholder set out the prerequisites for the transfer of the minority shareholders'

shares and explained and justified the reasonableness of the cash compensation determined by it.

BDO AG Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, acting in its capacity as the certified auditor selected and appointed by the Regional Court (*Landgericht*) of Hamburg, has evaluated and confirmed the reasonableness of the cash compensation.

The Executive Board and the Supervisory Board propose that the following resolution be adopted at the request of the principal shareholder:

The no-par value bearer shares of the other shareholders of VTG Aktiengesellschaft (minority shareholders) with a pro rata amount of the share capital of VTG Aktiengesellschaft of EUR 1.00 per share will be transferred to the principal shareholder in accordance with Sections 327a et seqq. AktG in return for payment of a reasonable cash compensation in the amount of EUR 88.11 per no-par value bearer share of VTG Aktiengesellschaft to be made by Warwick Holding GmbH having its registered office in Frankfurt am Main and registered in the commercial register of the Local Court (Amtsgericht) of Frankfurt am Main under HRB 106298 (principal shareholder).

From the time the General Meeting is convened, the following documents are available on the website of VTG Aktiengesellschaft at <https://www.vtg.de/ueber-vtg/verantwortung/stakeholderdialog/hauptversammlung>:

- the draft transfer resolution;
- the annual financial statements and the management reports, the consolidated financial statements and the group management reports of VTG Aktiengesellschaft for the 2018, 2019 and 2020 fiscal years;
- the transfer report, together with its annexes, submitted by Warwick Holding GmbH in its capacity as principal shareholder in accordance with Section 327c (2) sentence 1 AktG, including:
 - securities account statement issued by BNP Paribas Securities Services for 32,724,249 of the shares in VTG Aktiengesellschaft held by Warwick Holding GmbH as at July 20, 2021;
 - securities account statement issued by Hauck & Aufhäuser Privatbankiers Aktiengesellschaft for 280,764 of the shares in VTG Aktiengesellschaft held by Warwick Holding GmbH as at July 20, 2021;
 - the transfer request of Warwick Holding GmbH dated June 8, 2021;
 - the more concrete transfer request of Warwick Holding GmbH dated July 21, 2021;
 - the expert opinion submitted by ValueTrust Financial Advisors SE dated July 20, 2021, on the enterprise value of VTG Aktiengesellschaft calculated for the purposes of determining the amount of the reasonable cash

compensation in accordance with Section 327b (1) AktG as at the valuation date, i.e., September 22, 2021;

- the statement of guarantee issued by BNP Paribas S.A. Niederlassung Deutschland;
- the audit report issued by BDO AG Wirtschaftsprüfungsgesellschaft in accordance with Section 327c (2) sentences 2 to 4 AktG on the evaluation of the reasonableness of the cash compensation determined.

The aforementioned documents will also be available during the General Meeting on September 22, 2021 at

<https://www.vtg.de/ueber-vtg/verantwortung/stakeholderdialog/hauptversammlung>.

I. Further Information and References

1. Conduct of the General Meeting without the shareholders or their authorized representatives being physically present (virtual General Meeting)

On the basis of the German Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic, the Company's Executive Board has decided, with the approval of the Supervisory Board, to hold an extraordinary General Meeting without the shareholders or their authorized representatives being physically present (virtual General Meeting).

On Wednesday, September 22, 2021, starting at 10:30 hrs., the virtual extraordinary General Meeting will be broadcast live in audio and video format for the duly registered shareholders and their authorized representatives via the password-protected web service that can be accessed via a link on the Company's website at <https://www.vtg.de/ueber-vtg/verantwortung/stakeholderdialog/hauptversammlung>. The password-protected web service has been set up for the shareholders for the purpose of conducting the virtual extraordinary General Meeting. Access to the password-protected web service is described in more detail under I.3.

Using the password-protected web service, duly registered shareholders (or their authorized representatives, as applicable) may, among other things, exercise their voting rights, grant powers of representation, submit questions or have their objections recorded in the minutes in accordance with the procedure established for this purpose.

The vote to be taken on the sole agenda item is binding, and it is possible to vote Yes or No or Abstain or to refrain from casting a vote.

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

The share capital of VTG Aktiengesellschaft amounts to EUR 34,233,591.00 and is divided into 34,233,591 no-par value bearer shares, each representing a notional pro-rata amount of the share capital of EUR 1.00. Pursuant to Section 17 (1) of the Articles of Association of VTG Aktiengesellschaft, each share carries one vote at the General Meeting. At the time the 2021 virtual Extraordinary General Meeting is convened, the total number of voting rights is therefore 34,233,591.

3. Participation in the General Meeting

Only duly registered shareholders are entitled to participate in the virtual extraordinary General Meeting and to exercise their voting rights in accordance with the provisions under I.4. To be valid, the registration must be received by the Company at the address

set forth below at the latest by Wednesday, September 15, 2021 (24:00 hrs. CEST). Registration must be in text form (Section 126b of the German Civil Code (*Bürgerliches Gesetzbuch*, "BGB")) and must be submitted in the German or English language to be valid.

In addition, shareholders are required to prove their entitlement to participate in the virtual extraordinary General Meeting and to exercise voting rights. For this purpose, shareholders require proof of their shareholding to be provided by the depository bank, which must refer to the beginning of September 1, 2021 (00:00 hrs. CEST, so-called record date) and which must be received by the Company at the address set forth below at the latest by Wednesday, September 15, 2021 (24:00 hrs. CEST). Proof must be in text form (Section 126b BGB) and must be in the German or English language.

The only persons who will be treated as shareholders in relation to the Company and may therefore participate in the virtual extraordinary General Meeting and exercise voting rights are those shareholders who have presented proof of their shareholding. The entitlement to participate in the General Meeting and the scope of the voting right depend exclusively on the shareholder's shareholding as at the record date. The record date does not constitute a cutoff date after which shares are not permitted to be sold. Even if the shareholding is sold in whole or in part after the record date, the entitlement to participate in the General Meeting and the scope of the voting right will exclusively depend on the shareholder's shareholding as at the record date, i.e., if shares are sold after the record date, this will not affect the entitlement to participate in the General Meeting and the scope of the voting right. The same applies to any (additional) shares acquired after the record date. Any persons who do not yet hold shares on the record date and only thereafter become shareholders are not entitled to participate and vote in the General Meeting. This provision applies without prejudice to the acquirer's right to be appointed as authorized representative.

The registration and proof of shareholding are to be submitted to the following registration address:

VTG Aktiengesellschaft
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany
Telefax: +49 - (0)89 - 88 96 906 33
Email: anmeldung@better-orange.de

Access details for using the password-protected web service that can be accessed via a link on the Company's website at <https://www.vtg.de/ueber-vtg/verantwortung/stakeholderdialog/hauptversammlung> will be sent to the shareholders following receipt of their registration and proof of their shareholding ("GM Ticket"). We

kindly ask all shareholders to make sure that they register with, and submit proof of their shareholding to, the Company in good time. Both the right to ask questions (see II.4. below) and the right to object (see II.5. below) can only be exercised via the password-protected web service.

4. Voting by postal vote (including by electronic communication) by the shareholders themselves or by their authorized representatives

Shareholders or their authorized representatives may cast their votes by postal vote (including by electronic communication). This also requires proper registration by the shareholder and submission of proof of his/her entitlement to participate in the General Meeting in accordance with the provisions set out in I.3 above.

Postal votes may be submitted, amended or revoked by post sent to the following address by no later than 24:00 hrs. on Tuesday, September 21, 2021:

VTG Aktiengesellschaft
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany

or by the time voting starts at the virtual extraordinary General Meeting, via the password-protected web service that can be accessed via a link on the Company's website at <https://www.vtg.de/ueber-vtg/verantwortung/stakeholderdialog/hauptversammlung> by following the procedures established for that purpose.

Shareholders wishing to exercise their voting rights by postal vote are kindly asked to use the password-protected web service for this purpose that can be accessed via a link on the Company's website at

<https://www.vtg.de/ueber-vtg/verantwortung/stakeholderdialog/hauptversammlung> or to use the postal voting form sent to them together with the access details for the password-protected web service. The postal voting form will also be sent to the shareholders or their authorized representatives, as applicable, at any time upon request and is also available online at

<https://www.vtg.de/ueber-vtg/verantwortung/stakeholderdialog/hauptversammlung>.

Authorized intermediaries, shareholder associations, proxy advisors and other persons who professionally offer their services in exercising voting rights at general meetings pursuant to Section 135 (8) AktG may also opt for postal voting.

If different notices are received by different means of communication, they will be prioritized in the following order: (1) notices sent via the password-protected web service, (2) notices sent by post.

5. Voting by proxy

Shareholders who do not wish to exercise their voting rights by postal vote themselves also have the option to exercise their voting rights through a proxy, e.g., an intermediary, an association of shareholders, a proxy advisor or any other third party after having granted them a corresponding power of attorney. Even if the shareholder will be represented by a proxy, proper registration of the shareholder and, in addition, timely submission of proof of his/her shareholding as described in I.3 are still required.

Where neither an intermediary nor an association of shareholders, a proxy advisor or any other person who professionally offers shareholders the service of exercising voting rights at general meetings pursuant to Section 135 (8) AktG has been appointed as proxy, the power of attorney, any notice of its revocation and proof of the appointment as proxy to be submitted to the Company must be in text form. If a shareholder appoints more than one proxy, the Company may reject one or more of these proxies.

Special requirements may apply to the appointment of intermediaries, associations of shareholders, proxy advisors or any other person who professionally offers shareholders the service of exercising voting rights at general meetings pursuant to Section 135 (8) AktG as proxies; in such cases, shareholders are requested to consult the person or entity to be appointed as proxy in good time in order to ensure that the requirements regarding the form of the power of attorney to be presented by such person or entity are met.

A proxy form and further information on how to grant power of attorney will be sent to the duly registered shareholders together with the access details for the password-protected web service. The proxy form will also be sent to shareholders or their authorized representatives, as applicable, at any time upon request and is also available at <https://www.vtg.de/ueber-vtg/verantwortung/stakeholderdialog/hauptversammlung>. Shareholders are requested to preferably grant powers of attorney via the password-protected web service that can be accessed via a link on the Company's website at <https://www.vtg.de/ueber-vtg/verantwortung/stakeholderdialog/hauptversammlung> or via the proxy form provided by the Company.

Proof that a power of attorney was granted or amended or that notice of its revocation was given may be submitted to the Company at the following address by no later than 24:00 hrs. on Tuesday, September 21, 2021:

VTG Aktiengesellschaft
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich

Germany
Telefax: +49 - (0)89 - 88 96 906 55
Email: vtg@better-orange.de

or by the time voting starts at the virtual extraordinary General Meeting, via the password-protected web service that can be accessed via a link on the Company's website at <https://www.vtg.de/ueber-vtg/verantwortung/stakeholderdialog/hauptversammlung> by following the procedures established for that purpose.

The channels of communication specified above are in each case available until the aforementioned deadline even if the power of attorney is to be granted by way of a notice given to the Company; in this case, separate proof of the granting of the power of attorney is not required. Notice of revocation or amendment of an existing power of attorney may also be given directly to the Company in each case by the aforementioned deadline using the communication channels specified above.

Please note that authorized representatives do not have the right to be physically present at the virtual extraordinary General Meeting either and may likewise exercise voting rights exclusively by postal vote or by granting a (sub-)power of attorney to the proxies designated by the Company. To be able to use the password-protected web service, the authorized representative must be provided with the necessary login data.

6. Procedure for the casting of votes by proxies designated by the Company

The Company offers a special service that allows shareholders who are duly registered pursuant to the provisions under I.3. above to authorize proxies designated by the Company already prior to the General Meeting. If they have been so authorized, the proxies designated by the Company exercise the respective shareholder's voting right in accordance with his/her instructions. In this context, it must be noted that the proxies designated by the Company may exercise voting rights only in respect of those agenda items for which they received unambiguous instructions from the shareholders and that the proxies may not accept voting instructions on motions of procedure either before or during the virtual extraordinary General Meeting. Likewise, the designated proxies are not permitted to accept instructions to lodge objections to resolutions of the General Meeting or to ask questions or submit motions.

Authorizations and instructions to the proxies designated by the Company must be issued in text form and may be issued, amended or revoked at the following address by no later than 24:00 hrs. on Tuesday, September 21, 2021:

VTG Aktiengesellschaft
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich

Germany
Telefax: +49 - (0)89 - 88 96 906 55
Email: vtg@better-orange.de

or by the time voting starts at the virtual extraordinary General Meeting, via the password-protected web service that can be accessed via a link on the Company's website at <https://www.vtg.de/ueber-vtg/verantwortung/stakeholderdialog/hauptversammlung> by following the procedures established for that purpose.

Shareholders who wish to issue an authorization or instructions to proxies designated by the Company are kindly asked to use the password-protected web service for this purpose that can be accessed via a link on the Company's website at <https://www.vtg.de/ueber-vtg/verantwortung/stakeholderdialog/hauptversammlung> or to use the proxy form sent to them together with the access details for the password-protected web service. The proxy form will also be sent to the shareholders or their authorized representatives, as applicable, at any time upon request and is also available online at <https://www.vtg.de/ueber-vtg/verantwortung/stakeholderdialog/hauptversammlung>.

If postal votes and authorizations/instructions to proxies designated by the Company are received, postal votes always have priority. If, additionally, different notices are received by different means of communication, they will be prioritized in the following order: (1) notices sent via the password-protected web service, (2) notices sent by email, (3) notices sent by telefax, (4) notices sent by post.

II. Rights of Shareholders

1. Amendments to the agenda (Section 122 (2) AktG)

Motions to amend the agenda pursuant to Section 122 (2) AktG have to be received by the Company's Executive Board in writing at the address stated below by Saturday, August 28, 2021 (24:00 hrs. CEST):

Executive Board of VTG Aktiengesellschaft
Legal & Compliance
Nagelsweg 34
20097 Hamburg
Germany

2. Motions of shareholders (Section 126 (1) AktG)

Each shareholder has the right to submit counter-motions to the proposals of the Executive Board and/or the Supervisory Board regarding specific agenda items.

Counter-motions of shareholders regarding a specific agenda item within the meaning of Section 126 (1) AktG received by the Company at the address set forth below by Tuesday, September 7, 2021 (24:00 hrs. CEST) will be made available to the shareholders without undue delay online at <https://www.vtg.de/ueber-vtg/verantwortung/stakeholderdialog/hauptversammlung>.

To be deemed validly received, counter-motions, including reasons as required, must be sent exclusively to the following address:

VTG Aktiengesellschaft
Legal & Compliance
Nagelsweg 34
20097 Hamburg
Germany
Email: hv@vtg.com
Fax: +49 – (0)40-2354-1360

Duly submitted motions will be deemed submitted in the virtual extraordinary General Meeting provided that the shareholder submitting the motion is duly entitled to do so and has duly registered for the General Meeting as described under I.3. (Section 1 (2) third sentence of the German Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic).

3. Election proposals of shareholders (Section 127 AktG)

Each shareholder is entitled to submit election proposals for the election of auditors and/or members of the Supervisory Board.

Election proposals of shareholders pursuant to Section 127 AktG received by the Company at the address set forth in II.2 by Tuesday, September 7, 2021 (24:00 hrs. CEST) will be made available to the shareholders without undue delay online at <https://www.vtg.de/ueber-vtg/verantwortung/stakeholderdialog/hauptversammlung>. To be deemed validly received, election proposals must be sent exclusively to the address stated in II.2.

Election proposals that were made in a proper and permissible manner will be deemed to have been made in the virtual extraordinary General Meeting if the shareholder making the election proposal is duly entitled to do so and has registered for the General Meeting, as described under I.3. (Section 1 (2) sentence 3 of the German Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic).

4. Shareholders' and their authorized representatives' right to ask questions

Although the German Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic does not require shareholders to be granted the right to request information within the meaning of Section 131 AktG at the virtual extraordinary General Meeting, they must be granted the right to ask questions.

Properly registered shareholders or their authorized representatives are granted the right to ask questions exclusively by electronic communication via the password-protected web service that can be accessed via a link on the Company's website at <https://www.vtg.de/ueber-vtg/verantwortung/stakeholderdialog/hauptversammlung> by following the procedures established for that purpose.

Each duly registered shareholder or his or her authorized representative may submit questions to the Company regarding the items on the agenda by 24:00 hrs. on Monday, September 20, 2021, using the password-protected web service that can be accessed via a link on the Company's website at <https://www.vtg.de/ueber-vtg/verantwortung/stakeholderdialog/hauptversammlung> by following the procedures established for that purpose. It is not possible to ask questions during the virtual extraordinary General Meeting.

Pursuant to Section 1 (2) sentence 2 of the German Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic, the Executive Board decides at its own due and absolute discretion on how it will answer questions. The Executive Board may summarize questions and the answers to them if this appears reasonable to it.

5. Opportunity for shareholders or their authorized representatives to lodge objections

Shareholders who have exercised their voting rights themselves or via an authorized representative may lodge an objection to a resolution of the General Meeting exclusively by means of electronic communication.

Shareholders or their authorized representatives have the right, until the virtual extraordinary General Meeting has been closed by the chair of the meeting, to lodge an objection to a resolution of the general meeting to be recorded by the officiating notary in accordance with Section 245 no. 1 AktG in conjunction with Section 1 (2) sentence 1 no. 4 of the German Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic using the password-protected web service that can be accessed via a link on the Company's website at <https://www.vtg.de/ueber-vtg/verantwortung/stakeholderdialog/hauptversammlung>

by following the procedures established for that purpose. Lodging an objection is possible from the opening of the virtual extraordinary General Meeting until its close.

The Company points out once again that the proxies designated by the Company do not accept instructions to lodge objections.

III. Information and Documents; Reference to the Company's Website

As from the date the virtual extraordinary General Meeting is convened, this convening notice including any documents that must be made accessible and any further information are available on the Company's website at

<https://www.vtg.de/ueber-vtg/verantwortung/stakeholderdialog/hauptversammlung>.

They will continue to be available on the Company's website for the duration of the virtual extraordinary General Meeting.

Further explanations and information on the rights of shareholders pursuant to Sections 122 (2), 126 (1) and 127 AktG as well as pursuant to Section 1 of the German Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic are also available to shareholders on the Company's website at <https://www.vtg.de/ueber-vtg/verantwortung/stakeholderdialog/hauptversammlung>.

Any counter-motions, election proposals and motions for the amendment of the agenda that are submitted by shareholders and received by the Company in due time, i.e., within the aforesaid deadlines, and that require publication will likewise be made available on the website specified above.

The voting results will be published on the same website after the virtual extraordinary General Meeting.

IV. Information on Data Protection for Shareholders

As the controller, VTG Aktiengesellschaft processes personal data relating to the shareholders (including, without limitation, surname and first name, address, email address, number of shares held, type of shares held, type of ownership of shares and number of the admission ticket ("GM Ticket")) and, if applicable, personal data relating to shareholder representatives in accordance with applicable data protection laws. The processing of personal data is mandatory under applicable law for the proper preparation and conduct of the virtual extraordinary General Meeting, for the exercise of shareholders' voting rights and for tuning into and following the virtual extraordinary General Meeting electronically. The legal basis for the processing is point (c) of Article 6 (1) sentence 1 of

the General Data Protection Regulation in conjunction with Sections 118 et seqq. AktG and in conjunction with Section 1 of the German Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic. In addition, to the extent this is conducive to the organization of the virtual extraordinary General Meeting, data may be processed on the basis of prevailing legitimate interests (point (f) of Article 6 (1) sentence 1 of the General Data Protection Regulation). To the extent that the shareholders do not provide their personal data themselves, VTG Aktiengesellschaft will generally obtain such data from the intermediary (depository bank) that each shareholder has entrusted with the safekeeping of his/her shares.

The service providers contracted by the Company for the purpose of organizing the virtual extraordinary General Meeting process the personal data of the shareholders and shareholder representatives exclusively in accordance with the instructions of VTG Aktiengesellschaft and only to the extent that this is necessary for the performance of the services so contracted. All employees of the Company and the employees of the contracted service providers who have access to and/or process personal data of the shareholders and shareholder representatives are obliged to treat this data confidentially. Also, in the context of the virtual extraordinary General Meeting, personal data of shareholders or shareholder representatives, as applicable, may be made available to other shareholders and shareholder representatives subject to applicable laws. This may include specifically any objections lodged as well as the list of participants (Section 129 AktG). As regards the answering of any questions submitted by the shareholders or shareholder representatives as applicable, in advance (Section 1 (2) no. 3 of the German Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic), the Executive Board reserves the right to mention the name of the shareholder or shareholder representative, as applicable, in the virtual extraordinary General Meeting.

The Company will erase the personal data of the shareholders and shareholder representatives in accordance with the statutory provisions, in particular if the personal data are no longer necessary for the original purposes of collecting or processing data, if the data are no longer required in connection with any administrative or court proceedings and if no statutory record retention requirements apply.

Subject to the statutory requirements, shareholders and shareholder representatives have the right to obtain information about their processed personal data and to request the rectification or erasure of their personal data or the restriction of the processing thereof. The shareholders also have the right to lodge a complaint with the supervisory authorities.

If personal data are processed on the basis of point (f) of Article 6 (1) sentence 1 of the General Data Protection Regulation, shareholders and shareholder representatives also have the right to object subject to the statutory requirements.

For comments and queries regarding the processing of personal data, shareholders and shareholder representatives can contact the data protection officer of VTG Aktiengesellschaft:

VTG Aktiengesellschaft
Data Protection Officer
Nagelsweg 34
20097 Hamburg
Germany
Email: datenschutz@vtg.com

Hamburg, August 2021
VTG Aktiengesellschaft
The Executive Board
