

CONVENIENCE TRANSLATION - NOT LEGALLY BINDING

**INVITATION
to the Annual General Meeting**

of Expedeon AG
with seat in Heidelberg
Securities Identification Number: A1RFM0 / ISIN: DE000A1RFM03

We hereby invite all our shareholders to attend
on **Tuesday, 9 July 2019,**
at **10:00 a.m. (CEST)**

in the Tagungszentrum Studio Villa Bosch
Schloss-Wolfsbrunnenweg 33
69118 Heidelberg, Germany

the **Annual General Meeting**

of the Company.

Agenda

- 1. Presentation of the annual accounts and the consolidated financial statements as approved by the Supervisory Board, the management report and the Group management report and the report of the Supervisory Board, each for the financial year 2018**

Pursuant to German Stock Corporation Law, no resolution on this agenda item is required because the Supervisory Board is responsible for the approval of the annual financial statements and the consolidated financial statements.

- 2. Resolution on the discharge of the members of the Supervisory Board for the financial year 2018**

Management Board and Supervisory Board propose to decide upon the relief of the members of the Supervisory Board officiating in the financial year 2018 by way of individual decision as follows:

- Dr. Cristina Garmendia Mendizábal is granted relief.
- Mr. Joseph M. Fernandez is granted relief.

- c) Mr. Trevor Jarman is granted relief.
- d) Mr. Tim McCarthy is granted relief.
- e) Mr. Peter Llewellyn-Davies is granted relief.
- f) Ms. María del Pilar de la Huerta Martínez is granted relief.

3. Resolution on the discharge of the members of the Management Board for the financial year 2018

Management Board and Supervisory Board propose to grant the members of the Management Board who were in office during the financial year 2018 relief for the financial year 2018.

- a) Mr. Heikki Lanckriet is granted relief.
- b) Mr. David Roth is granted relief.

4. Election of the auditor for the financial year 2019

The Supervisory Board - based on a recommendation of its Audit Committee - proposes Ernst & Young, auditors, Theodor-Heuss-Anlage 2, 68165 Mannheim, to be appointed as auditor and group auditor for the financial year from 1 January 2019 to 31 December 2019.

5. Resolution on the implementation of a Stock Option Plan 2019 and the creation of a new conditional capital (Conditional Capital 2019) for the fulfilment of the Stock Option Plan 2019; Amendment of Articles of Association

In accordance with common practice of listed stock corporations in Germany Expedeon AG plans to create the preconditions for the granting of variable remuneration components with long-term incentives for executives and employees of Expedeon AG and its subsidiaries in Germany and abroad for the purpose of a sustainable increase of the enterprise value within the framework of the German Stock Corporation Act (*Aktiengesetz*).

Thus, it is envisaged to establish another stock option plan ("**Stock Option Plan 2019**"), according to which the Management Board shall be authorized to grant - with the approval of the Supervisory Board - up to 1,000,000 options to current and future members of the management bodies and employees of Expedeon AG and its current and future affiliated companies.

Management Board and Supervisory Board propose to adopt the following resolutions:

a) Authorization to implement a Stock Option Plan 2019

The Management Board is authorized, with the consent of the Supervisory Board, – and, to the extent members of the Management Board (also in their capacity as members of the management of affiliated companies) are concerned, the Supervisory Board is authorized – to grant through 8 July 2024 on one or more occasions up to 1,000,000 options (subscription rights within the meaning of Sec. 192 para. 2 no. 3 Aktiengesetz; “**Stock Options 2019**”) in total to current and future members of the management bodies and employees of Expedeon AG and its current and future affiliated companies in the meaning of Sec. 15 et seqq. Aktiengesetz (jointly “**Beneficiaries**”) which shall entitle the Beneficiaries to acquire new no-par-value registered shares of Expedeon AG subject to the terms and conditions set out below.

The granting of the Stock Options 2019 is subject to the following provisions:

aa) Groups of Beneficiaries and Allocation of Stock Options 2019

The aggregate amount of up to 1,000,000 Stock Options 2019 is allocated to the various groups of Beneficiaries as follows:

- (i) Current and future members of the Management Board of Expedeon AG shall receive 250,000 Stock Options 2019 at maximum.
- (ii) Current and future employees of Expedeon AG shall not receive any Stock Options 2019.
- (iii) Current and future members of the management bodies of affiliated companies of Expedeon AG in Germany and abroad shall receive 500,000 Stock Options 2019 at maximum.
- (iv) Current and future employees of affiliated companies of Expedeon AG in Germany and abroad shall receive 250,000 Stock Options 2019 at maximum.

bb) Issue periods (acquisition of Stock Options 2019), Issue Date

Stock Options 2019 may be offered to the Beneficiaries in one or several tranches through 8 July 2024 for acquisition, however, Stock Options 2019 shall not be issued within 4 weeks prior to the publication of the annual, half-year or quarterly financial report or, as the case may be, prior to the announcement of the provisional results for the previous financial year, half year or quarter, respectively. The “Issue Date” shall be the date on which the Beneficiaries receive the offer to be granted stock options, irrespective of the date the offer is accepted. The offer can specify a later date as the Issue Date.

cc) Terms of the Stock Option 2019, Issue Price, fulfillment

For each Stock Option 2019 a Beneficiary exercises, he/she shall be entitled to subscribe for one new no-par-value registered share of Expedeon AG against payment of the “**Issue Price**”. The Issue Price per share shall be 95 % of the average closing price of Expedeon AG’s shares in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange during the last 10 trading days prior to the Issue Date, but in any event not less than EUR 1.00. If a closing auction does not take place on the relevant trading days or a price is not determined in the auction, the applicable price will be the last price quoted in continuous trading, provided there was continuous trading on that trading day. Sec. 9 para. 1 Aktiengesetz remains unaffected.

The Stock Options 2019 may be fulfilled from the newly created conditional capital (cf. c) below), from existing or newly created authorized capital or from treasury shares. Furthermore, the Company shall have the right to elect a cash settlement. In such case the Beneficiary shall be paid the difference between the Issue Price and the average closing price of Expedeon AG’s shares in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange during the last 10 trading days prior to the date of exercise of the relevant Stock Option 2019.

dd) Waiting Period before first exercise

Beneficiaries may exercise the options from the end of the Issue Date’s fourth anniversary onwards (“**Waiting Period**” within the meaning of Sec. 193 para. 2 no. 4 Aktiengesetz).

ee) Performance Target(s)

The exercise of the Stock Options 2019 is further subject to the condition precedent that annualized revenues of the group have exceeded 20 million EUR (Performance target within the meaning of Sec. 193 para. 2 no. 4 Aktiengesetz).

ff) Exercise windows

Even after expiry of the Waiting Period the Stock Options 2019 shall not be exercised within any period of 4 weeks prior to the publication of the annual, half-year or quarterly financial report or, as the case may be, prior to the announcement of the provisional results for any previous financial year, half year or quarter, respectively. Furthermore, any legal restrictions pursuant to law, in particular, without being exhaustive, pursuant to the German Securities Trading Act (*Wertpapierhandelsgesetz*) shall be observed.

gg) Maturity (Exercise period)

The Stock Options 2019 may only be exercised within 11 years from the end of the Waiting Period and shall be forfeited upon the expiry of such exercise period.

hh) Transferability

The Stock Options 2019 shall not be transferable but inheritable. The Stock Options 2019 shall not be pledged or otherwise encumbered.

ii) Taxes

The Beneficiaries shall bear all taxes due in connection with the granting and exercise of the Stock Options 2019, in particular income tax, church tax and solidarity surcharge.

jj) Authorization to determine further terms and conditions

The Management Board is authorized to determine the further terms and conditions of the Stock Options 2019 by supplementary resolutions. To the extent that Stock Options 2019 are granted to members of the Management Board of Expedeon AG, only the

Supervisory Board is authorized to determine the terms and conditions by supplementary resolutions.

This includes in particular, without being exhaustive:

- determination of the amount of Stock Options 2019 granted to an individual Beneficiary and the members of any group of Beneficiaries,
- terms and conditions for vesting of Stock Options 2019 (e.g. termination of employment, parental leave of Beneficiaries),
- terms and conditions for further causes of forfeiture and exceptions to provisions on forfeiture,
- Adjustment of exchange ratio in case of capital measures, mergers or similar transactions of the Company (anti-dilution protection).

kk) Reporting by Management Board

The Management Board is obliged to report on the utilization of the Stock Option Plan 2019 and the Stock Options 2019 granted to Beneficiaries in any financial year pursuant to the applicable statutory provisions in the notes of the annual financial statements or the management report (Secs. 285 no. 9a, 314 para. 1 No. 6a German Commercial Code (*Handelsgesetzbuch*), Sec. 160 para. 1 no. 5 Aktiengesetz).

b) Conditional Capital 2019

The Company's share capital is increased conditionally by EUR 1,000,000.00 through the issue of up to 1,000,000 new no-par-value registered shares (Conditional Capital 2019). The Conditional Capital 2019 serves to meet the obligations of subscription rights that have been issued and exercised based on the authorization resolved by the Annual General Meeting of 9 July 2019 under Agenda Item 5 letter a). The conditional capital increase will be executed only to the extent that holders of subscription rights exercise their right to subscribe to shares of the Company. The shares will be issued at the exercise price set in each case as the Issue Price in accordance with Agenda Item 5 letter a) sub letter cc) of the Annual General Meeting resolution dated 9

July 2019; Sec. 9 para. 1 Aktiengesetz remains unaffected. The new shares are entitled to a dividend for any financial year for which, at the time of the issuance of the shares, the AGM has not yet resolved on the appropriation of profits. The Management Board, with the approval of the Supervisory Board – and the Supervisory Board, to the extent that members of the Management Board are concerned –, is authorized to determine the additional details of the conditional capital increase and its execution.

c) Amendment of Articles of Association

Sec. 4 para. 5 of the Articles of Association of the Company shall be newly drafted as follows:

"The Company's share capital is increased conditionally by EUR 1,000,000.00 through the issue of up to 1,000,000 new no-par-value registered shares (Conditional Capital 2019). The Conditional Capital 2019 serves to meet the obligations of subscription rights that have been issued and exercised based on the authorization resolved by the Annual General Meeting of 9 July 2019 under Agenda Item 5 letter a). The conditional capital increase will be executed only to the extent that holders of subscription rights exercise their right to subscribe to shares of the Company. The shares will be issued at the exercise price set in each case as the Issue Price in accordance with Agenda Item 5 letter a) sub letter cc) of the Annual General Meeting resolution dated 9 July 2019; Sec. 9 para. 1 Aktiengesetz remains unaffected. The new shares are entitled to a dividend for any financial year for which, at the time of the issuance of the shares, the AGM has not yet resolved on the appropriation of profits. The Management Board, with the approval of the Supervisory Board – and the Supervisory Board, to the extent that members of the Management Board are concerned –, is authorized to determine the additional details of the conditional capital increase and its execution. "

d) Authorization to adapt the wording of the Articles of Association

The Supervisory Board is authorized to adapt the wording of the Articles of Association corresponding to the respective utilization of the Conditional Capital 2019. The same applies in case and to the extent that the Conditional Capital 2019 is not utilized for the issuance of Stock Options 2019 before the expiry of the authorization period, and also in case and to the extent that the Conditional Capital 2019 is not executed before the expiry of the exercise periods for the Stock Options 2019.

6. Election of Supervisory Board Member

Dr. Cristina Garmendia Mendizábal has stepped down as chairwoman of the Supervisory Board effective 4 April 2019. Thus, a new member of the Supervisory Board has to be elected.

The Supervisory Board of the Company in accordance with Secs. 95, 96, paragraph (1), 101 paragraph (1) German Stock Corporation Act (*Aktiengesetz*) in conjunction with Sec. 8 paragraph (1) of the Articles of Association consists of six members, who are elected by the Annual General Meeting. Pursuant to Sec. 8 paragraph (2) sentence 4 of the Articles of Association supplementary elections apply for the remainder of the term of office of the retired member of the Supervisory Board.

The Supervisory Board proposes that

Hansjoerg Plaggemars, consultant, resident in Stuttgart

shall be elected as member of the Supervisory Board with effect from the date of the closing of this General Meeting of 2019 for the remainder of the term of office of Dr. Cristina Garmendia Mendizábal, i.e. for the period until the end of the AGM, which resolves on the discharge of the members of the Supervisory Board for the fiscal year 2021.

Information according to Sec. 125 paragraph (1) sentence 5 Aktiengesetz:

Membership in other statutory Supervisory Boards and comparable domestic and foreign control bodies of business enterprises:

Ming Le Sports AG, Heidelberg (Chairman of Supervisory Board)

Nordic SSW 1000 Verwaltungs AG, Hamburg (Chairman of Supervisory Board)

CARUS AG, Heidelberg (Vice Chairman of Supervisory Board)

Deutsche Balaton Immobilien I AG, Heidelberg (Member of Supervisory Board)

Information according to item 5.4.1 (paragraph 4 et seq.) of the German Corporate Governance Code:

Personal or business relations to enterprises, organs of the Company or a shareholder with a significant shareholding in the Company (significant is a shareholding of at least 10%):

Mr. Plaggemars holds various consulting, management and supervisory board mandates in the environment of Deutsche Balaton Aktiengesellschaft and affiliated companies which are listed in full in the curriculum vitae available on the Company's website. The total of the voting rights and instruments in the Company held by Deutsche Balaton Aktiengesellschaft and affiliated companies according to the most recent notification of voting rights amounts to more than 10% of the total number of voting rights.

The proposal takes into account the objectives specified by the Supervisory Board with regard to its composition and the completion of the Supervisory Board's profile of competences. The Supervisory Board has confirmed with the proposed candidate that he is able to devote the expected amount of time required. On the homepage of the Company (<https://investors.expedeon.com/corporate-governance/supervisory-board/>) a CV for the proposed candidate is available (including his relevant knowledge, skills and experience as well as the most important activities besides the Supervisory Board membership at Expedeon AG).

7. Resolution on the Conversion of Bearer Shares into Registered Shares and corresponding Amendments of the Articles of Authorization and further Adjustments

Pursuant to the German Stock Corporation Act (*Aktiengesetz*), the shares of a stock corporation may be either registered shares or bearer shares. The Company's shares are currently bearer shares. Management Board and Supervisory Board are of the opinion that registered shares enable the Company to communicate more effectively with its shareholders than bearer shares. Thus, all of the Company's currently issued bearer shares shall be converted into registered shares.

In the case of registered shares, only those persons who are entered as such in the share register shall be deemed as shareholders in relation to the Company. The conversion into registered shares therefore requires the establishment of a share

register. For this purpose, the shareholders have to state their name, date of birth and address or, if the shareholders are legal entities, their company name, registered office and business address, and in any case the number of shares in the Company held by them for entry in the share register.

In order to convert bearer shares into registered shares, the Articles of Association of the Company have to be amended.

Thus, Management Board and Supervisory Board propose to adopt the following resolutions:

a) Conversion of bearer shares into registered shares

The bearer shares of the Company existing at the time the amendment of the Articles of Association referred to under letter b) below becomes effective shall be converted into registered shares while retaining the previous denomination (no-par value registered shares). The Management Board is authorized to arrange for all necessary or expedient measures to be taken for the conversion of bearer shares into registered shares.

b) Article 5 of the Articles of Association in its current version shall be cancelled and completely revised as follows:

„§ 5

Registered Shares

1. The shares are registered shares.
2. The shareholders shall provide the Company with the information required by law for entry in the share register; e-mail addresses and their respective changes should be provided to facilitate communication. The extent to which the shares are owned by the person to be entered in the share register as holder of the shares shall also be disclosed."

c) Further amendments to the Articles of Association

- aa) Adjustment of Sec. 4 para. 1 sentence 2 of the Articles of Association (division of the share capital)

In Sec. 4 para. 1 sentence 2 of the Articles of Association, the words "ordinary bearer shares (no-par value shares)" shall be replaced by the words "no-par value shares".

- bb) Adjustment of Sec. 4 para. 4 sentence 1 of the Articles of Association (Authorized Capital 2018)

In Sec. 4 para. 4 sentence 1 of the Articles of Association, the words "ordinary bearer shares as no-par value shares" shall be replaced by the words "no-par value registered shares".

- cc) Adjustment of Sec. 4 para. 6 sentence 1 of the Articles of Association (Conditional Capital 2018/I)

In Sec. 4 para. 6 sentence 1 of the Articles of Association, the words "no-par value ordinary bearer shares" shall be replaced by the words "no-par value registered shares".

- cc) Adjustment of Sec. 4 para. 7 sentence 1 of the Articles of Association (Conditional Capital 2018/II)

In Sec. 4 para. 7 sentence 1 of the Articles of Association, the words "no-par value bearer shares" shall be replaced by the words "no-par value registered shares".

- dd) Adjustment of Sec. 4 para. 9 sentence 1 of the Articles of Association (Conditional Capital V)

In Sec. 4 para. 9 sentence 1 of the Articles of Association, the words "ordinary bearer shares as no-par value shares" shall be replaced by the words "no-par value registered shares".

- ee) Sec. 11 para. 4 of the Articles of Association (Participation in the General Meeting) in its current version shall be cancelled and

completely revised as follows:

"Only those shareholders are entitled to participate in the General Meeting and exercise their voting rights who are entered in the share register and registered in good time. The registration has to be received by the Company in the text form (Sec. 126 b German Civil Code (*BGB*)) in German or English at the address specified in the convocation of the General Meeting no later than six days prior to the date of the General Meeting, whereas the day of receipt shall not be included in the calculation. Additional languages for the registration may be provided for in the convocation. A shorter period for registration, to be measured in days, may be provided for in the convocation. The details for registration will be published together with the convocation of the General Meeting."

d) Further adjustments

- aa) In the resolution of the Annual General Meeting of 5 July 2018 on agenda item 9 on the creation of the Authorized Capital 2018, in letter a) sentence 1 the words "ordinary bearer shares as no-par value shares" shall be replaced by the words "no-par value registered shares".
- bb) In the resolution of the Annual General Meeting of 7 July 2017 on agenda item 5 on the authorization of the Management Board to issue stock options (Stock Option Plan 2017), in the first sentence of letter a) the words "ordinary bearer shares as no-par value shares" shall be replaced by the words "no-par value registered shares" and in the first sentence of letter b) the words "ordinary bearer shares as no-par value shares" shall be replaced by the words "no-par value registered shares".
- cc) In the resolution of the Annual General Meeting of 5 July 2018 on agenda item 7 on the authorization of the Management Board to issue convertible bonds, in the second sentence of letter b) the words "no-par value bearer shares" shall be replaced by the words "no-par value registered shares".

- dd) In the resolution of the Annual General Meeting of 5 July 2018 on agenda item 8 on the creation of the Conditional Capital 2018/II, " in the first sentence of letter c) the words "no-par value bearer shares" shall be replaced by the words "no-par value registered shares".
- ee) The Management Board and - with respect to stock options for Management Board members - the Supervisory Board are further authorized to fulfill stock options, convertible bonds and option bonds issued on the basis of the authorizations of the General Meetings of 7 July 2017 (agenda item 5), 5 July 2018 (agenda item 7) and 20 June 2016 (agenda item 10) by issuing registered shares instead of bearer shares.

8. Resolution on the Capital Increase from company funds by partial conversion of the capital reserve into share capital pursuant to Secs. 207 et seq. of the German Stock Corporation Act (AktG) and subsequent Reduction of the increased Share Capital for the purpose of allocating the released amount to the capital reserve pursuant to Sec. 272 para. 2 no. 4 HGB in accordance with the provisions on the ordinary capital reduction pursuant to Secs. 222 et seq. AktG

Management Board and Supervisory Board propose under Item 8 of the Agenda that a capital increase from company funds shall be carried out by converting a portion of the capital reserve pursuant to Sec. 272 para. 2 no. 1 HGB in the amount of EUR 12 million to share capital and subsequently reducing the increased share capital by contributing the same amount to the capital reserve pursuant to Sec. 272 para. 2 no. 4 HGB.

From a technical point of view, this is solely a rebooking within the equity of EXPEDEON AG. If this proposal is approved, no new shares will be created. The proposal serves the purpose of achieving maximum flexibility with regard to potential dividend distributions by EXPEDEON AG in the coming fiscal years.

Management Board and the Supervisory Board propose to adopt the following resolutions:

- a) The share capital of the Company shall be increased by EUR 12,000,000.00 by partially converting the capital reserve pursuant to Sec. 272 para. 2 no. 1 HGB, which according to the annual balance sheet as of December 31, 2018 amounted to EUR 335,450,965.74, into share capital. The capital increase is carried out in accordance with Sec. 207 para. 2 sentence 2 AktG without issuing new shares.

The capital increase is based on the annual balance sheet of the Company as of 31 December 2018 prepared by the Management Board and approved and thus adopted by the Supervisory Board. The annual financial statements as of 31 December 2018 and the management report for the financial year 2018, on which the annual balance sheet is based, were audited by Ernst & Young GmbH, Wirtschaftsprüfungsgesellschaft, Mannheim, and were issued with an unqualified audit certificate dated 30 April 2019.

Pursuant to law (Sec. 218 AktG), each conditional capital existing at the time of the registration of the capital increase from company funds is increased in the same proportion as the share capital.

- b) The share capital of the Company increased pursuant to letter a) above shall be reduced in accordance with the provisions on ordinary capital reductions pursuant to Secs. 222, 228 et seq. AktG by EUR 12,000,000.00 for the purpose of allocating a partial amount of the share capital of EUR 12,000,000.00 to the free capital reserve pursuant to Sec. 272 para. 2 no. 4 HGB, namely by reducing the share capital amount by EUR 12,000,000.00 and, in consequence, reducing the proportion of the share capital represented by each no-par value share.

Each Conditional Capital that is increased in accordance with Sec. 218 AktG due to the capital increase from company funds pursuant to letter a) above shall be reduced in the same ratio as the share capital to its original amount.

- c) The Management Board shall file the measures pursuant to letters a) and b) for entry in the commercial register in immediate succession. The Management Board is authorized, with the consent of the Supervisory Board, to determine the details of the capital increase and the capital reduction. Furthermore, the Supervisory Board is authorized to make all amendments to

the wording of the Articles of Association required in connection with the above measures pursuant to Sec. 179 sentence 1 sentence 2 AktG.

- End of the Agenda -

Total number of shares and voting rights

The share capital of the Company is at the time of the convening of the General Meeting EUR 51,559,781.00. It is divided into 51,559,781 shares of the Company. Each share carries one vote at the AGM, the total number of votes is therefore 51,559,781. The company holds at the time of the convening of this meeting no treasury shares. Different classes of shares do not exist.

Attend the General Meeting and exercise voting rights

To participate in the General Meeting and exercise their voting rights, shareholders are entitled, if they have applied to the address below before the General Meeting

Expedeon AG
c/o Computershare Operations Center
80249 Munich
Fax: +49 89 30903-74675
e-mail: anmeldestelle@computershare.de

with evidence of their shareholding sign (in one of said transmission lines). For the proof of the shareholding, proof of share ownership in text form by the depository institution is sufficient. Such evidence can be in German or English. The registration and proof have to be presented to the Company, at the latest six days before the meeting, i.e. no later than **2 July 2019, 24.00 h, CEST**. The proof has to relate to the beginning of the 21st Day before the General Meeting, i.e. to **18 June 2019, 0.00 h CEST** ('record date').

In relation to the Company for attending the meeting and exercise their voting rights as shareholders only those are accepted who have provided the above proof of share ownership on the record date. The right to participate and the extent of the voting right here

are determined exclusively on the shares held on the record date. Changes in shareholdings after the record date will not affect the right to participate and the number of voting rights. Shareholders who have acquired their shares after the record date may, with these shares in their own name not attend the AGM. The record date has no effect on the transferability of the shares and is not relevant for a possible dividend calculation.

Shareholders are requested (without being obliged) to submit the application and the above proof of share ownership by filling out the forms for admission tickets provided via their custodian banks and financial institution early and to return them to their custodian bank to ensure the timely submission of proof of ownership. After due notice of receipt of the application, including proof of ownership to the Company, the shareholders or the duly authorized representative will receive tickets for the Annual General Meeting.

According to Sec. 33 et seq. of the Wertpapierhandelsgesetz and the existing disclosure requirement provided for in Sec. 44 Wertpapierhandelsgesetz legal consequence of the suspension of fundamental rights of all of the shares in violation of a duty of notification is made.

Procedure for voting by proxy

Every shareholder has the right to vote at the Annual General Meeting by a proxy, such as a bank, a shareholders' association or any other person of his discretion. Even in the case of a proxy, timely registration and proof of share ownership to participate in the General Meeting and exercise their voting rights are required as stated above. In case a shareholder gives proxy to more than one person, the Company will only consider the proxy which it has first received and will decline any proxy received afterwards.

For full powers, not from banks, pursuant to Sec. 135 para (10) German Stock Corporation Act (*AktG*) in conjunction with Sec. 125 paragraph (5) *AktG* equivalent institutions, enterprises and shareholders' associations or other according to Sec. 135 para (8) *AktG*, equivalent persons granted will apply: The appointment of a proxy, its revocation and proof of authorization to the Company has to be in text form (Sec. 126b BGB). Tickets for the Annual General Meeting will include an appropriate form in accordance with Sec. 48 paragraph (1) No. 5 WpHG, that can (but does not have to) be used for proxy voting. A form is also available on the Company's website (<https://investors.expedeon.com>) under the heading "Events" and the motto of "Annual General Meeting" under "Annual General Meeting 2019" available for download. The Company also submits a form on request free of charge.

Proof of authorization may be provided on the day of the meeting by the shareholder or the proxy at the meeting venue. Furthermore, evidence of the appointment of a proxy shall also be sent to the following address (using one of the above submission forms will suffice):

Expedeon AG
c/o Computershare Operations Center
80249 Munich
Fax: +49 89 30903-74675
e-mail: anmeldestelle@computershare.de

For the authorization of banks, equivalent institutions and companies pursuant to Sec. 135 para (10) AktG in conjunction with Sec. 125 paragraph (5) AktG as well as shareholders' associations or other persons treated as such according to Sec. 135 para (8) AktG, for the revocation and proof of such appointment or revocation of the statutory provisions, particularly Sec. 135 AktG applies. Shareholders who wish to authorize a bank, a shareholders' association or another, assimilated with this person or institution will be asked to coordinate with those on the form of proxy.

In addition, we offer our shareholders, to be represented in accordance with instructions given by proxies appointed by the Company in the General Meeting. The shareholders who wish the Company-nominated proxy appoint a proxy must also sign as mentioned above correctly to the Annual General Meeting and prove their ownership. The Company-nominated proxies is only authorized to exercise voting rights, unless there is a specific instruction (instruction-bound proxies). Without providing the appropriate instruction, the proxy is invalid. The proxy is required to vote in accordance with the instructions given to him. The proxies of the Company will not accept any authority to file objections against shareholder resolutions, to pursue the issue and ask questions or to file motions. On applications for which there are no resolutions proposed by the Board and / or Supervisory Board with this invitation advertised, the voting representatives of the Company accept no instructions. Information about the proxies appointed by the Company as well as the form for the appropriate attorney and voting instructions are derived from the documents that are sent to the shareholders together with the ticket, and are also available for download on the Company's website (<https://investors.expedeon.com>) under the heading "Events" and the motto of "Annual General Meeting" under "Annual General Meeting 2019".

The power of attorney and instructions to the proxies of the Company before the Annual General Meeting should be, accompanied by the ticket or mention the ticket number, received, if possible, no later than **5 July 2019, 24.00 h CEST**, and must be in any case only in text form sent to the following address, fax no. or e-mail address (to use one of the above submission forms will suffice):

Expedeon AG
c/o Computershare Operations Center
80249 Munich
Fax: +49 89 30903-74675

e-mail: anmeldestelle@computershare.de

For organizational reasons, the Company does not guarantee that incoming powers of attorney, revocations of powers of attorney, transfers or changes to directives received after the **5 July 2019, 24.00 h CEST**, at the above address, fax number or e-mail address can still be considered. But there is the possibility of authorizing the proxy of the Company, revocation of the proxy granted power of attorney, giving instructions and changes to directives on the date of Annual General Meeting until just before the vote on this at the entrance and exit control to the AGM.

To shareholders who have registered correct by and in time and are present at the Annual General Meeting, we offer to entitle the Company-nominated proxy to represent them in the General Meeting to exercise their voting rights.

Information on the rights of shareholders under Secs. 122, paragraph (2), 126, paragraph (1), 127, 131 AktG

Shareholder proposals to amend the agenda according to Sec. 122 paragraph (2) AktG

Shareholders holding more than one twentieth of the share capital or a proportionate amount of EUR 500,000.00 may request that items be placed on the agenda and announced. Each request must be accompanied by a justification or a draft resolution. Applicants must prove that they are owner of a sufficient number of shares (Sec. 122, paragraph (2) sentence 1, paragraph (1), sentence 3 AktG) for the duration of the legally required minimum holding period of 90 days before the date of the receipt of the request. The right to demand transfer from a bank, financial services institution or according to Sec. 53 (1) sentence 1 or Sec. 53b section (1) sentence 1 or paragraph (7) of the Act on the banking company operating the same (Sec. 70 sentence 1 AktG) shall be deemed equivalent to ownership. The property time of a predecessor is attributed to the shareholder if he has the stock charge, purchased by his trustee, as legal successors in discussion of a community or a stock transfer under Sec. 14 of the Insurance Supervision Act or Sec. 14 of the law on building societies (Sec. 70 sentence 2 AktG). The request must be in writing to the Management Board of Expedeon AG, Waldhofer Straße 102, 69123 Heidelberg, and must reach the Company at least 30 days before the General Meeting, i.e. no later than **8 June 2019, 24.00 h CEST**.

Additions to the agenda - if they are not already acquainted with the notice – are being published immediately after the request in the Federal Gazette and are sent for publication to those media, which are assumed to disseminate the information throughout the European Union. They are also made available on the Company's website

(<https://investors.expedeon.com>) under the heading " Events" and the motto of "Annual General Meeting" under "Annual General Meeting 2019".

Inquiries, counter proposals and nominations pursuant to Secs. 126, paragraph (1), 127 AktG

According to Sec. 126, paragraph (1) AktG shareholder proposals, including the name of the shareholder, the justifications and any possible statement of the administration are to be made available to the authorized persons and under the conditions in Sec. 125 paragraph (1) (3) AktG if the shareholder at least 14 days before the meeting, therefore, until **24 June 2019, 24.00 h CEST**, has sent to the Company a counter proposal to a proposal of the Management Board and Supervisory Board on a specific agenda item with justification to the address given in the notice. A counter-motion and the justifications need not be made available if the conditions of Sec. 126 paragraph (2) AktG apply.

According to Sec. 127 AktG, Sec. 126 AktG shall apply mutatis mutandis to the proposal by a shareholder for the election of members of the Supervisory Board or auditors. The nomination does not need to be justified. The Management Board also does not need to make available a nomination if the proposal does not include name, profession and place of residence of the nominee. A proposal for the election of Supervisory Board members also does not need to be made available, if it does not include membership of the nominees in other statutory Supervisory Boards.

Applications and nominations by shareholders must be sent to the following address, fax number or e-mail address (use one of the above forms is sufficient transmission):

Expedeon AG
Waldhofer Straße 102
69123 Heidelberg
Fax: +49 6221 3540122
e-mail: gegenantraege@expedeon.com

Otherwise addressed and nominations will not be considered. Proposals and election proposals, received in good time, together with possible statements by the administration in accordance with the laws, are provided on the Company's website (<https://investors.expedeon.com>) under the heading "Events" and the motto of "Annual General Meeting" under "Annual General Meeting 2019".

We point out that counter-motions and nominations that have been sent in advance to the Company in due time, will only be considered at the General Annual Meeting if they are made orally in the AGM.

The right of each shareholder to provide counter motions - even without prior and proper submission - to the Company during the General Meeting on the various items on the agenda or to submit nominations, remains unaffected.

Right under Sec. 131 paragraph (1) AktG

Any shareholder or shareholder representative is entitled to receive upon request from the Management Board information concerning the affairs of the Company during the General Meeting, provided that such information is required for a proper evaluation of the agenda item, and there is no legal right to refuse such information. The duty extends to the legal and business relationships with affiliated companies as well as the position of the Expedeon-Group and the companies integrated into the consolidated financial statements.

Requests for information in the Annual General Meeting in principle are to be made orally during the debate. Under the provisions of Sec. 131 paragraph (3) AktG, the Management Board is authorized to refuse provision of information. According to Sec. 11 paragraph (9) of the Articles of Association, the Chairman may limit the questions and statements of the shareholders to a reasonable time.

Notice for requests pursuant to Sec. 125 AktG:

According to Sec. 3 para. 2 of the Articles of Association of our Company, Expedeon is entitled to submit information by using electronic media. Due to this fact announcements according to Sec. 125 AktG will not be available as printed versions. Submitting fees will only be reimbursed for electronic announcements according to Sec. 1 No. 2 of the respective rules for reimbursement of fees of financial institutions (“Verordnung über den Ersatz von Aufwendungen der Kreditinstitute”).

Please send your order directly to our service provider:

Computershare Operations Center,
80249 Munich,
Fax: +49 89 30903-74675,
e-mail: 125-Anforderung@computershare.de

Information on data protection

Expedeon AG processes the following categories of your personal data within the framework of the General Meeting: Contact information (e.g. name or e-mail address), information about your shares (e.g. number of shares) and administrative data (e.g. admission ticket number). The processing of personal data within the framework of the General Meeting is based on Art. 6 para. 1 letter c of the General Data Protection Ordinance (DSGVO). It states that the processing of personal data is legally permitted if the processing is necessary to fulfil a legal obligation. Expedeon AG is legally obliged to hold the Annual General Meeting of its Shareholders. In order to fulfil this obligation, the processing of the above categories of personal data is essential. You cannot register for the Annual General Meeting without providing your personal data.

Expedeon AG is responsible for the data processing. The contact details of the person responsible are as follows:

Expedeon AG
Management Board
Waldhofer Straße 102
69123 Heidelberg
e-mail: investors@expedeon.com

Personal data concerning you will not be passed on to third parties. Exceptionally, third parties may also have access to this data if they have been assigned by Expedeon AG to provide services within the framework of the Annual General Meeting. This applies to customary service providers for General Meetings such as AGM agencies, lawyers or auditors. The service providers receive personal data only to the extent necessary for the provision of the service.

Depending on the individual case, the above data will be stored for up to 3 years (but not less than 2 years) after the end of the Annual General Meeting and then deleted, unless further processing of the data is still required in individual cases for motions, decisions or legal procedures relating to the Annual General Meeting.

You have the right to receive information about the personal data that has been stored about you free of charge upon request. In addition, you have the right to request the correction of incorrect data, the right to demand the restriction of the processing of data that has been processed too extensively and the right to delete personal data that has been processed unlawfully or stored for too long (insofar as there is no legal obligation to retain data and no

other reasons according to Art. 17 para. 3 DSGVO are applicable). In addition, you have the right to request the transfer of all data you have provided to us in a standard file format (right for "data portability").

To exercise your rights, simply send an e-mail to: Dataprotection@expedeon.com.

You also have the right of appeal to a data protection supervisory authority.

You can contact the Company's data protection officer at the following address:

Expedeon AG
- Data Protection Officer -
c/o Expedeon Limited
25 Norman Way
Over CB24 5QE
England (U.K.)
Dataprotection@expedeon.com

Heidelberg, in May 2019

Expedeon AG

The Management Board (*Vorstand*)