

Aladdin Blockchain Technologies Holding SE

Berlin

ISIN: DE000A12ULL2

ISIN: DE000A2LQ7Y5

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Invitation to the Annual General Meeting

Explanations pursuant to Art. 53 SE Regulation in conjunction with Section 121 para. 3 no. 3 German Stock Corporation Act (*Aktiengesetz - AktG*) on the rights of shareholders pursuant to Section 50 para. 2 German SE Implementation Act (*SE-Ausführungsgesetz - SEAG*) in conjunction with Sections 122 para. 2, 126 para. 1, 127, 131 AktG

Note:

The Invitation to the Annual General Meeting contains information on the rights of shareholders pursuant to Section 50 para. 2 SEAG, Sections 122 para. 2, 126 para. 1, 127 and 131 Abs. 1 AktG, which, pursuant to Section 121 para. 3 no. 3 AktG, is largely limited to the periods for exercising these rights. The following information serves for further explanation.

To the extent that reference is made below to provisions of the German Stock Corporation Act (*Aktiengesetz*) or the German SE Implementation Act (*SE-Ausführungsgesetz - SEAG*), the reference provisions (Art. 9, Art. 53, Art. 56) of Regulation (EC) No. 2157/2001 of 8 October 2001 on the Statute for a European company (SE) ("*SE Regulation*") are not cited for reasons of clarity.

Article 9 SE Regulation

1. An SE shall be governed:

(a) by this Regulation,

(b) where expressly authorised by this Regulation, by the provisions of its statutes

or

(c) in the case of matters not regulated by this Regulation or, where matters are partly regulated by it, of those aspects not covered by it, by:

- (i) the provisions of laws adopted by Member States in implementation of Community measures relating specifically to SEs;
 - (ii) the provisions of Member States' laws which would apply to a public limited-liability company formed in accordance with the law of the Member State in which the SE has its registered office;
 - (iii) the provisions of its statutes, in the same way as for a public limited-liability company formed in accordance with the law of the Member State in which the SE has its registered office.
2. The provisions of laws adopted by Member States specifically for the SE must be in accordance with Directives applicable to public limited-liability companies referred to in Annex I.
 3. If the nature of the business carried out by an SE is regulated by specific provisions of national laws, those laws shall apply in full to the SE.

Article 53 SE Regulation

Without prejudice to the rules laid down in this section, the organisation and conduct of general meetings together with voting procedures shall be governed by the law applicable to public limited-liability companies in the Member State in which the SE's registered office is situated.

Article 56 SE Regulation

One or more shareholders who together hold at least 10 % of an SE's subscribed capital may request that one or more additional items be put on the agenda of any general meeting. The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the SE's registered office is situated or, failing that, by the SE's statutes. The above proportion may be reduced by the statutes or by the law of the Member State in which the SE's registered office is situated under the same conditions as are applicable to public limited-liability companies.

1. **Requests for additions to the agenda pursuant to Section 50 para. 2 SEAG in conjunction with Section 122 para. 2 AktG**

Pursuant to Section 50 para. 2 SEAG in conjunction with Section 122 para. 2 AktG shareholders whose shares of stock, in the aggregate, are at least equivalent to 5 percent of the share capital, or to the proportionate amount of EUR 500,000 may demand that items of business be set out in the agenda and be published by notice. Each item of business to be newly added to the agenda must include the reasons therefor or a proposal for a resolution.

The demand must be received in writing (Section 126 of the German Civil Code (*Bürgerliches Gesetzbuch - BGB*)) by the company at the latest thirty (30) days prior to the general meeting; the date of its receipt and the date of the general meeting shall not be included in calculating the period.

The last possible receipt date is therefore November 18, 2018 (24:00 hours). Supplementary requests received later will not be taken into account. The Company's address is as follows:

Aladdin Blockchain Technologies Holding SE
Unter den Linden 10
10117 Berlin
Germany
Fax: +49 30 700 140 150
Email: info@aladdinid.com

Reference is also made to the requirements of Section 50 para. 2 SEAG in conjunction with Section 122 para. 2 in conjunction with para. 1 AktG and Sections 142 para. 2, second sentence, and 70 AktG.

Amendments to the agenda to be announced shall be made available immediately after their receipt by the Company via the Internet address <https://aladdinid.com/de/investorrelations> and communicated to the shareholders.

The provisions of the German SE Implementation Act (*SE-Ausführungsgesetz - SEAG*) and the German Stock Corporation Act (*Aktiengesetz - AktG*) underlying this shareholder right are as follows:

Section 50 SEAG - Einberufung und Ergänzung der Tagesordnung auf Verlangen einer Minderheit

- (1) One or more shareholders may request that a general meeting be convened and an agenda drawn up in accordance with Article 55 of the Regulation, provided that they hold at least 5 percent of the share capital.

- (2) One or more shareholders may request that one or more items be added to the agenda of a general meeting if their share reaches 5 percent of the share capital or the proportionate amount of EUR 500,000.

Section 122 para. 1 and 2 AktG - Convening the general meeting upon a corresponding demand being made by a minority

- (1) The general meeting is to be convened wherever shareholders, whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital, demand that it be so convened, doing so in writing and citing the purpose and the reasons therefor; the demand is to be addressed to the management board. The by-laws may tie the right to demand that the general meeting be convened to a different form and to possession of a lesser portion of the share capital. The petitioners are to submit proof that they have been holders of the shares of stock since at least ninety (90) days prior to the date on which their demand is received, and that they will continue to so hold the shares until the management board takes a decision regarding their petition. Section 121 para. 7 shall apply *mutatis mutandis*.
- (2) In like manner, shareholders whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital, or to the proportionate amount of EUR 500,000, may demand that items of business be set out in the agenda and be published by notice. Each item of business to be newly added to the agenda must include the reasons therefor or a proposal for a resolution. The demand in the sense of the first sentence must be received by the company at the latest twenty-four (24) days prior to the general meeting, in the case of companies listed on the stock exchange at the latest thirty (30) days prior to the general meeting; the date of its receipt shall not be included in calculating the period.

Section 142 para. 2 AktG - Appointment of special auditors

- (2) Where a motion for the appointment of special auditors to audit an action taken or event occurring at formation, or an action taken or event occurring in the course of the management of the company's affairs that is not more than five (5) years in the past, is not carried at the general meeting, the court is to appoint special auditors upon a corresponding petition being filed by shareholders whose shares of stock, in the aggregate, are at least equivalent to one hundredth of the share capital, or to a proportionate amount of EUR 100 000, at the time the petition is filed, if there are facts justifying the suspicion that the action taken or event occurring involved dishonest conduct or gross violations of the law or of the by-laws; this shall also apply to actions and events in the past, provided they are not more than ten (10) years in the

past, if the company was listed on the stock exchange at the time such actions were taken or events occurred. The petitioners are to submit proof of their having been holders of the shares of stock since at least three (3) months prior to the date of the general meeting, and of their continuing to hold the shares until a decision is taken regarding their petition. Section 149 shall apply *mutatis mutandis* to an agreement concluded in order to avoid such a special audit.

Section 70 AktG - Calculation of the period of possession of the share of stock

Where the exercise of rights attaching to the share of stock is contingent upon the shareholder having been holder of the share of stock for a specified period of time, a claim to transfer of title against a credit institution, a financial services provider, or an enterprise pursuing activities in accordance with Section 53 para. 1, first sentence, or Section 53b para. 1, first sentence, or Subsection 7 of the Banking Act (KWG) shall be equivalent to ownership of the share of stock. The period of ownership of a predecessor in title shall be attributed to the shareholder if he has purchased the share of stock in any of the following manners: without monetary consideration, from his trustee, as a universal successor, in the course of a distribution of assets among a community, or as part of a portfolio transfer pursuant to Section 13 of the Insurance Supervisory Act (VAG) or Section 14 of the Act on Savings and Loan Associations (BauSparkG).

2. Motions and nominations pursuant to Section 126 para. 1 and Section 127 AktG

Pursuant to Section 126 AktG, shareholders may submit motions relating to individual items on the agenda. Furthermore, they may submit proposals for the nomination of members of the Supervisory Board (at Aladdin Blockchain Technologies Holding SE: members of the Board of Directors) or of auditors; this only applies if the nominations are on the agenda (cf. Section 127 AktG).

Every shareholder has the right, even without prior notification to the Company, to submit counter-motions to the various agenda items during the general Meeting. This also applies to the submission of nomination proposals (cf. Section 124 para. 4, second sentence, AktG). Pursuant to Section 124 AktG, no announcement is required for the adoption of resolutions on motions relating to items on the agenda.

Pursuant to Sections 126, 127 AktG, each shareholder is entitled to have his counter-motion or nomination for election made accessible to the entitled persons named in Section 125 para. 1 to para. 3 AktG under the conditions specified therein. If access is to be made available, the counter-

motions, together with the reasons for them and appointment proposals, must be sent to the following address:

Aladdin Blockchain Technologies Holding SE

Unter den Linden 10
10117 Berlin
Germany
Fax: +49 30 700 140 150
Email: info@aladdinid.com

Countermotions or nomination proposals addressed otherwise will not be considered. Countermotions must be substantiated. No justification is required for nomination proposals.

Countermotions within the meaning of Section 126 AktG and nomination proposals within the meaning of Section 127 AktG, including the name of the shareholder and, in the case of countermotions, the statement of grounds and any statements by the management, will be made available at the Internet address <https://aladdinid.com/de/investorrelations> if they are received by the Company at the above address at least 14 days prior to the Annual General Meeting, not including the day of receipt and the day of the Annual General Meeting. The last possible date of receipt is therefore December 4, 2018 (24:00 hours). An obligation to make countermotions and nomination proposals available does not exist, even if the above-mentioned prerequisites are fulfilled, if the facts specified in Section 126 para. 2 AktG are present, and additionally in the case of nomination proposals in the case of Section 127, third sentence, AktG.

Countermotions and nominations by shareholders, whether made accessible or not, can only be voted on if they are submitted during the Annual General Meeting.

The provisions of the German Stock Corporation Act (*Aktiengesetz - AktG*) underlying these shareholder rights, which also determine the conditions under which counterproposals and nomination proposals may not be made available, are as follows:

Section 126 AktG - Motions by shareholders

- (1) Motions by shareholders are to be made accessible to the beneficiaries set out in Section 125 para. 1 to 3, subject to the pre-requisites listed therein, including the name of the shareholder, the reasons for which the motions are being made, and a statement, if any has been made, by the management regarding its position, provided that the shareholder has sent, at the latest fourteen (14) days prior to the date of the general meeting, a counter-motion opposing a proposal or guidance by the management board and the supervisory board regard-

ing a certain item of business set out in the agenda, specifying the reasons therefor, to the address set out for this purpose in the invitation convening the general meeting. The date on which the counter-motion is received shall not be included in calculating the period. In the case of companies listed on the stock exchange, the counter-motion shall be made accessible via the company's website. Section 125 para. 3 shall apply *mutatis mutandis*.

- (2) A counter-motion and the reasons for which it is being made need not be made accessible:
1. Inasmuch as the management board would be liable to punishment under law, were it to make such proposal accessible;
 2. If the counter-motion were to result in the general meeting adopting a resolution that is in violation of the law or of the by-laws;
 3. If the reasons make manifestly false or misleading statements regarding essential aspects, or if they are insulting;
 4. If a counter-motion made by the shareholder based on the same facts and circumstances has already been made accessible pursuant to Section 125 for a general meeting of the company;
 5. If the same counter-motion of the shareholder, citing essentially the same reasons, has been made accessible pursuant to Section 125 in the past five (5) years to at least two (2) general meetings of the company, and if less than one twentieth of the share capital represented voted for this counter-motion at the general meeting;
 6. If the shareholder indicates that he will not attend the general meeting and will not have a proxy represent him;
 7. If, in the past two (2) years at two (2) general meetings, the shareholder has failed to propose or to have proposed a counter-motion regarding which he has informed the company.

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

- (3) Where several shareholders propose counter-motions regarding one and the same business to be resolved upon, the management board may combine the counter-motions and the reasons specified for them.

Section 127, first to third sentences, AktG - Nominations by shareholders

Section 126 shall apply *mutatis mutandis* to nominations by shareholders of candidates for the supervisory board or for auditors of the annual accounts. No reasons need be specified for the nomination. The management board need not make accessible the nomination also in those cases in which the nomination does not include the information pursuant to Section 124 para. 3, fourth sentence, and Section 125 para. 1, fifth sentence.

Section 124 para. 3, fourth sentence, AktG - Notice by publication of demands for amendment; guidance regarding resolutions

The nominations of candidates for the supervisory board or for auditors shall state their names, profession exercised, and places of residence.

Section 125 para. 1 to 4 AktG - Notifications for the shareholders and to members of the supervisory board

- (1) At the latest 21 days prior to the general meeting, the management board is to notify the credit institutions and the associations of shareholders that had exercised voting rights on behalf of shareholders at the last general meeting, or that had demanded that such notice be given them, that the general meeting is being convened. The date of the notification shall not be included in calculating the period. Where the agenda is to be amended pursuant to Section 122 para. 2, then notice of the amended agenda is to be given if the general meeting is that of a company listed on the stock exchange. The notice is to indicate the option of exercising the voting right by proxy, as well as by an association of shareholders. In the case of companies listed on the stock exchange, information on the candidates' membership in other supervisory boards mandated by the law is to be attached to any nomination of candidates for the supervisory board; information on their membership in comparable supervisory committees of business enterprises within Germany and abroad should be attached.
- (2) The management board is to provide the same notification to those shareholders who demand to be so notified or who have been entered, as of the start of the fourteenth day prior

to the meeting, as shareholders in the company's share register. The by-laws may restrict the transmittal to the means of electronic communication.

- (3) Each member of the supervisory board may demand that the management board send him the same notifications.
- (4) Upon a corresponding demand being made, each member of the supervisory board and each shareholder is to be notified of the resolutions adopted at the general meeting.

Section 131 AktG - Shareholder's right to request information

- (1) The management board is to inform each shareholder at the general meeting, upon a corresponding request being made, concerning matters pertaining to the company insofar as this is required in order to appropriately adjudge the item of business set out in the agenda. The obligation to provide information shall also extend to include the legal and business relations of the company with an affiliated enterprise. Where a company avails itself of the eased requirements pursuant to Section 266 para. 1, third sentence, Section 276, or Section 288 of the Commercial Code (HGB), then each shareholder may request that, at the general meeting deliberating on the annual accounts, the annual accounts be made available to him in the form that they would have without these eased requirements. The obligation of the management board of a parent company to provide information (Section 290 para. 1 and 2 of the Commercial Code (HGB)) at the general meeting to which the consolidated statement of financial position and the group management report are submitted shall also extend to cover the situation of the group and the enterprises included in the consolidated statement of financial position.
- (2) The information provided is to correspond to the principles of conscientious and faithful accounting. The by-laws or the rules of procedure pursuant to Section 129 may grant authority to the person chairing the meeting to impose reasonable time limits on the shareholder's right to ask questions and to speak, and may also allow him to make further determinations concerning the details in this regard.
- (3) The management board may refuse a request for information:
 1. Inasmuch as the provision of the information, when adjudged applying prudent business judgment, is suited to cause a greater than insignificant disadvantage to the company or an affiliated enterprise;

2. Inasmuch as it refers to carrying values for tax purposes or the amount of individual taxes;
3. Regarding the difference between the value at which objects were stated in the annual balance sheet and a higher value of such objects, unless the general meeting approves and establishes the annual accounts;
4. Regarding the accounting and valuation methods insofar as it suffices to cite these methods in the notes in order to accurately represent the company's assets, financial position, and revenue situation in keeping with its actual circumstances in the sense of Section 264 para. 2 of the Commercial Code (HGB); this shall not apply if the general meeting approves and establishes the annual accounts;
5. Inasmuch as the management board would be liable to punishment under law were it to provide the information;
6. Inasmuch as, in the case of a credit institution or financial services provider, no information need be provided regarding the accounting and valuation methods applied, nor regarding the netting performed in the annual accounts, management report, consolidated statement of financial position, or group management report;
7. Inasmuch as such information is continuously accessible on the company's website for at least seven (7) days prior to commencement of the general meeting, and also in its course.

Any refusal to provide information for other than the grounds set out above is not permissible.

- (4) Where information has been provided to a shareholder because of his capacity as such, and this was done outside of the general meeting, it is to be provided to every other shareholder making a corresponding request at the general meeting, even if such information is not required in order to appropriately adjudge the item of business set out in the agenda. The management board may not refuse to provide the information in accordance with para. 3, first sentence, nos. 1 to 4. The first and second sentences shall not apply if a subsidiary company (Section 290 para. 1 and 2 of the Commercial Code (HGB)), a joint venture (Section 310 para. 1 of the Commercial Code (HGB)) or an associated enterprise (Section 311 para. 1 of the Commercial Code (HGB)) issues the information to a parent company (Section 290 para. 1 and 2 of the Commercial Code (HGB)) for purposes of including the company in

the consolidated statement of financial position of the parent company and the information is required for this purpose.

- (5) Where a shareholder's request for information is refused, he may demand that his question and the grounds for refusing to provide the information be included in the minutes of the meeting.