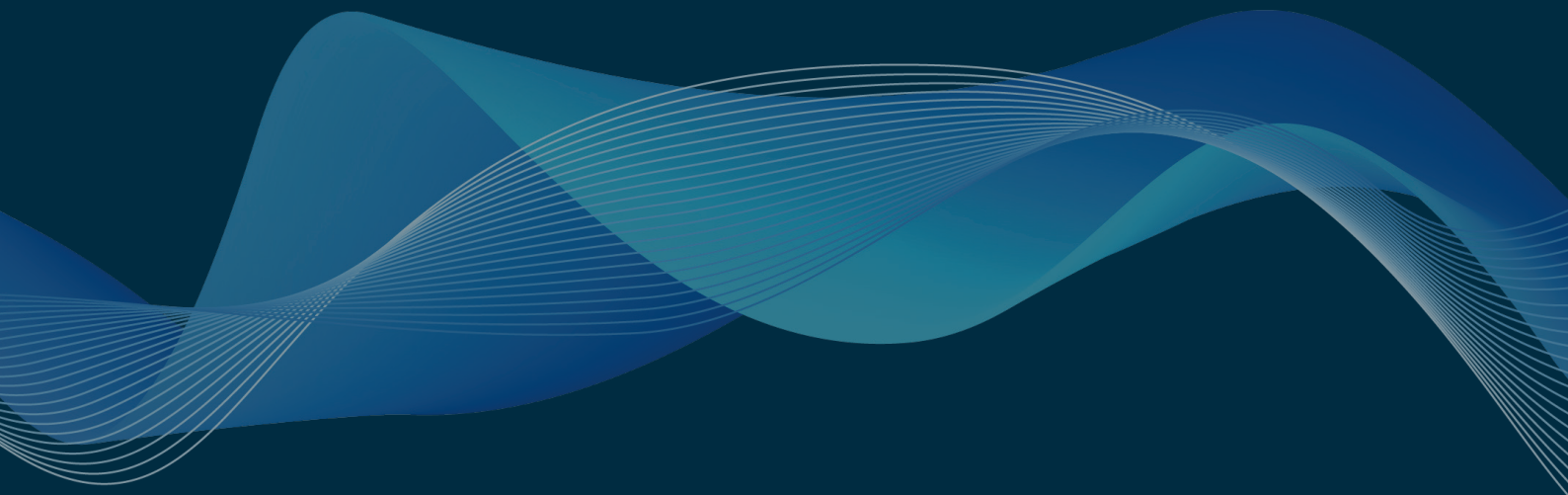


Invitation to the Annual General Meeting 2023





Information in accordance with § 125 of the German Stock Corporation Act in conjunction with the Implementing Regulation (EU) 2018/1212 (EU-IR)*

Type of information	Information
A. Specification of the message	
1. Unique identifier of the event	Convocation of the virtual Annual General Meeting of EXASOL AG formal specification according to EU-IR: 7f44d6d888cbec11812e005056888925
2. Type of message	Notice of Annual General Meeting formal specification according to EU-IR: NEWM
B. Specification of issuer	
1. ISIN	DE000A0LR9G9
2. Name of issuer	EXASOL AG
C. Specification of the meeting	
1. Date of the General Meeting	June 23, 2023 formal specification according to EU-IR: 20230623
2. Time of the General Meeting	10:00 a.m. (CEST) formal specification according to EU-IR: 8:00 (UTC)
3. Type of General Meeting	Annual General Meeting held as virtual meeting without the physical presence of shareholders or their proxies (with the exception of the proxy nominated by the company) formal specification according to EU-IR: GMET
4. Location of the General Meeting	URL to the Company's password-protected shareholder portal to follow the Annual General Meeting in video and audio as well as to exercise shareholders' rights: https://ir.exasol.com/hv

* DISCLAIMER: This document is a translation of the original German version and is intended to be used for informational purposes only. While every effort has been made to ensure the accuracy and completeness of the translation, please note that the German original is binding.



Information in accordance with § 125 of the German Stock Corporation Act in conjunction with the Implementing Regulation (EU) 2018/1212 (EU-IR)*

Type of information	Information
	<p>formal specification according to EU-IR: https://ir.exasol.com/hv</p> <p>Location of the Annual General Meeting pursuant to the German Stock Corporation Act: Conference room: Zuses Ballsaal, 6th floor, Neumeyerstr. 22-26, 90411 Nuremberg, Germany</p> <p>Physical attendance of shareholders and their proxies (with the exception of the proxy nominated by the Company) at the place of the meeting pursuant to the German Stock Corporation Act is excluded</p>
5. Technical Record Date	<p>June 16, 2023, at midnight (CEST) (corresponds to 22:00 UTC)</p> <p>formal specification according to EU-IR: 20230616, 22:00 (UTC)</p>
6. Website for the Annual General Meeting / Uniform Resource Locator (URL)	<p>https://ir.exasol.com/hv</p>

Information on participation in the Annual General Meeting (Block D), the agenda (Block E) and specifications of the deadlines regarding the exercise of other shareholders rights (Block F) can be found on the following website: <https://ir.exasol.com/hv>.



EXASOL AG*

Nuremberg, Germany

ISIN DE000A0LR9G9

We invite the shareholders of our Company to the

Annual General Meeting,

which will be held on Friday, June 23, 2023 at 10:00 a.m. Central European Summer Time - CEST without physical presence of the shareholders or their proxies (with exception of the Company's proxies) at the venue of the meeting. Venue of the meeting is the conference room: Zuses Ballsaal, 6th floor, Neumeyerstraße 22-26, 90411 Nuremberg.

The virtual Annual General Meeting will be transmitted live on the password-protected Shareholder Portal accessible via the Company's website at

<https://ir.exasol.com/hv>

in sound and vision. Shareholders and their proxies can exercise their rights – as described in detail in the section “Further information and notes on the Annual General Meeting” in this Invitation.

AGENDA

with proposals for resolutions

- 1. Presentation of the adopted annual financial statements and the approved consolidated financial statements as well as the summarized group management report as of December 31, 2022 and the report of the Supervisory Board for the 2022 financial year**

The Supervisory Board approved the annual financial statements prepared by the Executive Board on May 10, 2022. The annual financial statements are thus adopted. It also approved the consolidated financial statements at the same meeting. In accordance with the statutory provisions, the Annual General Meeting does not need to pass a resolution on this. The other documents mentioned under this agenda item are also to be presented to the Annual General Meeting without a resolution by the Annual General Meeting being required.



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The above documents are available on the Company's website at

<https://ir.exasol.com/hv>.

They will also be accessible at this internet address during the Annual General Meeting.

2. Resolution on the discharge of the members of the Executive Board for the 2022 financial year

The Executive Board and the Supervisory Board propose that discharge be granted to the members of the Executive Board who held office in the 2022 financial year.

3. Resolution on the discharge of the members of the Supervisory Board for the 2022 financial year

The Executive Board and the Supervisory Board propose that discharge be granted to the members of the Supervisory Board who held office in the 2022 financial year.

4. Resolution on the election of the auditor and the group auditor for the 2023 financial year

The Supervisory Board proposes to appoint KPMG AG Wirtschaftsprüfungsgesellschaft, Nuremberg, as auditor of the financial statements and auditor of the consolidated financial statements for the financial year 2023.

5. Resolution on the amendment of the authorization to issue stock options under the Stock Option Program as amended by the resolution of the Annual General Meeting on July 6, 2022, on a new authorization to issue stock options (Stock Option Program 2023) and on the amendment of the Conditional Capital 2020 as amended on July 6, 2022, and on the corresponding amendment to the Articles of Association

By resolution of the Annual General Meeting of the Company on July 22, 2020, the Executive Board was authorized, with the approval of the Supervisory Board, to grant subscription rights to employees of the Company and employees and members of the management of affiliated companies of the Company within the meaning of Sections 15 et seq. AktG to a total of up to 2,221,787 no-par value bearer or registered shares of the Company on one or more occasions until July 22, 2025 ("**Stock Option Program as of 2020**"). To service the option rights, Conditional Capital 2020 was created by resolution of the Annual General Meeting on July 22, 2020.

By resolution of the Annual General Meeting of the Company on June 30, 2021, the authorization dated July 22, 2020 was amended to the effect that until June 29, 2026 subscription rights could and may only be granted to employees of the Company and employees of affiliated companies of the Company within the meaning of Sections 15 et seq. AktG, but no longer to members of the management of affiliated



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companies of the Company within the meaning of Sections 15 et seq. AktG (“**Stock Option Program as of 2021**”). At the same time, the scope of the issuing authorization was increased by 222,100 shares to 2,443,887 shares and the Conditional Capital 2020 was increased accordingly by EUR 222,100 to EUR 2,443,887 (Conditional Capital 2020 as amended on June 30, 2021).

By resolution of the Annual General Meeting of the Company on July 6, 2022, the authorization dated June 30, 2021 was amended to the effect that no further options may be issued based on the authorization of the Stock Option Program as of 2021. At the same time, a new stock option program of the Company with amended performance targets was resolved by the Annual General Meeting, according to which the Executive Board is authorized to issue option rights for the subscription of a total of up to 1,561,726 no-par value bearer or registered shares of the Company (“**Stock Option Program as of 2022**”). The Conditional Capital 2020 as amended on June 30, 2021 shall be supplemented without changing its amount by a reference to the Stock Option Program 2022 (cf. also Section 7 (4) of the Articles of Association of the Company).

At the time of the convening of the Annual General Meeting 2023 the Executive Board with the approval of the Supervisory Board, has issued a total of 831.237 option rights to employees of the Company and employees of affiliated companies of the Company within the meaning of Sections 15 et seq. AktG on the basis of the Stock Option Program as of 2020 and the Stock Option Program as of 2021 and the Stock Option Program as of 2022.

The resolved stock option program as of 2022 enables the Executive Board in particular to conclude over a one-off or repetitive edition of annual tranches to utilize the authorization to grant stock options. The proposed stock option program shall clarify that option rights may be issued in freely definable tranches on one or more occasions during the authorization period, by which the necessary flexibility for the issuing of options shall be ensured. The proposed stock option program shall also apply to option rights which have been granted under the Stock Option Program as of 2020, the Stock Option Program as of 2021 or the Stock Option Program as of 2022 and have expired in the meantime.

In order to enable the Company to continue to attract qualified applicants on the labor market in the future and to sufficiently motivate existing employees of the Company and its affiliated companies within the meaning of Sections 15 et seq. AktG by granting stock options and to bind them to the Company in the long term, the following shall therefore be resolved

- the authorization to issue stock options under the Stock Option Program as of 2022 shall be amended to the effect that, in the amount of the 1.612.650 option rights not yet issued under the previous authorizations, there is no longer any authorization to issue option rights on the basis of the Stock Option Program as of 2022,
- a new stock option program of the Company (“**Stock Option Program 2023**”) shall be resolved, according to which the Executive Board is authorized to issue option rights



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for the subscription of a total of up to 1.612.650 no-par value bearer or registered shares of the Company, and

- the Conditional Capital 2020 as amended on July 16, 2022, shall be supplemented without changing its amount by a reference to the Stock Option Program 2023.

The total volume of the stock option programs (Stock Option Program as of 2020, Stock Option Program as of 2021, Stock Option Program 2022 and Stock Option Program 2023) shall thus continue to comprise up to 2,443,887 option rights to subscribe to up to 2,443,887 no-par value bearer or registered shares of the Company. The term of the authorization is also to end unchanged on June 29, 2026.

The Executive Board and the Supervisory Board propose that the following resolution be adopted:

5.1 Amendment to the authorization to grant subscription rights to shares of the Company under the Stock Option Program as of 2022

The Stock Option Program as of 2022 shall be amended to the effect that, in the amount of the option rights not yet issued under the previous authorization for the subscription of up to 1.612.650 no-par value bearer or registered shares, there shall no longer be any authorization to issue option rights on the basis of the Stock Option Program as of 2022.

5.2 New authorization to issue stock options (Stock Option Program 2023)

The Executive Board is authorized, with the approval of the Supervisory Board, to grant option rights on one or more occasions until June 29, 2026 to employees of the Company and employees of affiliated companies of the Company within the meaning of Sections 15 et seq. AktG to subscribe to a total of up to 1.612.650 no-par value bearer or registered shares in the Company. Shareholders have no subscription rights.

One stock option grants a subscription right to one share in the Company. To the extent that previous to or after this resolution stock options expire during the authorization period due to the termination of the service or employment relationship with the Company or an affiliated company, due to the departure of an affiliated company from the group of companies, or for other reasons, a corresponding number of stock options may be reissued to Beneficiaries. The subscription rights exercised may be satisfied, at the Company's discretion, either by utilizing the Conditional Capital 2020 as amended on June 23, 2023, proposed for resolution below, or by treasury shares of the Company. In addition, the Company also has the right to settle in cash. The granting of the stock options and the issue of the subscription shares shall take place in accordance with the following provisions:

5.2.1 Beneficiaries and allocation



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- a. The employees of the Company and the employees of affiliated companies of the Company within the meaning of Sections 15 et seq. AktG ("**Beneficiaries**"). No options may be issued to members of the Executive Board of the Company.
- b. The selection of the Beneficiaries and the scope of the options allocated to them in each case shall be made by the Executive Board of the Company with the approval of the Supervisory Board.

5.2.2 Issue periods (acquisition periods) and term

The options may be issued in one or more tranches up to and including June 29, 2026.

The options of a tranche each have a term of six (6) years, including (i) a four-year waiting period from the respective grant date and (ii) a subsequent two-year exercise period. The relevant provisions are determined by the Executive Board with the approval of the Supervisory Board of the Company ("**Plan Terms**").

5.2.3 Options output

- a. The options of a tranche are issued by concluding a written allocation agreement between the Company and the respective Beneficiary ("**Allocation Agreement**").
- b. The "**Allocation Date**" shall be deemed to be the beginning of the day specified in the Allocation Agreement or, if no such day is specified, the beginning of the day on which the allotment offer is received by the Beneficiary (irrespective of the time of subsequent acceptance of the offer).

5.2.4 Waiting period

The options of a tranche can be exercised upon expiry of a waiting period of four (4) years from the respective Allocation Date.

5.2.5 Target

The options of a tranche can only be exercised if the performance target has been achieved. The performance target is linked to the absolute performance of the Company's share price during the waiting period, with the number of options that can be exercised depending on the performance of the share price during the waiting period. Hereby

- 1/4 of the options of a tranche are exercised if $(y/x) - 1 \geq 20\%$ ("**Performance Target I**");



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- 1/2 of the options of a tranche are exercised if $(y/x) - 1 \geq 30\%$ ("**Performance Target II**");
- 3/4 of the options of a tranche are exercised if $(y/x) - 1 \geq 40\%$ ("**Performance Target III**");
- all options of a tranche are exercised if $(y/x) - 1 \geq 50\%$ ("**Performance Target IV**" together with Performance Target I, Performance Target II and Performance Target III the "**Performance Target**").

where

x = the exercise price; and

y = weighted average closing price of a share in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange during the 30 trading days immediately prior to the start of the Exercise Window in which the options concerned were exercised.

If only Performance Target I was achieved, then 1/4 of the options of a tranche can be exercised. If Performance Targets I and II have been achieved, then 1/2 of the options in a tranche can be exercised. If Performance Targets I to III have been achieved, then 3/4 of the options in a tranche can be exercised. If Performance Targets I to IV have been achieved, then all options of a tranche can be exercised.

In the case of decimal numbers, the number of exercisable options determined in this way must be rounded down to the next lower natural number without decimal places (example: 33.3 must be rounded down to 33).

5.2.6 Exercisability of stock options

Stock options are only exercisable if the vesting period has expired and if the Performance Target has been achieved. The stock options are generally settled in shares of the Company, with each stock option entitling the holder to subscribe for one share.

5.2.7 Exercise periods

- a. The options of a tranche may only be exercised within the periods specified below:
 - Within two (2) years after expiry of the waiting period for the respective tranche ("**Exercise Period**") and
 - within a time window from the fifth (5th) to the fifteenth (15th) trading day (inclusive) after the occurrence of one of the following events: (i) the end of



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the Annual General Meeting of the Company, (ii) the publication of the annual financial report of the Company, (iii) the publication of the half-yearly financial report of the Company, and (iv) the publication of a quarterly announcement or a quarterly report (each an "**Exercise Window**"). To the extent that the Exercise Window falls within a lock-up period, the Exercise Window shall be extended by a corresponding number of trading days immediately following the Vesting Period.

- b. The options may not be exercised within the periods specified below (each, a "**Vesting Period**") (with the respective beginning and end dates forming part of the Vesting Period):
- Within thirty (30) calendar days prior to the publication of (i) the annual financial report, (ii) preliminary annual results if they include all material figures expected to be included in the annual financial report (in which case the subsequent publication of the final annual financial report pursuant to lit. (i) shall not trigger a Vesting Period), (iii) the semi-annual financial report, and (iv) any other end-of-year or interim report that the Company is required by law or applicable stock exchange rules to publish,
 - during the period in which shareholders may register to attend an Annual General Meeting of the Company,
 - within two (2) weeks after an ad hoc announcement as well as
 - in the period from the day on which a group company publishes an offer to acquire or take over securities until the day on which the period for this offer ends.
- c. Applicable insider regulations remain unaffected.
- d. The options shall be exercised by notification by e-mail of the exercise declaration signed in writing ("**Exercise Declaration**"). The Exercise Declaration shall also specify how many options are exercised, with exercise only being effective if at least 25% of the options of a tranche of the relevant Beneficiary are exercised.
- e. The time of receipt of the Exercise Declaration shall be decisive for compliance with the time limit.
- f. After expiry of the Exercise Period, the unexercised options of a tranche expire without replacement.

5.2.8 Exercise price



Upon effective exercise of the options, the Beneficiary shall pay the exercise price for each share to be subscribed. The "**Exercise Price**" per share corresponds to the EUR amount of the weighted average closing price of a share in Xetra trading (or a comparable successor system) during the 30 trading days immediately prior to the Allocation Date, but at least the lowest issue amount within the meaning of Section 9 (1) AktG.

5.2.9 Replacement rights of the Company

The Company shall settle the validly exercised options at its discretion by (i) issuing new shares on the basis of conditional capital or (ii) selling treasury shares. Settlement may also be effected via a third party (e.g. a bank). Each Beneficiary is obliged to make all declarations and take all actions that are necessary and/or expedient for proper settlement.

As an alternative to settlement in shares, the exercised options can be settled in cash. The amount of the cash payment corresponds (gross) to the weighted average closing price of a share in Xetra trading (or a comparable successor system) during the 30 trading days immediately prior to the start of the Exercise Window in which the options concerned were exercised, less the Exercise Price.

5.2.10 Personal right

The stock options are not legally transferable; however, they are inheritable. Likewise, a transfer for the fulfillment of legacies is permissible. The stock options may only be exercised by the respective Beneficiary himself or his heirs or legatees. If stock options can no longer be exercised in accordance with the above provision, they shall expire without replacement or compensation. The provision on the authorization to reissue expired stock options to Beneficiaries remains unaffected.

The Plan Terms may provide for stock options to be forfeited in whole or in part without replacement or compensation if the service or employment relationship of Beneficiaries ends. Stock options that have lapsed as a result may be reissued. Special arrangements may be made in the event of death, retirement, occupational disability and other special cases of departure, including the departure of affiliated companies, businesses or parts of businesses from the Group, as well as in the event of a change of control and to meet statutory requirements.

5.2.11 Anti-dilution

The Plan Terms may contain customary anti-dilution clauses on the basis of which the economic value of the stock options is essentially safeguarded in accordance with the provision in Section 216 (3) AktG, in particular by taking into account any stock split, capital increases from company funds with the issue of new shares or other measures with comparable effects when determining the number of shares to be issued per stock option.



5.2.12 Profit share entitlement

The new no-par value bearer or registered shares shall participate in the profits from the beginning of the financial year for which, at the time the subscription right is exercised, no resolution has yet been adopted by the Annual General Meeting on the appropriation of the net retained profits.

5.2.13 Authorization to determine further details

The further details of the granting and fulfillment of stock options, for the issue of shares from the Conditional Capital 2020 proposed for resolution below, as amended on June 23, 2023, and the further plan terms shall be determined by the Executive Board.

Further regulations include in particular the decision on the one-time or repeated issue of tranches to utilize the authorization to grant stock options as well as provisions on the implementation of the Stock Option Program 2023 and the regular tranches and the procedure for the allocation and exercise of stock options, the allocation of stock options to individual Beneficiaries, the determination of the issue date within the respective issue period as well as regulations on exercisability (including regulations on vesting) in special cases, in particular in the event of the departure of Beneficiaries from the service or employment relationship, in the event of death, in the event of the departure of an affiliated company, a plant or part of a plant from the group of companies or in the event of a change of control, the conclusion of an inter-company agreement or a delisting as well as for the fulfillment of legal requirements.

5.3 Amendment to Conditional Capital 2020 as amended on July 6, 2022 to service the Stock Option Program 2023 and corresponding amendment to the Articles of Association

To enable the use of Conditional Capital 2020 in the version resolved by the Annual General Meeting on July 6, 2022 also for the new Stock Option Program 2023 to be resolved under agenda item 5.2, Section 7 (4) of the Articles of Association of the Company shall be reworded as follows:

"The share capital of the Company is conditionally increased by up to EUR 2,443,887 by issuing up to 2,443,887 new no-par value bearer or registered shares (Conditional Capital 2020 as amended on June 23, 2023). The Conditional Capital 2020 as amended on June 23, 2023 serves exclusively to grant new shares to selected employees of the Company as well as to selected employees of companies affiliated with the Company to whom option rights have been or will be granted on the basis of the authorization of the Annual General Meeting on July 22, 2020, on June 30, 2021, on July 6, 2022 or on June 23, 2023. The shares shall be issued at the issue amounts specified in the above authorizations. The conditional capital increase shall only be implemented to the extent that subscription rights are exercised and the Company does not grant treasury shares or a cash settlement to



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fulfill the subscription rights. The new shares shall participate in the profits from the beginning of the financial year for which, at the time of the exercise of the subscription right, no resolution of the General Meeting has yet been passed on the appropriation of the balance sheet profit. The Executive Board of the Company is authorized with the consent of the Supervisory Board to determine the further details of the conditional capital increase and its implementation. The Supervisory Board is authorized to adjust the wording of Section 7 (1) and Section 7 (4) of the Articles of Association in each case in accordance with the respective implementation of the conditional capital increase and after the expiry of the authorization or after the expiry of the period set for the exercise of the option rights and to make all other adjustments to the Articles of Association in connection therewith that only affect the wording."

The Executive Board has prepared a written report on this agenda item. The report is printed after agenda item 9 under the heading "Report of the Executive Board on the Stock Option Program 2023 (agenda item 5)".

6. Resolution on the amendment of Section 18 of the Articles of Association to authorize the Executive Board to allow Annual General Meetings to be held as virtual Shareholders' Meetings

The "Gesetz zur Einführung virtueller Hauptversammlungen von Aktiengesellschaften und Änderung genossenschafts-, sowie insolvenz- und restrukturierungsrechtlicher Vorschriften" (the German act on the introduction of virtual shareholders' meetings at stock corporations and amendment of cooperative and insolvency and restructuring regulations) (Federal Law Gazette dated July 26, 2022, p. 1166 et seq.) enables Annual General Meetings to be held in the future without the physical presence of the shareholders or their proxies at the venue of the meeting ("virtual Annual General Meeting"). Pursuant to Section 118a (1) sentence 1 AktG, the Articles of Association may allow, or authorize the Executive Board to allow, Annual General Meetings to be held as a virtual Shareholders' Meetings.

This option is to be utilized and such an authorization for the Executive Board is to be adopted. The authorization period of up to five years, as permitted by Section 118a (4) sentence 2 AktG, is not to be fully exhausted. Instead, the authorization shall be limited to two years from its entry in the commercial register. During the term of the authorization the Executive Board will decide anew in respect of each Annual General Meeting whether it shall be convened as a virtual meeting. The Executive Board will consider the interest of the Company and its shareholders, specifically the protection of



shareholders rights, matters of health protection, effort and costs and sustainability in its decision.

The Executive board and the Supervisory Board propose to resolve as follows:

Section 18 of the Articles of Association of Exasol AG will be complemented by a new paragraph 8

“(8) The Executive Board is authorized to allow for General Meetings to be held without the shareholders or their proxies being physically present at the venue of the General Meeting (virtual General Meeting) within two years after this provision in the Articles of Association has been entered in the commercial register.”

7. Resolution on the amendment of Section 18 (6) of the Articles of Association to enable Members of the Supervisory Board to participate in the Annual General Meeting by means of video and audio transmission

With regard to the members of the Supervisory Board, the option under § 118a (2) sentence 2 in conjunction with § 118 (3) sentence 2 AktG is to be used and the members of the Supervisory Board are to be allowed to participate in a virtual Annual General Meeting by means of video and audio transmission. If direct interaction between all or individual members of the Supervisory Board and the Annual General Meeting should be necessary, this will be enabled by direct connection of these Supervisory Board members using the envisaged means of two-way communication.

The Executive Board and the Supervisory Board propose to resolve as follows:

Section 18 (6) of the Articles of Association will be amended as follows:

“(6) Members of the Supervisory Board shall be permitted, in agreement with the chairman of the Supervisory Board, to attend the Annual General Meeting by means of audio and video transmission if they are prevented from physically attending at the place of the Annual General Meeting because of legal or health restrictions, their residence abroad, their necessary physical attendance somewhere else or if their physical attendance would entail an unreasonable effort, or if the Annual General Meeting is held as a virtual Shareholders’ Meeting without the shareholders or their proxy representatives being physically present at the place where the Annual General Meeting is held.”

8. Resolution on the amendment of Section 20 (1) of the Articles of Association on the election of a chairperson of the meeting in the event that no member of the Supervisory Board takes the chair

The provisions on the chairmen of the Annual General Meeting shall be amended. The election of a chairperson of the Meeting by the Annual General Meeting shall be replaced



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with a provision declaring that the Supervisory Board may elect a person, who is not a member of the Supervisory Board as the chairperson of the Annual General Meeting.

The Executive board and the Supervisory Board propose to resolve as follows:

Section 20 (1) sentence 2 of the Articles of Association will be amended as follows:

“With the majority of the votes, the members of the Supervisory Board may elect a person, who is not a member of the Supervisory Board to be chairperson.”

9. Resolution on the amendment of Section 20 (3) of the Articles of Association to substantiate the authorization of the chairperson of the meeting to limit the right to questions

To ensure the proper conduct of the Annual General Meeting, the Articles of Association already include a provision – as is customary practice – which authorizes the chairperson of the meeting to impose reasonable time limits on the question and speaking time of Shareholders. In a formal amendment of the Articles of Association this right of the chairperson of the meeting shall, in concordance with the statutory provisions, be extended to the right of Shareholders to ask follow-up questions in the case of a virtual Annual General Meeting with an advanced submission of questions.

The Executive board and the Supervisory Board propose to resolve as follows:

Section 20 (3) sentence 2 of the Articles of Association will be amended as follows:

“Such individual is authorized to impose reasonable time limits on the question, follow-up question and speaking time of Shareholders, and in particular, at the outset or during the Annual General Meeting, to set a reasonable time frame for the course of the Annual General Meeting, the individual agenda items, the individual question, follow-up question and speaking times as well as to determine a time to begin voting on one or more agenda items.”

Report by the Executive Board on the Stock Option Program as of 2023 (agenda item 5)

The Company has in the past granted selected employees of the Company and selected employees of companies affiliated with the Company a variable compensation component with a long-term incentive effect and intends to grant such in the future as well. This is intended to promote the entrepreneurial activities of the respective beneficiaries, to bind them to the Company and the respective companies in the long term, and to ensure remuneration in line with the market.

In the opinion of the Executive Board and the Supervisory Board, the structure of the current Stock Option Program as of 2022 is generally sufficiently attractive in a current market comparison to create an incentive effect for long-term employment with the Company. The resolved Stock Option



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Program as of 2022 enables the Executive Board in particular to conclude over a one-off or repetitive edition of annual tranches to utilize the authorization to grant stock options. The proposed stock option program shall clarify that option rights may be issued in freely definable tranches on one or more occasions during the authorization period, by which the necessary flexibility for the issuing of options shall be ensured. The proposed stock option program shall also apply to option rights which have been granted under the Stock Option Program as of 2020, the Stock Option Program as of 2021 or the Stock Option Program as of 2022 and have expired in the meantime.

In this context, the resolution proposed under agenda item 5 shall initially amend the existing Stock Option Program as of 2022 to the effect that, in the amount of the option rights to subscribe to 1.612.650 shares not yet issued under the previous authorizations, there is no longer any authorization to issue options on the basis of the Stock Option Program as of 2022. Options already allocated on the basis of the Stock Option Program as of 2020, the Stock Option Program as of 2021 or the Stock Option Program 2022 shall remain unaffected by the aforementioned amendment as secured rights in favor of the respective employee.

Furthermore, with regard to the option rights to subscribe to 1.612.650 shares which have not yet been allocated as well as those which have already expired in the past and those possibly expiring in the future (irrespective of their allocation date), it is proposed to adopt a new stock option program of the Company (Stock Option Program 2023), according to which the Executive Board is authorized to issue option rights to subscribe to a total of up to 1.612.650 no-par value bearer or registered shares of the Company until June 29, 2026. The Stock Option Program 2023 stipulates that option rights may be issued in tranches on one or more occasions during the authorization period.

The other grant and subscription conditions of the Stock Option Program as of 2022 will be adopted into the Stock Option Program 2023. The allocation of the stock options to the beneficiaries shall generally correspond to the allocations of the maximum number to be issued contained in the authorizations. However, the Executive Board and the Supervisory Board reserve the right to decide on the issue of stock options and the size of the individual tranches, taking into account the overall situation of the Company and using the compensation structure of relevant peer companies. Shares will be issued at the earliest after the expiry of the waiting period of four calendar years following the respective grant date of the relevant tranche of stock options and the corresponding exercise declaration. Stock options can only be exercised if the vesting period has expired and a performance target has been achieved, otherwise the stock options expire without compensation.

Exercisable stock options can generally be exercised by the beneficiaries within an exercise period of two years. The exercise period begins after the date on which the waiting period has expired. Upon exercise of the stock options, the exercise price is payable for each share to be subscribed. The “exercise price” corresponds to the EUR amount of the weighted average closing price of a share in Xetra trading (or a comparable successor system) during the 30 trading days immediately



prior to the grant date, but at least the lowest issue amount within the meaning of Section 9 (1) AktG.

The Executive Board or, in certain cases, the Supervisory Board shall be authorized to determine the further details of the granting and fulfillment of stock options for the issue of shares from the Conditional Capital 2020 as amended on June 23, 2023 (see below) as well as the further plan conditions, including the treatment of stock options if beneficiaries have left the service or employment relationship with the Company or an affiliated company at the end of the vesting period.

The total volume of the stock option programs (Stock Option Program as of 2020, Stock Option Program as of 2021, Stock Option Program as of 2022 and Stock Option Program as of 2023) shall thus also continue to comprise option rights for the subscription of up to 2,443,887 no-par value bearer or registered shares of the Company. The term of the authorization shall also end unchanged on June 29, 2026.

In accordance with the new authorization to be resolved on the issue of stock options on the basis of the Stock Option Program 2023, the existing Conditional Capital 2020 as amended on July 6, 2022 shall be supplemented by a reference to the Stock Option Program 2023 without any change in its amount and Section 7 (4) of the Articles of Association shall be revised accordingly.

The Conditional Capital 2020, as amended on June 23, 2023, now up for resolution in the amount of EUR 2,443,887 continues to correspond to 10 percent of the current share capital of the Company and serves to enable the Company to issue new shares and use them to transfer them to the beneficiaries in the event that they exercise the stock options granted to them. The new shares will only be issued if stock options have been issued to beneficiaries in accordance with the conditions set out in the Annual General Meeting resolutions of July 22, 2020, June 30, 2021, July 6, 2022 and June 23, 2023 and the beneficiaries exercise their subscription rights after expiry of the waiting period and in accordance with the achievement of the performance targets set out in the respective authorizations and the conditions otherwise set out in the Stock Option Program as of 2020, the Stock Option Program as of 2021, the Stock Option Program 2022 and the Stock Option Program 2023 proposed for resolution under agenda item 5. Due to the earmarking of the Conditional Capital 2020 as amended on June 23, 2023, shareholders have no subscription rights to the new shares.

The Executive Board and the Supervisory Board are convinced that the proposed amendment to the authorization to issue stock options under the existing stock option programs and the creation of a new authorization to issue options on the basis of the Stock Option Program 2023 (including the corresponding amendment to the Conditional Capital 2020 as amended on July 6, 2022) are particularly suitable for providing a sustainable performance incentive for the beneficiaries in the



future and thus contributing to a sustainable increase in the value of the Company in the interests of the Company and its shareholders.

Further information and notes on the Annual General Meeting

Pursuant to Section 121 (3) and Section 122 (3) AktG the Company as a non-listed company must only state company name, registered office of the Company, time and place of the Annual General Meeting as well as the agenda including the proposed resolutions in the convening. The following notes are voluntary in order to support shareholders in exercising their rights at the Annual General Meeting.

Total number of shares and voting rights at the time of convening the Annual General Meeting

The share capital of the Company amounts to EUR 24,438,870.00 and is divided into 24,438,870 registered no-par value shares (ordinary shares). Each share grants one vote. The total number of shares and voting rights at the time of convening the Annual General Meeting is therefore 24,438,870. At the time of convening the Annual General Meeting, the Company holds 298.397 treasury shares from which the Company has no rights.

Information on the conduct of the virtual Annual General Meeting, video, and audio transmission of the Annual General Meeting on the internet

With the consent of the Supervisory Board, the Executive Board has decided, that the Annual General Meeting of the Company to be held on June 23, 2023 shall be convened in accordance with Section 118a AktG, Section 26n of the Introductory Act of the Stock Corporation Act (EgAktG) – amended by the German act on the introduction of the virtual shareholders' meetings at stock corporations and amendment of cooperative and insolvency and restructuring regulations dated July 20, 2022 (Gesetz zur Einführung virtueller Hauptversammlungen von Aktiengesellschaften und Änderung genossenschafts- sowie insolvenz- und restrukturierungsrechtlicher Vorschriften vom 20. Juli 2022) – as a virtual General Meeting without the physical presence of the shareholders or their proxies (with the exception of the Company's proxy).

The entire Annual General Meeting will be transmitted live on the internet for shareholders who are entered in the share register, in accordance with the following provisions, on June 23, 2023, from 10:00 a.m. CEST from the Conference room: Zuses Ballsaal on the Shareholders Portal accessible via the Company's website at

<https://ir.exasol.com/hv>

in sound and vision. The access data required for the use of the password-protected Shareholder Portal will be sent to the shareholders together with the registration documents for the Annual General Meeting. Physical attendance of shareholders and their proxies (with the exception of the proxy nominated by the Company) at the place of the meeting is excluded. Shareholders or their



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proxies may exercise their voting rights exclusively by postal vote or by granting a power of attorney to the proxy appointed by the Company.

Details of the password-protected Shareholder Portal

Via the password-protected Shareholder Portal, the shareholders (or their proxies) can follow the virtual Annual General Meeting live in sound and vision and, in accordance with the procedure provided for this purpose, submit questions or statements, exercise their voting rights by means of electronic postal voting, grant proxy or file objections against a resolution of the Annual General Meeting, as detailed below. A voting shareholder may access a Verification, that his vote was counted within one month from the day after the annual general meeting in accordance with Section 129 (1) AktG. The individualized access data required for the use of the password-protected Shareholder Portal will be sent to the shareholders together with the registration documents for the Annual General Meeting.

Requirements for the participation in the Annual General Meeting and the exercise of voting rights; stop on transfer of shares

Shareholders who have registered with the Company by letter or e-mail via one of the following contact channels by the end of **June 16, 2023** (24:00 CEST) are entitled to attend the Annual General Meeting and to exercise their voting rights:

EXASOL AG
c/o Computershare Operations Center
80249 Munich, Germany

E-Mail: anmeldestelle@computershare.de

Until the expiry of the aforementioned deadline, the registration may also be submitted to the Company electronically via the password-protected Shareholder Portal on the Company's website at

<https://ir.exasol.com/hv>.

In accordance with statutory requirements, shareholders who are not entered in the share register until after the beginning of June 2, 2023, will not receive an invitation and therefore no access data for electronic registration without having requested to do so. However, they can request the invitation with the necessary access data via one of the contact channels specified above for the purposes of registering for the Annual General Meeting.

The shares are not blocked by the registration for the Annual General Meeting. The shareholders may dispose of their shares even after registration. The shareholding entered into the share register on the day of the Annual General Meeting is decisive for the voting right. This will equal the shareholding at the end of the last day of the registration period (June 16, 2023, 24:00 (CEST); so-called Technical Record Date) because during the time from June 17, 2023 (00:00 CEST) until the end of June 23, 2023 (24:00 CEST) no changes will be made to the share register.



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Intermediaries (e.g., a credit institution), shareholders' associations, proxy advisors and persons and institutions equivalent to these pursuant to Section 135 (8) AktG may only exercise the voting rights for shares which do not belong to them but of which they are registered as holders in the share register on the basis of an authorization by the shareholder.

General information on proxy voting

Shareholders who are registered in the share register on the day of the Annual General Meeting may also have their voting rights exercised by proxy, for example by an intermediary (e.g., a credit institution), a shareholders' association, a proxy advisor or the Company's proxy. In this case, too, timely registration is required.

Unless an intermediary (e.g., a credit institution), a shareholders' association, a voting advisor or another person or institution equivalent to these pursuant to Section 135 (8) AktG is authorized, the granting of the proxy, its revocation and the proof of authorization vis-à-vis the Company require text form (Section 126b of the German Civil Code (BGB)). For this purpose, shareholders may use the proxy form sent to them together with the registration form. The power of attorney may also be granted electronically via the password-protected Shareholder Portal.

If, on the other hand, an intermediary (e.g., a credit institution), a shareholders' association, a proxy advisor or another person or institution equivalent to these pursuant to Section 135 (8) AktG is authorized, Section 135 AktG must be observed. Accordingly, the aforementioned persons or institutions are in particular obliged to record the power of attorney in a verifiable manner; it must also be complete and may only contain declarations related to the exercise of voting rights. In addition, in these cases, further particularities may have to be observed, which are to be enquired about with the respective person to be authorized.

If a shareholder authorizes more than one person, the Company may reject one or more of them.

Shareholders who have given due notification of attendance or their proxies may submit proof of proxy authorization until the end of **June 22, 2023** (24:00 CEST) via one of the following contact channels by letter or by e-mail:

EXASOL AG
c/o Computershare Operations Center
80249 Munich, Germany

E-Mail: anmeldestelle@computershare.de

These means of transmission are also available until the aforementioned date if the proxy is to be granted by declaration vis-à-vis the Company; in this case, separate proof of the granting of the proxy is not required.

The revocation of a proxy already granted may also be declared directly to the Company by these means of transmission until the aforementioned time.



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Prior to and on the day of the Annual General Meeting until a given time by the chair of the meeting, proxies may also be granted, amended, or revoked electronically via the password-protected Shareholder Portal available on the website of the Company at

<https://ir.exasol.com/hv>

in accordance with the procedures provided for this purpose. An amendment or revocation via the password-protected Shareholder Portal is also possible with regard to proxies issued or evidenced to the Company by letter or by e-mail.

Proxies may also not physically participate in the Annual General Meeting. They may only exercise the voting right for the shareholders they represent within the scope of their respective power of attorney by way of postal vote or by (sub-)authorization of the Company's proxy who is bound by instructions. The proxy requires individual access data to use the Shareholder Portal. After granting the power of attorney to the Company or providing proof of a power of attorney granted to the proxy, the Company will provide the necessary access data for the proxy. We ask the shareholders to handle the access data for the Shareholder Portal with care.

Proxy voting by the proxy nominated by the Company

The Company also offers its shareholders (or their proxies) the option of authorizing the proxy appointed by the Company prior to the Annual General Meeting. In this case, too, timely registration is required. The proxy will exercise the voting rights of the shareholders in accordance with the instructions given to him; he is only authorized to exercise voting rights insofar as an express instruction on the individual agenda items has been given. Proxies and instructions must be submitted in text form. Shareholders will receive the relevant forms together with the registration documents or their proxies together with the confirmation of registration. The powers of attorney for the proxy, including the instructions to be issued, must be received by the Company by the end of **June 22, 2023** (24:00 CEST) via one of the following contact channels by letter or by e-mail:

EXASOL AG
c/o Computershare Operations Center
80249 Munich, Germany

E-Mail: anmeldestelle@computershare.de

Powers of attorney and instructions to the Company's proxy may also be issued electronically in advance via the password-protected Shareholder Portal available on the Company's website at

<https://ir.exasol.com/hv>

in accordance with the procedure provided for this purpose, even on the day of the Annual General Meeting on June 23, 2023 until the given time by the chair of the meeting.

Powers of attorney and instructions to the Company's proxy may also be amended or revoked by the aforementioned means of transmission until the aforementioned times. An amendment or



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revocation via the password-protected shareholder portal is also possible with regard to powers of attorney and instructions issued to the proxy appointed by the Company by letter or e-mail.

The Company's proxy will not accept powers of attorney to file objections against resolutions of the Annual General Meeting or to submit questions or motions.

Further details on proxy voting by the Company's proxy can be found in the documents sent to the shareholders.

Voting by postal vote

Shareholders and their proxies may also exercise the voting right by postal vote. Only those shareholders are entitled to exercise their voting rights by postal vote who have duly and timely registered in accordance with the requirements set out in the Section "Requirements for the participation in the Annual General Meeting and the exercise of voting rights; stop on transfer of shares". Voting by absentee ballot postal vote may be made either **in writing** using the postal voting form sent for this purpose with the registration documents or the confirmation of registration or by way of **electronic communication** via E-Mail or the Company's Shareholder Portal available on the Company's Website at

<https://ir.exasol.com/hv>.

Votes cast by means of the postal voting form may be submitted by post or by e-mail and must be received by the Company at the address below no later than **June 22, 2023** (24:00 CEST):

EXASOL AG
c/o Computershare Operations Center
80249 Munich, Germany

E-Mail: anmeldestelle@computershare.de

Shareholders can find the details in the explanations provided there. The electronic postal vote via the Shareholder Portal is also possible during the virtual Annual General Meeting but must be completed by the given time declared by the chair of the meeting. Until this time, it is also possible to revoke or change the vote via the Shareholder Portal. A change or revocation via the password-protected Shareholder Portal is also possible with regard to votes cast by letter or e-mail. A change or revocation via the password-protected Shareholder Portal is also possible with regard to votes cast by letter or e-mail (written postal vote).

Additional Information on exercising voting rights

Should voting rights be exercised in several ways (letter, e-mail, electronically per the Shareholders Portal or pursuant to Section 67c (1) and (2) sentence 3 AktG in conjunction with Article 2 (1) and (3) and Article 9 (4) of the Implementing Regulation ((EU) 2018/1212)) through postal vote, or powers of attorney and instructions given, they will be taken into account, without consideration for the time they were received, in the following order: 1. electronically per the Shareholders Portal, 2.



pursuant to Section 67c (1) and (2) sentence 3 AktG in conjunction with Article 2 (1) and (3) and Article 9 (4) of the Implementing Regulation ((EU) 2018/1212), 3. per e-mail and 4. per letter.

If several postal votes or powers of attorney and instructions are received by the same means of communication, the one received last shall be deemed binding.

Should more than one form of exercising voting rights be transmitted by the same means on communication, the following applies: postal votes precede over powers of attorney and instructions to the Company's proxy as the latter precedes over powers of attorney and instructions empowering an intermediary, a shareholders' association, a voting advisor pursuant to Section 134a AktG as well as another person equivalent to these pursuant to Section 135 (8) AktG.

Should an intermediary, a shareholders' association, a voting advisor pursuant to Section 134a AktG as well as another person equivalent to these pursuant to Section 135 (8) AktG be unwilling to exercise the given instructions, the Company's proxy will be authorized according to those instructions.

Should an individual vote be held on an agenda item instead of a collective vote, a postal vote or instruction on this agenda item as a whole shall also be deemed to be a corresponding instruction for each item of the individual vote.

Shareholders' rights

1. Requests for additions to the agenda pursuant to Section 122 (2) AktG

Shareholders whose shares together amount to one-twentieth of the share capital, or the proportionate amount of EUR 500 000.00 (this equals 500,000 shares) may demand that items be placed on the agenda and be announced. Pursuant to Section 122 (2) sentence 2 AktG, each new item must be accompanied by a statement of reasons or a draft resolution. Pursuant to Section 122 (1) sentence 1 AktG, the request must be made in writing to the Executive Board of the Company. Pursuant to Section 122 (2) sentence 3 AktG, it must be received by the Company at least 24 days prior to the meeting, i.e. by the end of **May 23, 2023** (24:00 CEST) at the latest.

We request that any requests for additions be submitted in writing to the following address:

EXASOL AG
- Executive Board -
Neumeyerstrasse 22-26
90411 Nuremberg, Germany

The applicant(s) must prove that he/she/they is/are the holder of a sufficient number of shares for the duration of the statutory minimum holding period of 90 days (Sections 122 (2), 122 (1) sentence 3 in conjunction with Section 121 (7) and Section 70 AktG) and that he/she/they will hold these shares until the Executive Board has decided on the request.



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Additions to the agenda to be announced shall be published in the Federal Gazette without delay after receipt of the request (Section 124 (1) sentence 2 in conjunction with Section 121 (4) AktG). They will also be published on the Company's website at

<https://ir.exasol.com/hv>

and communicated pursuant to Section 125 (1) sentence 3 AktG.

2. Countermotions and election proposals pursuant to Sections 126 (1), 127 AktG

Countermotions (including any reasons) against a proposal of the Executive Board and/or the Supervisory Board on a specific agenda item shall be made available by the Company if they are received no later than 14 days prior to the meeting, i.e. no later than the end of **June 8, 2023** (24:00 CEST), via one of the following contact channels by post or e-mail:

EXASOL AG
- Executive Board -
Neumeyerstrasse 22-26
90411 Nuremberg, Germany

E-mail: hauptversammlung@exasol.com

Subject to Section 126 (2) and 3 AktG, countermotions by shareholders to be made accessible, including the name of the shareholder and the statement of grounds, as well as any statements by the management in this regard, will be published on the Company's website at

<https://ir.exasol.com/hv>.

Pursuant to Section 127 AktG, the above provisions apply mutatis mutandis to a shareholder's proposal for the election of Supervisory Board members or auditors. However, such proposals do not have to be substantiated. A nomination also does not have to be made accessible if it does not contain the name, practiced profession and place of residence of the proposed person (Section 124 (3) sentence 4 AktG).

In the cases specified in Section 126 (2) AktG, a countermotion and its grounds or a nomination for election do not have to be made available by the Company. According to this, a countermotion or election proposal does not have to be made available if, among other things, the Executive Board would render itself liable to prosecution by making it available or if the countermotion or election proposal would lead to a resolution of the Annual General Meeting that is contrary to law or the Articles of Association. The statement of grounds also need not be made available if it exceeds 5,000 characters in total.

Countermotions and election proposals that have not been received by the end of June 8, 2023 (24:00 CEST) in compliance with the above requirements will not be published by the Company.



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A countermotion or election proposal to be made accessible in accordance with Sections 126, 127 AktG shall be deemed to have been submitted at the time they are made available in accordance with Section 126 (4) AktG if the shareholder making the motion or election proposal has duly registered for the Annual General Meeting. This does not affect the right of the chairman of the meeting to vote on the management's proposals first.

Countermotions, election proposals and other motions can also be submitted during the Annual General Meeting by means of video communication, i.e., as part of the right to speak.

3. Shareholders' right to submit statements pursuant to Section 130a (1) to (4) AktG

Shareholders who have duly registered for the Annual General Meeting or their proxies have the right to submit statements on items on the agenda by no later than five days prior to the meeting; this period shall not include the day of receipt and the day of the Annual General Meeting, i.e., statements must be received by midnight on **June 17, 2023** (CET).

Statements must be submitted in text form in German via the Shareholder Portal available on the Company's website at

<https://ir.exasol.com/hv>

Statements may be up to 10.000 characters in length (including spaces). Statements that must be made available will be published no later than midnight on **June 18, 2023** (CET) on Shareholder Portal available on the Company's website at

<https://ir.exasol.com/hv>.

Any statements by the administration will also be made available under the mentioned Shareholder Portal. By submitting statements, shareholders or proxy representatives consent to publication of the statements with the disclosure of their name and place of residence or registered office. Management's position, if any, on them will also be made available in the above-mentioned Internet Service.

The possibility of submitting statements does not constitute a means of submitting questions before the Annual General Meeting pursuant to Section 131 (1a) of the German Stock Corporation Act (AktG). Consequently, any questions contained in statements will not be answered at the virtual Annual General Meeting, unless they are asked as part of the right to speak at the Annual General Meeting. Proposals, election nominations and objections to resolutions of the Annual General Meeting contained in the statements will likewise not be considered. These must be submitted or declared solely in the manner specified separately in this notice of the Annual General Meeting.



4. Shareholders' right to speak, right to submit proposals and right to obtain information at the Annual General Meeting pursuant to Sections 118a (1) sentence 1 no. 4, no. 7, 130 (5) and (6), 131 AktG

Shareholders who have given due notification of attendance have a right to speak at the Annual General Meeting by way of video communication. Motions and election proposals in accordance with § 118a (1) sentence 2 no. 3 AktG, follow-up questions in accordance with § 131 (1d) AktG and questions in accordance with § 131 (1e) AktG may be part of such an address.

To exercise the right to speak the video communication provided by the Company within the Shareholder Portal must be used, which is why an internet capable device with a camera and microphone, which can be accessed by the browser, as well as a stable internet connection is necessary. The chair of the meeting will specify the process of requesting to speak and be given the floor.

The right to speak can also be exercised by an authorized third person. The Company's proxy however, will not exercise the right to speak for the shareholders who authorized her.

In accordance with Section 130a (6) AktG the Company reserves the right to examine the working order of video communication between shareholders or proxies and the Company at the meeting and prior to the address and to reject the address if the working order of video communication is not ensured.

Pursuant to Section 20 of the Company's Articles of Association, the Chair of the Meeting may appropriately limit the time allowed for shareholders to ask questions and speak. In particular, the chair is authorized to specify the time allowed for the entire Annual General Meeting, for discussions on the individual agenda items, and for individual questions and addresses at the beginning of or during the Annual General Meeting.

It is envisaged that the chair of the meeting determines during the Annual General Meeting, that the right to speak, the right to submit proposals and the right to obtain information may be exercised solely by means of video communication. Any other manner of submitting questions by electronic or other means of communication is not envisaged either before or during the Annual General Meeting.

5. Possibility to object to resolutions of the Annual General Meeting pursuant to Section 118a (1) sentence 2 no. 8 AktG in conjunction with Section 245 no. 1 AktG

Registered shareholders or their proxies who have exercised the voting right in accordance with the procedures provided for by way of postal vote or by granting power of attorney and issuing instructions to the Company's proxy have the opportunity to declare objections to resolutions of the Annual General Meeting via the password-protected Shareholder Portal from the opening of the Annual General Meeting on June 23, 2023 until its closing by the



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chairperson of the meeting. The Company's proxy will not declare objections to the resolutions of the Annual General Meeting in the record of the notary.

The notary gave authority to the Company to accept objections through the password-protected Shareholder Portal and thereby receives the objections.

6. Right to receive confirmation of the vote count pursuant to Section 129 (5) sentence 1 AktG

Pursuant to Section 129 (5) sentence 1 AktG, a voting shareholder may request confirmation from the Company within one month after the day of the Annual General Meeting as to whether and how his/her vote was counted. The Company shall provide the confirmation in accordance with the requirements in Art. 7 (2) and Art. 9 (5) subparagraph 2 of the Implementing Regulation (EU) 2018/1212. The confirmation will be provided on the password-protected Shareholder Portal. If the confirmation is issued to an intermediary (e.g., a credit institution), the intermediary shall immediately transmit the confirmation to the shareholder pursuant to Section 129 (5) sentence 3 AktG.

Further information on voting according to Table 3 of the Implementing Regulation (EU) 2018/1212.

No resolution proposal is made under agenda item 1 and therefore no vote is planned (for explanation see there). Under agenda items 2 to 9, the votes on the announced resolution and election proposals are binding. Shareholders can vote "yes" (in favor) or "no" (against) on all resolutions, or abstain from voting (abstention) or cast a blank ballot, i.e. not participate in the vote in the last two options.

Timings in this convocation

All time information in this convocation refers to Central European Summer Time (CEST). With regard to the Coordinated Universal Time (UTC), this corresponds to the ratio UTC = CEST minus two hours.

Data protection information for shareholders and shareholder representatives

EXASOL AG, as the controller within the meaning of Article 4 no. 7 of the General Data Protection Regulation ("**DS-GVO**"), processes personal data (surname and first name, address, e-mail address, number of shares, class of shares, type of ownership of the shares; if applicable, surname, first name and address of the shareholder representative appointed by the respective shareholder, if applicable) on the basis of the data protection provisions applicable in Germany in order to enable the shareholders and shareholder representatives to exercise their rights in the context of the Annual General Meeting. EXASOL AG is represented by the members of its Executive Board, Mr. Jörg Tewes, Mr. Mathias Golombek and Mr. Jan-Dirk Henrich.

Insofar as the personal data was not provided by the shareholders in the context of the registration for the Annual General Meeting or obtained from the share register for registered shares, the bank



managing the securities account shall transmit the personal data of the shareholders to EXASOL AG. The personal data of shareholders and shareholder representatives is processed exclusively for the preparation, implementation and follow-up of the Annual General Meeting and only to the extent absolutely necessary to achieve this purpose. The legal basis for the processing is Article 6 (1) (c) DS-GVO. EXASOL AG shall store this personal data only for as long as is necessary for the aforementioned purpose or to the extent that the Company is entitled or obliged by law to store personal data. For the data collected in connection with the Annual General Meeting, the storage period is regularly up to three years.

EXASOL AG's service providers, which are commissioned for the purpose of organizing the Annual General Meeting, only receive personal data from EXASOL AG that is required for the performance of the commissioned service and process the data exclusively in accordance with EXASOL AG's instructions.

In addition, personal data will be made available to shareholders and shareholder representatives as well as third parties in connection with the Annual General Meeting within the scope of the statutory provisions, namely via the list of participants. This data may be inspected by shareholders for up to two years thereafter pursuant to Section 129 (4) AktG. With regard to the transmission of personal data to third parties in the context of an announcement of shareholder requests for additions to the agenda as well as counter motions and election proposals by shareholders, reference is made to the above explanations.

With regard to the processing of personal data, shareholders and shareholder representatives may request EXASOL AG to provide them with information about their personal data pursuant to Art. 15 DS-GVO, to correct their personal data pursuant to Art. 16 DS-GVO, to delete their personal data pursuant to Art. 17 DS-GVO, to restrict the processing of their personal data pursuant to Art. 18 DS-GVO and to transfer certain personal data to them or to a third party designated by them (right to data portability) pursuant to Art. 20 DS-GVO.

Shareholders and shareholder representatives may assert these rights against EXASOL AG free of charge via one of the following contact channels:

EXASOL AG
Neumeyerstrasse 22-26
90411 Nuremberg, Germany

E-mail: hauptversammlung@exasol.com

In addition, shareholders and shareholder representatives have a right of appeal to the data protection supervisory authorities pursuant to Art. 77 DS-GVO.

You can reach the Company data protection officer of EXASOL AG at:



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Mr Bernhard Bock
Project 29 GmbH & Co KG
Ostengasse 14
93047 Regensburg, Germany

E-mail: anfrage@projekt29.de

Nuremberg, May 2023

EXASOL AG

- The Executive Board -