



**Invitation to the
Annual General
Meeting 2024**



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: a981a0a66d01ef11b53300505696f23c
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 20, 2024 formal specification according to EU-IR: 20240620
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, virtual without physical presence 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 formal specification according to EU-IR: https://ir.exasol.com/hv

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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>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 13, 2024, at midnight (CEST) (corresponds to 22:00 UTC)</p> <p>formal specification according to EU-IR: 20240613, 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

Dear Sir or Madam,

we hereby invite the Shareholders of our Company to the

Annual General Meeting,

held as a virtual Annual General Meeting on

Thursday, June 20, 2024 at 10:00 a.m.

The Annual General Meeting will be held without physical presence of the shareholders or their proxies with exception of the Company's proxy. The venue of the meeting is the conference room Zuses Ballsaal, 6th floor, Neumeyerstraße 22 -26, 90411 Nuremberg. Shareholders may follow the Annual General Meeting live in sound and video via the internet and shareholders may exercise their voting rights by postal vote (written or by electronic communication) or by granting proxy authorization.

Please be aware of the regulations on the registration for the Annual General Meeting, which is still necessary.

A. Agenda

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, 2023 and the report of the Supervisory Board for the 2023 financial year

The Supervisory Board approved the annual financial statements prepared by the Executive Board in April 2024. 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.



2. Resolution on the discharge of the members of the Executive Board for the 2023 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 2023 financial year.

3. Resolution on the discharge of the members of the Supervisory Board for the 2023 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 2023 financial year.

4. Resolution on the election of the auditor and the group auditor for the 2024 financial year

The Supervisory Board proposes to appoint CM Treuhandsgesellschaft Regensburg mbH, Regensburg, as auditor of the financial statements and auditor of the consolidated financial statements for the financial year 2024.

5. Resolution on cancellation of the Authorized Capital 2022 and creating a new Authorized Capital 2024 including the authorization to exclude subscription rights, and corresponding amendments to the Articles of Association

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

- a) To the extent to which the existing authorization to increase the Company's share capital (Authorized Capital 2022) has not been utilized, as well as the corresponding section 7 (2) of the Articles of Association be revoked with effect from the date of entry into the Commercial Register of the new Authorized Capital 2024 to be resolved below.

- b) The Executive Board shall be authorized, with the approval of the Supervisory Board, to increase the Company's share capital until June 19, 2029 by a total of up to EUR 8,064,827.00 by issuing up to 8,064,827 new no-par value shares registered in the names



of the holders against contributions in cash and/or in kind on one or more occasions (Authorized Capital 2024). The shareholders shall generally have subscription rights.

However, the Executive Board shall be authorized, with the approval of the Supervisory Board, to exclude the shareholders' subscription rights in whole or in part, whereby the total amount of subscription rights under this authorization may not exceed 10% of the share capital at the time this authorization is entered in the commercial register. The exclusion of the subscription rights shall only be permitted in the following cases:

- (i) In the event of capital increases against cash contributions, if shares in the Company are traded on a stock market (regulated market or open market or the successors to these segments), the capital increase does not exceed 10% of the share capital and the issue price of the new shares is not significantly below the stock market price of shares of the Company of the same class and features already traded on the stock market within the meaning of sections 203 (1) and (2), 186 (3) sentence 4 AktG at either the time of coming into effect or the time of this authorization being exercised and all further requirements of section 286 (3) sentence 4 AktG are met. The amount attributable to shares issued or sold during the term of this authorization up to the time of its exercise on the basis of other corresponding authorizations with the exclusion of subscription rights in direct or analogous application of section 186 (3) sentence 4 AktG is to be offset against the amount of 10% of the share capital, insofar as such offsetting is required by law. For the purposes of this authorization, the issue price in the case of the acquisition of the new shares by an issuing intermediary with a simultaneous obligation on the part of the issuing intermediary to offer the new shares for purchase to one or more third parties determined by the Company is the amount to be paid by the third party or third parties;
- (ii) In the event of capital increases against contributions in kind, in particular for the acquisition of companies, parts of companies and equity interests in companies, industrial property rights such as patents, trademarks or licenses relating thereto or other product rights or other contributions in kind, including bonds, convertible bonds and other financial instruments;
- (iii) Insofar as necessary to grant the holders or creditors of bonds with option or conversion rights or obligations issued by the company or its group companies a subscription right to new shares to the extent to which they would be entitled after exercising their option or conversion rights or after fulfilling an option or conversion obligation; or



- (iv) for fractional amounts arising as a result of the subscription ratio.

The Executive Board shall be authorized, with the approval of the Supervisory Board, to determine the further content of the share rights and other details of the capital increase as well as its implementation. The Executive Board shall be authorized to determine that new shares are to be acquired by a credit institution, a securities institution or a Company operating in accordance with section 53 (1) sentence 1 or section 53b (1) sentence 1 or section 7 of the German Banking Act (KWG) with the obligation to offer them to the shareholders for subscription in accordance with section 186 (5) AktG.

The Supervisory Board is authorized to amend the Articles of Association in accordance with the respective scope of the share capital increase from the Authorized Capital 2024.

- c) Section 7 (2) of the Articles of Association shall be amended as follows:

“The Executive Board shall be authorized, with the approval of the Supervisory Board, to increase the Company’s share capital until June 19, 2029 by a total of up to EUR 8,064,827.00 by issuing up to 8,064,827 new no-par value shares registered in the names of the holders against contributions in cash and/or in kind on one or more occasions (Authorized Capital 2024). The shareholders shall generally be granted subscription rights.

However, the Executive Board shall be authorized, with the approval of the Supervisory Board, to exclude the shareholders’ subscription rights in whole or in part, whereby the total amount of subscription rights under this authorization may not exceed 10% of the share capital at the time this authorization is entered in the commercial register. The exclusion of the subscription rights shall only be permitted in the following cases:

- (i) *In the event of capital increases against cash contributions, if shares in the Company are traded on a stock market (regulated market or open market or the successors to these segments), the capital increase does not exceed 10% of the share capital and the issue price of the new shares is not significantly below the stock market price of shares of the Company of the same class and features already traded on the stock market within the meaning of sections 203 (1) and (2), 186 (3) sentence 4 AktG at either the time of coming into effect or the time of this authorization being exercised and all further requirements of section 286 (3) sentence 4 AktG are met. The amount attributable to shares issued or sold during the term of this authorization up to the time of its exercise on the basis of other corresponding authorization with the exclusion of subscription rights in direct or analogous application of section 186 (3) sentence 4 AktG is to be offset against*



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the amount of 10% of the share capital, insofar as such offsetting is required by law. For the purposes of this authorization, the issue price in the case of the acquisition of the new shares by an issuing intermediary with a simultaneous obligation on the part of the issuing intermediary to offer the new shares for purchase to one or more third parties determined by the Company is the amount to be paid by the third party or third parties;

- (ii) In the event of capital increases against contributions in kind, in particular for the acquisition of companies, parts of companies and equity interests in companies, industrial property rights such as patents, trademarks or licenses relating thereto or other product rights or other contributions in kind, including bonds, convertible bonds and other financial instruments;*
- (iii) Insofar as necessary to grant the holders or creditors of bonds with option- or conversion rights or obligations issued by the company or its group companies a subscription right to new shares to the extent to which they would be entitled after exercising their option or conversion rights or after fulfilling an option or conversion obligation; or*
- (iv) for fractional amounts arising as a result of the subscription ratio.*

The Executive Board shall be authorized, with the approval of the Supervisory Board, to determine the further content of the share rights and other details of the capital increase as well as its implementation. The Executive Board shall be authorized to determine that new shares are to be acquired by a credit institution, a securities institution or a Company operating in accordance with section 53 (1) sentence 1 or section 53b (1) sentence 1 or section 7 of the German Banking Act (KWG) with the obligation to offer them to the shareholders for subscription in accordance with section 186 (5) AktG.

The Supervisory Board is authorized to amend the Articles of Association in accordance with the respective scope of the share capital increase from the Authorized Capital 2024.”

6. Resolution on the authorization to issue convertible bonds, bonds with warrants and profit participation rights with or without conversion or subscription rights and to exclude subscription rights

Executive Board and Supervisory Board propose to resolve as follows:

- a) The (previously unused) authorization to issue convertible bonds and/or bonds with warrants and/or convertible profit participation rights and/or profit participation rights and/or



participating bonds resolved by the Annual General Meeting on December 5, 2019 under agenda item 3 is revoked.

b) Volume

The Executive Board is authorized, with the approval of the Supervisory Board, to issue convertible bonds and/or bonds with warrants or profit participation rights with or without conversion rights (hereinafter also referred to collectively as “bonds”) with a total nominal value of up to EUR 25,000,000.00 on one or more occasions until June 19, 2029. The holders of the bonds referred to in the previous sentence may be granted conversion or subscription rights to up to 10,000,000 no-par value shares in the Company with a pro rata amount of the share capital totaling up to EUR 10,000,000.00. The conversion and subscription rights may be serviced from conditional capital to be resolved at this or future Annual General Meetings, from existing or future authorized capital and/or from a cash capital increase and/or from existing shares and/or provide for cash settlement instead of the delivery of shares.

c) Consideration

The bonds may be issued against cash contributions and also against contributions in kind, provided that the value of the contribution in kind equals the issue price. In addition to Euros the bonds may also be issued in the legal currency of an OECD country, subject to the maximum permissible total nominal amount.

d) Term

The bonds may be issued with or without a term.

e) Issue by a Group company

The bonds may also be issued by a group company of the Company within the meaning of section 18 AktG in which the company holds a direct or indirect interest of at least 75%; in this case the Executive Board is authorized, with the approval of the Supervisory Board, to assume the guarantee for the respective convertible bonds and/or bonds with warrants and/or profit participation rights on behalf of the Company and to grant the holders of bonds with warrants and/or convertible bonds or profit participation rights option or conversion rights to shares in the Company.

f) Subscription Rights



When the bonds are issued, the shareholders are entitled to a statutory subscription right, unless the subscription right is excluded in accordance with the following provisions. If the bonds are issued by a group company as described above under d), the Company is obliged to ensure that the statutory subscription right is granted to shareholders, unless the subscription right is excluded in accordance with the following provisions. The bonds may also be offered to an issuing intermediary with the obligation to offer them to the shareholders for subscription.

g) Exclusion of Subscription Rights

The Executive Board is authorized, with the approval of the Supervisory Board, to exclude shareholder's subscription rights, whereby the sum of the exclusions of subscription rights from this authorization may not relate to more shares (calculated at the time of issue of the respective instrument) than the amount corresponding to 10% of the share capital at the time this authorization was created:

- (i) To exclude fractional amounts from the subscription right;
- (ii) To offer the convertible bonds and/or bonds with warrants and/or profit participation rights with conversion or subscription rights to individual investors for subscription, provided that the proportion of shares to be issued on the basis of these bonds does not exceed 10% of the share capital existing when this authorization takes effect and when the resolution on the exercise of the authorization is adopted and the issue price of the bonds is not significantly lower than the theoretical market value of the bonds determined using recognized methods of financial mathematics, taking into account section 186 (3) sentence 4 AktG. The amount attributable to shares issued or sold during the term of this authorization up to the time of its exercise on the basis of other corresponding authorization with the exclusion of subscription rights in direct or analogous application of section 186 (3) sentence 4 AktG is to be offset against the amount of 10% of the share capital, insofar as such offsetting is required by law;
- (iii) To offer the profit participation rights without conversion or subscription rights to individual investors for subscription, insofar as the issue price is not significantly lower than the theoretical market value of the profit participation rights calculated using recognized methods of financial mathematics and insofar as the profit participation rights are only structured in a manner similar to bonds, i.e. do not confer rights similar to membership or conversion or subscription rights to shares in the Company, do not grant any participation in the liquidation proceeds and the



amount of the distribution is not based on the amount of the net profit for the year, the net profits or the dividend;

- (iv) Insofar as necessary to grant the holders of conversion and subscription rights granted by the Company or group companies to shares in the Company a subscription right to bonds issued in accordance with this authorization to the extent to which they would be entitled after exercising their conversion or subscription rights or after fulfilling any conversion obligation (protection against dilution), or;
- (v) Insofar as bonds are issued in return for contributions in kind, in particular for the acquisition of companies, parts of companies and equity interests in companies, industrial property rights such as patents, trademarks or licenses relating thereto or other product rights or other contributions in kind, including bonds, convertible bonds and other financial instruments as well as remuneration entitlements from virtual share option-/employee participation programs and the exclusion of subscription rights is in the overriding interest of the Company.

h) Subscription price, protection against dilution

In the case of convertible bonds and/or bonds with warrants and/or profit participation rights with conversion or subscription rights, an exchange or subscription ration must be determined. The exchange ratio is calculated by dividing the nominal amount of an individual bond by the fixed conversion price for one share. The exchange ratio can also be calculated by dividing the issue price of a bond, which is lower than the nominal amount, by the fixed conversion price for one share. These regulations apply accordingly to the subscription ratio. The conversion/option or subscription price to be determined for a share must be at least 80% of the average market price of the Company's share on the last ten trading days prior to the resolution of the Executive Board on the issue of the bonds in the opening auction in XETRA[®] trading on the Frankfurt Stock Exchange (or a successor system determined by Deutsche Börse AG) or, if XETRA[®] trading in the Company's shares does not take place, on the stock exchange on which most of the shares (number of shares) were traded in total during these ten trading days.

In the event that during the term of the bonds issued in accordance with this authorization, the Company increases the share capital while granting subscription rights to its shareholders or issues further bonds, including participating bonds or profit participation rights, with conversion or subscription rights to shares in the Company, without simultaneously granting subscription rights to the holders of the bonds issued in accordance with this resolution and with conversion or subscription rights, as they would be entitled to after exercising their conversion or subscription rights, the following



provisions in particular may be provided for in the terms and conditions of issue of the bonds (dilution protection clause):

- (i) **Capital increase against contributions and granting of other subscription rights**
In the event of a capital increase against contributions with the granting of subscription rights or the granting of other subscription rights, the conversion price is reduced by the subscription right value.
The “subscription right value” corresponds to (i) the average market price of the subscription right to which the shareholders are entitled to on the last ten trading days of subscription rights in the opening auction in XETRA[®] trading on the Frankfurt Stock Exchange (or a successor system determined by Deutsche Börse AG) or, if XETRA[®] trading in the Company’s shares does not take place, in open market trading on the Frankfurt Stock Exchange, or, if trading in subscription rights takes place in neither XETRA[®] trading nor open market trading on the Frankfurt Stock Exchange, on the stock exchange on which most of the shares (number of shares) were traded in total during these ten trading days, or, if trading in subscription rights takes place in neither XETRA[®] trading nor open market trading on the Frankfurt Stock Exchange, nor any other stock exchange, (ii) the value of the subscription right determined by the conversion agent or subscription agent specified in the terms and conditions of issue in accordance with mathematical methods.
- (ii) **Capital increase from Company funds**
In the event of a capital increase from Company funds, the conditional capital existing to secure the conversion right increases in the same proportion as the share capital (section 218 AktG). Bondholders are provided with as many additional shares when they exercise their conversion right as if they had already exercised their conversion right at the time of the capital increase from Company funds. Fractions of shares that arise as a result of a capital increase from Company funds are not offset when the conversion right is exercised.
- (iii) **Share split**
If the number of shares changes without the share capital changing (reclassification of the share capital), the provision set out in (ii) above shall apply mutatis mutandis.

In any case, the pro rata amount of the share capital of the shares to be subscribed per bond may not exceed the issue price of the bond.

i) Further terms and conditions of the bonds



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The Executive Board is authorized, with the approval of the Supervisory Board, to determine the further details of the issue and features of the bonds, in particular the term, issue, and exercise periods as well as termination, issue price of the bonds, interest rate, denomination and adjustment of the subscription price and establishment of a conversion obligation.

7. Resolution on the cancellation of the Conditional Capital 2019/I, creation of the Conditional Capital WSV 2024 and corresponding amendments to the Articles of Association

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

- a) The Conditional Capital 2019/1, in relation to which no instruments are outstanding, and the associated provision in section 7 (3) of the Articles of Association shall be cancelled.

- b) The share capital is conditionally increased by up to EUR 10,000,000.00 by issuing up to 10,000,000 new no-par value shares registered in the names of the holders with dividend entitlement from the beginning of the last financial year for which no resolution on the appropriation of profits has yet been passed (Conditional Capital WSV 2024). The conditional capital increase serves to service bonds issued on the basis of the authorization resolution of the Annual General Meeting on June 20, 2024, under agenda item 6. The conditional capital increase will only be carried out to the extent that
 - (i) The holders of convertible bonds and/or bonds with warrants and/or profit participation rights with conversion or subscription rights issued by the Company or its subordinated group companies until June 19, 2029 on the basis of the authorization resolution adopted by the Annual General Meeting on June 20, 2024 exercise their conversion or subscription rights and the Company decides to service the conversion or subscription rights from this Conditional Capital WSV 2024, or
 - (ii) The holders of convertible bonds and/or bonds with warrants and/or profit participation rights with conversion or subscription rights who are obliged to convert, which were issued by the Company or its subordinated group companies until June 19, 2029 on the basis of the authorization resolution passed by the Annual General Meeting on June 20, 2024, fulfill their obligation to convert and the Company decides to service the conversion or subscription rights from this Conditional Capital WSV 2024.

The shares will be issued in accordance with the provisions of the authorizing resolution of the Annual General Meeting on June 20, 2024 under agenda item 6, i.e. in particular at



least 80% of the average market price of the Company's share on the last ten trading days prior to the resolution of the Executive Board on the issue of the bonds in the opening auction in XETRA[®] trading on the Frankfurt Stock Exchange (or a successor system determined by Deutsche Börse AG) or, if XETRA[®] trading in the Company's shares does not take place, on the stock exchange on which most of the shares (number of shares) were traded in total during these ten trading days, taking into account the adjustments in accordance with the anti-dilution rules specified in the resolution of the aforementioned Annual General Meeting.

The Supervisory Board is authorized to amend the wording of the Articles of Association in accordance with the respective scope of the share capital increase from the Conditional Capital WSV 2024.

Section 7 (3) of the Articles of Association to be revised as follows:

"The share capital is conditionally increased by up to EUR 10,000,000.00 by issuing up to 10,000,000 new no-par value shares registered in the names of the holders with dividend entitlement from the beginning of the last financial year for which no resolution on the appropriation of profits has yet been passed (Conditional Capital WSV 2024). The conditional capital increase serves to service bonds issued on the basis of the authorization resolution of the Annual General Meeting on June 20, 2024, under agenda item 6. The conditional capital increase will only be carried out to the extent that

- (i) The holders of convertible bonds and/or bonds with warrants and/or profit participation rights with conversion or subscription rights issued by the Company or its subordinated group companies until June 19, 2029 on the basis of the authorization resolution adopted by the Annual General Meeting on June 20, 2024 exercise their conversion or subscription rights and the Company decides to service the conversion or subscription rights from this Conditional Capital WSV 2024, or*
- (ii) The holders of convertible bonds and/or bonds with warrants and/or profit participation rights with conversion or subscription rights who are obliged to convert, which were issued by the Company or its subordinated group companies until June 19, 2029 on the basis of the authorization resolution passed by the Annual General Meeting on June 20, 2024, fulfill their obligation to convert and the Company decides to service the conversion or subscription rights from this Conditional Capital WSV 2024.*

The shares will be issued in accordance with the provisions of the authorizing resolution of the Annual General Meeting on June 20, 2024 under agenda item 6, i.e. in particular at least 80% of the average market price of the Company's share on the last ten trading days prior to the resolution of the Executive Board on the issue of the bonds in the opening



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auction in XETRA[®] trading on the Frankfurt Stock Exchange (or a successor system determined by Deutsche Börse AG) or, if XETRA[®] trading in the Company's shares does not take place, on the stock exchange on which most of the shares (number of shares) were traded in total during these ten trading days, taking into account the adjustments in accordance with the anti-dilution rules specified in the resolution of the aforementioned Annual General Meeting.

The Supervisory Board is authorized to amend the wording of the Articles of Association in accordance with the respective scope of the share capital increase from the Conditional Capital WSV 2024."

8. Resolution on changing section 17 (Venue of the Annual General Meeting) of the Articles of Association

Executive Board and Supervisory Board propose to resolve as follows:

Section 17 of the Articles of Association to be revised as follows:

"§ 17 Venue of the Annual General Meeting

The Annual General Meeting is to be held at the Company's registered office, in another city in the federal state of Bavaria with more than 100,000 inhabitants or at the registered office of a German stock exchange, at the discretion of the body convening the meeting."

B. Further details and information

1. Virtual Annual General Meeting without the physical presence of the shareholders or their proxies; video, and audio transmission of the Annual General Meeting

Pursuant to section 18 (8) of the Articles of Association the Executive Board has decided, that the Annual General Meeting of the Company shall be convened as a virtual General Meeting without the physical presence of the shareholders in accordance with section 118a AktG. Holding the Annual General Meeting as a virtual General Meeting results in several modifications in the course of the Annual General Meeting as opposed to an attended event. Therefore, we ask our shareholders to pay particular attention to the following information.

Shareholders who registered in due form and time and who are registered in the share register as well as their representatives will be able to follow the entire Annual General Meeting live through sound and vision by using the password-protected shareholder portal available as of May 17, 2024 at

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



To enter the shareholder portal the shareholders require their shareholder number and the associated password, both of which are contained in the materials sent to shareholders together with the notice of the Annual General Meeting.

2. Requirements for the registration to in the Annual General Meeting and the exercise of voting rights

Shareholders who are registered in the share register (*Aktienregister*) and who have registered with the Company by the end of June 13, 2024, 12:00 am are entitled to exercise their voting rights pursuant to section 18 of the Articles of Association. Compliance with the time period for registration is determined with reference to the time the registration is received by Exasol.

As of May 17, 2024 the registration can be submitted on the internet via the password-protected shareholder portal available at

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

The shareholders gain access by entering their shareholder number and the associated password.

The registration can also be completed through mail or e-mail at the following address:

Exasol AG
c/o Computershare Operations Center
80249 Munich
E-Mail: anmeldestelle@computershare.de

In relation to the company, section 67 (2) sentence 1 of the German Stock Corporations Act defines a shareholder – who is entitled to exercise voting rights – as someone who is listed in the share register. As a result, the status of the entries in the share register on the day of the Annual General Meeting is decisive for determining the number of votes a shareholder or his representative is entitled to. For technical processing reasons, no changes to the share register will be carried out (so called “registration stop”) between the end of June 13, 2024, 12:00 am (so-called “technical record date”), and the conclusion of the General Annual Meeting. Therefore, the entry status in the share register on the day of the General Meeting will correspond to the status after the last change of registration on June 13, 2024. All buyers of the Company’s shares who are not yet registered in the share register are therefore asked to submit change of registration as soon as possible.

3. Procedure for exercising voting rights through postal voting



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Shareholders (or their proxies) may exercise their voting rights by postal vote by means of electronic communication (by entering them via the password-protected shareholder portal) or in writing. The prerequisite for exercising voting rights by postal vote is registration for the Annual General Meeting in due form and time.

The Company's shareholder portal for electronic postal voting at

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

will be available from May 17, 2024, until the close of voting by the chairman of the meeting after the end of the general debate at the Annual General Meeting. Shareholders will receive access data with the documents sent with this notice.

Voting rights may also be exercised by postal vote in writing. The form available at <https://ir.exasol.com/hv> can be used for this purpose. Written votes must be received by the Company at the following address by June 19, 2024, 12:00 am at the latest:

Exasol AG
c/o Computershare Operations Center
80429 Munich

4. Powers of attorney; Procedure for voting by proxy

Shareholders may also be represented by proxies, e.g. an intermediary, a shareholders' association, a proxy advisor or another person, when exercising their rights. The prerequisite for exercising voting rights by proxy is registration for the Annual General Meeting in due form and time.

The granting of proxies, their revocation and proof of authorization vis-à-vis the Company must be in text form if no proxy is granted in accordance with section 135 AktG.

Intermediaries, shareholders' associations, proxy advisors and persons treated as such under the German Stock Corporation Act may stipulate different requirements for the powers of attorney to be granted to them within the framework of the special provisions applicable to them under the German Stock Corporation Act (section 135 AktG). These requirements can be obtained from the person to be authorized.

From May 17, 2024, until the end of the Annual General Meeting, proxies can be granted and revoked electronically via the Company's password-protected shareholder portal at

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

Shareholders may also use the proxy form available for download at <https://ir.exasol.com/hv> to issue a proxy; however, shareholders may also issue a separate proxy in text form



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(section 126b BGB). For organizational reasons, the granting of proxies, their revocation and proof of authorization using the forms provided must be sent to the following address by June 19, 2024, 12:00 am (receipt by the Company) at the latest:

Exasol AG
c/o Computershare Operations Center
80429 Munich
E-Mail: anmeldestelle@computershare.de

Authorized representatives (with the exception of the proxies appointed by the Company) may also not physically attend the Annual General Meeting. They can only exercise the voting rights for the shareholders they represent by way of (electronic or written) postal vote or by granting a (sub)authorization to the Company's proxies.

In addition, the Company offers its shareholders the option of being represented by proxies appointed by the Company who are bound by instructions when exercising their voting rights. If shareholders or their proxies authorize the proxies appointed by the Company, they must always issue instructions for exercising their voting rights. Without these instructions, the authorization is invalid. The proxies of the Company are obliged to vote in accordance with the instructions.

Powers of attorney and instructions to the proxies appointed by the Company can be submitted electronically via the Company's shareholder portal, which will be available from May 17, 2024, at

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

This option is available until the close of voting by the chairman of the meeting after the end of the general debate at the Annual General Meeting.

Alternatively, authorizations and instructions can be issued to the proxies appointed by the Company using the proxy form provided by the Company for this purpose, which can be downloaded at <https://ir.exasol.com/hv>. For organizational reasons, the power of attorney and instructions for the proxy nominated by the Company must be sent to the following address by midnight on 19 June 2024 at the latest (receipt by the Company):

Exasol AG
c/o Computershare Operations Center
80429 Munich
E-Mail: anmeldestelle@computershare.de



5. Making counter motions and election proposals available

The shareholders have the possibility to submit counter motions and election proposals to the Company prior to the Annual General Meeting pursuant to sections 126 (1), 127 AktG. The Company will publish counter motions and election proposals on the Company's website, insofar as the legal prerequisites exist. The Executive Board and the Supervisory Board reserve the right to comment on counter motions and election proposals during the Annual General Meeting, insofar as the following requirements are met.

Counter motions and election proposals that are supposed to be made available by the Executive Board and the Supervisory Board pursuant to sections 126, 127 AktG need to be received no later than June 5, 2024, 12:00 am exclusively at one of the following contact channels:

Exasol AG
Executive Board
Neumeyerstraße 22 - 26
90411 Nuremberg
E-Mail: hauptversammlung@exasol.com

Counter motions and election proposals which are received otherwise will not be made available pursuant to sections 126, 127 AktG. The Company shall make counter motions including the name of the shareholder and the statement of grounds, as well as any statements by the management in this regard available at the following website:

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

A counter motion or election proposal to be made accessible in accordance with sections 126 (1) to (3), 127 AktG shall be deemed to have been submitted at the time they are made available in accordance with section 126 (4) AktG. Shareholders may vote on a counter motion or election proposal once they prove they fulfill the requirements to vote at the Annual General Meeting as stipulated in the Articles of Association and the law, i.e. after due registration. Should the shareholder submitting the counter motion or election proposal not properly authorized and registered, the motion may not be addressed in the Annual General Meeting.

Counter motions and election proposals can also be submitted during the Annual General Meeting by means of video communication through the password protected shareholder portal. This does not affect the right of the chairman of the meeting to vote on the management's proposals first. If the management's proposals are accepted with the necessary majority, counter motions or (differing) nominations become superfluous in this respect.



6. Requests for additions to the agenda

Pursuant to section 122 (2) AktG shareholders whose shares together amount to 5 % of the share capital, or the proportionate amount of EUR 500,000.00 may demand that items be placed on the agenda and be announced. Each new item must be accompanied by a statement of grounds or a draft resolution. The request is to be addressed to the Company's Executive Board and must be made in writing or in electronic form according to section 126a BGB (i.e. with a qualified electronic signature) and must be received at least 24 days prior to the meeting, i.e. by the end of May 26, 2024 (12:00 am) at one of the following contact channels:

Exasol AG
Executive Board
Neumeyerstraße 22 - 26
90411 Nuremberg
E-Mail (including qualified electronic signature): hauptversammlung@exasol.com

7. Statements pursuant to section 130a (1) to (4) AktG

Pursuant to section 130a (1) to (4) shareholders who have duly registered for the Annual General Meeting have the right to submit statements on items on the agenda in text form by electronic communication through the password protected shareholders portal available at:

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

Statements must be submitted as a data file in PDF format through the shareholders portal and may not exceed 10,000 characters (including spaces). By submitting statements, shareholders or proxy representatives consent to publication of the statements with the disclosure of their name in the shareholder portal.

Statements must be submitted no later than five days prior to the meeting, i.e. statements must be received by June 14, 2024, 12:00 am.

Statements by shareholders that must be made available and are received in due form and time will be published in the language they were submitted in and including any statements by the management no later than June 15, 2024, 12:00 am via the password protected shareholder portal available at:

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

Statements will not be made available, if they are not submitted by a duly registered shareholder or if the statement exceeds 10,000 characters (including spaces) or if the sections 130a (3) sentence 4 in conjunction with section 126 (2) sentence 1 no. 1, no. 3 or no. 6 AktG apply.



Countermotions and election proposals as well as questions and objections against resolutions of the Annual General Meeting contained in statements will not be addressed during the Annual General Meeting. Countermotions and election proposals as well as the right to obtain information and objections against resolutions of the Annual General Meeting may only be submitted declared or exercised in the manner specified separately in this notice of the Annual General Meeting.

8. Right to obtain information pursuant to section 131 AktG

Pursuant to section 131 (1) AktG, the Executive Board is to inform each stockholder at the General Meeting, upon a corresponding demand 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 duty to provide information also extends to include the legal and business relations of the Company with an affiliated enterprise as well as the situation of the group and the enterprises included in the consolidated financial statements.

Pursuant to section 131 (1d) AktG each shareholder has the right to ask follow-up questions during the Annual General Meeting regarding all of the answers provided by the Executive Board during the meeting and while it is ongoing or regarding questions asked by shareholders exercising their right to speak during the Annual General Meeting. Furthermore each shareholder has the right to obtain information according to section 131 (4) AktG.

It is envisaged that pursuant to section 131 (1f) AktG the chairman of the meeting determines during the Annual General Meeting, that all variations of the right to obtain information according to section 131 AktG may be exercised solely by means of video communication.

9. Right to speak pursuant to section 130a (5) and (6) AktG

Shareholders or their representatives attending the Annual General Meeting by electronic means have a right to speak at the Annual General Meeting by way of video communication according to section 130a (5) and (6). Other than requests for information according to section 131 AktG the right to speak includes in particular countermotions and election proposals in accordance with section 118a (1) sentence 2 AktG. Addresses must be registered during the Annual General Meeting upon the request of the chair of the Annual General Meeting via the shareholder portal available at:

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

The chairman of the Annual General Meeting will explain in more detail the procedure for shareholders to request and be allowed to speak at the Annual General Meeting.



The minimum technical requirements for a live video feed are an Internet-capable device with a camera and microphone and a stable internet connection. The Company reserves the right to examine the working order of video communications between the shareholder and the Company at the Annual General Meeting and prior to the address and to reject the address if the working order of video communication is not ensured.

10. Right to object to resolutions of the Annual General Meeting pursuant to section 118a (1) sentence 2 no. 8 AktG

Shareholders or their representatives attending the Annual General Meeting by electronic means have a right to declare objections to resolutions of the Annual General Meeting by means of electronic communication. Such an objection can be declared with the notary appointed to record the Annual General Meeting via the shareholder portal at:

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

in line with the procedure set forth by the Company from the beginning to the end of the Annual General Meeting. Submitting an objection is possible from the start of the Annual General Meeting until the closing of the Annual General Meeting by the chair of the Annual General Meeting.

11. Data protection information

In connection with the Annual General Meeting the Company processes the following categories of personal data of shareholders, shareholder representatives and guests: contact data (f.e. name or e-mail address), information on the shares held by each shareholder (f.e. amount of shares) and administrative data (f.e. admission card number/voting card number). The processing of personal data in connection with the Annual General Meeting is based on article 6 (1) lit. c of the General Data Protection Regulation (DSGVO). Pursuant to article 6 (1) lit. c DSGVO the processing of personal data is lawful if it is necessary for compliance with a legal obligation. The Company is legally obliged to hold the Annual General Meeting. To comply with this duty the processing of the aforementioned personal data is required. Without the disclosure of your personal data shareholders will not be able to register for the Annual General Meeting.

The Company is responsible for the processing. You can contact the person responsible at:

Exasol AG
Executive Board
Neumeyerstraße 22 -26
90411 Nuremberg
E-Mail: hauptversammlung@exasol.com



Convenience translation

Personal data regarding shareholders and shareholder representatives will generally not be passed on to third parties. Third parties will only gain access to personal data if they were hired by the Company to provide services for the execution of the Annual General Meeting. These service providers typically include Annual General Meeting agencies, lawyers or auditors. Providers only gain access to personal data to the extent necessary for providing their service.

Within the scope of the statutory right to inspect the list of participants of the Annual General Meeting other participants and shareholders may access the acquired data in the list of participants of the Annual General Meeting. Countermotions, election proposals and additions to the agenda will be published including your personal data, if they were submitted by shareholders or shareholder representatives.

The aforementioned data will be stored and then deleted for up to 3 years (but no less than 2 years) after the closing of the Annual General Meeting unless further processing of the data is necessary to process applications, decisions or legal proceedings referring to the Annual General Meeting.

In order to enable the technical virtualization and to simplify the administration of the Annual General Meeting, further personal data is processed in so-called "logfiles". This concerns for example the IP-address, the used web browser as well as the date and the time of the access. This data will be deleted after the closing of the Annual General Meeting. The Company will only process the data for the purposes mentioned herein.

Shareholders and shareholder representatives have the right to request free information about their personal data stored by the Company. Additionally, they have the right to correct their personal data, the right to obtain restriction of data processed too extensively and the right to obtain erasure of personal data which has been unlawfully processed or has been stored too long (if no legal obligation to store the data and no other reasons according to article 17 (3) GDPR apply). Furthermore, shareholders and shareholder representatives have the right to receive the personal data provided to the Company concerning them in a commonly used format (right to data portability).

These rights may be asserted by e-mail to hauptversammlung@exasol.com.

Shareholders and shareholder representatives also have the right of appeal to the data protection supervisory authorities.

Shareholders and shareholder representatives can reach the Company data protection officer at:

Mr. Bernhard Bock
Projekt 29 GmbH & Co. KG
Ostengasse 14



Convenience translation

93047 Regensburg
E-Mail: anfrage@projekt29.de

Nuremberg, May 2024

The Executive Board