

Explanatory statement pursuant to Section 124 a (1) No. 2 of the German Stock Corporation Act (AktG) on the Annual General Meeting of NFON AG with its registered office in Munich

on June 30, 2023, at 10:00 a.m.

### **Explanation of TOP 1**

With regard to TOP 1 (presentation of the adopted Annual Financial Statements of NFON AG and the approved Consolidated Financial Statements as of December 31, 2022, the combined Management Report for NFON AG and the Group, including the explanatory report of the Management Board on the disclosures pursuant to Sections 289a, 315a of the German Commercial Code, and the Report of the Supervisory Board for financial year 2022), no resolution will be adopted by the Annual General Meeting, as the Supervisory Board has already approved the Annual Financial Statements and the Consolidated Financial Statements prepared by the Management Board. The Annual Financial Statements are therefore adopted in accordance with Section 172 sentence 1 of the German Stock Corporation Act (AktG). Therefore, no resolution of the Annual General Meeting pursuant to Section 173 (1) of the Stock Corporation Act on the adoption of the Annual Financial Statements or approval of the Consolidated Financial Statements is necessary. Nor is a resolution of the Annual General Meeting on the other documents to be submitted to the Annual General Meeting mentioned in TOP 1 required by law.