

Explanations pursuant to Section 124a(1) no. 2 AktG on the  
Annual General Meeting of  
NFON AG, registered offices in Munich

on 5 June 2019 at 10:00 a.m.  
Mercedes Tower, 13th floor, Arnulfstrasse 61, 80636 Munich

### **Explanations on item 1**

Item 1 (presentation of NFON AG's confirmed annual financial statements and the approved consolidated financial statements as at 31 December 2018, the combined management report for NFON AG and the Group including the Management Board's explanatory report on the disclosures in accordance with Sections 289a(1), 315a (1) of the German Commercial Code (*Handelsgesetzbuch* – HGB) and the Supervisory Board report for the 2018 financial year) has no resolution by the Annual General Meeting since the Supervisory Board has approved the annual financial statements and consolidated financial statements prepared by the Management Board. The annual financial statements are therefore confirmed pursuant to Section 172(1) of the German Stock Corporation Act (*Aktiengesetz* – AktG). Therefore, a resolution of the Annual General Meeting pursuant to Section 173(1) AktG on confirming the annual financial statements or approving the consolidated financial statements is not required. A resolution of the Annual General Meeting on the other documents to present to the Annual General Meeting, named in item 1, is also not provided for by law.