

## Takeover disclosures – Report of the Management Board on the disclosures in accordance with sections 289a(1) and 214a(1) HGB

### Composition of the issued capital, showing separately the rights and obligations attaching to each class and the proportion of the capital subscribed

For more information, please refer to the disclosures in note 13 to the consolidated financial statements.

### Restrictions relating to voting rights or the transfer of shares

Each share confers one vote at the Annual General Meeting. There are no restrictions on voting rights. All shares, including the shares held by existing shareholders, grant the bearer the same voting rights.

### Direct or indirect shareholdings exceeding 10% of voting rights

There were the following direct and indirect shareholdings exceeding 10% of voting rights as at 31 December 2019:

Name/company	Direct/indirect shareholding exceeding 10% of voting rights
Milestone Venture Capital GmbH, registered office in Hösbach, Germany	Direct (33.90%)
Florian Schuhbauer (Active Ownership Fund SICAV-FIS SCS; AOC Cloud S.à r.l. Grevenmacher, Luxembourg)	Indirect (25.48%; date on which the threshold was exceeded: 27 November 2020)
Klaus Röhrig (Active Ownership Fund SICAV-FIS SCS; AOC Cloud S.à r.l. Grevenmacher, Luxembourg)	Indirect (25.48%; date on which the threshold was exceeded: 27 November 2020)

The above figures are based on voting rights notifications in accordance with the Wertpapierhandelsgesetz (WpHG – German Securities Trading Act) that NFON AG has received and published. The information on Milestone Venture Capital GmbH was confirmed to the company by the shareholder.

Voting rights notifications published by NFON AG are available online at:

<https://corporate.nfon.com/de/news/ir-news>.

## Voting controls for employee participation

There are no voting controls.

## Statutory regulations and provisions of the Articles of Association for the appointment and dismissal of members of the Management Board and the amendment of the Articles of Association

Statutory regulations and provisions of the Articles of Association on the appointment and dismissal of members of the Management Board are consistent with Section 84 of the Aktiengesetz (AktG – German Stock Corporation Act). A member of the Management Board can be dismissed with or without cause or replaced by way of Supervisory Board resolution at any time. The Supervisory Board is authorised to make amendments to the Articles of Association that affect its wording only (Article 18(3) of the Articles of Association of NFON AG).

## Authorisations of the Management Board, in particular to issue or buy back shares

The Management Board's authorisation to issue shares is regulated in Article 4 of the Articles of Association in conjunction with the statutory provisions. The Management Board had the following authorisations to issue shares as at 31 December 2020:

### Authorised capital

The Extraordinary General Meeting of NFON AG on 12 December 2019 cancelled the Authorised Capital I in place as at that date and created Authorised Capital 2019. Accordingly, the Management Board is authorised, with the approval of the Supervisory Board, to increase the share capital on one or more occasions by a total of EUR 3,000,000 by 11 December 2024 by issuing new no-par value bearer shares with profit participation rights from the beginning of the fiscal year in which they were issued in exchange for cash or non-cash contributions. Shareholders have pre-emption rights. The Management Board is authorised, with the approval of the Supervisory Board, to decide the content of share rights and the terms for issuing shares, and to determine the details of the capital increase. The authorisation stipulates that shareholders' pre-emption rights can be disapplied in full or in part under certain circumstances (Article 4(3)(a) to (c)).

### Contingent Capital I

For the purpose of issuing new no-par value bearer shares to bearers or creditors of conversion or option rights or bonds, the share capital of NFON AG was contingently increased by up to EUR 2,892,045 by issuing up to 2,892,045 new no-par value bearer shares (Contingent Capital I).

### Contingent Capital II (stock option plan)

The share capital of the company is contingently increased by up to a further EUR 964,015 by issuing up to 964,015 new no-par value bearer shares. The contingent capital increase will only be carried out to the extent that the holders of share options issued by the company before 08 April 2023 on the basis of the authorising resolution of the Annual General Meeting of 09 April 2018 exercise their pre-emption rights to shares of the company and the company does not grant treasury shares or cash settlement in fulfilment of these rights. The new NFON AG shares issued participate in profits from the beginning of the fiscal year in which they are issued.

## Significant agreements of the parent company subject to a change of control in the event of a takeover bid and their repercussions

No significant agreements of the parent company subject to a change of control in the event of a takeover bid have been entered into with either third parties or subsidiaries.

## Compensation agreements of the parent company with members of the Management Board or employees in the event of a takeover bid

### Stock option plan

The options issued remain are not affected if a third party acquires control of the company as referred to by Section 29(2) of the Wertpapiererwerbs- und Übernahmegesetz (WpÜG – German Securities Acquisition and Takeover Act). A 'delisting event' is deemed to have occurred if the shares of the company are no longer listed on an organised market (Section 2(5) WpHG). In the event of delisting, the beneficiary has the right under the statutory provisions to demand that the company or its legal successor pays out the option value for each option. The option value is paid out within two weeks of the occurrence of the delisting event.

## Group corporate governance declaration

The corporate governance declaration of the NFON Group includes the disclosures required in accordance with Section 315d HGB in conjunction with Section 289f HGB and is published on the NFON AG homepage under Investor Relations (<https://corporate.nfon.com/en/about-nfon/corporate-governance/>).

- Term of the program: until 22 April 2022
- Duration from allocation: 10 years
- Exercise price: Arithmetic mean of the closing prices of the company's shares in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange on the last ten trading days prior to the issue of the respective stock option (date of acceptance of the beneficiary's subscription declaration by the company or the credit institution engaged by the company for settlement)