

**Additional explanations with regard to shareholders' rights
pursuant to Secs. 122 (2), 126 (1), 127 and 131 (1) AktG**

**Annual shareholders' meeting
of Drägerwerk AG & Co. KGaA,
Lübeck, May 05, 2023**

Motions to amend the agenda pursuant to Sec. 122 (2) AktG

Shareholders whose combined interests amount to one-twentieth of capital stock or a EUR 500,000 share in capital stock (corresponding to 195,313 shares – rounded up to the next whole number of shares) can request pursuant to Sec. 122 (2) AktG that items be put on the agenda and published. Each new item must be substantiated or include an attached draft resolution. The request is to be directed in writing to the general partner as the representative body of the Company and must be received by the Company at least 30 days before the annual shareholders' meeting (not including the day of the annual shareholders' meeting and the day of receipt of the request). The deadline for receipt is therefore:

Tuesday, April 04, 2023, 24:00 hours (midnight).

Please send requests of this nature to the following address:

Drägerwerk AG & Co. KGaA
The general partner
Drägerwerk Verwaltungs AG
Executive Board
Moislinger Allee 53 - 55
23558 Lübeck, Germany

In accordance with Sec. 122 (2) in conjunction with (1) Sentence 3 AktG and Sec. 121 (7) AktG, the shareholders submitting a motion must furnish proof that they have held the shares for no less than 90 days before the receipt of the motion and will hold the shares until a decision on the motion is made by the Management Board. In accordance with Sec. 70 AktG, there are specific possibilities for crediting ownership of shares. Additions to the agenda that must be published will – if they have not already been published with the invitation to the meeting – be published immediately upon receipt in the Federal Gazette and forwarded for publication to those media outlets that will assumedly distribute the information throughout the entire European Union. They will also be posted on the website at www.draeger.com/asm and communicated to the shareholders.

The provisions of the German Stock Corporation Act underlying these shareholders' rights are as follows:

Sec. 122 AktG:

- “(1) The shareholders’ meeting shall be called if shareholders whose holding in aggregate equals or exceeds one-twentieth of the share capital demand such meeting in writing, stating the purpose and the reasons of such meeting; such demand shall be addressed to the management board. The articles may provide that the right to demand a shareholders’ meeting shall require another form of the holding of a lower proportion of the share capital. The shareholders submitting a motion must furnish proof that they have held the shares for no less than 90 days before the day of receipt of the motion and will hold the shares until a decision on the motion is made by the management board. Sec. 121 (7) shall apply accordingly.”
- (2) In the same manner, shareholders whose shares amount in aggregate to not less than one-twentieth of the share capital or represent an amount of the share capital corresponding to EUR 500,000 may demand that items are put on the agenda and published. Each new item shall be accompanied by an explanation or a draft proposal. The demand in the sense of sentence 1 shall be provided to the company at least 24 days, in the case of listed companies at least 30 days, prior to the meeting; the day of receipt shall not be included in this calculation.”

Sec. 121 (7) AktG:

“.Deadlines and target dates that are back calculated off the meeting shall not include the day of the annual shareholders’ meeting. A time postponement of a Sunday, Saturday or Public Holiday to a prior or subsequent working day shall not be considered. Sec. 187 to 193 BGB shall not apply accordingly. Unlisted companies may determine different deadlines in their Articles of Association.”

Sec. 70 AktG:

“If the exercise of rights arising from a share requires that the shareholder has been the holder of such share for a certain period of time, the right to demand transfer of title from a credit institution, a financial services institute, or an enterprise operating under § 53 (1) sentence 1 or § 53b (1) sentence 1 or (7) of the Banking Act shall be deemed equivalent to ownership. The period during which the share was owned by a predecessor shall be attributed to the shareholder, provided that he has acquired the share without consideration from his fiduciary, as a successor in legal interest by operation of law, in connection with the liquidation of a community of ownership, or as a result of a transfer of assets pursuant to § 14 of the Insurance Supervision Act or § 14 of the Building Loan Associations Act.”

Shareholder countermotions and nominations pursuant to Secs. 126 (1) and 127 AktG

Shareholders can submit to the Company countermotions to draft resolutions proposed by the general partner and/or the Supervisory Board regarding a specific item on the agenda as well as nominations regarding the election of external auditors. Countermotions and nominations by shareholders pursuant to Secs. 126 (1) and 127 AktG must be sent to the following address:

Drägerwerk AG & Co. KGaA
Countermotions for the annual shareholders' meeting
Moislinger Allee 53 – 55
23558 Lübeck, Germany
Fax: +49 451 882-75245
E-mail: hauptversammlung@draeger.com

Pursuant to Sec. 126 (1) AktG, the Company will publish countermotions, including the name of the shareholder, the substantiation, if any and any comment by management, on the Company's website at www.draeger.com/asm provided that it receives the countermotions with any substantiation at least 14 days prior to the annual shareholders' meeting (not including the day of the annual shareholders' meeting and the day of receipt), i.e., no later than

Thursday, April 20, 2023, 24:00 (midnight),

at the address indicated above. Countermotions sent to a different address will not be considered.

The Company can refrain from publishing a countermotion under the conditions stated in Sec. 126 (2) AktG if the countermotion would lead to a resolution at the annual shareholders' meeting that is in breach of the law or of the articles of association, for example. The substantiation of a countermotion does not need to be published if it is longer than 5,000 characters in total.

Pursuant to Sec. 127 AktG, the meaning of the above sentences also applies to shareholders' nominations of a member of external auditors. However, nominations by shareholders need not be published in the cases stated in Sec. 126 (2) AktG and in cases where the nomination does not contain the name, profession and place of residence of the nominated candidate.

Please note that, even if they are communicated to the Company in advance within the given time frame, countermotions and nominations will be considered at the annual shareholders' meeting only if they are raised or proposed orally during the meeting. The right of every shareholder to submit countermotions on the various items on the agenda or make nominations during the annual shareholders' meeting, even without prior communication to the Company, remains unaffected.

The provisions of the German Stock Corporation Act underlying these shareholders' rights are as follows:

Sec. 126 AktG:

“(1) Motions by shareholders, together with the shareholder’s name, the grounds and any position taken by the management, shall be made available to the persons entitled pursuant to § 125 (1)–(3) under the conditions stated therein if at least 14 days before the meeting the shareholder send to the address indicated in the notice convening the meeting a motion counter to a proposal of the management board and supervisory board as an item on the agenda. The date of receipt shall not be taken into account. In the case of listed companies, access shall be provided via the company’s Internet page. § 125 (3) shall apply analogously.

(2) A counter-motion and the grounds this need not be made available if

1. the management board would by reason of such communication become criminally liable;
2. the counter-motion would result in a resolution of the shareholders’ meeting which would be illegal or would violate the articles;
3. the grounds contain statements which are manifestly false or misleading in material respects or which are libellous;
4. a counter-motion of such shareholder based on the same facts has already been communicated with respect to a shareholders’ meeting of the company pursuant to § 125;
5. the same counter-motion of such shareholder on essentially identical grounds has already been communicated pursuant to § 125 to at least two shareholders’ meetings of the company within the past five years and at such shareholders’ meetings less than one-twentieth of the share capital represented has voted in favour of such counter-motion;
6. the shareholder indicates that he will not attend or be represented at the shareholders’ meeting; or
7. within the past two years at two shareholders’ meetings the shareholder has failed to make or cause to be made on his behalf a counter-motion communicated by him.

The statement of the grounds needs not be communicated if it exceeds 5,000 characters.

(3) If several shareholders make counter-motions for resolutions in respect of the same subject matter, the management board may combine such counter-motions and the respective statements of the grounds.”

Sec. 127 Sentences 1 to 3 AktG:

“Sec. 126 shall apply analogously to a nomination by a shareholder for the election of a member of the supervisory board or external auditors. Such nomination need not be supported by a statement of the grounds for this. The management board also need not communicate such nomination if it fails to contain the particulars required by Sec. 124 (3) Sentence 3 and Sec. 125 (1) Sentence 5.”

Sec. 124 (3) Sentence 4 AktG:

“The proposal for the election of members of the supervisory board or auditors shall state their name, profession and place of residence.”

Right to information pursuant to Sec. 131 (1) AktG

Pursuant to Sec. 131 (1) AktG, each shareholder must be given information on matters relating to the Company and the general partner, provided that they are related to the Company, by the general partner in response to an oral request at the annual shareholders' meeting, provided the information is required to make a proper assessment of the item on the agenda. The right to information also extends to the legal and business relationships of the Company with an affiliated enterprise as well as to the situation of the Group and the companies included in the Group financial statements, as the annual shareholders' meeting will be presented with the Group financial statements and the Group management report with regard to item 1 of the agenda.

The general partner can refrain from answering individual questions for the reasons stated in Sec. 131 (3) Nos. 1, 2 and 5 to 7 AktG, e.g., because providing the information is likely, based on sound business judgment, to cause material damage to the Company or an affiliated enterprise. Pursuant to Art. 29 (3) of the articles of association, the chairperson of the annual shareholders' meeting can impose reasonable limits on the time given to shareholders to speak and raise questions. In particular, he or she can, at the beginning of or during the annual shareholders' meeting, set a reasonable time frame for the entire course of the annual shareholders' meeting, for individual items on the agenda or for individual speakers and people raising questions.

The provisions of the German Stock Corporation Act and of the articles of association underlying these shareholders' rights are as follows:

Sec. 131 AktG:

“(1) Each shareholder shall upon request be provided with information at the shareholders' meeting by the management board regarding the company's affairs, to the extent that such information is necessary to permit a proper evaluation of the relevant item on the agenda. The duty to provide information shall also extend to the company's legal and business relations with any affiliated enterprise. If a company makes use of the simplified procedure pursuant to § 266 (1) sentence 3, § 276 or § 288 of the Commercial Code, each shareholder may request that the annual financial

statements be presented to him at the shareholders' meeting on such annual financial statements in the form which would have been used if such provisions on simplified procedure were not applied. A parent enterprise's (§ 290 (1) and (2) of the Commercial Code) management board's duty inform in the shareholders' meeting that considers the consolidated financial statement and consolidated management report shall extend to the outlook of the group and the enterprises included in the consolidated financial statement.

- (2) The information provided shall comply with the principles of conscientious and accurate accounting. The articles or the rules of procedure pursuant to § 129 may authorise the chairperson of the meeting to limit the number of questions and speaking time shareholders as appropriate and to lay down general rules thereon.
- (3) The management board may refuse to provide information:
 1. to the extent that providing such information is, according to sound business judgment, likely to cause material damage to the company or an affiliated enterprise
 2. to the extent that such information relates to tax valuations or the amount of certain taxes
 3. with regard to the difference between the value at which items are shown in the annual balance sheet and a higher market value of such items, unless the shareholders' meeting is to approve the annual financial statements
 4. with regard to the methods of classification and valuation, if disclosure of such methods in the notes suffices to provide a clear view of the company's net assets, financial position and profitability within the meaning of § 264 (2) of the Commercial Code; the foregoing shall not apply if the shareholders' meeting is to approve the annual financial statements
 5. if provision thereof would render the management board criminally liable
 6. if in the case of a credit institution or financial services institution information about the applied balance sheet and valuation methods or calculations made in the annual financial statements, the management report, the consolidated annual financial statement or the group's management report need not be given
 7. if the information is continuously available on the company's internet page seven or more days prior to the shareholders' meeting as well as during the meeting.

The provision of information may not be denied for other reasons.

(4) Sentence 1 and 3

If information has been provided outside a shareholders' meeting to a shareholder by reason of his status as a shareholder, such information shall upon request be provided to any other shareholder at the shareholders' meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda.

The management board may not refuse to provide such information on the grounds of (3) sentence 1 Nos. 1 to 4. Sentences 1 to 3 shall not apply if a subsidiary (§ 290 (1) and (2) of the Commercial Code), a cooperative enterprise (§ 310(1) of the Commercial Code) or an affiliate (§ 311 (1) of the Commercial Code) provides the information to a parent company (§ 290 (1) and (2) of the Commercial Code) for the purpose of inclusion in the consolidated annual financial statement of the parent company and the information is required for this purpose.

(5) Sentence 1

A shareholder who has been denied information may request that his question and the reason for which the information was denied are recorded in the minutes of the meeting.”

Art. 29 (3) of the articles of association:

“The chair of the annual shareholders’ meeting can impose reasonable limits on the time given to shareholders to speak and raise questions. In particular, the chair can at the beginning of or during the annual shareholders’ meeting set a reasonable time frame for the entire course of the annual shareholders’ meeting, for individual items on the agenda and for individual speakers and people raising questions.”

Lübeck, March 2023

Drägerwerk AG & Co. KGaA

The general partner

Drägerwerk Verwaltungs AG

The Executive Board