



SINGULUS TECHNOLOGIES Aktiengesellschaft Kahl/Main
Wertpapier-Kenn-Nummer A1681X / ISIN DE000A1681X5

Invitation to the Annual General Meeting

Dear ladies and gentlemen!

we invite you to the ordinary Annual General Meeting
of the SINGULUS TECHNOLOGIES Aktiengesellschaft on

Wednesday, May 20, 2020 at 12:00 PM

Pursuant to Art. 2 Section 1 Para 2 Corona Measures Act the Annual General Meeting will be held as a virtual shareholders' meeting without physical presence of the shareholders and their representatives. Participation will be possible after duly registration under the link **<https://www.singulus.de/de/investor-relations/hauptversammlung/2020.html>**. In the meaning of the German Stock Corporation Act the venue of the shareholders' meeting will be Mainzer Landstrasse 37-39, 60329 Frankfurt am Main.

Agenda

- 1. Presentation of the adopted annual financial statements of the SINGULUS TECHNOLOGIES Aktiengesellschaft and the approved consolidated financial statements pursuant to International Financial Reporting Standards (IFRS) as of December 31, 2019 as well as the combined status report of the SINGULUS TECHNOLOGIES Aktiengesellschaft and the Group including the explanatory report pursuant to Art. 289 Para. 4, Art. 289a Para. 1 and Para. 2, Art. 315 Para. 4, Para 315a Para. 1 and Para. 2 German Commercial Code (HGB) as well as the report of the Supervisory Board for the business year 2019**

The documents mentioned can be viewed in the business premises at the company's registered office, Hanauer Landstrasse 103, 63796 Kahl / Main. Upon request, they will be sent to shareholders free of charge. Furthermore, the Annual Report 2019 of the SINGULUS TECHNOLOGIES Aktiengesellschaft and of the SINGULUS TECHNOLOGIES Group is available on the internet under www.singulus.de (category "Investor Relations/Financial Reports").

The adopted annual financial statements as well as the approved consolidated financial statements pursuant to IFRS, including the combined status report for the company and the Group as of December 31, 2019, were audited by the KPMG AG Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, and received no reservations each with a information regarding risks threatening the continuation of the company.

The Supervisory Board approved the annual financial statements and the consolidated financial statements drawn up by the Executive Board. Accordingly, the financial statements have been adopted pursuant to Art. 172 Sent. 1, 1st half-sentence German Stock Corporate Act (AktG). For this reason, there is no resolution at the General Meeting regarding this agenda item.

- 2. Resolution regarding the discharge of the members of the Executive Board for the business year 2019**

The Executive Board and the Supervisory Board recommend to discharge the members of the Executive Board, which held positions in the business year 2019, for the business year 2019.

- 3. Resolution regarding the discharge of the members of the Supervisory Board for the business year 2019**

The Executive Board and the Supervisory Board recommend discharging the members of the Supervisory Board, which held positions in the business year 2019, for the business year 2019.

- 4. Appointment to the Supervisory Board**

In the business year 2019, Ms. Christine Kreidl stepped down from her position as member of the Supervisory Board of the SINGULUS TECHNOLOGIES Aktiengesellschaft as of August 10, 2019. By request from the company, the relevant

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Local Court Aschaffenburg appointed Dr. Silke Landwehrmann as member of the Supervisory Board with effect from August 11, 2019 until the next ordinary shareholders' meeting of the company. The tenure of Dr. Landwehrmann concludes with the completion of the ordinary shareholders' meeting 2020 on May 20, 2020, so that a new appointment is required.

Pursuant to Art. 95 Para.1 S. 1, Art. 96 Para.1 AktG in conjunction with Art. 9 No. 9.1 of the articles of association, the Supervisory Board of the SINGULUS TECHNOLOGIES Aktiengesellschaft is comprised of three members. The recommendation of the election to the Supervisory Board takes into account the targets resolved by the Supervisory Board pursuant to No. 5.4.1 of the German Corporate Governance Code (DCGK) with respect to its composition and targets fulfilling the competence profile for the overall board set up by the Supervisory Board.

The Supervisory Board proposes to appoint

Dr. Silke Landwehrmann
Managing Director of the Aufam Asset Management GmbH,
domiciled in Dusseldorf,

for the time from the conclusion of the shareholders' meeting on May 20, 2020 until the conclusion of the shareholders' meeting, which resolves the discharge of the Supervisory Board for the business year 2024, as member of the Supervisory Board to the Supervisory Board.

Dr. Silke Landwehrmann is Managing Director of the Aufam Asset Management GmbH as well as member of the Supervisory Boards of the SINGULUS TECHNOLOGIES AG and the Lufthansa Cargo AG. There are no other memberships in Supervisory Board or comparable German and international supervisory committees of business companies.

Dr. Landwehrmann was CFO of the ELG Haniel GmbH, Duisburg from 2012 until 2019. From 2008 until 2011 she was Director Business Administration of the Franz Haniel und Cie. GmbH, Duisburg. Before that, she was Head of Group Accounting of the Franz Haniel und Cie. GmbH for four years after having been Head of Corporate Finance / Mergers & Acquisitions at the Franz Haniel & Cie. GmbH for three years. She started in 2000 as an analyst Corporate Finance / Mergers & Acquisitions at the Franz Haniel & Cie. GmbH. Dr. Landwehrmann graduated in Business Administration at the Julius-Maximilians-Universität Würzburg in 1996 and received a doctorate degree in 2000 from the Friedrich-Wilhelms-Universität in Bonn. She was born in Cologne in 1971.

According to the assessment of the Supervisory Board there are no personal or business relations between Dr. Landwehrmann and the company, its consolidated companies, boards of the company or significant shareholders of the company, which would have to be disclosed pursuant to No. 5.4.1 DCGK. The Supervisory Board has been ascertained by Dr. Landwehrmann that she will continue to be able to provide the required time for this position. Beforehand, Dr. Landwehrmann has already declared to be at the disposal as a member of the Supervisory Board. Her curriculum vitae will be available on the website of the company under <http://www.singulus.de/de/investor-relations/hauptversammlung/2020.html> from the day of the invitation to the Annual General Meeting.

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5. Resolution with respect to the revocation of the authorization to issue option and/or convertible bonds as of June 9, 2015 and of the Contingent Capital 2015/I, creating of a new authorization for the issue of option and/or convertible bonds and the exclusion of subscription rights in addition to the creation of simultaneous creation of contingent capital and regarding Art. 5 No. 5.3 of the articles of association

The existing, resolved authorization for the issue of option and/or convertible bonds by the Annual General Meeting on June 9, 2015, which has so far not been exercised, expires on June 8, 2020 and shall be renewed. For this reason the Contingent Capital 2015/I shall be revoked, new contingent capital 2020/I created and Art. 5 No. 5.3 of the articles of association amended respectively. Accordingly, Executive Board and Supervisory Board propose:

a) Revocation of the authorization to issue option and/or convertible bonds and the Contingent Capital 2015/I resolved by the Annual General Meeting on June 9, 2015 under agenda item 8.

The authorization of the Executive Board, resolved by the Annual General Meeting on June 9, 2015 under agenda item 8, upon approval of the Supervisory Board, to issue option and/or convertible bonds with a total nominal value of up to € 75,000,000.00 until June 8, 2020 and the Contingent Capital 2015 in the amount of up to € 24,465,157.00, resolved by the Annual General Meeting on June 9, 2015 under agenda item 8, is revoked.

b) Authorization to issue option and/or convertible bonds and exclusion of subscription rights on these option and/or convertible bonds

aa) Nominal value, authorization period, number of shares, time period and other characteristics of the bonds

The Executive Board is authorized upon the approval of the Supervisory Board to issue once or several times bearer option and/or convertible bonds (together "Bonds") until May 19, 2025 with a total nominal value of up to € 50,000,000 and to grant or impose the bearers or creditors of convertible bonds conversion rights or obligations for bearer shares of the SINGULUS TECHNOLOGIES Aktiengesellschaft with a nominal value of € 1.00 each according to the detailed terms and conditions of the bonds. The terms and conditions of the bonds can also provide for (i) an option or conversion obligation at the end of the term (or at a different point in time) or (ii) the right of the company grant the bearers or creditors in full or partially instead of a payment of the due amount, unit shares of the company or a different exchange-listed company ("Share delivery right") upon maturity of the bonds (in particular at the final maturity or in case of maturity due to termination).

The bonds can be issued in Euro or – taking into account the respective equivalent value – in a foreign, legal currency, for example of an OECD country. They can also be issued by a consolidated company of the SINGULUS TECHNOLOGIES Aktiengesellschaft in the meaning of Art. 18 AktG, in which the SINGULUS TECHNOLOGIES Aktiengesellschaft holds directly or indirectly at least 90 %. In

this case, the Executive Board is authorized, upon approval of the Supervisory Board, for the SINGULUS TECHNOLOGIES Aktiengesellschaft to (i) accept the guarantee for these bonds, to (ii) grant the bearers of creditors a share delivery right and to (iii) make required representations and to perform actions for a successful issuance.

The bonds can also be issued against payment in kind.

The bonds are divided in partial debentures.

bb) Subscription rights and exclusion of subscription rights

Generally, shareholders have subscription rights. The legal subscription rights can be granted to shareholders in a way that the bonds are acquired and offered to the shareholders for subscription by one or several banks or one or several companies operating under Art. 53 Para 1 Sent 1 or Art. 53b Para. 1 Sent 111 or Para. 6 KWG or by a group or a consortium of banks and/or such companies. If the bonds are issued by a consolidated company of the SINGULUS TECHNOLOGIES Aktiengesellschaft in the meaning of Art. 18 AktG, in which the SINGULUS TECHNOLOGIES Aktiengesellschaft holds directly or indirectly at least 90 %, the SINGULUS TECHNOLOGIES Aktiengesellschaft has to ensure the granting of the legal subscription rights for the shareholders of the SINGULUS TECHNOLOGIES Aktiengesellschaft pursuant to the sentence above.

However, the Executive Board is authorized, upon approval of the Supervisory Board, to exclude subscription rights of shareholders for fractional amounts resulting from the subscription ratio and to exclude them to the extent that it is required, so that those parties already having granted or imposed option and conversion rights or obligations due to prior issuance can be granted subscription rights to the extent that the third parties would be authorized to after having exercised the option or conversion rights of the option or conversion obligation as a shareholder.

The Executive Board is also authorized, upon the approval of the Supervisor Board, to prevent the obligation of a prospectus to completely exclude the subscription rights of the shareholders against cash payment issued bonds, which were issued with option and/or conversion rights and/or obligations, if the proceeds from these bonds are used to retire financial liabilities, such as for example the bond of the SINGULUS TECHNOLOGIES Aktiengesellschaft with WKN A2AA5H (ISIN: DE000A2AA5H5). This authorization to exclude the subscription rights is applicable to bonds with option or conversion rights or obligations for bearer shares with a total nominal value, which may not exceed twenty of one hundred parts (20 %) of the nominal capital in total, neither at the time of becoming effective nor – if this amount is less – at the time of the exercise of the prevailing authorization.

Furthermore, the Executive Board is authorized, upon the approval of the Supervisory Board, to completely exclude the subscription rights of the shareholders for cash payments issued bonds, which are issued with option and/or conversion rights and/or obligations, if the Executive Board after diligent analysis concludes, that the issue amount of the bonds does not materially fall below a hypothetical market value derived by accepted, in particular financial mathematical methods. This authorization to exclude the subscription rights is applicable to bonds with

option or conversion rights or obligations for bearer shares with a total nominal value, which may not exceed ten of one hundred parts (10 %) of the nominal capital in total, neither at the time of becoming effective nor – if this amount is less – at the time of the exercise of the prevailing authorization.

The aforementioned 10 % or 20 % limit is to be offset against the total nominal amount attributable to shares that have been issued analogous application of Art. 186 Para 3 Sent. 4 AktG or sold as acquired treasury shares in accordance with the application of Art. 186 Para 3 Sent. 4 AktG since this authorization was granted up to and under this authorization pursuant to Art. 71 Para. 1 No. 8 in conjunction with Art. 186 Para. 3 Sent. 4 AktG, issue bonds with options and/or conversion rights and/or obligations without subscription rights, with the exclusion of subscription rights either on the basis of an authorization by the Executive Board to exclude subscription rights in direct or analogous application of Art. 186 Para. 3 Sent. 4. In addition, those shares are to be offset against the aforementioned 10 % limit which, in the period from the start of the term of this authorization to the issue of the relevant bonds as part of a cash capital increase with the exclusion of subscription rights pursuant to Art. 186 Para 3 Sent. 4 AktG or Art. 203 Para. 1 in conjunction with Art. 186 Para. 3 Sent. 4 AktG. Finally, shares are to be offset against the aforementioned 10 % or 20% limit, for which, based on other option or convertible bonds that were issued during the term of this authorization on the basis of other authorizations excluding subscription rights pursuant to Art. 221 Para. 4 Sent. 2 in conjunction with Art. 186 Para. 3 Sent. 4 AktG have been issued by the company or its subordinate consolidated companies, there is an option or conversion right, an option or conversion obligation or there is a share delivery right for the company at the company's disposal.

If bonds are issued against contributions in kind, the Executive Board is authorized, upon the approval of the Supervisory Board, to exclude subscription rights, if the value of benefits in kind represents an appropriate market value of the bonds determined pursuant to No. (a) (bb) Para. 4 of this agenda item.

cc) Conversion rights, conversion obligations

In case of an issue of bonds with conversion rights, the creditors, or in case of at par value bearer bonds, the holders, can exchange their bonds into the Company's shares pursuant to the bonds' conditions. The total nominal amount of the shares to be issued upon conversion may not exceed the nominal amount of the convertible bond. The conversion ratio is calculated by dividing the nominal amount of a bond by the established conversion price for one share of the company, which is to be determined according to the following lit. ee). The conversion ratio can also be obtained by dividing the issue price of a bond, which is below the nominal amount, by the conversion price set for one share in the company. The conversion ratio can be rounded up or down to an integer; an additional cash payment can also be determined. Moreover, it can be provided that fractional amounts are pooled and/or settled in cash. The bond terms may also provide for a variable exchange ratio. The bond terms can also provide for a conversion obligation. In this case, the company may be authorized by the bond conditions to settle any difference between the nominal value of the convertible bonds and the product of the exchange ratio and stock exchange price of the shares to be determined at the time of the mandatory exchange fully or partly in cash. The exchange price in the calculation within the

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meaning of the preceding sentence is at least 80 % of that for the lower limit of the conversion price according to lit. ee) relevant stock exchange price of the share.

Art. 9 Para 1 and Art. 199 Para. 2 AktG must be observed.

dd) option rights

In case of an issue of option bonds each bond has one or more options attached entitling the holder to the subscription of shares in the company against payment of the option price pursuant to the option terms to be determined in detail by the Executive Board.

For option bonds denominated in euros issued by the company, the option conditions can also provide that the option price can be paid in whole or in part by transferring partial debentures or to offset against the repayment claim from the partial debentures and, if necessary, by a cash payment or a cash option premium. In this case, the aggregate principal amount of the each share to be issued per partial debenture, may not exceed the nominal amount of the partial debentures. If there are fractions of shares, it can be provided that these fractions can be added up in accordance with the option or bond conditions, if necessary against payment, to purchase an integer amount of shares.

Art. 9 Para 1 and Art. 199 Para. 2 AktG must be observed.

ee) Conversion and option price

The conversion or option price to be set for a bearer share must, with the exception of cases in which an option or conversion obligation or a stock delivery right with respect to shares of the company is provided, amount to either at least 80 % of the volume-weighted average closing price of the SINGULUS TECHNOLOGIES Aktiengesellschaft in Xetra trading (or a corresponding successor system) during the ten trading days at the Frankfurt Stock Exchange before the day of the resolution of the Executive Board with regards to the issue of the bonds or – in case of granting subscription rights - at least 80 % of the volume-weighted average closing price of the SINGULUS TECHNOLOGIES Aktiengesellschaft in Xetra trading (or a corresponding successor system) during the subscription period, with the exception of the days of the subscription period, which are required to publish the options or conversion price pursuant to Art. 186 Para. 2 Sent. 2 can be on time, or (ii) if the Executive Board determines the option or conversion price earlier and makes it known during the last ten trading days prior to the date of the resolution by the Executive Board on the determination of the option or conversion price.

In the case of an option or conversion obligation or a stock delivery right with respect to the shares in the company, the option or conversion price can, according to the conditions of the bond, either correspond at least to the above-mentioned minimum price or the volume-weighted average price of the company's share in electronic trading on the Frankfurt Stock Exchange during a reference period of ten trading days before the final maturity date or the other specified time, even if this average price is below the aforementioned minimum price (80 %)

The pro rata amount of the nominal capital of the company's unit shares to be issued may not exceed the nominal amount of the bonds plus, if provided, an additional

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cash payment or a cash option or conversion premium. Art. 9 Para 1 and Art. 199 Para. 2 AktG remain unaffected.

ff) Protection against dilution

Without prejudice to Art. 9 Para 1 AktG, the bond terms of the bonds may include anti-dilution clauses (i.e. in particular a reduction in the option and/or conversion price) in the event that the company increases the share capital during the conversion or option period or further convertible bonds, option bonds or other option rights granted or guaranteed and the holders of conversion or option rights are not granted subscription rights to the extent that they would have after exercising the conversion or option rights or fulfilling a conversion obligation. The reduction of the option and/or conversion price can also be effected by a cash payment when the option and/or conversion right is exercised and/or when a conversion obligation is fulfilled. The conditions can also provide for a value-preserving adjustment of the conversion or option price for other measures of the company that can result in a dilution of the value of the conversion or option rights and/or obligations.

The conditions of the bonds may also provide for an adjustment of the option or conversion rights or obligations in the event of a capital reduction or other extraordinary measures or events (e.g. unusually high dividends, gaining control by third parties). If third parties gain control, a customary adjustment of the option or conversion price can be provided.

In any case, the aggregate nominal amount of each bond shall not exceed the nominal amount of the shares to be issued per bond. Art. 9 Para 1 and Art. 199 Para. 2 AktG must be observed at all times.

gg) Other design options

Furthermore, the conditions of the bonds may provide that the conversion ratio and/or the option or conversion price are variable and the option or conversion price is determined within a range as a function of the share price during the term. The minimum issue amount pursuant to the provisions in letter ee) must not be lower in this respect either.

The terms of the bonds can provide the SINGULUS TECHNOLOGIES Aktiengesellschaft with the right in the event of conversion or exercise of the option, instead of granting shares, a monetary amount to be paid, which corresponds for the shares to be delivered of the SINGULUS TECHNOLOGIES Aktiengesellschaft to correspond to the volume-weighted average price in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange during a by the Executive Board to be determined, reasonable period of days before or after corresponding notice of conversion or exercise of the option.

The terms of the bonds may also provide that, at discretion of the SINGULUS TECHNOLOGIES Aktiengesellschaft, the option right or the option obligation instead of by delivery of new shares from conditional capital, can also be fulfilled by new shares from authorized capital and/or in existing bearer shares of SINGULUS TECHNOLOGIES Aktiengesellschaft or shares of another listed company.

The bond terms of the bonds may also provide for the right of the SINGULUS TECHNOLOGIES Aktiengesellschaft to grant the creditors of the bonds, in whole or in part, shares in the company instead of paying the cash amount due. The shares are each valued with a value corresponding in accordance with the detailed terms and conditions which rounded up to full cents arithmetic mean of the closing auction prices of shares of the same category in Xetra trading (or a successor system) on the Frankfurt Stock Exchange during the ten trading days prior to the due date.

hh) Authorization to determine additional bond terms

The Executive Board is authorized, upon the approval of the Supervisory Board, to determine the further details of the issue and the terms of the bonds, in particular the interest rate, issue price, term and denomination, dilutive protection regulations as well as in the aforementioned scope option or conversion period or in agreement with the bodies of the group company of SINGULUS TECHNOLOGIES Aktiengesellschaft issuing the bond.

c) Creation of new Conditional Capital 2020

The share capital is conditionally increased by up to € 4,448,263.00 by issuing up to 4,448,263 new bearer shares with a nominal value of € 1.00 each with dividend rights from the beginning of the financial year they are issued ("**Conditional Capital 2020/I**"). The conditional capital increase serves to grant shares to the holders of bonds, which according to the above authorization (Para. (b) of this agenda item) are issued.

The new shares will be issued at the conversion or option price to be determined in accordance with the above authorization (item (b) of this agenda item). The conditional capital is only carried out, such as, wholly or partly respectively, of conversion or option rights from bonds according to the aforementioned authorization (Para. (b) of this agenda item), use is made and / or conversion obligations under such bonds are fulfilled and insofar as the conversion or option rights or conversion obligations are not served by treasury shares, by shares from authorized capital and/or by other contributions. The Executive Board is authorized to determine further details of the conditional capital increase.

d) Amendment of the articles of association

In Art. 5 of the articles of association Art. 5.3 is amended as follows:

“5.3 The nominal capital is conditionally increased by up to € 4,448,263.00 through the issuance of up to 4,448,263 bearer shares with a nominal capital of € 1.00 each (“Conditional Capital 2020/I”). The conditional capital increase will only be performed if the bearers of option or conversion rights or the parties obligated to convert or exercise options due to options or convertible bonds, which are issued or guaranteed pursuant to the authorization from the Annual General Meeting on May 20, 2020 under Agenda Item 5 by the SINGULUS TECHNOLOGIES Aktiengesellschaft or a Group company of the SINGULUS TECHNOLOGIES Aktiengesellschaft in the meaning of Art. 18 AktG, which the SINGULUS TECHNOLOGIES Aktiengesellschaft directly or indirectly holds at least 90 %, or if the SINGULUS TECHNOLOGIES

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Aktiengesellschaft exercises a right to completely or partly issue common shares of the SINGULUS TECHNOLOGIES Aktiengesellschaft instead of the payment of the amount due. The conditional capital increase is not implemented if a cash compensation is granted or own shares or shares from authorized capital or of a different stock-listed company are used for the payment.

The new shares participate in the earnings from the beginning of the business year, in which they are created due to the exercise of option or conversions rights or the fulfillment of option or conversion obligations. The Executive Board is authorized, upon the approval of the Supervisory Board, to determine further details of the conditional capital increase. The Supervisory Board is authorized to adapt the wording of the articles of association in accordance with the respective issue of the subscription shares and to make any other related adjustments to the articles of association that only affect the wording. The same applies in case of non-use of the authorization to issue option or convertible bonds after the authorization period, and in the case of the non-utilization of the Conditional Capital 2020/I after the expiration of deadlines for the exercise of option or conversion rights or for the performance of options or conversion obligations.

The Executive Board is authorized to register the Conditional Capital 2020/I (change of the articles of association in Art. 5 No. 5.3) for entry in the Commercial Register irrespective of the other resolutions of the General Meeting. The Executive Board is instructed to register the cancellation of Conditional Capital 2015/I before the registration of Conditional Capital 2020/I.

Report of the Executive Board on Agenda Item 5

Under agenda item 5, the Executive Board and the Supervisory Board propose to revoke the existing authorization to issue option and/or convertible bonds and the Conditional Capital 2015/I, which was approved by the Annual General Meeting on June 9, 2015 under agenda item 8, to resolve a new authorization to issue option and/or convertible bonds and to resolve a new Conditional Capital 2020/I and to amend Art. 5 No. 5.3 of the articles of association accordingly.

To authorize the exclusion of subscription rights within the scope of the newly proposed authorization pursuant to Art. 221 Para. 4 Sent. 2, Art. 186 Para. 4 Sent. 2 AktG, the Executive Board submits a written report, which will be published in full below:

The existing, resolved authorization for the issue of option and/or convertible bonds by the Annual General Meeting on June 9, 2015, which has so far not been exercised, expires on June 8, 2020. Therefore, a new authorization should be adopted at the General Meeting on May 20, 2020 and the existing authorization should be revoked. The proposed authorization to issue option and/or convertible bonds with a total nominal amount of up to € 50,000,000.00 and the creation of the new Conditional Capital 2020/I of up to € 4,448,263.00 are intended to replace the 2015 and expiring in 2020 authorization and the associated Conditional Capital 2015/I, the cancellation of which will be proposed to the Annual General Meeting, will give the company certain possibilities for financing its activities and

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give the Executive Board - particularly when favorable capital market conditions arise - the path to a flexible approach that is in the interests of the company and open up timely financing. In particular in view of the corporate bond, which was issued in 2016 and which is to be financing in 2021, this flexibility is important.

Generally, the shareholders are entitled to the statutory subscription rights to bonds which are connected to option or conversion rights or option or conversion obligations or a right of the company to grant all or part of the company's unit shares instead of the payment of the due amount when the bonds become due ("Share delivery right") (Art. 221 Para. 4, Art. 186 Para. 1 AktG). Insofar as the shareholders are not able to obtain the bonds directly, the Executive Board can make use of the option of issuing bonds with a bank or a company or a group or a consortium of credit institutions and/or such companies that is equivalent to the law and the proposed resolution to issue the obligation to offer the bonds to the shareholders in accordance with their subscription right (indirect subscription right within the meaning of Art. 221 Para. 4 Sent. 2 in conjunction with Art. 186 Para. 5 AktG). If the bonds are issued by a consolidated company of the SINGULUS TECHNOLOGIES Aktiengesellschaft in the meaning of Art. 18 AktG, in which the SINGULUS TECHNOLOGIES Aktiengesellschaft holds directly or indirectly at least 90 %, the SINGULUS TECHNOLOGIES Aktiengesellschaft has to ensure the granting of the legal subscription rights for the shareholders of the SINGULUS TECHNOLOGIES Aktiengesellschaft pursuant to the sentence above.

The exclusion of the subscription rights for fractional amounts is enabled by the requested authorization to make use of integer amounts. This facilitates the handling of the shareholders' subscription rights and thereby the technical implementation of the issue and the handling of the shareholders' subscription rights. At the same time, the value of such fractional amounts is usually low for the individual shareholder and the possible dilution effect is also regularly negligible due to the limited application to fractional amounts. In addition, this can ensure that those, who already have or have previously been granted options or conversion rights or obligations, can be granted a subscription right to the extent available after exercising the option or conversion rights or when fulfilling the option or conversion obligations as a shareholder.

In addition, the Executive Board, in accordance with Art. 186 Para. 3 Sent. 4 AktG, shall be authorized to exclude the subscription right with the approval of the Supervisory Board, if the issue price of the option and/or convertible bond is not significantly lower than its market value. This can be useful, in order to quickly take advantage of favorable stock market conditions and to be able to place a bond quickly and flexibly on the market at attractive conditions. The stock markets are now very volatile. To achieve the most advantageous issue results therefore depends to a greater extent on the ability to respond quickly to market developments. Favorable conditions, that are as close to the market as possible, can usually be set, if the company is not bound to them for too long a period of the offer. Issues of subscription rights generally require a considerable discount, in order to ensure the attractiveness of the conditions and thus the chances of success of the issue for the entire offer period.

Art. 186 Para. 2 AktG permits publication of the subscription price (and thus the terms of this bond for option and convertible bonds) until the third to last day of the subscription period. In view of the volatility of the stock markets, however,

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there is also a market risk over several days, that leads to safety discounts when determining the bond conditions and thus to conditions that are not close to the market. When granting a subscription right, an alternative placement with third parties is more difficult or involves additional efforts due to the uncertainty of the exercise (subscription behavior). If a subscription right is granted, the company cannot react to a short-term change in market conditions due to the length of the subscription period, which can lead to unfavorable capital raising for the company. Option and/or convertible bonds are mainly bought by specialized investors, which is why the best issue prices can be achieved, if these financing instruments are only offered to such investors.

The interests of the shareholders are safeguarded by the fact, that the option and/or convertible bonds are not issued significantly below the market value. The market value is to be determined in accordance with recognized financial mathematical methods. The Executive Board will keep the discount to the market value as low as possible when setting the price, taking into account the respective situation prevailing on the capital market. The arithmetical value of a subscription right will therefore be practically zero, so that the shareholders cannot suffer any significant economic disadvantage from the subscription right exclusion. Shareholders also have the option of maintaining their share in the company's share capital on approximately the same terms by purchasing the issue on the stock exchange. This ensures that their financial interests are adequately protected.

The authorization to exclude subscription rights pursuant to Art 221 Para. 4 Sent. 2 in conjunction with Art. 186 Para. 3 Sent. 4 AktG only applies to option and/or convertible bonds with rights to shares on which a proportionate amount of the share capital of no more than 10% in total of the share capital is incurred, neither at the time it takes effect nor when this authorization is exercised. To the aforementioned 10 % threshold, the proportional amount of the nominal capital has to be offset, which applies to shares, which have been sold since the granting of this authorization up to its use of the issuance of bonds without subscription rights with option and/or conversion rights and/or obligations excluding subscription rights. However, this only applies to shares that have been issued due to an authorization of the Executive Board without subscription rights in direct or equal meaning of Art. 186 Para. 3 Sent. 4 AktG or which were sold as treasury shares with respective application of Art. 186 Para. 3 Sent. 4 AktG. The use of this authorization is also limited to a narrow purpose. It is aimed at enabling and safeguarding the replacement of financial liabilities with equity. This leads to a reduction in the interest burden and increasing the free cash flow of the company. This is necessary against the background that in the business year 2021 the refinancing of the bond of SINGULUS TECHNOLOGIES Aktiengesellschaft with WKN A2AA5H (ISIN: DE000A2AA5H5) is pending. The Executive Board can thus react flexibly to changing capital market conditions and implement refinancing on favorable terms. This offsetting is in the interest of the shareholders for a dilution of their shareholdings to the smallest extent possible.

The authorization provides the exact basis for the calculation of the conversion / option price. The starting point here is the share price of the SINGULUS TECHNOLOGIES stock in connection with the placement of the bonds or - in the case of the issue of bonds with the obligation to exercise the conversion right - the conversion. Without prejudice to Art. 9 Para. 1 AktG, the conversion / option price will be adjusted on the basis of a dilution protection clause in accordance

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with the more detailed determination of the conditions, on which the bond is based, if the company during the conversion / option period for example, increases the share capital and the holders of conversion / option rights are not granted subscription rights to the extent that they would be entitled to after exercising the conversion / option rights.

Option and / or convertible bonds can also be issued against contributions in kind, provided this is in the interests of the company. In this case, the Executive Board is authorized, with the approval of the Supervisory Board, to exclude the shareholders' subscription rights, provided that the value of the contribution in kind is commensurate with the theoretical market value of the option and/or convertible bonds to be determined according to recognized financial mathematical methods. This opens up the possibility of buying back the issued bond against the issue of an option or convertible bond, if necessary, with mandatory conversion options. In addition, option and/or convertible bonds can be used as acquisition currency on an applicable case-by-case basis, for example in connection with the acquisition of companies, company participations or other economic assets. In negotiations it may well be necessary to provide the consideration in an alternative form than in money. The possibility of being able to offer option and/or convertible bonds as consideration creates an advantage in the competition for interesting acquisition targets as well as the necessary leeway to be able to take advantage of opportunities that arise to acquire companies, company participations or other economic assets in a way that conserves liquidity. This can also make sense from the point of view of an optimal financing structure.

The Executive Board will carefully take into account, upon the approval of the Supervisory Board, in each individual case, whether it will make use of the authorization to issue option and/or convertible bonds with option or conversion rights against payment in kind with subscription rights excluded. The Board will only do this, if it is in the interests of the company and thus its shareholders.

In order to increase flexibility, the bond conditions can stipulate, that the company does not grant shares in the company to a person entitled to conversions or options, but pays an amount of money that corresponds to the weighted average closing price of the shares of the SINGULUS TECHNOLOGIES Aktiengesellschaft in Xetra trading (or in a functionally comparable successor system that replaced the Xetra system) on the Frankfurt Stock Exchange during the last ten trading days prior to the declaration of conversion or exercise of options. Furthermore, a variable conversion ratio and/or a determination of the conversion price within a predetermined range depending on the development of the price of the SINGULUS TECHNOLOGIES Aktiengesellschaft share during the term of the bond can be provided. Finally, the terms of the bonds may include a conversion obligation or an option obligation at the end of the term (or at another time) or the right of the company, when the bonds associated with a conversion or option right are due (this also includes maturity due to termination) to grant the creditors of the bond, in whole or in part, shares in the company or another listed company instead of paying the amount due. This serves to better control the company's liquidity risks.

The proposed conditional capital serves to cover the conversion or option rights associated with the option and/or convertible bonds. Instead of this, treasury

shares or existing authorized capital can be used, if available and if the use is permitted for this purpose.

6. Resolution on the revision of the authorization to exclude the subscription right and the corresponding amendment to the articles of association with regard to the Authorized Capital 2018/I

The Executive Board was authorized by agenda item 6 of the Annual General Meeting on June 28, 2018, with the approval of the Supervisory Board, until June 27, 2023, to increase the nominal capital once or several times by up to a total of € 4,448,263.00 by issuing up to 4,448,263 new bearer shares with a nominal value of € 1.00 each (Authorized Capital 2018/I). In connection with the Authorized Capital 2018/I, the Executive Board was authorized, with the approval of the Supervisory Board, to decide in certain cases, that the subscription right should be excluded. This authorization is to be expanded in order to allow the company's flexibility to refinance bonds in particular. To this end, it is necessary to cancel the existing authorization of the Executive Board with the approval of the Supervisory Board and to revise the authorization as a whole. The authorized capital 2018/I is not canceled as a result, nor is it created. The authorization to exclude subscription rights is only revoked first and then this authorization is revised.

The Executive and the Supervisory Boards propose to take the following resolutions:

a) Cancellation of the authorization of the Executive Board to exclude subscription rights

The resolution of the Annual General Meeting on June 28, 2018 under agenda item 6, which authorizes the Executive Board to exclude the subscription right with the approval of the Supervisory Board when using the Authorized Capital 2018/I, is canceled.

b) Revision of the authorization of the Executive Board to exclude subscription rights within the scope of the Authorized Capital 2018/I

However, the Executive Board is authorized, with the approval of the Supervisory Board, to completely or partially exclude shareholders' subscription rights within the scope of the Authorized Capital 2018/I in the following cases:

- to the extent necessary to offset fractional amounts;
- to the extent necessary to grant holders or creditors of option rights or convertible bonds or profit participation rights that have been or will be issued by SINGULUS TECHNOLOGIES Aktiengesellschaft or its subordinated consolidated companies, a conversion or subscription right for new shares to the extent, such as it would be due to them after exercising the option or conversion rights or after exercising stock delivery rights or after fulfilling conversion or option obligations;
- for capital increases against contributions in kind, in particular for the acquisition of companies, parts of companies or investments in companies;
- if the new shares are issued against cash contributions at an issue price that is not significantly lower than the stock exchange price of shares in the company

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within the meaning of Art. 186 Para. 3 Sent. 4 AktG and the proportionate amount of the shares issued according to Art. 186 Para. 3 Sent. 4 AktG with exclusion of subscription rights in the company's share capital of the Company's share capital does not exceed ten out of a hundred (10 %) of the share capital at the time this authorization is entered in the Commercial Register or - if this amount is lower - at the time the authorization is exercised;

- as far as it is necessary to avoid the obligation to publish a prospectus, that results from the issue of new shares against cash contributions, provided (i) the new shares are issued at an issue price that is not materially lower than the share price of the company within the meaning of Art. 186 Para. 3 Sent. 4 AktG, (ii) the proceeds from these new shares issued are used to redeem financial liabilities, e.g. the bond of SINGULUS TECHNOLOGIES Aktiengesellschaft with WKN A2AA5H (ISIN: DE000A2AA5H5), and (iii) the pro rata amount of the new shares in the company's share capital issued with the exclusion of subscription rights does not exceed twenty out of a hundred (20 %) of the share capital at the time this authorization is entered in the commercial register or - if this amount is lower - at the time when the authorization is exercised;
- The two aforementioned limitations of 10 % and 20 %, respectively, includes the shares, which have been issued by the company during the term of the authorization under exclusion of the subscription rights pursuant or corresponding to Art. 186 Para. 3 Sent. 4 AktG in the course of a cash capital increase or which have been sold after a buyback. Shares are also to offset against the 10% or 20% limit, with respect to those based on option or convertible bonds or profit participation rights, which during the term of this authorization under the exclusion of subscription rights pursuant to Art. 221 Para. 4 Sent. 2 I conjunction with Art. 186 Para. 3 Sent. 4 AktG have been issued by the company or its subordinated consolidated companies, there is an option or conversion right, a conversions of option obligation or a stock delivery right in favor of the company.

Moreover, the Executive Board upon approval of the Supervisory Board is authorized to determine the details of the implementation of capital increases from Authorized Capital 2018/I.

The Supervisory Board is authorized to adapt the wording of the articles of association in accordance with the respective utilization of the Authorized Capital or after the authorization period has expired.

c) Amendment of the articles of association

Art. 5 No. 5.2 of the articles of association overall is amended as follows:

"The Executive Board is authorized, with the approval of the Supervisory Board, until June 27, 2023, once or several times, for a total of EUR 4,448,263.00 against cash and/or contributions in kind to increase the nominal capital of the company by issuing up to 4,448,263 new bearer shares with a nominal value of EUR 1.00 (Authorized Capital 2018/I). Generally, the shareholders are granted subscription rights.

The new shares can also be acquired by one financial institution or several financial institutions with the obligation to offer these shares to shareholders (indirect subscription right).

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However, the Executive Board is authorized, with the approval of the Supervisory Board, to completely or partially exclude shareholders' subscription rights in the following cases:

- to the extent necessary to offset fractional amounts;
- to the extent necessary to grant holders or creditors of option rights or convertible bonds or profit participation rights that have been or will be issued by SINGULUS TECHNOLOGIES Aktiengesellschaft or its subordinated consolidated companies, a conversion or subscription right for new shares to the extent, such as it would be due to them after exercising the option or conversion rights or after exercising stock delivery rights or after fulfilling conversion or option obligations;
- for capital increases against contributions in kind, in particular for the acquisition of companies, parts of companies or investments in companies;
- if the new shares are issued against cash contributions at an issue price that is not significantly lower than the stock exchange price of shares in the company within the meaning of Art. 186 Para. 3 Sent. 4 AktG and the proportionate amount of the shares issued according to Art. 186 Para. 3 Sent. 4 AktG with exclusion of subscription rights in the company's share capital of the Company's share capital does not exceed ten out of a hundred (10 %) of the share capital at the time this authorization is entered in the Commercial Register or - if this amount is lower - at the time the authorization is exercised;
- as far as it is necessary to avoid the obligation to publish a prospectus, that results from the issue of new shares against cash contributions, provided (i) the new shares are issued at an issue price that is not materially lower than the share price of the company within the meaning of Art. 186 Para. 3 Sent. 4 AktG, (ii) the proceeds from these new shares issued are used to redeem financial liabilities, e.g. the bond of SINGULUS TECHNOLOGIES Aktiengesellschaft with WKN A2AA5H (ISIN: DE000A2AA5H5), and (iii) the pro rata amount of the new shares in the company's share capital issued with the exclusion of subscription rights does not exceed twenty out of a hundred (20 %) of the share capital at the time this authorization is entered in the commercial register or - if this amount is lower - at the time when the authorization is exercised;
- The two aforementioned limitations of 10 % and 20 %, respectively, includes the shares, which have been issued by the company during the term of the authorization under exclusion of the subscription rights pursuant or corresponding to Art. 186 Para. 3 Sent. 4 AktG in the course of a cash capital increase or which have been sold after a buyback. Shares are also to offset against the 10% or 20% limit, with respect to those based on option or convertible bonds or profit participation rights, which during the term of this authorization under the exclusion of subscription rights pursuant to Art. 221 Para. 4 Sent. 2 I conjunction with Art. 186 Para. 3 Sent. 4 AktG have been issued by the company or its subordinated consolidated companies, there is an option or conversion right, a conversions of option obligation or a stock delivery right in favor of the company.

Moreover, the Executive Board upon approval of the Supervisory Board is authorized to determine the details of the implementation of capital increases from Authorized Capital 2018/I.

The Supervisory Board is authorized to adapt the wording of the articles of association in accordance with the respective utilization of the Authorized Capital or after the authorization period has expired.”

Report of the Executive Board on Agenda Item 6

Under item 6 of the agenda, the extension of the authorization of the subscription right is proposed as part of the utilization of the Authorized Capital 2018/I. The proposed extended authorization is intended to maintain and broaden the equity base of the company. The revocation of the existing authorization of the Executive Board to exclude the subscription right and the subsequent revision extended by a further authorization reason provides in the context of further business development flexibility in the event of the requirement to strengthen equity in the short-term or in the case of possible acquisition projects. The Executive Board and the Supervisory Board therefore propose that the relevant authorization to exclude subscription rights be revoked and revised. This further strengthens the Executive Board to adjust the company's equity base to business and legal requirements at short notice over the full authorization period of five years and in the maximum amount permitted by law.

It remains unchanged, that the new shares, which are issued on the basis of the authorization to be resolved (Authorized Capital 2018/I) will in principle be offered to shareholders for subscription. In order to facilitate the implementation, the statutory subscription right in accordance with Art. 186 Para. 5 AktG can also be granted in such a way, that the new shares are issued by one or more credit institutions or companies equivalent to them in accordance with Art. 186 Para. 5 Sent. 1 AktG to be offered by the institution to the shareholders for subscription (indirect subscription right). In accordance with the proposed resolutions under agenda item 6, the Executive Board should, in certain cases, be authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights. An exclusion of subscription rights should continue to be possible within the scope of the Authorized Capital 2018/I in the following cases:

- The subscription right could be excluded for fractional amounts. This is to facilitate the implementation of an issue with a basic subscription right of the shareholders. Fractional amounts can result from the respective issue volume and the need for a manageable subscription ratio. The value of such fractional amounts is generally not material for the individual shareholder, while the expenditure for the issue without such an exclusion is significantly higher. The possible dilution effect is also generally negligible due to the limitation to fractional amounts. The new shares excluded from subscription rights due to the fractional amounts will be used for the company as best as possible. The exclusion of subscription rights therefore serves the practicality and the easier implementation of an issuance and is therefore in the interests of the company and its shareholders. When determining the subscription ratio, the Executive Board will take into account the interests of the shareholders, so that the amount of fractional amounts is kept small.
- The subscription right could be excluded, if the new shares are issued for cash capital increases in accordance with Art. 186 Para. 3 Sent. 4 AktG at an

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amount, that is not significantly lower than the market price of company's shares. This authorization enables the company to use market opportunities in its various business areas quickly and flexibly and to cover any capital requirements, even at very short notice, arising from this or for other operational reasons. The exclusion of the subscription right not only enables the company to act more promptly, but also to place the shares at a price close to the market price, i.e. without the discount, that is usually required for issuances with subscription rights. This results in higher proceeds from the issuance for the benefit of the company. In addition, such placement can be used to attract new groups of shareholders. The German Stock Corporation Act does not set a fixed limit for the discount. If the authorization is used, the Executive Board will - with the approval of the Supervisory Board - set the discount as low as possible taking the legal requirements into consideration under the market conditions prevailing at the time of the placement. The shares issued with the exclusion of subscription rights pursuant to Art. 186 Para. 3 Sent. 4 AktG may not exceed 10% of the share capital overall, neither at the time they take effect nor - insofar as this amount is less - at the time of the authorization to be granted by the General Meeting. Shares that the company issues or acquires as part of a cash capital increase during the term of the authorization and then sells again are taken into account for this threshold, if and insofar as subscription rights are excluded in accordance with Art. 186 Para. 3 Sent. 4 AktG or the resale takes place in accordance with this regulation. If, during the term of the authorization, convertible bonds or bonds with options or profit participation rights with the exclusion of shareholders' subscription rights pursuant to Art. 221 Para. 4 Sent. 2 in conjunction with Art. 186 Para. 3 Sent. 4 AktG are issued, shares are also to be considered, for which, based on these instruments, there is a conversion or option right, a conversion or option obligation or a share delivery right on part of the company. This design takes into account the requirement of shareholders for protection against dilution for their shareholdings in accordance with the legal regulations. Due to the limitation of the size of the capital increase without subscription rights, every shareholder generally is able to purchase the shares required to maintain a constant shareholding in the company on the stock exchange at approximately the same conditions. It is therefore ensured that, in accordance with the legal assessment of Art. 186 Para. 3 Sent. 4 of the German Stock Corporation Act, the interests of assets and voting rights are adequately protected, when the Authorized Capital 2018/I is used excluding subscription rights, while providing the company additional room for maneuver in the interest of all shareholders.

- Finally, it should be possible to exclude the subscription right, insofar as the holders or creditors of option rights or convertible bonds or profit participation rights, that have been or will be issued by the company or its subordinated consolidated companies have a conversion or subscription right to new shares in accordance with the respective terms of the issuance or, based on such instruments, there is an obligation to exchange or purchase or a right to deliver shares. For easier placement on the capital market, the terms of option and convertible bonds usually provide protection against dilution, which ensures that the holders or creditors of the option or convertible bonds or profit participation rights are granted subscription rights to these shares in the event of later issuances of shares, such as it is due to shareholders. The holders or

creditors of the option or convertible bonds or profit participation rights are thus placed, as if they had exercised their conversion or subscription rights, as if option or conversion obligations had been triggered or share delivery rights had been exercised and the holders or creditors the option and convertible bonds or profit participation rights had been shareholders. In order to be able to provide the relevant issues (bonds with options and convertible bonds or profit participation rights) with such protection against dilution, shareholders' subscription rights to these shares must be excluded. This serves to facilitate the placement of the issuance and thus the interest of the company and its shareholders in an optimal financial structure of the company.

- The shareholders' subscription rights could also be excluded in the case of capital increases against contributions in kind. This option to exclude subscription rights is intended to enable the Executive Board, with the approval of the Supervisory Board, to use company shares in suitable individual cases for the acquisition of companies, parts of companies or company participations or for the acquisition of other assets, including receivables. This should give the company the opportunity to quickly and flexibly respond on national and international markets for advantageous offers or other opportunities to acquire companies or holdings in companies or other economic assets or to merge with companies that are active in related business areas. It is not uncommon for there to be a need to provide shares instead of money in return. A consideration in shares can be very attractive for a seller, because it provides the opportunity to benefit in the long term from synergies from the merger of the two companies. A consideration in shares can facilitate an agreement with the seller on the purchase price and thus creates an advantage in the competition for interesting acquisition objects as well as the necessary scope to take advantage of opportunities that arise to acquire companies, parts of companies and participations in companies or to acquire other assets. The assets that can be acquired as contributions in kind also include claims that exist against the company. The option of not paying such liabilities in cash against the issuance of new shares enables the company to preserve its liquidity position and to improve its financing structure. From the Executive Board's point of view, the proposed authorization to exclude subscription rights is therefore in the interests of the company and its shareholders. This does not result in any disadvantage for the company, since the issue of shares against payment in kind in accordance with company law presupposes that the value of the payment in kind is commensurate with the value of the shares. When determining the valuation ratio, the Executive Board will ensure that the interests of the company and its shareholders are adequately protected and that the company receives an appropriate compensation for the new shares. For this purpose, the Executive Board will take due account of the stock market price of the company's shares and will seek support by external expertise, insofar as this is possible and reasonable in individual cases.
- Furthermore, the Executive is authorized to exclude the subscription right of shareholders, upon approval of the Supervisory Board, provided (i) the new shares are issued at an issue price that is not materially lower than the share price of the company within the meaning of Art. 186 Para. 3 Sent. 4 AktG, (ii) the proceeds from these new shares issued are used to redeem financial liabilities, e.g. the bond of SINGULUS TECHNOLOGIES Aktiengesellschaft with WKN A2AA5H (ISIN: DE000A2AA5H5), and (iii) the pro rata amount

of the new shares in the company's share capital issued with the exclusion of subscription rights does not exceed twenty out of a hundred (20 %) of the share capital at the time this authorization is entered in the commercial register or - if this amount is lower - at the time when the authorization is exercised; In principle, a subscription offer when issuing new shares against cash contributions would result in a prospectus for these issuances being required. The costs associated with the preparation of a prospectus can have a prohibitive effect and thus delay or prevent the issuance of these shares. However, if the issuance takes place without a subscription offer, up to 20% new shares can be issued without an admission prospectus. The de facto authorization of the Executive Board is thus limited to 20% of the nominal capital. Shares that are issued or sold during the term of this authorization under exclusion of subscription rights based on a further authorization of the Executive Board are to be taken into account for the new shares issued without a subscription offer. At the same time, the Executive Board is obliged to set the issue price of the new shares in such a way, that it does not fall significantly short of the stock exchange price of the shares already listed at the time the issue price is finally determined (Art. 186 Para. 3 Sent. 4 AktG). A dilution in value of the shares of the previous shareholders is therefore prevented. The use of this authorization is also limited to a narrow purpose. It is aimed at enabling and safeguarding the replacement of financial liabilities with equity. This leads to a reduction in the interest burden and increasing the free cash flow of the company. This is necessary against the background that in 2021 the refinancing of the bond of SINGULUS TECHNOLOGIES Aktiengesellschaft with WKN A2AA5H (ISIN: DE000A2AA5H5) is pending. The Executive Board can thus react flexibly to changing capital market conditions and implement refinancing on favorable terms.

The approval of the Supervisory Board is required for all cases of subscription rights exclusions proposed here.

The Executive Board will also carefully examine on a case-by-case basis, whether it will make use of the authorization to increase the capital excluding the subscription rights of the shareholders. The Executive Board will only do this, if, in the opinion of the Executive Board and the Supervisory Board, it is in the interests of the company and thus of its shareholders.

The above-mentioned report of the Executive Board on agenda item 6 is available on the website www.singulus.de as well as in the company's offices, Hanauer Landstrasse 103, D-63796 Kahl / Main, from the time the Annual General Meeting is convened. Upon request, shareholders will receive a transcript immediately and free of charge.

7. Resolution on the amendment of Art. 13 No. 13.2 of the articles of association (Annual General Meeting)

Art. 13 Para. 13.2 of the articles of association currently provides that for shareholders to prove their eligibility to participate in the general meeting proof of share ownership documented by the custodian bank is sufficient. This corresponds to the currently valid legal regulation.

The law implementing the second shareholder guideline (ARUG II) changed, among other things, the legal regulations for participation in the general meeting and the exercise of voting rights. The revised Art. 123 Para 4 Sent. 1 AktG provides that proof

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is sufficient for bearer shares of listed companies in accordance with the newly introduced Art. 67c Para. 3 AktG. ARUG II became effective on January 1, 2020; however, the amendments to Art. 123 Para. 4 Sent. 1 AktG and the new Art. 67c AktG are only to be applied from September 3, 2020 and thus for the first time to general meetings that are convened after September 3, 2020. Accordingly, the new regulations will take effect before the company's 2021 Annual General Meeting.

To ensure that the articles of association also comply with the legal requirements after September 3, 2020, an amendment to the articles of association is to be resolved. However, the Executive Board should not register this change before September 3, 2020, and thus after the new statutory provisions become effective, to ensure that the statutes are kept in adherence to the legal provisions.

Accordingly, Executive Board and Supervisory Board propose:

Art. 13 No. 13.2 of the articles of association is amended as follows:

„13.2 The shareholders must also demonstrate their authorization to attend the Annual General Meeting and to exercise voting rights. Proof in accordance with Art. 67c Para. 3 AktG is sufficient. The proof must relate to the legally stipulated reference date and be received by the company at the address given for this in the invitation within the legally stipulated period.“

The Executive Board is instructed to file the amendment to the articles of association after September 3, 2020 to register for entry in the commercial register.

8. Resolution on the addition of Art. 13 No. 13.5 of the articles of association (Annual General Meeting)

Art. 13 of the articles of association currently does not provide for an online general meeting to be held. According to Art. 13 No. 13.4 of the articles of association, the Executive Board is only authorized to provide that shareholders can cast their votes in writing or by electronic communication (postal vote), even without taking part in the meeting.

Against the backdrop of a probably accelerated digitalization due to the corona crisis, the authorization of the implementation of an online shareholders' meeting is to be included in the articles of association.

Accordingly, Executive Board and Supervisory Board propose:

In Art. 13 of the articles of association Art. 5 is added as follows:

„13.5 The Executive Board is authorized, with the approval of the Supervisory Board, to stipulate that shareholders can attend the Annual General Meeting in accordance with the applicable statutory provisions even without being present on site and without a proxy, and that they can exercise their rights in whole or in part by electronic communication. The Executive Board is also authorized to make provisions regarding the scope and procedure of participation and the exercise of rights according to Sent. 1. These must be published in the invitation to the general meeting.“

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9. Election of the auditor for fiscal year 2020 and the auditor for the review of financial information during the course of the year

The Supervisory Board proposes to appoint the KPMG AG Wirtschaftsprüfungsgesellschaft, Frankfurt am Main,

- a) as auditor (HGB) and group auditor (IFRS) for fiscal year 2020,
- b) to the auditor for the auditor's review of the abbreviated financial statements and interim report for the Group for the first half of fiscal year 2020, if and insofar as these are subject to an auditor's review,
as well as
- c) to the auditor for the review of any abbreviated financial statements and interim status reports for the Group for quarters ending before the day of the Annual General Meeting in financial year 2021, if and insofar as these are subject to a review.

Further information and notes

Total number of shares and voting rights

At the time the general meeting was called, the company's nominal capital amounted to € 8,896,527.00 and was divided into 8,896,527 bearer shares, each with one vote. The company did not hold any treasury shares at the time of the convocation.

Implementation as a virtual general meeting

The Executive Board resolved on March 30, 2020, with the approval of the Supervisory Board on the same date to hold the general meeting in accordance with Art. 2 Art. 1 Para 2 of the CoronaMaßnahmenG as a virtual general meeting.

Hereby, the chairman of the meeting, the entire Executive Board, the company's proxy and the notary, who holds the minutes, will be physically present at DVFA, Deutsche Vereinigung für Finanzanalyse und Asset Management GmbH, Mainzer Landstrasse 37-39, 60329 Frankfurt am Main. The Supervisory Board will be, as far as possible and permissible, also attending there. If a physical attendance is not possible of the Supervisory Board, the Board will also participate by connecting online to the general meeting. Shareholders or their proxies will not be given access to this location, but will take part virtually on a platform provided by SINGULUS TECHNOLOGIES Aktiengesellschaft at <https://www.singulus.de/de/investor-relations/hauptversammlung/2020.html>. The entire meeting will be broadcast in picture and sound. Please also review the technical information at the end of this notification of the invitation.

Publication on the company's website in accordance with Art. 124a AktG

This invitation to the Annual General Meeting, the information to be provided to the Annual General Meeting and further information in connection with the Annual General Meeting will be available from the calling of the Annual General Meeting through the company's website under <https://www.singulus.de/de/investor-relations/hauptversammlung/2020.html>. Counter motions, which might be submitted to the company and which have to be published, election proposals and ancillary requests by shareholders will also be made available through the aforementioned website. The entire audio and video broadcast of the meeting can be followed under the aforementioned website. The online platform to enable the exercise of the voting rights before and during the shareholders' meeting is also available through the website. Under this website, the election results are also published after the Annual General Meeting.

Exercise of voting rights

Voting can be cast in two ways, namely (1) the proxy of a company proxy and (2) a vote during the Annual General Meeting via an online platform set up for this purpose (“**AGM-Portal**”). The latter can be accessed at <https://www.singulus.de/de/investor-relations/hauptversammlung/2020.html>. Alternatively, the power of attorney to the proxies can be transferred by mail, fax or email to the address specified under section "**Requirements for participation in the General Meeting and exercise their voting rights**".

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The casting of the votes takes place during the Annual General Meeting through the set-up AGM-Portal. Furthermore, proxy and instructions can be granted by the AGM-Portal, even during the time of the Annual General Meeting. In the AGM-Portal, shareholders have the option of choosing between the options “YES”, “NO” and “ABSTAIN” for each individual agenda item via a selection menu on the online platform. After the appropriate selection, the shareholders can transmit their votes to the company via the integrated send function and thus exercise their voting rights. Alternatively, shareholders, who have registered for the Annual General Meeting can send their approval or rejection of any item on the agenda to the company via the email address inhaberaktien@linkmarketservices.de.

Registration to the virtual Annual General Meeting

The registration documents are distributed to the shareholders via the depositaries. After their registration, the shareholders or the proxy agent specified during registration will receive a voting card with an individual access code, which will allow the participation in the virtual Annual General Meeting. With this access code, the shareholder or by the authorized representative may log in to the website under the link <https://www.singulus.de/de/investor-relations/hauptversammlung/2020.html> before or during the Annual General Meeting, exercise the right to questions, voting and objection and follow the broadcast of the Annual General Meeting in real-time. During the Annual General Meeting itself no more questions can be asked.

Objections

The shareholders continue to have the opportunity to object. This objection can be declared directly to the notary by email to the email-address Singulus_hv2020_Widerspruch@singulus.de or directly from the AGM-Portal. The transmission of the right must take place during the general meeting. The shareholder must sufficiently clearly express that he or she has sufficient doubts about the legality of one, several or all decisions in the general meeting. The objection must clearly indicate the resolution against which the objection is directed. In addition, the voting card number of the shares must be stated in the objection. The shareholder does not have to use the word "objection".

Shareholders can contact the Annual General Meeting's service provider under the following telephone number + 49 (0) 89 210 27-220 and email address singulus_hv2020@linkmarketservices.de for further information in connection with the conduct of the virtual general meeting prior to the general meeting.

Requirements for attending the Annual General Meeting and exercising voting rights (with a record date pursuant to Art. 123 Para. 4 Sent. 2 AktG and its meaning)

To participate in the shareholders' meeting and to exercise their voting rights those shareholders are entitled, who register in time and prove their right to attend the General Meeting and to exercise their voting rights. According to Art. 13 No. 13.2 of the articles of association, a special proof of the shareholding documented by the depository in writing (Art. 126b BGB) is sufficient to prove the right to participate in the general meeting and to exercise

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the right to vote. Evidence has to refer to the 21st day before the meeting, i.e. **to the beginning of April 29, 2020 (00:00 am CEST) ("Record Date")**.

The registration and proof of share ownership must be delivered to the SINGULUS TECHNOLOGIES Aktiengesellschaft at least six days before the meeting, i.e. no later than the **end of the May 13, 2020 (00:00 pm CEST)**, under the following address:

SINGULUS TECHNOLOGIES Aktiengesellschaft
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Fax: +49 (0) 89 21 027-289
Email: inhaberaktien@linkmarketservices.de

Upon receipt of proof of shareholding by the company, shareholders will be sent voting cards with the access codes for the AGM-Portal.

The record date is the relevant date for the scope and exercise of the right to participate and vote in the general meeting. In relation to the company, attendance at the meeting or the exercise of voting rights as a shareholder only applies to those, who have provided proof of shareholding at the record date. Changes in the number of shares after the record date are not relevant. Shareholders, who only acquired their shares after the record date, cannot therefore attend the general meeting. Shareholders, who have duly registered and provided proof, are also entitled to attend the Annual General Meeting and to exercise voting rights, if they sell the shares after the record date. The record date has no impact on the saleability of the shares and is not a relevant date for any potential dividend entitlement.

Voting by proxy

Shareholders can also have their voting rights exercised at the Annual General Meeting by a proxy, that is, by the company's proxy (see more below) or by an intermediary, a shareholders' association or an outside third party. Authorized representatives cannot physically attend the Annual General Meeting. They can exercise the voting rights for shareholders they represent only by way of voting through the AGM-Portal or by giving (sub-)authority to the representatives chosen by the company. If a shareholder authorizes more than one person, the company can reject one or more of them. Even in the case of proxy voting, timely registration by the shareholder or the proxy and proof of shareholding in accordance with the above provisions are required.

Before the Annual General Meeting, the granting of a power of attorney, its revocation and proof of authorization vis-à-vis the company must be made in writing in accordance with Art. 13 No. 13.3 of the articles of association (Art. 126b BGB); Art. 135 AktG remains unaffected. The revocation can also be made through the personal electronic participation of the shareholder in the general meeting, in which the shareholder uses his or her own access code. Exceptions to the written form requirement can be made for intermediaries in accordance with § 135 AktG (e.g. credit institutions), shareholder associations or persons or institutions
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equivalent to them, cf. Art. 135 Para. 8 AktG, Art. 125 Para 5 AktG. We therefore ask our shareholders to contact the intermediaries (e.g. credit institutions), shareholder associations or equivalent persons or institutions regarding the form of the powers of attorney and to coordinate with them.

If a power of attorney is only issued after the registration deadline, the proxy no longer has to be registered, but can exercise the shareholder's voting right regardless of his or her own registration, provided that the shareholder itself was registered in time and the shareholder passes on the representative the access code to the AGM-Portal. In this case, the power of attorney is not subject to the written form. The use of the access code by the representative at the same time serves as a proof of authorization.

The proof can be transmitted via the following email address:
inhaberaktien@linkmarketservices.de.

We offer our shareholders the opportunity to be represented by voting proxies of the company, who are bound by instructions (“**proxies**”). The proxies can only exercise the voting rights on those items on the agenda, for which they have been explicitly given instructions. The proxies cannot receive instructions on procedural motions either in advance or during the Annual General Meeting. The proxies also do not accept orders to speak, to raise objections to resolutions passed by the Annual General Meeting or to ask questions or propose motions. The power of attorney, revocation and proof of authorization vis-à-vis the company must be made in writing (Art. 126b BGB), if this is done before the general meeting. The proxy and instruction form sent with the voting card can be used to document the proxy. Powers of attorney for the proxies under explicit instructions should, for organizational reasons, be sent to the address given below by **May 19, 2020, midnight (CEST)**

SINGULUS TECHNOLOGIES Aktiengesellschaft
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Fax: +49 (0) 89 21 027-289
Email: inhaberaktien@linkmarketservices.de

Proxies and instructions can also be issued before and during the Annual General Meeting via the AGM-Portal. The access code sent with the voting card is required for this. The written form is not necessary in this case. The use of the access code by the representative at the same time serves as a proof of authorization.

Rights of shareholders in accordance with Art. 122 Para. 2, Art. 126 Para. 1, Art. 127 and Art. 131 Para. 1 AktG; supplement to the agenda in accordance with Art. 122 Para. 2 AktG

Shareholders, whose shares in total amount to the twentieth part of the nominal capital or a proportionate amount to the nominal capital of € 500,000 may request that items be placed on

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the agenda and published. Such a request is to be made in writing (Art. 126 BGB) to the company's Executive Board at

Vorstand der SINGULUS TECHNOLOGIES Aktiengesellschaft
Hanauer Landstraße 103
63796 Kahl am Main

or send in electronic form in accordance with Art. 126a BGB (i.e. with qualified electronic signature according to the Signature Act) by email to HV2020@singulus.de and must be received by the company in accordance with Art. 2 Sect. 1 Para. 3 Sent. 4 Corona Measures Act at least 14 days before the Annual General Meeting; the day of receipt and the day of the meeting are not included. The last possible time of receipt is therefore the **May 5, 2020, midnight (CEST)**. Every new item must be accompanied by a justification or a draft resolution.

The applicants must demonstrate, that the requirements of Art. 122 Para. 1 Sent. 3, Para. 2 Sent. 1 AktG are met.

Countermotions and election proposals from shareholders in accordance with Art. 126 Para. 1 and Art. 127 AktG

Shareholders of the company can send countermotions to proposed resolutions by the Executive Board and/or the Supervisory Board on certain items on the agenda as well as election proposals for the election of Supervisory Board members or auditors (cf. Art. 126 & Art. 127 AktG). As far as counter-motions or nominations are to be made available by the company, they have to be received by the company including the name of the shareholder, at least 14 days before the meeting, i.e. before **May 5, 2020 midnight (CEST)**. In view of the fact that the meeting is carried out as a virtual general meeting in accordance with Art. 2 Sect. 1 Para. 2 Corona Measures Act, it is not necessary to repeat the proposal at the general meeting.

Countermotions to the agenda items of the Annual General Meeting or election proposals are to be sent to:

SINGULUS TECHNOLOGIES Aktiengesellschaft
Hanauer Landstraße 103, 63796 Kahl am Main
Fax: +49 (0) 61 88 440-110
Email: HV2020@singulus.de

Countermotions to be made accessible have to be provided with a reason. Proposals for elections need not be justified. Art. 126 Para. 2, Art. 127 Sent. 1 and Sent. 3 of the AktG also specify the conditions, under which countermotions and election proposals do not have to be made available. Pursuant to Art. 126 Para. 1 AktG, countermotions and election proposals from shareholders, including the name of the shareholder, the reasoning to be made available in the Non-binding translation. The German version is valid.

case of countermotions and any statement by the administration, will be published after receipt on the company's website under the section "Investor Relations/Annual General Meeting" (<http://www.singulus.de/de/investor-relations/hauptversammlung/2020.html>). Proposals for election from shareholders will only be made available, if they provide the name, profession and place of residence of the proposed person and, in the case of the proposal for the election of members of the Supervisory Board, details of their membership in other statutory supervisory boards and comparable domestic and foreign control bodies of commercial enterprises (see Art. 127 Sent. 3 in conjunction with § 124 Para. 3 Sent. 4 and Art. 125. Para. 1 Sent 5 Act).

Shareholders are kindly asked (without this being a necessary prerequisite for asserting the rights under Art. 126 AktG) to prove their shareholder status at the time the countermotion is sent.

Any shareholder's right to submit countermotions or election proposals to the various agenda times during the Annual General Meeting even without the prior submission to the company remains unaffected. This will be possible via a respective field in the AGM-Portal, which will be directed to a form for countermotions.

Shareholders' information rights in accordance with Art. 131 Para. AktG in conjunction with Art. 2 Sect. 1 Para. 2 Sent. 2 of the Corona Measures Act

Art. 2 Sect. 1 Para. 2 Sent. 2 of the Corona Measures Act modifies the shareholders' information rights in accordance with Art. 131 Para. AktG and limits these. This is due to the particularities of a virtual shareholders' meeting. It is not foreseeable, to what extent and in which way the possibility to submit questions will be used. In particular, there could be a flood of questions which cannot be reasonably answered. Also in the course of the virtual Annual General Meeting, shareholders will have a right to information. However, in deviation from Art. 131 of the German Stock Corporation Act, the Executive Board will decide on the reply with dutiful discretion. As a consequence, the administration does not have to answer all questions, but can summarize questions and select meaningful questions in the interest of the other shareholders.

In order to make the course of the general meeting efficient and to answer as many questions as possible, the Executive Board of the SINGULUS TECHNOLOGIES Aktiengesellschaft decided that all questions are to be transmitted electronically to HV2020@singulus.de two days before the general meeting, i.e. by **May 17, 2020, midnight (CEST)**. Alternatively, questions can also be asked at this point in time via the AGM-Portal.

The reply to the questions will already be published via an FAQ tool on the company's website under the address <http://www.singulus.de/de/investor-relations/hauptversammlung/2020.html>. The questions can be submitted via the FAQ tool from April 29, 2020. The replies will be uploaded and published by May 20, 2020, 10:00 am (CEST). During the Annual General Meeting no questions can be asked.

Further explanations

Further explanations on the rights of shareholders in accordance with Art. 122 Para. 2, Art. 126 Para. 1, Art. 127 and Art. 131 Para. 1 AktG can be found on the company's website at Non-binding translation. The German version is valid.

www.singulus.de (under the section "Investor Relations/Annual General Meeting" or at the address: <http://www.singulus.de/de/investor-relations/hauptversammlung/2020.html>).

Technical information about the virtual Annual General Meeting

To follow the virtual Annual General Meeting as well as use the AGM-Portal and exercise your shareholder rights, you need an internet connection and an internet-enabled device. In order to be able to optimally reproduce the video and audio broadcast of the Annual General Meeting, the company recommends a stable internet connection with a sufficient bandwidth.

If you use a computer to receive the video and audio transmission from the virtual Annual General Meeting, you need an internet browser and speakers or headphones. Your browser must support a secure internet connection (SSL). JavaScript must also be activated and cookies accepted.

From May 20, 2020, 10:00 a.m. (CEST), a test sequence (video and audio) will be available under the link <https://www.singulus.de/de/investor-relations/hauptversammlung/2020.html>, which you can use to check the suitability of your hardware and software for the connection to the virtual Annual General Meeting.

To access the company's password-protected AGM-Portal, you need your individual access data, which you receive with the invitation letter to the Annual General Meeting. You can use this access data to log in to the AGM-Portal on the registration page.

Shareholders will receive further details on the AGM-Portal and the registration and terms of use together with the letter of invitation to the Annual General Meeting or on the Internet at <https://www.singulus.de/de/investor-relations/hauptversammlung/2020.html>.

Information on the availability of image and sound transmission

The shareholders or their proxies can follow the Annual General Meeting on May 20, 2020 from 12:00 p.m. (CEST) after duly registration via the AGM-Portal in full length in realtime with video and audio broadcast. The video and audio broadcast of the Annual General Meeting and the availability of the AGM-Portal may, according to the current state of technology, be subject to fluctuations due to restrictions in the availability of the telecommunications network and third-party internet services, over which the company has no influence. The company therefore assumes no guarantee and liability for the functionality and continuous availability of the internet services and network elements used by third parties, the video and audio broadcast as well as access to the AGM-Portal and its general availability. The company also assumes no responsibility for errors and defects in the hardware and software used for the AGM-Portal, including those of the service provider companies used, unless there is intent. If data protection or security considerations make it absolutely necessary, the Chairman of the meeting reserves the right to pause the virtual Annual General Meeting or to stop it altogether.

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Kahl am Main, in April 2020

SINGULUS TECHNOLOGIES Aktiengesellschaft

The Executive Board

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Data protection notice

The company processes the personal data of its shareholders and any shareholder representatives in order to prepare and hold its general meeting. This data includes, in particular, the name, place of residence or address, any email address, the respective number of shares, the ticket number and the granting of any voting rights.

Responsible person, purpose and legal basis

The company is the responsible body for data processing. The purpose of data processing is to enable shareholders and shareholder representatives to participate in the general meeting and to exercise their rights before and during the general meeting. The legal basis for data processing is Art. 6 Para. 1 Sent. 1 lit. c GDPR.

Receiver

The company commissions various service providers and consultants for its Annual General Meeting. The parties only receive such personal data, which is necessary for the execution of the respective order. The service providers and consultants process this data only in accordance with the instructions of the company. In addition, personal data are made available to shareholders and shareholder representatives within the framework of the statutory provisions, namely via the directory of participants.

Transmission to third countries

No data is transmitted to third countries.

Storage period

Personal data will be stored as long as this is required by law or the company has a legitimate interest in storing it, for example in the event of judicial or extrajudicial disputes with regards to the Annual General Meeting. The personal data will then be deleted.

Rights of those affected

You have a right to information and correction and, under certain legal conditions, a right of restriction, objection and deletion with regard to your personal data or their processing as well as a right to data portability according to Chap. III GDPR. You also have the right to lodge a complaint with the data protection supervisory authority in accordance with Art. 77 GDPR. The contact details of the data protection supervisory authority are as follows:

Bayerisches Landesamt für Datenschutzaufsicht (BayLDA), Promenade 27, 91522 Ansbach, Tel. +49 (0) 981 53 1300, Email: poststelle@lda.bayern.de.

The company's contact details are:

SINGULUS TECHNOLOGIES Aktiengesellschaft

Hanauer Landstr. 103, 63796 Kahl am Main

You can contact our data protection officer at:

Tel.: +49 (0) 6188 440 0, Email: Datenschutz@singulus.de

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