



Salzgitter Aktiengesellschaft

Salzgitter

Securities identification no. 620 200

ISIN: DE0006202005

Calling of Shareholders' Meeting 2023

Information pursuant to Section 125 (1) and (5) AktG in conjunction with Art. 4 Paragraph 1 and Table 3 of Implementing Regulation (EU) 2018/1212 ("EU implementing regulation")

A. Content of the Communication

1. Event unique identifier : 544b4228c0cfed118145005056888925
2. Type of notification: Calling of Shareholders’ Meeting (formal indication according to EU implementing regulation : NEWM)

B. Information on the issuer

1. ISIN: DE0006202005
2. Name of issuer: Salzgitter Aktiengesellschaft

C. Information on the Shareholders’ Meeting

1. Date of Shareholders’ Meeting: May 25, 2023 (formal indication according to EU implementing regulation : 20230525)
2. Time of the Shareholders’ Meeting: 11:00 a.m. CEST (formal indication according to EU implementing regulation : 9:00 a.m. UTC)
3. Type of Shareholders’ Meeting: Shareholders’ Meeting (formal indication according to EU implementing regulation : GMET)
4. Place of Shareholders’ Meeting: CongressPark Wolfsburg GmbH, Heinrich-Heine-Straße, 38440 Wolfsburg, Germany
5. Recording date: May 3, 2023, 24:00 hrs CEST (22:00 hrs UTC; formal information pursuant to EU implementing regulation:20230503) Record date within the meaning of section 123(4) sentence 2 AktG: May 4, 2023.
6. Website of Shareholders’ Meeting/ Uniform Resource Locator (URL): <https://www.salzgitter-ag.com/Hauptversammlung>

Agenda Overview

- 1. Presentation of the Approved Annual Statement of Accounts of Salzgitter AG and the Group Statement of Accounts as of 31 December 2022 with the Combined Directors’ Report and the Report of the Supervisory Board**
- 2. Resolution as to the Use of the Annual Net Profit**
- 3. Resolution as to the Approval of Activities of the Members of the Board of Directors**
- 4. Resolution as to the Approval of Activities of the Members of the Supervisory Board**
- 5. Appointment of Auditor for the Annual Statement of Accounts for the Financial Year 2023**
- 6. Resolution on the Approval of the Remuneration Report**
- 7. Resolution on the Election of the new Supervisory Board**
- 8. Resolution on the Amendment of § 10 of the Articles of Association authorizing the Board of Directors to provide for the holding of a virtual Shareholders’ Meeting**

Dear Shareholders,

We herewith invite you to the Annual Shareholders’ Meeting of Salzgitter Aktiengesellschaft that will take place on

Thursday, 25 May 2023 at 11:00 a.m. Central European Summer Time (CEST),

in CongressPark Wolfsburg, Heinrich-Heine-Straße, 38440 Wolfsburg.

A. Agenda

1. Presentation of the Approved Annual Statement of Accounts of Salzgitter AG and the Group Statement of Accounts as of 31 December 2022 with the Combined Directors’ Report and the Report of the Supervisory Board

The Supervisory Board approved the annual financial statements and the consolidated financial statements for fiscal year 2022 (January 1 to December 31, 2022), presented by the Board of Directors, on March 23, 2023. The annual financial statements are thus adopted. The Shareholders’ Meeting, therefore, does not have to pass a resolution on this agenda item.

The annual financial statements, the consolidated financial statements, the combined directors’ report, the report of the Supervisory Board and the Board of Directors’ proposal for the appropriation of the annual net profit will be available on the Company’s website under <https://www.salzgitter-ag.com/Hauptversammlung> from the time the Shareholders’ Meeting is convened and will also be accessible there during the Shareholders’ Meeting. The explanatory report on the disclosures pursuant to § 289a sentence 1 and § 315a sentence 1 HGB will be available during the Shareholders’ Meeting.

2. Resolution as to the Use of the Annual Net Profit

The Board of Directors and the Supervisory Board propose that the following resolutions be adopted:

The annual net profit of EUR 60,100,000 for the financial year 2022 will be used as follows:

- Annual net profit	60,100,000 EUR
- Distribution of a dividend of EUR 1.00 per share on the 54,087,300 shares entitled to a dividend:	54,087,300 EUR
- Profit carried forward:	6,012,700 EUR

The proposal for the use of profits assumes that the 6,009,700 treasury shares held by the Company at the time of the proposal, which are not entitled to dividends pursuant to section 71b AktG, are not entitled to dividends even on the day of the Shareholders’ Meeting. Insofar as these shares are entitled to dividends on the day of Shareholders’ Meeting as a result of sale, the proposal for the appropriation of profits will be adjusted accordingly at the Shareholders’ Meeting with an unchanged distribution of EUR 1.00 per dividend-bearing share at the expense of the profit carried forward.

3. Resolution as to the Approval of Activities of the Members of the Board of Directors

The Supervisory Board and the Board of Directors propose that the following be resolved:

The activities of the members of the Board of Directors in office in the financial year 2022 be approved in relation to that period.

4. Resolution as to the Approval of Activities of the Members of the Supervisory Board

The Board of Directors and the Supervisory Board propose that the following be resolved:

The activities of the members of the Supervisory Board in office in the financial year 2022 be approved in relation to that period.

5. Appointment of Auditor for the Annual Statement of Accounts for the Financial Year 2023

On the recommendation of its Audit Committee, the Supervisory Board proposes that the following resolution be adopted:

Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft, Hanover, is appointed as auditor of the annual statement of accounts and consolidated financial statements of Salzgitter Aktiengesellschaft for the financial year 2023.

The Audit Committee declared in accordance with Art.16 Section 2, Subsection 3 of Regulation (EU) No. 537/2014 dated April 16, 2014, that its recommendation is free from influence by a third party and that the Audit Committee was not imposed any contractual obligation which would have restricted the options with respect to the choice of a specific auditor.

6. Resolution on the Approval of the Remuneration Report

In accordance with section 162 AktG, the Board of Directors and the Supervisory Board must prepare a remuneration report and submit it to Shareholders’ Meeting for approval in accordance with section 120a (4) AktG.

The remuneration report for the financial year 2022 prepared by the Board of Directors and Supervisory Board and audited by the auditor, Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft pursuant to section 162 (3) AktG, is available in Section B. under I. and otherwise available under <https://www.salzgitter-ag.com/remunerationreport>.

The Supervisory Board and the Board of Directors propose that the following resolution be adopted:

The remuneration report for the financial year 2022 prepared and audited in accordance with section 162 AktG is approved.

7. Resolution on the election of the new Supervisory Board

The term of office of the current Supervisory Board of our company ends at the end of this year's Shareholders’ Meeting. The Supervisory Board must, therefore, be newly elected. In accordance with the provisions of the Act supplementing the Act on the Co-Determination of Employees in the Supervisory Boards and Boards of Directors of Companies in the Mining and Iron and Steel Producing

Industry (MontanMitbestErgG) of August 7, 1956 in its version of August 7, 2021 and according to § 7 No. 1 of the Articles of Association of the Company.

Accordingly, the Supervisory Board consists of:

- ten shareholder representatives
- ten employee representatives (seven of whom are employees of group companies and three representatives of trade unions), and
- an additional member.

In accordance with section 96(2) sentence 1 AktG, the Supervisory Board is composed of at least 30% women and at least 30% men. As a result of an objection to the overall fulfilment for this election, the minimum proportion must be fulfilled separately by the representatives of the shareholders and the employees on the Supervisory Board. Of the ten shareholder representatives, at least three must, therefore, be women and at least three men. The nominations take these minimum proportions into account.

The shareholder representatives are elected by the Shareholders’ Meeting. The employee representatives were elected by delegates elected by the employees. The additional member is elected by Shareholders’ Meeting on the proposal of the other members of the Supervisory Board. The members of the Supervisory Board may not be elected for a longer period than until the end of Shareholders’ Meeting which resolves on the approval of the activities of the Supervisory Board for the fourth financial year following the election; the financial year in which the election is held is not included (section 102 (1) AktG, § 7 No. 2 of the Articles of Association). It is proposed that the election of the Supervisory Board members takes place according to the maximum possible duration, so that the term of office thus is approx. five years.

Shareholder Representatives

The Supervisory Board proposes to the Shareholders’ Meeting the election of the following shareholder representatives, stating their membership in other statutory supervisory boards and comparable domestic and foreign supervisory bodies of commercial enterprises:

7.1 Ulrike Brouzi, Hanover

Member of the Board of Directors of DZ BANK AG

(a) Membership in other statutory supervisory boards:

Bausparkasse Schwäbisch Hall AG, Schwäbisch Hall
Allgemeine Versicherung AG, Wiesbaden
R+V Lebensversicherung AG, Wiesbaden
Union Asset Management Holding AG, Frankfurt am Main

(b) Membership in comparable domestic and foreign supervisory bodies of commercial enterprises:

Supervisory Board of DZ Compliance-Partner GmbH, Neu-Isenburg (Chairwoman)

7.2 Dr. Bernd Drouven, Hamburg

Retired Chairman of the Board of Directors of Aurubis AG

7.3 Karin Hardekopf, Schwarmstedt

Member of the Board of Directors of GP Günter Papenburg AG

7.4 Gerald Heere, Hanover

Minister of Finance of Lower Saxony

(a) Membership in other statutory supervisory boards:

NORD/LB, Hannover (Chairman)
Deutsche Messe AG, Hanover

(b) Membership in comparable domestic and foreign supervisory bodies of commercial enterprises:

Member of the Board of Directors of Kreditanstalt für Wiederaufbau (KfW), Berlin

7.5 Prof. Dr. Susanne Knorre, Hanover

Consultant

(a) Membership in other statutory supervisory boards:

Deutsche Bahn AG, Berlin
NORD/LB, Hanover
Rain Carbon Germany GmbH, Castrop-Rauxel
STEAG Power GmbH, Essen

7.6 Heinz Kreuzer, Gehrden

Retired Chairman of the Management Board of TUI InfoTec GmbH

(a) Membership in other statutory supervisory boards:

eves_information technology AG, Braunschweig

(b) Membership in comparable domestic and foreign supervisory bodies of commercial enterprises:

Safarihub Europe Ltd. Harrow, Middlesex, United Kingdom (Non Executive Director)

7.7 Klaus Papenburg, Halle

Member of the Board of Directors of GP Günter Papenburg AG

(b) Membership in comparable domestic and foreign supervisory bodies of commercial enterprises:

Advisory Board of STOCKMEIER Holding GmbH, Bielefeld

7.8 Prof. Dr. Joachim Schindler, Berlin

Member of various supervisory boards

- (a) Membership in other statutory supervisory boards:

Rocket Internet SE, Berlin
Zoologischer Garten Berlin AG, Berlin
CMBlu Energy AG, Alzenau

7.9 Heinz-Gerhard Wente, Gehrden

Member of the Board of Directors of Continental AG (retired)

- (b) Membership in comparable domestic and foreign supervisory bodies of commercial enterprises:

Alpha ABMD Holdco B.V., Alkmaar, Netherlands (Member of Supervisory Board)

7.10 Dr. Susanna Zapreva-Hennerbichler, Hanover

Chairwoman of the Board of Directors of enercity AG

- (a) Membership in other statutory supervisory boards:

PNE – Pure New Energy AG, Cuxhaven
CropEnergies AG, Mannheim

The aforementioned election proposals are based on the recommendations of the Nomination Committee and take into account the objectives set by the Supervisory Board for its composition and aim to fulfil the competence profile and diversity concept developed by the Supervisory Board. They also meet the appropriate number of independent Supervisory Board members in the opinion of the Supervisory Board.

Additional member

The shareholder representatives proposed for election above and the employee representatives already elected below propose to the Shareholders’ Meeting– the former persons in the event of their election – that the following be elected as additional member:

7.11 Frank Klingebiel, Salzgitter

Full-time Lord Mayor of the independent city of Salzgitter

- (a) Membership in other statutory supervisory boards:

Public insurance Braunschweig, Braunschweig
Helios Klinikum Salzgitter GmbH, Salzgitter (Deputy Chairman)

- (b) Membership in comparable domestic and foreign supervisory bodies of commercial enterprises:

Braunschweigische Landessparkasse, Braunschweig (Board of Directors, 1st Deputy Chairman)
Supervisory Board of WEVG Salzgitter GmbH & Co KG, Salzgitter (Chairman)
Supervisory Board of Entsorgungszentrum Salzgitter GmbH, Salzgitter (Chairman)
Supervisory Board of Projektgesellschaft Salzgitter-Watenstedt GmbH, Salzgitter (Chairman)

Supervisory Board of Wohnungsbaugesellschaft mbH Salzgitter, Salzgitter
Supervisory Board of Kraftverkehrsgesellschaft mbH Braunschweig, Salzgitter
Supervisory Board of Allianz für die Region GmbH, Braunschweig
Supervisory Board of Wirtschafts- und Innovationsförderung Salzgitter GmbH, Salzgitter

The Shareholders’ Meeting is not entitled to make counter-proposals to the election proposal of the additional member.

The curriculums vitae of the proposed shareholder representatives and the proposed additional member can be found in section B. under II. in this calling.

Employee representatives

For information of the shareholders:

The following employee representatives have already been elected as members of the Supervisory Board by the employee delegates on March 21, 2023, and their term of office shall also commence at the end of this Shareholders’ Meeting:

Konrad Ackermann

Chairman of the Works Council of KHS GmbH, Dortmund

Manuel Bloemers

Trade union secretary IG Metall Board of Directors, Düsseldorf

Hasan Cakir

Chairman of the Group Works Council of Salzgitter AG, Salzgitter

Marco Gasse

Chairman of the Works Council of Hüttenwerke Krupp Mannesmann GmbH, Duisburg

Gabriele Handke

Chairwoman of the Works Council of Peiner Träger GmbH, Peine

Dirk Markowski

Chairman of the Works Council and General Works Council of Mannesmann Precision Tubes GmbH, Hamm

Anja Piel

Member of the Federal Board of Directors of the DGB, Berlin

Christine Seemann

Member of the Works Council of Salzgitter Flachstahl GmbH, Salzgitter

Clemens Spiller

Chairman of the Works Council of Salzgitter Digital Solutions GmbH, Salzgitter

Dr. Hans-Jürgen Urban

Managing Member of the Board of Directors of IG Metall, Frankfurt

8. Resolution on the amendment of § 10 of the Articles of Association authorizing the Board of Directors to provide for the holding of a virtual Shareholders’ Meeting

Laws enacted in connection with the COVID-19 pandemic temporarily created the possibility of holding a Shareholders’ Meeting as a virtual Shareholders’ Meeting without the physical presence of shareholders or their proxies. by virtue of the Act on the Introduction of Virtual Shareholders’ Meetings of Stock Corporations and on the Amendment of Cooperative and Insolvency and Rest Restructuring Regulations of July 20, 2022 (Federal Law Gazette I 2022, pp. 1166 et seq.), the virtual Shareholders’ Meeting has been permanently regulated in the German Stock Corporation Act. According to section 118a(1) sentence 1 AktG, the Articles of Association may provide or authorise the Board of Directors to provide that Shareholders’ Meeting is to be held as a virtual Shareholders’ Meeting, i.e. without the physical presence of the shareholders or their proxies at the place of the Shareholders’ Meeting.

A corresponding authorization of the Board of Directors shall be included in the Company's Articles of Association. In this case, the maximum possible term of five years provided for in the law shall not be used, but the authorization shall be limited to two years after its entry in the commercial register. For future Shareholders’ Meetings, the Board of Directors will decide separately in the interest of the Company and the shareholders, taking into account the circumstances of the individual case, whether to make use of the authorisation and hold a Shareholders’ Meeting as a virtual Shareholders’ Meeting.

The Supervisory Board and the Board of Directors propose that the following resolution be adopted:

In § 10 of the Articles of Association, the following new no. 6 shall be inserted, the previous nos. 6 to 8 shall become nos. 7 to 9:

"The Board of Directors is authorized to provide that Shareholders’ Meeting shall be held without the physical presence of the shareholders or their proxies at the place of Shareholders’ Meeting (virtual Shareholders’ Meeting). The authorization applies to the holding of virtual Shareholders’ Meetings for a period of two years after the entry of this provision of the Articles of Association in the commercial register of the Company. The provisions of these Articles of Association relating to the calling and conduct of the Shareholders’ Meeting of the Company shall apply mutatis mutandis in the case of a virtual Shareholders’ Meeting."

B.Reports and annexes to the agenda

I. Remuneration Report of the Board of Directors and Supervisory Board for the financial year 2022

[English Version coming soon]

II. Information on Supervisory Board candidates proposed for election under agenda item 7

7.1 Ulrike Brouzi

Board of Directors of DZ Bank AG

Personal data:

Year of birth: 1965

Nationality: German

Gender: female

Member of the Supervisory Board since May 23, 2013

Training:

Studies of Business Mathematics at the University of Augsburg

Dipl. Math. oec

Professional career:

1990-2007 Bayern LB (various activities)

2008-2010 NORD/LB Head of Risk Control

2010-2012 NORD/LB Chief Representative Financial Markets

2012-2018 Member of the Board of Directors NORD/LB (CFO/COO)

since 09/2018 Member of the Board of Directors of DZ BANK AG, Deutsche Zentral-Genossenschafts-bank, Frankfurt (CFO since 01/2019)

Other activities:

none

7.2 Dr. Bernd Drouven

Retired Chairman of the Board of Directors of Aurubis AG

Personal data:

Year of birth: 1955

Nationality: German

Gender: male

Member of the Supervisory Board since May 24, 2018

Training:

Studies of Metallurgy and Electrometallurgy at RWTH Aachen University

Promotion an der Carnegie-Mellon University in Pittsburgh (Pennsylvania, USA)

Professional career:

1982-1987 Head of Department of Preussag AG Metall

1987-1988 General Manager IC Metals Division Singapore of Degussa AG

1988-1991 Managing Director of Demetron Gesellschaft für Elektronikwerkstoffe mbH (Group company of Degussa AG)

1991-1998 Managing Director of Leybold Materials GmbH (Group company of Degussa AG)

1995-1997 Head of Business Unit Materials von Balzers and Leybold

1998-2000 Member of the Management Board of Possehl Besi Electronics N.V.

2000-2001 CEO of Possehl Besi Electronics N.V.

2001-2003 Managing Director of Spiess-Urania Chemicals GmbH

2004-2005 Vice President Strategic Planning/International Affairs der Norddeutsche Affinerie AG (now Aurubis AG)

2006-2008 Chief Financial Officer of Norddeutsche Affinerie AG (now Aurubis AG)

2008-2011 Chief Executive Officer of Aurubis AG

2013-2014 Member of the Supervisory Board of Aurubis AG

2014-2015 Chief Executive Officer of Aurubis AG

2015-2018 Member of the Supervisory Board of Aurubis AG

Other activities:

none

7.3 Karin Hardekopf

Member of the Board of Directors of GP Günter Papenburg AG

Personal data:

Year of birth: 1965

Nationality: German

Gender: female

Member of the Supervisory Board since January 1, 2023

Training:

1984-1986 Training as a bank clerk at Vereins- und Westbank AG, Hanover

1986-1991 Studies of Business Administration at the Universities of Bayreuth and Passau with Diploma in Business Administration

Professional career:

01.01.1992 Managing Director of GP Günter Papenburg GmbH

since 30.08.1995 Member of the Board of Directors of GP Günter Papenburg AG

Other activities:

Economic Advisory Board of Nord LB, Hanover

Relationships with a significant shareholder of Salzgitter Aktiengesellschaft

Ms. Hardekopf is a member of the Board of Directors of GP Günter Papenburg AG, Hanover, as well as a daughter of the majority shareholder of this company, which holds more than 25% of the voting rights (as of the last Shareholders' Meeting on June 2, 2022) in Salzgitter Aktiengesellschaft.

7.4 Gerald Heere

Minister of Finance of Lower Saxony

Personal data:

Year of birth: 1979

Nationality: German

Gender: male

Member of the Supervisory Board since January 3, 2023

Training:

2005 Master's degree at the Technical University of Braunschweig with major subject Political Science and the minors History and Computer Science

Professional career:

2005-2006 Freelance speaker of the parliamentary group Bündnis 90/Die Grünen in the state parliament

2006-2012 Research Assistant at the Chair of International Relations and Comparative Government, Institute of Social Sciences, TU Braunschweig

2012-2013 Lecturer at the Chair of International Relations and Comparative Government Studies, Institute of Social Sciences, TU Braunschweig

2013-2017 Member of the Lower Saxony State Parliament - Member of the parliamentary group executive committee (from May 2015)

2019 Freelance political scientist

2019-2021 Head of the Senator's Office – The Senator for Finance, Free Hanseatic City of Bremen

2021-2022 Member of the Lower Saxony State Parliament

Other activities:

none

Relationships with a significant shareholder of Salzgitter Aktiengesellschaft

Since November 2022, Mr. Heere is Lower Saxony's Minister of Finance. The State of Lower Saxony is the sole shareholder of Hannoversche Beteiligungsgesellschaft mbH, Hanover, which holds approximately 26.5 % of the voting rights (as of the last Shareholders' Meeting on June 2, 2022) in Salzgitter Aktiengesellschaft.

7.5 Prof. Dr. Susanne Knorre

Consultant

Personal data:

Year of birth: 1961

Nationality: German

Gender: female

Member of the Supervisory Board since May 24, 2018

Training:

Studies of Political Science and Economics at the Universities Hamburg and Basel

Degree: Dipl.-Political Scientist, State Examination for the Higher General Administrative Service

Doctorate at the University of Hamburg

Professional career:

1988-1991 Policy Officer Ministry of Economics and Transport of the State of Rhineland-Palatinate

1991-1994 Head of the Minister's Office at the Ministry of Economy and Transport of the state of Rhineland-Palatinate

1994 Preussag AG, Assistant to the CEO

1998-2000 Head of Corporate Communications at Preussag AG

2000-2003 Minister for Economic Affairs, Technology and Transport of Lower Saxony, Hanover

2002-2015 different teaching assignments University of Hanover, Lucerne University of Applied Sciences and Arts, University of Cape Town, University of Hildesheim, Quadriga University Berlin

2003-2005 Managing Director of GROTE&KNORRE GmbH and Management Partner of Weber Shandwick Communications Consulting

since 2005 independent management consultant

since 2007 part-time professor for communication management at the university Osnabrück

Other activities:

none

7.6 Heinz Kreuzer

Retired Chairman of the Management Board of TUI InfoTec GmbH

Personal data:

Year of birth: 1954

Nationality: German

Gender: male

Member of the Supervisory Board since May 24, 2018

Training:

Studies of mathematics, physics and computer science at the University of Bonn

Degree: Graduate mathematician

Professional career:

1981 Organizational assistant at Kodak AG, Stuttgart

1983 Group leader "Data Administration" of Württembergische Feuerversicherung AG, Stuttgart

1987 Manager Systems Development of Dun & Bradstreet Schimmelpfeng GmbH, Frankfurt

1988 Additional responsibility for the Technical Services department

1989 Director of IT at Helvetia Insurance, Frankfurt

1992 Head of Information and Member of the Board of Directors of the Helvetia Directorate for Germany

1995 Director Information Systems at TUI GmbH & Co. KG, Hanover

1997 Managing Director of TUI InfoTec GmbH

1999 Spokesman of the Management Board of TUI InfoTec GmbH, at the same time spokesman of the management of Preussag Systemhaus GmbH

2000 Chief Information Officer (CIO) of Preussag AG (now TUI AG)

2003 additionally Director Group Contracting of TUI AG

2007-2018 Chief Executive Officer of TUI InfoTec GmbH

2020-2021 Chairman of the Board of Directors eves_information technology AG, Braunschweig

Other activities:

Lecturer at the Osnabrück University of Applied Sciences "Leadership in a Digital Economy"

7.7 Klaus Papenburg

Member of the Board of Directors of GP Günter Papenburg AG

Personal data:

Year of birth: 1970

Nationality: German

Gender: male

Member of the Supervisory Board since July 1, 2021

Training:

Studied business administration at the University of Passau with a degree in business administration

Professional career:

since 1998 Managing Director of various companies of GP Günter Papenburg AG

1999–2019 Member of the Supervisory Board of GP Günter Papenburg AG

since 2019 Member of the Board of Directors of GP Günter Papenburg AG

Other activities:

none

Relationships with a significant shareholder of Salzgitter Aktiengesellschaft

Mr. Papenburg is a member of the Board of Directors of GP Günter Papenburg AG, Hanover, as well as a son of the majority shareholder of this company, which holds more than 25 % of the voting rights (as of the last Shareholders’ Meeting on June 2, 2022) in Salzgitter Aktiengesellschaft.

7.8 Prof. Dr. Joachim Schindler

Member of various supervisory boards

Personal data:

Year of birth: 1957

Nationality: German

Gender: male

Member of the Supervisory Board since November 24, 2017

Training:

Studies of Business Administration in Würzburg and Cologne / Dipl.-Merchant

Dr. rer. pol., distance university Hagen

Auditor / Tax Consultant

Professional career:

1982-1989 Medium-sized auditing practice

1989-2015 KPMG AG (Cologne, London, Berlin)

since 1995 Partner

since 2004 Member of the Board of Directors (until 2012)

since 2005 additional Head of Audit EMA-Region (until 2010)

since 2010 Global Head of Audit, Global Executive Team, KPMG International (until 2013)

2009-2020 Honorary Professor Freie Universität Berlin

2015-2019 Auditor in own practice

Other activities:

none

7.9 Heinz-Gerhard Wente

Retired member of the Board of Directors of Continental AG

Personal data:

Year of birth: 1951

Nationality: German

Gender: male

Member of the Supervisory Board since September 16, 2015, Chairman since 2016

Training:

Commercial apprenticeship at Continental AG

Studies of Economics in Hanover and Göttingen / Dipl.-Merchant

Professional career:

1978 Start at Continental in Industrial Engineering, later various tasks in Marketing- and Controlling area

1993 Member of the Management Board of ContiTech Antriebssysteme GmbH

1998 Chairman of the Management Board of ContiTech Antriebssysteme GmbH

2000 Chairman of the Management Board of ContiTech Vibration Control GmbH

2001-2008 Head of the ContiTech Fluid Technology business unit

2007 Member of the Board of Directors of Continental AG as Chief Human Resources Officer and Labor Director

2008 Additional Chairman of the Board of Directors of ContiTech AG and Head of this Division of the Continental Corporation

2011 after relinquishing his position as Chief Human Resources Officer alongside the management of the ContiTech division responsibility for Corporate Purchasing at Continental AG

2015 Resignation from the Board of Directors of Continental AG at the end of the contract

Other activities:

none

7.10 Dr. Susanna Zapreva-Hennerbichler

CEO of enercity AG

Personal data:

Year of birth: 1973

Nationality: Austrian

Gender: female

no member of the Supervisory Board to date

Training:

Diploma in Electrical Engineering at the Vienna University of Technology

Doctoral Programme in Technical Sciences

Diploma studies in Business Administration at the Vienna University of Economics and Business

Professional career:

1997-2001 University assistant at the Vienna University of Technology and self-employed advisory activity

2001-2011 Wienstrom GmbH

2010-2016 Wien Energie GmbH (Managing Director)

2016 to date enercity AG (CEO)

Other activities:

Chairwoman of the Government Commission of the State Government of Lower Saxony

Member of the Hydrogen Council of the German Federal Government

Member of the Board of the Federal Association of Energy and Water Industries

Member of the Executive Committee and Board of the Association of Municipal Companies

7.11 Frank Klingebiel

Full-time Lord Mayor of the independent city of Salzgitter

Personal data:

Year of birth: 1964

Nationality: German

Gender: male

Member of the Supervisory Board since May 19, 2021

Training:

Training for the career of the higher non-technical administrative service in the Federal Asset Administration; degree from university of applied sciences: Dipl.-Financial Sciences

Professional career:

1987–1988 Federal Asset Authority Soltau (real estate)

1988–1989 Basic military service

1989–1994 District of Goslar (human resources and municipal supervision)

1994–1997 Lower Saxony Ministry of Economic Affairs, Technology and Transport (calibration and metrology, public pricing law)

1997–2006 Lower Saxony Ministry of the Interior and Sport (Supreme Financial Supervisory Authority for rural districts and independent cities, administration of the needs allocation fund of 100 million EUR/year according to the Lower Saxony Financial Equalisation Act)

since 2006 Full-time Lord Mayor of the independent city of Salzgitter

Other activities:

Member of the Presidium of the German Section of the Council of European Municipalities and Regions (RGRE)

Member of the Presidium of the Association of German Cities (DST) and the German Association of Towns and Cities

Association of Municipalities (DStGB)

President of the Association of cities in Lower Saxony (NST)

Member of various association committees, foundation committees and regional advisory boards

C. Registration and more Information relating to the Shareholders’ Meeting

1. Precondition for Participation in the Shareholders' Meeting and the Exercise of Voting Rights

Shareholders are entitled to participate in the Shareholders’ Meeting and to exercise their voting rights if they have registered by the end of **May 18, 2023** at the latest at the following address

Salzgitter AG
c/o Computershare Operations Center
80249 München
anmeldestelle@computershare.de

in text form and have proven their entitlement by means of a special proof of share ownership issued in text form by the custodian bank. Proof of shareholding pursuant to section 67c (3) AktG is sufficient. The receipt of the registration and the proof at the above address is decisive for meeting the deadline. The proof of shareholding has to be issued with reference to the beginning of **May 4, 2023 (0:00 a.m. CEST)** – hereinafter referred to as the "Record Date".

In relation to the Company, only those who have provided proof of shareholding on the Record Date shall be deemed to be entitled to participate in Shareholders’ Meeting and to exercise voting rights as shareholders. **The registration is not accompanied by a block on the salability of the shareholdings, so that shareholders can continue to freely dispose of their shares at any time even after registration and proof of shareholding has been provided.** Shareholders who have duly registered and provided proof are entitled to participate in the Shareholders’ Meeting and to exercise their voting rights even if they have sold the shares after the Record Date. Shareholders who acquired their shares after the Record Date are not entitled to participate in the Shareholders’ Meeting or to exercise voting rights.

Shareholders may have the registration and submission of proof carried out by their custodian institute; for this purpose, the institute must be commissioned with the registration in time. The institute takes over the required registration and confirms the relevant shareholding to the above-mentioned address. The registered shareholders will then receive an entry ticket for the Shareholders’ Meeting. In order to ensure the timely receipt of the entry ticket, we recommend that you register as early as possible. The entry ticket contains the information required for participation in the Shareholders’ Meeting and for exercising voting rights.

2. Voting by Proxy

Shareholders who do not wish to attend the Shareholders’ Meeting in person have the option of exercising their voting rights by proxy, which is explained in more detail below. In order to ensure that a high proportion of the share capital is represented at the Shareholders’ Meeting, we would like to ask these shareholders to exercise their voting rights by using one of the options described below.

a) Exercise of Voting Rights by Proxy

Shareholders may authorise a bank, a shareholders' association or any other person of their choice to exercise their voting rights. For this purpose, timely registration and proof of shareholding as described under section 1 are required. If the shareholder appoints more than one proxy, the Company may reject one or more of them.

The granting of the proxy, its revocation and proof of the authorization towards the Company must be in text form, unless the power of attorney is granted to an intermediary or equivalent

representative pursuant to section 135 (8) AktG. Please use the electronic online service at the Internet address below or use the power of attorney form attached to the entry ticket. **Even after the proxy has been issued, the shareholder can continue to freely dispose of his shares at any time.**

The power of attorney can be handed over to the authorized representative with the entry ticket. Furthermore, the power of attorney can be transmitted to the Company no later than **May 24, 2023, 24:00 a.m. CEST** (receipt) via the electronic online service at the Internet address <https://www.salzgitter-ag.com/Hauptversammlung> using the access data sent with the entry ticket or in writing by post or by email to the address

Salzgitter AG
c/o Computershare Operations Center
80249 München
anmeldestelle@computershare.de.

Section 135 (1) to (7) AktG applies to the authorization of intermediaries (e.g. credit institutions). In particular, the proxy statement must be verifiably recorded by the proxy and must also be complete and may only contain declarations related to the exercise of voting rights. The same applies to shareholders' associations, proxy advisors and persons who offer themselves commercially to shareholders to exercise voting rights at the Shareholders’ Meeting, unless the person who wishes to exercise the voting right is the legal representative, spouse or life partner of the shareholder or related to him up to the fourth degree or in-laws. In these cases, shareholders should consult with the proxy holder on the form of the proxy.

b) Exercise of Voting Rights by Proxies appointed by the Company

We offer shareholders the option of authorizing the proxies appointed by the Company to exercise their voting rights at the Shareholders’ Meeting. Here, too, a timely registration and proof of shareholding as described under section 1 and then the granting of a power of attorney are required.

The granting of the power of attorney, its revocation and the proof of the authorization towards the Company must be in text form. To grant a power of attorney, please use the electronic online service at the Internet address below or use the power of attorney form attached to the entry ticket. When granting proxy, instructions must be given for the exercise of voting rights. Without these instructions, the power of attorney for the proxies appointed by the Company is invalid. The issuing of voting instructions to proxies is only possible with regard to such motions and election proposals for which there are resolutions proposed by the management pursuant to section 124 (3) AktG or by shareholders pursuant to section 122 (2) AktG with this convocation or subsequently published or which have been made available pursuant to sections 126, 127 AktG. The proxies are obliged to vote as instructed.

It is possible to submit the power of attorney with the instructions by **May 24, 2023, 24:00 a.m. CEST** (receipt) either by post or by email to the address

Salzgitter AG
c/o Computershare Operations Center
80249 München
anmeldestelle@computershare.de

or to the Company via the electronic online service at the Internet address <https://www.salzgitter-ag.com/shareholders-meeting> using the access data sent with the entry ticket. **Even after the proxy has been issued, the shareholder can continue to freely dispose of his shares.**

3. Rights of Shareholders pursuant to Sections 122 (2), 126 (1), 127, 131 AktG

a) Addition to the Agenda (Section 122 (2) AktG)

Shareholders whose shares together amount to EUR 500,000.00 of the Company’s share capital (corresponding to 185,927 shares) may request that items be placed on the agenda and published. Each new item must be accompanied by a statement of reasons or a draft decision. The request must be made to the Company in writing at the following address by **April 24, 2023, 24:00 CEST**:

Salzgitter AG
The Board of Directors
Dep. Legal, Compliance & Insurance
Eisenhuettenstraße 99
38239 Salzgitter, Germany

The applicants must prove that they have been holders of the shares for at least 90 days prior to the date of receipt of the request and that they hold the shares until the decision of the Board of Directors on the request, whereby section 70 AktG applies to the calculation of the share ownership period.

b) Countermotions and Election Proposals (Section 126 (1) and § 127 AktG)

Countermotions by shareholders and proposals by shareholders for the election of Supervisory Board members or auditors, including the reasons (election proposals do not need to be justified), must be addressed exclusively to the following address:

Salzgitter AG
Dep. Legal, Compliance & Insurance
Eisenhuettenstraße 99
38239 Salzgitter, Germany
hv@salzgitter-ag.de

Countermotions and election proposals by shareholders to be made available, including the name of the shareholder as well as reasons to be made available and, if applicable, provided with the content to be supplemented in accordance with section 127 sentence 4 AktG, will be made available on the Company’s website immediately upon receipt. In this context, countermotions and election proposals to items on the agenda which have been submitted by **May 10, 2023, 24:00 CEST**, at the address mentioned will be taken into account. Any comments of the administration will also be made available on the Company’s website.

c) Requests for Information (Section 131(1) AktG)

Upon request at the Shareholders’ Meeting, the Board of Directors must provide each shareholder with information on matters relating to the Company, the Company’s legal and business relationships with affiliated companies as well as on the situation of the group and the companies included in the consolidated financial statements, insofar as the information is necessary for the proper assessment of an item on the agenda.

4. Publications on the Website

This calling of the Shareholders’ Meeting, the documents to be made available, shareholder motions and further information in connection with Shareholders’ Meeting are available at the Internet address <https://www.salzgitter-ag.com/Hauptversammlung>.

5. Information on Data Protection

The Company processes personal data of its shareholders and any shareholder representatives in order to prepare and conduct its Shareholders’ Meeting. This data includes in particular the name, place of residence or address, any email address, the respective shareholding, the entry ticket number and the granting of any power of attorney. Depending on the circumstances of the case, other personal data may also be relevant.

a) Controller, Purpose and Legal Basis

The Company is responsible for data processing. The purposes of data processing are to comply with the requirements of stock corporation law and to enable shareholders and shareholder representatives to exercise shareholder rights before and during the Shareholders’ Meeting. The legal basis for data processing is Art. 6 para. 1 sentence 1 lit. c) EU General Data Protection Regulation (GDPR) in conjunction with the provisions of the German Stock Corporation Act (AktG). In addition, processing may take place to safeguard legitimate interests, such as the proper conduct of Shareholders’ Meeting or for internal statistical purposes. The legal basis in this respect is Art. 6 para. 1 sentence 1 lit. f) GDPR.

b) Receiver

At its Shareholders’ Meeting, the Company commissions various service providers and consultants who only receive such personal data from the Company as are necessary for the execution of the respective order. The service providers and consultants process this data exclusively in accordance with the instructions of the Company. In addition, personal data is made available to shareholders and shareholder representatives within the framework of the statutory provisions.

c) Storage Time

The personal data will be stored as long as this is required by law or the Company has a legitimate interest in the storage, for example in the event of judicial or out-of-court disputes on the occasion of the Shareholders’ Meeting. Subsequently, the personal data will be deleted.

d) Data Subjects’ Rights

Under certain legal conditions, shareholders and shareholder representatives registered for Shareholders’ Meeting have a right to information, correction, restriction, objection and deletion with regard to their personal data or their processing as well as a right to data portability in accordance with Chapter III GDPR. In addition, they have the right to lodge a complaint with the data protection supervisory authorities pursuant to Art. 77 GDPR.

Contact details

The contact details of the Company are:

Salzgitter AG
Eisenhüttenstraße 99
38239 Salzgitter, Germany

You can contact our data protection officer at:

datenschutz.holding@salzgitter-ag.de
Phone: +49 (0) 5341 21-01

or at the following address:

Salzgitter AG
Data protection supervisor
Eisenhüttenstraße 99
38239 Salzgitter, Germany

6. Total number of shares and voting rights

At the time of the calling of the Shareholders’ Meeting, the total number of shares and the total number of voting rights amounts to 60,097,000 each. There are no different classes of shares. At this time, of the 60,097,000 shares, 6,009,700 are treasury shares, from which the Company has no rights.

Salzgitter, April 2023

Salzgitter Aktiengesellschaft
The Board of Directors