

ENCAVIS

ENCAVIS AG

Hamburg

Proposal of the Management Board on the appropriation of net retained profits

The Management Board proposes that the following resolution be adopted:

“The net retained profits of ENCAVIS AG for the 2020 financial year in the amount of EUR 55,064,839.71 are to be appropriated as follows:

Distribution of a dividend of EUR 0.28 per dividend-bearing no-par value share maturing on 30 June 2021:	EUR 35,993,680.84
Carried forward to new account:	EUR 19,071,158.87”

The dividend will be paid, at the choice of the shareholder, either (i) solely in cash or (ii) for part of the dividend in cash to settle the tax liability and for the remaining part of the dividend in the form of shares in the Company (the payment of the dividend in the form of shares in the Company (the “**stock dividend**”)).

The details of the cash dividend and the shareholders’ option to elect the stock dividend will be set out in a document made available to shareholders on the Company’s website at <https://www.encavis.com/investor-relations/hauptversammlungen/>. The document contains, in particular, information on the number and features of the shares and sets out the reasons for and details of the offer.

The total dividend and the residual amount to be carried forward to new account in the above proposed resolution on the appropriation of profits are based on the dividend-bearing share capital of EUR 138,437,234.00, divided into 138,437,234 no-par value shares, existing at the time of convening.

The number of dividend-bearing shares may change up to the time of the resolution on the appropriation of profits. In this event, the Management Board and the Supervisory Board shall submit to the Annual General Meeting a correspondingly adjusted proposal for resolution on the appropriation of profits, which shall provide for an unchanged distribution of EUR 0.28 per no-par value share entitled to dividend; the offer to receive the dividend in the form of shares instead of cash shall remain unaffected. The adjustment is made as follows: if the number of

shares entitled to dividend and thus the total dividend amount decreases, the amount to be carried forward to new account increases accordingly. If the number of shares entitled to dividend and thus the total dividend amount increases, the amount to be carried forward to new account decreases accordingly.

Please note that this year's dividend will only be paid out of the taxable profit, so the dividend payment, regardless of which option the shareholder exercises, is in principle subject to taxation.

Hamburg, March 2021

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The Management Board