



DEUTSCHE BÖRSE  
GROUP

May 13, 2026

# Notice of

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Annual General Meeting of  
Deutsche Börse Aktiengesellschaft

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# Deutsche Börse Aktiengesellschaft, Frankfurt/Main

Dear Shareholders,<sup>1</sup>

We cordially invite you to attend the 2026 Annual General Meeting on May 13, 2026, commencing at 10.00 a.m. (CEST). It will take place as a **virtual Annual General Meeting** without the physical presence of the shareholders or their proxies at the venue of the Annual General Meeting. Duly registered shareholders and their proxies may join the Annual General Meeting by means of electronic communication via the Company's online service at [www.deutsche-boerse.com/agm](http://www.deutsche-boerse.com/agm). The intention is to have the members of the Supervisory Board attend in person at the venue of the Annual General Meeting in addition to the Executive Board.

Further information and instructions, particularly regarding participation in the Annual General Meeting, can be found following Sections I ("Agenda") and II ("Reports and Further Information on the Agenda Items") in Section III ("Further Information and Instructions") of this notice of meeting. The entire Annual General Meeting will also be broadcast live with video and audio on the internet at [www.deutsche-boerse.com/agm](http://www.deutsche-boerse.com/agm).

## I. Agenda

### **1. Presentation of the adopted annual financial statements and approved consolidated financial statements, the combined management report of Deutsche Börse Aktiengesellschaft and the Group as at December 31, 2025, the report of the Supervisory Board, the proposal for the appropriation of the unappropriated surplus and the explanatory report on disclosures pursuant to sections 289a and 315a of the German Commercial Code (*Handelsgesetzbuch* – HGB)**

The documents pertaining to this agenda item are available online on the Company's website at [www.deutsche-boerse.com/agm](http://www.deutsche-boerse.com/agm). In accordance with the statutory provisions, no resolution by the Annual General Meeting to approve the annual financial statements and the consolidated financial statements prepared by the Executive Board is required because the Supervisory Board has already done so.

### **2. Resolution on the appropriation of unappropriated surplus**

The Executive Board and the Supervisory Board propose that the unappropriated surplus reported in the adopted annual financial statements as at December 31, 2025 totalling EUR 900,000,000.00 be appropriated as follows:

to pay a dividend of EUR 4.20 for each no-par value share carrying dividend rights, i.e. EUR 764,844,927.00 in total; and

to allocate EUR 135,155,073.00 to "other retained earnings".

The proposal for the appropriation of the unappropriated surplus is based on the share capital as at reporting date on December 31, 2025 and takes into account the treasury shares held either directly or indirectly by the Company on that date that do not carry dividend rights in accordance with section 71b of the German Stock Corporation Act (*Aktiengesetz* – AktG). The number of shares carrying dividend rights for financial year 2025 will change by the Annual General Meeting. Therefore, an appropriately

<sup>1</sup> This translation is intended for convenience purposes only and solely the German version of the notice of the Annual General Meeting of Deutsche Börse Aktiengesellschaft (incl. the agenda) is legally binding.

adjusted proposal shall be put to the Annual General Meeting with regard to the appropriation of the unappropriated surplus, based on an unchanged distribution of EUR 4.20 for each no-par value share carrying dividend rights.

### **3. Resolution on the ratification of the acts of the members of the Executive Board**

The Executive Board and the Supervisory Board propose that the actions of the Executive Board members who held office in financial year 2025 be ratified for said period.

### **4. Resolution on the ratification of the acts of the members of the Supervisory Board**

The Executive Board and the Supervisory Board propose that the actions of the Supervisory Board members who held office in financial year 2025 be ratified for said period.

### **5. Resolution on cancelling the existing Authorised Capital I and creating a new Authorised Capital 2026 with the option of excluding subscription rights for fractional amounts, and on amending the Articles of Incorporation to that effect**

The Company has three issues of Authorised Capital totalling up to EUR 56,830,000.00, thus representing a total of up to 30.50% of the Company's share capital. Authorised Capital I in the amount of up to EUR 19,000,000.00 – which represents up to 10.20% of the current share capital – will expire on May 18, 2026. In order to offer the Company further room for manoeuvre to quickly and flexibly cover any future financing requirements, Authorised Capital I is to be cancelled and new Authorised Capital 2026 in the amount of up to EUR 16,767,000.00 – which represents up to 9% of the current share capital is to be created on essentially identical terms. As in the case of the Authorised Capital I due to expire, the shareholders shall be granted subscription rights. The Company's Executive Board shall have the option, subject to the Supervisory Board's consent, of excluding shareholders' subscription rights only with respect to fractional amounts.

The Executive Board and the Supervisory Board therefore propose the following resolution:

- a) Authorised Capital I, as provided for in article 4 (3) of the Articles of Incorporation, will be cancelled as at the date on which the amendment to the Articles of Incorporation under section (c) below is recorded in the commercial register.
- b) Subject to the Supervisory Board's consent, the Executive Board shall be authorised to increase the share capital on one or more occasions until May 12, 2031 by up to a total of EUR 16,767,000.00 by issuing new no-par value registered shares against cash contributions and/or contributions in kind (Authorised Capital 2026). The shareholders shall be granted subscription rights in this respect.

The Executive Board shall however be authorised to exclude fractional amounts from shareholders' subscription rights with the consent of the Supervisory Board.

Under this authorisation, new shares may be issued with the exclusion of subscription rights only if the total of these new shares does not represent more than 10% of the share capital notionally, either at the time the authorisation takes effect through the registration of the amendment to the Articles of Incorporation in the commercial register or – if the following value is lower – at the time this authorisation is utilised. If, during the term of this authorization up to the time of its utilization, other authorizations are used to issue company shares or to issue rights that enable or create an obligation to subscribe to company shares, and subscription rights are excluded in the process, this shall be counted towards the aforementioned 10% limit.

The new shares may also be acquired by certain banks or securities firms to be specified by the Executive Board or companies operating under section 53 (1) sentence 1 or section 53b (1) sentence 1 or (7) of the German Banking Act (*Gesetz über das Kreditwesen – KWG*) subject to the obligation that they offer such shares to shareholders (indirect subscription right).

The Executive Board shall determine, subject to the Supervisory Board's consent, the rights attaching to the shares and the additional terms and conditions relating to the issue of the shares, including the issue price.

- c) Article 4 (3) of the Articles of Incorporation of Deutsche Börse Aktiengesellschaft shall be deleted and a new article 4 (3) inserted as follows:

“(3) Subject to the Supervisory Board's consent, the Executive Board is authorised to increase the share capital on one or more occasions until May 12, 2031 by up to a total of EUR 16,767,000.00 by issuing new no-par value registered shares against cash contributions and/or contributions in kind (Authorised Capital 2026). The shareholders shall be granted subscription rights in this respect.

The Executive Board is however authorised to exclude fractional amounts from shareholders' subscription rights with the consent of the Supervisory Board.

This authorisation allows new shares to be issued without subscription rights only if the total number of new shares represent, in total, a notional interest in the share capital of no more than 10% as at the date on which the authorisation enters into effect by virtue of registering the amendment to the Articles of Incorporation in the commercial register or, if the share capital is lower as at the date on which this authorisation is exercised, 10% of the share capital on that date. If, during the term of this authorisation and until such time as it is exercised, other authorisations to issue shares in the Company or to issue rights entitling or obligating the holder to subscribe for shares in the Company are exercised and subscription rights thereby excluded, this shall be applied toward the aforementioned 10% threshold.

The new shares may also be acquired by certain banks or securities firms to be specified by the Executive Board or companies operating under section 53 (1) sentence 1 or section 53b (1) sentence 1 or (7) of the German Banking Act (*Gesetz über das Kreditwesen – KWG*) subject to the obligation that they offer such shares to shareholders (indirect subscription right).

The Executive Board shall determine, subject to the Supervisory Board's consent, the rights attaching to the shares and the additional terms and conditions relating to the issue of the shares, including the issue price.”

- d) The Supervisory Board shall be authorised to amend article 4 (1) and (3) of the Articles of Incorporation of Deutsche Börse Aktiengesellschaft to reflect any utilisation of Authorised Capital 2026, or after the authorisation period has expired.

## **6. Resolution on the election of a new member of the Supervisory Board**

Ms Shannon Johnston has resigned her office as shareholder representative on the Supervisory Board of Deutsche Börse Aktiengesellschaft and will therefore be leaving the Supervisory Board effective as at the close of the Annual General Meeting on May 13, 2026. Therefore, a new member must be elected.

Pursuant to section 7 (1) sentence 2, sentence 1 no. 2 of the German Co-determination Act (*Mitbestimmungsgesetz – MitbestG*) and article 9 (1) sentence 1 of the Articles of Incorporation of Deutsche Börse Aktiengesellschaft, the Supervisory Board consists of 16 members, comprising eight shareholder representatives and eight employee representatives.

Section 96 (2) sentence 1 of the AktG provides that at least 30% of the seats on the Supervisory Board must be held by women and 30% must be held by men. The shareholder representatives have resolved pursuant to section 96 (2) sentence 3 of the AktG to object to the Supervisory Board's full compliance with the minimum quotas. As such, the minimum quotas of 30% women and 30% men shall be calculated separately for the shareholder representatives and the employee representatives on the Supervisory Board. Pursuant to section 96 (2) sentence 4 of the AktG, this figure shall be mathematically rounded up or down to full numbers of persons. This means that the Supervisory Board of Deutsche Börse Aktiengesellschaft must consist of at least two women and at least two men from the ranks of the shareholder representatives and at least two women and at least two men from the ranks of the employee representatives. At the present time, the shareholder representative contingent on the Supervisory Board, including Ms Johnston, consists of four women and four men. The statutory minimum quotas for women and men is therefore met for the shareholder representative contingent notwithstanding the pending departure of Ms Johnston and notwithstanding the by-election to be held in the present case.

The Supervisory Board proposes that

Claudia Nemat, Member of supervisory boards and boards of directors, Düsseldorf, Germany

be elected to the Supervisory Board. Pursuant to article 9 (3) of the Articles of Incorporation of Deutsche Börse Aktiengesellschaft, the new member shall be elected for the term remaining after outgoing member Ms Johnston leaves office until the close of the Annual General Meeting which resolves on the ratification of the actions of the members of the Supervisory Board for the 2026 financial year.

The nominations are based on the recommendation made by the Nomination Committee of the Supervisory Board. It takes into consideration the Supervisory Board's objectives resolved for its composition, including the diversity objectives to be pursued as part of the diversity concept, and the profile of required skills and expertise for the entire Supervisory Board, in accordance with Recommendation C.1 of the German Corporate Government Code dated April 28, 2022 (GCGC). The proposed candidate's CV is provided at the end of Section II ("Reports and other information on the agenda items") of this notice of meeting.

The proposed candidate has not reached the age limit of 70 resolved by the Supervisory Board.

Regarding Recommendation C.13 of the GCGC, it is hereby stated that, in the Supervisory Board's estimation, no personal or business relationships exist between the nominated candidate and Deutsche Börse Aktiengesellschaft, its Group companies, the governing bodies of Deutsche Börse Aktiengesellschaft or any shareholders with a material interest in Deutsche Börse Aktiengesellschaft that an objectively discerning shareholder would consider material to their election decision. The candidate holds positions at companies with which Deutsche Börse Aktiengesellschaft or other Deutsche Börse Group companies maintain business relationships. However, these business relationships are arm's length in nature, form part of normal business operations and do not exceed a scope that the Supervisory Board classifies as material within the meaning of Recommendation C.13 of the GCGC.

The shareholder representatives on the Supervisory Board consider the nominated candidate to be independent within the meaning of Recommendation C.6 of the GCGC. Furthermore, the Supervisory Board has ensured that the nominated candidate will be able to commit an appropriate amount of time.

**7. Resolution on amendments of the Articles of Incorporation to allow for the appointment of a second deputy chairperson of the Supervisory Board and the related adjustment of the remuneration for members of the Supervisory Board, including the remuneration system on which it is based, and the corresponding amendment to the Articles of Incorporation**

The Supervisory Board plans to create the option of appointing a second deputy chair of the Supervisory Board. The role of this person would primarily be to support the chairperson of the Supervisory Board

in matters relating to the shareholder representatives and, if necessary, act as the meeting chair for the Annual General Meeting if the position of chair of the Supervisory Board is not held by German-speaking shareholder representative. The option to appoint a second deputy chair of the Supervisory Board is in line with the practice of other companies listed on the DAX. The following amendments to the Articles of Incorporation are intended to introduce this option and ensure that it is appropriately reflected.

In this context, the remuneration of the Supervisory Board is also to be adjusted. In accordance with Recommendation D.17 of the GCGC, the additional deputy chair is to receive remuneration equivalent to that of the first deputy chair. All other provisions on Supervisory Board remuneration are to remain unchanged. To this end, the Supervisory Board remuneration and the overall remuneration system on which it is based will be submitted to this year's Annual General Meeting for resolution in accordance with section 113 (3) of the AktG.

The remuneration for members of the Supervisory Board proposed to the Annual General Meeting for resolution and the remuneration system on which it is based will be accessible on the Company's website at [www.deutsche-boerse.com/agm](http://www.deutsche-boerse.com/agm) from the date the Annual General Meeting is convened.

The Executive Board and the Supervisory Board propose the following resolution:

a) Article 11 of the Articles of Incorporation shall be revised as follows:

“Immediately after the General Shareholders' Meeting at which the election has been made of all Supervisory Board members to be elected by such Shareholders' Meeting, a Supervisory Board meeting shall be held without any notice having to be given of such meeting. At such meeting, which shall be chaired by the shareholders' Supervisory Board member most senior by age, the Supervisory Board shall from among its members elect a chair and one deputy chair for the term of office determined in Art. 9 in accordance with the specific requirements of section 27 of the German Co-determination Act (*Mitbestimmungsgesetz – MitbestG*) (first deputy chair). Furthermore, the Supervisory Board may elect a second deputy chair at any time. If the chair or his first deputy should withdraw from such office prior to the expiration of the relevant term, then the Supervisory Board shall elect a substitute for the remaining term of office of the withdrawing member, if the second deputy leaves office, the Supervisory Board may hold a by-election.”

b) Article 13 (5) of the Articles of Incorporation shall be revised as follows:

“(5) Meetings of the Supervisory Board and resolutions of the Supervisory Board passed outside of meetings shall be recorded in minutes, which shall be signed by the chair or, in his absence, by the first deputy and in the absence of the latter, by the second deputy (if elected).”

c) Article 13 (6) of the Articles of Incorporation shall be revised as follows:

“(6) The members of the Supervisory Board shall receive a fixed annual remuneration of EUR 110,000.00. This remuneration shall be increased to EUR 300,000.00 for the chair of the Supervisory Board and to EUR 165,000.00 for each deputy.”

d) The remuneration of the members of the Supervisory Board pursuant to article 13 (6) to (12) of the Articles of Incorporation, taking into account the revised article 13 (6) under c) above and the system on which that remuneration is based, as published on the Company's website, are resolved.

## **8. Resolution on the approval of the remuneration report**

The Executive Board and the Supervisory Board have prepared a remuneration report for financial year 2025 in accordance with section 162 of the AktG, in which they report on the remuneration paid and owed to the members of the Executive Board and the Supervisory Board in the previous financial year.

The remuneration report has been audited by the auditor in accordance with section 162 (3) of the AktG to determine whether the disclosures required under section 162 (1) and (2) of the AktG were made. Beyond the statutory requirements, the auditors have also performed a substantive review. The report on the audit of the remuneration report is appended to the remuneration report.

The audited remuneration report for financial year 2025 will be accessible on the Company's website at [www.deutsche-boerse.com/agm](http://www.deutsche-boerse.com/agm) from the date the Annual General Meeting is convened.

Section 120a (4) of the AktG stipulates that the annual general meetings of listed companies must resolve to approve the remuneration report for the previous financial year prepared and audited in accordance with section 162 of the AktG.

The Executive Board and the Supervisory Board therefore propose that the remuneration report for financial year 2025, which has been prepared and audited in accordance with section 162 of the AktG, be approved as published on the Company's website at [www.deutsche-boerse.com/agm](http://www.deutsche-boerse.com/agm).

## **9. Resolution on the election of the auditor and Group auditor for financial year 2026 as well as the auditor for the review of the condensed financial statements and the interim management report for the first half of financial year 2026; election of the auditor for the sustainability reporting for financial year 2026**

The Supervisory Board, based on the recommendations of its Audit Committee, proposes that the following be resolved:

- a) PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, is elected as the auditor and Group auditor for financial year 2026 as well as the auditor for any review of the condensed financial statements and the interim management report for the first half of financial year 2026.
- b) PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, is elected as auditor of the combined sustainability report and the Group sustainability report for financial year 2026.

The election of the auditor of the combined sustainability report and the Group sustainability report (lit. b)) takes place with effect from the entry into force of the German Act Implementing the Corporate Sustainability Reporting Directive (EU) 2022/2464 of December 14, 2022 as amended by Directive (EU) 2025/794 (as of September 2025) (CSRD) and, as a precautionary measure, in the event that German legislators, in implementing Article 37 of the Statutory Audit Directive 2006/43/EC as amended by the CSRD, require an explicit election of this auditor by the Annual General Meeting, i.e., the audit of sustainability reporting is not in any case the responsibility of the auditor under the German implementing act.

The Audit Committee has stated that its recommendations are free of any undue influence by third parties and that it is not subject to any clauses restricting its choice within the meaning of article 16 (6) of the EU regulation on statutory audits (Regulation (EU) No 537/2014 of the European Parliament and of the Council of April 16, 2014).

## II. Reports and other information on the agenda items

The Executive Board has issued the following report on agenda item 5. The report is available online at [www.deutsche-boerse.com/agm](http://www.deutsche-boerse.com/agm), as is the CV of the candidate nominated for election to the Supervisory Board (Supplemental information on agenda item 6). A description of the remuneration for the members of the Supervisory Board, including the remuneration system on which it is based (agenda item 7) and the remuneration report for financial year 2025 (agenda item 8) can also be found there.

The report and Claudia Nemat's CV are published as follows:

### **Regarding agenda item 5: Report of the Executive Board in accordance with section 203 (2) sentence 2 in conjunction with section 186 (4) sentence 2 of the AktG**

The authorisation proposed under agenda item 5 is intended to create authorised capital of up to EUR 16,767,000.00 which if utilised would generally entitle shareholders to an – as a rule indirect – subscription right. However, the proposed resolution provides that in the event Authorised Capital 2026 is utilised, the Executive Board be authorised, subject to the Supervisory Board's consent, to exclude the subscription rights for fractional amounts.

The authorisation to exclude shareholders' subscription rights for fractional amounts serves to ensure a practicable subscription ratio with respect to the amount of each capital increase. Without the exclusion of subscription rights for fractional amounts, the technical implementation of the capital increase, particularly in the case of capital increases by round numbers, and the exercise of subscription rights would be considerably more complicated. The new shares that are excluded from shareholders' subscription rights as floating fractional shares will be liquidated either via their sale on the stock exchange or otherwise at the most favourable terms possible for the Company.

This authorisation allows new shares to be issued without subscription rights only if the total number of new shares represent, in total, a notional interest in the share capital of no more than 10% as at the date on which the authorisation enters into effect by virtue of registering the amendment to the Articles of Incorporation in the commercial register or, if the share capital is lower as at the date on which this authorisation is exercised, 9% of the share capital on that date. This limits the extent to which shares can be issued without subscription rights. This also protects shareholders from any potential dilution of their existing holdings. A deeming clause (whereby certain other share and rights issues count towards the subscription rights exclusion threshold) also ensures that the Executive Board does not exceed the 10% threshold by (also) exercising other authorisations to issue shares in the Company or to issue rights entitling or obligating the holder to subscribe for shares in the Company and shareholders' subscription rights are thereby excluded.

There are no specific plans to utilise Authorised Capital 2026 at the present time. The Executive Board will carefully review in each case whether the utilisation of Authorised Capital 2026 is in the interests of the Company and hence of the shareholders. The Executive Board will report to the Annual General Meeting on every instance of the utilisation of Authorised Capital 2026.

**Supplemental information on agenda item 6:  
Information concerning the Supervisory Board candidate nominated under agenda item 6**

**Claudia Nemat**

Date of birth: December 12, 1968

Nationality: German

**Professional career**

2011 – 2025 Deutsche Telekom AG, Bonn

2017 – 2025 Member of the Executive Board for Technology  
and Innovation

2011 – 2016 CEO Europe

1994 – 2011 McKinsey & Company

2006 – 2011 Senior Partner, Co-Lead of Consulting in the Global Technology Sector

2000 – 2006 Partner

1994 – 2000 Consultant



**Education**

Diploma in Physics, University of Cologne, Cologne

**Board memberships**

I. Statutory supervisory boards:

- Daimler Truck Holding AG, Stuttgart, member of the supervisory board (planned from 05/2026)

II. Comparable German and foreign control bodies of business enterprises:

- ABB Ltd, Zurich, Switzerland, Member of the Board of Directors

**Relevant knowledge, skills, and experience**

Claudia Nemat has a deep understanding of technology and many years of experience in digital and business transformation as well as in the global technology industry. She gained comprehensive expertise in current technological developments and innovations, transformation processes resulting from technological change, cybersecurity, critical infrastructures, and technology-related regulation through her many years as an executive board member and through memberships in supervisory boards and boards of directors in internationally active companies in the technology sector. Until the end of 2025, Ms Nemat was responsible for technology and innovation on the executive board of Deutsche Telekom AG. Prior to that, she was responsible for European business on the executive board. Ms Nemat began her professional career at McKinsey & Company, where she was most recently a senior partner responsible for consulting in the global technology sector. Due to her many years on the executive board of Deutsche Telekom AG (2011 – 2025) and her positions on supervisory boards and boards of directors at ABB Ltd (since 2025) and previously at Airbus SE (2016 – 2025) and Lanxess AG (2013 – 2016), she brings extensive board experience and has a broad global network in the technology industry. Ms Nemat also has in-depth knowledge of future technologies such as artificial intelligence and quantum computing.

No other key activities

**Particular competencies**

- Data, indices, and analytics
- Information technology and security, digitalization (including strategy and implementation)
- Strategy
- Sustainability
- Accounting, finance and audit
- Risk management and compliance
- Human resources
- Regulatory requirements, law

### III. Further information and instructions

#### **Requirements for attending and voting at the Annual General Meeting**

##### **Holding a virtual general meeting**

On February 3, 2026, the Executive Board of Deutsche Börse Aktiengesellschaft resolved in accordance with article 15 (2) of the Company's Articles of Incorporation to hold this year's Annual General Meeting virtually, i.e. without the shareholders or their proxies being physically present at the venue of the Annual General Meeting (virtual general meeting). It made this decision taking into account the interests of the Company and its shareholders. It also took into particular account the experience gained from the 2024 Annual General Meeting of Deutsche Börse Aktiengesellschaft, which was held virtually, the specific structure of the virtual general meeting under the provisions of the German Stock Corporation Act, as well considerations of effort and expense.

In the case of a virtual general meeting, voting rights may be exercised exclusively by authorising Company-appointed proxies or by postal ballot (including by means of electronic communication). Other persons can also be authorised, however they may likewise only exercise voting rights by postal ballot or by authorising the Company-appointed proxies themselves.

##### **Registration**

In accordance with article 16 (1) of the Articles of Incorporation of Deutsche Börse Aktiengesellschaft, all shareholders who have registered in due time and whose shares are entered in the share register of the Company have the right to attend and vote at the Annual General Meeting – either in person or by proxy in accordance with the provisions of the German Stock Corporate Act (AktG) and the following information and instructions.

The Company must receive registrations by no later than midnight (CEST) on May 6, 2026. Shareholders who are registered in the share register can register with the Company to attend the Annual General Meeting by sending notice to

Deutsche Börse Aktiengesellschaft  
Annual General Meeting  
c/o ADEUS Aktienregister-Service-GmbH  
Postfach 57 03 64  
22772 Hamburg

Fax: +49 (0)89 20 70 37 95 1  
E-mail: [hv-service.deutsche-boerse@adeus.de](mailto:hv-service.deutsche-boerse@adeus.de)

or by using the Company's password-protected online AGM service at

[www.deutsche-boerse.com/agm](http://www.deutsche-boerse.com/agm)

Shareholders may access the online services by entering their shareholder number and password. Those shareholders who have registered to receive the notice of meeting by e-mail will receive their shareholder number in the notice of meeting e-mail and must use their self-selected password for registration. All other shareholders who are registered in the share register will receive their shareholder number and their password with the documents sent to them with the invitation to the Annual General Meeting. Should you not receive any invitation documents – for example, because your registration in the share register will not be completed until April 22, 2026 or later – we will gladly send you the invitation documents at your request.

An intermediary may exercise the voting rights attaching to shares which they do not own but which are registered in the share register under their name only subject to the shareholder's authorisation. The same applies in the case of shareholder associations, proxy advisers and other equivalent persons (section 135 (8) of the AktG).

For registration via intermediaries in accordance with section 67c of the AktG, see the section "Transmission of information by intermediaries via SWIFT".

### **Access to the online service and the Annual General Meeting**

Duly registered shareholders can access the Company's password-protected online service at

[www.deutsche-boerse.com/agm](http://www.deutsche-boerse.com/agm)

This online service allows them to join the Annual General Meeting by means of electronic connection, exercise shareholder rights, and stream the entire Annual General Meeting live online (video and audio). In particular, duly registered shareholders can also exercise their voting rights by electronic communication (by postal ballot) even on the day of the Annual General Meeting and grant proxies and issue instructions to the Company-appointed proxies on how to exercise their voting rights. In addition, they can use the online service during the Annual General Meeting to make comments by way of video messages, as well as to ask questions or propose motions as the case may be. During the course of the Annual General Meeting, they can also object to a resolution of the Annual General Meeting where applicable. Shareholders and their proxies can also use the online service to submit comments prior to the Annual General Meeting.

Those duly registered shareholders will be given the necessary online access prior to the Annual General Meeting or even on the day of the Annual General Meeting by entering their shareholder number and the associated password. Those shareholders who have registered to receive the notice of meeting by e-mail will receive their shareholder number in the notice of meeting e-mail and must use their self-selected password for registration. All other shareholders who are registered in the share register will receive their shareholder number and their password with the documents sent to them with the invitation to the Annual General Meeting.

The entire Annual General Meeting will also be streamed live online (video and audio) on the Company's website at [www.deutsche-boerse.com/agm](http://www.deutsche-boerse.com/agm).

### **Free tradability of shares**

Shares will not be frozen for trading upon registration for the Annual General Meeting. Shareholders will therefore still be able to trade their shares even after registration. Voting rights are determined by reference to the shareholding recorded in the share register on the day of the Annual General Meeting. This will correspond with the relevant shareholding at midnight (CEST) on May 6, 2026 (so-called Technical Record Date), for the reason that requests to modify the share register received by the Company from this date up to and including May 13, 2026 will not be entered in the share register with effect until after the Annual General Meeting on May 13, 2026.

### **Procedure for voting by postal ballot**

Shareholders who are entered in the share register may also cast their votes by postal ballot (including by means of electronic communication). Exercise of voting rights by postal ballot will be subject to the condition that shareholders have duly registered by the aforementioned final registration date.

Please make use of the online AGM service at the aforementioned Internet address ([www.deutsche-boerse.com/agm](http://www.deutsche-boerse.com/agm)) (see also the information in the section entitled “Access to the online service and the Annual General Meeting”) or use and complete the form you received with the invitation and return this by mail, fax or e-mail to the respective above-mentioned address/fax number.

Shareholders may vote by postal ballot and submit modifications to votes so issued by using any of the channels specified above. On the day of the Annual General Meeting, notice must be given in this regard by the close of voting by the meeting chairman.

Intermediaries, shareholder associations, proxy advisers or other equivalent persons (section 135 (8) of the AktG) and other authorised third parties that have been appointed as proxies also have the option of voting by postal ballot.

### **Procedure for voting by proxy**

#### **Authorising a third party**

Shareholders who have registered in due time and whose shares are entered in the share register of the Company may also have their voting rights exercised by proxy, e.g. an intermediary or shareholder association.

The Articles of Incorporation of Deutsche Börse Aktiengesellschaft do not contain any special requirements in relation to the appointment of intermediaries, shareholder associations, proxy advisers or other equivalent persons (section 135 (8) of the AktG) as proxies or for revocation and verification of such powers of proxy including the relevant form requirements. Statutory provisions shall apply, specifically section 135 of the AktG. Please note that intermediaries, shareholder associations, proxy advisers and other equivalent persons (section 135 (8) of the AktG) may stipulate certain requirements for their appointment as proxies, and shareholders should enquire directly with the relevant person as to the relevant requirements.

If no such intermediary or shareholder association, proxy adviser or other equivalent person (section 135 (8) of the AktG) is appointed as proxy, the grant of proxy, its revocation and the verification of such appointment to the Company must be effected in text form (section 126b of the German Civil Code (*Bürgerliches Gesetzbuch* – BGB)). Please make use of the online AGM service at the aforementioned Internet address ([www.deutsche-boerse.com/agm](http://www.deutsche-boerse.com/agm)) (see also the information in the section entitled “Access to the online service and the Annual General Meeting”) or use and complete the form you received with the invitation and return this by mail, fax or e-mail to the respective above-mentioned address/fax number (each provided in the section entitled “Requirements for attending and voting at the Annual General Meeting – Registration”).

The grant of proxy and verification thereof can also be done using the registration and proxy form published at [www.deutsche-boerse.com/agm](http://www.deutsche-boerse.com/agm).

Proxies (with the exception of the Company-appointed proxies) are also prohibited from physically attending the Annual General Meeting. You can exercise the voting rights of the shareholders you represent by postal ballot or by authorising the Company-appointed proxies. In that respect, the information to that effect applies accordingly. Once timely registration by the shareholder is complete, proxies will

be sent login details to access the online service which will allow them to exercise their rights by way of electronic communication via the online service. Therefore, shareholders should appoint their proxies as soon as possible so that the proxies can receive access to the login details in good time.

For authorising a third party via intermediaries in accordance with section 67c of the AktG, see the section “Transmission of information by intermediaries via SWIFT”.

### **Authorising the Company-appointed proxies**

Deutsche Börse Aktiengesellschaft also offers its shareholders the option of being represented at the Annual General Meeting by Company-appointed proxies who will represent the shareholders according to their instructions. Proxies may be issued and revoked, and instructions to Company-appointed proxies may be modified by using any of the channels specified in the section “Requirements for attending and voting at the Annual General Meeting – Registration” above and must be effected in text form (section 126b of the BGB). On the day of the Annual General Meeting, notice must be given by the time specified by the meeting chair during voting. Proxies exercise voting rights exclusively in accordance with the instructions given by the shareholder. Please note that the proxies do not accept instructions to make comments or request information, submit motions and nominations, request that questions be included in the record, or submit objections to resolutions of the Annual General Meeting.

You may also use the online service to authorise Company-appointed proxies and issue instructions (see also the information in the section entitled “Access to the online service and the Annual General Meeting”).

For authorising Company-appointed proxies via intermediaries in accordance with section 67c of the AktG, see the section “Transmission of information by intermediaries via SWIFT”.

### **Transmission of information by intermediaries via SWIFT**

In addition to the above-mentioned registration and voting methods, proxies may also be granted and instructions issued or amended by intermediaries via SWIFT in accordance with section 67c of the AktG.

Authorised SWIFT participants may do so using:

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Instructions may only be issued in accordance with ISO 20022 via SWIFT. The Company Register Shareholder Identification number must be included in each instruction to be valid. Registration via SWIFT must be received by the Company on or before the SWIFT Enrolment Market Deadline, i.e. by Wednesday, May 6, 2026, midnight (CEST). Proxies may still be granted and instructions issued as well as amended or revoked via SWIFT after this date and must be received by the Company by May 12, 2026, noon (CEST) (SWIFT Vote Market Deadline).

**Information on shareholder rights in accordance with sections 122 (2), 126 (1) and (4), 127, 130a, 131, 118a (1) sentence 2 no. 8 in conjunction with 245 no. 1 of the AktG**

**Motions to amend the agenda pursuant to section 122 (2) of the AktG**

Shareholders whose combined shareholdings equal or exceed one-twentieth of the share capital (9,315,000 shares) or represent a proportionate interest in the share capital of EUR 500,000.00 (500,000 shares) may request that items be placed on the agenda and announced. Requests must be addressed in writing to

Vorstand der Deutsche Börse Aktiengesellschaft  
„Hauptversammlung“  
60485 Frankfurt am Main

and must be received no later than by midnight (CEST) of April 12, 2026. Each new agenda item must be accompanied by supporting information or a draft resolution.

To the extent not already announced in the notice of meeting, amendments to the agenda that require publication will be announced promptly upon receipt of the request in the Federal Gazette (*Bundesanzeiger*). Any such amendments will also be published online at [www.deutsche-boerse.com/agm](http://www.deutsche-boerse.com/agm) and communicated to shareholders in accordance with the statutory requirements.

**Counter-motions and nominations by shareholders in accordance with section 126 (1) and (4) and section 127 of the AktG**

Pursuant to section 126 (1) of the AktG, shareholders may submit counter-motions against any proposal of the Executive Board and/or Supervisory Board on a particular agenda item. Motions by shareholders concerning the agenda within the meaning of section 126 (1) of the AktG must be sent along with supporting information to

Deutsche Börse Aktiengesellschaft  
„Hauptversammlung“  
60485 Frankfurt am Main

or by fax to:

+49-(0) 69-2 11-1 43 32

or by e-mail to:

[agm@deutsche-boerse.com](mailto:agm@deutsche-boerse.com)

The Company will publish shareholder counter-motions that must be made available and which it has received at one of the aforementioned addresses by midnight (CEST) of April 28, 2026 promptly upon receipt online at [www.deutsche-boerse.com/hv](http://www.deutsche-boerse.com/hv). Any opinions expressed by management on the counter-motions will also be made available online at the above web address.

The Company may refrain from publishing a counter-motion and its supporting information under certain circumstances set forth in section 126 (2) of the AktG, for example where the counter-motion would result in a resolution by the Annual General Meeting that is illegal or in violation of the Articles of Incorporation. Information in support of counter-motions need not be made available if the text exceeds 5,000 characters in total.

The foregoing applies *mutatis mutandis* to shareholder nominations pursuant to section 127 of the AktG, although election nominations need not be accompanied by supporting information. Except in the cases set forth in section 126 (2) of the AktG, nominations for election need not be published even if the nomination does not contain the name, exercised profession and residential address of the nominee(s) and, in the case of nominations for election to the Supervisory Board, information on any positions held by such nominee(s) on other supervisory boards to be created by law. In the case of Supervisory Board elections, nominations should, but are not required to, contain information about positions held on comparable domestic and foreign supervisory bodies of commercial enterprises.

Counter-motions and nominations from shareholders that must be made available in accordance with sections 126 (1) to (3) and 127 of the AktG are considered to have been submitted as of the date they are made available (section 126 (4) of the AktG). Voting rights may be exercised with respect to such motions and nominations once timely registration is complete using the above-described channels. If the shareholder who submitted the motion is not duly identified and registered for the Annual General Meeting, the motion need not be addressed in the meeting (see the section above entitled “Requirements for attending and voting at the Annual General Meeting – Registration”).

The right of duly registered and virtually participating shareholders to submit motions and nominations to the Company during the Annual General Meeting even without first sending them by way of video message shall remain unaffected (see also the section below entitled “Right to speak and right to information in accordance with sections 130a (5), 131 of the AktG”).

#### **Right to comment in accordance with section 130a (1) to (4) of the AktG**

Duly registered shareholders and their proxies have the right to submit comments to the Company concerning items on the agenda in text form prior to the meeting by means of electronic communication using the password-protected online service available at the aforementioned Internet address ([www.deutsche-boerse.com/agm](http://www.deutsche-boerse.com/agm)) by midnight (CEST) on May 7, 2026. The comments in text form should not exceed 10,000 characters in length. Details of the technical requirements for submitting comments can be found in the online service available at [www.deutsche-boerse.com/agm](http://www.deutsche-boerse.com/agm).

The comments duly submitted in text form in accordance with the above provisions will be published on the Company's website at [www.deutsche-boerse.com/agm](http://www.deutsche-boerse.com/agm) no later than midnight (CEST) on May 8, 2026. By submitting a comment, the shareholder or proxy consents to such comment being published at the aforementioned Internet address ([www.deutsche-boerse.com/agm](http://www.deutsche-boerse.com/agm)) together with their name.

Pursuant to section 130a (3) sentence 4 of the AktG, the Company may refuse to publish a comment on the conditions set out in section 126 (2) sentence 1 nos. 1, 3 and 6 of the AktG, for example if the comment contains information that is obviously false or misleading in material respects or if it contains offensive or defamatory language.

Please note that motions, nominations, questions and follow-up questions as well as objections to resolutions of the Annual General Meeting that are contained in a comment will not be taken into consideration. These must be submitted solely in the manner described and in compliance with the requirements and deadlines described (see the relevant sections under “Information on shareholder rights in accordance with sections 122 (2), 126 (1) and (4), 127, 130a, 131, 118a (1) sentence 2 no. 8 in conjunction with section 245 no. 1 of the AktG”).

### **Right to speak in accordance with 130a (5) and (6) of the AktG**

Duly registered and virtually participating shareholders and proxies have a right to speak by way of video messages (section 130a (5) of the AktG). The comments made in the context of exercising the right to speak may also include motions and nominations in accordance with section 118a (1) sentence 2 no. 3 of the AktG as well as all types of requests for information in accordance with section 131 of the AktG.

Shareholders or their proxies who wish to exercise their right to speak must register their comment with the Company using the password-protected online service at the aforementioned Internet address ([www.deutsche-boerse.com/agm](http://www.deutsche-boerse.com/agm)). By registering a comment, the shareholder or proxy consents in particular to such comment being accessed during the Annual General Meeting together with their name.

The Company reserves the right to check whether the video connection between the shareholder and the Company is functioning during the Annual General Meeting and prior to the comment being made, and to refuse comments if it is not possible to ensure that the connection is functioning. Details of the technical requirements for submitting comments during the Annual General Meeting can be found in the online service available at [www.deutsche-boerse.com/agm](http://www.deutsche-boerse.com/agm).

Pursuant to the Articles of Incorporation, the meeting chairman is authorised to reasonably limit the time shareholders have to speak, and may in particular at the beginning or during the course of the meeting set a reasonable timetable for the meeting overall, for specific agenda items or for specific comments.

### **Right to information under section 131 of the AktG**

Each duly registered shareholder or their appointed proxy may also request in the virtual Annual General Meeting information on the Company's affairs to the extent necessary to make a proper evaluation of the agenda (see section 131 (1) of the AktG). The duty to provide information generally also extends to legal and business relations between the Company and its affiliates as well as the position of Deutsche Börse Group as a whole and that of the entities included in the consolidated financial statements of Deutsche Börse Aktiengesellschaft; in this case also, the information is provided only to the extent it is necessary to make a proper evaluation of the agenda.

Requests for information at the Annual General Meeting should be made during the virtual discussion time. Plans are to have the meeting chairman stipulate at the beginning of the meeting that the right to information may only be exercised by way of video message, i.e., in the context of making a comment in accordance with section 130a (5) and (6) of the AktG (see the aforementioned information on the right to speak) (section 131 (1) f of the AktG). No other submission of questions by electronic or other means of communication is envisaged either before or during the Annual General Meeting.

The Executive Board may elect not to answer individual questions for the reasons set out in section 131 (3) of the AktG, for example because providing the information could, based on prudent business judgement, have a material adverse effect on the Company or one of its affiliates (e.g. no disclosure of business secrets).

### **Objection for the record in accordance with section 118a (1) sentence 2 no. 8 in conjunction with section 245 no. 1 of the AktG**

Shareholders and their proxies who are virtually participating in the Annual General Meeting have the opportunity to declare their objection to the resolutions of the Annual General Meeting by means of electronic communication to the notary appointed to prepare the record of the Annual General Meeting. Such declarations may be submitted to the Company from the beginning until the end of the Annual General Meeting using the password-protected online service at the aforementioned Internet address ([www.deutsche-boerse.com/agm](http://www.deutsche-boerse.com/agm)). The notary receives the objections directly via the online service.

### Further information

Further information in relation to the aforementioned shareholder rights can be found on the Company's website at:

[www.deutsche-boerse.com/agm](http://www.deutsche-boerse.com/agm)

### Total number of shares and voting rights

After the Executive Board of the company reduced the share capital by EUR 2,000,000.00 in the first quarter of 2026 by redeeming 2,000,000 treasury shares, the company's share capital at the time of convening the Annual General Meeting amounts to EUR 186,300,000.00, divided into 186,300,000 registered no-par-value shares. Each share carries one vote. As such, 186,300,000 voting rights would exist as at the date on which the Annual General Meeting is convened pursuant to the Articles of Incorporation. However, the company is not entitled to any rights from treasury shares in accordance with section 71b of the German Stock Corporation Act (AktG). As at the reporting date on December 31, 2025, the Company held 6,194,065 shares in treasury which confer no voting rights on the Company. Due to the share buyback program launched in February 2026, the number of treasury shares will continue to change until the Annual General Meeting.

### Publication on the Company's website

The following information and documents *inter alia* will be available on the Company's website at [www.deutsche-boerse.com/agm](http://www.deutsche-boerse.com/agm) (see section 124a of the AktG):

- the contents of the notice of meeting together with information relating to the missing resolution on item 1 of the agenda and the total number of shares and voting rights as at the date of the notice of meeting;
- the documents required to be made available at the meeting;
- the Executive Board report on agenda item 5;
- description of the remuneration for the members of the Supervisory Board, including the remuneration system on which it is based;
- the audited remuneration report for financial year 2025;
- the Company's current Articles of Incorporation;
- forms that can be used for voting by proxy or voting by postal ballot.

For the advance information of shareholders, drafts containing the key topics of the report of the Chairperson of the Executive Board and the address by the Chairperson of the Supervisory Board will be available at this Internet address prior to the Annual General Meeting – most likely on May 6, 2026. The right to make modifications on the day of the Annual General Meeting is hereby reserved.

The results of the voting will also be published after the Annual General Meeting online at [www.deutsche-boerse.com/agm](http://www.deutsche-boerse.com/agm). This will also include explanations on issuing a confirmation of the receipt of votes cast electronically in accordance with section 118 (1) sentence 3 of the AktG and the counting of votes in accordance with section 129 (5) of the AktG, which those voting can request within one month following the date of the Annual General Meeting.

### **Comprehensive information on the Company**

Comprehensive information on matters concerning Deutsche Börse Aktiengesellschaft and Deutsche Börse Group can be found on the Company's website at: [www.deutsche-boerse.com](http://www.deutsche-boerse.com).

### **Internet broadcast of the Annual General Meeting**

The entire Annual General Meeting will be streamed live online at [www.deutsche-boerse.com/agm](http://www.deutsche-boerse.com/agm). It will be held at Pfaffenwiese 301, 65929 Frankfurt am Main, Germany (venue of the Annual General Meeting within the meaning of the AktG). The physical presence of the shareholders or their proxies (with the exception of the Company-appointed proxies) at the venue of the Annual General Meeting is excluded.

### **Privacy policy**

When you register to attend the Annual General Meeting, grant a voting proxy or exercise your rights, we collect personal data concerning you and/or your proxy. The purpose of this is to enable you to exercise your rights during the Annual General Meeting.

Deutsche Börse Aktiengesellschaft processes your data in its capacity as “controller” in compliance with the provisions of the EU General Data Protection Regulation (GDPR) and all other applicable laws. Further information on how we handle your personal data and on your rights under the GDPR is available in the privacy policy online at [www.deutsche-boerse.com/agm](http://www.deutsche-boerse.com/agm). You may also contact us by writing to

Deutsche Börse Aktiengesellschaft  
“Hauptversammlung / Datenschutz”  
60485 Frankfurt am Main

to request a copy of our privacy policy by post.

Frankfurt am Main, March 2026

Deutsche Börse Aktiengesellschaft  
The Executive Board

Deutsche Börse Aktiengesellschaft  
60485 Frankfurt/Main  
Germany  
[www.deutsche-boerse.com](http://www.deutsche-boerse.com)

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