

**ZhongDe Waste Technology AG
Frankfurt/Main**

ISIN DE000ZDWT018 / WKN ZDWT01

Ordinary Annual General Meeting on 28 June 2016

– Explanations of the shareholders' rights pursuant to sections 122 para. 2, 126 para. 1, 127, 131 para. 1 German Stock Corporation Act (*Aktiengesetz*) –

Information on the rights of shareholders pursuant to sections 122 para. 2, 126 para. 1, 127, 131 para. 1 German Stock Corporation Act (*AktG*) are already contained in the invitation to the annual general meeting. The following information contain further explanations on these rights.

1. Motions to add items to the agenda pursuant to section 122 para. 2 German Stock Corporation Act (*AktG*)

According to section 122 para. 2 German Stock Corporation Act (*AktG*), shareholders holding, individually or collectively, a minimum of 5% of the share capital or the proportionate amount of EUR 500,000.00, can submit a motion to add items to the agenda and have them published. Each new item to be added to the agenda and to be published must be submitted together with reasons or with a draft resolution.

The shareholders have to furnish evidence that they have held the shares required for the aforesaid quorum for at least 90 days prior to the day on which their motion was received by the Company and that they retain these shares until the date when the decision on the motion is made (cf. section 122 para. 1 sentence 3, para. 2 sentence 1 German Stock Corporation Act (*AktG*)). Regarding the evidence, a confirmation of the deposit bank in text form is sufficient.

The motion must be submitted in writing (section 126 of the German Civil Code (*BGB*)) or in electronic form substituting the written form (sections 126a, 126 para. 3 German Civil Code (*BGB*)), i.e. including the name of the shareholder requesting the amendment and a qualified electronic signature within the meaning of the German Signature Act (*Signaturgesetz*), must be addressed to the Executive Board and must be received by the Company no later than **28 May 2016, 24:00 hours** (CEST) under the following address:

ZhongDe Waste Technology AG
- Vorstand -
MesseTurm, 25th floor, Friedrich-Ebert-Anlage 49, 60308 Frankfurt/Main
E-mail: hv@zhongde-ag.de

Motions that are received by the Company after such date will be disregarded.

Addenda to the agenda which have to be published will – unless they have already been published with the convocation – be published in the Federal Gazette without undue delay after receipt of the respective motion, and will be submitted to such media for the purpose of disclosure which can be expected to distribute information within the European Union. Such addenda will also be made available on the website at www.zhongde-ag.de.

2. Countermotions and nominations pursuant to sections 126 para. 1, 127 German Stock Corporation Act (*AktG*)

Pursuant to sections 126 para. 1 and 127 German Stock Corporation Act (*AktG*), shareholders may submit countermotions to draft resolutions proposed by the Executive Board and/or the Supervisory Board regarding specific items of the agenda or make nominations for elections to the Supervisory Board or for the appointment of auditors (“election proposals”). Countermotions must include substantiations, where election proposals do not require to be substantiated. Countermotions and election proposals have to be submitted in writing, via e-mail or telefax exclusively at the following address:

ZhongDe Waste Technology AG
- Vorstand -
MesseTurm, 25th floor, Friedrich-Ebert-Anlage 49, 60308 Frankfurt/Main
Telefax: +49 69 509 565520
E-mail: hv@zhongde-ag.de

We will publish countermotions and election proposals including the name of the shareholder and the substantiation on the Company’s website at www.zhongde-ag.de, provided that they are received by **13 June 2016, 24:00 hours** (CEST) at the latest at the aforementioned address. Countermotions or election proposal that are received by the Company after such date or that are addressed otherwise will be disregarded. Statements of the boards, if any, will also be made available at that internet address.

In the cases set forth in section 126 para. 2 German Stock Corporation Act (*AktG*), the Company is not obliged to make a countermotion and its substantiation publicly available. According to such provision, countermotions – including their substantiations – do not have to be published,

1. to the extent the publication constitutes a criminal offence of the Executive Board;
2. if the countermotion would result in a resolution of the annual general meeting that violates law or the articles of association;
3. if the substantiation contains statements which are manifestly false or misleading in material respects or which are libellous;
4. if a countermotion of such shareholder based on the same facts was already published in connection with a general meeting of the company pursuant to section 125 German Stock Corporation Act (*AktG*);
5. if the same countermotion of the shareholder on essentially identical grounds was already communicated pursuant to section 125 German Stock Corporation Act (*AktG*) to at least two previous general meetings within the past five years and at such general meetings less than one twentieth of the share capital represented voted in favour of such countermotion;
6. if the shareholder indicates that he will neither attend nor be represented at the general meeting; or
7. if the shareholder, in at least two general meetings during the past two years, did not file or cause to file the countermotion communicated by him.

In addition, the substantiation does not need to be published if it exceeds 5,000 characters.

Apart from the cases as set forth in section 126 para. 2 German Stock Corporation Act (*AktG*), the Executive Board is also not obliged to make election proposals publicly available if they do not contain the content as required under section 124 para. 3 sentence 4 German Stock Corporation Act (*AktG*) (i.e. name, exercised profession and residence of the nominated auditor or supervisory board member) and section 125 para. 1 sentence 5 German Stock Corporation Act (*AktG*) (i.e. memberships in other mandatory supervisory bodies).

Countermotions and election proposals can be made in the annual general meeting even if they have not been submitted to the Company within the time frame as set forth in section 126 para. 1 German Stock Corporation Act (*AktG*).

Countermotions and election proposals can – even if they were submitted to the Company in advance – only be put to the vote if they are raised at the annual general meeting.

The Executive Board reserves the right to combine countermotions and their substantiations if and to the extent that several shareholders file countermotions on the same subject of the agenda.

3. Information right pursuant to section 131 para. 1 German Stock Corporation Act (*AktG*)

At the general meeting, any shareholder or shareholder's representative is entitled to request information from the Executive Board on issues relating to the Company and the Company's legal and business relations to associated companies, insofar as the information is necessary for the proper assessment of an item of the agenda.

Since the consolidated annual financial statements and the status report on the group will be presented at this year's annual general meeting of ZhongDe Waste Technology AG, the obligation of the Executive Board to provide information also extends to the state of the group and the companies included in the consolidated annual financial statements. Matters of the Company's affiliates are subject to the information right to the extent they have substantial relevance and can therefore be regarded as matters of the Company.

The information right can be exercised in the annual general meeting without prior announcement or any other notification.

The Executive Board may refrain from answering certain questions for reasons stated in section 131 para. 3 German Stock Corporation Act (*AktG*). Pursuant to such provision, the Executive Board may refrain from answering questions,

1. to the extent that providing such information is, according to sound business judgment, likely to cause material damage to the company or an affiliated enterprise;
2. to the extent that such information relates to tax valuations or the amount of certain taxes;
3. with regard to the difference between the value at which items are shown in the annual balance sheet and the higher market value of such items, unless the financial statements are approved by the general meeting;
4. with regard to the methods of classification and valuation, if the disclosure of such methods in the notes suffices to provide a clear view of the actual condition of the company's assets, financial position and

profitability within the meaning of section 264 para. 2 of the German Commercial Code (*HGB*); the foregoing shall not apply if the general meeting is to approve the annual financial statements;

5. if rendering the requested information constituted a criminal offence by the Executive Board;
6. if, in the case of a credit institution or financial services institution, information about the applied balance sheet and valuation methods or calculations made in the annual financial statements, the management report, the consolidated annual financial statement or the group's management report are not required;
7. if the information was continuously available on the company's internet page seven or more days prior to the general meeting as well as during the meeting.

For other reasons, the information may not be denied.

If information has been provided outside a general meeting to a shareholder due to his shareholder status, such information must, pursuant to section 131 para. 4 German Stock Corporation Act (*AktG*), upon request of a shareholder in a general meeting, be provided to any other shareholder at the general meeting even if such information is not necessary to permit a proper evaluation of an item on the agenda. In such case, the executive board may not refuse to provide such information on the grounds of para. 3 sentence 1 no. 1 to 4. However, this does not apply if a subsidiary (section 290 para. 1 and 2 German Commercial Code (*HGB*)), a cooperative enterprise (section 310 para. 1 German Commercial Code (*HGB*)) or an affiliate (section 311 para. 1 German Commercial Code (*HGB*)) provided the information to a parent company (section 290 para. 1 and 2 German Commercial Code (*HGB*)) for the purpose of inclusion in the consolidated financial statement of the parent company and the information is required for this purpose.

A shareholder who has been denied information may request that his question and the reason for which the information was denied be recorded in the minutes of the general meeting pursuant to section 131 para. 5 German Stock Corporation Act (*AktG*).

Pursuant to section 25 para. 3 of the articles of association of ZhongDe Waste Technology AG, the chairman of the general meeting may restrict the shareholders' rights to speak and to raise question with respect to the time frame. In particular, he may determine a time frame for the general meeting, for single

agenda items or for single requests to speak or to raise questions either at the beginning of the general meeting or during the general meeting.

In detail, Section 25 para. 3 of the articles of association of ZhongDe Waste Technology AG reads as follows:

“The Chairman may reasonably restrict the shareholders’ time to exercise their right to speak and to information; he may in particular determine the time frame for the General Meeting, the discussion of the agenda items as well as any single request to speak and for information at the beginning or during the General Meeting. When determining the time available for a single request to speak and for information the Chairman may differentiate between a first request and a repeated request as well as further appropriate criteria.”
