

Invitation to Annual General Meeting 2022



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We herewith invite all shareholders of Formycon AG to the Annual General Meeting on

Thursday, June 30, 2022
starting at 11:00 a.m. (CEST)

to be held as a virtual general meeting of shareholders without the physical presence of shareholders or authorized representatives thereof.

The entire Annual General Meeting will be streamed via internet, including image and sound, to duly registered shareholders of Formycon AG and authorized representatives thereof via the Company's Annual General Meeting web portal at

**[https://www.formycon.com/en/investor-relations/
annual-general-meeting/](https://www.formycon.com/en/investor-relations/annual-general-meeting/)**

Shareholder voting rights may only be exercised by means of advance postal voting or electronic voting, or by the granting of proxy voting authority to the Company's designated voting representatives. Physical participation by shareholders and authorized representatives thereof is (with the exception of the Company's designated voting representatives) excluded.

The place of the Annual General Meeting within the meaning of the German Stock Corporation Act (Aktiengesetz) is the conference center in Haus der Bayerischen Wirtschaft, Max-Joseph-Strasse 5, 80333 Munich, Germany.

More detailed information about this year's Annual General Meeting and about the rights of shareholders and authorized representatives thereof may be found in the voluntary additional information provided by the Company in section C below.

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A. Agenda

with proposed shareholder resolutions

1. **Presentation of the approved annual financial statements of Formycon AG, of the management report and of the report of the Supervisory Board for fiscal year 2021**

The Supervisory Board approved the annual financial statements prepared by the Management Board on April 26, 2022. The annual financial statements have thereby been adopted. In accordance with sections 172 and 173 of the Stock Corporation Act, no resolution is therefore required or planned for this agenda item. The documents cited under this agenda item must, however, be presented to the general meeting.

The aforementioned documents are accessible via internet at

<https://www.formycon.com/en/investor-relations/annual-general-meeting/>

starting from the issuance of this invitation to the Annual General Meeting and will remain available for the duration of the meeting.

2. **Resolution to ratify the acts of the Executive Board during fiscal year 2021**

The ratification of the acts of the Executive Board during fiscal year 2021 will be voted on separately for each individual member of the Executive Board. The Executive Board and Supervisory Board propose:

a) that the acts of Dr. Carsten Brockmeyer for the term of his office as a member of the Executive Board during fiscal 2021 be ratified;

b) that the acts of Dr. Nicolas Combé for the term of his office as a member of the Executive Board during fiscal 2021 be ratified; and

c) that the acts of Dr. Stefan Glombitza for the term of his office as a member of the Executive Board during fiscal 2021 be ratified.

3. **Resolution to ratify the acts of the Supervisory Board during fiscal year 2021**

The ratification of the acts of the Supervisory Board during fiscal year 2021 will be voted on separately for each individual member of the Supervisory Board. The Executive Board and Supervisory Board propose:

- a) that the acts of Dr. Olaf Stiller for the term of his office as a member of the Supervisory Board during fiscal 2021 be ratified;
- b) that the acts of Peter Wendeln for the term of his office as a member of the Supervisory Board during fiscal 2021 be ratified; and
- c) that the acts of Klaus Röhrig for the term of his office as a member of the Supervisory Board during fiscal 2021 be ratified.

4. **Election of the auditor for fiscal year 2022**

For fiscal year 2022, separate votes will be held for the election of the auditor for the financial statements of Formycon AG (parent entity only) in accordance with German statutory accounting (HGB) and for the consolidated financial statements of Formycon Group in accordance with International Financial Reporting Standards (IFRS). The Supervisory Board proposes:

- a) that PanTaxAudit GmbH Wirtschaftsprüfungsgesellschaft, Landsberger Strasse 98, 80339 Munich, Germany be elected as auditor for fiscal year 2022 for the financial statements of Formycon AG (parent entity only, HGB), and
- b) that KPMG AG Wirtschaftsprüfungsgesellschaft, Ganghoferstrasse 29, 80339 Munich, Germany be elected as auditor for fiscal year 2022 for the consolidated financial statements of Formycon Group (IFRS).

5. **Resolution to authorize the Executive Board to increase the Company's registered capital (Approved Capital 2022) and to amend the Articles of Incorporation accordingly**

The capital previously approved and entered into the Company's Articles of Incorporation (*Satzung*) as sec. 4 no. 3 thereof (the Approved Capital 2019) has now been fully utilized. A report explaining the exclusion of subscription rights in

connection therewith is, as of the publication of this invitation, available for inspection by shareholders at the registered offices of Formycon AG or may alternatively be accessed at the following internet address:

<https://www.formycon.com/en/investor-relations/annual-general-meeting/>

So that the Executive Board and Supervisory Board will continue to have sufficient availability of authorized capital to additionally strengthen the Company's capital base in the future and to make use of both cash and non-cash capital increases, a new Approved Capital 2022 must be established. The Executive Board and Supervisory Board therefore propose to establish a new Approved Capital 2022 and to amend sec. 4 no. 3 of the Articles of Association accordingly.

The Executive Board and Supervisory Board propose that the following be resolved:

5.1 Establishment of Approved Capital 2022

The Executive Board shall be authorized, subject to the approval of the Supervisory Board, to increase the Company's registered capital (*Grundkapital*) one or more times at any time until June 29, 2027, and by no more than a total of € 7,532,375.00, through the issuance of up to 7,532,375 new no-par-value common bearer shares, against contributions in cash and/or in kind (the "Approved Capital 2022"). The Company's shareholders shall, in general, be granted subscription rights (which may also be by way of indirect subscription rights pursuant to sec. 186 para. 5 sentence 1 of the Stock Corporation Act).

Notwithstanding the foregoing, the Executive Board shall be authorized, subject to the approval of the Supervisory Board, to fully or partly exclude the general statutory subscription rights of shareholders in the following specific cases:

- (i) For the exclusion of fractional shares from subscription rights.
- (ii) In the case of capital increases against non-cash contributions for the issuance and granting of shares as consideration for the purchase of companies, parts of

companies, equity interests in companies, or other assets or rights.

- (iii) In the case of capital increases made against cash contributions, provided that the issuance price of the new shares is not significantly lower than the stock exchange price at the time that the issuance price is determined and that the new shares issued under exclusion of subscription rights pursuant to sec. 186 para. 3 sentence 4 of the Stock Corporation Act do not exceed 10% of the Company's share capital, either at the time of entry into effect or at the time of exercise. The calculation of this 10% limit shall include (a) any shares which are issued or sold during the term of this authorization under an exclusion of subscription rights through the direct application of, and in accordance with, sec. 186 para. 3 sentence 4 of the Stock Corporation Act, and/or (b) any shares issued, or which may be issued, to fulfill the Company's obligations arising from the exercise of warrants and/or conversion rights, or other stock option rights or obligations, arising from bonds or profit participation rights, provided that these financial instruments have been issued subsequent to the entry into force of this authorization and under exclusion of subscription rights pursuant to sec. 186 para. 3 sentence 4 of the Stock Corporation Act;
- (iv) In the case of capital increases made against cash contributions, insofar as necessary to grant sufficient shares to holders of bonds or profit participation rights with warrants and/or conversion rights, or involving other stock option rights or obligations, and issued by the Company or by a direct or indirect subsidiary thereof, to the extent that they would be entitled as shareholders upon exercise of the relevant option or conversion right or fulfillment of option or conversion obligation, or following any right to substitute which the Company may have.
- (v) For the granting of shares issued in lieu of cash dividends (scrip dividends), whereby shareholders are offered the option of contributing their dividend entitlement (in whole or in part) to the Company as a

contribution in kind against the granting of new shares from approved capital.

The Executive Board shall be authorized, subject to the approval of the Supervisory Board, to determine further details regarding the specific implementation of any such capital increase and issuance of new shares, including the issuance price, as well as regarding the rights of shareholders thereunder.

The Supervisory Board shall be authorized to amend the Company's Articles of Incorporation to reflect any such increase in registered capital and corresponding decrease in Approved Capital 2022 in the event of any such full or partial utilization of the Approved Capital 2022 or in the event of its expiry.

5.2 Amendment to Articles of Incorporation

Sec. 4 no. 3 of the Company's Articles of Incorporation shall be amended as shown below in translation from the legally binding German original:

“The Executive Board shall be authorized, subject to the approval of the Supervisory Board, to increase the Company's registered capital (*Grundkapital*) one or more times at any time until June 29, 2027, and by no more than a total of € 7,532,375.00, through the issuance of up to 7,532,375 new no-par-value common bearer shares, against contributions in cash and/or in kind (the “Approved Capital 2022”). The Company's shareholders shall, in general, be granted subscription rights (which may also be by way of indirect subscription rights pursuant to sec. 186 para. 5 sentence 1 of the Stock Corporation Act).

Notwithstanding the foregoing, the Executive Board shall be authorized, subject to the approval of the Supervisory Board, to fully or partly exclude the general statutory subscription rights of shareholders in the following specific cases:

- (i) For the exclusion of fractional shares from subscription rights.
- (ii) In the case of capital increases against non-cash contributions for the issuance and granting of shares as consideration for the acquisition of companies, parts of

companies, equity interests in companies, or other assets or rights.

- (iii) In the case of capital increases made against cash contributions, provided that the issuance price of the new shares is not significantly lower than the stock exchange price at the time that the issuance price is determined and that the new shares issued under exclusion of subscription rights pursuant to sec. 186 para. 3 sentence 4 of the Stock Corporation Act do not exceed 10% of the Company's share capital, either at the time of entry into effect or at the time of exercise. The calculation of this 10% limit shall include (a) any shares which are issued or sold during the term of this authorization under an exclusion of subscription rights through the direct application of, and in accordance with, sec. 186 para. 3 sentence 4 of the Stock Corporation Act, and/or (b) any shares issued, or which may be issued, to fulfill the Company's obligations arising from the exercise of warrants and/or conversion rights, or other stock option rights or obligations, arising from bonds or profit participation rights, provided that these financial instruments have been issued subsequent to the entry into force of this authorization and under exclusion of subscription rights pursuant to sec. 186 para. 3 sentence 4 of the Stock Corporation Act;
- (iv) In the case of capital increases made against cash contributions, insofar as necessary to grant sufficient shares to holders of bonds or profit participation rights with warrants and/or conversion rights, or involving other stock option rights or obligations, and issued by the Company or by a direct or indirect subsidiary thereof, to the extent that they would be entitled as shareholders upon exercise of the relevant option or conversion right or fulfillment of option or conversion obligation, or following any right to substitute which the Company may have.
- (v) For the granting of shares issued in lieu of cash dividends (scrip dividends), whereby shareholders are offered the option of contributing their dividend entitlement (in whole or in part) to the Company as a

contribution in kind against the granting of new shares from approved capital.

The Executive Board shall be authorized, subject to the approval of the Supervisory Board, to determine further details regarding the specific implementation of any such capital increase and issuance of new shares, including the issuance price, as well as regarding the rights of shareholders thereunder.

The Supervisory Board shall be authorized to amend the Company's Articles of Incorporation to reflect any such increase in registered capital and corresponding decrease in Approved Capital 2022 in the event of any such full or partial utilization of the Approved Capital 2022 or in the event of its expiry."

6. **Resolution to revoke Conditional Capital 2019, to authorize the issuance of convertible bonds and/or bonds with attached warrants, to establish Conditional Capital 2022, and to amend the Articles of Incorporation accordingly**

Among the resolutions passed by the Annual General Meeting of June 27, 2019 was a resolution authorizing the Executive Board to issue, subject to the approval of the Supervisory Board, convertible bonds and/or bonds with attached warrants (including combinations thereof), in the form of bearer or registered securities, with a term of up to 20 years, and in the total amount of up to € 100,000,000.00. To date, no use has been made of this authorization.

It is proposed that this existing authorization be revoked and replaced by a new authorization to issue convertible bonds and/or bonds with attached warrants. The corresponding section in the Company's Articles of Incorporation authorizing an increase in registered capital by up to € 4,284,740.00 relating thereto (Conditional Capital 2019) is likewise to be replaced by a new text corresponding to the proposed new resolution (the "Conditional Capital 2022").

Since the passage of these earlier resolutions, the Company's outstanding and additionally approved registered capital has been increased and now amounts to € 15,064,750.00, divided into 15,064,750 no-par-value common bearer shares. Under German law, a maximum of 50% of this amount may be made

available as conditional capital. Taking into account the amounts of conditional capital already resolved and in effect for (i) the Company's existing Stock Option Plan 2015 in the amount of € 311,250.00 (under Conditional Capital 2015), and (ii) the Company's existing Stock Option Plan 2020 in the amount of € 724,000.00 (under Conditional Capital 2020), the maximum legally permissible remaining amount for new conditional share capital in support of such convertible bonds and/or bonds with attached warrants is € 6,497,125.00.

Adequacy of current and future equity capitalization is essential to the business development of Formycon AG and to its continued growth. By establishing this necessary legal basis for the possible future issuance convertible bonds and/or bonds with warrants, the Company broadens its range of financing alternatives in the event of a future need for additional capital or liquidity.

The Executive Board and Supervisory Board therefore propose that the following be resolved:

6.1 Revocation of Contingent Capital 2019 and of authorization thereunder to issue convertible bonds and/or bonds with attached warrants

Upon entry into effect of the proposed authorization to issue convertible bonds and/or bonds with attached warrants under item 6.2 below and the proposed establishment of Conditional Capital 2022 below, the existing and unused authorization to issue convertible bonds and/or bonds with attached warrants granted by the Annual General Meeting on June 27, 2019 under agenda item 7 shall be revoked.

6.2 Authorization to issue convertible bonds and/or bonds with attached warrants and to exclude subscription rights in conjunction with these instruments

6.2.1 General provisions

The Executive Board shall be authorised, subject to the approval of the Supervisory Board, to issue bonds with attached warrants and/or convertible bonds (collectively "**Bonds**"), one or more times at any time until June 29,

2027, each with or without a fixed maturity, which may also be simultaneously in multiple tranches, and which may be in the form of bearer or registered securities, in the aggregate amount of up to € 550,000,000.00, incorporating the granting of option or conversion rights or providing for option or conversion obligations in accordance with the more detailed terms and conditions of the bonds with attached warrants (“**Warrant Conditions**”) or of the convertible bonds (“**Convertible Bond Conditions**”) respectively, whereby the exercise of such option or conversion rights or fulfillment of obligations may give rise to a total of up to 6,497,125 no-par-value common bearer shares in the Company corresponding to registered share capital of up to a total of € 6,497,125.00. The Bonds may, in addition to euros, be issued in any other legal currency of an OECD country subject to this aggregate limit in the equivalent euro amount. The Bonds may be issued against cash. In addition, the Bonds may also be issued against non-cash contributions, in particular for the purpose of acquiring companies, parts of companies, equity interests in companies, receivables, patents, licenses or other assets or rights, provided that the value thereof is at least equal to the issuance price of the Bonds.

The Bonds may also be issued by affiliated companies both within Germany and abroad within the meaning of sec. 15 et seq. of the Stock Corporation Act (a “**Group Company**”). In the event of issuance by a Group Company, the Executive Board shall be authorized, subject to the approval of the Supervisory Board, to guarantee the Bonds on behalf of the Group Company, as well as to grant conversion rights to holders of convertible bonds or to grant option rights to, or impose conversion or share subscription obligations on, holders of bonds with attached warrants.

6.2.2. Bonds with attached warrants and/or convertible bonds

The Bonds shall be divided into partial bond certificates (*Teilschuldverschreibungen*). If the Bonds are to be issued with attached warrants, one or more warrants shall be attached to each partial bond entitling – or in the case of option obligations, obligating – the holder or

creditor to purchase no-par-value bearer common shares in the Company in accordance with the Warrant Conditions established by the Executive Board. The Warrant Conditions may stipulate that the option exercise price may also be fulfilled by surrender of partial bonds, which may be in conjunction with a supplementary cash payment. The *pro rata* amount of the Company's registered capital attributable to the shares arising through the exercise of such attached warrants may not exceed the nominal amount of such partial bond to which the warrants are attached. In the case that fractional shares arise thereunder, the Warrant Conditions and/or other bond terms and conditions may provide for the purchase of whole shares through the accumulation of these fractions as well as, if necessary, by additional cash payment. In any case, the conversion ratio may provide for the rounding up or down to a whole number of shares. Provision may also be made for fractional share entitlements to be pooled and/or settled in cash, or for supplementation through additional cash payment.

In the event that convertible bonds are issued, the creditors holding the partial bond (or in the case of bearer bonds, the holder) shall be granted the right, or in the case of conversion obligation shall assume the obligation, to convert the respective partial bond into no-par-value common shares of the Company in accordance with the Convertible Bond Conditions established by the Executive Board. The conversion ratio shall be calculated by dividing the nominal amount of the partial bond, or in the case of issuance below nominal price, the issuance price of the partial bond, by the established price per Company shares. The Convertible Bond Conditions may provide for rounding the resulting number of shares up or down to a whole number, as well as for the handling of remaining fractional amounts through pooling, through additional cash payment to attain a number of whole shares, or through the payment of alternative compensation for non-convertible fractional amounts. The Convertible Bond Conditions may provide for a variable conversion ratio, whereby the conversion price (subject to the minimum price requirements further specified below) may fall within a specified range

depending on the prevailing exchange price of the Company's shares during the term of the bond.

6.2.3. Authority to offer substitute consideration

The Convertible Bond Conditions or Warrant Conditions may provide, in the event of exercise of conversion or option rights, or fulfillment of obligations, that the Company has the right, in lieu of delivering shares, to pay a sum of money equal to the number of Company shares that would otherwise have to be delivered multiplied by the volume-weighted average closing price thereof in electronic trading on the Frankfurt Stock Exchange during a period to be specified in the Convertible Bond Conditions or Warrant Conditions. The Warrant Conditions may also provide for the delivery, upon exercise of option rights or fulfillment of obligations, and at the option of the Company – and likewise, the Convertible Bond Conditions may also provide for the exchange of the bonds, upon exercise of conversion rights or fulfillment of obligations, and at the option of the Company – of existing shares in the Company, or of shares of another exchange-listed company as provided, instead of shares newly issued from the Company's conditional capital. The Convertible Bond Conditions or Warrant Conditions may provide for a combination of these forms of fulfillment.

The terms and conditions of the bond may also provide for the right of the Company, upon exercise of option or conversion rights, or fulfillment of option or conversion obligations, at the final maturity of the bond (including maturity due to an event of early termination), to repay the amount of principal due to the respective creditor or holder of the bond through the payment in shares of the Company, or in the shares of another exchange-listed company as provided, in lieu of the whole or part of the nominal cash amount due.

6.2.4 Mandatory bond conversion and/or warrant exercise

The Convertible Bond Conditions or Warrant Conditions may also provide for a conditional or unconditional obligation for bond conversion or warrant exercise upon

the maturity of the bond or at an earlier point in time or as a result of a specific event. The Convertible Bond Conditions or Warrant Conditions may entitle the Company to fully or partially settle in cash any difference between the nominal amount of the bond, or the bond issuance price if lower, and the resulting value of the shares arising from the converted bond or exercised warrants.

6.2.5 Warrant exercise price and/or bond conversion price

Where Bonds are issued with bond conversion or option exercise rights (attached warrants), and where the conversion or option exercise price is variable depending on the future stock exchange price of the Company's shares during the term of the Bond, then the applicable conversion or option exercise price per share must – with the exception of the cases provided for under the above sections 6.2.3 (“Authority to offer substitute consideration”) and 6.2.4 (“Mandatory bond conversion and/or warrant exercise”) – be at least 95% of the volume-weighted average closing price of the Company's shares in electronic trading on the Frankfurt Stock Exchange for a period of at least five consecutive trading days ending with the trading day preceding the day upon which the option or conversion rights are exercised.

Where the Convertible Bond Conditions or Warrant Conditions specify a fixed conversion price or option exercise price, this price must be at least 80% of the volume-weighted average closing price of the Company's shares in Xetra trading on the Frankfurt Stock Exchange (or any successor system) for a period of at least five consecutive trading days ending with the trading day preceding the date of the resolution by the Executive Board on the issuance of the Bonds including such option or conversion rights or conversion obligations.

In the cases provided for under the above sections 6.2.3 (“Authority to offer substitute consideration”) and 6.2.4 (“Mandatory bond conversion and/or warrant exercise”), the option exercise price or conversion price must be at least either the minimum price stipulated in the preceding paragraph (80%) or the volume-weighted average closing price of the Company's shares in Xetra trading on the Frankfurt Stock Exchange (or any successor system) during the last at least five trading days before the final maturity date or other specified point in time, even if this average price is less than the minimum price stipulated in the first paragraph (95%). The provisions of sec. 9 para. 1 and sec. 199 of the Stock Corporation Act shall remain unaffected.

6.2.6 Protection against dilution

Where Bonds are issued with option or conversion rights, or with option or conversion obligations, the option exercise price or conversion price may, notwithstanding sec. 9 para. 1 of the Stock Corporation Act, be adjusted in accordance with the applicable terms and conditions of the Bonds if the Company increases its share capital before the end of the option or conversion period through the granting of subscription rights to shareholders, or if the Company issues or guarantees further Bonds whereby the holders of such existing option or conversion rights or obligations are not granted subscription rights thereto, unless an adjustment therefor is provided by law or subscription rights are granted as compensation or a corresponding amount is paid in cash. The terms and conditions of the Bonds may also provide for a value-preserving adjustment to the option exercise price or conversion price in the event of other measures or events that could lead to a dilution of the value of the option or conversion rights or obligations.

6.2.7 Authorization to establish additional details

The Executive Board shall be authorized, subject to the approval of the Supervisory Board, to determine further details regarding the issuance and features of any bonds issued hereunder, including but not limited to the interest rate and type, the issuance price, the term and denomination of the bonds, the option or conversion period, and the details of any variable conversion ratio. In the event of issuance hereunder of a convertible bond or bond with attached warrants by a Group Company, such details are to be agreed together with the management of the respective Group Company.

6.2.8 Subscription rights

Where Bonds are issued, the Company's existing shareholders shall generally, as a matter of principle and of law, have a right of subscription thereto. The Bonds may also be underwritten and assumed by one or more

banks with the obligation to offer them to the shareholders for subscription (“indirect subscription rights”). Where such Bonds are issued hereunder by a Group Company, the Company shall ensure that Company shareholders are granted any such statutory subscription rights.

Notwithstanding the above, the Executive Board shall be authorized to exclude such rights of Company shareholders to subscribe to the Bonds provided that the Bonds are issued against cash and further provided that the Executive Board, after due examination, comes to the conclusion that the issuance price of the Bonds is not significantly lower than the theoretical market value of the Bonds determined using recognized financial-mathematical methodologies. Such exclusion of subscription rights may, however, only apply to issuances of Bonds whereby the number of shares arising upon exercise of the share conversion or option rights associated with the Bonds, or upon fulfillment of share conversion or subscription obligations, would not exceed 10% of the Company’s total share capital at the time of entry into effect or – if this percentage is lower – of the Company’s total share capital at the time of exercise. The calculation of this 10% limit shall include the proportion of total share capital attributable to shares issued, or relating to conversion or option rights or to conversion or subscription obligations in conjunction with Bonds issued, subsequent to the granting of this authorization to exclude subscription rights and issued based upon a resolution of the Executive Board to exclude subscription rights through direct or analogous application of sec. 186 para. 3 sentence 4 of the Stock Corporation Act, or through the re-sale of treasury shares acquired during the term of this authorization in a manner other than via stock exchange transactions or through offer to all shareholders and through similar application of sec. 186 para. 3 sentence 4 of the Stock Corporation Act.

The Executive Board shall be further authorized to exclude such shareholder subscription rights for any fractional bond amounts arising from the bond subscription ratio.

The Executive Board shall, in addition, be authorized to exclude shareholder subscription rights to such Bonds insofar as necessary to ensure that the holders of conversion or share subscription rights (options), or of conversion or share subscription obligations, granted by the Company or a Group Company are offered subscription rights to Bonds issued under this authorization to the full extent to which they would be entitled upon exercise of such conversion or share subscription rights or fulfillment of such conversion or subscription obligations (protection against dilution).

Finally, the Executive Board shall be authorized to exclude the subscription rights of Company shareholders insofar as bonds are issued against non-cash contributions, in particular as contributions in kind for the acquisition of receivables or companies, or of parts of companies and investment participations in companies, and where the exclusion of such subscription rights is otherwise in the overriding interest of the Company.

6.2.9 Entry into force

The authorization granted by the foregoing shareholder resolution shall enter into force upon entry into the commercial register of the Conditional Capital 2022 as established in the following section 6.3 and amended into the Company's Articles of Incorporation in the subsequent section 6.4.

6.3 Establishment of Conditional Capital 2022

The Company's registered capital shall be conditionally increased by a maximum of € 6,497,125.00 for the issuance of a maximum of 6,497,125 new no-par-value bearer shares (the "Conditional Capital 2022"). This conditional capital increase shall serve for the granting of shares to holders of convertible bonds and/or bonds with attached warrants issued by the Company, or by a group company within the meaning of sec. 18 of the Stock Corporation Act, on the basis of the corresponding authorization resolved by the Annual General Meeting on June 30, 2022 and at any time until June 29, 2027, which become due upon the exercise of bondholder conversion and/or option

rights, or upon fulfillment of conversion or subscription obligations, or upon the exercise by the Company of its optional rights to redeem bonds, in whole or in part, through the granting of Company shares in lieu of cash. The conversion or option exercise price at which the new shares are issued shall be determined in accordance with the authorizing shareholder resolution.

Capital increases under the Conditional Capital 2022 shall be carried out only to the extent necessary for the exercise of conversion or option rights, or for the fulfillment by creditors or bondholders of conversion or subscription obligations, or for the exercise by the Company of its optional rights to redeem bonds, in whole or in part, through the granting of new Company shares to holders of convertible bonds and/or bonds with attached warrants as consideration due and only insofar as such consideration due is not granted in the form of cash or existing treasury shares, or as shares of another listed company as substitute consideration. Although newly issued shares should, in principle, participate in profits from the beginning of the fiscal year during which they are issued, any shares newly issued on the basis of a bond conversion or warrant exercise declared prior to the annual general meeting of the Company in which a resolution is passed regarding the application of retained profits from the prior financial year shall also be entitled to participate in any dividends declared for the prior fiscal year. To the extent legally permissible, the Board of Management may, with the approval of the Supervisory Board, determine the profit participation of such newly issued shares in deviation from sec. 60 para. 2 of the Stock Corporation Act.

The Executive Board shall be authorized, subject to the approval of the Supervisory Board, to determine further details regarding the specific implementation of any capital increases hereunder.

6.4 Amendment of Articles of Incorporation

Sec. 4 no. 7 of the Company's Articles of Incorporation shall be amended as shown below in translation from the legally binding German original:

"The Company's registered capital shall be conditionally increased by a maximum of € 6,497,125.00 for the issuance of a maximum of 6,497,125 new no-par-value bearer shares (the

“Conditional Capital 2022”). This conditional capital increase shall only be carried out to the extent necessary for holders of convertible bonds and/or bonds with attached warrants issued or guaranteed by the Company, or by a group company within the meaning of sec. 18 of the Stock Corporation Act, on the basis of the corresponding authorization resolved by the Annual General Meeting on June 30, 2022 and at any time until June 29, 2027, to receive Company shares due upon the exercise of bondholder conversion and/or option rights, or upon fulfillment of conversion or subscription obligations, or upon the exercise by the Company of its optional rights to redeem bonds, in whole or in part, through the granting of Company shares in lieu of cash, and only insofar as such consideration due is not granted in the form of cash or existing treasury shares, or as shares of another listed company as substitute consideration.

The conversion or option exercise price at which the new shares are issued shall be determined in accordance with the authorizing shareholder resolution.

Although shares issued through the exercise of conversion or option rights (warrants), or through the fulfillment of conversion obligations, should, in principle, participate in profits from the beginning of the fiscal year during which they are issued, any shares newly issued on the basis of a bond conversion or warrant exercise declared prior to the annual general meeting of the Company in which a resolution is passed regarding the application of retained profits from the prior financial year shall also be entitled to participate in any dividends declared for the prior fiscal year. To the extent legally permissible, the Board of Management may, with the approval of the Supervisory Board, determine the profit participation of such newly issued shares in deviation from sec. 60 para. 2 of the Stock Corporation Act.

The Executive Board shall be authorized, subject to the approval of the Supervisory Board, to determine further details regarding the specific implementation of any capital increases hereunder.”

7. **Resolution to authorize the acquisition of the Company’s own shares under exclusion of subscription rights**

Sec. 71 para. 1 no. 8 of the Stock Corporation Act provides that a German stock corporation may acquire up to a total of 10% of

its share capital as treasury stock provided that it has authorization from its general meeting of shareholders. The Executive Board and Supervisory Board of Formycon AG would, in the interests of the Company and its shareholders, like to establish such authority so that the Company has the possibility to acquire its own shares as circumstances arise.

The Executive Board and Supervisory Board therefore propose that the following be resolved:

- a. The Company shall be authorized to acquire up to a total of 10% of its share capital existing at the time of the resolution for a period of five years therefrom, i.e. until June 29, 2027. The number of shares acquired on the basis of this authorization, together with other treasury shares that the company has already acquired or already owns, may not exceed 10% of the Company's existing share capital.
- b. This authorization may be exercised one or more times, and in its full amount or in one or more parts, at any time until its expiry.
- c. Any such acquisitions of Company shares shall be effected as stock exchange transactions or through a public buyback offer or a public invitation to the Company's shareholders to submit sales offers, subject to the following specific provisions:
 - i. If such shares are acquired through stock exchange transactions, the price per share paid by the Company, exclusive of ancillary costs, may not deviate by more than 10% above or below the average closing price of Company shares in Xetra trading on the Frankfurt Stock Exchange (or any successor system) for the three trading days preceding the share acquisition.
 - ii. If the purchase is effected by way of a public purchase offer extended to all shareholders of the Company or public invitation for Company shareholders to submit sales offers, the purchase or sale price offered, or the limit values of the purchase or sale price range offered per share, exclusive of ancillary costs, may not deviate by more than 10% above or below the average closing price of Company shares in Xetra trading

on the Frankfurt Stock Exchange (or any successor system) for the three trading days preceding the share acquisition. In the case of a significant deviation from the prevailing stock exchange price of such purchase or sale price offered, or of such limit values of the purchase or sale price range offered per share, subsequent to the publication of a purchase offer or invitation to submit sales offers, the purchase offer or invitation to submit sales offers may be adjusted accordingly. In such case, the relevant new purchase or sale price offered, or limit values, shall be determined on the basis of the relevant stock exchange prices for the three trading days preceding the adjustment, with the 10% deviation limit instead applied to this new average market price. The number of shares accepted for purchase or sale by shareholders may be limited. In the event that the total number of shares subscribed in the purchase offer, or tendered through sales offers, exceeds this amount, acceptance shall be on a *pro rata* basis. The Executive Board may, however, provide for preferential acceptance of small amounts of up to 100 shares offered per shareholder.

- d. The Executive Board shall be authorized to sell previously acquired treasury shares through stock exchange sales transactions or by making an offer of sale to all shareholders. In the case that treasury shares are sold by way of an offer to all shareholders, the Executive Board shall be authorized to exclude shareholder subscription rights for fractional amounts in order to facilitate such offer of sale without excessive technical complication.
- e. The Executive Board shall be further authorized to utilize treasury shares acquired by the Company as follows:
 - i. For the cancellation of such shares with simultaneous reduction of the Company's registered capital in equal amount, subject to approval of the Supervisory Board but not requiring any further resolution thereof by a

general meeting of shareholders. Subject to the approval of the Supervisory Board, the Executive Board may alternatively determine that the Company's registered capital not be reduced by the amount of such share cancellation but rather that the imputed nominal value per share of the Company's outstanding shares instead be proportionately increased in accordance with sec. 8 para. 3 of the Stock Corporation Act. The Executive Board shall be authorized, subject to approval of the Supervisory Board, to adjust the number of shares in the Company's Articles of Incorporation accordingly.

- ii. For the purpose of using such treasury shares as full or partial consideration to effect a merger with or acquisition of another company, or the acquisition of a portion thereof or an investment participation therein, or for the acquisition of other assets or rights. In such case, the subscription rights of Company shareholders shall be excluded.
- iii. For the purpose of introducing shares of the Company to a foreign stock exchange where these have not previously been admitted to trading. In such case, the price at which the shares are introduced on a foreign stock exchange, exclusive of ancillary costs, may not be more than five percent below the average closing price of Company shares in Xetra trading on the Frankfurt Stock Exchange (or any successor system) for the three preceding trading days.
- iv. For the issuance of shares to members of the Executive Board or to employees of the Company or of affiliated companies within the meaning of sec. 15 et seq. of the Stock Corporation Act. In such case, the subscription rights of Company shareholders shall be excluded.
- v. For the fulfillment of option or conversion rights arising from securities issued by the Company or by an affiliated company within the meaning of

sec. 15 et seq. of the Stock Corporation Act. In such case, the subscription rights of Company shareholders shall be excluded.

- f. Each of the above authorizations for the utilization of treasury shares acquired by the Company may be exercised one or more times, in whole or in part, and in pursuit of one or more purposes.

8. Resolution to expand the Supervisory Board and to amend the Articles of Incorporation accordingly

The Company's Supervisory Board has until now, under sec. 6 no. 1 sentence 1 of the Company's Articles of Incorporation, consisted of three members. It is proposed to increase the number of Supervisory Board members to four and, in conjunction therewith, to amend sec. 6 of the Articles of Incorporation to permit the Annual General Meeting to elect members of the Supervisory Board for a shorter term of office than the maximum term of office permitted under sec. 102 of the Stock Corporation Act.

It should be noted that amendments to sections 7 and 9 of the Articles of Incorporation to modernize the work of the Supervisory Board and provide for greater flexibility are proposed below ("Other amendments to the Articles of Incorporation").

The Executive Board and Supervisory Board therefore propose that the following amendments to the Company's Articles of Incorporation be resolved, shown below in translation from the legally binding German original:

- a) Sec. 6 no. 1 of the Articles of Incorporation shall be amended as follows:

"The Supervisory Board shall consist of four members. Unless a shorter term of office is decided by the electing general meeting of shareholders, members of the Supervisory Board shall be elected for the term of office ending with the Annual General Meeting which decides upon the ratification of the acts of Supervisory Board members for the fourth fiscal year following the start of the term of office. For purposes of this calculation, the fiscal

year during which the term of office begins shall not be included. Re-election to a new term of office is permissible.”

- b) Sec. 6 no. 2 of the Articles of Incorporation shall be amended as follows:

“Should a new member of the Supervisory Board be elected to replace a member leaving office prior to the end of the scheduled term, the term of office for the newly elected replacement member shall, unless otherwise decided, be equal to the remaining term of office for the departing member.”

9. Election of new Supervisory Board member

The expansion of the Supervisory Board to four members proposed under the above agenda item 8 will, under German law, take effect upon entry into the Commercial Register of the respective amendment to the Articles of Incorporation.

The Supervisory Board of Formycon AG will thereupon, under the amended sec. 6 no. 1 of the Articles of Incorporation, consist of four members, each to be elected by a general meeting of shareholders. In its election of members of the Supervisory Board, the general meeting of shareholders is not bound by nominations.

To fill this additional future Supervisory Board position, it is proposed that this Annual General Meeting elect a fourth member of the Supervisory Board. It should be noted, however, that the term of office of the newly elected member will not begin until the expansion of the Supervisory Board enters into force.

Athos KG, which indirectly holds a total of 26.6% of the shares of Formycon AG by way of Santo Holding AG (Zug, Switzerland), Klinge Biopharma GmbH and FYB 202 GmbH & Co. KG, has in its capacity as a shareholder proposed Ms. Melissa Simon for election to the Supervisory Board. Following its own examination, the Supervisory Board has considered and adopted this shareholder proposal and, against this background, herewith proposes Ms. Simon for election as a member of the Supervisory Board in accordance with sec. 124 para. 3 sentence 1 of the Stock Corporation Act. Ms. Simon has expressed her accordance with this proposal of the

Supervisory Board and declared her intention to stand for election to the Supervisory Board.

The Supervisory Board therefore proposes, subject to and beginning with the entry into force of the amendment to the Articles of Incorporation proposed under the above agenda item 8, that

Melissa Maria Simon,
residing in Munich,
Investment Participations Manager of Athos KG and
Managing Director of
Klinge Biopharma GmbH (as well as of other Athos Group companies),

be elected as a member of the Company's Supervisory Board for a term of office ending with the Annual General Meeting which decides upon the ratification of the acts of Supervisory Board members for the fourth fiscal year following the start of this term of office, whereby the fiscal year during which the term of office begins is not included.

The Supervisory Board has obtained assurance from the candidate that she will be able to devote the expected amount of time to her work on the Supervisory Board.

Additional information on the candidate may be found below in section B of this document ("Summary profile of Melissa Simon"). This information is also, as of the publication of this invitation, available for inspection by shareholders at the registered offices of Formycon AG or may alternatively be accessed at the following internet address

<https://www.formycon.com/en/investor-relations/annual-general-meeting/>.

10. Other amendments to the Articles of Incorporation

In addition to the amendments to the Articles of Incorporation proposed above as agenda items no. 5 to 8 (capital measures and expansion of Supervisory Board), it is proposed that the Company's Articles of Incorporation be modernized and made more flexible as individually set forth in the following proposed other amendments.

The Executive Board and Supervisory Board propose that the following amendments to the Company's Articles of

Incorporation be resolved, shown below in translation from the legally binding German original:

- c) Sec. 3 of the Articles of Incorporation shall be amended as follows:

“The Company shall, unless otherwise mandated by statutory provisions, publish its announcements in the German Federal Gazette (Bundesanzeiger). Voluntary disclosures shall be published on the Company’s website. The Company may, to the extent permitted by law, transmit information to its shareholders electronically.”

- d) Sec. 7 no. 1 of the Articles of Incorporation shall be amended as follows:

“In a meeting of the Supervisory Board to be held directly upon the conclusion of the Annual General Meeting in which members of the Supervisory Board are newly elected, and not requiring formal invitation, the Supervisory Board shall elect a Chair and Deputy Chair from among its members for the term of office stipulated by sec. 6 para. 1. Should either of these offices become vacant, the election shall be repeated. The election shall be chaired by the oldest attending member of the Supervisory Board.”

- e) Sec. 9 no. 2 of the Articles of Incorporation shall be amended as follows:

“The Supervisory Board shall be deemed to have a quorum if at least three of its members participate in voting on resolutions through personal attendance or by written voting instruction. For this purpose, a member who abstains from voting will be deemed to participate. An electronically transmitted voting instruction shall be deemed a written voting instruction. Meetings of the Supervisory Board shall be chaired by the Chair or, in the absence thereof, by the Deputy Chair.”

- f) Sec. 9 no. 3 of the Articles of Incorporation shall be amended as follows:

“Unless otherwise stipulated by law, resolutions of the Supervisory Board shall be approved by simple majority

voting. In the event of a tie, the vote of the Chair of the Supervisory Board or, in the absence thereof, of the presiding Deputy Chair shall be decisive.”

- g) Sec. 9 no. 5 of the Articles of Incorporation shall be amended as follows:

“The Supervisory Board may also vote on and approve resolutions through voting by written instruction, by telephone instruction, or by e-mail, video conference or other means of electronic communication, and without the convention of a formal meeting, provided that the Chair so orders and that the participating members of the Supervisory Board are in contact with one another by means of telecommunication and able to discuss the subject matter of the proposed resolution, and further provided that no member of the Supervisory Board objects to the procedure.”

- h) It is proposed to increase the period of time following the end of the fiscal year within which the Annual General Meeting must be held, as established by sec. 11 of the Company’s Articles of Incorporation, from six to eight months.

Sec. 11 of the Articles of Incorporation shall accordingly be amended as follows:

“The Annual General Meeting shall be held within the first eight months of each fiscal year. It shall, in particular, decide upon the application of retained profits, upon ratification of the acts of Executive Board and Supervisory Board members during the preceding fiscal year, upon the election of Supervisory Board members, upon the election of the Company’s auditor and, in cases specifically required by law, upon the approval of the annual financial statements, as well as upon any special matters as requested by the Executive Board.”

- i) Sec. 12 no. 4 of the Articles of Incorporation shall be amended as follows:

“In order to participate in a general meeting and exercise voting rights, shareholders must provide proof of their entitlement to do so. A proof of shareholding for this purpose

issued in text form by the end custodian bank or other financial intermediary shall be accepted as such proof of entitlement. Unless another point in time is specified in the invitation to the general meeting, the proof of shareholding must refer to the point in time specified by law for exchange-listed companies. Unless a shorter deadline is specified (stated in terms of minimum number of days prior to the general meeting by which such proof of shareholding must be received), the proof of shareholding must be received by the Company at the address given in the invitation at least six days before the general meeting. In counting days to determine whether proof of shareholding has been received prior to the deadline, the day of receipt thereof is not included.”

- j) The following sentence shall be appended to sec. 12 no. 5 of the Articles of Incorporation:

“Registration for and proof of entitlement to participate and vote in the Annual General Meeting (proof of shareholding) must be in German or English.”

- k) Sec. 13 no. 3 of the Articles of Incorporation shall be amended as follows:

“General meetings of shareholders shall be chaired by the Chair of the Supervisory Board, or by another member of the Supervisory Board or other person designated by the Chair of the Supervisory Board, or if the Chair of the Supervisory Board has not made such a determination, by a person determined by the Supervisory Board or by those members of the Supervisory Board present at the general meeting.”

- l) Sec. 13 no. 4 of the Articles of Incorporation shall be amended as follows:

“The Chair of the general meeting shall determine the form and other details of voting procedures.”

- m) At the end of sec. 13 of the Articles of Incorporation, a new item no. 8 shall be appended as follows:

“The members of the Executive Board and Supervisory Board should attend general meetings of shareholders in person. If it is not possible for a member of the Supervisory Board to be physically present at the location of the general meeting, for example because of international travel for an important reason, virtual participation in the general meeting by means of audiovisual transmission is permissible.”

- n) The deadline for presentation of financial statements to the Annual General Meeting stipulated under sec. 16 no. 2 of the Articles of Association shall be amended to be consistent with German statutory requirements as well as with the amendment to sec. 11 of the Articles of Association proposed above, as follows:

"The Company's annual financial statements, management report and additional notes and explanations thereto, as well as the report of the Supervisory Board and proposal for the application of retained profits, must be presented to the Annual General Meeting no later than the end of the eighth month of the following fiscal year."

11. Resolution to approve a Control and Profit Transfer Agreement between Formycon AG Formycon Project 201 GmbH

Formycon AG intends to enter into a Control and Profit Transfer Agreement with its 100% subsidiary Formycon Project 201 GmbH with registered offices in Munich.

The Executive Board and the Supervisory Board therefore propose a resolution to approve the execution of a Control and Profit Transfer Agreement (*Beherrschungs- und Gewinnabführungsvertrag*) between Formycon AG and Formycon Project 201 GmbH in the form shown below in translation from the legally binding German original.

The agreement shall read as follows:

“Control and Profit Transfer Agreement
[Beherrschungs- und Gewinnabführungsvertrag]

Between

Formycon AG with registered offices in Munich
(District Court of Munich HRB 200801)
(hereinafter the “Controlling Company”)

And

Formycon Project 201 GmbH with registered offices in Munich
(District Court of Munich HRB 210064)
(hereinafter the “Controlled Company”).

§ 1 Management control

The Controlling Company shall have management control of the Controlled Company. The Controlling Company shall have the right to issue instructions to the Controlled Company regarding the management thereof. The Controlled Company shall be obligated to follow such instructions.

§ 2 Profit transfer

- 1. The Controlled Company undertakes to transfer all of its profits to the Controlling Company. Subject to any additions to or releases from reserves pursuant to No. 2 or 3 below, the amount of profit to be transferred shall be the maximum amount provided under sec. 301 of the German Stock Corporation Act [Aktiengesetz] in the version currently in force as may be amended from time to time.*
- 2. The Controlled Company may, subject to the consent of the Controlling Company, allocate an amount from its annual net income to profit reserves (per sec. 272 para. 3 of the German Commercial Code [Handelsgesetzbuch]), provided that this is permitted by law and economically justified based on a reasonable commercial assessment.*

3. *Insofar as not otherwise provided by sec. 301 of the Stock Corporation Act, any other profit reserves set aside during the term of this agreement in accordance with sec. 272 para. 3 of the Commercial Code must be liquidated at the request of the Controlling Company and used to compensate for an annual net loss or for a prior year loss carried forward, or to be transferred as profit.*
4. *Amounts from the release of capital reserves or of profit reserves taken in anticipation of a contract may not be transferred to the Controlling Company as profit.*
5. *The right to such transfer of profits shall be established as of the date of the respective annual financial statements of the Controlled Company and shall become due upon such date.*

§ 3 Assumption of losses

The assumption of losses shall be governed by the provisions of sec. 302 of the Stock Corporation Act in the version currently in force as may be amended from time to time.

§ 4 Duration of agreement

1. *This agreement is subject to approval through shareholders' meetings of the Controlling Company and the Controlled Company. It shall become effective upon entry into the Controlled Company's commercial register [Handelsregister] and shall apply retroactively – with the exception of the right to issue instructions pursuant to Section 1 – from the start of the fiscal year of the Controlled Company during which this agreement is entered into the commercial register thereof.*
2. *This agreement is concluded for an indefinite period. It may be terminated with a notice period of six months prior to the end of the Controlled Company's fiscal year starting from the end of the fifth year following its entry into force according to the above item no. 1 or, if the fiscal year does not end on this day, at the end of the fiscal year extending from that day.*
3. *The right of termination without notice for good cause shall remain unaffected. This agreement may specifically be terminated without notice if the Controlling Company no longer holds a majority of voting rights in the Controlled Company.*

4. *The legal possibility of revoking this agreement by mutual agreement in lieu of termination shall remain unaffected.*

§ 5 Amendments to this agreement

1. *In the event of any change in law which is relevant to this agreement, or in the interpretation of such law by the courts, the right is reserved to adapt this agreement accordingly.*
2. *Any amendments or additions to this agreement, including any amendment to this requirement, must be in written form.*

§ 6 Concluding provisions

1. *In carrying out this agreement, the provisions of sections 14 and 17 of the German Corporate Tax Act (Körperschaftsteuergesetz), in the version currently in force as may be amended from time to time, shall be considered.*
2. *Should any individual provision of this agreement be or become wholly or partially invalid or inapplicable, or should there be an omission in this agreement, the validity of the remaining provisions shall be unaffected thereby. Instead of the invalid or inapplicable provisions, a valid and applicable provision shall be agreed which corresponds to the sense and purpose of the invalid or inapplicable provision. In the event of an omission, a provision shall be agreed which corresponds to what would have been agreed in terms of the spirit and purpose of this agreement if the matter had been considered."*

Formycon AG is the sole shareholder of Formycon Project 201 GmbH. There are thus no compensation payments or settlements due to other shareholders under the provisions of sections 304 and 305 of the Stock Corporation Act.

The following documents are, as of the publication of this invitation, available for inspection by shareholders at the registered offices of Formycon AG and of Formycon Project 201 GmbH at Fraunhoferstr. 15, 82152 Planegg, or may alternatively be accessed at the following internet address:

<https://www.formycon.com/en/investor-relations/annual-general-meeting/>

- The draft of the Control and Profit Transfer Agreement (*Beherrschungs- und Gewinnabführungsvertrag*) to be executed between Formycon AG and Formycon Project 201 GmbH
- The approved financial statements of Formycon AG, approved consolidated financial statements of Formycon Group and unified management reports for fiscal years 2019, 2020 and 2021;
- The approved financial statements of Formycon Project 201 GmbH for fiscal years 2019, 2020 and 2021; and
- the joint report submitted by the Executive Board of Formycon AG and by the management of Formycon Project 201 GmbH in accordance with sec. 293a of the Stock Corporation Act.

Any shareholder shall, upon request, be sent a copy of these documents promptly and free of charge.

B. Additional documents relating to the Annual General Meeting

1. **Written report of the Executive Board on agenda item 5 explaining the rationale for the exclusion of shareholder subscription rights in accordance with sec. 203 para. 2 sentence 2 and sec. 186 para. 4 sentence 2 of the Stock Corporation Act**

Because the existing Approved Capital 2019 has been utilized in its entirety, a resolution is being proposed to establish a new Approved Capital 2022, under which the authorization granted to the Executive Board would include the authority, subject to the approval of the Supervisory Board, to fully or partly exclude the general statutory subscription rights of shareholders in certain cases.

The Approved Capital 2019 was established by resolution of the Annual General Meeting on June 27, 2019. With the entry of this Approved Capital 2019 into force on July 9, 2019, the Executive Board was legally authorized, subject to the approval of the Supervisory Board, to increase the Company's registered capital one or more times at any time until June 26, 2024, and by no more than a total of € 5,000,000.00, through the issuance of up to 5,000,000 new no-par-value common bearer shares (the Approved Capital 2019). This authorization has now been fully utilized.

The purpose of the new Approved Capital 2022 is to ensure sufficient flexibility in the financing of the Company's future growth. The authorization is to be granted for the legally permissible maximum of five years, with the total amount corresponding to up to 50 percent of the Company's outstanding and additionally approved share capital in effect at the time the resolution is passed. To provide the greatest possible financial flexibility to the Company, it is proposed to fully exhaust the statutory maximum framework for shareholder authorization of approved capital. Adequacy of current and future equity capitalization is essential to the business development of Formycon AG and to its continued growth and

thus has a significant influence on the Company's future prospects and on its ability to execute its business strategy, in particular the continuing development of its product candidates.

The Company's existing shareholders should generally, as a matter of principle and of law, be granted subscription rights, which may be indirect subscription rights as provided by sec. 186 para. 5 of the Stock Corporation Act. Notwithstanding this general principle, it is proposed that the Executive Board be authorized, subject to the approval of the Supervisory Board, to fully or partly exclude the general statutory subscription rights of shareholders in the following specific cases:

(i) Exclusion of subscription rights for fractional shares

Even where shareholders generally enjoy subscription rights to new shares arising from a capital increase, the Executive Board should be authorized, subject to the approval of the Supervisory Board, to exclude such subscription rights for any fractional shares. The possibility of such exclusion for fractional amounts serves to facilitate a subscription ratio without excessive technical complication. Any shares excluded from shareholder subscription rights thereby are utilized to the best advantage of the Company, either through sale on the stock exchange or in some other way. Because of the limited fractional shares, any possible dilutive effect is small.

(ii) Exclusion of subscription rights in case of non-cash capital increases

The Executive Board should be authorized, subject to the approval of the Supervisory Board, to exclude shareholder subscription rights in the case of capital increases against non-cash contributions, in particular for the issuance and granting of new shares as consideration for the acquisition of companies, parts of companies, equity interests in companies, or other assets or rights. Where such opportunities arise, it is increasingly important to be able to offer shares in the acquiring company as consideration rather than cash. Particularly attractive acquisition targets may, in some cases, only be attainable by offering shares of the acquiring company. Moreover, the ability to offer shares for the acquisition of larger target companies enables the acquiring company to conserve liquidity. The proposed Approved Capital 2022 provides the Company with the flexibility it needs to take advantage of such

acquisition or investment opportunities as they may arise, in particular through merger with or acquisition of another company, or through the acquisition of a portion thereof or an investment participation therein, or for the acquisition of other kinds of non-cash contributions, including this same form of consideration. Such situations necessarily require the ability to exclude preemptive shareholder subscription rights, for which authorization is specifically proposed hereunder. Should subscription rights be granted in such cases, the contemplated acquisition of companies, parts of companies, equity interests in companies, or other assets or rights against the granting of new shares would in many cases not be possible, and the associated advantages to the Company might not be achievable. There are currently no concrete plans to exercise this authorization. Should specific opportunities arise to merge with another company, to acquire a company or portion thereof or an investment participation therein, or to acquire other kinds of assets or rights as non-cash contributions, the Executive Board shall carefully examine whether it should make use of the possibility of a non-cash capital increase under exclusion of subscription rights and shall only do so if it is convinced that the merger with or acquisition of another company, or acquisition of a portion thereof or investment participation therein, or acquisition of other kinds of assets or rights as non-cash contributions against the granting of new shares in the company is in the Company's well-understood interest. The Supervisory Board shall only grant the required approval if it is of the same opinion. The Executive Board shall report on the details of any use of this authorization to exclude subscription rights at the Annual General Meeting that follows any merger or acquisition effected through the granting of shares in the Company.

(iii) Exclusion of subscription rights in case of cash capital increases of up to 10%

The Executive Board should also be authorized, subject to the approval of the Supervisory Board, to exclude the preemptive subscription rights of shareholders provided, firstly, that the issuance price of the new shares is not significantly lower than the market price of the existing shares at the time the new issue price is conclusively determined and, secondly, that the total shares under exclusion of subscription rights pursuant to sec. 186 para. 3 sentence 4 of the Stock Corporation Act do not

exceed 10% of the Company's total share capital, neither at the time such authorization enters into effect nor at the time it is exercised. The calculation of this 10% limit must include (a) any shares which are issued or sold during the term of this authorization under an exclusion of subscription rights through the direct application of, and in accordance with, sec. 186 para. 3 sentence 4 of the Stock Corporation Act, and/or (b) any shares issued, or which may be issued, to fulfill the Company's obligations arising from the exercise of warrants and/or conversion rights, or other stock option rights or obligations, arising from bonds or profit participation rights, provided that these financial instruments have been issued subsequent to the entry into force of this authorization and under exclusion of subscription rights pursuant to sec. 186 para. 3 sentence 4 of the Stock Corporation Act. The legal basis for this exclusion of subscription rights is sec. 203 paragraphs 1 and 2 of the Stock Corporation Act in conjunction with sec. 186 para. 3 sentence 4 thereof. Any such discount to the relevant stock exchange price is, in fact, unlikely to exceed three percent but may not in any case exceed five percent. This possibility to exclude subscription rights serves the Company's interests by helping to achieve the best possible price when issuing new shares. This puts the Company in a position to quickly, flexibly and cost effectively take advantage of opportunities as they arise depending on prevailing equity market conditions. The issuance price that can thereby be achieved by setting a price close to the current market price generally leads to a significantly higher inflow of funds per new share than in the case of a share placement through subscription rights. By dispensing with the time-consuming and costly process of new share issuance through the subscription rights process, equity capital requirements can be quickly and efficiently met by taking advantage of short-term market opportunities. Sec. 186 para. 2 sentence 2 of the Stock Corporation Act permits the subscription price to be published no later than three days before the end of the subscription period. In view of the inherent volatility of equity markets, the subscription process thus entails market risk, namely the risk of a market price change over these several days, which generally necessitates a discount to market as a safety margin when determining the selling price and thus a subscription price which is below the market price. In addition, when issuing new shares under subscription rights, the Company cannot react quickly and flexibly to favorable market conditions due to the required

length of the subscription period. The clause for additional inclusions in the calculation of the 10% limit, which provides for a corresponding reduction in availability under the shareholder authorization to exclude subscription rights in the event of other measures taken under exclusion of subscription rights in direct, corresponding or analogous application of sec. 186 para. 3 sentence 4 of the Stock Corporation Act, is intended to ensure full compliance with the letter and spirit of sec. 186 para. 3 sentence 4 of the Stock Corporation Act by taking into account all other such authorizations under exclusion of subscription rights pursuant to sec. 186 para. 3 sentence 4 of the Stock Corporation Act. For the reasons stated above, the proposed authorization to exclude subscription rights is in the interests of the Company and its shareholders. Because the issuance price for the new shares must be closely aligned to the current market price, and because the scope of such exclusion of subscription rights under the authorization is strictly limited, the interests of shareholders are adequately protected. In any case, existing shareholders have the possibility of maintaining their percentage shareholdings through the purchase of additional shares on the stock exchange and thus are not put at any significant economic disadvantage.

(iv) Exclusion of subscription rights for capital increases to grant shares to holders of warrants and/or bond conversion rights

The Executive Board should be further authorized, subject to the approval of the Supervisory Board, to exclude shareholder subscription rights to the extent necessary to grant sufficient shares to holders of bonds or profit participation rights with warrants and/or conversion rights, or involving other stock option rights or obligations, and issued by the Company or by a direct or indirect subsidiary thereof, to the extent that they would be entitled as shareholders upon exercise of the relevant option or conversion right or fulfillment of option or conversion obligation, or following any right to offer substitute consideration through newly issued shares which the Company may have. Convertible bonds and bonds with attached warrants are generally provided with such protection against dilution to make them easier to place on the capital markets. Other common protections against dilution in such cases may include monetary compensation or alternatively a reduction in the option exercise price or conversion price (or similarly,

adjustment in the conversion ratio). It is, however, more usual for the terms and conditions of convertible bonds and of bonds with attached warrants to provide that, particularly in the case of a capital increase with the granting of subscription rights to shareholders, the holders of such instruments with conversion or option rights (or conversion or option obligations) be granted share subscription rights along with shareholders as protection against dilution rather than the aforementioned alternative mechanisms. If the Executive Board makes use of this option, the holders of such convertible bonds or bonds with attached warrants are treated as if they had already exercised their conversion or option rights or had already fulfilled their conversion or option obligations. This mechanism has the advantage that the Company – in contrast to protection against dilution through reduction of the conversion or option exercise price or through reduction of the exchange ratio – can achieve a higher effective issuance price for the shares to be issued upon conversion or upon exercise of warrants and, moreover, avoids the need to pay monetary compensation. In order to achieve these desirable effects, an exclusion of preemptive subscription rights is necessary.

(v) Exclusion of subscription rights for granting of scrip dividends

In the case of scrip dividends (dividends paid as shares in lieu of cash) whereby the shares thereunder are newly issued from the Approved Capital 2022, shareholders are offered the option of contributing their dividend entitlement (in whole or in part) to the Company as a contribution in kind against the granting of new shares from the Company's approved capital. Compared to the payment of scrip dividends using previously acquired treasury shares, the payment of scrip dividend through the issuance of new shares from approved capital conserves liquidity.

While it is generally possible to carry out a scrip dividend as an offer addressed to all shareholders under observance of statutory subscription rights, shareholders are, in practice, generally only offered whole shares for subscription, so that a cash dividend is necessarily paid on any remaining fractional amount. There is generally no offer of fractional rights, and no trading in such fractional entitlements, because the shareholder would in this case simply receive a *pro rata* cash dividend

rather than an offer of shares newly issued from approved capital or of treasury shares.

When offering a scrip dividend through the issuance of new shares from approved capital, it may, depending on the situation on the capital markets, be preferable to structure the scrip dividend in such a way that the Executive Board offers shares to all shareholders who are entitled to dividends under the general principle of equal treatment of shareholders (per sec. 53a of the Stock Corporation Act) as a subscription against the assignment of their dividend entitlement and thus economically granting shareholders a subscription right but legally excluding the preemptive subscription rights of shareholders to the new shares. Such an exclusion of preemptive subscription rights enables the scrip dividend to be implemented with more flexible conditions. Because all shareholders are offered such shares against their dividend entitlements, and because any remaining dividend amounts are in any case paid in cash, an exclusion of preemptive subscription rights appears in this case to be justified and appropriate.

As to the determination of the share issuance price, the Executive Board and the Supervisory Board will take into account the prevailing market conditions and the current market price of the shares and will act in the best interests of the Company. Having weighed all of the above considerations, the Executive Board and Supervisory Board consider the proposed authorization to exclude subscription rights, particularly in the cases described and for the reasons given, to be objectively justified and to be appropriate from the standpoint of Company shareholders, also taking into account any dilutive effect that could arise to the detriment of shareholders through exercise of such authorization. The Executive Board will report to the Annual General Meeting on every utilization of approved capital.

This report of the Executive Board on the rationale for its proposed exclusion of certain subscription rights is in accordance with sec. 203 para. 2 sentence 2 and sec. 186 para. 4 sentence 2 of the Stock Corporation Act. The Executive Board shall report on the details of any and every use of Approved Capital 2022 at the next Annual General Meeting.

2. **Written report of the Executive Board on agenda item 6 explaining the rationale for the exclusion of shareholder subscription rights in accordance with sec. 221 para. 4 sentence 2 and sec. 186 para. 4 sentence 2 of the Stock Corporation Act**

Among the resolutions passed by the Annual General Meeting on June 27, 2019 was a resolution authorizing the Executive Board, subject to the approval of the Supervisory Board, to issue bonds with attached warrants and/or convertible bonds. Relating thereto, the same general meeting also passed a resolution establishing conditional capital of up to EUR 4,284,740.00 for the granting of no-par-value bearer shares upon the exercise of conversion and/or option rights (or the fulfillment of corresponding conversion or option obligations) arising thereunder (Conditional Capital 2019). To date, no use has been made of this authorization.

In order to ensure the financial flexibility necessary for further financing of the Company's continued growth, this existing authorization to issue bonds with attached warrants and/or convertible bonds (or combinations thereof) is to be replaced by a new authorization to issue such instruments and to establish a new conditional capital (the "Conditional Capital 2022") in support of such instruments in an amount reflecting the Company's current outstanding and approved share capital.

Since the passage of these earlier resolutions, the Company's outstanding and additionally approved registered capital has been increased and now amounts to € 15,064,750.00, divided into 15,064,750 no-par-value common bearer shares. Under German law, a maximum of 50% of this amount may be made available as conditional capital. Taking into account the amounts of conditional capital already resolved and in effect for (i) the Company's existing Stock Option Plan 2015 in the amount of € 311,250.00 (under Conditional Capital 2015), and (ii) the Company's existing Stock Option Plan 2020 in the amount of € 724,000.00 (under Conditional Capital 2020), the maximum legally permissible remaining amount for new conditional share capital in support of such convertible bonds and/or bonds with attached warrants is € 6,497,125.00. Under the proposed resolution, the aggregate nominal amount of such convertible bonds and/or bonds with attached warrants is limited to € 550,000,000.00, and the maximum entitlement thereunder to subscribe to Company shares, and thus to

acquire a proportionate share of the Company's registered capital, is limited to € 6,497,125.00.

The ability to issue convertible bonds and/or bonds with warrants makes it possible to raise debt capital at attractive conditions, which under certain circumstances may be converted into equity upon maturity, thereby further strengthening the Company's equity base. The proposed possibility to include conversion and/or option rights but also conversion and/or option exercise obligations expands the scope for making optimal use of this financing instrument. The proposed authorization will provide the Company with the necessary flexibility to place its own bonds as well as those of its subsidiaries and affiliates ("Group Companies"). The possibility to issue convertible bonds and/or bonds with warrants may, in addition to the classic debt and equity capital raisings, open attractive financing opportunities on the capital markets depending on the prevailing market situation. Adequacy of current and future equity capitalization is essential to the business development of Formycon AG and to its continued growth and thus has a significant influence on the Company's future prospects and on its ability to execute its business strategy, in particular the continuing development of its product candidates. In order to be able to take best advantage of market opportunities as they arise, such capital raising transactions may have to be executed upon short notice.

The purpose of the shareholder resolution establishing the Conditional Capital 2022 is to provide sufficient capacity under the Company's Articles of Incorporation to fulfill the Company's share issuance obligations upon exercise of the conversion and/or option rights (or fulfillment of conversion and/or exercise obligations) in connection with these bonds.

Newly issued convertible bonds and/or bonds with attached warrants should, as a matter of principle and law, be offered to the Company's existing shareholders, which may be indirect subscription rights as provided by sec. 221 para. 4 sentence 2 and sec. 186 para. 5 of the Stock Corporation Act. Where such bonds are issued hereunder by a Group Company, the Company must likewise generally ensure that Company shareholders are granted any such statutory subscription rights. Notwithstanding this, the Executive Board should be authorized, subject to the approval of the Supervisory Board, to exclude the statutory subscription rights of shareholders when issuing new

bonds with warrants and/or convertible bonds in the following cases:

- The Executive Board should to be authorized to exclude subscription rights to the extent that the number of shares arising upon exercise of the share conversion or option rights associated with the bonds, or upon fulfillment of share conversion or subscription obligations, would not exceed 10% of the Company's total share capital. The calculation of this 10% limit must also include any other shares issued during the term of this authorization against cash contributions, or relating to conversion or option rights or to conversion or subscription obligations in conjunction with bonds issued, under exclusion of subscription rights pursuant to sec. 186 para. 3 sentence 4 of the Stock Corporation Act. The calculation must likewise include any share capital attributable to the re-sale of treasury shares acquired during the term of this authorization in a manner other than via stock exchange transactions or through offer to all shareholders and through similar application of sec. 186 para. 3 sentence 4 of the Stock Corporation Act. These additional inclusions in the calculation of the 10% limit serve to ensure that the Executive Board cannot issue convertible bonds and/or bonds with attached warrants under exclusion of shareholder subscription rights through direct or indirect application of sec. 186 para. 3 sentence 4 of the Stock Corporation Act in an amount which would, in combination, exceed 10% of the Company's total share capital. This protective restriction thus serves the interests of shareholders who do not wish any significant reduction in their percentage shareholding in the event of such capital measures.

This possibility to exclude subscription rights provides the Company with flexibility to take advantage of favorable capital market situations at short notice and to achieve better conditions when setting the interest rate and issuance price of the bond by setting the conditions in line with the prevailing market. The decisive advance here is that, in contrast to an issuance of bonds with subscription rights, the issuance price can be set immediately before placement, such that the risk of market price changes during the subscription period can be avoided. Where subscription rights are granted, in

contrast, the subscription price must be fixed and published no later than the third to last day of the subscription period. In view of the inherent volatility of equity markets, the subscription process thus entails market risk, namely the risk of a market price change over these several days, which generally necessitates a discount to market as a safety margin when determining the selling price and thus a subscription price which is below the market price. Furthermore, the granting of preemptive subscription rights to shareholders may, because of the uncertainty as to whether they will be exercised, hinder the successful placement of the bonds with third parties is endangered or lead to additional expenses.

The condition that the issuance price of the Bonds not be significantly lower than the theoretical market value of the Bonds determined using recognized financial-mathematical methodologies serves to provide existing shareholders with protection against dilution of their shareholdings. Setting the bond issuance price in this way ensures that the associated share subscription rights have negligible value. This condition thus serves to protect shareholders against economic dilution and to ensure that shareholders do not suffer any significant economic disadvantage as a result of the exclusion of their subscription rights. Shareholders who wish to maintain their percentage share in the Company's equity capital, or who wish to acquire bonds in proportion to their shareholdings, can do so by purchasing the bonds on the market at conditions close to the issuance price.

- The Executive Board should also be authorized, subject to the approval of the Supervisory Board, to exclude shareholder subscription rights for any fractional Bond amounts. Such fractional amounts may arise from the mathematical relationship between the subscription ratio and the issue size. The exclusion of subscription rights for fractional amounts in these cases reduces technical complexity and facilitates the execution of the transaction. Any residual fractional amounts excluded from shareholder subscription rights thereby are utilized to the best advantage of the Company, either through sale on the exchange or in some other way.

Shareholders do not suffer any significant dilution as a result of this restriction on fractional amounts.

- Furthermore, the Executive Board should be granted the authority, subject to the approval of the Supervisory Board, to exclude shareholder subscription rights to such Bonds insofar as necessary to ensure that the holders of conversion or share subscription rights (options), or of bonds with conversion or share subscription obligations, are offered subscription rights to the new Bonds to the full extent to which they would be entitled upon exercise of such conversion or share subscription rights or fulfillment of such conversion or subscription obligations. This provision is to ensure that the economic position of such holders of conversion and/or option rights (or of bonds with conversion and/or subscription obligations) is not worsened and that such holders are offered protection against dilution in accordance with customary capital markets practice, thereby facilitating the placement of convertible bonds and/or bonds with attached warrants and enabling the Company to achieve more favorable proceeds from the issuance thereof because the conversion exercise or option exercise price does not have to be commensurately reduced or other dilution protection granted. The burden on existing Company shareholders is modest because holders of conversion and/or option rights (or of bonds with conversion and/or subscription obligations) are granted the subscription rights to which they would rightfully be entitled if they were to exercise their conversion and/or option rights or fulfill their conversion and/or subscription obligation. In weighing these advantages and disadvantages, the exclusion of subscription rights in this case would thus seem appropriate.
- Finally, it should be possible to exclude the subscription rights of Company shareholders insofar as such Bonds are issued against non-cash contributions. This authorization is specifically intended to enable the use of these financing instruments in conjunction with acquisition transactions, such as for the acquisition of receivables or companies, or of parts of companies and investment participations in companies. In such cases, sellers often insist on receiving consideration in a form

other than, or in addition to, cash. The possibility of offering such bonds with option or conversion rights (or conversion and/or subscription obligations) instead of, or in addition to, payment in the form of cash or shares may thus offer an attractive alternative, creating additional flexibility and opening additional opportunities for acquisitions.

The proposed authorization to issue bonds against contributions in kind and the related authorization to exclude subscription rights in such cases, however, should only be used if the acquisition in question is in the overriding interest of the company and an alternative acquisition arrangement, in particular against cash, would not be a legal or practical alternative, or only under less favorable conditions. In any such case, the Company will determine whether there might be an equally suitable way of effecting the acquisition which would have less impact on the position of the shareholders. The interests of the shareholders in such cases are, moreover, safeguarded by the fact that the Company is, in the case of such non-cash acquisitions against newly issued bonds and/or shares, obliged to ensure that the value of the acquired assets is at least equal to the issuance price.

The language of the authorization establishes the basis for determining the conversion price or option exercise price.

Having weighed all of the above considerations, the Executive Board and Supervisory Board consider the proposed authorization to exclude subscription rights, specifically in the cases described and for the reasons given, to be objectively justified and to be appropriate from the standpoint of Company shareholders, also taking into account any dilutive effect that could arise to the detriment of shareholders through exercise of such authorization.

This report of the Executive Board on the rationale for its proposed exclusion of certain subscription rights is in accordance with sec. 221 para. 4 sentence 2 and sec. 186 para. 4 sentence 2 of the Stock Corporation Act. The Executive Board shall report on the details of any and all issuances of convertible bonds and/or bonds with attached warrants under this authorization at the next Annual General Meeting.

3. **Written report of the Executive Board regarding the acquisition of treasury shares under exclusion of subscription rights under agenda item 7 (per sec. 186 para. 4 sentence 2 of the Stock Corporation Act in conjunction with sec. 71 para. 1 no. 8 thereof)**

In accordance with sec. 186 para. 4 sentence 2 of the Stock Corporation Act in conjunction with sec. 71 para. 1 no. 8 thereof, the Executive Board herewith submits to the Annual General Meeting the following report regarding agenda item 7:

The authorization proposed in item 7 of the agenda is intended to enable the Executive Board to acquire the Company's own shares as treasury shares (share buybacks) in the interests of the Company and its shareholders. The Executive Board and Supervisory Board propose that shareholders provide such authorization for a period of five years from the date of the resolution, i.e. until June 29, 2027. Under German law, such authorization may not exceed 10% of a company's existing share capital at the time the authorizing resolution is passed.

The details of the proposed authorization are as follows:

Acquisition of the Company's own shares as treasury stock

It is proposed that such shares may be acquired through stock exchange transactions or by way of a public purchase offer extended to all shareholders of the Company or public invitation for Company shareholders to submit sales offers.

In the event of a public purchase offer extended to shareholders or public invitation for shareholders to submit sales offers, it is possible that the total number of shares subscribed in the purchase offer, or tendered through sales offers, exceeds the number of shares sought by the Company. In such case, acceptance should be on a *pro rata* basis, but with the possibility of preferential acceptance of smaller subscriptions or offers (or portions thereof) up to a maximum of 100 shares per shareholder. This possibility serves to avoid fractional amounts and small residual amounts when calculating and determining allocations, thereby facilitating the technical processing of the share buyback. This mechanism also serves to avoid small shareholders being put at a *de facto* disadvantage. For both technical and economic reasons, the allocation process in case of such oversubscription should be

calculated on the basis of shares subscribed or offered (*pro rata* according to number of shares subscribed or offered) rather than percentage of shares owned. Finally, rounding according to usual market practice is frequently used in such situations to avoid arithmetic share fractions. To this end, it should be possible to round allocation percentages and the number of shares allocated to individual subscribing or tendering shareholders to the extent technically necessary to provide for the allocation of whole shares.

Utilization of treasury shares acquired under exclusion of subscription rights

Treasury shares acquired may be resold via the stock exchange sales transactions or by making an offer of sale to all shareholders, under which all shareholders have the general legal right to be treated equally.

In the case of such resale of treasury shares through such public offering to Company shareholders, the Executive Board should be authorized to exclude shareholder subscription rights for fractional amounts, which is necessary in order to facilitate such offer of sale without excessive technical complication. Any treasury shares excluded from the shareholder subscription rights as excess fractional shares are utilized in the best interest of the Company, either through sale on the stock exchange or in some other way.

The Company should, moreover, be authorized to cancel treasury shares which have been acquired on the basis of the present authorizing resolution without the need for an additional resolution to be passed by a future general meeting. The Annual General Meeting thereby defers to the Executive Board on the decision as to whether to hold shares thus acquired as treasury stock or whether to cancel them. Where shares do not have a fixed par value per share, it is possible for a company to cancel treasury shares without a corresponding reduction of registered share capital and for the company's general meeting of shareholders to grant such authorization. In addition to share cancellation with corresponding capital reduction, the proposed authorizing resolution also provides for this alternative: If treasury shares are cancelled without a corresponding reduction of registered share capital, the imputed nominal value per share of the remaining shares increases automatically so that the total amount of registered

capital remains unchanged. The Executive Board should be further authorized, subject to the approval of the Supervisory Board, to amend the Company's Articles of Incorporation to reflect any such reduction in the number of shares outstanding as a result of such cancellation of treasury shares.

The authorizing resolution aims, among other purposes, to give the Company the possibility to offer its own shares as consideration for mergers with or acquisition of companies, or of parts thereof, or for the acquisition of investment participations or specific assets or rights. This authorization is intended to provide the Company with the strategic and financial flexibility so that it is able to take advantage of opportunities to acquire companies, investment participations, or specific assets or rights quickly as they arise, flexibly according to circumstances, and in a way that best ensures the Company's continued liquidity. The proposed exclusion of subscription rights under these circumstances is necessary and usual. When determining valuations for such transactions, the Executive Board will act in, and protect, the interests of shareholders. When offering treasury shares as consideration for such acquisitions, it is intuitive that the Company's shares being offered should be valued at the current exchange price. There is generally, however, no contractual provision linking the transaction to the current stock exchange price, as constant fluctuations in the prevailing stock exchange price and in the amount of consideration arising therefrom would greatly complicate negotiations. This has the practical effect of excluding any possibility of shareholder subscriptions.

The proposed resolution, moreover, grants authority to the Executive Board to utilize treasury shares in support of a listing of the Company's shares on a foreign stock exchange where not previously listed. The possibility of being able to raise equity capital on the international capital markets, at any time and at favorable conditions, is of great importance to the Company's future business development and ability to finance its future growth. Potential future listings on foreign stock exchanges would serve this purpose by broadening the Company's base of international shareholders and increasing the attractiveness of its shares as an investment. The proposed exclusion of subscription rights under this particular circumstance serves to facilitate such new listings on foreign stock exchanges. In order to safeguard the interests of existing shareholders, the resolution contains protective provisions regarding the price at

which the shares can be listed on the respective foreign stock exchange.

The Company should, in addition, be able to issue shares to Executive Board members and employees of the Company as well as of its affiliated companies. The offering of shares to management and key staff, in particular through stock option plans, promotes shared commitment, personal sense of responsibility and motivation to achieve goals and is thus in the interests of a company and its shareholders. Such offering of shares should be linked to other conditions, such as personal performance targets or company earnings targets, and used as a variable component of total compensation. The subscription rights of shareholders must necessarily be excluded from such offerings.

Finally, the Company should be able to utilize treasury shares for the fulfillment, in whole or in part, of option or conversion rights (or obligations) arising from securities issued by the Company. Here again, the preemptive subscription rights of shareholders must necessarily be excluded.

The proposed authorization for stock buybacks, i.e. for the purchase of the Company's own shares as treasury stock, is an internationally accepted practice for the financial management of stock corporations. Any shares acquired or resold as treasury shares are handled in accordance with the principle of equal treatment of all shareholders pursuant to sec. 53a of the Stock Corporation Act and usually via stock exchange transactions. The Executive Board should also have the possibility, subject to the approval of the Supervisory Board, of cancelling such treasury shares acquired under the authorization granted by the current resolution. In the case of resale of treasury shares, the possibility of excluding subscription rights pursuant to sec. 186 para. 3 sentence 4 of the Stock Corporation Act serves the Company's interest in selling such treasury shares to its best advantage by enabling, for example, the negotiated placement to large institutional investors or the sale to new German or international shareholders in order to broaden the shareholder base. The possibility of excluding subscription rights puts the Executive Board in a position to take advantage of the opportunities presented by prevailing stock exchange prices or other market conditions as they arise, without the requirement to necessarily place the shares through a subscription process which is more time consuming and costly. The acquisition of treasury shares also aims to provide the Company with the

broad ability to act under the proposed authorizing resolution in a way which is rapid, flexible and cost effective as it pursues acquisition and investment opportunities within the framework of its strategic acquisition policy. In the case of a resale of treasury shares to a third party under exclusion of subscription rights, the financial interests and voting rights of existing shareholders are adequately safeguarded by sec. 71 para. 1 no. 8 of the Stock Corporation Act, which provides that the authorization to exclude subscription rights be limited to a maximum of 10% of the respective company's share capital. The calculation of this 10% limit also includes any other shares issued from approved capital during the term of this authorization under the exclusion of subscription rights. Since the sale price for the treasury shares to be granted must also be closely aligned to the stock market price, the interests of the shareholders are adequately safeguarded. Existing shareholder have the possibility of maintaining their percentage shareholdings through the purchase of additional shares on the stock exchange and thus are not put at any significant economic disadvantage as a result of such transaction. The proposed authorization is thus in the overall interest of the Company and its shareholders.

The Executive Board will report to the Annual General Meeting on the details of any such utilization of this authorization to acquire treasury shares.

4. **Additional information on candidate for election to Supervisory Board**

Summary profile of Melissa Simon

4.1 **Personal details**

Year of birth: 1982

Place of birth: Munich

Nationality: Germany

4.2 **Education**

2007: Technical University of Munich, Master's degree equivalent (*Diplom-Kaufmann*) in business administration-chemical industries

4.3 **Professional experience**

Since 2015: Investment Participations Manager, Athos KG

2014 – 2015: Senior Manager Controlling, JenaValve Technology GmbH

2012 – 2014: Senior Manager Controlling, PACT Sales GmbH

2007 – 2012: Manager Business Planning & Analysis, Sandoz/Hexal

4.4 **Membership in statutorily required German supervisory boards**

None

4.5 **Membership in comparable German and/or international corporate boards with oversight responsibilities**

- Member of the Board of Directors, SiO2 Medical Products Inc. Auburn, Alabama, USA
- Member of the Board of Directors, RedDress Ltd., Haifa, Israel

C. Voluntary additional information provided by the Company

In the case of a company not listed on a stock exchange within the meaning of sec. 3 para. 2 of the Stock Corporation Act, sec. 121 para. 3 of the Act stipulates only that the invitation convening the general meeting must set out the business name of the company, its seat, the time and place of the general meeting, and the agenda. The following additional information is provided voluntarily in order to make it easier for our shareholders to view and follow the Annual General Meeting and to exercise their shareholder rights, in particular voting rights:

I. Company website and posting of meeting documents

This invitation to the Annual General Meeting and other documents and information pertaining thereto will be made available to shareholders and authorized representatives thereof by way of the Company's website under

<https://www.formycon.com/en/investor-relations/annual-general-meeting/>

starting from the issuance of this invitation to the Annual General Meeting and will remain available for the duration of the meeting.

Any shareholder motions, shareholder nominations and supplementary agenda items proposed by shareholders which are properly received and subject to publication requirements will likewise be made available by way of this website.

This website will also provide access to the Company's Annual General Meeting web portal, by means of which shareholders who have properly provided evidence of their entitlement may exercise their voting rights before or during the Annual General Meeting as well as view and follow the meeting,

which will be streamed in its entirety via internet, including both image and sound.

II. Total number of shares and voting rights as of the time the Annual General Meeting is convened

As of the time that the Annual General Meeting is convened, the Company will have registered capital of EUR 15,064,750.00, divided into 15,064,750 bearer shares without par value but with an imputed nominal value of EUR 1.00 per share. Each share entitles the holder to one vote, and thus the total number of voting rights as of the time that the Annual General Meeting is convened will be 15,064,750, none of which is held by the Company as treasury shares.

III. Virtual general meeting of shareholders without the physical presence of shareholders or authorized representatives thereof

The Executive Board of Formycon AG has decided, with the concurrence of the Supervisory Board, to conduct the Annual General Meeting 2022 as a virtual general meeting, without the physical presence of shareholders or authorized representatives thereof. Physical participation by shareholders and authorized representatives thereof is (with the exception of the Company's designated voting representatives) thus excluded.

The legal basis for this decision is sec. 1 of the German "COVID-19 Act", specifically meaning the *Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie* (article 2 of the *Gesetz zur Abmilderung der Folgen der COVID-19-Pandemie im Zivil-, Insolvenz- und Strafverfahrensrecht* as published in the German Federal Law Gazette [*Bundesgesetzblatt*] I 2020, p. 569) as amended by the *Gesetz zur weiteren Verkürzung des Restschuldbefreiungsverfahrens und zur Anpassung pandemiebedingter Vorschriften im Gesellschafts-, Genossenschafts-, Vereins- und Stiftungsrecht sowie im Miet- und Pachtrecht* of December 22, 2020 (Federal Law Gazette I 2020, p. 3328 ff.), the validity of which was extended until August 31, 2022 by the *Gesetz zur Errichtung eines Sondervermögens „Aufbauhilfe 2021“ und zur vorübergehenden Aussetzung der Insolvenzantragspflicht*

wegen Starkregenfällen und Hochwassern im Juli 2021 sowie zur Änderung weiterer Gesetze of September 10, 2021 (Federal Law Gazette I No. 63 2021, p. 4153).

Conducting the Annual General Meeting 2022 as a virtual general meeting in accordance with the COVID-19 Act necessarily means certain modifications to meeting procedures as well as to the specific rights of our shareholders. Shareholders (and authorized representatives thereof) who have properly registered for the Annual General Meeting will be able to use our **Annual General Meeting web portal** to view and follow the proceedings of the Annual General Meeting in their entirety, including both image and sound, as well as exercise their voting rights, grant proxy voting authority, submit questions, or have their objections recorded in the minutes.

Shareholders (and authorized representatives thereof) who have properly registered for the Annual General Meeting may view and follow the streamed Annual General Meeting, exercise their voting rights, grant proxy voting authority, submit questions, and/or record any objections by way of the Annual General Meeting web portal at the following internet address:

<https://www.formycon.com/en/investor-relations/annual-general-meeting/>

We ask for your understanding that the Annual General Meeting web portal and the audiovisual transmission of the virtual general meeting do not allow “participation” (including electronic or online participation) within the meaning of sec. 118 para. 1 sentence 2 of the Stock Corporation Act. In order to be able to use the Annual General Meeting web portal, you must log in with the personal access code that you received with your voting card. The various options for exercising your shareholder rights will then appear in the form of buttons and menus of the Annual General Meeting web portal’s main screen. You will be able to connect to the proceedings of the Annual General Meeting in their entirety, including both sound and image, on June 30, 2022 starting from 11:00 a.m. (CEST) by way of the Annual General Meeting web portal on the Company's website, which may be reached at:

<https://www.formycon.com/en/investor-relations/annual-general-meeting/>

You as a shareholder will receive further details on the Annual General Meeting web portal, including registration information and usage conditions, together with your voting card.

Again, your connection to the Annual General Meeting web portal via online access with your personal access code and the functionality thereunder, including your access to the streamed proceedings of the Annual General Meeting 2022, (hereinafter “**Virtual Connection**”) do not permit “participation” in the Annual General Meeting within the meaning of sec. 118 para. 1 sentence 2 of the Stock Corporation Act. Shareholders and authorized representatives thereof may only exercise their voting rights by advance postal voting or by electronic voting, or by granting proxy voting authority to the Company’s designated voting representatives.

IV. Required advance registration for Virtual Connection to the Annual General Meeting and for the exercise of voting and other shareholder rights

In order to follow the streamed proceedings of the virtual Annual General Meeting 2022 and to exercise voting and other shareholder rights, you as a shareholder of Formycon AG must register for the Annual General Meeting **by the end of Thursday, June 23, 2022 (before 12:00 midnight CEST)** by contacting the Company at the following address:

Formycon AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich, Germany

or via e-mail to: inhaberaktien@linkmarketservices.de

Proof of entitlement to participate in the Annual General Meeting and to exercise voting rights must be provided. A proof of shareholding for this purpose issued in text form by a custodian bank or other financial intermediary in conformity with sec. 67c para. 3 of the Stock Corporation Act shall be accepted as such proof of entitlement. The proof of shareholding must specify the **record date**, which is the beginning of the 21st day before the Annual General Meeting, i.e. that the shares are held **as of the start of June 9, 2022 (at 0:00 CEST)**. The proof of shareholding must be in German or

English and must be received by the Company at the above address **no later than Thursday, June 23, 2022, at 12:00 midnight (CEST)**.

Should there be any doubts about the correctness or authenticity of the proof of shareholding provided, the Company shall have the right to request additional evidence sufficient to demonstrate such proof of entitlement. If the shareholder fails to provide sufficient evidence, or does not provide it in an appropriate form, the Company may exclude the shareholder from Virtual Connection to the Annual General Meeting and from exercising voting rights.

The entitlement of each shareholder to access the Annual General Meeting web portal, to follow the proceedings thereof, and to exercise voting rights and other shareholder rights shall be based solely upon the shares held by the shareholder as of the record date as documented by the proof of shareholding submitted.

After your registration including proof of your shareholding as of the record date has been received and validated by the Company, a voting card will be sent to you including a personal access code so that you (or the authorized representative who you have designated) may access and use the Annual General Meeting web portal. In order to ensure timely receipt of your voting card, we urge you to register for the Annual General Meeting 2022 and to send correct proof of your shareholding as early as possible.

V. Procedure for proxy voting by delegation to the Company's designated voting representatives

The Company offers its shareholders who have properly registered for the virtual Annual General Meeting the option of authorizing voting representatives (proxies) appointed by the Company who are bound by the respective shareholders' instructions as to how their voting rights are to be exercised. The proxies are legally obligated to vote as instructed and may not exercise the delegated voting rights at their own discretion. Please note that the proxies may only exercise such delegated voting rights for those agenda items for which the respective shareholder has given clear instructions and that the proxies cannot accept instructions on procedural motions either in advance of or during the Annual General Meeting. Likewise, the proxies cannot accept instructions on

requests to speak, on the recording of objections to resolutions of the Annual General Meeting, or on the submission of questions, shareholder motions or shareholder nominations. If you wish to do so, you as a shareholder may provide your proxy voting authority with your voting instructions to the Company's designated voting representatives using the proxy authority and voting instruction form which you will receive together with your voting card for the Annual General Meeting. This form may also be downloaded from the Company's website at:

<https://www.formycon.com/en/investor-relations/annual-general-meeting/>

Should you wish to revoke such proxy voting authority which you have previously provided, a form is also available for this purpose.

Insofar as your proxy authority and voting instructions are not electronically submitted during the virtual Annual General Meeting by means of the Annual General Meeting web portal, we must receive your proxy authority and voting instructions – in written form and with clear and unambiguous instructions as to how you wish to vote on each agenda item – **no later than Wednesday, June 29, 2022, at 12:00 midnight (CEST)** at the following address:

Formycon AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich, Germany

or via e-mail to: inhaberaktien@linkmarketservices.de

You as a shareholder have the right to electronically exercise your voting rights through such proxy voting, before as well as during the Annual General Meeting, by means of the Company's Annual General Meeting web portal at the following internet address:

<https://www.formycon.com/en/investor-relations/annual-general-meeting/>

Such delegation of proxy voting authority by means of the Annual General Meeting web portal is possible until the start of voting during the virtual Annual General Meeting, using the button within the portal provided for this purpose. You may also use the Annual General Meeting web portal to change or

revoke any previously granted proxy voting authority and voting instructions, likewise until the start of voting start of voting during the virtual Annual General Meeting.

Proxy voting for motions and nominations by means of the Company's designated voting representatives is only possible where such motions or nominations are published with this invitation or as provided under sec. 122 para. 2 or sections 126 and 127 of the Stock Corporation Act.

The delegation of proxy voting authority to the Company's designated voting representatives is limited to the exercise of voting rights for announced agenda items in accordance with the shareholder's clear voting instructions. The Company's designated voting representatives cannot accept instructions as to the exercise of other shareholder rights, in particular for the submission of questions, shareholder motions, or shareholder nominations, or for the recording of objections.

VI. Procedure for direct voting through advance postal voting or electronic voting

Shareholders who have properly registered for the virtual Annual General Meeting may directly cast their votes by advance postal voting, which must be in writing, or through electronic voting by means of the Company's Annual General Meeting web portal.

If you as a shareholder wish to submit your vote in advance of the Annual General Meeting, you may use the postal voting form sent to you with your voting card. The postal voting form may also be downloaded from the Company's website at:

<https://www.formycon.com/en/investor-relations/annual-general-meeting/>

Should you wish to vote by means of the postal voting form, which you may send by post or alternatively as an attachment to an e-mail, please ensure that we receive it **no later than Wednesday, June 29, 2022, at 12:00 midnight (CEST)** by sending it to us to the following address:

Formycon AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich, Germany

or via e-mail to: inhaberaktien@linkmarketservices.de

Please understand that we cannot consider postal voting forms received which we are unable to clearly and unambiguously assign to a shareholding which has been properly registered for the Annual General Meeting.

Before as well as during the Annual General Meeting up until the time that voting begins, you may also cast your vote electronically by means of the Company's Annual General Meeting web portal, which may be accessed at the following internet address:

<https://www.formycon.com/en/investor-relations/annual-general-meeting/>

using the button within the portal provided for this purpose. Please note that electronic voting by means of the Company's Annual General Meeting web portal will no longer be possible following the start of voting on the day of the Annual General Meeting. You may likewise use the Annual General Meeting web portal to change or revoke a vote which you previously submitted by advance postal or electronic voting, which likewise must be before the start of voting during the Annual General Meeting. Further information on through advance postal or electronic voting may be found on the voting card sent to all shareholders who have properly registered for the Annual General Meeting

Advance postal or electronic voting for motions and nominations is only possible where such motions or nominations are published with this invitation or as provided under sec. 122 para. 2 or sections 126 and 127 of the Stock Corporation Act.

VII. Procedure for voting through your own authorized representative

Shareholders may exercise their voting rights in the virtual Annual General Meeting by granting proxy voting authority to an authorized representative such as a bank or financial intermediary, a shareholders' association, a voting rights advisor or commercial proxy service, or other equivalent person or entity in accordance with sec. 135 para. 8 of the Stock Corporation Act, or to another third party chosen by the shareholder. In order exercise voting rights by means of an authorized representative, the shareholder must register for

the virtual Annual General Meeting prior to the registration deadline, as described above, and must provide proof of entitlement as of the record date, as described above.

If the authorized representative is not a bank or financial intermediary, a shareholders' association, a voting rights advisor or commercial proxy service, or other equivalent person or entity in accordance with sec. 135 para. 8 of the Stock Corporation Act, the shareholder must provide an appropriate power of attorney to the Company in written form granting proxy voting authority to the chosen representative, who must likewise present written proof of holding such authority. The revocation of such authority must likewise be in writing.

If the authorized representative is a bank or financial intermediary, a shareholders' association, a voting rights advisor or commercial proxy service, or other equivalent person or entity in conformity with sec. 135 para. 8 of the Stock Corporation Act, there is no specific requirement for the proxy voting authority to be provided in written form, but the authorized representative must be able to prove such proxy voting authority upon request. The proxy voting authority must, in addition, be complete and contain only declarations related to the exercise of voting rights. Should you as a shareholder wish to grant proxy voting authority to a bank or financial intermediary, a shareholders' association, a voting rights advisor or commercial proxy service, or other equivalent person or entity in accordance with sec. 135 para. 8 of the Stock Corporation Act, we kindly ask you to make direct arrangements with the intermediary on the required form of proxy voting authority.

Should a shareholder provide duplicate voting authorities to more than one authorized voting representative, the Company may reject one or more of these.

If you as a shareholder who would like to submit a power of attorney to the Company granting proxy voting authority to an authorized representative, you are kindly asked to use the form provided by the Company, which will be sent to you together with the voting card upon your proper registration for the virtual Annual General Meeting. This form may also be downloaded from the Company's website at:

<https://www.formycon.com/en/investor-relations/annual-general-meeting/>

Should you wish to send us a power of attorney granting proxy voting authority to your representative, please ensure that we receive it **no later than Wednesday, June 29, 2022, at 12:00 midnight (CEST)** by sending it to us to the following address:

Formycon AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich, Germany
or via e-mail to: inhaberaktien@linkmarketservices.de

Like shareholders, authorized representatives cannot physically participate in the virtual Annual General Meeting but rather are limited to the exercise of voting rights delegated to them by means of the proxy voting authority, as described in sections V and VI above. Authorized representatives may thus exercise the proxy voting rights delegated to them by advance postal or electronic voting, or by providing proxy authority and voting instructions to the Company's designated voting representatives. In order to access the Annual General Meeting web portal, to view and follow the virtual Annual General Meeting, and to use the portal's other functions, please note that the authorized representative will require the voting card sent to the shareholder; an additional voting card will not be sent to the authorized representative. With regard to the rights of shareholders to submit questions (as described in section VIII.3 below) and to have objections recorded in the minutes (as described in section VIII.4 below), these rights apply equally to representatives duly authorized by shareholders.

VIII. Additional information on voting rights and procedures

For each of the scheduled votes under agenda items 2 to 11, votes may be cast as yes (approval), no (rejection), or abstention.

In the case of voting rights exercised by means of electronic voting, the Company shall provide electronic confirmation to the voting shareholder in accordance with sec. 118 para. 2 sentence 2 and para. 1 sentences 3 to 5 of the Stock Corporation Act in conjunction with article 7 para. 1 and article 9 para. 5 sub-para. 1 of Implementing Regulation (EU) 2018/1212.

Under sec. 129 para. 5 of the Stock Corporation Act in conjunction with art. 7 para. 2 and art. 9 para. 5 subpara. 2 of Implementing Regulation (EU) 2018/1212, you have the right to request confirmation of whether and how your vote was counted within one month following the day of the Annual General Meeting. This confirmation may be requested subsequent to the close of the Annual General Meeting by means of the Annual General Meeting web portal using the personal access code printed on your voting card.

IX. Rights of shareholders under sec. 122 para. 2, sec. 126 para. 1 and sec. 127 of the Stock Corporation Act in conjunction with sec. 1 para. 2 sentence 3 and sec. 1 para. 2 sentence 1 no. 3 sentence 2 of the COVID-19 Act

1. Right of shareholders to propose additions to the meeting agenda in accordance with sec. 122 para. 2 of the Stock Corporation Act

Any shareholder or group of shareholders whose combined shares rounded up to the next higher full number of shares constitute at least one twentieth of the share capital, or represent registered capital of at least EUR 500,000.00, may request that additional items of business be placed on the agenda and announced. The basis for this calculation is the nominal amount of registered capital entered in the Company's commercial register at the time of the request. Each such proposed new agenda item must be accompanied by a rationale or proposed resolution text. In addition, reference is made to the requirements of sec. 122 para. 2 of the Stock Corporation Act in conjunction with para. 1 thereof as well as sec. 142 para. 2 sentence 2 and sec. 70 of the Act. The proposing shareholder(s) must further prove that the shares have been held for at least 90 days prior to the date of receipt of the request and must continue to hold the shares until the Executive Board has reached a determination as to the proposed agenda item.

Confirmation of such shareholding from the respective shareholder's custodian bank shall be considered sufficient proof.

Any such request must be delivered in writing to the Company's Executive Board and must be received by the company at least 24 days prior to the Annual General Meeting,

not counting the day upon which the request is received. Thus, any such request must be received by **no later than Sunday, June 5, 2022, at 12:00 midnight (CEST)**. Requests received subsequent to this deadline will not be considered. The request must be signed by all shareholders whose shares together make up one twentieth of the share capital or by their duly appointed representatives.

The request must be in writing and delivered to:

Formycon AG
Executive Board
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich, Germany

Unless already included in the Annual General Meeting invitation and published agenda, any additions to the agenda will be announced in the German Federal Gazette (*Bundesanzeiger*) promptly following receipt of the qualifying request and will, in addition, be published on the Company's website at:

<https://www.formycon.com/en/investor-relations/annual-general-meeting/>

2. Right of shareholders to propose motions and nominations in accordance with sec. 126 para. 1 and sec. 127 of the Stock Corporation Act and sec. 1 para. 2 sentence 3 of the COVID-19 Act

Shareholders have the right to submit shareholder motions as countermotions to proposals by the Executive Board and Supervisory Board on certain agenda items, as well as to submit shareholder nominations for election to the Supervisory Board members or for election as the Company's auditor, provided that such elections are on the meeting agenda. Any such shareholder motions or nominations must be sent to the following address:

Formycon AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich, Germany

or via e-mail to: antraege@linkmarketservices.de

Any such shareholder motions or nominations must be received at the above address **no later than Wednesday, June 15, 2022, at 12:00 midnight (CEST)** and will, following proper receipt and validation, be promptly posted to the Company's website at:

<https://www.formycon.com/en/investor-relations/annual-general-meeting/>

including, in accordance with sections 126 and 127 of the Stock Corporation Act, the name of the proposing shareholder and, in the case of shareholder motions, any rationale therefor which was submitted. Any statements of position by the Company's management will likewise be posted to the Annual General Meeting web portal at the above internet address subsequent to June 15, 2022.

Any such shareholder motion or nomination to be announced in accordance with sections 126 and 127 of the Stock Corporation Act shall be deemed to have been properly submitted for inclusion in the virtual Annual General Meeting if the shareholder submitting the shareholder motion or shareholder nomination has properly provided evidence of fulfillment of the requirements therefor. It is not possible for shareholder motions or nominations to be submitted during the virtual Annual General Meeting.

3. Right of shareholders to submit questions in accordance with sec. 1 para. 2 sentence 1 no. 3 and sentence 2 of the COVID-19 Act

In accordance with the provisions of the COVID-19 Act, shareholders do not have the usual rights during the virtual Annual General Meeting to request information as set forth in sec. 131 of the Stock Corporation Act but do have the right to submit questions to be answered during the meeting.

Shareholders properly registered for the Annual General Meeting (and authorized representatives thereof) have the right to submit advance questions by electronic means in accordance with sec. 1 para. 2 sentence 1 no. 3 of the COVID-19 Act. Such questions must be submitted at least one day before the Annual General Meeting, i.e. they must be received **no later than Wednesday, June 29, 2022, at 12:00 midnight CEST**, and exclusively by electronic means as provided by the

Company's Annual General Meeting web portal which may be accessed at:

<https://www.formycon.com/en/investor-relations/annual-general-meeting/>

A "submit question" feature may be readily found within the portal. The Company is not able to accept questions submitted by other means or received after the deadline. It is not possible to ask questions during the virtual Annual General Meeting.

In accordance with sec. 1 para. 2 sentence 2 of the COVID-19 Act, the Executive Board shall, in its own best judgement, determine how such questions are to be answered and may, in particular, summarize or consolidate questions. The Executive Board may refrain from answering certain questions for any of the reasons stated in sec. 131 para. 3 of the Stock Corporation Act. Questions submitted in a language other than German cannot be considered.

Unless the shareholder submitting the question has specifically asked not to be identified in the Annual General Meeting, the Company may do so.

4. Right of shareholders to have objections recorded in minutes in accordance with sec. 1 para. 2 sentence 1 no. 4 of the COVID-19 Act

Shareholders properly registered for the Annual General Meeting who have exercised their voting rights (and authorized representatives thereof) have the right to express their objections to resolutions of the Annual General Meeting at any time during and before the end of the virtual meeting and to have these objections recorded in the notarial minutes of the Annual General Meeting. Such objection may only be made electronically by way of the Company's Annual General Meeting web portal, which may be accessed at the following internet address:

<https://www.formycon.com/en/investor-relations/annual-general-meeting/>

and must be received following the beginning and before the end of the virtual Annual General Meeting. The Company is not able to accept shareholder objections submitted by other means.

IX. Shareholder hotline

Should you as a shareholder or intermediary have any questions regarding the virtual Annual General Meeting or the use of the Company's Annual General Meeting web portal, you may speak to a Company representative by calling our shareholder hotline at +49 (89) 21027-220 from Monday to Friday (excluding public holidays) between the hours of 9:00 a.m. and 5:00 p.m. (CEST).

X. Time information

Unless expressly stated otherwise, all times in this invitation to the Annual General Meeting of Formycon AG are expressed in local Munich time, which is Central European Summer Time (CEST). Coordinated Universal Time (UTC) may be calculated by subtracting two hours from CEST, or Eastern Daylight Time (EDT, i.e. New York time) by subtracting six hours.

XI. Information on shareholder data protection

Formycon AG processes and stores the personal data of shareholders (and authorized representatives thereof), specifically including name, postal address, e-mail address, number of shares, class of shares, type of share ownership and voting card issuance number, on the basis of all applicable data protection laws, in order to ensure that our shareholders are able to register for and to view and follow the virtual Annual General Meeting and to exercise their voting and other shareholder rights.

In order to allow you as a shareholder to register for and view the virtual Annual General Meeting and to exercise your voting and other shareholder rights, we must necessarily record and rely upon your personal data. Data which is obtained in connection with the general meeting is deleted once the retention thereof is no longer necessary to document the proper conduct of the Annual General Meeting (including procedures in advance of and subsequent to the meeting), or is retained on a restricted basis where such retention is required by law.

In addition, certain personal data will be made available to other shareholders (and authorized representatives thereof) in connection with the Annual General Meeting as provided by German law, namely in the form of a list of meeting participants as well as the identification of shareholders (or shareholder representatives) having submitted questions in advance of the meeting, along with

shareholder motions, shareholder nominations, or proposed shareholder additions to the meeting agenda (in accordance with sec. 1 para. 2 sentence 1 no. 3 and sentence 2 of the COVID-19 Act).

Formycon AG is the responsible entity (“controller”) for the processing of such personal data within the meaning of article 4 no. 7 of the General Data Protection Regulation (GDPR). The legal basis for such processing is article 6 para. 1 item c of the GDPR.

Link Market Services GmbH (Landshuter Allee 10, 80637 Munich, Germany) is a service provider to Formycon AG which has been commissioned for the purpose of hosting the Annual General Meeting and, in this role, receives the aforementioned personal data from Formycon AG as necessary for the execution of the services commissioned and is obligated, under a formal written agreement for contract data processing, to process and handle such personal data strictly as instructed by Formycon AG.

You as a shareholder have various legal rights under the GDPR to information about your personal data held by Formycon AG, to the correction or deletion of such personal data, to the restriction of or objection to the processing thereof, and to request the transfer thereof. You also have the right, under article 77 of the GDPR, to lodge a complaint with the responsible data protection supervisory authority.

Should you wish to contact our Data Protection Officer, please direct your inquiry to:

Formycon AG, Data Protection Officer, Fraunhoferstr.15, 82152 Martinsried/Planegg, Germany
or via e-mail to: datenschutz@formycom.com.

Shareholders who authorize a meeting representative are kindly asked to ensure that the representative receives and understands this important information about the protection of their personal data.

XII. Technical information regarding the virtual Annual General Meeting

In order to follow the virtual Annual General Meeting, to use the Annual General Meeting web portal, and to exercise your shareholder rights electronically, you will need an internet connection and an internet-enabled device. Furthermore, a stable internet connection with sufficient downloading speed is recommended for optimal image and sound quality of the streamed meeting. Should you use a personal computer to follow the virtual general meeting and to receive the streamed proceedings, you will

need a customary internet browser as well as either a loudspeaker or headphones.

To access the Annual General Meeting web portal, you need your voting card, which you will automatically receive following your successful registration for the Annual General Meeting. On this voting card you will find your individual access data, which you may then use to log into the Annual General Meeting web portal at the internet address provided.

In order to avoid the risk of your shareholder rights being impaired due to unavoidable technical problems which could arise during the virtual Annual General Meeting, we recommend that all shareholders – to the extent possible – exercise their shareholder rights (especially voting rights) **in advance of the Annual General Meeting.**

Shareholders will receive further details on the AGM portal and the registration and usage conditions together with their voting card.

XIII. Other important information regarding streaming of the Annual General Meeting

Shareholders of Formycon AG who have properly registered for the Annual General Meeting, and authorized representatives thereof, may follow the virtual Annual General Meeting, which will be streamed in its entirety, including sound and image, by way of the Company's Annual General Meeting web portal. Given the current state of internet and streaming technology, the technical quality of the image and sound transmission as well as the availability of the web portal itself may be subject to variability or interruptions due to factors upon which the Company has no influence, such as interruptions or degraded performance in telecommunications network services or internet services from third-party providers. The Company can therefore not assume liability or provide any guarantees relating to the functionality and uninterrupted availability of such third-party internet services and network services, and thus of the image and sound transmission of the meeting or of access to or availability of the Annual General Meeting web portal. The Company, moreover, disclaims any responsibility for failures of hardware and software used for such online services (including those of third-party service providers) unless the result of our own intentional act. For this reason, the Company recommends that shareholders make use of the above-described options for exercising their rights, in particular voting rights, in advance of the Annual General Meeting. Should such extraordinary action be deemed unavoidable on the grounds of data protection or other technical or security considerations, the chair of the general

meeting reserves the right to interrupt the virtual Annual General Meeting or, if necessary, to suspend it entirely.

Martinsried/Planegg, Germany, May 2022

The Executive Board of Formycon AG