

**Convenience Translation**

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**Formycon AG  
Munich**

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**Invitation to the 2025 Annual General Meeting**

We hereby invite our shareholders to the

**2025 Annual General Meeting**

of Formycon AG, Munich, (hereinafter the “**Company**”) to be held on

**Wednesday, 18 June 2025, at 11:00 hours (CEST)**

at

Haus der Bayerischen Wirtschaft (hbw ConferenceCenter),  
Max-Joseph-Straße 5, 80333 Munich

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## I. Agenda

1. **Presentation of the approved annual financial statements and the approved consolidated financial statements of Formycon AG, in each case as of 31 December 2024, as well as the combined management report for Formycon AG and the Group, the explanatory report of the Management Board on the details pursuant to Sections 289a and 315a of the German Commercial Code (*Handelsgesetzbuch*) and the report of the Supervisory Board, in each case for the 2024 financial year**

As from the time the Annual General Meeting is convened, the above-mentioned documents will be available on the Company's website at:

<https://www.formycon.com/en/investor-relations/annual-general-meeting-2025/>

The documents will also be available for inspection by shareholders at the Annual General Meeting and will be explained in more detail during the meeting.

The Supervisory Board has approved the annual financial statements of Formycon AG and the consolidated financial statements prepared by the Management Board. The annual financial statements are thus adopted pursuant to Section 172 of the German Stock Corporation Act (*Aktiengesetz*). No resolution of the Annual General Meeting is therefore required for this agenda item 1.

2. **Resolution on the formal approval of the acts of the members of the Management Board**

The Management Board and Supervisory Board propose that the acts of the members of the Management Board in office in the 2024 financial year be formally approved for this period.

3. **Resolution on the formal approval of the acts of the members of the Supervisory Board**

A vote will be taken to formally approve the acts of the individual members of the Supervisory Board in the 2024 financial year by way of individual formal approval.

The Management Board and Supervisory Board propose the formal approval of the

- 3.1. acts of **Mr. Wolfgang Essler** during his term of office as a member of the Supervisory Board for the 2024 financial year;
- 3.2. acts of **Mr. Colin Bond** during his term of office as a member of the Supervisory Board for the 2024 financial year;
- 3.3. acts of **Dr. Bodo Coldewey** during his term of office as a member of the Supervisory Board for the 2024 financial year;
- 3.4. acts of **Mr. Nicholas Haggard** during his term of office as a member of the Supervisory Board for the 2024 financial year;
- 3.5. acts of **Mr. Klaus Röhrig** during his term of office as a member of the Supervisory Board for the 2024 financial year;

- 3.6. acts of **Dr. Olaf Stiller** during his term of office as a member of the Supervisory Board for the 2024 financial year;
- 3.7. acts of **Mr. Peter Wendeln** during his term of office as a member of the Supervisory Board for the 2024 financial year.

**4. Resolution on the appointment of the statutory auditor of the annual financial statements and the consolidated financial statements, the auditor for any review of the condensed financial statements and the interim management report and any other interim financial information as well as the auditor for the sustainability report for the Company and the Group**

On the recommendation of its Audit Committee, the Supervisory Board proposes that the following resolutions are adopted:

- 4.1. KPMG AG Wirtschaftsprüfungsgesellschaft, Munich, be appointed as statutory auditor and group auditor for the 2025 financial year.
- 4.2. KPMG AG Wirtschaftsprüfungsgesellschaft, Munich, be appointed as auditor for any review of the condensed financial statements and the interim management report for the first half of the 2025 financial year and any other interim financial information (Section 115(7) of the German Securities Trading Act (*Wertpapierhandelsgesetz*)) for the 2025 financial year that is prepared after the 2025 Annual General Meeting.
- 4.3. KPMG AG Wirtschaftsprüfungsgesellschaft, Munich, be appointed as auditor for any review of interim financial information (Section 115(7) of the German Securities Trading Act) for the 2026 financial year that is prepared before the 2026 Annual General Meeting.
- 4.4. KPMG AG Wirtschaftsprüfungsgesellschaft, Munich, be appointed as auditor for the sustainability report for the Company and the Group for the 2025 financial year.

The appointment under agenda item 4.4. is made subject to the condition precedent that, with effect from the entry into force of the German Act to Implement Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) No 537/2014 and Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU, as regards sustainability reporting (CSRD), into National Law (*Gesetz zur Umsetzung der Richtlinie (EU) 2022/2464 des Europäischen Parlaments und des Rates vom 14. Dezember 2022 zur Änderung der Verordnung (EU) Nr. 537/2014 und der Richtlinien 2004/109/EG, 2006/43/EG und 2013/34/EU hinsichtlich der Nachhaltigkeitsberichterstattung von Unternehmen (CSRD)*) (CSRD Implementation Act (*CSRD-Umsetzungsgesetz*)), the Company is required to prepare a sustainability report subject to an external audit requirement for the Company and/or Group for the 2025 financial year and that an auditor can be appointed by the General Meeting to audit this sustainability report.

It is intended to put agenda items 4.1, 4.2, 4.3 and 4.4 to the vote individually.

The Audit Committee has declared that its recommendation is free from the undue influence of third parties and that no clause restricting its choice within the meaning

of Article 16(6) of Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC (EU Statutory Audit Directive) has been imposed on it.

**5. Resolution on the approval of the compensation report for the 2024 financial year**

Under Section 162(1), first sentence of the German Stock Corporation Act, the management boards and supervisory boards of listed companies are required to prepare a compensation report each year and to submit it to the general meeting for approval pursuant to Section 120a(4), first sentence of the German Stock Corporation Act. The compensation report for the 2024 financial year was reviewed by the statutory auditor in accordance with Section 162(3) of the German Stock Corporation Act to determine whether the legally required disclosures pursuant to Section 162(1) and (2) of the German Stock Corporation Act were made. An auditor's report to this effect is attached to the compensation report.

The compensation report for the 2024 financial year and the report on the review of the report by the statutory auditor will be available on the Company's website from the time the Annual General Meeting is convened at:

<https://www.formycon.com/en/investor-relations/annual-general-meeting-2025/>

The compensation report and the auditor's report regarding its review will also be available for inspection by shareholders at the Annual General Meeting.

The Management Board and Supervisory Board propose that the compensation report for the 2024 financial year prepared and audited pursuant to Section 162 of the German Stock Corporation Act and submitted to the Annual General Meeting is approved.

**6. Resolution on the approval of the compensation system for the members of the Management Board**

Under Section 120a(1), first sentence of the German Stock Corporation Act, the general meeting of a listed company decides whether to approve the compensation system for the members of the management board submitted by the supervisory board for every significant change to the compensation system, but at least every four years. However, this resolution by the General Meeting now has to take place for the first time in the Annual General Meeting following the stock exchange listing by admitting the Company's shares to trading on the regulated market (Prime Standard) of the Frankfurt Stock Exchange (uplisting).

By resolution dated 29 April 2025, the Supervisory Board adopted a new compensation system for the members of the Management Board (Compensation System 2025+), taking into account the requirements of Section 87a of the German Stock Corporation Act.

The compensation system for the members of the Management Board (Compensation System 2025+) will be available on the Company's website from the time the Annual General Meeting is convened at:

<https://www.formycon.com/en/investor-relations/annual-general-meeting-2025/>

Furthermore, the compensation system for the members of the Management Board (Compensation System 2025+) will also be available for inspection by shareholders at the Annual General Meeting.

The Supervisory Board proposes that the compensation system for the members of the Management Board (Compensation System 2025+) submitted to the Annual General Meeting is approved.

**7. Resolution on the compensation system and the confirmation of the compensation for the members of the Supervisory Board**

Under Section 113(3), first sentence of the German Stock Corporation Act, the general meeting of a listed company has to resolve on the compensation of the members of the supervisory board at least every four years. This resolution by the General Meeting now has to take place for the first time in the Annual General Meeting following the stock exchange listing by admitting the Company's shares to trading on the regulated market (Prime Standard) of the Frankfurt Stock Exchange (uplisting). A resolution confirming the existing compensation is also permitted.

The Annual General Meeting of 12 June 2024 determined the compensation of the Supervisory Board under agenda item 8 with effect from 1 July 2024 as follows:

- "a) The members of the Supervisory Board will receive fixed compensation of EUR 30,000.00 for the relevant financial year of the Company. The Chair of the Supervisory Board will receive fixed compensation of EUR 80,000.00 and the Deputy Chair will receive fixed compensation of EUR 50,000.00 for the relevant financial year of the Company.*
- b) In addition, the members of the Supervisory Board will receive fixed compensation of EUR 5,000.00 for their committee activities for the relevant financial year of the Company. The Chair of the Audit Committee will receive fixed compensation of EUR 15,000.00 and the Chair of the Nomination and Remuneration Committee will receive fixed compensation of EUR 10,000.00 for the relevant financial year of the Company.*
- c) Furthermore, each member of the Supervisory Board and each member of a committee will receive an attendance fee of EUR 1,000.00 per meeting of the Supervisory Board or committee, up to a maximum of eight meetings per financial year; the Chair of the Supervisory Board and each Chair of a committee will receive an attendance fee of EUR 1,500.00 per meeting of the Supervisory Board or committee, up to a maximum of eight meetings per financial year. The above also applies to attendance at meetings held in the form of a telephone conference or by other electronic means of communication, as well as to connections to meetings by telephone or other electronic means of communication.*
- d) The compensation is payable after the end of the relevant financial year. Members of the Supervisory Board who only belong to the Supervisory Board for part of a full financial year or who hold office as the Chair of the Supervisory Board or of a committee or as Deputy Chair will receive a pro rata share of such compensation."*

After reviewing the matter in detail, the Management Board and Supervisory Board found that the existing compensation for the members of the Supervisory Board is in the Company's interest and is commensurate with the responsibilities of the members of the Supervisory Board and the Company's situation. The rules regarding compensation also take into account the recommendations and suggestions of the German Corporate Governance Code (GCGC) regarding compensation for members of supervisory boards.

The compensation system for the members of the Supervisory Board will be available for inspection on the Company's website from the time the Annual General Meeting is convened at

<https://www.formycon.com/en/investor-relations/annual-general-meeting-2025/>

Furthermore, the compensation system for the members of the Supervisory Board will also be available for inspection by shareholders at the Annual General Meeting.

The Management Board and Supervisory Board propose that the compensation system for the members of the Supervisory Board presented to the Annual General Meeting is approved and that the resolution adopted by the Annual General Meeting on 12 June 2024 under agenda item 8 regarding the compensation of the members of the Supervisory Board is confirmed.

**8. Resolution on the enlargement of the Supervisory Board to six members and the corresponding amendment of Article 6(1) of the Articles of Association**

The requirements for the Supervisory Board and its members have grown further due to the Company's stock exchange listing. From the point of view of the Management Board and Supervisory Board, it therefore appears sensible to increase the size of the Company's Supervisory Board from five members to six. The Company's Articles are to be amended accordingly to reflect this.

The Management Board and Supervisory Board therefore propose that the following resolution be adopted:

Article 6(1), first sentence of the Company's Articles of Association is restated as follows:

*"The Supervisory Board consists of six (6) members."*

Otherwise, Article 6(1) of the Company's Articles of Association will remain unchanged.

**9. Resolution on the election of two members to the Supervisory Board**

The composition of the Company's Supervisory Board is determined in accordance with Section 95, Section 96(1), last option and Section 101(1) of the German Stock Corporation Act read in conjunction with Article 6(1), first sentence of the Company's Articles of Association.

Under Article 6(1), first sentence of the version of the Company's Articles of Association applicable at the time the Annual General Meeting is convened, the

Supervisory Board consists of five members who are elected by the General Meeting.

The term of office of Mr. Klaus Röhrig as a member of the Supervisory Board ends automatically at the end of the Annual General Meeting on 18 June 2025. Once the enlargement of the Supervisory Board proposed for resolution under agenda item 8 of the Annual General Meeting on 18 June 2025 and the corresponding amendment of the Articles of Association becomes effective, the Supervisory Board will consist of six members who are elected by the General Meeting. Thus, a total of two new members of the Supervisory Board are to be elected. The General Meeting is not bound by any nominations for election during the poll.

Based on the recommendation of its Nomination and Remuneration Committee, the Supervisory Board proposes that the following people be elected as members of the Company's Supervisory Board:

- 9.1. **Mr. Klaus Röhrig**, Co-Chief Investment Officer of Active Ownership Capital S.à r.l. and Active Ownership Corporation S.à r.l., Grevenmacher, Luxembourg, residing in Vienna, Austria
- 9.2. **Mr. Graham Keith Dixon, Ph.D.**, Chief Executive Officer (CEO) of Estetra SRL, Liège, Belgium, residing in Overijse, Belgium

Mr. Röhrig's appointment will become effective at the end of the Annual General Meeting on 18 June 2025 and for the time until the end of the Annual General Meeting resolving on the formal approval of the acts of the members of the Supervisory Board for the 2028 financial year.

Mr. Dixon's appointment will become effective at the time the amendment of Article 6(1), first sentence of the Company's Articles of Association resolved under agenda item 8 of the Annual General Meeting on 18 June 2025 is entered in the commercial register responsible for the Company and for the time until the end of the Annual General Meeting resolving on the formal approval of the acts of the members of the Supervisory Board for the 2028 financial year.

The intention is to carry out the election of the members of the Supervisory Board in individual polls.

The Supervisory Board has satisfied itself that the proposed candidates are able to invest the anticipated time required for their activities on the Company's Supervisory Board.

The selection of the proposed candidates takes into account the objectives set by the Supervisory Board for its composition and aims to fulfill the skills profile and diversity policy developed by the Supervisory Board for the board as a whole. It is the Supervisory Board's conviction that the members of the Supervisory Board as a whole are familiar with the sector in which the Company operates.

Further information on the candidates nominated for election, including resumes containing information on their relevant knowledge, abilities and professional experience, information on memberships on other statutory supervisory boards and comparable domestic and foreign supervisory committees of commercial companies (Section 125(1), fifth sentence of the German Stock Corporation Act) and details contained in the recommendations of the German Corporate Governance Code

(GCGC) is listed following the agenda in Section II. of this invitation. This information is also available on the Company's website from the time the Annual General Meeting is convened at:

<https://www.formycon.com/en/investor-relations/annual-general-meeting-2025/>

and will also be available for inspection by shareholders at the Annual General Meeting.

**10. Resolution on the cancellation of the existing authorization to issue warrant and/or convertible bonds (or combinations of these instruments), to grant a new authorization to issue convertible bonds, warrant bonds, profit participation rights and/or profit participation bonds (or combinations of these instruments) with the possibility of excluding subscription rights, the cancellation of the 2022 Conditional Capital, the creation of new 2025/I Conditional Capital and the corresponding amendment of the Articles of Association**

On 30 June 2022, the Annual General Meeting authorized the Management Board, under agenda item 6, to issue warrant and/or convertible bonds (bonds) for a total amount of up to EUR 550,000,000.00 in bearer or registered form, in each case with or without restrictions on term, that grant options or provide for option obligations as set out in more detail in the relevant terms and conditions of the warrant bonds or grant conversion rights or provide for conversion obligations as set out in more detail in the relevant terms and conditions of the conversion bonds, this on a total of up to 6,497,125 no-par value bearer shares of the Company equivalent to a total pro rata amount of the share capital of up to EUR 6,497,125.00 on one or more occasions, including at the same time in several tranches, up to 29 June 2027 with the consent of the Supervisory Board ("**2022 Authorization**"). In order to service bonds that were issued under the 2022 Authorization, the 2022 Conditional Capital in the amount of up to EUR 6,497,125.00 was created (Article 4(7) of the Articles of Association). The 2022 Authorization has not been utilized up to now.

Since the 2022 Authorization was created, the Company's share capital has been increased several times, among other things by the capital increase against cash contributions from EUR 16,053,025.00 by EUR 1,603,877.00 to EUR 17,656.902.00 carried out in January/February 2024; in this capital increase, the Company made use of the possibility of simplified exclusion of subscription rights within the meaning of Section 203(1) and Section 186(3), fourth sentence of the German Stock Corporation Act provided for in Article 4(3) of the Articles of Association in the version valid at the time. The possibility of simplified exclusion of subscription rights was utilized in full and would no longer be available during an issue of bonds in return for cash consideration in connection with the 2022 Authorization.

In order to enable the Company to be able to react flexibly on the capital markets at any time in the future, the 2022 Authorization and the 2022 Conditional Capital are to be cancelled and replaced by a new authorization and new conditional capital (2025/I Conditional Capital).

In accordance with Section 221(4), second sentence and Section 186(4), second sentence of the German Stock Corporation Act, the Management Board has submitted a written report on the reasons for authorizing the Management Board to exclude subscription rights. This report will be available on the Company's website from the time the Annual General Meeting is convened at:

<https://www.formycon.com/en/investor-relations/annual-general-meeting-2025/>

The report will also be available for inspection by shareholders at the Annual General Meeting.

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

**a) Cancellation of the existing authorization to issue warrant and/or conversion bonds (or combinations of these instruments)**

The authorization of the Management Bond granted by the Annual General Meeting on 30 June 2022, under agenda item 6, to issue warrant and/or convertible bonds (bonds) in bearer or registered form for a total amount of up to EUR 550,000,000.00, in each case with or without restrictions on term, on one or more occasions, including at the same time in several tranches, up to 29 June 2027 with the consent of the Supervisory Board is cancelled subject to the condition precedent that the new authorization of the Management Board to issue convertible bonds, warrant bonds, profit participation rights and/or profit participation bonds (or combinations of these instruments) proposed below under paragraph (b) of this agenda item 10 and the entry of the amendment of Article 4(7) of the Company's Articles of Association pursuant to paragraph (d) of this agenda item 10 in the commercial register responsible for the Company become effective.

**b) Authorization to issue convertible bonds, warrant bonds, profit participation rights and/or profit participation bonds (or combinations of these instruments) and to exclude subscription rights**

**aa) Authorization period, total nominal amount, limit on shares to be issued**

The Management Board is authorized to issue convertible bonds, warrant bonds, profit participation rights and/or profit participation bonds (or combinations of these instruments) in bearer or registered form (referred to collectively below as "**Bonds**") with a total nominal value of up to EUR 550,000,000.00, in each case with or without restrictions on term, on one or more occasions up to 17 June 2030 with the consent of the Supervisory Board and to grant the creditors or holders of bond conversion or option rights on the Company's no-par value bearer shares ("**Formycon Shares**") equivalent to a pro rata amount of the share capital of up to EUR 8,832,213.00 as set out in more detail in the relevant terms and conditions of the Bonds (referred to below as "**Bond Terms**"). The relevant Bond Terms may also provide for mandatory conversion at the end of the term or at other points in time, including the obligation to exercise the conversion or option right. The Bonds can be issued in return for cash and/or contributions in kind.

Apart from euros, the Bonds can also be issued in the legal currency of an OECD country (limited to the permissible equivalent value in euros referred to above). The nominal value of the Bonds in euros on the date of the decision to issue them is to be converted into euros for the purpose of determining the permissible total nominal amount.

The Bonds may also be issued by dependent companies of the Company or companies in which the Company holds a direct or indirect majority interest; in this case, the Management Board is authorized, with the consent of the Supervisory Board, to provide the necessary guarantees for the Bonds on behalf of the dependent company or the company in which a majority interest is held and to grant the creditors of such Bonds conversion or option rights on Formycon Shares as well as to make any other declarations and take any other actions necessary for a successful issue. When the Bonds are issued, they may and usually will be divided into individual bonds that are equal in rank.

bb) Granting and exclusion of subscription rights

In principle, the Company's shareholders are to be granted subscription rights for the Bonds. The Bonds may also be subscribed for by a credit institution, a securities institution, or an enterprise operating pursuant to Section 53(1), first sentence, Section 53b(1), first sentence or Section 53b(7) of the German Banking Act (*Gesetz über das Kreditwesen*) (financial institution) or a consortium of such credit or financial institutions with the obligation to offer the shares to the shareholders of the Company pursuant to Section 186(5) of the German Stock Corporation Act (indirect subscription right).

The Management Board is, however, authorized, with the consent of the Supervisory Board, to exclude shareholders' subscription rights for the Bonds in the following cases:

- (1) in order to exclude fractional amounts from the subscription right;
- (2) to the extent necessary to grant holders or creditors of Bonds that already have been or are to be issued by the Company or a dependent company of the Company or company in which the Company holds a direct or indirect majority interest a subscription right equivalent to the right they would be entitled to as a shareholder after exercising their option or conversion rights or after satisfying their conversion or option obligations;
- (3) if the Bonds are issued with conversion or option rights or conversion or option obligations in return for cash consideration and the issue price value calculated using recognized method, especially actuarial, is not significantly lower than the theoretical value within the meaning of Section 221(4), second sentence and Section 186(3), fourth sentence of the German Stock Corporation Act. However, this authorization to exclude subscription rights only applies to Bonds with rights to shares to which a total pro rata amount of no more than 20% of the share capital is attributable, either on the effective date or at the time this authorization is exercised. This limit of 20% of the share capital will include the pro rata amount of the share capital attributable to shares (i) that are sold during the term of this authorization on the basis of an authorization to sell treasury shares pursuant to Section 71(1)(8), second part of the fifth sentence of the German Stock Corporation Act in conjunction with Section 186(3), fourth sentence of the

German Stock Corporation Act subject to the exclusion of shareholders' subscription rights; (ii) that are issued during the term of this authorization from approved capital (*genehmigtes Kapital*) subject to the exclusion of subscription rights in accordance with Section 203(2) first sentence of the German Stock Corporation Act in conjunction with Section 186(3), fourth sentence of the German Stock Corporation Act or on the basis of other capital measures in analogous application of Section 186(3), fourth sentence of the German Stock Corporation Act;

- (4) if the Bonds are issued in return for contributions in kind, especially in order to be able to offer the Bonds to third parties in connection with business combinations or for the purpose of acquiring companies, businesses, parts of companies, interests in companies or other assets (including indirectly) or claims regarding the acquisition of assets or receivables against the Company or its group companies within the meaning of Section 18 of the German Stock Corporation Act, providing that the value of the contribution in kind is reasonably proportionate to the market value of the Bonds to be calculated under subparagraph (a)(bb)(3) above.

If profit participation rights or profit participation bonds are issued without conversion or option rights or conversion or option obligations, the Management Board is additionally authorized to exclude the subscription rights of the shareholders in full with the consent of the Supervisory Boards if these profit participation rights or profit participation bonds have features similar to those of debenture bonds, i.e. do not create any rights to membership of the Company and do not grant any share in the proceeds of liquidation and the level of interest is not calculated on the basis of the value of the annual surplus, net income or dividends. Besides this, in this case, the interest rate and issue price of the profit participation rights or profit participation bonds must correspond to the current market conditions for comparable borrowing at the time of issue.

cc) Conversion and option rights

Where Bonds with conversion rights are issued, the holders or creditors can convert their Bonds into Formycon Shares as set out in more detail in the Bond Terms. The conversion ratio is the product of dividing the par value of an individual bond by the fixed conversion price for a Formycon Share. The conversion ratio may also be the product of dividing the issue price of an individual bond that is lower than its par value by the fixed conversion price for a Formycon Share. The conversion ratio may be rounded up or down to a whole number in all cases; furthermore, an additional payment to be paid in cash may also be determined. It may also be provided that any fractional amounts are combined and/or settled in cash. The Bond Terms may also specify that the conversion ratio is variable and the conversion price is to be calculated on the basis of future stock exchange prices within a certain range. The pro rata amount of the share capital attributable to the shares to be acquired for each individual bond may not exceed the par value of the individual bond.

Where Bonds with warrants are issued, one or more warrants will be attached to each individual bond entitling the holder to subscribe for Formycon Shares as set out in more detail in the Bond Terms to be determined by the Management Board. For warrant bonds issued by the Company, the Bond Terms can provide that the option price determined in accordance with this authorization can also be met by transferring individual warrant bonds and, where appropriate, an additional cash payment. The pro rata amount of the share capital attributable to the shares to be acquired for each individual warrant bond capital may not exceed the par value of these individual warrant bonds. If this results in fractional shares, it can be provided that these fractions are added together as set out in the Bond Terms, if appropriate in return for additional payment, so that whole shares are purchased.

dd) Conversion and option obligations

The Bond Terms may also establish a conversion or option right at the end of the term or at another point in time (in each case also “**Maturity Date**”) or provide for the right of the Company to grant Formycon Shares to the creditors or holders of Bonds in whole or in part at Maturity rather than paying the amount due. In these cases, the conversion or option price for a share may correspond to the volume-weighted average of the closing prices of the Company’s share in Xetra trading (or an equivalent successor system) on the Frankfurt Stock Exchange during the last ten (10) consecutive stock exchange trading days in Frankfurt am Main prior to or after the Maturity Date, even if it is below the minimum price referred to under subparagraph (a)(ee) below.

The pro rata amount of the share capital attributable to the shares to be issued for each individual bond at Maturity may not exceed the par value of the individual bond. Section 9(1) in conjunction with Section 199(2) of the German Stock Corporation Act are to be observed.

ee) Conversion or option prices

The conversion or option price for a share to be determined in each case must – except for situations where an option or conversion obligation is provided for – amount to either at least 80% of the volume-weighted average of the closing prices of the Formycon Share in Xetra trading (or an equivalent successor system) on the ten (10) stock exchange trading days in Frankfurt am Main prior to the final decision of the Management Board regarding the placement of Bonds or regarding acceptance or allocation by the Company during a placement of Bonds or, where a subscription right is granted, at least 80% of the volume-weighted average of the closing prices of the Company’s share in Xetra trading (or an equivalent successor system) during (i) the days on which the subscription rights are traded on the Frankfurt Stock Exchange, with the exception of the last two stock exchange trading days of the subscription rights trading, or (ii) the days from the start of the subscription period up to the time of final determination of the subscription price. Section 9(1) and Section 199 of the German Stock Corporation Act remain unaffected.

In the case of Bonds associated with conversion or option rights or conversion or option obligations, notwithstanding Section 9(1) of the German Stock Corporation Act, the conversion or option price can be reduced due to a dilution protection clause as set out in more detail in the Bond Terms if the Company increases the share capital during the conversion or option period granting a subscription right to its shareholders or if the Company issues further Bonds or grants or guarantees other option rights and the holders of Bonds with conversion or option rights or conversion or option obligations are not granted any subscription right equivalent to the right they would be entitled to after exercising their option or conversion rights or after satisfying their conversion or option obligations. The reduction in the option or conversion price can also be satisfied as set out in the detailed terms of the Bonds by making a cash payment when exercising the option or conversion right or satisfying conversion or option obligations. The Bond Terms may also include a value-preserving adjustment of the conversion or option prices for other measures that may lead to a dilution in the value of the conversion or option rights (e.g. including payment of a dividend). In addition, the Company may grant payment of reasonable indemnification if the conversion or option right is exercised early. In all cases, the pro rata amount of the share capital attributable to the shares to be acquired for each individual bond may not exceed the par value of the individual bond concerned.

ff) Other possible features

The relevant Bond Terms can set down that if the conversion or option rights are exercised or if the option or conversion obligations are satisfied, treasury shares, shares from approved capital of the Company or other consideration may be granted. Furthermore, it can be provided that if the conversion or option rights are exercised or if the option or conversion obligations are satisfied, the Company does not grant the holders of the Bonds Formycon Shares but pays out their equivalent value in cash or grants listed shares of another company.

The Bond Terms can on the other hand also include the right of the Company to grant the holders of the Bonds Formycon Shares or listed shares of another company in whole or in part instead of paying the cash amount due when the Bonds mature.

The Bond Terms can furthermore provide that the number of shares to be subscribed for when exercising the conversion or option rights or after satisfaction of the conversion or option rights is variable and/or the conversion or option price can be changed during the term within a range to be determined by the Management Board depending on the development of the share price or as a result of dilution protection provisions.

gg) Authorization to determine the further terms and conditions

The Management Board is authorized, with the consent of the Supervisory Board, to determine the further details regarding the issue of Bonds and their features, including but not limited to their interest

rates, type of interest, issue price, term and denomination, conversion or option price and the conversion or option period or in consultation with the governing bodies of the company in which the Company holds a direct or indirect majority interest issuing the Bonds.

**c) Cancellation of the existing 2022 Conditional Capital and creation of new 2025/I Conditional Capital**

The 2022 Conditional Capital created by resolution of the Annual General Meeting on 30 June 2022 under agenda item 6 and provided for in Article 4(7) of the Company's Articles of Association is cancelled.

The Company's share capital is conditionally increased by up to EUR 8,832,213.00 (eight million eight hundred and thirty-two thousand two hundred and thirteen euros) by issuing up to 8,832,213 new par-value bearer shares ("**2025/I Conditional Capital**").

The purpose of the 2025/I Conditional Capital is to grant par-value bearer shares in the Company either in whole or in part when conversion or option rights are exercised, when conversion or option obligations are satisfied, and when the Company exercises an option to grant shares in the Company, to holders or creditors of convertible bonds, warrant bonds, profit participating rights and/or profit participation bonds (or combinations of these instruments) (referred to collectively below as "**Bonds**") that were issued on the basis of an authorization resolution adopted by the Annual General Meeting on 18 June 2025 under agenda item 10 instead of paying the amount due.

The new shares will be issued at the conversion or option price to be fixed as determined in the authorization resolution adopted by the Annual General Meeting on 18 June 2025 under agenda item 10. The conditional capital increase will only be performed to the extent that the holders or creditors of Bonds issued or guaranteed by dependent companies of the Company or companies in which the Company holds a direct or indirect majority interest on the basis of the authorization resolution adopted by the Annual General Meeting on 18 June 2025 under agenda item 10 up to 17 June 2030 make use of their conversion or option rights or satisfy their conversion or option obligations from such Bonds or to the extent that the Company grants shares in the Company instead of paying the amount due and to the extent that the conversion or option rights or conversion or option obligations are not serviced by treasury shares, shares from approved capital or other consideration.

The new shares participate in the Company's profits from the beginning of the financial year in which they are created and for all subsequent financial years; instead, they participate in the Company's profits from the beginning of the financial year preceding their issue if, at the time the new shares are issued, the Annual General Meeting has not yet passed a resolution on the appropriation of profits for this financial year.

The Management Board is authorized to determine the further details of implementation of the conditional capital increase.

The Supervisory Board is authorized to amend the Articles of Association in accordance with the use of the 2025/I Conditional Capital. The same applies if the authorization to issue Bonds is not utilized after the authorization period

has expired and if the 2025/I Conditional Capital is not utilized or is not utilized in full after all option and conversion periods have expired.

**d) Amendment to the Articles of Association**

Article 4(7) of the Company's Articles of Association is restated in full as follows:

*"The Company's share capital is conditionally increased by up to EUR 8,832,213.00 (eight million eight hundred and thirty-two thousand two hundred and thirteen euros) by issuing up to 8,832,213 new par-value bearer shares ("**2025/I Conditional Capital**").*

*The purpose of the 2025/I Conditional Capital is to grant par-value bearer shares in the Company either in whole or in part when conversion or option rights are exercised, when conversion or option obligations are satisfied, and when the Company exercises an option to grant shares in the Company, to holders or creditors of convertible bonds, warrant bonds, profit participating rights and/or profit participation bonds (or combinations of these instruments) (referred to collectively below as "**Bonds**") that were issued on the basis of an authorization resolution adopted by the Annual General Meeting on 18 June 2025 under agenda item 10 instead of paying the amount due.*

*The new shares will be issued at the conversion or option price to be fixed as determined in the authorization resolution adopted by the Annual General Meeting on 18 June 2025 under agenda item 10. The conditional capital increase will only be performed to the extent that the holders or creditors of Bonds issued or guaranteed by dependent companies of the Company or companies in which the Company holds a direct or indirect majority interest on the basis of the authorization resolution adopted by the Annual General Meeting on 18 June 2025 under agenda item 10 up to 17 June 2030 make use of their conversion or option rights or satisfy their conversion or option obligations from such Bonds or to the extent that the Company grants shares in the Company instead of paying the amount due and to the extent that the conversion or option rights or conversion or option obligations are not serviced by treasury shares, shares from approved capital or other consideration.*

*The new shares participate in the Company's profits from the beginning of the financial year in which they are created and for all subsequent financial years; instead, they participate in the Company's profits from the beginning of the financial year preceding their issue if, at the time the new shares are issued, the Annual General Meeting has not yet passed a resolution on the appropriation of profits for this financial year.*

*The Management Board is authorized to determine the further details of implementation of the conditional capital increase.*

*The Supervisory Board is authorized to amend the Articles of Association in accordance with the use of the 2025/I Conditional Capital. The same applies if the authorization to issue Bonds is not utilized after the authorization period has expired and if the 2025/I Conditional Capital is not utilized or is not utilized in full after all option and conversion periods have expired."*

**e) Application for entry in the commercial register**

The Management Board is instructed to apply for the cancellation of the 2022 Conditional Capital and to create the 2025/I Conditional Capital to be registered with the commercial register with the proviso that the cancellation of the 2022 Conditional Capital is registered first, but only if the newly created 2025/I Conditional Capital and the corresponding amendment of the Articles of Association are registered in the commercial register responsible for the Company at the same time.

The Management Board is instructed subject to the above paragraph to register the resolved cancellation of the 2022 Conditional Capital and the resolved creation of the 2025/I Conditional Capital, including the amendment of Article 4(7) of the Company's Articles of Association to be registered in the commercial register, irrespective of the other resolutions of the Annual General Meeting.

**II. Further information on the candidates proposed for election to the Supervisory Board under agenda item 9**

**1. Mr. Klaus Röhrig**

**Personal details**

Born: 1977

Place of birth: Vienna, Austria

Place of residence: Vienna, Austria

Nationality: Austrian

Member since: 2020

**Main position**

Founding partner and Co-Chief Investment Officer of Active Ownership Capital S.à r.l. and Active Ownership Corporation S.à r.l., Grevenmacher, Luxembourg (each not listed)

**Career history**

since 2015	Founding Partner and Co-Chief Investment Officer of the Active Ownership group, Luxembourg
since 2012	Tamlino LP, Cyprus, Principal Investor
2006 – 2012	Elliott Associates, United Kingdom
2002 – 2006	Mercury Capital GmbH, Austria, Principal Investor
2000 – 2002	Credit Suisse First Boston, United Kingdom

## Education

1996 – 2000                      Degree in Business Administration, Vienna University of Economics and Business Administration (Master of Social and Economic Sciences)

## Particular qualifications/experience within the qualifications matrix:

- Managing an (international) company;
- Key markets in which Formycon operates;
- Financial reporting;
- Auditing;
- Controlling and risk management;
- Law, governance and compliance;
- Sustainability (environment and social).

## Memberships in other statutory supervisory boards

None

## Memberships in comparable domestic and foreign supervisory committees of commercial companies

- Agfa-Gevaert N.V., Mortsel, Belgium, member of the administrative board (non-managing member) (listed);
- Fagron NV, Nazareth, Belgium, member of the administrative board (non-managing member) (listed);
- MAM Baby AG, Wollerau, Switzerland, member of the administrative board (non-managing member) (not listed).

## Other key activities

Various management functions at companies of the Active Ownership group, Luxembourg, at R3 Capital GmbH, Austria, at R3ND Immobilien GmbH, Austria, and at Mercury Capital GmbH, Austria

## Information according to the recommendations of the German Corporate Governance Code (GCGC)

Mr. Röhrig is the managing director of Active Ownership Capital S.à r.l., which holds 6.04% of the Company's voting shares through Active Ownership Fund SICAV SIF SCS. The Active Ownership Fund SICAV SIF SCS and Santo Holding (Deutschland) GmbH, which holds 24.04% of the Company's voting shares, have entered into a loan agreement as lenders with the Company as borrower. According to this loan agreement, Active Ownership Fund SICAV SIF SCS grants the Company a loan in the amount of EUR 12,000,000.00. In the Supervisory Board's assessment, there

are no other personal or business relationships between Mr. Röhrig on the one hand and the Company, its group companies, the governing bodies of the Company or any individual or legal entity directly or indirectly holding more than 10% of the voting shares apart from these that are to be disclosed in accordance with Recommendation C.13 GCGC.

In the Supervisory Board's assessment, Mr. Röhrig is not to be regarded as independent within the meaning of Recommendation C.7 GCGC.

## 2. **Mr. Graham Keith Dixon, Ph.D.**

### **Personal details**

Born: 1961

Place of birth: St. Helens, United Kingdom

Place of residence: Overijse, Belgium

Nationality: British

Member since: -

### **Main position**

Chief Executive Officer (CEO) of Estetra SRL, Liège, Belgium (not listed)

### **Career history**

since 2024	Estetra SRL, Belgium, CEO (women's health)
2019 – 2024	Mithra Pharmaceuticals S.A., Belgium, Chief Scientific Officer (CSO) and Head of Research & Development (women's health)
2017 – 2019	Zaluvida, Switzerland, Head of Global Research & Development; CEO of Neem Biotech, United Kingdom (antibiotics)
2015 – 2017	Onxeo S.A., France, CSO and Head of Research & Development (rare cancers)
2013 – 2015	Sensorion Pharma S.A., France, CSO and Head of Research & Development (inner ear dysfunction)
2012 – 2013	Addex Therapeutics, Switzerland, CSO and Head of Research & Development (Parkinson's and Alzheimer's Disease)
2004 – 2012	Galapagos NV, Belgium, CSO and Head of Research & Development (inflammatory disease, musculoskeletal disorders, oncology)

## Convenience Translation

2002 – 2004	Entomed S.A., France, CSO and Head of Research & Development (anti-infectives, oncology)
1994 – 2002	AstraZeneca, United Kingdom, 1994 – 1999 Senior Group Leader (infection research department), 1999 – 2002 Global Product Director (oncology development department)
1989 – 1994	DowElanco Ltd., United Kingdom, Head of biochemistry department

### Education

1983 – 1986	Doctorate in biochemistry, University of Swansea/ The Marine Biological Association, United Kingdom (Degree: PhD)
1979 – 1983	Studies of applied biology, University of Bradford, United Kingdom (Degree: Bachelor of Science)

### Particular qualifications/experience within the qualifications matrix:

- Managing an (international) company;
- Healthcare and life sciences industry;
- Research & development and commercialization;
- Key markets in which Formycon operates;
- Law, governance and compliance;
- Sustainability (environment and social).

### Memberships in other statutory supervisory boards

None

### Memberships in comparable domestic and foreign supervisory committees of commercial companies

None

### Other key activities

None

### Information according to the recommendations of the German Corporate Governance Code (GCGC)

In the Supervisory Board's assessment, there are no personal or business relationships between Mr. Dixon on the one hand and the Company, its group companies, the governing bodies of the Company or any individual or legal entity directly or indirectly holding more than 10% of the voting shares apart, on the other, that are to be disclosed in accordance with Recommendation C.13 GCGC. In the

Supervisory Board's assessment, Mr. Dixon is to be regarded as independent within the meaning of Recommendation C.7 GCGC.

### **III. Further information on the convocation**

#### **1. Total number of shares and voting rights at the time of convocation of the General Meeting**

At the time of convocation of the General Meeting, the Company has issued 17,664,427 no-par value shares. Each share entitles the holder to one vote at the General Meeting. The Company does not hold any treasury shares at the time of convocation of the General Meeting. Therefore, the total number of voting rights at the time of convocation of the General Meeting is 17,664,427.

#### **2. Requirements for attending the General Meeting and exercising voting rights**

Only shareholders who have registered for the General Meeting on time and in due form and have evidenced their share ownership on time and in due form are entitled to attend the General Meeting and exercise their voting rights. The registration must be made in readable form (*Textform*) (Section 126b of the German Civil Code (*Bürgerliches Gesetzbuch*)). Evidence of share ownership must also be provided in text form (Section 126b of the German Civil Code); evidence of share ownership pursuant to Section 67c(3) of the German Stock Corporation Act is sufficient in any case. The evidence of ownership of the Company's shares must relate to the record date at the end of business on the 22<sup>nd</sup> day before the General Meeting, in other words 27 May 2025, 24:00 hours (CEST) ("**Record Date**").

The registration and the evidence of share ownership must be received by the Company in text form no later than 11 June 2025, 24:00 hours (CEST) to one of the contact options below:

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

**or by email: [anmeldung@linkmarketservices.eu](mailto:anmeldung@linkmarketservices.eu)**

After receipt of the registration and the evidence of share ownership on time and in due form at one of the above-mentioned contact options, admission tickets for the General Meeting will be sent. We ask our shareholders to register and send evidence of their share ownership to the Company as early as possible. Unlike the timely registration in due form and evidence of share ownership provided in a timely manner and in due form for the General Meeting, admission tickets are merely organizational items and not a requirement for attending the General Meeting and exercising voting rights. Most custodian banks ensure the timely receipt of the admission tickets, provided that the shareholders fill out the forms to request admission tickets provided by their custodian bank and send them back to the custodian bank in due time to allow the custodian bank to timely submit the registration and provide the evidence of share ownership on behalf of the shareholder. In order to ensure timely receipt of the admission tickets, we kindly ask our shareholders in their own interest, to contact their custodian bank early on to ensure a timely registration and receipt of the admission ticket.

### 3. Significance of the Record Date

Only persons who have provided special evidence of their share ownership relating to the relevant Record Date are considered shareholders in relation to the Company for purposes of exercising voting rights. The entitlement to attend the General Meeting and the number of voting rights are solely based on the shareholding of the shareholder as of the Record Date. The Record Date does not create any restrictions on the disposal of the shareholding. Even in the event of a full or partial disposal of the shareholding after the Record Date, the entitlement to attend the General Meeting and the number of voting rights is solely based on the shareholding of the shareholder as of the Record Date. This means that any disposal of shares after the Record Date does not affect the entitlement to attend the General Meeting and the number of voting rights. The same applies to acquisitions or additional acquisitions of shares after the Record Date. Persons who do not hold any shares on the Record Date and subsequently become shareholders only have the right to attend the General Meeting and to vote their shares if and to the extent they have been granted power of attorney or given the authorization to exercise these rights by the person entitled to exercise these rights on the Record Date. The Record Date does not have any significance for potential dividend entitlements.

### 4. Participation of members of the Management Board and Supervisory Board

All members of the Management Board and Supervisory Board – except for the Supervisory Board member Mr. Nicholas Hagggar – intend to attend the entire General Meeting. Mr. Hagggar will probably not be able to attend the General Meeting for important reasons.

### 5. Procedure for voting by postal vote

Shareholders may exercise their voting rights, without attending the meeting, in writing or by electronic communication (“**postal vote**”). Only those shareholders who have registered for the General Meeting on time and in due form and provided evidence of their share ownership on time and in due form (as described under Section IV.2. above) are entitled to exercise shareholders’ voting rights by postal vote. For the voting rights exercised by postal vote, the shareholding as duly evidenced on the Record Date is relevant.

Prior to the General Meeting, a postal vote form is available to the shareholders along with the admission ticket. The postal vote form can also be downloaded from the Company’s website at:

<https://www.formycon.com/en/investor-relations/annual-general-meeting-2025/>

If the postal vote form is used, it must be sent by post or electronically (by email) to the following postal address or email address:

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

**Email: [formycon@linkmarketservices.eu](mailto:formycon@linkmarketservices.eu)**

The Company must have received any votes cast by postal vote in German or English at the latest on 17 June 2025, 24:00 hours (CEST). Until that time, votes may also be amended or revoked in the manner described above.

If, in connection with postal voting, the Company receives different declarations by different means of transmission and if it is not apparent to the Company which of these declarations was made last, the declarations will be treated as binding in the following order of transmission: (1) email and (2) paper.

## **6. Procedure for proxy voting**

Shareholders may also grant a power of attorney and have a proxy exercise their voting rights; this proxy may for example be an intermediary, a shareholders' association, a proxy advisor (*Stimmrechtsberater*) or any other person of their choice.

Even where a shareholder is represented by a proxy, it is still required that the shareholder be registered on time and in due form and provide evidence of share ownership timely and in due form (as described under Section III.2. above). This does not preclude granting power of attorney after registration and providing evidence of share ownership.

The granting of the power of attorney, its amendment, its revocation and the evidence regarding the power of attorney in relation to the Company must be submitted on a durable medium such as email in readable form (*Textform*) (Section 126b of the German Civil Code). However, an intermediary within the meaning of Section 67a(4) of the German Stock Corporation Act, a shareholders' association, a proxy advisor or other persons within the meaning of Section 135(8) of the German Stock Corporation Act may provide for different rules which are to be requested from them if power of attorney is granted to them.

If power of attorney is granted to an intermediary, a shareholders' association, a proxy advisor or any other person within the meaning of Section 135(8) of the German Stock Corporation Act, the text form requirement does not apply. However, the authorization must be recorded by the proxy in a verifiable way. Furthermore, it must be complete and may only contain statements connected to the exercise of voting rights. Conditional intermediaries, shareholders' associations, proxy advisors or other persons within the meaning of Section 135(8) of the German Stock Corporation Act may also exercise the voting rights by postal vote (as described under Section III.5. above), subject to the aforementioned deadlines, or may authorize a sub-proxy.

We ask shareholders who wish to appoint a proxy to use the form provided by the Company for this purpose. The form to grant power of attorney will be provided on the admission ticket, which will be sent to the shareholders after timely registration in due form. In addition, a form to grant power of attorney will be available on the Company's website at:

<https://www.formycon.com/en/investor-relations/annual-general-meeting-2025/>

The power of attorney can be declared to the proxy or declared or evidenced to the Company. If the granting of a power of attorney, its amendment or revocation is declared or evidenced to the Company, this declaration or evidence can be submitted to one of the following contact options:

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

**or by email: formycon@linkmarketservices.eu**

The power of attorney can also be revoked by the shareholder attending the General Meeting in person or by granting a power of attorney to a different proxy.

Evidence of a power of attorney may be sent to one of the contact options given above. Evidence can also be provided by the proxy showing the power of attorney at the entrance on the day of the General Meeting. Power of attorney can also be granted during the General Meeting. Forms for granting power of attorney are also available during the General Meeting at the place of the General Meeting.

To be able to clearly allocate the evidence of a power of attorney, we ask our shareholders to please state the full name or company name, the place of residence or business address of the shareholder as well as the admission ticket number, which is printed on the admission card sent to the shareholders following the timely registration for the General Meeting in due form.

If, in connection with the granting, the amendment and the revocation of a power of attorney, the Company receives different declarations by different means of transmission and if it is not apparent to the Company which of these declarations was made last, these declarations will be treated as binding in the following order of transmission: (1) email and (2) paper.

## **7. Procedure for voting by proxies designated by the Company**

Furthermore, the Company offers its shareholders the opportunity to authorize proxies designated by the Company who are bound by the shareholder's instructions. In addition to the power of attorney, these proxies designated by the Company must also be given instructions for the exercise of voting rights. The proxies designated by the Company are required to exclusively vote as instructed by the shareholder in question and they are not allowed to exercise the voting rights at their own discretion. It should be noted that the proxies designated by the Company can only vote on those items of the agenda with respect to which shareholders issue clear instructions and that the proxies designated by the Company cannot accept any instructions on procedural motions. Likewise, the proxies designated by the Company cannot accept any instructions to speak, to make statements for the record, to file objections to resolutions of the General Meeting or to submit questions or motions and cannot exercise any other shareholder rights except for exercising the voting right.

If no explicit or contradictory or unclear instructions have been given, the proxies designated by the Company will abstain from voting on the relevant agenda items or do not participate in the vote; this always applies to other motions as well. If an individual vote is to be taken on an agenda item without this having been communicated in advance of the General Meeting, an instruction on this agenda item as a whole will also be deemed to be a corresponding instruction for each item of the individual vote.

Prior to the General Meeting, such power of attorney with instructions to the proxies designated by the Company can be granted by means of the proxy and instruction form, which shareholders, who timely register for the General Meeting in due form (as described under Section III.2. above), receive together with the admission card for the General Meeting. The corresponding form is also available on the Company's website at:

<https://www.formycon.com/en/investor-relations/annual-general-meeting-2025/>

Powers of attorney for proxies designated by the Company and the instructions to the proxies designated by the Company as well as the amendment and revocation of the power of attorney or the instructions must be received by the Company on a durable medium in readable form (*Textform*) (Section 126b of the German Civil Code) in the German or English language no later than 24:00 hours (CEST) on 17 June 2025 via one of the following contact options:

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

**or by email: [formycon@linkmarketservices.eu](mailto:formycon@linkmarketservices.eu)**

After 24:00 hours (CEST) on 17 June 2025 it will only be possible to grant power of attorney and give instructions to the proxies designated by the Company or revoke the power of attorney or amend or revoke the instructions, if the shareholders fill out the form enclosed with the voting documents and submit it at an entry and exit check at the latest until the start of the voting process at the Annual General Meeting on 18 June 2025.

Shareholders authorizing proxies designated by the Company are not excluded from participating in the General Meeting personally. For shareholders who wish to participate in person or via a different authorized person and exercise their shareholders' rights despite having authorized the proxies designated by the Company, personal participation or participation via an authorized person and exercise of shareholders' rights is deemed a revocation of the power of attorney granted to the proxies designated by the Company.

On the day of the General Meeting, powers of attorney and instructions to the proxies designated by the Company may be granted on site also by using the form for this purpose found on the admission ticket.

If the Company receives differing declarations in connection with the granting, amending and revocation of power of attorney or instructions by different means of transmission and if it is not apparent to the Company which of these declarations was made last, these declarations will be treated as binding in the following order of transmission: (1) email and (2) paper.

The timely registration in due form and the timely submission of evidence of share ownership in due form (as described under Section III.2. above) are likewise necessary to authorize the proxies designated by the Company.

**8. Rights of shareholders under Section 122(2), Section 126(1), Section 127, Section 131(1) of the German Stock Corporation Act**

**a) Requests by shareholders to add items to the agenda pursuant to Section 122(2) of the German Stock Corporation Act**

Shareholders whose combined shareholdings are at least equivalent to one twentieth of the share capital or to a pro rata amount of EUR 500,000.00 (corresponding to 500,000 individual shares) may request pursuant to Section 122(2) of the German Stock Corporation Act that items be placed on the agenda of the General Meeting and published. Each new item must be accompanied by reasons or a draft resolution.

The applicants must prove that they have held their shares for at least 90 days prior to the date the request was received and that they will hold the shares until the Management Board decides on the request, whereby the day of receipt of the request is not taken into account for the calculation and Section 70 of the German Stock Corporation Act applies to the calculation of the period of share ownership.

Such a request for additional items must be submitted to the Management Board in writing and must be received by the Company at least 30 days prior to the General Meeting, whereby the day of receipt and the day of the General Meeting are not taken into account when calculating this 30-day period. Therefore, requests for additional items must be received by the Management Board of the Company at the latest until 24:00 hours (CEST) on 18 May 2025. Requests for additional items received at a later point in time will be disregarded.

Please send any requests for additional items to the following address:

**Formycon AG  
The Management Board  
c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 Munich  
Germany**

Additions to the agenda to be published will be published in the German Federal Gazette (*Bundesanzeiger*) without delay after receipt of the request and will be forwarded to media for publication that can be expected to circulate the information in the entire European Union. They will also be published on the Company's website at:

<https://www.formycon.com/en/investor-relations/annual-general-meeting-2025/>

and reported to the shareholders pursuant to Section 125(1), third sentence of the German Stock Corporation Act.

**b) Countermotions and nominations for election by shareholders pursuant to Section 126(1) and Section 127 of the German Stock Corporation Act**

Each shareholder is entitled to submit a countermotion to the proposals of the administration regarding items of the agenda and to submit nominations for the election of the auditor or for the election of Supervisory Board members.

Countermotions and nominations must be received by the Company no later than 24:00 hours (CEST) on 3 June 2025, via one of the following contact options:

**Formycon AG  
The Management Board  
c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 Munich  
Germany**

**or by email: [antraege@linkmarketservices.eu](mailto:antraege@linkmarketservices.eu)**

Provided that the countermotions and nominations for election are received via one of the aforementioned contact options in a timely manner, i.e. by 24:00 hours (CEST) on 3 June 2025, and are to be made accessible, they will be made accessible to the other shareholders without undue delay on the Company's website at

<https://www.formycon.com/en/investor-relations/annual-general-meeting-2025/>

along with the name of the shareholder as well as any reasoning. Any statements of opinion by the management will also be published on this website.

A countermotion and any reasons for it need not be made accessible under the conditions found in Section 126(2) of the German Stock Corporation Act (read in conjunction with Section 127, first sentence of the German Stock Corporation Act). For example, the reasons need not be made accessible if they comprise a total of more than 5,000 characters. According to Section 127 third sentence of the German Stock Corporation Act, the Management Board need not make a nomination accessible if it does not include the information required under Section 124(3), fourth sentence and Section 125(1), fifth sentence of the German Stock Corporation Act.

We would like to point out that countermotions and nominations for election that are sent to the Company in advance in a timely manner will only be included in the General Meeting if they are proposed orally there. This is without prejudice to the right of the participating shareholders to propose countermotions with regard to agenda items during the General Meeting without having previously sent them to the Company.

**c) Right to information pursuant to Section 131(1) of the German Stock Corporation Act**

At the Annual General Meeting, each shareholder or their representative may request information from the Management Board on the affairs of the Company to the extent that such information is necessary for an objective evaluation of the subject matter of the agenda (Section 131(1) of the German Stock Corporation Act).

The duty to provide information also extends to the legal and business relationships of the Company with an affiliated company as well as to the situation of the group and the companies included in the consolidated financial statements. The Management Board may refuse to provide information for the reasons listed in Section 131(3) of the German Stock Corporation Act.

In addition, the Chair of the meeting may, in accordance with Section 131(2), second sentence of the German Stock Corporation Act in conjunction with Article 14(6) of the Company's Articles of Association, set a reasonable time limit on the right of shareholders to ask questions and make representations.

**d) Further explanations**

Further explanations of the rights of shareholders pursuant to Section 122(2) and Sections 126(1), 127 and 131(1) of the German Stock Corporation Act are available on the Company's website at:

<https://www.formycon.com/en/investor-relations/annual-general-meeting-2025/>

**9. Information on data subject rights for shareholders and their proxies**

When shareholders register for the General Meeting and exercise their shareholder rights in relation to the General Meeting or grant a power of attorney, the Company collects personal data about the shareholders and/or their proxies in order to enable the shareholders and their proxies to exercise their rights in relation to the General Meeting. The Company processes personal data as a data controller in accordance with the provisions of Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (General Data Protection Regulation) ("**GDPR**") and all other applicable laws.

Details on the processing of personal data and the rights of shareholders and/or their proxies under the GDPR can be found on the Company's website at:

<https://www.formycon.com/en/investor-relations/annual-general-meeting-2025/>

**10. Information published on the Company's website**

This invitation to the General Meeting, any documents to be made available to the General Meeting and further information in connection with the General Meeting will be published on the Company's website from the time the General Meeting is convened at:

<https://www.formycon.com/en/investor-relations/annual-general-meeting-2025/>

Any countermotions, nominations for election and requests for additional items from shareholders that are received by the Company and subject to a publication requirement will also be made available on the website referred to above. The voting results will also be published there after the General Meeting.

Martinsried/Planegg, May 2025

**Formycon AG**  
***The Management Board***