

## Convenience Translation

This version of the Invitation to the Annual General Meeting 2024, prepared for the convenience of English-speaking readers, is a translation of the German original. For purposes of interpretation the German text shall be authoritative and final.



### Formycon AG Munich

ISIN: DE000A1EWVY8  
WKN: A1EWVY

Unique identifier of the event: FYB062024oHV

### Invitation to the 2024 Annual General Meeting

We hereby invite our shareholders to the

#### 2024 Annual General Meeting

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

**Wednesday, 12 June 2024, at 11:00 hours (CEST)**

at Haus der Bayerischen Wirtschaft,  
Max-Joseph-Straße 5, 80333 Munich

#### I. **Agenda**

- 1. Presentation of the approved annual financial statements of Formycon AG and the approved consolidated financial statements as of 31 December 2023 as well as the combined management report for Formycon AG and the Group and the report of the Supervisory Board for the 2023 financial year**

As from the time the 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-2024/>

The documents will also be available for inspection by shareholders at the 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*, “**AktG**”). No resolution of the 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 2023 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 2023 financial year by way of individual formal approval.

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

- 3.1. acts of **Dr. Olaf Stiller** during his term of office as a member of the Supervisory Board for the 2023 financial year;
- 3.2. acts of Mr. **Peter Wendeln** during his term of office as a member of the Supervisory Board for the 2023 financial year;
- 3.3. acts of Mr. **Wolfgang Essler** during his term of office as a member of the Supervisory Board for the 2023 financial year;
- 3.4. acts of Mr. **Klaus Röhrig** during his term of office as a member of the Supervisory Board for the 2023 financial year;
- 3.5. acts of **Dr. Thomas Strüngmann** during his term of office as a member of the Supervisory Board for the 2023 financial year.

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

The Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Munich, be appointed

- 4.1. as statutory auditor and group auditor for the 2024 financial year;
- 4.2. in the event of the preparation and audited review of any condensed financial statements and an interim management report for the first half-year of the 2024 financial year, as auditor for such audited review; and
- 4.3. in the event of the preparation and audited review of any additional interim financial information in the 2024 financial year and in the 2025 financial year until the next Annual General Meeting, as auditor for such audited review.

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

## 5. Resolution on the election of two new members to the Supervisory Board

In accordance with Sections 95, 96(1) last option, 101(1) AktG in conjunction with Article 6(1) sentence 1 of the Company's Articles of Association, the Supervisory Board consists of four members who are elected by the General Meeting.

The members of the Supervisory Board Dr. Olaf Stiller and Mr. Peter Wendeln have resigned from their respective office with effect from the end of the Annual General Meeting on 12 June 2024. It is therefore necessary to elect two new members of the Supervisory Board by the General Meeting.

In order to be able to react flexibly to any changing requirements in terms of skills in the composition of the Supervisory Board in the future, the terms of office proposed for the following new candidates in these elections are to differ, thereby continuing the staggered structure of the Supervisory Board ("staggered board"). This is intended to avoid the need for an election of all members of the Supervisory Board at a General Meeting, which could lead to a loss of expertise. In contrast, a staggered board – in addition to increasing the Supervisory Board's flexibility – creates a greater balance between retaining existing expertise and gaining new expertise, thereby strengthening the continuity of the Supervisory Board's work. This also regularly improves the familiarization of new members of the Supervisory Board with their new Supervisory Board tasks. Finally, different terms of office make it easier to find suitable successor candidates for the Supervisory Board, as the members of the Supervisory Board do not have to be re-elected in a single General Meeting.

The Supervisory Board proposes that the following persons be elected as members of the Company's Supervisory Board:

- 5.1. Dr. **Bodo Coldewey**, Managing Director of WEGA Invest GmbH, Munich, Germany, residing in Edeweicht, Germany
- 5.2. Mr. **Nicholas Hagger**, Chief Executive Officer (CEO) of HEALTHQUBE LTD, London, United Kingdom, residing in Chalfont St Giles, United Kingdom

The appointment will be made in each case with effect from the end of the Annual General Meeting on 12 June 2024. The appointment of Dr. Coldewey will be made for the term of office ending at the end of the General Meeting that adopts the resolution formally approving the acts for the 2026 financial year. The appointment of Mr. Hagger will be made for the term of office ending at the end of the General Meeting that adopts the resolution formally approving the acts for the 2027 financial year.

It is intended that each member of the Supervisory Board will be elected in a separate vote.

Further voluntary information on the candidates nominated for election including information on memberships on statutory supervisory boards and comparable domestic and foreign supervisory committees of commercial companies (Section 125(1) sentence 5 AktG) is listed following the agenda in section II. of this invitation. This information is also available on the Company's website at

<https://www.formycon.com/en/investor-relations/annual-general-meeting-2024/>

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

**6. Resolution on the increase in size of the Supervisory Board and further amendments to the Articles of Association of the Company**

The Company's Supervisory Board, which currently consists of four members, is to be increased in size and will consist of five members in future. The Company's Articles of Association are therefore to be amended accordingly. The content and wording of the Company's Articles of Association are also to be updated.

A resolution on the cancellation of 2023 Authorized Capital in Article 4(3) of the Company's Articles of Association and the creation of a new 2024/I Authorized Capital with the option to exclude subscription rights as well as the corresponding amendment to the Company's Articles of Association is to be adopted separately under agenda item 9.

A comparative version, showing all of the amendments to the Articles of Association proposed for resolution under this agenda item 6 as compared to the Company's current Articles of Association, will, from the time the General Meeting is convened, be available on the Company's website at

<https://www.formycon.com/en/investor-relations/annual-general-meeting-2024/>

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

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

- a) Article 2 of the Articles of Association (Objects of the Company) be added the following paragraph 4:

*"4. The Company may limit its activities to a part of the activities specified in para. 1. It may also pursue its corporate objects pursuant to para. 1, in whole or in part, through affiliated companies within the meaning of Sections 15 et seqq. of the German Stock Corporation Act (Aktiengesetz – AktG) or companies in which the Company holds an interest (including joint ventures)."*

- b) Article 4 of the Articles of Association (Amount and Division of the Share Capital) be amended as follows:

Article 4(4) and (5) of the Articles of Association be reworded as follows:

*"4. The Management Board determines the form and content of share certificates as well as any dividend and renewal coupons with the consent of the Supervisory Board.*

*5. Shareholders are not entitled to claim individual certification of the ownership interest held, insofar as this is permitted by law. The Company may issue share certificates representing individual shares (single shares) or several or all shares (global shares). Shareholders are not entitled to the issue of dividend and renewal coupons."*

Article 4 of the Articles of Association be added to following paragraph 9:

Convenience Translation

- “9. *In the event of a capital increase, the net profit participation can be determined in deviation from Section 60(2) AktG.*”
- c) Article 6 of the Articles of Association (Composition and Election of the Supervisory Board) be completely reworded as follows:
- “1. *The Supervisory Board shall consist of five (5) members. The members of the Supervisory Board are to be elected by the General Meeting. The General Meeting is not bound by election proposals.*
  2. *Unless the General Meeting specifies a shorter term of office, the Supervisory Board members shall be elected until the end of the General Meeting that resolves on the discharge of the Supervisory Board members for the fourth financial year after commencement of the term of office. The financial year in which the term of office commences shall not be considered for this calculation. Re-election of Supervisory Board members shall be permissible.*
  3. *If a Supervisory Board member withdraws from the Supervisory Board before expiration of such member’s term of office, a successor for the withdrawing member shall be elected at the next General Meeting. The newly elected Supervisory Board member shall hold office for the remaining term of office of the withdrawing member, unless the General Meeting specifies a different term of office, which may not exceed the term of office pursuant to para. 2 sentence 1.*
  4. *The General Meeting may elect substitute members for the Supervisory Board members at the same time. These shall replace the Supervisory Board members withdrawing before expiration of their regular term of office in a sequence determined by the General Meeting at the time of election. If a substitute member replaces the withdrawing Supervisory Board member, his or her office shall expire at the end of the General Meeting at which a replacement election is held in accordance with para. 3 above, but at the latest at the expiration of the term of office of the withdrawing Supervisory Board member. If the substitute member who withdrew as a result of a replacement election was appointed for several Supervisory Board members, his or her position as a substitute member shall be revived.*
  5. *The General Meeting may dismiss Supervisory Board members before the end of their term of office without giving reasons.*
  6. *Each member and substitute member of the Supervisory Board may resign from office, also without good cause, by giving one month’s notice in text form (Section 126b BGB) to the Chairman of the Supervisory Board – or, if the Chairman resigns from office, to the Deputy Chairman. The Chairman or, in the event of resignation by the Chairman, the Deputy Chairman may shorten the notice period or waive compliance with the notice period.”*
- d) Article 7 of the Articles of Association (Chairman and Deputy Chairman) be completely reworded as follows:

Convenience Translation

- “1. *The Supervisory Board shall elect a Chairman and a Deputy Chairman from among its members. The election shall take place following the General Meeting at which the Supervisory Board members have been newly elected; no special invitation is required for this meeting. The election is conducted by the oldest Supervisory Board member present in terms of age. The term of office of the Chairman and Deputy Chairman corresponds to their respective term of office as a Supervisory Board member unless a shorter term of office is determined at the time of the election.*
  2. *If the Chairman or Deputy Chairman resigns from office prematurely, this shall not affect the continuation of the office of the Deputy Chairman or the Chairman, respectively. The Supervisory Board shall then immediately elect a new Chairman or Deputy Chairman, as applicable, for the remaining term of office of the resigning person.*
  3. *Unless otherwise provided by law or these Articles of Association, the Deputy Chairman shall exercise the legal and statutory rights and duties of the Chairman if the latter is unable to act.*
  4. *Declarations of intent by the Supervisory Board will be given on behalf of the Supervisory Board by the Chairman and, if he is unable to act, by his deputy. The Chairman and, if he is unable to act, his deputy are authorized to accept declarations on behalf of the Supervisory Board.”*
- e) Article 8 of the Articles of Association (Amendment to the Articles of Association) be amended as follows:

The title of Article 8 of the Articles of Association be reworded as follows:

**“§ 8 Rights and Duties of the Supervisory Board; Rules of Procedure and Committees”**

Article 8 of the Articles of Association be completely reworded as follows:

- “1. *The Supervisory Board shall have all rights and duties assigned to it by law and these Articles of Association. The members of the Supervisory Board are not bound by specific assignments or instructions.*
2. *The Supervisory Board is authorized to adopt amendments and additions to the Articles of Association that only concern the wording of the Articles of Association.*
3. *The Supervisory Board shall provide itself with rules of procedure in accordance with the statutory provisions and the provisions of these Articles of Association.*
4. *The Supervisory Board forms and appoints an Audit Committee from among its members. In accordance with the statutory provisions, the Supervisory Board may form further committees from among its members and determine their composition, duties and powers in rules of procedure. To the extent permitted by law or the Articles of Association, the Supervisory Board may delegate tasks, powers to render decisions*

*and rights incumbent upon it to its Chairman, individual members or committees formed from among its members.”*

- f) Article 9 of the Articles of Association (Convening, Quorum and Adoption of Resolutions) be amended as follows:

The title of Article 9 of the Articles of Association be reworded as follows:

**“§ 9 Meetings and Resolutions”**

Article 9 of the Articles of Association be completely reworded as follows:

- “1. *The Supervisory Board holds as many meetings as required by law or the Company’s business; it shall meet at least twice every half calendar year.*
2. *The meetings of the Supervisory Board shall be convened by the Chairman or his deputy by notice subject to a notice period of twelve (12) days. The day on which the convening notice is sent and the day of the meeting shall not be considered for the calculation of the notice period. The Meetings may be convened in writing, by e-mail or by other electronic means of communication. The Chairman may shorten this period adequately in urgent cases and also convene the meeting verbally or by telephone.*
3. *The Chairman of the Supervisory Board shall chair the meetings.*
4. *Resolutions of the Supervisory Board shall generally be adopted in meetings. By order of the Chairman or with the consent of all members of the Supervisory Board, meetings may also be held in the form of a telephone conference or by other electronic means of communication (in particular video conferencing) and/or individual Supervisory Board members may be connected by telephone or by other electronic means of communication; in these cases, resolutions may be passed by telephone conference or by other electronic means of communication. Supervisory Board members connected by telephone or other electronic means of communication shall be deemed to be present. Supervisory Board members who are absent or not connected by telephone or other electronic means of communication may also participate in the adoption of the resolution by the Supervisory Board by having written votes submitted by another Supervisory Board member. In addition, they may also cast their vote in advance of the meeting, during the meeting or subsequently within a reasonable period of time to be determined by the Chairman of the Supervisory Board orally, by telephone, by e-mail or by other electronic means of communication. There is no right to object to the form of resolution ordered by the Chairman.*
5. *Resolutions may also be adopted without convening a meeting in writing, by telephone, by e-mail or by video conference or by other electronic means of communication if the Chairman instructs this and either the participating Supervisory Board members are in contact with each other by electronic means of communication and can discuss the subject of the resolution or no member of the Supervisory Board objects to the procedure.*

Convenience Translation

6. *The Supervisory Board shall constitute a quorum if at least one half of the members of which it shall be composed participate in the adoption of the resolution. In any case, three (3) members must participate in the adoption of the resolution.*
7. *Unless provided otherwise by law or the Articles of Association, resolutions of the Supervisory Board shall require the majority of the votes cast. Abstentions shall not count as votes cast for this purpose. In the event of a tied vote, the Chairman or, if he does not participate in the resolution, the Deputy Chairman shall have the casting vote (casting vote).*
8. *The meetings of the Supervisory Board and resolutions adopted by the Supervisory Board outside of meetings within the meaning of para. 5 shall be recorded in minutes. The Chairman of the Supervisory Board shall sign the minutes.”*

- g) Article 10 of the Articles of Association (Remuneration) be amended as follows:

Article 10(2) of the Articles of Association be reworded as follows:

- “2. *Beyond the remuneration in accordance with the above paragraphs, the members of the Supervisory Board shall be reimbursed by the Company for the expenses reasonably incurred in the exercise of their Supervisory Board mandate upon presentation of proof, including any statutory value added tax owed on their remuneration and expenses.”*

Article 10 of the Articles of Association be added the following paragraph 3:

- “3. *The members of the Supervisory Board shall be covered by insurance against pecuniary damage, taken out by and in the interest of the Company in an appropriate amount for board members, insofar as such a policy exists. The insurance premiums shall be borne by the Company.”*

- h) Article 11 of the Articles of Association (Tasks of the General Meeting) be amended as follows:

The title of Article 11 of the Articles of Association be reworded as follows:

**“§ 11 Annual General Meeting”**

Article 11 of the Articles of Association be completely reworded as follows:

- “1. *The Annual General Meeting shall be held within the first eight months of a financial year.*
2. *The Annual General Meeting resolves in particular on the appropriation of the net profit, the discharge of the Management Board and Supervisory Board, the election of Supervisory Board members, the election of the auditor and, in the cases provided for by law, the adoption of the annual financial statements and, at the request of the Management Board, on special matters.”*



Convenience Translation

- i) Article 12 of the Articles of Association (Place and Convening of the General Meeting; Requirements for Attending and Exercising of the Voting Right, Periods and Dates) be amended as follows:

The title of Article 12 of the Articles of Association be reworded as follows:

**“§ 12 Place and Convening of the General Meeting; Attendance”**

Article 12 of the Articles of Association be completely reworded as follows:

- “1. *General Meetings shall take place at the Company’s registered office in Munich, at the place of the business address entered in the commercial register or at a place in Germany where a stock exchange is situated.*
2. *General Meetings must be convened at least within the statutory minimum periods.*
3. *The Management Board is authorized within the legal requirements to provide for the General Meeting to be held without the physical presence of shareholders or their proxies at the place of the General Meeting (virtual General Meeting). This authorization shall apply to the holding of virtual General Meetings until the end of 31 August 2026.*
4. *Only those shareholders are entitled to attend the General Meeting and to exercise their voting right who have registered in good time and provided evidence of their share ownership.*
5. *The registration must be received by the Company at least six (6) days prior to the General Meeting under the address specified in the notice of the General Meeting for this purpose; in the notice, a shorter period measured in days can be provided. The day of the General Meeting and the day of receipt shall not be included in the calculation of the period. The registration must be made in text form (Section 126b BGB) or by another electronic means to be specified by the Company in German or English.*
6. *The evidence of share ownership pursuant to para. 4 must be provided in text form (Section 126b BGB). Proof of share ownership in accordance with Section 67c(3) AktG is sufficient in any case. The proof of share ownership must refer to the close of business on the 22nd day prior to the General Meeting (“record date”) and must be received by the Company at least six (6) days prior to the General Meeting under the address specified for this purpose in the notice of the General Meeting. In the notice, a shorter period measured in days can be provided. The day of the General Meeting and the day of receipt shall not be included in the calculation of the period.*
7. *Supervisory Board members may participate in the General Meeting by means of video and audio transmission if (i) the Supervisory Board member concerned is prevented from physically attending the General Meeting, is resident abroad or their presence at the place of the General Meeting would involve an unreasonably long journey, or (ii) if the General Meeting is held as a virtual General Meeting.”*

- j) A new Article 13 be added to the Articles of Association, which is worded as follows:

**“§ 13 Exercise of the Voting Right and Representation**

1. *The voting right can be exercised by a proxy. The granting of a proxy, its revocation and evidence of authorization to the Company require text form (Section 126b BGB). A simplification of the form may be determined in the notice of the General Meeting. Section 135 AktG remains unaffected.*
2. *The Management Board is authorized to allow shareholders to participate in the General Meeting even without attending in person or through a proxy, and to exercise all or parts of their rights in full or in part by means of electronic communication (online attendance). The Management Board is also authorized to determine the details of the procedure. These will be announced with the notice of the General Meeting.*
3. *The Management Board is authorized to allow shareholders to pass their votes in writing or by means of electronic communication even without attending the meeting in person or through a proxy (postal vote). The Management Board is also authorized to determine the details of the procedure. These will be announced with the notice of the General Meeting.”*

- k) The current Article 13 of the Articles of Association (Voting Right and Chair) be amended as follows:

The current Article 13 of the Articles of Association will be renumbered Article 14 of the Articles of Association due to the insertion of a new Article 13 of the Articles of Association (see above under lit. j)).

The title of the current Article 13 of the Articles of Association be reworded as follows:

**“§ 14 Voting Right and Chairman of the General Meeting”**

The current Article 13 of the Articles of Association (now Article 14 of the Articles of Association) be completely reworded as follows:

- “1. *Each share shall grant one vote at the General Meeting, unless the voting right is excluded by law or the Articles of Association.*
2. *Unless otherwise provided by law, resolutions of the General Meeting shall be passed by simple majority of the votes cast. If the law prescribes a capital majority in addition to a majority of votes for resolutions of the General Meeting, a simple majority of the share capital represented at the time the resolution is passed is sufficient, insofar as this is legally permissible.*
3. *If in the case of elections, the required majority of votes is not achieved in the first ballot, a run-off election is held between the persons who received the highest number of votes. In the run-off election, the highest*

Convenience Translation

*number of votes shall be decisive; in the event of a tie, the chairman of the meeting shall draw lots.*

4. *The General Meeting shall be chaired by the Chairman of the Supervisory Board or by another member of the Supervisory Board to be designated by him (Chairman of the meeting). If neither the Chairman of the Supervisory Board nor a member of the Supervisory Board designated by him chairs the meeting, the Supervisory Board elects the Chairman of the meeting. If the Supervisory Board does not make use of this option, the General Meeting elects the Chairman of the meeting.*
  5. *The Chairman of the meeting shall chair the General Meeting and organize its proceedings. He may use the support of assistants, in particular when exercising domiciliary rights. The Chairman of the meeting shall determine the order of speakers and the treatment of the agenda items as well as the form, procedure and further details of the voting and may, to the extent permitted by law, decide on the combination of factually related resolution items into one voting item.*
  6. *The Chairman of the meeting is authorized to impose reasonable time limits on the shareholders' right to speak and on shareholders' questions within the meaning of Section 131(1) sentence 1 AktG, on follow-up questions within the meaning of Section 131(1d) sentence 1 AktG and on questions on new matters within the meaning of Section 131(1e) sentence 1 AktG. In particular, he may set reasonable limits on speaking time, question time (including the time for follow-up questions and questions on new matters) or the combined speaking and question time (including the time for follow-up questions and questions on new matters) as well as the reasonable time limit for the entire General Meeting itself, for individual agenda items and for individual speakers at the beginning or during the course of the General Meeting; this also includes, in particular, the possibility of closing the list of speakers early if necessary and ordering the end of the debate.*
  7. *The Management Board or the Chairman of the meeting may authorize the partial or complete recording and transmission of the General Meeting in audio and video form via electronic and other media. The transmission may also take place in a form to which the public has unrestricted access."*
- l) Section VI. of the Articles of Association (Non-Competition Clause, Inventions) and the previously vacant Article 14 of the Articles of Association be deleted.
- m) Section VII. of the Articles of Association (Financial Year, Annual Financial Statements, Appropriation of the Net Profit, Incorporation Expenses) be renumbered as follows:

**"VI. Financial Year, Annual Financial Statements, Appropriation of the Net Profit, Incorporation Expenses"**

## 7. Resolution on the election of one new member to the enlarged Supervisory Board

In accordance with Sections 95, 96(1) last option, 101(1) AktG in conjunction with Article 6(1) sentence 1 of the Company's Articles of Association in the version applicable at the time the General Meeting is convened, the Supervisory Board consists of four members who are elected by the General Meeting.

Once the increase in size of the Supervisory Board proposed for resolution under agenda item 6 lit. c) and the corresponding amendment to the Company's Articles of Association take effect, the Supervisory Board will consist of five members elected by the General Meeting in accordance with Sections 95, 96(1) last option, 101(1) AktG in conjunction with Article 6(1) sentence 1 of the Company's Articles of Association.

One additional member of the Supervisory Board is therefore to be elected.

The Supervisory Board proposes that the following person be elected as member of the Company's Supervisory Board:

Mr. **Colin Michael Bond**, Member of the Board of Directors and Chief Financial Officer (CFO) of Sandoz AG, Basel, Switzerland, residing in Zurich, Switzerland.

The appointment will be made with effect from the entry of the amendment of the Company's Articles of Association resolved under agenda item 6 lit. c) of this General Meeting in the commercial register responsible for the Company, but at the earliest with effect from 1 October 2024. The appointment will be made for the term of office ending at the end of the General Meeting that adopts the resolution formally approving the acts for the 2027 financial year.

Further voluntary information on the candidate nominated for election including information on memberships on statutory supervisory boards and comparable domestic and foreign supervisory committees of commercial companies (Section 125(1) sentence 5 AktG) is listed following the agenda in section III. of this invitation. This information is also available on the Company's website at

<https://www.formycon.com/en/investor-relations/annual-general-meeting-2024/>

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

## 8. Resolution on the remuneration of the members of the Company's Supervisory Board

Pursuant to Section 113(1) AktG in conjunction with Article 10(1) of the Company's Articles of Association, the members of the Supervisory Board may be granted remuneration for their activities, which is authorized by the General Meeting. The Annual General Meeting on 19 June 2018 most recently made use of this authorization under agenda item 5. Following an in-depth review, the Management Board and Supervisory Board have come to the conclusion that the remuneration of the Supervisory Board's members is no longer commensurate with their tasks and the Company's situation and should therefore be revised.

## Convenience Translation

The Management Board and Supervisory Board therefore propose that the following resolution be adopted with effect from 1 July 2024 until the General Meeting adopts a new resolution on the Supervisory Board's member's remuneration:

- a) The members of the Supervisory Board will receive a fixed remuneration of EUR 30,000.00 for the relevant financial year of the Company. The Chairman of the Supervisory Board will receive a fixed remuneration of EUR 80,000.00 and the Deputy Chairman will receive a fixed remuneration of EUR 50,000.00 for the relevant financial year of the Company.
- b) In addition, the members of the Supervisory Board will receive a fixed remuneration of EUR 5,000.00 for their committee activities for the relevant financial year of the Company. The Chairman of the Audit Committee will receive a fixed remuneration of EUR 15,000.00 and the Chairman of the Nomination and Remuneration Committee will receive a fixed remuneration 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 Chairman of the Supervisory Board and each Chairman 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 in meetings held in the form of a telephone conference or by other electronic means of communication, as well as to the connection of meetings by telephone or other electronic means of communication.
- d) The remuneration 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 Chairman of the Supervisory Board or of a committee or as Deputy Chairman will receive a pro rata share of such remuneration.

### **9. Resolution on the cancellation of the 2023 Authorized Capital and the creation of a new 2024/I Authorized Capital, with the option of excluding subscription rights, and on the corresponding amendment to the Company's Articles of Association**

On 25 July 2023, the Annual General Meeting authorized the Management Board, under agenda item 7, to increase the Company's share capital, with the consent of the Supervisory Board, by a total of up to EUR 8,019,387.00 ("**2023 Authorized Capital**") by issuing new no-par value bearer shares against contributions in cash and/or in kind in full or in partial amounts, once or multiple times in the period up to 24 July 2028.

The Management Board partially utilized the 2023 Authorized Capital, with the approval of the Supervisory Board, as part of the capital increase carried out in January/February 2024, excluding shareholders' subscription rights. The 2023 Authorized Capital therefore currently still exists in the amount of EUR 6,415,510.00. The 2023 Authorized Capital is governed by Article 4(3) of the Company's Articles of Association.

## Convenience Translation

The Management Board's written report on the utilization of the 2023 Authorized Capital, excluding subscription rights, will, from the time the General Meeting is convened, be available on the Company's website at

<https://www.formycon.com/en/investor-relations/annual-general-meeting-2024/>

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

In order to enable the Company to be able to react flexibly on the capital market at any time in the future, the 2023 Authorized Capital is to be cancelled and replaced by the new 2024/I Authorized Capital. The Company would like to be able to make use of the option extended by the German Future Financing Act (*Zukunftsfinanzierungsgesetz, ZuFinG*) of 11 December 2023 (published in the Federal Law Gazette 2023 I, No. 354 of 14 December 2023) for a simplified exclusion of subscription rights in cash capital increases pursuant to Sections 203(1) sentence 1, 186(3) sentence 4 AktG up to a maximum of 20% of the share capital, whenever necessary in the future. In addition, claims from share participation or other share-based programs can also be paid for in future using the 2024/I Authorized Capital. The 2024/I Authorized Capital is to again have a total volume of 50% of the current share capital.

In accordance with Sections 203(2) sentence 2 and 186(4) sentence 2 AktG, 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 from the time of convening the General Meeting on the Company's website at

<https://www.formycon.com/en/investor-relations/annual-general-meeting-2024/>

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

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

a) Cancellation of the 2023 Authorized Capital

The authorization of the Management Board granted by the Company's Annual General Meeting on 25 July 2023, under agenda item 7, to increase pursuant to Article 4(3) of the Company's Articles of Association the Company's share capital, with the consent of the Supervisory Board, by issuing new no-par value bearer shares against contributions in cash and/or in kind, in full or in partial amounts, once or multiple times in the period up to 24 July 2028 to the extent specified in the provisions of the Articles of Association (2023 Authorized Capital) is to be – insofar as it was not used – cancelled conditional on the new 2024/I Authorized Capital under agenda item 9 lit. b) taking effect and the entry in the commercial register of the amendment to Article 4(3) of the Company's Articles of Association pursuant to agenda item 9 lit. c). Until the date on which the cancellation of the 2023 Authorized Capital takes effect, the Management Board remains entitled to exercise this authorization, with the consent of the Supervisory Board, within its limits, whereby in the event of exercise, it will be offset against the following 2024/I Authorized Capital in accordance with lit. b) and lit. c) of this agenda item 9.

- b) Creation of a new 2024/I Authorized Capital with the option to exclude subscription rights

At the time that the amendment to Article 4(3) of the Company's Articles of Association becomes effective in accordance with lit. c) of this agenda item 9, the Management Board is authorized to increase the Company's share capital, with the consent of the Supervisory Board, by a total of up to EUR 8,828,451.00 (in words: eight million eight hundred and twenty-eight thousand four hundred and fifty-one euros) by issuing up to 8,828,451 new no-par value bearer shares ("**maximum amount**") against contributions in cash and/or in kind, once or multiple times, in the period up to 11 June 2029 ("**2024/I Authorized Capital**"). The maximum amount shall include the proportionate amount of the share capital attributable to any new shares issued after the 3 May 2024 as a result of the exercise of the 2023 Authorized Capital, which was created by resolution of the General Meeting on 25 July 2023.

In principle, the Company's shareholders are to be granted subscription rights. The shares may also be subscribed for by one or more credit institution(s) or one or more enterprise(s) operating pursuant to sections 53(1) sentence 1, 53b(1) sentence 1 or 53b(7) of the German Banking Act (*Gesetz über das Kreditwesen*) with the obligation to offer the shares to the shareholders of the Company pursuant to section 186(5) AktG (*indirect subscription right*).

The Management Board is authorized, with the consent of the Supervisory Board, to exclude shareholders' subscription rights for one or more capital increases in the context of the 2024/I Authorized Capital,

- (i) in order to exclude fractional amounts from the subscription right;
- (ii) to issue shares against cash contributions, provided that the issue price of the new shares is not significantly lower than the stock exchange price (including the listing in the Regulated Unofficial Market (*Freiverkehr*)) of the shares of the Company already listed on the stock exchange within the meaning of Sections 203(1) and (2), 186(3) sentence 4 AktG and that the pro rata amount of the share capital attributable to the new shares issued with the exclusion of subscription rights in accordance with section 186(3) sentence 4 AktG does not exceed a total of 20% of the share capital of the Company, either at the time the 2024/I Authorized Capital becomes effective or – if such amount is lower – at the time the 2024/I Authorized Capital is utilized. This limit of 20% of the share capital will include the pro rata amount of the share capital attributable to shares (a) that are sold during the term of the 2024/I Authorized Capital on the basis of an authorization to sell treasury shares pursuant to Section 71(1) no. 8 sentence 5 second half-sentence AktG in conjunction with Section 186(3) sentence 4 AktG subject to the exclusion of shareholders' subscription rights; (b) that are issued or are to be issued to satisfy bonds with conversion or option rights or conversion or option obligations, provided that such bonds are issued in analogous application of Section 186(3) sentence 4 AktG during the term of the 2024/I Authorized Capital subject to the exclusion of shareholders' subscription rights; (c) that are issued during the term of the 2024/I Authorized Capital on the basis of other authorized capital subject to the exclusion of shareholders' subscription rights in accordance with

#### Convenience Translation

Section 203(2) sentence 1 AktG in conjunction with Section 186(3) sentence 4 AktG or on the basis of other capital measures subject to the exclusion of shareholders' subscription rights in analogous application of Section 186(3) sentence 4 AktG;

- (iii) to issue shares against contributions in kind, in particular – but not limited thereto – in the context of mergers or for the purpose of acquiring (including indirectly) companies, businesses, parts of companies, interests in companies or other assets, including claims against the Company or any of its group companies, or to satisfy bonds issued for contributions in kind;
- (iv) to the extent necessary to grant holders or creditors of convertible bonds, warrant bonds, profit participating rights and/or profit participation bonds (or combinations of these instruments) (collectively “**Bonds**”) with conversion or option rights, or conversion or option obligations, and which have been or will be issued by the Company or a directly or indirectly affiliated company, subscription rights to new no-par value bearer shares in the Company in the amount to which they would be entitled as shareholders after the exercise of the option or conversion rights, or after fulfilment of the conversion or option obligations or to the extent the Company exercises with regard to such Bonds its right to issue, in whole or in part, shares in the Company instead of payment of the cash amount due;
- (v) to issue new shares to members of the Company's Management Board, members of the management of a company affiliated with the Company within the meaning of Section 15 AktG or employees of the Company and its affiliated companies within the meaning of Section 15 AktG against contributions in cash and/or in kind, including claims against the Company, as part of share participation or other share-based programs. In particular, the new shares may also be issued at favorable conditions (including an issue at the lowest issue price within the meaning of Section 9(1) AktG) and/or against the contribution of remuneration claims. The new shares may also be issued through the intermediary of one or more credit institution(s), securities institution(s) or a company operating pursuant to Section 53(1) sentence 1 or Section 53b(1) sentence 1 or 53b(7) of the German Banking Act (*Gesetz über das Kreditwesen*). To the extent permitted by law, the new shares may also be issued in such a way that the contribution to be made to them is covered by the portion of the net profit for the year that the Management Board and Supervisory Board could allocate to other revenue reserves in accordance with Section 58(2) AktG. The pro rata amount of the share capital attributable to shares issued in exercise of this authorization subject to the exclusion of subscription rights may not exceed a total of 10% of the share capital, neither at the time this authorization becomes effective nor at the time it is exercised. This limit of 10% will include the pro rata amount of the share capital attributable to any shares that have been issued or transferred from authorized capital, conditional capital or treasury shares to members of the Company's Management Board, members of the management of a company affiliated with the Company within the meaning of Section 15 AktG or employees of the Company and its affiliated companies within the meaning of Section 15 AktG as



## Convenience Translation

part of share option programs and/or share-based remuneration since the resolution on 2024/I Authorized Capital was adopted. To the extent that shares are to be issued to members of the Company's Management Board as part of this authorization, the Supervisory Board of the Company shall decide on the allocation in accordance with the allocation of responsibilities under stock corporation law;

- (vi) in order to distribute a dividend in kind, in the context of which shares in the Company are issued (also partially and/or optionally) in return for the contribution of shareholders' dividend entitlements (scrip dividend).

The Management Board is also authorized, with the consent of the Supervisory Board, to determine any additional content of the rights attached to the shares and the conditions of the share issue. This also includes determining the dividend entitlement of the new shares, which may to the extent legally permissible and notwithstanding Section 60(2) AktG, also be determined for a previous financial year.

The Supervisory Board is authorized to amend the wording of the Articles of Association accordingly following full or partial utilization of the 2024/I Authorized Capital or after expiry of the period for the utilization of the 2024/I Authorized Capital.

- c) Amendment of Article 4(3) of the Company's Articles of Association

Article 4(3) of the Company's Articles of Association is reworded as follows:

"The Management Board is authorized to increase the Company's share capital, with the consent of the Supervisory Board, by a total of up to EUR 8,828,451.00 (in words: eight million eight hundred and twenty-eight thousand four hundred and fifty-one euros) by issuing up to 8,828,451 new non-par value bearer shares ("**maximum amount**") against contributions in cash and/or in kind, once or multiple times, in the period up to 11 June 2029 ("**2024/I Authorized Capital**"). The maximum amount shall include the proportionate amount of the share capital attributable to any new shares issued after the 3 May 2024 as a result of the exercise of the 2023 Authorized Capital, which was created by resolution of the General Meeting on 25 July 2023.

In principle, the Company's shareholders are to be granted subscription rights. The shares may also be subscribed for by one or more credit institution(s) or one or more enterprise(s) operating pursuant to sections 53(1) sentence 1, 53b(1) sentence 1 or 53b(7) of the German Banking Act (*Gesetz über das Kreditwesen*) with the obligation to offer the shares to the shareholders of the Company pursuant to section 186(5) AktG (indirect subscription right).

The Management Board is authorized, with the consent of the Supervisory Board, to exclude shareholders' subscription rights for one or more capital increases in the context of the 2024/I Authorized Capital,

- (i) in order to exclude fractional amounts from the subscription right;
- (ii) to issue shares against cash contributions, provided that the issue price of the new shares is not significantly lower than the stock exchange price

## Convenience Translation

(including the listing in the Regulated Unofficial Market (*Freiverkehr*)) of the shares of the Company already listed on the stock exchange within the meaning of Sections 203(1) and (2), 186(3) sentence 4 AktG and that the pro rata amount of the share capital attributable to the new shares issued with the exclusion of subscription rights in accordance with section 186(3) sentence 4 AktG does not exceed a total of 20% of the share capital of the Company, either at the time the 2024/I Authorized Capital becomes effective or – if such amount is lower – at the time the 2024/I Authorized Capital is utilized. This limit of 20% of the share capital will include the pro rata amount of the share capital attributable to shares (a) that are sold during the term of the 2024/I Authorized Capital on the basis of an authorization to sell treasury shares pursuant to Section 71(1) no. 8 sentence 5 second half-sentence AktG in conjunction with Section 186(3) sentence 4 AktG subject to the exclusion of shareholders' subscription rights; (b) that are issued or are to be issued to satisfy bonds with conversion or option rights or conversion or option obligations, provided that such bonds are issued in analogous application of Section 186(3) sentence 4 AktG during the term of the 2024/I Authorized Capital subject to the exclusion of shareholders' subscription rights; (c) that are issued during the term of the 2024/I Authorized Capital on the basis of other authorized capital subject to the exclusion of shareholders' subscription rights in accordance with Section 203(2) sentence 1 AktG in conjunction with Section 186(3) sentence 4 AktG or on the basis of other capital measures subject to the exclusion of shareholders' subscription rights in analogous application of Section 186(3) sentence 4 AktG;

- (iii) to issue shares against contributions in kind, in particular – but not limited thereto – in the context of mergers or for the purpose of acquiring (including indirectly) companies, businesses, parts of companies, interests in companies or other assets, including claims against the Company or any of its group companies, or to satisfy bonds issued for contributions in kind;
- (iv) to the extent necessary to grant holders or creditors of convertible bonds, warrant bonds, profit participating rights and/or profit participation bonds (or combinations of these instruments) (collectively “**Bonds**”) with conversion or option rights, or conversion or option obligations, and which have been or will be issued by the Company or a directly or indirectly affiliated company, subscription rights to new no-par value bearer shares in the Company in the amount to which they would be entitled as shareholders after the exercise of the option or conversion rights, or after fulfilment of the conversion or option obligations or to the extent the Company exercises with regard to such Bonds its right to issue, in whole or in part, shares in the Company instead of payment of the cash amount due;
- (v) to issue new shares to members of the Company's Management Board, members of the management of a company affiliated with the Company within the meaning of Section 15 AktG or employees of the Company and its affiliated companies within the meaning of Section 15 AktG against contributions in cash and/or in kind, including claims against the Company, as part of share participation or other share-based programs.

## Convenience Translation

In particular, the new shares may also be issued at favorable conditions (including an issue at the lowest issue price within the meaning of Section 9(1) AktG) and/or against the contribution of remuneration claims. The new shares may also be issued through the intermediary of one or more credit institution(s), securities institution(s) or a company operating pursuant to Section 53(1) sentence 1 or Section 53b(1) sentence 1 or 53b(7) of the German Banking Act (*Gesetz über das Kreditwesen*). To the extent permitted by law, the new shares may also be issued in such a way that the contribution to be made to them is covered by the portion of the net profit for the year that the Management Board and Supervisory Board could allocate to other revenue reserves in accordance with Section 58(2) AktG. The pro rata amount of the share capital attributable to shares issued in exercise of this authorization subject to the exclusion of subscription rights may not exceed a total of 10% of the share capital, neither at the time this authorization becomes effective nor at the time it is exercised. This limit of 10% will include the pro rata amount of the share capital attributable to any shares that have been issued or transferred from authorized capital, conditional capital or treasury shares to members of the Company's Management Board, members of the management of a company affiliated with the Company within the meaning of Section 15 AktG or employees of the Company and its affiliated companies within the meaning of Section 15 AktG as part of share option programs and/or share-based remuneration since the resolution on 2024/I Authorized Capital was adopted. To the extent that shares are to be issued to members of the Company's Management Board as part of this authorization, the Supervisory Board of the Company shall decide on the allocation in accordance with the allocation of responsibilities under stock corporation law;

- (vi) in order to distribute a dividend in kind, in the context of which shares in the Company are issued (also partially and/or optionally) in return for the contribution of shareholders' dividend entitlements (scrip dividend).

The Management Board is also authorized, with the consent of the Supervisory Board, to determine any additional content of the rights attached to the shares and the conditions of the share issue. This also includes determining the dividend entitlement of the new shares, which may to the extent legally permissible and notwithstanding Section 60(2) AktG, also be determined for a previous financial year.

The Supervisory Board is authorized to amend the wording of the Articles of Association accordingly following full or partial utilization of the 2024/I Authorized Capital or after expiry of the period for the utilization of the 2024/I Authorized Capital.

- d) Application for entry in the commercial register

The Management Board is instructed to apply for the cancellation of the 2023 Authorized Capital contained in Article 4(3) of the Company's Articles of Association resolved under lit. a) above of this agenda item 9 and the creation of the new 2024/I Authorized Capital resolved under lit. b) above of this agenda item 9 as well as the corresponding amendment to the Articles of Association pursuant to lit. c) above of this agenda item 9 to be registered with the

commercial register responsible for the Company not before 1 August 2024 and with the proviso that the cancellation of the 2023 Authorized Capital is registered first, but only if the newly created 2024/I Authorized Capital and the corresponding amendment to the Company's Articles of Association are registered in the commercial register at the same time.

**10. Resolution on the cancellation of the existing authorizations and the granting of a new authorization to acquire and use treasury shares, including the authorization to redeem acquired treasury shares and reduce the share capital as well as to exclude subscription rights**

The Annual General Meeting on 27 June 2019 authorized the Management Board under agenda item 8 to acquire treasury shares in an amount of up to 10% of the share capital existing at the time of this resolution up to and including 26 June 2024. Furthermore, the Annual General Meeting on 30 June 2022 authorized the Company under agenda item 7 to acquire treasury shares in an amount of up to 10% of the share capital existing at the time of this resolution up to and including 29 June 2027. The Management Board has not made use of these two authorizations to date.

The Company intends to be able to service claims from share participation or other share-based programs using treasury shares in the future. Against this background and in order to maintain the Company's future flexibility with regard to the acquisition and use of treasury shares, the previous authorizations to acquire treasury shares are to be cancelled and a new authorization to acquire and use treasury shares is to be granted.

In accordance with Sections 71(1) no. 8 sentence 5 second half-sentence, 186(4) sentence 2 AktG, 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 from the time of convening the General Meeting on the Company's website at

<https://www.formycon.com/en/investor-relations/annual-general-meeting-2024/>

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

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

a) Cancellation of the existing authorizations

The currently existing authorizations to acquire treasury shares granted in accordance with agenda item 8 of the Annual General Meeting on 27 June 2019 and agenda item 7 of the Annual General Meeting on 30 June 2022 are to be cancelled at the time the new authorization under the following lit. b) up to and including lit. e) of this agenda item 10 comes into effect.

b) Granting of a new authorization

The Management Board is authorized, with the consent of the Supervisory Board, to acquire treasury shares in the Company in compliance with the principle of equal treatment (Section 53a AktG) up to a total of 10% of the Company's share capital existing at the time the resolution is adopted or – if

## Convenience Translation

this amount is lower – at the time the authorization is exercised until 11 June 2029 (inclusive). The shares acquired on the basis of this authorization, together with other treasury shares of the Company that the Company has acquired and still holds or which are attributable to it pursuant to Sections 71a et seq. AktG, may not exceed 10% of the Company's registered share capital at any point in time.

The authorization may be exercised once or multiple times, in whole or in part, for one or more purposes by the Company, but also by dependent companies or companies in which the Company holds a majority interest or by third parties for the account of the Company or companies dependent on it or in which the Company holds a majority interest.

The authorization may not be used for the purpose of trading in treasury shares.

### c) Nature and manner of the acquisition of treasury shares

The acquisition of treasury shares takes place at the choice of the Management Board aa) through the stock exchange or bb) by means of a public offer directed to all shareholders of the Company or by means of a public invitation to the shareholders to make a sales offer (the acquisition according to lit. bb) is referred to hereinafter as "**Public Offer**").

#### aa) Acquisition of shares through the stock exchange

If the treasury shares are acquired through the stock exchange, the purchase price per share paid by the Company (without ancillary costs) may not be more than 10% higher or lower than the Company's share price in Xetra trading (or a corresponding successor system) ascertained by the opening auction on the last three (3) stock exchange trading days before the acquisition.

#### bb) Acquisition of shares by a Public Offer

In the case of an acquisition by way of a Public Offer, the Company can determine a fixed purchase price or a purchase price range for each share (without ancillary costs) within which it is prepared to acquire shares. In the Public Offer, the Company can determine a period for the acceptance or submission of the offer as well as the option and the conditions for an adjustment of the purchase price range during this period in the event of significant price changes. The purchase price will, in the case of a purchase price range, be set on the basis of the sales price stated in the acceptance or offer declarations by the shareholders and the volume of the acquisition as determined by the Management Board after the end of the offer period.

- (1) In the case of a Public Offer by the Company, the purchase price offered (excluding ancillary costs) or the purchase price range may not be more than 10% higher or lower than the volume-weighted average of the closing price of the Company's shares in Xetra trading (or a corresponding successor system) on the last three (3) stock exchange trading days before the day on which the offer is publicly announced. In the event of an adjustment of the purchase

## Convenience Translation

price range by the Company, the last three (3) stock exchange trading days prior to the public announcement of the adjustment will be the basis for the adjustment.

- (2) In the case of a public invitation to all shareholders to submit offers for sales, the purchase price per Company share ascertained on the basis of the offers made (excluding ancillary costs) may not be more than 10% higher or lower than the volume-weighted average of the closing price of the Company's shares in Xetra trading (or a corresponding successor system) on the last three (3) stock exchange trading days before the day of announcement of the public invitation to submit sales offers. In the event of an adjustment of the purchase price range by the Company, the last three (3) stock exchange trading days prior to the public announcement of the adjustment will be the basis for the adjustment.

The volume of the purchase offer or the invitation to sell can be limited. If the shares offered by the shareholders for acquisition exceed the total amount of the purchase offer or of the Company's invitation to sell, the shares offered shall be taken into account or accepted in the proportion of the total amount of the purchase offer or the invitation to sell to the total of shares offered by the shareholders. It can, however, be provided that lower amounts of up to one hundred (100) offered shares can be acquired on a preferential basis. The Public Offer can provide for additional conditions.

- d) Authorization of the Management Board to sell or otherwise use acquired shares

The Management Board is authorized, with the consent of the Supervisory Board, to use the treasury shares acquired by the Company on the basis of the above authorization and earlier authorizations pursuant to Section 71(1) no. 8 AktG for all legally permissible purposes and in particular, in addition to sale on the stock exchange or by means of an offer to all shareholders, to pursue any admissible purpose, including in the following manner:

- aa) The treasury shares can be redeemed and the Company's share capital can be reduced by that part of the share capital allotted to the redeemed shares without the redemption or its implementation requiring a further resolution by the General Meeting. The Management Board can redeem the treasury shares also in the simplified procedure without reducing the share capital so that by the redemption the proportion of the other shares in the share capital is increased. If the redemption of the shares takes place in the simplified procedure without reducing the share capital, the Management Board is authorized to amend the number of shares in the Articles of Association.
- bb) They can be used in order to distribute a dividend in kind, in the context of which shares in the Company are issued (also partially and/or optionally) in return for the contribution of shareholders' dividend entitlements (scrip dividend).

## Convenience Translation

- cc) They can be offered for purchase, promised and transferred to persons who are employed or who were employed by the Company or one of its affiliates within the meaning of Section 15 AktG and board members of the Company or its affiliates as part of share participation or other share-based programs for a fee or free of charge; the offered, promised or transferred shares can also be transferred to the beneficiaries after termination of the board membership or employment relationship. The shares can also be transferred to a credit institution, securities institution or a company operating pursuant to Section 53(1) sentence 1 or Section 53b(1) sentence 1 or Section 53b(7) of the German Banking Act (*Gesetz über das Kreditwesen*) or to a consortium of such credit institutions or securities institutions which takes over the shares with the obligation to use them solely for the purposes in sentence 1. Insofar as shares are to be granted to members of the Company's Management Board within the scope of this authorization, the Company's Supervisory Board shall decide on the allocation in accordance with the allocation of responsibilities under stock corporation law.
- dd) They can be offered for purchase and transferred to the beneficiaries to service the share options issued under the Company's share option program described under agenda item 7 of the Annual General Meeting on 10 December 2020 (Share Option Program 2020). Insofar as shares are to be granted to members of the Company's Management Board as part of this authorization, the Supervisory Board of the Company shall decide on the allocation in accordance with the allocation of responsibilities under stock corporation law.
- ee) They can be offered to and transferred to third parties in return for contributions in kind, in particular as part of business combinations or the acquisition of companies, operations, parts of companies or interests. The aforementioned shares may also be used for the termination or settlement of corporate litigation at affiliates of the Company.
- ff) They may be sold to third parties for cash if the price at which the Company's shares are sold is not significantly lower than the stock exchange price (including the listing in the Regulated Unofficial Market (*Freiverkehr*)) of a Company share at the time of sale (Section 71(1) no. 8 sentence 5 AktG in conjunction with Section 186(3) sentence 4 AktG). The proportionate amount of the share capital attributable to the number of shares sold on the basis of this authorization may not exceed 10%, either at the time of the resolution or – if this value of the share capital is lower – at the time this authorization is exercised. Shares issued or sold in direct or analogous application of Section 186(3) sentence 4 AktG during the term of this authorization up to this point in time are to be counted toward this limit. Shares that were or can be issued to service convertible bonds or warrant bonds or profit participation rights with conversion or option rights must also be included, provided that the underlying bonds are issued in future during the term of this authorization with the exclusion of subscription rights in accordance with Section 186(3) sentence 4 AktG.

gg) They can be used to service acquisition obligations or acquisition rights to shares in the Company arising from and in connection with convertible bonds, warrants bonds, profit participation rights and/or profit participating bonds (or combinations of these instruments) with conversion or option rights or conversion or option obligations issued by the Company or one of its group companies.

e) Other provisions

The authorization under lit. d) above to use treasury shares can be exercised once or multiple times, in whole or in relation to a partial volume of treasury shares acquired on an individual or joint basis. The authorization listed under lit. d) above can also be exercised by dependent companies, companies in which the Company holds a majority interest or by third parties for the account of the Company or companies dependent on it or in which the Company holds a majority interest.

Shareholders' subscription rights are excluded in the cases mentioned under lit. d) bb) to lit. d) gg) above inclusive, or insofar as this is necessary in the event of the sale of treasury shares to all shareholders in order to exclude fractional amounts.

Utilization of the authorization contained in lit. d) cc) and lit. d) dd) above may not result in a pro rata amount of 10% of the Company's share capital being exceeded, either at the time of the resolution by the General Meeting on the above authorization or at the time this authorization is exercised. Shares issued or sold from authorized capital or conditional capital to members of the Management Board and employees of the Company as well as to members of the management and employees of companies affiliated with the Company within the meaning of Section 15 AktG during the term of this authorization from participation programs are to be counted towards this 10% limit.

**II. Further voluntary information on the new candidates proposed for election to the Supervisory Board under agenda item 5**

**1. Dr. Bodo Coldewey**

**Personal details**

Born: 1971

Place of birth: Oldenburg, Germany

Place of residence: Edewecht, Germany

Nationality: German

**Main position**

Managing Director of WEGA Invest GmbH

**Memberships of statutory supervisory boards**

None



**Memberships of comparable domestic and foreign supervisory committees of commercial companies**

None

**Voluntary information according to the recommendations of the German Corporate Governance Code (GCGC)**

In the Supervisory Board's assessment, Dr. Coldewey is to be considered independent. Dr. Coldewey is Managing Director of WEGA Invest GmbH, the family office of the Wendeln family. One of the minority shareholders of the family office is Peter Wendeln, who holds more than 10% of the voting shares in the Company directly and via his investment companies. Dr. Coldewey also holds other management positions in companies held by the Wendeln family. Furthermore, in the Supervisory Board's assessment, Dr. Coldewey does not have personal or business relationships with the Company, its group companies, its governing bodies or any shareholder with significant holdings in the Company that are to be disclosed in accordance with recommendation C.13 GCGC.

**2. Mr. Nicholas Haggart**

**Personal details**

Born: 1965

Place of birth: Norwich, United Kingdom

Place of residence: Chalfont St Giles, United Kingdom

Nationality: British

**Main position**

CEO of HEALTHQUBE LTD

**Memberships of statutory supervisory boards**

None

**Memberships of comparable domestic and foreign supervisory committees of commercial companies**

Zentiva K.S. International, Prague (Czechia) – Non-Executive Director

Biocon Limited, Bangalore (India) – Independent Director

Biocon Biologics Ltd., Bangalore (India) – Independent Director

Biocon Biologics UK Ltd., London (United Kingdom) – Non-Executive Director

Biosimilars NewCo Ltd., London (United Kingdom) – Non-Executive Director

Biosimillars Collaborations Ireland Ltd., Dublin (Ireland) – Non-Executive Director

**Voluntary information according to the recommendations of the German Corporate Governance Code (GCGC)**

In the Supervisory Board's assessment, Mr. Nick Haggar is to be considered independent. There is a consultancy agreement between Mr. Haggar and the Company, which would be terminated if Mr. Haggar were elected to the Supervisory Board. Furthermore, in the Supervisory Board's assessment, Mr. Nick Haggar does not have any personal or business relationships with the Company, its group companies, its governing bodies or any shareholder with significant holdings in the Company that are to be disclosed in accordance with recommendation C.13 GCGC.

**III. Further voluntary information on the new candidate proposed for election to the Supervisory Board under agenda item 7**

**Mr. Colin Michael Bond**

**Personal details**

Born: 1960

Place of birth: Upminster, United Kingdom

Place of residence: Zurich, Switzerland

Nationality: British/Swiss

**Main position**

Member of the Board of Directors and CFO of Sandoz AG

**Memberships of statutory supervisory boards**

None

**Memberships of comparable domestic and foreign supervisory committees of commercial companies**

BioPharma Credit Plc, London (United Kingdom) – Member of the Board of Directors

**Voluntary information according to the recommendations of the German Corporate Governance Code (GCGC)**

In the Supervisory Board's assessment, Mr. Colin Michael Bond is to be considered independent. In the Supervisory Board's assessment, Mr. Bond does not have any personal or business relationships with the Company, its group companies, its governing bodies or any shareholder with significant holdings in the Company that are to be disclosed in accordance with recommendation C.13 GCGC.

**IV. Further information on the convocation**

Unlisted companies within the meaning of Section 121(3) AktG in conjunction with Section 3(2) AktG are required in the convocation of the General Meeting only to state the name and registered office of the company, the time and location of the General Meeting and the addresses below. The information below is voluntary to

enable our shareholders to take part in the General Meeting and exercise their shareholder rights, especially their voting rights:

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

At the time of the convocation of the General Meeting, the Company has issued 17,656,902 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 the convocation of the General Meeting. Therefore, the total number of voting rights at the time of the convocation of the General Meeting is 17,656,902.

**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. Evidence of share ownership is to be provided by submitting a certificate issued in text form (Section 126b of the German Civil Code (*Bürgerliches Gesetzbuch*, "**BGB**")) by the final intermediary. 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 21 May 2024, 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 5 June 2024, 24:00 hours (CEST) to one of the contact options below:

**Formycon AG  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 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 abovementioned 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 vis à vis 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. 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-2024/>

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 Better Orange IR & HV AG**  
**Haidelweg 48**  
**81241 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 11 June 2024, 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 shall be treated as binding in the following order of transmission: (1) email and (2) paper.

## 5. 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 IV.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 vis-à-vis the Company must be submitted in text form (Section 126b BGB). However, an intermediary within the meaning of Section 67a(4) AktG, a shareholders' association, a proxy advisor or other persons within the meaning of Section 135(8) AktG 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) AktG, 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. Authorized intermediaries, shareholders' associations, proxy advisors or other persons within the meaning of Section 135(8) AktG may also exercise the voting rights by postal vote (as described under section IV.4. 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-2024/>

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 Better Orange IR & HV AG**  
**Haidelweg 48**  
**81241 Munich**  
**Germany**

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

## Convenience Translation

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 shall be treated as binding in the following order of transmission: (1) email and (2) paper.

### **6. Procedure for voting by proxies appointed by the Company**

Furthermore, the Company offers its shareholders the opportunity to authorize proxies appointed by the Company, who are bound by the shareholder's instructions. In addition to the power of attorney, these proxies appointed by the Company must also be given instructions for the exercise of voting rights. The proxies appointed 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 appointed by the Company can only vote on those items of the agenda with respect to which shareholders issue clear instructions and that the proxies appointed by the Company cannot accept any instructions on procedural motions. Likewise, the proxies appointed 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 appointed by the Company shall 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 shall 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 appointed 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 IV.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-2024/>

Powers of attorney for proxies appointed by the Company and the instructions to the proxies appointed by the Company as well as the amendment and revocation of the power of attorney or the instructions must be received by the Company in text form (section 126b BGB) in the German or English language no later than 24:00 hours (CEST) on 11 June 2024 via one of the following contact options:

**Formycon AG**  
**c/o Better Orange IR & HV AG**  
**Haidelweg 48**  
**81241 Munich**  
**Germany**

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

After 24:00 hours (CEST) on 11 June 2024 it will only be possible to grant power of attorney and give instructions to the proxies appointed 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 General Meeting on 12 June 2024.

Authorizing of proxies appointed by the Company does not preclude personal participation in the General Meeting. For shareholders who wish to participate in person or via a different authorized person and exercise their shareholders' rights despite having authorized the proxies appointed by the Company, the 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 appointed by the Company.

On the day of the General Meeting, powers of attorney and instructions to the proxies appointed 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 shall 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 IV.2. above) are likewise necessary to authorize the proxies appointed by the Company.

**7. Further rights of shareholders under Section 122(2), Section 126(1), Section 127, Section 131(1) AktG**

- a) Requests by shareholders to add items to the agenda pursuant to Section 122(2) AktG

Shareholders whose combined shareholdings are at least equivalent to one twentieth of the share capital or to a proportionate amount of EUR 500,000.00 (corresponding to 500,000 individual shares) may request pursuant to Section 122(2) AktG that items be placed on the agenda of the General

## Convenience Translation

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 AktG 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 24 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 24-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 2024. 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 Better Orange IR & HV AG  
Haidelweg 48  
81241 Munich  
Germany**

Additions to the agenda to be published will be published in the German Federal Gazette (*Bundesanzeiger*) immediately after receipt of the request. They will also be published on the Company's website at

<https://www.formycon.com/en/investor-relations/annual-general-meeting-2024/>

- b) Countermotions and nominations for election by shareholders pursuant to Section 126(1) and Section 127 AktG

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 28 May 2024, via one of the following contact options:

**Formycon AG  
The Management Board  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 Munich  
Germany**

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



## Convenience Translation

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 28 May 2024, 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-2024/>

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 the reasons for it need not be made accessible under the conditions found in Section 126(2) AktG (in conjunction with Section 127, first sentence AktG). 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 AktG, the Management Board need not make a nomination accessible if it does not include the information required under Section 124(3) fourth sentence AktG.

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 in 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) AktG

At the 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) AktG).

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) AktG.

In addition, the Chair of the meeting may, in accordance with Section 131(2) sentence 2 AktG in conjunction with Article 13(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) AktG are available on the Company's website at:

<https://www.formycon.com/en/investor-relations/annual-general-meeting-2024/>

**8. 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-2024/>

**9. 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 at

<https://www.formycon.com/en/investor-relations/annual-general-meeting-2024/>

from the time the General Meeting is convened. The voting results will also be published there after the General Meeting.

Martinsried/Planegg, May 2024

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