

Eckert & Ziegler SE, Berlin

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ISIN: DE0005659700

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We hereby invite our shareholders to our Annual General Meeting 2024. This will take place on Wednesday, June 26, 2024, at 10.30 a.m. (CEST), at the Max Delbrück Communications Center (MDC.C) on the Berlin-Buch campus, Robert-Rössle-Str.10, D-13125 Berlin.

## **I. Agenda**

### **1. Presentation of the approved annual financial statements and the management report of Eckert & Ziegler Strahlen- und Medizintechnik AG, the approved consolidated financial statements and the Group management report as of December 31, 2023, the report of the Supervisory Board and the explanatory report of the Executive Board on the disclosures pursuant to § 289a and § 315a of the German Commercial Code (HGB) for the 2023 financial year**

The documents to be submitted for this agenda item can be viewed on the Internet at <https://www.ezag.com/de/startseite/investoren/hauptversammlung/>. They will be explained at the Annual General Meeting by the Executive Board and, as far as the report of the Supervisory Board is concerned, by the Chairman of the Supervisory Board. As the Supervisory Board has already approved both the annual financial statements and the consolidated financial statements and the annual financial statements have therefore been adopted, no resolution will be passed on this agenda item.

### **2. Resolution on the appropriation of the balance sheet profit**

The Executive Board and Supervisory Board propose that the net retained profits of EUR 30,605,157.44 reported in the annual financial statements of Eckert & Ziegler Strahlen- und Medizintechnik AG as at December 31, 2023 be appropriated as follows

Distribution of a dividend of EUR 0.05 per dividend-bearing share: EUR 1,042,273.85

Transfer of the remaining amount to retained earnings:  
EUR 29,562,883.59

The aforementioned dividend amount and the remaining amount to be allocated to retained earnings are based on the share capital entitled to dividends of EUR 20,845,477, divided into 20,845,477 no-par value shares, at the time of the convening of the Annual General Meeting. The 326,455 treasury shares held by the company at the time of convocation are not entitled to dividends. The number of shares entitled to dividends may change by the time of the resolution on the appropriation of net profit. In this case, a correspondingly adjusted resolution proposal will be put to the vote at the Annual General Meeting, which will continue to provide for a dividend of EUR 0.05 per dividend-bearing share and a correspondingly adjusted profit carried forward. The dividend is due for payment on July 1, 2024.

The proposed resolution on the appropriation of net retained profits submitted here differs from the proposal of the Executive Board as presented in the notes to the annual financial statements for the 2023 financial year. Subsequent to this information for the notes to the annual financial statements, the Executive Board submitted an amended proposal for a resolution on the appropriation of net retained profits to the Supervisory Board following a comprehensive review. The Supervisory Board endorsed this amended resolution proposal. The company published an announcement on this on March 19, 2024. This amended resolution proposal is the basis for the proposal on the appropriation of net retained profits submitted in this agenda item.

### **3. Resolution on the discharge of the members of the Executive Board for the 2023 financial year**

The Executive Board and Supervisory Board propose that the actions of the members of the Executive Board in office in the 2023 financial year be approved for the 2023 financial year.

### **4. Resolution on the discharge of the members of the Supervisory Board for the 2023 financial year**

The Executive Board and Supervisory Board propose that the actions of the members of the Supervisory Board in office in the 2023 financial year be approved for the 2023 financial year.

### **5. Resolution on the appointment of the auditor and group auditor for the 2024 financial year**

The Supervisory Board proposes - based on a corresponding recommendation by the Audit Committee - that Mazars GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Alt-Moabit 2, 10557 Berlin, **be** appointed as auditor and Group auditor for the 2024 financial year.

The Supervisory Board also proposes that Mazars GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Alt-Moabit 2, 10557 Berlin, be appointed as auditor for any review of the financial statements and interim management report for the first half of the 2024 financial year and other interim (condensed) financial statements and interim management reports for the 2024 financial year and the interim condensed financial statements and interim management report for the first quarter of 2025, if and to the extent that they are subject to such a review.

In its recommendation, the Audit Committee stated that it was free from undue influence by third parties and that no clause restricting the selection options within the meaning of Art. 16 (6) of the EU Statutory Audit Regulation was imposed on it.

### **6. Presentation of the remuneration report for discussion**

In accordance with § 162 AktG, the Executive Board and Supervisory Board have prepared a report on the remuneration granted and owed to the members of the Executive Board and Supervisory Board in the 2023 financial year. The remuneration report was audited by the auditor of Eckert & Ziegler Strahlen- und Medizintechnik AG in accordance with § 162 (3) AktG to determine whether the legally required disclosures pursuant to § 162 (1) and (2) AktG were made and issued with an audit opinion. The remuneration report for the 2023 financial year and the auditor's report on its audit can be found in section II. of this invitation, in the annual report for the 2023 financial year and at [https://www.ezag.com/de/startseite/investoren/gute\\_unternehmensfuehrung/](https://www.ezag.com/de/startseite/investoren/gute_unternehmensfuehrung/)

As the company is not a large corporation within the meaning of § 267 para. 3 sentence 1 of the German Commercial Code (HGB) and therefore meets the requirements of § 120a para. 5

AktG, the remuneration report will be presented to the Annual General Meeting for discussion. A resolution of the Annual General Meeting is therefore not required.

## **7. Resolution on the adjustment of Supervisory Board and committee remuneration and corresponding amendment to the Articles of Association**

The proposed adjustment to the remuneration for all Supervisory Board members is intended to take appropriate account of the continued increase in the scope of work and responsibility of the full Supervisory Board and the further increase in the demands placed on committee work. In a long-term comparison, the increase in Supervisory Board remuneration - measured against Group revenue and profit - also represents an appropriate reflection of the Group's performance. The proposed increase in Supervisory Board and committee remuneration also makes it possible, considering the average remuneration of other companies listed on the SDAX, to attract and retain qualified candidates for Supervisory Board mandates. The remuneration of the members of the Supervisory Board was last adjusted in 2023. The Executive Board and Supervisory Board propose that § 13 (1) of the Articles of Association, which regulates the amount of the fixed annual remuneration and the attendance fee for the Supervisory Board and its committees, be amended as follows:

§ 13 (1) of the company's Articles of Association shall be repealed and reworded as follows:

"The members of the Supervisory Board receive a fixed remuneration per financial year, which is made up of the basic remuneration (a) and - in the case of the performance of certain functions within the Supervisory Board - a factor-based supplement (b):

(a) The basic remuneration amounts to EUR 35,000.

(b) The Chairman of the Supervisory Board receives three times the basic remuneration, his deputy and the Chairman of the Audit Committee one and a half times the basic remuneration. Regular members of committees receive an additional annual fixed remuneration of EUR 8,000.00, provided that these committees meet.

(c) In the event of changes to the Supervisory Board or committees during the year, fixed remuneration is paid pro rata temporis and rounded up to full months.

(d) Remuneration is payable for meetings to which invitations are issued with an agenda and minutes are taken of the proceedings. The company grants each member of the Supervisory Board an attendance fee of EUR 500 for attending a meeting of the Supervisory Board or one of its committees in person - whether physically, virtually or by telephone.

(e) Subsections (a), (b) and (d) shall apply from the following month after approval by the Annual General Meeting."

## **8. Resolution on the amendment of § 15 (2) sentence 2 of the Articles of Association**

According to § 15 (2) sentence 2 of the company's current Articles of Association, proof of share ownership must refer to the beginning of the 21st day before the Annual General Meeting.

The Act on the Financing of Future-Proof Investments (ZukunftsfinanzierungsG) amended § 123 (4) sentence 2 AktG to the effect that proof of share ownership for the right to participate in the Annual General Meeting must refer to the close of business on the 22nd day prior to the Annual General Meeting instead of the beginning of the 21st day prior to the Annual General Meeting, as was previously the case. This does not involve a material change to the deadline.

In order to reflect this change in the law in the Articles of Association, § 15 (2) sentence 2 of the Company's Articles of Association is to be adapted to the amended wording of the law. The Executive Board and Supervisory Board therefore propose that a resolution be passed:

§ 15 (2) sentence 2 of the company's Articles of Association shall be repealed and reworded as follows:

"The evidence must relate to the close of business on the 22nd day before the meeting."

## **9. Election of new Supervisory Board member**

Mr. Frank Perschmann's term of office expires at the end of the Annual General Meeting. In addition, Ms. Eckert-Palvarini, who is currently delegated by Eckert Wagniskapital und Frühphasenfinanzierung GmbH (Panketal) as a member of the company's Supervisory Board in accordance with Article 11 (2) of the Articles of Association, has declared that she will resign from her office as a member of the Supervisory Board with effect from the end of the Annual General Meeting, as she wishes to stand for election by the company's shareholders. Eckert Wagniskapital und Frühphasenfinanzierung GmbH (Panketal) has already declared that it will appoint Mr. Frank Perschmann to the Supervisory Board upon the resignation of Ms. Eckert-Palvarini as a delegated member of the Supervisory Board. Therefore, a new member of the Supervisory Board is still to be elected.

The composition of the Supervisory Board is determined in accordance with Article 40 (2) and (3) of Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the Statute for a European company (SE) (SE Regulation) in conjunction with § 17 of the Act on the Implementation of the SE Regulation (SEAG), § 18 (2) of the Agreement on Employee Involvement in Eckert & Ziegler SE dated January 19, 2024 (Employee Involvement Agreement) and § 11 of the company's Articles of Association. Accordingly, the Supervisory Board is composed exclusively of members appointed by the shareholders. In accordance with the Articles of Association, it consists of six members, whereby Eckert Wagniskapital und Frühphasenfinanzierung GmbH (Panketal) is granted the right to appoint two members to the Supervisory Board in accordance with Article 11 (2) of the Articles of Association as long as it is a shareholder of the company.

The Annual General Meeting is not bound by election proposals. The following election proposal takes into account the objectives specified by the Supervisory Board for its composition and thus also takes into account the completion of the profile of skills and expertise developed by the Supervisory Board for the entire Board. The Supervisory Board has satisfied itself that the candidate can devote the expected amount of time required.

The Supervisory Board proposes - based on the recommendation of the Nomination Committee,

Paola Eckert-Palvarini, physicist, Wandlitz,

be elected as a member of the Supervisory Board with effect from the end of this Annual General Meeting for the period until the end of the Annual General Meeting that resolves on the discharge for the fourth financial year after the start of the term of office. The financial year in which the term of office begins is not counted.

Ms. Eckert-Palvarini is a member of the Advisory Board of Dual Fluid Energy Inc., Vancouver, Canada and a shareholder of Eckert Wagniskapital und Frühphasenfinanzierung GmbH, Berlin. Further information on the candidate proposed for election, including a curriculum vitae providing information on relevant knowledge, skills and professional experience as well as the candidate's main activities in addition to her Supervisory Board mandate, is attached under III.

and available on the company's website at [https://www.ezag.com/de/startseite/ueber\\_uns/unternehmensleitung/aufsichtsrat/](https://www.ezag.com/de/startseite/ueber_uns/unternehmensleitung/aufsichtsrat/).

## **10. Election of substitute members for the Supervisory Board**

The Supervisory Board also proposes

### **10.1. Susanne Becker, lawyer, Hohen-Neuendorf**

as a substitute member of the Supervisory Board in the event that Ms. Eckert-Palvarini leaves the Supervisory Board before the end of her term of office. Ms. Becker does not currently hold any mandates on other statutory supervisory boards or comparable domestic or foreign supervisory bodies of commercial enterprises.

### **10.2. Elke Middelstaedt, businesswoman, Zepernick**

as a substitute member of the Supervisory Board in the event that Ms. Eckert-Palvarini leaves the Supervisory Board before the end of her term of office. Ms. Middelstaedt does not currently hold any mandates on other statutory supervisory boards or comparable domestic or foreign supervisory bodies of commercial enterprises.

If elected, the proposed substitute members shall join the Supervisory Board in the order specified in this proposed resolution in the event of the resignation of the Supervisory Board member to be elected in accordance with item 9. It is intended to have the Annual General Meeting vote on the election of the substitute members of the Supervisory Board individually.

The Supervisory Board has satisfied itself that the respective candidate can devote the expected amount of time required. Further information on the substitute member proposed for election, including a curriculum vitae, which provides information on the relevant knowledge, skills and professional experience as well as the main activities in addition to the Supervisory Board mandate of the respective candidate, is attached under item IV.

## **11. Resolution on the approval of the spin-off and takeover agreement between Eckert & Ziegler SE and Pentixapharm Holding AG**

The Company intends to transfer its entire shareholding in Pentixapharm AG (Würzburg Local Court HRB 16940), i.e. all 21,600,000 shares in Pentixapharm AG held by the Company (99.54% of the share capital of Pentixapharm AG), to Pentixapharm Holding AG by way of a spin-off in accordance with the German Reorganization Act (spin-off for absorption pursuant to § 123 para. 2 no. 1 of the German Reorganization Act).

The Executive Board and Supervisory Board propose that the draft spin-off and takeover agreement between the company and Pentixapharm Holding AG, prepared on May 2, 2024, be approved.

The draft of the spin-off and takeover agreement has the following wording:

[Rubric of the notarial deed]

## **Spin-off and takeover agreement**

between

1. **Eckert & Ziegler SE**, headquartered in Berlin, registered in the commercial register of the Berlin-Charlottenburg local court under HRB 262034 B, as the transferring company  
  
("Eckert & Ziegler SE")

and

2. **Pentixapharm Holding AG** with its registered office in Berlin, registered in the commercial register of the Charlottenburg Local Court under HRB 262201 B, as the acquiring company  
  
("Pentixapharm Holding AG")

- hereinafter also referred to individually as the "**Party**" and collectively as the "**Parties**" -

### **Preamble**

- A.** Eckert & Ziegler SE, with its registered office in Berlin, is registered in the commercial register of the Berlin-Charlottenburg Local Court under HRB 262034 B. The share capital of Eckert & Ziegler SE amounts to EUR 21,171,932.00 upon conclusion of this Spin-off and Transfer Agreement and is divided into 21,171,932 no-par value bearer shares (bearer shares).
- B.** Pentixapharm Holding AG, with its registered office in Berlin, is registered in the commercial register of the Charlottenburg Local Court under HRB 262201 B. The share capital of Pentixapharm Holding AG amounts to EUR 50,000.00 upon conclusion of this spin-off and takeover agreement and is divided into 50,000 no-par value registered shares (registered shares). The sole shareholder of Pentixapharm Holding AG is Eckert & Ziegler SE.
- C.** Eckert & Ziegler SE has decided to transfer all shares it holds in Pentixapharm AG, with its registered office in Würzburg (registered in the commercial register of the Würzburg Local Court under HRB 16940; "**Pentixapharm AG**"), by way of a spin-off for absorption in accordance with Art. 10, Art. 9 (1) c) ii) of Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the Statute for a European company (SE) (*SE Regulation*) in conjunction with § 123 (2) no. 1 of the German Transformation Act (UmwG) to Pentixapharm Holding AG. § 123 para. 2 no. 1 of the German Reorganization Act (*UmwG*) to Pentixapharm Holding AG. The share capital of Pentixapharm AG amounts to EUR 21,700,000.00 upon conclusion of this spin-off and transfer agreement and is divided into 21,700,000 no-par value bearer shares (bearer shares). Eckert & Ziegler SE holds 21,600,000 shares in Pentixapharm AG, i.e. 99.54% of the share capital of Pentixapharm AG.
- D.** As consideration for the spin-off, the shareholders of Eckert & Ziegler SE shall be granted a total of 20,845,477 no-par value registered shares (registered shares) in Pentixapharm Holding AG by Pentixapharm Holding AG in accordance with this Spin-off and Transfer Agreement in proportion to their previous shareholding in Eckert & Ziegler SE (so-called proportionate spin-off).
- E.** In order to implement the Spin-off, Pentixapharm Holding AG will increase its share capital from EUR 50,000.00 by a further EUR 20,845,477 to EUR 20,895,477 by issuing a further 20,845,477 registered no-par value shares (the "**Spin-off Capital Increase**"). The shares to be granted to the shareholders of Eckert & Ziegler SE for

the implementation of the Spin-off will correspond to 99.76% of the future share capital of Pentixapharm Holding AG existing after the Spin-off Capital Increase.

- F. Eckert & Ziegler SE will not carry out a capital reduction for the purposes of the spin-off. The assets remaining to Eckert & Ziegler SE after the spin-off are sufficient to cover its share capital. A capital reduction is therefore not necessary.
- G. Immediately after the spin-off takes effect, i.e. upon entry in the commercial register of Eckert & Ziegler SE as the transferring legal entity, all shares of Pentixapharm Holding AG are to be admitted to trading on the regulated market of the Frankfurt Stock Exchange and at the same time in the sub-segment of the regulated market with additional post-admission obligations (Prime Standard) of the Frankfurt Stock Exchange.
- H. Eckert & Ziegler SE holds 1.54% of its own shares. The main shareholder of Eckert & Ziegler SE is Eckert Wagniskapital und Frühphasenfinanzierung GmbH, which holds 31.13% of the share capital.

Having said this, the parties agree as follows:

## **I. Spin-off, spin-off date, spin-off balance sheet and closing balance sheet**

### **1. Spin-off**

- 1.1 Eckert & Ziegler SE as the transferring legal entity transfers by way of a spin-off for absorption pursuant to § 123 (2) no. 1 of the German Transformation Act (*UmwG*), the Spin-off Assets defined in clause 4 of this Spin-off and Transfer Agreement with all rights and obligations as a whole to Pentixapharm Holding AG as the acquiring legal entity in return for the granting of shares in Pentixapharm Holding AG to the shareholders of Eckert & Ziegler SE pursuant to clause 9 of this Spin-off and Transfer Agreement (so-called proportionate Spin-off by absorption).
- 1.2 Items of the assets and liabilities and other rights and obligations or legal positions of Eckert & Ziegler SE which are not to be allocated to the Spin-off Assets and Liabilities pursuant to this Spin-off and Transfer Agreement or which are expressly excluded from the transfer in this Spin-off and Transfer Agreement shall not be transferred to Pentixapharm Holding AG.

### **2. Spin-off date and tax transfer date**

- 2.1 The transfer of the Spin-off Assets will take place in the relationship between Eckert & Ziegler SE and Pentixapharm Holding AG with effect from January 1, 2024, 0:00 hours (the "**Spin-off Date**"). From this time onwards, in the relationship between Eckert & Ziegler SE and Pentixapharm Holding AG, the actions relating to the Spin-off Assets shall be deemed to have been taken for the account of Pentixapharm Holding AG.
- 2.2 The tax transfer date for the spin-off is December 31, 2023, 24:00 hours (the "**Tax Transfer Date**").

### **3. Closing balance sheet**

- 3.1 The closing balance sheet of the transferring legal entity pursuant to §§ 125 (1), 17 (2) *UmwG* is the annual balance sheet of Eckert & Ziegler SE as of December 31, 2023, 24:00 hours (the "**closing balance sheet**"), prepared in accordance with the provisions on the annual balance sheet and its audit and audited by Mazars GmbH & Co KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Berlin.
- 3.2 Eckert & Ziegler SE will recognize the Spin-off Assets in its closing balance sheet under commercial law at book value. For income tax purposes, the spin-off will be carried out at fair value, unless a lower value is permitted by law.
- 3.3 Pentixapharm Holding AG will recognize the Spin-off Assets in its commercial accounting at book values. Pentixapharm Holding AG will recognize the Spin-off Assets in its tax balance sheet at the value contained in the closing tax balance sheet of Eckert & Ziegler SE.

## **II. Assets to be spun off**

### **4. Assets to be spun off and modalities of the transfer**

- 4.1 Eckert & Ziegler SE transfers to Pentixapharm Holding AG all of its shares in Pentixapharm AG, i.e. 21,600,000 no-par value bearer shares (bearer shares) in Pentixapharm AG, which account for EUR 21,600,000.00 of the total share capital of Pentixapharm AG of EUR 21,700,000.00 upon conclusion of this Spin-off and Transfer Agreement (the "**Spin-off Assets**").
- 4.2 The transfer includes all rights and obligations associated with the assets to be spun off, including the entitlement to profit distribution for the period from the spin-off date.
- 4.3 Assets, rights, liabilities, contractual relationships, obligations, liabilities and other duties of Eckert & Ziegler SE that are not part of the Spin-off Assets specified in section 4.1 will not be transferred to Pentixapharm Holding AG.
- 4.4 The contracting parties shall make all declarations, issue all deeds and perform all other acts that may still be necessary or expedient in connection with the transfer of the Spin-off Assets.

### **5. Effective date, execution date**

- 5.1 The transfer of the Spin-off Assets shall take place with effect in rem at the time the Spin-off takes effect by entry in the commercial register of Eckert & Ziegler SE at the Berlin-Charlottenburg Local Court (the "**Completion Date**").
- 5.2 In the period between the conclusion of this Spin-off and Transfer Agreement and the Closing Date, Eckert & Ziegler SE will (i) manage the Spin-off Assets only in the ordinary course of business and with the diligence of a prudent businessman in compliance with the provisions of this Spin-off and Transfer Agreement and (ii) not dispose of the Spin-off Assets without the consent of Pentixapharm Holding AG.

### **6. Fallback provisions**

- 6.1 If and to the extent that the Spin-off Assets are not already transferred to Pentixapharm Holding AG by operation of law upon registration of the Spin-off, Eckert & Ziegler SE will transfer them to Pentixapharm Holding AG. In return, Pentixapharm Holding AG is obliged to agree to the transfer. Internally, the contracting parties will treat each other as if the transfer had also taken place externally on the Spin-off Date.
- 6.2 In connection with a transfer pursuant to clause 6.1, the contracting parties shall initiate and participate in all necessary or appropriate measures and legal acts in order to transfer the Spin-off Assets.
- 6.3 Both before and after the spin-off takes effect, the contracting parties shall provide each other with all information and documents relating to the Spin-off Assets that they require for accounting in accordance with HGB and/or IFRS and for the publications to which they are obliged by law, administrative regulations, stock exchange rules and orders of administrative authorities, courts or stock exchanges in Germany and abroad.

### **7. Creditor protection and internal balancing**

- Unless this Spin-off and Transfer Agreement provides for a different allocation of burdens and liability arising from or in connection with the Spin-off Assets, the following provisions shall apply:
- 7.1 If and to the extent that claims are asserted against Eckert & Ziegler SE by creditors for liabilities, obligations or contingent liabilities which are transferred to Pentixapharm Holding AG in accordance with the provisions of this Spin-off and Transfer Agreement, Pentixapharm Holding AG shall indemnify Eckert & Ziegler SE against the respective liability, obligation or contingent liability upon first request. The same applies in the event that Eckert & Ziegler SE is called upon by such creditors to provide security.



7.2 If and to the extent that claims are asserted against Pentixapharm Holding AG by creditors for liabilities, obligations or contingent liabilities of Eckert & Ziegler SE on the basis of the provisions in § 133 UmwG or other provisions, which are not transferred to Pentixapharm Holding AG in accordance with this Spin-off and Transfer Agreement, Eckert & Ziegler SE must indemnify Pentixapharm Holding AG against the respective liability, obligation or contingent liability upon first request. The same applies in the event that Pentixapharm Holding AG is called upon by such creditors to provide security.

## **8. Warranty**

8.1 Eckert & Ziegler SE guarantees as of the Execution Date that it is the owner of the Spin-off Assets, that it can freely dispose of the Spin-off Assets and that these are not encumbered with third-party rights. A quality of the Spin-off Assets, in particular certain properties or a recoverability with regard to the Spin-off Assets, is not agreed beyond this.

8.2 To the extent permitted by law, all rights and warranties that may exist under the statutory provisions or otherwise in addition to those in clause 8.1 are excluded. The provision of this section 8.2 applies to all rights and warranties, irrespective of their legal nature (contractual, pre-contractual, tortious or otherwise), and in particular also to such rights that could result in the termination or rescission of the Spin-off and Transfer Agreement or a similar legal effect.

## **III. Consideration and capital increase, special rights and benefits**

### **9. Granting of shares, trustee and capital increase**

9.1 In return for the transfer of the Spin-off Assets, the shareholders of Eckert & Ziegler SE will receive one no-par value bearer share (registered share) of Pentixapharm Holding AG free of charge for each no-par value bearer share of Eckert & Ziegler SE in accordance with their previous shareholding in Eckert & Ziegler SE (on a pro rata basis). A total of 20,845,477 no-par value registered shares of Pentixapharm Holding AG will be granted to the shareholders of Eckert & Ziegler SE.

The shares to be granted pursuant to this section 9.1 are the 20,845,477 new shares created by the capital increase pursuant to section 9.2.

9.2 In order to implement the Spin-off, Pentixapharm Holding AG will increase its share capital from EUR 50,000.00 by EUR 20,845,477 to EUR 20,895,477 (the "**New Pentixapharm Holding AG Shares**"). Each New Pentixapharm Holding AG Share represents a pro rata amount of the share capital of EUR 1.00. No additional premium will be owed.

9.3 The contribution in kind as part of the spin-off capital increase will be made by transferring the Spin-off Assets. The total value at which the non-cash contribution made by Eckert & Ziegler SE is taken over by Pentixapharm Holding AG corresponds to the book value of the transferred net assets under commercial law. If this value exceeds the amount of the share capital increase specified in section 9.2, this amount will be transferred to the capital reserve in accordance with § 272 (2) no. 4 HGB.

9.4 Eckert & Ziegler SE appoints BankM AG, Frankfurt am Main (AG Frankfurt am Main HRB 79542; the "**BankM**") or a third party, who will act on behalf of BankM, as trustee for the receipt of the New Pentixapharm Holding AG Shares and their delivery to the shareholders of Eckert & Ziegler SE. Ownership of the shares to be granted will be granted to the trustee before the Spin-off is registered and the trustee will be instructed to procure the shares for the shareholders of Eckert & Ziegler SE after the Spin-off has been entered in the commercial register of Eckert & Ziegler SE.

9.5 The contracting parties undertake to ensure that all declarations are made, all documents are issued and all other actions are taken that are still necessary or expedient so that all shares of Pentixapharm Holding AG are immediately admitted to

trading on the regulated market of the Frankfurt Stock Exchange and simultaneously to the sub-segment of the regulated market with additional post-admission obligations (Prime Standard) of the Frankfurt Stock Exchange after the spin-off takes effect.

## **10. Granting of special rights**

- 10.1 Eckert Wagniskapital und Frühphasenfinanzierung GmbH, Panketal ("**EWK**"), as a future shareholder of Pentixapharm Holding AG, is to be granted the right to appoint one third of the number of members of the Supervisory Board of Pentixapharm Holding AG attributable to the shareholders as stipulated by law or the Articles of Association. For this purpose, Eckert & Ziegler SE, as the sole shareholder, will adopt a corresponding amendment to § 13 (2) of the Articles of Association at an Annual General Meeting of Pentixapharm Holding AG and grant EWK the non-transferable right to appoint one third of the number of members of the Supervisory Board attributable to the shareholders as stipulated by law or the Articles of Association, as long as it holds at least 3% of the share capital of Pentixapharm Holding AG.
- 10.2 Eckert & Ziegler SE, as the sole shareholder, intends to authorize the Executive Board of Pentixapharm Holding AG to issue a convertible bond with a total nominal value of up to EUR 18.5 million by means of a corresponding resolution at the Annual General Meeting of Pentixapharm Holding AG in accordance with § 221 AktG, essentially in accordance with the conditions set out in **Annex 10.2a** attached as Annex 10.2 and it is intended that this convertible bond of Pentixapharm Holding AG will be issued before the spin-off takes effect and will be fully subscribed by Eckert & Ziegler SE (the "**Convertible Bond**"). This Spin-off and Transfer Agreement does not create any obligation for Eckert & Ziegler SE to subscribe to the Convertible Bond. The rights of the creditors from the convertible bond of Pentixapharm Holding AG will not be changed on the occasion of the spin-off.
- 10.3 In order to underpin the conversion rights, Eckert & Ziegler SE, as the sole shareholder, intends to authorize the Executive Board of Pentixapharm Holding AG to increase the capital from authorized capital in accordance with § 202 AktG by a total of up to EUR 10.447,738.00, combined with an authorization to exclude subscription rights, inter alia, for the purpose of issuing shares to satisfy conversion rights from convertible bonds, of which up to EUR 3,936,170 would be required to back the conversion rights. The resolution on the authorized capital is to be passed at a time prior to the effective date of the contractual spin-off.
- 10.4 In order to additionally back the conversion rights from the convertible bond into shares of Pentixapharm Holding AG, it is intended that a conditional capital increase (§ 192 para. 2 no. 1 AktG) will be resolved at a future Annual General Meeting of Pentixapharm Holding AG, which will only be proposed to the Annual General Meeting of Pentixapharm Holding AG for resolution after the spin-off subject to the agreement has taken effect.
- 10.5 Furthermore, Eckert & Ziegler SE, as the sole shareholder, intends to adopt a corresponding resolution at an Annual General Meeting of Pentixapharm Holding AG to increase the capital against cash contributions with a volume of up to EUR 6,382,980.00 at a minimum placement price of EUR 4.70, i.e. with a total issue volume of up to around EUR 30 million. In the context of this capital increase, EWK is to be authorized to subscribe for up to 2,127,660 new shares in Pentixapharm Holding AG at a total placement price of up to approximately EUR 10 million. As the largest shareholder of Eckert & Ziegler SE, EWK holds 31.13% of the share capital of Eckert & Ziegler SE. The largest shareholder of EWK is Dr. Andreas Eckert, the founder, major shareholder and Chairman of the Supervisory Board of Eckert & Ziegler SE and Pentixapharm Holding AG.

10.6 Otherwise, no rights are granted to individual shareholders or holders of special rights within the meaning of § 126 para. 1 no. 7 UmwG and no measures within the meaning of this provision are planned for such persons.

**11. Granting of special benefits**

11.1 The current member of the Executive Board of Eckert & Ziegler SE, Dr. Harald Hasselmann, is also a member of the Supervisory Board of Pentixapharm Holding AG. He has not yet received any separate remuneration for his activities as a member of the Supervisory Board of Pentixapharm Holding AG. The remuneration paid to Dr. Hasselmann by Eckert & Ziegler SE will not change as a result of the spin-off. Any remuneration for his activities on the Supervisory Board of Pentixapharm Holding AG will only be determined by the first Annual General Meeting of Pentixapharm Holding AG in the 2025 financial year.

11.2 The current Chairman of the Supervisory Board of Eckert & Ziegler SE, Dr. Andreas Eckert, is also Chairman of the Supervisory Board of Pentixapharm Holding AG. Any remuneration for his activities on the Supervisory Board of Pentixapharm Holding AG will only be determined by the first Annual General Meeting of Pentixapharm Holding AG in the 2025 financial year.

11.3 The Chairman of the Supervisory Board of Pentixapharm Holding AG, Dr. Andreas Eckert, is also the majority shareholder of EWK, which, in accordance with section 10.1 be granted the right to appoint members to the Supervisory Board of Pentixapharm Holding AG.

11.4 Furthermore, Eckert & Ziegler SE, as sole shareholder, intends to adopt a corresponding resolution at an Annual General Meeting of Pentixapharm Holding AG to increase the capital against cash contributions with a volume of up to EUR 6,382,980.00 at a minimum placement price of EUR 4.70, i.e. with a total issue volume of up to around EUR 30 million. In the context of this capital increase, EWK is to be authorized to subscribe for up to 2,127,660 new shares in Pentixapharm Holding AG at a total placement price of up to approximately EUR 10 million. The Chairman of the Supervisory Board of Eckert & Ziegler SE and Pentixapharm Holding AG, Dr. Andreas Eckert, is also the largest shareholder of EWK.

11.5 Otherwise, no special benefits will be granted to members of the Executive Board or Supervisory Board of the companies involved in the spin-off or to an auditor or spin-off auditor within the meaning of § 126 para. 1 no. 8 UmwG.

#### **IV. Consequences of the spin-off for employees and their representatives**

##### **12. Consequences of the spin-off for employees**

The Spin-off Assets and Liabilities are limited to the shares in Pentixapharm AG held by Eckert & Ziegler SE that are to be spun off. Pentixapharm AG will therefore continue to exist as a separate legal entity in its previous form after the spin-off. There will therefore be no transfer of employment relationships to another or new legal entity. Rather, the employment relationships with the respective company involved in the spin-off will remain unchanged with all rights and obligations, although Pentixapharm Holding AG is not yet operationally active and has no employees. The spin-off therefore does not result in a transfer of business pursuant to § 613a BGB. There are therefore no consequences for the employees of the companies involved in the spin-off.

##### **13. Consequences of the spin-off for employee representatives**

An SE Works Council was formed at Eckert & Ziegler SE by agreement with the Special Negotiating Body. Since the employees of Pentixapharm AG and its affiliated companies will no longer belong to the affiliated companies of Eckert & Ziegler SE after completion of the Spin-off, the SE Works Council of Eckert & Ziegler SE will lose its mandate with regard to the employees of the Group companies newly combined under the management of Pentixapharm Holding AG. At Pentixapharm Holding AG and at Pentixapharm AG itself, there are no employee representations at the time this Spin-off and Transfer Agreement is concluded. The effectiveness of the spin-off does not result in any changes at the operational level or in the operational organization of the companies involved in the spin-off. The identity of the Managamentoperations of the transferring legal entity is not affected by the spin-off, meaning that there are no further consequences for employee representation. No organizational changes are planned by the transferring legal entity in connection with the spin-off, in particular no plant closures, plant mergers, personnel rationalizations or transfers. There will be no changes under co-determination law, as the legal requirements for employee co-determination at the companies involved in the spin-off are not fulfilled even after the spin-off.

##### **14. Consequences of the spin-off for the Supervisory Board**

14.1 The spin-off has no effect on the existence and size of the Supervisory Board of Eckert & Ziegler SE. Eckert & Ziegler SE will remain a company with a Supervisory Board composed of six shareholder members in accordance with the requirements of Article 40 (2) and (3) of the SE Regulation and § 17 (1) of the SE Implementation Act (*SEAG*). Eckert Wagniskapital und Frühphasenfinanzierung GmbH has the right under Article 4.1 of the Articles of Association of Eckert & Ziegler SE to delegate two of the Supervisory Board members of the company attributable to the shareholders (right to delegate).

14.2 Pentixapharm Holding AG currently has a Supervisory Board with three members who were elected or delegated by the sole shareholder Eckert & Ziegler SE. As Pentixapharm Holding AG does not have any employees, it does not currently have a Supervisory Board subject to statutory employee co-determination. It can be assumed that Pentixapharm Holding AG does not have to form a co-determined Supervisory Board either on the basis of the DrittelbG or in accordance with the MitbestG. In accordance with the provisions of § 96 (1) of the German Stock Corporation Act, the Supervisory Board is therefore composed of three shareholder representatives. There are currently no plans to change the number of members of the Supervisory Board of Pentixapharm AG in the course of the spin-off.

## **V. Other**

### **15. Costs and taxes**

- 15.1 Unless otherwise agreed in this Spin-off and Transfer Agreement and its annexes, Eckert & Ziegler SE shall bear the costs incurred in connection with the notarization of this Spin-off and Transfer Agreement and its preparation, conclusion and implementation up to the Execution Date, including the costs of the respective Annual General Meeting and the costs of the applications for and entries in the commercial register, the joint spin-off report, the spin-off audit, the issue of a convertible bond with a total nominal value of up to EUR 18.5 million to Eckert & Ziegler SE and the planned stock exchange listing of Pentixapharm Holding AG, as well as the associated costs of the consultants commissioned by Eckert & Ziegler SE. to Eckert & Ziegler SE and the planned stock exchange listing of Pentixapharm Holding AG as well as the associated costs of the consultants commissioned by Eckert & Ziegler SE. Pentixapharm Holding AG shall bear all costs in connection with any cash capital increases, any further convertible bonds, including any commissions of the accompanying credit or securities institutions or investors, as well as the costs of the Pentixapharm Group's employee participation program.
- 15.2 Pentixapharm Holding AG shall bear any transaction taxes arising from the execution of this Spin-off and Transfer Agreement up to the Closing Date. In all other respects, each party shall bear its own taxes.
- 15.3 The contracting parties assume that the spin-off is not a taxable transaction within the meaning of § 1 UStG. If - for whatever reason - the tax authorities take the view that the Spin-off is a taxable transaction and not tax-free, Eckert & Ziegler SE undertakes to issue a corresponding invoice to Pentixapharm Holding AG. For its part, Pentixapharm Holding AG undertakes to assign any input tax deduction to which it is entitled from this invoice to Eckert & Ziegler SE.

### **16. Right of withdrawal**

If the spin-off has not become effective by December 31, 2024, either party may withdraw from this Spin-off and Transfer Agreement by written declaration to the other party.

### **17. Final provisions**

- 17.1 This spin-off and takeover agreement shall take effect as soon as the respective Annual General Meetings of the contracting parties have approved this spin-off and takeover agreement.
- 17.2 All disputes arising out of or in connection with this Spin-off and Transfer Agreement or its validity between the contracting parties shall be finally settled in accordance with the Arbitration Rules of the German Institution of Arbitration (DIS) without recourse to the ordinary courts of law. The arbitration tribunal shall consist of three arbitrators. The chairman of the arbitration tribunal must be qualified to hold judicial office in the Federal Republic of Germany. The place of arbitration shall be Frankfurt am Main. The language of the proceedings shall be German. The contracting parties are not obliged to provide translations of English-language documents. The law applicable to the matter shall be the law of the Federal Republic of Germany.
- 17.3 The annexes to this spin-off and takeover agreement are integral parts of the contract.
- 17.4 Amendments and supplements to this spin-off and takeover agreement, including the amendment or waiver of this provision itself, must be made in writing, unless further formal requirements must be met.
- 17.5 Should one or more provisions of this Spin-off and Transfer Agreement be or become void, invalid or unenforceable in whole or in part, the validity of this Spin-off and Transfer Agreement and its remaining provisions shall not be affected thereby. The void, invalid or unenforceable provision shall be replaced by a provision that comes closest in form, content, time, extent and scope to what was intended by the

contracting parties in accordance with the economic sense and purpose of the void, invalid or unenforceable provision. The same applies to any loopholes in this spin-off and takeover agreement.

*[Initial notarial formula]*

No. 1 to 17 of the draft spin-off and takeover agreement reproduced above have the following essential content:

#### **No. 1 Spin-off**

According to section 1.1, Eckert & Ziegler SE as the transferring legal entity transfers the part of its assets specified in section 5 with all rights and obligations by way of a spin-off for absorption pursuant to § 123 (2) no. 1 UmwG as a whole to Pentixapharm Holding AG as the acquiring legal entity. In return, the shareholders of Eckert & Ziegler SE will be granted shares in Pentixapharm Holding AG (see section 9).

Clause 1.2 clarifies that items that are not to be allocated to the Spin-off Assets and Liabilities under the Spin-off and Transfer Agreement or are expressly excluded from the transfer are not transferred to Pentixapharm Holding AG.

#### **No. 2 Spin-off date and tax transfer date**

No. 2.1 sets January 1, 2024, 0:00 a.m., as the Spin-off Record Date. From the Spin-off Record Date, the actions of Eckert & Ziegler SE relating to the Spin-off Assets shall be deemed to have been taken for the account of Pentixapharm Holding AG (§ 126 (1) no. 6 UmwG). This means that the spin-off will be economically backdated to January 1, 2024, 0:00 hours. Eckert & Ziegler SE and Pentixapharm Holding AG will be in the same position as if the Spin-off Assets had already been transferred to Pentixapharm Holding AG on January 1, 2024, 0:00 hrs.

No. 2.2 refers to the tax transfer date for the spin-off. Pursuant to § 2 UmwStG, the transfer date for tax purposes results from the closing balance sheet on which the spin-off is based pursuant to § 125 (1), 17 (2) UmwG and is therefore December 31, 2023, 24:00 hours.

#### **No. 3 Closing balance sheet**

§§ 125 (1), 17 (2) UmwG stipulate that a so-called closing balance sheet must be attached to the application to the commercial register of the transferring legal entity. Section 3.1 of the Spin-off and Transfer Agreement stipulates in this respect that the closing balance sheet is the audited and certified annual balance sheet of Eckert & Ziegler SE as of December 31, 2023, 24:00 hours.

Clause 3.2 stipulates that Eckert & Ziegler SE will recognize the Spin-off Assets in its closing balance sheet under commercial law at book values and will decide within the statutory periods on the valuation of the Spin-off Assets in the closing tax balance sheet. Pentixapharm Holding AG will recognize the Spin-off Assets in its accounting under commercial law in accordance with section 3.3 at book values and will adopt them in its tax balance sheet at the value contained in the closing tax balance sheet of Eckert & Ziegler SE.

#### **No. 4 Assets to be spun off and modalities of the transfer**

The Spin-off Assets consist of the shareholding of Eckert & Ziegler SE in Pentixapharm AG listed in section 4.1, consisting of 21,600,000 shares (corresponding to 99.54% of the shares of Pentixapharm AG). After the spin-off, the shareholders of Eckert & Ziegler SE will have a direct stake in Pentixapharm Holding AG.

Clause 4.2 clarifies that the transfer of the shareholdings takes place with the inclusion of all associated rights and obligations, in particular the entitlement to profit distribution from the shareholdings to be spun off for the period from the spin-off date.

Section 4.3 clarifies that assets, rights, liabilities, contractual relationships, obligations, liabilities and other duties of Eckert & Ziegler SE that are not part of the investment listed in section 4.1 will not be transferred to Pentixapharm Holding AG.

Clause 4.4 regulates the obligation of Eckert & Ziegler SE and Pentixapharm Holding AG to take all actions that may still be necessary or expedient in connection with the transfer of the Spin-off Assets as a fall-back provision.

#### **No.5 Effective date, date of execution**

According to section 5.1, the change of legal ownership of the Spin-off Assets including the associated rights and obligations as a whole pursuant to § 131 (1) no. 1 UmwG shall take place by operation of law upon entry of the Spin-off in the commercial register of Eckert & Ziegler SE at the Berlin-Charlottenburg Local Court. The effective date of the entry is defined as the completion date. The execution date is therefore different from the spin-off date (January 1, 2024, 0:00 a.m.).

Section 5.2 regulates the obligations of Eckert & Ziegler SE in the transition period between the Spin-off and Transfer Agreement taking effect and the Closing Date with regard to the Spin-off Assets. The provision stipulates that Eckert & Ziegler SE will only manage the Spin-off Assets in the ordinary course of business and with the care of a prudent businessman in compliance with the provisions of the Spin-off and Transfer Agreement and will not dispose of the Spin-off Assets and will not take certain measures without the consent of Pentixapharm Holding AG.

#### **No. 6 Standard provisions**

Section 6.1 ensures that Eckert & Ziegler SE transfers the Spin-off Assets and Liabilities to Pentixapharm Holding AG by means of a separate act of execution in rem, unless they are already transferred to Pentixapharm Holding AG by law. Pentixapharm Holding AG is obliged to consent to the transfer. The two companies will be in the same internal position as if the transfer had taken place externally on the spin-off date. The provision therefore serves as a purely precautionary fall-back provision.

Clause 6.2 stipulates in addition to clause 6.1 that Eckert & Ziegler SE and Pentixapharm Holding AG must initiate and participate in all necessary or appropriate measures and legal acts in connection with a transfer pursuant to clause 6.1 in order to transfer the Spin-off Assets and Liabilities.

Clause 6.3 contains an additional duty to cooperate, according to which Eckert & Ziegler SE must grant Pentixapharm Holding AG access to all business documents relating to the Spin-off Assets (i.e. the shares in Pentixapharm AG held by Eckert & Ziegler SE).

#### **No. 7 Creditor protection and internal balancing**

Pursuant to § 133 (1) and (3) UmwG, Eckert & Ziegler SE is jointly and severally liable for the fulfillment of the liabilities transferred to Pentixapharm Holding AG if they fall due within five years (10 years in the case of pension obligations under the German Company Pensions Act) from the announcement of the entry of the Spin-off in the commercial register of Eckert & Ziegler SE and claims against Eckert & Ziegler SE are established in court or in another manner described in § 133 UmwG. In this context, section 7.1 stipulates, in addition to the statutory provision, that Pentixapharm Holding AG must indemnify Eckert & Ziegler SE on first demand if and to the extent that Eckert & Ziegler SE is held liable by creditors arising from transferred liabilities, obligations or contingent liabilities. The same applies in the event that Eckert & Ziegler SE is called upon by creditors of such liabilities, obligations or contingent liabilities to provide security. However, it must be taken into account that no liabilities, obligations or contingent liabilities are directly spun off from Eckert & Ziegler SE.

In accordance with § 133 (1) and (3) UmwG, 3 UmwG, Pentixapharm Holding AG shall conversely be jointly and severally liable for the fulfillment of the liabilities remaining with Eckert & Ziegler SE, which were already established before the Spin-off took effect, if they fall due

within five years (10 years in the case of pension obligations based on the German Company Pensions Act) from the announcement of the entry of the Spin-off in the commercial register of Eckert & Ziegler SE and claims against Pentixapharm Holding AG are established in court or in another manner described in § 133 UmwG. Insofar as claims are asserted against Pentixapharm Holding AG from these liabilities, Eckert & Ziegler SE will indemnify Pentixapharm Holding AG against the respective liability, obligation or liability upon first request in accordance with section 7.2. The same applies in the event that Pentixapharm Holding AG is called upon by creditors of such liabilities, obligations or contingent liabilities to provide security.

This is a customary regulation between the participating legal entities for the internal settlement of the statutory liability in accordance with § 133 UmwG. With this statutory provision, the legislator intends to prevent the external relationship with the creditors from being deprived of liability assets as a result of the spin-off.

### **No. 8 Warranty**

Section 8 conclusively regulates the warranty claims of Pentixapharm Holding AG and excludes the statutory provisions - insofar as legally permissible. With the exception of the cases provided for in section 8, the liability of Eckert & Ziegler SE is thus limited to the mandatory statutory extent.

In clause 8.1, Eckert & Ziegler SE warrants to Pentixapharm Holding AG that it is the owner of the Spin-off Assets as of the Execution Date, that it can freely dispose of them and that the Spin-off Assets are not encumbered with third-party rights. In addition, it is clarified as a precautionary measure that no specific characteristics or intrinsic value of the Spin-off Assets have been agreed.

Clause 8.2 excludes, to the extent permitted by law, all claims, rights and warranties that may exist under the statutory provisions or otherwise in addition to those in Clause 8.1.

### **No. 9 Granting of shares, trustee and capital increase**

Section 9.1 of the Spin-off and Transfer Agreement regulates the consideration for the transfer of the Spin-off Assets in accordance with the provisions of § 126 (1) nos. 3 and 4 UmwG. Accordingly, the shareholders of Eckert & Ziegler SE will be granted one no-par value bearer share (registered share) of Pentixapharm Holding AG for each no-par value bearer share of Eckert & Ziegler SE in accordance with their previous shareholding (on a pro rata basis). A total of 20,845,477 no-par value shares (registered shares) in Pentixapharm Holding AG will be granted to the shareholders of Eckert & Ziegler SE.

Section 9.2 regulates how the shares to be granted to the shareholders of Eckert & Ziegler SE will be created. To implement the spin-off, Pentixapharm Holding AG will increase its share capital by EUR 50,000.00 to EUR 20,895,477 by issuing 20,845,477 no-par value registered shares (registered shares) in Pentixapharm Holding AG. It is intended that each share will correspond to a notional interest of EUR 1.00 in the share capital. In accordance with the provisions of the German Reorganization Act, the spin-off may only be registered after the implementation of this capital increase has been entered in the commercial register of Pentixapharm Holding AG (§§ 125 (1), 66, 130 (1) sentence 1 of the German Reorganization Act).

Section 9.3 clarifies that the contribution in kind is provided through the transfer of the Spin-off Assets. Clause 9.3 further regulates the accounting treatment of a value of the contribution in kind exceeding the pro rata amount of the share capital of the issued shares: Insofar as the value at which the contribution in kind provided by Eckert & Ziegler SE is taken over by Pentixapharm Holding AG, i.e. the book value of the Spin-off Assets under commercial law as of the Spin-off Date, exceeds the amount of the increase in the share capital of Pentixapharm Holding AG specified in clause 9.2, this value shall be treated as a contribution in kind. 9.2 of the increase in the share capital of Pentixapharm Holding AG, this amount will be transferred to the capital reserves of Pentixapharm Holding AG in accordance with § 272 (2) no. 4 HGB.



Pursuant to §§ 125 para. 1, 71 para. 1 sentence 1 UmwG, the transferring legal entity must appoint a trustee for the receipt of the shares to be granted. Section 9.4 stipulates that BankM AG, Frankfurt am Main (AG Frankfurt am Main HRB 79542) shall be appointed as trustee for the receipt of the shares of Pentixapharm Holding AG to be granted and their delivery to the shareholders of Eckert & Ziegler SE. The trustee will be granted possession of the shares to be granted before the spin-off is registered. At the same time, he is instructed to procure the shares for the shareholders of Eckert & Ziegler SE after entry of the spin-off in the commercial register of Eckert & Ziegler SE.

Immediately after the spin-off takes effect, the fungibility of the Pentixapharm Holding AG shares is to be ensured through admission to stock exchange trading. This is to ensure that the Eckert & Ziegler SE shareholders are granted equivalent rights. Clause 9.5 obliges the contracting parties to take all necessary steps to admit the shares of Pentixapharm Holding AG to trading on the regulated market of the Frankfurt Stock Exchange and at the same time to the sub-segment of the regulated market with additional post-admission obligations (Prime Standard) of the Frankfurt Stock Exchange.

### **No. 10 Granting of special rights**

Section 10 states that Eckert Wagniskapital und Frühphasenfinanzierung GmbH, as a future shareholder of Pentixapharm Holding AG, shall be granted a non-transferable right to appoint one third of the number of Supervisory Board members of Pentixapharm Holding AG resulting from the law or the Articles of Association as long as it holds at least 3% of the share capital of Pentixapharm Holding AG.

According to section 10.2, the Executive Board of Pentixapharm Holding AG shall be authorized pursuant to § 221 AktG to issue a convertible bond in the total nominal amount of up to EUR 18,500,000 essentially in accordance with the terms and conditions of the bond attached as Annex 10.2. The convertible bond of Pentixapharm Holding AG is to be issued before the spin-off takes effect and subscribed in full by Eckert & Ziegler SE, whereby the spin-off and takeover agreement does not, however, establish any obligation on the part of Eckert & Ziegler SE to subscribe to the convertible bond. The rights of the creditors from this convertible bond are not to be changed on the occasion of the spin-off.

Furthermore, the convertible bond is to be backed by a capital increase of up to EUR 3,936,170 from authorized capital with exclusion of subscription rights pursuant to § 202 AktG in accordance with section 10.3. The resolution on the authorized capital is to be passed before the spin-off takes effect. On the other hand, the convertible bond is to be backed by a corresponding conditional capital increase (§ 192 para. 2 no. 1 AktG) in accordance with item 10.4. The conditional capital increase is to be proposed to the Annual General Meeting of Pentixapharm Holding AG for resolution only after the spin-off has taken effect.

In order to generally increase the planning security for the Executive Board of Pentixapharm Holding AG and to signal to the capital market that independent investors are also convinced of the potential and viability of the Pentixapharm Holding AG business model, so-called XOVER investors are to subscribe for shares in Pentixapharm Holding AG worth up to EUR 30,000,000 in a private placement prior to the listing. The preliminary valuation of Pentixapharm Holding AG corresponds to the minimum placement price for capital increases, which was determined on the basis of an expert opinion in the context of the preparation of the spin-off and amounts to EUR 4.70 per Pentixapharm Holding AG share. This value is also the basis for the conversion price for the convertible bond. The XOVER investors, which also include Eckert Wagniskapital und Frühphasenfinanzierung GmbH, the largest shareholder of Eckert & Ziegler SE, will undertake not to sell the subscribed shares of Pentixapharm Holding AG for a period of at least six months after the listing.

Section 10.6 clarifies that no further rights are granted to individual shareholders or holders of special rights within the meaning of § 126 para. 1 no. 7 UmwG and that no measures within the meaning of this provision are intended for such persons.

### **No. 11 Granting of special benefits**

Section 11.1 points out that the current member of the Executive Board of Eckert & Ziegler SE, Dr. Harald Hasselmann, is also a member of the Supervisory Board of Pentixapharm Holding AG. He has not yet received any separate remuneration for his activities as a member of the Supervisory Board of Pentixapharm Holding AG. The total remuneration paid to Dr. Hasselmann by Eckert & Ziegler SE will not change as a result of the spin-off. Any remuneration paid to Mr. Hasselmann for his activities on the Supervisory Board of Pentixapharm Holding AG will not be determined until the first Annual General Meeting of Pentixapharm Holding AG in the 2025 financial year.

Section 11.2 points out that the current Chairman of the Supervisory Board of Eckert & Ziegler SE, Dr. Andreas Eckert, is also Chairman of the Supervisory Board of Pentixapharm Holding AG. Any remuneration of Dr. Eckert for his activities on the Supervisory Board of Pentixapharm Holding AG will only be determined in the 2025 financial year by the first Annual General Meeting of Pentixapharm Holding AG. Furthermore, section 11.3 points out that the current Chairman of the Supervisory Board of Eckert & Ziegler SE, Dr. Andreas Eckert, is also the majority shareholder of Eckert Wagniskapital und Frühphasenfinanzierung GmbH, which in turn has the right to appoint members to the Supervisory Board of Pentixapharm Holding AG. At the express wish and request of the XOVER investors, the largest shareholder of Eckert & Ziegler SE, Eckert Wagniskapital und Frühphasenfinanzierung GmbH, will participate in the subscription of the private placement on a pari passu basis with an amount of up to EUR 10,000,000. The largest shareholder of this company is Dr. Andreas Eckert, the founder, major shareholder and Chairman of the Supervisory Board of Eckert & Ziegler SE and Pentixapharm Holding AG.

For the sake of completeness, section 11.5 clarifies that no further special benefits within the meaning of § 126 para. 1 no. 8 UmwG are granted to members of the Executive Board or Supervisory Board of the companies involved in the spin-off or to an auditor or spin-off auditor.

### **No. 12 to 14 Consequences of the spin-off for the employees and their representatives**

According to the mandatory provision of § 126 (1) no. 11 UmwG, the spin-off and takeover agreement itself must contain information on the consequences of the spin-off for the employees and their representatives as well as the measures envisaged in this respect. The individual and collective legal consequences of the spin-off are described in detail there. These provisions do not contain any contractual agreements between the parties to the spin-off agreement, but merely a description of the consequences of the spin-off, some of which arise directly from the law and some from the corresponding agreements between the employer and employee sides. Items 12 to 14 therefore merely serve to implement the corresponding provisions of § 126 (1) nos. 9, 11 UmwG and therefore require no further explanation in the spin-off report.

### **No. 15 Costs and taxes**

Section 15.1 contains cost provisions. Accordingly, the Spin-Off Agreement provides that Eckert & Ziegler SE shall bear the costs incurred in connection with the notarization of the Spin-Off and Transfer Agreement and its preparation, conclusion and implementation up to the Closing Date, including the costs of the respective Annual General Meeting and the costs of the applications to and entries in the commercial register, the joint spin-off report, the spin-off audit, the issue of a convertible bond with a total nominal value of up to EUR 18.500,000 to Eckert & Ziegler SE and the planned stock exchange listing as well as the associated costs of the consultants commissioned by Eckert & Ziegler SE. Pentixapharm Holding AG shall bear all costs in connection with any cash capital increases, the non-cash capital increase and subsequent incorporation and their audits, any further convertible bonds, including any commissions of the accompanying credit or securities institutions or investors, as well as the costs of the Pentixapharm Group's employee participation program.

In accordance with section 15.2, Pentixapharm Holding AG shall bear any transaction taxes arising from the implementation of the Spin-off and Transfer Agreement up to the Closing Date. In all other respects, each party shall bear its own taxes. Section 15.3 contains a special provision for value added tax.

#### **No. 16 Right of withdrawal**

Clause 16 contains a right of withdrawal according to which each contracting party can withdraw from the spin-off and takeover agreement by means of a written declaration to the other contracting party if the entry in the commercial registers of the contracting parties has not been made by December 31, 2024. This provides a legal option to cancel the implementation of the spin-off if, for example, unforeseen obstacles arise that significantly delay the implementation of the planned measures.

#### **No. 17 Final provisions**

Section 17 contains various final provisions. In accordance with section 17.1, the spin-off and takeover agreement becomes effective upon signature and approval by the Annual General Meetings of both parties.

Clause 17.2 also stipulates that all disputes in connection with the spin-off and takeover agreement or its validity shall be finally settled by arbitration in accordance with the Arbitration Rules of the German Institution of Arbitration (DIS), to the exclusion of recourse to the ordinary courts of law. In addition to procedural aspects, it is also agreed that the law applicable to the matter is the law of the Federal Republic of Germany.

Clause 17.3 clarifies that the annexes are also part of the contract.

Clause 17.4 contains a standard written form clause.

Clause 17.5 contains the usual provision for the analogous replacement of any invalid or unenforceable provisions of the contract (so-called severability clause).

The provisions are supplemented by Annex 10.2, which is an integral part of the agreement and contains the draft bond terms and conditions for the convertible bonds intended to be issued in accordance with section 10.2.

The draft of the Spin-off and Transfer Agreement was submitted to the commercial registers of Eckert & Ziegler SE and Pentixapharm Holding AG prior to the convening of the Annual General Meeting on May 3, 2024. The spin-off is explained and justified in detail from a legal and economic point of view in the Joint Spin-off Report of the Executive Board of Eckert & Ziegler SE and the Executive Board of Pentixapharm Holding AG dated May 2, 2024. The draft Spin-off and Transfer Agreement was reviewed by the court-appointed expert spin-off auditor. The spin-off auditor issued a written audit report on the results of its audit.

The following documents are available on the company's website at <https://www.ezag.com/de/startseite/investoren/hauptversammlung/> from the time the Annual General Meeting is convened and also during the Annual General Meeting:

- Draft of the spin-off and takeover agreement between Eckert & Ziegler SE and Pentixapharm Holding AG, prepared on May 02, 2024
- Joint spin-off report of the Executive Board of Eckert & Ziegler SE and the Executive Board of Pentixapharm Holding AG dated May 02, 2024
- Report on the audit of the spin-off dated May 8, 2024, prepared by Dr. Knabe GmbH Wirtschaftsprüfungsgesellschaft as the court-appointed joint spin-off auditor for Eckert & Ziegler SE and Pentixapharm Holding AG
- Adopted annual financial statements (separate financial statements), approved consolidated financial statements and (combined) management reports of Eckert & Ziegler Strahlen- und Medizintechnik AG, which changed its legal form to a Societas Europaea (SE) and changed its name to Eckert & Ziegler SE upon entry in the commercial register on March 18, 2024, as of December 31, 2021 and December 31, 2022;
- Adopted annual financial statements (separate financial statements), approved consolidated financial statements and (combined) management report of Eckert & Ziegler SE (formerly: Eckert & Ziegler Strahlen- und Medizintechnik AG) as of December 31, 2023
- Opening balance sheet of Pentixapharm Holding AG as of March 18, 2024
- Report on the audit of the non-cash capital increase and subsequent formation of Pentixapharm Holding AG by Dr. Knabe GmbH Wirtschaftsprüfungsgesellschaft dated May 8, 2024

## **12. Resolution on the creation of authorized capital and amendment of the Articles of Association**

In order to maintain the company's financial flexibility, authorized capital is to be created.

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

- a) The Executive Board is authorized, with the approval of the Supervisory Board, to increase the company's share capital on one or more occasions until 25 June 2029 by up to a total of EUR 10,500,000.00 by issuing new no-par value bearer shares in return for cash and/or non-cash contributions (authorized capital). The new shares must generally be offered to the shareholders for subscription; they may also be taken over by one or more credit institution(s) or one or more equivalent institution(s) with the obligation to offer them to the shareholders for subscription. However, the Executive Board is authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights up to an amount that does not exceed 20% of the share capital existing at the time this authorization becomes effective or at the time it is exercised in order to issue the new shares against cash contributions at an issue price that is not significantly lower than the market price of the company's shares of the same class that are already listed. Treasury shares of the company that are sold during the term of this authorization with the exclusion of shareholders' subscription rights in direct or analogous application of § 186 para. 3 sentence 4 AktG are to be included in this calculation. Furthermore, shares issued or to be issued during the term of this authorization to service convertible bonds and/or bonds with warrants are to be included in the calculation of the 20% limit, provided that the bonds were issued with the exclusion of subscription rights in analogous application of § 186 para. 3 sentence 4 AktG. The subscription right can also be excluded by the Executive Board with the approval of the Supervisory Board if it concerns the acquisition of contributions in kind,

in particular the acquisition of companies or investments in companies or the acquisition of other assets, if the acquisition or investment is in the well-understood interests of the company and is to be made in return for the issue of shares, insofar as it is necessary to grant holders of convertible bonds and/or bonds with warrants issued by the company or its subsidiaries a subscription right to new shares to the extent to which they would be entitled after exercising their conversion or option rights, or to the extent to which they would be entitled after exercising their conversion or option rights. option rights or, if the issue is made against cash contributions, to offer the shares against cash contributions to employees of the company or its affiliated companies. Otherwise, subscription rights can only be excluded for fractional amounts.

- b) The Executive Board will decide on the content of the share rights and the further conditions of the share issue, including the issue price, with the approval of the Supervisory Board.
- c) In § 5 of the Articles of Association, a new paragraph 5 is inserted, which reads as follows:

"The Executive Board is authorized, with the approval of the Supervisory Board, to increase the company's share capital on one or more occasions by up to a total of EUR 10,500,000.00 until June 25, 2029 by issuing new no-par value bearer shares in return for cash and/or non-cash contributions (authorized capital). The new shares must generally be offered to shareholders for subscription; they may also be underwritten by one or more credit institution(s) or one or more equivalent institution(s) with the obligation to offer them to shareholders for subscription. The Executive Board may, with the approval of the Supervisory Board

- exclude shareholders' subscription rights up to an amount that does not exceed 20% of the share capital existing at the time this authorization becomes effective or at the time it is exercised, in order to issue the new shares against cash contributions at an issue price that is not significantly lower than the stock market price of the company's shares of the same class that are already listed. Treasury shares of the company that are sold during the term of this authorization with the exclusion of shareholders' subscription rights in direct or analogous application of § 186 para. 3 sentence 4 AktG are counted towards this 20% limit. Furthermore, shares issued or to be issued during the term of this authorization to service convertible bonds and/or bonds with warrants shall be included in the calculation of the 20% limit, provided that the bonds were issued with the exclusion of subscription rights in analogous application of § 186 para. 3 sentence 4 AktG;
- exclude shareholders' subscription rights for the purpose of obtaining contributions in kind, in particular through the acquisition of companies or equity interests in companies or through the acquisition of other assets, including rights and receivables, if the acquisition is in the well-understood interests of the company and is to be made in return for the issue of shares;
- exclude shareholders' subscription rights to the extent necessary to grant holders of convertible bonds and/or bonds with warrants issued by the company or its subsidiaries subscription rights to new shares to the extent to which they would be entitled after exercising their conversion or option rights;
- exclude shareholders' subscription rights in order to offer the new shares to employees of the company or its affiliated companies in return for cash contributions;
- exclude shareholders' subscription rights to offset fractional amounts.

The Executive Board is also authorized, with the approval of the Supervisory Board, to determine the further details of the capital increase and its implementation, in particular the content of the share rights and the further conditions of the share issue, including the issue amount. The Supervisory Board is authorized to amend the Articles of Association in accordance with the implementation of the capital increase and, if the authorized capital has not been fully utilized by 25 June 2029, after expiry of the authorization period."

The report of the Executive Board to the Annual General Meeting in accordance with Section 203 para. 2 sentence 2 AktG in conjunction with Section 186 para. 4 sentence 2 AktG is attached under Section V. § Section 186 para. 4 sentence 2 AktG is attached under item V.

## **II. Remuneration report for the 2023 financial year in accordance with § 162 (1) AktG and report on its audit by the auditor (agenda item 6)**

### **REMUNERATION REPORT 2023**

#### **INTRODUCTION**

The remuneration report for the 2022 financial year was approved at the Annual General Meeting on June 7, 2023. In this respect, there is no reason to question the reporting in the remuneration report. The remuneration report for Eckert & Ziegler Strahlen- und Medizintechnik AG (EZAG) explains the main features of the remuneration systems for the members of the Executive Board and Supervisory Board of EZAG and reports on the remuneration granted and owed to the members of the Executive Board and Supervisory Board in the 2023 financial year. Consistent with the previous year, the remuneration granted is shown as the remuneration actually received in the reporting period. This complies with the requirements of § 162 of the German Stock Corporation Act (AktG).

#### **REMUNERATION OF THE EXECUTIVE BOARD**

This remuneration report reflects the new remuneration system introduced from 2022, but also describes the current deviations as part of a reorganization of the Executive Board. The Executive Board was reorganized in 2023. In a first step, the Executive Board was expanded by two additional members for a period of two years as of January 1, 2023. Firstly, Ms. Jutta Ludwig was appointed to the Executive Board with a focus on the development of the Asian business and thus resigned her seat on the company's Supervisory Board. Secondly, Dr. Hakim Bouterfa was appointed to the Executive Board as Chief Medical Officer. As the Group's clinical activities were bundled in Pentixapharm AG during 2023, Dr. Bouterfa was dismissed as of December 31, 2023; he remains Chairman of the Executive Board of Pentixapharm AG. In a second step, Dr. Andreas Eckert and Dr. Lutz Helmke left the Executive Board on June 7, 2023 and Franklin B. Yeager was appointed to the Executive Board until December 31, 2025. He is responsible for the development of the Isotopes Products segment. Dr. Harald Hasselmann took over as Chairman of the Executive Board with effect from 7 June 2023. His appointment was extended until December 31, 2026.

#### **PRINCIPLES OF THE REMUNERATION SYSTEM FOR THE EXECUTIVE BOARD**

The remuneration system for the Executive Board of Eckert & Ziegler Strahlen- und Medizintechnik AG can be downloaded from our website: [www.ezag.de](http://www.ezag.de)>Investors>Good corporate governance.

The Executive Board remuneration system adopted in 2022 is designed to provide an incentive for the long-term successful development of the company. A key aspect of the remuneration system is that, in addition to fixed remuneration components, variable remuneration components with a multi-year assessment basis are agreed so that the members of the Executive Board participate appropriately in both positive and negative developments.

When determining the total remuneration and the allocation to individual remuneration components, the area of responsibility assigned to the respective Executive Board member and their personal performance are assessed in particular. The economic situation, success and future prospects of the company are also included in the assessment. Finally, the remuneration should also be attractive and appropriate in comparison to the usual remuneration in the competitive environment and the remuneration structure in the company, both in relation to senior management and the workforce.

## **1. Composition of the remuneration**

The total remuneration of the Executive Board consists of a fixed annual basic remuneration, including certain fringe benefits (together "fixed remuneration"), as well as variable remuneration components, on the one hand with short-term ("STI") and on the other hand with long-term assessment criteria ("LTI").

### **1.1 Fixed remuneration**

The fixed remuneration of the members of the Executive Board, consisting of salary and fringe benefits, is paid monthly on a pro rata basis. The fringe benefits in the form of benefits in kind, which mainly consist of the use of a company car, telephone and insurance premiums, are taxable for the individual Executive Board member. In principle, all members of the Executive Board are entitled to the same fringe benefits, although the amount may vary depending on their personal situation.

### **1.2 Variable remuneration components**

In addition to the basic remuneration, the members of the Executive Board generally receive two variable remuneration components.

#### ***a) Short-term variable remuneration component, Short Time Incentive (STI)***

The STI is primarily based on a percentage of the cumulative annual profit of the Group as a whole, whereby a segment for which the Executive Board is directly responsible can be weighted more heavily than other parts of the Group. The short-term variable component is due if an annual profit is achieved and predefined framework conditions, including non-financial parameters such as compliance with regulations, have been met. The achievement of the thresholds and non-financial parameters is determined by the Supervisory Board after the company's consolidated financial statements have been approved. Project-related individual bonuses can be agreed as a further STI component, which are based solely on an annual performance assessment and therefore either on the achievement of specific targets or a percentage share of the annual result.

#### ***b) Long-term variable remuneration component, Long Time Incentive (LTI)***

The LTI is calculated on the basis of the long-term growth in net profit for the year in the direct area of responsibility of the respective Executive Board member, provided this parameter exceeds previously agreed targets. The bonus is paid out in shares or its calculation is linked to the share price, so that the beneficiary not only has a material interest in the long-term growth in the company's profit, but also in the level of the company's market capitalization. The achievement of the financial performance indicator is also determined by the Supervisory Board when the company's consolidated financial statements are approved.



Fixed remuneration	
Basic annual salary	Fixed, contractually agreed remuneration, paid in 12 equal monthly installments
Fringe benefits	Company car
	Telephone
	Contribution to health, old-age and accident insurance
	Company accident insurance
	D & O Insurance
Short-term variable remuneration component, short-term incentive (STI)	
Plan type	Target bonus model
Performance criteria	Net profit in the respective financial year above certain threshold value
	Direct responsibility
	Other Group
	4-6% of the excess return
	1-2% of the excess return
Limitation	120-150% of the basic annual salary
Payout	in cash, in the following year in the month after the Annual General Meeting
Plan type	Premium model
Performance criteria	Achievement of project goals
Limitation	to 20% of the fixed annual salary per project
Payout	in cash, in the following year in the month after the Annual General Meeting
Long-term variable remuneration component, long-term incentive (LTI)	
Plan type	Target bonus model
Performance criteria	Cumulative excess returns of the Group at the end of the contract term
Period	Term of the contract
Limitation	Number of shares
Payout	in shares in the month following the Annual General Meeting in the following year of the period
Maximum remuneration	
The absolute euro value for the maximum payment of remuneration granted in a financial year is € 5 million per year for each member of the Executive Board. The maximum total remuneration includes all fixed and variable remuneration components.	

Figure: Summary of the remuneration system of Eckert & Ziegler AG

The annual short-term variable remuneration component should not exceed 40% of the long-term variable remuneration components.

Overall, the variable remuneration components are geared towards the positive development of both the Group as a whole and the individual business areas for which they are responsible, and thus towards the further development and implementation of the company's overall strategy. The correspondingly differentiated incentive structure is intended to strengthen individual departmental responsibility on the one hand and to anchor the overall strategic development of the company as part of the actions of the Executive Board on the other. The multi-year assessment basis for the majority of the variable remuneration and the partial payment of the variable remuneration in shares of the company or taking into account the share price ensures that the long-term positive development of the company is reflected accordingly in the amount of remuneration.

### **1.3 Provisioning costs**

Company pension contracts can be concluded for individual members of the Executive Board; these are usually direct insurance policies with deferred compensation.

## **2. Determination of maximum remuneration and ratio of fixed and variable maximum remuneration**

The fixed remuneration is based on market conditions and comparative figures from other companies. For the two variable remuneration elements, performance orientation and sustainability are the basic principles for measuring performance. The Supervisory Board ensures that the targets for all elements of variable remuneration are ambitious, while at the same time ensuring a balanced risk/reward profile. If the targets are not met, the short-term variable remuneration can fall to zero. If the targets are significantly exceeded, the short-term variable remuneration for members of the Executive Board is limited to a maximum of 120%-150% of the basic salary. Long-term remuneration is paid in shares. Here too, the remuneration can fall to zero. It is limited to a maximum number of shares per Executive Board member over the entire term of the contract. An arithmetical maximum total remuneration can be derived from the limited variable remuneration elements, the basic remuneration and the expenses for fringe benefits. In addition, the Supervisory Board has defined an absolute euro value for the maximum payment of remuneration granted in a financial year in accordance with Section 87a (1) sentence 2 no. 1 AktG. It is € 5 million per year for each member of the Executive Board. The maximum total remuneration includes all fixed and variable remuneration components. This limit may mean that not the full number of shares or not the full value for the maximum number of shares may be paid out.

## **3. Alignment of remuneration with long-term and sustainable corporate development**

The Supervisory Board determines the specific target and maximum total remuneration for each member of the Executive Board, which is commensurate with the tasks and performance of the Executive Board member and the situation of the company and does not exceed the usual remuneration in comparison - both with other companies and with the Group - without special reasons. The Supervisory Board uses companies listed in the same stock market segment (Prime Standard) as the company and with a similar balance sheet total and comparable EBIT as a suitable peer group for assessing the customary nature of the specific total remuneration compared to other companies.

Secondly, the Supervisory Board assesses the customary nature of the specific total remuneration of the members of the Executive Board within the company. To this end, it considers the ratio of the target total remuneration of the individual members of the Executive Board to both the average total remuneration of senior management and the average total remuneration of the entire workforce in Germany. When assessing the customary nature of

the specific total remuneration, the Supervisory Board also takes into account the development over time of the ratios described above.

**4. Special contractual provisions**

**4.1 Clawback rule**

Violations of compliance rules and Group-wide compliance guidelines from previous periods can also reduce current bonuses. On the one hand, this is intended to emphasize the importance of compliance within Eckert & Ziegler Strahlen- und Medizintechnik AG. On the other hand, the Group's reputation is to be strengthened through a contemporary, value-based corporate culture in the interests of sustainable development.

**4.2 Adjustment of remuneration**

The Supervisory Board is entitled to reduce the remuneration of the Executive Board in accordance with § 87 (2) AktG. It also reserves the right to take into account extraordinary developments to an appropriate extent. In justified cases, the variable remuneration may be withheld or reclaimed.

**5. Implementation and ongoing evaluation of the remuneration system**

The remuneration system adopted by the Supervisory Board is implemented by the Supervisory Board as a whole when individual Executive Board employment contracts are concluded. In addition, the Remuneration Committee of the Supervisory Board reviews the remuneration system on an ongoing basis and, if it identifies a need for adjustment, discusses changes to the system, adopts a resolution and informs the full Supervisory Board of any adjustment measures it deems appropriate or necessary. Changes to the remuneration system are approved by the full Supervisory Board. In the event of changes, the Supervisory Board will submit the amended remuneration system to the next Annual General Meeting for approval.

**APPROPRIATENESS OF EXECUTIVE BOARD REMUNERATION**

The Supervisory Board regularly reviews the market conformity, competitiveness and appropriateness of the Executive Board remuneration and the individual remuneration components. Firstly, an external remuneration comparison is carried out. A total of eight companies from the S-Dax with similar total assets and comparable EBIT were used as a guide for the level of remuneration for the 2020 and 2021 financial years:

Peer group for the remuneration of the Executive Board	
Biotest	JOST-Werke
CEWE	LPKV Laser Electronics
Drägerwerk	MorphoSys
JENOPTIK	PVA TePla
<i>2020/2021 comparison group</i>	

Secondly, the remuneration within the Executive Board, the Executive Board in relation to the remuneration of senior management and in relation to the entire workforce (excluding senior management) was compared within the company. For this purpose, the respective target salaries, consisting of fixed and variable salary components (including special payments and benefits in kind), were converted to full-time equivalents. The review by the Supervisory Board

revealed that the remuneration of the members of the Executive Board is slightly below the average of the peer group, but that the remuneration practice can be classified in the peer group. The internal comparison of salaries carried out by the Supervisory Board has shown that the respective ratios are not critical and are not considered unreasonable in politics and literature.

### **CURRENT DEVIATIONS FROM THE REMUNERATION SYSTEM**

As the Executive Board contracts of Ms. Ludwig and Dr. Bouterfa were only concluded for two years and with a clear focus on projects, the Supervisory Board decided to deviate from the remuneration system described above, waiving an LTI in each case and only agreeing an STI component. Due to the focus on the Asian business, a performance-based, project-related individual bonus was agreed with Ms. Ludwig. The STI is limited to € 350 thousand per year. Project-related targets were agreed with Dr. Bouterfa, for which an entitlement to the transfer of shares or payment of an individual bonus arises if defined milestones are reached. Mr. Yeager has been employed as CEO of the EZAG subsidiary Eckert & Ziegler Isotope Products Inc. since 2001. The Executive Board activities were quantified as approximately 10%, so that 90% of his work performance is for the management of the Isotope Products segment. For this reason, he continues to receive his entire remuneration via his employment contract with Eckert & Ziegler Isotope Products Inc. This report includes 100% of his remuneration granted and owed by Eckert & Ziegler Isotope Products Inc. The STI components agreed are a percentage of net revenue and annual qualitative targets that relate exclusively to the results of the Isotope Products segment. In addition, there is an entitlement to an LTI; this is primarily based on 10% of the cumulative growth in the Isotope Products segment's net profit for the year. The starting point is the base value of € 11,734 million. In deviation from the remuneration system, other maximum remuneration levels apply for Ms. Ludwig, Dr. Bouterfa and Mr. Yeager. The total volume of variable remuneration for Ms. Ludwig is limited to a maximum of € 350 thousand per calendar year, i.e. a maximum of € 700 thousand over the entire term. For Dr. Bouterfa, the total volume of variable remuneration over the entire term and a set follow-up period for individual milestones amounts to a maximum of approximately € 600 thousand. No maximum limit was agreed for Mr. Yeager's STI. He receives 5.05% of the net revenue of the Isotope Products segment as well as two target-based bonuses totaling a maximum of USD 41 thousand. A limit of USD 800 thousand was agreed for the LTI.

## TOTAL REMUNERATION OF THE EXECUTIVE BOARD

### The remuneration granted and owed to the Executive Board in the 2023 financial year

Remuneration granted and owed to each individual current or former member of the Executive Board by the company and by the companies of the same Group is presented below. Remuneration is granted if it actually accrues to the board member, i.e. actually flows to them and thus becomes part of their assets. Remuneration is owed if the company has a legal obligation to the board member that is due but has not yet been fulfilled. If such remuneration is not yet due, it is a promised remuneration.

The following table shows the total remuneration and the remuneration components of the members of the Executive Board:

Information on total remuneration and remuneration components									
Name of the board member, position	Fixed remuneration components in €		Variable remuneration components in €		Pension expenses in €	Total remuneration in €	Relative share of variable remuneration in total remuneration in %	Relative share of fixed remuneration in total remuneration in %	
	Basic content	Other ancillary services	short-term (≤ 1 yr.)	long-term (> 1 yr.)					
Dr. Andreas Eckert Chairman of the Executive Board until 7.6.2023	180.000	20.269	265.000			465.269	56,96	43,04	
Dr. Harald Hasselmann Member of the Executive Board until 7.6.2023 Chairman of the Executive Board from 8.6.2023	312.028	62.519	100.000		614	475.160	21,05	78,95	
Dr. Lutz Helmke Member of the Executive Board until 7.6.2023	91.583	11.210	120.000		750	223.544	53,68	46,32	
Hakim Bouterfa Member of the Executive Board from 1.1.2023 until 31.12.2023	264.000					264.000	0,00	100,00	
Jutta Ludwig Member of the Executive Board as of 1/1/2023	150.000	6.478				156.478	0,00	100,00	

Franklin Yeager Member of the Executive Board as of 1/1/2023	362.815	41.496	698.197		14.426	1.116.933	62,51	37,49
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The remuneration received in 2023 was paid to Dr. Eckert, Dr. Hasselmann and Dr. Helmke in accordance with the principles of the remuneration system. In 2023, the variable remuneration achieved in 2022 was paid out. The STI values reported for Mr Yeager relate entirely to his activities as the person responsible for the Isotope Products segment in 2022. The deviations for the Executive Board contracts for Ms Ludwig, Dr Bouterfa and Mr Yeager are described in more detail above. Due to the company's good economic situation, there was no need for the Supervisory Board to reduce the remuneration of the Executive Board. Dr. Edgar Löffler is a former member of the Executive Board. Following his retirement in 2016, he receives monthly pension payments from a provident fund. In the 2023 financial year, his pension payments amounted to € 55,668. As the entitlement to benefits from the company pension scheme in the form of a provident fund is directed against the employer, Dr. Löffler's pension benefits are first transferred to Eckert & Ziegler AG and then paid out to Dr. Löffler after income tax has been deducted.

### Comparative presentation of the remuneration and earnings development for the members of the Executive Board

The vertical comparison pursuant to § 162 para. 1 sentence 2 no. 2 AktG is presented below. In the 2023 financial year, an annual change is shown for all three comparative figures (change in the remuneration of the Executive Board, earnings development of the company and change in the average remuneration of employees). The vertical comparison for all three variables will be gradually built up over a five-year period from 2021 to 2025.

Information on the remuneration comparison pursuant to § 162 (1) sentence 2 no. 2 AktG					
Change on previous year in %	FY4 vs FY5	FY3 vs FY4	FY2 vs FY3	FY.-1 vs FY2	Gj. vs FY1
<b>Change in the remuneration of the members of the executive bodies</b>					
Dr. Andreas Eckert Chairman of the Executive Board until 7.6.2023			329,19	-74,99	-48,38
Dr. Harald Hasselmann Member of the Executive Board until 7.6.2023 Chairman of the Executive Board from 8.6.2023			35,72	6,79	-12,51
Dr. Lutz Helmke Member of the Executive Board until 7.6.2023			0,21	22,20	-59,72
Hakim Bouterfa Member of the Executive Board from 1.1.2023 to 31.12.2023					n.a.
Jutta Ludwig					n.a.

Member of the Executive Board from 1.1.2023						
Franklin Yeager Member of the Executive Board from January 1, 2023						n.a.
<b>Earnings performance of the company</b>						
Net income EZAG* (stand-alone)				30,19	-16,76	61,88
Net income* E&Z Group				50,88	-15,20	-10,17
EBIT E&Z Group				40,85	-6,13	2,04
<b>Change in the average remuneration of employees</b>						
Employees of the German companies				2,83	3,51	8,89

\* Net income for the year

<b>Information on the remuneration comparison pursuant to § 162 para. 1 sentence 2 no. 2 AktG</b>				
Absolute figures	2020	2021	2022	2023
<b>Change in the remuneration of the members of the executive bodies</b>				
Dr. Andreas Eckert Chairman of the Executive Board until 7.6.2023	839.787	3.604.270	901.370	465.269
Dr. Harald Hasselmann Member of the Executive Board until 7.6.2023 Chairman of the Executive Board from 8.6.2023	374.719	508.555	543.104	475.160
Dr. Lutz Helmke Member of the Executive Board until 7.6.2023	453.264	454.195	555.025	223.544
Hakim Bouterfa Member of the Executive Board from 1.1.2023 to 31.12.2023	0	0	0	264.000
Jutta Ludwig Member of the Executive Board from 1.1.2023	0	0	0	156.478
Franklin Yeager Member of the Executive Board from January 1, 2023	0	0	0	1.116.933
<b>Earnings performance of the company</b>				
Net income EZAG (stand-alone)	17.446.000	22.713.000	18.906.000	30.605.000
Net income E&Z Group	22.884.000	34.527.000	29.278.000	26.300.000
EBIT E&Z Group	33.689.000	47.450.000	44.542.000	45.452.000

In addition, EZAG has made a commitment of € 180,000 (transitional allowance) to Dr. Eckert due to the termination of his Executive Board contract on 7 June 2023.

## Entitlement of the Executive Board members for activities in 2023

The following table contains information on the performance criteria applied and the target achievement values for 2023. These values will be paid out in 2024.

Remuneration owed/information on the performance criteria applied					
Name of the board member, position	Description of the performance criteria	Relative weighting of the performance criteria	Information on the performance targets		a) Measured power b) Appropriate remuneration
			a) Minimum target	a) Target value	
			b) Appropriate remuneration	b) Appropriate remuneration	
Dr. Andreas Eckert Chairman of the Chairman until 7.6.2023	A) Variable remuneration short-term: annual bonus is based on the net profit of the Eckert und Ziegler Group in the respective financial year; if this exceeds € 24 million, 5% is calculated on the excess return.	100%	a) 24.000.000 b) 0	a) 37.000.000 b) 650.000	a) 26.300.000 b) 115.010
	B) Long-term variable remuneration: for the Group's cumulative excess return at the end of the contract term (3 years) 1,200 shares per € 1 million excess return, based on net profit of € 25 million max. 40,000 shares, value may not exceed the max remuneration from the 2020 AGM (€ 5 million), payment is due when the annual financial statements for the last financial year of the contract term are adopted.		a) 25.000.000 b) 0	a) 58.333.333 b) 40,000 units.	a) 26.300.000 b) 1,560 units.
Dr. Harald Hasselmann Member of the Executive Board until 7.6.2023	A) the short-term variable remuneration consists of two parts: 1) the annual bonus is based on the net profit of the CSO Medical segment; if this exceeds € 17 million, 5% is calculated on the excess return	80%	a) 17.000.000 b) 0	a) 25.000.000 b) 400.000	a) 10.912.000 b) 0



	2) the annual bonus is based on the net profit of the rest of the Eckert & Ziegler Group (excluding the CSO Medical segment); if this exceeds € 7 million, 2% is calculated on the excess return	20%	a) 7.000.000 b) 0	a) 12.000.000 b) 100.000	a) 4.012.000 b) 10.240
	B) Long-term variable remuneration: for the Group's cumulative excess return at the end of the contract term (4 years) 500 shares per € 1 million excess return, based on net profit of € 25 million max. 25,000 shares, value may not exceed the max remuneration from the 2020 AGM (€ 5 million), payment is due when the annual financial statements for the last financial year of the contract term are adopted.		a) 25.000.000 b) 0	a) 75.000.000 b) 25,000 units.	a) 26.300.000 b) 325 pcs.
Dr. Harald Hasselmann Chairman of the Executive Board as of 8.6.2023	A) the short-term variable remuneration consists of two parts: 1) the annual bonus is based on the net profit of the CSO Medical segment; if this exceeds € 14 million, 6% is calculated on the excess return	50%	a) 14.000.000 b) 0	a) 23.000.000 b) 540.000	a) 10.332.000 b) 199.920
	2) The annual bonus is based on the net profit of the rest of the Eckert & Ziegler Group (excluding the CSO Medical segment); if this exceeds € 7 million, 2% is calculated on the excess return.	50%	a) 7.000.000 b) 0	a) 34.000.000 b) 540.000	a) 5.056 b) 31.120
	B) Long-term variable remuneration: for the Group's cumulative excess return at the end of the contract term (4 years) 1,200 shares per € 1 million		a) 25.000.000 b) 0	a) 75.000.000 b) 25,000 units.	a) 26.300.000 b) 780 units.

	excess return, based on net profit of € 25 million max. 40,000 shares, value may not exceed the max remuneration from the 2020 AGM (€ 5 million), payment is due when the annual financial statements for the last financial year of the contract term are adopted.				
Dr. Lutz Helmke Member of the Executive Board until 7.6.2023	A) the short-term variable remuneration consists of two parts: 1) the annual bonus is based on the net profit of the CSO Medical segment; if this exceeds € 17 million, 5% is calculated on the excess return	65%	a) 17.000.000 b) 0	a) 25.000.000 b) 400.000	a) 10.912.000 b) 0
	2) the annual bonus is based on the net profit of the rest of the Eckert & Ziegler Group (excluding the COO Medical segment); if this exceeds € 7 million, 2% is calculated on the excess return	16%	a) 7.000.000 b) 0	a) 12.000.000 b) 100.000	a) 4.012.000 b) 10.240
	3) qualitative bonus on defined projects, their fulfillment, completion, savings achieved, process improvements in the amount of € 20 thousand each over the term of the contract	19%	a) 0 b) 0	a) 6 b) 120.000	a) 0 b) 0
	B) Long-term variable remuneration: for the cumulative excess return of the Group at the end of the contract term (3 years) 500 shares per € 1 million excess return, based on net profit of € 25 million max. 25,000 shares, value may not exceed the max remuneration from the 2020 AGM (€ 5 million),		a) 25.000.000 b) 0	a) 75.000.000 b) 25,000 units.	a) 26.300.000 b) 0 pcs.

	payment is due when the annual financial statements for the last financial year of the contract term are adopted.					
Jutta Ludwig Member of the Board	Variable remuneration short-term: annual bonus 1.5% amount accrued chin. Company for acquisition of immat. assets	100%	a) 0 b) 0	a) 23.333.333 b) 350.000	a) 6.000.000 b) 90.000	
Dr. Hakim Bouterfa Member of the Executive Board	Variable remuneration short-term: annual bonus 0.5% amount received from investors or pharmaceutical partners for out-licensing	100%	a) 0 b) 0	a) 20.000.000 b) 100.000	a) 0 b) 0	
Franklin Yeager Member of the Executive Board	5.05% of net sales in the Isotope Products segment				b) 692.000	

## Share-based payment

The following table shows the shares promised and granted to the members of the Executive Board:

Information on the shares granted or committed			
Name of the board member, Position	Information on the financial year		
	Opening balance 1.1.2023 Shares held	Change in FY in 2023 Committed shares	Closing stock 31.12.2023 Shares held
Dr. Andreas Eckert Chairman of the Executive Board until 7.6.2023	5,160 pcs.	1,560 pcs.	6,720 pcs.
Dr. Harald Hasselmann Member of the Executive Board until 7.6.2023 Chairman of the Executive Board from 8.6.2023	2,150 pcs.	1,105 pcs.	3,255 pcs.
Dr. Lutz Helmke Member of the Executive Board until 7.6.2023	2,150 pcs.	0 pcs.	2,150 pcs.
	<b>9,460 pcs.</b>	<b>2,665 pcs.</b>	<b>12,125 pcs.</b>

## REMUNERATION OF THE SUPERVISORY BOARD

### Principles of the remuneration system for the Supervisory Board

The remuneration of the Supervisory Board is set out in Article 11 of the Articles of Association of Eckert & Ziegler Strahlen- und Medizintechnik AG. The latest version of the Articles of Association can be downloaded from our website: [www.ezag.de](http://www.ezag.de)>Investors>Good Corporate Governance. The members of the Supervisory Board receive a fixed annual remuneration of € 25,000. The Chairman receives € 70,000 and a Deputy Chairman € 35,000. Members of the Audit Committee receive an additional fixed annual remuneration of € 9,000. The Chairman of the Audit Committee receives a fixed annual remuneration of € 18,000. Members of other committees receive an additional fixed annual remuneration of € 8,000, provided these committees meet. If the membership does not last a full year, the respective member receives the remuneration pro rata temporis. In addition to the fixed annual remuneration, the members of the Supervisory Board receive an attendance fee of € 500 for each Supervisory Board meeting they attend.

The remuneration of the Supervisory Board was adjusted during the 2023 financial year. The following table shows the fees to be paid to Supervisory Board members until August 31, 2023 and from September 1, 2023:

	per year since 1.7.2021	per year since 1.9.2023
<b>Supervisory Board total</b>		
Chairman	36.000	70.000
Deputy Chairman	24.000	35.000
ordinary supervisory board member	18.000	25.000
Attendance fee per attendance	1.000	500
<b>Supervisory Board Committees</b>		
Audit Committee Chairman	16.000	18.000
Audit Committee Member	8.000	9.000
Remuneration Committee	5.000	8.000
Nomination Committee	5.000	8.000

## Remuneration granted and owed to the Supervisory Board in the 2023 financial year

The following table contains details of the remuneration granted and owed to current Supervisory Board members in 2023. The remuneration granted relates to Supervisory Board activities in the 2022 financial year.

Information on the remuneration granted and owed to current and former members of the Supervisory Board						
	Fixed remuneration components in €		Variable remuneration components in €	Total remuneration in €	Relative share of variable remuneration in total remuneration in %	Relative share of fixed remuneration in the Total remuneration in %
	Fixed remuneration	Committee activities	Attendance fee			
Members of the Supervisory Board						
Prof. Dr. Wolfgang Maennig Chairman until 7.6.23	36.000		6.000	42.000	14%	86%
Dr. Andreas Eckert Chairman as of 8.6.23				0		
Prof. Dr. Helmut Grothe Deputy Chairman	24.000	8.000	7.000	39.000	18%	82%
Albert Rupprecht	18.000	12.666	7.000	37.666	19%	81%
Dr. Edgar Löffler	18.000	9.583	7.000	34.583	20%	80%
Paola Eckert- Palvarini from 20. 12.2022				0		
Jutta Ludwig until 31.12.2022	18.000		7.000	25.000	28%	72%
Frank Perschmann	18.000	12.916	7.000	37.916	18%	82%
<b>Total</b>	<b>132.000</b>	<b>43.165</b>	<b>41.000</b>	<b>216.164</b>		

## Comparative presentation of the remuneration and earnings development for the members of the Supervisory Board

The vertical comparison pursuant to § 162 para. 1 sentence 2 no. 2 AktG is presented below. In the 2023 financial year, an annual change is stated for all three comparative figures (change in the remuneration of the members of the Supervisory Board, the company's earnings performance and the change in the average remuneration of employees). The vertical comparison for all three variables is gradually built up over a five-year period from 2021 to 2025. The absolute remuneration of each individual board member may vary, for example due to participation in a committee or depending on attendance at meetings.

Information on the remuneration comparison pursuant to § 162 (1) sentence 2 no. 2 AktG						
Change on previous year in %	FY4 vs FY5	FY3 vs FY4	FY2 vs FY3	FY.-1 vs FY.-2	FY vs FY -1	
<b>Change in the remuneration of the members of the executive bodies</b>						
Prof. Dr. Wolfgang Maennig Chairman until 7.6.23			2,50	2,44	0,00	
Dr. Andreas Eckert Chairman as of 8.6.23			n.a	n.a.	n.a	
Prof. Dr. Helmut Grothe Deputy Chairman			3,45	14,17	13,87	
Albert Rupprecht			-6,25	88,33	33,33	
Dr. Edgar Löffler			41,18	34,38	7,24	
Paola Eckert-Palvarini as of 20.12.2022			n.a	n.a.	n.a	
Jutta Ludwig until 31.12.2022			23,53	14,29	4,17	
Frank Perschmann			166,67	51,04	4,60	
Prof. Dr. Detlev Ganten until 29.5.2019			-100,00	n.a.	n.a	
<b>Development of the company's earnings</b>						
Net income EZAG* (stand-alone)			30,19	-16,76	61,88	
Net income* E&Z Group			50,88	-15,20	-10,17	
EBIT E&Z Group			40,85	-6,13	2,04	
<b>Change in the average remuneration of employees</b>						
Employees of the German companies			2,83	3,51	8,89	

\* Net income for the year

<b>Information on the remuneration comparison pursuant to § 162 para. 1 sentence 2 no. 2 AktG</b>				
Absolute figures	2020	2021	2022	2023
<b>Change in the remuneration of the members of the executive bodies</b>				
Prof. Dr. Wolfgang Maennig Chairman until 7.6.23	40.000	41.000	42.000	42.000
Dr. Andreas Eckert Chairman as of 8.6.23	0	0	0	35.781
Prof. Dr. Helmut Grothe Deputy Chairman	29.000	30.000	34.250	39.000
Albert Rupprecht	16.000	15.000	28.250	37.666
Dr. Edgar Löffler	17.000	24.000	32.250	34.583
Paola Eckert-Palvarini	0	0	0	0
Jutta Ludwig	17.000	21.000	24.000	25.000
Frank Perschmann	9.000	24.000	36.250	37.916
Prof. Dr. Detlev Ganten until 31.12.2019	8.000	0	0	0
<b>Earnings performance of the company</b>				
Net income EZAG (stand-alone)	17.446.000	22.713.000	18.906.000	30.605.000
Net income E&Z Group	22.884.000	34.527.000	29.278.000	26.300.000
EBIT E&Z Group	33.689.000	47.450.000	44.542.000	45.452.000

## Entitlement of the members of the Supervisory Board for activities in 2023

The following table contains information on attendance at meetings during 2023 as well as the values from the activities in the 2023 financial year, which will not be paid out until 2024. In 2023, Dr. Edgar Löffler and Frank Perschmann are members of the Remuneration Committee and the Nomination Committee of the Supervisory Board. Albert Rupprecht and Prof. Dr. Helmut Grothe form the Audit Committee.

Payment in 2024 of the remuneration of the current and former members of the Supervisory Board for the activities in 2023									
Members of the Supervisory Board	Presence 2023		Fixed Remuneration components		Variable remuneration components	Total remuneration in €	Relative share of variable remuneration in total remuneration in %	Relative share of fixed remuneration in total remuneration in %	
	absolute	in %	Fixed remuneration	Committee activities	Attendance fee				
Prof. Dr. Wolfgang Maennig Chairman until 7.6.23		100%	18.000	0	6.000	24.000	25%	75%	
Dr. Andreas Eckert Chairman as of 8.6.23		100%	31.781	0	4.000	35.781	11%	89%	
Prof. Dr. Helmut Grothe Deputy Chairman		100%	27.667	8.333	10.000	46.000	22%	78%	
Albert Rupprecht		100%	20.333	16.667	10.000	47.000	21%	79%	
Dr. Edgar Löffler		100%	20.333	12.000	10.000	42.333	24%	76%	
Paola Eckert-Palvarini		91%	20.333	0	9.000	29.333	31%	69%	
Frank Perschmann		100%	20.333	12.000	10.000	42.333	24%	76%	
<b>Total</b>			<b>158.781</b>	<b>49.000</b>	<b>59.000</b>	<b>266.781</b>			



## **AUDITOR'S REPORT OF THE AUDITOR**

### **Report of the independent auditor on the audit of the remuneration report Remuneration report in accordance with § 162 (3) AktG**

To Eckert & Ziegler Strahlen- und Medizintechnik AG, Berlin

#### **Test result**

We have formally audited the remuneration report of Eckert & Ziegler Strahlen- und Medizintechnik AG, Berlin, for the financial year from January 1 to December 31, 2023 to determine whether the disclosures pursuant to § 162 (1) and (2) AktG have been made in the remuneration report. In accordance with § 162 Abs. 3 AktG, we have not audited the content of the remuneration report. In our opinion, the remuneration report has been prepared, in all material respects, in accordance with § 162 Abs. 1 and 2 AktG. Our opinion does not cover the content of the remuneration report.

#### **Basis for the audit opinion**

We conducted our audit of the remuneration report in accordance with § 162 Abs. 3 AktG and the IDW Auditing Standard: The Audit of the Remuneration Report in Accordance with § 162 (3) AktG (IDW PS 870 (9.2023)). Our responsibilities under this requirement and this standard are further described in the "Auditor's Responsibilities" section of our report. As an audit firm, we have applied the requirements of the International Standard on Quality Management (ISQM 1). We have complied with the professional requirements of the German Public Auditors Act (Wirtschaftsprüferordnung) and the Professional Code for German Public Auditors (Berufssatzung für Wirtschaftsprüfer/vereidigte Buchprüfer), including the independence requirements.

#### **Responsibility of the Executive Board and the Supervisory Board**

The Executive Board and the Supervisory Board are responsible for the preparation of the remuneration report, including the related disclosures, in accordance with the requirements of § 162 AktG. They are also responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report that is free from material misstatement, whether due to fraud (i.e. accounting fraud or fraudulent misrepresentation) or error.

#### **Responsibility of the auditor**

Our objective is to obtain reasonable assurance about whether the remuneration report includes, in all material respects, the disclosures required by § 162 (1) and (2) AktG and to issue an opinion on these disclosures in an auditor's report. We planned and performed our audit such that we can determine the formal completeness of the remuneration report by comparing the disclosures made in the remuneration report with the disclosures required by § 162 (1) and (2) AktG. In accordance with § 162 Abs. 3 AktG, we have not audited the content of the disclosures, the completeness of the individual disclosures or the fair presentation of the remuneration report.

#### **Dealing with any misleading representations**

In connection with our audit, our responsibility is to read the remuneration report in the light of our knowledge obtained in the audit and, in doing so, to consider whether the remuneration report includes misrepresentations with regard to the accuracy of the content of the information, the completeness of the individual disclosures or the fair presentation of the remuneration report.

If, based on the work we have performed, we conclude that such a misrepresentation exists, we are required to report that fact. We have nothing to report in this context.

Berlin, March 19, 2024

Mazars GmbH & Co KG  
Auditing company  
Tax consultancy firm

Udo Heckeler  
Certified Public Accountant

David Reinhard  
Certified Public Accountant

### **III. Supplementary information on the Supervisory Board election (agenda item 9)**

#### **Paola Eckert-Palvarini**

Physicist

Member of the Supervisory Board of Eckert & Ziegler SE

Born in 1968

#### **Professional career**

- Since 2021 Member of the Advisory Board of Dual Fluid Energy Inc., Vancouver
- 2017- 2019 Member of the Board of Directors of the listed (EURONEXT) Eckert & Ziegler BEBIG SA, Brussels
- 2015 Initiator of the "Radioactivity Laboratory" at the Gläsernes Labor, Berlin-Buch, Germany
- Since 2010 Managing Director of ZELL - Zentrum für erlebnisorientiertes Lernen in den Lebenswissenschaften GmbH, Berlin
- 2006 Founder of the science education initiative "Forschergarten"
- 1994 - 1996 Member of the neutron source development team at BEBIG Isotopen- und Medizintechnik GmbH

#### **Academic career**

- 1994 Master in Radiation Physics at the Università degli Studi di Milano

#### **Membership of other statutory supervisory boards**

Dual Fluid Energy Inc., Vancouver, Canada

#### **Membership of comparable domestic and foreign supervisory bodies**

Shareholder of Eckert Wagniskapital und Frühphasenfinanzierung GmbH, Berlin

#### **IV. Supplementary information on the election of substitute members to the Supervisory Board (agenda item 10)**

##### **Item 10.1 on the agenda:**

##### **Susanne Becker**

Lawyer

since 2018 Substitute member of the Supervisory Board of Eckert & Ziegler Strahlen- und Medizintechnik AG

Born in 1976

##### **Professional career**

- Since 2013 Independent lawyer
- 2012-2017 Member of the Board of Directors of Eckert & Ziegler BEBIG SA
- 2005-2013 Specialist in the labor market department of the Confederation of German Employers' Associations (BDA), Berlin
- 2004 Law firm Schliemann Incorporated, South Africa

##### **Academic career**

- 2004 Second state examination in law
- 2002-2004 Law clerkship at the Higher Regional Court of Cologne
- 2001-2002 Master of Laws program, University of Stellenbosch, South Africa
- 2001 First state examination in law
- 1996-2000 Studied law at the Albert-Ludwigs-University of Freiburg i.Br. and the University of Cologne

##### **Membership of other statutory supervisory boards**

None

##### **Membership of comparable domestic and foreign supervisory bodies**

None

**Item 10.2 on the agenda:**

**Elke Middelstaedt**

Businesswoman

since 2018 Substitute member of the Supervisory Board of Eckert & Ziegler Strahlen- und Medizintechnik AG

Born in 1969

**Professional career**

Since 2004 Member of the jury for the Berlin Brandenburg Business Plan Competition

Since 1995 Senior Business Development Officer and Senior Loan Officer in various departments at Investitionsbank Berlin

1999-2016 Managing Director of Eckert Wagniskapital und Frühphasenfinanzierung GmbH

1997-1999 Member of the Supervisory Board of Eckert & Ziegler Strahlen- und Medizintechnik AG

1993-1995 Employee at Eckert Wagniskapital und Frühphasenfinanzierung GmbH

**Academic career**

1990-1993 Studied business administration (Diplom-Kauffrau, FH) in Berlin

1988-1990 Studied foreign trade in Berlin

**Membership of other statutory supervisory boards**

None

**Membership of comparable domestic and foreign supervisory bodies**

None

**V. Report of the Executive Board to the Annual General Meeting in accordance with § 203 (2) sentence 2 AktG in conjunction with § 186 (4) sentence 2 AktG (agenda item 12)**

There is currently no authorization for the Executive Board to increase the company's share capital with the approval of the Supervisory Board by utilizing authorized capital. To enable the Executive Board to react quickly to financing opportunities and requirements that arise in the future, the Executive Board and Supervisory Board therefore propose the creation of authorized capital under item 12 on the agenda.

Accordingly, the Executive Board is to be authorized, with the approval of the Supervisory Board, to increase the company's share capital on one or more occasions until 25 June 2029 by up to a total of EUR 10,500,00.00 in return for cash and/or non-cash contributions by issuing new no-par value bearer shares. This corresponds to just under 50 % of the share capital.

The proposed authorization provides for the possibility of excluding shareholders' subscription rights. The exclusion of subscription rights requires the approval of the Supervisory Board. In accordance with §§ 203 para. 2 sentence 2, 186 para. 4 sentence 2 AktG, the Executive Board is submitting this report on the reasons for the proposed authorization to exclude subscription rights:

- Subscription rights may initially be excluded for cash capital increases whose total nominal amount does not exceed 20% of the share capital and whose issue price is not significantly lower than the stock market price of shares of the same class already listed (§ 186 para. 3 sentence 4 AktG). The authorization enables the company to cover capital requirements at short notice and thus to take advantage of market opportunities quickly and flexibly. The issue price of the newly issued shares is based on the stock market price and can only be slightly lower than the average price on the days prior to the subscription of the shares. This avoids economic disadvantages for shareholders excluded from subscription rights as far as possible. The shareholders excluded from the subscription right also have the opportunity, when exercising the authorization, to maintain their previous participation quota by acquiring shares in the company via the stock exchange. The financial and voting right interests of the company's shareholders are therefore not significantly impaired. On the other hand, the Executive Board is enabled, with the approval of the Supervisory Board, to procure new equity for the company at short notice and at an issue price close to the stock market price and to strengthen the equity base. Experience has shown that such a capital increase leads to a higher inflow of funds than a comparable capital increase with shareholders' subscription rights due to the ability to act more quickly. The shares issued with the exclusion of subscription rights in accordance with § 186 para. 3 sentence 4 AktG may not exceed 20% of the share capital, neither at the time the authorization becomes effective nor at the time it is exercised. Treasury shares of the company that are sold during the term of this authorization with the exclusion of shareholders' subscription rights in direct or analogous application of § 186 para. 3 sentence 4 AktG are to be counted towards this 20% limit. Furthermore, shares issued or to be issued during the term of this authorization to service convertible bonds and/or bonds with warrants are to be included in the calculation of the 20% limit, provided that the bonds were issued in analogous application of § 186 para. 3 sentence 4 AktG with the exclusion of subscription rights. In accordance with the statutory provisions, these requirements take into account the shareholders' need for protection against dilution.
- It should also be possible to exclude shareholders' subscription rights in the case of capital increases against contributions in kind. This enables the Executive Board to use shares in the company in suitable individual cases to acquire companies, parts of companies, interests in companies or other assets. In order to protect the company's liquidity, it may make sense to pay for an acquisition with shares rather than cash. The authorized capital

enables the Executive Board and Supervisory Board to react flexibly in such cases. The Executive Board continuously examines opportunities for the company to acquire companies, parts of companies or interests in companies. The acquisition of such investments or companies is particularly in the interests of the company if the acquisition leads to a consolidation or strengthening of the company's market position. In order to be able to promptly and flexibly take into account the interest in payment in the form of shares in the company in the event of the successful conclusion of such contracts, it is necessary for the Executive Board to be authorized to issue new shares against contributions in kind to the exclusion of shareholders' subscription rights with the approval of the Supervisory Board. The same applies to the acquisition of other contributions in kind that are in the well-understood interests of the company. The exclusion of subscription rights does lead to a corresponding dilution of the participation and voting rights of existing shareholders. However, if subscription rights were granted, the acquisition of companies, parts of companies, interests in companies or other assets would probably not be possible and the associated benefits for the company and shareholders would not be achievable. If the possibility of acquiring companies, interests in companies or other assets should materialize, the Executive Board will carefully examine whether it is necessary and advisable to use the authorized capital for the purpose of the acquisition. The Executive Board will only do so if the acquisition of a company or equity interest in return for the granting of shares in the company is in the well-understood interests of the company. The same applies to the acquisition of other contributions in kind. Only if this requirement is met will the Supervisory Board also grant its necessary approval.

- In addition, it should be possible to exclude the subscription right to the extent necessary to grant the holders of bonds with warrants and/or convertible bonds a subscription right to new shares to the extent to which they would be entitled after exercising their conversion or option rights. Bonds are generally equipped with dilution protection, which stipulates that the holders or creditors can be granted subscription rights to new shares in subsequent share issues to the same extent as shareholders are entitled to. The holders or creditors are thus placed in the same position as if they were already shareholders. This avoids having to reduce the conversion or option price. In order to be able to provide bonds with such dilution protection, shareholders' subscription rights to these shares must be excluded. The proposed authorization is intended to create the corresponding conditions.
- In addition, subscription rights can be excluded in order to issue the new shares to employees of the company or its affiliated companies. This enables employees to participate even more strongly in the company's share capital as part of participation models, thereby aligning the interests of the company and employees. To this end, it is necessary to exclude shareholders' subscription rights. The issue of subscription shares to employees is desired by the legislator and is therefore permitted under simplified conditions. Otherwise, the volume of employee shares issued is kept to a manageable level so that shareholders' participation rights are not unduly impaired.
- The authorization to exclude any fractional amounts from shareholders' subscription rights serves to present a practicable subscription ratio and thus to facilitate the technical implementation of the capital increase. The shares excluded from shareholders' subscription rights as fractional amounts will be sold on the stock exchange or to third parties at the best possible price.

The Executive Board will carefully examine in each individual case whether it will make use of the authorization to increase capital with the exclusion of shareholders' subscription rights. This option will only be utilized if, in the opinion of the Executive Board and the Supervisory Board, this is in the interests of the company and therefore its shareholders. The Executive Board will report on the use of the authorized capital at the next Annual General Meeting.

## **VI. Further information and notes**

### **1. Total number of shares and voting rights**

At the time of convening the Annual General Meeting, the company has issued 21,171,932 no-par value bearer shares. Each no-par value share grants one vote at the Annual General Meeting.

At the time the Annual General Meeting is convened, the company is expected to hold 326,455 treasury shares, which do not, however, entitle the company to any voting rights in accordance with § 71b AktG. At the time the Annual General Meeting is convened, the total number of shares with voting rights is therefore 20,845,477.

### **2. Requirements for participation in the Annual General Meeting and for exercising voting rights**

Shareholders are entitled to participate in the Annual General Meeting and exercise their voting rights if they register for the Annual General Meeting and also provide proof of their entitlement to participate in the Annual General Meeting and exercise their voting rights.

The registration and proof of entitlement must be received by the company at the following address by June 19, 2024, 24:00 hours (CEST) at the latest:

Eckert & Ziegler SE  
c/o Computershare Operations Center  
80249 Munich  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Registration for the Annual General Meeting must be made in text form (§ 126b BGB) in German or English.

Proof within the meaning of § 67c (3) AktG, i.e. proof of share ownership by the last intermediary in text form (§ 126b BGB) in accordance with the requirements of Article 5 of the Implementing Regulation (EU) 2018/1212, is sufficient for proof of entitlement to participate in the Annual General Meeting and to exercise voting rights. According to § 123 para. 4 sentence 2 AktG, as amended by the German Act on the Financing of Future-Proof Investments (ZukunftsfinanzierungsG), the proof must refer to the close of business on the 22nd day before the Annual General Meeting (record date), i.e. June 4, 2024, 24:00 hours (CEST).

The record date is the relevant date for determining shareholder status with regard to participation in the Annual General Meeting and the exercise of voting rights. Pursuant to § 123 para. 4 sentence 5 AktG, only those persons who have provided proof of shareholder status on the record date are deemed to be shareholders in relation to the company for the purposes of attending the Annual General Meeting and exercising voting rights.

The shares are not blocked by registering for the Annual General Meeting. Shareholders can therefore freely dispose of their shares even after registration. However, the shareholding on the record date is decisive for voting rights.

In order to ensure that admission tickets to the Annual General Meeting are received in good time, we would ask shareholders to ensure that proof of their shareholding is sent to the company at the above address in good time.

After timely receipt of the registration and proof of shareholding at the aforementioned central registration office of Eckert & Ziegler SE, the shareholders or their authorized representatives will be sent admission tickets to the Annual General Meeting.

### **3. Procedure for voting by proxy**

Shareholders who do not wish to attend the Annual General Meeting in person may have their voting rights exercised by a proxy, e.g. an intermediary, a shareholders' association or another



equivalent person or institution pursuant to § 135 (8) AktG, by granting a corresponding power of attorney. The following must be observed:

Timely registration and timely proof of share ownership are also required in the case of authorization.

The granting of the power of attorney, its revocation and proof of authorization vis-à-vis the company must be in text form.

When authorizing an intermediary, a shareholders' association or another equivalent person or institution pursuant to § 135 para. 8 AktG, special features must generally be observed, which must be obtained from the person to be authorized. We therefore ask shareholders who wish to authorize an intermediary, a shareholders' association or another equivalent person or institution pursuant to § 135 para. 8 AktG to exercise their voting rights to coordinate the form of the proxy with the person to be authorized.

Proof of the appointment of a proxy can be submitted to the company by post or electronically by the end (24:00 hours (CEST)) of June 25, 2024 (receipt) as follows

Eckert & Ziegler SE  
c/o Computershare Operations Center  
80249 Munich  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Proxy authorizations may also be granted and revoked by declaration to the company via electronic communication using the password-protected InvestorPortal, which the company provides at the Internet address

<https://www.ezag.com/de/startseite/investoren/hauptversammlung/>

is made available. Shareholders or their proxies can find the necessary access data for the InvestorPortal on the admission ticket sent to them. Proxies can be granted, amended or revoked via the InvestorPortal until June 25, 2024, 24:00 hours (CEST) at the latest.

If the shareholder authorizes more than one person, the company may reject one or more of them.

The company offers its shareholders the opportunity to authorize proxies appointed by the company and bound by instructions prior to the Annual General Meeting. If the proxies nominated by the company are to be authorized, the shareholder must in any case issue instructions as to how the voting right is to be exercised. Without instructions, the authorization is invalid and the voting right is not exercised. The proxies are obliged to vote in accordance with the instructions given to them; they cannot exercise the voting rights at their own discretion. Please note that the proxies will not accept any instructions to speak, ask questions or propose motions. The proxies will only exercise voting rights on those agenda items for which they have received express instructions from the shareholders. Shareholders who wish to grant power of attorney to the proxies appointed by the company can do so in text form. A form for granting power of attorney and issuing instructions to the designated proxy as well as further details on registration and granting power of attorney are available on the company's website at <https://www.ezag.com/de/startseite/investoren/hauptversammlung/> available.

If the proxies appointed by the company and bound by instructions are authorized prior to the Annual General Meeting, the power of attorney and instructions must be submitted in text form by the end (24:00 hours (CEST)) of June 25, 2024 (receipt) by post or electronically to the address below:

Eckert & Ziegler SE  
c/o Computershare Operations Center

80249 Munich

E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

The granting of proxy authorization and instructions to the company's proxies as well as the revocation of proxy authorization or a change in instructions can also be made by declaration to the company via electronic communication using the password-protected InvestorPortal, which the company provides at the Internet address

<https://www.ezag.com/de/startseite/investoren/hauptversammlung/>

is made available. Shareholders or their proxies can find the necessary access data for the InvestorPortal on the admission ticket sent to them. Proxies and instructions to the company's proxies can be issued, amended or revoked via the InvestorPortal until **June 25, 2024, 24:00 hours (CEST)** at the latest.

#### **4. Supplementary information on exercising voting rights**

If proxies and, if applicable, instructions are issued in due time by several means (letter, e-mail, InvestorPortal or in accordance with § 67c para. 1 and para. 2 sentence 3 AktG in conjunction with Article 2 para. 1 and 3 and Article 9 para. 4 of the Implementing Regulation ((EU) 2018/1212), these will be considered in the following order regardless of the time of receipt: 1. pursuant to § 67c (1) and (2) sentence 3 AktG in conjunction with Article 2 (1) and (3) and Article 9 (4) of the Implementing Regulation ((EU) 2018/1212), 2. by InvestorPortal, 3. by e-mail and 4. by letter.

If several authorizations and instructions are received by the same means of transmission within the deadline, the last declaration received shall be binding. A later vote as such is not considered a revocation of an earlier vote. The most recently received, timely revocation of a declaration is decisive.

If declarations with more than one form of exercising voting rights are received in the same way, the following applies: Authorization and instructions to the company's proxies take precedence over the issuing of authorization and instructions to an intermediary, a shareholders' association, a voting rights advisor pursuant to § 134a AktG and a person equivalent to these pursuant to § 135 para. 8 AktG.

The votes cast by proxy and, if applicable, instructions on agenda item 2 (appropriation of net profit) remain valid even if the proposal for the appropriation of net profit is adjusted due to a change in the number of shares entitled to dividends.

If an individual vote is held on an agenda item instead of a collective vote, the instruction issued for this agenda item applies accordingly to each item of the individual vote.

#### **5. Further information on voting (in accordance with Table 3 of the EU-DVO)**

Shareholders and their proxies have the option of exercising their voting rights by authorizing the proxies appointed by the company as specified in section 3 above. No proposals for resolutions will be submitted under agenda items 1 and 6 and therefore no votes are planned (see there for the respective explanation). The planned votes on agenda items 2 to 5 and 7 to 12 are binding. Shareholders may vote "yes" (in favor) or "no" (against) or abstain from voting (abstention) in all votes.

## **6. Motions for additions to the agenda pursuant to Art. 56 sentence 2 and sentence 3 SE-VO, § 50 para. 2 SEAG, § 122 para. 2 AktG**

Shareholders whose shares together account for one twentieth of the share capital or a proportionate amount of EUR 500,000.00 may request that items be placed on the agenda and published in accordance with § 50 (2) SEAG. Each new item must be accompanied by a statement of reasons or a draft resolution. A 90-day pre-ownership period of the aforementioned minimum shareholding within the meaning of § 122 para. 2 sentence 1 in conjunction with para. In accordance with § 50 para. 2 SEAG, this is not a prerequisite for a request to supplement the SE. Pursuant to § 122 para. 2 sentence 3 AktG, the request must be addressed in writing to the Executive Board of the company and must be received by the company at least 30 days before the Annual General Meeting, not including the day of receipt, i.e. no later than May 26, 2024, 24:00 hours (CEST).

Please send any supplementary requests to the following address:

Eckert & Ziegler SE  
Executive Board  
Robert-Rössle-Str. 10  
13125 Berlin

Additions to the agenda that are to be announced will be published in the Federal Gazette immediately after receipt of the request and forwarded for publication to those media that can be expected to disseminate the information throughout the European Union. In addition, they will be communicated to shareholders on the Internet at <https://www.ezag.com/de/startseite/investoren/hauptversammlung/> and in any other statutory manner.

## **7. Countermotions and election proposals from shareholders**

Shareholders may submit countermotions to a proposal by the management on a specific item on the agenda (§ 126 (1) AktG) as well as proposals for the election of Supervisory Board members and auditors (§ 127 AktG).

Countermotions pursuant to § 126 AktG that are sent to the company at least 14 days before the Annual General Meeting, i.e. by June 11, 2024, 24:00 hours (CEST), to the address listed below, including the name of the shareholder, the reasons and any statement by the management, must be made available on the company's website. The company does not need to make a countermotion and its grounds available if one of the exclusion criteria pursuant to § 126 para. 2 AktG applies. The statement of grounds need not be made available if it exceeds a total of 5,000 characters.

The provisions of § 126 AktG described above apply mutatis mutandis to election proposals pursuant to § 127 AktG. However, a nomination does not need to be substantiated. The management does not need to make a nomination accessible beyond the reasons stated in § 126 para. 2 AktG if it does not contain the name, profession and place of residence of the candidate and, in the case of candidates for the Supervisory Board, information on their membership of other statutory supervisory boards or comparable domestic and foreign supervisory bodies of commercial enterprises.

Countermotions or election proposals pursuant to §§ 126 (1) and 127 AktG must be sent exclusively to the following address:

Eckert & Ziegler SE  
Investor Relations  
Robert-Rössle-Str. 10  
13125 Berlin  
E-mail: ir@ezag.de

Counter motions and election proposals from shareholders that are to be made accessible will be published on the Internet at <https://www.ezag.com/de/startseite/investoren/hauptversammlung/>, provided they are received by the company at the above address in good time.

Please note that even if counter motions and election proposals have already been submitted to the company in advance, they will only be considered at the Annual General Meeting if they are (re)submitted orally. The right of shareholders to submit counter motions to items on the agenda or nominations for election during the Annual General Meeting is otherwise independent of any prior submission to the company.

The right of the chairman of the meeting to put the administration's proposals to the vote first remains unaffected by this, unless otherwise stipulated by law.

## **8. Right to information**

Pursuant to § 131 (1) of the German Stock Corporation Act (AktG), each shareholder must be provided with information by the Executive Board on the company's affairs, on the company's legal and business relationships with affiliated companies and on the situation of the Group and the companies included in the consolidated financial statements upon request at the Annual General Meeting, insofar as the information is necessary for a proper assessment of the item on the agenda.

## **9. Publications on the company's website**

The information to be made available on the company's website in accordance with § 124a AktG, in particular the content of the convening notice and the documents to be made available to the Annual General Meeting, shareholder motions and other information are available on the company's website at <https://www.ezag.com/de/startseite/investoren/hauptversammlung/>. The voting results will also be published there after the Annual General Meeting.

## **10. UTC times (data according to Table 3 EU-DVO)**

All times stated in the convocation are in Central European Time (CEST), which is authoritative for Germany. In terms of Coordinated Universal Time (UTC), this corresponds to the ratio UTC = CEST minus two hours.

## **11. Information on data protection**

The company processes personal data (name, address, e-mail address, number of shares, class of shares, type of ownership of the shares and admission ticket number, access data for the InvestorPortal) on the basis of the applicable data protection laws in order to enable shareholders and their representatives to attend the Annual General Meeting and exercise their rights at the Annual General Meeting. The company is the controller for the processing. The legal basis for the processing is Art. 6 para. 1 sentence 1 lit. c GDPR. The company commissions various service providers for the purpose of organizing the Annual General Meeting. These only receive personal data from the company that is necessary for the performance of the commissioned service. The service providers process this data exclusively in accordance with the company's instructions. In addition, personal data is made available to

shareholders and shareholder representatives in connection with the Annual General Meeting within the framework of the statutory provisions, namely via the list of participants.

The personal data will be stored in accordance with legal obligations and then deleted. You have the right to information, correction, restriction, objection and deletion regarding the processing of your personal data at any time under the legal requirements, as well as a right to data transfer in accordance with Chapter III GDPR.

You can assert these rights against the company free of charge via the e-mail address below or via the following contact details:

Eckert & Ziegler SE  
- Data Protection Officer -  
Robert-Rössle-Str. 10  
13125 Berlin  
E-mail: [datenschutz@ezag.de](mailto:datenschutz@ezag.de)

You also have the right to lodge a complaint with the data protection supervisory authorities in accordance with Art. 77 GDPR.

You can reach our company data protection officer at  
Eckert & Ziegler SE  
- Data Protection Officer -  
Robert-Rössle-Str. 10  
13125 Berlin  
E-mail: [datenschutz@ezag.de](mailto:datenschutz@ezag.de)

Berlin, April 2024  
Eckert & Ziegler SE  
*The Executive Board*

Note:

For the sole purpose of better readability, this invitation does not use gender-specific spelling. All personal designations and terms are to be understood as gender-neutral in the sense of equal treatment.

**Information according to the Commission Implementing Regulation (EU)  
2018/1212**

A1	Unique identifier of the event	Annual General Meeting of Eckert und Ziegler SE Formal information according to DVO: 6040c30835f3ee11b53100505696f23c
A2	Type of message	Invitation to the Annual General Meeting Formal information according to DVO: NEWM
B1	ISIN	DE0005659700
B2	Name of the issuer	Eckert & Ziegler SE
C1	Date of the Annual General Meeting	26.06.2024 Formal information according to DVO: 20240626
C2	Time of the Annual General Meeting	10:30 a.m. CEST Formal indication according to DVO: 8:30 a.m. UTC
C3	Type of Annual General Meeting	Annual General Meeting Formal indication according to DVO: GMET
C4	Location of the Annual General Meeting	at the Max Delbrück Communications Center (MDC.C) on the Berlin-Buch campus, Robert-Rössle-Str.10, 13125 Berlin
C5	Recording date	June 4, 2024, 24:00 hours (CEST) (Record Date) Formal information according to DVO: 20240604
C6	Uniform Resource Locator (URL)	<a href="https://www.ezag.com/de/startseite/investoren/hauptversammlung/">https://www.ezag.com/de/startseite/investoren/hauptversammlung/</a>
D2	Deadline for participation	June 19, 2024, 24:00 (CEST) Formal information according to DVO: 20240619