

Eckert & Ziegler SE, Berlin

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ISIN: DE0005659700

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We hereby invite our shareholders to our Annual General Meeting 2025. This will take place on Wednesday, June 18, 2025, 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 SE, the approved consolidated financial statements and the Group management report as of December 31, 2024, the Supervisory Board's report and the explanatory report of the Executive Board on the disclosures pursuant to Section 289a and Section 315a of the German Commercial Code (HGB) for the 2024 financial year**

The documents to be submitted for this agenda item can be viewed online at <https://www.ezag.com/investors/annual-general-meeting/>. They will be explained at the Annual General Meeting by the Executive Board and, with regard to the the Supervisory Board's report, 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 € 22,783,854.10 reported in the annual financial statements of Eckert & Ziegler SE as at December 31, 2024 be appropriated as follows:

Distribution of a dividend of EUR 0.50 per dividend-entitled share: EUR 10,427,829.00

Transfer of the remaining amount to retained earnings: EUR 12,359,562.60.

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 20,855,658.00, divided into 20,855,658 no-par value shares, at the time of the convening of the Annual General Meeting. The 316,274 treasury shares held by the company at the time of the 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 proposal for resolution will be voted on at the Annual General Meeting, which will continue to provide for a dividend of EUR 0.50 per dividend-entitled share and a correspondingly adjusted profit carried forward. The dividend is due for payment on June 23, 2025.

### **3. Resolution on the discharge of the members of the Executive Board for the 2024 financial year**

The Executive Board and Supervisory Board propose that the actions of the members of the Executive Board in office in the 2024 financial year be approved for the financial year

### **4. Resolution on the discharge of the members of the Supervisory Board for the 2024 financial year**

The Executive Board and Supervisory Board propose that the actions of the members of the Supervisory Board in office in the 2024 financial year be approved for the 2024 financial year.

### **5. Resolution on the appointment of the auditor and group auditor for the 2025 financial year**

The Supervisory Board proposes - based on a corresponding recommendation by the Audit Committee - that Forvis Mazars GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Alt-Moabit 2, 10557 Berlin, be appointed as auditor and Group auditor for the 2025 financial year.

The Supervisory Board also proposes that Forvis 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 2025 financial year and other interim (condensed) financial statements and interim management reports for the 2025 financial year and the interim condensed financial statements and interim management report for the first quarter of 2026, 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 Section 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 2024 financial year. The remuneration report was audited by the auditor of Eckert & Ziegler SE in accordance with Section 162 (3) AktG to determine whether the legally required disclosures pursuant to Section 162 (1) and (2) AktG were made and issued with an audit opinion. The remuneration report for the 2024 financial year and the report on its audit by the auditor can be found at <https://www.ezag.com/wp-content/uploads/2025/04/Remuneration-Report-2024-1.pdf>

As the company is not a large corporation within the meaning of Section 267 para. 3 sentence 1 and therefore meets the requirements of Section 120a para. 5 AktG, the remuneration report will be submitted to the Annual General Meeting for discussion. A resolution of the Annual General Meeting is therefore not required.

### **7. Resolution on the renewal of the authorization under the Articles of Association to enable a virtual Annual General Meeting**

Pursuant to Section 118a para. 1 sentence 1 AktG, the Articles of Association may authorize the Executive Board to hold Annual General Meetings virtually, i.e. without the physical presence of shareholders or their proxies at the venue of the Annual General Meeting. Such an authorization in the Articles of Association is permitted for a maximum period of five years after entry in the commercial register.

Pursuant to Section 14 para. 5 sentence 1 of the Articles of Association, the Executive Board is authorized to provide for the Annual General Meeting to be held as a virtual Annual General Meeting. In accordance with Section 14 para. 2 sentence 2 of the Articles of Association, this authorization is valid for a period of two years after this provision of the Articles of Association is entered in the company's commercial register. The current authorization of the Executive Board was entered in the company's commercial register on 18 March 2024 as part of the company's change of legal form to an SE. The authorization therefore expires on 18 March 2026 and thus before the Annual General Meeting planned for 2026. The Executive Board has not yet made use of the currently granted authorization to hold the Annual General Meeting as a virtual Annual General Meeting.

The Executive Board is now to be authorized once again to hold a virtual Annual General Meeting. Once again, the maximum possible term of five years provided for by law is not to be used. Instead, an authorization to hold virtual Annual General Meetings for a period of two years after entry of the provision in the Articles of Association in the company's commercial register is to be resolved again. For future Annual General Meetings, as in the past, a separate decision is to be made in each case, taking into account the circumstances of the individual case, as to whether the authorization should be exercised and whether an Annual General Meeting should be held as a virtual Annual General Meeting. The Executive Board will make its decisions taking into account the interests of the company and its shareholders and with the involvement of the Supervisory Board, and in doing so will focus in particular on safeguarding shareholder rights as well as aspects of protecting the health of those involved, effort and costs and sustainability considerations. The authorization also allows the Executive Board to react flexibly to unforeseen events and legal restrictions. The Executive Board and Supervisory Board therefore propose that a resolution be passed:

§ Section 14 (5) of the company's Articles of Association shall be repealed and reworded as follows:

"The Executive Board is authorized to provide for the Annual General Meeting to be held without the physical presence of shareholders or their proxies at the venue of the Annual General Meeting (virtual Annual General Meeting). The authorization shall apply to the holding of virtual Annual General Meetings for a period of two years following the entry of this provision in the company's commercial register."

## **8. 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 17 June 2030 by up to a total of EUR 10,585,966.00 by issuing new no-par value bearer shares against 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. However, the Executive Board is authorized, with the approval of the Supervisory Board
- to exclude shareholders' subscription rights up to an amount not exceeding 10% of the share capital existing at the time of the resolution on this authorization or - if this value is lower - at the time this authorization 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. If, during the term of the authorized capital until its utilization, other authorizations to issue or sell shares in the company or to issue rights that enable or oblige the subscription of shares in the company are exercised and the subscription right is excluded in direct or corresponding application of Section 186 para. 3 sentence 4 AktG, this is to be offset against the aforementioned limit;

- to exclude shareholders' subscription rights for the purpose of obtaining contributions in kind, in particular through the acquisition of companies or interests in companies or through the acquisition of other assets, including rights and receivables, if the acquisition is in the best interests of the company and is to be carried out in return for the issue of shares;
- to 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;
- to 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;
- to exclude shareholders' subscription rights to offset fractional amounts.

During the term of the authorized capital, the sum of the shares issued against cash and non-cash contributions with the exclusion of shareholders' subscription rights may not exceed 20% of the share capital at the time of the resolution on this authorization or - if this value is lower - at the time this authorization is exercised. If other authorizations to issue or sell shares in the company or to issue rights that enable or obligate the subscription of shares in the company are exercised during the term of the authorized capital until it is utilized and subscription rights are excluded, this shall be offset against the aforementioned limit.

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.

b) 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 until June 17, 2030 by up to a total of EUR 10,585,966.00 by issuing new no-par value bearer shares against contributions in kind and/or cash (authorized capital). The new shares must generally be offered to 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 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 10% of the share capital existing at the time of the resolution on this authorization or - if this value is lower - at the time this authorization 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 on the stock exchange. If, during the term of the authorized capital until its utilization, other authorizations to issue or sell shares in the company or to issue rights that enable or obligate the subscription of shares in the company are exercised and subscription rights are excluded in direct or corresponding application of Section 186 para. 3 sentence 4 AktG, this must be offset against the aforementioned limit
- 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 best 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.

During the term of the authorized capital, the sum of the shares issued against cash and non-cash contributions with the exclusion of shareholders' subscription rights may not exceed 20% of the share capital at the time of the resolution on this authorization or - if this value is lower - at the time this authorization is exercised. If other authorizations to issue or sell shares in the company or to issue rights that enable or obligate the subscription of shares in the company are exercised during the term of the authorized capital until it is utilized and subscription rights are excluded, this shall be offset against the aforementioned limit.

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 17 June 2030, 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 item II. § Section 186 para. 4 sentence 2 AktG is attached under item II.

## **9. Resolution on the increase of the share capital from company funds**

In order to increase the liquidity of the company's shares in particular, the company's share capital is to be increased from company funds under this agenda item and bonus shares are to be issued to the company's shareholders at a ratio of 1:2.

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

- a) In accordance with the provisions of the German Stock Corporation Act on capital increases from company funds (Sections 207 et seq. AktG), the company's share capital will be increased from EUR 21,171,932.00 by EUR 42,343,864.00 to EUR 63,515,796.00 by converting a partial amount of EUR 42,343,864.00 of the capital reserve reported in the company's annual balance sheet as at December 31, 2024 in accordance with Section 272 para. 2 no. 1 HGB. The capital increase is based on the annual balance sheet from the approved annual financial statements of the company as at December 31, 2024. These have been issued with an unqualified audit opinion by the company's auditor, Forvis Mazars GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Berlin. The capital increase will be implemented by issuing 42,343,864 new bearer shares, each with a pro rata amount of the share capital of EUR 1.00 per share, which will be issued to the company's shareholders at a ratio of 1:2, i.e. two (2) new shares will be issued for every one) existing share. The new shares are entitled to dividends from the beginning of the 2025 financial year.

- b) § Section 5 (1) sentences 1 and 2 of the company's Articles of Association are revised as follows:

"The share capital of the company amounts to EUR 63,515,796.00. It is divided into 63,515,796 no-par value shares."

- c) The Executive Board is authorized, with the approval of the Supervisory Board, to determine the further details of the capital increase.

## **II. Report of the Executive Board to the Annual General Meeting in accordance with Section 203 (2) sentence 2 AktG in conjunction with Section 186 (4) sentence 2 AktG (Agenda item 8)**

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 8 of 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 17 June 2030 by up to a total of EUR 10,585,966.00 against cash and/or non-cash contributions by issuing new no-par value bearer shares. This corresponds to 50% of the company's current 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 Sections 203 para. 2 and 186 para. 4 sentence 2 AktG, the Executive Board submits 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 10% 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 (Section 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 Section 186 para. 3 sentence 4 AktG may not exceed 10% of the share capital existing at the time of the resolution on the authorization or - if this value is lower - at the time this authorization is exercised. If, during the term of the authorized capital until its utilization, other authorizations to issue or sell shares in the company or to issue rights that enable or obligate the subscription of shares in the company are exercised and subscription rights are excluded in direct or analogous application of Section 186 para. 3 sentence 4 AktG, this must be offset against the aforementioned limit. In accordance with the statutory provisions, these requirements take account of 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 or shareholdings 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 best 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 best 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. This puts the holders or creditors 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 may only make use of the authorizations granted to it to exclude subscription rights to such an extent that the proportionate amount of the total shares issued under exclusion of subscription rights does not exceed 20% of the share capital at the time of the resolution on the authorization or - if this value is lower - at the time this authorization is exercised. This limits the total volume of shares issued from the authorized capital without subscription rights. In addition, the aforementioned 20% limit will be offset if other authorizations to issue or sell shares in the company or to issue rights that enable or oblige the subscription of shares in the company are exercised during the term of the Authorized



Capital until it is utilized and subscription rights are excluded. In this way, shareholders are additionally protected against a dilution of their existing shareholding.

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.

### **III. Further Information and Notes**

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

At the time the Annual General Meeting was convened, the company had 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 316,274 treasury shares, which do not, however, entitle the company to any voting rights in accordance with Section 71b AktG. At the time the Annual General Meeting is convened, the total number shares with voting rights is therefore 20,855.658.

#### **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 by no later than June 11, 2025, 24:00 hours (CEST), at the following address: :

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 (Section 126b BGB) in German or English.

Proof within the meaning of Section 67c (3) AktG, i.e. proof of share ownership by the last intermediary in text form (Section 126b BGB) in accordance with the requirements of Article 5 of Implementing Regulation (EU) 2018/1212, is sufficient to prove entitlement to participate in the Annual General Meeting and to exercise voting rights. The proof must refer to the close of business on the 22nd day before the Annual General Meeting (record date), i.e. May 27, 2025, 24:00 hours (CEST),

The registration for the Annual General Meeting, granting of proxy and instructions to proxies appointed by the company and the authorization of third parties can also be transmitted to the company via intermediaries in accordance with Section 67c AktG in accordance with Directive (EU) 2017/828 of 17 May 2017 amending Directive 2007/36/EC with regard to the long-term involvement of shareholders (SRD II) in conjunction with Implementing Regulation (EU) 2018/1212 in ISO 20022 format (e.g. via SWIFT, CMDHDEMMXXX). for Authorization via the SWIFT Relationship Management Application (RMA) is required via SWIFT.transmission

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 Section 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.

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. The admission tickets are not a prerequisite for attending the Annual General Meeting or exercising voting rights, but merely an organizational aid. In order to ensure that the admission tickets for the Annual General Meeting are received in good time, we ask shareholders to ensure that proof of their shareholding is sent to the company at the above address in good time.

### **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 Section 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 Section 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 Section 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 17, 2025 (receipt) as follows:

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

The granting, amendment and revocation of the power of attorney 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 can be granted, amended or revoked via the InvestorPortal until June 17, 2025, 24:00 hours (CEST) at the latest.

If the shareholder authorizes more than one person, the company may reject one or more of them. This does not affect the option of appointing a separate proxy for the Annual General Meeting for shares in the company that a shareholder holds in different securities accounts.

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 proxies as well

as further details on registration and granting power of attorney are available on the company's website at <https://www.ezag.com/investors/annual-general-meeting/> 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 17, 2025 (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. Proxy authorizations and instructions to the company's proxies can be issued, amended or revoked via the InvestorPortal until June 17, 2025, 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 Section 67c para. 1 and para. 2 sentence 3 AktG in conjunction with Article 2 para. 1 and 3 and Article 9 para. Implementing 1. via the InvestorPortal, 2. by email, 3. in accordance with Section 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 and 4. by letter<sup>4</sup> of the Regulation ((EU) 2018/1212), these will be considered in the following order regardless of the time of receipt:...

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 Section 134a AktG and a person equivalent to these pursuant to Section 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 (according to 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 9 are binding. Shareholders can 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 Section 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 section 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 Section 122 para. 2 sentence 3 AktG, the request must be addressed in writing (Section 126 BGB) 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 18, 2025, 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 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/investors/annual-general-meeting/> 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 (Section 126 (1) AktG) as well as proposals for the election of Supervisory Board members and auditors (Section 127 AktG).

Countermotions pursuant to Section 126 AktG that are sent to the company, including a statement of grounds, at least 14 days prior to the Annual General Meeting, i.e. by June 3, 2025, 24:00 hours (CEST), , to the following address, must be made available on the company's website, stating the name of the shareholder, the grounds and any statement by the management. The company does not need to make a countermotion and its grounds available if one of the exclusion criteria pursuant to Section 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 Section 126 AktG described above apply mutatis mutandis to election proposals pursuant to Section 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 Section 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.

Counter motions or election proposals pursuant to Sections 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](mailto: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/investors/annual-general-meeting/>, 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 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 Section 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 Section 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/investors/annual-general-meeting/>. All documents required by law to be made available to the Annual General Meeting will also be available during the Annual General Meeting itself. Furthermore at this Internet address there, the voting results will also be published 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 (surname, 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 and, if applicable, the surname, first name and place of residence of the shareholder representative appointed by the respective shareholder) 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 service providers 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. Otherwise, personal data is made available to shareholders and shareholder representatives in connection with the Annual General Meeting in accordance with the statutory provisions, namely via the list of participants (Section 129 AktG), as part of the announcement of shareholder requests for additions to the agenda (Section 122 (2) AktG) and counter motions and election proposals from shareholders (Sections 126, 127 AktG). The company may state the name and, if applicable, the registered office/place of residence of shareholders or their authorized representatives who make contributions.

The personal data will be stored in accordance with legal obligations and then deleted. Under the legal requirements, you have the right to information, correction, restriction, objection and deletion regarding the processing of your personal data at any time, 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, May 2025  
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: <b>17c388a01fedef11b53e00505696f23c</b>
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	18.06.2025 Formal information according to DVO: 20250618
C2	Time of the Annual General Meeting	10:30 a.m. CEST Formal indication according to DVO: 8:30 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	May 27, 2025 (Record Date) Formal information according to DVO: 20250527
C6	Uniform Resource Locator (URL)	<a href="https://www.ezag.com/investors/annual-general-meeting/">https://www.ezag.com/investors/annual-general-meeting/</a>
D2	Deadline for participation	June 11, 2025, 24:00 (CEST) Formal information according to DVO: 20250611, 22:00 (UTC)