

Eckert & Ziegler SE, Berlin

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We hereby invite our shareholders to our 2026 Annual General Meeting. This will take place on Wednesday, 24 June 2026, at 10:30 am (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 adopted annual financial statements and management report of Eckert & Ziegler SE, the approved consolidated financial statements and consolidated management report as at 31 December 2025, the report of the Supervisory Board, and the explanatory report of the Executive Board on the disclosures pursuant to Sections 289a and 315a of the German Commercial Code (HGB) for the financial year 2025**

The documents to be presented under this agenda item can be viewed online at <https://www.ezag.com/de/startseite/investoren/hauptversammlung/>. They will be explained at the Annual General Meeting by the Executive Board – and, as regards 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 are therefore adopted, no resolution will be passed on this agenda item.

### **2. Resolution on the appropriation of retained earnings**

The Executive Board and the Supervisory Board propose that the retained earnings of €13,819,490.62 reported in the annual financial statements of Eckert & Ziegler SE as at 31 December 2025 be appropriated as follows:

Distribution of a dividend of €0.22 per dividend-bearing share: €13,766,835.28.

Allocation of the remaining amount to retained earnings: €52,655.34.

The aforementioned dividend amount and the remaining amount to be transferred to retained earnings are based on the dividend-bearing share capital of €62,576,524.00 existing at the time of the convocation, divided into 62,576,524 no-par value shares. The 939,272 treasury shares held by the Company at the time of convening the meeting are not entitled to dividends. The number of shares entitled to dividend may change by the time the resolution on the appropriation of retained earnings is passed. In this case, a correspondingly adjusted resolution proposal will be put to the vote at the Annual General Meeting, which will still provide for a dividend of €0.22 per share entitled to dividend and a correspondingly adjusted allocation to retained earnings. The dividend is due for payment on 29 June 2026.

### **3. Resolution on the discharge of the members of the Executive Board for the financial year 2025**

The Executive Board and the Supervisory Board propose that the members of the Executive Board in office during the 2025 financial year be granted discharge for the 2025 financial year.

### **4. Resolution on the discharge of the members of the Supervisory Board for the financial year 2025**

The Executive Board and the Supervisory Board propose that the members of the Supervisory Board in office during the 2025 financial year be granted discharge for the 2025 financial year.

### **5. Resolution on the appointment of the auditor and group auditor for the financial year 2026**

The Supervisory Board proposes – based on a corresponding recommendation from the Audit Committee – to appoint Forvis Mazars GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Alt-Moabit 2, 10557 Berlin, as the statutory auditor and group auditor for the financial year 2026.

The Supervisory Board also proposes to appoint Forvis Mazars GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Alt-Moabit 2, 10557 Berlin, as the auditor for any review of the financial statements and the interim management report for the first half of the financial year 2026, as well as of other interim (condensed) financial statements and interim management reports for the 2026 financial year, as well as the interim condensed financial statements and interim management report for the first quarter of 2027, should and to the extent that these are subject to such a review.

In its recommendation, the Audit Committee has stated that this is free from undue influence by third parties and that no clause restricting its options within the meaning of Article 16(6) of the EU Audit Regulation has been imposed on it.

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

In accordance with Section 162 of the German Stock Corporation Act (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 financial year 2025. In accordance with Section 162(3) of the German Stock Corporation Act (AktG), the remuneration report was reviewed by the statutory auditor of Eckert & Ziegler SE to verify that the information required by law under Section 162(1) and (2) of the German Stock Corporation Act (AktG) had been provided, and was issued with an audit opinion. The remuneration report for the financial year 2025 and the auditor's report on its audit can be found in the annual report for the financial year 2025 and at <https://www.ezag.com/de/startseite/investoren/hauptversammlung/>.

As the company is not a large corporation within the meaning of Section 267(3), first sentence, of the German Commercial Code (HGB), and the requirements of Section 120a(5) of the German Stock Corporation Act (AktG) are therefore met, the remuneration report is submitted to the Annual General Meeting for discussion. A resolution by the Annual General Meeting is therefore not required.

### **7. Approval of the Executive Board's remuneration system**

Pursuant to Section 120a(1) of the German Stock Corporation Act (AktG), the Annual General Meeting of a listed company shall resolve on the approval of the remuneration system for the members of the Executive Board submitted by the Supervisory Board upon any material

change, but at least every four years. Most recently, the Annual General Meeting on 1 June 2022 passed a resolution on the approval of the remuneration system for the Executive Board in accordance with Sections 87a and 120a of the German Stock Corporation Act (AktG). Accordingly, the remuneration system must be submitted to the 2026 Annual General Meeting for approval once again. The Supervisory Board has revised the previous remuneration system and adapted it in accordance with Section 87a(1) of the German Stock Corporation Act (AktG). The adapted remuneration system is available on the company's website at <https://www.ezag.com/de/startseite/investoren/hauptversammlung/>.

The Supervisory Board proposes – based on a corresponding recommendation from the Remuneration Committee – that the revised remuneration scheme for members of the Executive Board, as adopted by the Supervisory Board on 23 March 2026, be approved.

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

The proposed adjustment to Supervisory Board remuneration is intended to uniformly account for and appropriately reflect the increased demands on the workload of committee chairs. To this end, in future not only the Chair of the Audit Committee but all committee chairs are to receive remuneration that is higher than the basic remuneration. The remuneration of committee chairs is to amount to one and a half times the basic remuneration – as has been the case to date for the chair of the Audit Committee. Attendance fees for committee activities are considered dispensable, and the incentive for in-person attendance at meetings of the full Supervisory Board is to be increased. Consequently, an attendance fee is to be paid in future only where a Supervisory Board member attends meetings of the full Supervisory Board in person, unless the meeting is convened exclusively as a telephone or video conference. The remaining remuneration provisions remain unchanged.

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

The remuneration system for Supervisory Board members described below, as well as the remuneration derived therefrom, is hereby adopted, and Section 13 of the Company's Articles of Association is amended as follows:

### **a) Remuneration system**

The remuneration system for members of the Supervisory Board is based on statutory requirements and takes into account the provisions of the German Corporate Governance Code. In addition, the remuneration of Supervisory Board members at other comparable listed companies has been taken into account.

The remuneration of the members of the Supervisory Board is balanced overall and is proportionate to the responsibilities and duties of the Supervisory Board members and to the company's situation. The remuneration is intended to make the acceptance of a mandate as a member or Chairman of the Supervisory Board or of a committee sufficiently attractive to enable the company to recruit and retain particularly qualified candidates for membership of the Supervisory Board. In the opinion of the Executive Board and the Supervisory Board, a fixed remuneration is best suited to reflect the Supervisory Board's supervisory and advisory functions, which must be fulfilled regardless of the company's performance.

The remuneration of Supervisory Board members consists of a fixed annual basic remuneration of €35,000.00. The Chairman of the Supervisory Board receives three times the basic remuneration, whilst his deputy and the chairpersons of committees

receive one and a half times the basic remuneration. Regular members of committees receive, provided that these committees meet, an additional fixed annual remuneration of €8,000.00. In the event of changes to the Supervisory Board or the committees during the financial year, a pro-rata fixed remuneration is paid, rounded up to full months.

For meetings of the full Supervisory Board, for which an invitation is issued together with an agenda and minutes are drawn up, the Company grants each member of the Supervisory Board an attendance fee of €500.00 per meeting for their participation, provided they are physically present on site. In the event of a call to a telephone or video conference only, the requirement for physical attendance does not apply.

The Company shall reimburse the members of the Supervisory Board for expenses directly incurred in the performance of their duties. Value added tax shall be reimbursed by the Company to the extent that members of the Supervisory Board are entitled to invoice the Company separately for value added tax and exercise this right. Remuneration is payable following the conclusion of the Annual General Meeting. Reimbursement of expenses and value added tax shall be made upon presentation of the relevant supporting documents.

The remuneration policies and the remuneration system are regularly reviewed to ensure they remain appropriate. At least every four years, and in the event of proposals to amend the remuneration policies, the Annual General Meeting passes a resolution on the remuneration of the members of the Supervisory Board. The Annual General Meeting may confirm the existing system of Supervisory Board remuneration or pass a resolution to amend it. Corresponding proposals for resolutions to the Annual General Meeting are submitted in accordance with the statutory division of powers between the Executive Board and the Supervisory Board, thereby ensuring mutual oversight between the two bodies. The decision on the final structure of the remuneration system is assigned to the Annual General Meeting.

- b) Article 13 of the Company's Articles of Association is repealed and replaced in its entirety as follows:

“(1) The members of the Supervisory Board shall receive a fixed remuneration for each financial year, comprising 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 35,000.00.

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

(c) In the event of changes to the Supervisory Board or its committees during the year, a pro rata fixed remuneration shall be paid, rounded up to full months.

(d) For each plenary meeting to which the entire Supervisory Board is invited, accompanied by an agenda, and for which minutes are taken, an additional attendance fee of EUR 500.00 shall be paid, provided that the Supervisory Board member is physically present on site. In the event of an invitation to a telephone or video conference only, the requirement for physical attendance shall not apply.

(e) Sub-clauses (a), (b) and (d) shall apply from the following month, subject to the approval of the Annual General Meeting.

(2)

The Company shall reimburse the members of the Supervisory Board for expenses directly incurred in the performance of their duties.

(3)

Value added tax shall be reimbursed by the Company to the extent that members of the Supervisory Board are entitled to invoice the Company separately for value added tax and exercise this right.

(4)

The remuneration referred to in paragraph (1) shall be paid following the conclusion of the Annual General Meeting. Reimbursement under paragraphs (2) and (3) shall be made upon presentation of the relevant supporting documents.”

## **9. Resolution on the creation of authorised capital and amendment to the Articles of Association**

In order to maintain the Company’s financial flexibility, authorised capital is to be created.

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

- a) The Executive Board is authorised, 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 €15,878,949.00 by 23 June 2029 through the issue of new no-par value bearer shares against cash and/or non-cash contributions (Authorised Capital). The new shares are in principle to be offered to shareholders for subscription; they may also be taken up by one or more credit institutions or one or more institutions of equivalent standing, subject to an obligation to offer them to shareholders for subscription. The Executive Board is, however, authorised, with the approval of the Supervisory Board,
- to exclude shareholders’ subscription rights up to an amount of 10% of the share capital existing at the time of the resolution on this authorisation or – if this figure is lower – the share capital existing at the time of the exercise of this authorisation, in order to issue the new shares against cash contributions at an issue price that does not fall significantly below the stock market price of the Company’s already listed shares with the same rights. If, during the term of the authorised capital until it is utilised, use is made of other authorisations to issue or sell shares of the Company or to issue rights enabling or obliging the subscription of shares of the Company, and the subscription rights are excluded in direct or analogous application of section 186(3), fourth sentence, of the German Stock Corporation Act (AktG), this shall be counted 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 claims, if the acquisition is to be made in exchange for the issue of shares;

- to exclude shareholders' subscription rights for the purpose of implementing a so-called share dividend, whereby shareholders are offered the option of contributing their dividend entitlement (in whole or in part) to the Company as a contribution in kind in exchange for new shares issued from the authorised capital;
- to exclude shareholders' subscription rights to the extent necessary to grant holders of convertible bonds and/or warrants issued by the Company or its subsidiaries a subscription right to new shares to the extent to which they would be entitled following the exercise of 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 for the purpose of settling fractional amounts.

The total number of shares issued against cash and non-cash contributions, excluding shareholders' subscription rights, may not exceed 10% of the share capital at the time of the resolution on this authorisation or – if this figure is lower – at the time of the exercise of this authorisation during the term of the authorised capital. If, during the term of the authorised capital until it is utilised, use is made of other authorisations to issue or sell shares in the Company or to issue rights entitling or obliging the holder to subscribe for shares in the Company, and shareholders' subscription rights are excluded in the process, this shall be counted towards the aforementioned limit.

The Executive Board shall 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) A new paragraph 5 shall be inserted into Article 5 of the Articles of Association, which shall read as follows:

“The Executive Board is authorised, with the approval of the Supervisory Board, to increase the Company's share capital on one or more occasions up to a total of EUR 15,878,949.00 by 23 June 2029 through the issue of new no-par value bearer shares in return for contributions in kind and/or cash (Authorised Capital). The new shares shall in principle be offered to shareholders for subscription; they may also be taken up by one or more credit institutions or one or more institutions of equivalent standing, subject to an 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 not exceeding 10% of the share capital existing at the time of the resolution on this authorisation or – if this figure is lower – the share capital existing at the time of the exercise of this authorisation, in order to issue the new shares against cash contributions at an issue price that does not fall significantly below the stock market price of the Company's already listed shares with the same rights . If, during the term of the authorised capital until it is utilised, use is made of other authorisations to issue or sell shares of the Company or to issue rights enabling or obliging the subscription of shares of the Company, and the shareholders' subscription rights are excluded in direct or analogous application of section 186(3), fourth sentence, of the German Stock Corporation Act (AktG), this shall be set off against the aforementioned limit;
- exclude shareholders' subscription rights for the purpose of obtaining contributions in kind, in particular through the acquisition of undertakings or interests in

undertakings or through the acquisition of other assets, including rights and claims, if such contributions are to be made in exchange for the issue of shares;

- to exclude shareholders' subscription rights for the purpose of implementing a so-called share dividend, whereby shareholders are offered the option of contributing their dividend entitlement (in whole or in part) to the company as a contribution in kind in exchange for the issue of new shares from the authorised capital;
- to exclude shareholders' subscription rights to the extent necessary to grant holders of convertible bonds and/or warrants issued by the Company or its subsidiaries a subscription right to new shares to the extent to which they would be entitled following the exercise of 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 for the purpose of settling fractional amounts.

The total number of shares issued against cash and non-cash contributions, excluding shareholders' subscription rights, may not exceed 10% of the share capital at the time of the resolution on this authorisation or – if this figure is lower – at the time of the exercise of this authorisation during the term of the Authorised Capital. If, during the term of the authorised capital and prior to its utilisation, use is made of other authorisations to issue or sell shares in the Company or to issue rights entitling or obliging the holder to subscribe for shares in the Company, and shareholders' subscription rights are excluded in the process, this shall be counted towards the aforementioned limit.

The Executive Board is further authorised, 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 price. The Supervisory Board is authorised to amend the Articles of Association in accordance with the implementation of the capital increase and, if the authorised capital has not been fully utilised by 23 June 2029, after the expiry of the authorisation period, in each case.”

The report of the Executive Board to the Annual General Meeting pursuant to Sections 203(2) sentence 2 and 186(4) sentence 2 of the German Stock Corporation Act (AktG) is attached under item II.

## **II. Report of the Executive Board to the Annual General Meeting pursuant to Sections 203(2), second sentence, and 186(4), second sentence, of the German Stock Corporation Act (AktG) (Agenda item 9)**

At present, the Executive Board is not authorised to increase the Company's share capital with the approval of the Supervisory Board by utilising authorised capital. To enable the Executive Board to respond promptly to financing opportunities and requirements that may arise in the future, the Executive Board and the Supervisory Board therefore propose, under agenda item 9, the creation of authorised capital.

The Executive Board is to be authorised to increase the company's share capital, with the approval of the Supervisory Board, on one or more occasions up to 23 June 2029 by a total of up to €15,878,949.00 against cash and/or non-cash contributions by issuing new no-par value bearer shares. This corresponds to 25% of the company's current share capital.

The proposed authorisation 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(2) and 186(4), second sentence, of the German Stock Corporation Act (AktG), the Executive Board submits this report on the reasons for the proposed authorisation to exclude subscription rights:

- Pre-emptive rights are initially to be excluded in the case of cash capital increases whose total nominal amount does not exceed 10% of the share capital and whose issue price does not fall significantly below the stock market price of already listed shares with the same rights (§ 186(3) sentence 4 AktG). The authorisation enables the company to meet capital requirements at short notice and thus to exploit market opportunities quickly and flexibly. The issue price of the newly issued shares is aligned with the stock market price and may only fall slightly below the average price of the days preceding the subscription of the shares. This largely avoids economic disadvantages for shareholders excluded from subscription rights. Furthermore, when the authorisation is exercised, shareholders excluded from subscription rights generally have the opportunity to maintain their previous shareholding percentage by acquiring shares in the company via the stock exchange. The financial and voting rights interests of the company's shareholders are therefore not materially affected. Conversely, this enables the Executive Board, with the approval of the Supervisory Board, to raise new equity capital for the company at short notice and at an issue price close to the stock market price, thereby strengthening the equity base. Experience shows that such a capital increase, due to the ability to act more swiftly, results in a higher inflow of funds than a comparable capital increase with shareholders' subscription rights. The shares issued with the exclusion of subscription rights pursuant to Section 186(3) sentence 4 of the German Stock Corporation Act (AktG) may not exceed 10% of the share capital existing at the time of the resolution authorising the issue or – if this figure is lower – at the time of the exercise of this authorisation. If, during the term of the authorised capital until it is utilised, use is made of other authorisations to issue or sell shares in the Company or to issue rights enabling or obliging the holder to subscribe for shares in the Company, and the subscription right is excluded in direct or analogous application of section 186(3), fourth sentence, of the German Stock Corporation Act (AktG), this shall be counted towards the aforementioned limit. These provisions take account of the shareholders' need for protection against dilution in accordance with statutory regulations.
- It should also be possible to exclude shareholders' subscription rights in the case of capital increases through contributions in kind. This enables the Executive Board to use the Company's shares in appropriate individual cases to acquire companies, parts of companies or shareholdings in companies or other assets. In order to preserve the Company's liquidity, it may be advisable to pay for an acquisition not with cash but rather

with shares. The authorised capital enables the Executive Board and the Supervisory Board to react flexibly in such cases. The Executive Board continuously reviews opportunities for the company to acquire companies, parts of companies or shareholdings in companies. The acquisition of such shareholdings or companies is particularly in the company's interest if the acquisition leads to a consolidation or strengthening of the company's market position. In order to be able to respond promptly and flexibly to the interest in payment in the form of the Company's shares in the event of the successful conclusion of such agreements, it is necessary for the Executive Board to be authorised, with the approval of the Supervisory Board, to issue new shares in exchange for contributions in kind, excluding shareholders' subscription rights. The same applies to the acquisition of other contributions in kind that are in the Company's well-understood interest. The exclusion of subscription rights does result in a corresponding dilution of the existing shareholders' shareholdings and voting rights. However, if subscription rights were granted, the acquisition of companies, parts of companies, shareholdings in companies or other assets would likely not be possible, and the associated benefits for the Company and the shareholders would not be achievable. Should the opportunity to acquire companies, interests in companies or other assets materialise, the Executive Board will carefully assess whether the use of the authorised capital for the purpose of the acquisition is necessary and appropriate. The Executive Board will only do so if the acquisition of the company or interest in exchange for 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 condition is met will the Supervisory Board grant its required approval.

- Furthermore, it should be possible to exclude subscription rights for the purpose of carrying out a so-called share dividend. In this context, shareholders are offered the option of contributing their dividend entitlement (in whole or in part) to the company as a contribution in kind in exchange for new shares. Although the implementation of a share dividend will generally take the form of a genuine rights issue, preserving shareholders' subscription rights and the principle of equal treatment. In individual cases, however, depending on the capital market situation, it may be preferable to structure the implementation of a stock dividend in such a way that, whilst the Executive Board offers new shares from the authorised capital to all shareholders entitled to dividends in exchange for the assignment of their dividend entitlement, in compliance with the general principle of equal treatment, it formally excludes shareholders' subscription rights altogether. Implementing the scrip dividend with a formal exclusion of subscription rights allows the scrip dividend to be carried out under more flexible conditions, in particular without being bound by the minimum subscription period and the statutory deadline for announcing the issue price. In view of the fact that the new shares are offered to all shareholders and any excess dividend amounts are settled by payment of the cash dividend, the proposed exclusion of subscription rights also appears to be justified and appropriate in this respect.
- Furthermore, it should be possible to exclude subscription rights to the extent necessary to grant holders of option and/or convertible bonds a right to subscribe for new shares to the extent to which they would be entitled following the exercise of their conversion or option rights. Bonds are generally provided with anti-dilution protection, which provides that holders or creditors may be granted subscription rights to new shares in subsequent share issues, as is the case for shareholders. The holders or creditors are thus treated as if they were already shareholders. This avoids the need to reduce the conversion or option price. In order to provide bonds with such anti-dilution protection, shareholders' subscription rights to these shares must be excluded. The proposed authorisation is intended to create the necessary conditions for this.
- Furthermore, pre-emptive rights may 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 significantly in the Company's share capital within the framework of share ownership schemes, thereby aligning the interests of the Company and its employees. To this end, it is necessary to exclude shareholders' pre-emptive rights. The issue of subscription shares to employees is encouraged by the legislator and is therefore permitted under simplified conditions. Furthermore, the volume of employee shares to be issued remains within manageable limits, so that shareholders' subscription rights are not unduly impaired.

- The authorisation to exclude any fractional amounts from shareholders' subscription rights serves to establish a practicable subscription ratio and thus to facilitate the technical implementation of the capital increase. The shares excluded from shareholders' subscription rights as free fractional amounts will be sold via the stock exchange or to third parties on the best possible terms.

The Executive Board may only make use of the authorisations granted to it to exclude subscription rights to such an extent that the proportionate amount of shares issued in total with the exclusion of subscription rights does not exceed 10% of the share capital at the time of the resolution on the authorisation or – if this figure is lower – at the time of the exercise of this authorisation. This limits the total volume of shares issued from the authorised capital without subscription rights. In addition, any such issue shall be counted towards the aforementioned 10% limit if, during the term of the authorised capital until it is utilised, use is made of other authorisations to issue or sell shares in the Company or to issue rights entitling or obliging the holder to subscribe for shares in the Company, and subscription rights are excluded in the process. In this way, shareholders are additionally protected against dilution of their existing shareholding.

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

### **III. Further information and notes**

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

At the time of convening the Annual General Meeting, the Company had issued 63,515,796 no-par value bearer shares. Each share entitles the holder to one vote at the Annual General Meeting.

At the time of convening the Annual General Meeting, the Company holds 939,272 treasury shares, from which, however, the Company is not entitled to any voting rights pursuant to Section 71b of the German Stock Corporation Act (AktG). At the time of convening the Annual General Meeting, the total number of shares carrying voting rights is therefore 62,576,524.

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

Shareholders who register for the Annual General Meeting and also provide proof of their entitlement to attend the Annual General Meeting and to exercise voting rights are entitled to attend the Annual General Meeting and to exercise their voting rights.

Registration and proof of eligibility must be received by the Company by 17 June 2026, 24:00 (CEST), at the latest, at the following address:

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

Registration for the Annual General Meeting must be made in writing (Section 126b of the German Civil Code (BGB)) in German or English.

To prove entitlement to attend the Annual General Meeting and to exercise voting rights, proof within the meaning of Section 67c(3) of the German Stock Corporation Act (AktG) is sufficient, i.e. proof of shareholding provided by the ultimate intermediary in writing (Section 126b of the German Civil Code (BGB)) in accordance with the requirements of Article 5 of Implementing Regulation (EU) 2018/1212. The proof must relate to the close of business on the 22nd day prior to the Annual General Meeting (record date), i.e. 2 June 2026, 24:00 (CEST).

Registration for the Annual General Meeting and proof of entitlement, as well as information regarding proxies and instructions to proxies appointed by the Company and the authorisation of third parties, may also be submitted via intermediaries in accordance with SRD II in conjunction with the Implementing Regulation (EU 2018/1212) in ISO 20022 format (e.g. via SWIFT, CMDHDEMXXX). Authorisation via the SWIFT Relationship Management Application (RMA) is required to use SWIFT.

Notifications pursuant to Section 67c of the German Stock Corporation Act (AktG) via an intermediary must be received by the Company no later than the final notification date, i.e. by midnight on 17 June 2026. Changes to admission ticket orders, and the granting of proxies and instructions in accordance with Section 67c of the German Stock Corporation Act (AktG) via an intermediary are still possible thereafter and must be received by the Company by 23 June 2026, 24:00.

The record date is the decisive date for determining shareholder status with regard to participation in the Annual General Meeting and the exercise of voting rights. Pursuant to Section 123(4) sentence 5 of the German Stock Corporation Act (AktG), only those who have provided proof of shareholder status as at the record date are deemed to be shareholders for the purposes of attending the Annual General Meeting and exercising voting rights in relation to the company.

Shares are not blocked by registration for the Annual General Meeting. Shareholders may therefore freely dispose of their shares even after registration has taken place. However, shareholding as at the record date is decisive for voting rights.

Once the registration form and proof of shareholding have been received in good time by the central registration office of Eckert & Ziegler SE, as specified above, admission tickets to the Annual General Meeting will be sent to the shareholders or their proxies. The admission tickets are not a prerequisite for attending the Annual General Meeting or exercising voting rights, but merely serve as an organisational aid. To ensure that 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 person or institution deemed equivalent to these under Section 135(8) of the German Stock Corporation Act (AktG), by granting the relevant power of attorney. The following must be observed in this regard:

Even in the case of authorisation, timely registration and timely proof of shareholding are required.

The granting of the power of attorney, its revocation and proof of the power of attorney to the company must be in writing.

Where a proxy is granted to an intermediary, a shareholders' association or any other person or institution treated as equivalent to these under Section 135(8) of the German Stock Corporation Act (AktG), specific requirements generally apply which must be clarified with the respective party to whom the proxy is to be granted. We therefore ask shareholders who wish to authorise an intermediary, a shareholders' association or any other person or institution treated as equivalent to these under Section 135(8) of the German Stock Corporation Act (AktG) to exercise their voting rights to consult with the party to be authorised regarding the form of the power of attorney.

Proof of the appointment of a proxy may be sent to the Company by post or electronically by midnight (CEST) on 23 June 2026 (date of receipt being decisive) as follows:

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

The granting, amendment and revocation of the power of attorney may also be effected by means of a declaration to the Company via electronic communication using the password-protected InvestorPortal, which the Company operates at the internet address <https://www.ezag.com/de/startseite/investoren/hauptversammlung/>

Shareholders or their proxies can find the necessary login details for the InvestorPortal on the admission ticket sent to them. Proxies may be granted, amended or revoked via the InvestorPortal by no later than 23 June 2026, 24:00 (CEST).

If a shareholder appoints more than one proxy, the Company may reject one or more of them. This does not affect the option to appoint a separate proxy for the Annual General Meeting for each of the Company's shares held by a shareholder in different securities accounts.

The Company offers its shareholders the option of appointing proxy holders designated by the Company, who are bound by instructions, prior to the Annual General Meeting. If the proxy holders designated by the Company are to be appointed, the shareholder must in all cases issue instructions to them as to how the voting rights are to be exercised. Without such

instructions, the proxy is invalid and the voting rights will not be exercised. The proxies are obliged to vote in accordance with the instructions given to them; they may not exercise voting rights at their own discretion. Please note that the proxies do not accept instructions regarding speaking, asking questions or submitting motions. The proxies will only exercise voting rights in respect of those agenda items for which they have received explicit instructions from the shareholders. Shareholders wishing to grant a proxy to the proxies appointed by the company may do so in writing. A form for granting a proxy and issuing instructions to the appointed proxies, as well as further details on registration and the granting of proxies, are available on the company's website at <https://www.ezag.com/de/startseite/investoren/hauptversammlung/>.

In the event of authorising the proxy holders appointed by the Company, who are bound by instructions, prior to the Annual General Meeting, the proxy and instructions must be submitted in writing by 24:00 on 23 June 2026 (CEST) (date of receipt being decisive) by post or electronically to the address listed below:

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

The granting of a proxy and instructions to the Company's proxies, as well as the revocation of the proxy or a change to the instructions, may also be effected by means of a declaration to the Company via electronic communication using the password-protected InvestorPortal, which the Company makes available at the internet address <https://www.ezag.com/de/startseite/investoren/hauptversammlung/>

Shareholders or their proxies can find the necessary login details for the InvestorPortal on the admission ticket sent to them. Proxies and instructions to the Company's proxy holders may be issued, amended or revoked via the InvestorPortal by midnight (CEST) on 23 June 2026 at the latest.

#### **4. Additional information on the exercise of voting rights**

Should proxies and, where applicable, instructions be submitted in due time via multiple channels (post, email, InvestorPortal or in accordance with Section 67c(1) and (2), third sentence, of the German Stock Corporation Act (AktG) in conjunction with Article 2(1) and (3) and Article 9(4) of the Implementing Regulation ((EU) 2018/1212), these will be taken into account in the following order, regardless of the time of receipt: 1. via the InvestorPortal, 2. by email, 3. in accordance with Section 67c(1) and (2), third sentence, of the German Stock Corporation Act (AktG) in conjunction with Article 2(1) and (3) and Article 9(4) of the Implementing Regulation (EU) 2018/1212, and 4. by post.

If several proxies and instructions are received via the same transmission channel within the deadline, the declaration received most recently shall be binding. A later vote as such shall not be deemed a revocation of an earlier vote. The most recent, timely revocation of a declaration shall be decisive.

Should declarations involving more than one form of voting rights exercise be received via the same channel, the following shall apply: powers of attorney and instructions to the Company's proxies shall take precedence over the granting of powers of attorney and instructions to an intermediary, a shareholders' association, a proxy advisor in accordance with Section 134a of the German Stock Corporation Act (AktG), or a person treated as equivalent to such parties in accordance with Section 135(8) of the German Stock Corporation Act (AktG).

Votes cast by proxy and, where applicable, instructions regarding agenda item 2 (appropriation of retained earnings) shall remain valid even in the event of an adjustment to the proposed appropriation of profits as a result of a change in the number of shares entitled to dividends.

Should an individual vote be held on an agenda item instead of a collective vote, the instruction given for that agenda item shall apply 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 authorising the proxies appointed by the Company, as specified in more detail in section 3 above. No resolutions are proposed under agenda items 1 and 6, and therefore no voting is scheduled for these items (see the respective explanations there). The proposed votes on agenda items 2 to 5 and 7 to 9 are binding. In all votes, shareholders may vote 'yes' (in favour) or 'no' (against) or abstain (abstention).

## **6. Supplementary motions to the agenda pursuant to Art. 56, sentences 2 and 3 of the SE Regulation, Section 50(2) of the SEAG, and Section 122(2) of the AktG**

Shareholders whose shares together amount to one-twentieth of the share capital or the pro rata amount of EUR 500,000.00 may, pursuant to Section 50(2) of the SEAG, request that items be placed on the agenda and announced. Each new item must be accompanied by a statement of reasons or a draft resolution. A 90-day holding period for the aforementioned minimum shareholding within the meaning of Section 122(2), first sentence, in conjunction with paragraph 1, third sentence, of the German Stock Corporation Act (AktG) is not a prerequisite for a request for inclusion on the agenda in the case of an SE pursuant to Section 50(2) of the SEAG. In accordance with Section 122(2) sentence 3 of the German Stock Corporation Act (AktG), the request must be addressed in writing (Section 126 of the German Civil Code (BGB)) to the company's Executive Board and must be received by the company at least 30 days prior to the Annual General Meeting, not counting the day of receipt, i.e. no later than 24 May 2026, 24:00 (CEST).

Please send requests for supplementary information to the following address:

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

Any additions to the agenda that are required to be published will be published in the Federal Gazette immediately upon receipt of the request and forwarded for publication to media outlets which can be expected to disseminate the information throughout the European Union. They will also be communicated to shareholders on the internet at <https://www.ezag.com/de/startseite/investoren/hauptversammlung/> and in any other manner required by law.

## **7. Counter-motions and nominations by shareholders**

Shareholders may submit counter-motions to a proposal by the management regarding a specific item on the agenda (Section 126(1) of the German Stock Corporation Act (AktG)), as well as proposals for the election of members of the Supervisory Board and auditors (Section 127 AktG).

Counter-motions pursuant to Section 126 of the German Stock Corporation Act (AktG), which must be sent to the company, including a statement of reasons, at least 14 days before the Annual General Meeting, i.e. by 9 June 2026, midnight (CEST), to the address listed below, must be made available on the company's website, stating the shareholder's name, the

reasons and any comments from the management. A counter-motion and its statement of reasons need not be made available by the company if one of the grounds for exclusion under Section 126(2) of the German Stock Corporation Act (AktG) applies. The statement of reasons need not be made available if it exceeds 5,000 characters in total.

The provisions of Section 126 of the German Stock Corporation Act (AktG) described above shall apply mutatis mutandis to nominations pursuant to Section 127 of the German Stock Corporation Act (AktG). However, a nomination does not require a statement of reasons. The management is not required to make a nomination available beyond the grounds specified in Section 126(2) of the German Stock Corporation Act (AktG) if it does not contain the candidate's name, occupation and place of residence, and, in the case of candidates for the Supervisory Board, details of their membership of other statutory supervisory boards or comparable domestic and foreign supervisory bodies of commercial enterprises.

Counter-motions or nominations pursuant to Sections 126(1) and 127 of the German Stock Corporation Act (AktG) must be sent exclusively to the following address:

Eckert & Ziegler SE  
Investor Relations  
Robert-Rössle-Str. 10  
13125 Berlin  
Email: [ir@ezag.de](mailto:ir@ezag.de)

Counter-motions and nominations for election to be made available by shareholders will be published on the internet at <https://www.ezag.com/de/startseite/investoren/hauptversammlung/>, provided they have been received by the Company in good time at the address given above.

Please note that, even if counter-motions and nominations have already been submitted to the company in advance, they will only be considered at the Annual General Meeting if they are (once again) put forward or submitted orally at the meeting. Furthermore, shareholders' right to put forward counter-motions on items on the agenda or to submit nominations during the Annual General Meeting exists irrespective of whether they have been submitted to the company in advance.

The right of the chair of the meeting to put the management's proposals to the vote first remains unaffected by this, unless otherwise provided by law.

## **8. Right to information**

Pursuant to Section 131(1) of the German Stock Corporation Act (AktG), every shareholder is entitled, upon request at the Annual General Meeting, to receive information from the Executive Board regarding the affairs of the company, the legal and business relationships of the company with its affiliated companies, and the position of the Group and the companies included in the consolidated financial statements, insofar as such information is necessary for a proper assessment of the items on the agenda.

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

The information required to be made available on the company's website pursuant to Section 124a of the German Stock Corporation Act (AktG), in particular the content of the notice convening the Annual General Meeting and the documents to be made available to the Annual General Meeting, shareholders' motions and further information, is available on the company's website at <https://www.ezag.com/de/startseite/investoren/hauptversammlung/>. All documents required by law to be made available to the Annual General Meeting will also be accessible there during the Annual General Meeting itself. Furthermore, the confirmed voting results will also be published at this web address following the Annual General Meeting.

## 10. UTC times (information in accordance with Table 3 of the EU Regulation)

All times stated in the notice of meeting are given in Central European Summer Time (CEST), which is the time zone applicable in Germany. In relation to 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, email address, number of shares, class of shares, type of shareholding and admission ticket number, login details for the InvestorPortal and, where applicable, the name, first name and place of residence of the shareholder representative nominated by the respective shareholder) in accordance with applicable data protection laws to enable shareholders and their representatives to attend the Annual General Meeting and to exercise their rights at the Annual General Meeting. The Company is the data controller for this processing. The legal basis for the processing is Article 6(1)(c) of the GDPR. The Company engages various service providers for the purpose of organising the Annual General Meeting. These service providers receive from the Company only such personal data as is necessary for the performance of the contracted service. The service providers process this data exclusively in accordance with the Company's instructions. Furthermore, personal data is made available to shareholders and shareholder representatives in connection with the Annual General Meeting in accordance with statutory provisions, namely via the list of attendees (Section 129 of the German Stock Corporation Act (AktG)), in connection with the announcement of shareholder requests to amend the agenda (Section 122(2) AktG) and of counter-motions and election proposals by shareholders (Sections 126, 127 of the German Stock Corporation Act (AktG)). The Company may disclose the names and, where applicable, the registered offices or places of residence of shareholders or their proxies who make contributions to the proceedings.

Personal data is stored in accordance with legal obligations and subsequently deleted. Subject to the legal requirements, you have the right to access, rectify, restrict, object to and erasure of your personal data at any time, as well as the right to data portability in accordance with Chapter III of the GDPR.

You may exercise these rights free of charge by contacting the Company via the email address below or using the following contact details:

Eckert & Ziegler SE  
- Data Protection Officer -  
Robert-Rössle-Str. 10  
13125 Berlin  
Email:[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 Article 77 of the GDPR.

You can contact our company data protection officer at:

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

Berlin, May 2026  
Eckert & Ziegler SE  
*The Executive Board*

Note:

For the sake of readability only, this invitation does not use gender-specific language. All personal designations and terms are to be understood as gender-neutral in the spirit of equal treatment.

**Information in accordance with Commission Implementing Regulation (EU)  
2018/1212**

A1	Unique identifier of the event	Annual General Meeting of Eckert und Ziegler SE Formal reference in accordance with the Implementing Regulation: cb3c1a24a810f111b55380a80e12bf28
A2	Type of announcement	Invitation to the Annual General Meeting Formal designation in accordance with DVO: NEWM
B1	ISIN	DE0005659700
B2	Name of the issuer	Eckert & Ziegler SE
C 1	Date of the Annual General Meeting	24 June 2026 Formal reference in accordance with the DVO: 20260624
C 2	Time of the Annual General Meeting	10:30 am CEST Formal specification in accordance with DVO: 08:30 UTC
C 3	Type of Annual General Meeting	Annual General Meeting Formal specification in accordance with DVO: GMET
C 4	Venue of the Annual General Meeting	at the Max Delbrück Communications Center (MDC.C) on the Berlin-Buch Campus, Robert-Rössle-Str. 10, 13125 Berlin
C 5	Record date	2 June 2026 (Record Date) Formal specification in accordance with the DVO: 20260602
C 6	Uniform Resource Locator (URL)	<a href="https://www.ezag.com/de/startseite/investoren/hauptversammlung/">https://www.ezag.com/de/startseite/investoren/hauptversammlung/</a>
D 2	Deadline for participation	17 June 2026, 24:00 (CEST) Formal specification in accordance with DVO: 20260617, 22:00 (UTC)