

## EXTRAORDINARY GENERAL MEETING

### AGENDA AND PROPOSED RESOLUTIONS FOR THE RECONVENED EXTRAORDINARY SHAREHOLDERS' MEETING ON 22 NOVEMBER 2022 AT 10:00 a.m. (CET)

- 1**      **The proposed resolution under agenda item No 1** (*Presentation of the management board's report on the increase of authorised capital and the corresponding withdrawal of pre-emption rights*) **reads:**

N.A.; no vote required, no resolution.

Presentation of the Management Board's report on authorising a withdrawal or limitation of the pre-emptive rights of the shareholders of the Company in accordance with article 420-26 (5) of the Companies Act (the **Board Report**).

- 2**      **The proposed resolution under agenda item No 2** (*Authorisation of management board to increase share capital and withdraw pre-emption rights*) **reads:**

"Based on the Board Report, the extraordinary general meeting resolves to authorise a new authorised capital in total amount of fifteen million Euro (EUR 15,000,000), for a period of five years starting on the date of the present extraordinary general meeting. Pursuant to this resolution, the Management Board may issue up to two hundred million (200,000,000) new shares without a nominal value, with a limitation and/or waiver of the preferential subscription rights by the Management Board. The minimum subscription price for such new shares shall equal the accounting par at the respective time of issuance. A copy of the Board Report has been produced to the undersigned notary. The extraordinary general meeting consequently resolves to amend article 5.5 of the Articles, so that it shall henceforth read as follows:

#### **5.5 Authorisation for the Management Board to increase the share capital**

##### **(a) Size of the authorisation**

The authorised capital of the Company is set at fifteen million Euro (EUR 15,000,000) represented by up to two hundred million (200,000,000) shares, each without nominal value.

##### **(b) Terms of the authorisation**

The Management Board is authorised, during a period starting on the date of the last extraordinary general shareholders' meeting of the Company having modified the authorised capital and expiring on the fifth anniversary of such date (the **Period**), to increase the current share capital by an additional share capital of fifteen million Euro (EUR 15,000,000), represented by a maximum of two hundred million (200,000,000) shares, in whole or in part from time to time, (i) by way of issuance of shares in consideration for a payment in cash, (ii) by way of issuance of shares in consideration for a payment in kind and (iii) by way of capitalisation of distributable profits and reserves, including share premium and capital surplus, with or without an issuance of new shares.

Subject to the prior consent matters as set out under Article 15 below, the Management Board is authorised to determine the terms and conditions attaching to any subscription and issuance of shares pursuant to the authority granted under this Article 5.5, including by setting the time and place of the issue or the successive issues of shares, the issue price, with or without a share premium, and the terms and conditions of payment for the shares under any documents and agreements including, without limitation, convertible loans, option agreements or stock option plans.

The Management Board is authorised to (i) during the Period, (a) issue convertible bonds, or any other convertible debt instruments, bonds carrying subscription rights or any other instruments entitling their holders to subscribe for or be allocated with shares, such as, without limitation, warrants (the **Instruments**), and (b) issue shares subject to and effective as of the exercise of the rights attached to the Instruments, until, with respect to both items (a) and (b), the amount of increased share capital that would be reached as a result of the exercise of the rights attached to the Instruments is equal to the authorised share capital, and (ii) issue shares pursuant to the exercise of the rights attached to the Instruments until the amount of increased share capital resulting from such issuance of shares is equal to the authorised share capital, at any time, whether or not during the Period; provided that the Instruments are issued during the Period. The shares to be issued following the exercise of the rights attached to the Instruments may be carried out by a payment in cash, a payment in kind or a capitalisation of distributable profits and reserves, including share premium and capital surplus.

The Management Board is authorised to determine the terms and conditions of the Instruments, including the price, the interest rate, the exercise rate, conversion rate or the exchange rate, and the repayment conditions, and to issue such Instruments.

#### **(c) Authorisation to cancel or limit the pre-emptive rights**

The Management Board may, during the Period, cancel or limit the pre-emptive rights of the shareholders set out in the Companies Act, as reflected in Article 5.3, in connection with an issue of new shares and Instruments under the authorisation set out in this Article 5.5.

#### **(d) Free Shares**

The Management Board is authorised to carry out (i) a free allocation of new Shares, within the limits of the Company's authorised share capital as detailed at Articles 5.5(a) and (b) above, such shares being paid up by way of capitalisation of distributable profits and reserves, including share premium and capital surplus and (ii) an allocation of existing Shares for no consideration, in each case to those persons to whom such free allocation or issuance is permitted in the Company Law. The Management Board is further authorised to set the terms and conditions of such allocation or issuance.

#### **(e) Recording of capital increases in the Articles**

Article 5 of the Articles shall be amended so as to reflect each increase in share capital pursuant to the use of the authorisation granted to the Management Board under this Article 5 and the Management Board shall take or authorise any person to take any necessary steps for the purpose of the recording of such increase and the consequential amendments to the Articles before a notary."