

## **BOARD PROFILE**

This is the board profile (the "**Board Profile**") for the board of directors of SCHMID Group N.V. (the "**Company**"), as prepared by the non-executive directors of the Company (the "**Non-Executive Directors**") on 30 April 2024.

### **1. Introduction**

This Board Profile sets out, among other things:

- (a) the desired expertise and background of the executive directors of the Company (the "**Executive Directors**") and the Non-Executive Directors;
- (b) the desired diverse composition of the board of the Company (the "**Board**") as expressed in the Company's diversity & inclusion policy;
- (c) the size of the Board; and
- (d) the independence of the Non-Executive Directors.

### **2. Description of the nature and activities of the Company and the business connected with it**

When determining the composition of the Board, the nature and size of the Company and the business connected with it must be taken into account. Relevant factors include:

- (a) the nature, culture and activities of the business of the Company and its subsidiaries (the "**SCHMID Group**");
- (b) the stock exchange(s) where the Company is listed;
- (c) the specific role of the Company within the SCHMID Group;
- (d) the organisational structure of the SCHMID Group;
- (e) the values of the SCHMID Group;
- (f) the number of employees of the SCHMID Group;
- (g) the composition (including nationalities, number of shareholders, presence or absence of controlling shareholders) of the general meeting of shareholders of the Company; and
- (h) the geographical location of the subsidiaries of the SCHMID Group.

### **3. Description of the desired expertise and background of the Directors**

When selecting Directors, the following factors will be relevant:

- (a) knowledge of and experience in financial, legal, economic, commercial, social and marketing areas;

- (b) experience with (the management or supervision of the management of) a listed company;
- (c) experience with corporate governance;
- (d) experience with organisational processes;
- (e) knowledge of and experience and affinity with the business of the SCHMID Group;
- (f) to be able, also by having a sufficient amount of available time, to supervise and promote the policy set by the Board and the general course of affairs within the SCHMID Group timely and adequately and to assist the Board with the preparation and implementation of its policy;
- (g) (for Non-Executive Directors only) to be prepared to take a seat in the audit committee of the Board and/or nominating committee of the Board and/or the compensation committee of the Board;
- (h) to be prepared to do an introduction, education or training programme;
- (i) to be prepared to approve the Board rules (the "**Board Rules**");
- (j) not to have a conflict of interest with the Company at the time of appointment;
- (k) (for Non-Executive Directors only) to be prepared and able to act as chairperson of the Board and/or its committees;
- (l) to be prepared and able to lead the general meeting of shareholders;
- (m) to be prepared and able to temporarily manage the Company if one or more members of the Board are absent or unable to perform their duties;
- (n) to be a team player; and
- (o) to match with the composition of the Board at the time of appointment, taking into account vacancies to fill in the Board and/or the audit committee of the Board and/or the selection and appointment committee of the Board.

4. **Description of the desired diverse composition of the Board as expressed in the Company's diversity & inclusion policy**

When selecting Directors, the following factors will be relevant:

- (a) responsible performance of the duties attributed to the Board;
- (b) balance between nationalities, age, gender, education, experience and (work) background of each of the Directors;
- (c) experience and affinity with the nature and culture of the business of the SCHMID Group;
- (d) political and cultural knowledge of the countries where the SCHMID Group

operates; and

- (e) (international) knowledge of and experience in financial, legal, economic, commercial, social and marketing areas.

## 5. **Diversity & inclusion policy of the Company**

The Board has drawn up a diversity & inclusion policy with regard to the Board which sets specific, appropriate and ambitious targets in order to achieve a good balance in gender diversity and other diversity and inclusion aspects relevant to the Company.

## 6. **Size of the Board**

The Board endeavours to achieve that it consists, at all times, of at least four (4) Directors.

## 7. **Independency of the Non-Executive Directors**

7.1 For a Non-Executive Director to be considered independent within the meaning of applicable SEC rules and/or NASDAQ rules, none of the following criteria should apply to him:

- (a) currently or during the previous three (3) years, either the Director was an employee of the Company or an immediate family member of the Director was an executive officer of the Company;
- (b) during any twelve-month period within the last three (3) years, the Director (or any of the Director's immediate family members) has received more than USD 120,000 in direct compensation from the Company (other than in the form of director and committee fees, pension, or other forms of deferred compensation for prior service, provided such compensation is not contingent in any way on continued service);
- (c) the Director:
  - (i) is a current partner or employee of a firm that is the Company's internal or external auditor;
  - (ii) has an immediate family member who is a current partner of such a firm;
  - (iii) has an immediate family member who is a current employee of such a firm and personally works on the Company's audit; or
  - (iv) or an immediate family member was within the last three (3) years a partner or employee of such a firm and personally worked on the Company's audit within that time; or
- (d) the Director or an immediate family member is, or has been within the last three (3) years, employed as an executive officer of another company where any of the Company's (or any parent or subsidiary in the Company's consolidated group) present executive officers at the same time serves or served on that company's compensation committee.

An "**immediate family member**" is defined broadly to include a person's spouse, parents, children, and siblings, as well as mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law, and anyone who shares that person's home (other than a domestic employee).

8. **Criteria for safeguarding the Non-Executive Directors' independence**

In order to safeguard the Non-Executive Directors' independence, the total number of Non-Executive Directors to whom the criteria referred to in clause 7 above are applicable shall account for less than half of the total number of Non-Executive Directors.

9. **Miscellaneous**

- (a) The Board will evaluate the Board Profile when it deems necessary and each change to the Board Profile will be discussed at the general meeting of shareholders of the Company.
- (b) This Board Profile must be observed for each (re)appointment of Directors.

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