

**AGENDA AND EXPLANATORY NOTES
OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF
SCHMID GROUP N.V.
ON 30 JUNE 2025**

Agenda and explanatory notes of the annual general meeting of shareholders of SCHMID Group N.V. (the "**Company**") which will be held on 30 June 2025 at 7:00 a.m. CEST (1:00 a.m. EDT) (the "**Meeting**").

1. Opening
2. Extending the period for drafting the board report and the annual accounts 2024 as referred to in section 2:101 of the Dutch Civil Code (*voting item*)

The board of directors of the Company (the "**Board of Directors**") will not be able to complete the board report and annual accounts for the financial year 2024 within the initial five-month period. Therefore, it is proposed to extend this period by an additional five months (being the maximum period for such extension). As a result, the Board of Directors intends to convene an extraordinary general meeting of shareholders of the Company ("**EGM**") later this year. During the EGM, it is intended to discuss/vote on (at least) the following agenda items:

- (a) approval of the board report and the annual accounts for the financial year 2024;
 - (b) determination of dividend/reservation; and
 - (c) discharge of the directors.
3. Appointment of Dr. Annedore Streyl as non-executive member of the Board of Directors (*voting item*)

Dr. Annedore Streyl (64 years) is a German citizen and has temporarily replaced Christian Brodersen as a stand-in director (pursuant to article 18.1 of the Company's articles of association) after designation by the Board of Directors as per 27 December 2024.

Dr. Annedore Streyl has been nominated by the Board of Directors for appointment as a non-executive director of the Company. Upon her appointment as such, her designation as a stand-in director will be revoked.

Dr. Annedore Streyl is a fully qualified lawyer and is admitted to the bar in Germany. From 1993 to 2017, she worked as a lawyer, and since 1998 as a partner at Freshfields Bruckhaus Deringer in Berlin in the Corporate/M&A practice, most recently serving as Managing Director of the Berlin office. From 2017 to 2023, Dr. Annedore Streyl was a partner at Ernst & Young Law GmbH in Berlin, where she led the M&A practice in

Germany. From 2020 to 2024, as a member of the management board and General Counsel of Ernst & Young GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, she managed the investigation of the Wirecard case.

Currently, Dr. Annedore Streyl holds two other supervisory board mandates; with BEW Berliner Energie und Wärme AG and Solyco Solar AG.

The Board of Directors deemed it suitable to nominate Dr. Annedore Streyl for appointment as a non-executive director of the Company in view of her extensive experience in the legal industry over the past decades demonstrating her great understanding and knowledge of the law, as well as her executive and non-executive experience at large international companies.

It is proposed to the general meeting of shareholders of the Company to appoint Dr. Annedore Streyl as non-executive director of the Company for a period of four years with immediate effect as per the Meeting, which term of appointment will end at the close of the Company's 2029 annual general meeting of shareholders.

It is intended that Dr. Annedore Streyl remains chairperson of the audit committee, nominating committee and compensation committee of the Company, as per the moment of her proposed appointment, in her capacity as non-executive director instead of in her capacity as stand-in director (which designation is to be revoked as per that moment).

4. Establishment of the compensation for Dr. Annedore Streyl (*voting item*)

The general meeting of shareholders of the Company resolved to adopt a compensation policy for non-executive directors prior to the listing and trading of all the Company's shares and certain warrants on the NASDAQ Stock Market ("NASDAQ") on 30 April 2024 (the "**Compensation Policy**").

The authority to establish compensation for non-executive directors is vested in the general meeting of shareholders of the Company with due observance of the Compensation Policy.

The compensation committee of the Company proposed in accordance with the Compensation Policy, and it is proposed to the general meeting of shareholders of the Company, to establish and approve the following compensation for Dr. Annedore Streyl as non-executive director: EUR 115,000.00 per year.

5. Authorisation to the Board of Directors to acquire own shares (*voting item*)

It is proposed to the general meeting of shareholders of the Company to renew the authority of the Board of Directors to acquire shares in the capital of the Company, either through purchase on a stock exchange or otherwise, for a period of eighteen (18)

months, with effect from the Meeting, and under the following conditions:

- (a) up to ten percent (10%) of the total number of shares issued from time to time;
- (b) provided that the Company will not hold more shares in stock than ten percent (10%) of the issued share capital; and
- (c) at a price (excluding expenses) not less than the nominal value of the shares and not higher than the opening price on NASDAQ on the day of repurchase plus ten percent (10%).

Once this authorization is approved, (i) this authorization will replace the current authorization, and (ii) this authorization cannot be revoked.

- 6. Any other business
- 7. Closing of the Meeting

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