

**AGENDA AND EXPLANATORY NOTES
OF THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF
SCHMID GROUP N.V.
ON 23 DECEMBER 2025**

Agenda and explanatory notes of the extraordinary general meeting of shareholders of SCHMID Group N.V. (the "**Company**") which will be held on 23 December 2025 at 8:30 a.m. CET (2:30 a.m. EST) (the "**Meeting**").

1. Opening
2. Authorisation to the Board of Directors to issue shares to XJ Harbour HK Limited ("**XJ**") (*voting item*)

The Company, Christian Schmid and Anette Schmid entered into a subscription agreement with XJ in connection with outstanding claims of XJ against the Company, according to which XJ subscribed for up to 13,000,000 ordinary shares in the capital of the Company at a price USD 2.15 per share (the "**XJ Subscription**"). The exact number of issued shares shall be calculated by dividing the amount of outstanding claims of XJ against the Company on the date of the issuance of the shares (plus any additional accrued interest until such date) by the agreed share issuance price of USD 2.15 per share. If this calculation results in a fractional share, the number of shares issued shall be rounded down to the nearest whole share.

In connection with the XJ Subscription, it is proposed to the general meeting of the Company to grant authority to the Board of Directors to (i) issue to XJ up to 13,000,000 ordinary shares in the capital of the Company, the total number of shares to be issued to be determined by the Board of Directors, at a price USD 2.15 per share, such that the amount of outstanding claims of XJ against the Company on the date of the issuance of the shares (plus any additional accrued interest until such date) will be fully set-off (the "**XJ Share Issuance**") and (ii) restrict or exclude pre-emptive rights of existing shareholders in connection with the XJ Share Issuance.

3. Authorisation to the Board of Directors to issue shares (general) (*voting item*)

It is proposed to the general meeting of the Company to renew the authority of and to designate the Board of Directors as the corporate body to (i) issue shares and to grant rights to subscribe for shares other than in the context of issuances of shares to employees of the Company or of a group company of the Company, up to twenty percent (20%) of the total number of issued and outstanding shares in the capital of the Company after giving effect to the AVACO Share Issuance as well as the XJ Share Issuance and (ii) restrict or exclude pre-emptive rights of existing shareholders in connection with such issuances or grants, in each case for a period of five (5) years from the date of this Meeting.

Once this authorization is approved, this authorization will replace the current authorization.

4. Appointment of KPMG Accountants N.V. as the external auditor to issue an independent auditor's opinion on the Company's financial statements for the reporting year 2025 (*voting item*)
5. Any other business
6. Closing of the Meeting

* * *