

**CONVOCATION NOTICE**  
**FOR THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF:**

**SCHMID GROUP N.V.**

a public company (*naamloze vennootschap*) incorporated under the laws of The Netherlands,  
having its seat (*statutaire zetel*) in Amsterdam, The Netherlands,  
its office address at Robert-Bosch-Str. 32-36 ,72250 Freudenstadt, Federal Republic of Germany and  
registered with the Dutch commercial register (*Handelsregister*) under number 89188276  
(the "**Company**")

**Convocation**

You are invited to attend the extraordinary general meeting of shareholders of the Company to be held on 23 December 2025 at 8:30 a.m. CET (2:30 a.m. EST) (the "**Meeting**").

The Meeting will be held as a physical meeting at the offices of Clifford Chance LLP, at Droogbak 1a, 1013 GE Amsterdam, The Netherlands. Our shareholders, and all others who otherwise have voting rights and/or meeting rights with respect to shares in the Company's capital, are invited to attend in person. Alternatively, you may choose to follow the Meeting through our live video webcast, as further set out below.

**Agenda**

The agenda for the Meeting, including proposals made by the board of directors of the Company (the "**Board of Directors**"), is as follows:

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

**Availability of Meeting Materials**

The following Meeting materials are available at the Company's website (<https://schmid-group.com/>) and at <https://www.cstproxy.com/schmid-group/sm2025>:

- (a) the agenda of the Meeting with the explanatory notes thereto; and

- (b) a proxy card,

together: the "**Meeting Materials**".

Paper copies of the Meeting Materials are also available, free of charge, at your request via Continental Stock Transfer & Trust Company, by sending an email to [proxy@continentalstock.com](mailto:proxy@continentalstock.com).

### **Record Date**

The record date for the Meeting is 25 November 2025 (the "**Record Date**"). Those who are (i) shareholders of the Company, (ii) holders of a right of usufruct on shares in the Company's capital who are, pursuant Dutch law, entitled to vote, (iii) holders of a right of pledge over shares in the Company's capital who are, pursuant Dutch law, entitled to vote, and/or (iv) holders of depository receipts for shares in the Company's capital issued with the cooperation of the Company, are entitled to attend and, if relevant, exercise their voting rights at the Meeting, provided they:

- (a) are registered on the Record Date (after the processing of all entries and deletions on the Record Date) (x) as such in one of the (shareholders') registers designated or maintained by the Company and/or the Company's transfer agent, or (y) as shareholders who hold their shares indirectly through a bank, broker, nominee or other financial intermediary in 'street name' (the "**Beneficial Owners**"); and
- (b) have registered for the Meeting in accordance with the procedure as set out under 'Registration procedure',

such persons being referred to as "**Persons with Meeting Rights**", irrespective of changes to their rights after the Record Date.

### **Registration Procedure**

Persons with Meeting Rights who wish to attend and/or exercise their voting rights at the Meeting (either in person or by proxy) must notify the Company either (i) by registering with Continental Stock Transfer & Trust Company electronically via the internet ([proxy@continentalstock.com](mailto:proxy@continentalstock.com)) or via mail (Continental Stock Transfer & Trust Company, 1 State Street – 30<sup>th</sup> Floor – New York, NY 10004-1571), or (ii) by sending an email to the Company ([investor-relations@schmid-group.com](mailto:investor-relations@schmid-group.com)) which email must enclose proof of their (beneficial) ownership of, or rights in respect of, the relevant underlying shares in the Company's capital, in all cases by no later than 19 December 2025 at 11:59 p.m. CET (5:59 p.m. EST) (the "**Cut-Off Time**").

Upon registration, Persons with Meeting Rights who also have voting rights are requested to indicate whether they wish to (i) attend the Meeting in person and exercise their voting rights at the Meeting, (ii) submit their votes prior to the Meeting (to have these exercised on their behalf during the Meeting) and follow the Meeting through the live video webcast, or (iii) only submit their votes prior to the Meeting (to have these exercised on their behalf during the Meeting).

## Attending the Meeting

Registration for attending the Meeting in person will take place on the day of the Meeting from 8:00 a.m. CET until the start of the Meeting at 8:30 a.m. CET. After this time, registration for attending the Meeting in person will no longer be possible.

When attending the Meeting, you must be able to present a registration confirmation and a valid identification document. You may have yourself represented at the Meeting using a written proxy. Holders of such a written proxy must present a copy of their written proxy upon entry to the Meeting.

## Voting on Voting Items

You can vote at the Meeting in person, or your vote can be cast at the Meeting pursuant to a proxy.

### *Voting at the Meeting in Person*

Persons with Meeting Rights who also have voting rights, have the right to attend the Meeting and vote in person at the Meeting.

All votes cast at the Meeting will be tabulated by Maarten Jan Christiaan Arends, civil law notary with Clifford Chance LLP, Amsterdam office, or his deputy (the "**Notary**").

### *Voting at the Meeting by Proxy to the Notary*

Persons with Meeting Rights who also have voting rights, can submit their votes prior to the Meeting through the internet, by phone or by mail by following the procedures specified on the proxy card they receive from Continental Stock Transfer & Trust Company. By submitting your vote(s), you will give a proxy to the Notary, as well as to any deputy civil law notary working with Clifford Chance LLP, Amsterdam office, each with the right of substitution, to exercise your voting rights on your behalf during the Meeting.

- Through the internet: You should go to [www.cstproxyvote.com](http://www.cstproxyvote.com) to complete an electronic proxy card, where you will be asked to provide the control number from your proxy card.
- By phone: You should dial (toll-free) +1 (866) 894-0536, using a touch-tone telephone and follow the recorded instructions. You will be asked to provide the control number from your proxy card.
- By mail: You should complete, sign and date the proxy card mailed to you, and return this proxy card in the postage-paid envelope provided by following the procedures specified on your proxy card.

Your voting instructions or proxy card, to be exercised or used, must be received by Continental Stock Transfer & Trust Company no later than the Cut-Off Time.

All votes submitted prior to the Meeting will be tabulated by Continental Stock Transfer & Trust Company.

#### *Beneficial Owners*

As Beneficial Owners having voting rights, you may have the right to direct your bank, broker, nominee or other financial intermediary how to vote your shares in the Company's capital, who would then be required to vote your shares in the Company's capital in accordance with your instructions. Please be referred to your bank, broker, nominee or other financial intermediary through which your shares in the Company's capital are (beneficially) owned for further information.

#### **Recommendations**

The Board of Directors recommends that Persons with Meeting Rights who also have voting rights vote FOR the voting items. The Board of Directors furthermore recommends that votes are cast promptly upon receipt of the Meeting Materials (prior to the Meeting) to allow sufficient time for the voting instructions to be tabulated by Continental Stock Transfer & Trust Company.

#### **Live Video Webcast**

Registration for the live video webcast will take place on the day of the Meeting from 8:00 a.m. CET (2:00 a.m. EST) until the start of the Meeting at 8:30 a.m. CET (2:30 a.m. EST). Persons with Meeting Rights must use the log-in details contained in the registration confirmation. The live video webcast will be available at <https://www.cstproxy.com/schmid-group/sm2025>.

Please note that Persons with Meeting Rights who are following the Meeting through the live video webcast will not be able to cast their votes during the Meeting.

#### **Questions on the Agenda Items**

From today until 19 December 2025, 11:59 p.m. CET (5:59 p.m. EST) at the latest, Persons with Meeting Rights may submit written questions in relation to the agenda items in advance via email to [investor-relations@schmid-group.com](mailto:investor-relations@schmid-group.com). When doing so, you must include your name and enclose proof of your (beneficial) ownership of the relevant underlying shares in the Company's capital. The Company intends to answer these questions (possibly combined) during the Meeting.

Only Persons with Meeting Rights attending the Meeting in person will be able to pose questions on the agenda items during the Meeting.

Freudenstadt, Germany, 28 November 2025

**R.D. Speth**

*Chairperson of the Board of Directors*