

**AGENDA AND EXPLANATORY NOTES  
OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF  
SCHMID GROUP N.V.  
ON 20 MAY 2026**

Agenda and explanatory notes of the annual general meeting of shareholders of SCHMID Group N.V. (the "**Company**") which will be held on 20 May 2026 at 9:30 a.m. CEST (3:30 a.m. EDT) (the "**AGM**").

1. Opening.
2. Extending the period for drafting the board report and the annual accounts 2025 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 2025 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 2025;
  - (b) determination of dividend/reservation; and
  - (c) discharge of the directors.
3. Approval of amended Compensation Policy (*voting item*).

On 30 April 2024, the general meeting of shareholders of the Company has 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 (the "**Compensation Policy**").

The compensation committee of the Company has proposed changes to the Compensation Policy in light of recent developments in SCHMID's strategy and organisation. It is now proposed to the general meeting of the Company (the "**General Meeting**") to approve the amended Compensation Policy.

4. Approval of the share incentive plan (*voting item*).

The proposed share incentive plan, in the form of a final draft provided together with the AGM convocation materials (the "**Share Incentive Plan**"), establishes the framework under

which the Company may issue shares in the capital of the Company to eligible employees, board members and executive officers in accordance with its terms.

The principal objectives of the Share Incentive Plan are:

- to attract, retain and motivate participants with the qualities, skills and experience required to support and promote the growth and long-term, sustainable success of the Company and its business; and
- to align the interests of participants with those of the Company and its stakeholders by incentivising strong performance and a long-term focus on value creation.

By linking part of the remuneration of eligible participants to the performance and value of the Company, the Board of Directors believes that the Share Incentive Plan will contribute to enhanced engagement, accountability and sustained performance, while supporting the Company's strategic objectives.

The Board of Directors therefore recommends that the General Meeting approves the adoption of the Share Incentive Plan.

5. Authorisation to the Board of Directors to issue shares in connection with the Share Incentive Plan (*voting item*).

Subject to the approval of the Share Incentive Plan by the General Meeting during the AGM, it is proposed to the General Meeting to authorize and designate the Board of Directors as the corporate body to (i) issue shares and to grant rights to subscribe for shares in connection with the Share Incentive Plan, up to 2,500,000 ordinary shares in the capital of the Company per issuance (the "**Share Incentive Plan Issuances**") and (ii) restrict or exclude pre-emptive rights of existing shareholders in connection with the Share Incentive Plan Issuances, in each case for a period of five (5) years from the date of this Meeting.

6. Authorisation to the Board of Directors to issue shares to Christine Schmid (*voting item*).

The Company has entered into a subscription agreement with Christine Schmid in connection with outstanding claims of Christine Schmid against the Company in an amount of EUR 2,400,000, according to which Christine Schmid will subscribe for up to 800,000 ordinary shares in the capital of the Company at a price per share determined by the average volume-weighted average price in 5 trading days prior to the meeting of the Board of Directors approving the issuance of the ordinary shares following the AGM (the "**Average VWAP**") with a 20% discount to such Average VWAP (the "**Christine Schmid Subscription**"). The exact number of issued shares shall be calculated by dividing the amount of outstanding claims of Christine Schmid against the Company on the date of the issuance of the shares by the agreed share issuance price based on the Average VWAP

applying the 20% discount. 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 Christine Schmid Subscription, it is proposed to the General Meeting to grant authority to the Board of Directors to (i) issue to Christine Schmid up to 800,000 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 based on the Average VWAP applying the 20% discount, such that the amount of outstanding claims of Christine Schmid 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 "**Christine Schmid Share Issuance**") and (ii) restrict or exclude pre-emptive rights of existing shareholders in connection with the Christine Schmid Share Issuance, in each case for a period of twelve (12) months from the date of this Meeting.

7. Authorisation to the Board of Directors to issue shares to Anette Schmid (*voting item*).

The Company has entered into a subscription agreement with Anette Schmid in connection with outstanding claims of Anette Schmid against the Company in an amount of EUR 13,850,000, according to which Anette Schmid will subscribe for up to 4,000,000 ordinary shares in the capital of the Company at a price per share determined by the Average VWAP with a no discount to such Average VWAP (the "**Anette Schmid Subscription**"). The exact number of issued shares shall be calculated by dividing the amount of outstanding claims of Anette Schmid against the Company on the date of the issuance of the shares by the agreed share issuance price based on the Average VWAP applying no discount. 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 Anette Schmid Subscription, it is proposed to the General Meeting to grant authority to the Board of Directors to (i) issue to Anette Schmid up to 4,000,000 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 based on the Average VWAP applying no discount, such that the amount of outstanding claims of Anette Schmid against the Company on the date of the issuance of the shares will be fully set-off (the "**Anette Schmid Share Issuance**") and (ii) restrict or exclude pre-emptive rights of existing shareholders in connection with the Anette Schmid Share Issuance, in each case for a period of twelve (12) months from the date of this Meeting.

8. Authorisation to the Board of Directors to issue shares to Christian Mathias Schmid (*voting item*).

The Company has entered into a subscription agreement with Christian Mathias Schmid in connection with outstanding claims of Christian Mathias Schmid against the Company in an amount of EUR 8,000,000, according to which Christian Mathias Schmid will subscribe

for up to 2,350,000 ordinary shares in the capital of the Company at a price per share determined by the Average VWAP with a no discount to such Average VWAP (the "**Christian Schmid Subscription**"). The exact number of issued shares shall be calculated by dividing the amount of outstanding claims of Christian Mathias Schmid against the Company on the date of the issuance of the shares by the agreed share issuance price based on the Average VWAP applying no discount. 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 Christian Schmid Subscription, it is proposed to the General Meeting to grant authority to the Board of Directors to (i) issue to Christian Mathias Schmid up to 2,350,000 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 based on the Average VWAP applying no discount, such that the amount of outstanding claims of Christian Mathias Schmid 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 "**Christian Schmid Share Issuance**") and (ii) restrict or exclude pre-emptive rights of existing shareholders in connection with the Christian Schmid Share Issuance, in each case for a period of twelve (12) months from the date of this Meeting.

9. Authorisation to the Board of Directors to issue shares to Schmid Grundstücke GmbH & Co KG (*voting item*).

The Company has entered into a subscription agreement with Schmid Grundstücke GmbH & Co KG in connection with outstanding claims of Schmid Grundstücke GmbH & Co KG against the Company in an amount of EUR 6,500,000, according to which Schmid Grundstücke GmbH & Co KG will subscribe for up to 2,000,000 ordinary shares in the capital of the Company at a price per share determined by the Average VWAP with a no discount to such Average VWAP (the "**SGK Subscription**"). The exact number of issued shares shall be calculated by dividing the amount of outstanding claims of Schmid Grundstücke GmbH & Co KG against the Company on the date of the issuance of the shares by the agreed share issuance price based on the Average VWAP applying no discount. 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 SGK Subscription, it is proposed to the General Meeting to grant authority to the Board of Directors to (i) issue to Schmid Grundstücke GmbH & Co KG up to 2,000,000 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 based on the Average VWAP applying no discount, such that the amount of outstanding claims of Schmid Grundstücke GmbH & Co KG against the Company on the date of the issuance of the shares will be fully set-off (the "**SGK Share Issuance**") and (ii) restrict or exclude pre-emptive rights

of existing shareholders in connection with the SGK Share Issuance, in each case for a period of twelve (12) months from the date of this Meeting.

10. Authorisation of the Board of Directors to issue shares in connection with the convertible notes issued on 21 January 2026 and 5 March 2026 (*voting item*).

Amongst others, the Company entered into an indenture agreement with Wilmington Savings Fund Society, FSB, as trustee (the "**Trustee**"), pursuant to which the Company has authorized the issuance of its 7.0% Convertible Senior PIK Toggle Notes due 2028 (the "**Convertible Notes**") on 21 January 2026 and 5 March 2026 (the "**Indenture**") to CROWN MANAGED ACCOUNTS SPC, Linden Capital L.P. and PCH Manager Fund, SPC (together the "**Holder**s"), who may each exercise the option to convert the Convertible Notes into shares in the capital of the Company.

It is proposed to the General Meeting to grant authority to the Board of Directors to (i) issue to the Holders up to 11,400,000 ordinary shares in the capital of the Company in relation to the remaining USD 22 million principal outstanding, the total number of shares to be issued to be determined by the Board of Directors, at a price per share based on the contractually agreed conversion price determination set out in the Indenture (the "**Convertible Notes Share Issuances**") and (ii) restrict or exclude pre-emptive rights of existing shareholders in connection with the Convertible Notes Share Issuances, in each case for a period of two (2) years from the date of this Meeting.

11. Authorisation of the Board of Directors to issue shares in connection with the warrant agreements dated 21 January 2026 and 5 March 2026 (*voting item*).

In connection with the Indenture, amongst others the Company entered into six warrant agreements dated 21 January 2026 and 5 March 2026 (the "**Warrant Agreements**") pursuant to which the Holders are entitled to subscribe for and purchase shares issued in the capital of the Company.

It is proposed to the General Meeting to grant authority to the Board of Directors to (i) issue to the Holders up to 3,755,150 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 of USD 8.0125 subject to adjustments set out in the Warrant Agreements (the "**Warrant Share Issuances**") and (ii) restrict or exclude pre-emptive rights of existing shareholders in connection with the Warrant Share Issuances, in each case for a period of three (3) years from the date of this Meeting.

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

It is proposed to the General Meeting to renew the authority of the Management Board to acquire shares in the capital of the Company, either through purchase on a stock exchange or otherwise.

The authority will be granted for a period of eighteen (18) months with effect from the date of the AGM, and under the following conditions:

- i) up to ten percent (10%) of the total number of shares issued from time to time;
- ii) provided that the Company will not hold more shares in stock than ten percent (10%) of the issued share capital; and
- iii) 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.

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

It is proposed to the General Meeting 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 Christine Schmid Share Issuance, Anette Schmid Share Issuance, Christian Schmid Share Issuance, SGK Share Issuance, Convertible Notes Share Issuances and the Warrant Share Issuances 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.

14. Any other business

15. Closing of the AGM