SCHMID GROUP N.V.

ANNUAL GENERAL MEETING
OF SHAREHOLDERS

20 May 2026

9:30 a.m. Central European Summer Time
In-Person and Virtual Meeting

MINUTES

1. OPENING

The chairperson of the board (the "**Board of Directors**") of SCHMID Group N.V. (the "**Company**"), Dr. Sir Ralf Speth (the "**Chairperson**"), opened the annual general meeting of shareholders of the Company (the "**AGM**") 9:30 a.m. (CEST) and introduced the Company's Board, the Company's CFO and the Company's company secretary who also acted as the secretary of the AGM (the "**Secretary**"). The Chairperson also introduced the Company's Dutch counsel and civil law notary, who will cast the proxy votes that were submitted prior to the AGM.

An attendance list is attached to these minutes (**Schedule 1**).

The Chairperson noted that this in-person meeting was being broadcasted and that the audio of this webcast was being recorded.

The Company Secretary stated that:

- the AGM was convened with due observance of all provisions under applicable laws and the Company's articles of association;
- the voting items on the agenda could be passed by an absolute majority of the votes validly cast, without a quorum requirement being applicable; and
- 46,898,980 shares in the Company's share capital were represented at the meeting (including the proxy votes), which represented 82.18% of the Company's issued share capital.

After having made a number of procedural comments, the Chairperson moved on to the next agenda item.

2. EXTENDING THE PERIOD FOR DRAFTING THE BOARD REPORT AND ANNUAL ACCOUNTS

The Chairperson proposed to extend the period for drafting the board report and the annual accounts for the financial year 2025, as referred to in section 2:101 of the Dutch Civil Code. As a result, the Board of Directors intends to convene an extraordinary general meeting of shareholders of the Company later this year, during which 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.

The Chairperson put the proposal to a vote and it was determined that the proposal was carried with 96.58% of the votes validly cast.

3. APPROVAL OF AMENDED COMPENSATION POLICY

The Chairperson explained that 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 (hereafter: the Compensation Policy).

The compensation committee of the Company has proposed changes to the Compensation Policy in light of recent developments in the Company's strategy and organisation.

The Chairperson proposed to approve the amended Compensation Policy.

The Chairperson put the proposal to a vote and it was determined that the proposal was carried with 95.44% of the votes validly cast.

4. APPROVAL OF THE SHARE INCENTIVE PLAN

The Chairperson explained that this agenda item relates to the approval of the share incentive plan, in the form of a final draft provided together with the AGM convocation materials (hereafter: the Share Incentive Plan).

The Chairperson furthermore explained that 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 Chairperson proposed to approve the adoption of the Share Incentive Plan.

The Chairperson put the proposal to a vote and it was determined that the proposal was carried with 95.82% of the votes validly cast.

5. AUTHORISATION TO BOARD OF DIRECTORS TO ISSUE SHARES IN CONNECTION WITH THE SHARE INCENTIVE PLAN

Following the approval of the Share Incentive Plan, the Chairperson proposed to grant authority to the Board of Directors 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 in the capital of the Company per issuance (hereafter: 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 the AGM.

The Chairperson put the proposal to a vote and it was determined that the proposal was carried with 96.10% of the votes validly cast.

6. AUTHORISATION TO THE BOARD OF DIRECTORS TO ISSUE SHARES TO CHRISTINE SCHMID

The Chairperson explained that this agenda item relates to the subscription agreement entered into by the Company and 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 (hereafter: the Average VWAP) with a 20% discount to such Average VWAP (hereafter: 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, the Chairperson proposed 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 (hereafter: 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 the AGM.

The Chairperson put the proposal to a vote and it was determined that the proposal was carried with 96.08% of the votes validly cast.

7. AUTHORISATION TO THE BOARD OF DIRECTORS TO ISSUE SHARES TO ANETTE SCHMID

The Chairperson explained that this agenda item relates to the subscription agreement entered into by the Company and 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 no discount to such Average VWAP (hereafter: 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, the Chairperson proposed 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 (plus any additional accrued interest until such date) will be fully set-off (hereafter: 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 the AGM.

The Chairperson put the proposal to a vote and it was determined that the proposal was carried with 96.50% of the votes validly cast.

8. AUTHORISATION TO THE BOARD OF DIRECTORS TO ISSUE SHARES TO CHRISTIAN MATHIAS SCHMID

The Chairperson explained that this agenda item relates to the subscription agreement entered into by the Company and 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 no discount to such Average VWAP (hereafter: the Christian Mathias 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 Mathias Schmid Subscription, the Chairperson proposed 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 (hereafter: the Christian Mathias Schmid Share Issuance) and (ii) restrict or exclude pre-emptive rights of existing shareholders in connection with the Christian Mathias Schmid Share Issuance, in each case for a period of twelve (12) months from the date of the AGM.

The Chairperson put the proposal to a vote and it was determined that the proposal was carried with 96.50% of the votes validly cast.

9. AUTHORISATION TO THE BOARD OF DIRECTORS TO ISSUE SHARES TO SCHMID GRUNDSTÜCKE GMBH & CO KG

The Chairperson explained that this agenda item relates to the subscription agreement entered into by the Company and 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 no discount to such Average VWAP (hereafter: 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, the Chairperson proposed 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 (plus any additional accrued interest until such date) will be fully set-off (hereafter: 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 the AGM.

The Chairperson put the proposal to a vote and it was determined that the proposal was carried with 96.48% of the votes validly cast.

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

The Chairperson explained that this agenda item relates to the indenture agreement entered into by the Company and Wilmington Savings Fund Society, FSB, as trustee (hereafter: the Trustee), pursuant to which the Company has authorized the issuance of its 7.0% Convertible Senior PIK Toggle Notes due 2028 (hereafter: the Convertible Notes) on 21 January 2026 and 5 March 2026 (hereafter: the Indenture) to CROWN MANAGED ACCOUNTS SPC, Linden Capital L.P. and PCH Manager Fund, SPC (hereafter together: the Holders), who may each exercise the option to convert the Convertible Notes into shares in the capital of the Company.

The Chairperson proposed 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 (hereafter: 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 today's meeting.

The Chairperson put the proposal to a vote and it was determined that the proposal was carried with 96.41% of the votes validly cast.

11. AUTHORISATION OF THE BOARD OF DIRECTORS TO ISSUE SHARES IN CONNECTION WITH THE WARRANT AGREEMENTS DATED 21 JANUARY 2026 AND 5 MARCH 2026

The Chairperson explained that this agenda item relates to the six warrant agreements entered into by, amongst others, the Company in connection with the Indenture dated 21 January 2026 and 5 March 2026 (hereafter: the Warrant Agreements) pursuant to which the Holders are entitled to subscribe for and purchase shares issued in the capital of the Company.

The Chairperson proposed 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 (hereafter: 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 the AGM.

The Chairperson put the proposal to a vote and it was determined that the proposal was carried with 96.69% of the votes validly cast.

12. AUTHORISATION TO BOARD OF DIRECTORS TO ACQUIRE OWN SHARES

The Chairperson proposed 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, effective as of the AGM, and under the conditions as specified in the convocation notice.

The Chairperson put the proposal to a vote and it was determined that the proposal was carried with 96.74% of the votes validly cast.

13. AUTHORISATION TO THE BOARD OF DIRECTORS TO ISSUE SHARES – GENERAL

The Chairperson explained that this agenda item relates to the renewal of 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 the AGM.

The Chairperson proposed 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 and (ii) restrict or exclude pre-emptive rights of existing shareholders in connection with such issuances or grants, subject to the terms and conditions just mentioned.

The Chairperson put the proposal to a vote and it was determined that the proposal was carried with 94.87% of the votes validly cast.

14. ANY OTHER BUSINESS

As there was no other business to discuss and no questions were posed, the Chairperson moved on to the next agenda item.

15. CLOSING OF THE AGM

The Chairperson thanked all participants for their participation and contribution to this AGM.

There being no other business, the Chairperson declared the AGM closed at 9:58 a.m. (CEST).

Adopted by the Chairperson Dr. R.D. Speth and the Secretary Mr. K. Reismüller on September 8, 2026.