

H2APEX Group SCA
société en commandite par actions
Registered Office: 19, rue de Flaxweiler, L-6776 Grevenmacher,
Grand Duchy of Luxembourg
R.C.S. Luxembourg B148525

**FORM OF RESOLUTIONS TO BE PROPOSED AT THE ANNUAL GENERAL MEETING OF SHARE-
HOLDERS TO BE HELD ON 27 JUNE 2025**

I. Agenda

1. Presentation of the report of the independent auditor on the annual accounts of the Company for the financial year ended on 31 December 2024 (the **2024 Financial Year**);
2. Approval of the annual accounts of the Company for the 2024 Financial Year;
3. Acknowledgment of the Company's result made with respect to the 2024 Financial Year, and resolution concerning the allocation of the result;
4. Presentation of the management report issued by the manager and general partner of the Company (the **General Partner**) and the report of the independent auditor on the consolidated accounts for the 2024 Financial Year;
5. Approval of the consolidated accounts for the 2024 Financial Year;
6. Granting of discharge (*quitus*) to Mr. Georges Bock, member of the supervisory board of the Company (the **Supervisory Board**), for the exercise of his mandate during the 2024 Financial Year;
7. Granting of discharge (*quitus*) to Mr. Heinz Jörg Fuhrmann, member of the Supervisory Board, for the exercise of his mandate during the 2024 Financial Year;
8. Granting of discharge (*quitus*) to Mr. Roland Lienau, member of the Supervisory Board, for the exercise of his mandate during the 2024 Financial Year;
9. Granting of discharge (*quitus*) to Mr. Prof. Dr. Matthias Beller, member of the Supervisory Board, for the exercise of his mandate during the 2024 Financial Year;
10. Granting of discharge (*quitus*) to Mr. Florian Schuhbauer, member of the Supervisory Board, for the exercise of his mandate during the 2024 Financial Year;
11. Granting of discharge (*quitus*) to Mr. Thomas Terschluse, member of the Supervisory Board, for the exercise of his mandate during the 2024 Financial Year;
12. Granting of discharge (*quitus*) to the General Partner for the exercise of its mandate as manager of the Company for the 2024 Financial Year;
13. Presentation of and advisory vote on the remuneration report for the 2024 Financial Year;

14. Approval of the fixed annual remuneration of the members of the Supervisory Board for the 2025 Financial Year;
15. Decision to renew BDO Audit's mandate as independent auditor (*réviseur d'entreprises agréé*) of the Company for a term expiring at the annual general meeting of shareholders of the Company approving the annual accounts relating to the financial year ending on 31 December 2025 to be held in 2026;
16. Acknowledgement of the resignation of Prof. Dr. Matthias Beller as member of the Supervisory Board effective 3 December 2024;
17. Ratification of the co-optation of Mr. Markus Lesser as new member of the Supervisory Board of the Company with effect as from 24 February 2025 for a term expiring at the general meeting of shareholders of the Company approving the annual accounts relating to the financial year ending on 31 December 2024 to be held in 2025;
18. Appointment of Mr. Markus Lesser as new member of the Supervisory Board of the Company with effect as of the date of the Meeting and for a term expiring at the general meeting of shareholders of the Company approving the annual accounts relating to the financial year ending on 31 December 2025 to be held in 2026;
19. Acknowledgement of the resignation of Mr. Florian Schuhbauer as member of the Supervisory Board effective 26 June 2025 ;
20. Appointment of Mr. Klaus Röhrig as new member of the Supervisory Board of the Company with effect as of the date of the Meeting and for a term expiring at the general meeting of shareholders of the Company approving the annual accounts relating to the financial year ending on 31 December 2025 to be held in 2026; and
21. Miscellaneous.

II. Resolutions

FIRST RESOLUTION

The Meeting acknowledges the presentation by the Chairman of the report of the independent auditor on the annual accounts of the Company for the 2024 Financial Year.

SECOND RESOLUTION

The Meeting resolves to approve the annual accounts of the Company for the 2024 Financial Year.

THIRD RESOLUTION

The Meeting acknowledges the Company's result and further resolves to allocate the loss of one million seven hundred ninety-six thousand six hundred and fifty-nine euros and ninety-eight cents (EUR 1,796,659.98) for the 2024 Financial Year, as follows:

Result brought forward from previous financial years	EUR	12,429,188.43
Result of the 2024 Financial Year	EUR	(1,796,659.98)
Result to be allocated to the legal reserve	EUR	0.00
Result to be carried forward to the next financial year	EUR	10,632,528.45

FOURTH RESOLUTION

The Meeting acknowledges the presentation by the Chairman of the management report issued by the General Partner and the report of the independent auditor on the consolidated accounts for the 2024 Financial Year.

FIFTH RESOLUTION

The Meeting resolves to approve the consolidated accounts for the 2024 Financial Year.

SIXTH RESOLUTION

The Meeting resolves to grant discharge (*quitus*) to Mr. Georges Bock, member of the Supervisory Board, for the exercise of his mandate during the 2024 Financial Year.

SEVENTH RESOLUTION

The Meeting resolves to grant discharge (*quitus*) to Mr. Heinz Jörg Fuhrmann, member of the Supervisory Board, for the exercise of his mandate during the 2024 Financial Year.

EIGHTH RESOLUTION

The Meeting resolves to grant discharge (*quitus*) to Mr. Roland Lienau, member of the Supervisory Board, for the exercise of his mandate during the 2024 Financial Year.

NINTH RESOLUTION

The Meeting resolves to grant discharge (*quitus*) to Mr. Prof. Dr. Matthias Beller, member of the Supervisory Board, for the exercise of his mandate during the 2024 Financial Year.

TENTH RESOLUTION

The Meeting resolves to grant discharge (*quitus*) to Mr. Florian Schuhbauer, member of the Supervisory Board, for the exercise of his mandate during the 2024 Financial Year.

ELEVENTH RESOLUTION

The Meeting resolves to grant discharge (*quitus*) to Mr. Thomas Terschluse, member of the Supervisory Board, for the exercise of his mandate during the 2024 Financial Year.

TWELFTH RESOLUTION

The Meeting resolves to grant discharge (*quitus*) to the General Partner for the exercise of its mandate as general partner and manager of the Company during the 2024 Financial Year.

THIRTEENTH RESOLUTION

The Meeting resolves to acknowledge and to cast its advisory vote on the remuneration report for the financial year ended 31 December 2024.

FOURTEENTH RESOLUTION

The Meeting resolves to approve the fixed annual remuneration of the members of the Supervisory Board for the financial year to end on 31 December 2025 as follows:

Chairman of the Supervisory Board	EUR 120,000
Member of the Supervisory Board	EUR 50,000
Chairman of the Audit Committee (in addition to the Supervisory Board membership remuneration)	EUR 20,000

FIFTEENTH RESOLUTION

The Meeting resolves to renew BDO Audit's mandate as independent auditor (*réviseur d'entreprises agréé*) of the Company for a term expiring at the annual general meeting of shareholders of the Company approving the annual accounts relating to the financial year ending on 31 December 2025 to be held in 2026.

SIXTEENTH RESOLUTION

The Meeting acknowledges the resignation of Prof. Dr. Matthias Beller as member of the Supervisory Board effective 3 December 2024.

SEVENTEENTH RESOLUTION

The Meeting resolves to ratify the co-optation of Mr. Markus Lesser as new member of the Supervisory Board of the Company with effect as from 24 February 2025 for a term expiring at the general meeting of shareholders of the Company approving the annual accounts relating to the financial year ending on 31 December 2024 to be held in 2025.

EIGHTEENTH RESOLUTION

The Meeting resolves to appoint Mr. Markus Lesser as new member of the Supervisory Board of the Company with effect as of the date of the Meeting and for a term expiring at the general meeting of shareholders of the Company approving the annual accounts relating to the financial year ending on 31 December 2025 to be held in 2026.

NINETEENTH RESOLUTION

The Meeting acknowledges the resignation of Mr. Florian Schuhbauer as member of the Supervisory Board effective 26 June 2025.

TWENTIETH RESOLUTION

The Meeting resolves to appoint Mr. Klaus Röhrig as new member of the Supervisory Board of the Company with effect as of the date of the Meeting and for a term expiring at the general meeting of shareholders of the Company approving the annual accounts relating to the financial year ending on 31 December 2025 to be held in 2026.