

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

Grevenmacher, 15 May 2026

**CONVENING NOTICE TO THE ANNUAL GENERAL MEETING AND THE EXTRAORDINARY
GENERAL MEETING OF THE SHAREHOLDERS**

Notice is hereby given to the shareholders of **H2APEX Group SCA** (the **Company**) that an annual general meeting of the shareholders (the **AGM**) will be held:

on 17 June 2026

at 11:00 a.m. CEST

at Elvinger Hoss Prussen, 5, place Winston Churchill, L-1340 Luxembourg, Grand Duchy of Luxembourg.

The AGM shall be followed immediately by an extraordinary general meeting of the shareholders, which shall take place at 11:30 a.m. CEST, at the same address (the **EGM**).

The AGM and the EGM are together referred to as the **Meetings**.

I. Agenda of the AGM

At the AGM, the shareholders of the Company shall deliberate and vote on the following agenda items:

1. Presentation of the report of the independent auditor on the annual accounts of the Company for the financial year ended on 31 December 2025 (the **2025 Financial Year**);
2. Approval of the annual accounts of the Company for the 2025 Financial Year;
3. Acknowledgment of the Company's results made with respect to the 2025 Financial Year, and resolution concerning the allocation of the results;
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 2025 Financial Year;
5. Approval of the consolidated accounts for the 2025 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 2025 Financial Year;
7. Granting of discharge (*quitus*) to Prof. Dr. Heinz Jörg Fuhrmann, member of the Supervisory Board, for the exercise of his mandate during the 2025 Financial Year;
8. Granting of discharge (*quitus*) to Mr. Roland Lienau, member of the Supervisory Board, for the exercise of his mandate during the 2025 Financial Year;
9. Granting of discharge (*quitus*) to Mr. Florian Schuhbauer, member of the Supervisory Board, for the exercise of his mandate during the 2025 Financial Year;
10. Granting of discharge (*quitus*) to Mr. Thomas Terschluse, member of the Supervisory Board, for the exercise of his mandate during the 2025 Financial Year;

11. Granting of discharge (*quitus*) to Mr. Markus Lesser, member of the Supervisory Board, for the exercise of his mandate during the 2025 Financial Year;
12. Granting of discharge (*quitus*) to Mr. Klaus Röhrig, member of the Supervisory Board, for the exercise of his mandate during the 2025 Financial Year;
13. Granting of discharge (*quitus*) to the General Partner for the exercise of its mandate as manager of the Company for the 2025 Financial Year;
14. Presentation of and advisory vote on the remuneration report for the 2025 Financial Year;
15. Approval of the fixed annual remuneration of the members of the Supervisory Board for the 2026 Financial Year;
16. Renewal of the mandate of Mr. Georges Bock as member of the Supervisory Board 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 2028 to be held in 2029;
17. Renewal of the mandate of Prof. Dr. Heinz Jörg Fuhrmann as member of the Supervisory Board 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 2028 to be held in 2029;
18. Renewal of the mandate of Mr. Roland Lienau as member of the Supervisory Board 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 2028 to be held in 2029;
19. Renewal of the mandate of Mr. Thomas Terschluse as member of the Supervisory Board 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 2028 to be held in 2029;
20. Renewal of the mandate of Mr. Markus Lesser as member of the Supervisory Board 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 2028 to be held in 2029;
21. Renewal of the mandate of Mr. Klaus Röhrig as member of the Supervisory Board 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 2028 to be held in 2029;
22. 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 2026 to be held in 2027; and
23. Miscellaneous.

II. **Agenda of the EGM**

At the EGM, the shareholders of the Company shall deliberate and vote on the following agenda items:

1. Acknowledgment of the report prepared by the General Partner of the Company in accordance with Article 420-26(5) of the Luxembourg law dated 10 August 1915 on commercial companies, as amended (the Law) regarding the proposed renewal of the authorised capital of the Company and the authorisation to limit or suppress the preferential subscription rights of existing shareholders regarding shares issued thereunder;
2. Decision to renew the authorised capital of the Company, for a new period of five years starting on the date of the EGM, and to grant the authorisation to the General Partner to issue up to one hundred fifty-four million six hundred thirty-six thousand three hundred fourteen (154,636,314) ordinary shares;

3. Decision to authorise the General Partner to limit or suppress the preferential subscription rights of existing shareholders in the event of any increase in the issued share capital up to and including the authorised capital;
4. Decision to amend article 5.4 of the Company's articles of association so as to read as follows:

"5.4 The authorised capital, excluding the issued share capital, is set at two million three hundred forty-one thousand one hundred nine euro and twenty-four cents (EUR 2,341,109.24), consisting of one hundred fifty-four million six hundred thirty-six thousand three hundred fourteen (154,636,314) Ordinary Shares without nominal value. During a period of five (5) years from the extraordinary general meeting of shareholders of the Company held on 17 June 2026, the Manager is hereby authorised to issue Ordinary Shares to such persons and on such terms as they shall see fit and specifically to proceed to such issue without reserving a preferential right to subscribe to the shares issued for the existing shareholders, and it being understood, that any issuance of such instruments will reduce the available authorised capital accordingly. The authorised capital of the Company may be increased or reduced by a resolution of the general meeting of shareholders adopted in the manner required for an amendment of these articles of association. The above authorisations may be renewed through a resolution of the general meeting of the shareholders adopted in the manner required for an amendment of these articles of association and subject to the provisions of the Law, each time for a period not exceeding five (5) years."

5. Decision to include an additional article 5.5 and an additional article 5.6 in the Company's articles of association which shall read as follows:

"5.5 The Manager is authorised to determine the conditions of any capital increase within the limits of the authorised capital including through contributions in cash or in kind, by the incorporation of reserves, issue premiums or retained earnings, with or without the issue of new Ordinary Shares, or following the issue and the exercise of subordinated or non-subordinated bonds, convertible into or repayable by or exchangeable for Ordinary Shares (whether provided in the terms at issue or subsequently provided), or following the issue of bonds with warrants or other rights to subscribe for Ordinary Shares attached, or through the issue of stand-alone warrants or any other instrument carrying an entitlement to, or the right to subscribe for, Ordinary Shares.

5.6 The Manager is authorised to set the subscription price, with or without issue premium, the date from which the Ordinary Shares or other financial instruments will carry beneficial rights and, if applicable, the duration, amortisation, other rights (including early repayment), interest rates, conversion rates and exchange rates of the aforesaid financial instruments as well as all the other conditions and terms of such financial instruments including as to their subscription, issue and payment, for which the Manager may make use of Article 420-23 paragraph 3 of the Law."

III. Quorum and majorities

Pursuant to the Company's articles of association (the **Articles**) and applicable law, resolutions at the AGM are adopted by a simple majority of the votes validly cast, regardless of the portion of capital represented.

Pursuant to the Articles and applicable law, resolutions at the EGM are adopted by a majority of at least two-thirds of the votes validly cast at EGM provided that at least half of the share capital is present or represented. In case the second condition is not satisfied, a second meeting may be convened in accordance with the Law, which may deliberate regardless of the proportion of the capital represented and at which resolutions are taken at a majority of at least two-thirds of the votes validly cast.

Items 1 and 4 on the agenda of the AGM and item 1 on the agenda of the EGM do not require a vote.

IV. Total amount of shares

At the date of the convening of the Meetings, the Company's issued share capital is set at EUR 778,490.94, represented by 50,152,436 ordinary shares and 1 unlimited share without nominal value, all of which are fully paid-up.

Each share entitles the holder thereof to one vote. The total number of voting rights is therefore 50,152,437.

V. Right to amend the content of the agenda

Pursuant to the Articles and the Luxembourg law of 24 May 2011 on certain rights of shareholders in listed companies, as amended, one or several shareholders representing at least five percent (5%) of the Company's share capital may request the addition of items to the agenda of the Meetings and propose resolutions related to existing or new agenda items, provided that they include a justification or draft resolution(s) with their request.

To be valid, such a request and its accompanying justification or draft resolution(s) must be received at the Company's registered office by registered letter (to the attention of the manager of the Company) or by e-mail (to: info@h2apex.com) at least twenty-two (22) days before the Meetings, *i.e.* by 26 May 2026 at 11:59 p.m. CEST, accompanied by proof of the shareholding of such shareholder(s) and the address or e-mail address that the Company may use to confirm receipt of the request.

If such request entails a modification of the agenda of the Meetings, the Company will make an amended agenda available at the latest fifteen (15) days prior to the date of the Meetings, *i.e.* by 2 June 2026.

VI. Available information and documents

As of the day of the publication of this convening notice, the following information and documents are accessible on the Company's website at www.ir.h2apex.com for inspection by the shareholders:

- (i) this convening notice;
- (ii) the total number of shares and attached voting rights issued by the Company as of the date of publication of this convening notice;
- (iii) the documents to be submitted to the AGM, including the annual accounts, the management report, the consolidated annual accounts, the report of the independent auditor on the annual accounts and the consolidated accounts as well as the remuneration report;
- (iv) the documents to be submitted to the EGM, including the report prepared by the General Partner of the Company in accordance with Article 420-26(5) of the Law and the amended version of the Articles;
- (v) the draft resolutions in relation to the above agenda items to be resolved on at the Meetings;
- (vi) the Participation Declaration (as defined further below);
- (vii) the Proxy Form (as defined further below); and
- (viii) the Correspondence Voting Form (as defined further below).

Upon request to info@h2apex.com, copies of the documents listed above can be mailed to the requesting shareholder.

VII. Right to Participate at the Meeting

To participate and vote at the Meetings, shareholders must observe the following steps:

1. Hold shares in the Company on 3 June 2026 at 11:59 p.m. CEST (the **Record Date**). Share transfers after this date do not affect voting rights at the Meetings and any transferee having become owner of any shares after the Record Date has no right to vote at the Meeting.
2. Indicate to the Company's centralizing agent, **CAPTRACE GmbH**, with registered office at Äppelallee 27, 65203 Wiesbaden, Germany, attn: Ms Corinna Fischer (fax: +49 8943780823 and e-mail: agm@captrace.com) (the **Centralizing Agent**) by mail, fax or by e-mail his/her/its intention to participate at the Meetings on or before the Record Date (the **Participation Declaration**) (provided that by sending a Record Date Attestation (as defined below) in accordance with point 3 below, the relevant shareholder shall be deemed to have confirmed his/her/its intention to participate at the Meetings and no separate declaration will be required in that respect). Shareholders can download the Participation Declaration from the Company's website at www.ir.h2apex.com.
3. Obtain a certificate from their securities settlement system operator or depository (or sub-depository) that confirms the number of shares they held on the Record Date (the **Record Date Attestation**).
4. Send the Record Date Attestation by mail, fax or e-mail to the Centralizing Agent, between the Record Date and 14 June 2026 at 11:59 p.m. CEST.

VIII. Attendance in person

The shareholder that has complied with the prior formalities set out under VII is allowed to attend the Meetings in person, provided that he/she carries proof of identity.

IX. Representation

Shareholders who do not wish to participate in person may appoint a proxy in writing (the **Proxy Form**), who does not need to be a shareholder of the Company, to attend the Meetings on their behalf. Proxy Forms are available on the Company's website under www.ir.h2apex.com.

To be valid, the duly completed and signed Proxy Form must be accompanied by the Record Date Attestation and received by the Centralizing Agent by mail, fax or e-mail no later than 14 June 2026 at 11:59 p.m. CEST.

Only duly filled in, dated and signed proxy forms will be taken into account (including for the avoidance of doubt, signed pursuant to a valid, legal and binding power of attorney and/or signed electronically). One person may represent more than one shareholder.

Shareholders having submitted a Proxy Form but who wish to revoke such Proxy Form may send a cancellation and/or a new Proxy Form to the Centralizing Agent by mail, fax or by e-mail by 14 June 2026 at 11:59 CEST.

The proxy holder that would like to attend the Meetings in person shall carry proof of identity and a valid Proxy Form.

X. Vote by correspondence

Shareholders who do not wish to attend in person or appoint a proxy holder may also vote by correspondence (the **Correspondence Voting Form**). Correspondence Voting Forms are available on the Company's website under www.ir.h2apex.com.

To be valid, the duly completed and signed Correspondence Voting Form must be accompanied by a Record Date Attestation and received by mail, fax or by e-mail by the Centralizing Agent no later than 14 June 2026 at 11:59 p.m. CEST.

Correspondence Voting Forms which do not specify how a vote shall be counted or if the vote is retained, are void (*nul*).

Shareholders having submitted a Correspondence Voting Form but who wish to revoke such Correspondence Voting Form may send a cancellation and/or a new Correspondence Voting Form to the Centralizing Agent by mail, fax or by e-mail by 14 June 2026 at 11:59 CEST.

XI. Language

The Meetings will be held in the English language.

For the manager and general partner of the Company,
H2APEX Management S.à r.l.

By: Jan Klopp
Title: Manager and authorised signatory