

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 AND THE EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON 17 JUNE 2026

I. Agenda of the Annual General Meeting

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. Resolutions of the Annual General Meeting

FIRST RESOLUTION

The Annual General Meeting acknowledges the presentation by the Chairman of the report of the independent auditor on the annual accounts of the Company for the 2025 Financial Year.

No vote is required on the present resolution.

SECOND RESOLUTION

The Annual General Meeting resolves to approve the annual accounts of the Company for the 2025 Financial Year.

THIRD RESOLUTION

The Annual General Meeting acknowledges the Company's result and further resolves to allocate the loss of one hundred eighty-two million eight hundred five thousand four hundred and fifteen euros and eighty-two cents (EUR 182,805,415.82) for the 2025 Financial Year, as follows:

| | | |
|---|-----|------------------|
| Result brought forward from previous financial years | EUR | 10,695,528.45 |
| Result of the 2025 Financial Year | EUR | (182,805,415.82) |
| Result to be allocated to the legal reserve | EUR | 0.00 |
| Result to be carried forward to the next financial year | EUR | (172,109,887.37) |

FOURTH RESOLUTION

The Annual General 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 2025 Financial Year.

No vote is required on the present resolution.

FIFTH RESOLUTION

The Annual General Meeting resolves to approve the consolidated accounts for the 2025 Financial Year.

SIXTH RESOLUTION

The Annual General Meeting resolves to grant discharge (*quibus*) to Mr. Georges Bock, member of the Supervisory Board, for the exercise of his mandate during the 2025 Financial Year.

SEVENTH RESOLUTION

The Annual General Meeting resolves to grant discharge (*quibus*) to Prof. Dr. Heinz Jörg Fuhrmann, member of the Supervisory Board, for the exercise of his mandate during the 2025 Financial Year.

EIGHTH RESOLUTION

The Annual General Meeting resolves to grant discharge (*quibus*) to Mr. Roland Lienau, member of the Supervisory Board, for the exercise of his mandate during the 2025 Financial Year.

NINTH RESOLUTION

The Annual General Meeting resolves to grant discharge (*quibus*) to Mr. Florian Schuhbauer, member of the Supervisory Board, for the exercise of his mandate during the 2025 Financial Year.

TENTH RESOLUTION

The Annual General Meeting resolves to grant discharge (*quibus*) to Mr. Thomas Terschluse, member of the Supervisory Board, for the exercise of his mandate during the 2025 Financial Year.

ELEVENTH RESOLUTION

The Annual General Meeting resolves to grant discharge (*quitus*) to Mr. Markus Lesser, member of the Supervisory Board, for the exercise of his mandate during the 2025 Financial Year.

TWELFTH RESOLUTION

The Annual General Meeting resolves to grant discharge (*quitus*) to Mr. Klaus Röhrig, member of the Supervisory Board, for the exercise of his mandate during the 2025 Financial Year.

THIRTEENTH RESOLUTION

The Annual General 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 2025 Financial Year.

FOURTEENTH RESOLUTION

The Annual General Meeting resolves to acknowledge and to cast its advisory vote on the remuneration report for the financial year ended 31 December 2025.

FIFTEENTH RESOLUTION

The Annual General Meeting resolves to approve the fixed annual remuneration of the members of the Supervisory Board for the financial year to end on 31 December 2026 as follows:

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|--|-------------|
| 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 |

SIXTEENTH RESOLUTION

The Annual General Meeting resolves to renew 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.

SEVENTEENTH RESOLUTION

The Annual General Meeting resolves to renew 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.

EIGHTEENTH RESOLUTION

The Annual General Meeting resolves to renew 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.

NINETEENTH RESOLUTION

The Annual General Meeting resolves to renew 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.

TWENTIETH RESOLUTION

The Annual General Meeting resolves to renew 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.

TWENTY-FIRST RESOLUTION

The Annual General Meeting resolves to renew 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.

TWENTY-SECOND RESOLUTION

The Annual General 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 2026 to be held in 2027.

III. Agenda of the Extraordinary General Meeting

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.”

IV. Resolutions of the Extraordinary General Meeting

FIRST RESOLUTION

The Extraordinary General Meeting acknowledges 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.

No vote is required on the present resolution.

SECOND RESOLUTION

The Extraordinary General Meeting resolves to renew the authorised capital of the Company, for a new period of five years starting on the date of the Extraordinary General Meeting, 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.

THIRD RESOLUTION

The Extraordinary General Meeting resolves 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.

FOURTH RESOLUTION

The Extraordinary General Meeting resolves to amend article 5.4 of the Company's articles of association which shall henceforth read as set forth in the agenda.

FIFTH RESOLUTION

The Extraordinary General Meeting resolves to include an additional article 5.5 and an additional article 5.6 in the Company's articles of association which shall read as set forth in the agenda.