



Alzchem Group AG
Trostberg

ISIN: DE000A2YNT30
WKN: A2YNT3

Notice of convocation to our Annual General Meeting
(Event identifier: ACT052025oHV)

We hereby invite our shareholders to attend our
General Meeting,

which will be held at 10 a.m. (CEST) on Thursday, May 8, 2025.

Our General Meeting is to be held in the form of a virtual annual general meeting pursuant to Section 118a of the German Stock Corporation Act (Aktiengesetz, AktG) in conjunction with Article 17 (2) sentence 1 of the company's Articles of Association.

There will be a live broadcast of our General Meeting for our shareholders and their authorized representatives via the password-protected Internet service at www.alzchem.com/en/investor-relations/annual-general-meeting/. Voting rights may be exclusively exercised by way of electronic postal voting or else by authorizing the company's proxies.

All of the members of the Management Board and the Supervisory Board intend to attend the General Meeting in person.

The venue of the General Meeting, as defined by the German Stock Corporation Act, is the canteen building at our company's registered office situated at Dr.-Albert-Frank-Strasse 32, 83308 Trostberg, Germany. The physical presence of shareholders and their authorized representatives (with the exception of the proxies appointed by the company) at the venue of the General Meeting is excluded.

Part I: Agenda

1. Presentation of the adopted annual financial statements, the approved consolidated financial statements and the combined management report for Alzchem Group AG and the Group, in each case as of December 31, 2024, and of the Supervisory Board's report for the 2024 fiscal year

The above-mentioned documents also include the explanatory report from the Management Board on the information required according to Sections 289a, 315a of the German Commercial Code (Handelsgesetzbuch, HGB) as well as the corporate governance statement and the (consolidated) non-financial statement. Together with the Management Board's proposal for the appropriation of net retained profits, these documents are available online at www.alzchem.com/en/investor-relations/annual-general-meeting/. They will also be explained at the General Meeting.

The Supervisory Board has approved the annual financial statements prepared by the Management Board and the consolidated financial statements for the 2024 fiscal year. The annual financial statements have therefore been adopted. Adoption of the annual financial statements and approval of the consolidated financial statements for the 2024 fiscal year by the General Meeting pursuant to Section 173 AktG are therefore not required. For this reason, no resolution is to be passed regarding agenda item no. 1.

2. Resolution regarding the appropriation of net retained profits

The Management Board and Supervisory Board propose that the net retained profits of EUR 113,023,833.83 disclosed in the annual financial statements of Alzchem Group AG as of December 31, 2024, be appropriated as follows:

- (i) Distribution to the shareholders of a total amount of EUR 18,190,380.60, corresponding to a dividend of EUR 1.80 for each no-par value share entitled to dividends;
- (ii) profit carried forward to new account in the amount of EUR 94,833,453.23.

The above profit appropriation proposal includes the 70,568 treasury shares held by the company as of the General Meeting's convocation. The company does not hold any dividend rights based on these shares. Should the number of shares entitled to dividends change prior to the General Meeting, a correspondingly amended proposed resolution will be submitted at the General Meeting in order for this to be voted on. This will continue to stipulate a dividend of EUR 1.80 per share entitled to dividends as well as a corresponding adjustment of the total amount to be distributed and the profit carried forward.

Any dividend resolved by the General Meeting will be paid out on Tuesday, May 13, 2025, pursuant to Section 58 (4) sentence 2 AktG.

3. Resolution on formally approving the actions of the Management Board for the 2024 fiscal year

The Management Board and the Supervisory Board propose that the actions of the members of the Management Board in office during the 2024 fiscal year be approved for that period.

4. Resolution on formally approving the actions of the Supervisory Board for the 2024 fiscal year

The Management Board and the Supervisory Board propose that the actions of the members of the Supervisory Board in office during the 2024 fiscal year be approved for that period.

5. Election of the auditor of the annual financial statements and consolidated financial statements for the fiscal year commenced January 1, 2025

On the basis of the recommendation issued by its Audit Committee, the Supervisory Board proposes to elect RSM Ebner Stolz GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Stuttgart, to serve as the auditor of the annual financial statements and consolidated financial statements for the fiscal year commenced January 1, 2025. This includes the election of the auditor to undertake a review of interim financial reports prepared prior to the company's

next Annual General Meeting, insofar as the company commissions a review of such interim financial reports.

The Audit Committee stated that its proposal was free from undue influence by a third party and that no contractual clause restricting the choice within the meaning of Article 16 (6) of the EU Audit Regulation had been imposed.

6. Election of the auditor of the sustainability report for the fiscal year commenced January 1, 2025

On the recommendation of its Audit Committee, the Supervisory Board proposes to appoint RSM Ebner Stolz GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Stuttgart, as the auditor of the sustainability report for the 2025 fiscal year in the event that the German lawmaker, transposing the Corporate Sustainability Reporting Directive (“CSRD”) into German law, requires such auditor’s appointment by the General Meeting. This resolution will thus have no effect if the German CSRD Transposition Act either does not enter into force or else does not require the General Meeting to appoint an auditor for the 2025 sustainability report.

The Audit Committee stated that its proposal was free from undue influence by a third party and that no contractual clause restricting the choice within the meaning of Article 16 (6) of the EU Audit Regulation had been imposed.

7. Resolution approving the remuneration report

According to Section 162 AktG, the Management Board and Supervisory Board must prepare an annual remuneration report to be presented to the General Meeting for approval pursuant to Section 120a (4) AktG. The remuneration report was audited by the statutory auditor in accordance with Section 162 (3) AktG to determine whether the disclosures required by law in accordance with Section 162 (1) and (2) AktG were made. The auditor’s report on its audit is attached to the audit report.

Once the General Meeting has been convened, the remuneration report including the auditor’s report may be viewed on the company’s website at www.alzchem.com/en/investor-relations/annual-general-meeting/.

The Management Board and Supervisory Board propose that the remuneration report for the 2024 fiscal year be approved.

8. Elections to the Supervisory Board

Pursuant to Section 102 (1) AktG in conjunction with Section 8 (2) sentence 1 of the Articles of Association, the term of office of the members of the Supervisory Board of Alzchem Group AG will expire at the end of the 2025 General Meeting. It is therefore necessary for the General Meeting to elect new Supervisory Board members in order to fill these vacancies.

Under Article 8 (1) of the Articles of Association in conjunction with Sections 95, 96 (1) and 101 (1) AktG, the Supervisory Board consists of four members, all of whom are to be elected by the General Meeting.

In fulfillment of the requirements under Section 111 (5) AktG, through a resolution of February 26, 2025, the Supervisory Board has stipulated that at least 25% of the seats on the newly elected Supervisory Board must be held by women. The candidates whom the Supervisory Board has put forward to the General Meeting fulfill these requirements.

The Supervisory Board’s nominations take into account the applicable statutory requirements as well as the targets for the composition of the Supervisory Board which it has resolved in accordance with Recommendation C.1 of the German Corporate Governance Code (Deutscher Corporate Governance Kodex, GCGC). The Supervisory Board thus aims to meet the profile of skills and expertise which it has drawn up for the full Supervisory Board. The profile of skills and expertise and list of objectives for the Supervisory Board are set out in the corporate governance statement pursuant to Sections 289f, 315d HGB which is included in the documents presented/made available under agenda item no. 1.

The option stipulated in Article 8 (2) sentence 3 of the Articles of Association for the Supervisory Board members to be appointed for a term of office shorter than the standard statutory term of office of five years is to be exercised for these elections. This is intended to reflect modern corporate governance requirements.

The Supervisory Board proposes to the General Meeting that the following persons be individually elected as Supervisory Board members, effective from the end of the General Meeting on May 8, 2025: Mr. Markus Zöllner and Mr. Steve Röper for the period up to the end of the General Meeting passing a resolution on formally approving the actions of the Supervisory Board for the 2027 fiscal year, and Prof. Dr. Martina Heigl-Murauer and Dr. Caspar v. Schnurbein for the period up to the end of the General Meeting passing a resolution on formally approving the actions of the Supervisory Board for the 2028 fiscal year:

a) Markus Zöllner

Munich

Occupation: Independent entrepreneur; managing director of four two na GmbH, Munich

Membership in other statutory German supervisory boards:

- Chairman of the supervisory board of Alzchem Trostberg GmbH

Membership of further comparable domestic and foreign governing bodies of commercial enterprises:

- Chairman of the supervisory board of Anttila Oy, Finland

b) Prof. Dr. Martina Heigl-Murauer

Metten

Occupation: Professor of accounting and tax, Deggendorf Institute of Technology; tax consultant, Ecovis BLB Steuerberatungsgesellschaft mbH, Landshut

Membership in other statutory German supervisory boards:

- Member of the supervisory board of Alzchem Trostberg GmbH

Membership of further comparable domestic and foreign governing bodies of commercial enterprises:

- None

c) Dr. Caspar Frhr. von Schnurbein

Ettelried

Occupation: Self-employed lawyer, Ettelried

Membership in other statutory German supervisory boards:

- Member of the supervisory board of Alzchem Trostberg GmbH
- Member of the supervisory board of Berenice Holding AG

Membership of further comparable domestic and foreign governing bodies of commercial enterprises:

- None

d) Steve Röper

Munich

Occupation: Self-employed lawyer, Munich

Membership in other statutory German supervisory boards:

- Member of the supervisory board of Alzchem Trostberg GmbH

Membership of further comparable domestic and foreign governing bodies of commercial enterprises:

- Member of the supervisory board of Anttila Oy, Finland

In relation to Recommendation C.13 GCGC, it is stated that Mr. Markus Zöllner indirectly holds more than 10% of the shares in the company carrying voting rights. The appointment of a representative of a principal shareholder to the Supervisory Board is consistent with Recommendation C.6 DCGK, according to which the company's ownership structure must likewise be taken into consideration with regard to the composition of the Supervisory Board.

Otherwise, none of the proposed candidates has personal or business relationships with the company, its Group companies, the company's governing bodies or a shareholder holding a significant interest in the company which a shareholder making an objective judgment would consider decisive for their choice in the election. Shareholders who directly or indirectly hold more than 10% of the shares in the company carrying voting rights hold significant interests in this sense.

In the view of the Supervisory Board, the proposed candidates are likewise independent of the company and the Management Board.

The Supervisory Board has satisfied itself that the proposed candidates will be able to devote sufficient time to the tasks required of them.

The candidates' detailed CVs are provided in Part III.1 and online at www.alzchem.com/en/investor-relations/annual-general-meeting/.

Should he be elected to the Supervisory Board, it is envisaged that Mr. Markus Zöllner will be proposed as chairman of the Supervisory Board for the period up to the end of his term of office on the Supervisory Board.

9. Resolution on the approval of the remuneration system for the members of the Management Board

Section 120a (1) AktG provides that a resolution concerning the approval of the remuneration system for the members of the management board as submitted by the supervisory board is to be adopted at the general meeting of listed companies in the event of any significant change, but at minimum once every four years.

At its meeting held on March 19, 2025, the Supervisory Board resolved a series of amendments to the remuneration system for the Management Board members last approved by the General Meeting on May 11, 2023, which are necessary on technical grounds. This included matters such as the requirements for the qualifying shares which the members of the Management Board must purchase and hold during their term of office as well as the procedures for calculation of their maximum remuneration. In addition, their maximum remuneration has been increased to an appropriate market level. The new remuneration system is to apply as of January 1, 2025.

The Supervisory Board proposes that the remuneration system for the Management Board as adopted by the Supervisory Board on March 19, 2025 be approved pursuant to Section 120a (1) AktG.

Once the General Meeting has been convened, the remuneration system which is proposed for approval may be viewed on the company's website at www.alzchem.com/en/investor-relations/annual-general-meeting/.

10. Resolution on the Supervisory Board's remuneration

Pursuant to Section 113 (3) sentences 1 and 2 AktG, the general meeting of a stock exchange-listed company is required to pass a resolution on the remuneration of supervisory board members at least once every four years. The company's General Meeting most recently passed such a resolution on May 12, 2021. It is therefore necessary for it to pass a new resolution. However, the

passing of a new resolution is also necessary since the Management Board and the Supervisory Board are of the opinion that the current level of remuneration is no longer in line with market conditions.

The current remuneration of the Supervisory Board members is based on the remuneration system stipulated in Article 14 of the company's Articles of Association, according to which the Supervisory Board members receive fixed remuneration for their service, the amount of which depends on their Supervisory Board or committee responsibilities. The Supervisory Board's remuneration system does not provide for variable remuneration components or for an attendance fee. This basic arrangement is to be maintained. However, the Management Board and the Supervisory Board propose that the overall remuneration be increased. This proposal primarily reflects the growing responsibility of the Supervisory Board members of a continuously growing company. However, it is also made in the context of a comparison with other internationally active SDAX companies. This would satisfy the statutory requirement for the remuneration to be commensurate with the tasks of the Supervisory Board members and the company's situation. At the same time, this would constitute the first increase in the Supervisory Board's remuneration since the company's initial public offering in 2017.

The Management Board and the Supervisory Board therefore propose that the following resolution be adopted:

- a. Article 14 (1), (2) and (5) of the Articles of Association are revised as follows:

Article 14 Remuneration

(1) Each member of the Supervisory Board receives fixed remuneration of EUR 35,000.00 for each full fiscal year of their membership of the Supervisory Board. Such remuneration is payable after the end of the fiscal year. The Chairman of the Supervisory Board receives EUR 70,000.00 and his deputy EUR 45,000.00.

(2) In addition to the amounts under paragraph (1), EUR 10,000.00 will be paid for membership of a committee and EUR 15,000.00 for the role of chair of this committee. This is subject to the committee in question having met at least twice during the fiscal year (Article 10) and the committee member having attended these meetings.

(...)

(5) The remuneration provisions set out in the above paragraphs are effective from the fiscal year beginning January 1, 2025.

The other paragraphs in Article 14 of the Articles of Association continue to apply without any changes.

- b. The remuneration of the Supervisory Board members pursuant to the new version of Article 14 of the Articles of Association, including the underlying system for the remuneration of the Supervisory Board members, is approved.

The full wording of Article 14 of the Articles of Association (its current version and the proposed new version) and the remuneration system whose structure is essentially unchanged and which has only been adjusted in line with the new version of the Articles of Association in terms of the amount of remuneration) will be viewable on the company's website at www.alzchem.com/en/investor-relations/annual-general-meeting/ once the General Meeting has been convened.

Part II: Additional information on the convocation of the General Meeting

1. Total number of shares and voting rights

The total number of shares outstanding as of the convocation of the General Meeting is 10,176,335. All of the shares outstanding belong to the same share class. Each share entitles its owner to one vote. Of the above-mentioned 10,176,335 shares, the company currently holds 70,568 treasury shares. The company does not have any rights based on these shares.

2. Virtual General Meeting; venue of the General Meeting; joining the General Meeting electronically

The Management Board has resolved on the basis of Section 118a AktG in conjunction with Article 17 (2) sentence 1 of the Articles of Association to hold the General Meeting as a virtual annual general meeting without the shareholders or their authorized representatives being physically present (with the exception of the proxies designated by the company).

The venue of the General Meeting, as defined by the German Stock Corporation Act, is the canteen building at our company's registered office situated at Dr.-Albert-Frank-Strasse 32, 83308 Trostberg, Germany.

Due to its virtual form, the General Meeting will be held at the above-mentioned venue without the shareholders and their authorized representatives being physically present (with the exception of the company's proxies). The General Meeting will instead be broadcast live for shareholders and their authorized representatives, via audio and video streaming, by means of the password-protected Internet service at www.alzchem.com/en/investor-relations/annual-general-meeting/. The shareholders and their authorized representatives will be sent the personal access data (access code and password) necessary in order to join the General Meeting electronically after registering for the General Meeting ("GM ticket"). By using the password-protected Internet service and clicking on the button "Join General Meeting" during the virtual General Meeting on May 8, 2025, the shareholders or their authorized representatives will join the virtual General Meeting electronically. Persons other than the registered shareholders and their authorized representatives and individually authorized guests may not follow the General Meeting – or parts of the General Meeting – online.

3. Conditions for attendance of the General Meeting and exercising shareholder rights; registration process; record date

Pursuant to Article 18 of the company's Articles of Association, shareholders who have registered in good time in German or English, while attaching proof of their shareholding under Section 67c (3) AktG, will be entitled to attend the General Meeting (i.e., to join it electronically) and to exercise their shareholder rights. Proof of a shareholding issued by the custodian institution pursuant to Section 123 (4) AktG (as amended on January 1, 2020) will likewise be recognized. The company must receive this registration and proof by no later than **24:00 hrs (CEST) on Thursday, May 1, 2025**, in text form (Section 126b of the German Civil Code (Bürgerliches Gesetzbuch, BGB)) via the following postal address, fax number or e-mail address:

*Alzchem Group AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
Fax: +49 (0)89 889 690 633
Email: anmeldung@linkmarketservices.eu*

The time of receipt of registration rather than the time of its sending shall be key for compliance with this time limit.

This shareholding must be documented as of the close of business on the 22nd day prior to the meeting, i.e. **24:00 hrs (CEST), Wednesday, April 16, 2025** (record date).

In case of doubt as to the accuracy or genuineness of this proof, the company is entitled to request suitable additional proof. If this proof is not provided, if it lacks the required contents or it is not

provided in due form, the company may refuse access to the shareholder; however, the company is not obliged to do so insofar as it deems this proof to be objectively adequate, while ensuring equal treatment for the shareholders.

Registration for the General Meeting will not trigger any lock-up period; our shareholders are therefore entitled to dispose of their shares even after registering for the General Meeting or upon expiry of the record date. Disposals of shares following the record date will not have any effect on the right to attend and the voting right of shareholders who have already registered. The same applies for the purchase of additional shares following the record date. Persons who become shareholders after the record date will not be entitled to attend and vote at the 2025 General Meeting by virtue of the shares which they have purchased. This is without prejudice to the possibility for a shareholder who is authorized to attend the General Meeting to this purchaser of shares an authorized representative. The record date does not have any significance for an entitlement to dividends; this will instead depend upon the shareholder's securities portfolio as of the date of the General Meeting.

Subject to timely receipt of registration and proof of their shareholding, the registration office will send the shareholder, or their authorized representative, their individual access data (access code and password) for the password-protected Internet service at www.alzchem.com/en/investor-relations/annual-general-meeting/ ("GM ticket"). Using the Internet service, the shareholder or their authorized representative may not only follow the General Meeting via audio and video streaming within the stipulated time windows. They may also use it, inter alia, in order to electronically submit, amend or withdraw their vote cast by post; to issue, amend or withdraw an authorization and, where applicable, instructions (including for the company's proxies); to submit and view statements on the items of the agenda; to register a contribution they wish to make via the virtual request-to-speak desk (which includes the right to submit motions and nominations, to request information and to raise an objection to resolutions of the General Meeting); to submit requests for information under Section 131 (4) AktG; and to have unanswered questions or an objection to resolutions of the General Meeting recorded in the minutes. The shareholders joining the General Meeting electronically and their representatives may also use the password-protected Internet service to view the list of persons attending the General Meeting before the first vote is held at the General Meeting.

To ensure that they receive their GM ticket in good time, we request that shareholders submit their registration and proof of shareholding as early as possible.

4. Procedure for voting; voting by proxy

- a. Duly registered shareholders may exercise their voting rights by means of electronic postal voting. For this purpose, they may submit, amend or withdraw their vote prior to (beginning April 17, 2025) and during the General Meeting up to the time of the chair's closure of voting by means of the password-protected Internet service at www.alzchem.com/en/investor-relations/annual-general-meeting/. The time of receipt of the vote in question rather than the time of its sending shall be key for compliance with this time limit.
- b. Shareholders not wishing to exercise their voting right in person may entrust this task to an authorized representative who is prepared to perform this service, e.g., their custodian bank or another credit institution, a shareholders' association, a voting rights advisor or another person of their choice. Due registration for the General Meeting (including proof of shareholding) as described in Item 3 will likewise be required in this event. Authorized representatives will likewise be unable to attend the Annual General Meeting physically.

Proxies may be granted to the authorized representative (in which case the company will require proof, in text form, of their proxy status) or to the company (i) electronically by means of the password-protected Internet service at www.alzchem.com/en/investor-relations/annual-general-meeting/ or (ii) in text form (Section 126b BGB).

The authorization of representatives and the transmission of proof of authorization granted to the representative may be submitted

- no later than **24:00 hrs (CEST) on Wednesday, May 7, 2025** to the following postal address, fax number and e-mail address:

Alzchem Group AG
 c/o Link Market Services GmbH
 Landshuter Allee 10
 80637 Munich
 Germany
 Fax: +49 (0)89 889 690 655
 Email: alzchem@linkmarketservices.eu

as well as

- prior to (beginning April 17, 2025) and during the General Meeting, up to its closure by the chair and – if a voting proxy is to be granted – up to the closure of voting by means of the password-protected Internet service at www.alzchem.com/en/investor-relations/annual-general-meeting/.

The time of receipt of the grant of an authorization, or proof of the same, rather than the time of its sending shall be key for compliance with this time limit.

Specific requirements may apply in the event of the grant of an authorization to intermediaries, e.g., credit institutions or – if they do not have equal status to credit institutions under Section 135 (8) AktG – shareholders' associations, voting rights advisors and persons who on a commercial basis offer to exercise shareholders' voting rights at the General Meeting on their behalf; in such event, the company's shareholders are requested in good time to reach an agreement with the envisaged authorized representative on account of the form of authorization which this person may require.

Voting by proxy is subject to the above-mentioned formal requirements and time limits; an authorized representative must receive the relevant access details ("GM ticket") in order to use the password-protected Internet service. Instead of themselves voting, authorized representatives may delegate their authorization to a third party, e.g., the company's proxies (see section e. below).

- c. The rules set out in section b. for the grant of an authorization likewise apply for its withdrawal or amendment.
- d. A power of representation form and further information on the grant of an authorization will be sent to duly registered persons together with their GM tickets. The power of representation form will also be sent to the shareholders or their authorized representatives at any time upon demand. It may also be downloaded at <https://www.alzchem.com/en/investor-relations/annual-general-meeting/>. To simplify the process, shareholders are asked to issue authorizations preferably via the password-protected internet service at www.alzchem.com/de/investor-relations/hauptversammlung/ or by means of the power of representation form provided by the company.
- e. We also offer our shareholders and their authorized representatives the opportunity to be represented by the company's proxies. Persons wishing to authorize the company's proxies must likewise duly register their shares for the General Meeting in accordance with the requirements set out under Item 3. The company's proxies are exclusively authorized to vote in accordance with the instructions which they have received from the shareholder who has granted them an authorization. The company's proxies will not exercise a voting right for the agenda items in question without a clear instruction.

The company must receive authorizations and instructions from registered shareholders for the company's proxies

- via the postal address, fax number or e-mail address indicated in the above section b. by no later than **24:00 hrs (CEST) on Wednesday, May 7 2025**, or

- prior to (beginning April 17, 2025) and during the General Meeting up to the closure of voting by the chair by means of the password-protected Internet service at www.alzchem.com/en/investor-relations/annual-general-meeting/.

The same applies for the amendment and withdrawal of authorizations and instructions. Receipt of a declaration at the respective address shall be key.

Please use the form sent together with your GM ticket if you wish to issue an authorization and instructions to the company's proxies without using the password-protected Internet service. This form will be sent to the shareholders or their authorized representatives at any time upon request and may also be downloaded at www.alzchem.com/en/investor-relations/annual-general-meeting/.

Please note that the proxies will exclusively participate in the General Meeting for voting purposes, i.e., they may not be tasked with speaking or requesting information, submitting motions or questions, having questions recorded in the minutes or raising objections.

5. Shareholder's rights: counter(motions), nominations, statements, right to speak, right to information, objection

a. Requests to add supplementary items to the agenda pursuant to Section 122 (2) AktG

Shareholders whose combined shares constitute at least one twentieth of the share capital or the proportionate amount of EUR 500,000.00 (which corresponds to 50,000 Alzchem shares) may request that items be added to the agenda and announced (Section 122 (2) AktG). In addition, upon request under Sections 87 (4), 122 (2) sentence 1 AktG the General Meeting may reduce the maximum remuneration for the Management Board. Every request for a new agenda item must be accompanied by an explanation of the reasons therefor or a proposed resolution. Such request must be addressed to the Management Board in writing (Section 126 BGB) and the company must receive it no later than 30 days prior to the General Meeting, i.e. no later than **24:00 hrs (CEST) on Monday, April 7, 2025**. Such request is preferably to be sent to the following address:

*Alzchem Group AG
– The Management Board –
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany*

The time of receipt of the motion in question rather than the time of its sending shall be key for compliance with this time limit. The submitter of the application must provide evidence of having held the shares for at least 90 days prior to the date of receipt of the application and of holding the shares until a decision is made on the application by the Management Board.

Any amendments to the agenda that must be published – provided they were not already made public at the time the General Meeting was convened – shall be published in the Federal Gazette immediately after the request has been received and pursuant to Section 121 (4a) AktG shall also be furnished to such suitable media as may be expected to disseminate the information throughout the European Union. Pursuant to Section 124a Sentence 2 AktG, they will also be made available on the Internet at www.alzchem.com/en/investor-relations/annual-general-meeting/ immediately after having been received by the company. The amended agenda will also be communicated pursuant to Section 125 (1) Sentence 3 AktG.

b. Motions and nominations submitted by shareholders pursuant to Sections 126 (1) and (4), 127 AktG

(i) Shareholders may also submit countermotions opposing a resolution proposed by the Management Board and/or Supervisory Board regarding a specific item of the agenda.

If a shareholder wishes for the company to make such countermotions available prior to the General Meeting pursuant to Section 126 (1) AktG, they must be sent in writing, by fax or by e-mail to

*Alzchem Group AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
Fax: +49 (0)89 889 690 655
Email: antraege@linkmarketservices.eu*

. Proposals addressed otherwise will not be considered.

Countermotions received at least 14 days prior to the date of the General Meeting, i.e., by no later than **24:00 hrs (CEST) on Wednesday, April 23, 2025**, by means of the above-mentioned methods of communication will be made available online at www.alzchem.com/en/investor-relations/annual-general-meeting/, indicating the name of the shareholder, a statement of grounds for their motion (where applicable) and a possible statement from the company's management (Section 126 (1) AktG). The time of receipt of the countermotion in question rather than the time of its sending shall be key for compliance with this time limit.

Under certain circumstances specified in Section 126 (2) AktG, the company will not be obliged to make available a countermotion which has been received in good time. This applies in particular if, by making this countermotion available, the Management Board would render itself liable to prosecution, in the event that this countermotion would lead to a resolution of the General Meeting which would be unlawful or breach the company's Articles of Association or if significant elements of the statement of grounds contain evidently false or misleading information or insults. The company will likewise not be obliged to make the statement of grounds for the countermotion available if, overall, it exceeds 5,000 characters.

Countermotions which must be made available on the basis set out above shall, pursuant to Section 126 (4) AktG, be deemed to have been submitted at the time they are made available. They will thus be announced by the chair and taken into consideration for the General Meeting, even if they are not resubmitted there. The shareholders or their authorized representatives may already exercise their voting right for these motions once they have registered in good time (see the above Item 3 "Conditions for attendance of the General Meeting and exercising shareholder rights; registration process; record date"). However, insofar as the shareholder submitting the countermotion is not duly registered for the General Meeting their motion need not be considered there; for this reason, any votes submitted in this regard will not be recognized.

Countermotions which are not received by the above deadline – and which thus neither need be made available in advance nor will be considered to have been submitted – must be submitted during the General Meeting by means of video communication, thus while exercising the right to speak (see section d. below), in order to be valid.

(ii) The above paragraphs apply mutatis mutandis for the proposal made by a shareholder for the election of Supervisory Board members or auditors, including the details of the address to which such proposals are to be sent, consideration of such proposals at the General Meeting and voting on such proposals, subject to the proviso that the Management Board will likewise not be obliged to make this nomination available if it does not indicate the name, occupation and place of residence of the proposed person and – in case of a proposal for the election of Supervisory Board members – their membership of other statutory supervisory boards.

(iii) The above rights of the shareholders under Section 126 (1) and (4), 127 AktG are without prejudice to the right of the chair during voting to first put forward the management's proposals for voting. Should the management's proposals in such event be adopted with the necessary majority, this will dispense with any countermotions or nominations.

c. *Submission of statements pursuant to Section 130a (1) to (4) AktG*

Duly registered shareholders and their authorized representatives are entitled prior to the General Meeting to submit to the company one or more statements regarding the items of the agenda via electronic communication pursuant to Section 130a (1) to (4) AktG. They may do so up to five days prior to the meeting, thus by no later than **24:00 hrs (CEST) on Friday, May 2, 2025**, and exclusively by means of the password-protected Internet service at

www.alzchem.com/de/investor-relations/hauptversammlung/.

Statements submitted regarding the items of the agenda will be made available to duly registered shareholders or their authorized representatives, while indicating the name and place of residence/registered office of the shareholder or authorized representative submitting such statement, by no later than **24:00 hrs (CEST) on Saturday, May 3, 2025**, by means of the password-protected Internet service at www.alzchem.com/en/investor-relations/annual-general-meeting/ – except where the company may, exceptionally, refrain from making such statements available under Section 130a (3) sentence 4 AktG. Upon submitting a statement, the shareholder or their authorized representative consents to their statement thus being made available.

Statements must be submitted via the procedure stipulated in the password-protected Internet service

- in text form, as a file in PDF format, with a recommended file size not exceeding 50 MB
- and/or-as a video in MPEG-4 or MOV format, with a file size not exceeding 1 GB.

Questions may not be submitted in advance (Section 131 (1a) AktG) by means of the above-mentioned statements. For this reason, questions which are nonetheless included in statements will not be considered at the General Meeting.

The same applies for any motions, nominations and objections to General Meeting resolutions which are included in statements. In order to exercise these rights, the shareholders and their authorized representatives must instead make use of the options separately described in this notice of convocation.

d. *Right to speak pursuant to Section 130a (5) and (6) AktG*

Shareholders and their authorized representatives who join the General Meeting electronically shall have a right to speak at the meeting by means of video communication. To exercise their right to speak, the shareholders or their authorized representatives must register the contribution that they wish to make via the virtual request-to-speak desk by means of the password-protected Internet service at

www.alzchem.com/en/investor-relations/annual-general-meeting/.

This virtual request-to-speak desk will be open from 9 a.m. (CEST) on the day of the General Meeting. The chair will explain the procedure for requesting and granting the right to speak at the General Meeting.

The right to speak includes the right to submit motions and nominations (see section b. above), to request information (see section e. below) and to raise an objection (see section f. below). This is without prejudice to the right of the chair to appropriately restrict the time for speaking (and asking questions) under Article 20 (3) of the Articles of Association.

(ii) The General Meeting, including video communication by means of the virtual request-to-speak desk, will be hosted by the “*MeetingBase*” system provided by Better Orange IR & HV AG by means of the password-protected Internet service. In order to use this system, participants who wish to exercise their right to speak must comply with certain technical requirements:

- They will require either a non-mobile device (PC, laptop) which has Chrome (version 89 or higher), Edge (version 88 or higher) or Safari (version 13.1 or higher) installed as a browser or else a mobile device (e.g. a smartphone or tablet) in order for their contribution to be broadcast.
- Mobile devices with the ANDROID operating system must have Chrome (version 89 or higher) installed as a browser; mobile devices with iOS as an operating system must have Safari (version 13.1 or higher) installed as a browser.
- All devices used must feature a camera and a microphone which can be accessed from the browser in question. It is not necessary to install any other software components or apps on devices.

Persons who have registered to speak via the virtual request-to-speak desk will be granted access to speak via the password-protected Internet service. The company reserves the right to check whether video communication between the shareholder or authorized representative and the company is functioning properly before the person in question speaks and, if video communication is not functioning properly, to deny this person the right to speak.

e. *Right to information pursuant to Section 131 AktG*

The Management Board is obliged to provide any shareholder or their authorized representatives upon demand at the General Meeting with information concerning affairs of the company, insofar as this information is necessary for an appropriate assessment of an item of the agenda, and the Management Board is not entitled to refuse to provide this information (Section 131 (1) AktG). The obligation of the Management Board to provide information includes the company's legal and business relationships with its affiliates. This obligation to provide information also extends to the situation of the Group and the companies included in the consolidated financial statements. In addition, persons attending the General Meeting shall have a right of inquiry in relation to all of the Management Board's replies (Section 131 (1d) AktG).

The chair intends to stipulate that the right to information may exclusively be exercised by means of video communication, i.e. while exercising the right to speak and via the procedure envisaged for this purpose (see section d. above).

In addition to their rights stated above, the shareholders and their authorized representatives may require that the information provided to a shareholder, due to this person's shareholder status, outside the scope of the General Meeting be likewise provided to any other shareholder or their authorized representatives at the General Meeting, even if this information is not necessary for a proper assessment of the agenda item in question (Section 131 (4) sentence 1 AktG).

In addition, Section 131 (5) sentence 1 AktG prescribes that whenever a shareholder is denied information, they may require that their question and the reason for the denial of this information be included in the minutes of the meeting.

The company shall ensure for the virtual General Meeting that shareholders or their authorized representatives who join the General Meeting electronically are able at the General Meeting to submit a request under Section 131 (4) sentence 1 AktG and a request under Section 131 (5) sentence 1 AktG other than by means of video communication, i.e. as part of their right to speak and via the procedure provided for this purpose (see section d. above), including by means of electronic communication via the password-protected Internet service, using the procedure provided for this purpose.

No other right to information is envisaged either before or during the General Meeting.

f. *Raising of objections to General Meeting resolutions pursuant to Section 118a (1) sentence 2 no. 8 AktG*

The shareholders joining the General Meeting electronically or their General Meeting have the option pursuant to Section 118a (1) sentence 2 no. 8 AktG to raise objections to General

Meeting resolutions by means of electronic communication. Such declarations may be submitted electronically using the password-protected Internet service at

www.alzchem.com/en/investor-relations/annual-general-meeting/

from the opening of the virtual Annual General Meeting up to its closure by the chair. The recording notary has authorized the company to receive such objections via the Internet service and will himself subsequently receive them from the company.

Shareholders or their authorized representatives who join the General Meeting electronically are also entitled, while exercising their right to speak (see section d. above), to raise an objection for recording by the notary.

Information about the above shareholders' rights is also available online at www.alzchem.com/en/investor-relations/annual-general-meeting/.

6. Information under Section 124a AktG; the company's website

This notice of convocation, the documents to be submitted to the General Meeting and the other information specified in Section 124a AktG, such as the remuneration report and the remuneration system for the Supervisory Board, are available online at www.alzchem.com/en/investor-relations/annual-general-meeting/. Information on the grant of confirmation for counting of votes is also available there pursuant to Section 129 (5) AktG. The voting results will likewise be published there immediately after the General Meeting.

7. Data protection information for shareholders

Alzchem Group AG processes personal data on the basis of applicable data protection legislation, in order to enable the shareholders and their authorized representatives to exercise their rights at the General Meeting. Such personal data comprise the shareholder's last name and first name, address, e-mail address, number of shares, share class, form of ownership of shares, number of admission ticket ("GM ticket") and access data (access code and password) for their Internet service, and the last name, first name, address, e-mail address and access data (access code and password) for the Internet service for authorized representative designated by the respective shareholder, where applicable. Insofar as these personal data have not already been provided by the shareholders themselves or their authorized representatives – in particular, during registration for the General Meeting – the custodian bank (final intermediary) will submit them to the company.

Detailed information on how your personal data will be processed in connection with the General Meeting and your related rights is also available at www.alzchem.com/en/investor-relations/annual-general-meeting/. We will be pleased to send you this information by post.

Part III: Additional information on the Supervisory Board candidates (agenda item 8)

Markus Zöllner

Independent entrepreneur,
Managing director of four two na GmbH, Munich



Personal details

Date of birth	1968
Place of residence	Munich
Nationality	German
Initial appointment	2017
Appointed until	2025

Education

2000	MBA (WHU-Kellogg)
1993	Degree in Industrial Engineering (FH), Rosenheim

Career

Since 2004	Managing director, four two na GmbH
2005 - 2007	Management Board member, Arques Industries AG
2003 - 2005	Managing director and CFO, Versatel Deutschland GmbH
2002 - 2003	Managing director, Tesion Telekommunikation GmbH
2000 - 2002	Vice President Procurement, Completel NV Paris
1996 - 2000	Network Procurement Manager, VIAG Interkom GmbH
1994 - 1996	Project engineer, Mannesmann Mobilfunk GmbH

Membership in other statutory supervisory boards

- Chairman of the supervisory board of Alzchem Trostberg GmbH

Memberships in similar control bodies in Germany or abroad

- Chairman of the supervisory board of Anttila Oy, Finland

Relevant knowledge, skills and experience

Due to his many years of executive work in various investees, including as a former management board member of a listed MDAX company, Mr. Zöllner has a wide range of operational experience in companies from various sectors. He also has extensive committee experience from his work as chairman of the supervisory board in various companies. Mr. Zöllner has extensive expertise in the areas of corporate management, strategy development, M&A and restructuring in a wide range of industrial sectors.

Prof. Dr. Martina Heigl-Murauer

Professor of Accounting and Taxes, Deggendorf
Institute of Technology;
tax consultant, Ecovis BLB
Steuerberatungsgesellschaft mbH, Landshut



Personal details

Date of birth	1967
Place of residence	Metten
Nationality	German
Initial appointment	2017
Appointed until	2025

Education

2009	PhD in International tax law, University of Economics Bratislava, Slovakia
1994	Degree in Business Administration, Rosenheim

Career

Since 2015	Tax consultant (freelance), Ecovis BLB Steuerberatungsgesellschaft mbH, Landshut
Since 2024	Vice President for Internationalization and Integration at the University of Applied Sciences Deggendorf
2013 - 2023	Chairwoman of the senate of the University of Applied Sciences Deggendorf
Since 2009	Professor at the University of Applied Sciences Deggendorf
1994	Steuerberater- und Wirtschaftsprüfungsgesellschaft Dr. Kittl & Partner, Deggendorf

Membership in other statutory supervisory boards

- Member of the supervisory board of Alzchem Trostberg GmbH

Memberships in similar control bodies in Germany or abroad

- None

Relevant knowledge, skills and experience

Prof. Dr. Heigl-Murauer has proven knowledge of national accounting (HGB), IFRSs and German tax law. She has 22 years of professional experience in the national and international corporate environment as an independent tax consultant. She has applied her profound knowledge as a professor in university teaching since 2009.

Dr. Caspar Frhr. von Schnurbein

Self-employed lawyer, Ettelried



Personal details

Date of birth	1973
Place of residence	Ettelried
Nationality	German
Initial appointment	2017
Appointed until	2025

Education

2004	PhD in stock corporation law
2002	Degree in law (2nd state examination), after attending university in Würzburg, Coimbra (Portugal) and Munich

Career

Since 2023	Self-employed lawyer, Ettelried
2013 - 2023	General Counsel, LIVIA Corporate Development SE
2010 - 2012	General Counsel M&A, Private Equity Fonds bluO, Luxembourg
2003 - 2010	Lawyer specializing in corporate law and M&A, Munich

Membership in other statutory supervisory boards

- Member of the supervisory board of Alzchem Trostberg GmbH
- Member of the supervisory board of Berenice Holding AG

Memberships in similar control bodies in Germany or abroad

- None

Relevant knowledge, skills and experience

Dr. v. Schnurbein has worked as a lawyer and in-house counsel specializing in international law for over 20 years. He has broad expertise in corporate law and M&A transactions. As long-time head of the legal department of an international holding company, Dr. v. Schnurbein is particularly familiar with the legal tasks of commercial enterprises.

Steve Röper

Self-employed lawyer, Munich



Personal details

Date of birth	1976
Place of residence	Munich
Nationality	German
Initial appointment	2017
Appointed until	2025

Education

2004	Degree in law (2nd state examination), after attending university in Rostock and Munich
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Career

Since 2013	Self-employed lawyer, Munich
2009 - 2013	General Counsel, Private Equity Fonds bluO, Luxembourg
2007 - 2009	Senior in-house counsel, KraussMaffei Group, Munich
2004 - 2007	Lawyer, HEUSSEN Rechtsanwaltsgesellschaft mbH, Munich

Membership in other statutory supervisory boards

- Member of the supervisory board of Alzchem Trostberg GmbH

Memberships in similar control bodies in Germany or abroad

- Member of the supervisory board of Anttila Oy, Finland

Relevant knowledge, skills and experience

Due to his work as a lawyer, Mr. Röper has many years of practical experience in structuring and implementing international projects. The focus of his legal advice was and still is in the areas of M&A and general company law.

Trostberg, March 2025

Alzchem Group AG
The Management Board

Minimum information pursuant to Section 125 (1) German Stock Corporation Act (AktG) in connection with Section 125 (5) AktG, Article 4 (1) and Table 3 blocks A to C of the Annex to Implementing Regulation (EU) 2018/1212

Type of Information	Description
A. Specification of the message	
1. Unique identifier of the event	ACT052025oHV
2. Type of message	Meeting notice of a General Meeting [format pursuant to Implementing Regulation (EU) 2018/1212: NEWM]
B. Specification of the issuer	
1. ISIN	DE000A2YNT30
2. Name of issuer	Alzchem Group AG
C. Specification of the meeting	
1. Date of the General Meeting	08.05.2025 [format pursuant to Implementing Regulation (EU) 2018/1212: 20250508]
2. Time of the General Meeting	10:00 hrs. (CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 08:00 UTC]
3. Type of the General Meeting	Ordinary General Meeting [format pursuant to Implementing Regulation (EU) 2018/1212: GMET]
4. Location of the General Meeting	Virtual General Meeting: www.alzchem.com/en/investor-relations/annual-general-meeting/ In accordance with the German Stock Corporation Act: Alzchem Group AG, Dr.-Albert-Frank-Strasse. 32, 83308 Trostberg, Germany
5. Record Date	16.04.2025, 24:00 hrs. (CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 20250416]
6. Uniform Resource Locator (URL)	www.alzchem.com/en/investor-relations/annual-general-meeting/