REPLOID Group AG
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ISIN AT0000A3HRX5

Resolutions of the Executive Board and the Supervisory Board for the Annual General Meeting on 14 September 2026

1. Presentation of the approved annual financial statements and the management report of REPLOID Group AG for the 2025 financial year, as well as the report of the Supervisory Board for the 2025 financial year

Explanatory note:

As the presentation of the aforementioned documents serves solely to inform the Annual General Meeting, no resolution will be adopted on this agenda item. The annual financial statements for 2025 have already been approved by the Supervisory Board and are therefore deemed adopted pursuant to Section 96(4) of the Austrian Stock Corporation Act (AktG).

2. Resolution on the appropriation of the distributable profit reported in the annual financial statements for 2025

The Executive Board and the Supervisory Board propose that the Annual General Meeting adopt the following resolution:

"The distributable profit reported in the annual financial statements for 2025 in the amount of EUR 8,266,391.97 shall, after the formation of the statutory reserve in the amount of EUR 11,004.30, be carried forward in full."

3. Resolution on granting discharge to the members of the Executive Board for the 2025 financial year

The Executive Board and the Supervisory Board propose that the Annual General Meeting adopt the following resolution:

"All members of the Executive Board who held office during the 2025 financial year are granted discharge for that period."

4. **Resolution on granting discharge to the members of the Supervisory Board for the 2025 financial year**

The Executive Board and the Supervisory Board propose that the Annual General Meeting adopt the following resolution:

"All members of the Supervisory Board who held office during the 2025 financial year are granted discharge for that period."

5. **Appointment of the auditor for the 2026 financial year**

In accordance with the recommendation of the Audit Committee, the Supervisory Board proposes that the Annual General Meeting adopt the following resolution:

"KPMG Austria GmbH Wirtschaftsprüfungs- und Steuerberatungsgesellschaft (FN 269725f) is appointed as auditor and group auditor for the 2026 financial year."

6. **Resolution on increasing the number of members of the Supervisory Board and elections to the Supervisory Board**

Explanatory note:

No proposed resolution is submitted under this agenda item, as any increase in the number of members of the Supervisory Board and elections to the Supervisory Board are intended to take place at a later date.

7. **Resolution on (a) increasing the share capital from corporate funds from EUR 110,881 by EUR 1,552,334 to EUR 1,663,215 without issuing new shares pursuant to the provisions of the Capital Adjustment Act (KapBG), (b) a share split at a ratio of 1:15, increasing the number of shares to 1,663,215, with each no-par value share continuing to represent a pro-rata amount of EUR 1 in the share capital, and (c) amending Article 3 (Share Capital, Shares) of the Articles of Association**

The Executive Board and the Supervisory Board propose that the Annual General Meeting adopt the following resolution:

a. The share capital of the Company shall be increased from corporate funds pursuant to the provisions of the Capital Adjustment Act, from currently EUR 110,881 by EUR 1,552,334 to EUR 1,663,215, by converting a corresponding portion of the Company's restricted capital reserves. The capital increase from corporate funds shall be implemented without issuing new shares; the pro-rata amount of the share capital attributable to each individual no-par *value share shall increase in proportion to the approved capital increase relative to the existing share capital.*

b. For the purpose of facilitating the tradability of the shares, a share split at a ratio of 1:15 shall be approved, increasing the number of shares from 110,881 to 1,663,215; as a result of the capital increase pursuant to resolution item a., each no-par value share shall continue to represent a pro-rata amount of EUR 1 in the share capital.

c. Article 3(1) of the Articles of Association (Share Capital, Shares) shall be amended accordingly upon registration of the implementation of the capital increase in the Commercial Register and shall thereafter read as follows:

"The share capital of the Company amounts to EUR 1,663,215. It is divided into 1,663,215 no-par value bearer shares, each no-par value share participating in the share capital to the same extent."

d. As a result of the increase in share capital, Article 3(8) and (9) of the Articles of Association shall be adjusted pursuant to Section 5(3) KapBG and shall read as follows:

Article 3(8) of the Articles of Association:

"Pursuant to Section 159(2)(1) AktG, the share capital of the Company is conditionally increased by up to EUR 768,495 through the issue of up to 768,495 new no-par value bearer shares to creditors of convertible bonds, for the issue of which the Executive Board was authorised by the General Meeting of 30 April 2025 (Conditional Capital 2025). The capital increase may only be implemented to the extent that creditors of convertible bonds exercise their subscription or conversion right to shares in the Company or that those who are obliged to subscribe or convert fulfil their obligation to subscribe or convert, and the Executive Board resolves to satisfy such convertible bonds with new shares. The issue price and conversion ratio shall be determined on the basis of recognised financial mathematical methods and the market price of the Company's ordinary shares in a recognised price-setting procedure (basis for calculating the issue price). The issue price may not be below the pro-rata amount of the share capital. The newly issued shares from the conditional capital increase shall carry full dividend entitlement for the entire financial year in which they are issued. The Executive Board is authorised, subject to the approval of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase. The Supervisory Board is authorised to amend the wording of the Articles of Association in accordance with the respective issue of subscription shares. The same shall apply in the event that the authorisation to issue convertible bonds is not exercised after the expiry of the authorisation period and in the event that the conditional capital is not utilised after the expiry of the periods under the terms and conditions of the convertible bonds."

Article 3(9) of the Articles of Association:

“The aggregate number of subscription shares currently or potentially to be issued under the terms and conditions of the 2025 Convertible Bond/Conditional Capital 2025 and the number of shares to be issued from Authorised Capital 2025 may not exceed 768,495 shares (quantitative determination of the authorisations under Article 3(7) and (8)), whereby the subscription and/or conversion right of the holders of the 2025 Convertible Bond must in any event be preserved.”

e. The Supervisory Board is authorised to amend the wording of the Articles of Association to reflect the approved new amount of share capital, insofar as this concerns only the numerical implementation of this resolution.

f. This resolution is based on the adopted annual financial statements as at 31 December 2025. Such annual financial statements are accompanied by an unqualified audit opinion of the auditor. The capital increase shall take effect retroactively as of 1 January 2026.

g. The Executive Board is authorised and instructed, subject to the approval of the Supervisory Board, to take all measures necessary to implement this resolution, in particular to apply for registration of the capital increase and the corresponding amendment to the Articles of Association in the Commercial Register.

Explanatory note:

Pursuant to Section 5(3) KapBG, the outstanding Conditional Capital 2025 increases in the same ratio as the share capital. If the conditional capital has been approved for the purpose of granting conversion rights to creditors of convertible bonds, a special reserve must be formed to cover the difference between the issue price of the bonds and the higher minimum issue price of the subscription shares to be granted for them, unless additional payments by those entitled to convert have been agreed.

8. Resolution on (a) creating new authorised capital pursuant to Section 169 AktG against cash and/or non-cash contributions, including a partial exclusion of subscription rights (direct exclusion), and authorising the exclusion of shareholders’ subscription rights (“Authorised Capital 2026”) while revoking Authorised Capital 2025, and (b) amending Article 3 (Share Capital, Shares) of the Articles of Association

The Executive Board and the Supervisory Board propose that the Annual General Meeting adopt the following resolution:

a. The existing Authorised Capital 2025 pursuant to Article 3(7) of the Articles of Association shall be revoked to the extent not utilised.

b. Until 13 September 2031, the Executive Board is authorised, pursuant to Section 169 AktG and subject to the approval of the Supervisory Board, to increase the Company’s share *capital by up to EUR 831,607, also in several tranches, against cash and/or non-cash contributions, by issuing up to 831,607 new bearer no-par value shares at a minimum issue price of EUR 1 per share (pro-rata amount of share capital per share), and to determine, in agreement with the Supervisory Board, the issue price, the terms of issue and further details of the capital increase ("Authorised Capital 2026").*

c. <u>Alternative proposed resolution to resolution item b., if the proposed resolution under agenda item 7 is rejected:</u> Until 13 September 2031, the Executive Board is authorised, pursuant to Section 169 AktG and subject to the approval of the Supervisory Board, to increase the Company's share capital by up to EUR 55,440, also in several tranches, against cash and/or non-cash contributions, by issuing up to 55,440 new bearer no-par value shares at a minimum issue price of EUR 1 per share (pro-rata amount of share capital per share), and to determine, in agreement with the Supervisory Board, the issue price, the terms of issue and further details of the capital increase ("Authorised Capital 2026").

d. Shareholders shall generally be granted subscription rights to the new shares issued under Authorised Capital 2026. The statutory subscription right may be granted indirectly by having a credit institution or a consortium of credit institutions underwrite the capital increase with the obligation to offer the shares to shareholders in accordance with their subscription rights (indirect subscription right pursuant to Section 153(6) AktG).

e. The statutory subscription right of shareholders to the new shares issued under Authorised Capital 2026 shall be excluded in an aggregate amount of up to 10% of the Company's share capital existing at the time of registration of the resolution of the Annual General Meeting granting Authorised Capital 2026, if and insofar as this authorisation is used:

1. *by issuing shares against cash contributions in order to satisfy overallotment options (greenshoe options) granted to the issuing banks in connection with the placement of new shares in the Company; and/or*

2. *by issuing shares against cash contributions in one or more tranches in order to secure rapid and flexible short-term fundraising, where necessary in the Company's interest, to strengthen the equity base, cover short-term liquidity requirements and/or finance new projects and/or continue existing projects, in particular by means of an accelerated bookbuilding procedure or another form of private placement.*

f. In addition to the above cases of direct exclusion of the statutory subscription right, the Executive Board is further authorised, subject to the approval of the Supervisory Board, to exclude the statutory subscription right to new shares issued under Authorised Capital 2026 if and insofar as:

1. *the capital increase is implemented against non-cash contributions, in particular contributions of enterprises, businesses, parts of businesses or interests in one or more companies in Austria or abroad, or other assets (e.g., patents); and/or*
2. *the capital increase is implemented against cash contributions and the pro-rata share of the Company's share capital attributable to shares issued against cash contributions excluding subscription rights does not exceed, in aggregate, 10% of the Company's share capital existing at the time of registration of the resolution of the Annual General Meeting granting Authorised Capital 2026.*

a. The Executive Board may, in each case at its own due discretion and taking into account the interests of the Company, make use of the possibility to issue shares subject to the direct exclusion of the statutory subscription right and of the authorisation to exclude the statutory subscription right.

b. The Supervisory Board is authorised to resolve amendments to the Articles of Association resulting from the issue of shares from Authorised Capital 2026.

c. Article 3(7) of the Articles of Association shall be revoked and replaced with a new paragraph 7, which has the same wording as the resolution adopted under item b) of this agenda item, with the following addition: The statutory subscription right may be granted indirectly by having a credit institution or a consortium of credit institutions underwrite the capital increase with the obligation to offer the shares to shareholders in accordance with their subscription rights (indirect subscription right). The statutory subscription right of shareholders shall be excluded in an aggregate amount of up to 10% of the share capital existing at the time of registration of the resolution (direct exclusion), where the capital increase is implemented (i) to satisfy overallotment options (greenshoe options), or (ii) against cash contributions to strengthen the equity base, cover short-term liquidity requirements or finance or continue projects, in particular by means of an accelerated bookbuilding procedure or a private placement. In addition, the Executive Board is authorised, subject to the approval of the Supervisory Board, to exclude subscription rights where (i) the capital increase is implemented against non-cash contributions, in particular contributions of enterprises, businesses, parts of businesses, interests or other assets, or (ii) the capital increase is implemented against cash contributions and the 10% threshold of the share capital is not exceeded. The Executive Board may, at its own due discretion and taking into account the interests of the Company, make use of these authorisations. The Supervisory Board is authorised to resolve amendments to the Articles of Association resulting from the issue of shares from authorised capital.

Explanatory note:

Most recently, on 30 April 2025, the General Meeting approved authorised capital and authorised the Executive Board, pursuant to Section 169 AktG and subject to the approval of the Supervisory Board, to increase the Company's share capital within five years from registration of the General Meeting resolution in the Commercial Register by up to EUR 51,233, also in several tranches, against cash and/or non-cash contributions, by issuing up to 51,233 new bearer no-par value shares at a minimum issue price of EUR 1 per share (pro-rata amount of share capital per share), and to determine the issue price, the terms of issue and further details of the capital increase in agreement with the Supervisory Board ("Authorised Capital 2025"). As evident from Article 3(7) of the Articles of Association, the Company utilised Authorised Capital 2025 by resolution of the Executive Board of 27 April 2026 and following approval by the Supervisory Board of the Company on 13/15/17/18 May 2026, by issuing 838 shares, corresponding to 0.76% of the Company's share capital at that time, thereby increasing the share capital by EUR 838 to EUR 110,881.

Authorised Capital 2025 is now to be revoked and new authorised capital in an amount of up to 50% of the share capital is to be created. The Company is to remain focused on its operating business, and any necessary short-term capital raising for operational measures and to meet any necessary short-term liquidity requirements of the Company is to be secured. For this reason, the Executive Board, subject to the approval of the Supervisory Board, is to be authorised to exclude shareholders' subscription rights in an amount of up to 10% of the share capital existing at the time the Annual General Meeting adopts the resolution, or the Annual General Meeting is to approve a partial direct exclusion of subscription rights.

The legally permissible amount of authorised capital differs depending on whether the proposed resolution under agenda item 7 is adopted or rejected. Accordingly, two alternative proposed resolutions, b. and c., have been submitted.

9. Resolution on authorising the Executive Board to issue financial instruments within the meaning of Section 174 AktG, in particular convertible bonds, profit-participation bonds or participation certificates, which may also grant subscription and/or conversion rights to acquire shares in the Company, including a partial exclusion of subscription rights (direct exclusion) and authorisation to exclude shareholders' subscription rights to such financial instruments

The Executive Board and the Supervisory Board propose that the Annual General Meeting adopt the following resolution:

a. The authorisation of the Executive Board to issue convertible bonds, including a partial exclusion of subscription rights, approved under agenda item one at the Extraordinary General Meeting of 30 April 2025, shall be revoked to the extent not utilised. At the same time, the Executive Board is authorised, pursuant to Section 174(2) AktG and until 13 September 2031, subject to the approval of the Supervisory Board, to issue financial instruments, i.e., convertible bonds, profit-participation bonds or participation certificates, which may provide for subscription for and/or conversion into shares in the Company and which grant or provide for a subscription and/or conversion right or a subscription or conversion obligation in respect *of up to 831,607 new bearer no-par value shares (ordinary shares) in the Company with a total pro-rata amount of share capital of up to EUR 831,607, also in several tranches and in different combinations. The financial instruments may be structured so that they are recognised as debt or equity.*

b. Alternative proposed resolution to resolution item a., if the proposed resolution under agenda item 7 is rejected: The authorisation of the Executive Board to issue convertible bonds, including a partial exclusion of subscription rights, approved under agenda item one at the Extraordinary General Meeting of 30 April 2025, shall be revoked to the extent not utilised. At the same time, the Executive Board is authorised, pursuant to Section 174(2) AktG and until 13 September 2031, subject to the approval of the Supervisory Board, to issue financial instruments, i.e., convertible bonds, profit-participation bonds or participation certificates, which may provide for subscription for and/or conversion into shares in the Company and which grant or provide for a subscription and/or conversion right or a subscription or conversion obligation in respect of up to 55,440 new bearer no-par value shares (ordinary shares) in the Company with a total pro-rata amount of share capital of up to EUR 55,440, also in several tranches and in different combinations. The financial instruments may be structured so that they are recognised as debt or equity.

c. To satisfy the subscription and/or conversion rights or subscription or conversion obligations arising from the financial instruments, the Executive Board may use conditional capital, treasury shares, or a combination of conditional capital and treasury shares, as well as any other permissible method of delivery.

The issue price and the terms of issue of the financial instruments (in particular: interest, term, ranking, including subordination, denomination, anti-dilution protection, conversion modalities, in particular conversion rights and/or conversion obligations, conversion price, conversion ratio and conversion and/or subscription terms and/or obligations, option of cash settlement, etc.) shall be determined by the Executive Board subject to the approval of the Supervisory Board. The price of the financial instruments shall be determined using customary market calculation methods and the stock exchange price of the Company's existing shares in a customary market price-setting procedure. The issue price may not be below the pro-rata amount of the share capital.

Shareholders shall generally have subscription rights to the financial instruments. The statutory subscription right may be granted indirectly by having a credit institution or a consortium of credit institutions underwrite the financial instruments with the obligation to offer them to shareholders in accordance with their subscription rights (indirect subscription right).

d. The statutory subscription right of shareholders shall be excluded (direct exclusion of the statutory subscription right) if and insofar as this authorisation is used by issuing financial instruments which grant subscription and/or conversion rights in respect of up to 166,321 *shares in aggregate, provided that direct exclusions of statutory subscription rights under this agenda item 9 (Financial Instruments) and direct exclusions of statutory subscription rights under agenda item 8 (Authorised Capital 2026) may not exceed an aggregate nominal amount of EUR 166,321 or 166,321 shares to be issued.*

e. Alternative proposed resolution to resolution item d., if the proposed resolution under agenda item 7 is rejected: The statutory subscription right of shareholders shall be excluded (direct exclusion of the statutory subscription right) if and insofar as this authorisation is used by issuing financial instruments which grant subscription and/or conversion rights in respect of up to 11,088 shares in aggregate, provided that direct exclusions of statutory subscription rights under this agenda item 9 (Financial Instruments) and direct exclusions of statutory subscription rights under agenda item 8 (Authorised Capital 2026) may not exceed an aggregate nominal amount of EUR 11,088 or 11,088 shares to be issued.

f. The Executive Board is further authorised, subject to the approval of the Supervisory Board, to exclude shareholders' subscription rights to the financial instruments pursuant to Section 174(4) AktG.

g. The Executive Board may, in each case at its own due discretion and taking into account the interests of the Company, make use of the possibility to issue financial instruments within the meaning of Section 174 AktG that are subject to the direct exclusion of the statutory subscription right pursuant to resolution item d. of this agenda item 9 and/or of the authorisation to exclude the statutory subscription right pursuant to resolution item f. of this agenda item 9.

Explanatory note:

The issuance of convertible bonds, profit-participation bonds or participation certificates which may provide for subscription for and/or conversion into shares in the Company (together, the "Financial Instruments") represents an alternative to a cash capital increase, offering the Company additional financing flexibility and, from the perspective of the Company - and therefore of its shareholders - usually a significantly more cost-effective alternative to a conventional bond. Convertible bonds and the other Financial Instruments also provide the Company with an appropriate means of keeping its cost of capital low. The authorisation to issue Financial Instruments within the meaning of Section 174 AktG is intended in particular to enable the Company, as part of active management of its capital structure, to use additional forms of financing and to benefit from financing conditions that are generally more favourable than those applicable to conventional pure debt instruments (loan financing, bonds).

At the time of publication of these proposed resolutions, the Company has issued a total of 110,881 shares. However, Financial Instruments may only be issued under this authorisation if the aggregate of (i) the new shares for which conversion and/or subscription rights are granted under such Financial Instruments and (ii) the shares to be issued from the authorised capital to be approved under agenda item 8 of the Annual General Meeting of 14 September 2026 does not exceed the number of shares approved under agenda item 8. This is intended to prevent any further dilution of shareholders' interests beyond the authorised capital to be approved under agenda item 8 of the Annual General Meeting of 14 September 2026.

The amount of future share capital differs depending on whether the proposed resolution under agenda item 7 is adopted or rejected. For this reason, alternative resolution items b. and e. have been included for resolution items a. and d., respectively, in order to ensure alignment.

10. Resolution on (a) amending Conditional Capital 2025; and (b) amending Article 3 (Share Capital, Shares) of the Articles of Association

The Executive Board and the Supervisory Board propose that the Annual General Meeting adopt the following resolution:

a. The conditional increase of the share capital pursuant to Section 159(2)(1) AktG for the issue of shares to creditors of convertible bonds (Conditional Capital 2025), approved under agenda item 2 at the Extraordinary General Meeting of 30 April 2025, shall be amended so that Conditional Capital 2025 also authorises the issue of shares to creditors of financial instruments within the meaning of Section 174 AktG, as approved at the Annual General Meeting on 14 September 2026.

b. Article 3(8) of the Articles of Association shall be amended subject to the condition precedent of registration of the capital increase from corporate funds pursuant to agenda item 7 of the Annual General Meeting of 14 September 2026, so that it shall read as follows:

"Pursuant to Section 159(2)(1) AktG, the share capital of the Company is conditionally increased by up to EUR 831,607 through the issue of up to 831,607 new bearer no-par value shares to creditors of convertible bonds, for the issue of which the Executive Board was authorised by the General Meeting of 30 April 2025 and the Annual General Meeting of 14 September 2026 (Conditional Capital 2025). The capital increase may only be implemented to the extent that creditors of convertible bonds exercise their subscription or conversion right to shares in the Company or that those who are obliged to subscribe or convert fulfil their obligation to subscribe or convert, and the Executive Board resolves to satisfy such convertible bonds with new shares. The issue price and conversion ratio shall be determined on the basis of recognised financial mathematical methods and the market price of the Company's ordinary shares in a recognised price-setting procedure (basis for calculating the issue price). The issue price may not be below the pro-rata amount of the share capital. The newly issued shares from the conditional capital increase shall carry full dividend entitlement for the entire financial year in which they are issued. The Executive Board is authorised, subject to the approval of the Supervisory Board, to determine the further details of the

implementation of the conditional capital increase. The Supervisory Board is authorised to amend the wording of the Articles of Association in accordance with the respective issue of subscription shares. The same shall apply in the event that the authorisation to issue convertible bonds is not exercised after the expiry of the authorisation period and in the event that the conditional capital is not utilised after the expiry of the periods under the terms and conditions of the convertible bonds."

c. <u>Alternative proposed resolution to resolution item b., if the proposed resolution under agenda item 7 of the Annual General Meeting of 14 September 2026 is rejected and the condition precedent can therefore not occur:</u> Article 3(8) of the Articles of Association shall be amended to read as follows:

"Pursuant to Section 159(2)(1) AktG, the share capital of the Company is conditionally increased by up to EUR 55,440 through the issue of up to 55,440 new bearer no-par value shares to creditors of convertible bonds, for the issue of which the Executive Board was authorised by the General Meeting of 30 April 2025 and the Annual General Meeting of 14 September 2026 (Conditional Capital 2025). The capital increase may only be implemented to the extent that creditors of convertible bonds exercise their subscription or conversion right to shares in the Company or that those who are obliged to subscribe or convert fulfil their obligation to subscribe or convert, and the Executive Board resolves to satisfy such convertible bonds with new shares. The issue price and conversion ratio shall be determined on the basis of recognised financial mathematical methods and the market price of the Company's ordinary shares in a recognised price-setting procedure (basis for calculating the issue price). The issue price may not be below the pro-rata amount of the share capital. The newly issued shares from the conditional capital increase shall carry full dividend entitlement for the entire financial year in which they are issued. The Executive Board is authorised, subject to the approval of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase. The Supervisory Board is authorised to amend the wording of the Articles of Association in accordance with the respective issue of subscription shares. The same shall apply in the event that the authorisation to issue convertible bonds is not exercised after the expiry of the authorisation period and in the event that the conditional capital is not utilised after the expiry of the periods under the terms and conditions of the convertible bonds."

<u>Explanatory note:</u>

The authorisation of the Executive Board concerning the conditional increase of share capital pursuant to Section 159(2)(1) AktG is to be extended. The extension concerns the possible purposes and is intended to create additional flexibility for the Executive Board in using and satisfying such Financial Instruments.

11. Resolution on remuneration of members of the Supervisory Board for the 2027 financial year

The Supervisory Board proposes that the Annual General Meeting, in accordance with Article 12 of the Articles of Association and Section 98 AktG, determine the remuneration of the members of the Supervisory Board elected by the Annual General Meeting for the 2027 financial year as follows:

Remuneration of Supervisory Board members:

- EUR 45,000 per annum for the Chair of the Supervisory Board.
- EUR 32,500 per annum for the Deputy Chair of the Supervisory Board.
- EUR 17,500 per annum for each further member of the Supervisory Board.

The remuneration shall become payable as follows:

- 25% after the end of the first quarter of 2027.
- 25% after the end of the second quarter of 2027.
- 25% after the end of the third quarter of 2027.
- 25% after the end of the fourth quarter of 2027.

If a member of the Supervisory Board has not served on the body throughout the entire financial year, remuneration shall be granted pro rata, calculated on the basis of completed months of membership. Remuneration shall likewise be apportioned pro rata, calculated on the basis of completed months, in the event of a change of the Chair or Deputy Chair of the Supervisory Board.

The members of the Supervisory Board are covered by a directors' and officers' liability insurance maintained by the Company in the Company's interest for corporate bodies and certain executives (D&O insurance). Coverage is customary and appropriate in terms of amount, scope and extended reporting period. The premiums are paid by the Company. The members of the Supervisory Board are also entitled to reimbursement of reasonable expenses.

12. Resolution on amending Article 2 (Corporate Purpose), Article 3 (Share Capital, Shares), Article 5 (Executive Board; Representation of the Company), Article 8 (Supervisory Board), Article 9 (Supervisory Board; Chair and Deputy Chair), Article 10 (Supervisory Board; Meetings, Resolutions), Article 12 (Supervisory Board; Reimbursement of Expenses), Article 13 (Annual General Meeting; Convening), Article 14 (Annual General Meeting; Attendance), Article 17 (Annual Financial Statements, Executive Report) and Article 19 (Publications; Communication) of the Articles of Association

In addition to the amendments to the Articles of Association set out above, the Executive Board and the Supervisory Board propose that the Annual General Meeting adopt the following resolution:

The Articles of Association shall be amended in Article 2 (Corporate Purpose), Article 3 (Share Capital, Shares), Article 5 (Executive Board; Representation of the Company), Article 8 (Supervisory Board), Article 9 (Supervisory Board; Chair and Deputy Chair), Article 10 (Supervisory Board; Meetings, Resolutions), Article 12 (Supervisory Board; Reimbursement of Expenses), Article 13 (Annual General Meeting; Convening), Article 14 (Annual General Meeting; Attendance), Article 17 (Annual Financial Statements, Management Report) and Article 19 (Publications; Communication), so that these provisions shall henceforth read as follows:

Existing provision of the Articles of Association	*Future provision of the Articles of Association*
Article 2(1)(b): "the design and development of facilities for the use of insects for the production and processing of animal proteins, fats and fertilisers and their by-products, as well as the construction, distribution and operation of such facilities"	*Article 2(1)(b): "the design and development of facilities for the use of insects for the production and processing of animal proteins, fats and fertilisers and their by-products, as well as the construction, distribution and operation of such facilities"*
Article 2(1)(e): "the future overall management of the REPLOID Group and group coordination, in particular with regard to strategic corporate planning, investment policy, human resources and legal affairs, finance, accounting and taxation, controlling, research and development, public relations and investment policy."	*Article 2(1)(e): "the future overall management of the REPLOID Group and group coordination, in particular with regard to strategic corporate planning, investment policy, human resources and legal affairs, finance, accounting and taxation, controlling, research and development, public relations and investment policy."*
Article 3(3): "The shares are intended to be admitted to trading on a multilateral trading facility (Section 1(24) WAG 2018) within the meaning of Section 10(1)(3) AktG. Prior to inclusion in a multilateral trading facility, the provisions governing registered shares shall apply mutatis mutandis to the Company's bearer shares."	*Deleted without replacement.*

Article 3(4): "Until inclusion in a multilateral trading facility, all shares shall be entered in the Company's share register. For entry in the share register, shareholders shall notify the Company, in particular, where they are natural persons, of their name, address relevant for service and date of birth; where they are legal entities, of their company name, address relevant for service, where applicable the register and number under which the legal entity is registered in its home state; and in every case, of the number of shares and/or share numbers held, a bank account in the shareholder's name with a credit institution within the meaning of Section 10a(1) AktG to which all payments are to be made, and, where shares belong to a person other than the person entered in the share register, the aforementioned details also with respect to every such other person unless the shareholder is a credit institution within the meaning of Section 10a(1) AktG. Email addresses and any changes thereto should also be provided to facilitate communication. Until the Company's shares are traded on a multilateral trading facility, only persons entered as shareholders in the share register shall be regarded as shareholders vis-à-vis the Company."	*Deleted without replacement.*
Article 5(1): "If the Executive Board consists of more than one person, the Company shall be represented jointly by two members of the Executive Board or by one member of the Executive Board jointly with an authorised signatory. If only one member of the Executive Board is appointed, that member shall represent the Company alone."	*Article 5(1): "If the Executive Board consists of more than one person, the Company shall be represented jointly by two members of the Executive Board or by one member of the Executive Board jointly with an authorised signatory. If, in exceptional cases, only one member of the Executive Board is in office, that member shall represent the Company alone."*
Article 8(1): "The Supervisory Board shall consist of at least three and no more than eleven members elected by the General Meeting, and members delegated pursuant to Section 110(1) ArbVG."	*Article 8(1): "The Supervisory Board shall consist of at least three and no more than ten members elected by the General Meeting, and members delegated pursuant to Section 110(1) ArbVG."*

Article 8(4): "If a member of the Supervisory Board is elected by an extraordinary general meeting, that member's first term of office shall end at the close of the next Annual General Meeting."	*Article 8(4): "If a member of the Supervisory Board is elected by an extraordinary general meeting, that member's first term of office shall end at the close of the next Annual General Meeting."*
Article 9(2): "If no person obtains an absolute majority in an election, a runoff election shall be held between the persons receiving the highest number of votes. If the runoff election results in a tie, the decision shall be made by drawing lots."	*Article 9(2): "If no person obtains an absolute majority in an election, a runoff election shall be held between the two persons receiving the highest number of votes. If the runoff election results in a tie, the decision shall be made by drawing lots."*
Article 10(2): "Meetings of the Supervisory Board shall be convened by the Chair and, if the Chair is unable to act, by the Deputy Chair, by registered letter, fax, email or courier, stating the time, place and agenda. Notice shall be given at least fourteen days between the convening and the day of the Supervisory Board meeting, to the address, fax number or email address most recently notified to the Company by the Supervisory Board members. In urgent cases, the Chair may shorten this period."	*Article 10(2): "Meetings of the Supervisory Board shall be convened by the Chair and, if the Chair is unable to act, by the Deputy Chair, by registered letter, fax, email or courier, stating the time, venue and agenda. Notice shall be given at least fourteen days between the convening and the day of the Supervisory Board meeting, to the address, fax number or email address most recently notified to the Company by the Supervisory Board members. In urgent cases, the Chair may shorten this period."*
Not applicable	*Article 10(4) (newly inserted; subsequent numbering adjusted accordingly): "Meetings of the Supervisory Board may also be held virtually or in hybrid form using means of remote communication that permit an optical and acoustic real-time two-way connection."*
Article 10(4): "The Supervisory Board has a quorum if all members of the Supervisory Board have been duly invited and at least three Supervisory Board members, including the Chair or the first Deputy Chair, are personally present. Supervisory Board meetings shall be chaired by the Chair or, if the Chair is unable to act, by the Deputy Chair."	*Article 10(5): "The Supervisory Board has a quorum if all members of the Supervisory Board have been duly invited and at least three Supervisory Board members, including the Chair or the first Deputy Chair, participate in the meeting. Supervisory Board meetings shall be chaired by the Chair or, if the Chair is unable to act, by the Deputy Chair."*

Article 10(6): "A member of the Supervisory Board may authorise another member of the Supervisory Board in writing to represent them at an individual meeting and may exercise their voting right in writing, by fax or by email. The represented Supervisory Board member shall not be counted when determining the quorum of a meeting within the meaning of Article 10(4). The right to chair a meeting may not be transferred."	*Article 10(7): "A member of the Supervisory Board may authorise another member of the Supervisory Board in writing to represent them at an individual meeting and may exercise their voting right in writing, by fax or by email. The represented Supervisory Board member shall not be counted when determining the quorum of a meeting within the meaning of Article 10(5). The right to chair a meeting may not be transferred."*
Article 10(8): "Resolutions may also be adopted in writing (by letter, fax, email or telephone) without a meeting if the Chair or, if the Chair is unable to act, the Deputy Chair orders such procedure and no member of the Supervisory Board expressly objects to this procedure by declaration to the Chair or, if the Chair is unable to act, to the Deputy Chair, within six working days of receipt of the circular resolution. The provisions of Article 10(5) shall apply mutatis mutandis to written voting. Representation within the meaning of Article 10(6) shall not be permitted in this case."	*Article 10(9): "Resolutions may also be adopted in writing (by letter, fax, email or telephone) without a meeting if the Chair or, if the Chair is unable to act, the Deputy Chair orders such procedure and no member of the Supervisory Board expressly objects to this procedure by declaration to the Chair or, if the Chair is unable to act, to the Deputy Chair, within six working days of receipt of the circular resolution. The provisions of Article 10(6) shall apply mutatis mutandis to written voting. Representation within the meaning of Article 10(7) shall not be permitted in this case."*
Article 12(1): "The members of the Supervisory Board elected by the General Meeting shall be entitled to appropriate remuneration for their activities, determined annually by the General Meeting. The General Meeting may resolve that remuneration for a financial year be granted in advance and determine the due dates. Members of the Supervisory Board are also entitled to reimbursement of their cash expenses."	*Article 12(1): "The members of the Supervisory Board elected by the General Meeting shall be entitled to appropriate remuneration for their activities, determined annually by the General Meeting. The General Meeting may resolve that remuneration for a financial year be granted in advance and determine the due dates. Members of the Supervisory Board are also entitled to reimbursement of their documented cash expenses."*
Article 12(3): "If a member of the Supervisory Board begins or ends their office during the financial year, remuneration shall be granted pro rata."	*Article 12(3): "If a member of the Supervisory Board begins or ends their office during the financial year, remuneration shall be granted pro rata."*
Article 12(4): "Members of the Supervisory Board are included in a financial-loss liability insurance policy maintained by the Company in an appropriate amount and in the Company's interest for corporate bodies and certain executives (Directors & Officers insurance). The premiums are paid by the Company."	*Article 12(4): "Members of the Supervisory Board are included in a financial-loss liability insurance policy maintained by the Company in an appropriate amount and in the Company's interest for corporate bodies and certain executives (Directors & Officers insurance). The premiums are paid by the Company."*

Article 13(4): "The Executive Board is authorised, subject to the approval of the Supervisory Board, to provide in the notice convening the General Meeting that the General Meeting shall be broadcast in real time, wholly or partly by audio and, where appropriate, video, for shareholders not present (broadcast of the General Meeting, Section 102(4), first sentence, AktG). If the Executive Board makes use of this authorisation, the respective details shall be stated in the notice convening the meeting."	*Article 13(4): "The Executive Board shall decide on the form in which the General Meeting is held. It may be held (i) with the physical presence of participants (physical general meeting), (ii) without the physical presence of participants (virtual general meeting), either as a simple or moderated virtual meeting, or (iii) as a general meeting at which each participant may choose between physical and virtual attendance (hybrid general meeting). Holding the General Meeting in virtual or hybrid form (cases (ii) and (iii)) requires the approval of the Supervisory Board. If the General Meeting is convened by the Supervisory Board, the decision on the form in which it is held shall be left to the Supervisory Board."*
Article 14(1): "The entitlement to attend the General Meeting and exercise shareholder rights to be asserted at the General Meeting shall be determined (i) until inclusion in a multilateral trading facility, by entry in the share register at the beginning of the General Meeting, and (ii) after inclusion in a multilateral trading facility, by share ownership at the end of the tenth day prior to the date of the General Meeting (record date)."	*Article 14(1): "The entitlement to attend the General Meeting and exercise shareholder rights to be asserted at the General Meeting shall be determined by share ownership at the end of the tenth day prior to the date of the General Meeting (record date)."*
Article 14(2): "Shareholders wishing to attend the General Meeting and exercise their voting rights must provide evidence of their shareholding as of the record date to the Company, provided that the Company is included in a multilateral trading facility."	*Article 14(2): "Shareholders wishing to attend the General Meeting and exercise their voting rights must provide evidence of their shareholding as of the record date to the Company."*
Article 14(5): "Members of the Executive Board and the Supervisory Board may participate in the General Meeting by means of an optical and/or acoustic two-way connection."	*Article 14(5): "Members of the Executive Board and the Supervisory Board may also participate in the General Meeting by means of an optical and/or acoustic two-way connection."*
Article 17(1): "Within the first five months of the financial year, the Executive Board shall submit to the Supervisory Board the documents pursuant to Section 222(1) UGB for the preceding financial year, where applicable a proposal for the appropriation of profits, and any separate non-financial report."	*Article 17(1): "Within the first five months of the financial year, the Executive Board shall submit to the Supervisory Board the documents pursuant to Section 222(1) UGB for the preceding financial year and, where applicable, a proposal for the appropriation of profits."*

Article 17(4): "Within the first eight months of the financial year, the Annual General Meeting shall resolve on the appropriation of the distributable profit, the granting of discharge to the members of the Executive Board and the Supervisory Board for the preceding financial year, the appointment of the auditors and, in the cases provided by law, the adoption of the annual financial statements. The Annual General Meeting is authorised to exclude the distribution of distributable profit in whole or in part. The Executive Board shall make the amendments to the annual financial statements required as a result."	*Article 17(4): "Within the first eight months of the financial year, the Annual General Meeting shall resolve on the appropriation of the distributable profit, the granting of discharge to the members of the Executive Board and the Supervisory Board for the preceding financial year, the appointment of the auditors and, in the cases provided by law, the adoption of the annual financial statements. The Annual General Meeting is authorised to exclude the distribution of distributable profit in whole or in part. The Executive Board shall make the amendments to the annual financial statements required as a result."*
Article 19: "Publications, Communication"	*Article 19: "Communication between Shareholders and the Company"*
Article 19(1): "The Company's publications shall be made, where mandatorily required by law, in the Federal Electronic Announcement and Information Platform (EVI). Otherwise, announcements by the Company shall be made in accordance with the applicable legal provisions."	*Article 19(1): "The Company's publications shall be made on the Company's website and, where mandatorily required by law, in the Federal Electronic Announcement and Information Platform (EVI). Otherwise, announcements by the Company shall be made in accordance with the applicable legal provisions."*
Article 19(2): "Unless written form is mandatorily required by law, proposed resolutions, statements of reasons and other declarations to the Company, in particular shareholder requests including annexes in connection with Section 109 AktG and deposit confirmations within the meaning of Section 10a(3) AktG, shall be submitted in text form exclusively to the fax number or email address published on the Company's website under 'Investors' or 'Investor Relations'. The declaration must be contained in a document or another manner suitable for permanent reproduction in characters, identify the person making the declaration and make the conclusion of the declaration recognisable by reproduction of a signature or otherwise, e.g., by adding the name."	*Article 19(2): "Unless written form is mandatorily required by law, proposed resolutions, statements of reasons and other declarations to the Company shall be submitted in text form exclusively to the contact address published on the Company's website under 'Investors' or 'Investor Relations'."*

Article 19(4): "Following inclusion in a multilateral trading facility, deposit confirmations shall be accepted exclusively in German and English. The notice convening the General Meeting may provide for deposit confirmations to be transmitted by fax or email, whereby the electronic format may be specified in more detail in the notice convening the meeting. The Company is not obliged to verify the accuracy of the deposit confirmations."	*Article 19(4): "Deposit confirmations shall be accepted exclusively in German and English. The notice convening the General Meeting may provide for deposit confirmations to be transmitted by fax or email, whereby the electronic format may be specified in more detail in the notice convening the meeting. The Company is not obliged to verify the accuracy of the deposit confirmations."*

Explanatory note:

Regarding the amendment to Articles 3(3) and (4), 14(1) and (2), and 19(4) of the Articles of Association:

These provisions referred to the intended inclusion of the shares in a multilateral trading facility and are therefore to be deleted or amended.

Regarding the amendment to Article 8(1) of the Articles of Association:

It is intended to reduce the maximum number of Supervisory Board members to ten.

Regarding the amendment to Article 10 of the Articles of Association:

It is intended to afford the Supervisory Board additional flexibility in connection with holding Supervisory Board meetings.

Regarding the amendment to Article 13(4) of the Articles of Association:

It is intended to enable the Executive Board to hold the General Meeting as a virtual or hybrid meeting in accordance with the provisions of the Virtual Shareholders' Meetings Act (VirtGesG).

Regarding the amendment to Article 19(1) and (2) of the Articles of Association:

It is intended to regulate communication between shareholders and the Company differently.

Regarding the amendments to Articles 2, 5, 8(4), 9, 12, 14(5) and 17 of the Articles of Association:

These amendments are editorial adjustments.

Wels, August 2026

Note:

This is a working translation of the German language version and for convenience only. In the event of conflict with the German language version, the German language version shall prevail.