Report of the Executive Board

of

REPLOID Group AG

pursuant to Sections 170(2) in conjunction with 153(4) of the Austrian Stock Corporation Act (AktG)
(on the exclusion of pre-emptive rights in capital increases from authorised capital)

All members of the Executive Board of REPLOID Group AG, having its registered office in Wels and its business address at Durisolstraße 6, 4600 Wels, registered in the commercial register maintained by the Regional Court of Wels under FN 548666 m (the "**Company**"), hereby submit the following report pursuant to Sections 170(2) in conjunction with 153(4) AktG:

Proposed resolution under Agenda Item 8 of the Company's Annual General Meeting on 14 September 2026

The Executive Board and the Supervisory Board have submitted the following proposed resolution to the Company's Annual General Meeting under Agenda Item 8:

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 with the consent of the Supervisory Board, to increase the Company's share capital by up to EUR 831,607, potentially in several tranches, against cash contributions and/or contributions in kind, by issuing up to 831,607 new no-par value bearer shares at a minimum issue price of EUR 1.00 per share (pro-rata amount of the share capital per share), and to determine the issue amount, the terms and conditions of issue and further details of the capital increase in agreement with the Supervisory Board ("Authorised Capital 2026").

c. Alternative proposed resolution to resolution item b., provided that the proposed resolution under Agenda Item 7 is rejected: Until 13 September 2031, the Executive Board is authorised, pursuant to Section 169 AktG and with the consent of the Supervisory Board, to increase the Company's share capital by up to EUR 55,440, potentially in several tranches, against cash contributions and/or contributions in kind, by issuing up to 55,440 new no-par value bearer shares at a minimum issue price of EUR 1.00 per share (pro-rata amount of the share capital per share), and to determine the issue amount, the terms and conditions of issue *and further details of the capital increase in agreement with the Supervisory Board ("Authorised Capital 2026")*

d. Shareholders shall generally be granted pre-emptive rights with respect to the new shares issued from Authorised Capital 2026, whereby the statutory pre-emptive right may be granted to shareholders in such a manner that the capital increase is underwritten by a credit institution or a syndicate of credit institutions subject to the obligation to offer the shares to shareholders in accordance with their pre-emptive rights (indirect pre-emptive right pursuant to Section 153(6) AktG).

e. The shareholders' statutory pre-emptive rights with respect to the new shares issued from Authorised Capital 2026 are excluded up to an aggregate amount of 10% (ten percent) of the Company's share capital existing at the time of registration of the Annual General Meeting's resolution on the creation of Authorised Capital 2026 (direct exclusion of statutory pre-emptive rights), if and to the extent that the authorisation is utilised

- *i. by issuing shares against cash contributions in order to satisfy over-allotment options (Greenshoe options) granted to the underwriting banks in connection with the placement of new shares in the Company; and/or*

- *ii. by issuing shares against cash contributions in one or more tranche(s), in order to secure, where appropriate and in the interest of the Company, the rapid and flexible raising of funds to strengthen its equity base, cover short-term liquidity requirements and/or commence new projects and/or continue existing projects (in particular by way of an accelerated bookbuilding process or another form of private placement).*

f. In addition to the above cases of direct exclusion of statutory pre-emptive rights, the Executive Board is further authorised, with the consent of the Supervisory Board, to exclude statutory pre-emptive rights with respect to the new shares issued from Authorised Capital 2026 (authorisation to exclude statutory pre-emptive rights), if and to the extent that:

- *i. the capital increase is made against contributions in kind, in particular of companies, businesses, parts of businesses or interests in one or more companies in Austria or abroad, or of other assets (e.g., patents); and/or*

- *ii. the capital increase is made against cash contributions and, in aggregate, the pro-rata portion of the Company's share capital attributable to the shares issued against cash contributions with pre-emptive rights excluded does not exceed 10% (ten percent) of the Company's share capital existing at the time of registration of the Annual General Meeting's resolution on the creation of Authorised Capital 2026.*

g. The Executive Board may, 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 statutory pre-emptive rights and of the authorisation to exclude statutory pre-emptive rights.

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

i. *Article 3(7) of the Company's Articles of Association shall be revoked and replaced by 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 pre-emptive right may be granted to shareholders in such a manner that the capital increase is underwritten by a credit institution or a syndicate of credit institutions subject to the obligation to offer the shares to shareholders in accordance with their pre-emptive rights (indirect pre-emptive right). The shareholders' statutory pre-emptive rights are excluded up to an aggregate amount of 10% (ten percent) of the share capital existing at the time of registration of the resolution (direct exclusion) if the capital increase is made (i) to satisfy over-allotment options (Greenshoe options), or (ii) against cash contributions to strengthen the equity base, cover short-term liquidity requirements or commence or continue projects, in particular by way of an accelerated bookbuilding process or a private placement. In addition, the Executive Board is authorised, with the consent of the Supervisory Board, to exclude pre-emptive rights if (i) the capital increase is made against contributions in kind, in particular of companies, businesses, parts of businesses, participations or other assets, or (ii) the capital increase is made against cash contributions and the 10% threshold of the share capital is not exceeded. The Executive Board may make use of these authorisations at its own due discretion, taking into account the interests of the Company. The Supervisory Board is authorised to resolve amendments to the Articles of Association resulting from the issue of shares from authorised capital.*

In view of the Authorised Capital 2026 to be resolved by the Company's Annual General Meeting on 14 September 2026 under Agenda Item 8, the Executive Board submits the following written

REPORT

1. General

1.1 The Company's share capital currently amounts to EUR 110,881 and is divided into 110,881 no-par value bearer shares, with each no-par value share participating in the share capital to the same extent. The Company's shares are listed in the "direct market plus" market segment of the Vienna MTF (Vienna Stock Exchange).

1.2 Under Agenda Item 7, the Executive Board proposes to the Company's Annual General Meeting on 14 September 2026 that the share capital be increased out of Company funds, in accordance with the provisions of the Austrian Capital Adjustment Act (*Kapitalberichtigungsgesetz*), from EUR 110,881 by EUR 1,552,334 to EUR 1,663,215 and that, in connection therewith, a share split at a ratio of 1:15 be carried out. As a result, the number of shares will increase from 110,881 to 1,663,215, while each no-par value share will continue to represent a pro-rata amount of EUR 1.00 of the share capital. This capital adjustment and share split are intended to improve the tradability of the Company's shares.

1.3 As the authorisation to create the authorised capital proposed under Agenda Item 8 ("**Authorised Capital 2026**") is linked to the share capital existing at the time of registration of the resolution under Agenda Item 8, the relevant amount of Authorised Capital 2026 depends on the outcome of the vote on Agenda Item 7:

1.3.1 If the proposed resolution under Agenda Item 7 is adopted, the share capital at the time of registration of the resolution under Agenda Item 8 will amount to EUR 1,663,215. The Executive Board is therefore to be authorised to increase the share capital by up to EUR 831,607 (approximately 50% of the share capital then existing).

1.3.2 If, however, the proposed resolution under Agenda Item 7 is rejected, the existing share capital of EUR 110,881 will remain unchanged. In that event, the alternative proposal will apply, under which the Executive Board is to be authorised to increase the share capital by up to EUR 55,440 (approximately 50% of the unchanged share capital).

1.4 For this reason, the proposed resolutions under Agenda Item 8 each contain a principal proposal and an alternative proposed resolution, ensuring that, irrespective of the outcome of the vote on Agenda Item 7, authorised capital that is substantively unchanged and limited in amount to approximately 50% of the relevant share capital will be available.

1.5 With respect to resolution item (e) of Agenda Item 8 (*direct exclusion*), the proposed exclusion of pre-emptive rights is linked to a percentage of the share capital existing at the time the resolution is registered in the commercial register. No specific amount is stated for the proposed authorisation to exclude pre-emptive rights under resolution item (f) of Agenda Item 8. Consequently, the following explanations may be understood independently of the resolution outcome under Agenda Item 7.

2. Direct exclusion of statutory pre-emptive rights for capital increases against cash contributions to satisfy over-allotment options (Greenshoe) and to strengthen the equity base, cover short-term liquidity requirements and finance projects

2.1 A direct exclusion of shareholders' pre-emptive rights by the Annual General Meeting means that, if the authorisation to increase the share capital from Authorised Capital

2026 is utilised, no subsequent separate resolution by the Executive Board, with the consent of the Supervisory Board, to exclude pre-emptive rights is required. Accordingly, no separate report on a subsequent exclusion of pre-emptive rights needs to be published. The obligation to publish such an additional report would mean that the Supervisory Board could grant its consent no earlier than two weeks after its publication; this would materially hinder, or even render impossible, the rapid implementation of capital increases against cash contributions, in particular through an accelerated bookbuilding process or another private placement. In particular, there is a risk that, after publication of a report on the planned exclusion of pre-emptive rights, selling pressure on the Company's shares will arise during the minimum two-week period before the Supervisory Board adopts its resolution. This could adversely affect the placability of the shares and the issue amount. This effect can largely be avoided when new shares are issued from authorised capital by making use of the direct exclusion of pre-emptive rights.

2.2 Against the background of the Company's need to be able to carry out cash capital increases flexibly and rapidly, the direct exclusion of statutory pre-emptive rights in the issue of new shares against cash contributions under the authorisation to be resolved by the Company's Annual General Meeting on 14 September 2026 is necessary for the reasons set out below, is in the overriding interest of the Company, objectively justified and appropriate.

2.3 Exclusion of pre-emptive rights for over-allotment options (Greenshoe)

2.3.1 In connection with the placement of new shares in the Company, it is often advantageous to grant over-allotment options (so-called "Greenshoe" options) to the underwriting banks. Over-allotment options are used where an issue of new shares is oversubscribed, i.e., where demand for the shares to be issued exceeds supply. Through over-allotment options, additional shares can be issued on the same terms as those on which the shares issued in the capital increase were issued.

2.3.2 This measure is customary in securities offerings. It serves to stabilise the price performance of the Company's shares following the placement of the new shares and is therefore in the interest of the Company. To serve this purpose, the Executive Board must be able to exclude the existing shareholders' pre-emptive rights for the over-allotment option with the consent of the Supervisory Board, as there is typically no time available for a separate, subsequent resolution of the Supervisory Board to satisfy Greenshoe options.

2.4 Exclusion of pre-emptive rights to strengthen the equity base, cover short-term liquidity requirements and finance projects

2.4.1 The issue of new shares in the Company against cash contributions in one or more tranches, with shareholders' pre-emptive rights directly excluded and limited in aggregate to no more than 10% of the Company's share capital existing at the time of registration of the resolution on the creation of Authorised Capital 2026 in the commercial register, is intended to enable the Executive Board, in the interest of the Company, to strengthen the equity base, cover short-term liquidity requirements and/or finance the commencement of new projects and/or continuation of existing projects, in particular by way of an accelerated private placement process (accelerated bookbuilding process) or another form of private placement.

2.4.2 In order to cover a short-term capital or liquidity requirement and to make swift use of financing opportunities as they arise, it is of fundamental importance for the Company to be able to act rapidly and flexibly. Decisions on covering capital requirements may need to be taken at short notice. It is therefore crucial that the Company is not dependent on the cycle of General Meetings or on the notice period for convening an Extraordinary General Meeting.

2.4.3 The direct exclusion of pre-emptive rights under Authorised Capital 2026 is intended to enable the Company, in the event of financing requirements, to approach institutional or strategic investors directly and expeditiously and to raise the required financial resources comparatively quickly and cost-effectively, limited to 10% of the relevant share capital. This possibility also increases transaction certainty in the context of the Company's equity measures.

2.4.4 Institutional investors regularly impose particular requirements on the transaction structure and timing flexibility of issues of new shares, which can generally only be accommodated by an offering excluding pre-emptive rights. A rights offering could result in institutional investors being unable to be approached at all, or only for a smaller volume, due to customary market structures and allocation mechanisms and the market risks arising during the statutory pre-emptive subscription period of at least two weeks. In addition, specialised investors often require certain minimum investment amounts. These cannot be guaranteed in a rights offering, where it is unclear how many shares will remain unsubscribed after the subscription period and can therefore be placed freely. This effect may result in such investors not participating in the offering at all. These risks are minimised by the direct exclusion because an accelerated transaction by way of an accelerated bookbuilding process enables the rapid placement of new shares within a short offering period and the possibility of assuring certain minimum subscription amounts. The Company can therefore make rapid and flexible use of market opportunities that arise, in the interest of the Company and its shareholders.

2.4.5 To the extent possible, the issue price of the new shares will be based on the market price of the Company's shares, so that dilution of existing shareholders is avoided to the extent possible. Furthermore, due to the issue price of the new shares being close to the market price, each shareholder has the opportunity to acquire on the stock exchange, on substantially equivalent terms, the shares required to maintain its shareholding percentage and thereby prevent dilution.

2.4.6 Because the direct exclusion is limited in time and amount to no more than 10% of the share capital existing at the time the resolution is registered, dilution of existing shareholders with respect to their participation in the Company's value and their voting rights is kept within appropriate limits. Shareholders seeking to maintain their participation percentage are generally able to acquire a corresponding number of shares in the Company.

2.4.7 The direct exclusion is therefore an appropriate means of achieving the stated objectives, is not disproportionate, is objectively justified and is necessary in the overriding interest of the Company.

2.5 Summary

The direct exclusion of statutory pre-emptive rights to satisfy over-allotment options (Greenshoe) on the one hand, and to strengthen the equity base, cover short-term liquidity requirements and finance new or existing projects on the other, is appropriate and necessary to achieve the respective objectives described above, as these objectives cannot be achieved with comparable speed and flexibility in any other manner that interferes less with shareholders' pre-emptive rights. The quantitative limitation of the direct exclusion to an aggregate maximum of 10% of the Company's share capital existing at the time of registration of the resolution on the creation of Authorised Capital 2026 prevents disproportionate dilution of existing shareholders with respect to their shareholding and voting-rights percentages. In the required balancing of interests, the interest of the Company and its shareholders in rapid, flexible and cost-efficient capital raising outweighs shareholders' interest in maintaining their pre-emptive rights.

3. Authorisation of the Executive Board to exclude pre-emptive rights with the consent of the Supervisory Board

3.1 In addition to the cases of direct exclusion of statutory pre-emptive rights described above (Section 2), the Executive Board is to be authorised, with the consent of the Supervisory Board, to exclude the statutory pre-emptive rights with respect to new shares issued from Authorised Capital 2026 (authorisation to exclude statutory pre-emptive rights), if and to the extent that (i) the capital increase is made against contributions in kind, in particular of companies, businesses, parts of businesses or interests in one or more companies in Austria or abroad, or of other assets (e.g., patents), and/or (ii) the capital increase is made against cash contributions and the pro-rata portion of the Company's share capital attributable to the shares issued with pre-emptive rights excluded does not exceed, in aggregate, 10% (ten percent) of the Company's share capital existing at the time of registration of the resolution on the creation of Authorised Capital 2026 in the commercial register.

3.2 Issue of new shares against contributions in kind

3.2.1 New shares from Authorised Capital 2026 may be issued by making use of the authorisation to exclude pre-emptive rights if the new shares are issued as consideration for the acquisition of companies, businesses, parts of businesses or interests/participations in one or more companies in Austria or abroad, or of other assets, such as patents.

3.2.2 It is of fundamental importance for the Company to be able to make rapid, flexible and cost-efficient use of market opportunities arising in Austria and abroad, including through acquisitions of companies, businesses or participations and the acquisition of intellectual property rights such as patents. The acquisition of a company, a business, a part of a business or interests may be structured legally as the acquisition of specific assets (asset deal), the acquisition of shares in a company (share deal), or a combination of both.

3.2.3 In such an acquisition, consideration may consist not only of cash but also, in whole or in part, of shares in the Company. Using shares in the Company as an "acquisition currency" may be in the interest both of the Company as acquirer and of the relevant seller, for example because the seller, for tax or strategic reasons, prefers a participation in the Company instead of a cash purchase price. The possibility to use shares from Authorised Capital 2026 as acquisition currency gives the Company the necessary scope to seize acquisition opportunities quickly and flexibly without burdening the Company's liquidity; on the contrary, issuing the shares strengthens the Company's equity.

3.2.4 Whereas an acquisition funded by a cash purchase price may result in substantial liquidity outflows from the Company, an acquisition through contributions in kind does not result in any liquidity outflow for the Company as the acquiring entity; on the contrary, it increases equity. There may also be cases in which, for strategic reasons or due to transaction-structure considerations, it is necessary and/or expedient for the seller of the company to acquire a small participation in the Company or to receive a participation in the Company in return.

3.2.5 Objective justification in general

The acquisition of a company or assets against contributions in kind while excluding the pre-emptive rights of the other shareholders is generally recognised as an objective justification for excluding pre-emptive rights, as only in this way can the Company ensure the acquisition without liquidity outflow and sellers are often willing to transfer only if they receive an equivalent participation in the Company. The exclusion of pre-emptive rights is also proportionate because granting shares in an acquisition against contributions in kind is generally effected after a company or asset valuation has been carried out and at an appropriate value ratio; the existing shareholders will participate in the future development of the acquired asset.

3.2.6 Necessity

The exclusion of pre-emptive rights in an acquisition against contributions in kind is necessary because, first, only in this way can the Company ensure acquisition of the company without liquidity outflow. In addition, sellers are often prepared to transfer the company or interests in it only if they receive an equivalent participation in the Company in return. From the Company's perspective, it may be necessary for strategic or corporate-organisational reasons to involve sellers as shareholders. In an acquisition against contributions in kind, a seller making the contribution in kind can obtain its desired participation in the Company only if it alone receives the new shares; as a rule, a seller seeks a (percentage) participation in the Company corresponding to the ratio of the value of the company to the enterprise value of the Company and conferring corresponding voting rights in (and therefore co-determination rights in) the Company.

3.2.7 Proportionality

The exclusion of pre-emptive rights in an acquisition against contributions in kind is proportionate because the Company generally has a particular interest in acquiring the relevant company or interests in it. The protection of existing shareholders' interests is ensured because, in an acquisition against contributions in kind, a proportionate grant of shares—generally following a company valuation—takes place. In an acquisition against contributions in kind through the issue of new shares from authorised capital, the value of the contributed company or interests in the company is compared with the value of the Company; the seller as contributor in kind receives new shares in the Company in this ratio. The Company's existing shareholders will participate in the future development of the acquired company, which should generally benefit from positive synergies.

3.2.8 Issue amount of the new shares

In view of the maximum duration of the authorisation until 13 September 2031, no information on the future issue amount can currently be provided; it will depend on the future development of the Company and the specific acquisition target. Existing shareholders will be informed thereof because, where new shares are issued from Authorised Capital 2026 with pre-emptive rights excluded, the Executive Board must publish a further report pursuant to Sections 171(1) in conjunction with 153(4) AktG no later than two weeks before the Supervisory Board adopts its resolution on consent, which report must, among other things, justify the issue amount.

3.2.9 Balancing of interests

If the Company intends to carry out a specific acquisition, the exclusion of pre-emptive rights is appropriate and necessary to achieve the objectives set out above. In the balancing of interests, the interest of the Company and its shareholders in the acquisition prevails. In summary, granting the Company's Executive Board an authorisation to increase the Company's share capital, with the consent of the Supervisory Board and, where appropriate, excluding pre-emptive rights, by issuing new shares from authorised capital against contributions in kind, is therefore fully compliant with the statutory requirements.

3.3 Issue of new shares against cash contributions

3.3.1 In addition to the direct exclusion of pre-emptive rights under Section 2 of this report, the Executive Board is also to be authorised, with the consent of the Supervisory Board, to exclude shareholders' statutory pre-emptive rights in the event of a capital increase against cash contributions in one or more tranches, provided that, in aggregate, the pro-rata portion of the Company's share capital attributable to the shares issued under this exclusion does not exceed the threshold of 10% (ten percent) of the relevant share capital.

3.3.2 This authorisation provides the Executive Board with additional flexibility to carry out a capital increase against cash contributions also in cases where—unlike in a direct exclusion—a separate Supervisory Board resolution regarding the exclusion of pre-emptive rights is required. Under Section 171(1) AktG, the Executive Board must in that case publish a corresponding report no later than two weeks before the Supervisory Board's resolution on the exclusion of pre-emptive rights is adopted; the Supervisory Board may grant its consent only after this period has expired. Thus, unlike a direct exclusion, the exclusion of pre-emptive rights under this authorisation is subject to a renewed substantive review at the relevant time.

3.3.3 Based on this authorisation, the Executive Board is also able to conduct a private placement of the Company's shares with one or more institutional or strategic investors if the direct exclusion under Section 2 has already been exhausted or does not apply for other reasons. In such case, the advantages of issuing the new shares under the Executive Board's authorisation to exclude pre-emptive rights (including, in any event, a prospectus-exempt, accelerated private placement) outweigh the market risk during the period of at least two weeks between publication of the report and the required Supervisory Board resolution. To avoid repetition, reference is made to Section 2.2 of this report regarding the reasons why such a capital increase should be capable of being carried out flexibly and rapidly in the interest of the Company. In this form of capital increase as well, the issue price of the new shares will, to the extent possible, be based on the market price of the Company’s shares, while additionally taking into account price performance during the two-week period until consent is granted by the Supervisory Board, so that dilution of existing shareholders is avoided to the extent possible.

3.4 Summary

Having weighed all circumstances, the respective authorisation to exclude pre-emptive rights within the limits described is necessary and appropriate in the interest of the Company and, consequently, its shareholders. The Executive Board may make use of the authorisations only with the consent of the Supervisory Board and at its due discretion, taking into account the interests of the Company.

Wels, August 2026

The Executive Board

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.