

**H2APEX Group SCA**  
*Société en commandite par actions*  
Registered Office: 19, rue de Flaxweiler, L-6776 Grevenmacher,  
Grand Duchy of Luxembourg  
R.C.S. Luxembourg B148525

Grevenmacher, 3 May 2024

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

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

on 13 June 2024

at 12:00 p.m. (noon) CET

at Légère Hotel Luxembourg, 11, rue Gabriel Lippmann, Parc d'Activité Syrdall, L-5365 Munsbach, Grand Duchy of Luxembourg.

**I. Agenda**

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

1. Presentation of the report of the independent auditor on the annual accounts of the Company for the financial year ended on 31 December 2023 (the **2023 Financial Year**);
2. Approval of the annual accounts of the Company for the 2023 Financial Year;
3. Acknowledgment of the Company's results made with respect to the 2023 Financial Year, and resolution concerning the allocation of the results;
4. Presentation of the management report issued by the manager and general partner of the Company (the **General Partner**) and the report of the independent auditor on the consolidated accounts for the 2023 Financial Year;
5. Approval of the consolidated accounts for the 2023 Financial Year;
6. Granting discharge (*quitus*) to Mr. Georges Bock, member of the supervisory board of the Company (the **Supervisory Board**), for the exercise of his mandate during the 2023 Financial Year;
7. Granting of discharge (*quitus*) to Mr. Heinz Jörg Fuhrmann, member of the Supervisory Board, for the exercise of his mandate during the 2023 Financial Year;
8. Granting of discharge (*quitus*) to Mr. Roland Lienau, member of the Supervisory Board, for the exercise of his mandate during the 2023 Financial Year;
9. Granting of discharge (*quitus*) to Mr. Prof. Dr. Matthias Beller, member of the Supervisory Board, for the exercise of his mandate during the 2023 Financial Year;
10. Granting of discharge (*quitus*) to Mr. Florian Schuhbauer, member of the Supervisory Board, for the exercise of his mandate during the 2023 Financial Year;

11. Granting of discharge (*quitus*) to Mr. Thomas Terschluse, member of the Supervisory Board, for the exercise of his mandate during the 2023 Financial Year;
12. Granting of discharge (*quitus*) to the General Partner for the exercise of its mandate as manager of the Company for the 2023 Financial Year;
13. Granting of discharge (*quitus*) to BDO Audit for the exercise of its mandate as independent auditor (*réviseur d'entreprises agréé*) of the Company for the 2023 Financial Year;
14. Presentation of and advisory vote on the remuneration report for the 2023 Financial Year;
15. Approval of the fixed annual remuneration of the members of the Supervisory Board for the financial year to end on 31 December 2024;
16. Decision to renew BDO Audit's mandate as independent auditor (*réviseur d'entreprises agréé*) of the Company for a term expiring at the annual general meeting of shareholders of the Company approving the annual accounts relating to the financial year ending on 31 December 2024 to be held in 2025; and
17. Miscellaneous.

## II. **Quorum and majority**

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

## III. **Total amount of shares**

At the date of the convening of the Meeting, the Company's issued share capital is set at EUR 564,384.91, represented by 36,359,162 ordinary shares and 1 unlimited share without nominal value, all of which are fully paid-up.

Each share entitles the holder thereof to one vote. The total number of voting rights is therefore 36,359,163.

## IV. **Right to amend the content of the agenda**

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

To be valid, such a request and its accompanying justification or draft resolution(s) must be received at the Company's registered office by registered letter (to the attention of the manager of the Company) or by e-mail (to: [h.vongregory@h2apex.com](mailto:h.vongregory@h2apex.com)) at least twenty-two (22) days before the Meeting, *i.e.* by 22 May 2024 at 11:59 p.m. CET, accompanied by proof of the shareholding of such shareholder(s) and the address or e-mail address that the Company may use to confirm receipt of the request.

## V. **Available information and documents**

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

- (i) this convening notice;

- (ii) the total number of shares and attached voting rights issued by the Company as of the date of publication of this convening notice;
- (iii) the documents to be submitted to the Meeting, including the annual accounts, the management report, the consolidated annual accounts and the remuneration report;
- (iv) the draft resolutions in relation to the above agenda items to be resolved on at the Meeting;
- (v) the Participation Declaration (as defined further below);
- (vi) the Proxy Form (as defined further below); and
- (vii) the Correspondence Voting Form (as defined further below).

Upon request to [h.vongregory@h2apex.com](mailto:h.vongregory@h2apex.com), copies of the documents listed above can be mailed to the requesting shareholder.

## **VI. Right to Participate at the Meeting**

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

1. Hold shares in the Company on 30 May 2024 at 11:59 p.m. CET (the **Record Date**). Share transfers after this date do not affect voting rights at the Meeting and any transferee having become owner of any shares after the Record Date has no right to vote at the Meeting.
2. Indicate to the Company's centralizing agent, **Link Market Services GmbH**, with registered office at Landshuter Allee 10, 80637 Munich, Germany, attn: Ms Corinna Fischer (fax: +49 89 21027 298 and e-mail: [agm@linkmarketservices.de](mailto:agm@linkmarketservices.de)) (the **Centralizing Agent**) by mail, fax or by e-mail his/her/its intention to participate at the Meeting on or before the Record Date (the **Participation Declaration**) (provided that by sending a Record Date Attestation (as defined below) in accordance with point 3 below, the relevant shareholder shall be deemed to have confirmed his/her/its intention to participate at the Meeting and no separate declaration will be required in that respect). Shareholders can download the Participation Declaration from the Company's website at [www.ir.h2apex.com](http://www.ir.h2apex.com).
3. Obtain a certificate from their securities settlement system operator or depository (or sub-depository) that confirms the number of shares they held on the Record Date (the **Record Date Attestation**).
4. Send the Record Date Attestation by mail, fax or e-mail to the Centralizing Agent, between the Record Date and 10 June 2024 at 11:59 p.m. CET.

## **VII. Attendance in person**

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

## **VIII. Representation**

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

To be valid, the duly completed and signed Proxy Form must be accompanied by the Record Date Attestation and received by the Centralizing Agent by mail, fax or e-mail no later than 10 June 2024 at 11:59 p.m. CET.

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

Shareholders having submitted a Proxy Form but who wish to revoke such Proxy Form may send a cancellation and/or a new Proxy Form to the Centralizing Agent by mail, fax or by e-mail by 10 June 2024 at 11:59 CET.

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

**IX. Vote by correspondence**

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

To be valid, the duly completed and signed Correspondence Voting Form must be accompanied by a Record Date Attestation and received by mail, fax or by e-mail by the Centralizing Agent no later than 10 June 2024 at 11:59 p.m. CET.

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

Shareholders having submitted a Correspondence Voting Form but who wish to revoke such Correspondence Voting Form may send a cancellation and/or a new Correspondence Voting Form to the Centralizing Agent by mail, fax or by e-mail by 10 June 2024 at 11:59 CET.

**X. Language**

The Meeting will be held in the English language.