

**Enapter AG
Düsseldorf
- ISIN DE000A255G02 -
- WKN A255G0 -**

Unique identifier of the event: ENAPTERHV2025

Invitation to the Annual General Meeting

We hereby invite our shareholders to the Annual General Meeting to be held on **July 3, 2025 at 11:00 a.m.** at the premises of

UBJ. GmbH, Haus der Wirtschaft, Kapstadtring 10, 22297 Hamburg

taking place
Annual General Meeting

I. Agenda

- 1. Presentation of the adopted annual financial statements, the approved consolidated financial statements, the combined management report for Enapter AG and the Group for the financial year from January 1 to December 31, 2024, the explanatory report of the Management Board on the disclosures pursuant to Sections 289a and 315a HGB and the report of the Supervisory Board for the financial year from January 1 to December 31, 2024.
December 31, 2024**

The Supervisory Board has approved the annual financial statements prepared by the Management Board in accordance with Section 172 AktG; the annual financial statements are thus adopted. In accordance with the statutory provisions, no resolution will therefore be adopted by the Annual General Meeting on this item of the agenda.

- 2. Resolution on the discharge of the members of the Executive Board for the 2024 financial year**

The Executive Board and Supervisory Board propose that the actions of the members of the Executive Board in office in the 2024 financial year be approved for this period.

- 3. Resolution on the discharge of the Supervisory Board for the 2024 financial year**

The Executive Board and Supervisory Board propose that the actions of the members of the Supervisory Board in office in the 2024 financial year be ratified for this period.

4. Resolution on the appointment of the auditor for the annual financial statements and the consolidated financial statements for the 2025 financial year

The Supervisory Board proposes that MSW GmbH Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Berlin, be appointed as auditor for the annual financial statements and the consolidated financial statements for the 2025 financial year.

5. Resolution on the creation of new authorized capital with the option to exclude subscription rights and the simultaneous cancellation of the existing authorized capital by amending the Articles of Association accordingly

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

§ Section 4 (5) of the Articles of Association shall be amended as follows for the purpose of creating new Authorized Capital 2025 with simultaneous cancellation of the existing Authorized Capital 2024 with effect from the date of entry of the corresponding amendment to the Articles of Association in the commercial register:

"The Executive Board is authorized, with the approval of the Supervisory Board, to increase the company's share capital by a total of up to EUR 14,536,467.00 by issuing up to 14,536,467 new no-par value shares against cash and/or non-cash contributions on one or more occasions in the period up to 2 July 2030 (Authorized Capital 2025). Shareholders are generally entitled to subscription rights.

However, the Management Board is authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights in whole or in part. The exclusion of subscription rights is only permitted in the following cases:

- (i) in the case of capital increases against cash contributions, if shares in the company are traded on the stock exchange (regulated market or over-the-counter market or the successors to these segments), the shares issued do not exceed 20% of the share capital and the issue price of the new shares is not significantly lower than the stock exchange price of the company's shares of the same class and features already traded on the stock exchange at the time the issue price is determined within the meaning of Sections 203 (1) and (2), 186 (3) sentence 4 AktG and any other requirements of Section 186 (3) sentence 4 AktG are met. The amount of 20% of the share capital shall include the amount attributable to shares that are issued during the term of this authorization.*

shares may be issued or sold on the basis of other corresponding authorizations until the time they are exercised, excluding subscription rights in direct or corresponding application of Section 186 para. 3 sentence 4 AktG, insofar as such offsetting is required by law. For the purposes of this authorization, the issue price in the case of the acquisition of new shares by an issuing intermediary with a simultaneous obligation on the part of the issuing intermediary to offer the new shares for purchase to one or more third parties determined by the company is the amount to be paid by the third party or third parties;

- (ii) in the case of capital increases against contributions in kind, in particular for the acquisition of companies, parts of companies and equity interests in companies, industrial property rights, such as patents, trademarks or licenses relating thereto, or other product rights or other contributions in kind, including bonds, convertible bonds and other financial instruments;*
- (iii) insofar as this is necessary to grant the holders or creditors of bonds with option or conversion rights or obligations issued by the company or its Group companies a subscription right to new shares to the extent to which they would be entitled after exercising their option or conversion rights or after fulfilling an option or conversion obligation;*
- (iv) for fractional amounts arising as a result of the subscription ratio; or*
- (v) in other cases in which the exclusion of subscription rights is in the well-understood interests of the company.*

The Management Board is authorized, with the approval of the Supervisory Board, to determine the further content of the share rights and the other details of the capital increase and its implementation. The Management Board is authorized to determine that the new shares are to be acquired by a credit institution, a securities institution or a company operating in accordance with Section 53 para. 1 sentence 1 or Section 53b para. 1 sentence 1 or para. 7 of the German Banking Act (KWG) with the obligation to offer them to the shareholders for subscription in accordance with Section 186 para. 5 AktG.

The Supervisory Board is authorized to amend the wording of the Articles of Association in accordance with the respective scope of the share capital increase from the Authorized Capital 2025."

The Management Board remains authorized to utilize the currently existing Authorized Capital 2024 until the registration of the amendments to the Articles of Association proposed for resolution above.

The Executive Board is instructed to apply for entry in the commercial register of the amendments to the Articles of Association proposed for resolution above only after entry of the implementation of the capital increase against cash contributions of up to EUR 2,068,965.00 resolved by the Executive Board on May 7, 2025.

6. Resolution on the authorization to issue convertible bonds, bonds with warrants and profit participation rights with or without conversion or subscription rights and to exclude subscription rights while at the same time revoking the previous authorization

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

a) Volume

The Management Board is hereby authorized, with the simultaneous revocation of the In accordance with the authorization to issue convertible bonds or bonds with warrants resolved on June 20, 2024 under agenda item 8, the Management Board is authorized, with the approval of the Supervisory Board, to issue convertible bonds and/or bonds with warrants or profit participation rights with or without conversion or subscription rights (hereinafter also referred to collectively as "**bonds**") in a total nominal amount of up to EUR 100,000,000.00 on one or more occasions until July 2, 2030. The holders of the bonds referred to in the previous sentence may be granted conversion or subscription rights to up to 11,629,173 no-par value shares in the company with a pro rata amount of the share capital totaling up to EUR 11,629,173.00. The conversion and subscription rights can be serviced from conditional capital to be resolved at this or future Annual General Meetings, from existing or future authorized capital and/or from a cash capital increase and/or from existing shares and/or provide for cash settlement instead of the delivery of shares.

b) Consideration

The bonds may be issued against cash contributions and also against contributions in kind, provided that the value of the contribution in kind equals the issue price. The bonds may also be issued in the legal currency of an OECD country in addition to euros, subject to the maximum permissible total nominal amount.

c) Runtime

The bonds can be issued with or without a term.

d) Issued by Group company

The bonds may also be issued by a Group company of the company within the meaning of Section 18 AktG in which the company holds a direct or indirect interest of at least 75%; in this case, the Management Board is authorized, with the approval of the Supervisory Board, to assume the guarantee for the respective convertible bonds and/or bonds with warrants and/or profit participation rights on behalf of the company and to grant the holders of bonds with warrants and/or convertible bonds or profit participation rights option or conversion rights to shares in the company.

e) Subscription right

When the bonds are issued, the shareholders are entitled to a statutory subscription right, unless the subscription right is excluded in accordance with the following provisions. If the bonds are issued by a Group company as described above under d), the company is obliged to ensure that the statutory subscription right is granted to the shareholders, unless the subscription right is excluded in accordance with the following provisions. The bonds may also be offered to an issuing intermediary with the obligation to offer them to the shareholders for subscription.

f) Exclusion of subscription rights

The Management Board is authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights,

(i) to exclude fractional amounts from the subscription right;

(ii) in order to offer the convertible bonds and/or bonds with warrants and/or profit participation rights with conversion or subscription rights to individual investors for subscription, provided that the following conditions are met

§ Section 186 para. 3 sentence 4 AktG, the proportion of shares to be issued on the basis of these bonds does not exceed 20% of the share capital existing at the time this authorization becomes effective and at the time the resolution on the exercise of the authorization is adopted and the issue price of the bonds does not exceed the theoretical market value of the bonds calculated using recognized methods of financial mathematics.

market value of the bonds is not significantly lower. The amount of 20% of the share capital shall include the amount attributable to shares issued on the basis of another corresponding authorization with the exclusion of subscription rights in direct or analogous application of the German Stock Corporation Act.

§ Section 186 (3) sentence 4 AktG, insofar as such offsetting is required by law;

- (iii) to offer the profit participation rights without conversion or subscription rights to individual investors for subscription, insofar as the issue price is not significantly lower than the theoretical market value of the profit participation rights calculated using recognized methods of financial mathematics and insofar as the profit participation rights are only structured in a bond-like manner, i.e. do not establish membership-like rights or conversion or subscription rights to shares in the company, do not grant participation in the liquidation proceeds and the amount of the distribution is not based on the amount of the net profit for the year, the balance sheet profit or the dividend;
- (iv) to the extent necessary to grant the holders of conversion and subscription rights granted by the company or group companies of the company on shares of the company a subscription right to bonds issued in accordance with this authorization to the extent to which they would be entitled after exercising their conversion or subscription rights or after fulfilling any conversion obligation (dilution protection), or
- (v) insofar as bonds are issued in return for contributions in kind, in particular for the acquisition of companies, parts of companies and equity interests in companies, industrial property rights, such as patents, trademarks or licenses relating thereto, or other product rights or other contributions in kind, including bonds, convertible bonds and other financial instruments, and the exclusion of subscription rights is in the overriding interest of the company.

g) Subscription price, dilution protection

In the case of convertible bonds and/or bonds with warrants and/or profit participation rights with conversion or subscription rights, an exchange or subscription ratio must be determined. The exchange ratio is calculated by dividing the nominal amount of an individual bond by the fixed conversion price for one share. The exchange ratio can also be calculated by dividing the nominal amount of the bond that is lower than the

issue price of a bond by the fixed conversion price for a share. These regulations apply accordingly to the subscription ratio. The conversion/option or subscription price to be determined for a share must be at least 80% of the average market price of the company's share on the last ten trading days prior to the resolution of the Management Board on the issue of the bonds in the opening auction in XETRA® trading on the Frankfurt Stock Exchange (or a successor system determined by Deutsche Börse AG) or, if XETRA trading in the company's shares does not take place, on the stock exchange on which the shares are traded, if XETRA® trading in shares of the company does not take place, the stock exchange on which the most shares (number) of the company were traded in total during these ten trading days.

In the event that, during the term of the bonds issued in accordance with this authorization, the company increases the share capital while granting subscription rights to its shareholders or issues further bonds, including participating bonds or profit participation rights, with conversion or subscription rights to shares in the company, without simultaneously granting subscription rights to the holders of the bonds issued in accordance with this resolution and with conversion or subscription rights, as they would be entitled to after exercising their conversion or subscription rights, the following provisions in particular may be provided for in the terms and conditions of issue of the bonds (dilution protection clause):

(i) Capital increase against contributions and granting of other subscription rights

In the event of a capital increase against contributions with the granting of subscription rights or the granting of other subscription rights, the conversion price is reduced by the subscription right value.

The "**subscription right value**" corresponds to (i) the average market price of the subscription right to which the shareholders are entitled on the last ten trading days of the subscription rights in the opening auction in XETRA® trading (or a successor system determined by Deutsche Börse AG) or, if there is no XETRA® trading in the company's shares, in the over-the-counter market of the Frankfurt Stock Exchange, or (ii) the average market price of the subscription right on the last ten trading days of the subscription rights in the opening auction in XETRA trading (or a successor system determined by Deutsche Börse AG) or, if there is no XETRA trading in the company's shares, in the over-the-counter market of the Frankfurt Stock Exchange, if neither XETRA® trading in shares of the company nor trading in the open market of the Frankfurt Stock Exchange takes place, the stock exchange on which the most shares (number) of the company were traded in total during these ten trading days, or, if trading in subscription rights in XETRA® trading or in the open market of the Frankfurt Stock Exchange or on another stock exchange does not take place, (ii) the subscription price determined by the price specified in the terms and conditions of issue.

The value of the subscription right is determined by the conversion agent or subscription agent using actuarial methods.

(ii) Capital increase from company funds

In the event of a capital increase from company funds, the conditional capital existing to secure the conversion right increases in the same proportion as the share capital (Section 218 AktG). Bondholders will be provided with as many additional shares when they exercise their conversion right as if they had already exercised their conversion right at the time of the capital increase from company funds. Fractions of shares that arise as a result of a capital increase from company funds are not offset when the conversion right is exercised.

(iii) Stock split

If the number of shares changes without the share capital changing (reclassification of the share capital), the provision set out in (ii) above applies mutatis mutandis.

In any case, the proportionate amount of the share capital represented by the shares to be subscribed per bond may not exceed the issue price of the bond.

h) Further terms and conditions of the bonds

The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the issue and features of the bonds, in particular the term, issue and exercise periods as well as termination, issue price of the bonds, interest rate, denomination and adjustment of the subscription price and establishment of a conversion obligation.

7. Resolution on the cancellation of Contingent Capital WSV 2024, the creation of new Contingent Capital WSV 2025 and corresponding amendments to the Articles of Association

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

- a) The share capital will be increased by up to EUR 13,597,500.00 by simultaneously canceling the Contingent Capital WSV 2024 in the amount of EUR 13,597,500.00, to which no instruments are outstanding.

to EUR 11,629,173.00 by issuing up to 11,629,173 new no-par value bearer shares with dividend entitlement from the beginning of the last financial year for which no resolution on the appropriation of profits has yet been passed (Contingent Capital Increase 2025). The conditional capital increase serves to service bonds issued on the basis of the authorization resolution of the Annual General Meeting on 3 July 2025 under agenda item 6.

The conditional capital increase will only be implemented to the extent that

- (i) the holders of convertible bonds and/or bonds with warrants and/or profit participation rights with conversion or subscription rights issued by the company or its subordinated Group companies until 2 July 2030 on the basis of the authorization resolution adopted at the Annual General Meeting on 3 July 2025 exercise their conversion or subscription rights and the company decides to service the conversion or subscription rights from this Contingent Capital WSV 2025, or
- (ii) the holders of convertible bonds and/or bonds with warrants and/or profit participation rights with conversion or subscription rights who are obliged to convert and who were issued by the company or its subordinated Group companies until 2 July 2030 on the basis of the authorizing resolution adopted at the Annual General Meeting on 3 July 2025 fulfil their obligation to convert and the company decides to service the conversion or subscription rights from this Contingent Capital WSV 2025.

The shares will be issued in accordance with the provisions of the authorizing resolution of the Annual General Meeting on 3 July 2025 under agenda item 6, i.e. in particular at least 80% of the average market price of the company's shares on the last ten trading days prior to the resolution of the Management Board on the issue of the bonds in the opening auction in XETRA® trading on the Frankfurt Stock Exchange (or a successor system determined by Deutsche Börse AG) or if XETRA® trading in shares of the company does not take place, the stock exchange on which the most shares (number) of the company were traded in total during these ten trading days, prior to the resolution of the Management Board on the issue of the respective bonds, taking into account adjustments in accordance with the anti-dilution rules specified in the resolution of the aforementioned Annual General Meeting.

The Supervisory Board is authorized to amend the wording of the Articles of Association in accordance with the respective scope of the share capital increase from Contingent Capital WSV 2025.

b) § Section 4 (6) of the Articles of Association is revised as follows:

"The share capital is increased by up to EUR 11,629,173.00 by issuing up to 11,629,173 new no-par value bearer shares with dividend entitlement from the beginning of the last financial year for which no resolution on the appropriation of profits has yet been passed (Contingent Capital Increase 2025). The conditional capital increase serves to service bonds issued on the basis of the authorization resolution of the Annual General Meeting on 3 July 2025 under agenda item 6. The conditional capital increase will only be carried out to the extent that

- (i) the holders of convertible bonds and/or bonds with warrants and/or profit participation rights with conversion or subscription rights issued by the company or its subordinated Group companies until 2 July 2030 on the basis of the authorization resolution adopted at the Annual General Meeting on 3 July 2025 exercise their conversion or subscription rights and the company decides to service the conversion or subscription rights from this Contingent Capital WSV 2025, or*
- (ii) the holders of convertible bonds and/or bonds with warrants and/or profit participation rights with conversion or subscription rights who are obliged to convert and who were issued by the company or its subordinated Group companies until 2 July 2030 on the basis of the authorizing resolution adopted at the Annual General Meeting on 3 July 2025 fulfil their obligation to convert and the company decides to service the conversion or subscription rights from this Contingent Capital WSV 2025.*

The shares will be issued in accordance with the provisions of the authorizing resolution of the Annual General Meeting of July 3, 2025 under agenda item 6, i.e. in particular at a price of at least 80% of the average market price of the company's share on the last ten trading days prior to the resolution of the Management Board on the issue of the bonds in the opening auction in XETRA® trading on the Frankfurt Stock Exchange (or a successor system determined by Deutsche Börse AG) or, if XETRA® trading in shares of the company is not possible, at a price of at least 80% of the average market price of the company's share on the last ten trading days prior to the resolution of the Management Board on the issue of the bonds in the opening auction in XETRA trading on the Frankfurt Stock Exchange (or a successor system determined by Deutsche Börse AG).

The Board of Directors of the Company shall, prior to the adoption of the resolution by the Board of Management on the issue of the respective bonds and taking into account adjustments in accordance with the anti-dilution rules specified in the resolution of the aforementioned Annual General Meeting, notify the stock exchange on which the most shares (number) of the Company were traded in total during these ten trading days.

The Supervisory Board is authorized to amend the wording of the Articles of Association in accordance with the respective scope of the share capital increase from Contingent Capital WSV 2025."

8. Resolution on the authorization to launch a stock option plan 2025, cancellation of the authorization to launch a stock option plan 2021, partial cancellation of the Conditional Capital SOP 2021 and creation of Conditional Capital SOP 2025 to fulfill the stock option plan 2025 as well as corresponding amendments to the Articles of Association

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

a) Authorization to implement a share option plan 2025

The Executive Board will - with the simultaneous cancellation of the authorization to issue a share option plan 2021 resolved by the Annual General Meeting on 6 May 2021 under agenda item 5 and modified by resolution of the Annual General Meeting on 26 May 2023 under agenda item 5, insofar as at the time of the Annual General Meeting on

July 3, 2025 - authorized, with the approval of the Supervisory Board, to amend the Articles of Association until

December 31, 2026 to issue up to a total of 4,242,436 options (hereinafter also referred to as "**share options**") to current and future employees and members of the company's Management Board as well as current and future employees and members of the management bodies of current or future affiliated companies on one or more occasions, which entitle the purchaser to acquire new no-par value shares in the company in accordance with the option conditions. If share options expire before being exercised or are waived by beneficiaries, the options in question may be reissued on the basis of this authorization. If share options are to be issued to members of the company's Management Board, only the Supervisory Board is authorized to issue and further structure the options.

The key points for the issue of share options are as follows:

aa) Group of beneficiaries/allocation of subscription rights

With a total volume of the maximum number of options available for issue of up to 4,242,436, the group of beneficiaries is made up as follows:

- (i) Up to 30% of the options are attributable to current and future members of the company's Management Board.
- (ii) Up to 5% of the options are attributable to current and future employees of the company.
- (iii) Up to 15% of the options are attributable to current and future members of the management bodies and managers of current and future affiliated companies of the company.
- (iv) Up to 50% of the options are attributable to current and future employees of current and future affiliated companies of the company.

bb) Issue periods (acquisition of share options 2025), issue date

Options may be offered to the beneficiaries for purchase once or in several tranches until December 31, 2026. "**Issue date**" is the date on which the company sends the offer to grant options to the respective beneficiary. The offer may provide for a later issue date.

cc) Content of the 2025 share options, exercise price, fulfillment

For each option exercised by a beneficiary, he/she is entitled to subscribe to one new no-par value share in the company against payment of the "**exercise price**". The exercise price is 80% of the weighted average stock exchange price (VWAP) of the last 10 trading days in XETRA trading (or a functionally comparable successor system to the XETRA system) on the Frankfurt Stock Exchange prior to the issue date, but at least EUR 1.00.

The options can be serviced from the new Conditional Capital SOP 2025 to be created in accordance with c) and d) below or from conditional capital to be created in the future, from existing or future authorized capital or treasury shares. Alternatively, the beneficiary may also be granted a cash settlement at the company's discretion when exercising the option. The cash settlement to be granted is calculated from the difference between the exercise price and the volume-weighted average of the

Closing prices in XETRA® trading or the prices of the company's shares determined in a comparable successor system during the last five trading days prior to exercising the option.

dd) Term of the options

The options issued as part of the 2025 share option plan can only be exercised within seven years of their first possible exercise date.

ee) Waiting period until first exercise

The beneficiary may exercise the options as soon as at least four years have passed since the date of issue (waiting period as defined in Section 193 (2) no. 4 AktG).

ff) Success target(s)

Notwithstanding the above provisions, the exercise is only permitted if the approved and audited consolidated financial statements as at December 31, 2027 show a positive EBITDA (IFRS), adjusted for special effects, in particular from equity measures and share option plans (including the 2021 share option plan and the 2025 share option plan) (performance target within the meaning of Section 193 para. 2 no. 4 AktG).

gg) Exercise periods

Even after expiry of the waiting period, any restrictions arising from general legislation, in particular the German Securities Trading Act and the Market Abuse Regulation, must be observed when exercising these rights.

hh) Expiry of the options ("vesting period")

Provisions are to be made for the expiry of subscription rights.

ii) Transferability

Provisions are to be made for the transferability of subscription rights.

jj) Taxes

Any taxes incurred in connection with the granting or exercise of the options, in particular income tax (wage tax), church tax and solidarity surcharge, shall be borne by the beneficiary.

kk) Further development (authorization)

The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the structure of the 2025 share option plan. These include in particular, but are not limited to

- Determination of the number of options granted to an individual beneficiary or a group of beneficiaries;
- The details of the implementation of the Stock Option Plan 2025 as well as the modalities of granting and exercising;
- Conditions for forfeitability of options;
- Conditions for the transferability of options;
- Regulations on the treatment of option rights in special cases (e.g. takeover of the company by third parties, death or parental leave of the beneficiary/beneficiaries);
- Adjustments to the exchange ratio in the event of capital measures, mergers or similar transactions of the company (protection against dilution);
- The limitation of the sales options of the respective beneficiaries, including an obligation to coordinate sales.

ll) Reporting obligation of the Management Board

The Management Board will report on the utilization of the 2025 share option plan and the options granted to the beneficiaries for each financial year in accordance with the relevant statutory provisions in the notes to the annual financial statements or in any management report (Section 285 No. 9a HGB, Section 160 (1) No. 5 AktG).

b) Partial cancellation of Conditional Capital SOP 2021 and corresponding amendment to Section 4 (7) of the Articles of Association

The Conditional Capital SOP 2021 is cancelled in the amount of EUR 737,980.00, as it is not required to service options issued under the authorization to launch a share option plan 2021 (authorization resolution of the Annual General Meeting of the company on May 6, 2021 under agenda item 5). In Section 4 para. 7 sentence 1 of the Articles of Association, "EUR 2,310,130.00" is replaced by the amount "EUR 1,572,150.00" and the figure "2,310,130" is replaced by the figure "1,572,150".

c) Creation of conditional capital AOP 2025

"The share capital of the company will be increased by EUR 4,242,436.00 by issuing up to 4,242,436 no-par value bearer shares (Conditional Capital SOP 2025). The conditional capital increase serves exclusively to fulfil options granted on the basis of the authorization of the Annual General Meeting on 3 July 2025 in accordance with agenda item 8. The conditional capital increase will only be carried out to the extent that the holders of the options issued exercise their right to subscribe to shares in the company. The shares will be issued at the issue price determined as the exercise price at the Annual General Meeting on July 3, 2025 in accordance with agenda item 8; Section 9 (1) AktG remains unaffected. The new shares are entitled to dividends for each financial year for which the Annual General Meeting has not yet resolved on the appropriation of profits at the time the shares are issued. The Management Board is authorized, with the approval of the Supervisory Board, to determine the further details of the conditional capital increase and its implementation.

The Supervisory Board is authorized to amend the wording of the company's Articles of Association in accordance with the respective utilization of the Conditional Capital SOP 2025. The same applies if and to the extent that the Conditional Capital SOP 2025 is not utilized for the issue of share options before the expiry of the term of the authorization, as well as in the event that the Conditional Capital SOP 2025 is not utilized after the expiry of the deadlines for the exercise of issued options.

d) Amendment of the Articles of Association

§ Section 4 of the Articles of Association is supplemented by the following paragraph 8:

"8) *The share capital of the company is increased by EUR 4,242,436.00 through the issue of up to 4,242,436 no-par value bearer shares (Conditional Capital SOP 2025). The conditional capital increase serves exclusively to fulfil options granted on the basis of the authorization of the Annual General Meeting on 3 July 2025 in accordance with agenda item 8. The conditional capital increase will only be carried out to the extent that the holders of the options issued exercise their right to subscribe to shares in the company. The shares will be issued at the issue price determined as the exercise price at the Annual General Meeting on July 3, 2025 in accordance with agenda item 8; Section 9 (1) AktG remains unaffected. The new shares are entitled to dividends for each financial year for which the Annual General Meeting has not yet resolved on the appropriation of profits at the time the shares are issued. The Executive Board will*

authorized, with the approval of the Supervisory Board, to determine the further details of the conditional capital increase and its implementation.

The Supervisory Board is authorized to amend the wording of the company's Articles of Association in accordance with the respective utilization of the Conditional Capital SOP 2025. The same applies if and to the extent that the Conditional Capital SOP 2025 is not utilized for the issue of share options before the expiry of the term of the authorization, as well as in the event that the Conditional Capital SOP 2025 is not utilized after the expiry of the deadlines for exercising issued options."

e) Registration with the commercial register

The Management Board is instructed to apply for the addition of a new paragraph 8 to Section 4 of the Articles of Association in accordance with lit. d) above (Conditional Capital SOP 2025) in the order after the amendment to Section 4 para. 7 of the Articles of Association (partial cancellation of Conditional Capital SOP 2021) in accordance with lit. b.) above and the amendment to Section 4 para. 6 of the Articles of Association (cancellation of Conditional Capital SOP 2024 and creation of Conditional Capital SOP 2025) in accordance with the proposed resolution on agenda item 7 for entry in the commercial register.

9. Resolution on the approval of the remuneration report for the 2024 financial year

In accordance with Section 162 (1) AktG, the Management Board and Supervisory Board of the listed company prepare a clear and comprehensible annual report on the remuneration granted and owed to each individual current or former member of the Management Board and Supervisory Board by the company and by companies in the same group (Section 290 HGB) in the previous financial year. The Annual General Meeting of the listed company decides on the approval of this remuneration report for the previous financial year, which is prepared and audited in accordance with Section 162 AktG.

A resolution on the remuneration report is therefore once again planned for this Annual General Meeting of Enapter AG. The Management Board and Supervisory Board have prepared the remuneration report for the 2024 financial year, taking into account the requirements of § Section 162 of the German Stock Corporation Act (AktG). The remuneration report was audited by the auditor and issued with an audit certificate on April 30, 2025 in accordance with Section 162 (3) sentence 3 AktG.

The Management Board and Supervisory Board propose

to approve the remuneration report for the 2024 financial year prepared and audited in accordance with Section 162 of the German Stock Corporation Act (AktG), which the Management Board and Supervisory Board each resolved on April 25, 2025.

The remuneration report is available on the company's website in the Investor Relations/Annual General Meeting section at <https://enapterag.de/investor-relations/hauptversammlung/>.

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

In accordance with Section 120a (1) AktG, any significant change to the remuneration system for members of the Management Board of listed companies must be submitted to the Annual General Meeting for approval. On May 23, 2025, the company's Supervisory Board resolved to amend the remuneration system for members of the Management Board last approved by resolution of the Annual General Meeting on July 6, 2023.

In accordance with Section 124a sentence 1 no. 4 AktG, the amended remuneration system for members of the Management Board is published on the company's website at

<https://enapterag.de/investor-relations/hauptversammlung/>

accessible.

The Supervisory Board proposes that the following resolution be adopted:

In accordance with Section 120a para. 1 sentence 1 AktG, the Annual General Meeting approves the remuneration system for members of the Management Board as presented by the Supervisory Board and referred to above.

11. Resolution on the remuneration of the members of the Supervisory Board

According to Section 113 (3) of the German Stock Corporation Act (AktG), a resolution on the remuneration of Supervisory Board members must be passed at least every four years for listed companies. In accordance with Section 12 of the Articles of Association of Enapter AG, the Annual General Meeting determines the remuneration of the members of the company's Supervisory Board by resolution. The Annual General Meeting of Enapter AG last passed a resolution on the remuneration of the Supervisory Board members on May 6, 2021.

In the opinion of the management, the previous remuneration regulations for the members of the Supervisory Board continue to be appropriate and in line with the market.

- a) Remuneration system for the Supervisory Board in accordance with Sections 113 para. 3 sentence 1, 87a para. 1 sentence 2 AktG

The Management Board and Supervisory Board propose that the previous remuneration system for the Supervisory Board, which is available on the company's website at <https://enapterag.de/investor-relations/annual-general-meeting/>, be confirmed unchanged.

- b) Resolution on the specific remuneration

The Management Board and the Supervisory Board propose that the following confirmatory resolution be adopted to specify the aforementioned remuneration system:

The members of the Supervisory Board receive a fixed basic remuneration of EUR 12,000.00. The Chairman receives double the basic remuneration. The Deputy Chairman receives one and a half times the basic remuneration. In addition, the company bears the costs of a D&O insurance policy for the members of the Supervisory Board to an appropriate extent with a maximum sum insured per Supervisory Board member of EUR 10,000,000.00. In all other respects, the provisions in Section 12 of the Articles of Association apply.

II. Further information and notes

1. Total number of shares and voting rights

At the time the Annual General Meeting is convened, the company's share capital amounts to 29,072,934 no-par value bearer shares with no-par value and voting rights. The company does not hold any treasury shares at the time of convening the Annual General Meeting. The total number of voting rights therefore amounts to 29,072,934.

2. Requirements for attending the Annual General Meeting and exercising voting rights

Only those shareholders are entitled to attend the Annual General Meeting and exercise their voting rights who have registered with the company in good time by submitting proof of their shareholding in German or English in text form (Section 126b BGB). Proof of share ownership in German or English in text form (Section 126b BGB) by the last intermediary pursuant to Section 67c (3) AktG is sufficient proof of entitlement to participate and exercise voting rights. The proof of shareholding must refer to the close of business on the 22nd day prior to the Annual General Meeting (so-called record date), i.e. the

June 11, 2025, 24:00 h

Registration and proof of shareholding must be submitted to the company at the following address

Enapter AG
c/o UBJ. GmbH Haus
der Wirtschaft
Kapstadtring 10
22297 Hamburg E-
Mail: hv@ubj.de

by no later than on .

June 27, 2025, 24:00 h

Pursuant to Section 123 para. 4 sentence 5 AktG, only those persons who have provided proof of share ownership in good time are deemed to be shareholders in relation to the company for the purposes of exercising participation and voting rights. The scope of participation and voting rights is determined solely by the shareholding on the record date. The record date is not associated with a block on the saleability of the shareholding.

3. Procedure for voting by proxy

Shareholders who do not attend the Annual General Meeting may have their voting rights exercised by a proxy, including, for example, an intermediary, a proxy advisor or a shareholders' association, by granting a corresponding power of attorney. Timely registration and proof of share ownership are also required in this case.

Proxies that are not issued to an intermediary, a shareholders' association, a voting rights advisor or another equivalent person in accordance with Section 135 (8) AktG must be issued in text form (Section 126b BGB).

A proxy authorization form, which may but need not be used, will be sent to shareholders together with the admission ticket and is available to shareholders at the Internet address

<https://enapterag.de/investor-relations/hauptversammlung/> is

available for download.

If intermediaries or equivalent persons or associations (in particular shareholders' associations and proxy advisors) are authorized in accordance with Section 135 para. 8 AktG, they must record the power of attorney in a verifiable manner (Section 135 para. 1 sentence 2 AktG). We recommend that our shareholders consult with the aforementioned persons or associations regarding the form of proxies.

The granting of a power of attorney or its revocation vis-à-vis the company and proof of a power of attorney granted to an authorized representative or its revocation vis-à-vis the company must be in text form (Section 126b BGB) and can be submitted to the company by

July 2, 2025, 24:00 (receipt decisive) to the following address:

Enapter AG
c/o UBJ. GmbH Haus
der Wirtschaft
Kapstadtring 10
22297 Hamburg E-
Mail: hv@ubj.de

On the day of the Annual General Meeting, the granting of a proxy, its revocation, if applicable, and proof of a proxy granted to an authorized representative or its revocation, if applicable, can be submitted to the company at the entrance and exit control to the Annual General Meeting.

If the shareholder authorizes more than one person, the company may reject one or more of them in accordance with Section 134 para. 3 sentence 2 AktG.

As an additional service, we offer our shareholders the option of being represented at the Annual General Meeting by proxies appointed by the company who are bound by instructions. Timely registration and proof of share ownership are also required in this case.

If authorized, these proxies exercise voting rights exclusively in accordance with instructions and are not authorized to exercise voting rights without specific instructions from the shareholder. The proxies appointed by the company also do not accept instructions to raise objections to resolutions of the Annual General Meeting or to ask questions or propose motions.

A form for authorizing and instructing the proxy will be sent to shareholders with the admission ticket and is available to shareholders at the Internet address

<https://enapterag.de/investor-relations/hauptversammlung/>

available for download.

For organizational reasons, powers of attorney and instructions for the proxies appointed by the company that are issued, amended or revoked prior to the Annual General Meeting must be sent in text form (Section 126b BGB) to the following address by **midnight (receipt) on 2 July 2025** at the latest:

Enapter AG
c/o UBJ. GmbH Haus
der Wirtschaft
Kapstadtring 10
22297 Hamburg E-
Mail: hv@ubj.de

On the day of the Annual General Meeting, shareholders may issue, amend or revoke authorizations and instructions to the proxies appointed by the company until the start of voting at the entry and exit checkpoint.

4. Requests for additions to the agenda in accordance with Section 122 (2) AktG

Shareholders whose shares together amount to one twentieth of the share capital or a proportionate amount of EUR 500,000.00 may request that items be placed on the agenda and published. Each new item must be accompanied by a statement of reasons or a draft resolution.

The request must be made in writing or in the electronic form of Section 126a BGB (i.e. with a qualified electronic signature) to the Executive Board of the company and must be received by the company by the end of **June 2, 2025, 24:00 hours**.

Please send your request to the following address:

Enapter AG
Management Board
Glockengießerwall 3
20095 Hamburg
E-mail (with qualified electronic signature): info@enapterag.de

The applicants must prove that they have held the shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until the Board of Directors has made a decision on the request.

5. Countermotions and election proposals from shareholders

Counter motions within the meaning of Section 126 of the German Stock Corporation Act (AktG), together with the grounds, and nominations within the meaning of § Section 127 AktG, including the name of the shareholder and any statement by the management, will be published at the Internet address

<https://enapterag.de/investor-relations/hauptversammlung/>

if they are made available to the company by the end of **June 18, 2025, 24:00 hours**, at the address

Enapter AG
c/o UBJ. GmbH Haus
der Wirtschaft
Kapstadtring 10
22297 Hamburg E-
Mail: hv@ubj.de

and the other requirements pursuant to Section 126 and Section 127 AktG are met. Any statements by the management will also be published at the above Internet address. Counter motions from shareholders addressed otherwise will not be considered.

6. Shareholder's right to information pursuant to Section 131 (1) AktG

At the Annual General Meeting, every shareholder may request information from the Management Board on company matters in accordance with Section 131 (1) AktG, insofar as the information is necessary for a proper assessment of the items on the agenda. The duty to provide information also extends to the company's legal and business relationships with affiliated companies and to the situation of the Group and the companies included in the consolidated financial statements.

7. Further explanations/publications on the company's website

Further explanations pursuant to Section 121 para. 3 sentence 3 no. 3 AktG on the rights of shareholders pursuant to Sections 122 para. 2, 126 para. 1, 127 and 131 para. 1 AktG are available on the Internet at

<https://enapterag.de/investor-relations/hauptversammlung/> under

"Annual General Meeting 2025".

8. Website on which the information pursuant to Section 124a AktG is accessible

Shareholders are provided with information in accordance with Section 124a AktG on the company's website at

<https://enapterag.de/investor-relations/hauptversammlung/> under the

item "Annual General Meeting 2025".

9. Information on data protection

The company processes the following categories of personal data of shareholders, shareholder representatives and guests in connection with the Annual General Meeting: contact data (e.g. name or email address), information on the shares held by each individual shareholder (e.g. number of shares) and administrative data (e.g. voting card number/entry ticket number). The processing of personal data in the context of the Annual General Meeting is based on Art. 6 para. 1 lit. c of the General Data Protection Regulation (GDPR). This states that the processing of personal data is lawful if the processing is necessary for compliance with a legal obligation. The company is legally obliged to hold the Annual General Meeting of Shareholders. In order to fulfill this obligation, the processing of the above-mentioned categories of personal data is essential. The company's shareholders cannot register for the Annual General Meeting without providing their personal data.

The company is responsible for data processing. The contact details of the controller are as follows:

Enapter AG
Management Board
Glockengießerwall 3
20095 Hamburg
E-Mail: info@enapterag.de

Personal data relating to the company's shareholders is generally not passed on to third parties. By way of exception, third parties are also given access to this data if they have been commissioned by the company to provide services in connection with the holding of the Annual General Meeting. These are typical AGM service providers, such as AGM agencies, lawyers or auditors. The service providers only receive personal data to the extent that is necessary for the provision of the service.

Within the scope of the statutory right to inspect the list of participants

At the Annual General Meeting, other participants and shareholders may gain insight into the data recorded about them in the list of participants. Their personal data is also published in the context of requests for additions to the agenda, counter motions or proposals for election that are subject to disclosure, if these motions are submitted by shareholders and shareholder representatives.

Depending on the individual case, the above-mentioned data will be stored for up to three years (but not less than two years) after the end of the Annual General Meeting and then deleted, unless further processing of the data is still necessary in individual cases for the processing of applications, decisions or legal proceedings in relation to the Annual General Meeting.

For shareholders and shareholder representatives, the rights listed in Art. 15-21 GDPR apply (right to information about the personal data concerned as well as the rights to rectification or erasure or to restriction of processing or a right to object to processing as well as the right to data portability). In connection with the deletion of personal data, we refer to the statutory retention periods and Art. 17 para. 3 of the GDPR.

To exercise your rights, simply send an e-mail to:

info@enapterag.de

In addition, shareholders and shareholder representatives also have the right to lodge a complaint with a data protection supervisory authority.

Shareholders and shareholder representatives can contact the company's data protection officer at the following address:

Enapter AG Data
Protection Officer
Glockengießerwall 3
20095 Hamburg
E-Mail: info@enapterag.de

Düsseldorf, May 2025

**Enapter AG
The
Management
Board**