

# elumeo SE

Berlin

Security identification number (WKN): A11Q05  
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## Invitation to the Annual General Meeting

We hereby invite our shareholders to the Annual General Meeting to be held on

**Friday, June 20, 2025, at 10:00 a.m. (CEST),**  
at  
**Juwelo Deutschland GmbH, Portal 3b, 3rd floor,**  
**Erkelenzdamm 59/61, 10999 Berlin.**

### AGENDA

- 1. Presentation of the adopted annual financial statements of elumeo SE and the approved consolidated financial statements as of December 31, 2024, the management report of elumeo SE and the group management report (including the explanatory report on the disclosures pursuant to sections 289a, 315a of the German Commercial Code (Handelsgesetzbuch – HGB)) as well as the report of the Executive Board for financial year 2024.**

The aforementioned documents are available on the company's website at [www.elumeo.com/investor-relations/hauptversammlung](http://www.elumeo.com/investor-relations/hauptversammlung) and are available for inspection by shareholders at the company's offices (Erkelenzdamm 59/61, 10999 Berlin). Each shareholder will be provided with a copy free of charge upon request. The aforementioned documents will also be available for inspection by shareholders at the annual general meeting.

In accordance with the statutory provisions, no resolution of the annual general meeting is required for this agenda item 1, as the Administrative Board has already approved the annual and consolidated financial statements for the 2024 financial year submitted by the Managing Directors and the annual financial statements for the 2024 financial year have thus been adopted in accordance with Art. 9 section 1 lit. c) i) of Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the Statute for a European company (SE) (hereinafter also referred to as "**SE Regulation**") in conjunction with section 47 section 5 sentence 1 SEAG.

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

The Board of Directors proposes that the members of the Board of Directors serving in the 2024 financial year be discharged from their duties for this period.

It is intended that the annual general meeting decide on the discharge of the members of the Board of Directors by way of individual discharge.

**3. Resolution on the discharge of the Managing Directors for the 2024 financial year**

The Board of Directors proposes that the Managing Directors in office in the 2024 financial year be discharged for this period.

It is intended that the annual general meeting decide on the discharge of the managing directors by way of individual discharge.

**4. Appointment of the auditor and any necessary group auditor for the 2025 financial year as well as for any commissioned audit review of the half-year financial report as at June 30, 2025 and the 2025 quarterly statements**

On the recommendation of its Audit Committee, the Board of Directors proposes that Mazars GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Domstrasse 15, 20095 Hamburg, appointed as auditor and - if necessary - group auditor for the 2025 financial year and - if commissioned - for the review of the half-year financial report as of June 30, 2025, and the quarterly statements for 2025.

The Audit Committee has declared that its recommendation is free from undue influence by third parties and that no clause restricting the selection options within the meaning of Art. 16 (6) of the EU Statutory Audit Regulation has been imposed on it.

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

§ Section 120a section 4 sentence 1 AktG in the version of the Act Implementing the Second Shareholders' Rights Directive (ARUG II) stipulates that the annual general meeting of the listed company shall resolve on the approval of the remuneration report for the previous financial year prepared and audited in accordance with section 162 AktG.

The remuneration report of elumeo SE for financial year 2024, prepared in accordance with section 162 AktG and audited by Mazars GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, is printed in full, including the auditor's report on the audit of the remuneration report, under section II "Remuneration report 2024". It is also available from the day the annual general meeting is convened on the company's website at

[www.elumeo.com/investor-relations/hauptversammlung](http://www.elumeo.com/investor-relations/hauptversammlung)

accessible.

The Board of Directors and the Managing Directors propose the following resolution:

*"The remuneration report of elumeo SE for financial year 2024, prepared and audited in accordance with section 162 AktG, is approved."*

**6. Resolution on the approval of the remuneration system for the Managing Directors submitted by the Board of Directors**

§ Section 120a section 1 sentence 1 AktG in the version of the Act Implementing the Second Shareholders' Rights Directive (ARUG II) in conjunction with section 40 section 1 SEAG, sections 87, 87a AktG stipulates that the annual general meeting of the listed company must resolve at least every four years on the approval of the remuneration system for the Managing Directors drawn up by the Board of Directors.

The remuneration system for the managing directors established by the Administrative Board in accordance with Section 40 (1) SEAG and Sections 87 and 87a AktG is available in its entirety on the company's website at

[www.elumeo.com/investor-relations/hauptversammlung](http://www.elumeo.com/investor-relations/hauptversammlung)

from the date of convening the annual general meeting.

The Board of Directors proposes the following resolution:

*"The remuneration system for the Managing Directors of elumeo SE prepared by the Executive Board is approved."*

**7. Resolution on the remuneration of the non-executive members of the Board of Directors by amending Article 15 section 1 of the Articles of Association**

§ Section 113 section 3 sentence 1, 2 AktG in the version of ARUG II in conjunction with section 38 section 1 SEAG stipulates that, in the case of listed companies, a resolution on the remuneration of the non-executive members of the Board of Directors must be passed at least every four years, whereby a resolution confirming the remuneration is sufficient.

The remuneration of the non-executive members of the Executive Board is regulated in Section 15 of the Articles of Association of elumeo SE. Accordingly, the members of the Executive Board receive fixed remuneration for their activities. Variable remuneration, which depends on the achievement of certain successes or targets, is not provided for the members of the Executive Board. No attendance fee is paid. A member of the Board of Directors who only serves for part of a financial year shall receive remuneration calculated on a pro rata basis according to the length of service determined on the basis of full months. The remuneration is payable pro rata temporis after the end of each month.

The non-executive members of the Board of Directors are reimbursed for all expenses incurred in connection with the fulfillment of their duties as members of the Board of Directors, as well as any value added tax payable on their remuneration. For non-executive members of the Board of Directors with limited tax liability and a gross agreement within the meaning of section 50a (1) of the German Income Tax Act (EStG), the withholding tax plus solidarity surcharge is paid by the company.

In addition, the members of the Executive Board also receive as remuneration the assumption of the costs of liability insurance (so-called "D&O insurance"), which is taken out by elumeo SE for the members of the Executive Board. This insurance is taken out with an appropriate sum insured and an excess of 10% of the respective damage. The excess is limited to one and a half times the fixed annual remuneration of the respective member of the Management Board for all claims occurring within one insurance year. The costs of this insurance are borne by elumeo SE.

The remuneration of the non-executive members of the Board of Directors has remained unchanged since 2023.

elumeo SE has based the design of the remuneration system for the non-executive members of the Executive Board on the legal requirements and the requirements of the German Corporate Governance Code in its version dated April 28, 2022 ("GCGC")

In accordance with Principle 25, Recommendation G.18 GCGC, the members of the Board of Directors should receive purely fixed remuneration in order to ensure the independence of the Board of Directors and to enable it to perform its advisory and supervisory function objectively. Variable remuneration components should not be provided for, as the workload and liability risk of the members of the Board of Directors do not regularly develop in parallel with the business success of the company or the earnings situation of the company. The remuneration of the members of the Board of Directors should be balanced overall and proportionate to the responsibilities and tasks of the members of the Board of Directors and

the situation of the company, taking into account the remuneration regulations of other listed companies. At the same time, the assumption of a mandate as a member or Chairman of the Board of Directors should appear sufficiently attractive to attract and retain suitable members. This is a prerequisite for the best possible supervision and advice for the Managing Directors, which in turn contributes significantly to a successful business strategy and the long-term development of the company.

In view of the company's situation, the Board of Directors considers it appropriate to leave the remuneration of EUR 120,000.00 for the Chairman of the Board of Directors unchanged, but to increase the remuneration of the other non-executive members of the Board of Directors, with the exception of the Chairman, to EUR 25,000.00

The Board of Directors and the Managing Directors propose to the Annual General Meeting that the following resolution be adopted:

*§ Section 15 (1) of the Articles of Association is replaced by the following:*

*The non-executive members of the Board of Directors receive a fixed annual remuneration for each full financial year of their membership of the Board of Directors. The Chairman receives EUR 120,000.00 plus VAT. The other non-executive members of the Board of Directors each receive EUR 25,000.00 plus VAT. A member of the Board of Directors who is only active for part of a financial year receives a pro rata temporis remuneration calculated on the basis of the period of activity determined in full months. The remuneration is payable pro rata temporis after the end of each month."*

*The new remuneration regulations will apply from January 1, 2025."*

## **FURTHER INFORMATION AND NOTES**

### **COMPOSITION OF THE BOARD OF DIRECTORS**

In accordance with § 124 section 2 sentence 1 AktG, it is pointed out that the Administrative Board of the company is only composed of members of the shareholders' Administrative Board elected by the Annual General Meeting in accordance with Art. 43 section 2 SE-VO and Art. 43 section 3 SE-VO in conjunction with § 23 SEAG and § 24 section 1 SEAG. The annual general meeting is not bound by election proposals.

### **TOTAL NUMBER OF SHARES AND VOTING RIGHTS AT THE TIME OF CONVENING THE ANNUAL GENERAL MEETING**

At the time the Annual General Meeting was convened, the company had issued 5,927,420 no-par value bearer shares. Each no-par value share grants one vote. The total number of voting rights is therefore 5,927,420. The company does not hold any treasury shares at the time of convening the Annual General Meeting.

### **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 at the annual general meeting who have registered in good time prior to the annual general meeting and have provided proof of their entitlement to attend and exercise their voting rights. For this purpose, proof of share ownership issued in German or English in writing or in text form (section 126b BGB) by the custodian bank is sufficient. The proof of shareholding must refer to the close of business on the 22nd day prior to the annual general meeting, i.e. Thursday, **May 29, 2025, 24:00** hours (CEST) ("**record date**").

The registration and proof of shareholding must be received by the company at least in text form (section 126b BGB) no later than **Friday, June 13, 2025, 24:00** hours (CEST), at the following address, fax number or e-mail address:

elumeo SE  
c/o AAA HV Management GmbH  
Am Stadion 18-24  
51465 Bergisch Gladbach  
Fax: + 49 (0) 2202 23569-11  
E-Mail: [elumeo2025@aaa-hv.de](mailto:elumeo2025@aaa-hv.de)

Upon timely receipt of the registration and proof of share ownership by the company, shareholders will be sent admission tickets for the annual general meeting. To ensure that the admission tickets are received in good time, we ask shareholders to request an admission ticket from their custodian bank as early as possible. The required registration and proof of the relevant shareholding will then be provided by the custodian bank.

#### **SIGNIFICANCE OF THE RECORD DATE**

In relation to the company, only shareholders who have provided proof of share ownership on the record date are entitled to participate in the meeting and exercise their voting rights. The entitlement to participate and the scope of voting rights are based exclusively on the shareholding on the record date. The record date is not associated with a block on the saleability of the shareholding. Even in the event of a complete or partial sale of the shareholding after the record date, the entitlement to participate in the annual general meeting and the scope of voting rights are determined exclusively by the shareholding on the record date, i.e. sales of shares after the record date have no effect on the entitlement to participate in the annual general meeting and the scope of voting rights. However, it should be noted that in accordance with section 405 section 3 no. 1 AktG\*, anyone who uses shares of another person, for whose representation they are not authorized, to exercise rights at the annual general meeting without that person's consent is acting in violation of the regulations. Likewise, the acquisition of shares in the company after the record date does not lead to any changes with regard to participation and voting rights. Anyone who does not yet own any shares on the record date and only becomes a shareholder after this date is not entitled to participate or vote on the basis of these shares. The record date has no significance for any dividend entitlement.

*\* The provisions of the German Stock Corporation Act apply to elumeo SE pursuant to Art. 9 section 1 lit. c) ii), Art. 10 and Art. 53 of the SE Regulation, unless otherwise provided for in specific provisions of the SE Regulation.*

#### **PROCEDURE FOR VOTING BY PROXY AT THE ANNUAL GENERAL MEETING**

Shareholders who do not wish to attend the annual general meeting in person may have their voting rights exercised by a proxy, including an association of shareholders or an intermediary (e.g. a bank), other institutions or persons covered by section 135 AktG or a person of their choice, provided they have granted a corresponding power of attorney. In this case, too, timely and proper registration by the shareholder and proof of share ownership as at the record date are required in accordance with the above provisions.

The proxy may be granted both before and during the annual general meeting. Declarations to the person to be authorized and to the company can be considered for this purpose.

If neither an intermediary (e.g. a bank) nor a shareholders' association or a person or institution equivalent to these in accordance with the provisions of the German Stock Corporation Act is authorized, the granting and revocation of the power of attorney and proof thereof to the company must at least be in text form (section 126b BGB).

If the proxy is granted or revoked by declaration to the company, the declaration can be sent at least in text form (section 126b BGB) to the following address, fax number or e-mail address:

elumeo SE  
c/o AAA HV Management GmbH  
Am Stadion 18-24  
51465 Bergisch Gladbach  
Fax: + 49 (0) 2202 23569-11  
E-Mail: [elumeo2025@aaa-hv.de](mailto:elumeo2025@aaa-hv.de)

The revocation can also be made by the shareholder attending the annual general meeting in person.

If the proxy is granted by declaration to the company, additional proof of authorization is not required. If the power of attorney is granted by declaration to the proxy, the power of attorney must be proven to the company at least in text form (section 126b BGB), unless otherwise stipulated in section 135 AktG (see below).

Proof of proxy authorization can be sent to the address, fax number or e-mail address given above for the granting of proxies. In order to be able to clearly assign the proof of proxy authorization, please state the full name or company name and the place of residence or business address of the shareholder. Please also state the name and address of the authorized representative so that the admission ticket can be sent to them.

Proof can also be provided by the proxy showing the power of attorney at the admission desk on the day of the annual general meeting.

There is no text form requirement for the authorization of an intermediary (e.g. credit institution), a shareholders' association or another institution or person equivalent to these under the provisions of the German Stock Corporation Act, neither according to the Articles of Association nor according to the express wording of the German Stock Corporation Act. According to the prevailing opinion, the general text form requirement for the power of attorney pursuant to section 134 section 3 sentence 3 AktG does not apply to these proxy recipients. However, in these cases, the proxy recipient may require a special form of proxy, as he must record this in a verifiable manner in accordance with section 135 section 1 sentence 2 AktG (possibly in conjunction with section 135 section 8 or sections 135 section 10, 125 section 5 AktG). Please ask the proxy recipient about any special features that may need to be observed.

If a shareholder wishes to authorize an intermediary (e.g. a credit institution) or a shareholders' association or another institution or person equivalent to these under the provisions of stock corporation law, he or she should also inquire in advance with the proxy recipient whether the latter will represent or be present at the annual general meeting of elumeo SE.

Proxies may also be granted by shareholders and shareholder representatives present at the annual general meeting to other persons present. However, intermediaries, credit institutions, shareholders' associations or other institutions or persons treated as such by the provisions of the German Stock Corporation Act may only grant sub-proxies to persons who are not their employees in accordance with section 135 section 5 sentence 1 AktG (where applicable in conjunction with section 135 section 8 AktG or sections 135 section 10, 125 section 5 AktG) if the proxy allows this.

Forms that can be used to grant and revoke proxies will be sent to shareholders who have duly registered for the annual general meeting together with their admission ticket. Shareholders who wish to grant a proxy to the proxy holders appointed by the company may use the proxy/instruction form available for download at

[www.elumeo.com/investor-relations/hauptversammlung](http://www.elumeo.com/investor-relations/hauptversammlung).

There is no obligation to use the forms offered by the company.

If a shareholder authorizes more than one person, the company may reject one or more proxies.

#### **VOTING BY A PROXY APPOINTED BY THE COMPANY**

Shareholders also have the option of having their voting rights exercised at the annual general meeting in accordance with their instructions by the proxies appointed by the company, Kerstin Müller, Berlin, and Tobias Funk-Isberner, Berlin, who are bound by instructions. In this case, too, the shareholder must register for the annual general meeting in due time and in the proper manner and prove his shareholding on the record date.

The company-appointed proxies shall exercise the voting rights in accordance with the instructions provided by the shareholders in accordance with the instructions issued by them on the individual agenda items. The proxies appointed by the company are not subject to any instructions from elumeo SE when exercising voting rights. If the instructions are not clear, the proxies appointed by the company must abstain from voting on the relevant agenda item. The proxies appointed by the company may not exercise voting rights on votes whose subject matter is not known in advance of the annual general meeting (e.g. procedural motions). In such cases, they will abstain from voting or not participate in the vote. The same applies when voting on a counter-motion without express instructions. The company's proxies do not accept any authorizations to lodge objections to resolutions of the annual general meeting, to exercise the right to speak and ask questions or to submit motions.

The granting of powers of attorney and instructions to the proxies nominated by the company as well as the revocation of a power of attorney granted to the proxies nominated by the company must at least be in text form (section 126b BGB). Shareholders who wish to grant a proxy to the proxy holders appointed by the company may use the proxy/instruction form available for download at

[www.elumeo.com/investor-relations/hauptversammlung](http://www.elumeo.com/investor-relations/hauptversammlung).

The proxy/instructions form can also be requested from the company free of charge. There is no obligation to use the form provided by the company to authorize or issue instructions to the company's proxies.

For organizational reasons, proxies and instructions to the company's proxies must be received by the company at the latest by **Thursday, June 19, 2025, 4:00 p.m.** (CEST), at least in text form (section 126b BGB) at the following address, fax number or e-mail address:

elumeo SE  
c/o AAA HV Management GmbH  
Am Stadion 18-24  
51465 Bergisch Gladbach  
Fax: + 49 (0) 2202 23569-11  
E-Mail: [elumeo2025@aaa-hv.de](mailto:elumeo2025@aaa-hv.de)

Alternatively, it is possible to hand over the power of attorney and instructions to the proxies during the annual general meeting.

#### **SHAREHOLDERS' RIGHTS**

**Additions to the agenda at the request of a minority in accordance with Article 56 sentence 2 and sentence 3 SE Regulation, section 50 section 2 SEAG, section 122 section 2 AktG**

Shareholders whose shares together amount to five per cent of the share capital (corresponding to 296,371 no-par value shares) or the proportionate amount of EUR 500,000.00 (corresponding to 500,000 no-par value shares) may request that items be added to the agenda of the annual general meeting and announced. This quorum is required in accordance with Art. 56 sentence 2 and sentence 3 SE Regulation in conjunction with section 50 section 2 SEAG for requests for additions to the agenda by shareholders of a European Company (SE). § Section 50 (2) SEAG corresponds in content to the provision of section 122 (2) sentence 1 AktG.

For each new item on the agenda, such a request must be accompanied by a statement of reasons or a draft resolution. Pursuant to section 50 (2) SEAG, a 90-day pre-ownership period of the aforementioned minimum shareholding is not a prerequisite for an SE to request an addition to the agenda. The request must be addressed in writing to the Board of Directors of the company and must be received by the company at least 30 days before the annual general meeting, i.e. by **Tuesday, May 20, 2025, 24:00 hours** (CEST) at the latest. Please send such requests to the following address:

elumeo SE  
- The Executive Board -  
for the attention of Mr. Volker Ney  
Erkelenzdam 59/61  
10999 Berlin

Requests for additional information to be published shall be published in the Bundesanzeiger immediately upon receipt and forwarded for publication to media outlets that can be expected to disseminate the information throughout the European Union. They will also be made available on the company's website at [www.elumeo.com/investor-relations/hauptversammlung](http://www.elumeo.com/investor-relations/hauptversammlung).

### **Counter motions and election proposals by shareholders pursuant to sections 126 (1) and 127 AktG**

Every shareholder is entitled to submit motions regarding the items on the agenda and the rules of procedure at the annual general meeting or (only regarding items on the agenda) to make nominations without the need for an announcement, publication or other special action prior to the annual general meeting.

The company will make shareholders' motions and election proposals, including the name of the shareholder, the reasons (which are not required for election proposals) and any statement by the management, available at <https://www.elumeo.com/investor-relations/hauptversammlung> if they are received by the company at least 14 days prior to the meeting, i.e. by **Thursday, June 5, 2025, 24:00 hours** (CEST), at the address, fax number or e-mail address specified below:

elumeo SE  
- Investor Relations -  
Erkelenzdam 59/61  
10999 Berlin  
Fax: +49 30 695979 650  
E-mail: [ir@elumeo.com](mailto:ir@elumeo.com)

The company may refrain from publishing a counter motion and its grounds if one of the reasons pursuant to section 126 section 2 nos. 1 to 7 AktG applies. The grounds for a counter motion need not be made accessible if they exceed a total of 5,000 characters.

Except in the cases set out in section 126 (2) AktG, the Administrative Board does not need to make shareholders' election proposals accessible if they do not include the name, profession and place of residence of the proposed Administrative Board members or auditors or the name and

registered office of the proposed auditing company or information on the membership of the proposed Administrative Board members in other statutory supervisory boards within the meaning of section 125 (1) sentence 5 AktG.

### **Shareholder's right to information pursuant to section 131 (1) AktG**

In accordance with section 131 (1) of the German Stock Corporation Act (AktG), the Board of Directors must provide each shareholder with information on company matters at the annual general meeting upon request, insofar as this is necessary for a proper assessment of the item on the agenda.

The duty to provide information also extends to the company's legal and business relationships with an affiliated company as well as the situation of the Group and the companies included in the consolidated financial statements.

The Board of Directors may refrain from answering individual questions for the reasons stated in section 131 (3) AktG.

In accordance with section 20 (1) sentence 4 of the company's Articles of Association, the Chairman of the annual general meeting is authorized to impose reasonable time limits on the shareholders' right to ask questions and speak for the entire course of the annual general meeting, for the debate on individual agenda items or for questions and speeches by individual speakers at the beginning or during the course of the annual general meeting. In addition, the chairman of the meeting may order the end of the debate in accordance with section 20 (1) sentence 5 of the company's Articles of Association if this is necessary for the proper conduct of the annual general meeting.

### **INFORMATION ON THE COMPANY'S WEBSITE**

The following information and documents will be available on the company's website at <https://www.elumeo.com/investor-relations/hauptversammlung> as soon as possible after the meeting has been convened:

- the content of the convocation,
- an explanation of agenda item 1, on which no resolution is to be passed at the annual general meeting,
- the documents to be made available to the meeting:
  - the adopted annual financial statements of elumeo SE as of December 31, 2024,
  - the approved Consolidated Financial Statements of elumeo SE as of December 31, 2024,
  - the Management Report of elumeo SE for financial year 2024,
  - the Group management report for the 2024 financial year,
  - the explanatory report on the disclosures pursuant to sections 289a (1) and 315a (1) of the German Commercial Code,
  - the report of the Board of Directors for the 2024 financial year,
  - the 2024 Annual Report, which includes the remuneration report,
  - the total number of shares and voting rights at the time the Annual General Meeting is convened,

- the forms that can be used to grant and revoke a proxy for the annual general meeting,
- more detailed explanations on shareholders' rights: additions to the agenda, counter-motions or election proposals and the right to information.

The aforementioned information and documents will also be available for inspection by shareholders at the offices of elumeo SE, Erkelenzdamm 59/61, 10999 Berlin, and at the annual general meeting from the day on which the annual general meeting is convened. Upon request, each shareholder will be provided with a copy of the aforementioned documents free of charge.

Berlin, May 2025

**elumeo SE**

*The Board of Directors*