Convenience Translation

Annual General Meeting of Pyrum Innovations AG on July 24, 2025

Report of the Executive Board on Agenda Item 6 (Resolution on the cancellation of the existing authorization and the creation of a new authorization to issue and exclude subscription rights to convertible bonds and/or bonds with warrants, profit participation rights and/or participating bonds (or combinations of these instruments) together with the cancellation of the Conditional Capital WSV 2024 and creation of the Conditional Capital WSV 2025 and corresponding amendment to the Articles of Association)

The authorization granted by the Annual General Meeting on July 18, 2024, under Agenda Item 6 for the issuance of convertible bonds and/or bonds with warrants, participating rights, or profit participation rights, or a combination of these instruments, is to be renewed in order to continue ensuring maximum flexibility for the Company's corporate financing and access to debt capital. To date, this authorization has not been utilized. The Executive Board shall now again be authorized – at a comparable volume – to issue convertible bonds and/or bonds with warrants, participating rights, or profit participation rights or a combination of these instruments (together, "**bonds**") with the ability to exclude subscription rights.

Simultaneously, Conditional Capital WSV 2024 as set out in Section 4 (9) of the Articles of Association is to be canceled and replaced by the new Conditional Capital WSV 2025. This is intended to provide the Company with the ability to establish an optimal financing structure and sufficient flexibility to issue bonds under simplified exclusion of subscription rights pursuant to Section 221 (4) Sentence 2 in conjunction with Section 186 (3) Sentence 4 of the German Stock Corporation Act (**AktG**).

The total nominal amount of the bonds to be issued under the new authorization shall not exceed EUR 90,000,000.00, and the volume of the new conditional capital required to service the bonds shall amount to EUR 1,446,948.00; this corresponds to 40% of the share capital at the time the meeting is convened. Conditional Capital 2020/I pursuant to Section 4 (6) of the Articles of Association and Conditional Capital 2023 I pursuant to Section 4 (8) shall remain unaffected.

Adequate capital resources are a fundamental basis for the Company's business development and successful market positioning. Bonds represent important financing instruments alongside traditional capital-raising options. The issuance of bonds initially provides the Company with low-interest debt capital, which – if converted – will remain in the Company as equity capital. The Company also benefits from any conversion and/or option premiums received. The proposed authorization, which provides the ability to create both conversion and/or option rights and obligations, increases the flexibility of this financing instrument.

The proposed authorization allows the Company to issue bonds either directly or through an entity that is majority-owned, either directly or indirectly, by the Company. Furthermore, it shall be possible to stipulate that the bonds may be settled wholly or partially by issuing shares of the Company, Norwegian Depository Receipts (NDRs) listed on Euronext Growth Oslo, or other forms of settlement instead of cash payments.

The conversion or option price may not fall below a minimum amount, the calculation basis for which is precisely defined. The calculation is based on the closing prices of the Company's shares or of the NDRs at the stock exchange or multilateral trading facility with the highest total trading volume ("**Primary Trading Venue**") around the time of the bond issuance. The conversion or option price must be at least 80% of the volume-weighted average closing prices over the last ten trading days prior to the Executive Board's resolution on the bond issuance. In cases involving substitution rights or conversion/option obligations, the minimum price shall be determined either on this basis or by using the arithmetic average of the closing prices during the ten trading days before maturity or another specified date.

The conversion or option price may be reduced without prejudice to Section 9 (1) AktG in accordance with anti-dilution provisions set out in the bond terms if the Company undergoes capital changes during the term of the bonds—such as a capital increase from company funds. Further adjustments may be made in the event of capital reductions or other measures or events resulting in economic dilution of conversion or option rights or obligations.

Under legal provisions, shareholders generally have subscription rights to such bonds (Section 221 (4) in conjunction with Section 186 (1) AktG). The bonds may also be subscribed by one or more banks or financial institutions designated by the Executive Board, which are obligated to offer them to shareholders (so-called indirect subscription rights). However, in the following cases and in accordance with the law, the Executive Board shall be authorized – with the Supervisory Board's approval – to exclude shareholders' subscription rights:

<u>Exclusion of Subscription Rights for Fractional Amounts:</u>

The Executive Board shall be authorized, with Supervisory Board approval, to exclude subscription rights for fractional amounts. This is customary and objectively justified, as it facilitates the issuance of bonds in round numbers and simplifies the technical execution of the subscription offer. Excluding subscription rights for such "free fractions" serves the Company and its shareholders and ensures that these are sold on the stock exchange or otherwise utilized in the best interest of the Company.

<u>Exclusion in Favor of Holders of Existing Bonds:</u>

The Executive Board shall also be authorized to exclude subscription rights for the purpose of granting holders of bonds issued by the Company or entities majority-owned by it with conversion or option rights or obligations the right to subscribe to new bonds to the extent they would be entitled to after exercising their rights or fulfilling their obligations. Such instruments typically contain anti-dilution clauses, and this exclusion avoids the need to reduce the conversion or option price, enabling the Company to issue new instruments at a higher issue price.

<u>Exclusion in Cash Offerings:</u>

Furthermore, the Executive Board shall be authorized with the Supervisory Board's approval to exclude subscription rights in cash offerings if, after due examination, the issue price does not materially fall below the theoretical market value determined using recognized financial mathematical methods (Sections 221 (4) Sentence 2, 186 (3) Sentence 4 AktG). This allows the Company to act quickly during favorable market conditions and issue bonds near market terms. Without excluding subscription rights, this flexibility would be impaired. The exclusion ensures market-near pricing and reduces risks tied to market volatility and subscription uncertainty.

The exclusion is limited to bonds representing no more than 20% of the share capital at the time the authorization becomes effective or is exercised. This includes shares or NDRs issued under similar exclusions during the term of this authorization. These limitations ensure shareholder protection from dilution. Shareholders retain the option to maintain their proportional interest by acquiring shares or

NDRs via the market, which subject to the custodial agreement may be converted into shares at any time.

Exclusion for Contributions in Kind:

Finally, the Executive Board shall be authorized, with the Supervisory Board’s consent, to exclude subscription rights where bonds are issued against contributions in kind. This provides the Company with the flexibility to offer bonds wholly or partially instead of cash in mergers, acquisitions of companies or interests, or for acquiring other assets, including claims or releases of obligations. The value of the non-cash consideration must reasonably correspond to the market value of the bonds, determined using recognized financial mathematical methods.

The ability to issue bonds as non-cash consideration enhances the Company’s competitive flexibility in cross-border M&A activity and helps conserve liquidity while optimizing the financial structure. The Executive Board will carefully assess whether to use this authorization for each specific transaction, ensuring that the value of the non-cash contribution aligns with the value of the bonds issued.

Conditional Capital WSV 2025:

Conditional Capital WSV 2025 is required to fulfill instruments with conversion or option rights, obligations, or the Company’s choice to settle in shares unless other forms of settlement are used in full or in part.

Utilization of the Authorization:

There are currently no specific plans to use this authorization. The Executive Board will, in every case, assess carefully whether such issuance and any exclusion of subscription rights is in the interest of the Company and its shareholders. The Executive Board will report to the next Annual General Meeting on any utilization of this authorization.

Dillingen/Saar, June 2025

Pyrum Innovations AG

The Executive Board

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Pascal Klein

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Kai Winkelmann