



**Notice of the Annual General Meeting 2026**

of

**Amadeus Fire AG**  
Frankfurt / Main  
ISIN DE0005093108 / WKN 509 310

**on Thursday, 28<sup>th</sup> May 2026 at 11.00 a.m. (CEST)**

Event identifier: DE0005093108-GMET-202605

**Overview of the agenda**

- 1. Presentation of the audited Annual Financial Statements and the approved Consolidated Financial Statements of Amadeus Fire AG for the 2025 financial year, together with the combined Management Report for Amadeus Fire AG and the Amadeus Fire Group, and the Report of the Supervisory Board for the 2025 financial year**
- 2. Resolution on the appropriation of retained earnings**
- 3. Resolution on the discharge of the members of the Management Board for the 2025 financial year**
- 4. Resolution on the discharge of the members of the Supervisory Board for the 2025 financial year**
- 5. Resolution on the appointment of the statutory auditor for the 2026 financial year**
- 6. Resolution on the appointment of the auditor for the sustainability reporting for the 2026 financial year**
- 7. Resolution on the election of members of the Supervisory Board**
- 8. Approval of the remuneration report for the 2025 financial year**
- 9. Resolution on the creation of new Authorised Capital 2026, the authorisation to exclude subscription rights, and the corresponding amendment to Section 4(4) of the Articles of Association**

## **Invitation to the Annual General Shareholders Meeting**

We hereby invite our shareholders to the

**Annual General Shareholders Meeting to be held on Thursday, 28<sup>th</sup> May 2026,  
at 11.00 a.m. CEST,**

(the “Annual General Meeting”).

The Annual General Meeting will be held on the basis of Section 16(4) of the Articles of Association of Amadeus Fire AG in the form of a virtual General Meeting pursuant to Section 118a of the German Stock Corporation Act (*Aktiengesetz*, “AktG”), without the physical presence of shareholders or their authorised representatives (with the exception of the proxy representatives appointed by the Company), and will be broadcast live on the Company’s website at

<https://group.amadeus-fire.de/en/investor-relations/annual-general-meeting/>

in the AGM Portal (hereinafter the “AGM Portal”) with video and audio. Voting rights of shareholders who have duly registered in due time and form, and of their authorised representatives, may be exercised exclusively by postal vote or by granting a proxy to the Company’s proxy representatives (see Section “II. Further information and notices”).

The place from which the virtual Annual General Meeting is broadcast, and thus the place of the Annual General Meeting within the meaning of the German Stock Corporation Act, is the registered office of Amadeus Fire AG’s Headquarters, Hanauer Landstrasse 160, 60314 Frankfurt / Main. The physical presence of shareholders and their authorised representatives (with the exception of the proxy representatives appointed by the Company) at the place of the Annual General Meeting is excluded.

### **I. AGENDA**

- 1. Presentation of the audited Annual Financial Statements and the approved Consolidated Financial Statements of Amadeus Fire AG for the 2025 financial year, together with the combined Management Report for Amadeus Fire AG and the Amadeus Fire Group, and the report of the Supervisory Board for the 2025 financial year**

The above documents also include the explanatory report on the disclosures pursuant to Sections 289a and 315a of the German Commercial Code (*Handelsgesetzbuch*), the corporate governance statement including corporate governance reporting, as well as the non-financial consolidated statement for the 2025 financial year, and will be presented to the Annual General Meeting by the Management Board and – insofar as the report of the Supervisory Board is concerned – by the Supervisory Board. In accordance with statutory provisions, no resolution is to be adopted under this agenda item, as the Supervisory Board has already approved the Annual Financial Statements and the Consolidated Financial Statements and the Annual Financial Statements and the Consolidated Financial Statements are therefore adopted.

The documents referred to above, as well as the Management Board’s proposal for the appropriation of retained earnings, are available from the time of convening the Annual General Meeting on the Company’s website at

<https://group.amadeus-fire.de/en/investor-relations/annual-general-meeting/>

available for download.

**2. Resolution on the appropriation of retained earnings**

- The Management Board and the Supervisory Board propose that, from the Company's retained earnings for the 2025 financial year in the amount of EUR 59,345,654.66,
- the amount of EUR 59,345,654.66 be carried forward.

**3. Resolution on the discharge of the members of the Management Board for the 2025 financial year**

The Management Board and the Supervisory Board propose that discharge be granted to the members of the Management Board who held office in the 2025 financial year, for the 2025 financial year.

It is intended that the Annual General Meeting resolves the discharge of the members of the Management Board by way of individual votes.

**4. Resolution on the discharge of the members of the Supervisory Board for the 2025 financial year**

The Management Board and the Supervisory Board propose that discharge be granted to the members of the Supervisory Board who held office in the 2025 financial year, for the 2025 financial year.

It is intended that the Annual General Meeting resolve the discharge of the members of the Supervisory Board by way of individual votes.

**5. Resolution on the appointment of the statutory auditor for the 2026 financial year**

On the basis of the recommendation of its Audit Committee, the Supervisory Board proposes the appointment of PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt / Main, as the auditor and Group auditor for the 2026 financial year, and as the auditor for any review of interim financial reports prepared prior to the next Annual General Meeting, provided that such interim financial reports are commissioned for review.

PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt / Main, has declared to the Supervisory Board that there are no business, financial, personal or other relationships between it, its corporate bodies and audit engagement partners on the one hand, and the Company and its corporate bodies on the other hand, which could give rise to doubts as to its independence.

The Audit Committee has declared that its recommendation is free from undue influence by third parties and that it has not been subject to any clause restricting the choice within the meaning of Article 16(6) of Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC (the "EU Audit Regulation").

**6. Resolution on the appointment of the auditor for the sustainability reporting for the 2026 financial year**

Based on the recommendation of its Audit Committee, the Supervisory Board proposes the appointment of PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Friedrich-Ebert-Anlage 35-37, 60327 Frankfurt / Main, as the auditor of the sustainability reporting for the 2026 financial year, provided that the national legislator provides for an appointment by the Annual General Meeting.

PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt / Main, has declared to the Supervisory Board that there are no business, financial, personal or other relationships between it, its corporate bodies and audit engagement partners on the one hand, and the Company and its corporate bodies on the other hand, which could give rise to doubts as to its independence.

The Audit Committee has declared that its recommendation is free from undue influence by third parties and that it has not been subject to any clause restricting the choice within the meaning of Article 16(6) of Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC (the “**EU Audit Regulation**”).

## **7. Resolution on the election of members of the Supervisory Board**

The term of office of all shareholder representatives on the Supervisory Board elected by the Annual General Meeting ends upon the close of the Annual General Meeting to be held on 28<sup>th</sup> May 2026.

Pursuant to Sections 96(1) and 101(1) AktG and Sections 1(1), 6(1) and 7(1) sentence 1 no. 1 of the German Co-Determination Act (*Mitbestimmungsgesetz*, “MitbestG”), the Supervisory Board is to be composed of twelve members. Six Supervisory Board members are elected by the Annual General Meeting in accordance with the provisions of the German Stock Corporation Act (shareholder representatives), and a further six Supervisory Board members are elected by the employees in accordance with the provisions of the Co-Determination Act (employee representatives).

Pursuant to Section 96(2) sentence 1 AktG, the Supervisory Board must be composed of at least 30% women and at least 30% men (“gender quota”). To date, neither the shareholder representatives nor the employee representatives have objected to the principle, under Section 96(2) sentence 3 AktG, that the gender quota is to be fulfilled by the Supervisory Board as a whole (and not separately by the shareholder and employee sides) vis-à-vis the Chair of the Supervisory Board. With twelve Supervisory Board members, at least four women and four men must therefore be elected in total. The election of the six employee representatives is scheduled to take place on 21<sup>st</sup> April 2026. The Supervisory Board assumes that the employees will elect two women and four men to the Company’s Supervisory Board and that the election proposal set out below will therefore satisfy the gender quota. Should the outcome of the election on the employee side be such that adoption of the proposal below would result in a breach of the gender quota, the Supervisory Board reserves the right to adjust its election proposal accordingly. The Supervisory Board’s election proposals are based on the recommendation of its Human Resources Committee, which has assumed the responsibilities of the Nomination Committee; they take into account the targets adopted by the Supervisory Board for its composition and aim to fulfil the competency profile and diversity concept developed by the Supervisory Board for the full body. The targets, competency profile and diversity concept were adopted by the Supervisory Board and are presented, including the status of implementation, in the corporate governance statement for the 2025 financial year. The corporate governance statement is contained in the 2025 Annual Report and forms part of the documents referred to under agenda item 1, which are available on our website at

<https://group.amadeus-fire.de/en/investor-relations/annual-general-meeting/>

and will be sent to shareholders upon request. It will also be available there as part of these documents during the Annual General Meeting.

The Supervisory Board proposes that the persons listed below under items (a) to (f) be elected, with effect from the end of the Annual General Meeting on 28<sup>th</sup> May 2026, as shareholder representatives on the Supervisory Board:

- a) Professor Heinrich Alt (honorary professor), Bad Kreuznach

For the period from the end of this Annual General Meeting until the end of the Annual General Meeting that resolves on the discharge for the financial year 2028.

Professor Alt has been an independent member of the Supervisory Board of Amadeus Fire AG since 2021 and, in the past year 2025, reached the age of 75 and thus exceeded the age limit for re-election to the Supervisory Board pursuant to the Rules of Procedure for the Supervisory Board of Amadeus Fire AG as amended on 12 August 2025 ("§ 1 Targets, competencies, responsibilities and duties, paragraph 7").

In making its proposal, the Supervisory Board has deliberately decided to deviate from the age limit of 75 years set out in the Rules of Procedure.

Professor Alt is a recognised expert in the field of labour and social affairs and has extremely broad and at the same time highly specific know-how of the German labour market as well as of the structures and processes of the Federal Employment Agency. On the one hand, he has decades of practical experience (38 years) as an employee, manager and member of the Executive Board of the Federal Employment Agency, most recently responsible for its labour market policy and basic income support. On the other hand, as State Secretary in the Ministry of Labour, Health and Social Affairs of the State of Schleswig-Holstein, he gained insight into governmental and political structures and decision-making. Academically, he has examined this field for more than ten years as an honorary professor and lecturer at the University of Applied Labour Studies of the Federal Employment Agency.

This unique professional expertise and experience of the German labour market, combined with his personal integrity, composure and, above all, his commitment to the interests of Amadeus Fire AG, are a valuable asset within the Supervisory Board of the Amadeus Fire Group.

Forgoing the exceptional qualities of Heinrich Alt and his expertise and experience, particularly in today's turbulent times dominated by geopolitical crises and the long-foreseeable demographic developments that are placing strain on Germany in particular, would clearly represent a greater loss for the Amadeus Fire Group than proposing to the Annual General Meeting, by way of exception, that Heinrich Alt be re-elected to the Supervisory Board of Amadeus Fire AG for a further three years.

Professional suitability takes precedence over the application of a purely schematic age limit.

- b) Michael Grimm, Chief Financial Officer of Leica Camera AG, Dreieich

For the period from the end of this Annual General Meeting until the end of the Annual General Meeting that resolves on the discharge for the financial year 2028.

- c) Ana-Cristina Grohnert, founder and Managing Partner of Berlin Advisors Group, Hamburg

For the period from the end of this Annual General Meeting until the end of the Annual General Meeting that resolves on the discharge for the financial year 2028.

- d) Annett Martin, Auditor/Tax adviser, Eltville

For the period from the end of this Annual General Meeting until the end of the Annual General Meeting that resolves on the discharge for the financial year 2026.

Ms Martin has been an independent member of the Supervisory Board of Amadeus Fire AG since 2017. Upon expiry of the proposed re-election for a further year, Ms Martin will reach the envisaged maximum tenure of 10 years as an independent Supervisory Board member.

- e) Florian Schuhbauer, Co-Chief Investment Officer and Founding partner of Active Ownership Capital S.à r.l. and Active Ownership Corporation S.à r.l., Frankfurt / Main

For the period from the end of this Annual General Meeting until the end of the Annual General Meeting that resolves on the discharge for the financial year 2028.

- f) Otto Kajetan Weixler, Königstein

For the period from the end of this Annual General Meeting until the end of the Annual General Meeting that resolves on the discharge for the financial year 2028.

It is intended to propose Mr Grimm again as a candidate for the chairmanship of the Supervisory Board in the event of his re-election.

It is intended that the elections to the Supervisory Board be carried out by way of individual elections.

Information on memberships in other Supervisory Boards required by law and memberships in comparable domestic and foreign Supervisory Bodies of business enterprises held by the persons proposed for election:

With the exceptions set out below, the persons proposed by the Supervisory Board are not members of other Supervisory Boards required by law or comparable Supervisory Bodies of domestic or foreign business enterprises.

Professor Heinrich Alt

- Member of the Supervisory Board of AVECO Holding AG, Frankfurt / Main

Michael Grimm

- Member of the Advisory Board of Salunex GmbH, Eckental

Florian Schuhbauer

- Member of the Supervisory Board of HelloFresh SE, Berlin
- Member of the Supervisory Board of NFON AG, Munich
- Member of the Supervisory Board of PNE AG, Cuxhaven
- Member of the following comparable domestic and foreign Supervisory Bodies:  
Member of the Supervisory Board of HomeToGo SE, Luxembourg (LUX),  
Non-executive member of the Board of MTG AB, Stockholm (SWE),

Otto Kajetan Weixler

- Member of the Supervisory Board of AVECO Holding AG, Frankfurt / Main

In the opinion of the Supervisory Board, there are no personal or business relationships relevant to the election decision of the Annual General Meeting within the meaning of recommendation C.13 of the German Corporate Governance Code (DCGK) between the respective candidate on the one hand and the companies of the Amadeus Fire Group, the corporate bodies of Amadeus Fire AG, or a shareholder directly or indirectly holding more than 10% of the voting shares in Amadeus Fire AG on the other hand, except that Mr Schuhbauer is Co-CIO and founding partner of Active Ownership Capital S.à r.l. and Active Ownership Corporation S.à r.l., and that more than 10% of the voting rights in Amadeus Fire AG are attributable to him – and to Mr Klaus Röhrig.

Ms Annett Martin and Mr Michael Grimm meet the requirements of Section 100(5) AktG and recommendations C.10 and D.3 DCGK as independent members with expertise in the field of auditing. Ms Annett Martin and Mr Michael Grimm meet the requirements of Section 100(5) AktG and recommendations C.10 and D.3 DCGK as independent members with expertise in the field of accounting.

In the opinion of the Supervisory Board, the proposed candidates are independent within the meaning of recommendations C.6 to C.9 DCGK, with the exception of Mr Florian Schuhbauer.

Information pursuant to Section 9(3) of the Articles of Association:

The persons proposed by the Supervisory Board do not perform any management functions or advisory activities for significant competitors of the Company or significant competitors of its Group companies.

To the extent that the persons proposed by the Supervisory Board are simultaneously serving as members of the Management Board of a listed company, they do not hold more than four additional Supervisory Board mandates in non-group listed companies in addition to the Supervisory Board mandate in the Company.

Further information on the candidates is contained in the CVs attached as additional information to agenda item 6 (Section III).

**8. Resolution on the approval of the remuneration report for the 2025 financial year**

Pursuant to Section 162 AktG, the Management Board and the Supervisory Board must prepare an annual report on the remuneration granted and owed in the past financial year to each current or former member of the Management Board and the Supervisory Board (remuneration report) and must submit this remuneration report to the Annual General Meeting for approval pursuant to Section 120a(4) AktG.

The Supervisory Board and the Management Board therefore submit to the Annual General Meeting the remuneration report of Amadeus Fire AG prepared for the 2025 financial year pursuant to Section 162 AktG and audited by the statutory auditor, PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt / Main, pursuant to Section 162(3) AktG, and provided with an unqualified audit opinion.

The remuneration report for the 2025 financial year and the note on its audit by the statutory auditor are available from the date of convening on the Company's website at <https://group.amadeus-fire.de/en/sustainability/governance/remuneration/>.

The remuneration report, together with the audit opinion, will also be available there during the Annual General Meeting.

The Management Board and the Supervisory Board propose that the remuneration report of Amadeus Fire AG for the 2025 financial year prepared and audited pursuant to Section 162 AktG be approved in accordance with Section 120a(4) AktG.

**9. Resolution on the creation of new Authorised Capital 2026, the authorisation to exclude subscription rights, and the corresponding amendment to Section 4(4) of the Articles of Association**

Under agenda item 8, the Annual General Meeting of 27<sup>th</sup> May 2021 authorised the Management Board, with the consent of the Supervisory Board, to increase the share capital in the period up to 26<sup>th</sup> May 2026, on one or more occasions, by up to a total of EUR 1,715,418.00 by issuing up to 1,715,418 bearer no-par value shares against cash and/or non-cash contributions (Authorised Capital 2021). This authorisation has not been used to date. The existing authorisation is limited until 26<sup>th</sup> May 2026 and therefore does not require explicit revocation at the time of the Annual General Meeting. A new

authorisation (Authorised Capital 2026) is intended to replace the authorisation from 2021. The Authorised Capital 2026 is also intended to authorise the Management Board, under certain conditions, to exclude shareholders' subscription rights. The Company's Articles of Association are to be amended accordingly.

The Management Board and the Supervisory Board therefore propose that a new Authorised Capital be resolved with a term until 27<sup>th</sup> May 2031 as follows, and that Section 4(4) of the Articles of Association be reworded accordingly:

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

#### 9.1 Creation of new Authorised Capital 2026

The Management Board is authorised, with the consent of the Supervisory Board, to increase the share capital in the period up to 27<sup>th</sup> May 2031, on one or more occasions, by up to a total of EUR 1,629,647.00 by issuing up to 1,629,647 bearer no-par value shares against cash and/or non-cash contributions (Authorised Capital 2026). The number of shares must increase in the same proportion as the share capital. The profit participation rights of new shares may be determined in deviation from Section 60(2) AktG.

In principle, shareholders are to be granted subscription rights. Subscription rights to new shares may also be granted to shareholders by way of indirect subscription rights (Section 186(5) AktG).

However, the Management Board is authorised, with the consent of the Supervisory Board, to exclude shareholders' subscription rights in the following cases:

- a) in respect of fractional amounts resulting from the subscription ratio of the capital increase;
- b) to the extent necessary to grant holders or creditors of convertible bonds and/or bonds with warrants issued by the Company and/or its direct or indirect majority-owned subsidiaries a subscription right to new shares to the extent to which they would be entitled after exercising their conversion or option rights or after fulfilling their option or conversion obligations;
- c) if the new shares are issued against cash contributions and the issue price does not significantly undercut, within the meaning of Sections 203(1) and (2) and 186(3) sentence 4 AktG, the stock exchange price of the Company's already listed shares at the time of the final determination of the issue price by the Management Board (which is to be made as close as possible in time to the placement of the shares), and if the notional portion of the share capital attributable to the shares issued excluding subscription rights pursuant to Section 186(3) sentence 4 AktG does not exceed, in total, 10% of the share capital, namely neither on 28<sup>th</sup> May 2026, nor at the time it becomes effective, nor at the time this authorisation is exercised, depending on which of these times the share capital amount is the lowest. To the extent that, during the term of this authorisation until it is utilised, use is made of other authorisations to issue or sell shares or to issue rights that enable or oblige the subscription of shares, and subscription rights are excluded pursuant or correspondingly to Section 186(3) sentence 4 AktG, this is to be counted towards the aforementioned 10% limit;

- d) provided that the capital increase is effected for the purpose of granting shares against non-cash contributions, in particular for the acquisition of companies, parts of companies or interests in companies, including increasing an existing shareholding, or other assets;
- e) for the issue of shares to employees of the Company and its affiliated companies, including members of the management of affiliated companies, however only up to an amount of 5% of the share capital on 28<sup>th</sup> May 2026, at the time it becomes effective or at the time this authorisation is exercised, depending on which of these times the share capital amount is the lowest. Shares issued or sold to the same group of persons during the term of this authorisation under another authorisation excluding shareholders' subscription rights are to be counted towards this limit.

The Management Board may only make use of the above authorisations to exclude subscription rights to such an extent that the proportionate amount of the share capital attributable to shares issued excluding subscription rights does not exceed 10% of the share capital, namely neither on 28<sup>th</sup> May 2026 nor at the time it becomes effective nor at the time these authorisations are exercised, depending on which of these times the share capital amount is the lowest. To the extent that, during the term of this authorisation until it is utilised, use is made of other authorisations to issue or sell shares or to issue rights that enable or oblige the subscription of shares, and subscription rights are excluded, this is to be counted towards the aforementioned 10% limit.

The Management Board is further authorised, with the consent of the Supervisory Board, to determine the further details of the capital increase and its implementation.

The Supervisory Board is authorised to adjust the wording of Section 4 of the Articles of Association accordingly following full or partial implementation of the capital increase out of Authorised Capital 2026 or upon expiry of the authorisation period.

## 9.2 Amendment to the Articles of Association

Section 4(4) of the Articles of Association shall be reworded as follows:

*“The Management Board is authorised, with the consent of the Supervisory Board, to increase the share capital in the period up to 27<sup>th</sup> May 2031, on one or more occasions, by up to a total of EUR 1,629,647.00 by issuing up to 1,629,647 bearer no-par value shares against cash and/or non-cash contributions (Authorised Capital 2026). The number of shares must increase in the same proportion as the share capital. The profit participation rights of new shares may be determined in deviation from Section 60(2) AktG.*

*In principle, shareholders are to be granted subscription rights. Subscription rights to new shares may also be granted to shareholders by way of indirect subscription rights (Section 186(5) AktG).*

*However, the Management Board is authorised, with the consent of the Supervisory Board, to exclude shareholders' subscription rights in the following cases:*

- a) *in respect of fractional amounts resulting from the subscription ratio of the capital increase;*

- b) *to the extent necessary to grant holders or creditors of convertible bonds and/or bonds with warrants issued by the Company and/or its direct or indirect majority-owned subsidiaries a subscription right to new shares to the extent to which they would be entitled after exercising their conversion or option rights or after fulfilling their option or conversion obligations.*
- c) *if the new shares are issued against cash contributions and the issue price does not significantly undercut, within the meaning of Sections 203(1) and (2) and 186(3) sentence 4 AktG, the stock exchange price of the Company's already listed shares at the time of the final determination of the issue price by the Management Board (which is to be made as close as possible in time to the placement of the shares), and if the notional portion of the share capital attributable to the shares issued excluding subscription rights pursuant to Section 186(3) sentence 4 AktG does not exceed, in total, 10% of the share capital, namely neither on 28<sup>th</sup> May 2026, nor at the time it becomes effective, nor at the time this authorisation is exercised, depending on which of these times the share capital amount is the lowest. To the extent that, during the term of this authorisation until it is utilised, use is made of other authorisations to issue or sell shares or to issue rights that enable or oblige the subscription of shares, and subscription rights are excluded pursuant or correspondingly to Section 186(3) sentence 4 AktG, this is to be counted towards the aforementioned 10% limit;*
- d) *provided that the capital increase is effected for the purpose of granting shares against non-cash contributions, in particular for the acquisition of companies, parts of companies or interests in companies, including increasing an existing shareholding, or other assets;*
- e) *for the issue of shares to employees of the Company and its affiliated companies, including members of the management of affiliated companies, however only up to an amount of 5% of the share capital on 28<sup>th</sup> May 2026, at the time it becomes effective or at the time this authorisation is exercised, depending on which of these times the share capital amount is the lowest. Shares issued or sold to the same group of persons during the term of this authorisation under another authorisation excluding shareholders' subscription rights are to be counted towards this limit.*

*The Management Board may only make use of the above authorisations to exclude subscription rights to such an extent that the proportionate amount of the share capital attributable to shares issued excluding subscription rights does not exceed 10% of the share capital, namely neither on 28<sup>th</sup> May 2026 nor at the time it becomes effective nor at the time these authorisations are exercised, depending on which of these times the share capital amount is the lowest. To the extent that, during the term of these authorisations until they are utilised, use is made of other authorisations to issue or sell shares or to issue rights that enable or oblige the subscription of shares, and subscription rights are excluded, this is to be counted towards the aforementioned limit.*

*The Management Board is further authorised, with the consent of the Supervisory Board, to determine the further details of the capital increase and its implementation.*

*The Supervisory Board is authorised to adjust the wording of Section 4 of the Articles of Association accordingly following full or partial implementation of the capital increase out of Authorised Capital 2026 or upon expiry of the authorisation period."*

## **In respect of agenda item 9: Management Board report pursuant to Section 203(2) sentence 2 in conjunction with Section 186(4) sentence 2 AktG**

Under agenda item 9, the Management Board and the Supervisory Board propose the creation of authorised capital in a total amount of EUR 1,629,647.00. The new authorised capital is intended to replace the Authorised Capital 2021 expiring on 26<sup>th</sup> May 2026 (currently Section 4(4) of the Articles of Association) and thereby ensure that the Company again has authorised capital available for cash and non-cash capital increases over the next five years. The scope of the new Authorised Capital 2026 is neither intended to exceed the former Authorised Capital 2021 nor to contain any other fundamentally different provisions. The Company has no other authorised capital.

The Authorised Capital 2026 is intended to enable the Company to act swiftly and flexibly, in the interests of its shareholders, in changing markets. As decisions on covering capital requirements generally have to be taken at short notice, it is important that the Company is not dependent on the schedule of the Annual General Meeting or the long notice period for an Extraordinary General Meeting. The legislator has taken account of this need through the instrument of authorised capital. The principal reasons for using authorised capital are strengthening the equity base and financing acquisitions of interests. Authorised capital is a customary and well-established instrument in corporate practice.

The Management Board and the Supervisory Board propose authorising the Management Board, with the consent of the Supervisory Board, to increase the Company's share capital in the period up to 27<sup>th</sup> May 2031 by up to EUR 1,629,647.00, on one or more occasions, by issuing new bearer no-par value shares against cash and/or non-cash contributions (Authorised Capital 2026). The volume of Authorised Capital 2026 corresponds to just under 30% of the current share capital. The issue of multiple-voting shares is excluded. If Authorised Capital 2026 is utilised, shareholders are, in principle, granted subscription rights. However, in the cases set out below, the Management Board is to be authorised, subject to the proposed renewal of the authorisation, to exclude shareholders' subscription rights. These cases are listed in detail in the proposed resolution under agenda item 9 and are explained in more detail below:

### Fractional amounts in capital increases

The authorisation to exclude subscription rights for fractional amounts serves to enable a practicable subscription ratio to be determined with regard to the amount of the respective capital increase. This usefully facilitates the technical implementation of the capital increase. The new shares excluded from shareholders' subscription rights as free fractions will be realised for the Company in the best possible manner, either by sale on the stock exchange or otherwise. As the exclusion of subscription rights is limited to fractional amounts, any dilutive effect is low.

### Holders of option or conversion rights

In addition, shareholders' subscription rights are to be capable of being excluded in favour of holders of convertible bonds and warrants issued by the Company and/or its direct or indirect majority-owned subsidiaries. The background to this proposed authorisation to exclude shareholders' subscription rights is that conversion and option terms, in line with market practice, regularly contain provisions under which, in the event of a capital increase granting subscription rights to all shareholders for new shares, the conversion or option price must be reduced pursuant to a so-called anti-dilution clause, unless the holders of the convertible bonds or warrants can be granted subscription rights to the extent to which they would be entitled after exercising their conversion or option rights or fulfilling their conversion or option obligations. This authorisation gives the Management Board the ability, when utilising the authorised capital, to choose between the two alternatives after carefully weighing the respective interests. This facilitates the placement of such financing instruments and thus serves the interests of the Company and its shareholders in an optimal financing structure. To achieve this, an exclusion of subscription rights is required in this respect.

### Flexible use of opportunities in the Company's interests

Furthermore, under agenda item 9, the Management Board is authorised, with the consent of the Supervisory Board, to exclude shareholders' subscription rights in cash capital increases pursuant to Sections 203(1) sentence 1 and 203(2) sentence 2, and Section 186(3) sentence 4 AktG (so-called simplified exclusion of subscription rights). This possibility serves the Company's interest in achieving the best possible issue price when issuing new shares. The simplified exclusion of subscription rights provided for by Section 186(3) sentence 4 AktG enables the management to take advantage of financing opportunities offered by the prevailing stock market environment quickly, flexibly and cost-effectively. In this way, the Company's own funds can be strengthened in the best possible manner in the interests of the Company and all shareholders. By dispensing with the time- and cost-intensive processing of subscription rights, including the preparation and publication of a securities prospectus for the subscription offer, equity requirements arising from short-term market opportunities can be covered very promptly, and additional shareholder groups in Germany and abroad can also be gained. This ability to raise capital on optimal terms and without a significant subscription right discount is particularly important for the Company because it must be able to exploit market opportunities quickly and flexibly in rapidly changing and/or new markets and, where necessary, to cover any resulting capital requirements at very short notice.

The issue amount and thus the consideration flowing to the Company for the new shares will be based on the stock exchange price of the already listed shares and will not undercut the current stock exchange price significantly, i.e. in any event by no more than 3–5%. When utilising the authorisation, the Management Board will set any discount from the relevant stock exchange price at that time as low as possible, taking into account the market conditions prevailing at the time the issue amount is finally determined. This possibility to exclude subscription rights is limited to a maximum of ten per cent of the share capital existing on 28<sup>th</sup> May 2026, at the time it becomes effective or at the time this authorisation is exercised, depending on which of these times the share capital amount is the lowest. To the extent that, during the term of this authorisation until it is utilised, other authorisations to issue or sell shares or to issue rights that enable or oblige the subscription of shares are utilised and subscription rights are excluded pursuant or correspondingly to Section 186(3) sentence 4 AktG, this is also to be counted towards the aforementioned 10% limit. Overall, this ensures that, in accordance with the statutory assessment in Section 186(3) sentence 4 AktG, shareholders' interests are adequately safeguarded when the authorised capital is utilised excluding subscription rights, while at the same time additional scope for action is created for the Company in the interests of all shareholders. As the new shares are placed close to the stock exchange price, each shareholder can acquire shares on the market on approximately the same terms in order to maintain their participation ratio.

### Enabling acquisitions

The authorisation to exclude subscription rights in capital increases against non-cash contributions serves the purpose of enabling the acquisition of companies, parts of companies or interests in companies, including increasing an existing shareholding, or other assets in return for shares. If, in the case of a seller, the acquisition of companies, parts of companies or interests in companies, or the acquisition of other assets by way of a capital increase against non-cash contributions results in tax savings, or if the seller is, for other reasons, more interested in acquiring shares in the Company than in receiving a cash payment, the ability to offer shares as consideration strengthens the Company's negotiating position. In individual cases, it may also be appropriate, due to the Company's particular interests, to offer the seller new shares as consideration for an interest in a company. Authorised Capital 2026 enables the Company to respond quickly and flexibly to opportunities that arise, in order in individual cases to acquire companies, parts of companies or interests in companies, including increasing an existing shareholding, or other assets by issuing new shares. The proposed authorisation thus enables optimal financing of the acquisition by issuing new shares, thereby strengthening the Company's equity base.

In any event, the management will utilise the possibility of a capital increase against non-cash contributions from Authorised Capital 2026 excluding subscription rights only if the value of the new shares and the value of the consideration, i.e. the value of the company, part of a company or interest to be acquired, including increasing an existing shareholding, or the other asset, are in an appropriate relationship to each other. In doing so, the issue price of the new shares to be issued is, in principle, to be based on the stock exchange price. An economic disadvantage for shareholders excluded from subscription rights is therefore avoided. In the event of subscription rights being granted, mergers, acquisitions of companies, parts of companies or interests in companies, including increasing an existing shareholding, or other assets in return for new shares are generally not possible and the associated advantages cannot be achieved.

#### Incentive programme

Furthermore, the Management Board is to be authorised, with the consent of the Supervisory Board, to exclude shareholders' subscription rights if the new shares are issued to employees of the Company and its affiliated companies, including members of the management of affiliated companies; however, only up to an amount of 5% of the share capital existing on 28<sup>th</sup> May 2026, at the time it becomes effective or at the time this authorisation is exercised, depending on which of these times the share capital amount is the lowest. Shares issued or sold to the same group of persons during the term of this authorisation under another authorisation excluding shareholders' subscription rights are to be counted towards this limit.

It is customary in Germany and internationally to grant executives and employees of a company part of their remuneration in the form of share-based remuneration, thereby strengthening alignment with shareholders' interests. Accordingly, the Company is to be given the opportunity to offer selected executives and employees a corresponding remuneration component for the acquisition of shares. In particular, the ability to acquire shares is intended to create a special performance incentive, the benchmark for which is the value of the Company as reflected in, and to be enhanced through, the share price. The interests of executives and employees are therefore – like those of shareholders – directed towards increasing the Company's value. This also benefits shareholders through the positive effects on the share price. The opportunity to acquire shares enables executives and employees to participate in this.

While virtual or cash-settled commitments are conceivable as alternatives for incentivising executives and employees, in which no exclusion of subscription rights would be required, the issuance of shares makes the respective beneficiary an actual shareholder and grants the corresponding shareholder rights. This promotes beneficiaries' identification with the Company, which is why, in the conviction of the Management Board and the Supervisory Board, issuing shares to executives and employees can be a sensible method of incentivisation.

#### Limitation of the exclusion of subscription rights to a maximum of 10% of the share capital

The Management Board may make use of the authorisation to issue shares out of the new Authorised Capital 2026 excluding shareholders' subscription rights only up to a total maximum of 10% of the share capital existing on 28<sup>th</sup> May 2026, at the time it becomes effective or at the time this authorisation is exercised, depending on which of these times the share capital amount is the lowest. Subject to any renewed authorisation to exclude subscription rights resolved by a subsequent Annual General Meeting, the Management Board will also take into account, to that extent, issuances or sales of shares, and issuances of bonds with option or conversion rights or obligations, carried out on the basis of other authorisations granted to the Management Board for capital measures excluding subscription rights, with the proviso that, overall, it will utilise the authorisations granted to it for capital measures excluding subscription rights only for an increase in the share capital of a maximum of 10% of the share capital existing on 28<sup>th</sup> May 2026, at the time it becomes effective or at the time these authorisations are exercised, depending on which of these times the share capital amount is the lowest. Accordingly – subject to any renewed authorisation to exclude subscription rights by a subsequent Annual General Meeting – the Management Board will count towards the maximum increase volume of 10% of the share capital the proportional share capital attributable to shares issued or sold during the term of this authorisation for Authorised Capital 2026 excluding subscription rights, or to which bonds with

option or conversion rights or obligations issued during the term of this authorisation excluding subscription rights relate; this includes the issuance or sale of shares and bonds excluding subscription rights in direct or corresponding application of Section 186(3) sentence 4 AktG.

In all other respects, the Management Board will, in each case, carefully examine whether utilisation of Authorised Capital 2026 and, where applicable, the exclusion of shareholders' subscription rights is in the interests of the Company and its shareholders. The Management Board will report to the Annual General Meeting on each utilisation of Authorised Capital 2026. At present, the Management Board is not planning to utilise Authorised Capital 2026.

This Management Board report is available for inspection from the time of convening the Annual General Meeting on the Company's website at

<https://group.amadeus-fire.de/en/investor-relations/annual-general-meeting/>

available for inspection.

## II. FURTHER INFORMATION AND NOTICES

### Information and documents

As soon as possible after the Annual General Meeting has been convened, the documents pursuant to Section 124a AktG will be available for inspection and download on the Company's website at <https://group.amadeus-fire.de/en/investor-relations/annual-general-meeting/>.

### Notes on holding the virtual Annual General Meeting

With the consent of the Supervisory Board, the Management Board has resolved to hold the Annual General Meeting as a virtual Annual General Meeting, without the physical presence of shareholders or their authorised representatives (with the exception of the proxy representatives appointed by the Company), on the basis of Section 16(4) of the Articles of Association of Amadeus Fire AG. This is intended to avoid shareholders' travel efforts and to enable a larger group of shareholders to participate in the Annual General Meeting. The place from which the virtual Annual General Meeting is broadcast, and thus the place of the Annual General Meeting within the meaning of the German Stock Corporation Act, is the registered office of Amadeus Fire AG's headquarters, Hanauer Landstrasse 160, 60314 Frankfurt / Main. The physical presence of shareholders and their authorised representatives (with the exception of the proxy representatives appointed by the Company) at the place of the Annual General Meeting is excluded.

For shareholders who have duly registered for the Annual General Meeting, and their authorised representatives, the entire Annual General Meeting, including the general debate and voting, will be broadcast live with video and audio on the internet on Amadeus Fire AG's website at <https://group.amadeus-fire.de/en/investor-relations/annual-general-meeting/> in the AGM Portal. The personal access data required for this will be sent to shareholders and their authorised representatives after registration for the Annual General Meeting together with the "AGM ticket".

Use of the AGM Portal by a proxy requires that the proxy receives the corresponding access data.

Authorised intermediaries, shareholders' associations, proxy advisers and other persons treated as equivalent pursuant to Section 135(8) AktG may also use the AGM Portal. Upon request, the Company will provide them with electronic access.

When using the AGM Portal and clicking the button "Enter the Annual General Meeting", shareholders and their authorised representatives are connected electronically to the virtual Annual General Meeting.

All times stated in this notice refer to Central European Summer Time (CEST). With regard to Coordinated Universal Time (UTC), this corresponds to the relationship UTC = CEST minus two hours.

### **Participation in the virtual Annual General Meeting**

Participation in the Annual General Meeting and the exercise of voting rights are, pursuant to Section 17(1) of the Articles of Association, conditional upon shareholders registering with the Company before the Annual General Meeting and providing evidence of their shareholding. Pursuant to Section 17(2) of the Articles of Association, registration and evidence of shareholding must be received by the Company at the address set out below no later than six days before the Annual General Meeting, i.e. by **21<sup>st</sup> May 2026, midnight (CEST)**:

Amadeus Fire AG  
c/o meet2vote AG  
Marienplatz 1  
84347 Pfarrkirchen  
Email: amadeus-fire@meet2vote.de

Registration must be submitted in text form (Section 126b German Civil Code (BGB)) and must be in German or English. Pursuant to Section 17(3) of the Articles of Association and Section 123(4) sentence 2 AktG, evidence of shareholding must refer to the end of the 22<sup>nd</sup> day prior to the Annual General Meeting, i.e. Wednesday, 6<sup>th</sup> May 2026, midnight (CEST) (*Record Date*).

Evidence of shareholding must be received by the Company at the above address.

Evidence of shareholding by the last intermediary pursuant to Section 67c(3) AktG is sufficient. In any event, the evidence must be provided in German or English. Shareholders may freely dispose of their shares even after the evidence of shareholding has been issued. For participation in the Annual General Meeting and the scope of voting rights vis-à-vis the Company, the shareholding as of the *Record Date* is decisive; i.e. the sale or other transfer of shares after the *Record Date* is irrelevant for the scope and exercise of the statutory right to participate and vote of the (former) shareholder. The same applies to acquisitions of shares after the *Record Date*. Persons who do not yet hold shares on the *Record Date* and become shareholders only thereafter are neither entitled to participate nor to vote. However, the *Record Date* is irrelevant for entitlement to the dividend.

After due receipt of registration and evidence of shareholding, shareholders will be sent an AGM ticket, including access data for use of the AGM Portal at <https://group.amadeus-fire.de/en/investor-relations/annual-general-meeting/>, instead of an admission card for the Annual General Meeting.

Shareholders may exercise their voting rights not only in person but also through an authorised representative of their choice, such as intermediaries, shareholders' associations, proxy advisers, the Company's proxy representatives, or other third parties. In these cases, timely and proper registration as described in the section "Participation in the virtual Annual General Meeting" is required. Details on voting by proxies are set out below in the section "Proxy voting". The Company asks shareholders to ensure that the required registration and evidence of shareholding are sent in good time in order to ensure timely receipt of the AGM ticket including access data.

### **Voting by postal vote**

Shareholders and their authorised representatives may exercise voting rights exclusively by electronic communication (postal vote) or by granting a proxy and issuing instructions to the proxy representatives appointed by the Company. In both cases, timely and proper registration as described in the section "Participation in the virtual Annual General Meeting" is required.

Shareholders who have duly registered for the Annual General Meeting (see the section "Participation in the virtual Annual General Meeting") may cast their votes by postal vote

exclusively via the AGM Portal at <https://group.amadeus-fire.de/en/investor-relations/annual-general-meeting/>. The access data required for this are sent together with the AGM ticket (see the section “Participation in the virtual Annual General Meeting”). Voting via the AGM Portal will also be possible during the virtual Annual General Meeting on 28<sup>th</sup> May 2026, up to the time specified by the Chair of the meeting during the Annual General Meeting; the Chair will provide timely notice. Until that time, votes may also be changed or revoked via the AGM Portal.

If, for an agenda item, an individual vote is conducted without this having been announced prior to the Annual General Meeting, then a vote previously cast by postal vote for that agenda item as a whole will also be deemed to constitute the corresponding vote for each sub-item of the individual vote, unless the shareholder has adjusted their vote accordingly via the AGM Portal.

Authorised intermediaries, shareholders’ associations and proxy advisers, or other persons and institutions treated as equivalent pursuant to Section 135(8) AktG, may also use postal voting.

### **Proxy voting**

Shareholders may also have their voting rights exercised by a proxy, such as an intermediary, a shareholders’ association, a proxy adviser, other third parties, or a proxy representative appointed by the Company. In this case, timely registration and evidence of shareholding in accordance with the above section (see “Participation in the virtual Annual General Meeting”) are required.

As a rule, granting a proxy or revoking it vis-à-vis the Company requires text form (Section 126b BGB), unless Section 135 AktG provides otherwise. Shareholders may use the proxy form which they will receive, following timely registration and evidence of shareholding, together with the AGM ticket; however, shareholders may also issue a separate proxy in text form, although they are requested to use the proxy form where possible. A proxy form is also available on the Company’s website at

<https://group.amadeus-fire.de/en/investor-relations/annual-general-meeting/>.

It will also be sent to shareholders free of charge upon request.

If neither an intermediary nor a shareholders’ association, a proxy adviser or a person treated as equivalent pursuant to Section 135(8) AktG is appointed as proxy, the proxy may be granted in text form either to the proxy holder or to the Company. The same applies to the revocation of the proxy. If the appointment or revocation is declared to the Company, it may, without prejudice to the required registration by Thursday, 21<sup>st</sup> May 2026, midnight (CEST), be submitted by post or by email by Wednesday, 27<sup>th</sup> May 2026, midnight (CEST), to the following address:

Amadeus Fire AG  
c/o meet2vote AG  
Marienplatz 1  
84347 Pfarrkirchen  
Email: [amadeus-fire@meet2vote.de](mailto:amadeus-fire@meet2vote.de)

In addition to the transmission methods described above, duly registered shareholders (see “Participation in the virtual Annual General Meeting”) may also submit the granting of a proxy, its revocation and evidence of authorisation vis-à-vis the Company via the AGM Portal at <https://group.amadeus-fire.de/en/investor-relations/annual-general-meeting/>. The access data required for the AGM Portal are sent with the AGM ticket (see “Participation in the virtual Annual General Meeting”). Submission via the AGM Portal will also be possible during the virtual Annual General Meeting on 28<sup>th</sup> May 2026, up to the time specified by the Chair of the meeting during the Annual General Meeting; the Chair will provide timely notice. Proxies that have already been granted (or evidenced) to the Company by post or email as described above may be changed or revoked via the AGM Portal until that time.

Proxy holders (with the exception of the proxy representatives appointed by the Company) cannot participate physically in the virtual Annual General Meeting. They may exercise voting rights for the shares they represent only by postal vote (see “Voting by postal vote”) or by granting a (sub-)proxy to the proxy representatives appointed by the Company (see below). In order for a

proxy holder to follow the virtual Annual General Meeting via the AGM Portal and to cast a postal vote or grant a (sub-)proxy to the Company's proxy representatives electronically via the AGM Portal, the proxy holder must receive the corresponding access data.

After a duly registered shareholder has granted a proxy to a third party vis-à-vis the Company, the Company will send individual access data for the AGM Portal to the authorised third party.

If the proxy is granted to the proxy holder, evidence of authorisation vis-à-vis the Company in text form (Section 126b BGB) is generally required. Evidence of authorisation may be submitted via the transmission methods set out above by the respective deadlines stated above.

However, special provisions apply in the cases listed below:

- a) If an intermediary, a proxy adviser, a shareholders' association or a person treated as equivalent pursuant to Section 135(8) AktG is to be appointed as proxy, the statutory provisions apply to the granting, revocation and evidence of such proxy, in particular Section 135 AktG. Under this provision, the proxy must be granted to a specific proxy holder and recorded by that proxy holder in a verifiable manner; the proxy declaration must also be complete and may contain only declarations related to the exercise of voting rights. The Company points out that, in these cases, the institution or person to be appointed may require a specific form of proxy. Shareholders should therefore coordinate in good time with the institution or person they wish to appoint regarding any required form of proxy.
- b) If the proxy representatives appointed by the Company are authorised, they must in all cases be given voting instructions. The proxy representatives appointed by the Company will exercise voting rights for the shareholder only insofar as they have received explicit instructions. The proxy representatives appointed by the Company do not accept instructions to speak, ask questions or submit motions, or to lodge objections against resolutions of the Annual General Meeting. The proxy representatives appointed by the Company are obliged to vote in accordance with the instructions.

Granting a proxy and issuing instructions to the proxy representatives appointed by the Company, as well as revoking the proxy and changing instructions, require text form (Section 126b BGB). A form for granting a proxy and issuing instructions to the Company's proxy representatives will be sent to shareholders with the AGM ticket following proper registration (see "Participation in the virtual Annual General Meeting") and will also be available from the time the Annual General Meeting is convened on the Company's website at

<https://group.amadeus-fire.de/en/investor-relations/annual-general-meeting/>.

Proxies and instructions to the Company's proxy representatives must be received by the Company by Wednesday, 27<sup>th</sup> May 2026, midnight (CEST), by post or by email to the following address:

Amadeus Fire AG  
c/o meet2vote AG  
Marienplatz 1  
84347 Pfarrkirchen  
Email: amadeus-fire@meet2vote.de

In addition to the transmission methods described above, duly registered shareholders (see "Participation in the virtual Annual General Meeting") may also submit the granting of a proxy and instructions to the proxy representatives appointed by the Company, as well as revocation of the proxy and changes to instructions, via the AGM Portal at <https://group.amadeus-fire.de/en/investor-relations/annual-general-meeting/>. The access data required for the AGM Portal are sent with the AGM ticket (see "Participation in the virtual Annual General Meeting"). Submission via the online service will also be possible during the virtual Annual General Meeting on 28<sup>th</sup> May 2026, up to the time specified by

the Chair of the meeting during the Annual General Meeting; the Chair will provide timely notice. Proxies and instructions that have already been issued to the Company by post or email as described above may be revoked or changed via the AGM Portal until that time.

If differing declarations are received via different transmission channels and it is not clear which was made last, they will, if available, be taken into account in the following order: (1) via the AGM Portal, (2) by email, (3) in paper form.

### **Transmission of information by intermediaries via SWIFT**

In addition to the registration and evidence of shareholding methods described above and voting, registration and evidence of shareholding, the ordering of a ticket with access data for the AGM Portal, and the granting of proxies and instructions and any changes there pursuant to Section 67c AktG may also be carried out via intermediaries through SWIFT. Authorised SWIFT participants are requested to use:

BIC: CPTGDE5WXXX

Registrations and evidence of shareholding via SWIFT must be received by the Company no later than the final registration date (SWIFT Enrolment Market Deadline), i.e. by 21<sup>st</sup> May 2026, midnight (CEST). Changes to ticket orders with access data for the AGM Portal or to proxies and instructions via SWIFT are still possible thereafter and must be received by the Company by 27<sup>th</sup> May 2026, noon (CEST) (SWIFT Vote Market Deadline).

### **Shareholders' motions and election proposals, the right to submit statements, the right to speak and the right to information, and the option to lodge an objection**

*Requests for additions to the agenda by a minority (Section 122(2) AktG)*

Shareholders whose shares together amount to one twentieth of the share capital or the proportionate amount of EUR 500,000 may request that items be added to the agenda and published.

Each new item must be accompanied by a statement of reasons or a proposed resolution. The request must be submitted in writing to the Company's Management Board and must be received by the Company at least 30 days before the meeting, i.e. by no later than Monday, 27<sup>th</sup> April 2026, midnight (CEST). It may be addressed as follows:

Amadeus Fire AG  
Management Board  
Hanauer Landstrasse 160  
60314 Frankfurt / Main

In accordance with Section 122(2) and (1) AktG, the relevant shareholders must provide evidence that, for at least 90 days prior to the date the request is received, they have been holders of the above minimum number of shares and that they will hold those shares until the Management Board decides on the request. Section 70 AktG must be observed when calculating the minimum holding period. Section 121(7) AktG applies accordingly to the calculation of time limits.

Any proper and timely requests for additions will be published and forwarded in the same manner as the convening notice. Any requests for additions to the agenda that are received by the Company after the Annual General Meeting has been convened and are required to be published will also be made available to shareholders without undue delay after receipt by the Company via the internet address

<https://group.amadeus-fire.de/en/investor-relations/annual-general-meeting/>

and communicated to shareholders.

Any proposed resolution published as part of a permissible addition to the agenda will be put to a vote during the Annual General Meeting.

### *Motions and election proposals by shareholders (Sections 126(1) and 127 AktG)*

Each shareholder is entitled to submit counter-motions to the proposed resolutions of the Management Board and/or the Supervisory Board on the agenda items. The same applies to counter-proposals to election proposals for the election of Supervisory Board members and the statutory auditor. If such a counter-motion or election proposal is to be made available prior to the Annual General Meeting, it must be sent exclusively to:

Amadeus Fire AG  
Jörg Peters / Franziska Marschall  
Hanauer Landstrasse 160  
60314 Frankfurt / Main  
Email: [ir@amadeus-fire.de](mailto:ir@amadeus-fire.de)

Any counter-motions and election proposals received at the above address by no later than 14 days before the Annual General Meeting, i.e. by no later than 13<sup>th</sup> May 2026, midnight (CEST), will be made available by the Company to the other shareholders without undue delay – subject to Sections 126(2) and (3) and 127 AktG – including the shareholder's name and the statement of reasons (which is not required, at least, for election proposals), on the Company's website at <https://group.amadeus-fire.de/en/investor-relations/annual-general-meeting/>, where applicable together with the information to be added pursuant to Section 127 sentence 4 AktG. Any statements by the administration will also be published thereafter at the above internet address. Please note that, in addition to the grounds stated in Section 126(2) AktG, the Management Board is not required to make an election proposal available, inter alia, if the proposal does not contain the candidate's name, occupation and place of residence. Proposals for the election of Supervisory Board members need not be made available if they are not accompanied by information on the proposed person's memberships in other Supervisory Boards required by law within the meaning of Section 125(1) sentence 5 AktG. Election proposals need not be substantiated. Information on membership in comparable domestic and foreign Supervisory Bodies of business enterprises should be attached.

A counter-motion or election proposal that is required to be made available pursuant to Sections 126 and 127 AktG is, pursuant to Section 121(4b) and Section 126(4) AktG, deemed to have been submitted at the time it is made available. The Company enables voting rights to be exercised on such motions after proper registration (see "Participation in the virtual Annual General Meeting"). If the shareholder who submitted the motion is not properly legitimised and not properly registered for the Annual General Meeting, the motion does not have to be dealt with at the Annual General Meeting.

Shareholders or their authorised representatives who are connected to the Annual General Meeting also have the right to submit motions and election proposals during the meeting by video communication within the scope of their right to speak (see the subsection "Right to speak and right to information" in the section "Shareholders' motions and election proposals, the right to submit statements, the right to speak and the right to information, and the option to lodge an objection"). At the direction of the Chair of the meeting, motions may be submitted during the Annual General Meeting exclusively by video communication via the online service.

#### *Right to submit statements*

Duly registered shareholders (see "Participation in the virtual Annual General Meeting") and/or their authorised representatives have the right, pursuant to Section 130a(1) to (4) AktG, to submit statements on the items on the agenda prior to the Annual General Meeting by electronic communication via the AGM Portal at <https://group.amadeus-fire.de/en/investor-relations/annual-general-meeting/>, by no later than five days before the meeting, i.e. by no later than 22<sup>nd</sup> May 2026, midnight (CEST), in text form as a PDF. The Company requests that statements in text form do not exceed 10,000 characters.

By submitting the statement, the shareholder or their authorised representative agrees that the statement will be made available in the AGM Portal stating their name.

Submitted statements on the items on the agenda will, unless in exceptional cases the Company is permitted not to make them available pursuant to Section 130a(3) sentence 4 AktG, be published in the AGM Portal (accessible only to shareholders and their authorised representatives) at <https://group.amadeus-fire.de/en/investor-relations/annual-general-meeting/> by no later than four days before the Annual General Meeting, i.e. by no later than 23<sup>rd</sup> May 2026, midnight (CEST) published.

Statements will not be made available if making them available would render the Management Board liable to prosecution, if the statement contains obviously false or misleading information or insults in material respects, or if the submitting person indicates that they will neither participate in the Annual General Meeting nor be represented.

The option to submit statements does not constitute an option to submit questions in advance pursuant to Section 131(1a) AktG. Any questions contained in statements will therefore not be answered in the virtual Annual General Meeting unless they are asked during the exercise of the right to speak at the Annual General Meeting. Motions and election proposals as well as objections against resolutions of the Annual General Meeting submitted as part of statements in text form will not be taken into account at the Annual General Meeting; submitting motions and election proposals, exercising the right to information and lodging objections against resolutions of the Annual General Meeting is possible exclusively via the separate channels described in this notice (see the subsections "Right to speak and right to information" and "Option to lodge objections against resolutions of the Annual General Meeting" in the section "Shareholders' motions and election proposals, the right to submit statements, the right to speak and the right to information, and the option to lodge an objection").

#### *Right to speak and right to information*

Shareholders and their authorised representatives who are electronically connected to the Annual General Meeting have the right to speak during the meeting by video communication. From the beginning of the Annual General Meeting, a virtual speakers' desk will be provided via the AGM Portal on Amadeus Fire AG's website at <https://group.amadeus-fire.de/en/investor-relations/annual-general-meeting/> (using the relevant access data), through which shareholders and their authorised representatives may register their contributions. The right to speak includes, in particular, the right to submit motions and election proposals pursuant to Section 118a(1) sentence 2 no. 3 AktG, as well as to request information pursuant to Section 131(1) AktG.

Pursuant to Section 131(1) AktG, each shareholder is, upon request, to be provided by the Management Board at the Annual General Meeting with information on matters of the Company to the extent such information is necessary for a proper assessment of an item on the agenda and no right to refuse information exists. The Management Board's duty to provide information also extends to the legal and business relationships of the Company with affiliated enterprises. Furthermore, the duty to provide information also relates to the position of the Group and the enterprises included in the Consolidated Financial Statements. It is intended that the Chair of the meeting will determine that the above right to information pursuant to Section 131(1) AktG may be exercised at the Annual General Meeting exclusively by video communication, i.e. within the exercise of the right to speak.

Section 131(4) sentence 1 AktG provides that, if information has been provided to a shareholder outside the Annual General Meeting by virtue of their status as a shareholder, such information must be provided to any other shareholder or their authorised representative upon request at the Annual General Meeting, even if it is not necessary for a proper assessment of an item on the agenda. Within the virtual Annual General Meeting, it will be ensured that shareholders and their authorised representatives who are electronically connected to the Annual General Meeting can submit their request pursuant to Section 131(4) sentence 1 AktG by electronic communication via the AGM Portal on Amadeus Fire AG's website at <https://group.amadeus-fire.de/en/investor-relations/annual-general-meeting/> during the Annual General Meeting.

The entire virtual Annual General Meeting, including video communication, will be conducted in the AGM Portal via a system provided by our service provider. Shareholders and their authorised representatives require either a non-mobile device (PC, notebook, laptop) or a mobile device (e.g. smartphone or tablet) with one of the following browsers installed in the current software version: Microsoft Edge, Google Chrome, Mozilla Firefox or Safari. JavaScript must also be enabled. The use of other current browsers with the security settings recommended by the manufacturer is possible but has not been tested. For contributions, the devices must have a camera and a microphone that can be accessed by the browser. No additional installation of software components or apps is required on the devices. Please ensure that you have a good and stable internet connection and that you are using a current version of your browser on your computer or mobile device. Persons who have registered a contribution via the virtual speakers' desk will be enabled for their contribution in the AGM Portal. The Company reserves the right to check the functionality of the video communication between the shareholder or authorised representative and the Company during the meeting and prior to the contribution, and to reject the contribution if functionality cannot be ensured.

The right to speak and the right to information may also be exercised by authorised third parties of a shareholder. However, the proxy representatives appointed by the Company do not exercise these rights for the shareholders who have authorised them.

#### *Option to lodge objections against resolutions of the Annual General Meeting*

Shareholders and their authorised representatives who have registered duly and in due time and are connected to the meeting have the right to lodge an objection against a resolution of the Annual General Meeting, to be recorded by the notary, via the AGM Portal on Amadeus Fire AG's website at <https://group.amadeus-fire.de/en/investor-relations/annual-general-meeting/>, using the procedure provided for this purpose with the corresponding access data, during the Annual General Meeting, i.e. from the opening of the Annual General Meeting until its closing.

#### *Further explanations*

Further explanations of shareholders' rights pursuant to Sections 118a and 122(2), 126(1) and (4), 127, 130a and 131 AktG and the relevant provisions can be found on the Company's website at <https://group.amadeus-fire.de/en/investor-relations/annual-general-meeting/>.

#### *List of participants; proof of vote count*

During the Annual General Meeting, the list of participants will be available via the AGM Portal, accessible at <https://group.amadeus-fire.de/en/investor-relations/annual-general-meeting/>, to all duly registered shareholders and their authorised representatives who are electronically connected to the meeting, prior to the first vote.

After the Annual General Meeting, the voting results will be published on the Company's website at <https://group.amadeus-fire.de/en/investor-relations/annual-general-meeting/>.

This website also contains information on how to obtain a confirmation of the vote count pursuant to Section 129(5) AktG, which the person casting the vote may request within one month after the date of the Annual General Meeting.

#### **Number of issued shares and voting rights**

At the time the Annual General Meeting is convened, the Company's share capital amounts to EUR 5,432,157.00 and is divided into 5,432,157 bearer no-par value shares. Each share carries one vote. The total number of voting rights in the Company at the time the Annual General Meeting is convened therefore amounts to 5,432,157. The Company holds no treasury shares; there are no shares of different classes.

#### **Data protection notice**

For the purposes of preparing for and holding its Annual General Meeting, the Company processes personal data of its shareholders and any shareholder representatives. This data includes, in particular, the name, place of residence and/or address, any email address, the relevant shareholding, the AGM ticket number and any voting proxies granted. Depending on the circumstances, further personal data may also be processed.

The Company processes the data of its shareholders and any shareholder representatives as controller, in compliance with the EU General Data Protection Regulation (GDPR) and all other applicable laws. Details on how your personal data is handled and on your rights under the GDPR can be found on the Company's website at <https://group.amadeus-fire.de/en/privacy-policy/>.

### III. CVS OF THE CANDIDATES FOR ELECTION TO THE SUPERVISORY BOARD

#### Additional information regarding agenda item 7:

**Heinrich Alt** (born 1950, nationality: German) worked for the Federal Employment Agency from 1977 until his retirement in 2015 and held management positions at several agencies, including Director of the Employment Office in Bad Kreuznach. From 2002 to 2015, he was a member of the Executive Board of the Federal Employment Agency, responsible for labour market policy and basic income support. From 1998 to 2001, Mr Heinrich Alt was State Secretary at the Ministry of Labour, Health and Social Affairs of the State of Schleswig-Holstein. Since 2015, he has worked as an honorary professor and lecturer at the University of Applied Labour Studies of the Federal Employment Agency.

Mr Alt is also a member of the Supervisory Board of AVECO Holding AG in Frankfurt / Main.

Mr Alt has been an independent member of the Supervisory Board of Amadeus Fire AG since 2021.

Dipl. Kfm. **Michael Grimm** (born 1960, nationality: German) studied business administration at the University of Frankfurt / Main and initially worked at Arthur Andersen Wirtschaftsprüfungsgesellschaft as a tax adviser and auditor. From 1997 to 2002, he worked at Hoechst AG and supported the transformation of Hoechst AG into Aventis S.A. From 2002 to 2005, Mr Grimm was Management Board member responsible for Finance, Controlling and Investments at Grohe Water Technology AG & Co. KG, then Managing Director of Triton Beteiligungsberatung GmbH. From 2008 to 2020, he served as Commercial Managing Director of Dr. Johannes Heidenhain GmbH. From January 2019 to March 2020, Michael Grimm was a member of the Management Board of Diadur SE and a member of the Supervisory Board of Dr. Johannes Heidenhain GmbH and MD Elektronik GmbH. Since October 2020, Mr Grimm has been a partner at WP Human Capital Group.

Mr Grimm has been Chief Financial Officer of Leica Camera AG (Wetzlar) since 1<sup>st</sup> May 2022.

Mr Grimm is also a member of the Advisory Board of Salunex GmbH, Eckental.

Mr Grimm has been an independent member and Deputy Chair of the Supervisory Board of Amadeus Fire AG since 2021. Since August 2025, he has been Chair of the Supervisory Board.

Diplom-Betriebswirtin **Ana-Cristina Grohnert** (born 1967, nationality: German) has been founder and Managing Partner of Berlin Advisors Group, Hamburg, since 2022, having been active since 2020 as a start-up investor and founder of encourage Ventures e.V. From 2017 to 2019, she was a member of the Management Board and Labour Director of Allianz Deutschland AG, Munich, and previously, from 2011 to 2017, Managing Director and Labour Director of Ernst & Young GmbH, Hamburg, as well as a member of the Ernst & Young Leadership Team for the DACH region. From 2007 to 2011, as a partner in the Financial Services Organisation of Ernst & Young GmbH, she led Transaction Advisory Services in Hamburg.

Ms Grohnert began her professional career in 1992 as a project manager for export and project finance at Preussag AG, Hanover, before moving to Frankfurt / Main in 1996 as a project manager for international financings at ABB Asset Finance GmbH, and returning to Hamburg in 2007 as Head of Structured Finance at DG HYP.

Ms Grohnert is an experienced senior executive with more than 30 years of proven success in building, scaling and transforming companies and corporate cultures, specialising in driving sustainable business growth through strategic organisational development and performance management systems.

**Annett Martin** (born 1967, nationality: German) is a finance expert, auditor and tax advisor. From 1990 to 2012, she worked as an auditor at Arthur Andersen and EY. As an audit partner, she advised national and international medium-sized and large companies, including family-owned businesses. She has extensive finance expertise across all corporate-relevant areas.

Ms Martin has been self-employed since 2013. She works as a finance mentor and advises shareholders, Supervisory Boards, Management Boards and Managing Directors on all finance-related matters. She also trains Supervisory Board members in large Groups. In addition, she supports companies on all matters relevant to Annual Financial Statements.

Ms Martin has been an independent member of the Supervisory Board of Amadeus Fire AG since 2017.

**Florian Schuhbauer** (born 1975, nationality: German) successfully completed Frankfurt School of Finance & Management with a Master's degree in Finance and Business Administration. He began his career at Dresdner Kleinwort Benson in risk management and equity research. He then, together with partners, built the software company Newtron AG, which provides software for optimising strategic procurement processes. Following the sale of Newtron, he became CFO and Executive Vice President at DHL Global Mail in the USA, a subsidiary of Deutsche Post AG. After his time at DHL, Florian Schuhbauer initially worked at General Capital Group, focusing mainly on applying a private equity approach to listed companies, before building Triton Partners' public equity business as a partner. He is Co-CIO and founding partner of Active Ownership Capital S.à r.l. and Active Ownership Corporation S.à r.l. (AOC) in Luxembourg and has more than 20 years of investment experience as well as experience in operational leadership roles.

Mr Schuhbauer is also a member of the Supervisory Board of HelloFresh SE in Berlin, NFON AG in Munich and PNE AG in Cuxhaven.

Mr Schuhbauer is also a member of the following comparable domestic and foreign Supervisory Bodies:

Member of the Supervisory Board of HomeToGo SE in Luxembourg (LUX),  
Non-executive member of the Board of MTG AB in Stockholm (SWE),

Mr Schuhbauer has been a member of the Supervisory Board of Amadeus Fire AG since 22<sup>nd</sup> October 2025.

**Otto Kajetan Weixler** (born 1958, nationality: German) began his professional career in 1984, after studying construction business administration, at Philipp Holzmann AG, Munich main branch, where he quickly assumed responsibility in various commercial functions. After serving as Commercial Director of Philipp Holzmann Italy, in 1992 he became sole Managing Director of the newly founded HSG Philipp Holzmann Technischer Service GmbH, which he developed into a leading German facility management company before it was acquired by Bilfinger Berger AG in 2002. As Chair of the Management of Bilfinger HSG Facility Management GmbH and as Executive President of Bilfinger SE, he continued to expand the company into the German market leader for facility management, with turnover of more than EUR 2 billion. Following the sale of the company by Bilfinger SE to the Swedish financial investor EQT in 2017, Mr Weixler continued to actively manage the business as Chair of the Management of the renamed Apleona HSG GmbH, before retiring from Company Management in 2019 at his own request after 28 years.

Mr Weixler has extensive know-how in building and scaling a service company to market leadership, has in-depth M&A expertise and broad experience in integrating acquired business units.

In addition, Mr Weixler played a key role in establishing GEFMA, the German industry association for facility management with more than 1,000 members, which he served for 21 years as an Honorary Board Member, including 15 years as Chair, before being appointed Honorary Chair at the end of 2019.

Mr Weixler has been an independent member of the Supervisory Board of Amadeus Fire AG since 2021. Since August 2025, he has been Deputy Chair of the Supervisory Board.

Frankfurt / Main, in April 2026

Amadeus Fire AG  
The Management Board