



**APONTIS PHARMA AG
Monheim on the Rhine**

- WKN A3CMGM -

- ISIN DE000A3CMGM5 -

Unique identifier of the event: APPH052024HV

**Invitation to the Annual General Meeting
(Virtual Annual General Meeting)**

Dear Shareholders,

we invite you to the

Annual General Meeting of APONTIS PHARMA AG,

which will take place on Friday, **17 May 2024**, at **10:00 a.m. (CEST)**

without the physical presence of the shareholders or their proxies (with the exception of the proxies appointed by the company) .

The entire Annual General Meeting will be webcast live in audio and video format for properly registered shareholders of APONTIS PHARMA AG and their proxies via the internet at

<https://apontis-pharma.de/en/annual-general-meeting>

in the password-protected internet service for the Annual General Meeting of APONTIS PHARMA AG ("Password-protected Internet Service"). Shareholders' voting rights may be exercised – by the shareholders themselves or by proxies – exclusively by means of electronic postal voting or by granting power of attorney to the proxies appointed by the company.

The venue of the Annual General Meeting within the meaning of the German Stock Corporation Act (hereinafter "AktG") is Stadttor 1, 40219 Düsseldorf, Germany. Physical attendance by shareholders or their proxies (with the exception of the proxies appointed by the company) is excluded.

For details on the rights of shareholders and their proxies, please refer to the section "II. Further information and notes on the Annual General Meeting", which is printed after the agenda.

I. Agenda

- 1. Presentation of the approved annual financial statements of APONTIS PHARMA AG as of 31 December 2023 and the approved consolidated financial statements as of 31 December 2023 and the group management report for the financial year 2023 as well as the report of the Supervisory Board for the financial year 2023**

The documents submitted under agenda item 1 can be viewed from the time the Annual General Meeting is convened on the company's website at

<https://apontis-pharma.de/en/annual-general-meeting>

They will also be accessible during the Annual General Meeting.

The Supervisory Board has already approved the annual financial statements and consolidated financial statements of APONTIS PHARMA AG prepared by the Management Board; the annual financial statements have thus been adopted. In accordance with the statutory provisions, no resolution is therefore required on agenda item 1.

- 2. Resolution on the discharge of the members of the Management Board for the financial year 2023**

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

The actions of the Management Board members holding office in the financial year 2023 shall be approved for this period.

- 3. Resolution on the discharge of the members of the Supervisory Board for the financial year 2023**

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

The actions of the Supervisory Board members holding office in the 2023 financial year shall be approved for this period.

- 4. Election of the auditor and the group auditor for the financial year 2024**

Based on the recommendation of its Audit Committee, the Supervisory Board proposes that the following resolution be adopted:

RSM Ebner Stolz GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Bonn is appointed as the auditor and group auditor for the financial year 2024.

5. Resolution on the amendment to the Articles of Association regarding the right to participate in the Annual General Meeting

Section 123 para. 4 sentence 2 AktG was amended by the Future Financing Act (*Zukunftsfinanzierungsgesetz* – hereinafter "ZuFinG") to the effect that the proof of shareholding in bearer shares of listed companies for the right to participate in the Annual General Meeting must refer to the close of business on the 22nd day prior to the Annual General Meeting instead of the beginning of the 21st day prior to the Annual General Meeting, as was previously the case. The amendment to the law was made solely for the purpose of aligning it with the definition of the record date in the underlying EU Implementing Regulation (see Article 1(7) of Commission Implementing Regulation (EU) 2018/1212 of 3 September 2018 laying down minimum requirements implementing the provisions of Directive 2007/36/EC of the European Parliament and of the Council as regards shareholder identification, the transmission of information and the facilitation of the exercise of shareholder rights). This does not entail any material change to the deadline.

Section 16.4 of the Articles of Association is to be amended to bring it into line with the amended wording of the law.

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

In Section 16.4 of the Articles of Association, the words "beginning of the twenty-first" are to be replaced by the words "close of business on the twenty-second". Section 16.4 of the Articles of Association is thus revised as follows:

16.4 Proof in accordance with Section 16.3 must be provided in the form of special proof of shareholding issued by the custodian bank in text form and in German or English. The proof must refer to the close of business on the twenty-second day prior to the Annual General Meeting.

II. Further information and notes on the Annual General Meeting

1. Virtual Annual General Meeting / Transmission with video and audio / Webcasting

The Management Board has decided to hold the Annual General Meeting in accordance with Section 118a AktG in conjunction with Section 16.6 of the Articles of Association as a virtual Annual General Meeting without the physical presence of shareholders or their proxies. The physical presence of shareholders and their proxies at the location of the Annual General Meeting is excluded.

For shareholders or their proxies who have duly registered for the Annual General Meeting, the entire Annual General Meeting, including any answers to questions and voting, will be webcast live with audio and video on the APONTIS PHARMA AG website at

<https://apontis-pharma.de/en/annual-general-meeting>

in the Password-protected Internet Service. Duly registered shareholders (and if applicable, their proxies) can, among other things, use the Password-protected Internet Service to exercise their shareholder rights in accordance with the procedures provided for this purpose. The personal access data required for this (access code and access password) will be sent to the shareholders or their proxies after registration for the Annual General Meeting together with the "AGM ticket".

The use of the Password-protected Internet Service by a proxy requires that the proxy receives the corresponding access data. Authorised intermediaries, shareholders' associations, voting rights advisors and other equivalent persons pursuant to Section 135 para. 8 AktG may also use the Password-protected Internet Service. The company will provide them with electronic access on request.

By using the Password-protected Internet Service and clicking on the "Enter the Annual General Meeting" button during the virtual Annual General Meeting on 17 May 2024, shareholders or their proxies will be electronically connected to the virtual Annual General Meeting. However, the electronic connection does not enable participation in the meeting within the meaning of Section 118 para. 1 sentence 2 AktG or the exercise of voting rights by way of electronic participation within the meaning of Section 118a para. 1 sentence 2 no. 2 AktG.

2. Attendance at the virtual Annual General Meeting

In accordance with Section 16.3 of the Articles of Association, shareholders who have registered for the Annual General Meeting in text form and have provided the company with proof of their shareholding are entitled to attend the virtual Annual General Meeting and exercise their voting rights. Proof of shareholding must be provided in the form of a special certificate issued by the custodian bank in text form and in German or English.

According to the amended Section 123 para. 4 sentence 2 AktG for bearer shares of listed companies, the proof of shareholding must refer to the close of business on the 22nd day prior to the Annual General Meeting. As APONTIS PHARMA AG is not listed on the stock exchange within the meaning of the German Stock Corporation Act, it is not subject to the wording of the amended statutory provision. Until the company's Articles of Association are amended by the Annual General Meeting, the provisions of the Articles of Association will

therefore apply, according to which the proof of shareholding must refer to the beginning of the 21st day before the Annual General Meeting, i.e. 26 April 2024, 0:00 hours (CEST) ("Record Date"). In material terms, this Record Date corresponds unchanged to the requirement in Section 123 para. 4 sentence 2 AktG, the wording of which was recently amended in the relevant place by the Future Financing Act, according to which the proof must refer to the close of business on the 22nd day before the Annual General Meeting (see also agenda item 5, under which the amendment of the Articles of Association to the amended wording of Section 123 para. 4 sentence 2 AktG is provided for).

The proof of shareholding as of the Record Date and the registration must be received by the company by 10 May 2024, 24:00 hours (CEST) at the following address or e-mail address

APONTIS PHARMA AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany

E-mail: anmeldung@linkmarketservices.eu

Upon receipt of the registration and the proof of shareholding at the above address or e-mail address, the shareholders or their proxies will be sent an AGM ticket, which contains an integrated proxy form as well as a proxy and instruction form for the Annual General Meeting. The relevant forms are also available on the APONTIS PHARMA AG website at

<https://apontis-pharma.de/en/annual-general-meeting>.

In order to ensure timely receipt of the AGM ticket, we ask shareholders to ensure that the registration and proof of shareholding are received by the company in good time. Receipt of the AGM ticket is not a prerequisite for issuing powers of attorney and instructions (to the company's proxies) by form, but all options of the Password-protected Internet Service can only be used with the help of the access data printed on the AGM ticket.

The shares are not blocked by registering for the Annual General Meeting. Shareholders can therefore continue to freely dispose of their shares even after registering. In relation to the company, only those who have provided proof of shareholding as at the Record Date are deemed to be shareholders for the purposes of participating in the virtual Annual General Meeting and exercising voting rights; changes in the shareholding after the Record Date have no significance for the scope and exercise of participation and voting rights.

3. Voting by electronic vote (postal vote)

Shareholders and their proxies may submit their votes by means of electronic communication (postal vote). Only those shareholders - in person or by proxy - who have duly registered and provided evidence of their shareholding are entitled to exercise their voting rights by means of electronic postal voting.

Voting takes place electronically (with the corresponding access data, see section 1.) via the Password-protected Internet Service in accordance with the procedure provided for this purpose on the APONTIS PHARMA AG website at

<https://apontis-pharma.de/en/annual-general-meeting>.

Postal votes can be submitted, changed or revoked via the Password-protected Internet Service on the APONTIS PHARMA AG website at

<https://apontis-pharma.de/en/annual-general-meeting>

in accordance with the procedure provided for this purpose from 26 April 2024 until the time the voting is closed by the chairman of the meeting at the virtual Annual General Meeting on 17 May 2024.

4. Procedure for voting by proxy

Shareholders and their proxies may also have their voting rights exercised by a proxy, for example by the depositary bank, a shareholders' association or another person of their choice.

However, proxies (with the exception of the company's proxies) cannot physically attend the virtual Annual General Meeting either. They can only exercise the voting rights for shareholders they represent by means of electronic postal voting or by granting (sub-)powers of attorney to the proxies appointed by the company.

The use of the Password-protected Internet Service by the proxies requires that the proxy receives the corresponding access data.

As a service, the company offers its shareholders and their proxies the option of being represented at the Annual General Meeting by proxies appointed by the company in accordance with the instructions issued. The proxies will exercise the shareholders' voting rights in accordance with the instructions given to them. Even if they have been granted power of attorney, they are only authorized to exercise voting rights if they have been expressly instructed to do so. The proxies will not accept any instructions to ask questions or submit motions or to raise objections to resolutions of the Annual General Meeting.

Proper registration by the shareholder or the proxy is also required in all cases of authorisation; furthermore, proof of the shareholder's shareholding is also required in these cases.

The granting of the proxy, its amendment, its revocation and proof of authorisation towards the company must be in text form. Exceptions may be made for the granting of powers of attorney to intermediaries (e.g. banks) and - insofar as they are treated as such in accordance with Section 135 para. 8 AktG - shareholders' associations, proxy advisors and persons who offer to exercise voting rights at the Annual General Meeting on a commercial basis vis-à-vis shareholders, as well as their revocation and the corresponding proof to the company; with regard to the form to be observed in this respect, we ask our shareholders to consult with the aforementioned parties.

The issuance of instructions to the company's proxies and the revocation or amendment of these instructions require text form.

The following address or e-mail address is available until midnight (CEST) on 16 May 2024, for granting powers of attorney to the company, submitting proof of a power of attorney declared to the proxies and for changing and revoking powers of attorney:

APONTIS PHARMA AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany

E-mail: apontis-pharma@linkmarketservices.eu

In addition, from 26 April 2024 and also during the virtual Annual General Meeting, the Password-protected Internet Service (with the corresponding access data, see section 1.) in accordance with the procedure provided for this purpose will be available on the APONTIS PHARMA AG website at

<https://apontis-pharma.de/en/annual-general-meeting>.

The issuing, revocation and amendment of instructions to the company's proxies is possible at the aforementioned address or e-mail address until 16 May 2024, 24:00 hours (CEST).

In addition, the Password-protected Internet Service will be available on the APONTIS PHARMA AG website with the corresponding access data (see section 1.) from 26 April 2024 until the time the vote is closed by the chairman of the meeting at the virtual Annual General Meeting on 17 May 2024 at

<https://apontis-pharma.de/en/annual-general-meeting>

in accordance with the procedure provided for this purpose.

5. Submission of statements

Duly registered shareholders or their proxies have the right to submit statements on items on the agenda in text form or in video format by means of electronic communication in accordance with Section 130a para. 1 to 4 AktG. For this purpose, the Password-protected Internet Service is available to them with the corresponding access data (see section 1.) on the APONTIS PHARMA AG website at

<https://apontis-pharma.de/en/annual-general-meeting>.

Comments in text form must be submitted as a PDF file with a maximum recommended file size of 50 MB in accordance with the procedure provided for this purpose. Comments in video format must be submitted in MPEG-4 or MOV file format in accordance with the procedure provided for this purpose; they must not exceed a file size of 1 GB. It is possible to submit several submissions. Only statements in video format in which the shareholder or the proxy appears are permitted. By submitting a statement, the shareholder or the proxy agrees that the statement will be made accessible in the Password-protected Internet Service, stating their name.

Statements must be submitted no later than five days before the Annual General Meeting, i.e. no later than 11 May 2024, 24:00 hours (CEST). Submitted statements on the agenda items will be made accessible, unless access may exceptionally be waived in accordance with Section 130a para. 3 sentence 4 AktG, no later than four days prior to the Annual General Meeting, i.e. no later than 12 May 2024, 24:00 hours (CEST), in the online portal available only to duly registered shareholders or their proxies with the corresponding access data (see section 1.) on the Password-protected Internet Service on the APONTIS PHARMA AG website at

<https://apontis-pharma.de/en/annual-general-meeting>.

Motions and election proposals, questions and objections to resolutions of the Annual General Meeting in the context of statements submitted in text form or in video format will not be considered at the Annual General Meeting; the submission of motions or election proposals (see section 8.), the exercise of the right to information (see section 9.) and the filing of objections to resolutions of the Annual General Meeting (see section 7.) is only possible in the ways described separately in this invitation.

6. Right to speak

Shareholders or their proxies who are electronically connected to the Annual General Meeting have the right to speak at the meeting by means of video communication. From the beginning of the Annual General Meeting, a virtual registration table for registering to speak will be maintained via the Password-protected Internet Service on the APONTIS PHARMA AG website at

<https://apontis-pharma.de/en/annual-general-meeting>

(to the corresponding access data above under section 1.), which shareholders or their proxies can use to register their speech. In particular, the right to speak also includes the right to submit motions and election proposals in accordance with Section 118a para. 1 sentence 2 no. 3 AktG (see also below under section 8.), the right to request information pursuant to Section 131 para. 1 AktG (see also below under section 9.).

In accordance with Section 17.2 of the company's Articles of Association, the chairman of the Annual General Meeting may determine the order of speeches and impose reasonable time limits on shareholders' rights to ask questions and speak. In particular, he is entitled to set a reasonable time frame for the entire Annual General Meeting, for individual agenda items or for individual questions or speeches at the beginning of the Annual General Meeting or during the course of the meeting.

The entire virtual Annual General Meeting, including video communication, is handled in the Password-protected Internet Service via the LinkMeeting system from Better Orange IR & HV AG. Shareholders or their proxies who wish to register their contribution via the virtual floor registration table require either a non-mobile device (PC, notebook, laptop) with the installed browser Chrome from version 89, Edge from version 88 or Safari from version 13.1 or a mobile device (e.g. smartphone or tablet) to connect their contribution. Mobile devices with ANDROID operating systems require Chrome version 89 or higher as the installed browser; mobile devices with iOS operating system require Safari version 13.1 or higher as the installed browser. A camera and microphone that can be accessed from the browser must be available on the end devices

for speeches. No other software components or apps need to be installed on the end devices. Persons who have registered for a speech via the virtual speaking table will be activated for their speech in the Password-protected Internet Service. The company reserves the right to check the functionality of the video communication between the shareholder or proxy and the company during the meeting and before the speech and to reject it if the functionality is not ensured.

7. Submission of objections

Shareholders or their proxies who are connected to the Annual General Meeting electronically have the right to object to a resolution of the Annual General Meeting via the Password-protected Internet Service on the APONTIS PHARMA AG website at

<https://apontis-pharma.de/en/annual-general-meeting>

in accordance with the procedure provided for this purpose with the corresponding access data (see above under section 1.) during the Annual General Meeting, i.e. from the opening of the Annual General Meeting until its closing for the record of the notary public. The company would like to point out once again that the proxies appointed by the company do not accept instructions to object.

8. Motions and election proposals by shareholders or their proxies

Motions by shareholders or their proxies against a proposal by the administration on a specific agenda item pursuant to Section 126 para. 1 AktG and election proposals by shareholders or their proxies for the election of Supervisory Board members or auditors pursuant to Section 127 AktG must be addressed exclusively to:

APONTIS PHARMA AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany

E-mail: antraege@linkmarketservices.eu

Countermotions and election proposals by shareholders or their proxies that are received at this address or e-mail address by 2 May 2024, 24:00 hours (CEST) and meet the further requirements of Sections 126 and 127 AktG, as well as any statements by the administration, will be made accessible to other shareholders on the APONTIS PHARMA AG website at

<https://apontis-pharma.de/en/annual-general-meeting>.

Applications sent to any other address will not be considered.

Motions or election proposals by shareholders or their proxies which are to be made accessible in accordance with Section 126 or Section 127 AktG are deemed to have been submitted at the time they are made accessible. The company enables the voting right on these motions or election proposals to be exercised from this point in time. Motions from

shareholders who have not duly registered or are not duly authorized do not have to be dealt with at the Annual General Meeting.

Shareholders or their proxies who are connected to the Annual General Meeting also have the right to submit motions and election proposals at the meeting by means of video communication within the scope of their right to speak (see in detail above under section 6.).

9. Right to information

Pursuant to Section 131 para. 1 AktG, each shareholder must be provided with information on company matters by the Management Board upon request at the Annual General Meeting, provided that the information is necessary for the proper assessment of an item on the agenda and there is no right to refuse to provide information. The Management Board's duty to provide information also extends to the company's legal and business relationships with its affiliated companies. Furthermore, the duty to provide information also applies to the situation of the APONTIS PHARMA Group and the companies included in the APONTIS PHARMA consolidated financial statements.

It is intended that the chairman of the Annual General Meeting will stipulate that the aforementioned right to information pursuant to Section 131 para. 1 AktG at the Annual General Meeting is to be exercised exclusively by means of video communication, i.e. in the context of exercising the right to speak (see section 6. above) may be exercised.

Section 131 para. 4 sentence 1 AktG stipulates that if a shareholder has been provided with information outside the Annual General Meeting in his capacity as a shareholder, this information must be provided to any other shareholder or his proxy at the Annual General Meeting upon request, even if it is not necessary for the proper assessment of the agenda item.

In addition, Section 131 para. 5 sentence 1 AktG stipulates that if a shareholder is denied information, they may request that their question and the reason for which the information was denied be recorded in the minutes of the meeting.

Within the framework of the virtual Annual General Meeting it is ensured, that shareholders or their proxies who are connected to the Annual General Meeting electronically can submit their request in accordance with Section 131 para. 4 sentence 1 AktG and their request in accordance with Section 131 para. 5 sentence 1 AktG by means other than video communication, i.e. within the scope of the right to speak and the procedure provided for this purpose (see section 6. above), also by way of electronic communication via the Password-protected Internet Service on the APONTIS PHARMA AG website at

<https://apontis-pharma.de/en/annual-general-meeting>

in accordance with the procedure provided for this purpose with the corresponding access data (see section 1. above) at the Annual General Meeting.

10. Information on data protection

The company processes the following categories of personal data of its shareholders and their proxies in the course of holding the Annual General Meeting: contact details (e.g. name or e-mail address), information on the shares held by each individual shareholder (e.g. number of shares) and administrative data (e.g. AGM ticket number, access ID and password for the Password-protected Internet Service). The processing of personal data in the context of the Annual General Meeting is based on Art. 6 para. 1 lit. c of the General Data Protection Regulation (GDPR). This states that the processing of personal data is lawful if the processing is necessary for compliance with a legal obligation. The company is legally obliged to invite its shareholders to attend an Annual General Meeting and to enable them to exercise their shareholder rights. In order to fulfill this obligation, the processing of the above-mentioned categories of personal data is essential. Without providing their personal data, the company's shareholders cannot register for the Annual General Meeting and cannot participate in it.

The company is responsible for data processing. The contact details of the responsible person are

APONTIS PHARMA AG
Alfred-Nobel-Str. 10,
40789 Monheim (Germany)
Phone +49 2173 8955 4949
Fax +49 2173 8955 4941

E-mail: datenschutz@apontis-pharma.de

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

As part of the statutory right to inspect the list of participants at the Annual General Meeting, other participants, shareholders and proxies electronically connected to the meeting may inspect the data recorded in the list of participants. Personal data is also published in the context of requests for additions to the agenda, counter motions or election proposals that must be published. The same applies to the publication of submitted statements in accordance with Section 118a para. 1 sentence 2 no. 6 AktG.

Depending on the individual case, the above-mentioned data will be stored for up to 3 years (but not less than 2 years) after the end of the Annual General Meeting and then deleted, unless further processing of the data is still necessary in individual cases for the processing of applications, decisions or legal proceedings in relation to the Annual General Meeting.

Shareholders have the right to receive information about the personal data stored about them free of charge upon request. In addition, shareholders have the right to rectification of incorrect data concerning them, the right to request the restriction of the processing of data that has been processed too extensively and the right to erasure of personal data that has been processed unlawfully or stored for too long (insofar as this does not conflict with any statutory retention obligation or other reasons pursuant to Art. 17 para. 3 GDPR). In

addition, shareholders have the right to transfer all data they have provided to the company in a commonly used file format ("right to data portability"). To exercise their rights, it is sufficient for the respective shareholder to send an e-mail to datenschutz@apontis-pharma.de.

In addition, shareholders also have the right to file a complaint with a data protection supervisory authority.

You can reach the data protection officer of APONTIS PHARMA AG under the following contact details:

APONTIS PHARMA AG
Data Protection Officer
Alfred-Nobel-Str. 10
40789 Monheim
Phone: +49 2173 8955 2204
E-Mail: peter.hagedorn@apontis-pharma.de

Monheim am Rhein, April 2024

APONTIS PHARMA AG
The Management Board

Information pursuant to Section 125 para. 1 AktG in connection with Section 125 para. 5 AktG, Article 4 para. 1 and Table 3 of the Annex to Implementing Regulation (EU) 2018/1212

Type of Information	Description
A. Specification of the message	
1. Unique identifier of the event	APPH052024HV
2. Type of message	Meeting notice of a General Meeting [format pursuant to Implementing Regulation (EU) 2018/1212: NEWM]
B. Specification of the issuer	
1. ISIN	DE000A3CMGM5
2. Name of issuer	APONTIS PHARMA AG
C. Specification of the meeting	
1. Date of the General Meeting	17.05.2024 [format pursuant to Implementing Regulation (EU) 2018/1212: 20240517]
2. Time of the General Meeting	10:00 hrs. (CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 08:00 UTC]
3. Type of the General Meeting	Virtual Annual General Meeting without the physical attendance of shareholders or their proxies [format pursuant to Implementing Regulation (EU) 2018/1212: GMET]
4. Location of the General Meeting	Virtual General Meeting: https://apontis-pharma.de/en/annual-general-meeting In accordance with the German Stock Corporation Act: Stadttor 1, 40219 Düsseldorf, Germany
5. Record Date	26.04.2024, 00:00 hrs. (CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 20240425; 22:00 UTC]
6. Uniform Resource Locator (URL)	https://apontis-pharma.de/en/annual-general-meeting