



APONTIS PHARMA AG
Monheim on the Rhine

- WKN A3CMGM -

- ISIN DE000A3CMGM5 -

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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 Tuesday, **29 July 2025**, 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.

This document and all English documents related to this Invitation to the Annual General Meeting are convenience translations of the German originals. In case of discrepancy between the English and German versions, the German version shall prevail.

I. Agenda

1. **Presentation of the approved annual financial statements of APONTIS PHARMA AG as of 31 December 2024 and the approved consolidated financial statements as of 31 December 2024 and the group management report for the financial year 2024 as well as the report of the Supervisory Board for the financial year 2024**

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 planned for agenda item 1.

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

The Management Board and Supervisory Board propose

to discharge the members of the Management Board holding office in the financial year 2024 for this period.

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

The Management Board and Supervisory Board propose

to discharge the members of the Supervisory Board holding office in the financial year 2024 for this period.

4. **Election of the auditor and the group auditor for the financial year 2025**

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 2025.

5. **Resolution on elections of the Supervisory Board**

In accordance with Sections 95 sentences 1 to 4, 96, 101 para. 1 AktG in conjunction with Section 9 para. 1 of the company's articles of association, the company's Supervisory Board consists of five members to be elected by the Annual General Meeting. The Annual General Meeting is not bound by nominations when electing Supervisory Board members.

Mr. Christian Bettinger and Dr. Edin Hadzic each resigned from the Supervisory Board with effect from the end of 6 December 2024, while Dr. Anna-Lisa Picciolo-Lehrke resigned from the Supervisory Board with effect from 13 January 2025. By resolution dated 14 February 2025, the Düsseldorf Local Court appointed Dr. Martin Albert, Ms. Julie Ross and Mr. Anant Anand Atal as members of the company's Supervisory Board for a limited period until the end of the next Annual General Meeting in accordance with Section 104 AktG. The offices of the court-appointed members of the Supervisory Board will therefore end at the end of the Annual General Meeting on 29 July 2025, which is hereby convened.

Three new members of the Supervisory Board are therefore to be elected by the Annual General Meeting.

The Supervisory Board proposes to elect

- 5.1 Dr. Martin Albert
Chief Scientific Officer at Zentiva Group, a.s.
Prague, Czech Republic
- 5.2 Ms. Julie Ross
Head of Commercial Western Europe at Zentiva Group, a.s.
Zurich, Switzerland
- 5.3 Mr. Anant Anand Atal
Head of Strategy, Transformation and M&A at Zentiva Group, a.s.
Prague, Czech Republic

as members of the Supervisory Board, in each case with effect from the end of the Annual General Meeting on 29 July 2025. The election shall in each case be for the period until the end of the Annual General Meeting that resolves on the discharge of the members of the Supervisory Board for the fourth financial year after the start of the term of office, not including the financial year in which the term of office begins.

Dr. Martin Albert is a member of the following other statutory supervisory boards or comparable domestic and foreign supervisory bodies of commercial enterprises:

- Zentiva, a.s.
- Zentiva International, a.s.

Ms. Julie Ross is a member of the following other statutory supervisory boards or comparable domestic and foreign supervisory bodies of commercial enterprises:

- Zentiva AG

Mr. Anant Anand Atal is a member of the following other statutory supervisory boards or comparable domestic and foreign supervisory bodies of commercial enterprises:

- Zentiva Group, a.s.
- Zentiva International, a.s.

It is intended to have the Annual General Meeting decide on the election of Supervisory Board members by way of an individual vote.

6. Resolution on the share transfer of the minority shareholders of APONTIS PHARMA AG to Zentiva AG as principal shareholder in exchange for an appropriate cash compensation pursuant to Section 62 para. 5 of the German Transformation Act in conjunction with Sections 327a et seq. of the German Stock Corporation Act (squeeze-out)

If, in the case of a merger by absorption of two stock corporations pursuant to Sections 2 No. 1, 4 et seq., 60 et seq. German Transformation Act (hereinafter "**UmwG**"), the acquiring company (principal shareholder) owns stock amounting to nine tenths of the nominal capital, then pursuant to Section 62 para. 1 in conjunction with para. 5 sentence 1 UmwG in conjunction with Sections 327a et seq. AktG, the general meeting of a stock corporation being acquired may adopt a resolution pursuant to Section 327a para. 1 sentence 1 AktG within three months following the conclusion of the merger agreement, on the transfer of the shares of the remaining shareholders (minority shareholders) to the principal shareholder in return for appropriate cash compensation (squeeze-out under merger law).

Zentiva AG, registered with the commercial register of the local court of Berlin (Charlottenburg) under HRB 264843 (hereinafter "**Zentiva**" or also the "**Principal Shareholder**"), directly holds 7,816,162 of the total of 8,500,000 shares in APONTIS PHARMA AG at the time of publication of this invitation. After deduction of the number of treasury shares held by APONTIS PHARMA AG pursuant to Section 62 para 1 sentence 2 UmwG, this corresponds to approximately 93.83% of the outstanding nominal capital of APONTIS PHARMA AG and thus more than nine tenths of the nominal capital of APONTIS PHARMA AG. It is thus the principal shareholder of APONTIS PHARMA AG within the meaning of Section 62 para. 5 sentence 1 UmwG. Zentiva has provided evidence of its shareholding of more than nine tenths of the nominal capital of APONTIS PHARMA AG by means of a deposit certificate issued by BNP Paribas S.A. Niederlassung Deutschland (hereinafter "**BNPP**").

Zentiva intends to make use of the possibility of a squeeze-out under merger law with regard to APONTIS PHARMA AG. To this end, Zentiva informed the Management Board of APONTIS PHARMA AG by way of written notice dated 5 March 2025 that it intends to merge APONTIS PHARMA AG with Zentiva and, pursuant to Section 62 para. 5 sentence 1 UmwG in conjunction with Section 327a para. 1 AktG, has made a demand that the Annual General Meeting of APONTIS PHARMA AG resolves to transfer the shares of the minority shareholders of APONTIS PHARMA AG to Zentiva as the principal shareholder against appropriate cash compensation within three months of the conclusion of the merger agreement (hereinafter "**Transfer Resolution**").

Zentiva determined on 13 June 2025, the appropriate cash compensation pursuant to Section 62 para. 5 sentence 8 UmwG in conjunction with Section 327b para. 1 sentence 1 AktG, to be paid to the minority shareholders of APONTIS PHARMA AG for the transfer of their shares to Zentiva as the principal shareholder, at EUR 10.40 per no-par value bearer share of APONTIS PHARMA AG.

Zentiva, in its capacity as principal shareholder of APONTIS PHARMA AG, has submitted a written report pursuant to Section 62 para. 5 sentence 8 UmwG in

conjunction with Section 327c para. 2 sentence 1 AktG, in which the prerequisites for the transfer of the shares of the minority shareholders of APONTIS PHARMA AG to Zentiva are set out and the appropriateness of the cash compensation is explained and justified (hereinafter "**Transfer Report**"). Accordingly, Zentiva has determined the amount of the cash compensation on the basis of an expert auditor's opinion on the enterprise value of APONTIS PHARMA AG by PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main (hereinafter "**PwC**"). PwC's expert opinion on the determination of the enterprise value as of 29 July 2025 and on the amount of the appropriate cash compensation pursuant to Section 62 para. 5 sentence 8 UmwG in conjunction with Section 327b para. 1 sentence 1 AktG dated 12 June 2025 is an integral part of the Transfer Report and is attached to it in full as an annex.

In a further written notice dated 13 June 2025 to the Management Board of APONTIS PHARMA AG, Zentiva confirmed and specified its intention to exclude the minority shareholders of APONTIS PHARMA AG in connection with the merger and informed it of the determined amount of the cash compensation. It has also requested that an Annual General Meeting be convened for a date no later than three months after the date of conclusion of the merger agreement and that the present agenda item be placed on the agenda of this Annual General Meeting. Together with the specified squeeze-out request and thus prior to convening the Annual General Meeting, Zentiva also submitted to the Management Board of APONTIS PHARMA AG a warranty declaration from BNPP, with its registered office in Nuremberg, pursuant to Section 62 para. 5 sentence 8 UmwG in conjunction with Section 327b para. 3 AktG dated 12 June 2025. BNPP has thus unconditionally and irrevocably guaranteed the fulfillment of Zentiva's obligation to promptly pay the minority shareholders of APONTIS PHARMA AG the determined cash compensation plus any statutory interest pursuant to Section 62 para. 5 sentence 8 UmwG in conjunction with Section 327b para. 2 AktG, once both the resolution on the transfer of shares adopted by the Annual General Meeting of APONTIS PHARMA AG pursuant to Section 327a para. 1 AktG has been entered in the commercial register at the registered office of APONTIS PHARMA AG and the merger has been entered in the commercial register at Zentiva's registered office, thereby rendering the Transfer Resolution effective. In accordance with Section 62 para. 5 sentence 8 UmwG in conjunction with Section 327b para. 2 AktG the cash compensation shall bear interest at an annual rate of five percentage points above the basic rate of interest pursuant to Section 247 German Civil Code ("**BGB**") from the date of announcement of the entry of the Transfer Resolution in the commercial register.

On 13 June 2025, Zentiva and APONTIS PHARMA AG entered into a notarized merger agreement under which APONTIS PHARMA AG transfers its assets as a whole, including all rights and obligations, to Zentiva as the acquiring legal entity by way of dissolution without being wound up, in accordance with Sections 2 No. 1, 4 et seq. and 60 et seq. UmwG. The merger agreement includes the information that it is intended to exclude the minority shareholders of APONTIS PHARMA AG in the context of the merger, pursuant to Section 62 para. 5 sentence 2 UmwG. The effectiveness of the merger agreement is subject to the condition precedent that the resolution proposed below for adoption by the Annual General Meeting of APONTIS PHARMA AG pursuant to Section 62 para. 5 sentence 1 UmwG in conjunction with Section 327a para. 1 sentence 1 AktG — regarding the transfer of the shares held by the minority shareholders of APONTIS PHARMA AG to Zentiva as the main

shareholder — is entered in the commercial register at the registered office of APONTIS PHARMA AG, including the annotation pursuant to Section 62 para. 5 sentence 7 UmwG stating that such Transfer Resolution shall only become effective concurrently with the registration of the merger in the commercial register at Zentiva's registered office'

As a precautionary measure, the Management Boards of APONTIS PHARMA AG and Zentiva have submitted a detailed joint written report on the merger of APONTIS PHARMA AG into Zentiva in accordance with Section 8 UmwG.

The appropriateness of the cash compensation determined by Zentiva was audited by IVA Valuation & Advisory AG, Frankfurt am Main (hereinafter "**IVA**"), which the regional court of Düsseldorf selected and appointed as expert auditor with regard to the appropriateness of the cash compensation by court order dated 19 March 2025 (file number: 35 O 33/25) at the request of Zentiva as the auditor to review the appropriateness of the cash settlement and, at the same time, at the request of Zentiva and APONTIS PHARMA AG as joint merger auditor. Pursuant to Section 62 para. 5 sentence 8 UmwG in conjunction with Section 327c para. 2 sentences 2 to 4 AktG, IVA has issued a written report on the result of the audit of the appropriateness of the cash compensation regarding the intended resolution on the transfer of the shares of the remaining shareholders of APONTIS PHARMA AG to Zentiva. In this cash compensation audit report, IVA comes to the conclusion that the cash compensation determined by the Principal Shareholder is appropriate. As a precautionary measure, pursuant to Section 60 in conjunction with Section 12 UmwG, IVA has also issued an audit report on the audit of the merger agreement between Zentiva as the acquiring legal entity and APONTIS PHARMA AG as the transferring legal entity.

If the Annual General Meeting resolves to transfer the shares of the minority shareholders to the Principal Shareholder, the Management Board of APONTIS PHARMA AG must, in accordance with Section 62 para. 5 sentence 8 UmwG in conjunction with Section 327e para. 1 sentence 1 AktG, file the Transfer Resolution for entry in the commercial register at the registered office of APONTIS PHARMA AG. The entry of the Transfer Resolution is to include the note that it shall enter into force only concurrently with the entry of the merger in the register kept at the registered seat of the acquiring stock corporation in accordance with Section 62 para. 5 sentence 7 UmwG.

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

The no-par value bearer shares of the remaining shareholders of APONTIS PHARMA AG (minority shareholders) will be transferred to the principal shareholder in accordance with Section 62 para. 5 UmwG in conjunction with Sections 327a et seq. AktG in return for an appropriate cash compensation of EUR 10.40 per no-par value bearer share of APONTIS PHARMA AG to be granted by Zentiva AG with its registered office in Berlin (principal shareholder).

Pursuant to Sections 62 para. 5 sentence 3, para. 3 sentence 1, 63 para. 1 UmwG and pursuant to Section 62 para. 5 sentence 5 and sentence 8 UmwG in conjunction with Section 327c para. 3 AktG, the following documents relating to agenda item 6 are available from the date on which the Annual General Meeting is

convened, at the offices of APONTIS PHARMA AG (Rolf-Schwarz-Schütte-Platz 1, 40789 Monheim am Rhein, Germany) and on the website of APONTIS PHARMA AG at <https://apontis-pharma.de/en/annual-general-meeting>:

- the draft of the Transfer Resolution;
- the warranty declaration of BNPP with its registered office in Nuremberg pursuant to Section 62 para. 5 sentence 8 UmwG in conjunction with Section 327b para. 3 AktG dated 12 June 2025;
- the merger agreement between Zentiva as the acquiring legal entity and APONTIS PHARMA AG as the transferring legal entity dated 13 June 2025;
- the separate and consolidated financial statements and combined group management reports of APONTIS PHARMA AG for the financial years 2022, 2023 and 2024;
- the annual financial statements of Zentiva for the (abbreviated) financial year 2024;
- the joint merger report of the Management Boards of Zentiva and APONTIS PHARMA AG dated 13 June 2025, including its annexes, prepared as a precautionary measure in accordance with Section 8 UmwG;
- the precautionary audit report pursuant to Section 60 in conjunction with Section 12 UmwG on the examination of the draft merger agreement between Zentiva as the acquiring legal entity and APONTIS PHARMA AG as the transferring legal entity dated 13 June 2025, by the expert auditor IVA selected and appointed by the regional court of Düsseldorf for both legal entities involved in the merger;
- the written report pursuant to Section 62 para. 5 sentence 8 UmwG in conjunction with Section 327c para. 2 sentence 1 AktG, submitted by Zentiva in its capacity as principal shareholder in which the prerequisites for the transfer of the shares of the minority shareholders of APONTIS PHARMA AG to Zentiva are set out and the appropriateness of the cash compensation is explained and justified; and
- the audit report prepared pursuant to Section 62 para. 5 sentence 8 UmwG in conjunction with Sections 327c para. 2 sentences 2 to 4, 293e AktG, by the expert auditor IVA, selected and appointed by the regional court of Düsseldorf on the audit of the appropriateness of the cash compensation dated 13 June 2025.

The documents will also be available during the Annual General Meeting of APONTIS PHARMA AG on 29 July 2025 at the offices of APONTIS PHARMA AG (Rolf-Schwarz-Schütte-Platz 1, 40789 Monheim am Rhein, Germany) and on the website of APONTIS PHARMA AG at <https://apontis-pharma.de/en/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.

The holding of the Annual General Meeting 2025 as a virtual general meeting leads to modifications in the actual procedures of the Annual General Meeting and in the actual exercise of shareholder rights compared to general meetings with physical presence. We therefore ask our shareholders to pay particular attention to the following information on participating in the virtual Annual General Meeting, exercising voting rights and other shareholder rights.

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 29 July 2025, 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. In accordance with Article 16.4 of the articles of association, the proof of shareholding must refer to the close of business on the twenty-second day prior to the Annual General Meeting, i.e. 7 July 2025, 24:00 hours CEST ("**Record Date**").

The proof of shareholding as of the Record Date and the registration must be received by the company by 22 July 2025, 24:00 hours (CEST) at the following address or e-mail address:

APONTIS PHARMA AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany

E-mail: anmeldung@linkmarketservices.eu

Upon receipt of the registration and proof of shareholding at the above address or e-mail address, shareholders or their proxies will be sent an AGM ticket containing an integrated proxy form as well as a proxy and instruction form for the Annual General Meeting. The relevant forms are also accessible 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 share ownership 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 8 July 2025 until the time the voting is closed by the chairman of the meeting at the virtual Annual General Meeting on 29 July 2025.

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 28 July 2025, 24:00 hours (CEST), 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 Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany

E-mail: apontis-pharma@linkmarketservices.eu

In addition, from 8 July 2025 and also during the virtual Annual General Meeting, the Password-protected Internet Service (with the corresponding access data, see above under section 1) is available for this purpose in accordance with the procedure provided for this purpose on the website of APONTIS PHARMA AG 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 28 July 2025, 24:00 hours (CEST).

In addition, the Password-protected Internet Service will be available for this purpose with the corresponding access data (see above under section 1) from 8 July 2025 until the time of the closing of the vote by the chairman of the meeting in the virtual Annual General Meeting on 29 July 2025 on the website of APONTIS PHARMA AG 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, in accordance with Section 118a para. 1 sentence 2 no. 6 in conjunction with Section 130a para. 1 to 4 AktG to submit statements on items on the agenda in text form by means of electronic communication. For this purpose, the Password-protected Internet Service is available to them with the corresponding access data (see above under section 1) on the APONTIS PHARMA AG website at

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

Statements in text form must be submitted as a file in PDF format with a maximum recommended file size of 50 MB in accordance with the procedure provided for this purpose. It is possible to submit several statements. By submitting a statement, the shareholder or their 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 prior to the meeting, i.e. no later than 23 July 2025, 24:00 hours (CEST). Submitted statements on the agenda items will be published by no later than four days prior to the Annual General Meeting, i.e. no later than 24 July 2025, 24:00 hours (CEST), unless, in exceptional cases, publication may be waived in accordance with Section 130a para. 3 sentence 4, 126 para. 2 sentence 1 no. 1, 3 and 6 AktG, in the Password-protected Internet Service accessible only to duly registered shareholders or their proxies with

the corresponding access data (see above under section 1) on the website of APONTIS PHARMA AG made accessible 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 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 0) is only possible in the ways described separately in this invitation.

6. Right to speak

Shareholders or their proxies who are connected to the Annual General Meeting electronically have the right to speak at the meeting by means of video communication.

From approximately 1 hour before the start 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>

(for the relevant access data, see section 1 above), 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) as well as 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 MeetingBase system from Better Orange IR & HV AG. Shareholders or their proxies who wish to register their speech via the virtual floor require either a non-mobile device (PC, notebook, laptop) or a mobile device (e.g. smartphone or tablet) to connect their speech. A camera and microphone that can be accessed from the browser must be available on the end devices for speeches. It is not necessary to install additional software components or apps on the end devices. Please ensure that you have a good and stable Internet connection on your computer or mobile device and that you are using a current version of one of the following browsers: Google Chrome, Microsoft Edge or Safari. JavaScript must also be enabled. Persons who have registered for a speech via the virtual word registration 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 using the corresponding access data (see section 1 above) during the Annual General Meeting, i.e. from the opening of the Annual General Meeting until its conclusion, to submit objections to the minutes of the notary. The company would like to point out once again that the proxies appointed by the company do not accept any instructions to object.

8. Motions and election proposals from 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 Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany

E-mail: antraege@linkmarketservices.eu

Countermotions and election proposals from shareholders or their proxies that are received at this address or e-mail address by 14 July 2025, 24:00 hours (CEST), and that meet the further requirements of Sections 126 and 127 AktG, and any statements by the administration, will be made available 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 that 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 8).

9. Right to information

Pursuant to Sections 118a para. 1 sentence 2 no. 4 and 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, insofar as 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.

The right to information is granted to shareholders who have duly registered for the Annual General Meeting and are registered electronically for the Annual General Meeting or their proxies in the virtual Annual General Meeting by means of electronic communication. It is not possible to submit questions in advance of the Annual General Meeting within the meaning of Section 131 para. 1a AktG.

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 may only be exercised at the Annual General Meeting by means of video communication, i.e. in the context of exercising the right to speak (see section 6 above).

The Management Board may refrain from answering individual questions for the reasons stated in Section 131 para. 3 AktG, for example because providing the information is likely to cause significant harm to the company or an affiliated company according to prudent business judgment (e.g. disclosure of business secrets).

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.

In the context 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 not only by means of video communication, i.e. within the framework of the right to speak and the procedure provided for this purpose (see section 6 above), but also by means of electronic communication via the Password-protected Internet Service on the website of APONTIS PHARMA AG 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
Rolf-Schwarz-Schütte Platz 1
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 two years) after the end of the Annual General Meeting and then deleted, unless further processing of the data is still necessary in individual cases for the processing of applications, decisions or legal proceedings in relation to the Annual General Meeting.

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 email 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
Rolf-Schwarz-Schütte Platz 1
40789 Monheim
Phone: +49 2173 8955 2204
E-mail: peter.hagedorn@apontis-pharma.de

Monheim am Rhein, June 2025

**APONTIS PHARMA AG
The Management Board**

Information pursuant to Section 125 para. 1 AktG in conjunction 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	APPH072025HV
2. Type of message	Invitation to the Annual General Meeting in the format in accordance with 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	29.07.2025 format pursuant to Implementing Regulation (EU) 2018/1212: 20250729
2. Time of the General Meeting	10:00 hours (CEST) format pursuant to Implementing Regulation (EU) 2018/1212: 08:00 UTC
3. Type of 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 Annual General Meeting: https://apontis-pharma.de/en/annual-general-meeting Within the meaning of the German Stock Corporation Act: Stadttor 1, 40219 Düsseldorf, Germany
5. Record Date	07.07.2025, 24:00 (CEST) format pursuant to Implementing Regulation (EU) 2018/1212: 20250707; 22:00 UTC
6. Uniform Resource Locator (URL)	https://apontis-pharma.de/en/annual-general-meeting