



**APONTIS PHARMA AG**  
**Monheim on the Rhine**

– WKN A3CMGM –

– ISIN DE000A3CMGM5 –

**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 Thursday, **12 May 2022**, at **10:00** a.m. (CEST),

as a virtual Annual General Meeting 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 via the internet at <https://ir.apontis-pharma.de/hv> in the password-protected internet service for the Annual General Meeting of APONTIS PHARMA AG ("password-protected internet service") for properly registered shareholders of APONTIS PHARMA AG and their proxies.

The venue of the Annual General Meeting within the meaning of the German Stock Corporation Act (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 2021, and the approved consolidated financial statements as of 31 December 2021, and the combined management report for the fiscal year 2021, as well as the report of the Supervisory Board for the fiscal year 2021**

The documents presented for agenda item 1 can be viewed on the website <https://ir.apontis-pharma.de/hv> from the time the Annual General Meeting is convened. 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 Executive 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 approval of the actions of the members of the Executive Board for the fiscal year 2021**

The Executive Board and Supervisory Board propose

that the actions of the members of the Executive Board holding office in fiscal year 2021 be approved for that period.

## **3. Resolution on the approval of the actions of the members of the Supervisory Board for the fiscal year 2021**

The Executive Board and Supervisory Board propose

that the actions of the members of the Supervisory Board holding office in the fiscal year 2021 be approved for that period.

## **4. Election of the auditor and the group auditor for the fiscal year 2022**

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

Ebner Stolz GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Bonn, is appointed as auditor of the annual financial statements and as group auditor for the fiscal year 2022.

## **5. Resolution on elections to the Supervisory Board**

The term of office of all members of the first Supervisory Board of the Company ends at the close of the Annual General Meeting on 12 May 2022. Pursuant to Sec. 30 para. 3 sentence 1 AktG, the members of the first Supervisory Board of the Company could not be appointed for a longer term than until the end of the Annual General Meeting which resolves on the ratification of the actions of the Supervisory Board for the first short fiscal year; to this extent, new elections are required.

Pursuant to Sec. 9 para. 1 of the Articles of Association of the Company in conjunction with Secs. 95 sentences 1 to 4, 96 and 101 AktG, the Supervisory Board of the Company consists of five members to be elected by the Annual General Meeting.

The Supervisory Board proposes that the persons named under a) to e) be elected to the Supervisory Board of the Company with effect from the end of the Annual General Meeting. The election shall be for the period until the end of the Annual General Meeting which resolves on the ratification of the acts of the members of the Supervisory Board for the fourth fiscal year after the beginning of the term of office, not including the fiscal year in which the term of office begins.

a) Dr. Edin Hadzic, resident in Munich, investor;

b) Dr. Matthias Wiedenfels, resident in Frankfurt am Main, lawyer;

c) Christian Bettinger, resident in Polling, investor;

d) Dr. Anna Lisa Picciolo-Lehrke, resident in Cologne, Senior Director, Head of Global Business Development Neurology at UCB Pharma GmbH;

and

e) Olaf Elbracht, resident in Ostseebad Boltenhagen, management consultant.

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

Dr. Hadzic is a member of the following statutory supervisory boards or comparable domestic and foreign supervisory bodies:

- Member of the Supervisory Board of Duo Plast AG
- Managing Director of various investment companies of Paragon Partners

Dr. Wiedenfels is a member of the following statutory supervisory boards or comparable domestic and foreign supervisory bodies:

- Member of the Supervisory Board of BioMedion Holding GmbH
- Managing Director of Digithep GmbH

Mr. Bettinger is a member of the following statutory supervisory boards or comparable domestic and foreign supervisory bodies:

- Member of the Supervisory Board of inprotec AG
- Managing Director of various investment companies of Paragon Partners

Dr. Anna Lisa Picciolo-Lehrke is a member of the following statutory supervisory boards or comparable supervisory bodies in Germany and abroad:

- EIT Health Germany GmbH, Mannheim
- Board Observer Grin Therapeutics Inc.

Mr. Elbracht is a member of the following statutory supervisory boards or comparable domestic and foreign supervisory bodies:

None

Further information on the candidates proposed for election is printed after the agenda.

## **6. Resolution on the remuneration of the first Supervisory Board**

The incumbent members of the first Supervisory Board of APONTIS PHARMA AG became members of the first Supervisory Board of APONTIS PHARMA AG when the change of legal form of PP Pharma HoldCo GmbH into APONTIS PHARMA AG became effective on 7 April 2021. Pursuant to Sec. 113 para. 2 sentence 1 AktG, only the Annual General Meeting may grant the members of the first Supervisory Board remuneration for their activities. The resolution can only be passed at the Annual General Meeting which resolves on the discharge of the members of the first Supervisory Board. The approval of the compensation shall now be granted by this convened Annual General Meeting in accordance with the provisions of Sec. 11 of the Articles of Association of the Company.

Sec. 11 of the Articles of Association of the Company concerning the remuneration of the members of the Supervisory Board reads as follows:

“Sec. 11 Compensation Supervisory Board

11.1 The members of the Supervisory Board shall receive an annual fixed basic remuneration of EUR 25,000.00. The Chairman of the Supervisory Board shall receive EUR 40,000.00 and his Deputy EUR 30,000.00. Sec. 113 para. 2 AktG shall remain unaffected with regard to the remuneration of the members of the first Supervisory Board.

11.2 All of the aforementioned remuneration shall be payable within one month of the end of each financial year. Supervisory Board members who are members of the Supervisory Board or a committee of the Supervisory Board for only part of the financial year shall receive corresponding pro-rata remuneration for that financial year. Pro-rata remuneration for committee activities is subject to the condition that the committee in question has met during the relevant period in order to perform its duties. The Company reimburses the members of the Supervisory Board for the value-added tax payable on their compensation.

11.3 The Company shall reimburse the members of the Supervisory Board for reasonable expenses incurred in the performance of their duties. Value-added tax shall be reimbursed by the Company to the extent that the members of the Supervisory Board are entitled to invoice the Company separately for the value-added tax and to exercise this right.

11.4 The Company shall provide the members of the Supervisory Board with insurance cover, in particular in the form of liability insurance (D&O insurance) to cover the legal liability arising from Supervisory Board activities.”

Furthermore, in addition to the provision of the Articles of Association, the members of a committee and the chairman of the committee shall be given special consideration in their compensation.

The Executive Board and Supervisory Board propose

that the members of the first Supervisory Board of APONTIS PHARMA AG shall receive remuneration for their activities on the first Supervisory Board in accordance with the provisions in Sec. 11 of the Articles of Association of the Company in the version valid at the time of the resolution. The activity will be remunerated pro-rata temporis as of 7 April 2021.

In addition, each member of a committee receives additional remuneration of EUR 5,000.00, and the chairman of the committee receives EUR 10,000.00.

**7. Resolution on the amendment to the Articles of Association concerning the remuneration of committee members on the Supervisory Board**

According to Recommendation G.17 of the German Corporate Governance Code (DCGK), the higher time commitment of the Chairman and Vice Chairman of the Supervisory Board as well as the Chairman and members of committees should be appropriately taken into account in the compensation of Supervisory Board members. To date, the Company's Articles of Association do not provide for any special consideration of the Chairman and members of committees in terms of compensation. In order to comply with the DCGK recommendation on compensation for members and chairmen of committees in the future, a corresponding compensation provision is to be included in the Articles of Association.

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

Sec. 11 clause 11.1 of the Articles of Association of the Company shall be reworded as follows:

"The members of the Supervisory Board shall receive an annual fixed basic remuneration of EUR 25,000.00. The Chairman of the Supervisory Board shall receive EUR 40,000.00, and his Deputy shall receive EUR 30,000.00. Each member of a committee shall receive an additional annual remuneration of EUR 5,000.00, and the Chairman of the committee shall receive EUR 10,000.00. Sec. 113 para. 2 of the German Stock Corporation Act (AktG) shall remain unaffected with regard to the remuneration of the members of the first Supervisory Board."

## **II. Further information and notes to the Annual General Meeting**

Against the background of the continuing COVID-19 pandemic and the resulting risks for the holding of attendance events and for the health of shareholders, their proxies, employees, service providers and members of the Company's corporate bodies, and in order to increase planning security, the Executive Board, with the approval of the Supervisory Board, on the basis of the Act on Measures in the Law on Companies, Cooperatives, Associations, Foundations and Condominiums to Mitigate the Effects of the COVID-19 Pandemic of 27 March 2020 (hereinafter "COVID-19 Act", to that extent Art. 2 of the Act on Mitigating the Consequences of the COVID-19 Pandemic in Civil, Insolvency and Criminal Procedure Law (GesRuaCovBekG) of 27 March 2020, Federal Law Gazette (Bundesanzeiger) 2020 Part I No. 14, 27 March 2020, page 569 et seq. ), last amended by Art. 15 of the Act on the Establishment of a Special Fund "Reconstruction Assistance 2021" and on the Temporary Suspension of the Insolvency Application Requirement Due to Heavy Rainfall and Floods in July 2021 and on the Amendment of Other Laws of 10 September 2021 (Federal Law Gazette (Bundesanzeiger) I p. 4147), decided to hold the Annual General Meeting as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies. Physical attendance by shareholders or their proxies (with the exception of the proxies appointed by the Company) is therefore excluded. The holding of the Annual General Meeting as a virtual Annual General Meeting results in some modifications in the conduct of the meeting and in the exercise of shareholders' rights. For this reason, we ask you to pay particular attention to the following information, especially regarding the possibility of following the Annual General Meeting in video and audio, exercising voting rights and exercising the right to ask questions and the possibility of objecting.

### **Voluntary information and notes**

Pursuant to Sec. 121 para. 3 of the AktG, non-listed companies are only required to state the name and registered office of the company, the time and place of the Annual General Meeting, the agenda and the following addresses in the notice of meeting. Furthermore, the person convening the meeting must be named.

The following information is therefore provided in part voluntarily and against the background of the holding of the Annual General Meeting as a virtual Annual General Meeting in order to make it easier for shareholders to connect to the Annual General Meeting and exercise their shareholder rights.

### **Total number of shares and voting rights**

At the time of convening the Annual General Meeting, the Company's share capital amounts to EUR 8,500,000.00 and is divided into 8,500,000 shares. Each share grants one vote. The total number of voting rights at the time of convening the Annual General Meeting is accordingly 8,500,000.

### **Holding of the Annual General Meeting as a virtual Annual General Meeting without the physical presence of shareholders and their proxies, broadcast of the Annual General Meeting**

In view of the ongoing COVID-19 pandemic, the Annual General Meeting of APONTIS PHARMA AG on 12 May 2022 will be held on the basis of COVID-19 Act as a virtual General Meeting without the physical presence of shareholders and their proxies (with the exception of the proxies appointed by the Company) with the possibility of following the virtual General Meeting and exercising voting rights by means of electronic connection ("connection").

Shareholders and their proxies (with the exception of the proxies appointed by the company) will therefore not be able to physically attend the Annual General Meeting. They can participate in the entire Annual General Meeting by video and audio transmission via the password-protected internet service of APONTIS PHARMA AG at the Internet address

<https://ir.apontis-pharma.de/hv>.

It is not possible for shareholders to participate in the Annual General Meeting in accordance with Sec. 118 para. 1 sentence 2 AktG without being present at its location and without a proxy and to exercise all or some of their rights in full or in part by means of electronic communication; in particular, video and audio transmission does not enable participation in the Annual General Meeting within the meaning of Sec. 118 para. 1 sentence 2 AktG.

### **Requirements for joining the virtual Annual General Meeting and exercising voting rights**

#### **Registration and proof of share ownership**

Pursuant to Sec. 16 paras. 3 and 4 of the Articles of Association of the Company in their currently valid version, shareholders who register with the Company at the following address and submit proof of their shareholding issued in text form (Sec. 126b of the German Civil Code (BGB)) in German or English by the depositary institution to the following postal or e-mail address ("registration address") are entitled to attend the virtual Annual General Meeting and exercise their voting rights:

APONTIS PHARMA AG  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 Munich  
Germany  
Email: [anmeldung@better-orange.de](mailto:anmeldung@better-orange.de)

The proof of share ownership must refer to the beginning of the 21st day before the Annual General Meeting, i.e. 21 April 2022, 12:00 midnight (CEST), the so-called record date. The proof of share ownership and the registration must be received by the Company at the above address at least six days before the day of the Annual General Meeting, i.e. no later than 5 May 2022, 12:00 midnight (CEST).

In relation to the Company, only those persons who have provided proof of share ownership shall be deemed to be duly registered shareholders for the purpose of connection to the virtual shareholders' meeting and the exercise of shareholder rights. The entitlement to admission and the scope of voting rights are determined exclusively on the basis of the shareholder's proven shareholding on the record date. Although the record date does not constitute a block on the sale or purchase of shares, a sale or purchase of shares after the record date no longer has any effect on the entitlement to admission to the Annual General Meeting and the scope of voting rights. The record date has no significance for dividend entitlement.

After receipt of the registration and proof of shareholding, the shareholders entitled to participate or, if the relevant address has been provided, their proxies will receive voting cards ("AGM ticket") with the personal access data for using the password-protected internet service and for connecting to the virtual Annual General Meeting, on which the number of their votes is also recorded. To ensure that the voting cards are received in good time, we ask shareholders to register and send proof of their shareholding to the Company in good time.

### **Connection to the virtual Annual General Meeting**

Following proper registration for the virtual Annual General Meeting, shareholders and their proxies will be able to watch the entire Annual General Meeting on 12 May 2022 live in picture and sound from 10:00 a.m. (CEST) on the internet at

<https://ir.apontis-pharma.de/hv>

in APONTIS PHARMA AG's password-protected internet service using the access data received with their voting card. Shareholders or their proxies can obtain online access by entering their access code and the associated access password, which they can find on the voting rights card sent to them. The live transmission does not enable participation in the Annual General Meeting within the meaning of Sec. 118 para. 1 sentence 2 AktG.

### **Exercise of voting rights, granting of proxies and proxy voting**

Shareholders have the following options for exercising their voting rights:

- Authorization of the Company's proxies bound by instructions
- Voting by electronic communication (postal vote)
- authorization of a third party, who in turn may also exercise the voting right exclusively by authorizing the Company's proxies bound by instructions or by way of electronic communication (postal vote).

These options are explained in more detail below.

### **Procedure for voting by proxies appointed by the Company and bound by instructions**

We offer our shareholders the opportunity to authorize proxies appointed by the Company and bound by the shareholders' instructions to exercise their voting rights at this Annual General Meeting. This also requires timely registration and proof of share ownership as described under "Registration and proof of share ownership" and then the granting of a proxy. When granting power of attorney, instructions must be given for the exercise of voting rights. In the absence of explicit and unambiguous instructions, the proxies will abstain from voting on the relevant voting

item. The proxies are obliged to vote in accordance with the instructions and cannot exercise the voting right at their own discretion.

The power of attorney, its revocation and proof of authorization vis-à-vis the Company must be issued in text form or via the password-protected internet service in accordance with the procedures provided for this purpose. The power of attorney together with the instructions to the proxies appointed by the Company (as well as any amendment to or revocation of powers of attorney and instructions issued) must be received by the Company as follows:

Either no later than midnight (CEST) on 11 May 2022 by letter or e-mail to the following address:

APONTIS PHARMA AG

c/o Better Orange IR & HV AG

Haidelweg 48

81241 Munich

Germany

Email: [apontis-pharma@better-orange.de](mailto:apontis-pharma@better-orange.de)

or no later than the start of voting on the respective agenda item at the virtual Annual General Meeting on Thursday, 12 May 2022, via the password-protected internet service via the Company's website at

<https://ir.apontis-pharma.de/hv>.

The personal access data for the password-protected internet service and a form for granting power of attorney and issuing instructions to the proxies appointed by the Company will be sent to duly registered shareholders together with the voting card without being requested to do so. The proxy and instruction form can also be requested by mail or e-mail from the registration address. In addition, proxy forms can also be downloaded via the Company's website at

<https://ir.apontis-pharma.de/hv>.

The same applies to the form for revoking the power of attorney.

The password-protected internet service can be used to issue, amend or revoke proxies and instructions to the Company's proxies during the Annual General Meeting up to the start of voting at the virtual Annual General Meeting. The granting, amendment and revocation of proxies and instructions to the Company's proxies via the password-protected internet service will be possible from 21 April 2022.

Please also note that the representation by proxies appointed by the Company is limited to the exercise of voting rights in accordance with instructions on the items on the agenda, insofar as there are express instructions on the resolution proposals of the Executive Board and/or Supervisory Board on the individual agenda items published in the invitation to the virtual Annual General Meeting, on the resolution proposals of shareholders published with any supplement to the agenda in accordance with Sec. 122 para 2 AktG, or on the countermotions and election proposals of shareholders made available prior to the Annual General Meeting in accordance with Secs. 126, 127 AktG or to the countermotions and election proposals of shareholders made available prior to the Annual General Meeting in accordance with Secs. 126, 127 AktG. They do not accept any instructions to exercise further shareholder rights, in particular to speak or ask questions, to make motions or to file objections to resolutions of the Annual General Meeting.

#### **Procedure for voting by electronic communication (postal vote)**



Properly registered shareholders or their proxies may exercise their voting rights by means of electronic communication without joining the Annual General Meeting (postal vote). This also requires timely registration and proof of share ownership as described under "Registration and proof of share ownership".

Voting rights may be exercised by electronic postal vote (and, if applicable, votes may be changed or revoked) exclusively via the password-protected internet service at the Internet address

<https://ir.apontis-pharma.de/hv>

in accordance with the procedures provided for this purpose. Voting rights (including the amendment or revocation of votes already cast) may be exercised until the start of voting on the relevant agenda item at the virtual Annual General Meeting on Thursday, 12 May 2022.

The personal access data for the password-protected internet service will be sent to properly registered shareholders together with their voting card without being requested to do so.

Voting rights may be exercised by electronic communication (postal vote) via the password-protected internet service from 21 April 2022.

It is pointed out that other means of transmission are not available for postal votes, in particular, it is not possible to send postal votes by mail.

The casting of votes by postal vote is restricted to voting on the resolution proposals of the Executive Board and/or the Supervisory Board on the individual agenda items published in the notice convening the virtual Annual General Meeting, any resolution proposals of shareholders published with a supplement to the agenda pursuant to Sec. 122 para 2 AktG, or any counter-motions and election proposals of shareholders made available prior to the Annual General Meeting pursuant to Secs. 126, 127 AktG.

### **Exercise of voting rights by authorized third parties**

Properly registered shareholders may also have their voting rights and other rights exercised by a proxy, e.g. an intermediary, a shareholders' association or another person of their choice.

In this case, too, timely registration and proof of share ownership are required as described under "Registration and proof of share ownership".

The granting of the proxy, its revocation and the proof of authorization vis-à-vis the Company require text form (Sec. 126b BGB), unless an intermediary or a person or institution deemed equivalent pursuant to Sec. 135 para. 8 AktG is to be authorized.

As a rule, special rules must be observed when granting power of attorney to an intermediary (e.g. a credit institution) or persons or institutions treated as equivalent pursuant to Sec. 135 para. 8 AktG. If necessary, the intermediary to be authorized or the person or institution to be authorized requires a special form of proxy, as these proxies must record the proxy in a verifiable manner in accordance with Sec. 135 para. 1 sentence 2 AktG. Any special requirements must be enquired about with the person to be authorized in each case.

For organizational reasons, the granting of a proxy to the Company, the proof of authorization (granted to the proxy), the amendment or revocation of the proxy must be submitted to the

Company, received no later than midnight (CEST) on 11 May 2022 to the following postal or e-mail address:

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

Email: [apontis-pharma@better-orange.de](mailto:apontis-pharma@better-orange.de)

In addition, the password-protected internet service provided on the Internet at

<https://ir.apontis-pharma.de/hv>

is available for this purpose in accordance with the procedures provided for this purpose.

On the day of the virtual Annual General Meeting on 12 May 2022, proxies may be issued, amended or revoked vis-à-vis the Company exclusively via the password-protected internet service, which is accessible on the Company's website at

<https://ir.apontis-pharma.de/hv>.

A form which may, but need not, be used when granting proxy is included on the voting card. The proxy form can also be requested by mail or e-mail at the registration address. In addition, proxy forms can also be downloaded from the Company's website at

<https://ir.apontis-pharma.de/hv>.

The same applies to the form for revoking the power of attorney.

Proxies (with the exception of the proxies appointed by the Company) may not physically attend the Annual General Meeting. They may only exercise voting rights for shareholders they represent by means of electronic communication by postal vote or by issuing (sub)powers of attorney (together with instructions, see above) to the proxies appointed by the Company who are bound by instructions.

The exercise of rights by an authorized representative by means of electronic communication via the password-protected internet service requires that the authorized representative receives the corresponding access data.

## **Other rights of shareholders**

### **Motions for additions to the agenda pursuant to Sec. 122 para 2 AktG**

Pursuant to Sec. 122 para 2 AktG, shareholders whose shares together amount to one-twentieth of the share capital or a proportionate amount of EUR 500,000.00 may request that items be placed on the agenda and published. Such a request must be addressed in writing to the Executive Board of APONTIS PHARMA AG and must be received by the company at the address published below at least 24 days prior to the Annual General Meeting (not including the day of the Annual General Meeting and the day of receipt), i.e. no later than midnight (CEST) on 17 April 2022, . Corresponding requests are to be sent to the following address:

APONTIS PHARMA AG  
Board office  
Alfred Nobel St. 10,  
40789 Monheim

Each new item must be accompanied by a statement of grounds or a draft resolution. The applicants must provide evidence that they have held the shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until the Executive Board has decided on the request. Corresponding confirmation of share ownership must be submitted as proof of this.

**Countermotions and nominations by shareholders pursuant to Secs. 126 para 1, 127 AktG in conjunction with Sec. 1 para. 2 sentence 3 COVID-19 Act**

Pursuant to Arts. 126(1) and 127 AktG, shareholders may submit countermotions to proposals by the Executive Board and/or Supervisory Board on items on the agenda and nominations for the election of Supervisory Board members or auditors if corresponding elections are on the agenda. Countermotions (including reasons) and election proposals are to be sent exclusively to the following postal or e-mail address:

APONTIS PHARMA AG  
Board office  
Alfred Nobel St. 10  
40789 Monheim  
Email: [ir@apontis-pharma.de](mailto:ir@apontis-pharma.de).

Countermotions and nominations for election by shareholders on the items on this agenda that are to be made accessible and are received at the above address by no later than midnight (CEST) on 27 April 2022 will be published, including the name of the shareholder and the reasons to be made accessible, on the internet at

<https://ir.apontis-pharma.de/hv>.

You will also find any comments from the administration there.

No countermotions or election proposals may be made at the virtual Annual General Meeting. Shareholder motions or election proposals that are to be made accessible pursuant to Sec. 126 or Sec. 127 AktG are deemed to have been made at the meeting pursuant to Sec. 1 para. 2 sentence 3 of COVID-19 Act if the shareholder making the motion or submitting the election proposal is duly authorized and registered for the Annual General Meeting.

**Shareholders' right to ask questions by means of electronic communication (Sec. 1 para. 2 sentence 1 no. 3 COVID-19 Act)**

On the basis of Sec. 1 para. 2 sentence 1 no. 3 COVID-19 Act, shareholders are not to be granted a right to information, but only a right to ask questions by means of electronic communication.

With the approval of the Supervisory Board, the Executive Board of APONTIS PHARMA AG has decided that duly registered shareholders or their proxies may ask questions exclusively

by way of electronic communication via the password-protected internet service set up on the Internet at

<https://ir.apontis-pharma.de/hv>

in accordance with the procedures provided for this purpose.

The questions must be received by the Company no later than one day before the meeting, i.e. no later than midnight (CEST) on 10 May 2022 via the Company's above-mentioned password-protected internet service. Questions submitted by other means will be disregarded. No questions or follow-up questions may be submitted after the above-mentioned time and in particular during the virtual Annual General Meeting. The Executive Board shall decide how to answer shareholders' questions at its own dutiful discretion.

It is intended to name the questioners in the context of answering the question, unless they have expressly objected to being named by selecting the appropriate checkbox in the question.

**Objection to the minutes pursuant to Sec. 245 no. 1 AktG in conjunction with Sec. 1 para. 2 sentence 1 no. 4 COVID-19 Act Sec. 1 para. 2 sentence 1 no. 4 COVID-19 Act**

Properly registered shareholders who have exercised their voting rights by means of electronic communication (postal vote) or by proxy may - in person or by proxy - declare their objection to resolutions of the virtual Annual General Meeting for the record of the notary public exclusively by electronic means via the password-protected internet service at

<https://ir.apontis-pharma.de/hv>

in accordance with the procedures provided for this purpose from the opening of the Annual General Meeting until the closing of the Annual General Meeting by the chairman of the meeting.

Properly declared objections will be recorded in the notarial minutes of the Annual General Meeting, stating the name of the shareholder or the proxy. Any other form of transmission of objections is excluded.

**Time data**

Unless expressly stated otherwise, all times stated in this invitation to the Annual General Meeting are times in Central European Summer Time (CEST) as applicable in Germany. Coordinated Universal Time (UTC) corresponds to Central European Summer Time minus two hours. CEST therefore corresponds to UTC+2.

**Notes on data protection**

When shareholders or their proxies register for the virtual Annual General Meeting, issue a proxy, exercise their shareholder rights, use the password-protected internet service, or connect to the virtual Annual General Meeting, we process personal data about these shareholders and/or their proxies (e.g. name, place of residence or registered office and address of the shareholder and, if applicable, his or her representatives, e-mail address, number of shares, class of shares, type of share ownership and number of the voting card, as well as access data for the password-protected internet service). This is done to enable shareholders or their proxies to connect to the virtual Annual General Meeting and to exercise their rights within the virtual Annual General Meeting.

The party responsible for processing the personal data of shareholders and their proxies is APONTIS PHARMA AG, Alfred-Nobel-Str. 10, 40789 Monheim, Germany, Tel.: +49 2173 8955 2204, email: [peter.hagedorn@apontis-pharma.de](mailto:peter.hagedorn@apontis-pharma.de).

The legal basis for the processing is Art. 6 (1) sentence 1 lit. b), c) and f) of the General Data Protection Regulation (GDPR). The personal data will be deleted as soon as they are no longer required for the aforementioned purposes and we are not obliged to continue storing them due to legal obligations to provide evidence and to retain records (e.g. according to the AktG, the German Commercial Code or the German Fiscal Code).

The Company's service providers, which we use for the purpose of organizing the Annual General Meeting, only receive personal data from the Company that is required for the performance of the commissioned service and process this data exclusively in accordance with the instructions of and on behalf of the Company.

In other respects, personal data will be made available to shareholders and shareholder representatives in connection with the Annual General Meeting in accordance with statutory provisions, namely via the list of attendees and in connection with the announcement of shareholder requests for additions to the agenda and of countermotions and election proposals by shareholders. The same applies in connection with the answering of questions which shareholders or shareholder representatives may have submitted in advance (Sec. 1 para. 2 sentence 1 no. 3 and sentence 2 COVID-19 Act).

Shareholders and shareholder representatives have a right of access, rectification, restriction, objection and deletion with regard to the processing of their personal data as well as a right to data transfer vis-à-vis the Company at any time, subject to the legal requirements set out in more detail in Art. 12 et seq. of the GDPR. You also have the right to lodge a complaint with a data protection supervisory authority pursuant to Art. 77 GDPR.

Our company data protection officer can be reached at the following contact details:

APONTIS PHARMA AG  
Data Protection Officer  
Alfred-Nobel-Str. 10  
40789 Monheim  
Tel.: +49 2173 8955 2204  
Email: [peter.hagedorn@apontis-pharma.de](mailto:peter.hagedorn@apontis-pharma.de)

Shareholders who authorize a proxy are requested to inform the proxy of the data protection notices.

### **Technical notes on the virtual Annual General Meeting**

An internet connection and an internet-capable terminal are required to follow the virtual Annual General Meeting and to use the password-protected internet service and to exercise shareholders' rights via the password-protected internet service. A stable internet connection with sufficient transmission speed is recommended in order to be able to optimally reproduce the video and audio transmission of the virtual shareholders' meeting.

If you use a computer to receive the image and sound transmission of the virtual general meeting, you will need a browser and speakers or headphones.

To access the password-protected internet service of the Company, you need the voting rights card with access data, which is sent to properly registered shareholders or their proxies without being requested to do so. This voting rights card contains the individual access data with which you can log on to the password-protected internet service. The use of the password-protected internet service by a proxy requires that the proxy receives the relevant access data.

In order to avoid the risk of restrictions on the exercise of shareholder rights due to technical problems during the virtual Annual General Meeting, it is recommended - as far as possible - that shareholder rights (in particular voting rights) be exercised before the start of the Annual General Meeting. The password-protected internet service will be accessible for exercising voting rights from 21 April 2022.

#### **Notes on the availability of image and sound transmission**

Properly registered shareholders or their proxies can follow the entire Annual General Meeting by video and audio transmission on the internet via the password-protected internet service. The image and sound transmission of the virtual Annual General Meeting and the availability of the password-protected internet service may be subject to fluctuations in accordance with the current state of technology due to restrictions in the availability of the telecommunications network and the restriction of third-party internet services, over which the Company has no influence. Therefore, the Company cannot assume any warranty or liability for the functionality and continuous availability of the internet services used, the third-party network elements used, the image and sound transmission, or access to the password-protected internet service and its general availability. The Company also assumes no responsibility for errors and defects in the hardware and software used for the password-protected internet service, including those of the service providers used, unless there is intent. For this reason, the Company recommends that the above-mentioned options for exercising rights, in particular voting rights, be exercised in good time. If data protection or security considerations make it absolutely necessary, the chairperson of the Annual General Meeting must reserve the right to interrupt or completely discontinue the possibility of the virtual Annual General Meeting.

**Monheim am Rhein, March 2022**

**APONTIS PHARMA AG**

***The Executive Board***

**Further information on the Supervisory Board candidates proposed for election under agenda item 5**

**Dr. Edin Hadzic**, resident in Munich, Germany

Investor

**Personal data:**

Date of birth: 24/07/1970

Place of birth: Caglica, Bosnia and Herzegovina

Nationality: German

**Career and education:**

- Since 2004: Founding Partner, Paragon Partners
- Partner, Triton Partners
- Partner, Drucker & Co.
- Arthur Andersen LLP
- Studies in International Tax Law, University of Mannheim, Ph.D. International Tax Law
- Studies of Finance and Economics at the University of Mannheim, Diploma in Finance and Economics

**Expertise:**

Dr. Hadzic is chairman of the Supervisory Board of APONTIS PHARMA AG. He has many years of management and consulting experience at Paragon Partners in the strategic and operational development of medium-sized companies. A graduate in finance and economics with a doctorate in international tax law, Hadzic's experience in negotiating and structuring transactions makes him eminently qualified to accompany APONTIS PHARMA in its further development. The work of the Supervisory Board will benefit from this, particularly with regard to APONTIS PHARMA's planned growth.

**Dr. Matthias Wiedenfels**, resident in Frankfurt am Main, Germany

Lawyer

**Personal data:**

Date of birth: 14/04/1973

Birthplace: Kiel

Nationality: German

**Career and education:**

- Lawyer and Serial Entrepreneur
- Member of the Management Board, BioMedion AG
- Chief Executive Officer, STADA Arzneimittel AG
- Attorney at Law, Ashurst LLP
- Law studies, Albert Ludwig University, Freiburg im Breisgau;  
Dr. iur.
- Licencié en Droit, University of Montpellier, France
- Law studies, Ruprecht-Karls-University, Heidelberg, and Albert-Ludwigs-University,  
Freiburg im Breisgau  
State examination

**Expertise:**

Dr. Wiedenfels is deputy chairman of the Supervisory Board of APONTIS PHARMA AG. He has extensive experience in the areas of corporate management, corporate strategy, corporate finance and all aspects of pharmaceutical and corporate law. Dr. Wiedenfels is excellently qualified due to his professional expertise in the healthcare market in general and in specialty pharmaceuticals in particular. In addition, he has extensive know-how and experience in the field of compliance in listed companies. He is ideally suited to accompany APONTIS PHARMA in the further development of the company. His industry expertise, transaction experience and management know-how will benefit the Supervisory Board's work, particularly with regard to APONTIS PHARMA's planned growth.

**Christian Bettinger**, resident in Polling, Germany

Investor

**Personal data:**

Date of birth: 29/01/1985

Birthplace: Churches

Nationality: German

**Career and education:**

- Since 2014: Paragon Partners
- Head of Strategy/Data/Project Management, CLIQZ
- McKinsey & Company
- Siemens AG
- Degree in Business Administration, Harvard Business School, MBA



- Studies of Business Administration, Ingolstadt University of Technology, Bachelor of Business Administration

**Expertise:**

Mr. Bettinger is a member of the Supervisory Board of APONTIS PHARMA AG. He has many years of management and consulting experience at Paragon Partners in the strategic and operational development of medium-sized companies. With his experience in negotiating and structuring transactions, the graduate in business administration is ideally suited to accompany APONTIS PHARMA in the further development of the company. The work of the Supervisory Board will benefit from this, particularly with regard to the planned growth of APONTIS PHARMA.

**Dr. Anna Lisa Picciolo-Lehrke**, resident in Cologne

Senior Director, Head of Global Business Development Neurology at UCB Pharma GmbH

**Personal data:**

Date of birth: 03/12/1971

Birthplace: Bielefeld

Nationality: German

**Career and education:**

- Since 2008 Head of Global Business Development Neurology at UCB Pharma GmbH
- From 2006 Member of the Corporate Business Development of UCB Pharma GmbH
- Since 2005 working for the Business Development & Licensing Team of Schwarz Pharma AG
- As of 2000, work for the Technology Transfer Office at the German Cancer Research Center in Heidelberg
- Doctorate in cell and molecular biology at the German Cancer Research Center in Heidelberg
- Biology studies

**Expertise:**

As Head of Business Development for Neurology at UCB, Dr. Picciolo-Lehrke has extensive knowledge in the development, in-licensing and acquisition of pharmaceutical products. Furthermore, she is very well connected with important partners and decision makers in the international and German pharmaceutical industry. In the past, when the company still belonged to the UCB Group, she played a decisive role in shaping the business in the area of business development through co-marketing agreements and in-licensing of Single Pill. The work of the Supervisory Board will benefit from this, particularly with regard to the planned growth of APONTIS PHARMA.

**Olaf Elbracht**, resident in Ostseebad Boltenhagen, Germany

Management Consultant

**Personal data:**

Date of birth: 24/02/1964

Birthplace: Versmold

Nationality: German

**Career and education:**

- Management Consultant
- Vice President Global Business Services Finance, UCB Pharma S.A.
- Chief Financial Officer, Schwarz Pharma
- Audit Manager, Deloitte GmbH
- Certified Public Accountant, USA
- State-licensed tax advisor, Germany
- Studies in Accounting, Balancing, Taxes and Controlling, University of Paderborn, Degree in Accounting/Balancing, Taxes and Controlling

**Expertise:**

Mr. Elbracht is a member of the Supervisory Board of APONTIS PHARMA AG. Due to his background in taxation, auditing, management consulting and financial process management in combination with his experience in pharmaceutical companies, he is excellently suited to accompany APONTIS PHARMA in the further development of the company.