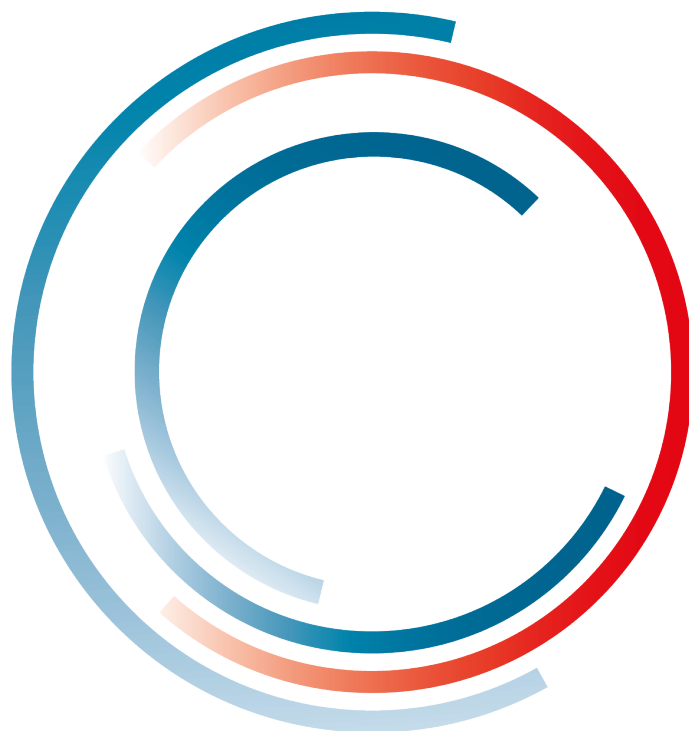


INDUS  
HOLDING AG



# INVITATION

TO THE ANNUAL SHAREHOLDERS' MEETING  
OF INDUS HOLDING AG ON 3 JUNE 2026

# INVITATION TO THE ANNUAL SHAREHOLDERS' MEETING

INDUS Holding Aktiengesellschaft,  
Bergisch Gladbach

WKN 620 010/ISIN DE0006200108  
Event GMETOINH0626

We hereby invite our shareholders to the 35th Annual Shareholders' Meeting, which will be held on

**Wednesday, June 3, 2026, at 10:30 a.m. (CEST)**

in the Rheinsaal room on the second floor of the Congress-Centrum Nord Koelnmesse,  
Deutz-Mülheimer Straße 111, 50679 Cologne, Germany.

*This document and all English documents related to this Invitation to the Annual Shareholders' 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

### Agenda at a Glance

1. Presentation of the adopted annual financial statements of INDUS Holding AG and the approved consolidated financial statements as of December 31, 2025, the combined management report of INDUS Holding AG and the Group for the 2025 financial year, the report of the Supervisory Board and the explanatory report of the Board of Management on the disclosures pursuant to Section 289a and Section 315a of the German Commercial Code (HGB)
2. Resolution on the appropriation of the balance sheet profit
3. Resolution on the ratification of the actions of the members of the Board of Management
4. Resolution on the ratification of the actions of the members of the Supervisory Board
5. Resolution on the appointment of the auditor for the annual financial statements, the auditor for the consolidated financial statements, and the auditor for the sustainability report
6. Resolution on the election of a member to the Supervisory Board
7. Resolution on the approval of the compensation report
8. Resolution on the cancellation of Authorized Capital 2021 and the creation of a new Authorized Capital 2026 and a corresponding amendment to the Articles of Association

## 1. Submissions to the Annual Shareholders' Meeting in accordance with Section 176 (1) sentence 1 of the German Stock Corporation Act (AktG)

The following documents, each for the financial year from January 1, 2025 to December 31, 2025, will be made available to the Annual Shareholders' Meeting by the Board of Management in accordance with Section 176 (1) sentence 1 of the German Stock Corporation Act (AktG):

- the adopted annual financial statements of INDUS Holding AG,
- the approved consolidated financial statements,
- the combined management report for INDUS Holding AG and the Group, including the Board of Management's explanatory report on the disclosures pursuant to Section 289a and Section 315a of the German Commercial Code (HGB),
- the report of the Supervisory Board, and
- the Board of Management's proposal for the appropriation of the balance sheet profit.

The aforementioned documents will be available on the Internet at [www.indus.eu/investors/shareholders-meeting/](http://www.indus.eu/investors/shareholders-meeting/) from the time the Annual Shareholders' Meeting is convened. They will also be accessible during the Annual Shareholders' Meeting via the aforementioned Internet address and will be explained at the Annual Shareholders' Meeting. The corporate governance declaration with the corporate governance report and the compensation report for the 2025 financial year can also be found online at [www.indus.eu/investors/governance-documents/](http://www.indus.eu/investors/governance-documents/). The Supervisory Board has approved the annual financial statements and consolidated financial statements prepared by the Board of Management; the annual financial statements are therefore adopted. In accordance with the statutory provisions, no resolution is therefore to be passed on Agenda Item 1.

## 2. Resolution on the appropriation of the balance sheet profit

The Board of Management and Supervisory Board propose that the balance sheet profit for the 2025 financial year in the amount EUR 67,872,473.76 be appropriated as follows:

Payment of a dividend of EUR 1.30 per no-par-value share that qualifies for dividends (24,895,559.00) on the capital stock of EUR 69,928,453.64	32,364,226.70
Transfer to other retained earnings	34,000,000.00
Profit carried forward	1,508,247.06
Balance sheet profit	67,872,473.76

The proposal for the appropriation of profits considers the fact that at the time the Annual Shareholders' Meeting is convened, the company holds a total of 904,441 no-par value shares as treasury shares, which are not entitled to dividends in accordance with Section 71b of the German Stock Corporation Act (AktG). The number of shares entitled to dividends may change before the Annual Shareholders' Meeting. In this case, a correspondingly adjusted proposal for the appropriation of profits will be submitted to the Annual Shareholders' Meeting with an unchanged distribution of EUR 1.30 per no-par value share entitled to dividends.

In accordance with Section 58 (4) sentence 2 of the German Stock Corporation Act (AktG), the entitlement to the dividend is due on the third business day following the resolution of the Annual Shareholders' Meeting, i.e. on June 9, 2026.

### **3. Resolution on the ratification of the actions of the members of the Board of Management**

The Board of Management and Supervisory Board propose that the actions of the members of the Board of Management in office in the 2025 financial year be ratified for this period.

### **4. Resolution on the ratification of the actions of the members of the Supervisory Board**

The Board of Management and Supervisory Board propose that the actions of the members of the Supervisory Board in office in the 2025 financial year be ratified for this period.

### **5. Resolution on the appointment of the auditor for the annual financial statements, the auditor for the consolidated financial statements, and the auditor for the sustainability report**

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

- 5.1 PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, is appointed as the auditor for the company and the group for the 2026 financial year.

The Audit Committee has declared that its recommendation is free from undue influence by third parties and that no clause restricting its selection options within the meaning of Art. 16(6) of the EU Audit Regulation (EU) No. 537/2014 has been imposed on it.

- 5.2 PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, is appointed as the auditor of the sustainability report for the 2026 financial year.

The appointment of an auditor for the sustainability report by the Annual Shareholders' Meeting is being made as a precautionary measure in light of the draft law implementing Directive (EU) 2022/2464 on corporate sustainability reporting, as amended by Directive (EU) 2025/794 ("CSRD Implementation Act"). This Act, which is still in the legislative process at the time of the Resolution regarding this convening of the Annual Shareholders' Meeting, provides for the appointment of the auditor of the sustainability report by the Annual Shareholders' Meeting for financial years beginning after December 31, 2024.

### **6. Resolution on the election of a member to the Supervisory Board**

The term of office of Mr. Carl Martin Welcker will end upon the conclusion of the Annual Shareholders' Meeting on June 3, 2026.

Pursuant to Section 96 (1) and Section 101 (1) of the German Stock Corporation Act (AktG), Section 7 (1) sentence 1 no. 1 of the German Co-Determination Act (MitbestG), and Section 10 (1) of the Articles of Association of INDUS Holding AG, the Supervisory Board of INDUS Holding AG consists of six members representing the shareholders and six members representing the employees.

Pursuant to Section 96 (2) sentence 1 of the German Stock Corporation Act (AktG), at least 30% of the Supervisory Board must be women and at least 30% must be men. Both the shareholder representatives and the employee representatives on the Supervisory Board objected to the combined fulfillment of the requirements pursuant to Section 96 (2) sentence 3 of the German Stock Corporation Act (AktG) prior to

the employee Supervisory Board elections, meaning that the minimum quota for these Supervisory Board elections must be met separately by both the shareholder side and the employee side. In doing so, pursuant to Section 96 (2) sentence 4 of the German Stock Corporation Act (AktG), numbers must be mathematically rounded up or down to whole numbers. The Supervisory Board must therefore be composed of at least two women and at least two men on both the shareholder side and the employee side.

The Supervisory Board currently comprises a total of six women, three on the employee side and three on the shareholder side, meaning that the minimum quota requirement is currently met. Following the election of the candidate proposed by the Supervisory Board, the Supervisory Board would continue to comprise three women and three men on the shareholder side, meaning that the minimum quota requirement would continue to be met.

The Supervisory Board proposes to elect Mr. Carl Martin Welcker, managing director of Alfred H. Schütte GmbH & Co. KG, Cologne, residing in Cologne, to the Supervisory Board of INDUS Holding AG as a shareholder representative, effective upon the conclusion of the Annual Shareholders' Meeting of INDUS Shareholders on June 3, 2026.

Mr. Welcker is to be appointed for a term of office until the conclusion of the Annual Shareholders' Meeting that resolves on the discharge of liability for the financial year 2027.

The Supervisory Board's nomination is based on the recommendation of its Nomination Committee. In addition to his role on the Supervisory Board of INDUS Holding AG, Mr. Welcker is a member of the Supervisory Board of DEG – Deutsche Investitions- und Entwicklungsgesellschaft mbH, Cologne. He is not a member of any comparable domestic or foreign supervisory bodies of commercial enterprises.

In the Supervisory Board's assessment, the nomination proposal meets the requirements of the German Corporate Governance Code ("DCGK") in its version dated April 28, 2022, published in the German Federal Gazette on June 27, 2022, and takes into account the objectives adopted by the Supervisory Board regarding its composition, including the objectives under its diversity policy. The nomination also aims to fulfill the competency profile developed by the Supervisory Board for the entire body. The adopted objectives and the competency profile, including the status of implementation, are published in the form of a qualification matrix in the Declaration on Corporate Governance for the 2025 financial year. The qualification matrix can also be accessed via the company's website at [www.indus.eu/investors/supervisory-board/](http://www.indus.eu/investors/supervisory-board/). The Supervisory Board has also verified that the candidate is able to commit the time required for the position.

The proposal complies with the age limit of 70 years established by the Supervisory Board. After extensive deliberation, the Supervisory Board has decided to propose Mr. Welcker for re-election to the Supervisory Board, even though he exceeds the maximum term of 15 years stipulated in the Supervisory Board's rules of procedure. Mr. Welcker possesses - in part due to his many years of experience as an entrepreneur in the engineering sector, as well as his role as President of the German Engineering Federation (VDMA) - specialized experience and knowledge in the company's business areas, which the Supervisory Board is convinced he will continue to contribute in the future in the interest and for the benefit of the Company. The Supervisory Board otherwise adheres to the term of office for Supervisory Board members as set forth in the Rules of Procedure.

In the Supervisory Board's assessment, the candidate proposed for election - even taking into account the aforementioned exceeding of the 15-year term of office - is independent within the meaning of Recommendation C.6 of the German Corporate Governance Code (DCGK). Despite having been a member for over twelve years, there are no indications of a lack of independence. The Supervisory Board is convinced that Mr. Carl Martin Welcker will continue to perform his duties objectively and critically, as he has done in the past, and will continue to contribute his economic expertise to the discussions. In contrast, the mere duration of his membership on the Supervisory Board appears to be of secondary importance. Therefore, in the opinion of the shareholder representatives on the INDUS Supervisory Board, the candidate should continue to be regarded as independent. Furthermore, in the Supervisory Board's assessment, Mr. Welcker has no personal or business relationship with INDUS Holding AG, its Group companies, the governing bodies of INDUS Holding AG, or any shareholder holding a significant stake in the company (C.13 DCGK).

The resume of the proposed candidate, which details both the relevant knowledge, skills, and professional experience, as well as the proposed candidate's principal activities, including information on memberships in other statutory supervisory boards and in comparable German and international supervisory bodies of commercial enterprises pursuant to Section 125 (1) sentence 5 of the German Stock Corporation Act (AktG), is presented following the agenda under Item II. "Information on Agenda Item 6 and Report of the Board of Management on Agenda Item 8" and can also be accessed on the company's website at [www.indus.eu/investors/supervisory-board/](http://www.indus.eu/investors/supervisory-board/).

## **7. Resolution on the approval of the Compensation Report**

Pursuant to Section 162 of the German Stock Corporation Act (AktG), the Board of Management and Supervisory Board of a listed stock corporation must prepare an annual compensation report on the compensation of the members of the Board of Management. The corresponding compensation report for the 2025 financial year was audited by the external auditor of INDUS Holding AG and issued with an audit opinion.

The compensation report and the external auditor's report will be available on our website at [www.indus.eu/investors/shareholders-meeting/](http://www.indus.eu/investors/shareholders-meeting/) from the time on which the Annual Shareholders' Meeting is convened. The compensation report will also be available there during the Annual Shareholders' Meeting.

The Board of Management and Supervisory Board propose that the compensation report for the 2025 financial year be approved.

## **8. Resolution on the cancellation of Authorized Capital 2021 and the creation of a new Authorized Capital 2026 and a corresponding amendment to the Articles of Association**

Section 6 of the company's Articles of Association governs Authorized Capital 2021. The authorization of the Board of Management contained therein is limited until May 25, 2026. No use has been made of Authorized Capital 2021 to date. Authorized Capital 2021 has now expired.

In order to grant the company the greatest possible flexibility in the future, a new Authorized Capital 2026 is to be created, thereby completely replacing the unused previous Authorized Capital 2021.

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

- a) Authorized Capital 2021 in Section 6 (1) of the Articles of Association is hereby revoked.
- b) The Board of Management is authorized, with the approval of the Supervisory Board, to increase the company's share capital on one or more occasions by up to a total of EUR 13,985,690.00 through cash and/or non-cash contributions by issuing new no-par value bearer shares (Authorized Capital 2026) and, in doing so, to determine a commencement date for profit participation that deviates from the law, including retroactively to a financial year that has already ended, provided that no resolution has yet been passed regarding the profits of that financial year.

Shareholders are generally to be granted subscription rights in this regard. The new shares may also be acquired by credit institutions, securities institutions, or companies operating pursuant to Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or Section 53b (7) of the German Banking Act (KWG), as determined by the Board of Management, subject to the obligation to offer them to the shareholders (indirect subscription rights). However, the Board of Management is authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights in the following cases:

- to settle fractional amounts;
- in the case of cash capital increases, provided that the issue price of the new shares is not significantly lower than the market price. The total number of shares issued with the exclusion of subscription rights pursuant to Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) may not exceed 10% of the respective share capital. The amount of the share capital at the time the authorization becomes effective through the entry of the amendment to the Articles of Association in the Commercial Register, or—if this amount is lower—the amount of the share capital at the time this authorization is exercised, shall be decisive for the calculation of the 10% limit. If, during the term of this authorization and until it is exercised, use is made of other authorizations to issue or sell shares of the company or to issue rights that enable or oblige the holder to subscribe for shares of the company, and the subscription right is excluded pursuant to or in accordance with Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG), this shall be counted toward the aforementioned 10% limit;
- provided that the capital increase is carried out against contributions in kind, in connection with the (including indirect) acquisition of companies, parts of companies, interests in companies, or other assets, including rights and claims, or in the context of business combinations; and/or
- to grant holders of conversion or option rights to shares of the company or corresponding conversion or option obligations subscription rights to the extent to which they would be entitled as shareholders following the exercise of such rights or the fulfillment of such obligations, in order to compensate for dilution.

The total number of shares to be issued and issued under exclusion of subscription rights pursuant to any of these authorizations may not exceed 10% of the share capital as of the date on which the authorization becomes effective upon entry of the amendment to the Articles of Association in the Com-

mercial Register or—if the latter figure is lower—as of the date on which this authorization is exercised; shares sold or issued, or to be issued, during the term of this authorization pursuant to other authorizations with the exclusion of subscription rights shall be counted toward this limit.

The Board of Management is authorized, with the approval of the Supervisory Board, to determine further details of the capital increase and its implementation, in particular the content of the share rights and the terms of the share issue, including the issue price.

The Supervisory Board is authorized to amend the Articles of Association in accordance with the scope of the respective capital increase from authorized capital.

- c) Section 6 of the Articles of Association is replaced in its entirety by the following provision:

"§ 6 Authorized Capital

1. The Board of Management is authorized, with the approval of the Supervisory Board, to increase the company's share capital on one or more occasions by up to a total of EUR 13,985,690.00 through cash and/or non-cash contributions by issuing new no-par value bearer shares (Authorized Capital 2026) and, in doing so, to determine a commencement date for profit participation that deviates from the law, including retroactively to a financial year that has already ended, provided that no resolution has yet been passed regarding the profits of that financial year.
2. Shareholders are generally to be granted subscription rights in this regard. The new shares may also be acquired by credit institutions, securities institutions, or companies operating pursuant to Section 53 (1) sentence 1, or Section 53b (1) sentence 1, or Section 53b (7) of the German Banking Act (KWG), as determined by the Board of Management, subject to the obligation to offer them to the shareholders (indirect subscription rights). However, the Board of Management is authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights in the following cases:
  - to settle fractional amounts;
  - in the case of cash capital increases, provided that the issue price of the new shares is not significantly lower than the market price. The total number of shares issued with the exclusion of subscription rights pursuant to Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) may not exceed 10% of the respective share capital. The amount of the share capital at the time the authorization becomes effective through the entry of the amendment to the Articles of Association in the Commercial Register, or—if this amount is lower—the amount of the share capital at the time this authorization is exercised, shall be decisive for the calculation of the 10% limit. If, during the term of this authorization and until it is exercised, use is made of other authorizations to issue or sell shares of the company or to issue rights that enable or oblige the holder to subscribe for shares of the company, and the subscription right is excluded pursuant to or in accordance with Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG), this shall be counted toward the aforementioned 10% limit;

- provided that the capital increase is carried out against contributions in kind, in connection with the (including indirect) acquisition of companies, parts of companies, interests in companies, or other assets, including rights and claims, or in the context of business combinations; and/or
  - to grant holders of conversion or option rights to shares of the company or corresponding conversion or option obligations subscription rights to the extent to which they would be entitled as shareholders following the exercise of such rights or the fulfillment of such obligations, in order to compensate for dilution.
3. The total number of shares to be issued and issued under exclusion of subscription rights pursuant to any of these authorizations may not exceed 10% of the share capital as of the date on which the authorization becomes effective upon entry of the amendment to the Articles of Association in the Commercial Register or—if the latter figure is lower—as of the date on which this authorization is exercised; shares sold or issued, or to be issued, during the term of this authorization pursuant to other authorizations with the exclusion of subscription rights shall be counted toward this limit.
  4. The Board of Management is authorized, with the approval of the Supervisory Board, to determine further details of the capital increase and its implementation, in particular the content of the share rights and the terms of the share issue, including the issue price.
  5. The Supervisory Board is authorized to amend the Articles of Association in accordance with the scope of the respective capital increase from authorized capital."

## II. INFORMATION ON AGENDA ITEM 6 AND REPORT OF THE BOARD OF MANAGEMENT REGARDING AGENDA ITEM 8

### 1. Information on the candidate proposed for election to the Supervisory Board (Agenda Item 6)

**Carl Martin Welcker, Dipl.-Ing.**

residing in Cologne

Education and professional background:

- Born in 1960 in Cologne, German citizen, trained as a machinist and studied industrial engineering
- 1990 Assistant to the Management at Klingelberg Söhne, Remscheid
- 1991 Assistant to the Board of Management at International Knife and Saw Inc., Cincinnati, Ohio, USA
- 1992 Member of the Board of Management at Alfred H. Schütte GmbH & Co. KG, Cologne
- Since 1993: Managing Partner at Alfred H. Schütte GmbH & Co. KG, Cologne

Memberships on other statutory domestic supervisory boards:

- DEG – Deutsche Investitions- und Entwicklungsgesellschaft mbH, Cologne, Member of the Supervisory Board

Memberships in comparable domestic or foreign supervisory bodies of commercial enterprises:

- None

### 2. Report of the Board of Management on Agenda Item 8 pursuant to Section 203 (2) sentence 2 and Section 186 (4) sentence 2 of the German Stock Corporation Act (AktG)

Regarding Agenda Item 8 of the Annual Shareholders' Meeting, the Board of Management and the Supervisory Board propose to create a new Authorized Capital 2026 and thereby completely replace the existing Authorized Capital 2021. Pursuant to Section 203 (2) sentence 2 and Section 186 (4) sentence 2 of the German Stock Corporation Act (AktG), the Board of Management submits this report on the reasons for the exclusion of subscription rights, which forms an integral part of the invitation to the Annual Shareholders' Meeting.

The report will be available online at

[www.indus.eu/investors/shareholders-meeting/](http://www.indus.eu/investors/shareholders-meeting/)

as of the date of the notice convening the Annual Shareholder' Meeting. The report is hereby published as follows:

Authorized Capital 2026 is intended to enable the company to act quickly and flexibly and to allow the Board of Management, with the approval of the Supervisory Board, to better respond to short-term financing requirements arising from the implementation of strategic decisions, as well as to maintain options for responding to market conditions in a manner that minimizes impact on the share price.

When utilizing Authorized Capital 2026, shareholders generally have subscription rights. However, the proposed resolution provides that, when utilizing Authorized Capital 2026, the Board of Management is authorized, with the approval of the Supervisory Board, to exclude subscription rights in certain cases.

First, the proposed authorization provides that the Board of Management may, with the approval of the Supervisory Board, exclude subscription rights for fractional amounts. Such a reasonable and market-consistent exclusion of subscription rights for any fractional amounts serves to enable the utilization of the authorization in round amounts and thus ensure easier processing. The potential dilution effect for shareholders is minimal due to the restriction to fractional amounts.

Furthermore, the Board of Management, with the approval of the Supervisory Board, should be able to exclude shareholders' subscription rights in the case of cash capital increases if the new shares are issued at a price that is not significantly below the market price of the company's already listed shares. When determining the issue price, the company will endeavor, taking current market conditions into account, to keep any discount to the market price as low as possible. The sale price and thus the proceeds accruing to the company for the new shares will be based on the market price of the already listed shares and will not fall significantly below the current market price, presumably by no more than 3%, but in any case by no more than 5%. This option to exclude subscription rights is intended to enable the company to take advantage of favorable short-term market conditions and opportunities, while achieving the highest possible and thereby achieve the greatest possible strengthening of equity. Experience shows that such a capital increase, due to the ability to act more quickly, leads to a higher inflow of funds than a comparable capital increase with shareholders' subscription rights. It is therefore in the well-understood interest of the company and the shareholders. While this does result in a reduction in the relative ownership stake and the relative voting rights of existing shareholders. However, shareholders who wish to maintain their relative ownership stake and relative voting rights have the option of acquiring the necessary number of shares on the stock exchange.

This option to exclude subscription rights is limited to a maximum of 10% of the share capital. Although the German Future Financing Act (ZuFinG), has raised the statutory upper limit for the simplified exclusion of subscription rights in Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) from the previous 10% to 20% of the share capital, the proposed resolution by the Board of Management and Supervisory Board, however, deliberately does not make full use of this expanded statutory framework, but instead limits the volume to up to 10% of the share capital. The amount of the share capital at the time the authorization takes effect through the entry of the amendment to the Articles of Association in the Commercial Register, or, if this amount is lower, the amount of the share capital at the time this authorization is exercised. If, during the term of this authorization and until it is fully utilized, other authorizations are exercised to issue or sell shares of the company or to issue rights that entitle or oblige the holder to subscribe for shares of the company, and the subscription right is excluded pursuant to or in accordance with Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG), this shall be counted toward the aforementioned 10% limit.

The Board of Management shall further be authorized, within the scope of Authorized Capital 2026 and with the approval of the Supervisory Board, to exclude shareholders' subscription rights in the event of capital increases against contributions in kind for the granting shares for the purpose of (including indirect) acquiring companies, parts of companies, interests in companies, or other assets, including rights and claims, or in the context of business combinations. This authorization to exclude subscription rights is intended to enable such an acquisition, including in exchange for the granting of shares of the company. The company operates in a global competitive environment. It must be able to act quickly and flexibly on national and international markets at all times in the interests of its shareholders. This includes, in particular, the option to acquire companies, parts of companies, interests therein, or other assets, including claims against the company, to improve its competitive position. Practice shows that the owners of attractive acquisition targets often demand the provision of voting shares in the acquiring company as consideration for a sale. In order to be able to acquire such companies, the company must have the option to grant its own shares as consideration. Although an exclusion of subscription rights results in a reduction of the existing shareholders' relative ownership stake and relative voting rights in each case, However, if unrestricted subscription rights were granted, the acquisition of companies, parts of companies, interests in companies, or other assets, including rights and claims, or in the context of business combinations in exchange for shares would not be possible, and the benefits sought for the company and its shareholders through such acquisitions would not be achievable. The Board of Management will carefully examine in each individual case whether such an acquisition in exchange for shares is in the best interests of the company. Only if this condition is met will the Supervisory Board grant its required approval.

Finally, it should be possible to exclude shareholders' subscription rights in favor of holders of convertible bonds and bonds with warrants. The rationale behind the proposed option to exclude subscription rights in favor of holders of convertible and option bonds is that, in accordance with market practice, conversion and option terms regularly include provisions stipulating that, in the event of an offering to the company's shareholders for new shares, the conversion or option price must be reduced in accordance with a dilution protection formula if the holders of the conversion or option rights are not granted subscription rights to shares to the extent to which they would be entitled following the exercise of their conversion or option rights or the fulfillment of any conversion obligation. The option to exclude subscription rights proposed here gives the Board of Management the choice between these two alternatives in such situations.

The issuance of new shares with the exclusion of subscription rights may, pursuant to the authorizations described above, only take place if the total of these new shares does not exceed 10% of the share capital as of the effective date of the authorization upon entry of the amendment to the Articles of Association in the Commercial Register or, if the latter figure is lower, at the time this authorization is exercised. This limits the total scope of a share issuance without subscription rights. In this way, shareholders are additionally protected against potential dilution of their existing holdings. A set-off clause ensures that the 10% limit of the share capital is not exceeded by (additionally) other authorizations to issue shares of the company or to issue rights that entitle or oblige the holder to subscribe for shares of the company are exercised, thereby excluding shareholders' subscription rights.

There are currently no specific plans to utilize Authorized Capital 2026. In any case, the Board of Management will carefully examine whether the utilization of Authorized Capital 2026 is in the interest of the company and thus of the shareholders. The Board of Management will report to the Annual Shareholders'

Meeting on any utilization of Authorized Capital 2026 as well as on the specific reasons for any exclusion of subscription rights.

### III. FURTHER INFORMATION ON THE CONVOCATION

#### 1. Total number of shares and voting rights at the time of convening the Annual Shareholders' Meeting

The share capital of INDUS Holding AG in the amount of EUR 69,928,453.64 is divided into 25,800,000 no-par value bearer shares at the time this Annual Shareholders' Meeting is convened. Each issued share grants one vote. The company holds 904,441 treasury shares at the time of convening this Annual Shareholders' Meeting. The total number of shares and voting rights at the time the Annual Shareholders' Meeting is convened is therefore 25,800,000. This total also includes 904,441 treasury shares held at that time, which do not entitle the company to any voting rights.

There are no shares of different classes.

#### 2. Requirements for attending the Annual Shareholders' Meeting, exercising voting rights and other information in accordance with Section 121 (3) sentence 3 of the German Stock Corporation Act (AktG)

In accordance with Section 19 (1) of the company's Articles of Association, only those shareholders who have registered with the company in due form and time prior to the Annual Shareholders' Meeting and have provided proof of their entitlement to exercise their voting rights in due form and time are entitled to attend the Annual Shareholders' Meeting and exercise their voting rights at the Annual Shareholders' Meeting.

Proof of shareholding in text form (Section 126b of the German Civil Code (BGB)) issued by the last intermediary in accordance with Section 67c (3) of the German Stock Corporation Act (AktG) in German or English shall suffice as proof of entitlement. The proof of shareholding must refer to the close of business on the 22nd day before the Annual Shareholders' Meeting, i.e. **May 12, 2026, 24:00 midnight (CEST) ("record date")**. The registration and the proof of shareholding must be received by the company by **May 27, 2026, 24:00 midnight (CEST)** at one of the following contact options

**INDUS Holding AG**

**c/o C-HV AG**

**Gewerbepark 10**

**92289 Ursensollen**

or

**Fax: 0 96 28 / 9 24 90 01**

or

**email: [anmeldestelle@c-hv.com](mailto:anmeldestelle@c-hv.com)**

Once the company has received registration and proof of shareholding in due form and time, shareholders will be sent admission tickets for the Annual Shareholders' Meeting and the online service (for details of the online service, see section 3 "Online service"). These serve as identification for shareholders to attend and exercise their voting rights. We recommend that our shareholders contact their custodian bank in good time to ensure that the company receives proof of the last intermediary in accordance with Section 67c (3) of the German Stock Corporation Act (AktG) in due form and time and that shareholders receive their admission tickets on time.

### 3. Online service

The company's online service will be available on the Internet at [www.indus.eu/investors/shareholders-meeting/](http://www.indus.eu/investors/shareholders-meeting/) from **May 13, 2026, 00:00 a.m. (CEST)** for shareholders and their proxies who have registered in due form and time. In order to use the company's online service, they must log in using the admission ticket number and access code that they receive with their admission ticket, which is sent to shareholders after they have registered in due form and time as described above. Shareholders can find further details on the use of the company's online service and the terms of registration and use in the information sheet and terms of use provided there.

### 4. Significance of the record date

In relation to the company, only those who were shareholders of the company on the record date and have provided proof of this in due form and time are deemed to be shareholders for the purposes of attending the Annual Shareholders' Meeting and exercising voting rights. The right to participate and the scope of voting rights are based exclusively on the shareholding of the respective shareholder on the record date. The record date does not entail a block on the saleability of the shares. Changes in shareholdings after the record date have no significance for the right to participate and the scope of voting rights. Shareholders who only acquired their shares after the record date can therefore only participate in the Annual Shareholders' Meeting and exercise their voting rights if they have been authorized to do so by the seller who held the shares on the record date. Shareholders who have registered in due form and time and who have provided proof in due form and time are also entitled to attend the Annual Shareholders' Meeting and exercise their voting rights if they sell all or part of their shares after the record date. The record date has no significance for any dividend entitlement.

### 5. Procedure for absentee voting

Shareholders who do not attend the Annual Shareholders' Meeting in person may exercise their voting rights in writing or by means of electronic communication ("absentee voting"). In the case of absentee voting, registration in due form and time and proof of shareholding in due form and time are also required (see above at section 2 "Requirements for attending the Annual Shareholders' Meeting, exercising voting rights and other information pursuant to Section 121 (3) sentence 3 of the German Stock Corporation Act (AktG)"). Votes may be cast by absentee votes by mail, fax or email. An absentee votes form is available to shareholders for this purpose, which is printed on the admission ticket sent to shareholders after they have registered in due form and time as described above. Corresponding forms are also available on the Internet at [www.indus.eu/investors/shareholders-meeting/](http://www.indus.eu/investors/shareholders-meeting/).

For organizational reasons, absentee votes cast by (postal) mail, fax or email must be received by the company by no later than **June 2, 2026, 08:00 a.m. (CEST)** at one of the following contact options:

**INDUS Holding AG**

**c/o C-HV AG**

**Gewerbepark 10**

**92289 Ursensollen**

or

**Fax: 0 96 28 / 9 24 90 01**

or

**email: [anmeldestelle@c-hv.com](mailto:anmeldestelle@c-hv.com)**

Absentee votes that cannot be unequivocally attributed to a registration in due form and time will not be considered

Votes can also be cast by absentee voting via the company's online service on the Internet at [www.indus.eu/investors/shareholders-meeting/](http://www.indus.eu/investors/shareholders-meeting/). Voting via the company's online service is possible **until June 2, 2026, 08:00 a.m. (CEST)**. Shareholders can find details on voting via the company's online service in the information sheet and terms of use provided there.

Changes regarding the exercise of voting rights or a revocation of votes cast by absentee voting can be made by (postal) mail, fax or email to the aforementioned address or via the company's online service on the Internet at [www.indus.eu/investors/shareholders-meeting/](http://www.indus.eu/investors/shareholders-meeting/) **by June 2, 2025, 08:00 a.m. (CEST)**. The personal attendance of the shareholder or an authorized third party (with the exception of the company's proxies) at the Annual Shareholders' Meeting automatically constitutes a revocation of the absentee vote(s) previously cast. If the voting right for one and the same share is exercised both via the company's online service and by (postal) mail, fax or email or by issuing a power of attorney or instructions, only the vote cast via the company's online service will be treated as binding, irrespective of the chronological order in which the votes are received by the company.

If an individual vote is held on an agenda item without this having been communicated in advance of the Annual Shareholders' Meeting, the absentee vote cast on this agenda item applies accordingly to each item of the individual vote.

If no explicit or unambiguous vote is cast for an agenda item in the absentee vote, this is counted as an abstention for this agenda item.

Voting by absentee voting is only possible in relation to motions and election proposals for which there are proposals from the Board of Management and/or Supervisory Board pursuant to Section 124 (3) of the German Stock Corporation Act (AktG) or from shareholders pursuant to Section 122 (2), Section 126 and Section 127 of the German Stock Corporation Act (AktG) that have been announced with this invitation or later.

Further information on absentee voting can be found on the admission ticket sent to shareholders who have registered in due form and time and can also be viewed online at [www.indus.eu/investors/shareholders-meeting/](http://www.indus.eu/investors/shareholders-meeting/).

## **6. Procedure for voting by proxy**

Shareholders who do not attend the Annual Shareholders' Meeting in person may also have their voting rights exercised by proxies, for example by an intermediary, a shareholders' association, a proxy advisor or another person equivalent to these in Section 135 (8) of the German Stock Corporation Act (AktG) or another person of their choice. If the shareholder grants a proxy to more than one person or institution, the company may reject one or more of these. Even if a proxy is granted, registration in due form and time and proof of shareholding in due form and time are required in accordance with the above provisions (see Section 2 "Requirements for attending the Annual Shareholders' Meeting, exercising voting rights and other information pursuant to Section 121 (3) sentence 3 of the German Stock Corporation Act (AktG)").

If neither an intermediary, a shareholders' association, a proxy advisor nor a person equivalent to these pursuant to Section 135 (8) of the German Stock Corporation Act (AktG) is authorized, the granting of proxy, its

revocation and proof of authorization to the company must be made in text form (Section 126b of the German Civil Code (BGB)), in particular by (postal) mail, fax or email or using the input mask in the company's online service on the Internet at [www.indus.eu/investors/shareholders-meeting/](http://www.indus.eu/investors/shareholders-meeting/). A form that can be used to grant a proxy is printed on the admission ticket that is sent to shareholders after they have registered in due form and time as described above. The form for granting proxy authorization is also available for download on the Internet at [www.indus.eu/investors/shareholders-meeting/](http://www.indus.eu/investors/shareholders-meeting/). The authorization can be declared to the proxy or declared or proven to the company. If the power of attorney is granted to the proxy, proof of authorization must be provided to the company. For organizational reasons, the granting of a proxy, its amendment or revocation and proof of a proxy granted to a proxy, its amendment or revocation vis-à-vis the company must be received by the company at one of the following contact options **by June 2, 2026, 08:00 a.m. (CEST)**, insofar as they are made outside the company's online service:

**INDUS Holding AG**

**c/o C-HV AG**

**Gewerbepark 10**

**92289 Ursensollen**

or

**Fax: 0 96 28 / 9 24 90 01**

or

**email: [anmeldestelle@c-hv.com](mailto:anmeldestelle@c-hv.com)**

Proxies may also be granted, amended or revoked by using the input mask via the company's online service at [www.indus.eu/investors/shareholders-meeting/](http://www.indus.eu/investors/shareholders-meeting/) **until June 2, 2026, 08:00 a.m. (CEST)**. Proof of proxy issued to a proxy, its amendment or revocation vis-à-vis the company can alternatively also be presented at the entrance and exit control on the day of the Annual Shareholders' Meeting. If a proxy is submitted in text form (Section 126b of the German Civil Code (BGB)) – in each case in due time – both outside the online service and via the company's online service, only the proxy submitted via the online service will be treated as binding, irrespective of the chronological order in which they are received by the company. Shareholders can find details on granting proxies, amending and revoking a previously granted proxy via the online service in the information sheet and terms of use provided there

The statutory provisions, and particularly Section 135 of the German Stock Corporation Act (AktG), will apply with regard to the granting of proxies to intermediaries, associations of shareholders, proxy advisors, and persons deemed to be of equivalent status to them according to Section 135 (8) of the German Stock Corporation Act (AktG). If an intermediary, a shareholders' association, a proxy advisor or another equivalent person pursuant to Section 135 (8) of the German Stock Corporation Act (AktG) is to be authorized, it is possible that the person to be authorized may require a special form of proxy, as these proxies must record the proxy in a verifiable manner pursuant to Section 135 (1) sentences 2 and 3 of the German Stock Corporation Act (AktG), the proxy declaration must be complete and may only contain the declaration associated with the exercise of voting rights. If a shareholder wishes to authorize an intermediary, a shareholders' association, a proxy advisor or another equivalent person pursuant to Section 135 (8) of the German Stock Corporation Act (AktG), it is strongly recommended to consult with these persons about a possible form of proxy. Separate proof of authorization to the company is not required in this respect.

The personal attendance of the shareholder at the Annual Shareholders' Meeting automatically constitutes a revocation of the proxy previously granted to a third party.

## 7. Procedure for voting by proxies appointed by the company

We offer our shareholders the opportunity to be represented by proxies appointed by the company, who exercise the voting rights exclusively in accordance with the instructions of the respective shareholder. In addition to being granted the power of attorney, these proxies of the company must also be given instructions for exercising voting rights. Without these instructions, the proxy is invalid. They do not exercise the voting right at their own discretion, but solely on the basis of the instructions issued by the shareholder. If no explicit or contradictory or unclear instructions have been issued, the proxies appointed by the company will abstain from voting on the relevant resolutions; this also always applies to unforeseen resolutions. If an individual vote is held on an agenda item without this having been communicated in advance of the Annual Shareholders' Meeting, an instruction on this agenda item, unless it is amended or revoked, shall also be deemed to be a corresponding instruction for each item of the individual vote. Please note that the proxies appointed by the company do not accept authorizations to speak, ask questions or submit motions, file objections to resolutions of the Annual Shareholders' Meeting or make other statements for the record either prior to or during the Annual Shareholders' Meeting and – with the exception of exercising voting rights – do not exercise any other shareholder rights. Voting and the granting of power of attorney and instructions is only possible in relation to motions and election proposals for which there are proposals from the Board of Management and/or Supervisory Board pursuant to Section 124 (3) of the German Stock Corporation Act (AktG) or from shareholders pursuant to Section 122 (2), Section 126 and Section 127 of the German Stock Corporation Act (AktG) that have been announced with this invitation or later.

Even if the proxies appointed by the company are authorized, registration and proof of shareholding must be submitted in due form and time in accordance with the above provisions (see Section 2 "Requirements for attending the Annual Shareholders' Meeting, exercising voting rights and other information in accordance with Section 121 (3) sentence 3 of the German Stock Corporation Act (AktG)").

The granting of power of attorney to the proxies appointed by the company as well as the issuing of instructions must be in text form (Section 126b of the German Civil Code (BGB)); in particular, the granting of power of attorney or the issuing of instructions can be made by (postal) mail, fax or email or by using the input mask via the company's online service on the Internet at [www.indus.eu/investors/shareholders-meeting/](http://www.indus.eu/investors/shareholders-meeting/). The same applies to the amendment or revocation of the proxy or instructions. The authorization and instruction form for the proxies of the company with the corresponding explanations is printed on the admission ticket, which is sent to the shareholders after they have registered in due form and time as described above. These documents are also available on the Internet at [www.indus.eu/investors/shareholders-meeting/](http://www.indus.eu/investors/shareholders-meeting/). For organizational reasons, the granting of power of attorney to the proxies nominated by the company, the issuing of instructions as well as changes or revocation regarding power of attorney or instructions must be transmitted to the company by one of the following means **by June 2, 2026, 08:00 a.m. (CEST)**, insofar as they are made outside the company's online service:

**INDUS Holding AG**

**c/o C-HV AG**

**Gewerbepark 10**

**92289 Ursensollen**

or

**Fax: 0 96 28 / 9 24 90 01**

or

**email: [anmeldestelle@c-hv.com](mailto:anmeldestelle@c-hv.com)**

The granting of power of attorney to the proxies appointed by the company, the issuing of instructions as well as changes or revocation with regard to power of attorney or instructions are also possible using the input mask via the company's online service on the Internet at [www.indus.eu/investors/shareholders-meeting/](http://www.indus.eu/investors/shareholders-meeting/) until **June 2, 2026, 08:00 a.m. (CEST)**. If a power of attorney with instructions in text form (Section 126b of the German Civil Code (BGB)) is sent to the company's proxies – in each case in due time – both outside the online service and via the company's online service, only the powers of attorney and instructions submitted via the company's online service will be treated as binding, regardless of the chronological order in which they are received by the company. Shareholders can find details on issuing powers of attorney with instructions to the company's proxies and on amending or revoking a previously issued power of attorney via the company's online service in the information sheet and terms of use provided there.

The personal attendance of the shareholder or an authorized third party at the Annual Shareholders' Meeting automatically constitutes a revocation of a previously granted power of attorney to the company's proxies.

#### **8. Shareholders' rights pursuant to Section 122 (2), Section 126 (1), Section 127 and Section 131 (1) of the German Stock Corporation Act (AktG)**

Shareholders are entitled to the following rights in relation to the Annual Shareholders' Meeting in accordance with Section 122 (2), Section 126 (1), Section 127 and Section 131 (1) of the German Stock Corporation Act (AktG). Further information on this can be found on the company's website at [www.indus.eu/investors/shareholders-meeting/](http://www.indus.eu/investors/shareholders-meeting/).

##### **a. Request for additions to the agenda**

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 in accordance with Section 122 (2) of the German Stock Corporation Act (AktG).

Each new item must be accompanied by a statement of reasons or a proposal resolution. Requests by shareholders to add items to the agenda in accordance with Section 122 (2) of the German Stock Corporation Act (AktG) must be submitted to the Board of Management in writing or in electronic form (Section 126a of the German Civil Code (BGB)) and must be received by the company **by May 3, 2026, 24:00 midnight (CEST)**. Please address such requests to the Board of Management at the following address:

**INDUS Holding AG**  
**- Board of Management -**  
**Kölner Straße 32**  
**51429 Bergisch Gladbach**  
**Germany**  
**[hauptversammlung@indus.de](mailto:hauptversammlung@indus.de)**

In accordance with Section 122 (2) in conjunction with Section 122 (1) of the German Stock Corporation Act (AktG), the applicants must prove that they have held the required number of shares for at least 90 days prior to receipt of the request and that they will hold the shares until the Board of Management's decision on the

request; Section 70 of the German Stock Corporation Act (AktG) applies to the calculation of the period of share ownership; Section 121 (7) of the German Stock Corporation Act (AktG) applies accordingly to the calculation of the period.

Additions to the agenda that are to be announced – unless they are already announced when the meeting is convened – will be published in the German Federal Gazette (*Bundesanzeiger*) immediately after receipt of the request by the company and forwarded for publication to those media that can be expected to distribute the information throughout the European Union.

They are also published on the company's website at [www.indus.eu/investors/shareholders-meeting/](http://www.indus.eu/investors/shareholders-meeting/) and communicated to shareholders in accordance with Section 125 of the German Stock Corporation Act (AktG).

#### **b. Countermotions and election proposals**

In addition, shareholders may send the company countermotions to proposals by the Board of Management and/or Supervisory Board on specific items on the agenda as well as election proposals. Countermotions, election proposals and other inquiries from shareholders regarding the Annual Shareholders' Meeting should be sent exclusively to:

**INDUS Holding AG**

**c/o C-HV AG**

**Gewerbepark 10**

**92289 Ursensollen**

or

**Fax: 0 96 28 / 9 24 90 01**

or

**email: [anmeldestelle@c-hv.com](mailto:anmeldestelle@c-hv.com)**

We will publish any countermotions and election proposals from shareholders to be made accessible, including the name of the shareholder and any reasons to be made accessible, without delay on the company's website at [www.indus.eu/investors/shareholders-meeting/](http://www.indus.eu/investors/shareholders-meeting/) in accordance with Section 126 and Section 127 of the German Stock Corporation Act (AktG). Countermotions and election proposals regarding the items on this agenda received at the above address or by fax or email **by May 19, 2026, 24:00 midnight (CEST)** will be considered. Any comments by the management will also be published on the company's website.

#### **c. Right to information**

Every shareholder has a statutory right to request information at the Annual Shareholders' Meeting (Section 131 (1) of the German Stock Corporation Act (AktG)). Accordingly, the Board of Management must provide information on company matters at the Annual Shareholders' Meeting upon request, insofar as this is necessary for the proper assessment of an item on the agenda. The exercise of the statutory right to information pursuant to Section 131 (1) of the German Stock Corporation Act (AktG) requires participation in the Annual Shareholders' Meeting. The requirements for participation in the Annual Shareholders' Meeting, in particular the registration deadline, set out in Section 2 ("Requirements for participation in the Annual Shareholders' Meeting, the exercise of voting rights and other information pursuant to Section 121 (3) sentence 3 of the German Stock Corporation Act (AktG)") must therefore be observed. It should be noted that the Board of Management may refrain from answering individual questions for the reasons stated in Section 131 (3) of the German

Stock Corporation Act (AktG). According to the Articles of Association, the chairman of the meeting is authorized to reasonably limit the time allowed for shareholders to ask questions and speak.

#### **9. Time specifications in this convocation**

All times listed in this notice are in Central European Summer Time (CEST). This is two hours ahead of Coordinated Universal Time (UTC).

#### **10. Publication in the German Federal Gazette (*Bundesanzeiger*), information and documents relating to the Annual Shareholders' Meeting, reference to the company's website**

This notice convening the Annual Shareholders' Meeting is published in the German Federal Gazette (*Bundesanzeiger*). The convening notice and an overview with the information pursuant to Section 125 of the German Stock Corporation Act (AktG) in conjunction with Article 4 and Annex Table 3 of the Implementing Regulation (EU) 2018/1212, the other information and explanations required by law, including the information pursuant to Section 124a of the German Stock Corporation Act (AktG), as well as further explanations on the aforementioned shareholder rights can be viewed and downloaded from the company's website at [www.indus.eu/investors/shareholders-meeting/](http://www.indus.eu/investors/shareholders-meeting/). The results of the votes on the agenda items are also published on the company's website after the Annual Shareholders' Meeting. The website also contains information on how to obtain confirmation of the vote count within one month of the date of the Annual Shareholders' Meeting in accordance with Section 129 (5) of the German Stock Corporation Act (AktG).

All of the aforementioned documents will be available for inspection by shareholders at the company's registered office at Kölner Straße 32, 51429 Bergisch Gladbach, Germany, from the date of the convening notice.

#### **11. Information on data protection**

Information on the processing of personal data in connection with our Annual Shareholders' Meeting can be found on the company's website at [www.indus.eu/investors/shareholders-meeting/](http://www.indus.eu/investors/shareholders-meeting/).

Bergisch Gladbach, April 2026

INDUS Holding Aktiengesellschaft  
The Board of Management