Invitation to the Annual General Meeting of action press AG – 14 December 2026

Convenience translation for the information of the Supervisory Board. Only the German version published in the Federal Gazette (Bundesanzeiger) is legally binding. German statutory references are kept as in the original (AktG = German Stock Corporation Act; BGB = German Civil Code; KWG = German Banking Act).

Invitation

INVITATION to the Annual General Meeting of action press AG ("Company"), registered office in Frankfurt am Main

Securities ID No. (WKN): A3ESE3 – ISIN: DE000A3ESE35

We hereby invite our shareholders to the Annual General Meeting to be held on **14 December 2026 at 9:00 a.m.** at the premises of Heuking Kühn Lüer Wojtek, Partnerschaft mit beschränkter Berufshaftung von Rechtsanwälten und Steuerberatern, Goetheplatz 5–7, 60313 Frankfurt am Main.

Agenda

1. Presentation of the adopted annual financial statements as of 31 December 2024 and the report of the Supervisory Board for the 2024 financial year

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

The Management Board and the Supervisory Board propose that the members of the Management Board in office in the 2024 financial year be granted discharge.

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

The Management Board and the Supervisory Board propose that the members of the Supervisory Board in office in the 2024 financial year be granted discharge.

4. Presentation of the adopted annual financial statements as of 31 December 2025 and the report of the Supervisory Board for the 2025 financial year

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

The Management Board and the Supervisory Board propose that the members of the Management Board in office in the 2025 financial year be granted discharge.

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

The Management Board and the Supervisory Board propose that the members of the Supervisory Board in office in the 2025 financial year be granted discharge.

7. Election of the auditor for the 2026 financial year

The Supervisory Board proposes that Johannes Weßling, auditor (Wirtschaftsprüfer) and tax adviser, Diplom-Kaufmann, Master of International Taxation, Mergenthalerstraße 42, 48268 Greven, be appointed as auditor and group auditor for the financial year from 1 January to 31 December 2026.

8. Elections to the Supervisory Board

The Supervisory Board is composed in accordance with Sections 95, 96 (1) and 101 (1) AktG and, pursuant to Section 13 (1) of the Articles of Association, consists of three members who are elected by the General Meeting.

Supervisory Board member Mark Rohde has announced that he will resign from office with effect from the end of the General Meeting on 14 December 2026. The election of a new member of the Supervisory Board by the General Meeting is therefore required.

The Supervisory Board proposes to adopt the following resolution:

Henry Hasselbarth, resident in Eschborn, CEO Emeritus of Emirates Airlines North & Central Europe, is elected to the Supervisory Board for the period until the end of the General Meeting that resolves on the discharge of the members of the Supervisory Board for the 2026 financial year.

9. Resolution on the creation of new authorised capital with the option to exclude subscription rights, with simultaneous cancellation of the expired authorised capital, and corresponding amendment of the Articles of Association

The Management Board and the Supervisory Board propose to adopt the following resolution:

Section 7.2 of the Articles of Association is re-worded as follows, for the purpose of creating a new Authorised Capital 2026 and simultaneously cancelling the expired Authorised Capital 2021, with effect from the date on which the corresponding amendment to the Articles of Association is entered in the commercial register:

"The Management Board is authorised, with the consent of the Supervisory Board, to increase the Company's share capital in the period until 13 December 2031 by a total of up to EUR 11,025,000.00 by issuing, once or several times, up to 11,025,000 new shares against cash and/or contributions in kind (Authorised Capital 2026). Shareholders are in principle entitled to subscription rights.

However, the Management Board is authorised, with the consent of the Supervisory Board, to exclude shareholders' subscription rights in whole or in part. Subscription rights may only be excluded in the following cases:

1. in the case of capital increases against cash contributions, if the Company's shares are traded on a stock exchange (regulated market or open market (Freiverkehr), or the successors of these

segments), the shares issued do not exceed 20% of the share capital, the issue price of the new shares is not significantly lower, within the meaning of Sections 203 (1) and (2) and 186 (3) sentence 4 AktG, than the stock exchange price of the Company's listed shares of the same class and features at the time the issue price is determined, and all other requirements of Section 186 (3) sentence 4 AktG, if any, are met. The 20% limit shall include the amount attributable to shares issued or sold during the term of this authorisation, up to the time of its use, under other corresponding authorisations with exclusion of subscription rights in direct or analogous application of Section 186 (3) sentence 4 AktG, to the extent such inclusion is required by law. For the purposes of this authorisation, where the new shares are taken up by an issuing intermediary that undertakes to offer them to one or more third parties designated by the Company, the issue price is the amount payable by such third party or parties;

2. in the case of capital increases against contributions in kind, in particular for the acquisition of companies, parts of companies and interests in companies, industrial property rights such as patents, trademarks or licences relating to them, or other product rights or other contributions in kind, including bonds, convertible bonds and other financial instruments;
3. to the extent necessary to grant holders or creditors of bonds with option or conversion rights or obligations issued by the Company or its group companies a subscription right to new shares in the amount to which they would be entitled after exercising their option or conversion right or after fulfilling an option or conversion obligation;
4. for fractional amounts resulting from the subscription ratio; or
5. in other cases in which an exclusion of subscription rights is in the well-understood interest of the Company.

The Management Board is authorised, with the consent of the Supervisory Board, to determine the further content of the share rights and the other details of the capital increase and its implementation. The Management Board is authorised to determine that the new shares shall be taken up, pursuant to Section 186 (5) AktG, by a credit institution, a securities institution or an enterprise operating under Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) KWG, with the obligation to offer them to the shareholders for subscription.

The Supervisory Board is authorised to amend the wording of the Articles of Association in accordance with the respective amount of the share capital increase from the Authorised Capital 2026."

Report of the Management Board on agenda item 9

Report of the Management Board on the exclusion of subscription rights under the authorised capital pursuant to Section 203 (2) sentence 2 in conjunction with Section 186 (4) sentence 2 AktG. The Management Board hereby submits the following report to the General Meeting to explain the reasons for the proposed exclusion of subscription rights under the above proposed resolution on the creation of authorised capital.

a) Introduction. Under agenda item 9, management proposes the creation of authorised capital. The authorised capital is intended to increase the Company's flexibility and give it additional options in the interest of its shareholders. In the event of a capital increase using the authorised capital, shareholders must in principle be granted subscription rights, which may be handled by way of indirect subscription. However, the Management Board is to be authorised, with the consent of the Supervisory Board, to exclude subscription rights in certain cases.

b) Exclusion of subscription rights for capital increases of up to 20%. Subscription rights may be excluded in particular for cash capital increases of up to 20% of the share capital existing when the authorisation takes effect or is exercised, if the issue price of the new shares is not significantly lower than the stock exchange price of the Company's listed shares of the same class and features (Section 186 (3) sentence 4 AktG, simplified exclusion of subscription rights). Other cases of simplified exclusion of subscription rights under any authorisation still to be resolved by the General Meeting shall be counted towards the 20% limit, to the extent required by law. Being able to exclude subscription rights for cash capital increases not exceeding 20% of the share capital enables the Company to raise new funds at short notice, without the need for a subscription offer of at least 14 days, to respond flexibly to favourable capital market conditions and to place the new shares with institutional investors.

The simplified exclusion of subscription rights is a standard case provided for by law in which shareholders' subscription rights may be excluded. Limiting it to 20% of the share capital existing when the authorisation takes effect or is exercised takes account of shareholders' need for protection against dilution of their percentage holding. Shareholders who wish to maintain their percentage holding can prevent its reduction by buying additional shares on the stock exchange. In a simplified exclusion of subscription rights, the issue price of the new shares must not be significantly below the stock exchange price. This protects shareholders against dilution of the value of their holding. Setting the issue price close to the market price ensures that the value of the subscription right for the new shares is practically zero.

c) Exclusion of subscription rights for contributions in kind. Subscription rights may also be excluded for capital increases against contributions in kind, in particular for the acquisition of companies, parts of companies and interests in companies, industrial property rights such as patents, trademarks or licences relating to them, or other product rights or other contributions in kind, including bonds, convertible bonds and other financial instruments. This is intended to enable the Company to respond flexibly to opportunities arising on national and international markets, in particular for the acquisition of companies, parts of companies or interests in companies, and to offers of business combinations. Especially in company or equity acquisitions there are many reasons to grant sellers shares, in addition to or instead of a purchase price paid solely in cash. In particular, this conserves the Company's liquidity and allows the seller(s) to participate in future share price opportunities. This option increases the Company's competitiveness in acquisitions. The Company suffers no disadvantage, since the issue of shares against contributions in kind requires the value of the contribution to be reasonably proportionate to the value of the shares. When using the authorisation, the Management Board will carefully examine the valuation ratio between the Company and the acquired interest or business and will set the issue price of the new shares and the further terms of the share issue in the well-understood interest of the Company and its shareholders.

d) Exclusion of subscription rights in favour of bondholders. The authorisation to exclude subscription rights in favour of holders of bonds with option or conversion rights or obligations issued by the Company or its group companies serves the purpose of avoiding, when the authorisation is used, a reduction of the option or conversion price under the so-called anti-dilution clauses of the option or conversion terms. Instead, holders of such bonds can be granted a subscription right to the extent they would be entitled to after exercising the option or conversion right or after fulfilling the option or conversion obligation. The authorisation allows the Management Board, when using the authorised capital, to choose between both alternatives after carefully weighing the interests involved.

e) Exclusion of subscription rights for fractional amounts. The Management Board is further authorised, with the consent of the Supervisory Board, to exclude subscription rights to avoid fractional amounts. Fractional amounts may arise from the volume of the respective capital increase and the setting of a practicable subscription ratio. Excluding subscription rights for fractional amounts allows a round subscription ratio and thus facilitates the settlement of the issue. The free fractional amounts excluded from shareholders' subscription rights will be realised in the best possible way for the Company.

f) Exclusion of subscription rights in other cases. The exclusion of subscription rights for other cases in the interest of the Company serves to preserve the Management Board's flexibility in other situations, for example when entering into cooperations. Providing sufficient authorised capital with the option of excluding subscription rights strengthens the Company's room for manoeuvre in this respect. The Management Board will only exclude subscription rights if this is in the well-understood interest of the Company.

If the Management Board uses the authorisation during a financial year, it will report on this at the following General Meeting.

10. Resolution on the authorisation to issue convertible bonds, bonds with warrants and profit participation rights with or without conversion or subscription rights, and on the exclusion of subscription rights

The Management Board and the Supervisory Board propose to adopt the following resolution:

a) Volume. The Management Board is authorised, with cancellation of the authorisation of 19 January 2022 and with the consent of the Supervisory Board, to issue once or several times until 13 December 2031 convertible bonds and/or bonds with warrants or profit participation rights with or without conversion or subscription rights (together also "Bonds") in a total nominal amount of up to EUR 20,000,000.00. The holders of such Bonds may be granted conversion or subscription rights to up to 11,025,000 shares of the Company with a pro rata amount of the share capital of up to EUR 11,025,000.00 in total. The conversion and subscription rights may be serviced from conditional capital to be resolved at this or future General Meetings, from existing or future authorised capital and/or from a cash capital increase and/or from existing shares, and/or may provide for a cash settlement instead of the delivery of shares.

b) Consideration. The Bonds may be issued against cash and also against contributions in kind, provided that the value of the contribution in kind reaches the issue price. Subject to the maximum permitted total nominal amount, the Bonds may also be issued in the legal currency of an OECD country other than the euro.

c) Term. The Bonds may be issued with or without a fixed term.

d) Issue by a group company. The Bonds may also be issued by a group company of the Company within the meaning of Section 18 AktG in which the Company holds, directly or indirectly, at least 75%. In this case, the Management Board is authorised, with the consent of the Supervisory Board, to provide a guarantee on behalf of the Company for the respective Bonds and to grant the holders option or conversion rights to shares of the Company.

e) Subscription rights. When the Bonds are issued, shareholders have a statutory subscription right unless it is excluded in accordance with the following provisions. If the Bonds are issued by a group company as described under d), the Company is obliged to ensure that shareholders are granted the statutory subscription right, unless it is excluded in accordance with the following provisions. The Bonds may also be offered to an issuing intermediary with the obligation to offer them to the shareholders for subscription.

f) Exclusion of subscription rights. The Management Board is authorised, with the consent of the Supervisory Board, to exclude shareholders' subscription rights:

1. to exclude fractional amounts from subscription rights;
2. to offer convertible bonds and/or bonds with warrants and/or profit participation rights with conversion or subscription rights to individual investors for subscription, provided that, in corresponding application of Section 186 (3) sentence 4 AktG, the shares to be issued under these Bonds do not exceed 20% of the share capital existing when this authorisation takes effect and when the resolution on exercising it is adopted, and the issue price of the Bonds is not significantly lower than their theoretical market value determined using recognised financial mathematical methods. The 20% limit shall include the amount attributable to shares issued or sold under another corresponding authorisation with exclusion of subscription rights in direct or analogous application of Section 186 (3) sentence 4 AktG, to the extent such inclusion is required by law;
3. to offer profit participation rights without conversion or subscription rights to individual investors for subscription, provided that the issue price is not significantly lower than their theoretical market value determined using recognised financial mathematical methods and the profit participation rights are structured only like debt, i.e. they establish neither membership-like rights nor conversion or subscription rights to shares of the Company, do not grant a share in liquidation proceeds, and the amount of the distribution does not depend on the net income for the year, the balance sheet profit or the dividend;
4. to the extent necessary to grant holders of conversion and subscription rights to shares of the Company granted by the Company or its group companies a subscription right to Bonds issued under this authorisation in the amount to which they would be entitled after exercising their conversion or subscription right or after fulfilling any conversion obligation (anti-dilution protection);
5. to the extent Bonds are issued against contributions in kind, in particular for the acquisition of companies, parts of companies and interests in companies, industrial property rights such as patents, trademarks or licences relating to them, or other product rights or other contributions in kind, including bonds, convertible bonds and other financial instruments, and the exclusion of subscription rights is in the overriding interest of the Company; or
6. in other cases in which an exclusion of subscription rights is in the well-understood interest of the Company.

g) Subscription price, anti-dilution protection. For convertible bonds and/or bonds with warrants and/or profit participation rights with conversion or subscription rights, an exchange or subscription ratio must be set. The exchange ratio is obtained by dividing the nominal amount of a single Bond by the set conversion price for one share. The exchange ratio may also be obtained by dividing the issue price of a Bond below the nominal amount by the set conversion price for one share. These rules apply

accordingly to the subscription ratio. The conversion, option or subscription price to be set for one share must be at least 80% of the average stock exchange price of the Company's share in the opening auction in XETRA® trading on the Frankfurt Stock Exchange (or a successor system determined by Deutsche Börse AG) on the last ten trading days before the Management Board resolves to issue the Bonds or, if the Company's shares are not traded on XETRA®, on the stock exchange on which the largest number of the Company's shares was traded in total during these ten trading days.

If, during the term of the Bonds issued under this authorisation, the Company increases its share capital granting subscription rights to its shareholders, or issues further bonds, including income bonds or profit participation rights, with conversion or subscription rights to shares of the Company, without at the same time granting the holders of Bonds issued under this resolution a subscription right to which they would be entitled after exercising their conversion or subscription right, the terms of issue of the Bonds may in particular provide for the following (anti-dilution clause):

- *Capital increase against contributions and grant of other subscription rights:* In the event of a capital increase against contributions granting subscription rights, or the grant of other subscription rights, the conversion price is reduced by the value of the subscription right. The "value of the subscription right" is (i) the average stock exchange price of the subscription right to which shareholders are entitled on the last ten trading days of the subscription rights in the opening auction in XETRA® trading (or a successor system determined by Deutsche Börse AG) or, if the Company's shares are not traded on XETRA®, in the open market (Freiverkehr) of the Frankfurt Stock Exchange or, if the Company's shares are traded neither on XETRA® nor in the open market of the Frankfurt Stock Exchange, on the stock exchange on which the largest number of the Company's shares was traded in total during these ten trading days, or, if subscription rights are not traded on XETRA®, in the open market of the Frankfurt Stock Exchange or on another stock exchange, (ii) the value of the subscription right determined by the conversion or subscription agent specified in the terms of issue using financial mathematical methods.
- *Capital increase from company funds:* In the event of a capital increase from company funds, the conditional capital securing the conversion right increases in the same proportion as the share capital (Section 218 AktG). Upon exercising their conversion right, bondholders receive as many additional shares as if they had already exercised their conversion right at the time of the capital increase from company funds. Fractions of shares resulting from a capital increase from company funds are not compensated when the conversion right is exercised.
- *Share split:* If the number of shares changes without a change in the share capital (re-division of the share capital), the rule under the previous point applies accordingly.

In any case, the pro rata amount of the share capital attributable to the shares to be subscribed per Bond may not exceed the issue price of the Bond.

h) Further terms of the Bonds. The Management Board is authorised, with the consent of the Supervisory Board, to determine the further details of the issue and features of the Bonds, in particular term, issue and exercise periods and termination, issue price of the Bonds, interest rate, denomination and adjustment of the subscription price, and the establishment of a conversion obligation.

Report of the Management Board on agenda item 10

Report of the Management Board pursuant to Section 221 (4) sentence 2 in conjunction with Section 186 (4) AktG on the exclusion of subscription rights under the authorisation to issue convertible bonds, bonds with warrants and profit participation rights with or without conversion or subscription rights.

a) Introduction. The Management Board and the Supervisory Board ask the shareholders for authorisation to issue convertible bonds and bonds with warrants as well as profit participation rights with or without conversion or subscription rights. These financing instruments may each carry exchange or subscription rights to shares of the Company. This gives the holders the opportunity to acquire shares of the Company by converting contributions already made to the Company into equity (exchange right) or by making an additional payment into the Company's equity (subscription right). When issuing, the Company may also decide that the bonds and profit participation rights must later be exchanged into shares at the Company's request (conversion obligation). Shares may be delivered on exercise of exchange and subscription rights or fulfilment of the conversion obligation from conditional capital, authorised capital or treasury shares. A cash settlement would also be possible.

The authorisation is primarily intended to allow the Company to strengthen its capital base quickly and flexibly when needed. Leaving the terms of these instruments largely open at this stage allows the Company to respond appropriately to current market conditions and raise new capital at the lowest possible cost. Purely as a precaution, the proposed authorisation also creates the possibility of using these instruments, like authorised capital, for the liquidity-saving acquisition of assets, in particular companies and interests in them. In practice, however, this use is likely to be of minor importance.

When these instruments are issued, shareholders are in principle entitled to subscription rights pursuant to Section 221 (4) AktG. The requested authorisations are intended to allow the Company to exclude subscription rights in certain cases where this is necessary in the overriding interest of the Company. In detail:

b) Exclusion of subscription rights for fractional amounts. The Management Board and the Supervisory Board are to be authorised to exclude subscription rights for fractional amounts. This may be necessary if a practicable subscription ratio cannot otherwise be achieved. The Company will endeavour to realise free fractional amounts in the best possible way in the interest of the shareholders.

c) Exclusion of subscription rights for capital increases of up to 20%. For the issue of bonds with warrants, convertible bonds and profit participation rights with exchange or subscription rights to shares of the Company, the Management Board is to be authorised, in corresponding application of Section 186 (3) sentence 4 AktG, to exclude subscription rights if the issue price of the instrument is not significantly lower than its theoretical market value determined using recognised financial mathematical methods. This may be necessary if a bond is to be placed quickly to take advantage of a favourable market environment. Excluding subscription rights then gives the Company the flexibility needed to use favourable capital market conditions at short notice.

Shareholders' interests are protected because the issue price of the Bonds is not significantly below market value, which minimises the value of the excluded subscription right as far as possible. In addition, this authorisation is limited to 20% of the share capital as provided for in Section 186 (3)

sentence 4 AktG. According to the legislator, these requirements protect shareholders against excessive dilution of their holdings.

d) Exclusion of subscription rights for purely debt-like profit participation rights. The Management Board is further to be authorised, with the consent of the Supervisory Board, to exclude shareholders' subscription rights when issuing profit participation rights that are not equity-like, i.e. in particular do not grant a share in liquidation proceeds, whose distribution does not depend on the net income for the year, the balance sheet profit or the dividend, and which carry no conversion or subscription rights. If the profit participation rights are structured like debt, shareholders' membership position is not affected; neither voting rights nor the pro rata dividend entitlement nor the share in the Company's assets would be changed by an issue without subscription rights. In the event of an exclusion of subscription rights, the profit participation rights would also have to be issued on binding market terms, so that no significant subscription right value would arise. On the other hand, the option to exclude subscription rights enables the Management Board to use a low interest rate level or favourable demand flexibly and at short notice for an issue, thereby significantly reducing the placement risk. An issue preserving subscription rights would, depending on market conditions, involve a greater or lesser risk that the terms once set no longer reflect market conditions by the time of placement. The Company would then risk not being able to place the profit participation rights at all, or placing them too cheaply; neither would be in the interest of the Company or its shareholders. To protect shareholders, the Management Board will carefully examine in each case whether an exclusion of subscription rights is necessary in the interest of the Company.

e) Exclusion of subscription rights for anti-dilution protection. Subscription rights may further be excluded to the extent necessary to grant holders of exchange and subscription rights a subscription right as if they had already exercised their exchange or subscription right or fulfilled their conversion obligation. Financing instruments of this kind regularly contain an anti-dilution clause for the case that the Company issues further such instruments or shares to which shareholders have subscription rights. So that the value of these instruments is not impaired, their holders are usually compensated by a reduction of the exchange or subscription price or by also receiving a subscription right to the later instruments or shares. To maintain maximum flexibility, it should also be possible to exclude subscription rights in this case. This facilitates placement and ultimately serves an optimal financing structure for the Company.

f) Exclusion of subscription rights for contributions in kind. Subscription rights may also be excluded in order to issue the instruments against contributions in kind. The authorisation is intended to enable the Company to use these instruments in connection with the acquisition of assets. As the wording of the proposed resolution shows, this may become relevant in particular for the acquisition of companies, parts of companies and interests in companies, industrial property rights such as patents, trademarks or licences relating to them, or other product rights or other contributions in kind, including bonds, convertible bonds and other financial instruments. In such cases, sellers often insist on receiving consideration in a form other than, or not only, cash. Offering bonds with option or conversion rights or profit participation rights instead of or in addition to shares or cash can then be an attractive alternative. This creates additional flexibility and improves the Company's chances in acquisitions.

However, both the authorisation to issue against contributions in kind and a related exclusion of subscription rights are to be used only if the acquisition of the asset is in the overriding interest of the

Company and another form of acquisition, in particular by purchase, is legally or practically impossible or only possible on less favourable terms. In these cases the Company will always examine whether an equally suitable route to the acquisition is available that interferes less with the shareholders' position. Shareholders' interests are further protected by the Company's obligation to be guided by market prices when acquiring contributions in kind against the issue of bonds and/or profit participation rights and/or new shares.

g) Exclusion of subscription rights in other cases. The exclusion of subscription rights for other cases in the interest of the Company serves to preserve the Management Board's flexibility in other situations, for example when entering into cooperations. Providing sufficient authorised capital with the option of excluding subscription rights strengthens the Company's room for manoeuvre in this respect. The Management Board will only exclude subscription rights if this is in the well-understood interest of the Company.

There are currently no specific plans to use the authorisation to issue convertible bonds, bonds with warrants or profit participation rights. In any case, the Management Board will carefully examine whether using the authorisation is in the interest of the Company and its shareholders.

If the Management Board uses the authorisation during a financial year, it will report on this at the following General Meeting.

11. Resolution on the creation of a Conditional Capital 2026 with simultaneous cancellation of the Conditional Capital 2022 and corresponding amendment of the Articles of Association

The Management Board and the Supervisory Board propose to adopt the following resolution:

a) With simultaneous cancellation of the Conditional Capital 2022 in the amount of EUR 11,025,000.00, in respect of which no instruments are outstanding, the share capital is conditionally increased by up to EUR 11,025,000.00 through the issue of up to 11,025,000 new shares carrying profit entitlement from the beginning of the last financial year for which no resolution on the appropriation of profit has yet been adopted (Conditional Capital 2026). The conditional capital increase serves to service Bonds issued on the basis of the authorising resolution of the General Meeting of 14 December 2026 under agenda item 10. The conditional capital increase will only be carried out to the extent that

1. the holders of convertible bonds and/or bonds with warrants and/or profit participation rights with exchange or subscription rights issued by the Company or its subordinated group companies until 13 December 2031 on the basis of the authorising resolution adopted by the General Meeting of 14 December 2026 exercise their exchange or subscription rights and the Company decides to service the exchange or subscription rights from this Conditional Capital 2026, or
2. the holders obliged to convert of convertible bonds and/or bonds with warrants and/or profit participation rights with exchange or subscription rights issued by the Company or its subordinated group companies until 13 December 2031 on the basis of the authorising resolution adopted by the General Meeting of 14 December 2026 fulfil their exchange obligation and the Company decides to service the exchange or subscription rights from this Conditional Capital 2026.

The new shares are issued at the conversion or option prices to be determined in each case in the bond or option terms in accordance with the above authorising resolution. The Management Board is authorised, with the consent of the Supervisory Board, to determine the further details of the capital increase and its implementation. The Supervisory Board is authorised to amend the wording of the Articles of Association in accordance with the respective amount of the share capital increase from the Conditional Capital 2026.

b) Section 7.3 of the Articles of Association is re-worded as follows:

"The share capital is conditionally increased by up to EUR 11,025,000.00 through the issue of up to 11,025,000 new shares carrying profit entitlement from the beginning of the last financial year for which no resolution on the appropriation of profit has yet been adopted (Conditional Capital 2026). The conditional capital increase serves to service Bonds issued on the basis of the authorising resolution of the General Meeting of 14 December 2026 under agenda item 10. The conditional capital increase will only be carried out to the extent that (i) the holders of convertible bonds and/or bonds with warrants and/or profit participation rights with exchange or subscription rights issued by the Company or its subordinated group companies until 13 December 2031 on the basis of the authorising resolution adopted by the General Meeting of 14 December 2026 exercise their exchange or subscription rights and the Company decides to service the exchange or subscription rights from this Conditional Capital 2026, or (ii) the holders obliged to convert of such instruments issued on the same basis until 13 December 2031 fulfil their exchange obligation and the Company decides to service the exchange or subscription rights from this Conditional Capital 2026. The new shares are issued at the conversion or option prices to be determined in each case in the bond or option terms in accordance with the above authorising resolution. The Management Board is authorised, with the consent of the Supervisory Board, to determine the further details of the capital increase and its implementation. The Supervisory Board is authorised to amend the wording of the Articles of Association in accordance with the respective amount of the share capital increase from the Conditional Capital 2026."

Conditions for attendance

Pursuant to Section 21 of the Company's Articles of Association, only those shareholders who have registered with the Company in text form in German or English before the General Meeting and have provided the Company with evidence of their entitlement to attend and vote are entitled to attend the General Meeting and exercise their voting rights. For this purpose, proof of shareholding in text form (Section 126b BGB) is required. Proof pursuant to Section 67c (3) AktG from the last intermediary (i.e. the institution that maintains the custody account for the shareholder) is sufficient. The proof must refer to the close of business on the 22nd day before the General Meeting (record date), i.e. **22 November 2026, 24:00 hrs**.

Both the registration and the proof of shareholding must be received by the Company no later than **7 December 2026, 24:00 hrs**, at the following address:

action press AG, Wielandstr. 3, 60318 Frankfurt am Main, e-mail: ir@actionpress.de

Significance of the record date. In relation to the Company, only those who have provided proof of shareholding as described above are deemed shareholders for the purpose of exercising shareholder rights, in particular voting rights. In particular, sales or other transfers of shares after the record date

have no significance in relation to the Company for the scope and exercise of the previous shareholder's statutory rights, in particular voting rights. The same applies to acquisitions of shares after the record date. Persons who only acquire shares after the record date are not entitled to vote. The record date has no significance for dividend entitlement. Registration for the General Meeting does not otherwise prevent shareholders from freely disposing of their shares.

Procedure for voting by proxy. Shareholders may also have their voting rights and other rights at the General Meeting exercised by a proxy, e.g. an intermediary (such as a credit institution), a shareholders' association or a third party, after granting a corresponding power of attorney. In these cases, too, the shareholder must be registered for the General Meeting in time and provide proof of shareholding as described above. If a shareholder authorises more than one person, the Company may reject one or more of them.

The granting of a power of attorney, its revocation and proof of authorisation vis-à-vis the Company must be in text form, unless the power of attorney is granted to a credit institution, an equivalent institution or enterprise (Section 135 (10) AktG, Section 125 (5) AktG), a shareholders' association or another person treated as equivalent under Section 135 (8) AktG.

Special rules may apply to authorising credit institutions, equivalent institutions or enterprises (Section 135 (10) AktG, Section 125 (5) AktG), shareholders' associations or persons treated as equivalent under Section 135 (8) AktG; shareholders are asked in such a case to agree in good time with the proxy on any form of power of attorney the proxy may require.

The power of attorney may be granted to the proxy or to the Company. A power of attorney not granted by declaration to the Company must be proven to the Company. Proof may be provided in writing, electronically or in text form (Section 126b BGB), for example by the proxy presenting the proof (e.g. the original or a copy of the power of attorney) at the General Meeting. Shareholders or their proxies may also send proof of authorisation to the following address:

action press AG, Wielandstr. 3, 60318 Frankfurt am Main, e-mail: ir@actionpress.de

The above channels are also available if the power of attorney is to be granted by declaration to the Company; separate proof of authorisation is then not required. A power of attorney already granted may also be revoked directly vis-à-vis the Company via the above channels.

Shareholder rights

Requests for additions to the agenda. Shareholders whose shares together amount to one twentieth of the share capital or the pro rata amount of EUR 500,000.00 (equivalent to 500,000 no-par value shares) may request, pursuant to Section 122 (2) AktG, that items be placed on the agenda and published. Each new item must be accompanied by a statement of reasons or a draft resolution. The request must be received by the Company in writing or in electronic form pursuant to Section 126a BGB at least 24 days before the General Meeting, i.e. no later than **19 November 2026, 24:00 hrs**, at the following address:

action press AG, Management Board, Wielandstr. 3, 60318 Frankfurt am Main, e-mail (with qualified electronic signature): ir@actionpress.de

Publication of counter-motions and election proposals. Counter-motions by shareholders to proposals of the Management Board and/or Supervisory Board on specific agenda items, and election proposals for the election of the auditor and – where this is on the agenda – for the election of the Supervisory Board, will, to the extent they are to be made available to other shareholders, be published without delay under the conditions of Sections 126 and 127 AktG, including the name of the shareholder and upon proof of shareholder status, on the internet at www.actionpress-ir.de/hauptversammlung/, if they are sent to the Company at least 14 days before the day of the General Meeting, i.e. no later than **29 November 2026, 24:00 hrs**, to the following address:

action press AG, Wielandstr. 3, 60318 Frankfurt am Main, e-mail: ir@actionpress.de

Counter-motions and election proposals addressed otherwise will not be considered. Any statements by management will also be made available at the above internet address. The time of receipt by the Company is decisive for the timeliness of a counter-motion.

Data protection information

In connection with holding the General Meeting, the Company processes the following categories of personal data of shareholders, shareholder representatives and guests: contact details (e.g. name or e-mail address), information on the shares held by each shareholder (e.g. number of shares) and administrative data (e.g. voting card number). The processing of personal data in connection with the General Meeting is based on Art. 6 (1)(c) of the General Data Protection Regulation (GDPR), under which processing is lawful if it is necessary for compliance with a legal obligation. The Company is legally obliged to hold the General Meeting of shareholders, and processing the above categories of personal data is indispensable for this purpose. Without providing their personal data, shareholders cannot register for the General Meeting.

The Company is the controller responsible for data processing. The controller's contact details are: action press AG, Management Board, Wielandstr. 3, 60318 Frankfurt am Main, telephone: +49 69 152003-20, e-mail: ir@actionpress.de

Personal data relating to the Company's shareholders are generally not passed on to third parties. By way of exception, third parties also have access to these data if they have been engaged by the Company to provide services in connection with holding the General Meeting. These are typical general meeting service providers, such as AGM agencies, lawyers or auditors. Service providers receive personal data only to the extent necessary to provide the service.

Under the statutory right to inspect the list of participants of the General Meeting, other participants and shareholders may view the data recorded about them in the list of participants. Personal data of shareholders and shareholder representatives are also published in connection with requests for additions to the agenda, counter-motions or election proposals that must be published, if such requests are made by them.

The above data are retained for up to three years (but not less than two years) after the end of the General Meeting, depending on the individual case, and then deleted, unless further processing is still required in the individual case to deal with motions, decisions or legal proceedings relating to the General Meeting.

Shareholders and shareholder representatives have the rights set out in Art. 15–21 GDPR (right of access to the personal data concerned, rights to rectification, erasure and restriction of processing, as well as the right to data portability and the right to object to processing). With regard to the erasure of personal data, we refer to the statutory retention periods and Art. 17 (3) GDPR. An e-mail to ir@actionpress.de is sufficient to exercise these rights.

Shareholders and shareholder representatives also have the right to lodge a complaint with a data protection supervisory authority.

Shareholders and shareholder representatives can reach the Company's data protection officer at: action press AG, Wielandstr. 3, 60318 Frankfurt am Main, telephone: +49 69 152003-20, e-mail: ir@actionpress.de

Frankfurt am Main, November 2026

action press AG

The Management Board