



**Invitation to the Annual
General Meeting for 2026**
GRAMMER AG

Friday, May 22, 2026, at 10:00 a.m. (CEST)

Revenue
1,821.2 EUR m

Operating EBIT
75.1 EUR m

Operating EBIT margin
4.1 %

Equity ratio
17.3 %

Net profit
23.5 EUR m

Free cash flow
39.1 EUR m

EBIT
69.1
EUR m

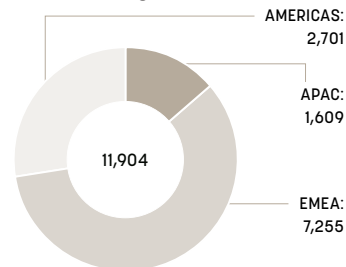
Capital expenditure
94.0
EUR m

Company profile

GRAMMER AG, which has its head office in Ursensollen, operates in two business segments: GRAMMER develops and produces high-quality interior and operating systems for the global automotive industry. GRAMMER is a full service provider of driver and passenger seats for trucks, buses, trains and offroad vehicles. At present, GRAMMER AG has about 11,900 employees in 20 countries around the world. Its revenue in 2025 was about EUR 1.8 billion. GRAMMER shares are listed in the Prime Standard and traded on the Munich and Frankfurt stock exchanges as well as via the Xetra electronic trading platform.

Employees by region¹

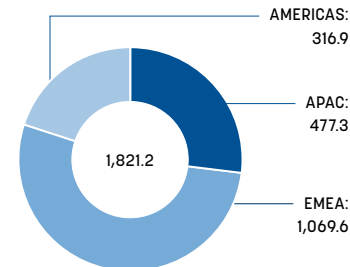
Annual average



¹ On average, 339 people were employed in Central Services.

Revenue by region²

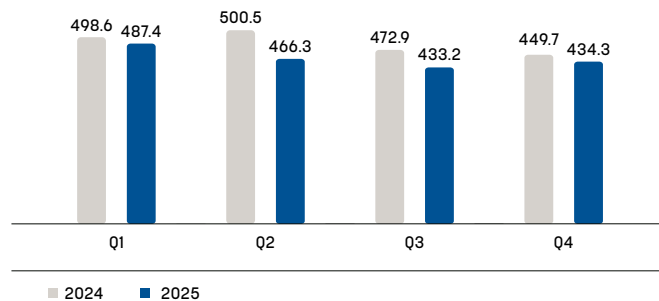
EUR m



² The consolidation effect of revenue between the regions amounts to EUR 42,6 million.

Revenue by quarter

EUR m



Operating EBIT by region

AMERICAS

-14.7

EUR m

EMEA

62.8

EUR m

APAC

43.2

EUR m

All key figures reflect the results from continuing operations.

Information pursuant to Section 125 Para. 1 German Stock Corporation Act (Aktengesetz, AktG) in conjunction with Section 125 Para. 5 AktG, Article 4 Para. 1, Table 3 of the Annex of the Commission Implementing Regulation (EU) 2018/1212

A. Specification of the Message

A1	Unique identifier of the event	Annual virtual General Meeting of GRAMMER AG on 22 May 2026 in the format according to Implementing Regulation (EU) 2018/1212: effc40ea4e1cf111b553ac4c42474cb6
A2	Type of message	Invitation to the Annual General Meeting in the format according to Implementing Regulation (EU) 2018/1212: NEWM

B. Specification of the Issuer

B1	ISIN	DE0005895403
B2	Name of the Issuer	GRAMMER Aktiengesellschaft

C. Details of the Annual General Meeting

C1	Date of the Annual General Meeting	22 May 2026 in the format according to Implementing Regulation (EU) 2018/1212: 20260522
C2	Time of the Annual General Meeting	10:00 a.m. (CEST) in the format according to Implementing Regulation (EU) 2018/1212: 8:00 hours (UTC)
C3	Type of the Annual General Meeting	Annual General Meeting as a virtual Annual General Meeting without the physical presence of shareholders or their authorised representatives in the format according to Implementing Regulation (EU) 2018/1212: GMET
C4	Venue of the Annual General Meeting	Location of the Annual General Meeting within the meaning of the German Stock Corporation Act: Grammer-Allee 2, 92289 Ursensollen URL to the password-protected internet service (" GRAMMER shareholder portal! ") for following the entire Annual General Meeting live in video and audio and for exercising shareholder rights for all registered shareholders who have provided proof of their shareholding or their authorised representatives: https://www.grammer.com/en/investor-relations/annual-general-meeting/
C5	Technical Record Date	30 April 2026, 24:00 Hours (CEST) in the format according to Implementing Regulation (EU) 2018/1212: 20260430 22:00 (UTC)
C6	Uniform Resource Locator (URL)	https://www.grammer.com/en/investor-relations/annual-general-meeting/

Further information on the convening of the Annual General Meeting

(Blocks D to F of Table 3 of the Annex to Implementing Regulation (EU) 2018/1212): Further information regarding participation in the Annual General Meeting (Block D), the agenda (Block E) and details of the deadlines for exercising other shareholder rights (Block F) can be found on the following website:
<https://www.grammer.com/en/investor-relations/annual-general-meeting/>.

GRAMMER Aktiengesellschaft

Ursensollen, Germany

German securities number (WKN): 589540
ISIN: DE0005895403

Unique identifier for the event: `effc40ea4e1cf111b553ac4c42474cb6`

Invitation to the Annual General Meeting

We hereby invite the shareholders of our company to the

Annual General Meeting

to be held on

Friday, May 22, 2026, at 10:00 a.m. (CEST).

GRAMMER Aktiengesellschaft

Ursensollen, Germany

Based on Article 22(5) of the Articles of Association of GRAMMER AG, the Annual General Meeting will be held in the form of a virtual Annual General Meeting without the physical presence of the shareholders or their authorized representatives at the venue of the Annual General Meeting. The entire Annual General Meeting will be broadcast in a live video and audio stream for properly registered shareholders who have provided evidence of their shareholdings, or their authorized representatives, through the password-protected Internet service ("GRAMMER shareholder portal"), which can be accessed via a link on GRAMMER AG's website at

<https://www.grammer.com/en/investor-relations/annual-general-meeting/>.

Shareholders may exercise their voting rights – either in person or by proxy through authorized representatives – exclusively by means of electronic voting or by issuing a power of attorney and instructions to the voting representatives appointed by the company. The venue for the Annual General Meeting for the purposes of the Aktiengesetz (AktG – German Stock Corporation Act) is the premises of GRAMMER AG at Grammer-Allee 2, 92289 Ursensollen, Germany. The shareholders and their authorized representatives (with the exception of the voting representatives appointed by the company) may not be physically present at the venue of the Annual General Meeting. Further details and information can be found at the end of the invitation after the agenda.

Overview of the agenda

Item 1 / Page 7

Presentation of the adopted annual financial statements of GRAMMER AG and the approved consolidated financial statements, the combined management report of GRAMMER AG and the GRAMMER Group, the explanatory report of the Executive Board on the disclosures in accordance with sections 289a and 315a of the Handelsgesetzbuch (HGB – German Commercial Code), and the report of the Supervisory Board for fiscal 2025

Item 2 / Page 7

Resolution on the approval of the actions of the members of the Executive Board for fiscal 2025

Item 3 / Page 7

Resolution on the approval of the actions of the members of the Supervisory Board for fiscal 2025

Item 4 / Page 8

Resolution on the election of the auditor of the annual and consolidated financial statements for fiscal 2026 and the auditor for any review of the condensed financial statements and the interim management report for the first half of fiscal 2026 and other intra-year financial information

Item 5 / Page 8

Resolution on the election of the auditor of the sustainability report for fiscal 2026

Item 6 / Page 9

Resolution on the approval of the remuneration report

Item 7 / Page 9

Supervisory Board elections

Item 8 / Page 11

Resolution on the approval of the revised remuneration system for the members of the Executive Board

Agenda

1. **Presentation of the adopted annual financial statements of GRAMMER AG and the approved consolidated financial statements, the combined management report of GRAMMER AG and the GRAMMER Group, the explanatory report of the Executive Board on the disclosures in accordance with sections 289a and 315a of the Handelsgesetzbuch (HGB – German Commercial Code), and the report of the Supervisory Board for fiscal 2025**

The specified documents will be available on GRAMMER AG's website at

<https://www.grammer.com/en/investor-relations/annual-general-meeting/>

from the time that the Annual General Meeting is convened. They will also be accessible there during the Annual General Meeting.

The Supervisory Board has adopted the annual financial statements and the consolidated financial statements prepared by the Executive Board in accordance with section 172 AktG; the annual financial statements have thus been approved. The Annual General Meeting is therefore not required to adopt a resolution on this item 1 of the agenda.

The annual financial statements of GRAMMER AG as of December 31, 2025, which were prepared in accordance with the provisions of the German Commercial Code, show a net loss. The agenda for this year's Annual General Meeting therefore does not include any item requiring a resolution to be adopted by the Annual General Meeting on the appropriation of net retained profits.

2. **Resolution on the approval of the actions of the members of the Executive Board for fiscal 2025**

The Executive Board and Supervisory Board propose that the actions of the members of the Executive Board named under 2.1 to 2.5 below be approved for fiscal 2025:

- 2.1 Ms. Jurate Keblyte (until March 31, 2025)
- 2.2 Mr. Guoqiang Li
- 2.3 Mr. Jens Öhlenschläger (Spokesman of the Executive Board)
- 2.4 Mr. Thomas Strobl (April 1, 2025, to June 20, 2025)
- 2.5 Mr. Bangben (Kelvin) Wang (since August 1, 2025)

It is intended to have the Annual General Meeting vote individually on the approval of the actions of the members of the Executive Board.

3. **Resolution on the approval of the actions of the members of the Supervisory Board for fiscal 2025**

The Executive Board and Supervisory Board propose that the actions of the members of the Supervisory Board named under 3.1 to 3.18 below be approved for fiscal 2025:

- 3.1 Mr. Klaus Bauer
- 3.2 Ms. Andrea Elsner
- 3.3 Mr. Udo Fechtner (Deputy Chairman of the Supervisory Board)
- 3.4 Dr.-Ing. Ping He (acting member of the Supervisory Board, former Chairman of the Supervisory Board from April 1, 2025, to December 31, 2025)

- 3.5 Mr. Martin Heiß
- 3.6 Mr. Peter Kern (until May 22, 2025)
- 3.7 Dr. Martin Kleinschmitt (member and Chairman of the Supervisory Board until March 31, 2025)
- 3.8 Dipl.-Ing. Jürgen Kostanjevec (until March 31, 2025)
- 3.9 Dipl.-Volkswirtin Dagmar Rehm (until March 31, 2025)
- 3.10 Ms. Gabriele Sons (until March 31, 2025)
- 3.11 Prof. Dr.-Ing. Birgit Vogel-Heuser (until March 31, 2025)
- 3.12 Ms. Caterina Messina
- 3.13 Dr. Markus Lauer (Acting Chairman of the Supervisory Board since January 1, 2026; member of the Supervisory Board since April 1, 2025)
- 3.14 Ms. Jian Shi (from April 1, 2025)
- 3.15 Ms. Xiaolu (Lucy) Tang (from April 1, 2025)
- 3.16 Mr. Yiping Wang (from April 1, 2025)
- 3.17 Mr. Sijun (Robin) Zhang (from April 1, 2025)
- 3.18 Ms. Nicole Schobert (from May 22, 2025)

It is intended to have the Annual General Meeting vote individually on the approval of the actions of the members of the Supervisory Board.

4. Resolution on the election of the auditor of the annual and consolidated financial statements for fiscal 2026 and the auditor for any review of the condensed financial statements and the interim management report for the first half of fiscal 2026 and other intra-year financial information

At the recommendation of its Audit Committee, the Supervisory Board proposes that

**BDO AG
Wirtschaftsprüfungsgesellschaft
Hamburg: Nuremberg Branch**

be appointed as the auditor of the annual and consolidated financial statements for fiscal 2026 and the auditor for any review of the condensed financial statements and the interim management report for the first half of fiscal 2026 and for any review of additional intra-year financial information as referred to in section 115(7) of the Wertpapierhandelsgesetz (WpHG - German Securities Trading Act) for fiscal 2026.

The Audit Committee has declared that its recommendation is free of any undue third-party influence in accordance with Article 16(2) subparagraph 3 of EU Regulation 537/2014 and that no clause of the kind specified in Article 16(6) of EU Regulation 537/2014 has been imposed upon it.

5. Resolution on the election of the auditor of the sustainability report for fiscal 2026

Directive (EU) 2022/2464 of the European Parliament and of the Council of December 14, 2022, amending Regulation (EU) No 537/2014 and Directive 2004/109/EC, Directive 2006/43/EC, and Directive 2013/34/EU, as amended by Directive (EU) 2025/794 of the European Parliament and of the Council, as regards corporate sustainability reporting, requires legislation to implement it in German law (CSRD Implementation Act). At the time the resolutions proposed by the administration to the Annual General Meeting were adopted, a CSRD implementation act had not yet been passed into law; only draft legislation (government draft dated September 3, 2025) existed. This act, which is still going through the legislative

process at the time of the resolution to convene this Annual General Meeting, provides that the auditor of the sustainability report shall be appointed by the Annual General Meeting for fiscal years beginning after December 31, 2024. The election of the auditor of the sustainability report is therefore a precautionary measure in case a German CSRD implementation act requires the appointment of this auditor by the Annual General Meeting.

At the recommendation of its Audit Committee, the Supervisory Board proposes that

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Wirtschaftsprüfungsgesellschaft
Hamburg: Nuremberg Branch

be appointed as the auditor of the sustainability report of the company and of the Group for fiscal 2026.

The Audit Committee has declared that its recommendation is free of any undue third-party influence in accordance with Article 16(2) subparagraph 3 of EU Regulation 537/2014 and that no clause of the kind specified in Article 16(6) of EU Regulation 537/2014 has been imposed upon it.

6. Resolution on the approval of the remuneration report

In accordance with section 162 AktG, the Executive Board and the Supervisory Board of a listed company are required to prepare a report on the remuneration of the members of its executive bodies in the past fiscal year and submit it to the Annual General Meeting for approval in accordance with section 120a(4) AktG.

The remuneration report was audited by the auditor in accordance with section 162(3) AktG to determine whether it contains the disclosures required by law in accordance with section 162(1) and (2) AktG. The report on the audit of the remuneration report is attached to the remuneration report.

The Executive Board and the Supervisory Board propose that the remuneration report prepared and approved in accordance with section 162 AktG for fiscal 2025 be approved.

In accordance with section 124a sentence 1 no. 4 AktG, the remuneration report for fiscal 2025, prepared and audited in accordance with section 162 AktG, is available on the company's website at:

<https://www.grammer.com/en/investor-relations/annual-general-meeting/>.

The remuneration report will also be accessible there during the Annual General Meeting.

7. Supervisory Board elections

Mr. Yiping Wang, who was appointed by the court with effect from April 1, 2025, to serve until the conclusion of the Annual General Meeting on May 22, 2025, and who was elected by the Annual General Meeting on May 22, 2025, has resigned from his position as a member of the Supervisory Board with effect from the conclusion of the 2026 Annual General Meeting.

Accordingly, the election of a member of the Supervisory Board is to be proposed to the Annual General Meeting on May 22, 2026.

In accordance with section 95 sentence 2, section 96(1) and section 101(1) AktG, section 7(1) no. 1 of the Mitbestimmungsgesetz (MitBestG - German Co-Determination Act) and Article 10(1) of the company's Articles of Association, the company's Supervisory Board consists of six members representing the shareholders and six employee representatives.

In accordance with section 96(2) AktG, at least 30% of the Supervisory Board members must be women and at least 30% must be men. An objection to the fulfillment of this requirement by the Supervisory Board as a whole was raised in accordance with section 96(2) sentence 3 AktG. In accordance with section 96(2) sentence 1 AktG, at least four of the members of the Supervisory Board must be women and at least four of the members of the Supervisory Board must be men and, pursuant to section 96(2) sentences 1 and 3 AktG, the members of the Supervisory Board elected by the Annual General Meeting must include at least two women and at least two men due to the objection to fulfillment by the Supervisory Board as a whole. This would be the case if the candidate proposed below is elected.

The Supervisory Board's nomination is based on the recommendation of its Nomination Committee. It takes into account the legal requirements and the objectives adopted by the Supervisory Board for its composition and strives to fulfill the profile of skills and expertise and the diversity strategy developed by the Supervisory Board for the board as a whole.

The Supervisory Board proposes the election of the following person as a shareholder representative on the Supervisory Board with effect from the end of the Annual General Meeting on May 22, 2026, until the end of the Annual General Meeting that adopts a resolution on approval of the actions of the Supervisory Board for fiscal 2030:

Mr. **Jie (Jay) Liu**, Ningbo, People's Republic of China, Managing Director of Jiye Autoparts GmbH and a member of the management board of Ningbo Jifeng Auto Parts Co., Ltd.

As the managing director of Jiye Autoparts GmbH, which is the majority shareholder of the company, and as a member of the management board of Ningbo Jifeng Auto Parts Co., Ltd., which in turn indirectly holds 100% of the shares in Jiye Autoparts GmbH, Mr. Jie (Jay) Liu is a member of the management of an enterprise affiliated with the majority shareholder and the company within the meaning of sections 15 et seq. AktG.

Based on the assessment of the Supervisory Board, there are otherwise no personal or business relationships between Mr. Jie (Jay) Liu on the one hand and GRAMMER AG or its Group companies, the executive bodies of GRAMMER AG or a shareholder with a direct or indirect interest of more than 10% of the voting shares in GRAMMER AG on the other hand that an objective shareholder would consider material for their vote.

Information in accordance with section 125(1) sentence 5 AktG on the Supervisory Board candidate nominated by the Supervisory Board:

Mr. Jie (Jay) Liu

- (i) Memberships of supervisory boards required by law:
None
- (ii) Memberships of comparable domestic and foreign supervisory bodies of commercial enterprises:
None

Further information about the candidate, including his résumé, can be found on the company's website at

<https://www.grammer.com/en/investor-relations/annual-general-meeting/>.

8. Resolution on the approval of the revised remuneration system for the members of the Executive Board

In accordance with section 120a(1) sentence 1 AktG, the annual general meeting of a listed company must adopt a resolution on the approval of the executive board remuneration system whenever there is a material change to the system, but at least once every four years.

The Annual General Meeting of GRAMMER AG approved the remuneration system for the members of the Executive Board (2021 Executive Board Remuneration System) adopted by the Supervisory Board of the company in accordance with section 120a(1) AktG on May 22, 2025.

In due consideration of the provisions of section 87a(1) AktG, the Supervisory Board adopted a resolution on a revised remuneration system for the members of the Executive Board (2026 Executive Board Remuneration System) on February 11, 2026, which updates and makes selective changes to the 2021 Executive Board Remuneration System. This revised remuneration plan is to be submitted to this year's Annual General Meeting for approval in accordance with section 120a(1) sentence 1 AktG.

In accordance with section 124a sentence 1 no. 4 AktG, the 2026 Executive Board Remuneration System for the members of the Executive Board can be viewed on the company's website at:

<https://www.grammer.com/en/investor-relations/annual-general-meeting/>.

The 2026 Executive Board Remuneration System will also be accessible there during the Annual General Meeting. The key changes to the 2026 Executive Board Remuneration Plan compared to the 2021 Executive Board Remuneration Plan are explained in section 1 of the "Revision of the Remuneration Plan" of the 2026 Executive Board Remuneration Plan.

The Supervisory Board proposes that the 2026 Executive Board compensation plan be approved.

Further information on the convening of the Annual General meeting

The Executive Board of GRAMMER AG has decided to hold the Annual General Meeting as a virtual Annual General Meeting without the physical presence of the shareholders or their authorized representatives in accordance with Article 22(5) of the company's Articles of Association. The shareholders and their authorized representatives may not be physically present at the venue of the Annual General Meeting.

The entire Annual General Meeting will be broadcast in a live video and audio stream for properly registered shareholders who have provided evidence of their shareholdings, or their authorized representatives, via the password-protected Internet service ("GRAMMER shareholder portal"), which can be accessed via a link on the company's website at

<https://www.grammer.com/en/investor-relations/annual-general-meeting/>

starting from 10:00 a.m. (CEST) on May 22, 2026. The login data for using the GRAMMER shareholder portal will be sent to the shareholders or their authorized representatives after they have properly registered for the Annual General Meeting and provided evidence of their shareholdings. When using the GRAMMER shareholder portal throughout the duration of the virtual Annual General Meeting on May 22, 2026, the shareholders or their authorized representatives will be connected to the virtual Annual General Meeting electronically and will be able to exercise their shareholder rights via the GRAMMER shareholder portal. Properly registered shareholders who have provided evidence of their shareholdings, or their authorized representatives, will be able to exercise voting rights, make use of the right to speak and the right to request information, file objections and submit statements before the meeting in accordance with the designated process on the GRAMMER shareholder portal.

1. Conditions for participating in the Annual General Meeting and exercising voting rights

In accordance with Article 22(1) of the company's Articles of Association, only those shareholders who register for the virtual Annual General Meeting and provide evidence of their shareholdings are entitled to participate in the Annual General Meeting and exercise their voting rights. In accordance with Article 22(2) of the Articles of Association, evidence of shareholdings must refer to the start of the 22nd day before the Annual General Meeting, i.e. 24:00 (CEST) at the start of April 30, 2026 (the "**record date**"). Evidence of shareholdings provided by the last intermediary in accordance with section 67c(3) AktG is required. The company must receive the registration and evidence of shareholdings at the following address by no later than the end of May 15, 2026 (24:00 CEST):

GRAMMER AG

c/o Computershare Operations Center
80249 Munich

by e-mail: anmeldestelle@computershare.de

The registration and evidence of shareholdings must be provided in written form (section 126b of the Bürgerliches Gesetzbuch (BGB - German Civil Code)). We recommend that our shareholders contact their custodian bank in good time in order to ensure that the company receives proper and punctual proof of the last intermediary in accordance with section 67c(3) AktG.

Registration for the Annual General Meeting, proof of eligibility and information regarding proxies and instructions to proxies appointed by the company as well as the authorization of third parties may also be submitted in accordance with section 67c AktG through intermediaries pursuant to MiFID II in conjunction with the Implementing Regulation (EU 2018/1212) in the ISO 20022 format (e.g. via SWIFT, CMDHDEMXXX). Registration via SWIFT requires authorization through the SWIFT Relationship Management Application (RMA).

Notifications pursuant to section 67c AktG submitted through an intermediary must be received by the company no later than the final filing date, i.e. by 24:00 (CEST) on May 15, 2026. Orders for admission tickets can still be made and authorizations and instructions can still be issued in accordance with section 67c AktG through an intermediary after that date; they must be received by the company by 24:00 (CEST) on May 21, 2026.

Significance of the record date

Only those shareholders who have provided the company with evidence of their shareholdings will be considered shareholders for the purposes of participating in the virtual Annual General Meeting and exercising voting rights. Entitlement to participate in the Annual General Meeting and the number of voting rights will be determined exclusively by the shareholder's shareholdings as of the record date. The record date does not prevent shareholders from selling their shareholdings. Even in the event of the full or partial sale of shareholdings after the record date, the exercise of shareholder rights, participation in the Annual General Meeting and the number of voting rights will be determined exclusively by the shareholder's shareholdings on the record date, i.e. the sale of shares after the record date will have no effect on the shareholder's entitlement or the number of voting rights. The same applies to purchases

of (additional) shares after the record date. Any person who is not a shareholder on the record date, for example, but who purchases shares before the Annual General Meeting will not be entitled to participate or vote. The record date also has no effect on the entitlement to dividends.

After their registration and evidence of their shareholdings have been received, the shareholders or their authorized representatives will be sent the login data for using the GRAMMER shareholder portal, which can be accessed via a link on the company's website at

<https://www.grammer.com/en/investor-relations/annual-general-meeting/>.

We kindly request shareholders to ensure that they register and send evidence of their shareholdings to the company in good time.

2. Procedure for electronic absentee voting

Shareholders who have registered properly and provided evidence of their shareholdings in accordance with the above provisions can exercise their voting rights – themselves or through authorized representatives – by electronic absentee voting via the GRAMMER shareholder portal.

Votes will be cast electronically in accordance with the designated procedure on the GRAMMER shareholder portal, which can be accessed via link on the company's website at

<https://www.grammer.com/en/investor-relations/annual-general-meeting/>.

Absentee votes can be cast, modified or revoked on the GRAMMER shareholder portal until such time as voting is closed by the chair of the meeting at the virtual Annual General Meeting on May 22, 2026.

3. Procedure for voting by proxy through authorized representatives

Shareholders who do not wish to exercise their voting rights themselves by electronic absentee voting can also have their voting rights exercised by an authorized representative such as an intermediary, a shareholder association, a proxy adviser or another third party after they have granted the appropriate authorization. Even if they use authorized representatives, shareholders are still required to register properly and provide evidence of their shareholdings in due time.

In order for an authorized representative to use the GRAMMER shareholder portal, the corresponding login data sent after the shareholder has properly registered for the Annual General Meeting and provided evidence of their shareholdings must be received by the authorized representative from the authorizing shareholder, provided the login data were not sent directly to the authorized representative.

The authorization must be issued, amended, revoked and the documentary evidence of the authorization must be provided to the company in written or electronic form. There may be special considerations for granting authorization to exercise voting rights in accordance with section 135 AktG (granting of authorization to intermediaries, proxy advisers, shareholder associations or other equivalent persons or institutions in accordance with section 135(8) AktG and revoking these and for providing the relevant evidence to the company; with regard to the form to be used in this respect, we would ask our shareholders to coordinate with the specified persons.

In order to grant authorization in relation to the company, send proof of an authorization that has been issued and modify and revoke authorizations, the GRAMMER shareholder portal, which can be accessed at

<https://www.grammer.com/en/investor-relations/annual-general-meeting/>

will be available until the end of the Annual General Meeting.

The following address will also be available until the end of May 21, 2026 (24:00 CEST) (receipt by the company).

GRAMMER AG

c/o Computershare Operations Center
80249 Munich
or

by e-mail: anmeldestelle@computershare.de

If a shareholder authorizes more than one person, the company may reject one or more of these.

The authorization form will also be sent to shareholders or their authorized representatives on request at any time and is also available at

<https://www.grammer.com/en/investor-relations/annual-general-meeting/>

Please note that authorized representatives (with the exception of the voting representatives appointed by the company) also cannot physically attend the virtual Annual General Meeting, but can similarly

exercise voting rights for the shareholders they are representing only by means of electronic absentee voting or by granting (sub-)authorization to the voting representatives appointed by the company.

4. Procedure for voting through the voting representatives appointed by the company

The company offers shareholders who have registered properly and provided evidence of their shareholdings in accordance with the above provisions the option of granting authorization to voting representatives appointed by the company before the Annual General Meeting. If granted authorization, the voting representatives appointed by the company exercise voting rights at the Annual General Meeting in accordance with the instructions issued. The voting representatives may exercise voting rights only with regard to those items on the agenda for which they have been issued clear and explicit instructions. The voting representatives cannot accept any instructions to request to speak, to submit statements, to file objections to resolutions of the Annual General Meeting or to ask questions or propose motions.

Authorizations and instructions to the voting representatives appointed by the company can be issued, modified or revoked in accordance with the designated process via the GRAMMER shareholder portal, which is accessible at

<https://www.grammer.com/en/investor-relations/annual-general-meeting/>

until such time as voting is closed by the chair of the meeting at the virtual Annual General Meeting.

In addition, authorizations and instructions to the voting representatives appointed by the company can be issued in written or electronic form (section 126b BGB) to the address below by no later than the end of May 21, 2026 (24:00 CEST) (receipt by the company).

GRAMMER AG

c/o Computershare Operations Center

80249 Munich

or

by e-mail: anmeldestelle@computershare.de

If both electronic absentee votes and authorizations with instructions to the voting representatives appointed by the company are received, electronic absentee votes will always be considered to take precedence. If different authorizations with instructions are received via different communication channels, the following order of precedence will apply: declarations sent (1) via the GRAMMER shareholder portal, (2) by e-mail, (3) by mail.

5. Information on shareholders' rights

(a) Requests for additions to the agenda (section 122(2) AktG)

Shareholders whose combined shares amount to at least one twentieth of the company's share capital (761,897 shares at the time of the Annual General Meeting is convened) or a pro rata amount of EUR 500,000.00 (195,313 shares at the time of the Annual General Meeting is convened) can request that items be placed on the agenda and published. Each new item must be accompanied by the reasons for it or a proposed resolution. The request must be sent to the Executive Board in writing. The company must receive requests for additions to the agenda at least 30 days before the Annual General Meeting, i.e. by the end of April 21, 2026 (24:00 CEST), at the following address:

The Executive Board of GRAMMER AG

– Annual General Meeting –
Grammer-Allee 2
92289 Ursensollen

Applicants must provide evidence that they have held shares for at least 90 days before the date when the request is received and that they will hold the shares until the Executive Board makes a decision on the application.

Additions to the agenda that must be disclosed publicly will be published in the Federal Gazette immediately after the request is received and passed on for publication to media that can be expected to disseminate the information throughout the entire European Union.

They will also be published on the company's website at

<https://www.grammer.com/en/investor-relations/annual-general-meeting/>

and notified to shareholders.

(b) Countermotions and nominations (sections 126 and 127 AktG)

Each shareholder is entitled to submit countermotions and nominations to the company before the virtual Annual General Meeting in accordance with sections 126(1) and 127 AktG. The company will publish the countermotions and nominations on its website provided that they satisfy the relevant statutory requirements.

If countermotions or nominations have to be published in advance by the company in accordance with sections 126 and 127 AktG, they must be sent to the following address no later than 14 days before the date of the Annual General Meeting, i.e. by no later than the end of May 7, 2026 (24:00 CEST):

GRAMMER AG

– Annual General Meeting –
Grammer-Allee 2
92289 Ursensollen

by e-mail: hv@grammer.com

Countermotions and nominations sent elsewhere will not be considered. Furthermore, under certain other conditions governed in more detail by sections 126 and 127 AktG, the company can also opt not to

publish countermotions (or the reasons for them) or nominations, in full or in part, or it can summarize them. Reasons do not have to be provided for nominations. The nomination, including the name of the shareholder, any reasons to be disclosed, mandatory disclosures in accordance with section 127(4) AktG and any statement by management, will be published on the company's website at

<https://www.grammer.com/en/investor-relations/annual-general-meeting/>.

Shareholders will be asked to provide evidence of their capacity as shareholders when they send the countermotion or nomination.

Countermotions or nominations to be disclosed will be deemed to have been submitted at the Annual General Meeting at the time they are disclosed. Voting rights on such motions can be exercised, including before the Annual General Meeting, as soon as the conditions for exercising voting rights are met. If the shareholder who submitted the motion is not properly authorized or is not properly registered for the Annual General Meeting, the motion does not have to be addressed at the meeting.

Shareholders connected electronically to the Annual General Meeting can also submit motions and nominations during the Annual General Meeting without having sent these in advance. Further information on the designated process for this can be found in the section entitled "Right to speak (section 118a(1) sentence 2 no. 7 and section 130a(5) and (6) AktG), right to receive information (section 118a(1) sentence 2 no. 4 and section 131 AktG) and right to propose motions (section 118a(1) sentence 2 no. 3 AktG) at the Annual General Meeting".

(c) Right to submit statements (section 118a(1) sentence 2 no. 6 and section 130a (1) to (4) AktG)

Shareholders who have registered properly for the Annual General Meeting and provided evidence of their shareholdings, or their authorized representatives, have the right to submit statements on the items of the agenda electronically on the GRAMMER shareholder portal at

<https://www.grammer.com/en/investor-relations/annual-general-meeting/>

in written or electronic form before the Annual General Meeting. Statements must not exceed a length of 10,000 characters. By submitting a statement, the shareholder or their authorized representative consents to the statement being made available on the password-protected GRAMMER shareholder portal along with their name. Statements must be submitted no later than five days before the Annual General Meeting, i.e. by no later than the end of May 16, 2026 (24:00 CEST).

Submitted statements that satisfy these requirements and are to be made available in accordance with the statutory provisions will be published no later than four days before the Annual General Meeting, i.e. by the end of May 17, 2026 (24:00 CEST), on the GRAMMER shareholder portal, which can be accessed at

<https://www.grammer.com/en/investor-relations/annual-general-meeting/>

disclosing the name of the shareholder or the shareholder's authorized representative.

Questions, motions, nominations and objections to resolutions of the Annual General Meeting that are contained in statements will not be considered as such.

(d) Right to speak (section 118a(1) sentence 2 no. 7 and section 130a(5) and (6) AktG), right to receive information (section 118a(1) sentence 2 no. 4 and section 131 AktG) and right to propose motions (section 118a(1) sentence 2 no. 3 AktG) at the Annual General Meeting

Shareholders and authorized representatives of shareholders who are connected electronically to the Annual General Meeting have a right to speak and a right to receive information at the Annual General Meeting. Requests for information may form part of a speech. It will not be possible to submit questions prior to the Annual General Meeting.

Shareholders and authorized representatives of shareholders who are connected electronically to the Annual General Meeting also have the right to submit motions and nominations at the Annual General Meeting.

The GRAMMER shareholder portal at

<https://www.grammer.com/en/investor-relations/annual-general-meeting/>

is to be used for exercising the above rights. The right to speak and the right to submit motions and nominations at the Annual General Meeting will be exercised by means of video communication; it is planned to stipulate that the right to receive information can also be exercised only by means of video communication. The above rights can be exercised only on the day of the Annual General Meeting starting from 10:00 a.m. (CEST) until the time determined by the chair of the meeting.

The company reserves the right to check in advance that the video communication between the shareholder or authorized representative and the company is functioning properly at the meeting and to refuse to permit the speech, question, motion or nomination if proper functioning is not ensured. The chair of the meeting will explain the procedure for requesting to speak and calling shareholders up to speak in more detail at the Annual General Meeting.

The right to receive information in accordance with section 131(1) AktG includes information on matters relating to the company provided this is required in order to appropriately assess an item on the agenda. The Executive Board's duty to provide information also extends to the company's legal and business relations with affiliated companies and the position of the Group and the companies included in the consolidated financial statements (see section 131(1) sentence 2 and sentence 4 AktG). The Executive Board may refrain from answering certain questions for the reasons listed in section 131(3) AktG.

(e) Filing objections (section 118a(1) sentence 2 no. 8 AktG)

Shareholders and their authorized representatives are given the opportunity to declare objections to resolutions of the Annual General Meeting. Such declarations can be made by means of electronic communication on the GRAMMER shareholder portal accessible at

<https://www.grammer.com/en/investor-relations/annual-general-meeting/>

and are possible from the time that the Annual General Meeting is opened at 10:00 a.m. (CEST) on May 22, 2026, until it is closed by the chair of the meeting.

(f) Further information

Further information on shareholders' rights in accordance with section 122(2) and sections 126, 127, 130a and 131(1) AktG can be found on the company's website at

<https://www.grammer.com/en/investor-relations/annual-general-meeting/>.

6. Publications on the website (section 124a AktG)

The documents and other information to be disclosed will be available together with this invitation on the company's website at

<https://www.grammer.com/en/investor-relations/annual-general-meeting/>

from the time that the virtual Annual General Meeting is convened. They will also be accessible there during the virtual Annual General Meeting.

Any countermotions, nominations and requests for additions by shareholders that are received by the company in time, i.e. by the deadlines specified above, and that are required to be published will also be disclosed on the above website. The voting results will be published on the same website after the virtual Annual General Meeting.

7. Total number of shares and voting rights

At the time the Annual General Meeting is convened, the share capital of the company is divided into 15,237,922 no-par value shares with the same number of voting rights. There are therefore 15,237,922 voting rights.

The company holds 330,050 treasury shares at the time the Annual General Meeting is convened. These shares do not confer any voting rights.

8. Data protection information for shareholders and authorized representatives

GRAMMER AG will process the personal data of its shareholders and any shareholder representatives in order to prepare and conduct its virtual Annual General Meeting. The purpose of processing this data is to enable shareholders and shareholder representatives to participate in the virtual Annual General Meeting and to exercise their rights before and during the virtual Annual General Meeting.

GRAMMER AG will process these data as the controller in accordance with the provisions of the EU General Data Protection Regulation (GDPR) and all other relevant laws. Details on how personal data and rights are handled in accordance with the GDPR can be found on the company's website at

<https://www.grammer.com/en/investor-relations/annual-general-meeting/>.

Ursensollen, April 2026

GRAMMER AG
The Executive Board

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