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Société européenne

Registered office: 9, rue de Bitbourg

L-1273 Luxembourg

R.C.S. Luxembourg: B249273

(the "**Company**")

CONVENING NOTICE TO AN EXTRAORDINARY GENERAL MEETING AND ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF THE COMPANY

An extraordinary general meeting of the shareholders of the Company (the "**EGM**") is to be held on 27 May 2025 at 9:00 a.m. CEST at 41A, Avenue John F. Kennedy, L-2082 Luxembourg, Grand Duchy of Luxembourg.

I. AGENDA FOR THE EGM

1. Acknowledgement of (a) the special report prepared by the Management Board of the Company (the "**Management Board**") in relation to Article 420-26 (5) of the law of 10 August 1915 as amended regarding the proposed renewal and increase of the authorised capital of the Company as published on the website of the Company and (b) the existing authorised capital which is to continue to apply until 17 February 2026 and decision (i) to increase and renew the existing authorised capital which shall amount with effect as from 18 February 2026 to ten million three hundred eighty three thousand two hundred five euro and thirty-five cents (EUR 10,383,205.35), excluding the issued share capital, and (ii) to authorize the Management Board with the consent of the Supervisory Board to issue up to five hundred forty million seven hundred ninety-one thousand nine hundred forty-six (540,791,946) class A shares without nominal value, or to grant options to subscribe for such shares, and to issue any other instruments convertible into such shares to persons and on such terms as it shall see fit and specifically to proceed to such issue with or without reserving a preferential subscription right for existing shareholders for a period of five (5) years as from the publication with the Luxembourg *Recueil électronique des sociétés et associations* of the resolutions of the extraordinary general meeting of the shareholders of the Company to be held on 27 May 2025 to amend the articles of association of the Company in this respect and (iii) to consequentially amend article 6.1 of the articles of association of the Company as proposed in the draft resolutions made available on the website of the Company.
2. Full amendment and restatement of the articles of association of the Company in the form made available on the website of the Company to reflect the removal of references relating to the Company's former status as a special purpose acquisition company (SPAC) that are no longer required or pertinent.

The EGM shall be followed immediately by the annual general meeting of the shareholders of the Company (the "**AGM**" and together with the EGM, the "**General Meetings**"), which is to be held on 27 May 2025 at 9:30 a.m. CEST at 41A, Avenue John F. Kennedy, L-2082 Luxembourg, Grand Duchy of Luxembourg.

II. AGENDA FOR THE AGM

1. Presentation of the combined management report regarding the annual accounts of the Company and the consolidated financial statements for the financial year ended December 31, 2024.
2. Presentation of the reports of the independent auditor (*cabinet de révision agréé*) of the Company regarding the annual accounts of the Company and the consolidated financial statements for the financial year ended December 31, 2024.
3. Approval of the annual accounts of the Company for the financial year ended December 31, 2024.
4. Acknowledgement of the loss of the Company made with respect to the financial year ended December 31, 2024, and resolution to carry forward the loss of the Company for the financial year ended December 31, 2024.
5. Approval of the consolidated financial statements for the financial year ended December 31, 2024.
6. Presentation of and advisory vote on the remuneration report for the members of the Management Board and the Supervisory Board in the financial year ended December 31, 2024.
7. Discharge (*quitus*) to Christoph Schuh, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the financial year ended December 31, 2024.
8. Discharge (*quitus*) to Dr. Dirk Altenbeck, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the financial year ended December 31, 2024.
9. Discharge (*quitus*) to Philipp Kloeckner, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the financial year ended December 31, 2024.
10. Discharge (*quitus*) to Martin Reiter, as member of the Supervisory Board, for the performance of his duties as member of the Supervisory Board for and in connection with the financial year ended December 31, 2024.
11. Discharge (*quitus*) to Susanne Sandler, as member of the Supervisory Board, for the performance of her duties as member of the Supervisory Board for and in connection with the financial year ended December 31, 2024.
12. Discharge (*quitus*) to Christina Smedley, as member of the Supervisory Board, for the performance of her duties as member of the Supervisory Board for and in connection with the financial year ended December 31, 2024.
13. Discharge (*quitus*) to Dr. Patrick Andrae, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the financial year ended December 31, 2024.
14. Discharge (*quitus*) to Wolfgang Heigl, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the financial year ended December 31, 2024.
15. Discharge (*quitus*) to Valentin Gruber, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the financial year ended December 31, 2024.
16. Discharge (*quitus*) to Steffen Schneider, as member of the Management Board, for the performance of his duties as member of the Management Board for and in connection with the financial year ended December 31, 2024.

17. Re-Appointment of Dr. Dirk Altenbeck as member of the Supervisory Board until the general meeting called to approve the annual accounts of the Company for the financial year ending December 31, 2028.
18. Re-Appointment of Philipp Kloeckner as member of the Supervisory Board until the general meeting called to approve the annual accounts of the Company for the financial year ending December 31, 2028.
19. Appointment of Dr. Florian Heinemann as member of the Supervisory Board until the general meeting called to approve the annual accounts of the Company for the financial year ending December 31, 2028.
20. Appointment of Florian Schuhbauer as member of the Supervisory Board until the general meeting called to approve the annual accounts of the Company for the financial year ending December 31, 2028.
21. Renewal of the mandate of the independent auditor (*cabinet de révision agréé*) of the Company, Ernst & Young Luxembourg, represented by partner Yves Even, in relation to the annual accounts of the Company and the consolidated financial statements for the financial year ending on December 31, 2025.

III. PARTICIPATION IN THE GENERAL MEETINGS

Quorum and Majority

EGM

Any amendment of the articles of association of the Company requires a majority of at least two-thirds of the votes validly cast at a general meeting of shareholders at which at least half of the share capital is present or represented. In case the second condition is not satisfied, a second meeting may be convened in accordance with the 1915 Law, which may deliberate regardless of the proportion of the capital represented and at which resolutions are taken at a majority of at least two-thirds of the votes validly cast. Abstention and nil votes will not be taken into account for the calculation of the majority. The resolutions to be passed under such requirements relate to items 1 and 2 of the EGM agenda.

AGM

Pursuant to the Company's articles of association and the 1915 Law, resolutions regarding items 3 to 21 of the AGM agenda will be passed by a simple majority of the votes validly cast, regardless of the portion of capital represented, it being understood that item 6 constitutes an advisory vote only. Items 1 and 2 do not require any votes from the shareholders of the Company.

Right to Amend the Content of the Agenda

Pursuant to the Company's articles of association and the Luxembourg law of 24 May 2011 on certain rights of shareholders in listed companies, as amended (the "**Luxembourg Shareholders' Rights Law**"), one or several shareholders representing at least five percent (5%) of the Company's share capital may request the adjunction of one or several items to the agenda of the EGM and/or AGM provided that the request is accompanied by a justification of or draft resolution(s). Pursuant to Article 4 of the Luxembourg Shareholders' Rights Law and the Company's articles of association, such request and justification of or draft resolution(s) must be received at the Company's registered office by registered letter or by e-mail (to the attention of the Management Board, 9, rue de Bitbourg, L-1273 Luxembourg) or electronic means (to: hometogo@linkmarketservices.eu) at least twenty-two (22) days prior to the

date of the relevant general meeting of shareholders, *i.e.* by **5 May 2025** accompanied by a proof of the shareholding of such shareholder(s) and the address or e-mail address which the Company may use in order to deliver the acknowledgment of receipt of such request. The Company must acknowledge reception of such request within forty-eight (48) hours of receipt of such request. In case such request entails a modification of the agenda of the relevant general shareholders' meeting, the Company will make an amended agenda available at the latest fifteen (15) days prior to the date of the general meeting, *i.e.* by **12 May 2025**.

Documents

Copies of the proposals of the resolutions to be adopted at the General Meetings as well as the documents related to the aforementioned items on the agenda of the EGM and AGM (including the proposed new consolidated articles of association) will be on display for inspection by the shareholders on the Company's website (<http://ir.hometogo.de/agm>) and at the registered office of the Company as from **23 April 2025**. Upon request to the centralizing agent of the Company (the "**Centralizing Agent**"), being:

Better Orange IR & HV AG

Landshuter Allee 10

80637 Munich Germany

Fax: +49 89 889690633

E-Mail: hometogo@linkmarketservices.eu

copies of the above-mentioned documents are going to be mailed to the shareholders.

Share Capital of the Company

The Company's share capital is set at three million four hundred forty-one thousand sixty-eight euro forty-five cents (EUR 3,461,068.45), represented by (i) two million two hundred ninety-one thousand six hundred sixty-seven (2,291,667) class B2 shares without nominal value, (ii) two million two hundred ninety-one thousand six hundred sixty-six (2,291,666) class B3 shares without nominal value, and (iii) one hundred seventy-five million six hundred eighty thousand six hundred forty-nine (175,680,649) class A shares without nominal value. Any reference made hereinafter to the "shares" or a "share" shall be construed as a reference to the class A shares and/or the class B shares, depending on the context and as applicable. The same construction applies to any reference made hereinafter to the "shareholders" or a "shareholder" of the Company.

Each share entitles the holder thereof to one vote.

Right to Participate and Vote in the General Meetings

The rights of a shareholder to participate in the General Meetings and to vote shall be determined with respect to the shares held by that shareholder on **13 May 2025 at 24.00 (midnight) CEST** (the "**Record Date**"). Any transferee having become owner of any shares after the Record Date has no right to vote at the General Meetings.

Shareholders wishing to participate in the General Meetings without attending in person, shall provide a proxy or voting form (in accordance with sections "*Voting Forms*" and "*Representation*").

Registration for the General Meetings

The Management Board considers that shareholders who provide proof of their shareholding on the Record Date and submit their voting form or provide a proxy as set forth in the below section "*Representation*", do not have to undertake other formalities to comply with the obligation set out in Article 5 (3) of the Luxembourg Shareholders' Rights Law.

Proof of shareholding being a prerequisite for a shareholder to participate and vote in the General Meetings, shareholders whose shares are held in book-entry form through the operator of a securities settlement system or with a professional depositary or sub-depositary designated by such depositary must submit proof certifying the number of shares held on the Record Date (the "**Certificate of Holdings**") to the Centralizing Agent in the period from **13 May 2025 at 24.00 (midnight) CEST until 22 May 2025 at 18.00 CEST**. A form for the proof of shareholding (Proof of Holding Form) is provided on the Company's website (<http://ir.hometogo.de/agm>), which may be used.

To participate in and vote at the General Meetings, class B shareholders need to be recorded in the share register of the Company on **13 May 2025 at 24.00 (midnight) CEST**.

Attendance in Person

The intention of a shareholder or proxyholder to participate in person in the General Meetings (the "**In-Person Attendance Declaration**") shall be notified by such shareholder or proxyholder to the Centralizing Agent in writing by mail or by e-mail no later than on **22 May 2025 at 18.00 CEST**. A form for the In-Person Attendance Declaration is provided on the Company's website (<http://ir.hometogo.de/agm>), which may be used.

Any shareholder or proxyholder participating in the General Meetings in person shall carry proof of identity.

Voting Forms

Shareholders who do not wish to participate in person in the General Meetings or appoint a proxy may cast their votes by sending a voting form to the Centralizing Agent by mail, e-mail or in any other form, and in particular by any other electronic means made available by the Company no later than on **22 May 2025 at 18.00 CEST** (for further requirements see above sections "Registration for the General Meetings" and "Right to Participate in the General Meeting" for requirements to participate in the General Meetings). Voting forms provided by the Company on its website (<http://ir.hometogo.de/agm>) may be used and if used, only signed voting forms will be taken into account (including for the avoidance of doubt, signed pursuant to a valid, legal and binding power of attorney and/or signed electronically).

Shareholders having submitted a voting form and who wish to revoke such voting form may do so by timely providing a later dated voting or proxy form or cancelling the voting form in writing to the Centralizing Agent of the Company at the address referred to above. Only the last voting or proxy form received by the Centralizing Agent before **22 May 2025 at 18.00 CEST** will be considered.

Representation

In the event that any shareholder appoints another person as proxy to vote on their behalf, the completed and executed proxy form must be submitted by mail, e-mail or in any other form, and in particular by any other electronic means made available by the Company, to the Centralizing Agent of the Company no later than on **22 May 2025 at 18.00 CEST** (for further

requirements see above sections “*Registration for the General Meetings*” and “*Right to Participate in the General Meetings*” for requirements to participate in the General Meetings).

Proxy forms provided on the website of the Company (<http://ir.hometogo.de/agm>) may be used and if used, only signed proxy forms will be taken into account (including for the avoidance of doubt, signed pursuant to a valid, legal and binding power of attorney and/or signed electronically). One person may represent more than one shareholder.

Shareholders having submitted a proxy form but who wish to revoke such proxy form may do so by timely providing a later dated proxy or voting form or by cancelling the proxy form in writing to the Centralizing Agent of the Company at the address referred to above.

If the Company and/or the Centralizing Agent receives more than one different voting document from a shareholder, only the last voting or proxy form received by the Centralizing Agent and/or the Company before **22 May 2025 at 18.00 CEST** will be considered. Any voting document provided will be disregarded should the shareholder attend the General Meetings in person and collect a voting card.

If, pursuant to a signed proxy form as described above, shareholders appoint a person other than the person appointed by the Company as their proxyholder, please note that the proxyholder will need to provide a new voting form in accordance with section “*Voting Forms*” in the name and on behalf of the shareholder.

Shareholder Questions

Shareholders, the proxyholder appointed by the Company and proxyholders of shareholders (in case such shareholders appointed individual proxyholders) that have correctly submitted their proof of shareholding (see above sections “*Registration for the General Meetings*” and “*Right to Participate in the General Meetings*”) and carry proof of identity at the General Meetings, shall have the opportunity to ask questions to the Company at the General Meetings.

The questions will be answered at the reasonable discretion of the Company and the Company is not required to answer all questions. In particular, questions may be summarised, combined or separated. Reasonable questions may be selected in the interest of the other shareholders, and questions from shareholders’ associations and institutional investors with significant voting interests may be given preference.

Language

The General Meetings will be held in English.

Luxembourg, 23 April 2025.

For the Management Board.

Dr. Patrick Andrae
Chief Executive Officer and member of the
Management Board

Steffen Schneider
Chief Financial Officer and member of the
Management Board