

SYZYG/AG

Invitation to the
**virtual Annual
General Meeting**



2026

Friday, 3 July 2026, 10:00 a.m. (CEST)



Invitation to the virtual Annual General Meeting

We hereby invite our shareholders
to be held on
Friday, 3 July 2026, 10:00 am (CEST),
to attend the Annual General
Meeting

This year's Annual General Meeting will be held as a virtual meeting without the physical presence of shareholders or their proxies.

The venue of the meeting within the meaning of the German Stock Corporation Act is the lecture hall of the German National Library, Adickesallee 1, 60322 Frankfurt am Main.

I. Virtual Annual General Meeting without the physical presence of shareholders or their proxies

The Annual General Meeting will be held on the basis of Section 8(1a) of the Articles of Association in the form of a virtual Annual General Meeting in accordance with Section 118a of the German Stock Corporation Act (AktG) without the physical presence of the shareholders or their proxies (with the exception of the proxies appointed by the Company).

The Annual General Meeting will be broadcast live in audio and video format to shareholders who have duly registered and provided proof of their shareholding, and to their proxies, via the password-protected AGM portal (hereinafter the "AGM portal") at the internet address <https://www.syzygy-group.net/hauptversammlung/>. Properly registered shareholders and their proxies may exercise their voting rights exclusively by means of electronic postal voting or by granting a proxy and issuing instructions to the proxies appointed by the Company. Shareholders and their proxies (with the exception of the proxies appointed by the Company) are not permitted to be physically present at the venue of the Annual General Meeting.

For further details, please refer to the additional information and notes at the end of the invitation following the agenda under "III. Information on the conduct of the Annual General Meeting as a virtual Annual General Meeting without the physical presence of shareholders or their proxies".

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II. Agenda

1. Presentation of the adopted annual financial statements and the approved consolidated financial statements, together with the management report and the group management report for the financial year 2025, the report of the Supervisory Board and the explanatory report of the Management Board on the disclosures pursuant to Sections 289a and 315a of the German Commercial Code (HGB)

The Supervisory Board approved the annual financial statements and the consolidated financial statements prepared by the Management Board in accordance with Sections 172 and 173 of the German Stock Corporation Act (AktG) on 30 March 2026 and thereby adopted the annual financial statements. Consequently, there is no need for the Annual General Meeting to adopt them.

The annual financial statements and consolidated financial statements, the management reports for the Company and the Group, the report of the Supervisory Board and the report of the Management Board containing the explanatory notes on takeover law disclosures will be made available to the Annual General Meeting. All of the above documents will be available on the Company's website at <https://www.szygyg-group.net/hauptversammlung/> from the date of the notice convening the Annual General Meeting and throughout the meeting.

2. Discharge of the Management Board for the financial year 2025

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

3. Discharge of the Supervisory Board for the financial year 2025

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

4. Appointment of the auditor and the group auditor for the financial year 2026

The Supervisory Board proposes that Forvis Mazars GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Frankfurt am Main branch, be appointed as the statutory auditor and group auditor for the financial year 2026.

Pursuant to Section 107(4), second sentence, of the German Stock Corporation Act (AktG), the three-member Supervisory Board of SYZYG AG also constitutes the company's Audit Committee.

In its capacity as the Audit Committee, the Supervisory Board has declared that its nomination for the appointment of the statutory auditor and group auditor is free from undue influence by third parties and that, with regard to the selection of a specific statutory auditor, it is not subject to any

restrictions within the meaning of Article 16(6) of Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16 April 2014 (EU Audit Regulation).

Forvis Mazars GmbH & Co. KG has, for its part, declared that there are no business, financial, personal or other relationships between itself, its governing bodies and audit managers on the one hand, and the company and its board members on the other, which could give rise to doubts as to its independence.

5. Resolution on the approval of the remuneration report for the financial year 2025, prepared and audited in accordance with Section 162 of the German Stock Corporation Act (AktG)

The Management Board and Supervisory Board submit to the Annual General Meeting the remuneration report of SYZYG AG for the 2025 financial year, which has been prepared in accordance with section 162 of the German Stock Corporation Act (AktG) and audited by the auditors Forvis Mazars GmbH & Co. KG, Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Frankfurt am Main branch, in accordance with Section 162(3) of the German Stock Corporation Act (AktG) and which has been issued with an audit opinion, for approval.

The remuneration report will be available on the Company's website at <https://www.szygyg-group.net/hauptversammlung/> from the date of convening the Annual General Meeting and throughout the meeting.

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

“The remuneration report of SYZGY AG for the financial year 2025, prepared and audited in accordance with Section 162 of the German Stock Corporation Act (AktG), is approved.”

6. Election of two Supervisory Board members

Mr Johnny Hornby has resigned from his position on the Supervisory Board with effect from 31 October 2025. Mr Hornby was elected to the company’s Supervisory Board at the Annual General Meeting on 10 July 2025 for the period until the conclusion of the Annual General Meeting that decides on the discharge for the financial year 2028.

On 5 March 2026, the Frankfurt Local Court appointed Mr Frank-Michael Schmidt as a new member of the Supervisory Board pursuant to Section 104(1) sentence 1 of the German Stock Corporation Act (AktG), at the request of the Supervisory Board and the Management Board. The court’s appointment of the Supervisory Board is valid until the by-election by this Annual General Meeting on 3 July 2026. A by-election is therefore necessary.

Mr Shahid Sadiq has resigned from his position on the Supervisory Board with effect from the end of 30 April 2026. Mr Sadiq was elected to the company’s Supervisory Board at the Annual General Meeting on 9 July 2024 for the period

until the conclusion of the Annual General Meeting that resolves on the discharge for the financial year 2028. A new member is therefore to be elected to the Supervisory Board for the remainder of the term of office.

Pursuant to Sections 96(1) and 101(1) of the German Stock Corporation Act (AktG), the Supervisory Board is composed exclusively of shareholder representatives and, in accordance with Article 6(1) of the Articles of Association, consists of three members. The Annual General Meeting is not bound by nominations for the members of the Supervisory Board to be elected by it.

The Supervisory Board proposes

a) Mr Frank-Michael Schmidt, President of WPP Deutschland Holding GmbH & Co. KG, Frankfurt am Main, and CEO of Scholz & Friends Family GmbH, Hamburg, resident in Hamburg, as a member of the Supervisory Board for the remainder of the term of office of the outgoing member Johnny Hornby, i.e. for the period until the end of the Annual General Meeting that decides on the discharge for the financial year 2028.

Information pursuant to Section 125(1) sentence 5 of the German Stock Corporation Act (AktG)

Mr Frank-Michael Schmidt is not a member of a statutory supervisory board or any comparable domestic or foreign supervisory body of a commercial enterprise.

Disclosures in accordance with the German Corporate Governance Code (DCGK)

Mr Frank-Michael Schmidt is President of WPP Deutschland Holding GmbH & Co. KG, based in Frankfurt am Main. WPP Deutschland Holding GmbH & Co. KG holds an indirect 50.3 per cent stake in SYZGY AG. Mr Frank-Michael Schmidt is therefore not considered independent of the controlling shareholder within the meaning of the DCGK. Otherwise, there are no circumstances which, in the opinion of the Supervisory Board, reasonable shareholders would consider decisive for their voting decision.

In accordance with the German Corporate Governance Code, the proposed candidate must ensure that he has sufficient time available to perform his duties as a member of the Supervisory Board; furthermore, the Supervisory Board has satisfied itself that the proposed candidate is able to commit the expected amount of time.

The nomination takes into account the objectives adopted by the Supervisory Board regarding its composition.

The proposed candidate is familiar with the sector in which the company operates.

Following the election of the proposed candidates, the Supervisory Board will comprise a number of independent members that the Supervisory Board considers appropriate.

Mr Frank-Michael Schmidt meets the legal requirements of Section 100(5) of the German Stock Corporation Act (AktG) as a member of the Supervisory Board with expertise in the field of accounting.

The Supervisory Board proposes that

b) Mr Stefan Himpe, Global CFO at VML, New York, resident in New York, to be appointed as a member of the Supervisory Board for the remainder of the term of office of the departing member Shahid Sadiq, i.e. for the period until the end of the Annual General Meeting that decides on the discharge for the financial year 2028.

Information pursuant to Section 125(1) sentence 5

Mr Stefan Himpe is not a member of a statutory supervisory board or any comparable domestic or foreign supervisory body of a commercial enterprise.

Disclosures in accordance with the German Corporate Governance Code (DCGK)

Mr Stefan Himpe is Global CFO at VML, New York. VML holds an indirect 50.3 per cent stake in SYZYGY AG. Mr Stefan Himpe is therefore not considered independent of the controlling shareholder within the meaning of the DCGK.

Furthermore, there are no circumstances which, in the opinion of the Supervisory Board, objectively minded shareholders would regard as decisive for their voting decision.

In accordance with the German Corporate Governance Code, the proposed candidate must ensure that he has sufficient time available to perform his duties as a member of the Supervisory Board; furthermore, the Supervisory Board has satisfied itself that the proposed candidate is able to commit the expected amount of time.

The nomination takes into account the objectives adopted by the Supervisory Board regarding its composition.

The proposed candidate is familiar with the sector in which the company operates.

Following the election of the proposed candidates, the Supervisory Board will comprise a number of independent members that the Supervisory Board considers appropriate.

Mr Stefan Himpe meets the legal requirements of Section 100(5) of the German Stock Corporation Act (AktG) as a member of the Supervisory Board with expertise in the field of accounting and in the field of auditing.

It is noted that, in the event of the candidates' re-election, no change to the position of Chair of the Supervisory Board is intended.

Further information on the proposed candidates, in particular their CVs, can be found in the appendix to this invitation to the Annual General Meeting under "Further information on agenda item 6"; the appendix forms an integral part of this invitation. This information is also available separately on the Company's website at <https://www.syzygy-group.net/hauptversammlung/>.

7. Resolution on the creation of new authorised capital and corresponding amendment to the Articles of Association

The authorisation granted at the Annual General Meeting on 28 May 2021 to increase the share capital (Authorised Capital 2021) expires on 27 May 2026 and thus prior to the Annual General Meeting on 3 July 2026.

The Management Board and Supervisory Board therefore propose to create a new Authorised Capital 2026 and to amend Section 4(4) of the Articles of Association accordingly as follows:

The Management Board is authorised, with the approval of the Supervisory Board, to increase the Company's share capital in the period up to 2 July 2031 by issuing new no-par value bearer shares on one or more occasions, but by a total of not more than EUR 6,750,000.00 against cash and/or non-cash contributions (Authorised Capital 2026).

The Management Board is authorised, with the approval of the Supervisory Board, to exclude shareholders' subscription rights

- to exclude fractional amounts from subscription rights, or
- if the proportionate amount of the share capital attributable to the new shares does not exceed 20 per cent of the share capital existing at the time this authorisation takes effect and at the time of the resolution on the exercise of the authorisation, and the issue price is not significantly lower than the market price. The amount attributable to shares issued or sold pursuant to a corresponding authorisation, excluding subscription rights, in direct or analogous application of section 186(3), fourth sentence, of the German Stock Corporation Act (AktG), shall be set off against the amount of 20 per cent of the share capital. For the purposes of this authorisation, where the new shares are taken up by an underwriter and the underwriter undertakes to offer the new shares for purchase to one or more third parties designated by the Company, the "issue price" corresponds to the amount to be paid by the third party or parties; in all other respects, the issue price corresponds to the issue amount.

Furthermore, the Management Board is authorised, with the approval of the Supervisory Board, to exclude subscription rights in the event of capital increases against contributions in kind, provided that the acquisition of the object of the contribution in kind is in the overriding interest of the Company and the value of the contribution in kind is not significantly lower than the stock market price.

Furthermore, the Management Board is authorised, with the approval of the Supervisory Board, to determine the further content of the rights attached to the shares and the conditions of the share issue."

Report on item 7 of the agenda – Resolution on the creation of new authorised capital and corresponding amendment to the Articles of Association with authorisation to exclude subscription rights

With regard to item 7 of the agenda, the Management Board submits the following report on the exclusion of shareholders' subscription rights in accordance with section 203(2) of the German Stock Corporation Act (AktG) in conjunction with section 186(4), second sentence, of the German Stock Corporation Act (AktG):

Under agenda item 7, the Management Board and the Supervisory Board request that the Company's shareholders authorise the creation of new authorised capital totalling EUR 6,750,000.00 (Authorised Capital 2026).

Authorised Capital 2026 is intended to provide the Management Board once again with an effective and flexible instrument to react swiftly to current market developments and to strengthen the Company's capital base in a timely manner. This should be viewed in particular against the background that opportunities to improve the competitive position may arise at any time at short notice, e.g. through major corporate acquisitions, which in turn may necessitate the implementation of capital measures. In such cases, the company should be able to react quickly and flexibly without having to wait for the next Annual General Meeting.

In the case of capital increases from authorised capital, shareholders are generally to be granted subscription rights. However, the proposed resolution provides that the Management Board is authorised, in accordance with Section 186(3) sentence 4 of the German Stock Corporation Act (AktG), to exclude subscription rights if the issue price of the new shares is not significantly below their market value. The option to exclude subscription rights can then be used to place the new shares from the authorised capital increase quickly in a favourable market environment. By comparison, the issue of shares with subscription rights may be less attractive under certain circumstances, as the issue price must be set at a comparatively early stage in order to meet the subscription deadline. This can, particularly when markets are highly volatile, lead to the need for significant price discounts.

In this case, shareholders' interests are safeguarded by the fact that the shares are not issued significantly below the market price, thereby reducing the value of the subscription right to practically zero. This authorisation is limited to the volume of no more than 20 per cent of the share capital provided for in section 186(3), fourth sentence, of the German Stock Corporation Act (AktG). This 20 per cent shall include those shares which, at the time the authorised capital is utilised, have already been issued with the exclusion of subscription rights in direct or analogous application of section 186(3), fourth sentence, of the German Stock Corporation Act (AktG) or, for example, have been sold pursuant to section 71(1)(8) of the German Stock Corporation Act (AktG). Irrespective of whether such authorisations with the option to exclude subscription rights are utilised individually or cumulatively, the total limit of 10 per cent of the share capital pursuant to Section 186(3), fourth sentence, of the German Stock Corporation Act (AktG) must not be exceeded. The proposed authorisations, each with the option to exclude subscription rights within the meaning of section 186(3), fourth sentence, of the German Stock Corporation Act (AktG), are intended to give the Management Board the flexibility, in specific situations, to select the financing instrument best suited to the interests of the company and its shareholders.

Furthermore, it should be possible to exclude subscription rights in order to issue shares in return for contributions in kind. This may be of particular practical significance in the acquisition of companies, parts of companies or shareholdings, for example where the seller or sellers

insist on receiving consideration in a form other than cash or solely in cash. The requested authorisation creates additional flexibility and enhances the company's prospects in acquisitions.

However, both the authorisation to issue shares in return for contributions in kind and the associated exclusion of subscription rights shall only be utilised if the acquisition of the asset in question is in the overriding interest of the company and if an alternative method of acquisition, in particular by purchase, is not legally or practically feasible, or is only feasible on less favourable terms. In such cases, however, the Company will always examine whether an equally suitable means of acquiring the asset is available which has a less significant impact on the position of the shareholders. For example, when acquiring contributions in kind, it will regularly be necessary to examine whether, instead of an exclusion of subscription rights, at least the external shareholders can also be granted a parallel subscription right in return for a cash payment. The interests of shareholders are further safeguarded by the fact that, when acquiring contributions in kind in exchange for the issue of new shares, the company is obliged to base its valuation on market prices.

III. Information regarding the conduct of the Annual General Meeting as a virtual meeting without shareholders or their proxies being physically present

All members of the Management Board and the Supervisory Board intend to attend the entire Annual General Meeting.

1. Virtual Annual General Meeting/Audio-visual broadcast/Remote participation

The Management Board has resolved to hold the Annual General Meeting in accordance with Section 118a of the German Stock Corporation Act (AktG) in conjunction with Section 8(1a) of the Articles of Association as a virtual Annual General Meeting without the physical presence of shareholders or their proxies (with the exception of the Company's voting representatives). The physical presence of shareholders and their proxies (with the exception of the company's voting representatives) at the venue of the Annual General Meeting is excluded.

For shareholders who have duly registered for the Annual General Meeting, or their proxies, the entire Annual General Meeting, including any question-and-answer session and the voting, will be broadcast live with video and audio on the internet via the company's website at <https://www.szygyg-group.net/hauptversammlung/> in the AGM portal. The personal login details required for this (username and password) will be sent to shareholders or their proxies together with the "ticket" following registration for the Annual

General Meeting. Further details can be found below in the following section “2. Conditions for participation in the Annual General Meeting and the exercise of voting rights, as well as an explanation of the significance of the record date”.

Shareholders or their proxies may exercise their voting rights exclusively by means of electronic postal voting or by granting a proxy to the proxies appointed by the Company. Shareholders and their proxies who are connected to the meeting electronically are granted the right to speak and request information at the Annual General Meeting via video communication, as well as the right to submit motions and nominations. They also have the right to object to resolutions of the Annual General Meeting via electronic communication. Shareholders who have duly registered for the Annual General Meeting and their proxies are also granted the right to submit comments via electronic communication prior to the Annual General Meeting.

Via the AGM portal, shareholders who have duly registered (and, where applicable, their proxies) may, in accordance with the procedures provided for this purpose, exercise their shareholder rights, amongst other things.

Use of the AGM portal by a proxy requires that the proxy be provided with the relevant login details.

Authorised intermediaries, shareholder associations, proxy advisors and other persons treated as equivalent under section 135(8) of the German Stock Corporation Act (AktG) may also use the AGM portal. The Company will provide them with electronic access upon request.

Upon using the AGM portal and clicking the ‘Enter Annual General Meeting’ button, shareholders or their proxies will be electronically connected to the virtual Annual General Meeting on 3 July 2026. However, electronic connection does not permit participation in the meeting within the meaning of Section 118 (1) sentence 2 of the German Stock Corporation Act (AktG), nor does it allow for the exercise of voting rights by way of electronic participation within the meaning of Section 118a (1) sentence 2 no. 2 of the German Stock Corporation Act (AktG).

2. Requirements for participation in the Annual General Meeting and the exercise of voting rights, and explanation of the significance of the record date

Shareholders who have registered in good time prior to the Annual General Meeting and have provided the Company with proof of their entitlement to attend the Annual General Meeting and to exercise voting rights are entitled to attend the Annual General Meeting and to exercise voting rights at the Annual General Meeting. Proof of shareholding issued by the ultimate intermediary in accordance with Section 67c(3)

of the German Stock Corporation Act (AktG) is sufficient as proof of entitlement to attend the Annual General Meeting or to exercise voting rights. The registration and proof of shareholding must be received by the company at the address or email address specified below by no later than Friday, 26 June 2026, 24:00 (CEST):

SYZYG AG
c/o meet2vote AG
Marienplatz 1
84347 Pfarrkirchen
Germany
Email: anmeldung@meet2vote.de

Proof of shareholding must be based on the close of business on the 22nd day prior to the Annual General Meeting, i.e. on Thursday, 11 June 2026, at 24:00 (CEST) (record date).

Eligibility to participate and the extent of voting rights are determined exclusively on the basis of the shareholder’s shareholding as at the record date. The record date does not impose any restriction on the transferability of the shareholding.

Even in the event of the (full or partial) disposal of shareholdings after the record date, the shareholder’s shareholding as at the record date remains the sole determining factor for participation and the scope of voting rights. The same applies to the acquisition and additional

acquisition of shares in the period between the record date and the Annual General Meeting: Anyone who after the record date and but before the Annual General Meeting acquires (further) shares is not entitled to attend or vote with these (further) shares. The record date has no bearing on any entitlement to dividends.

Upon receipt of a valid registration and valid proof of shareholding by 26 June 2026 at the latest, midnight (CEST), shareholders will be sent the login details for accessing the AGM portal on the company's website at <https://www.syzygy-group.net/hauptversammlung/> ('AGM Ticket'). We ask shareholders to ensure that they register and send proof of their shareholding to the company in good time.

3. Procedure for casting votes by proxy

Shareholders may also have their voting rights exercised at the Annual General Meeting by a proxy, e.g. an intermediary, a shareholders' association, a proxy advisor, the proxies appointed by the company or any other third party. In the case of a proxy appointment, timely registration and proof of entitlement to attend the Annual General Meeting and to exercise voting rights in accordance with the above provisions (see Section III.2.) are also required. If a shareholder appoints more than one proxy, the Company may reject one or more of these, but not all proxies. This does not affect the possibility of appointing a separate representative for the Annual General Meeting for each of the Company's shares held by a shareholder in different securities accounts.

Shareholders who wish to authorise an intermediary, a shareholders' association, a proxy advisor or a person or institution treated as equivalent to any of these under Section 135(8) of the German Stock Corporation Act (AktG), by making a declaration to that person or institution, we would like to point out that in such cases the person or institution to be authorised may require a specific form of proxy, as they are required under Section 135 of the German Stock Corporation Act (AktG) to record the proxy in a verifiable manner. We therefore ask shareholders to consult with the person to be authorised regarding the form of the power of attorney in such cases.

If no intermediaries, shareholder associations, proxy advisors or persons or institutions treated as equivalent to these under Section 135(8) of the German Stock Corporation Act (AktG) are authorised, the power of attorney, its revocation and proof of authorisation must be provided to the company in writing (Section 126b of the German Civil Code (BGB)). In this case, shareholders may use the form provided by the company for this purpose. It will be sent together with the documents that the shareholder receives upon timely registration and provision of proof, and is also available for download at <https://www.syzygy-group.net/hauptversammlung/>.

For organisational reasons, the granting of a proxy, its revocation and proof of a proxy granted to a proxy holder or its revocation vis-à-vis the company in writing must be submitted to the company by 2 July 2026, 24:00 (CEST), to the following postal or email address:

SYZYGY AG
c/o meet2vote AG
Marienplatz 1
84347 Pfarrkirchen
Germany
Email: syzygy@meet2vote.de

The granting of a proxy and its revocation are also possible at from 12 June 2026 using the AGM portal at <https://www.syzygy-group.net/hauptversammlung/> in accordance with the procedures provided for this purpose before and during the virtual Annual General Meeting. On the day of the virtual Annual General Meeting on 3 July 2026, it will also be possible to revoke or amend a proxy previously submitted in writing via the Company's AGM portal.

On the day of the virtual Annual General Meeting on 3 July 2026, proxies may only be granted, amended or revoked via the AGM portal at <https://www.syzygy-group.net/hauptversammlung/> in accordance with the procedures provided for this purpose.

The use of the AGM portal by the proxy holder requires that the proxy holder receives the relevant login details.

The above methods of transmission are also available up to the times specified above if the power of attorney is to be granted by means of a declaration to the Company; in this case, separate proof of the granting of the power of attorney is not required. The revocation or amendment of a power of attorney that has already been granted may also be declared directly to the Company via the aforementioned transmission channels up to the times specified above.

Proxies are also unable to attend the Annual General Meeting in person. They may only exercise the voting rights of the shareholders they represent within the scope of their respective powers of attorney by means of electronic postal voting or by (sub-)delegating authority to the Company's voting representatives, who are bound by instructions.

4. Procedure for voting through a proxy appointed by the Company

The Company offers its shareholders the service of being represented at the Annual General Meeting by proxies appointed by the Company. Even in the case of authorisation of the company's proxies, timely registration and proof of entitlement to attend the Annual General Meeting and to exercise voting rights in accordance with the above provisions (see Section III.2.) are required.

The proxies appointed by the company shall exercise voting rights in accordance with the instructions given to them. The proxies are obliged to vote in accordance with the instructions given to them; they may not exercise voting rights at their own discretion and, even where a power of attorney has been granted, are only authorised to exercise voting rights if and to the extent that explicit instructions have been provided regarding the proposed resolutions to be voted on.

Should a separate vote be held on an agenda item without this having been announced in advance of the virtual Annual General Meeting, an instruction regarding that agenda item as a whole shall also be deemed to constitute a corresponding instruction for each item of the separate vote.

The Company's proxies do not accept powers of attorney for lodging objections to AGM resolutions, for exercising the right to speak and ask questions, or for submitting motions.

Proxies and instructions to the Company's proxy holders may be sent by post or email to the address or email address specified in section III.3. (Procedure for casting votes by proxy) above by no later than 2 July 2026, 24:00 (CEST), or from 12 June 2026 using the AGM portal accessible at <https://www.syzygy-group.net/hauptversammlung/> in accordance with the procedures provided for this purpose until the time the chair of the meeting closes the voting in the virtual Annual General Meeting on 3 July 2026.

A corresponding form will be sent following proper registration and proof of shareholding and is also available for download on the Company's website at <https://www.syzygy-group.net/hauptversammlung/>.

5. Procedure for casting votes by electronic postal vote

Shareholders who have registered in due course may also exercise their voting rights themselves by electronic postal vote. Even when exercising voting rights by electronic postal vote, timely registration and proof of eligibility to attend the Annual General Meeting and to exercise voting rights in accordance with the above provisions (see Section III.2.) are required.

Postal votes may be cast, amended or withdrawn electronically via the AGM portal accessible at <https://www.syzygy-group.net/hauptversammlung/> in accordance with the procedure provided for this purpose from 12 June 2026 until the time the voting is closed by the chair of the meeting at the virtual Annual General Meeting on 3 July 2026.

Should a separate vote be held on an agenda item without this having been announced in advance of the Annual General Meeting, the vote cast by electronic postal vote on that agenda item shall also be deemed to constitute a corresponding vote on each item of the separate vote.

Proxies appointed in accordance with Section III.3. (Procedure for voting by proxy) may also make use of the electronic postal voting system.

6. Transmission of information by intermediaries to Swift

In addition to the methods of registration, proof of shareholding and voting described above, registration, proof of shareholding, the granting of a proxy and instructions, and any amendments thereto may also be carried out via intermediaries using SWIFT, in accordance with Section 67c of the German Stock Corporation Act. Authorised SWIFT participants should use

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Instructions may only be submitted via SWIFT in accordance with ISO 20022.

Registrations and proof of shareholding via SWIFT must be received by the Company no later than the final registration date (SWIFT Enrolment Market Deadline), i.e. by 26 June 2026, 24:00 (CEST). Amendments or the granting of proxies and instructions via SWIFT are still possible thereafter and must be received by the Company by 12:00 on 2 July 2026 (CEST) (SWIFT Vote Market Deadline).

7. Information on shareholders' rights pursuant to §§ 122(2), 126(1), 127 and 131(1) of the German Stock Corporation Act (AktG) as well as in connection with the virtual Annual General Meeting

Requests to amend the agenda pursuant to Section 122(2) of the German Stock Corporation Act

Shareholders whose shares together amount to the proportionate sum of the share capital of EUR 500,000.00 (corresponding to 500,000 shares) may request that items be placed on the agenda and announced. Each new item must be accompanied by a statement of reasons or a draft resolution. Reference is made to Section 124(2), third sentence, of the German Stock Corporation Act (AktG). The request must be received by the Company's Management Board in writing by no later than Tuesday, 2 June 2026, 24:00 (CEST), at the following address:

Management Board of SYZYGY AG
Horexstr. 28
61352 Bad Homburg
Germany

Pursuant to Section 122(2), first sentence, in conjunction with Section 122(1), third sentence, of the German Stock Corporation Act (AktG), the applicants must provide evidence that they have been holders of the shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until the Management Board has decided on the request.

Any additions to the agenda that are required to be published shall be published in the Federal Gazette immediately upon receipt of the request and forwarded for publication to media outlets which can be expected to disseminate the information throughout the European Union. They shall also be published at the website <https://www.syzygy-group.net/hauptversammlung/> and communicated to the shareholders.

Counter-motions and nominations for election pursuant to Section 126(1) and Section 127 of the German Stock Corporation Act (AktG)

In addition, shareholders of the company may submit counter-motions to proposals made by the Management Board and/or the Supervisory Board regarding specific items on the agenda, as well as nominations for the election of the auditor or the Supervisory Board. Counter-motions and nominations submitted by shareholders for the Annual General Meeting must be addressed exclusively to:

SYZYGY AG
Susan Wallenborn
Horexstr. 28
61352 Bad Homburg
Germany
Email: ir@syzygy-group.net

The Company will publish all counter-motions to a proposal by the Management Board and/or the Supervisory Board regarding a specific agenda item in accordance with Section 126(1) of the German Stock Corporation Act (AktG) and nominations in accordance with Section 127 of the German Stock Corporation Act (AktG), together with any supporting reasons and any statement from the management, on the internet at <https://www.szygyg-group.net/hauptversammlung/> provided that they are received by the Company no later than Thursday, 18 June 2026, 24:00 (CEST), at the address or email address specified above in this section, and the other requirements for a duty to publish pursuant to Section 126 or Section 127 of the German Stock Corporation Act (AktG) are met, in particular where proof of shareholder status is provided. Counter-motions and nominations from shareholders addressed elsewhere do not need to be made available.

The company may refrain from publishing a counter-motion and its justification under the conditions set out in Section 126(2) of the German Stock Corporation Act (AktG). The justification for a counter-motion need not be made available if it exceeds 5,000 characters in total.

Counter-motions or nominations for election submitted by shareholders or their proxies, which must be made available in accordance with Section 126 or Section 127 of the German Stock Corporation Act (AktG), are deemed to have been submitted at the time they are made available. The company shall ensure that voting rights in respect of these

motions or nominations for election may be exercised from that time onwards. Motions from shareholders who have not registered properly or who have not provided proper proof of identity need not be dealt with at the Annual General Meeting.

Shareholders or their proxies who are connected to the Annual General Meeting also have the right to submit motions and nominations during the meeting via video communication within the scope of their right to speak (see the section "Right to speak pursuant to Section 130a(5) and (6) of the German Stock Corporation Act (AktG)").

Submission of statements pursuant to Section 130a(1)-(4) of the German Stock Corporation Act (AktG)

Shareholders who have duly registered, or their proxies, have the right, pursuant to Section 130a(1) to (4) of the German Stock Corporation Act (AktG), to submit statements on the items on the agenda in text form via electronic communication. To this end, the AGM portal on the Company's website at <https://www.szygyg-group.net/hauptversammlung/> is available to them with the relevant login details.

Written comments must be submitted in accordance with the procedure provided for this purpose as a PDF file with a recommended maximum file size of 50 MB.

It is possible to submit multiple comments. By submitting a comment, the shareholder or their proxy agrees that the

comment will be made available on the AGM portal, citing their name.

Comments must be submitted no later than five days before the meeting, i.e. by midnight (CEST) on 27 June 2026 at the latest. Comments submitted on the items on the agenda will, unless in exceptional cases it is permissible to refrain from making them available in accordance with section 130a(3), fourth sentence, of the German Stock Corporation Act (AktG), be published no later than four days before the Annual General Meeting, i.e. no later than 28 June 2026, midnight (CEST), on the AGM portal on the Company's website at <https://www.szygyg-group.net/hauptversammlung/>, which is accessible only to duly registered shareholders or their proxies with the relevant login details.

Motions and nominations, questions and objections to resolutions of the Annual General Meeting submitted in writing will not be considered at the Annual General Meeting; the submission of motions or nominations (see section "Counter-motions and nominations pursuant to Section 126(1) and Section 127 of the German Stock Corporation Act (AktG)"), the exercise of the right to information (see the section "Right to information pursuant to Section 131(1) of the German Stock Corporation Act (AktG)") and the lodging of objections to resolutions of the Annual General Meeting (see the section "Objection to a resolution of the Annual General Meeting") are possible exclusively via the channels described separately in this notice of invitation.

Right to speak pursuant to Section 130a(5) and (6) of the German Stock Corporation Act

Shareholders or their proxies who are connected to the Annual General Meeting electronically have the right to speak at the meeting via video communication.

From approximately one hour before the start of the Annual General Meeting, a virtual speaking list will be maintained on the AGM portal on the Company's website at <https://www.syzygy-group.net/hauptversammlung/>, via which shareholders or their proxies may register to speak.

The right to speak includes, in particular, the right to submit motions and nominations in accordance with Section 118a(1), second sentence, No. 3 of the German Stock Corporation Act (AktG) (see also the section "Counter-motions and nominations pursuant to Section 126(1) and Section 127 of the German Stock Corporation Act (AktG)"), the right to request information pursuant to Section 131(1) of the German Stock Corporation Act (AktG) (see also the section "Right to information pursuant to Section 131(1) of the German Stock Corporation Act (AktG)") and the right to lodge an objection to a resolution of the Annual General Meeting for the notary's record (see also the section "Objection to a resolution of the Annual General Meeting pursuant to Section 118a(1), second sentence, No. 8 of the German Stock Corporation Act (AktG)").

Pursuant to Section 9(2), sentence 3 of the Company's Articles of Association, the Chair may reasonably limit the time available for shareholders to ask questions and speak; in particular, the Chair may reasonably set the time limits for the course of the meeting, the discussion of the individual agenda items and the individual questions and contributions.

The entire virtual Annual General Meeting, including video communication, will be conducted via the AGM portal using a system provided by our service provider. To join the meeting, shareholders or their proxies require either a non-mobile device (PC, notebook, laptop) or a mobile device (e.g. smartphone or tablet) with one of the following browsers installed in the latest version: Microsoft Edge, Google Chrome, Mozilla Firefox or Safari. JavaScript must also be enabled. The use of other current browsers with the security settings recommended by the manufacturer is possible, but has not been tested. To make a speech, the devices must have a camera and a microphone that can be accessed via the browser. No further installation of software components or apps on the devices is required. Please ensure that you have a good, stable internet connection on your computer or mobile device and are using the latest version of your browser. Individuals who have registered to speak via the virtual speaking list will be granted access to speak on the AGM portal. The Company reserves the right to check the functionality of the video communication between the shareholder or proxy and the Company during the meeting and prior to the speech, and to reject the speech if functionality cannot be guaranteed.

Right to information pursuant to Section 131(1) of the German Stock Corporation Act (AktG)

At the Annual General Meeting, any shareholder or shareholder representative may request information from the members of Management Board regarding matters of the Company, the Company's legal and business relationships with affiliated companies, and the position of the Group and the companies included in the consolidated financial statements, provided that the information is necessary for the proper assessment of an item on the agenda and there is no statutory right to refuse to provide information. Requests for information must generally be made orally during the discussion at the Annual General Meeting. Under the conditions set out in Section 131(3) of the German Stock Corporation Act (AktG), the Management Board may refuse to provide the information.

It is envisaged that the chair of the Annual General Meeting will determine that the right to information under Section 131(1) of the German Stock Corporation Act (AktG) may be exercised at the Annual General Meeting exclusively by means of video communication, i.e. in the context of exercising the right to speak (see the section 'Right to speak pursuant to Section 130a(5) and (6) of the German Stock Corporation Act (AktG)') (Section 131(1) et seq. of the German Stock Corporation Act (AktG)). The chair of the meeting will provide further guidance on this matter during the Annual General Meeting. There are no plans to accept questions via electronic or other means of communication either before or during the Annual General Meeting.

Section 131(4) sentence 1 of the German Stock Corporation Act (AktG) stipulates that if a shareholder has been provided with information outside the Annual General Meeting by virtue of their status as a shareholder, this information must be provided to any other shareholder or their proxy at their request during the Annual General Meeting, even if it is not necessary for the proper assessment of the agenda item.

Furthermore, Section 131(5), first sentence, of the German Stock Corporation Act (AktG) provides that if a shareholder is refused information, he may request that his question and the reason for which the information was refused be included in the minutes of the meeting.

In the context of the virtual general meeting, it is ensured that shareholders or their proxies who are connected to the general meeting electronically may submit their requests under section 131(4), first sentence, of the German Stock Corporation Act (AktG) and their requests under section 131(5), first sentence, of the German Stock Corporation Act (AktG), other than by means of video communication, i.e. within the framework of the right to speak and the procedure provided for this purpose (see the section above entitled 'Right to speak pursuant to Section 130a(5) and (6) of the German Stock Corporation Act'), but also by means of electronic communication via the AGM portal on the Company's website at <https://www.syzygy-group.net/hauptversammlung/> in accordance with the procedure provided for this purpose, using the relevant login details, to the AGM.

Objection to a resolution of the Annual General Meeting pursuant to Section 118a(1) sentence 2 no. 8 of the German Stock Corporation Act (AktG)

Shareholders who have duly registered or their proxies who are connected to the AGM electronically have the right to object to a resolution of the AGM via the AGM portal on the Company's website at <https://www.syzygy-group.net/hauptversammlung/> AGM portal in accordance with the procedures provided for this purpose, from the start of the virtual AGM on 3 July 2026 until the end of the virtual AGM. In addition, shareholders or their proxies also have the opportunity, within the scope of their right to speak, to lodge an objection for the notary's record.

The Company reiterates that the proxies appointed by the Company do not accept instructions regarding the lodging of objections.

8. Reference to the Company's website, via which the information pursuant to Section 124a of the German Stock Corporation Act (AktG) is accessible

The notice convening the Annual General Meeting, the documents to be made available and motions from shareholders, the information pursuant to Section 124a of the German Stock Corporation Act (AktG), further explanations regarding shareholders' rights pursuant to Sections 122(2), 126(1), 127 and 131(1) of the German Stock Corporation Act (AktG), as well as information relating to the virtual Annual General Meeting, are also available on

the company's website at <https://www.syzygy-group.net/hauptversammlung/>. The voting results will be announced after the Annual General Meeting at the same web address.

9. Total number of shares and voting rights

The Company's share capital of EUR 13,500,026.00 is, at the time of convening the Annual General Meeting, divided into 13,500,026 no-par value shares. Each no-par value share carries one vote. However, the company does not hold any voting rights in respect of its own shares. At the time of convening the Annual General Meeting, the company does not hold any of its own no-par value shares. The total number of shares entitled to attend and vote at the time of convening the Annual General Meeting is therefore 13,500,026.

10. Note on data protection

The protection of your data and its lawful processing are of the utmost importance to us. In our privacy policy, we have clearly summarised all information regarding the processing of our shareholders' personal data in one place. This is available on the company's website at www.syzygy-group.net/datenschutzhinweise-fuer-aktionaeere/ and at <https://www.syzygy-group.net/hauptversammlung/>.

IV. Appendix

Further information on agenda item 6

Details of the Supervisory Board candidates

Frank-Michael Schmidt

First appointed: March 2026

Appointed until: Annual General Meeting 2026

Profession:

President of WPP Deutschland Holding GmbH & Co. KG,
CEO of Scholz & Friends Family GmbH

Place of residence: Hamburg, Germany

Personal information

Year of birth	1962
Country of birth	Germany
Nationality	German

Academic background

Degree in Political Science, Philosophy and Journalism/
Communication Studies at the Free University of Berlin
(MA)

Professional background

2023–present	President of WPP Deutschland Holding GmbH & Co. KG, Frankfurt am Main
2008–present	CEO of Scholz & Friends Family GmbH, Hamburg
2003–2008	CEO of Scholz & Friends Germany; Partner at Scholz & Friends Group GmbH, Berlin
1998–2003	Chief Strategic Officer, J. Walter Thompson GmbH, Frankfurt
1991–1998	Strategy Consultant, Lowe Lintas & Partners GmbH (formerly Lintas), Hamburg

Expertise and Key Areas

Frank-Michael Schmidt is known for his consistent, results-driven approach to brand and corporate management. He combines strategy, creativity and technology to enable scalable digital transformation, and has successfully built and led large agency networks as well as cross-functional teams. He has extensive experience in customer focus, professional key account management and confident C-level stakeholder management. His expertise contributes significantly to the company's growth and efficiency. His career is characterised by an entrepreneurial willingness to embrace change. His focus on change and transformation management, as well as talent and cultural development, strengthens organisational performance and supports sustainable value creation.

Key areas of the Supervisory Board's competence profile

Frank-Michael Schmidt meets the Supervisory Board's composition objectives in the areas of innovation, marketing, strategy and accounting.

Mr Schmidt is familiar with the sector in which SYZYGY AG operates. By virtue of his role as President of WPP Deutschland Holding GmbH & Co. KG, Frankfurt, and his role as CEO of Scholz & Friends Family GmbH, Hamburg, Mr Schmidt fulfils the legal requirements of Section 100(5) of the German Stock Corporation Act (AktG) as a member of the Supervisory Board with expertise in accounting.

He possesses specialist knowledge in the following business-relevant areas of expertise:

- Leadership role in digital transformation
- Integration of technology, data and creativity
- Extensive experience in senior roles within the agency sector
- Strong brand management and communication strategy
- Well-defined corporate and network strategy

Information pursuant to Section 125(1) sentence 5 of the German Stock Corporation Act (AktG) and information pursuant to the German Corporate Governance Code (DCGK)

Mr Frank-Michael Schmidt is President of WPP Deutschland Holding GmbH & Co. KG and CEO of Scholz & Friends Family GmbH within the WPP Group. WPP Deutschland Holding GmbH & Co. KG holds an indirect 50.3 per cent stake in SYZYGY AG. Mr Schmidt is therefore not considered independent of the controlling shareholder within the meaning of the DCGK. Otherwise, there are no circumstances which, in the opinion of the Supervisory Board, objectively minded shareholders would consider decisive for their voting decision.

Positions on a statutory supervisory board

None.

Positions on comparable domestic or foreign supervisory bodies of commercial enterprises

None.

Stefan Himpe

Profession:
Global Chief Financial Officer, VML

Place of residence: New York, USA

Personal information

Year of birth	1962
Country of birth	Belgium
Nationality	Belgian

Academic background

Master's degree in Industrial Engineering,
University of Brussels

Advanced Management Programme,
Harvard Business School, USA

Professional background

2023–present	Global CFO at VML, New York
2014–2019	Global COO/CFO at Geometry Global, New York
2010–2014	COO/CFO (Europe, Middle East and Africa) at McCann Worldgroup, London
1995–2010	Deputy Chairman EMEA at Young & Rubicam, London

Expertise and Key Areas

Stefan Himpe is an internationally experienced finance expert and executive with extensive operational expertise and many years' experience in leading global agency networks and marketing services organisations. He combines strategic financial competence with strong commercial expertise and extensive experience in managing complex international structures. Mr Himpe was responsible for investment strategies, M&A transactions and joint ventures, working closely with senior management and other stakeholders.

Key areas of the Supervisory Board's competence profile

Stefan Himpe meets the Supervisory Board's composition objectives in the areas of innovation, strategy, accounting, internal control and risk management, as well as audit and finance.

Mr Himpe is familiar with the sector in which SYZYGY AG operates. This is due to his role as Global CFO at VML, New York, and his previous role as Global COO/CFO of Geometry Global, New York. Mr Himpe meets the legal requirements of Section 100(5) of the German Stock Corporation Act (AktG) as a member of the Supervisory Board with expertise in the field of auditing.

He possesses specialist knowledge in the following business-relevant areas of expertise:

- Experience in managing and/or supervising another medium-sized or large company
- Expertise in the following business-relevant areas:
 - Empowering world-leading creatives, technologists and innovators through efficient operational processes and strong strategic leadership
 - Specialised knowledge and experience regarding the application of accounting principles, as well as internal risk control and risk management systems, and the auditing of annual financial statements
 - Knowledge of corporate governance and compliance issues

Information pursuant to Section 125(1) sentence 5 of the German Stock Corporation Act (AktG) and disclosures in accordance with the German Corporate Governance Code (DCGK)

Mr Stefan Himpe is Global Chief Financial Officer of the VML network within WPP and, in this capacity, a Corporate Officer of Young & Rubicam LLC (Delaware, USA), which holds an indirect 50.3 per cent stake in SYZYG AG. Mr Himpe is therefore not considered independent of the majority shareholder within the meaning of the DCGK. Furthermore, there are no circumstances which, in the opinion of the Supervisory Board, would be decisive for objectively minded shareholders when casting their votes.

Positions on a statutory supervisory board

None.

Positions on comparable domestic or foreign supervisory bodies of commercial enterprises

None.

Bad Homburg v. d. Höhe, May 2026
SYZYG AG

The Management Board



SYZYGY AG / Frank Wolfram & Antje Neubauer



Contact/Imprint

Contact Imprint /

SYZYGY AG

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Erwin Greiner (CFO)
Frank Ladner (CTO)

Editorial Department
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