

SYZYGIA

Invitation to the
**virtual Annual
General Meeting**

/

2025

Thursday, July 10, 2025, 10:00 a.m. (CEST)



Invitation to the virtual Annual General Meeting

Syzygy AG
Bad Homburg v. d. Höhe
WKN 510 480 / ISIN DE0005104806
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Invitation to the virtual Annual General Meeting

We would like to invite our shareholders to the
Thursday, 10 July 2025, 10:00 a.m. (CEST),
taking place Annual General Meeting.

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

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

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

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 shareholders or their authorised
representatives (with the exception of the proxies appointed
by the company).

The Annual General Meeting will be broadcast live in audio
and video for shareholders who have duly registered and
provided proof of share ownership and their authorised
representatives via the password-protected Internet service
for the company's Annual General Meeting at the Internet
address <https://www.syzygy-group.net/hauptversammlung/>.
The voting rights of duly registered shareholders and their
authorised representatives will be exercised exclusively by
means of electronic absentee voting or by granting power
of attorney and issuing instructions to the proxies appointed
by the company. The physical presence of shareholders
and their authorised representatives (with the exception of
the proxies appointed by the company) at the venue of the
Annual General Meeting is excluded.

For further details, see the additional information and
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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 Group management report for the 2024 financial year, the report of the Supervisory Board and the explanatory report of the Executive Board on the disclosures pursuant to Sections 289a and 315a of the German Commercial Code (HGB)

The Supervisory Board approved the annual financial statements prepared by the Executive Board and the consolidated financial statements in accordance with Sections 172 and 173 AktG on 28 March 2025 and thus adopted the annual financial statements. They therefore do not need to be adopted by the Annual General Meeting.

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 with the explanatory notes on takeover-related information must be made available to the Annual General Meeting. All of the above documents will be available on the company's website at <https://www.syzygy-group.net/hauptversammlung/> from the time the Annual General Meeting is convened and during the Annual General Meeting.

2. Discharge of the Executive Board for the 2024 financial year

The Executive Board and Supervisory Board propose that the actions of the members of the Executive Board be approved for the 2024 financial year.

3. Discharge of the Supervisory Board for the 2024 financial year

The Executive Board and Supervisory Board propose that the actions of the members of the Supervisory Board for the 2024 financial year be ratified.

4. Election of the auditor and Group auditor for the 2025 financial year

The Supervisory Board proposes that Mazars GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Frankfurt am Main branch, be appointed as auditor and group auditor for the 2025 financial year.

In accordance with Section 107 (4) sentence 2 AktG, the three-member Supervisory Board of Syzygy AG also forms the company's Audit Committee.

In its function as the Audit Committee, the Supervisory Board has declared that its nomination for the election of the auditor and Group auditor is free from undue influence by third parties and that no restriction 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) has been imposed on it with regard to the selection of a specific auditor.

For its part, Mazars GmbH & Co. KG has declared that there are no business, financial, personal or other relationships between it, its executive bodies and audit managers on the one hand and the company and its executive body members on the other that could give rise to doubts about its independence.

5. Resolution on the approval of the remuneration report for the 2024 financial year prepared and audited in accordance with Section 162 AktG

The Management Board and Supervisory Board submit to the Annual General Meeting for approval the remuneration report of Syzygy AG prepared in accordance with Section 162 AktG for the 2024 financial year and audited by the auditor Mazars GmbH & Co. KG, Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Frankfurt am Main branch, in accordance with Section 162 (3) AktG, and provided with the audit opinion.

The remuneration report is available on the company's website at <https://www.syzygy-group.net/hauptversammlung/> from the time the Annual General Meeting is convened and also during the Annual General Meeting.

The Executive Board and Supervisory Board propose the following resolution:

“The remuneration report of Syzygy AG for the 2024 financial year, prepared and audited in accordance with Section 162 AktG, is approved.”

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

In accordance with Section 120a (1) AktG, the Annual General Meeting of a listed company must pass a resolution on the approval of the remuneration system for members of the Executive Board presented by the Supervisory Board whenever a significant change is made and at least every four years.

The Annual General Meeting last approved the remuneration system for the members of the Executive Board by resolution of the Annual General Meeting on 28 May 2021 with an approval rate of 91.13%.

The remuneration system has proven its worth since then. The Supervisory Board has therefore decided to retain the remuneration system for Executive Board members unchanged in principle, taking into account the requirements of Section 87a (1) AktG, and has limited itself to clarifications and editorial adjustments in view of the upcoming resolution on the re-approval of the remuneration system. Individual amounts were smoothed out. The corresponding resolution was passed by the Supervisory Board on 27 May 2024.

The remuneration system for the members of the Executive Board as proposed for approval in the version of the resolution dated 27 May 2024 will be available on the company's website at <https://www.syzygy-group.net/hauptversammlung/> from the time the Annual General Meeting is convened and also during the Annual General Meeting.

The Supervisory Board proposes that the Annual General Meeting adopt the following resolution:

“The remuneration system for the members of the Executive Board submitted to the Annual General Meeting with this notice of convocation in the version of the Supervisory Board resolution of 27 May 2024 is approved.”

7. Resolution on the confirmation of the remuneration of the Supervisory Board members

In accordance with Section 113 (3) AktG, a resolution on the remuneration of Supervisory Board members must be passed at least every four years. A resolution confirming the remuneration is permissible. The Annual General Meeting on 28 May 2021 resolved under agenda item 7 on the abstract system of Supervisory Board remuneration described in section II.7 of the invitation to that Annual General Meeting. Under agenda item 6, the Annual General Meeting on 5 July 2022 resolved to amend the remuneration of the Supervisory Board regulated in Section 6 (8) of the company's Articles of Association to increase the remuneration of the Chairman of the Supervisory Board in order to take into account the

increased workload of the Chairman of the Supervisory Board, which has increased in the meantime. Otherwise, this did not involve a change to the abstract system of Supervisory Board remuneration.

The Supervisory Board has reviewed the regulations set out in Section 6 (8) of the company's Articles of Association, which have remained unchanged since then, as well as the abstract system for the remuneration of Supervisory Board members. The Supervisory Board shared the findings with the Executive Board, as the Executive Board and Supervisory Board are obliged to submit a proposal for a resolution to the Annual General Meeting in accordance with Section 124 (3) sentence 1 AktG. The review did not reveal any need for change; the current system is in line with market standards and legal requirements.

The Management Board and Supervisory Board are of the opinion that the amount of remuneration and the specific structure of the remuneration system for the Supervisory Board remain appropriate in view of the tasks of the Supervisory Board members and the situation of the company.

The wording of Section 6 (8) of the Articles of Association and the consolidated information on the abstract remuneration system for the Supervisory Board in accordance with Sections 113 (3) sentence 3 and 87a (1) sentence 2 AktG, taking into account the resolution passed by the Annual General Meeting on 5 July 2022, are available on the

company's website at <https://www.szygy-group.net/hauptversammlung/> from the time the Annual General Meeting is convened and also during the Annual General Meeting.

The Executive Board and Supervisory Board propose the following resolution:

“The remuneration of the members of the Supervisory Board regulated in Section 6 (8) of the Articles of Association of Szygy AG, including the system on which this remuneration is based, as described in more detail in Section II.7 of the invitation to the Annual General Meeting on 28 May 2021, is confirmed in the version submitted to the Annual General Meeting with this notice of convocation.”

8. By-election of a member of the Supervisory Board

Mr Dominic Grainger has resigned from the Supervisory Board with effect from the end of the Annual General Meeting on 10 July 2025. Mr Grainger was elected to the company's Supervisory Board at the Annual General Meeting on 9 July 2024 for the period until the end of the Annual General Meeting that resolves on the discharge for the 2028 financial year.

In accordance with Sections 96 (1) and 101 (1) AktG, the Supervisory Board is composed exclusively of shareholder representatives and consists of three members in accordance with Section 6 (1) of the Articles of Association. The Annual

General Meeting is not bound by election proposals for the members of the Supervisory Board to be elected by it.

The Supervisory Board proposes

Mr Johnny Hornby, CEO T&Pm Group, resident in London,

be appointed as a member of the Supervisory Board for the remaining term of office of the retired member Dominic Grainger, i.e. for the period until the end of the Annual General Meeting that resolves on the discharge for the 2028 financial year.

Disclosures pursuant to Section 125 (1) sentence 5 AktG

The candidate proposed for election is not a member of a statutory supervisory board or comparable domestic or foreign supervisory body of a commercial enterprise.

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

Mr Johnny Hornby is CEO of the T&Pm Group within the WPP Group. WPP plc indirectly holds a 50.3% stake in Szygy AG. Mr Johnny Hornby is therefore not considered independent of the controlling shareholder within the meaning of the DGCK. Apart from this, there are no circumstances which, in the opinion of the Supervisory Board, would be considered decisive for the election decision of shareholders making an objective judgement.

In accordance with the German Corporate Governance Code, the proposed candidate must ensure that he or she has sufficient time available to fulfil the duties as a member of the Supervisory Board; in addition, the Supervisory Board has satisfied itself that the proposed candidate can devote the expected amount of time required.

The election proposal takes into account the objectives resolved by the Supervisory Board for 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 include what the Supervisory Board considers to be an appropriate number of independent members.

Mr Johnny Hornby fulfils the legal requirements of Section 100 (5) AktG as a member of the Supervisory Board with expertise in the areas of accounting and auditing.

It should be noted that in the event of the candidate's re-election, no change in the position of Chairman of the Supervisory Board is envisaged.

The curriculum vitae and further information on the proposed candidate are available on the company's website at <https://ir.szygy.net/germany/de/investor-relations/hauptversammlung>.

9. Renewal of the resolution authorising the acquisition and use of treasury shares

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

“The company is authorised - with the simultaneous cancellation of the authorisation granted by the Annual General Meeting on 27 October 2020 under agenda item 8 and limited until 26 October 2025 - in accordance with Section 71 para. 1 no. 8 AktG to acquire treasury shares until 9 July 2030. The time limit applies only to the acquisition, not to the holding of the shares. The acquired shares, together with other treasury shares held by the company or attributable to it in accordance with Sections 71a et seq. of the German Stock Corporation Act (AktG), may at no time account for more than ten per cent of the share capital. Trading in treasury shares is excluded as the purpose of the acquisition.

The consideration for the acquisition per share (excluding incidental acquisition costs) may not exceed or fall below the stock exchange price by more than 10%. The relevant stock exchange price is the average closing price for the share in the XETRA trading system (or a functionally comparable successor system to the XETRA trading system) during the last five trading days (i) prior to the day of publication of the intention to purchase in the case of a purchase on the basis of a public offer to all shareholders of the company and (ii) prior to the purchase of the shares in all other cases.

The authorisation may be exercised in full or in several partial amounts. If the public offer to all shareholders is oversubscribed, acceptance will be based on quotas. The offer may provide for the preferential acquisition of small numbers of up to 100 tendered shares per shareholder.

The Management Board is authorised, with the approval of the Supervisory Board, to sell the acquired treasury shares in a manner other than via the stock exchange or by way of an offer to all shareholders, in particular to sell the shares excluding the shareholders' acquisition rights

(a) to sell shares to institutional investors if the proportionate amount of the share capital attributable to the shares sold does not exceed 10% of the share capital existing when this authorisation becomes effective and when the resolution on the exercise of the authorisation is adopted; the amount attributable to shares issued on the basis of a corresponding authorisation excluding subscription rights in direct or corresponding application of Section 186 (3) sentence 4 AktG is to be offset against the amount of 10% of the share capital;

(b) as part of their respective remuneration to employees of the Company and its affiliated companies, to members of the management of the Company's affiliated companies and to members of the Company's Management Board; or

(c) to third parties as part of a business combination or as consideration for the acquisition of companies or investments in companies or as consideration for other assets or services.

In the cases of letters (a) and (c), the acquired treasury shares may only be sold at a price that is not significantly lower than the stock market price of the company's shares at the time of sale. The relevant stock exchange price within the meaning of the above provision is the average closing price of the share in the XETRA trading system (or a functionally comparable successor system replacing the XETRA trading system) on the Frankfurt Stock Exchange during the last five trading days prior to the sale of the shares.

In the case of a transfer in accordance with letter (b), the transfer is made as part of the remuneration of the respective person as part of their employment as an employee, managing director or board member, so that no further consideration is to be paid in these cases.

The Management Board is authorised to redeem treasury shares of the company acquired on the basis of the above authorisation without the redemption or the implementation of the redemption requiring a further resolution by the Annual General Meeting.“

Report on agenda item 9 – Authorisation to acquire treasury shares

In accordance with Section 71 (1) No. 8 sentence 5 AktG in conjunction with Section 186 (4) sentence 2 AktG, the Executive Board submits the following report on item 9 of the agenda regarding the exclusion of shareholders' acquisition rights:

The authorisation requested under agenda item 9 stipulates that the company may acquire and resell treasury shares amounting to up to 10 percent of its share capital. This is intended to enable the Management Board to utilise this standard international instrument in the interests of the company and its shareholders. In the case of a public offer to all shareholders, each shareholder of the company who is willing to sell can decide how many shares they would like to offer to the company. If such an offer is oversubscribed, an allocation must be made. This is generally carried out on a pro rata basis, but the company should have the option of preferentially acquiring small numbers of up to 100 tendered shares. This will avoid fractions when determining the purchase quota, simplify technical processing and avoid small residual holdings by tendering shareholders.

The possibility of reselling treasury shares means that they can be used to raise equity. For the resale of acquired treasury shares, the law generally provides for a sale via the stock exchange or through an offer to all shareholders. However, the Annual General Meeting can also decide on a different sale by applying Section 186 AktG accordingly.

Furthermore, the Management Board should have the option of transferring treasury shares (i) to employees of the company and its affiliated companies and (ii) to members of the management of the company's affiliated companies as part of their respective remuneration. The same option is to be granted to the Supervisory Board with regard to the members of the company's Management Board. The transfer of shares instead of cash benefits is intended to increase the loyalty of the aforementioned group of persons to the company.

The resolution stipulates that the Executive Board is authorised, with the approval of the Supervisory Board and excluding shareholders' subscription rights, to sell the acquired treasury shares in a manner other than via the stock exchange or by means of an offer to all shareholders if the acquired treasury shares are sold at a price that is not significantly lower than the market price of the company's shares at the time of sale. The relevant stock market price within the meaning of this provision is the average closing price of the shares in the XETRA trading system on the Frankfurt Stock Exchange during the last five trading days prior to the sale of the shares.

The option to exclude subscription rights when reselling treasury shares in accordance with Section 186 AktG serves the company's interest in selling treasury shares to other investors, for example, and in particular allows the shares to be placed quickly and cost-effectively. This enables the management to quickly, flexibly and cost-effectively utilise

the opportunities offered by the respective stock market situation. Furthermore, additional new shareholder groups can be acquired in Germany and abroad.

Furthermore, the Executive Board is authorised, with the approval of the Supervisory Board, to offer the acquired treasury shares to third parties either in whole or in part as consideration when acquiring companies or interests in companies, excluding shareholders' subscription rights. This serves the interests of the company, as the company can acquire companies or interests in companies in return for shares in suitable individual cases. This will allow the company to react flexibly to future opportunities to acquire companies or interests in companies in Germany and abroad.

Overall, the interests of the shareholders are adequately safeguarded in the event of a sale of treasury shares to third parties with the exclusion of shareholders from the purchase right on the basis of Section 71 para. 1 no. 8 AktG. The Management Board and Supervisory Board are of the opinion that this framework serves the interests of both the company and the shareholders, taking into account the company's strategy.

10. Resolution on the addition of a new sentence 4 to Section 4 (2) of the company's Articles of Association to enable the issue of electronic shares

The Act on the Financing of Investments to Secure the Future (Future Financing Act - ZuFinG) of 11 December 2023 contains, among other things, regulations that enable stock corporations to issue electronic shares in accordance with the Electronic Securities Act (eWpG). In addition, companies are given the opportunity to replace previously global securitised shares with electronic shares with the same content without the consent of the holders. The prerequisite for this is a corresponding provision in the articles of association. These changes serve to further digitalise the capital market. Electronic bearer shares embody the same rights as bearer shares securitised in a global certificate. The only difference is that they are replaced by entry in an electronic securities register in accordance with Section 2 (1) eWpG instead of a global certificate deposited with the central securities depository. Syzygy AG does not currently have any plans to make this change. However, the following proposed amendment to the Articles of Association is intended to create the basis for electronic shares in the future.

The currently valid Articles of Association are available on the company's website at <https://www.syzygy-group.net/hauptversammlung/> from the time the Annual General Meeting is convened and also during the Annual General Meeting.

The Executive Board and the Supervisory Board propose that a resolution be adopted:

“The following new sentence 4 is added to the end of Section 4 (2) of the company's Articles of Association: „Securitisation is excluded for all shares that are entered as electronic shares in an electronic securities register.“

III. Information on holding the Annual General Meeting as a virtual Annual General Meeting without the physical presence of shareholders or their authorised representatives

1. Virtual Annual General Meeting / transmission with image and sound / connection

The Executive Board has decided to hold the Annual General Meeting in accordance with Section 118a AktG in conjunction with Section 8 para. § Section 8 (1a) of the Articles of Association as a virtual Annual General Meeting without the physical presence of shareholders or their authorised representatives (with the exception of the company's proxies). The physical presence of shareholders and their authorised representatives (with the exception of the company's proxies) at the venue of the Annual General Meeting is excluded.

For shareholders who have duly registered for the Annual General Meeting or their authorised representatives, the

entire Annual General Meeting, including any answers to questions and voting, will be broadcast live with audio and video on the company's website at <https://www.syzygy-group.net/hauptversammlung/> in the password-protected internet service. The personal access data required for this (access code and password) will be sent to shareholders or their authorised representatives together with the “AGM ticket“ after registration for the Annual General Meeting. Details on this can be found below in the section “2. Requirements for attending the Annual General Meeting and exercising voting rights and explanation of the significance of the record date“.

Shareholders or their authorised representatives may exercise their voting rights exclusively by means of electronic absentee voting or by granting power of attorney to the proxies appointed by the company. Shareholders connected to the Annual General Meeting electronically and their authorised representatives are granted the right to speak and request information at the Annual General Meeting by means of video communication, as well as the right to submit motions and election proposals. They also have the right to object to resolutions of the Annual General Meeting by means of electronic communication. Shareholders who have duly registered for the Annual General Meeting and their authorised representatives are also granted the right to submit statements prior to the Annual General Meeting by means of electronic communication.

Duly registered shareholders (and their authorised representatives, if applicable) can exercise their shareholder rights, among other things, via the password-protected Internet service in accordance with the procedures provided for this purpose.

The use of the password-protected Internet service by an authorised representative requires that the authorised representative receives the corresponding access data.

Authorised intermediaries, shareholders' associations, voting rights advisors and other equivalent persons pursuant to Section 135 (8) AktG may also use the password-protected Internet service. The company will provide them with electronic access on request.

By using the password-protected internet service and clicking on the "Enter the Annual General Meeting" button during the virtual Annual General Meeting on 10 July 2025, shareholders or their proxies will be connected electronically to the virtual Annual General Meeting. However, the electronic connection does not enable participation in the meeting within the meaning of Section 118 para. 1 sentence 2 AktG or the exercise of voting rights by way of electronic participation within the meaning of Section 118a para. 1 sentence 2 no. 2 AktG.

2. Requirements for attending the Annual General Meeting and exercising voting rights and explanation of the significance of the record date

Shareholders are entitled to attend the Annual General Meeting and exercise their voting rights at the Annual General Meeting if they have registered in good time prior to the Annual General Meeting and have provided the company with proof of their authorisation to attend the Annual General Meeting and exercise their voting rights. Proof of share ownership issued by the last intermediary in accordance with Section 67c (3) AktG is sufficient as proof of authorisation 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 following address, fax number or email address by Thursday, 3 July 2025, 24:00 hours (CEST) at the latest:

Syzygy AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
Fax: +49 (0)89 889 690 633
E-mail: anmeldung@linkmarketservices.eu

The proof of shareholding must refer to the close of business on the 22nd day before the Annual General Meeting, i.e. Wednesday, 18 June 2025, 24:00 hours (CEST), (record date).

The entitlement to participate and the scope of voting rights are determined exclusively by the shareholder's shareholding on the record date. The record date is not associated with a block on the saleability of the shareholding. Even in the event of the (complete or partial) sale of the shareholding after the record date, the shareholder's shareholding on the record date is the only relevant factor for participation and the scope of voting rights. The same applies to acquisitions and additional acquisitions of shares in the period between the record date and the Annual General Meeting: Anyone who acquires (further) shares after the record date and before the Annual General Meeting is not entitled to participate in or vote with these (further) shares. The record date has no significance for any dividend entitlement.

After receipt of proper registration and proper proof of share ownership by no later than 3 July 2025, 24:00 hours (CEST), shareholders will be sent the access data for using the password-protected internet service 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 shareholdings to the company in good time.

3. Procedure for voting by proxy

Shareholders may also have their voting rights exercised at the Annual General Meeting by an authorised representative, e.g. an intermediary, a shareholders' association, a proxy advisor, the proxies appointed by the company or another

third party. Timely registration and proof of authorisation to attend the Annual General Meeting and exercise voting rights in accordance with the above provisions (see section III.2.) are also required in the case of authorisation. If the shareholder authorises more than one person, the company may reject one or more of these , but not all authorised representatives.

Shareholders who wish to authorise an intermediary, a shareholders' association, a voting rights advisor or a person or institution equivalent to these pursuant to Section 135 para. 8 AktG to exercise voting rights by means of a declaration to this person or institution are advised that in these cases the person or institution to be authorised may require a special form of proxy, as the proxy must be verifiably recorded in accordance with Section 135 AktG. We therefore ask shareholders to coordinate the form of the proxy with the person or institution to be authorised in this case.

If neither intermediaries, shareholders' associations, voting rights advisors nor persons or institutions equivalent to these pursuant to Section 135 para. 8 AktG are authorised, the power of attorney, its revocation and proof of authorisation to the company must be in text form (Section 126b 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 of authorisation, as well as upon request, 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 an authorised representative or its revocation to the company must be sent to the company by 9 July 2025, 24:00 hours (CEST), to the following address, fax number or e-mail address:

Syzygy AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
Fax: +49 (0)89 889 690 655
E-mail: syzygy@linkmarketservices.eu

The granting and revocation of proxies is also possible at from 19 June 2025 using the password-protected internet service 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 10 July 2025, it will also be possible to revoke or amend a proxy previously submitted in text form via the company's password-protected internet service.

On the day of the virtual Annual General Meeting on 10 July 2025, proxies can only be granted, amended or revoked via the password-protected internet service at <https://www.syzygy-group.net/hauptversammlung/> in accordance with the procedures provided for this purpose.

The use of the password-protected Internet service by the authorised representative requires that the authorised representative receives the corresponding access data.

The aforementioned transmission channels are also available up to the aforementioned dates if the authorisation is to be granted by declaration to the company; in this case, separate proof of the granting of authorisation is not required. The revocation or amendment of a proxy authorisation already granted can also be declared directly to the company via the aforementioned transmission channels up to the aforementioned dates.

4. Procedure for voting by 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. Timely registration and proof of authorisation to participate in the Annual General Meeting and exercise voting rights in accordance with the above provisions (see Section III.2.) are also required in the event that the company's proxies are authorised.

The proxies appointed by the company exercise voting rights in accordance with instructions if they are authorised to do so. The proxies are obliged to vote in accordance with the instructions issued to them; they cannot exercise voting rights at their own discretion and, even if they have been granted authorisation, are only authorised to exercise voting rights if and insofar as express instructions have been issued regarding the proposed resolutions to be voted on.

If an individual vote is held on an agenda item without this having been communicated in advance of the virtual Annual General Meeting, an instruction on this agenda item as a whole shall also be deemed to be a corresponding instruction for each item of the individual vote.

The company's proxies do not accept any authorisations to lodge objections to resolutions of the Annual General Meeting, to exercise the right to speak and ask questions or to submit motions.

Authorisations and instructions to the company's proxies may be sent by post, fax or email to the address, fax number or email address specified above in Section III.3(Procedure for voting by proxy) by no later than 9 July 2025, 24:00 hours (CEST), or from 19 June 2025 using the password-protected internet service accessible at <https://www.szygyy-group.net/hauptversammlung/> in accordance with the procedures provided for this purpose until the time of the closing of voting by the chairman of the meeting at the virtual Annual General Meeting on 10 July 2025 .

A corresponding form will be sent after proper registration and proof of share ownership and is also available for download on the company's website at <https://www.szygyy-group.net/hauptversammlung/>.

5. Procedure for voting by electronic absentee ballot

Duly registered shareholders may also exercise their voting rights themselves by electronic postal vote. Timely registration and proof of authorisation to participate in the Annual General Meeting and to exercise voting rights in accordance with the above provisions (see Section III.2.) are also required if voting rights are exercised by electronic postal vote.

Postal votes can be cast, changed or revoked electronically using the password-protected Internet service accessible at <https://www.szygyy-group.net/hauptversammlung/> in accordance with the procedure provided for this purpose from 19 June 2025 until the time the vote is closed by the chairman of the meeting at the virtual Annual General Meeting on 10 July 2025.

If an individual vote is held on an agenda item without this having been communicated in advance of the Annual General Meeting, the vote cast by electronic postal vote on this agenda item as a whole shall also be deemed to be a corresponding vote for each item of the individual vote.

Authorised representatives in accordance with Section III.3. (Procedure for voting by proxy) may also use electronic postal voting.

6. Information on the rights of shareholders in accordance with Sections 122 para. 2, 126 para. 1, 127 and 131 para. 1 AktG and in connection with the virtual Annual General Meeting

Requests for additions to the agenda pursuant to Section 122 (2) AktG

Shareholders whose shares together reach the pro rata amount of the share capital of EUR 500,000.00 (this corresponds to 500,000 shares) may request that items be placed on the agenda and publicised. Each new item must be accompanied by a statement of reasons or a draft resolution. Reference is made to Section 124 para. 2 sentence 3 AktG. The request must be received by the company's Executive Board in writing by Monday, 9 June 2025, 24:00 hours (CEST) at the latest, at the following address:

Management Board of Szygyy AG
Horexstrasse 28
61352 Bad Homburg
Germany

Pursuant to Section 122 para. 2 sentence 1 in conjunction with Section 122 para. 1 sentence 3 AktG, the applicants must prove that they have held 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 decides on the request.

Additions to the agenda that are to be announced will be published in the Federal Gazette immediately after receipt of the request and forwarded for publication to those media that can be expected to disseminate the information throughout the European Union. They will also be published on the Internet at <https://www.szygy-group.net/hauptversammlung/> and communicated to the shareholders.

Countermotions and election proposals pursuant to Section 126 (1) and Section 127 AktG

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

Szygy AG
Susan Wallenborn
Horexstrasse 28
61352 Bad Homburg
Germany
Fax +49 (0)6172 9488 270
E-mail: ir@szygy-group.net

The company will publish all countermotions to a proposal by the Executive Board and/or the Supervisory Board on a specific agenda item in accordance with Section 126 (1) AktG and election proposals in accordance with Section 127 AktG, together with any justification and any statement by the management, on the Internet at <https://www.szygy-group.net/annual-general-meeting/> if they are received by the company by Wednesday, 25 June 2025, 24:00 hours (CEST) at the latest at the address, fax number or email address stated above in this section and the other requirements for an obligation to publish in accordance with Section 126 or Section 127 AktG are met, in particular if proof of shareholder status is provided. Countermotions and election proposals from shareholders addressed elsewhere do not have to be made accessible .

The company may refrain from publishing a countermotion and its grounds under the conditions specified in Section 126 (2) AktG. The grounds for a countermotion need not be made accessible if they exceed 5,000 characters in total.

Countermotions or election proposals by shareholders or their authorised representatives that must be made accessible in accordance with Section 126 or Section 127 AktG are deemed to have been submitted at the time they are made accessible. The company enables the voting right on these motions or election proposals to be exercised from this point in time. Motions from shareholders who have not duly registered or are not duly authorised do not have to be dealt with at the Annual General Meeting.

Shareholders or their authorised representatives who are connected to the Annual General Meeting also have the right to submit motions and election proposals at the meeting by means of video communication within the scope of their right to speak (see section "Right to speak pursuant to Section 130a (5) and (6) AktG").

Submission of statements in accordance with Section 130a (1-4) AktG

Duly registered shareholders or their authorised representatives have the right to submit statements on items on the agenda in text form by means of electronic communication in accordance with Section 130a (1) to (4) AktG. The password-protected internet service on the company's website at <https://www.szygy-group.net/hauptversammlung/> is available to them for this purpose with the corresponding access data.

Comments in text form must be submitted as a file in PDF format with a maximum recommended file size of 50 MB in accordance with the procedure provided for this purpose.

It is possible to submit several statements. By submitting a statement, the shareholder or their authorised representative agrees that the statement will be made accessible in the password-protected Internet service, stating their name.

Statements must be submitted no later than five days before the Annual General Meeting, i.e. no later than 4 July 2025, 24:00 hours (CEST). Statements submitted on the agenda

items will be made available on the password-protected internet service on the company's website at <https://www.szygy-group.net/hauptversammlung/> no later than four days before the Annual General Meeting, i.e. no later than 24:00 hours (CEST) on 5 July 2025, unless publication may be waived in exceptional cases in accordance with Section 130a para. 3 sentence 4 AktG.

Motions and election proposals, questions and objections to resolutions of the Annual General Meeting submitted in text form will not be considered at the Annual General Meeting; the submission of motions or election proposals (see section "Counter motions and election proposals pursuant to Section 126 para. 1, Section 127 AktG"), the exercise of the right to information (see section "Right to information pursuant to Section 131 (1) AktG") and the filing of objections to resolutions of the Annual General Meeting (see section "Objection to a resolution of the Annual General Meeting") is only possible in the ways described separately in this notice of invitation.

Right to speak in accordance with Section 130a (5) and (6) AktG

Shareholders or their authorised representatives who are connected to the Annual General Meeting electronically have the right to speak at the meeting by means of video communication.

From approximately 1 hour before the start of the Annual General Meeting, a virtual registration table will be set up via the password-protected Internet service on the company's website at <https://www.szygy-group.net/hauptversammlung/>, where shareholders or their authorised representatives can register to speak.

In particular, the right to speak also includes the right to submit motions and nominations for election pursuant to Section 118a para. 1 sentence 2 no. 3 AktG (see also section "Counter motions and nominations for election pursuant to Section 126 para. 1, Section 127 AktG"), the right to request information pursuant to Section 131 para. 1 AktG (see also section "Right to information pursuant to Section 131 para. 1 AktG") and the right to object to a resolution of the Annual General Meeting (see also section "Objection to a resolution of the Annual General Meeting pursuant to Section 131 para. 1 AktG"). section "Right to information pursuant to section 131 para. 1 AktG") and the right to file an objection to a resolution of the Annual General Meeting for the minutes of the notary (see also section "Objection to a resolution of the Annual General Meeting pursuant to section 118a para. 1 sentence 2 no. 8 AktG").

Pursuant to Section 9(2) sentence 3 of the company's Articles of Association, the Chairman may impose reasonable time limits on the shareholders' right to ask questions and speak;

in particular, he may set reasonable time limits for the course of the meeting, the discussion on the individual agenda items and the individual questions and speeches.

The entire virtual Annual General Meeting, including video communication, is handled in the password-protected Internet service via the MeetingBase system from Better Orange IR & HV AG. Shareholders or their authorised representatives who wish to register their speech via the virtual floor require either a non-mobile device (PC, notebook, laptop) or a mobile device (e.g. smartphone or tablet) to connect their speech. A camera and microphone that can be accessed from the browser must be available on the end devices for speeches. It is not necessary to install additional software components or apps on the end devices. Please ensure that you have a good and stable internet connection on your computer or mobile device and that you are using a current version of one of the following browsers Chrome, Edge or Safari. JavaScript must also be enabled. Persons who have registered for a speech via the virtual word registration table will be activated for their speech in the password-protected internet service. The company reserves the right to check the functionality of the video communication between the shareholder or authorised representative and the company during the meeting and before the speech and to reject it if the functionality is not ensured.

Right to information pursuant to Section 131 (1) AktG

At the Annual General Meeting, any shareholder or shareholder representative may request information from the Management Board on company matters, the company's legal and business relationships with affiliated companies and the situation 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 verbally during the discussion at the Annual General Meeting. The Executive Board may refuse to provide information under the conditions specified in Section 131 (3) AktG.

It is intended that the chair of the Annual General Meeting will stipulate that the right to information pursuant to Section 131 para. 1 AktG may only be exercised at the Annual General Meeting by means of video communication, i.e. in the context of exercising the right to speak (see section "Right to speak pursuant to Section 130a para. 5 and 6 AktG") (Section 131 para. 1f AktG). The chairman of the meeting will provide further information on this during the Annual General Meeting. No other submission of questions by means of electronic or other communication is intended either before or during the Annual General Meeting.

§ Section 131 para. 4 sentence 1 AktG stipulates that if a shareholder has been provided with information outside the Annual General Meeting in his capacity as a shareholder, this information must be provided to any other shareholder or his authorised representative at the Annual General Meeting upon request, even if it is not necessary for the proper assessment of the item on the agenda.

In addition, Section 131 (5) sentence 1 AktG stipulates that if a shareholder is refused information, they may request that their question and the reason for which the information was refused be included in the minutes of the meeting.

As part of the virtual Annual General Meeting, it is ensured that shareholders or their authorised representatives who are connected to the Annual General Meeting electronically can submit their request pursuant to Section 131 para. 4 sentence 1 AktG and their request pursuant to Section 131 para. 5 sentence 1 AktG not only by way of video communication, i.e. as part of the right to speak and the procedure provided for this purpose (above section "Right to speak pursuant to Section 130a para. 5 and 6 AktG"), also by way of electronic communication via the password-protected Internet service on the company's website at <https://www.syzygy-group.net/hauptversammlung/> in accordance with the procedure provided for this purpose with the corresponding access data at the Annual General Meeting.

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

Duly registered shareholders or their proxies who are connected to the Annual General Meeting electronically have the right to object to a resolution of the Annual General Meeting via the password-protected Internet service on the company's website at <https://www.syzygy-group.net/hauptversammlung/> in accordance with the procedures provided for this purpose from the beginning of the virtual Annual General Meeting on 10 July 2025 until the end of the virtual Annual General Meeting. In addition, shareholders or their authorised representatives may also use their right to speak to raise an objection for the notary's minutes.

The company would like to point out once again that the proxies appointed by the company do not accept instructions to lodge objections.

7. Reference to the company's website via which the information pursuant to Section 124a AktG is accessible

The convening of the Annual General Meeting, the documents and motions of shareholders to be made available, the information pursuant to Section 124a AktG, further explanations on the rights of shareholders pursuant to Sections 122 para. 2, 126 para. 1, 127 and 131 para. 1 AktG and in connection with the virtual Annual General Meeting

are also available on the company’s website at <https://www.szygyg-group.net/hauptversammlung/>. The voting results will be announced after the Annual General Meeting at the same Internet address.

8. Total number of shares and voting rights

The company’s share capital of EUR 13,500,026.00 is divided into 13,500,026 no-par value shares at the time the Annual General Meeting is convened. Each no-par value share grants one vote. However, the company has no voting rights from treasury shares. The company does not hold any treasury shares at the time the Annual General Meeting is convened. The total number of shares with attendance and voting rights at the time the Annual General Meeting is convened is therefore 13,500,026.

9. Note on data protection

We attach great importance to protecting your data and processing it in accordance with the law. We have summarised all information on the processing of our shareholders’ personal data clearly in one place in our privacy policy. This information is available on the company’s website at www.szygyg-group.net/datenschutzhinweise-fuer-aktionaeer/.

IV. Appendix

Information on the Supervisory Board candidate

Johnny Hornby

Profession: Founder & CEO of T&Pm Group, London
Place of residence: London, United Kingdom

Personal details

Year of birth:	1967
Country of birth:	Leamington Spa, United Kingdom
Nationality:	Britisch

Academic career

University of Edinburgh, Bachelor of Arts in History and Politics

Professional career

since 2024	Founder and CEO, T&Pm, London
since 2013	Member of the WPP Global Council, London
2013–2024	Founder, CEO and Chairman of The&Partnership, London
2001–2013	Founding Partner, Clemmow Hornby Inge (CHI) & Partners (later The&Partnership), London
1989–2001	Managing Director, TBWA, London
1994–1998	Client Services Director, Collett Dickenson Pearce (CDP), London

Expertise and focus areas

Johnny Hornby is an experienced entrepreneur and agency founder with proven expertise in integrated brand communication, agency model innovation and media strategy. Proven success in building customised agency structures, leading large international teams and implementing technology and AI-enabled marketing solutions.

Focal points:

Brand strategy, integrated communication, agency development, media & programmatic, digital transformation, leadership & entrepreneurship, political communication

Focal points in the competence profile of the Supervisory Board

Johnny Hornby fulfils the following composition objectives and characteristics of the requirements profile of the Supervisory Board of Szygyg AG.

Experience in the management and/or supervision of another medium-sized or large company

- Expertise in the following business-relevant areas of competence:
- Accounting and finance, innovation, marketing and communication as well as corporate strategy

Disclosures pursuant to Section 125 (1) sentence 5 AktG and disclosures pursuant to the German Corporate Governance Code (GCGC)

Mr Johnny Hornby is CEO of T&Pm within the WPP Group. WPP plc indirectly holds a 50.3 per cent stake in Syzygy AG. Mr Hornby is therefore not considered independent of the controlling shareholder within the meaning of the DGCK. Apart from this, there are no circumstances which, in the opinion of the Supervisory Board, objectively judging shareholders would regard as decisive for their election decision.

Mandates in a Supervisory Board to be formed by law

none

Mandates in comparable domestic or foreign supervisory bodies of commercial enterprises

none

Bad Homburg v. d. Höhe, May 2025

Syzygy AG

The Executive Board



Syzygy AG / Frank Wolfram & Antje Neubauer

Contact Impress /

SYZYGY AG

Syzygy AG
Horexstraße 28
61352 Bad Homburg v.d.H.

T +49 6172 9488-252
F +49 6172 9488-270
ir@syzygy-group.net
syzygy-group.net

Chairwoman of the Supervisory Board
Antje Neubauer

Management Board
Frank Wolfram (CEO)
Erwin Greiner (CFO)
Frank Ladner (CTO)

Editorial Department
Syzygy AG

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Ruben Rheinländer, Pascal Bünning, Colleagues
of the SYZYG Group and much more.

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