FIELMANN GROUP AG, HAMBURG
ISIN DE0005772206

INVITATION TO THE
2026 GENERAL MEETING

**Overview with information pursuant to Section 125 (1) and (5) of the German Stock Corporation Act (AktG) in conjunction with Art. 4 (1), Table 3 of the Annex to Implementing Regulation (EU) 2018/1212**

**A. Contents of the notification**

1. **Unique identifier for the event:** 2026 Annual General Meeting of Fielmann Group AG; format as per Implementing Regulation (EU) 2018/1212: FIE072026oHV
2. **Type of notification:** convocation of the Annual General Meeting; format as per Implementing Regulation (EU) 2018/1212: NEWM

**B. Information on the issuer**

1. **ISIN:** DE0005772206
2. **Name of issuer:** Fielmann Group AG

**C. Information on the General Meeting**

1. **Date of the General Meeting:** July 9, 2026; format as per Implementing Regulation (EU) 2018/1212: 20260709
2. **Time of the General Meeting:** 10:00 a.m. (CEST); format as per Implementing Regulation (EU) 2018/1212: 8:00 a.m. UTC (Coordinated Universal Time)
3. **Type of the General Meeting:** General Meeting to be attended in person by shareholders or their representatives (attendees physically present); format as per Implementing Regulation (EU) 2018/1212: GMET
4. **Location of the General Meeting:** Barclays Arena, Hellgrundweg 44, 22525 Hamburg, Germany
5. **Record date:** June 17, 2026, midnight CEST; format as per Implementing Regulation (EU) 2018/1212: 20260617; 10:00 p.m. UTC
6. **URL of the website for the General Meeting:** www.fielmann-group.com/hv2026

Further information on the convocation of the General Meeting (blocks D to F in Table 3 of the Annex to Implementing Regulation [EU] 2018/1212) regarding participation in the General Meeting (block D), the agenda (block E) and details on deadlines for exercising other shareholder rights (block F) can be found on the company's website at www.fielmann-group.com/hv2026.

# Invitation to the Annual General Meeting

We hereby invite our shareholders to the Annual General Meeting to be held at Barclays Arena, Hellgrundweg 44, 22525 Hamburg, at 10:00 a.m. CEST on Thursday, July 9, 2026.

## I. Agenda

### 1. Presentation of the approved annual financial statements of Fielmann Group AG, the approved consolidated financial statements of the Fielmann Group, the combined Management Report for Fielmann Group AG and the Fielmann Group dated December 31, 2025, the Supervisory Board's report and the Management Board's report explaining the information in accordance with Sections 289a and 315a of the German Commercial Code (HGB) for the 2025 financial year.

The Supervisory Board endorsed the annual financial statements and consolidated financial statements prepared by the Management Board on April 16, 2026. As a result, the annual financial statements have been approved in accordance with Section 172 of the AktG. There is therefore no legal requirement for the General Meeting to pass a resolution on this item of the agenda and there is no intention to do so for this reason.

The documents listed under this item of the agenda and the Management Board's proposal for the appropriation of the distributable profit can be found on the company's website at www.fielmann-group.com/hv2026. They will also be made available and explained to the General Meeting.

### 2. Resolution on the appropriation of the distributable profit

The Management Board and Supervisory Board propose the following resolution:
That the distributable profit of Fielmann Group AG in the 2025 financial year of € 117,600,000.00 be appropriated as follows:

| | | |
|---|---|---|
| **Distribution to shareholders (= payment of a dividend of € 1.40 per dividend-bearing share)** | **=** | **€ 117,401,617.20** |
| **Profits carried forward to new account** | **=** | **€ 198,382.80** |
| **Distributable profit** | **=** | **€ 117,600,000.00** |

The aforementioned proposed appropriation of profits takes into account treasury shares held by the company at the time of convocation, which are not dividend-bearing pursuant to Section 71b of the AktG. The number of dividend-bearing shares may change by the time of the General Meeting. In this event, a correspondingly adjusted proposal for the appropriation of profit will be presented to the General Meeting at an unchanged payout of € 1.40 per dividend-bearing share.

Pursuant to Section 58 (4) sentence 2 of the AktG, the claim to the dividend will be due on the third business day following the General Meeting resolution, i.e., on July 14, 2026.

**3. Resolution on the approval of the actions of the Management Board members for the 2025 financial year**

The Management Board and Supervisory Board propose approving the actions of the Management Board members in office in the 2025 financial year for this period.

**4. Resolution on the approval of the actions of the Supervisory Board members for the 2025 financial year**

The Management Board and Supervisory Board propose approving the actions of the Supervisory Board members in office in the 2025 financial year for this period.

**5. Resolution on the approval of the remuneration report for the 2025 financial year**

As per Section 162 of the AktG, the Management Board and Supervisory Board are required to draft a remuneration report and present it to the General Meeting for approval as per Section 120a (4) of the AktG.

In line with Section 162 (3) of the AktG, the auditor has checked the remuneration report to determine whether the legally required disclosures as per Section 162 (1) and (2) of the AktG have been made. The report on the audit of the remuneration report has been attached to the remuneration report.

The remuneration report with the auditor's report is available on the company's website at www.fielmann-group.com/hv2026.

The Supervisory Board and Management Board propose that the remuneration report for the 2025 financial year prepared and audited in line with Section 162 of the AktG be approved.

**6. Resolution on the cancellation of the 2021 authorized capital and the creation of new authorized capital (2026 authorized capital) with the option of preclusion of statutory subscription rights and a corresponding amendment to the Articles of Association**

The Management Board and Supervisory Board propose the following resolutions:

a) That the Management Board's authorization in accordance with Section 5 (3) of the Articles of Association to increase the company's share capital with the unanimous consent of all its members and the Supervisory Board, and possibly subject to the preclusion of subscription rights, by issuing new shares for cash and/or contributions in kind totaling up to € 10,000,000.00 (2021 authorized capital) – granted by resolution of the 2021 Annual General Meeting, valid until July 7, 2026, and not exercised to date – be canceled.

b) That new authorized capital amounting to € 16,800,000.00 be created, authorizing the Management Board to increase the company's share capital with the consent of the Supervisory Board, and possibly subject to the preclusion of subscription rights, by issuing new shares for cash and/or contributions in kind totaling up to € 16,800,000.00 (2026 authorized capital).

For this purpose, Section 5 (3) of the Articles of Association is to be reworded as follows:

> "(3) For a period of five years from this authorization being entered in the Commercial Register, the Management Board will be authorized, subject to the consent of the Supervisory Board, to increase the share capital by issuing new bearer shares for cash and/or contributions in kind totaling up to € 16,800,000.00 in one or more stages (2026 authorized capital). However, the issue of new shares that (i) are issued from authorized capital during the term of this authorization on the basis of this or another authorization and (ii) have been or are to be issued from contingent capital during the term of this authorization for the purpose of servicing bonds with conversion or option rights/obligations is limited to a notional portion of the share capital of € 18.000.000,00 of the overall share capital and the Management Board's authorization is confined to this upper limit. In the event that the company's share capital decreases during the term of this authorization, the aforementioned upper limit on the issue of new shares will be reduced by an amount proportionate to that decrease.
>
> As a rule, the new shares are to be offered to shareholders for subscription. These subscription rights may take the form of an indirect pre-emptive right in accordance with Section 186 (5) of the AktG.
>
> However, the Management Board is authorized, subject to the consent of the Supervisory Board, to preclude shareholders' subscription rights (referred to in the AktG as pre-emptive rights) in the following cases:
>
> - to offset residual amounts;
>
> - when increasing the share capital, in return for cash contributions pursuant to Section 203 (1) and (2) and Section 186 (3) sentence 4 of the AktG, if the pro rata amount of the share capital attributable to the new shares issued, subject to the preclusion of subscription rights, does not exceed a total of 20% of the share capital existing at the time this authorization came into effect or, if lower, when the shares were issued, and the issue amount of the new shares is not significantly lower than the stock exchange price for shares that are already listed at the time the issue amount is finally determined as per Section 203 (1) and (2) and Section 186 (3) sentence 4 of the AktG; when calculating the 20% limit, shares must be taken into account which were issued or sold with the direct or corresponding application of Section 186 (3) sentence 4 of the AktG during the term of this authorization until the time this authorization is utilized, as well as shares that have been or are to be issued or granted on the basis of a convertible bond and/or warrant issued during the term of this authorization, subject to the preclusion of subscription rights in accordance with Section 186 (3) sentence 4 of the AktG;

- for a capital increase for contributions in kind to grant shares for the purpose of acquiring companies, parts of companies or investments in companies.

The shares issued on the basis of the above authorizations, subject to the preclusion of subscription rights, must not exceed a total pro rata amount of 20% of the share capital existing when these authorizations came into effect or, if lower, of the share capital existing when the shares are issued. If, during the term of these authorizations, other authorizations to issue shares are exercised with subscription rights precluded, this will count toward the 20% limit, including any shares that have been or are to be issued or granted on the basis of a convertible bond and/or warrant issued during the term of the above authorizations, subject to the preclusion of subscription rights.

In the event of an increase in the share capital, the entitlement of new shares to the distribution of profits may be determined differently from the stipulations in Section 60 of the AktG. Moreover, the Management Board is authorized, subject to the consent of the Supervisory Board, to stipulate all the remaining details concerning implementation of capital increases in the context of the 2026 authorized capital.

The Management Board is also authorized to take all further actions necessary to implement a capital increase, including drawing up rules for implementation, initiating and carrying out subscription offers and undertaking all declarations and actions required to implement and register the capital increase.

The Supervisory Board will be authorized to amend the Articles of Association following full or partial implementation of the capital increase using the 2026 authorized capital and once the authorization period has expired."

c) That the Management Board be instructed to enter in the Commercial Register the cancellation of the existing 2021 authorized capital in accordance with a) and the resolution on Section 5 (3) of the Articles of Association in accordance with b), with the proviso that registration should be carried out in the order stipulated and that the cancellation of the existing 2021 authorized capital in accordance with a) should not be registered until steps have been taken to ensure that the resolution on Section 5 (3) of the Articles of Association in accordance with b) will be registered immediately afterward.
The Management Board's report on the authorization to preclude subscription rights will be available to all shareholders at www.fielmann-group.com/hv2026 from the convocation of the General Meeting until the end of the meeting.

**7. Resolution on the creation of contingent capital (2026 contingent capital) with authorization to issue convertible bonds or warrants subject to the preclusion of subscription rights and a corresponding amendment to the Articles of Association**

The company's Articles of Association do not currently contain any authorization to use contingent capital or to issue convertible bonds and/or warrants (or a combination of these elements).

As a precaution, the Management Board and Supervisory Board propose introducing appropriate authorization to afford the Management Board and Supervisory Board greater flexibility in structuring the company's financing. The company does not have any specific plans to exercise this authorization.

The Management Board and Supervisory Board therefore propose the following resolution:

a) 2026 contingent capital

A contingent increase in the company's share capital by up to € 8,400,000.00 will be effected by the issue of new bearer shares (2026 contingent capital).

The contingent capital will be reserved for the sole purpose of granting shares to bearers of convertible bonds and/or warrants (or a combination of these elements) issued by the company or subsidiaries under its direct or indirect control.

The contingent capital increase will be carried out only to the extent to which the conversion and/or option rights outlined in the proposed new Section 5 (4) of the Articles of Association [see e]) under agenda item 7) are exercised. The new shares will be issued on the basis of the conversion or option ratio stipulated in the applicable terms of issue. The new shares will be entitled to the distribution of profits from the start of the financial year in which they are created.

Subject to the consent of the Supervisory Board, the Management Board will be authorized to stipulate all the remaining details concerning implementation of capital increases and to amend the Articles of Association accordingly after that authorization has been exercised in full or in part.

b) Authorization to issue convertible bonds and/or warrants

For a period of five years from this authorization being entered in the Commercial Register, the Management Board will be authorized, subject to the consent of the Supervisory Board, to issue convertible bonds and/or warrants (or combinations of such instruments) (collectively referred to as "bonds") with a par value of up to € 840.000.000,00 in one or more stages, and to grant the bearers of these bonds conversion/option rights to shares in the company.

The bonds may be issued in euros or any other currency specified by the Management Board and may also be issued by a company controlled by the company. Subject to the consent of the Supervisory Board, the Management Board will stipulate the precise terms and conditions of the bonds and the associated conversion/option rights (particularly the conversion/option ratio, conversion/option price, term, interest rate, adjustment mechanisms in the event of corporate actions).

The issue of new shares that (i) are issued from contingent capital during the term of this authorization on the basis of this or another authorization and (ii) are issued from authorized capital during the term of this authorization is limited in total to a notional portion of the share capital of € 18,000,000.00 of the overall share capital and the Management Board's authorization is confined to this upper limit. In the event that the company's share capital decreases during the term of this authorization, the aforementioned upper limit on the issue of new shares will be reduced by an amount proportionate to that decrease.

c) Preclusion of subscription rights

As a rule, shareholders are entitled to subscription rights when bonds are issued. However, the Management Board is authorized, subject to the consent of the Supervisory Board, to preclude shareholders' subscription rights in full or in part in the following cases:

- to offset residual amounts;

- if it is necessary to grant shares in the company to bearers of previously issued convertible bonds or warrants when they exercise their rights;

- if bonds are issued for contributions in kind for the purpose of acquiring companies, parts of companies or investments;

- if bonds are issued for cash, provided that the issue price is not significantly lower than the theoretical market value of the bonds determined by recognized financial mathematical methods; in such cases, the pro rata amount of the shares issued for the purpose of servicing the conversion or option rights must not exceed a total of 20% of the share capital existing when this authorization came into effect or, if lower, of the share capital existing at the time of issue; when calculating the 20% limit, shares must be taken into account which were issued or sold with the direct or analogous application of Section 186 (3) sentence 4 of the AktG during the term of this authorization up to the time this authorization is utilized.

The shares issued on the basis of the above authorizations, subject to the preclusion of subscription rights, must not exceed a total pro rata amount of 20% of the share capital existing when these authorizations came into effect or, if lower, of the share capital existing when the shares are issued. If, during the term of these authorizations, other authorizations to issue shares are exercised with subscription rights precluded, this will count toward the 20% limit, including any shares that have been or are to be issued or granted from authorized capital during the term of the above authorizations with subscription rights precluded.

d) Alternative methods of servicing the rights

The Management Board is authorized, subject to the consent of the Supervisory Board, to use the company's treasury shares for the purpose of satisfying conversion or option rights in full or in part or to provide a cash payment. In such cases, the contingent capital increase will not take place to the corresponding extent.

e) Amendment to the Articles of Association

The Articles of Association will be amended by the addition of (4) to Section 5, reading as follows:

> "(4) A contingent increase in the company's share capital by up to € 8,400,000.00 is effected by the issue of up to 8,400,000 new no-par bearer shares (2026 contingent capital).
> The contingent capital is reserved for the sole purpose of granting shares to bearers of convertible bonds and/or warrants (including bonds with a conversion or option obligation) issued on the basis of corresponding authorization by the company or subsidiaries under its direct or indirect control currently or in the future.
> The contingent capital increase will be carried out only to the extent to which the conversion or option rights are actually exercised. The new shares will be issued on the basis of the conversion or option ratio stipulated according to the applicable terms of issue. In the event of an increase in the share capital, the entitlement of new shares to the distribution of profits may be determined differently from the stipulations in Section 60 of the AktG.
> The Management Board is authorized, subject to the consent of the Supervisory Board, to stipulate all the remaining details concerning the implementation of the contingent capital increase and the terms and conditions of the conversion or option rights. Furthermore, the Supervisory Board will be authorized to amend the Articles of Association following full or partial implementation of the capital increase using the 2026 contingent capital and once the authorization period has expired.
> Where permitted by law, it is possible to use the company's treasury shares or shares acquired from third parties for the purpose of satisfying conversion or option rights or to provide a cash payment. In such cases, the contingent capital increase will not take place to the corresponding extent."

The Management Board's report on the authorization to preclude subscription rights will be available to shareholders at www.fielmann-group.com/hv2026 from the convocation of the General Meeting until the end of the meeting.

**8. Choice of auditor for Fielmann Group AG and the Fielmann Group for the 2026 financial year**

On the recommendation of the Audit Committee, the Supervisory Board proposes appointing PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, as the auditor for Fielmann Group AG and the Fielmann Group for the 2026 financial year.
The Audit Committee declared in its recommendation that the recommendation was free of any undue influence from third parties and that no clause of the type referred to in Article 16 (6) of Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 (EU Statutory Audit Regulation) restricting the choice of auditors available to the General Meeting had been imposed on it.

**9. Choice of auditor of the Corporate Social Responsibility Report for Fielmann Group AG and the Fielmann Group for the 2026 financial year**

The appointment of an auditor of the Corporate Social Responsibility Report by the General Meeting is a precaution taken in the context of Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU, as regards corporate sustainability reporting (Corporate Sustainability Reporting Directive [CSRD]), which is to be implemented in German law. Because no legislation implementing the CSRD in German law has yet taken effect at the time of submission of this convocation to the Federal Gazette, the choice of auditor for corporate sustainability reporting is proposed as a precaution in case the General Meeting should be required to make such a choice.
On the recommendation of the Audit Committee, the Supervisory Board proposes appointing PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, as the auditor of the Corporate Social Responsibility Report for Fielmann Group AG and the Fielmann Group for the 2026 financial year.
The Audit Committee declared in its recommendation that the recommendation was free of any undue influence from third parties and that no clause of the type referred to in Article 16 (6) of Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 (EU Statutory Audit Regulation) restricting the choice of auditors available to the General Meeting had been imposed on it.

**10. Consent to enter into a control and profit-and-loss absorption agreement between Fielmann Group AG and Exklusiv Optiker GmbH**

Fielmann Group AG, as the parent company, and Exklusiv Optiker GmbH, Hamburg ("EO GmbH"), a wholly owned subsidiary of Fielmann Group AG, as the subsidiary, entered into a control and profit-and-loss absorption agreement on May 4, 2026.

To enter into force, the control and profit-and-loss absorption agreement requires the consent of the Fielmann Group AG General Meeting and the Shareholders' Meeting of EO GmbH and must be added to the entry for EO GmbH in the Commercial Register. The Shareholders' Meeting of EO GmbH granted its consent on May 4, 2026.

The Management Board and Supervisory Board propose that consent be granted for the control and profit-and-loss absorption agreement between Fielmann Group AG and EO GmbH dated May 4, 2026.

The control and profit-and-loss absorption agreement reads as follows:

**"Preamble**

Fielmann Group AG is the sole shareholder of EO GmbH. EO GmbH is financially integrated into Fielmann Group AG. This being the case, both companies hereby enter into the following control and profit-and-loss absorption agreement.

**Section 1 Power of direction**

EO GmbH places its company under the direction of Fielmann Group AG. The latter is entitled to issue directions to the managing directors of EO GmbH as regards the management of the company, both broadly and on a case-by-case basis. All such directions must be issued in writing. Any directions issued verbally must be confirmed in writing without delay. The authorization to issue directions does not extend to the amendment, maintenance or termination of this agreement.
EO GmbH undertakes to comply with the directions issued by Fielmann Group AG, provided that it is not prevented from doing so by mandatory statutory provisions, particularly those relating to company, commercial or accounting law.

**Section 2 Right to seek information**

Fielmann Group AG and its representatives are entitled to inspect the books and records of EO GmbH at any time. The managing directors of EO GmbH are required at all times to provide Fielmann Group AG and its representatives with any and all information that they request concerning all business and organizational matters pertaining to EO GmbH.
Notwithstanding the rights agreed to above, EO GmbH is required to provide regular reports to Fielmann Group AG regarding its business performance, particularly significant business transactions.

**Section 3 Profit transfer**

EO GmbH undertakes to transfer all its profits to Fielmann Group AG. The profit transfer must not exceed the amount specified in Section 301 of the Aktiengesetz, as amended.
With the consent of Fielmann Group AG, EO GmbH may allocate amounts from net income to other retained earnings to the extent permitted by commercial law and financially justifiable on the basis of sound business judgment. Other retained earnings accrued during the term of this agreement are to be reversed upon request by Fielmann Group AG and used to offset a net loss for the year or transferred as profit. The transfer of amounts from the reversal of other retained earnings accrued prior to the start of this agreement, as well as from capital reserves, is precluded.

The profit transfer obligation will apply for the first time to the entire profit for the financial year in which this agreement enters into force.

## Section 4 Loss absorption

Fielmann Group AG is required to absorb any losses on the part of EO GmbH in accordance with the provisions of Section 302 of the Aktiengesetz, as amended, and to apply all other stipulations of Section 302 of the AktG.

## Section 5 Entry into force and duration

This agreement is entered into subject to the consent of the Shareholders' Meetings of Fielmann Group AG and EO GmbH. The agreement will enter into force when it is added to the entry for EO GmbH in the Commercial Register. With regard to Section 1 (Power of direction) and Section 2 (Right to seek information), the agreement will become valid from the time of its entry into force. The remaining provisions of the agreement will become valid starting at 00:00 on January 1 of the year in which the agreement enters into force.

The contract is entered into for an indefinite term. It may be terminated for the first time effective at 12:00 a.m. on December 31 of the year in which five calendar years have elapsed since the start of the fiscal year of EO GmbH for which the contract first took effect. Termination requires a notice period of three months. If the day on which the five calendar years elapse does not coincide with the end of the EO GmbH's financial year, the agreement may first be terminated at the end of the EO GmbH's financial year in progress on that date, provided the same notice period is observed. If the agreement is not terminated, it will be extended on a rolling basis to the end of each subsequent EO GmbH's financial year, subject to the same notice period. Notice of termination must be given in writing. Compliance with the notice period will be determined on the basis of the date on which the other party receives the notice of termination.

The right of both parties to terminate the agreement without notice for cause remains unaffected. Examples of valid causes include, in particular, those specified in R 14.5 (6) of the 2015 German Corporate Tax Guidelines or causes listed in applicable tax guidelines or regulations valid at the time of termination of the agreement. Furthermore, the parties will be entitled to terminate the agreement for cause if Fielmann Group AG no longer holds a majority of voting rights in EO GmbH or if insolvency proceedings have been opened for the assets of one of the parties, or if the opening of such proceedings has been refused for insufficiency of assets.

At such time as the agreement ends, Fielmann Group AG will be required, upon request, to provide security to creditors of EO GmbH in accordance with Section 303 of the Aktiengesetz.

## Section 6 Final provisions

Certain provisions of this agreement should be interpreted on the basis of Sections 14 and 17 of the German Corporate Tax Act, as amended.

Any amendments or additions to this agreement must be made in writing, unless stricter requirements apply.

If any provision of this agreement is or becomes entirely or partially invalid or null and void or if a provision required by law is absent from this agreement, the validity of the rest of the agreement will not be affected. In such cases, it will be necessary to replace the invalid or absent provision with a legally valid provision that comes as close as possible to what the parties intended in terms of the meaning and purpose of this agreement, or would have intended had they been aware of the invalid or absent provision."

Fielmann Group AG is the sole shareholder of EO GmbH. Fielmann Group AG is therefore not required to make compensation or settlement payments as stipulated in Sections 304 and 305 of the AktG. An audit of the agreement in accordance with Section 293b (1), second half of sentence, of the AktG is unnecessary for the same reason.

The following documents will be available at www.fielmann-group.com/hv2026 from the convocation of the General Meeting until the end of the meeting:

- Control and profit-and-loss absorption agreement between Fielmann Group AG and EO GmbH dated May 4, 2026;
- the approved annual financial statements of EO GmbH for the 2025, 2024 and 2023 financial years;
- the approved annual financial statements of Fielmann Group AG for the 2025, 2024 and 2023 financial years;
- the Fielmann Group Annual Reports for the 2025 and 2024 financial years, containing the Combined Management Report for the Fielmann Group and Fielmann Group AG, and the Fielmann Group Annual Report for the 2023 financial year, containing the Management Report for the Fielmann Group and the Management Report for Fielmann Group AG for 2023;
- the combined report of the Management Board of Fielmann Group AG and the managing directors of EO GmbH concerning the control and profit-and-loss absorption agreement in accordance with Section 293a of the AktG.

## II. Further details regarding convocation

### 1. Total number of shares and voting rights at the time of convocation of the 2026 General Meeting

At the time of convocation of the 2026 General Meeting, the company's share capital amounts to € 84,000,000.00 and is divided into 84,000,000 no-par-value ordinary shares (bearer shares). Each share grants one vote. The total number of shares and voting rights at the time of convocation of the General Meeting is therefore 84,000,000. The company holds 141,702 treasury shares at the time of convocation of the General Meeting. These do not confer any rights upon it.

### 2. Conditions for attending the 2026 General Meeting and exercising voting rights (with record date and its importance)

Shareholders or their representatives are entitled to attend the 2026 General Meeting and exercise their voting rights by submitting to the company by the deadline proof of their shareholdings from the last intermediary (usually the bank with which the securities account is held) in writing (Section 126b of the German Civil Code [BGB]) in German or English as per Section 67c (3) of the AktG at the following address, and registering to attend the General Meeting by the deadline:

Fielmann Group AG
c/o meet2vote AG
Marienplatz 1
84347 Pfarrkirchen
Germany
Fax: +49-8561-906-9707
E-mail address: anmeldung@meet2vote.de

The proof of share ownership must refer to the close of business at midnight CEST on June 17, 2026 (the record date).
The proof of share ownership and the registration must reach the company by no later than the end (midnight CEST) of July 2, 2026.
After registration and the company's receipt of the proof of share ownership, the shareholders will be sent admission tickets for the General Meeting. To ensure that the shareholders receive their admission tickets for the Annual General Meeting in good time, we kindly ask them to register and send the company proof of their shareholdings at their earliest convenience. However, unlike proper registration and provision of proof of shareholdings, holding an admission ticket is not a condition for attending.
From the company's perspective, only those who have provided proof shall be deemed shareholders for the purposes of attending the Annual General Meeting or exercising voting rights. The right to attend and the extent of the voting rights are based exclusively on the shareholder's proven ownership of shares on the record date. No ban is imposed on the saleability of the shares in connection with the record date. Even in the event of full or partial sale of the shareholding after the record date, only the shares owned by the shareholder on the record date will be relevant to attendance at the AGM and the extent of voting rights; i.e., sales of shares after the record date will not affect the right to attend or the extent of voting rights.

This also applies to purchases or additional purchases of shares after the record date. Any persons not holding shares on the record date and who do not become shareholders until after that date will not be entitled to attend or vote unless they become a proxy or a legal representative. The record date is not a relevant date for dividend entitlement.

### 3. Exercising shareholder rights through authorized representatives

Shareholders can exercise their right to vote and other rights at the Annual General Meeting through an authorized representative such as an intermediary, a shareholders' association, a proxy advisor, the company-appointed voting representatives or another third party. In all such cases, timely registration and proof of shareholder status are still required, in accordance with the foregoing provisions.

A form for granting the power of proxy will be printed on the back of the admission ticket sent to shareholders after submission of the registration and proof of shareholder status in due time and form as described above; the form is also available for download from the company's website at www.fielmann-group.com/hv2026.

The declaration for the granting of proxies can be made to the proxy or to the company. The granting of proxies, their revocation and the provision of evidence of authorization must be made in writing ("text form") pursuant to Section 126b of the BGB. The legal provisions, particularly Section 135 of the AktG, shall apply to the authorization of intermediaries (e.g., banks) as well as shareholder associations, proxy advisors and persons who tender, on a commercial basis, the service to shareholders of exercising their voting rights at the General Meeting, as per Section 135 (8) of the AktG. According to the latter Section, the proxy must be granted to a specified authorized representative in such cases, who must keep a verifiable record of it; the proxy declaration must also be complete and may contain only declarations relating to the exercise of voting rights. In certain circumstances, the authorized representatives in question may lay down specific rules for their own authorization; for this reason, shareholders are asked to check the respective form and process of the authorization with the person to be authorized in good time.

The proof that a power of proxy has been granted can also be provided by the person receiving the proxy presenting it at the entrance.

It is also possible to prove to the company that a power of proxy has been issued prior to the Annual General Meeting by sending the proof to the following postal address, fax number or e-mail address:

Fielmann Group AG
c/o meet2vote AG
Marienplatz 1
84347 Pfarrkirchen
Germany
Fax: +49–8561–906–9707
E-mail address: fielmann@meet2vote.de

For organizational reasons, the company must receive submissions in such cases by no later than 6:00 p.m. (CEST) on July 8, 2026.

The above contact details may also be used if the proxy is to be granted by declaration to the company; in this case, separate proof of granting the proxy shall not be required. Once granted, a power of proxy can be revoked by means of a notification sent directly to the company using the aforementioned contact details. In addition, powers of proxy may still be granted, amended or revoked directly at the Annual General Meeting by shareholders, shareholder representatives or their agents who have registered in due form and on time and are present at the Annual General Meeting up to the beginning of voting.

To facilitate the exercising of voting rights, we offer our shareholders, prior to the Annual General Meeting, the opportunity to grant authority to act as voting representatives to company employees who will have an obligation to vote as instructed. Shareholders who wish to take this opportunity must register for the General Meeting and provide proof of their shareholder status by the deadline in accordance with the foregoing provisions. The granting of proxies to the voting representatives, their revocation and the provision of evidence of authorization must be made in writing pursuant to Section 126b of the BGB.

If company-appointed voting representatives are to be authorized, the shareholder must issue instructions for the exercise of the voting rights (the proxy shall be invalid without these instructions). The voting representatives will be obligated to vote in accordance with the instructions. If the instructions are unclear, the voting representatives shall abstain from voting on the corresponding resolutions; this shall also always apply in the event of resolutions not anticipated at the time of convocation of the General Meeting. If individual ballots are held on a single agenda item without the General Meeting being informed of this in advance, an instruction on this agenda item shall also be valid as a corresponding instruction for each individual ballot, provided it is not amended or withdrawn. The voting representatives will not accept requests to speak, to make objections to General Meeting resolutions or to raise questions or motions, and they will not exercise any other shareholder rights, with the exception of voting rights. It is possible to vote as well as grant authorization and issue instructions only in relation to motions and nominations for which there are proposals announced with this convocation or later by the Management Board and/or Supervisory Board as per Section 124 (3) of the AktG or by shareholders as per Sections 122 (2), 126 and 127 of the AktG.

The shareholders will receive a form for granting authority to the company-appointed voting representatives, as well as information on granting authority and issuing instructions to the company-appointed voting representatives, together with the admission ticket sent to shareholders, after submission of proof of shareholder status and registration by the deadline and in the correct manner as described above; the form is also available for download at www.fielmann-group.com/hv2026.

The proxies and instructions to the company's voting representatives, which are to be issued prior to the General Meeting, must be sent to the following address, fax number or e-mail address:

Fielmann Group AG
c/o meet2vote AG
Marienplatz 1
84347 Pfarrkirchen
Germany
Fax: +49–8561–906–9707
E-mail address: fielmann@meet2vote.de

For organizational reasons, the company must receive the relevant submissions by no later than 6:00 p.m. (CEST) on July 8, 2026.

In addition, shareholders, shareholder representatives or their agents who have registered in due form and on time and are present at the General Meeting will have the option at the General Meeting, up to the beginning of voting, of granting the company-appointed voting representatives power of proxy and instructing them in how to exercise those voting rights, changing their instructions or revoking powers of proxy previously granted.
In addition to the above methods of registering and voting, it is possible to register, order admission tickets, grant authority and issue instructions, as well as to make subsequent amendments, through intermediaries via SWIFT in accordance with Section 67c of the AktG. To do so, authorized SWIFT participants should use the following code:

BIC: CPTGDE5WXXX

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

Registrations via SWIFT must be received by the company by no later than the final day of registration (SWIFT Enrolment Market Deadline), meaning midnight (CEST) on July 2, 2026. After that date, it will still be possible to amend admission ticket orders, grant authority and issue instructions via SWIFT, but all such orders must be received by the company by noon (CEST) on July 8, 2026 (SWIFT Vote Market Deadline).

**4. Additions to the agenda upon a corresponding demand being made by a minority pursuant to Section 122 (2) of the AktG**

Shareholders whose combined shares amount to one twentieth of the share capital or the pro rata amount of € 500,000.00 – the latter corresponding to 500,000 bearer shares – can demand that items be placed on the agenda and be published. Each new item must include the reasons for it or a proposal for resolution.

Shareholders submitting such requests must furnish proof that they have held the shares for a period of at least 90 days prior to the date of receipt of the request by the company, and that they hold the shares until the Management Board has decided on the request. The provision in Section 121 (7) of the AktG applies accordingly. According to Section 70 of the AktG, there are specific recognition options with regard to the period of share ownership.
Demands for additions to the agenda must be submitted to the company's Management Board in writing (Section 126 of the BGB) or in electronic form, i.e., using a qualified electronic signature (Section 126a of the BGB) and received by the company together with the reasons for the request or a proposed resolution as well as proof of share ownership period by no later than the end (midnight CEST) of June 8, 2026, at the following address:

Fielmann Group AG
Management Board
Fuhlsbüttler Straße 399
22309 Hamburg

or, if the electronic form is used, with the addition of the name of the shareholder(s) making the demand with a qualified electronic signature to the following e-mail address: HV2026@fielmann.com.
Any additions to the agenda needing to be disclosed will be disclosed in the Federal Gazette immediately upon receipt of the demand, unless this has already taken place at the time of convocation. They will also be published on the company's website at www.fielmann-group.com/hv2026.

**5. Motions and nominations by shareholders pursuant to Sections 126 (1) and 127 of the AktG**

Shareholders may submit countermotions to the proposals of the Management Board and/or the Supervisory Board regarding items on the agenda pursuant to Section 126 (1) of the AktG and nominations in relation to agenda items 8 (Choice of auditor for Fielmann Group AG and the Fielmann Group for the 2026 financial year) and 9 (Choice of auditor of the Corporate Social Responsibility Report for Fielmann Group AG and the Fielmann Group for the 2026 financial year) pursuant to Sections 127 (1) and 126 (1) of the AktG.
Countermotions (and reasons, if applicable) and nominations must be directed exclusively to the following address:

Fielmann Group AG
c/o meet2vote AG
Marienplatz 1
84347 Pfarrkirchen
Germany
Fax: +49-8561-906-9707
E-mail address: fielmann@meet2vote.de

Countermotions or nominations sent to any other address will be ignored.

Provided they fulfill statutory stipulations, countermotions (and reasons, if applicable) and nominations from shareholders received by the company at the aforementioned address by no later than midnight CEST on June 24, 2026, together with proof of shareholdings, including the shareholder's name, will be made available immediately on the company's website at www.fielmann-group.com/hv2026. Any comments or views of the company's management bodies concerning the countermotions or proposals will also be published on the same website.

**6. Shareholders' right to seek information pursuant to Section 131 (1) of the AktG**

Pursuant to Section 131 (1) of the AktG, the Management Board is required to inform each shareholder at the Annual General Meeting, upon a corresponding demand being made, concerning matters pertaining to the company insofar as this is required in order to appropriately adjudge the item of business set out in the agenda. The Management Board's duty to provide information also extends to include the legal and business relations of the company with an affiliated company and to cover the situation of the group and the companies included in the consolidated accounts. The Management Board may refuse to provide information for reasons stated in Section 131 (3) of the AktG.

**7. Stated times**

All times stated in this convocation refer to Central European Summer Time (CEST). CEST is two hours ahead of Coordinated Universal Time (UTC).

**8. Publications on the company's website**

The convocation of the General Meeting with the legally required information and explanations, including the further clarifications on the rights of shareholders as per Sections 122 (2), 126 (1), 127 and 131 (1) of the AktG, as well as an overview with the information as per Section 125 of the AktG in conjunction with Article 4 (1) and Table 3 of the Annex to Implementing Regulation (EU) 2018/1212, is also available on the company's website at www.fielmann-group.com/hv2026. Further information as per Section 124a of the AktG can also be found there.
After the General Meeting, the results of the votes on the agenda items will also be published on the company's website.

### 9. Information on data protection for shareholders

Fielmann Group AG processes personal data (name, address, e-mail address, number of shares, type of share ownership and numbers of the admission tickets and voting cards) based on the applicable data protection laws and the AktG in order to enable the shareholders and their representatives to exercise their rights at the General Meeting.

The processing of personal data is required for attendance at the General Meeting. Fielmann Group AG is the data controller responsible for processing. The legal basis for processing is the AktG in conjunction with Article 6 (1) c) of the General Data Protection Regulation (GDPR).

The service providers to Fielmann Group AG engaged for the purpose of holding the General Meeting receive from Fielmann Group AG only such personal data that are required to perform the services to be provided, and they process the data exclusively according to the instructions of Fielmann Group AG.

As a rule, personal data will be erased or anonymized as soon as it is no longer required for the purpose stated above and if the company is not obligated by statutory documentation and retention requirements to continue storing the data.

Data subjects have a right of access, rectification, restriction, revocation and erasure with regard to the processing of personal data as well as a right of data portability pursuant to Chapter 3 of the GDPR. These rights can be exercised with Fielmann Group AG free of charge by e-mail to datenschutz@fielmann.com or using the following contact details:

Fielmann Group AG
Fuhlsbüttler Straße 399
22309 Hamburg

In addition, data subjects have a right to lodge a complaint with a supervisory authority pursuant to Article 77 of the GDPR.

The contact details for the Data Protection Officer are:

Fielmann Group AG
Data Protection Officer
Fuhlsbüttler Straße 399
22309 Hamburg, Germany
E-mail: datenschutz@fielmann.com

Hamburg, May 2026

Fielmann Group AG
The Management Board

**"We help *everyone* hear and see the beauty in the world."**

**Fielmann Group AG** · Fuhlsbüttler Straße 399 · 22309 Hamburg
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