

**CONVOCATION NOTICE
FOR THE ANNUAL GENERAL MEETING
OF SHAREHOLDERS OF:**

SCHMID GROUP N.V.

a public company (*naamloze vennootschap*) incorporated under the laws of The Netherlands,
having its seat (*statutaire zetel*) in Amsterdam, The Netherlands,
its office address at Robert-Bosch-Str. 32-36 ,72250 Freudenstadt, Federal Republic of Germany and
registered with the Dutch commercial register (*Handelsregister*) under number 89188276
(the "Company")

Convocation

You are invited to attend the annual general meeting of shareholders of the Company to be held on 18 July 2024 at 9:00 a.m. CEST (3:00 a.m. EDT) (the "AGM").

The AGM will be held as a physical meeting at the offices of Clifford Chance LLP, at Droogbak 1a, 1013 GE Amsterdam, The Netherlands. Our shareholders, and all others who otherwise have voting rights and/or meeting rights with respect to shares in the Company's capital, are invited to attend in person. Alternatively, you may choose to follow the AGM through our live video webcast, as further set out below.

Agenda

The agenda for the AGM is as follows:

1. Opening
2. Annual report and financial statements 2023
 - (a) Report of the board of directors (*discussion item*)
 - (b) Dutch Corporate Governance Code statement (*discussion item*)
 - (c) Adoption of the annual report and financial statements 2023 (*voting item*)
3. Discharge of the former director from liability in respect of his duties for the financial year 2023 (*voting item*)
4. Any other business
5. Closing of the AGM

Availability of AGM Materials

The following AGM materials are available at the Company's website (<https://schmid-group.com/>) and at <https://www.cstproxy.com/schmid-group/2024>:

- (a) the agenda of the AGM with the explanatory notes thereto;

- (b) the annual report and financial statements 2023; and
- (c) a proxy card.

Paper copies of the aforementioned materials are also available, free of charge, at your request via Continental Stock Transfer & Trust Company, by sending an email to proxy@continentalstock.com.

Record Date

The record date for the AGM is 20 June 2024 (the "**Record Date**"). Those who are shareholders of the Company, or who otherwise have voting rights and/or meeting rights with respect to shares in the Company's capital, are entitled to attend and, if relevant, exercise their voting rights at the AGM if they (i) are registered as such in one of the registers designated by the Company and/or maintained by the Company's transfer agent, on the Record Date, after the processing of all entries and deletions on the Record Date and (ii) have registered for the AGM in accordance with the procedure as set out under 'Registration procedure' (the "**Persons with Meeting Rights**"), irrespective of changes to their rights after the Record Date.

Registration Procedure

Persons with Meeting Rights who wish to attend and/or exercise their voting rights at the AGM (either in person or by proxy) must notify the Company either (i) by registering with Continental Stock Transfer & Trust Company electronically via the internet or via mail at Continental Stock Transfer & Trust Company, 1 State Street – 30th Floor – New York, NY 10004-1571 or (ii) by sending an email to investor-relations@schmid-group.com which email must enclose proof of their (beneficial) ownership of the relevant underlying shares in the Company's capital, in both cases by no later than 17 July 2024 at 6:00 a.m. CEST (12:00 a.m. EDT) (the "**Cut-Off Time**").

Upon registration, the Persons with Meeting Rights who also have voting rights are requested to indicate whether they wish to (i) attend the AGM in person and exercise their voting rights at the AGM, (ii) submit their votes prior to the AGM (to have these exercised on their behalf during the AGM) and follow the AGM through the live video webcast, or (iii) only submit their votes prior to the AGM (to have these exercised on their behalf during the AGM).

Attending the AGM

Registration for attending the AGM in person will take place on the day of the AGM from 8:30 a.m. CEST until the start of the AGM at 9:00 a.m. CEST. After this time, registration for attending the AGM in person will no longer be possible.

When attending the AGM, you must be able to present a registration confirmation and a valid identification document. You may have yourself represented at the AGM using a written proxy.

Holders of such a written proxy must present a copy of their written proxy upon entry to the AGM.

Beneficial Owners of Shares Held in 'Street Name'

If your shares in the Company's capital are held in 'street name' through a bank, broker, nominee or other financial intermediary on the Record Date (the "**Beneficial Owners**"), and you wish to attend the AGM in person, you must also notify the Company as set out under 'Registration Procedure'. You may also have yourself represented at the AGM using a written proxy. Holders of such a written proxy must present a copy of their written proxy upon entry to the AGM.

Voting on Voting Items

You can vote at the AGM in person, or your vote can be cast at the AGM pursuant to a proxy.

Voting at the AGM in Person

Persons with Meeting Rights who also have voting rights, have the right to attend the AGM and vote in person at the AGM.

All votes cast at the AGM will be tabulated by Maarten Jan Christiaan Arends, civil law notary with Clifford Chance LLP, Amsterdam office (the "**Notary**"), or his deputy.

Voting at the AGM by Proxy to the Notary

Persons with Meeting Rights who also have voting rights, can submit their votes prior to the AGM through the internet, by phone or by mail by following the procedures specified on the proxy card they receive from Continental Stock Transfer & Trust Company. By submitting your vote(s), you will give a proxy to the Notary, as well as to any deputy civil law notary working with Clifford Chance LLP, Amsterdam office, each with the right of substitution, to exercise your voting rights on your behalf during the AGM.

- Through the internet: You should go to www.cstproxyvote.com to complete an electronic proxy card, where you will be asked to provide the control number from your proxy card.
- By phone: You should dial (toll-free) +1 (866) 894-0536, using a touch-tone telephone and follow the recorded instructions. You will be asked to provide the control number from your proxy card.
- By mail: You should complete, sign and date the proxy card mailed to you, and return this proxy card in the postage-paid envelope provided by following the procedures specified on your proxy card.

Your voting instructions or proxy card must be received by Continental Stock Transfer & Trust Company no later than the Cut-Off Time to be used.

All votes submitted prior to the AGM will be tabulated by Continental Stock Transfer & Trust Company.

Beneficial Owners of Shares Held in 'Street Name'

As a Beneficial Owner having voting rights, you have the right to direct your bank, broker, nominee or other financial intermediary how to vote your shares in the Company's capital, who would then be required to vote your shares in accordance with your instructions.

Beneficial Owners who have voting rights, also have the right to attend the AGM and vote in person at the AGM. Please be referred to the sections 'Registration Procedure' and 'Attending the AGM', and to your bank, broker, nominee or other financial intermediary through which your shares in the Company's capital are (beneficially) owned for further information.

Recommendation

The board of directors of the Company recommends that the Persons with Meeting Rights and Beneficial Owners who also have voting rights vote FOR the voting items.

Live Video Webcast

Registration for the live video webcast will take place on the day of the AGM from 8:30 a.m. CEST (2:30 a.m. EDT) until the start of the AGM at 9:00 a.m. CEST (3:00 a.m. EDT). Persons with Meeting Rights and Beneficial Owners must use the log-in details contained in the registration confirmation. The live video webcast will be available at <https://www.cstproxy.com/schmid-group/2024>.

Please note that the Persons with Meeting Rights and Beneficial Owners following the AGM through the live video webcast will not be able to cast their votes during the AGM.

Questions on the Agenda Items

From today until 12 July 2024, 9:00 a.m. CEST (3:00 a.m. EDT) at the latest, the Persons with Meeting Rights and Beneficial Owners may submit written questions in relation to the agenda items in advance via email to investor-relations@schmid-group.com. When doing so, you must include your name and enclose proof of your (beneficial) ownership of the relevant underlying shares in the Company's capital. The Company intends to answer these questions (possibly combined) during the AGM.

Only the Persons with Meeting Rights and Beneficial Owners attending the AGM in person will be able to pose questions on the agenda items during the AGM.

Freudenstadt, Germany, 21 June 2024

R.D. Speth

Chairperson of the Board of Directors