

**– CONVENIENCE TRANSLATION ONLY –**

*This version of the invitation to the Annual General Meeting is a translation of the German original and is prepared for the convenience of English-speaking readers. The German text shall be authoritative and shall prevail.*



**VIA optronics Holding AG**

**Nuremberg**

**(“Company”)**

ISIN DE000A2TSG37 / WKN A2TSG3

(Shares of VIA optronics Holding AG)

ISIN US91823Y1091 / WKN A2QDG5

(American Depositary Shares of VIA optronics Holding AG)

**Invitation to the Annual General Meeting**

We hereby invite our shareholders to the Annual General Meeting to be held on

**Thursday, 7 May 2026**

**at 13:00 hours (CEST) (= 11:00 hours UTC (universal time coordinated))**

at the premises of the Company at Sieboldstraße 18, 90411 Nuremberg, Germany.

**I. Agenda**

- 1. Presentation of the adopted annual financial statements of the Company, the approved consolidated financial statements and the group management report of the Company, each for the financial year 2024, and the report of the Supervisory Board for the financial year 2024**

The Supervisory Board approved the annual financial statements prepared by the Management Board and the consolidated financial statements prepared and audited in accordance with the International Financial Reporting Standards (IFRS) and the supplementary commercial law provisions applicable pursuant to Section 315e (1) of the German Commercial Code (*Handelsgesetzbuch*; HGB); the annual financial statements are thus adopted. In accordance with the statutory provisions, no resolution is proposed or required for agenda item 1. The aforementioned documents are available on our website at

<https://via-optronics.com/en/about-us/viao-annual-general-meeting-2026.html>

from the time the Annual General Meeting is convened. The documents will also be available and explained in more detail in the Annual General Meeting.

## **2. Resolution on the ratification of the acts of the Management Board for the financial year 2024**

The resolution on the ratification of the acts of the members of the Management Board for the financial year 2024 will be voted on individually for the members of the Management Board in office during this period.

### **2.1 Resolution on the ratification of the acts of Roland Chochoiek for the financial year 2024**

The Management Board and the Supervisory Board propose that the actions of Mr Roland Chochoiek as member of the Management Board in office in the financial year 2024 be ratified for the financial year 2024.

### **2.2 Resolution on the ratification of the acts of Dr Markus Peters for the financial year 2024**

The Management Board and the Supervisory Board propose that the actions of Dr Markus Peters as member of the Management Board in office in the financial year 2024 be ratified for the period of his term of office in the financial year 2024.

### **2.3 Resolution on the ratification of the acts of Jürgen Eichner for the financial year 2024**

The Management Board and the Supervisory Board propose that the actions of Jürgen Eichner as member of the Management Board in office in the financial year 2024 be ratified for the period of his term of office in the financial year 2024.

## **3. Resolution on the ratification of the acts of the Supervisory Board for the financial year 2024**

The Management Board and Supervisory Board propose that the actions of the members of the Supervisory Board in office during the financial year 2024 be ratified for the financial year 2024.

## **4. Appointment of the Group auditor for the 2026 financial year**

Upon recommendation of its Audit Committee, the Supervisory Board proposes that Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Nuremberg, be appointed as the Group auditor for the 2026 financial year.

## **5. Resolution on the reduction of the number of members of the Supervisory Board and the corresponding amendment to the articles of association**

Pursuant to § 11 (1) of the articles of association of the Company, the Supervisory Board consists of five members. The number of members of the Supervisory Board shall be reduced in order to further increase the efficiency of the administration. For this reason, § 11 (1) of the articles of association of the Company is to be amended so that in future the Supervisory Board of the Company will no longer consist of five members, but of three members elected by the general meeting.

The Management Board and the Supervisory Board propose to adopt the following resolution:

§ 11 (1) of the articles of association of the Company (Composition, Term of Office, Resignation from Office) shall be restated as follows:

*“(1) The Supervisory Board consists of three members.”*

Apart from that, § 11 of the articles of association of the Company remains unchanged.

The Management Board is authorized to apply for registration of the restatement of § 11 (1) of the articles of association of the Company with the commercial register, independently of the other resolutions adopted by the Annual General Meeting.

## **6. Election of new members of the Supervisory Board**

The current members of the Supervisory Board were appointed for a term of office ending at the close of the Annual General Meeting that will decide on the ratification of their acts for the 2024 financial year. New elections for the members of the Supervisory Board are therefore necessary.

With respect to the resolution proposed under agenda item 5 regarding the reduction of the number of members of the Supervisory Board and the corresponding amendment to the articles of association, three members are to be elected to the Supervisory Board. In accordance with Section 11(2) sentence 4 of the articles of association of the Company, members may be re-elected. Accordingly, the members of the Supervisory Board already in office in the financial year 2025, Dr Heiko Frank and Udo Zimmer, shall be proposed for re-election, and Elmar Frickenstein shall be proposed for election as a new member.

In accordance with Sections 95 sentence 2, 96 (1) last alternative, and 101 (1) of the German Stock Corporation Act (*Aktiengesetz*, "**AktG**"), in conjunction with Section 11 (1) of the articles of association of the Company, the Company's Supervisory Board currently consists of five members, all of whom are elected exclusively by the Annual General Meeting. The Annual General Meeting is not bound by election proposals. Taking into account the proposed reduction of the number of members of the Supervisory Board proposed under agenda item 5, the Supervisory Board, upon recommendation of its Nomination and Compensation Committee, proposes only three candidates for election.

The elections will be conducted by individual vote.

### **6.1 Resolution on the election of Dr Heiko Frank**

The Supervisory Board proposes, upon recommendation of its Nomination and Compensation Committee, to elect

**Dr Heiko Frank**, managing director of WTS Advisory GmbH, Stuttgart, and Kloepfel Corporate Finance GmbH, Munich, residing in Friedberg,

as member of the Supervisory Board of the Company with effect as of the end of the Annual General Meeting on 7 May 2026, for a term of office until the end of the Annual General Meeting that resolves on the ratification of the acts of the members of the Supervisory Board for the financial year 2028.

### **6.2 Resolution on the election of Udo Zimmer**

The Supervisory Board proposes, upon recommendation of its Nomination and Compensation Committee, to elect

**Mr Udo Zimmer**, managing director of Gubor Schokoladen GmbH, Dettingen unter Teck, Stuttgart, residing in Rottach-Egern,

as member of the Supervisory Board of the Company with effect as of the end of the Annual General Meeting on 7 May 2026, for a term of office until the end of the Annual General Meeting that resolves on the ratification of the acts of the members of the Supervisory Board for the financial year 2028.

### **6.3 Resolution on the election of Elmar Frickenstein**

The Supervisory Board proposes, upon recommendation of its Nomination and Compensation Committee, to elect

Mr **Elmar Frickenstein**, independent consultant for the automotive industry, residing in Inning am Ammersee,

as member of the Supervisory Board of the Company with effect as of the end of the Annual General Meeting on 7 May 2026, for a term of office until the end of the Annual General Meeting that resolves on the ratification of the acts of the members of the Supervisory Board for the financial year 2028.

#### **6.4 Additional nomination proposal by a shareholder**

As part of a request to add items to the agenda, the shareholder Jürgen Eichner Verwaltungs GmbH (formerly: Jürgen Eichner Vermögensverwaltungs GmbH & Co. KG) proposes to elect

Mr **Jürgen Eichner**, owner of the management consultancy ALTERON e.K., Schwarzenbruck, residing in Schwarzenbruck,

as member of the Supervisory Board of the Company.

#### **6.5 Additional nomination proposal by a shareholder**

As part of a request to add items to the agenda, the shareholder Jürgen Eichner Verwaltungs GmbH proposes to elect

Mr **Stephan Schilling**, independent auditor and tax advisor, residing in Alzenau (Unterfranken),

as member of the Supervisory Board of the Company.

### **7. Resolution on the amendment of the remuneration of the members of the Supervisory Board**

In accordance with § 15 of the articles of association of the Company, the remuneration of the members of the Supervisory Board of the Company is determined by the general meeting. The current remuneration of the members of the Supervisory Board was approved by the Annual General Meeting of the Company on 29 December 2022.

#### **7.1 Resolution proposal of the administration to amend the remuneration of the members of the Supervisory Board**

Following a review of the current remuneration structure, the remuneration of the members of the Supervisory Board shall be reduced overall and standardized.

The Management Board and the Supervisory Board propose to adopt the following resolution:

The remuneration of the members of the Supervisory Board is determined on the basis of § 15 of the articles of association of the Company with effect as of 1 May 2026 and for the future financial years until this determination is amended or repealed by a resolution of the annual general meeting or by an amendment to the articles of association, as follows:

- a) The members of the Supervisory Board shall receive a fixed remuneration of EUR 40,000.00 per financial year. Notwithstanding this, the chairman of the Supervisory Board shall receive a fixed remuneration of EUR 50,000.00 per financial year and his deputy a fixed remuneration of EUR 44,000.00 per financial year. No separate remuneration is paid for attending meetings of the Supervisory Board.
- b) Members of the Supervisory Board who only serve on the Supervisory Board for part of a financial year or who serve as chairman or deputy chairman of the Supervisory Board for part of a financial year receive pro rata remuneration.

- c) Members of the Supervisory Board are entitled to reimbursement of their reasonable, documented expenses (including, but not limited to, travel and accommodation costs) as well as the sales tax attributable to their remuneration and expenses.
- d) Furthermore, the members of the Supervisory Board are covered by a financial loss liability insurance (D&O insurance) maintained by the Company for members of its corporate bodies, with the insurance premiums being paid by the Company.

## **7.2 Further resolution proposal by a shareholder**

As part of a request to add items to the agenda, the shareholder Jürgen Eichner Verwaltungs GmbH proposes that the following resolution be adopted:

The remuneration of the Supervisory Board is set at EUR 20,000.00 per year. Travel expenses for Supervisory Board meetings are reimbursed separately.

## **8. Resolution on the creation of new authorized capital with the authorization to exclude subscription rights and on the corresponding amendment to the articles of association**

On 4 July 2019, the Company's Annual General Meeting authorized the Company's Management Board, with the approval of the Supervisory Board, to increase the Company's share capital once or several times by a total amount of up to EUR 1,500,000.00 by issuing up to 1,500,000 new registered ordinary shares against cash contributions or contributions in kind in the period up to 30 June 2024 ("**Authorized Capital**"). At the same time, the Company's Annual General Meeting on 4 July 2019 authorized the Company's Management Board, with the approval of the Supervisory Board, to exclude the statutory subscription rights of the shareholders for one or more capital increases under the Authorized Capital in the cases specified in § 5 (2) of the articles of association of the Company. The Company's Management Board did not make use of the Authorized Capital, so the Authorized Capital remained unchanged at the end of the period for its utilization on 30 June 2024.

In order to be able to cover any financing requirements of the Company at short notice even after the expiration of the Authorized Capital, new authorized capital is shall be created which renews the authorization as it existed under the Authorized Capital essentially unchanged, but with a new term and a volume adjusted to the legally permissible extent in relation to the current share capital. The Management Board of the Company shall also be authorized, with the approval of the Supervisory Board, to exclude statutory subscription rights of the shareholders in certain cases for one or more capital increases under the new authorized capital to be created.

The written report of the Management Board on the reasons for the authorization to exclude shareholders' subscription rights when issuing new shares under the newly created authorized capital will be available on our website at

<https://via-optronics.com/en/about-us/viao-annual-general-meeting-2026.html>

from the time the Annual General Meeting is convened. The report will also be available in the Annual General Meeting.

The Management Board and the Supervisory Board propose to adopt the following resolution:

### **a) Creation of new authorized capital with the authorization to exclude subscription rights of the shareholders**

The Management Board of the Company is hereby authorized, with the approval of the Supervisory Board, to increase the Company's share capital once or several times in the period up to and including 6 May 2031 by a total amount of up to EUR 2,265,350.00 by issuing up to 2,265,350 new registered no-par value shares against cash contributions and/or contributions in kind ("**Authorized Capital 2026/I**").

Shareholders are generally granted subscription rights. In accordance with Section 186 (5) AktG, the shares may also be acquired by one or more credit institutions, securities institutions or companies operating in accordance with Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) of the German Banking Act (*Kreditwesengesetz*) with the obligation to offer them to the shareholders of the Company for subscription (indirect subscription right).

However, the Management Board is authorized, with the approval of the Supervisory Board, to exclude the statutory subscription rights of the shareholders for one or several capital increases under the Authorized Capital 2026/I,

- (i) in order to exclude fractional amounts resulting from the subscription ratio from the subscription rights of shareholders;
- (ii) when issuing shares against cash contributions, if the proportion of the share capital attributable to the new shares does not exceed a total of 10% of the Company's share capital, neither at the time the authorization is granted or takes effect, nor – if this amount is lower – at the time the Authorized Capital 2026/I is utilized. Against this limit shall count the proportional amount of the share capital attributable to shares that (a) are sold for cash during the term of Authorized Capital 2026/I on the basis of an authorization to sell treasury shares, excluding shareholders' subscription rights, (b) are or shall be issued to service bonds with conversion or option rights or conversion or option obligations, provided that these bonds are issued during the term of the Authorized Capital 2026/I against cash payment excluding shareholders' subscription rights, and (c) are issued during the term of the Authorized Capital 2026/I from other authorized capital or on the basis of other capital measures against cash payment excluding shareholders' subscription rights;
- (iii) if the shares are issued to service claims arising from employee participation programs or other share-based remuneration and the proportion of the share capital attributable to the new shares does not exceed a total of 10% of the Company's share capital, neither at the time the authorization is granted or takes effect, nor – if this amount is lower – at the time the Authorized Capital 2026/I is utilized. Against this limit shall count the proportionate amount of the share capital attributable to shares issued during the term of the Authorized Capital 2026/I from conditional capital, authorized capital or through the use of treasury shares, in each case excluding shareholders' subscription rights, to service claims arising from employee participation programs or other share-based remuneration; or
- (iv) when issuing shares against contributions in kind, in particular – but without limitation – in the context of business combinations or for the purpose of (also indirect) acquisition of companies, businesses, parts of companies, interests in companies or other assets, including claims against the Company or its group companies.

The Management Board decides on the further content of the rights pertaining to the shares and the conditions for the issuance of shares under the Authorized Capital 2026/I with the approval of the Supervisory Board. This also includes determining a profit share entitlement for the new shares in deviation from Section 60 (2) AktG for a financial year that has already ended.

The Supervisory Board is authorized to amend the wording of the articles of association of the Company accordingly after each partial or full utilization of Authorized Capital 2026/I or after the expiration of the period for utilizing Authorized Capital 2026/I.

#### **b) Restatement of § 5 of the Articles of Association of the Company**

§ 5 of the Articles of Association of the Company is completely restated as follows:

##### **„§ 5. Authorized Capital**

- (1) *The Management Board of the Company is authorized, with the approval of the Supervisory Board, to increase the Company's share capital once or several*

times in the period up to and including 6 May 2031 by a total amount of up to EUR 2,265,350.00 by issuing up to 2,265,350 new registered no-par value shares against cash contributions and/or contributions in kind (“**Authorized Capital 2026/I**”).

- (2) Shareholders are generally granted subscription rights. In accordance with Section 186 (5) AktG, the shares may also be acquired by one or more credit institutions, securities institutions or companies operating in accordance with Section 53 (1) sentence 1 or Section 53b (1) sentence 1 or (7) of the German Banking Act (Kreditwesengesetz) with the obligation to offer them to the shareholders of the Company for subscription (indirect subscription right).

However, the Management Board is authorized, with the approval of the Supervisory Board, to exclude the statutory subscription rights of the shareholders for one or several capital increases under the Authorized Capital 2026/I,

- (i) in order to exclude fractional amounts resulting from the subscription ratio from the subscription rights of shareholders;
  - (ii) when issuing shares against cash contributions, if the proportion of the share capital attributable to the new shares does not exceed a total of 10% of the Company's share capital, neither at the time the authorization is granted or takes effect, nor – if this amount is lower – at the time the Authorized Capital 2026/I is utilized. Against this limit shall count the proportional amount of the share capital attributable to shares that (a) are sold for cash during the term of Authorized Capital 2026/I on the basis of an authorization to sell treasury shares, excluding shareholders' subscription rights, (b) are or are to be issued to service bonds with conversion or option rights or conversion or option obligations, provided that these bonds are issued during the term of the Authorized Capital 2026/I against cash payment, excluding shareholders' subscription rights, and (c) are issued during the term of the Authorized Capital 2026/I from other authorized capital or on the basis of other capital measures against cash payment, excluding shareholders' subscription rights;
  - (iii) if the shares are issued to service claims arising from employee participation programs or other share-based remuneration and the proportion of the share capital attributable to the new shares does not exceed a total of 10% of the Company's share capital, neither at the time the authorization is granted or takes effect, nor – if this amount is lower – at the time the Authorized Capital 2026/I is utilized. Against this limit shall count the proportionate amount of the share capital attributable to shares issued during the term of the Authorized Capital 2026/I from conditional capital, authorized capital or through the use of treasury shares, in each case excluding shareholders' subscription rights, to service claims arising from employee participation programs or other share-based remuneration; or
  - (iv) when issuing shares against contributions in kind, in particular – but without limitation – in the context of business combinations or for the purpose of (also indirect) acquisition of companies, businesses, parts of companies, interests in companies or other assets, including claims against the Company or its group companies.
- (3) The Management Board decides on the further content of the rights pertaining to the shares and the conditions for the issuance of shares under the Authorized Capital 2026/I with the approval of the Supervisory Board. This also includes

*determining a profit share entitlement for the new shares in deviation from Section 60 (2) AktG for a financial year that has already ended.*

- (4) *The Supervisory Board is authorized to amend the wording of the articles of association of the Company accordingly after each partial or full utilization of Authorized Capital 2026/I or after the expiration of the period for utilizing Authorized Capital 2026/I.“*

**c) Application for registration with the commercial register**

The Management Board is authorized to apply for registration with the commercial register of the resolution to create the authorized capital, including the restatement of § 5 of the Articles of Association of the Company, independently of the other resolutions passed by the Annual General Meeting.

**Agenda Item at the request of the shareholder Jürgen Eichner Verwaltungs GmbH (former: Jürgen Eichner Vermögensverwaltungs GmbH & Co. KG):**

**9. Resolution on the preparation of a merger of VIA optronics GmbH into VIA optronics Holding AG**

As part of a request to add items to the agenda, the shareholder Jürgen Eichner Verwaltungs GmbH (former: Jürgen Eichner Vermögensverwaltungs GmbH & Co. KG) proposes that the following resolution be adopted:

VIA optronics GmbH will be merged into VIA optronics Holding AG. The Management Board is instructed to initiate all necessary measures in this regard.

**II. Statement by the Management Board and the Supervisory Board of the Company on the resolution proposal by shareholder Jürgen Eichner Verwaltungs GmbH regarding the added agenda item 9**

The Management Board and the Supervisory Board of the Company propose and recommend that the resolution proposal by the shareholder Jürgen Eichner Verwaltungs GmbH regarding the added agenda item 9 be rejected.

VIA optronics GmbH is one of several operating subsidiaries of VIA optronics Holding AG, which now primarily acts as managing holding company. The operating activities of VIA optronics GmbH as a production company are of significant importance for the business development of the group. The operating activities of VIA optronics GmbH shall be continued and expanded in the future. The group structure with various operating subsidiaries under the management of VIA optronics Holding AG is to be maintained for the purposes of uniform management and the centralization and efficient performance of administrative tasks. In this respect, the administration is of the opinion that the merger of VIA optronics GmbH does not have any additional benefits for the Company and the group and instead entails additional effort and costs.

**III. Further information on the convocation**

The Company is not a listed company within the meaning of Section 3 (2) AktG. Insofar as the Company has included information in this invitation that is legally only mandatory for listed companies within the meaning of the AktG, the corresponding information is provided voluntarily in order to make it easier for shareholders to participate in the Annual General Meeting and without any claim to completeness.

**1. Total number of shares and voting rights**

At the time the Annual General Meeting is convened, the Company's share capital amounts to EUR 4,530,701.00 and is divided into 4,530,701 no-par value registered shares. Each no-par value share grants one vote at the Annual General Meeting, meaning that the total number of voting rights is 4,530,701. The Company does not hold any treasury shares.

## **2. Requirements for attending the Annual General Meeting and exercising voting rights**

In accordance with Section 17 of the Articles of Association of the Company, shareholders who are entered into the share register and whose registration to attend has been received by the Company duly and timely are entitled to attend the Annual General Meeting and exercise their voting rights.

The registration must be received by the Company until **Thursday, 30 April 2026, 24:00 hours (CEST)**, (“**Registration Deadline**”) at one of the contact options listed below in text form (Section 126b of the German Civil Code (*Bürgerliches Gesetzbuch*; “**BGB**”) in German or in English:

**VIA optronics Holding AG**  
**c/o GFEI HV GmbH**  
**Ostergrube 11**  
**30559 Hanover**  
**or by email: hv@gfei.de**

In relation to the Company, pursuant to Section 67 (2) sentence 1 AktG, rights and obligations arising from shares exist only for and against the person entered into the share register. The status of the share register on the day of the Annual General Meeting is decisive for participation in the Annual General Meeting and for the number of voting rights to which a duly registered shareholder or their authorized representative is entitled in the Annual General Meeting.

Please note that, for technical reasons, no changes will be made to the share register in the period from the expiration of 30 April 2026, 24:00 hours (CEST), (*technical record date*) until the end of the day of the Annual General Meeting (so-called transfer stop). The status of the share register on the day of the Annual General Meeting therefore corresponds to the status on 30 April 2026, 24:00 hours (CEST).

The shares will not be restricted or blocked by registering for the Annual General Meeting. Shareholders can therefore continue to freely dispose of their shares even after the registration has been completed and despite the transfer stop. However, purchasers of shares whose applications for transfer are received by the Company after 30 April 2026, 24:00 hours (CEST), may only exercise their right to attend the Annual General Meeting and voting rights pertaining to these shares if they are authorized to do so by the shareholder still entered into the share register. All purchasers of shares in the Company who are not yet entered into the share register are therefore asked to submit applications for being entered into the share register as holder of the shares as soon as possible.

## **3. Procedure for voting by authorized representatives**

Shareholders who do not wish to attend the Annual General Meeting in person may also have their voting rights exercised at the Annual General Meeting by an authorized representative, e.g. an intermediary (who may be a credit institute, for example), a shareholders' association, a proxy advisor or another person of their choice. In these cases, entry into the share register and timely registration for the Annual General Meeting are also required in accordance with the above provisions.

The granting of a power of attorney, its revocation and proof of authorization to the Company must be provided in text form (Section 126b BGB). In deviation from this, the special provisions of Section 135 AktG apply to the authorization of intermediaries, proxy advisors, shareholders' associations or other persons or institutions equivalent to them in accordance with Section 135 AktG; we ask that the details of the authorization of an intermediary, a proxy advisor or a person acting in a professional capacity be agreed with the respective authorized representative.

A form that can be used to grant power of attorney will be sent to shareholders with the invitation and can also be found on the admission ticket. Such a form is also available on the Company's website at

<https://via-optronics.com/en/about-us/viao-annual-general-meeting-2026.html>

for download.

In particular, the forms provided by the relevant persons and institutions can be used to authorize intermediaries, shareholders' associations and other equivalent persons and institutions in accordance with Section 135 (8) AktG.

The granting of power of attorney may be declared to the authorized representative or to the Company. Proof of power of attorney granted to the authorized representative can be provided to the Company by the authorized representative presenting the authorization at the admission desk on the day of the Annual General Meeting.

The Company offers the following contact options for submitting proof of power of attorney by post or electronically by email:

**VIA optronics Holding AG**  
**c/o GFEI HV GmbH**  
**Ostergube 11**  
**30559 Hanover**  
**or by email: hv@gfei.de**

The above contact options are also available if the granting of power of attorney is declared to the Company; in this case, separate proof for granting power of attorney is not required.

The revocation or the amendment of a power of attorney already granted can also be declared directly to the Company using any of the aforementioned contact options.

We ask our shareholders and their authorized representatives to send powers of attorney, proof of authorization and revocations of powers of attorney to one of the aforementioned contact options by **Wednesday, 6 May 2026, 24:00 hours (CEST)**, at the latest.

#### **4. Procedure for voting by proxies nominated by the Company**

In addition, the Company offers its shareholders already prior to the Annual General Meeting the opportunity to authorize persons nominated by the Company as proxies bound by instructions to exercise their voting rights. Only those shareholders who are duly registered for the Annual General Meeting and entered into the share register in accordance with the above provisions are entitled to authorize and instruct the proxies nominated by the Company.

The proxies nominated by the Company are obliged to vote in accordance with instructions; they cannot exercise voting rights at their own discretion. It should be noted that the proxies nominated by the Company can only exercise voting rights on those agenda items for which shareholders issue clear instructions. Furthermore, the proxies nominated by the Company cannot accept instructions on procedural motions either before or during the Annual General Meeting. Nor can the proxies nominated by the Company accept instructions to lodge objections to resolutions of the Annual General Meeting or to ask questions or propose motions. If an individual vote is held on an agenda item without this having been communicated in advance of the 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 granting of a power of attorney with instructions to the proxies nominated by the Company and its revocation must be provided in text form (Section 126b BGB) and must be in German or English.

A form for granting power of attorney and instructing the proxies nominated by the Company will be sent with the invitation. Such a form is also available on the Company's website at

<https://via-optronics.com/en/about-us/viao-annual-general-meeting-2026.html>

for download.

Shareholders who wish to issue a power of attorney and instructions to the proxies nominated by the Company prior to the Annual General Meeting are asked to submit the power of attorney and instructions by post or by electronic communication via email to one of the following contact options by no later than **Wednesday, 6 May 2026, 24:00 hours (CEST)**, (receipt by the Company is decisive):

**VIA optronics Holding AG**  
**c/o GFEI HV GmbH**  
**Ostergrube 11**  
**30559 Hanover**  
**or by email: hv@gfei.de**

In addition, we offer shareholders who are entered into the share register in accordance with the above provisions under item 2 and who have duly and timely registered for the Annual General Meeting and who attend the Annual General Meeting the opportunity to authorize the proxies nominated by the Company to exercise their voting rights at the Annual General Meeting by no later than the time announced by the chairman of the meeting for the respective vote, or to amend or revoke a power of attorney and instructions already granted to the proxies nominated by the Company.

#### **5. Additional provisions for granting power of attorney and issuing instructions**

In the event that the Company receives different declarations regarding the granting, amendment or revocation of power of attorney and instructions for the same shareholding by different means of transmission, only the last declaration submitted will be taken into account. If the Company is unable to recognize which of the declarations was submitted last, the declarations will be considered in the following order: (1) declarations sent by email and (2) declarations sent by letter.

#### **6. Requests for additions to the agenda pursuant to Section 122 (2) AktG**

Shareholders whose shares together or individually reach the pro rata amount of EUR 226,536.00 (corresponding to 226,536 shares in the Company) may request that items be added to the agenda and announced ("**Request for Additions**"). Each new item must be accompanied by a statement of reasons or a draft resolution. Furthermore, the applicants must prove that they have held the shares for at least 90 days prior to the day on which the Request for Additions is received by the Company and that they will continue to hold the shares until a decision is made on the Request for Additions.

The Request for Additions must be addressed in writing to the Management Board of the Company and must be received at least 24 days prior to the Annual General Meeting (not including the day of the Annual General Meeting and the day of receipt), i.e. at the latest by **Sunday, 12 April 2026, 24:00 hours (CEST)**.

Please send corresponding Requests for Additions to the following address:

**VIA optronics Holding AG**  
**Management Board**  
**Sieboldstrasse 18**  
**90411 Nuremberg**

Requests for Additions that have been duly and timely received must be announced by the Company in the same manner as the invitation immediately after receipt of the Request for Additions, unless they have already been announced with the invitation.

#### **7. Countermotions and nomination proposals by shareholders pursuant to Sections 126 (1), 127 AktG**

Shareholders may send the Company countermotions to a proposal by the Management Board and/or the Supervisory Board on certain items on the agenda ("**Countermotions**"), as well as

nominations for the election of the Group auditor under agenda item 4 and nominations for the election of new members of the Supervisory Board under agenda item 6 (“**Nomination Proposals**”). Countermotions and Nomination Proposals of shareholders must be made available by the Company, including the name of the shareholder, any reason and any statement by the administration, via the Company's website at

<https://via-optronics.com/en/about-us/viao-annual-general-meeting-2026.html>

if the Company has received the Countermotions or the Nomination Proposals with any justification at least 14 days before the Annual General Meeting, i.e. at the latest by **Wednesday, 22 April 2026, 24:00 hours (CEST)**, at one of the contact options listed below:

**VIA optronics Holding AG**  
**Management Board**  
**Sieboldstrasse 18**  
**90411 Nuremberg**  
**or by email: hv@gfei.de**

Countermotions or Nomination Proposals sent to any other address will not be considered. Countermotions and Nomination Proposals, as well as any reasons for them, by shareholders who do not fulfil the above requirements, will not be made available. Furthermore, Countermotions do not need to be made available under the conditions specified in Section 126 (2) AktG, for example because the Countermotion would lead to an illegal or indecent resolution by the Annual General Meeting. The reasons, if any, do not need to be made available if they exceed a total of 5,000 characters. Pursuant to Section 127 sentence 3 AktG, the Management Board is not required to disclose a Nomination Proposal if the nomination does not contain the information specified in Section 124 (3) sentence 4 AktG.

If several shareholders submit Countermotions on the same resolution item, the Company's Management Board may summarize the Countermotions and reasons, if any, for them (Section 126 (3) AktG).

It should be noted that Countermotions and Nomination Proposals, even if they have been submitted to the Company in advance in due time, will only be considered at the Annual General Meeting if they are submitted orally in the meeting. The right of every shareholder to submit Countermotions or Nomination Proposals to the various items on the agenda during the Annual General Meeting, even without prior submission to the Company, remains unaffected.

#### **8. Right to information in accordance with Section 131 (1) AktG**

Pursuant to Section 131 (1) AktG, each shareholder must be provided with information on Company matters by the Management Board upon oral request at the Annual General Meeting insofar as the information is necessary for a proper assessment of the item on the agenda. The duty to provide information also extends to the Company's legal and business relationships with an affiliated company and to the situation of the Group and the companies included in the consolidated financial statements.

The Management Board may refrain from answering individual questions for the reasons stated in Section 131 (3) AktG, for example because providing the information is likely to cause significant disadvantage to the Company or an affiliated company according to prudent business judgement. In accordance with Section 19 (3) of the Company's Articles of Association, the chairman of the Annual General Meeting may impose a reasonable time limit on the shareholder's right to ask questions and to speak.

#### **9. Data protection information for shareholders and their authorized representatives in connection with the Annual General Meeting**

VIA optronics Holding AG collects and processes personal data of shareholders and their authorized representatives as the responsible body in compliance with Regulation (EU) 2016/679 of the European Parliament and of the Council of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of

such data, and repealing Directive 95/46/EC (General Data Protection Regulation – “**GDPR**”) and all other applicable relevant laws in order to enable shareholders and/or their authorized representatives to exercise their rights at the Annual General Meeting and to comply with other legal requirements to which it is subject in connection with the Annual General Meeting.

Details on the handling of personal data and the rights of shareholders and/or their authorized representatives under the GDPR are available on the Company's website at

<https://via-optronics.com/en/about-us/viao-annual-general-meeting-2026.html>

#### **IV. Other information regarding the Company's American Depository Shares**

We would like to inform our shareholders, and in particular the holders of depositary receipts representing shares in the Company (American Depository Shares, “**ADS**”), that the Company's Management Board intends to terminate the existing framework agreement with The Bank of New York Mellon regarding the issuance and administration of ADS (the ADS Program). The necessary steps in this regard will only commence after the Annual General Meeting on 7 May 2026. ADS holders will receive further information on this.

Nuremberg, March 2026

**VIA optronics Holding AG**

**The Management Board**