

KHD Humboldt Wedag International AG

Cologne

- ISIN DE0006578008 -

INVITATION TO THE ANNUAL GENERAL MEETING OF SHAREHOLDERS

We invite the shareholders of our company to the **Annual General Meeting of shareholders** on **Friday, May 22, 2026, at 10:00 a.m. CEST** at our premises at Von-der-Wettern-Straße 4a in 51149 Cologne, Germany.

I. AGENDA

- 1. Presentation of the adopted annual financial statements, the approved annual financial statements of the Group, the combined management report of the Company, the report of the Supervisory Board and the explanatory report of the Management Board on information pursuant to Section 289a and Section 315a of the German Commercial Code (HGB) for the 2025 Financial Year**

The Supervisory Board has already approved the annual financial statements for the 2025 Financial Year of the Company and of the Group. According to Section 172 of the German Stock Corporation Act (AktG), the annual financial statements have thus been adopted. According to the statutory provisions, no resolution shall be passed on this agenda item.

- 2. Resolution on granting discharge to the members of the Management Board**

The Management Board and the Supervisory Board propose granting discharge to the members of the Management Board for the 2025 financial year.

- 3. Resolution on granting discharge to the members of the Supervisory Board**

The Management Board and the Supervisory Board propose granting discharge to the members of the Supervisory Board for the 2025 financial year.

4. Appointment of an auditor for the Company and the Group

The Supervisory Board proposes to appoint BDO AG Wirtschaftsprüfungsgesellschaft, Cologne, as the auditor of the Company and the Group for the 2026 financial year.

5. Approval of the compensation report for the 2025 financial year

The Management Board and the Supervisory Board have prepared the compensation report in accordance with Section 162 AktG for the 2025 financial year. The remuneration report was audited by the auditor, BDO AG Wirtschaftsprüfungsgesellschaft, Cologne, pursuant to Section 162 para. 3 AktG.

The Management Board and the Supervisory Board propose that the compensation report for the 2025 financial year, prepared and audited in accordance with Section 162 AktG, be approved pursuant to Section 120a para. 4 AktG.

The compensation report, including the report on its audit by the auditor, is available on our website at <https://www.khd.com/compensation-reports>.

6. Resolution to increase the number of members of the Supervisory Board and amendment of the Articles of Association

The number of members of the Company's Supervisory Board is to be increased from four to five. This requires an amendment to Article 10 (1) of the Articles of Association. The Management Board and Supervisory Board propose that the following resolution be adopted:

Section 10 (1) of the Articles of Association shall be repealed and reworded as follows:

"(1) The Supervisory Board shall consist of five members."

7. Resolution on an amendment of the Articles of Association for the adjustment of the Supervisory Board remuneration

With regard to the proposed increase of the number of Supervisory Board members according to the above agenda item 6 to five members, the overall remuneration of the Supervisory Board members shall be adjusted accordingly. As the current remuneration for four members amounts to a total of € 180,000, an increase to € 200,000 is considered appropriate.

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

Section 13 Paragraph 1 of the Articles of Association is cancelled and reworded as follows:

“(1) The members of the Supervisory Board shall receive, in addition to the reimbursement of their expenses, a fixed total remuneration amounting to € 200,000. The Supervisory Board shall decide by a resolution how this total remuneration shall be divided between the individual members of the Supervisory Board, including those who have retired or those who have been newly elected during the year, and also taking into account the duties of the individual members in their capacity as chairperson or vice chairperson of the Supervisory Board.”

The amendment of the Articles of Association is valid for the first year pro-rata-temporis from the date of its entry in the Commercial Register.

The Management Board is requested to apply for registration of the amendment of Section 13 Paragraph 1 of the Articles of Association in the Commercial Register, but shall make sure that this amendment of the Articles of Association is not entered before registration of the amendment of the Articles of Association regarding item 6 of the agenda (Section 10 Paragraph 1 of the Articles of Association).

8. Election of an additional member of the Supervisory Board

The Supervisory Board is composed in accordance with the provisions of Sections 95, 96 (1) of the German Stock Corporation Act (AktG) and Section 10 (1) of the Company's Articles of Association and currently consists of four members. The Company is not subject to co-determination. The Supervisory Board is therefore composed exclusively of shareholder representatives. In accordance with Section 102 (1) Stock Corporation Act (AktG) and Section 10 (2) of the Company's Articles of Association, the members of the Supervisory Board are appointed for a maximum period up to the end of the Annual General Meeting which resolves on the granting of discharge to the Supervisory Board for the fourth financial year after the beginning of the term of office. The financial year in which the term of office begins is not included.

With regard to agenda item 6 of this Annual General Meeting, which provides for an expansion of the Supervisory Board to five members, an additional member of the Supervisory Board is to be elected. The additional member of the Supervisory Board shall be elected with effect from the date of entry in the Commercial Register of the amendment to the Articles of Association to be resolved under agenda item 6. The election proposal is in line with Section 95 sentence 3 AktG.

Having said this, the Supervisory Board proposes that

- Ms. Runlan Wang, Chair of the Board of Directors, AVIC International Beijing Co., Ltd, resident in Beijing, People's Republic of China

Will be elected as an additional member of the Supervisory Board. Ms. Wang shall be elected with effect from the date of entry in the Commercial Register of the amendment to the Articles of Association to be resolved under agenda item 6. In order to adjust Ms. Wang's term of office with the term of office of the incumbent Supervisory Board members, Ms. Wang's appointment shall be made for the period up to the end of the Annual General Meeting which resolves on the granting of discharge to the Supervisory Board for the third financial year after the beginning of the term of office, not including the financial year in which the term of office begins (i.e. presumably up to the end of the Annual General Meeting which resolves on the granting of discharge to the members of the Supervisory Board for the financial year 2029).

The candidate proposed for election, Ms. Wang, is not a member of a statutory supervisory board of any company or member of a comparable domestic or foreign oversight body of a business enterprise.

The Annual General Meeting of shareholders is not bound by election proposals.

Further details of the candidate proposed for election are enclosed after this agenda.

The Supervisory Board has satisfied itself that the proposed candidate is able to devote the expected amount of time.

II. REQUIREMENTS FOR PARTICIPATION IN THE ANNUAL GENERAL MEETING AND THE EXERCISE OF VOTING RIGHTS

Those shareholders, who have registered to do so before the General Meeting of shareholders, shall be entitled to attend the General Meeting of shareholders, to exercise their voting rights and to present motions. The registration has to be received by the Company at the following address:

Mail: HCE Consult AG
Anmeldestelle „KHD Humboldt Wedag International AG“
Postfach 82 03 35
81803 München
E-Mail: anmeldestelle@hce-consult.de

until six days before the General Meeting of shareholders, i.e., by Friday, May 15, 2026, 24:00 CEST at the latest.

In accordance with Section 67c (1) and (2) sentence 3 AktG in conjunction with Article 2 (1) and (3) and Article 9 (4) of the EU Implementing Regulation (EU), information on the Annual General Meeting structured in accordance with ISO 20022, e.g. as an ISO 20022 XML file, to the above-mentioned contact addresses of the registration office.

Shareholders must provide proof of their entitlement to attend the General Meeting of shareholders, to exercise voting rights and to present motions. A confirmation issued by the custodian financial institution in written form (Section 126b of the German Civil Code BGB) either in German or in English is required as proof of share ownership. Proof of share ownership by the final intermediary in accordance with the requirements of Section 67c (3) AktG is sufficient. As stated above, the proof must now refer to the close of business on the 22nd day before the Annual General Meeting, i.e. Thursday, April 30, 2026, 24:00 (CEST) (record date), and must be received by the company at the above address no later than six days before the Annual General Meeting, i.e. by Friday, May 15, 2026, 24:00 CEST.

After receipt of registration for the General Meeting of shareholders and proof of share ownership, the shareholders shall receive the tickets for the General Meeting of shareholders. We kindly ask the shareholders to register and provide proof of their share ownership in the Company as early as possible to ensure that the admission ticket is received in good time. Admission tickets facilitate the organization and do not incorporate additional participation conditions.

Proxy voting

Shareholders may also appoint a proxy e.g. an intermediate, a shareholders' association or another person to exercise their voting right at the General Meeting of shareholders. In such case, too, the shareholders must register in time by providing proof of their share ownership. A power of attorney has to be issued in writing (Section 126b German Civil Code), unless the following exceptions apply. In addition to sending by mail, the Company provides the following email address to the shareholders for electronic transmission of the proof of the power of attorney:

Mail: HCE Consult AG
Anmeldestelle „KHD Humboldt Wedag International AG“
Postfach 82 03 35
81803 München
E-Mail: anmeldestelle@hce-consult.de

If a shareholder authorizes more than one person, the Company shall be entitled to reject one or more of these persons according to Section 134 Paragraph 3, Sentence 2 AktG. This will not affect the option of appointing a separate proxy for the Annual General Meeting for each share of the company that a shareholder holds in different securities accounts.

According to the law and the Articles of Association there is no requirement of the written form for the authorization of an intermediate, a shareholders' association or any other equivalent institution or person pursuant to Section 135 AktG to act as a proxy. We would, however, like to point out that in such cases the institutions or persons to be authorized to act as a proxy might possibly request a specific form of the proxy, because pursuant to Section 135 AktG they are required to record a verifiably power of attorney. If you would like to authorize an intermediate, a shareholders' association or any other equivalent institution or person pursuant to Section 135 AktG to act as a proxy, please discuss in due time the potential form of the power of attorney with such institutions or persons.

In addition, it is possible to authorize a third party via the event portal. The access data will be sent to legally registered shareholders together with their admission ticket.

Proxy voting by general proxies appointed by the Company

As a special service for our shareholders, who are unable to attend the General Meeting of shareholders in person, general proxies that are bound by instruction have been appointed by the Company. Shareholders, who wish to grant a power of attorney to the general proxy appointed by the Company before the General Meeting of shareholders, need to register on time and provide proof of their share ownership as previously noted. For proxy voting and instructions for voting shareholders may use the form for the power of attorney and instructions for voting to the general proxy of the Company that is displayed on the admission ticket. This form provides you with further information on proxy voting. The authorized general proxies of the Company are strictly bound by individual instructions of the shareholder when exercising the voting right. The power of attorney cannot be exercised with respect to agenda items, for which no individual instruction has been given, which means that votes on such items will be treated as abstention from voting. The general proxy does not accept requests to speak or other motions.

Shareholders who wish to grant a power of attorney to the general proxy appointed by the Company are asked to please send these proxies including voting instructions by Thursday, May 21, 2026, 24:00 CEST via mail email to the following Company address:

Mail: HCE Consult AG
Anmeldestelle „KHD Humboldt Wedag International AG“
Postfach 82 03 35
81803 München

E-Mail: anmeldestelle@hce-consult.de

In addition, it is possible to issue powers of attorney and instructions to the company's proxies via the event portal. The access data will be sent to legally registered shareholders together with their admission ticket.

Total number of shares and voting rights at the announcement of convening the General Meeting of shareholders

At the time the Annual General Meeting is convened, the company's share capital amounts to € 49,703,573.00 and is divided into 49,703,573 no-par bearer shares, each of which grants one vote at the Annual General Meeting. The total number of voting rights at the time the Annual General Meeting is convened is therefore 49,703,573. At the time the Annual General Meeting is convened, the company does not hold any treasury shares from which it is not entitled to any rights.

Shareholders' rights in relation to the General Meeting of shareholders

Before and during the General Meeting of shareholders, the shareholders are entitled to i.a.:

1. Present motions for the inclusion of supplementary agenda items according to Section 122 Paragraph 2 AktG

Shareholders jointly representing at least one-twentieth of the share capital or a pro rata amount of € 500,000 of the share capital of the Company (equivalent to 500,000 shares) may request the inclusion and publication of supplementary agenda items. Each new item must be accompanied by an explanatory statement and a draft resolution.

Applicants must prove that they have held the shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until the Management Board has decided on the request. Section 121 para. 7 AktG shall apply accordingly. Section 70 AktG shall be observed when calculating the minimum holding period. The request shall be signed by all shareholders who together reach the required quorum or by their duly appointed representatives or submitted in electronic form pursuant to section 126a of the German Civil Code (i.e. with a qualified electronic signature).

Such a shareholder request shall only be considered if the request is addressed to the Management Board and submitted in writing at least 30 days prior to the General Meeting of shareholders, i.e. by Tuesday, April 21, 2026, 24:00 CEST, at the latest. Please send such requests to the following address:

KHD Humboldt Wedag International AG
Management Board
Von-der-Wettern-Straße 4a
51149 Cologne, Germany.

or in electronic form in accordance with Section 126a BGB (i.e. with qualified electronic signature) by e-mail to: hauptversammlung.khd@khd.com

Additions to the agenda shall be published immediately after receipt of the request in the Federal Gazette and forwarded for publication to such media outlets as can be expected to disseminate this information throughout the entire European Union. Furthermore, these are also published on the internet at <https://khd.com/agm> and communicated to the shareholders.

2. Countermotions and candidates' proposals pursuant to Section 126 Paragraph 1 and Section 127 AktG

Shareholders of the Company may submit countermotions against a proposal of the Management Board and/or Supervisory Board on a particular agenda item and candidates' proposals. Countermotions must be accompanied by an explanatory statement. No explanatory statement is required for candidates' proposals. Countermotions, candidates' proposals and other requests of shareholders regarding the General Meeting of shareholders must be addressed exclusively to:

Mail: KHD Humboldt Wedag International AG
Hauptversammlung / AGM
Von-der-Wettern-Straße 4a
51149 Cologne, Germany
or by email: hauptversammlung.khd@khd.com

Countermotions and candidates' proposals need not be published if not addressed as indicated above. In addition to the reasons stated in Section 126 Paragraph 2 AktG, a candidate proposal need not be published if the proposal does not contain the name, profession and place of residence of the candidate. Proposals for the election of Supervisory Board members need not be made accessible even if they are not accompanied by information on the membership of the proposed Supervisory Board candidate in other legally required Supervisory Boards within the meaning of Section 125 Paragraph 1 Sentence 5 AktG.

The Company will disclose countermotions and candidate proposals of shareholders together with the name of the shareholder and the explanatory statements which have to be published immediately after receipt on the internet at <https://khd.com/agm>. Countermotions and candidate proposals to the items of the agenda which are to be made available, and which are received at the address stated in the first paragraph until 14 days prior to the General Meeting of shareholders at the latest, i.e. by Thursday, May 07, 2026, 24:00 CEST, will be considered. Any statements from the Management Board and Supervisory Board will also be published at the above-mentioned internet address.

The right of every shareholder to make countermotions to items of the agenda during the Annual General Meeting of shareholders without prior and timely submission to the Company shall remain unaffected. We would like to point out that countermotions submitted to the Company within the deadline will only be considered at the Annual General Meeting of shareholders if these are put forward verbally at the meeting.

3. Shareholders' rights to obtain information pursuant to Section 131 Paragraph 1 AktG

Every shareholder or proxy present at the General Meeting of shareholders may request from the Management Board information on matters concerning the Company. The duty to provide information also extends to the legal and business relationships between the Company and its affiliated enterprises, and the position of the Group and the Company's consolidated subsidiaries, to the extent that it serves to make an informed judgment about the agenda item under discussion. The information provided shall comply with the principles of conscientious and accurate reporting.

Requests for information must always be given orally at the General Meeting of shareholders. The Management Board can refrain from answering specific questions for the reasons stated in Section 131 Paragraph 3 AktG. Pursuant to Section 17 Paragraph 4 of the Articles of Association, the Chairman of the Meeting is also authorized to impose a reasonable time limit on a shareholder's right to ask questions and to speak.

4. Further explanations on the rights of shareholders

Reference to the Company's website

Please find further explanations on the rights of the shareholders pursuant to Sections 122 Paragraph 2, 126 Paragraph 1, 127, 131 Paragraph 1 AktG at the website of the Company at <https://khd.com/agm>.

Information and documents concerning the General Meeting of shareholders

Information and documents pursuant to Section 124a AktG, including the 2025 Annual Report of the Company and the Group are available on the internet at <https://khd.com/agm> and can be downloaded. Information required by law to be made available is open to inspection at the General Meeting of shareholders.

The General Meeting of shareholders will not be transmitted neither by audio nor by video.

Cologne, April 2026

KHD Humboldt Wedag International AG

THE MANAGEMENT BOARD

Runlan Wang

Chairman of AVIC International Beijing Co., Ltd, resident in Beijing, People's Republic of China.

Personal data:

Date of birth: March 16th, 1972

Place of birth: Shanghai

Citizenship: Chinese

Education:

Bachelor of Engineering in Beijing University of Aeronautics and Astronautics, Master of Engineering in Beijing University of Aeronautics and Astronautics.

Professional Experience:

Over 30 years of experience in international large scale engineering projects, primarily focusing on market development, project execution in the field of Energy within AVIC system since 1993.

1993 - 2008	Senior Project Manager, China National Aero-Technology Import & Export Corporation
2008 - 2009	Deputy Director, Energy & Transportation Department, China National Aero-Technology Import & Export Corporation
2009 - 2010	Deputy Director, Energy & Transportation Department, Project Engineering Division, AVIC International Co. Ltd.
2010 - 2011	Director, Energy & Transportation Department, Project Engineering Division, AVIC International Co. Ltd.
2011 - 2013	Assistant General Manager, AVIC-INTL Project Engineering Company
2013 - 2022	Vice President, AVIC-INTL Project Engineering Company
2022 - 2023	Director, International Business Development & Management Division, AVIC International Co. Ltd.
2023 - 2025	President, AVIC-INTL Project Engineering Company
Since December 2025	Chairman, AVIC International Beijing Co., Ltd

Memberships in Supervisory Boards required by law:

- none