

Eleving^{GROUP}

Eleving Group

Société Anonyme

Registered office: 8-10 Avenue de la Gare

L-1610 Luxembourg

Grand Duchy of Luxembourg

R.C.S. Luxembourg: B174457

(the “**Company**”)

CONVENING NOTICE TO ALL SHAREHOLDERS

All shareholders of the Company are hereby given notice upon instruction of the management board of the Company (the “**Management Board**”) that the **ANNUAL GENERAL MEETING OF THE COMPANY** (the “**AGM**” or the “**General Meeting**”) will be held on 27 May 2026 at 13:00 (Central European Summer Time, “**CEST**”) / 14:00 (Eastern European Summer Time, “**EEST**”) with the agenda as set out below

at the office of:

Eleving Group

8-10 Avenue de la Gare

L-1610 Luxembourg

Important information:

In accordance with article 31.1 of the articles of association of the Company, the AGM may be held by electronic means, ensuring, notably, any or all of the following forms of participation: (a) a real-time transmission of the General Meeting; (b) a real-time two-way communication enabling Shareholders to address the General Meeting from a remote location; and (c) a mechanism for casting votes, whether before or during the AGM, without the need to appoint a proxy who is physically present at the place of the General Meeting. Shareholders have the opportunity to follow the AGM live via an audio webcast, which will be available on 27 May 2026 starting at 13:00 CEST / 14:00 EEST. Please note that while the webcast will allow shareholders to listen in real time, it will not enable remote participation or voting at the AGM. Shareholders wishing to follow the AGM live via the audio webcast must register separately by contacting the Company at investors@eleving.com. Please refer to the section "Attendance and Registration Procedures" below for further details.

AGENDA OF THE AGM

1. Presentation of the management report of the Management Board in respect of the statutory financial statements of the Company and the consolidated financial statements

and standalone annual accounts of the Company and its group for the financial year ended on 31 December 2025.

2. Presentation of the reports of the statutory auditor of the Company in respect of the statutory financial statements of the Company and the consolidated financial statements and standalone annual accounts of the Company and its group for the financial year ended on 31 December 2025.
3. Presentation of the observation report of the supervisory board of the Company (the "Supervisory Board") in respect of the Management Board of the Company for the financial year ended on 31 December 2025.
4. Approval of standalone annual accounts of the Company for the financial year ended on 31 December 2025.
5. Approval of the consolidated financial statements of the Company for the financial year ended on 31 December 2025.
6. Approval of the mandatory allocation of five percent (5%) of the net profit of the Company for the financial year ended on 31 December 2025 to the legal reserve of the Company, as required by the Luxembourg law of 10 August 1915 on commercial companies, as amended, until such legal reserve reaches ten percent (10%) of the subscribed share capital of the Company.
7. Acknowledgement of shares issued under the ESOP and the related increase of the issued share capital of the Company.
8. Approval of a share buy-back programme of the Company.
9. Approval of the conditions for the share buy-back of the Company.
10. Authorisation of the Management Board to perform all necessary actions with respect to the share buy-back of the Company.
11. Approval of the Amendment of the articles of association of the Company (article 7.Bis on ESOP authorised share capital increase). This resolution constitutes an extraordinary resolution subject to special quorum and majority requirements as set out in the section "Quorum and Majority Requirements" below.
12. Acknowledgement and ratification of the interim dividends paid in 2025.
13. Presentation of the interim report of the Company for the period from 1 January 2026 to 31 March 2026 ("Q1 2026 Interim Report") and the report of the Management Board regarding distribution of an interim dividend based on Q1 2026 Interim Report in an aggregate amount of approximately EUR 4,295,000.

14. Discharge to each of the members of the Management Board and the Supervisory Board of the Company in respect of the performance of their mandates during the financial year ended 31 December 2025.
15. Presentation and approval on an advisory non-binding basis (advisory vote) of the remuneration report for the financial year ended on 31 December 2025.
16. Appointment of the statutory auditor of the Company until the annual general meeting of the Company approving the financial statements for the financial year ending on 31 December 2026.

QUORUM AND MAJORITY REQUIREMENTS

The General Meeting will validly deliberate on all resolutions on the agenda regardless of the number of shareholders present and the number of shares represented, and resolutions on the agenda of the General Meeting will be adopted by a simple majority of the votes validly cast by shareholders duly present or represented. Each share is entitled to one vote. Cast votes shall not include votes attaching to shares in respect of which the shareholder has not taken part in the vote or has abstained or has returned a blank or invalid vote.

Notwithstanding the foregoing, agenda item 11 (Amendment of the articles of association of the Company) constitutes an extraordinary resolution and is subject to special quorum and majority requirements under Luxembourg law. The General Meeting may only validly deliberate on agenda item 11 if at least one-half (1/2) of the share capital of the Company is present or represented. The resolution on agenda item 11 must be adopted by at least two-thirds (2/3) of the votes validly cast. If the required quorum is not met at the General Meeting, a second general meeting may be convened in accordance with Luxembourg law, which shall validly deliberate regardless of the portion of the share capital present or represented, provided that the resolution is still adopted by at least two-thirds (2/3) of the votes validly cast.

SHARE CAPITAL AND VOTING RIGHTS

As of the date of convening the AGM, the Company's subscribed share capital equals EUR 1,173,131.38 and is divided into 117,313,138 shares, each having a nominal value of EUR 0.01 (one cent), all of which are fully paid up (the "**Share Capital**"). At the date of convening of the AGM, the Company holds 689,558 shares in treasury. Voting rights attached to shares held in treasury by the Company are suspended according to Luxembourg law. As of the date of this convening notice, the total number of exercisable voting rights is 116,623,580. The Company's subscribed share capital and total number of exercisable voting rights may vary at the date of the General Meeting due to capital increase(s).

AVAILABLE INFORMATION AND DOCUMENTATION

All documents relating to the General Meeting will be available for inspection by the shareholders at the registered office of the Company at 8-10 Avenue de la Gare, L-1610 Luxembourg, Grand Duchy of Luxembourg, as from the date of publication of this convening notice in the Luxembourg electronic gazette (*Recueil Electronique des Sociétés et Associations* – RESA) and on the Company's website at <https://www.eleving.com/investors/shares>

PARTICIPATION AND REGISTRATION PROCEDURES

Record Date

The right to participate in the General Meeting and exercise voting rights is determined on the basis of share ownership on the fourteenth (14th) day at 17:00 CEST before the date of the General Meeting (the “**Record Date**”). The Record Date is **13 May 2026 at 17:00 CEST**. Only the persons who are shareholders on the Record Date with the number of shares held by them on the Record Date are authorised to participate in the General Meeting as well as to vote in writing before the General Meeting.

Registration procedure and evidence of share ownership

Registration: In order to attend the General Meeting, shareholders must provide duly completed, dated and signed attendance, proxy and voting form (the “**Attendance, Proxy and Voting Form**”) as indicated below at the latest until 20 May 2026 17:00 CEST.

The Company will determine shareholder eligibility based on the shareholder list provided by Nasdaq CSD as the applicable central securities depository, as of the Record Date.

Shareholders have a right to participate in the meeting (including filling and submitting the voting before the meeting) in person in Luxembourg or by mediation of their legal representatives or authorised persons as follows:

- 1. by attending the General Meeting in person**: Shareholders who plan to attend the General Meeting in person and cast their votes must bring a valid identity card or passport on the date of the meeting. Representatives of any shareholder that is a legal entity must also bring a valid identity card or passport, along with evidence of their authority to represent the legal entity. Shareholders wishing to attend the General Meeting in person shall send a written declaration of their intention to participate to the Company. This can be done via e-mail to investors@eleving.com or by sending a signed paper form by post to the registered office of the Company at 8-10 Avenue de la Gare, L-1610 Luxembourg, Grand Duchy of Luxembourg, Attn: AGM 2026/Management Board. The registration of shareholders in Luxembourg will take place on the day of the shareholders’ meeting on 27 May 2026, from 12:00 to 12:45 CEST at the meeting venue. Shareholders or their representatives are required to present a passport or other identification document upon registration.
- 2. by appointing a person of his/her/its choice as a proxyholder to execute voting rights**: Shareholders who are unable to attend the General Meeting in person may appoint a proxyholder to attend on their behalf. Only signed Attendance, Proxy and Voting Forms will be considered valid. One person may represent more than one shareholder. The persons appointed as proxies in accordance with this paragraph must bring a valid identity card or passport on the date of the General Meeting. If the proxy is a legal entity, its representatives must bring a valid identity card or passport and evidence of their authority to represent the proxy.

The Attendance, Proxy and Voting Form can be retrieved from the Company's website www.eleving.com (<https://www.eleving.com/investors/shares>), the website of AS Nasdaq Riga (www.nasdaqbaltic.com), and the EQS News in connection with the Frankfurt Stock Exchange listing at (www.eqs-news.com). It is also published together with this notification.

3. By voting by correspondence prior to the meeting: Shareholders are invited to exercise their voting rights in writing before the General Meeting by sending a completed and signed Attendance, Proxy and Voting Form, signed with a secure electronic signature, to the Company via e-mail at investors@eleving.com or in signed paper form by post to the legal address of the Company at 8-10 Avenue de la Gare, L-1610 Luxembourg, Grand Duchy of Luxembourg.

The required Attendance, Proxy and Voting Form will be available on the Company's webpage at www.eleving.com (<https://www.eleving.com/investors/shares>), on the AS Nasdaq Riga webpage at www.nasdaqbaltic.com, and via EQS News in connection with the Frankfurt Stock Exchange listing at www.eqs-news.com, or it can be obtained from the Company upon request.

The Attendance, Proxy and Voting Form will be considered valid if received by **20 May 2026 at 17:00 CEST**. The Attendance, Proxy and Voting Form is published together with this notification. Only signed Attendance, Proxy and Voting Forms will be taken into account.

Any attempted exercise of voting rights by means of voting by correspondence in connection with Attendance, Proxy and Voting Forms received after 17:00 CEST on 20 May 2026 will not be valid.

If a shareholder has voted before the meeting, this does not prevent them from attending the General Meeting in person. In this case, the shareholder's previously cast vote will be annulled, and the vote cast during the meeting will be taken into account.

4. Webcast

Shareholders may follow the AGM remotely via the live audio-webcast of the AGM, which will be available starting at 13:00 CEST / 14:00 EEST. Please note that while the webcast will allow shareholders to listen in real time, it will not enable remote participation or voting at the AGM. Shareholders wishing to follow the AGM remotely via the live audio-webcast must: (i) confirm their intention to follow the AGM remotely via the live audio-webcast to the Company, and (ii) provide the Company with an e-mail address to which the live audio-webcast link will be sent. Shareholders should contact the Company by e-mail at investors@eleving.com.

The Company will record the following information for each shareholder who has returned a completed, dated, and signed Attendance, Proxy and Voting Form: the shareholder's name or corporate name, address or registered office, number of shares held on the Record Date, and a description of all documents attesting to the ownership of shares on the Record Date.

Shareholders who have submitted an Attendance, Proxy and Voting Form and registered in due time, but wish to revoke such forms, may do so by providing a later-dated Attendance, Proxy and Voting Form or by cancelling the Attendance, Proxy and Voting Form in writing to the Company at the address referred to below. Only the last Attendance, Proxy and Voting Form received by the Company before 17:00 CEST on 20 May 2026 will be considered.

Please note that only shareholders owning shares of the Company on the Record Date and who have announced their intention to participate in the General Meeting, as described above,

will be entitled to participate in the General Meeting. Shareholders who voted before the General Meeting will be considered present at the General Meeting.

A shareholder who has voted before the General Meeting may ask the Company to confirm receipt of the vote. Upon request, the Company shall send a confirmation to the shareholder immediately upon receipt of the shareholder's vote.

ADDITIONAL IMPORTANT INFORMATION FOR SHAREHOLDERS

Transfer of shares after the Record Date

Shareholders are hereby informed that the exercise of voting rights is exclusively reserved for persons who were shareholders on the Record Date (or their duly appointed proxyholders). Transfer of shares after the Record Date is possible, subject to usual transfer limitations, as applicable. However, any transferee who becomes the owner of shares after the Record Date has no right to vote at the General Meeting.

Ability to add agenda items or table alternative resolutions

In accordance with the articles of association of the Company and the Luxembourg law of 24 May 2011 on certain rights of shareholders in listed companies, as amended (the "**Luxembourg Shareholders' Rights Law**"), one or more shareholders holding together at least five (5) percent of the issued share capital of the Company have the right to request that one or more additional items be added to the agenda of the General Meeting and/or propose draft resolutions regarding existing or new agenda items. Any such request must:

- be received by the Company no later than the twenty-second (22nd) day preceding the date of the General Meeting, i.e. before 17:00 CEST on **5 May 2026**;
- be made in writing and sent by e-mail to investors@eleving.com or by postal service to Eleving Group, Attn: AGM 2026/Management Board, 8-10 Avenue de la Gare, L-1610 Luxembourg, Grand Duchy of Luxembourg;
- be accompanied by either (a) the text of the new agenda item and/or draft resolution, along with a background explanation, or (b) an alternative resolution for an existing agenda item, with a clear identification of the agenda item concerned, the text of the proposed alternative resolution, and a background explanation; and
- include the name of a contact person and a postal address or e-mail address at which the Company can confirm receipt within forty-eight (48) hours.

In case the request entails a modification of the agenda of the General Meeting, the Company will make a revised agenda available at the latest fifteen (15) days prior to the date of the General Meeting (i.e. by **12 May 2026**).

Right to ask questions before and during the General Meeting

Shareholders have the right to ask questions about items on the agenda of the General Meeting before and during the meeting. The Company asks shareholders wishing to exercise this right before the General Meeting to send their questions by e-mail to investors@eleving.com at least six (6) business days prior to the General Meeting, together

with evidence establishing that they are shareholders of the Company as of the Record Date. The Company will answer questions submitted in accordance with the above procedure during the General Meeting. The Company may, however, decline to answer a question, or may provide a consolidated answer to multiple questions on the same topic, in the following circumstances: (i) the answer would require the disclosure of confidential information or information the disclosure of which could be prejudicial to the Company's interests or those of a third party; (ii) the answer would involve the disclosure of commercially sensitive, legally privileged or inside information; (iii) the question is not related to an item on the agenda of the General Meeting; (iv) the question has already been answered during the General Meeting or is substantially identical to another question asked at the same meeting; or (v) answering the question would be disproportionate in relation to the preparation or conduct of the General Meeting. Where several questions relate to the same topic, the Company may publish a consolidated answer on its website, in which case the chairperson shall draw shareholders' attention to such publication during the General Meeting.

Publication of voting results

The results of the vote will be published on the Company's website within fifteen (15) days following the General Meeting. After the General Meeting, a shareholder can obtain, upon request and within a period not exceeding two (2) months from the date of the vote, confirmation that their vote has been registered and counted by the Company.

Disclosures pursuant to the Commission Implementing Regulation (EU) 2018/1212 of 3 September 2018

A1	Unique identifier of the event	ELEVINGGROUPAGM20260527
A2	Type of message	Convening Notice of the Annual General Meeting
B1	ISIN	LU2818110020
B2	Name of issuer	Eleving Group SA
C1	Date of the General Meeting	27 May 2026
C2	Time of the General Meeting	13:00 CEST / 14:00 EEST
C3	Type of the General Meeting	Annual General Meeting
C4	Location(s) of the General Meeting	Eleving Group 8-10 Avenue de la Gare L-1610 Luxembourg
C5	Record Date	13 May 2026
C6	Uniform Resource Locator (URL)	https://www.eleving.com/investors/shares

Further Queries

Information on the shareholders' meeting is also available on the website of the Company at <https://www.eleving.com/investors/shares> on the website of AS Nasdaq Riga

at www.nasdaqbaltic.com, and via EQS News in connection with the Frankfurt Stock Exchange listing at www.eqs-news.com. Shareholders may address all queries with respect to the General Meeting, return all forms, and address all correspondence to the Company by electronic means to the following e-mail address: investors@eleving.com, or by postal mail to the following address:

Eleving Group
Attn: AGM 2026/Management Board
8-10, Avenue de la Gare, L-1610, Luxembourg
Grand-Duchy of Luxembourg

Further information about the processing of data in connection with the AGM is available on the Company's website at <https://www.eleving.com/investors/shares>.

Luxembourg, 23 April 2026

Eleving Group

The Management Board