

- For convenience purposes only –

Einhell Germany AG

Landau an der Isar

ISIN DE000A40EST5 / DE000A40ESU3

Notice is hereby given to our shareholders to attend our **Annual General Meeting** of shareholders
("AGM")

on Friday, 3 July 2026, 10:00 a.m.
(CEST)

at Stadthalle Landau,
Stadtgraben 3, 94405 Landau an der Isar, Germany.

Agenda

- 1 Presentation of the adopted annual financial statements and the approved consolidated financial statements as at 31 December 2025, the management report for Einhell Germany AG (the "Company") and the group management report for the Einhell Group, the explanatory notes of the Board of Directors on the disclosures pursuant to Sections 289a, 315a German Commercial Code (HGB) as well as the report of the Supervisory Board on financial year 2025**

The aforementioned documents must be made available to the Annual General Meeting in accordance with the provisions of the German Stock Corporation Act (AktG). As the Supervisory Board has already approved the annual financial statements and the consolidated financial statements as prepared by the Board of Directors in accordance with statutory provisions and thus adopted the annual financial statements on 28 April 2026, a resolution on agenda item 1 by the Annual General Meeting is not required.

2 Resolution on the appropriation of profits

The Board of Directors and the Supervisory Board propose that the profits for financial year 2025 in the amount of € 80,469,877.56 disclosed in the annual financial statements of Einhell Germany AG be appropriated as follows:

Payment of a dividend of € 1.88 per ordinary share for 6,283,200 dividend-bearing ordinary shares.	€	11,812,416.00
Payment of a dividend of € 1.90 per preference share for 5,040,000 dividend-bearing preference shares.	€	9,576,000.00
Amount carried forward	€	59,081,461.56
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Unappropriated profit	€	80,469,877.56
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The dividend is payable on 8 July 2026.

3 Resolution on the approval of the actions of the Board of Directors for financial year 2025

The Board of Directors and the Supervisory Board propose to approve the actions of the members of the Board of Directors for financial year 2025.

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

The Board of Directors and the Supervisory Board propose to approve the actions of the members of the Supervisory Board for financial year 2025.

5 Appointment of auditors of the single-entity financial statements and the consolidated financial statements for financial year 2026 and auditors of the sustainability reporting for financial year 2026

The Supervisory Board proposes to pass the following resolution:

- a) Rödl Audit GmbH Wirtschaftsprüfungsgesellschaft, Nuremberg, are elected as auditors of the single-entity financial statements and the consolidated financial statements for financial year 2026.

- b) Rödl Audit GmbH Wirtschaftsprüfungsgesellschaft, Nuremberg, are elected as auditors of the sustainability report for financial year 2026.

The appointment of the auditor for the sustainability report is made on a precautionary basis, in the event that German legislation provides for such an election by the Annual General Meeting in the course of the transposition of Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022, as amended by Directive (EU) 2025/794 of the European Parliament and of the Council of 14 April 2025, on corporate sustainability reporting into national law.

6 Resolution on the approval of the remuneration report for financial year 2025

Pursuant to Section 162 German Stock Corporation Act (AktG), the Board of Directors and the Supervisory Board must prepare a clear and concise report on the remuneration granted and owed by the Company and the companies of the same group of companies (Section 290 German Commercial Code (HGB)) to each individual member of the Board of Directors and Supervisory Board, current or former, in the last financial year ("Remuneration Report").

The Remuneration Report of Einhell Germany AG for financial year 2025 was audited by the auditor in accordance with Section 162 (3) German Stock Corporation Act (AktG) to determine whether the statutory disclosure obligation in accordance with Section 162 (1) and (2) German Stock Corporation Act (AktG) was met. The corresponding Auditor's Report is appended to the Remuneration Report.

In accordance with Section 120a (4) German Stock Corporation Act (AktG), the audited Remuneration Report must be submitted to the Annual General Meeting for approval. The vote of the Annual General Meeting on the approval of the Remuneration Report is understood to be a recommendation.

The Board of Directors and the Supervisory Board propose to approve the Remuneration Report of Einhell Germany AG for financial year 2025 as prepared and audited in accordance with Section 162 German Stock Corporation Act (AktG).

The remuneration report with audit opinion is available on the corporate website at <https://www.einhell.com/investor-relations/corporate-governance/> under "Remuneration report".

7 Resolution on the authorisation to acquire and use treasury shares in accordance with Section 71 (1) no. 8 German Stock Corporation Act (AktG) with the option to exclude subscription rights and any tender rights as well as to redeem treasury shares

Section 71 (1) No. 8 allows stock corporations, based on an authorisation granted by the Annual General Meeting, to acquire treasury shares representing up to 10% of their share capital in total.

The Board of Directors and the Supervisory Board therefore propose the following resolution:

- a) The Board of Directors is authorised, with the approval of the Supervisory Board, to acquire the Company's own ordinary and/or preference bearer shares representing up to 10% of the Company's share capital, up to and including 2 July 2031. The authorisation may be exercised in full or in part, on one or more occasions. It may also be exercised by Group companies or by third parties acting on behalf of the Company or any Group company. The acquired shares, together with other treasury shares attributable to the Company in accordance with Sections 71a et seq. German Stock Corporation Act (AktG), may at no time represent more than 10% of the Company's share capital. The Company may not utilise the authorisation for the purpose of trading in treasury shares.
- b) At the Company's discretion, treasury shares may be acquired on the stock exchange or by means of a public purchase offer to all shareholders, in accordance with the following provisions:
 - aa) If the shares are purchased on the stock exchange, the purchase price (excluding ancillary purchase costs) may not be more than 10% higher or lower than the arithmetic mean of the closing auction prices of the Company's shares of the same class in XETRA trading (or a comparable successor system) on the Frankfurt Stock Exchange during the last three trading days prior to the purchase or entering into an obligation to purchase.
 - bb) If the acquisition is made by way of a public purchase offer addressed to all preference and/or ordinary shareholders of the Company, the purchase price offered per share or the limits of the offered price range (excluding ancillary purchase costs) may not be more than 10% higher or lower than the arithmetic mean of the closing auction prices of the shares of the same class or, for as long as the Company's ordinary shares are not admitted to XETRA trading (or a comparable successor system), of the Company's preference shares only, in XETRA trading (or a comparable successor system) during the last three trading days immediately preceding the date of publication of the offer. The volume of the offer may be capped. If total subscriptions for the offer exceed this volume, acceptance must be proportionally allocated to the shares offered for purchase.

Preferential acceptance of smaller orders of up to 100 shares of the Company offered for purchase per shareholder may be provided for, with rounding carried out in accordance with commercial principles to avoid fractional shares. No additional shareholder tender rights shall apply in this respect.

- c) The Board of Directors is authorised, with the approval of the Supervisory Board, to use treasury ordinary and/or preference shares acquired on the basis of this authorisation, in addition to selling them by way of an offer to all shareholders or on the stock exchange, while excluding shareholders' subscription rights, as follows:
 - aa) for sale in exchange for non-cash contributions, insofar as this is carried out for the purpose of acquiring companies, parts of companies, or equity interests in companies, other assets within the meaning of Section 27 (2) German Stock Corporation Act (AktG), or receivables against the Company, or for the implementation of business combinations;
 - bb) for sale for cash other than on the stock exchange or by way of an offer to all shareholders, provided that the purchase price is not significantly lower than the stock exchange price of shares of the same class; or, as long as the Company's ordinary shares are not admitted to trading on XETRA (or a comparable successor system) for stock exchange trading, in respect of the preference shares only at the time of sale. This authorisation shall be limited to a maximum of 10% of the Company's share capital at the time of the resolution of the Annual General Meeting on this authorisation or, if lower, to 10% of the share capital at the time of the sale of the shares. When making use of this authorisation to exclude subscription rights in corresponding application of Section 186 (3) Sentence 4 German Stock Corporation Act (AktG), any exclusion of subscription rights under other authorisations, whether in direct or corresponding application of Section 186 (3) sentence 4 AktG, must be taken into account;
 - cc) in order to offer them for purchase to employees and members of the Board of Directors of the Company as well as to employees and members of the management of companies affiliated with the Company, or to transfer them to such persons, and to fulfil subscription or option rights to shares in the Company, or obligations or commitments to acquire shares in the Company, which have been or will be granted to employees and members of the Board of Directors of the Company or to employees and members of the management of companies affiliated with the Company. To the extent that treasury shares are to be transferred to members of the Company's Board of Directors in this context, the Supervisory Board is correspondingly authorised;
 - dd) to satisfy obligations of the Company arising from conversion or option rights, or conversion obligations, under convertible bonds, bonds with warrants, profit

participation rights or participating bonds (or combinations of these instruments), issued by the Company or by companies dependent on it or in which the Company holds a majority interest, which grant conversion or option rights or establish conversion obligations;

- ee) to implement a scrip dividend by selling the shares in exchange for the full or partial transfer of the shareholder's dividend entitlement;
 - ff) for fractional amounts arising from the sale of treasury shares in the context of an offer for sale to all shareholders.
- d) The Board of Directors is also authorised, with the approval of the Supervisory Board, to redeem all or part of the Company's own ordinary and/or preference shares acquired on the basis of the above authorisation, without such redemption or its implementation requiring a further resolution by the Annual General Meeting. The redemption leads to a reduction in the Company's share capital. The shares may also be redeemed in a simplified procedure without a reduction of share capital, by adjusting the proportionate notional value of the remaining no-par value shares in the Company's share capital. The Supervisory Board is authorised to amend the wording of the Articles of Association in line with the respective exercise of the authorisation to redeem shares.
- e) The authorisations under letters c) and d) may be exercised once or on more occasions, in whole or in part, individually or jointly.
- f) All of the above authorisations may be exercised to acquire and use both ordinary shares and preference shares or to acquire and use only ordinary shares or only preference shares.

The report of the Board of Directors pursuant to Section 71 (1) No. 8 Sentence 5 in conjunction with Section 186 (4) Sentence 2 German Stock Corporation Act (AktG) on agenda item 7, setting out the reasons for the exclusion of subscription rights when using treasury shares and for the exclusion of any tender rights, is available on our website at <https://www.einhell.com/investor-relations/annual-general-meetings/>. This report by the Board of Directors will also be available on the same website during the Annual General Meeting and will further be made available at the venue of the Annual General Meeting.

Conditions of participation

Total number of shares and voting rights

At the time of invitation, the share capital of Einhell Germany AG is divided into 6,283,200 ordinary shares and 5,040,000 preference shares. Each ordinary share carries one vote. At the time of invitation, there are therefore 6,283,200 voting rights. Einhell Germany AG does not hold any treasury shares at the time of invitation.

Prerequisite for attending the Annual General Meeting and for exercising voting rights

Pursuant to Article 8 (1) of the Articles of Association, only those holders of ordinary and preference shares are entitled to participate in the Annual General Meeting, and only those holders of ordinary shares are entitled to exercise voting rights, who have registered with the Company at the following address or e-mail address at least six days prior to the Annual General Meeting, excluding the day of receipt, i.e. by 24:00 (CEST) on 26 June 2026:

Einhell Germany AG
c/o meet2vote AG
Marienplatz 1
84347 Pfarrkirchen
Germany

e-mail: anmeldung@meet2vote.de

Pursuant to Article 8 (2) of the Articles of Association, confirmation of shareholding (in text form) issued by the ultimate intermediary in accordance with Section 67c (3) German Stock Corporation Act (AktG) is sufficient proof of the entitlement to attend the Annual General Meeting and to exercise the voting rights. The proof of shareholding must relate to the close of business on the 22nd day preceding the Annual General Meeting, i.e. 11 June 2026, 24:00 (CEST) ("Record Date"). Proof of shareholding must be received by the Company at the above address or e-mail address no later than six days prior to the Annual General Meeting, excluding the day of receipt and the day of the Annual General Meeting, i.e. by 24:00 (CEST) on 26 June 2026 at the latest.

Shareholders are requested to register and send proof of their shareholdings to the Company as early as possible.

Significance of the record date

The record date is the relevant cut-off date with regard to attending the Annual General Meeting and exercising shareholders' rights, in particular voting rights. In accordance with Section 123 (4) Sentence 5 German Stock Corporation Act (AktG), only those shareholders who have presented proof of their shareholdings are eligible to attend the Annual General Meeting (ordinary shares and preference shares) and to exercise the voting rights (only ordinary shares). The entitlement to attend and the scope of the voting rights is based solely on the share ownership as at the record date. The record date and the registration do not entail a ban on the sale of shareholdings. Shareholders may therefore continue to freely dispose of their shares even after registration. A disposition after the record date has no effect on the right to attend and the entitlement to exercise voting rights. Persons who do not hold any shares as at the record date and only become shareholders thereafter shall not be entitled to attend or vote unless they have been authorised to do so or have been authorised to exercise the rights. However, the record date is not relevant for potential dividend entitlements.

Procedure for voting by proxy

Ordinary shareholders may also have their voting rights exercised at the Annual General Meeting by an authorised representative, e.g. an intermediary, a shareholders' association, a proxy firm, the Company's designated voting proxies or any other third party. For such authorised representatives, timely registration and proof of entitlement in due form to attend the Annual General Meeting and to exercise voting rights are also required in accordance with the above provisions in the section "Prerequisite for attending the Annual General Meeting and for exercising voting rights". If the shareholder grants proxy to more than one person, the Company may reject one or more of them.

Proxy authorisations, their revocation and evidence of authorisation must be submitted to the Company in written form. If an intermediary, a shareholders' association, a proxy firm or other person, association, institute or company equivalent to these pursuant to Section 135 (8) German Stock Corporation Act (AktG) has been authorised, this authorised representative must keep a verifiable record of the proxy authorisation. The proxy authorisation must be complete and may only set out the instructions in connection with exercising the voting right. Shareholders wishing to authorise an intermediary, a shareholders' association, a proxy firm or other person, association, institute or company equivalent to these are requested to consult with the person to be authorised on the form in which the proxy is granted. Reference is made to the special procedure pursuant to Section 135 (1) Sentence 5 German Stock Corporation Act (AktG).

The proxy may be granted by declaration to the authorised representative or by declaration to the Company. Proof of authorisation may be provided by the authorised representative upon presentation of the proxy at the admission control on the day of the Annual General Meeting. The proof of authorisation may also be submitted, amended or revoked by post or e-mail to the Company by no later than 2 July 2026, 24:00 (CEST) to the following postal address or e-mail address:

Einhell Germany AG
c/o meet2vote AG
Marienplatz 1
84347 Pfarrkirchen
Germany

e-mail: einhell@meet2vote.de

The time of receipt of the notice by the Company shall be decisive for compliance with the deadline.

The aforementioned communication channels are also available where the proxy is granted by declaration vis-à-vis the Company; in such case, no further evidence of the proxy authorisation is required. The revocation of a proxy already granted may likewise be declared directly to the Company via the aforementioned communication channels.

For organisational reasons, we kindly ask shareholders to submit postal proxies, proof of authorisation and revocations of proxies by 24:00 (CEST) on Thursday, 2 July 2026 (receipt by the Company).

Shareholders who wish to authorise another person as their proxy may use the proxy form which will be sent to them following proper registration and submission of proof of shareholding. The corresponding form is also available for download on the corporate website at <https://www.einhell.com/investor-relations/annual-general-meetings/>.

Procedure for proxy-voting via the Company's designated voting proxies

Ordinary shareholders may also choose to be represented by the Company's designated voting proxies who are obliged to cast votes in accordance with the instructions they are given. If a shareholder chooses to authorise the Company's designated voting proxies, timely registration and proof of shareholding in the prescribed form are still required in accordance with the provisions described above in the section "Prerequisite for attending the Annual General Meeting and for exercising voting rights".

Proxy authorisations and instructions to the Company's designated voting proxies may be issued, amended or revoked by post or e-mail to the address or e-mail address specified above in the section "Procedure for voting by proxy" by no later than 2 July 2026, 24:00 (CEST).

In addition, we also offer ordinary shareholders who have registered in due form and time and who are present at the Annual General Meeting to authorise the Company's designated voting proxies to exercise their voting rights at the Annual General Meeting. A corresponding form will be sent to shareholders following due registration and submission of proof of shareholding and is also available for download on the corporate website at <https://www.einhell.com/investor-relations/annual-general-meetings/>.

If proxy is granted to the Company's designated voting proxies, they must be given instructions on how to exercise the voting rights in each case. The voting proxies are obliged to vote in accordance with the instructions received; they may not exercise the voting rights at their own discretion and, even if proxy has been granted to them, are only authorised to exercise voting rights if they have been expressly instructed with regard to the proposed resolutions of the Board of Directors and/or the Supervisory Board as published in the notice convening the Annual General Meeting and, if applicable, with regard to any shareholder proposals for resolutions published as additions to the agenda pursuant to Section 122 (2) German Stock Corporation Act (AktG), as well as any counter-motions and nominations made available prior to the Annual General Meeting pursuant to Sections 126 and 127 German Stock Corporation Act (AktG). The Company's designated voting proxies do not accept, neither before nor during the Annual General Meeting, any instructions or proxy authorisations for raising objections to resolutions by the Annual General Meeting, for exercising the right to ask questions or for submitting motions.

If a separate vote is held on an agenda item without this having been communicated before the Annual General Meeting, any instructions with regard to this agenda item in general are deemed to also apply to each individual item in the separate vote.

Transmission of information by intermediaries via SWIFT

In addition to the registration, proof of shareholding and proxy voting procedures described above, registration and proof of shareholding, as well as the granting and amendment of proxies and voting instructions, may also be submitted via intermediaries through SWIFT in accordance with Section 67c of the German Stock Corporation Act (AktG). Authorised SWIFT participants please use

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

Registrations and proof of shareholding via SWIFT must be received by the Company by the last registration day (SWIFT Enrolment Market Deadline), i.e. no later than 26 June 2026, 24:00 (CEST). Amendments, the granting of proxy and issuing instructions via SWIFT are still possible thereafter and must be received by the Company by 2 July 2026, 12:00 noon (CEST) (SWIFT Vote Market Deadline).

Shareholder rights

Motions by shareholders for additions to the agenda pursuant to Section 122 (2) German Stock Corporation Act (AktG)

Ordinary and preference shareholders whose shares together represent at least one-twentieth of the share capital or a pro rata amount of € 500,000 of the share capital may request that items be placed on the agenda and published, provided that such request is received by the Company in writing at least 30 days prior to the Annual General Meeting, i.e. by 2 June 2026, 24:00 (CEST). Each new item on the agenda must be accompanied by a statement of reasons or a draft resolution. Please send requests for additions to the agenda to the following address:

Einhell Germany AG
The Board of Directors
Wiesenweg 22
94405 Landau an der Isar

Pursuant to Section 122 (2) Sentence 1 in conjunction with Section 122 (1) Sentence 3 German Stock Corporation Act (AktG), persons submitting such a request must prove that they have been holding the shares for at least 90 days before the request is received and that they will continue to hold the shares until the Board of Directors decides on their request.

Additions to the agenda that must be published will be published in the Federal Gazette immediately after receipt of the request and will be forwarded for publication to such media as may be expected to disseminate the information throughout the European Union. They will furthermore be published online at <https://www.einhell.com/investor-relations/annual-general-meetings/>, and shareholders will be notified accordingly.

Counter-motions and nominations in accordance with Sections 126 (1) and 127 German Stock Corporation Act (AktG)

Furthermore, ordinary and preference shareholders of the Company may submit counter-motions to proposals made by the Board of Directors and/or Supervisory Board on specific agenda items and may make nominations for elections of Supervisory Board members and/or auditors. Counter-motions and nominations must be addressed to:

Einhell Germany AG
c/o meet2vote AG
Marienplatz 1
84347 Pfarrkirchen
Germany

e-mail: einhell@meet2vote.de

The Company will publish all counter-motions to proposals made by the Board of Directors and/or Supervisory Board on specific agenda items in accordance with Section 126 (1) German Stock Corporation Act (AktG) and nominations in accordance with Section 127 German Stock Corporation Act (AktG), including any statement of reasons as well as any comments by the management online at <https://www.einhell.com/investor-relations/annual-general-meetings/>, provided they were received by the Company by no later than 18 June 2026, 24:00 (CEST) under the aforementioned address or e-mail address and the other requirements for the obligation to publish them pursuant to Section 126 or Section 127 German Stock Corporation Act (AktG) are met. Counter-motions and nominations addressed elsewhere will not be considered for publication.

Under certain conditions set out in Sections 126 (2) German Stock Corporation Act (AktG), the Company may refrain from publishing a counter-motion and any accompanying statement of reasons. Nominations are only made accessible if they contain the name, current profession and place of residence of the nominated person.

Right to request information pursuant to Section 131 (1) German Stock Corporation Act (AktG)

The Board of Directors is to inform each shareholder at the Annual General Meeting, upon a corresponding request being made, concerning matters pertaining to the Company insofar as this is required in order to appropriately judge the item of business set out in the agenda. The obligation of the Board of Directors to provide information also extends to include the legal and business relations of the Company with an affiliated company as well as to the situation of the Group and the companies included in the consolidated financial statements.

Publications on the website

The information pursuant to Section 124 a German Stock Corporation Act (AktG) and further details regarding shareholder rights are available on the corporate website at <https://www.einhell.com/investor-relations/annual-general-meetings/>.

The outcomes of the votes will also be published on the same website after the Annual General Meeting.

Data protection

In order to carry out the Annual General Meeting and in order to enable shareholders to attend the Annual General Meeting and to exercise their rights in the scope of the Annual General Meeting, the Company will be processing personal data. This data will further be used for purposes in connection therewith and to fulfil additional legal duties (e.g. documentation and archiving duties).

For more information on data protection, please visit our website at <https://www.einhell.com/investor-relations/annual-general-meetings/>. Upon request, Einhell Germany AG will also provide this information in printed form.

Landau an der Isar, May 2026

Einhell Germany AG
The Board of Directors