

Agenda with explanatory notes of the Annual General Meeting of ad pepper media International N.V. (the "Company") to be held at 09:30 CEST on Tuesday, 23 June 2026, at the offices of NautaDutilh (NautaDutilh N.V., Beethovenstraat 400, 1082 PR Amsterdam, The Netherlands)

The agenda of the meeting is as follows:

1. Opening
2. Report on the 2025 financial year (discussion item)
3. Advisory Vote on the Remuneration Report 2025 (voting item)
4. Explanation of the corporate governance structure of the Company and compliance with the 2025 Dutch Corporate Governance Code (discussion item)
5. Adoption of the 2025 annual accounts and appropriation of profit:
 1. Adoption of the 2025 annual accounts (voting item)
 2. Discussion of principles underlying appropriation of profit (discussion item)
 3. Allocation of the result in the period 2025 to the accumulated deficit (voting item)
6. Discharge of the member of the Management Board in respect of the performance of his duties during the 2025 financial year (voting item)
7. Discharge of the members of the Supervisory Board in respect of the performance of their duties during the 2025 financial year (voting item)
8. Amendment of the Company's articles of association:
 1. Proposal to amend the Company's articles of association (voting item);
 2. Appointment of the member of the Management Board and each civil law notary, junior civil law notary, notarial assistant and lawyer, working at NautaDutilh N.V., to have the notarial deed amending the articles of association executed (voting item)
9. Appointment of the auditor for the 2026 financial year (voting item)
10. Authorisation of the Management Board to buy back Company stock for a period of 18 months (voting item)
11. End of Annual General Meeting

EXPLANATORY NOTES:

Re 2 – Annual Report 2025

The Annual Report for 2025 contains the Annual Accounts 2025, the report from the Management Board and the report from the Supervisory Board regarding the financial year 2025. The General Meeting of shareholders of the Company (the "General Meeting") is invited to discuss the Annual Report for the financial year 2025.

In line with the legal requirements governing securities listed on the Frankfurt Stock Exchange and the Dutch law applicable to the Company, the agenda and related explanatory comments, the annual financial statements and the 2025 Annual Report have been deposited at the Company's premises (Frankenstrasse 146, 90461 Nürnberg, Germany). These documents can also be viewed at the Company's website at adpeppergroup.com.

Re 3 – Advisory Vote on the Remuneration Report 2025

In accordance with section 2:135b(2) of the Dutch Civil Code, the remuneration report for the financial year 2025 will be discussed and put to an advisory vote.

Re 4 – Explanation of the corporate governance structure of the Company and compliance with the 2025 Dutch Corporate Governance Code

The Dutch Corporate Governance Code ("Code") in its 2025 version is an updated version of the 2022 Code and has introduced guidelines regarding the management board's reporting on the effectiveness of internal risk management and control systems.

In accordance with the recommendation of the Monitoring Committee Corporate Governance Code, the chapter in the Annual Report 2025 regarding the corporate governance structure of the Company and compliance with the Code shall be discussed. The information about the corporate governance and compliance with the Code is included on pages 28 up to and including 37 of the Company's Annual Report 2025.

Re 5 – Adoption of the 2025 Annual Accounts and appropriation of profit

1. Adoption of the 2025 Annual Accounts
The Annual Accounts for the financial year 2025 have been executed by the member of the Management Board and the members of the Supervisory Board. Ernst & Young Accountants LLP, the Company's external accountant, has issued an unqualified audit opinion, which is included in the Annual Accounts for the financial year 2025. It is proposed to adopt the Annual Accounts for the financial year 2025.
2. Discussion of principles underlying appropriation of profit
The current policy with respect to appropriation of profit shall be briefly discussed during the General Meeting.
3. Allocation of the results in the period 2025 to the accumulated deficit
It is proposed to allocate the results for the financial year 2025 to the Company's accumulated net loss.

Re 6 – Discharge of the member of the Management Board in respect of the performance of his duties during the 2025 financial year

It is proposed to grant discharge to the member of the Management Board for the management and conducted policy during the financial year 2025.

Re 7 – Discharge of the members of the Supervisory Board in respect of the performance of their duties during the 2025 financial year

It is proposed to grant discharge to the members of the Supervisory Board for their supervision on the policies of the Management Board and the general course of affairs of the Company and its affiliated business during the financial year 2025.

Re 8 – Amendment of the Company's articles of association:

The proposal to amend the Company's articles of association (hereinafter also referred to as: "Articles") is made by the Management Board and has been approved by the Supervisory Board. Pursuant to article 21 of the current Articles, the general meeting may resolve to amend the Articles by an absolute majority of the votes cast.

It is proposed to amend the Articles in conformity with the draft documents attached hereto as Annexes 1, 2, 3 and 4 (Dutch and English texts reflecting the proposed amendments to the Articles, including an explanation on the proposed amendments).

It is further proposed to appoint and authorise the member of the Management Board and each civil law notary, junior civil law notary, notarial assistant and lawyer, working at NautaDutilh N.V., to have the notarial deed amending the articles of association executed.

Re 9 – Appointment Auditor

It is proposed to appoint Forvis Mazars Accountants N.V., with address: Watermanweg 80, 3067 GG Rotterdam, The Netherlands, as the external auditor charged with the auditing of the Annual Accounts for the financial year 2026.

Re 10 – Authorisation of the Management Board to buy back Company stock for a period of 18 months

It is proposed to authorise the Management Board for a period of 18 months from the date of the General Meeting to repurchase shares in the Company's own share capital up to a maximum amount of 50 percent of the Company's issued share capital. The consideration for the shares to be repurchased will be at least 80 percent of the stock price (opening stock price) of the shares of the Company at the date of such repurchase and at the most 120 percent of such stock price.