Report of the Executive Board to the Annual General Meeting pursuant to Section 71 (1) No. 8 of the German Stock Corporation Act (AktG) in conjunction with Section 186 (4) sentence 2 of the German Stock Corporation Act (AktG) regarding Agenda Item 8 (Resolution on the revocation of the authorization to acquire treasury shares and a new authorization to acquire treasury shares, excluding any put or subscription rights)

Section 71 (1) No. 8 of the German Stock Corporation Act (AktG) allows stock corporations to acquire treasury shares based on an authorization granted by the Annual General Meeting valid for a maximum of five years. The Annual General Meeting of TAKKT AG passed a resolution on May 18, 2022, authorizing the acquisition and use of treasury shares. The authorization granted at the 2022 Annual General Meeting is valid until May 17, 2027, and would potentially expire before the 2027 Annual General Meeting. Therefore, the Management Board and the Supervisory Board propose to revoke the authorization resolution of May 18, 2022, and to adopt a new authorization valid for five years to acquire and use treasury shares. This is intended to enable the Company, for a limited period of five years, to acquire treasury shares up to a total of 10% of the Company's current share capital of EUR 65,610,331.00.

Exclusion of any put rights ("reverse subscription rights") in the acquisition of treasury shares

The acquisition of treasury shares may, at the discretion of the Management Board, be carried out via the stock exchange, by means of a public tender offer addressed to all shareholders, or—to the extent legally permissible—by means of a public invitation to all shareholders to submit a purchase offer. Furthermore, the Management Board is to be authorized to acquire shares by private agreement outside the stock exchange.

In the event of the acquisition of treasury shares, stock law literature concludes from the shareholders' right to equal treatment pursuant to Section 53a of the German Stock Corporation Act (AktG) that all shareholders are entitled to a pro rata right of tender, i.e., the right to have shares purchased from them ("reverse subscription right"). However, since § 186 of the Ger-

man Stock Corporation Act (AktG) permits the exclusion of any subscription right under certain conditions, the literature on stock corporation law assumes that such a “reverse subscription right” can also be excluded within the limits of § 186 AktG, just like a normal subscription right, and that this provision should be utilized as a precautionary measure.

If the acquisition is made by means of a public tender offer or a public invitation to all shareholders to submit a purchase offer, the volume of the offer or the public invitation to submit a purchase offer may be limited. In such cases, the number of shares in the company offered by the shareholders may exceed the number of shares sought by the company. In this case, allocation must be made on a pro rata basis. In this context, it should be possible, at the company’s discretion, to refrain from allocating shares based on the ownership ratio and instead allocate them based on the ratio of subscribed or tendered shares (tender ratios). This can improve the technical processing and thus the cost-effectiveness of the acquisition process. Furthermore, it should be possible to give priority to the acceptance of small quantities of up to 100 tendered shares per shareholder. This option serves to avoid fractional amounts when determining the quotas to be acquired and small remaining holdings, thereby facilitating the technical processing of the share buyback. This also helps prevent de facto discrimination against minority shareholders. Finally, it should be possible to provide for rounding in accordance with commercial principles to avoid fractional shares in calculations. In this regard, the acquisition quota and the number of shares to be acquired from individual tendering shareholders may be rounded as necessary to represent the acquisition of whole shares for settlement purposes.

Furthermore, an off-market acquisition, i.e., a negotiated purchase outside the stock exchange (so-called “negotiated purchase”), should in principle be possible. The option of an off-market purchase significantly expands the Company’s flexibility to acquire blocks of shares offered on the market without this instrument having any negative effects on shareholders. This is because, under the proposed resolution by the Executive Board and Supervisory Board, the same requirements regarding the purchase price must be met for such an off-market purchase as for a purchase via the stock

exchange. The Executive Board will only exercise the authorization to acquire treasury shares through private transactions in such a way that the total number of shares acquired under exclusion of the "reverse subscription right" in accordance with Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) does not exceed 10% of the share capital at the time of acquisition. With regard to the purchase price, the Executive Board will strictly adhere to the price guidelines applicable to a purchase on the stock exchange. Thus, even in the case of an over-the-counter purchase, the consideration paid by the Company per share (excluding incidental acquisition costs) may not exceed or fall below the price determined on the date of acquisition by the opening auction in the Xetra trading system (or a comparable successor system) on the Frankfurt Stock Exchange by more than 10%.

Exclusion of Subscription Rights in the Use of Treasury Shares

Pursuant to Section 71(1)(8), sentence 3 of the German Stock Corporation Act (AktG), Section 53a AktG (principle of equal treatment) applies to the acquisition and sale of treasury shares. Pursuant to Section 71 (1) No. 8, sentence 4 of the German Stock Corporation Act (AktG), the sale of treasury shares via the stock exchange—just like their acquisition via the stock exchange—satisfies the principle of equal treatment under Section 53a of the German Stock Corporation Act (AktG). In accordance with the provisions regarding the exclusion of subscription rights, the Annual General Meeting may resolve to conduct a sale in a different manner. Use is made of the possibility of such a legally permissible exclusion of subscription rights in subparagraph (f) of the resolution proposal by the Management Board and Supervisory Board regarding agenda item 8.

In the event of the sale of treasury shares as part of an offer directed to all shareholders in compliance with the principle of equal treatment, the Management Board shall be authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights for fractional shares. The exclusion of subscription rights for fractional shares may be necessary in certain circumstances to establish a technically feasible subscription ratio. The treasury shares excluded from shareholders' subscription rights as free fractional shares will be disposed of in the best possible

manner for the Company, either through sale on the stock exchange or by other means. The potential dilution effect is minimal due to the limitation to fractional shares.

In addition, the treasury shares acquired pursuant to this authorization may be used for the following purposes:

The Company shall be able to redeem its own shares even without a new resolution by the Annual General Meeting (Section 71 (1) No. 8 Sentence 6 AktG). The proposed authorization provides, in accordance with Section 237 (3) No. 3 AktG, that the Management Board may redeem the shares with or without a capital reduction. This capital reduction may be carried out for all legally permissible purposes. Redemption without a capital reduction increases the proportionate amount of the remaining no-par value shares in the Company's share capital. The Management Board is hereby authorized to amend the Articles of Association to reflect the changing number of no-par value shares.

According to the proposed resolution, the Company shall also be able to sell its own shares, excluding subscription rights, for cash in a manner other than through the stock exchange or by means of an offer to all shareholders. This is intended, in particular, to enable the Company to offer its shares at short notice. A prerequisite for this is that the shares are sold at a price that does not fall significantly below the stock market price of shares of the company with the same terms and conditions at the time of sale. This authorization makes use of the option permitted under Section 71(1)(8) of the German Stock Corporation Act (AktG) for the simplified exclusion of subscription rights pursuant to Section 186(3), fourth sentence, of the German Stock Corporation Act (AktG). The interest of shareholders in protection against dilution is taken into account by the fact that the shares may only be sold at a price that is not significantly lower than the relevant market price. The final determination of the sale price for the treasury shares will take place shortly before the sale. The Management Board will set any discount from the market price as low as possible in accordance with the prevailing market conditions at the time of the placement. The discount from the market price is not expected to exceed 3%,

but in any case will not exceed 5% of the market price. However, this authorization is subject to the condition that the treasury shares sold with the exclusion of subscription rights pursuant to Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) may not exceed a total of 10% of the share capital, neither at the time this authorization takes effect nor—if this value is lower— —at the time this authorization is exercised. Shares issued during the term of this authorization from authorized capital, excluding subscription rights pursuant to Section 186 (3), sentence 4 of the German Stock Corporation Act (AktG), shall be counted toward this limit.

The Company should also be able to have treasury shares available to sell them in exchange for non-cash consideration, excluding subscription rights, particularly in connection with business combinations and the acquisition of companies, parts of companies, and equity interests. Treasury shares can be an important instrument as an acquisition currency. They can represent a favorable financing option for the Company. Sellers often propose them as consideration in such transactions. The authorization proposed here is intended to give the Company the ability to quickly and flexibly take advantage of opportunities to acquire non-cash consideration, particularly in connection with business combinations and the acquisition of companies, parts of companies, and equity interests, both in domestic and international markets, especially without the need to convene a General Meeting, which is often not feasible in a timely manner. The use of treasury shares in such situations has the advantage for existing shareholders that their stake in the company is not diluted compared to the situation prior to the company's acquisition of the treasury shares. There are currently no specific plans to make use of this option. When determining the valuation ratios, the Executive Board will ensure that the interests of the shareholders are appropriately taken into account. In determining the value of the shares granted as consideration, the Executive Board will generally base its assessment on the market price. A rigid linkage to a market price is not intended here, particularly to avoid jeopardizing negotiation results once achieved due to fluctuations in the market price.

The Executive Board will decide on the exercise of the proposed authorization to acquire and use treasury shares, including the option to exclude subscription rights and the right of shareholders to sell their shares to the

company, in accordance with its due discretion and always only with the approval of the Supervisory Board. In making this decision, the Executive Board will be guided solely by the interests of the shareholders and the company. The Management Board will inform the next Annual General Meeting of any use made of this authorization.

Stuttgart, April 2026

The Executive Board

Andreas Weishaar Timo Krutoff