

**Sofgen Pharma S.A.**

*Société anonyme*

Registered office: 9, rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg  
R.C.S. Luxembourg: B253360  
(the “**Company**”)

**ANNEX TO CONVENING NOTICE TO THE EXTRAORDINARY GENERAL MEETING AND  
THE ANNUAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON MAY 18, 2026 AT THE OFFICES OF 55LEGAL, AT 31, GRAND-RUE,  
L-1661 LUXEMBOURG, GRAND DUCHY OF LUXEMBOURG**

Dear Shareholders,

We are pleased to inform you that an extraordinary general meeting of shareholders (the “**Extraordinary General Meeting**”) and the annual general meeting of shareholders (the “**Annual General Meeting**”) of **Sofgen Pharma S.A.**, a public limited liability company (*société anonyme*) incorporated and existing under the laws of the Grand Duchy of Luxembourg, having its registered office at 9, rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg, and registered with the Luxembourg Trade and Companies' Register (Registre de Commerce et des Sociétés, Luxembourg) under number B 253360 (the “**Company**”) will be held on May 18, 2026.

The Extraordinary General Meeting will be held at 05:00 p.m. Luxembourg time at the offices of 55LEGAL, at 31, Grand-Rue, L-1661 Luxembourg, Grand Duchy of Luxembourg, for the purpose of establishing a squeeze-out right, as more fully described in the agenda of that meeting.

Immediately following the conclusion of the Extraordinary General Meeting, the Company will hold the Annual General Meeting at the same place.

The present convening notice to the Meetings contains notably the proposed text of the resolutions and voting recommendations in relation to the Meetings and the agendas of the Meetings below will be made available to the shareholders of the Company on the Company's website <https://sofgenpharma.com/inicio>, under Governance, at Governance Documents (<https://investor.sofgenpharma.com/governance/governance-documents>).

**I. AGENDAS OF THE MEETINGS, PROPOSED RESOLUTIONS AND RECOMMENDATIONS**

**A. Agenda of the Extraordinary General Meeting, proposed resolutions and recommendations**

*“1. Creation of a squeeze-out right pursuant to which one (1) shareholder (or more shareholders acting in concert) holding ordinary shares representing at least ninety percent (90%) of the total issued and outstanding ordinary shares and at least ninety percent (90%) of the total voting rights attached thereto (the “**Majority Shareholder(s)**”) shall be entitled to require all remaining shareholders to transfer their entire holding of ordinary shares in the Company to the Majority Shareholder(s) and subsequently introduction of a new article 8 to the articles of association;*

2. *Delegation of powers.*”

Draft resolution (Resolution I)

*“The Extraordinary General Meeting resolves to create a squeeze-out right pursuant to which the **Majority Shareholder(s)** shall be entitled to require all remaining shareholders to transfer their entire holding of ordinary shares in the Company to the Majority Shareholder(s) (the **“Squeeze-Out”**). As a consequence, the Extraordinary General Meeting resolves (i) to introduce a new article 8 to the articles of association of the Company which shall henceforth read as follows:*

**“Article 8 Squeeze-Out of Minority Holders of Ordinary Shareholders**

**8.1 Squeeze-Out Threshold**

One or more shareholders holding ninety percent (90%) or more of the total issued and outstanding Ordinary Shares of the Company (the **“Squeeze-Out Threshold”**) at any point in time (such shareholders, the **“Majority Shareholder”**) shall have the right (but not the obligation) to cause each other shareholder of the Company holding Ordinary Shares (each such other shareholder, a **“Minority Shareholder”**) to transfer all, but not less than all, of such Minority Shareholder’s Ordinary Shares to the Majority Shareholder and/or to such other persons as the Majority Shareholder may designate in writing (the **“Squeeze-Out”**), subject to the terms of this Article 8.

For the avoidance of doubt, (1) this Article 8 applies exclusively to Ordinary Shares and shall have no application whatsoever to Redeemable A Shares or Redeemable B Shares, and (2) to the extent that the Majority Shareholder is composed of two or more shareholders acting in concert, the Squeeze-Out rights of each such shareholder shall be pro rata (in accordance with the respective Ordinary Shares each such shareholder holds).

This Article 8 applies mutatis mutandis to the Holders.

**8.2 Squeeze-Out Notice**

The Majority Shareholder may exercise the Squeeze-Out by delivering a written notice to the Company (the **“Squeeze-Out Notice”**), which Squeeze-Out Notice shall:

(a) specify the name, address and percentage interest of each shareholder forming part of the Majority Shareholder;

(b) specify whether each shareholder listed in Article 8.2(a) above will acquire directly or through one or more designees the Ordinary Shares to be transferred by the Minority Shareholders under the Squeeze-Out and, to the extent any such designees will acquire any Ordinary Shares, the name, address and amount of Ordinary Shares to be acquired by each such designee; and

(c) the date on which the Majority Shareholder proposes to complete the Squeeze-Out, which shall be no less than sixty (60) calendar days following the date of the Squeeze-Out Notice (the **“Squeeze-Out Completion Date”**).

**8.3 Company Notice and Letter of Transmittal**

Upon receipt of the Squeeze-Out Notice, the Company shall (i) provide written notice to each Minority Shareholder of the Squeeze-Out Notice received by the Company no later than ten (10) calendar days following such receipt (the **“Company Notice”**), (ii) from the date of delivery of the Company Notice and until the Squeeze-Out Completion Date, not permit any transfers of Ordinary Shares in the books of the

Company, and (iii) attach to the Company Notice a letter of transmittal in form and substance acceptable to the Company (“**Letter of Transmittal**”), which Letter of Transmittal shall:

(a) specify (i) the number of Ordinary Shares held by such Minority Shareholder as at the date of the Company Notice, and (ii) that from the date of delivery of the Company Notice and until the Squeeze-Out Completion Date, the Company shall not permit any transfers of Ordinary Shares in the books of the Company;

(b) require each Minority Shareholder to confirm that by delivery of the Letter of Transmittal executed by such Minority Shareholder, such Minority Shareholder will be surrendering each of its, his or her Ordinary Shares in the Company, in exchange for, and for the purpose of receiving, an amount in cash equal to the Squeeze-Out Price (as defined in Article 8.4 below);

(c) specify the Squeeze-Out Completion Date (which the Company shall have a right to change in its sole and reasonable discretion);

(d) specify the name of the reputable investment bank, accounting firm, or independent valuer that will act as an independent financial expert (the “**Independent Expert**”) and calculate the Squeeze-Out Price;

(e) require each Minority Shareholder to confirm that by delivery of the Letter of Transmittal executed by such Minority Shareholder, such Minority Shareholder is making customary fundamental representations and warranties, including with respect to ownership and no liens on the Ordinary Shares such Minority Shareholder holds, capacity, authority, no conflicts, and accuracy of the information included by such Minority Shareholder in the Letter of Transmittal;

(f) request each Minority Shareholder to provide such Minority Shareholder’s bank account details or preferred form of payment (“**Bank Account**”) for purposes of the payment of the Squeeze-Out Price for each Ordinary Share; and

(g) instruct each Minority Shareholder to sign and deliver to the Company (directly or, if instructed in the Letter of Transmittal, via the Company’s paying agent) the Letter of Transmittal no later than fifteen (15) calendar days prior to the Squeeze-Out Completion Date set forth in the Letter of Transmittal.

#### **8.4 Squeeze-Out Price**

(a) The price payable per Ordinary Share to each Minority Shareholder in connection with a Squeeze-Out shall be the Fair Market Value (as defined in Article 8.5 below) per Ordinary Share as at the date of the Squeeze-Out Notice (the “**Squeeze-Out Price**”).

(b) The Squeeze-Out Price with respect to the Ordinary Shares held by each Minority Shareholder shall be payable in immediately available funds to the Bank Account designated by such Minority Shareholder in accordance with Article 8.3(f) above; provided that if such Minority Shareholder fails to execute and deliver to the Company the Letter of Transmittal on or prior to fifteen (15) calendar days before the Squeeze-Out Completion Date, the Majority Shareholder or the Company (upon receipt of the Squeeze-Out Price from the Majority Shareholder) shall have the right to deposit the relevant Squeeze-Out Price with respect to such Ordinary Shares with the Caisse de consignation of Luxembourg or such other escrow agent as the board of directors of the Company may appoint, for the benefit of such Minority Shareholder upon delivery and execution of such Minority Shareholder’s Letter of Transmittal or as otherwise resolved by the Caisse de consignation of Luxembourg. Such deposit shall, to the largest extent permitted by the Law, fully discharge the obligation of the Majority Shareholder to pay the Squeeze-Out Price with respect to each Ordinary Share of such Minority Shareholder.

(c) The Squeeze-Out Price shall be the same for all Ordinary Shares and shall be determined without any minority discount or control premium adjustment.

### **8.5 Determination of Fair Market Value**

(a) For the purposes of this Article 8, “**Fair Market Value**” per Ordinary Share means the price per Ordinary Share that a willing buyer would pay, and a willing seller would accept, in an arm’s length transaction, taking into account the business, assets, liabilities, financial condition and prospects of the Company as a whole, without any discount for the minority nature of the holding and without any premium for the controlling nature of the Majority Shareholder’s holding.

(b) The Fair Market Value shall be determined by the Independent Expert. The Company shall instruct the Independent Expert to deliver its written determination of the Fair Market Value within thirty (30) calendar days of its appointment (or such longer period as determined by the Company). The determination of the Independent Expert shall, save in the case of manifest error, be final and binding on all shareholders, including the Majority Shareholder and each Minority Shareholder.

(c) The costs and fees of the Independent Expert shall be borne by the Majority Shareholder pro rata.

(d) The board of directors of the Company shall have the discretion to extend the Squeeze-Out Completion Date to a date falling no later than fifteen (15) calendar days after delivery of the Independent Expert’s written determination of the Fair Market Value.

### **8.6 Completion of the Squeeze-Out**

(a) On the Squeeze-Out Completion Date, by virtue of this Article 8 and without the need for any further act or formality by any shareholder of the Company, (i) each Ordinary Share of the Minority Shareholders will be converted automatically into the right to receive an amount in cash equal to the Squeeze-Out Price, and (ii) each Minority Shareholder shall be deemed to have transferred to the Majority Shareholder and/or its designees all of such Minority Shareholder’s Ordinary Shares.

(b) On the Squeeze-Out Completion Date, the Majority Shareholder shall pay or cause to be paid or deposit or cause to be deposited pro rata the Squeeze-Out Price for each Ordinary Share of the Minority Shareholders in accordance with Article 8.4(b) above.

(c) Upon payment or deposit of the Squeeze-Out Price in accordance with Article 8.4(b) above, the board of directors of the Company is hereby authorised and directed to:

- (i) record the transfer of Ordinary Shares from each Minority Shareholder to the Majority Shareholder (and/or the Majority Shareholder’s designees) in the register of shareholders of the Company in accordance with the percentage interest of each shareholder forming part of the Majority Shareholder (as set forth in the Squeeze-Out Notice); and
- (ii) take all such further corporate steps as may be necessary or desirable to give full effect to the Squeeze-Out.

### **8.7 Protections for Minority Shareholders**

(a) No Squeeze-Out Notice may be delivered by the Majority Shareholder unless the Majority Shareholder has reached the Squeeze-Out Threshold in respect of the Ordinary Shares.

(b) The exercise of the Squeeze-Out right shall not limit or prejudice any right of a Minority Shareholder to challenge the determination of the Fair Market Value made by the Independent Expert on the grounds of manifest error, by way of proceedings before the courts of the Grand Duchy of Luxembourg.

## 8.8 Interaction with the Law

This Article 8 is without prejudice to any squeeze-out or other rights available to any shareholder of the Company under the mandatory provisions under applicable laws.”

*And, (ii) to modify the numbering of the following articles of association as a result of the introduction of a new article 8 to the articles of association.”*

### Recommendation

The Board of Directors recommends a vote **FOR** the creation of the Squeeze-Out, and the subsequent introduction of a new article 8 to the articles of association and modification of the numbering of the following articles of association as a result of the introduction of a new article 8 to the articles of association.

Draft resolution (Resolution II)

*"The Extraordinary General Meeting resolves to authorise any director of the Company from time to time in office as well as any daily manager of the Company (délégué à la gestion journalière), each acting individually and with full power of substitution, to inform any relevant counterpart, service provider, financial institution, supervisory authority, and/or interested party as may be required by law or otherwise deemed necessary and to proceed with any filing and/or publication that may be required in connection with the creation of the Squeeze-Out. These persons are also hereby authorized to proceed to any actions, corrections, and deeds which are in line with the present resolutions and /or which reflect the intentions of the shareholders."*

### Recommendation

The Board of Directors recommends a vote **FOR** the above-described delegation of powers.

## **B. Agenda of the Annual General Meeting, proposed resolutions and recommendations**

### **1. Presentation of the report of the independent auditor of the Company in respect of the consolidated financial statements for the financial year ended December 31, 2024.**

No vote is required on this item of the agenda.

The Board of Directors intends to present to the Annual General Meeting the report issued by the Company's independent auditor (*réviseur d'entreprises agréé*), Deloitte Audit, a *société à responsabilité limitée* existing under the laws of the Grand Duchy of Luxembourg, registered with the Luxembourg Trade and Companies' Register (*Registre de commerce et des sociétés, Luxembourg*) under number B67895, having its registered office at 20, boulevard de Kockelscheuer, L-1821 Luxembourg, Grand Duchy of Luxembourg, on the 2024 Consolidated Financial Statements (the "**2024 Auditor Report**") relating to the financial year ended December 31, 2024.

### **2. Presentation of the report of the statutory auditor of the Company in respect of the standalone annual accounts for the financial year ended December 31, 2024.**

No vote is required on this item of the agenda.

The Board of Directors intends to present to the Annual General Meeting the report issued by the Company's statutory auditor (*commissaire aux comptes*), Mr. Jaider Aldemar SANCHEZ GUERRERO,

on the 2024 Annual Accounts (the "**2024 Statutory Report**") relating to the financial year ended December 31, 2024.

**3. Presentation and approval of the audited consolidated financial statements for the financial year ended December 31, 2024 prepared in accordance with the International Financial Reporting Standards (IFRS).**

Draft resolution (Resolution I)

*"The Annual General Meeting, after having reviewed the Form 20-F and the 2024 Auditor Report, approves the audited consolidated financial statements of the Company for the financial year ended December 31, 2024 prepared in accordance with the International Financial Reporting Standards (IFRS) (the "**2024 Consolidated Financial Statements**")."*

Recommendation

The Board of Directors recommends a vote **FOR** the approval of the 2024 Consolidated Financial Statements, after due consideration of the Form 20-F and the 2024 Auditor Report.

**4. Presentation and approval of the unaudited standalone annual accounts for the financial year ended December 31, 2024 prepared in accordance with the Luxembourg Generally Accepted Accounting Principles (Lux GAAP).**

Draft resolution (Resolution II)

*"The Annual General Meeting, after having reviewed the Form 20-F and the 2024 Statutory Report, approves the unaudited standalone annual accounts for the financial year ended December 31, 2024 prepared in accordance with the Luxembourg Generally Accepted Accounting Principles (Lux GAAP) (the "**2024 Annual Accounts**")."*

Recommendation

The Board of Directors recommends a vote **FOR** the approval of the 2024 Annual Accounts, after due consideration of the Form 20-F and the 2024 Statutory Report.

**5. Presentation of the annual report on Form 20-F of the Company for the financial year ended December 31, 2024 and as filed with the U.S. Securities and Exchange Commission in respect of the annual accounts and the consolidated financial statements for the financial year ended December 31, 2024.**

No vote is required on this item of the agenda.

The Board of Directors intends to present to the Annual General Meeting the Company's annual report on Form 20-F (functioning in all material respects as consolidated report of the Board of Directors in respect of the 2024 Annual Accounts and the 2024 Consolidated Financial Statements (as such terms are defined hereinafter) for the financial year ended December 31, 2024, in accordance with article 1720-1 of the Law.

**6. Allocation of results for the financial year ended December 31, 2024.**

Draft resolution (Resolution III)

"The Annual General Meeting acknowledges that the Company has made a loss of USD 26,460,413.76 during the financial year ended December 31, 2024 and resolves to approve the allocation of the results of the Company based on the 2024 Annual Accounts as follows:

Result of the financial year 2024	USD	(26,460,413.76)
Result brought forward from the previous years	USD	12,250,478.35
Net result of the financial year	USD	(14,209,935.41)

#### Recommendation

The Board of Directors notes that, at a consolidated level the Company has made a loss of USD 68,300,000 during the financial year ended December 31, 2024 and at an individual (standalone) level, the Company has made a loss of USD 26,460,413.76 during such same period.

The Board of Directors recommends a vote **FOR** the carrying forward the loss of USD 26,460,413.76 in relation with the financial year ended December 31, 2024 at an individual (standalone) level, as set forth above.

**7. Vote on discharge (*quitus*) to Mr. Carlos Alberto PIOCUDA RUSSO, as statutory auditor (*commissaire aux comptes*) of the Company, for the proper performance of his duties as statutory auditor (*commissaire aux comptes*) for and in connection with the financial year ended December 31, 2024.**

Draft resolution (Resolution IV)

*"The Annual General Meeting resolves to grant full and total discharge to Mr. Carlos Alberto PIOCUDA RUSSO, as statutory auditor (*commissaire aux comptes*) of the Company, for the proper performance of his duties as statutory auditor (*commissaire aux comptes*) for and in connection with the financial year ended December 31, 2024."*

#### Recommendation

The Board of Directors recommends a vote **FOR** the discharge (*quitus*) of Mr. Carlos Alberto PIOCUDA RUSSO for the proper exercise of his mandate during the financial year ended December 31, 2024.

**8. Vote on discharge (*quitus*) to Mr. Jaider Aldemar SANCHEZ GUERRERO, as statutory auditor (*commissaire aux comptes*) of the Company, for the proper performance of his duties as statutory auditor (*commissaire aux comptes*) for and in connection with the financial year ended December 31, 2024.**

Draft resolution (Resolution V)

*"The Annual General Meeting resolves to grant full and total discharge to Mr. Jaider Aldemar SANCHEZ GUERRERO, as statutory auditor (*commissaire aux comptes*) of the Company, for the proper performance of his duties as statutory auditor (*commissaire aux comptes*) for and in connection with the financial year ended December 31, 2024."*

### Recommendation

The Board of Directors recommends a vote **FOR** the discharge (*quitus*) of Mr. Jaider Aldemar SANCHEZ GUERRERO for the proper exercise of his mandate during the financial year ended December 31, 2024.

**9. Vote on discharge (*quitus*) to Mr. Ruben MINSKI, as member of the Board of Directors, for the proper performance of his duties as member of the Board of Directors for and in connection with the financial year ended December 31, 2024.**

Draft resolution (Resolution VI)

*"The Annual General Meeting resolves to grant full and total discharge to Mr. Ruben MINSKI, as member of the Board of Directors, for the proper performance of his duties as member of the Board of Directors for and in connection with the financial year ended December 31, 2024."*

**10. Vote on discharge (*quitus*) to Mr. José MINSKI, as member of the Board of Directors, for the proper performance of his duties as member of the Board of Directors for and in connection with the financial year ended December 31, 2024.**

Draft resolution (Resolution VII)

*"The Annual General Meeting resolves to grant full and total discharge to Mr. José MINSKI, as member of the Board of Directors, for the proper performance of his duties as member of the Board of Directors for and in connection with the financial year ended December 31, 2024."*

**11. Vote on discharge (*quitus*) to Mr. Roberto ALBISETTI, as member of the Board of Directors, for the proper performance of his duties as member of the Board of Directors for and in connection with the financial year ended December 31, 2024.**

Draft resolution (Resolution VIII)

*"The Annual General Meeting resolves to grant full and total discharge to Mr. Roberto ALBISETTI, as member of the Board of Directors, for the proper performance of his duties as member of the Board of Directors for and in connection with the financial year ended December 31, 2024."*

### Recommendation

The Board of Directors of the Company recommends a vote **FOR** the discharge (*quitus*) of Mr. Roberto ALBISETTI for the proper exercise of his mandate during the financial year ended December 31, 2024.

**12. Vote on discharge (*quitus*) to Ms. Sandra SANCHEZ Y OLDENHAGE, as member of the Board of Directors, for the proper performance of her duties as member of the Board of Directors for and in connection with the financial year ended December 31, 2024.**

Draft resolution (Resolution IX)

*"The Annual General Meeting resolves to grant full and total discharge to Ms. Sandra SANCHEZ Y OLDENHAGE, as member of the Board of Directors, for the proper performance of her duties as member of the Board of Directors for and in connection with the financial year ended December 31, 2024."*

#### Recommendation

The Board of Directors of the Company recommends a vote **FOR** the discharge (*quitus*) of Ms. Sandra SANCHEZ Y OLDENHAGE for the proper exercise of her mandate during the financial year ended December 31, 2024.

**13. Vote on discharge (*quitus*) to Mr. Kyle P. BRANSFIELD, as member of the Board of Directors, for the proper performance of his duties as member of the Board of Directors for and in connection with the financial year ended December 31, 2024.**

Draft resolution (Resolution X)

*"The Annual General Meeting resolves to grant full and total discharge to Mr. Kyle P. BRANSFIELD, as member of the Board of Directors, for the proper performance of his duties as member of the Board of Directors for and in connection with the financial year ended December 31, 2024."*

#### Recommendation

The Board of Directors of the Company recommends a vote **FOR** the discharge (*quitus*) of Mr. Kyle P. BRANSFIELD for the proper exercise of his mandate during the financial year ended December 31, 2024.

**14. Vote on discharge (*quitus*) to Mr. Luis FERNANDO CASTRO, as member of the Board of Directors, for the proper performance of his duties as member of the Board of Directors for and in connection with the financial year ended December 31, 2024.**

Draft resolution (Resolution XI)

*"The Annual General Meeting resolves to grant full and total discharge to Mr. Luis FERNANDO CASTRO, as member of the Board of Directors, for the proper performance of his duties as member of the Board of Directors for and in connection with the financial year ended December 31, 2024."*

#### Recommendation

The Board of Directors of the Company recommends a vote **FOR** the discharge (*quitus*) of Mr. Luis FERNANDO CASTRO for the proper exercise of his mandate during the financial year ended December 31, 2024.

**15. Vote on discharge (*quitus*) to Mr. Alberto EGUIGUREN CORREA, as member of the Board of Directors, for the proper performance of his duties as member of the Board of Directors for and in connection with the financial year ended December 31, 2024.**

Draft resolution (Resolution XII)

*"The Annual General Meeting resolves to grant full and total discharge to Mr. Alberto EGUIGUREN CORREA, as member of the Board of Directors, for the proper performance of his duties as member of the Board of Directors for and in connection with the financial year ended December 31, 2024."*

#### Recommendation

The Board of Directors of the Company recommends a vote **FOR** the discharge (*quitus*) of Mr. Alberto EGUIGUREN CORREA for the proper exercise of his mandate during the financial year ended December 31, 2024.

**16. Vote on discharge (*quitus*) to Mr. David YANOVICH, as member of the Board of Directors, for the proper performance of his duties as member of the Board of Directors for and in connection with the financial year ended December 31, 2024.**

Draft resolution (Resolution XIII)

*"The Annual General Meeting resolves to grant full and total discharge to Mr. David YANOVICH, as member of the Board of Directors, for the proper performance of his duties as member of the Board of Directors for and in connection with the financial year ended December 31, 2024."*

Recommendation

The Board of Directors of the Company recommends a vote **FOR** the discharge (*quitus*) of Mr. David YANOVICH for the proper exercise of his mandate during the financial year ended December 31, 2024.

**17. Vote on discharge (*quitus*) to Mr. Alejandro E. WEINSTEIN, as member of the Board of Directors, for the proper performance of his duties as member of the Board of Directors for and in connection with the financial year ended December 31, 2024.**

Draft resolution (Resolution XIV)

*"The Annual General Meeting resolves to grant full and total discharge to Mr. Alejandro E. WEINSTEIN, as member of the Board of Directors, for the proper performance of his duties as member of the Board of Directors for and in connection with the financial year ended December 31, 2024."*

Recommendation

The Board of Directors of the Company recommends a vote **FOR** the discharge (*quitus*) of Mr. Alejandro E. WEINSTEIN for the proper exercise of his mandate during the financial year ended December 31, 2024.

**18. Vote on discharge (*quitus*) to Mr. Nicolas A. WEINSTEIN, as member of the Board of Directors, for the proper performance of his duties as member of the Board of Directors for and in connection with the financial year ended December 31, 2024.**

Draft resolution (Resolution XV)

*"The Annual General Meeting resolves to grant full and total discharge to Mr. Nicolas A. WEINSTEIN, as member of the Board of Directors, for the proper performance of his duties as member of the Board of Directors for and in connection with the financial year ended December 31, 2024."*

Recommendation

The Board of Directors of the Company recommends a vote **FOR** the discharge (*quitus*) of Mr. Nicolas A. WEINSTEIN for the proper exercise of his mandate during the financial year ended December 31, 2024.

**19. Vote on discharge (*quitus*) to Mr. Ernesto CARRIZOSA, as member of the Board of Directors, for the proper performance of his duties as member of the Board of Directors for and in connection with the financial year ended December 31, 2024.**

Draft resolution (Resolution XVI)

*"The Annual General Meeting resolves to grant full and total discharge to Mr. Ernesto CARRIZOSA, as member of the Board of Directors, for the proper performance of his duties as member of the Board of Directors for and in connection with the financial year ended December 31, 2024."*

Recommendation

The Board of Directors of the Company recommends a vote **FOR** the discharge (*quitus*) of Mr. Ernesto CARRIZOSA for the proper exercise of his mandate during the financial year ended December 31, 2024.

**20. Vote on discharge (*quitus*) to Mr. Jose FRUGONE DOMKE, as member of the Board of Directors, for the proper performance of his duties as member of the Board of Directors for and in connection with the financial year ended December 31, 2024.**

Draft resolution (Resolution XVII)

*"The Annual General Meeting resolves to grant full and total discharge to Mr. Jose FRUGONE DOMKE, as member of the Board of Directors, for the proper performance of his duties as member of the Board of Directors for and in connection with the financial year ended December 31, 2024."*

Recommendation

The Board of Directors of the Company recommends a vote **FOR** the discharge (*quitus*) of Mr. Jose FRUGONE DOMKE for the proper exercise of his mandate during the financial year ended December 31, 2024.

**21. Renewal of the mandate of Mr. Alejandro E. WEINSTEIN as member of the Board of Directors for the period ending at the annual general meeting of the shareholders approving the annual accounts for the financial year ending December 31, 2025.**

Draft resolution (Resolution XVIII)

*"The Annual General Meeting resolves to renew the mandate of Mr. Alejandro E. WEINSTEIN as member of the Board of Directors for the period ending at the annual general meeting of the shareholders approving the annual accounts for the financial year ending December 31, 2025."*

Recommendation

The Board of Directors of the Company recommends a vote **FOR** the renewal of the mandate of Mr. Alejandro E. WEINSTEIN as member of the Board of Directors for the period ending at the annual general meeting of the shareholders approving the annual accounts for the financial year ending December 31, 2025.

**22. Renewal of the mandate of Mr. Nicolas A. WEINSTEIN as member of the Board of Directors for the period ending at the annual general meeting of the shareholders approving the annual accounts for the financial year ending December 31, 2025.**

Draft resolution (Resolution XIX)

*"The Annual General Meeting resolves to renew the mandate of Mr. Nicolas A. WEINSTEIN as member of the Board of Directors for the period ending at the annual general meeting of the shareholders approving the annual accounts for the financial year ending December 31, 2025."*

Recommendation

The Board of Directors of the Company recommends a vote **FOR** the renewal of the mandate of Mr. Nicolas A. WEINSTEIN as member of the Board of Directors for the period ending at the annual general meeting of the shareholders approving the annual accounts for the financial year ending December 31, 2025.

**23. Renewal of the mandate of Mr. Alberto EGUIGUREN CORREA as member of the Board of Directors for the period ending at the annual general meeting of the shareholders approving the annual accounts for the financial year ending December 31, 2025.**

Draft resolution (Resolution XX)

*"The Annual General Meeting resolves to renew the mandate of Mr. Alberto EGUIGUREN CORREA as member of the Board of Directors for the period ending at the annual general meeting of the shareholders approving the annual accounts for the financial year ending December 31, 2025."*

Recommendation

The Board of Directors of the Company recommends a vote **FOR** the renewal of the mandate of Mr. Alberto EGUIGUREN CORREA as member of the Board of Directors for the period ending at the annual general meeting of the shareholders approving the annual accounts for the financial year ending December 31, 2025.

**24. Renewal of the mandate of Mr. Carlos GARCÍA IRAGORRI as member of the Board of Directors for the period ending at the annual general meeting of the shareholders approving the annual accounts for the financial year ending December 31, 2025.**

Draft resolution (Resolution XXI)

*"The Annual General Meeting resolves to renew the mandate of Mr. Carlos GARCÍA IRAGORRI as member of the Board of Directors for the period ending at the annual general meeting of the shareholders approving the annual accounts for the financial year ending December 31, 2025."*

Recommendation

The Board of Directors of the Company recommends a vote **FOR** the renewal of the mandate of Mr. Carlos GARCÍA IRAGORRI as member of the Board of Directors for the period ending at the annual general meeting of the shareholders approving the annual accounts for the financial year ending December 31, 2025.

**25. Renewal of the mandate of Mr. Manuel José VIAL CLARO as member of the Board of Directors for the period ending at the annual general meeting of the shareholders approving the annual accounts for the financial year ending December 31, 2025.**

Draft resolution (Resolution XXII)

*"The Annual General Meeting resolves to renew the mandate of Mr. Manuel José VIAL CLARO as member of the Board of Directors for the period ending at the annual general meeting of the shareholders approving the annual accounts for the financial year ending December 31, 2025."*

Recommendation

The Board of Directors of the Company recommends a vote **FOR** the renewal of the mandate of Mr. Manuel José VIAL CLARO as member of the Board of Directors for the period ending at the annual general meeting of the shareholders approving the annual accounts for the financial year ending December 31, 2025.

**26. Renewal of the mandate of Mr. Fernando Sebastian MOREIRA MUNIZ as member of the Board of Directors for the period ending at the annual general meeting of the shareholders approving the annual accounts for the financial year ending December 31, 2025.**

Draft resolution (Resolution XXIII)

*"The Annual General Meeting resolves to renew the mandate of Mr. Fernando Sebastian MOREIRA MUNIZ as member of the Board of Directors for the period ending at the annual general meeting of the shareholders approving the annual accounts for the financial year ending December 31, 2025."*

Recommendation

The Board of Directors of the Company recommends a vote **FOR** the renewal of the mandate of Mr. Fernando Sebastian MOREIRA MUNIZ as member of the Board of Directors for the period ending at the annual general meeting of the shareholders approving the annual accounts for the financial year ending December 31, 2025.

**27. Renewal of the mandate of Mr. Carlos ROMERO-CAMACHO SILOS as member of the Board of Directors for the period ending at the annual general meeting of the shareholders approving the annual accounts for the financial year ending December 31, 2025.**

Draft resolution (Resolution XXIV)

*"The Annual General Meeting resolves to renew the mandate of Mr. Carlos ROMERO-CAMACHO SILOS as member of the Board of Directors for the period ending at the annual general meeting of the shareholders approving the annual accounts for the financial year ending December 31, 2025."*

Recommendation

The Board of Directors of the Company recommends a vote **FOR** the renewal of the mandate of Mr. Carlos ROMERO-CAMACHO SILOS as member of the Board of Directors for the period ending at the annual general meeting of the shareholders approving the annual accounts for the financial year ending December 31, 2025.

**28. Revocation of the mandate of Mr. Jaider Aldemar SANCHEZ GUERRERO as statutory auditor (commissaire aux comptes) of the Company.**

Draft resolution (Resolution XXV)

*"The Annual General Meeting resolves to revoke the mandate of Mr. Jaider Aldemar SANCHEZ GUERRERO as statutory auditor (commissaire aux comptes) of the Company".*

Recommendation

The Board of Directors of the Company recommends a vote **FOR** the revocation of the mandate of Mr. Jaider Aldemar SANCHEZ GUERRERO as statutory auditor (*commissaire aux comptes*) of the Company.

**29. Appointment of Mr. Edson Rolando MARTÍNEZ as statutory auditor (*commissaire aux comptes*) of the Company for the period ending at the annual general meeting of the shareholders approving the annual accounts for the financial year ending December 31, 2025.**

Draft resolution (Resolution XXVI)

*"The Annual General Meeting resolves to appoint Mr. Edson Rolando MARTÍNEZ as statutory auditor (commissaire aux comptes) of the Company for the period ending at the annual general meeting of the shareholders approving the annual accounts for the financial year ending December 31, 2025."*

Recommendation

The Board of Directors of the Company recommends a vote **FOR** the appointment of Mr. Edson Rolando MARTÍNEZ as statutory auditor (*commissaire aux comptes*) of the Company for the period ending at the annual general meeting of the shareholders approving the annual accounts for the financial year ending December 31, 2025.

**30. Revocation of the mandate of Deloitte Audit as independent auditor (*réviseur d'entreprises agréé*) of the Company.**

Draft resolution (Resolution XXVII)

*"The Annual General Meeting resolves to revoke the mandate of Deloitte Audit as independent auditor (réviseur d'entreprises agréé) of the Company".*

Recommendation

The Board of Directors of the Company recommends a vote **FOR** the revocation of the mandate of Deloitte Audit as independent auditor (*réviseur d'entreprises agréé*) of the Company.

**31. Appointment of Moore Audit S.A. as independent auditor (*réviseur d'entreprises agréé*) of the Company for the period ending at the annual general meeting of the shareholders approving the annual accounts for the financial year ending December 31, 2025.**

Draft resolution (Resolution XXVIII)

*"The Annual General Meeting resolves to appoint Moore Audit S.A. as independent auditor (réviseur d'entreprises agréé) of the Company for the period ending at the annual general meeting of the shareholders approving the annual accounts for the financial year ending December 31, 2025."*

Recommendation

The Board of Directors of the Company recommends a vote **FOR** the appointment of Moore Audit S.A. as independent auditor (*réviseur d'entreprises agréé*) of the Company for the period ending at the annual general meeting of the shareholders approving the annual accounts for the financial year ending December 31, 2025.

### **32. Delegation of powers. Miscellaneous**

Draft resolution (Resolution XXIX)

*"The Annual General Meeting resolves to authorise any director of the Company from time to time in office and/or any lawyer or employee of 55LEGAL, any employee of 55LEGAL, all professionally residing in Luxembourg, each acting individually and with full power of substitution, to arrange (i) for the filing of (a) the 2024 Annual Accounts, (b) the 2024 Statutory Report, (c) the 2024 Consolidated Financial Statements, (d) the 2024 Auditor Report, and (i) the Form 20-F, with the Luxembourg Trade and Companies Register as well as with any filing that may be required in connection with the preceding resolutions and (ii) for any publication on the Recueil électronique des sociétés et associations that may be required in connection with the preceding resolutions. These persons are also hereby authorized to proceed to any actions, corrections, and deeds which are in line with the present resolutions and /or which reflect the intentions of the shareholders. "*

#### Recommendation

The Board of Directors recommends a vote **FOR** the above-described delegation of powers.

## **II. AVAILABILITY OF THE DOCUMENTATION, ATTENDANCE AND VOTING PROCEDURE**

### **A. Available information and documentation**

In accordance with Article 461-6 of the Law, as of May 10, 2026, shareholders may take notice at the Company's registered office of the following documents and/or information:

- the 2024 Annual Accounts, and the 2024 Consolidated Financial Statements;
- the list of Directors as well as the name of the independent auditor (*réviseur d'entreprises agréé*) and of the statutory auditor (*commissaire aux comptes*) of the Company;
- the list of the sovereign debt, shares, bonds and other company securities which make up the portfolio of the Company;
- the list of the shareholders of the Company who have not fully paid up their shares, if any, with an indication of the number of their shares and their domicile;
- the 2024 Form 20-F;
- the 2024 Independent Auditor Report;
- the 2024 Statutory Auditor Report; and
- the text of the proposed amendments to the articles of association of the Company and the draft of the resulting consolidated version of the articles of association.

Certain of these documents are also made available in the investors section of the Company's website <https://sofgenpharma.com/inicio>, under Governance, at Governance Documents (<https://investor.sofgenpharma.com/governance/governance-documents>).

## **B. Quorum and majority requirements**

Each of the items to be voted on at the Extraordinary General Meeting would be adopted by a majority of at least two-thirds (2/3) of the votes validly cast at the Extraordinary General Meeting provided that a quorum of more than half of the Company's share capital is present or represented at the Extraordinary General Meeting. If no quorum is reached at the Extraordinary General Meeting, a second extraordinary general meeting may be convened and resolutions shall be adopted, regardless of the quorum, at a majority of at least two-thirds (2/3) of the votes validly cast.

Each of the items to be voted on at the Annual General Meeting would be adopted at a simple majority of votes validly cast that would vote in favour, regardless of the portion of the issued share capital of the Company represented at the Annual General Meeting. Items 1, 2 and 5 of the Annual General Meeting do not require any vote.

## **C. Requirements for participating in the Meetings and exercising voting rights**

The rights of any registered shareholder and of any holder of the Company's shares held in the name of Cede & Co. on behalf of the Depository Trust and Clearing Corporation ("**DTCC**") to participate in the in the Meetings shall be determined with respect to the shares of the Company held by that holder **on April 30, 2026 at 24:00 (midnight) Luxembourg time** (the "**Record Date**").

## **D. Procedures for attending the Meetings, voting by proxy, voting instruction and/or submitting votes**

### **(a) Submitting votes as a street name holder**

Without prejudice to the possibility to attend the Meetings in person (cf. section II. D. (c) below), holders of shares held through the operator of a securities settlement system or with a depository (including nominees or brokers that hold shares through DTCC) wishing to vote at the Meetings should request from their operator or depository or sub-depository a certificate certifying the number of ordinary shares recorded in their account on the Record Date or any other proof of detention of ownership in a form acceptable to the Company at its own and full discretion.

To vote in the Meetings, such holders of shares held through the operator of a securities settlement system or with a depository (including nominees or brokers that hold shares through DTCC) shall submit a copy of such certificate or other proof of detention in writing by mail or by e-mail via their custodian to the Company's registrar and transfer agent, Continental Stock Transfer & Trust Company ("**CST**") (the details of which are included in section II. F. (b) of this convening notice) at the latest on **May 13, 2026 at 24:00 (midnight) Luxembourg time** (cut-off date/time) (the "**Cut-Off Date/Time**").

Holders of shares held through a brokerage account, should contact their broker to receive information on how to vote their shares.

Holders of shares held through the operator of a securities settlement system or with a depository (including nominees or brokers that hold shares through DTCC) have the right to instruct their nominee or broker on how to vote with a voter instruction form, or as may otherwise be established by the nominee or broker. Beneficial holders who wish to vote directly must request the nominee or broker that appears as the registered shareholder on the Record Date to issue a legal proxy which allows the

beneficial owner to vote his or her shares directly. Beneficial owners who do not vote via their brokers or nominees in accordance with the instructions received or do not have a legal proxy are not eligible to vote.

Votes must be received by CST (the details of which are included in section II. F. (b) of this convening notice), in writing by mail or by e-mail, **no later than the Cut-Off Date/Time** to be considered validly submitted.

**(b) Submitting votes as a registered shareholder**

Without prejudice to the possibility to attend the Meetings in person (cf. section II. D (c) below), holders of shares held by name directly in the books and records of the Company's registrar and transfer agent, CST (i.e., other than through a brokerage account) who wish to participate and exercise their voting rights at the Meetings can exercise their voting rights in one of the following manners:

- **Voting by Internet**

Registered shareholders with shares registered directly in their names with CST will also be able to vote by Internet. If your shares are held in an account at a brokerage firm or bank participating in this program or registered directly in your name with CST you may vote those shares by accessing the Internet website address specified on your form of Proxy Card (as defined hereinafter) instead of completing and signing the Proxy Card itself. Submitting an Internet proxy will not affect your right to vote at the Meetings should you decide to attend the Meetings. The Internet voting procedures are designed to authenticate shareholders' identities, to allow shareholders to give their voting instructions, and to confirm that shareholders' instructions have been recorded properly. The deadline to vote by Internet is the Cut-Off Date/Time.

- **Proxy voting representative appointed by the Company**

Holders of shares held by name directly in the books and records of the Company's registrar and transfer agent, CST (i.e., other than through a brokerage account) who do not wish to attend the Meetings in person may appoint in a proxy card (a template form of which can be downloaded from the Company's website <https://sofgenpharma.com/inicio>, under Governance, at Governance Documents (<https://investor.sofgenpharma.com/governance/governance-documents>) (the "Proxy Card") the Chairman of the Meetings, whom failing, any lawyer and/or employee of 55LEGAL as proxy voting representative appointed by the Company, each with full power of substitution, to participate in and vote at the Meetings on their behalf. The proxy voting representative will be bound by the respective instructions of the shareholder provided in the Proxy Card prior to the Meetings.

- **Proxy voting representative appointed by the shareholder**

Holders of shares held by name directly in the books and records of the Company's registrar and transfer agent, CST (i.e., other than through a brokerage account) who do not wish to attend the Meetings in person may also appoint in the Proxy Card another natural or legal person who needs not to be a shareholder itself to attend and vote at the Annual General Meeting on their behalf.

The proxyholder will have to identify himself **on the date of the Meetings** by presenting a non-expired identity card or passport. Persons designated as a proxy must also bring the underlying, duly executed, Proxy Card to the Meetings.

In case of ordinary shares owned by a corporation or any other legal entity, individuals representing such entity who wish to physically attend the Meetings and vote at the Meetings on behalf of such entity,

must present evidence of their authority to attend and vote at the Meetings by means of a proper document (such as a special power of attorney) issued by the entity represented. A copy of such power of attorney or other proper document should be filed **no later than the Cut-Off Date/Time** with the Company (the details of which are included in section II. F. (a) of this convening notice), with a copy to CST (the details of which are included in section II. F. (b) of this convening notice), by mail or by e-mail. Such evidence of authority must also be presented **at the Meetings**.

For the Meetings to proceed in a timely and orderly manner, proxyholders are requested to arrive on time. Cameras, cell phones, recording equipment and other electronic devices will not be permitted at the Meetings.

Proxy Cards must be received by CST **no later than the Cut-Off Date/Time** by way of one of the matters set forth in the Proxy Card to be considered validly submitted. Proxy Cards received after the Cut-Off Date/Time will not be considered validly received.

**(c) Attending the Meetings in person**

Notwithstanding sections II. D. (a) and II. D. (b) above, all shareholders wishing to participate and vote in person in the Meetings shall notify the Company (the details of which are included in section II. F. (a) of this convening notice), with a copy to CST (the details of which are included in section II. F. (b) of this convening notice), thereof at the latest at the Cut-Off Date/Time, in writing by mail or by e-mail. Shareholders who have not registered by the Cut-Off Date/Time are not entitled to attend the Meetings in person.

In the case of ordinary shares owned by a corporation or any other legal entity, individuals representing such entity who wish to attend the Meetings in person and vote at the Meetings on behalf of such entity must present evidence of their authority to attend and vote at the Meetings, by means of a proper document (such as a special power of attorney) issued by the entity represented. A copy of such power of attorney or other proper document should be filed no later than the Cut-Off Date/Time with the Company (the details of which are included in section II. F. (a) of this convening notice), with a copy to CST (the details of which are included in section II. F. (b) of this convening notice), by mail or by e-mail. Such evidence of authority must also be presented **at the Meetings**.

Any shareholder participating in the Meetings in person shall carry proof of identity (in the form of a non-expired identity card or passport) **at the Meetings**.

For the Meetings to proceed in a timely and orderly manner, shareholders are requested to arrive on time. Cameras, cell phones, recording equipment and other electronic devices will not be permitted at the Meetings.

**Additional specific requirements for street name holders wishing to attend the Meetings in person:**

If you hold your shares through a brokerage account, please contact your broker to receive information on how you may vote your shares.

Holders of shares held through the operator of a securities settlement system or with a depository (including nominees or brokers that hold shares through DTCC) wishing to participate and vote directly at the Meetings must request the nominee or broker that appears as the registered shareholder on the Record Date to issue a legal proxy which allows the beneficial owner to vote his or her shares directly. Such legal proxy must be filed no later than the Cut-Off Date by mail or by e-mail with the Company (the details of which are included in section II. F. (a) of this convening notice), with a copy to CST (the

details of which are included in section II. F. (b) of this convening notice). Such legal proxy must also be presented at the Meetings. Beneficial owners who do not have a legal proxy are not eligible to vote.

Holders of shares held through the operator of a securities settlement system or with a depository (including nominees or brokers that hold shares through DTCC) should also request from their operator or depository or sub-depository a certificate certifying the number of ordinary shares recorded in their account on the Record Date or any other proof of detention of ownership in a form acceptable to the Company at its own and full discretion. To participate and vote in the Meetings, such holders of shares held through the operator of a securities settlement system or with a depository (including nominees or brokers that hold shares through DTCC) shall submit a copy of such certificate or other proof of detention via their custodian bank in writing by mail or by e-mail to CST (the details of which are included in section II. F. (b) of this convening notice), at the latest on the Cut-Off Date/Time. Such certificate of share ownership must also be presented at the Meetings.

#### **E. Additional important information for shareholders**

##### **(a) Transfer of shares after the Record Date**

Shareholders are hereby informed that the participation in and the exercise of voting rights at the Meetings is exclusively reserved to such persons that were holders of ordinary shares of the Company on the Record Date and who have adhered to the voting instruction set out in this convening notice. Any transferee having become a shareholder of the Company between the Record Date and the date of the Meetings cannot attend or vote at the Meetings.

##### **(b) Data protection**

The Company, as data controller, undertakes to collect, store and process any personal data in accordance with (i) the provisions of any data protection law applicable in Luxembourg and the EU Regulation n°2016/679 of April 27, 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data and (ii) the privacy notice available on the Company's website <https://sofgenpharma.com/inicio>, under Governance, at Governance Documents (<https://investor.sofgenpharma.com/governance/governance-documents>).

#### **F. Contact details**

(a) The contact details of the **Company** are as follows:

##### **Sofgen Pharma S.A.**

9, rue de Bitbourg,  
L-1273 Luxembourg,  
Grand Duchy of Luxembourg  
R.C.S. Luxembourg B253360  
Attention: Melissa Angelini  
Email: [mangelini@sofgenpharma.com](mailto:mangelini@sofgenpharma.com)

(b) The contact details of **CST** are as follows:

##### **Continental Stock Transfer**

1 State Street - SC-1  
New York, NY 10004-1561  
Attn: Proxy Services  
Phone number: +1 917-262-2373



Email: [proxy@continentalstock.com](mailto:proxy@continentalstock.com)

