



**Procaps Group, S.A.**

*société anonyme*

Registered office: 9, rue de Bitbourg, L-1273 Luxembourg  
Grand Duchy of Luxembourg  
R.C.S. Luxembourg: B 253360

(the “**Company**”)

**ANNEX TO CONVENING NOTICE TO THE EXTRAORDINARY GENERAL MEETING  
AND THE ANNUAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON 5 DECEMBER, 2025 AT THE OFFICES OF 55LEGAL, AT 31, GRAND-  
RUE, L-1661 LUXEMBOURG, GRAND DUCHY OF LUXEMBOURG**

Dear Shareholders,

The board of directors of the Company (the “**Board of Directors**” and each a “**Director**”) has invited you to attend an extraordinary general meeting of shareholders of the Company (the “**Extraordinary General Meeting**”) and the annual general meeting of shareholders of the Company (the “**Annual General Meeting**” and together with the Extraordinary General Meeting, the “**Meetings**”) to be held on 5 December, 2025.

The Extraordinary General Meeting will be held at 6 p.m. Luxembourg time at the offices of 55LEGAL, 31, Grand-Rue, L1661 Luxembourg, Grand Duchy of Luxembourg, for the purpose of changing the corporate denomination of the Company, 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 audit committee of the Company previously reported to the Board the final results of the Company’s independent investigation on certain related party transactions and among other consequences concluded that the Company’s previously issued audited consolidated financial statements for the financial years ended December 31, 2021 and December 31, 2022 should no longer be relied upon.

Consequently, the Company is hereby submitting, amongst others matters, rectified audited consolidated financial statements for the financial years ended December 31, 2021 and December 31, 2022 to the Company’s shareholders.

The Company is further submitting hereby the audited consolidated financial statements for the financial year ended December 31, 2023 together with the unaudited standalone annual accounts for the financial year ended December 31, 2023.

The present is an annex to the convening notice to the Meetings, containing the proposed resolutions and recommendations in relation to the Meetings and the agendas of the Meetings below and will be made available to the shareholders of the Company on the Company’s website



<https://investor.procapsgroup.com>, under Governance, at Governance Documents (<https://investor.procapsgroup.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. **Decision to change the name of the Company from “Procaps Group, S.A.” to “Sofgen Pharma S.A.” and subsequent amendment of article 1 of the articles of association.**

Draft resolution (Resolution I)

*“The Extraordinary General Meeting resolves to change the name of the Company from “Procaps Group, S.A.” to “Sofgen Pharma S.A.”.*

*As a consequence, the Extraordinary General Meeting resolves to amend article 1 of the articles of association of the Company which shall henceforth read as follows:*

**“Article 1 Name – Legal form**

*There exists a public limited company (société anonyme) under the name Sofgen Pharma S.A. (the “**Company**”) which shall be governed by the law of 10 August 1915 on commercial companies, as amended (the “**Law**”), as well as by the present articles of association.”*

Recommendation

The Board of Directors recommends a vote **FOR** the approval of the change of name of the Company and the subsequent amendment of article 1 of the articles of association.

2. **Delegation of powers. Miscellaneous**

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 change of name of the Company. 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. Disclosure of conflicts of interest arising from transactions subject to Article 441-7 of the law of August 10, 1915 on commercial companies, as amended and article 22 of the Company's consolidated articles of association as of April 11, 2025.**

No vote is required on this item of the agenda.

The Board of Directors submits to the Annual General Meeting for acknowledgement the following (potential, as applicable) conflicts of interest arising from transactions subject to Article 441-7 of the law of August 10, 1915 on commercial companies, as amended (the "**Law**") and article 22 of the consolidated articles of association of the Company as of April 11, 2025 (the "**Articles**"):

**(1) Vote on the approval of a compensation for Mr. Alejandro Weinstein.**

It was reported in the March 11, 2025 minutes of the Board of Directors that Mr. Alejandro Weinstein, Mr. Nicolas Weinstein and Mr. Alberto Eguiguren had a conflict of interest of financial nature, conflicting with the one of the Company, in relation to the discussion and subsequent approval or not of a compensation to be granted to Mr. Alejandro Weinstein.

Therefore, in accordance with the provisions of Article 441-7 of the Law and Article 22 of the Articles, Mr. Alejandro Weinstein, Mr. Nicolas Weinstein and Mr. Alberto Eguiguren refrained from taking part to the deliberations and from voting.

It was noted that in accordance with Article 21.6 of the Articles, decisions shall be adopted by a majority vote of the directors present or represented at such meeting (the "**Majority Requirement**").

The Board of Directors noted that the Majority Requirement was fulfilled for said item due to the fact that the remaining directors took part in the vote.

**(2) Approval in principle of the increase of the share capital of the Company, within the limits and under the authorised share capital of the Company and by removing the preferential rights of the existing shareholders of the Company to subscribe to ordinary shares, through the issuance of shares to certain accredited investors, subject to fulfilment of certain condition precedent and approval of the execution of any ancillary documents in connection therewith.**

It was reported in the March 24, 2025 minutes of the Board of Directors that (i) Mr. Alejandro E. Weinstein declared having a direct conflict of interest of financial nature, (ii) Mr. Nicolas A. Weinstein declared having an indirect conflict of interest of financial nature and (iii) Mr. Alberto Eguiguren Correa declared having a potential conflict of interest of financial nature, conflicting with the one of the Company, in relation to the following matters:

- (i) discussion and approval, in principle, of the increase of the share capital of the Company, within the limits and under the authorised share capital of the Company and by removing the preferential rights of the existing shareholders of the Company to subscribe to ordinary shares, through the issuance of

shares to certain accredited investors, subject to fulfilment of certain conditions precedent;

(ii) acknowledgment and approval of the conditions precedent for the capital increase as follows: (a) receipt, by the Company, of all executed subscription agreements governed by the laws of the State of New-York from the accredited investors, (b) approval of the increase of the authorised share capital of the Company by the extraordinary general meeting of the shareholders convened for such purpose, (c) receipt, by the Company, of Luxembourg law governed executed subscription forms by the accredited investors together with relevant know-your customer materials, (d) receipt on the bank account of the Company of the relevant subscription amounts from the accredited investors; and

(iii) discussion and approval of any supporting documentation that were required in connection with such capital increase.

Therefore, in accordance with the provisions of Article 441-7 of the Law and Article 22 of the Articles, Mr. Alejandro E. Weinstein, Mr. Nicolas A. Weinstein and Mr. Alberto Eguiguren Correa refrained from taking part to the deliberations and from voting.

It was noted that in accordance with Article 21.6 of the Articles, decisions shall be adopted in accordance with the Majority Requirement.

The Board of Directors noted that the Majority Requirement was fulfilled for said item due to the fact that the remaining directors took part in the vote.

(3) Discussion and approval of the closing actions and related share issuance under the authorised share capital of the Company in connection with the funding being provided by accredited investors of the Company.

It was reported in the April 9, 2025 minutes of the Board of Directors that (i) Mr. Alejandro E. Weinstein declared having a direct conflict of interest of financial nature, (ii) Mr. Nicolas A. Weinstein declared having an indirect conflict of interest of financial nature and (iii) Mr. Alberto Eguiguren Correa declared having a potential conflict of interest of financial nature, conflicting with the one of the Company, in relation to the following matters:

- (i) Acknowledgment of (a) the partial assignment of the rights, title and interest in and to an aggregate principal and accrued interest of, the convertible notes originally issued by the Company to one of the shareholders of the Company (the “**Assignor**”) to certain accredited investors, (b) the partial assignment of the rights, title and interest in the right to receive a warrant amount under a warrant originally granted to the Assignor to certain accredited investors and (c) the automatic conversion of such convertible notes by each of the Assignor and the accredited investors;
- (ii) Approval of (a) the subsequent increase of the share capital of the Company, within the limits and under the conditions of the increased authorised share capital, through the issuance of certain ordinary shares of the Company with a nominal value of EUR 0.01 each to the Assignor and certain accredited investors, (b) the subsequent issuance of warrants, by the Company, to the Assignor and certain accredited investors and (c) the removal of the preferential subscription rights of the existing shareholders of the Company in connection with the issuances under (a) and (b) above;

- (iii) Approval of (a) the increase of the share capital of the Company, within the limits and under the conditions of the increased authorised share capital, through the issuance of certain ordinary shares of the Company with a nominal value of EUR 0.01 each to certain third-party cash investors and (b) the removal of the preferential subscription rights of the existing shareholders of the Company in connection with the issuance under (a) above; and
- (iv) discussion and approval of any supporting documentation and powers of attorney that were required in connection with such capital increases.

Therefore, in accordance with the provisions of Article 441-7 of the Law and Article 22 of the Articles, Mr. Alejandro E. Weinstein, Mr. Nicolas A. Weinstein and Mr. Alberto Eguiguren Correa refrained from taking part to the deliberations and from voting.

It was noted that in accordance with Article 21.6 of the Articles, decisions shall be adopted in accordance with the Majority Requirement.

The Board of Directors noted that the Majority Requirement was fulfilled for said item due to the fact that the remaining directors took part in the vote.

(4) Discussion and approval of the remuneration of the members of the audit, compensation and nominating committees of the Company from September 1st, 2025, as proposed by the compensation committee of the Company.

It was reported in the August 25, 2025 minutes of the Board of Directors that all Directors declared having a direct, indirect or potential conflict of interest of financial nature, conflicting with the one of the Company, in relation to the approval of the remuneration of the members of the audit, compensation and nominating committees of the Company from September 1<sup>st</sup>, 2025 as proposed by the compensation committee of the Company since all Directors save for Mr. Alejandro E. Weinstein are members of such committees of the Company which remunerations is being approved, and Mr. Alejandro E. Weinstein is indirectly conflicted because of his family relationship with a member of the committee which remuneration is being approved.

Therefore, in accordance with the provisions of Article 441-7 of the Law and Article 22 of the Articles, all Directors, save for Mr. Alejandro E. Weinstein refrained from taking part to the deliberations and from voting.

Consequently, the Majority Requirement was not fulfilled, and the decision was submitted to the Annual General Meeting for approval, which approval was added to the agenda.

**2. Presentation of the rectified report of the independent auditor of the Company in respect of the rectified consolidated financial statements for the financial year ended December 31, 2021.**

No vote is required on this item of the agenda.

The Board of Directors intends to present to the Annual General Meeting the rectified 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 2021 Rectified Consolidated Financial Statements (the "**2021 Rectified Auditor Report**") relating to the financial year ended December 31, 2021.

**3. Presentation and approval of the rectified audited consolidated financial statements for the financial year ended December 31, 2021 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 2021 Rectified Auditor Report, approves the rectified audited consolidated financial statements of the Company for the financial year ended December 31, 2021 prepared in accordance with the International Financial Reporting Standards (IFRS) (the "**2021 Rectified Consolidated Financial Statements**")."*

Recommendation

The Board of Directors recommends a vote **FOR** the approval of the 2021 Rectified Consolidated Financial Statements, after due consideration of the Form 20-F and the 2021 Rectified Auditor Report.

**4. Presentation of the rectified report of the independent auditor of the Company in respect of the rectified consolidated financial statements for the financial year ended December 31, 2022.**

No vote is required on this item of the agenda.

The Board of Directors intends to present to the Annual General Meeting the rectified 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 2022 Rectified Consolidated Financial Statements (the "**2022 Rectified Auditor Report**") relating to the financial year ended December 31, 2022.

**5. Presentation and approval of the rectified audited consolidated financial statements for the financial year ended December 31, 2022 prepared in accordance with the International Financial Reporting Standards (IFRS).**

Draft resolution (Resolution II)

*"The Annual General Meeting, after having reviewed the Form 20-F and the 2022 Rectified Auditor Report, approves the rectified audited consolidated financial statements of the Company for the financial year ended December 31, 2022 prepared in accordance with the International Financial Reporting Standards (IFRS) (the "**2022 Rectified Consolidated Financial Statements**")."*

Recommendation



The Board of Directors recommends a vote **FOR** the approval of the 2022 Rectified Consolidated Financial Statements, after due consideration of the Form 20-F and the 2022 Rectified Auditor Report.

**6. 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, 2023.**

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 2023 Consolidated Financial Statements (the "**2023 Auditor Report**") relating to the financial year ended December 31, 2023.

**7. 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, 2023.**

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. Carlos A. Plocuda Russo, on the 2023 Annual Accounts (the "**2023 Statutory Report**") relating to the financial year ended December 31, 2023.

**8. Presentation and approval of the audited consolidated financial statements for the financial year ended December 31, 2023 prepared in accordance with the International Financial Reporting Standards (IFRS).**

Draft resolution (Resolution III)

*"The Annual General Meeting, after having reviewed the Form 20-F and the 2023 Auditor Report, approves the audited consolidated financial statements of the Company for the financial year ended December 31, 2023 prepared in accordance with the International Financial Reporting Standards (IFRS) (the "**2023 Consolidated Financial Statements**")."*

Recommendation

The Board of Directors recommends a vote **FOR** the approval of the 2023 Consolidated Financial Statements, after due consideration of the Form 20-F and the 2023 Auditor Report.



9. **Presentation and approval of the unaudited standalone annual accounts for the financial year ended December 31, 2023 prepared in accordance with the Luxembourg Generally Accepted Accounting Principles (Lux GAAP).**

Draft resolution (Resolution IV)

*"The Annual General Meeting, after having reviewed the Form 20-F and the 2023 Statutory Report, approves the unaudited standalone annual accounts for the financial year ended December 31, 2023 prepared in accordance with the Luxembourg Generally Accepted Accounting Principles (Lux GAAP) (the "2023 Annual Accounts")."*

Recommendation

The Board of Directors recommends a vote **FOR** the approval of the 2023 Annual Accounts, after due consideration of the Form 20-F and the 2023 Statutory Report.

10. **Presentation of the annual report on Form 20-F of the Company for the financial year ended December 31, 2023 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, 2023, which Form 20-F also includes the restated consolidated financial statements for the financial years ended December 31, 2021 and December 31, 2022 and the associated audit report of the independent auditor of the Company.**

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 (i) the 2023 Annual Accounts and the 2023 Consolidated Financial Statements (as such terms are defined hereinafter) for the financial year ended December 31, 2023, in accordance with article 1720-1 of the Law), which Form 20-F also includes (ii) the restated consolidated financial statements for the financial years ended December 31, 2021 and December 31, 2022 and (ii) (the "**Form 20-F**") filed with the U.S. Securities and Exchange Commission.

11. **Allocation of results for the financial year ended December 31, 2023.**

Draft resolution (Resolution V)

*"The Annual General Meeting acknowledges that the Company has made a profit of USD 12,250,478.35 during the financial year ended December 31, 2023 and resolves to approve the allocation of the results of the Company based on the 2023 Annual Accounts as follows:*

<i>Result of the financial year 2023</i>	<i>USD</i>	<i>12,250,478.35</i>
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<i>Result brought forward from the previous years</i>	<i>USD</i>	<i>28,180,181.35</i>
<i>Entire result of the financial year to be carried forward to the following financial year</i>	<i>USD</i>	<i>12,250,478.35</i>

Recommendation

The Board of Directors notes that, at a consolidated level the Company has made a profit of USD 40,343,000 during the financial year ended December 31, 2023 and at an individual (standalone) level, the Company has made a profit of USD 12,250,478.35 during such same period.

The Board of Directors recommends a vote **FOR** the allocation of the results for the financial year ended December 31, 2023 at an individual (standalone) level, as set forth above.

- 12. Vote on discharge (*quitus*) to Mr. Carlos Piocuda, 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, 2023.**

Draft resolution (Resolution VI)

*"The Annual General Meeting resolves to grant full and total discharge to Mr. Carlos A. 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, 2023."*

Recommendation

The Board of Directors recommends a vote **FOR** the discharge (*quitus*) of Mr. Carlos Piocuda for the proper exercise of his mandate during the financial year ended December 31, 2023.

- 13. 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, 2023.**

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, 2023."*

Recommendation

In accordance with applicable Luxembourg law and regulations, the Board of Directors recommends that, upon approval of the 2023 Annual Accounts, all Directors who were members of the Board of Directors during the financial year ended December 31, 2023, be discharged from any liability in connection with the management of the Company's affairs during such year.

The Board of Directors of the Company recommends a vote **FOR** the discharge (*quitus*) of Mr. José Minski for the proper exercise of his mandate during the financial year ended December 31, 2023.

- 14. 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, 2023.**

Draft resolution (Resolution VIII)

*"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, 2023."*

Recommendation

The Board of Directors of the Company recommends a vote **FOR** the discharge (*quitus*) of Mr. Ruben Minski for the proper exercise of his mandate during the financial year ended December 31, 2023.

- 15. 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, 2023.**

Draft resolution (Resolution IX)

*"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, 2023."*

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, 2023.

- 16. 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, 2023.**

Draft resolution (Resolution X)



*"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, 2023."*

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, 2023.

- 17. 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, 2023.**

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, 2023."*

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, 2023.

- 18. 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, 2023.**

Draft resolution (Resolution XII)

*"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, 2023."*

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, 2023.

- 19. 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, 2023.**

Draft resolution (Resolution XIII)

*"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, 2023."*

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, 2023.

**20. Vote on discharge (*quitus*) to Mr. Daniel W. Fink, 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, 2023.**

Draft resolution (Resolution XIV)

*"The Annual General Meeting resolves to grant full and total discharge to Mr. Daniel W. Fink, 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, 2023."*

Recommendation

The Board of Directors of the Company recommends a vote **FOR** the discharge (*quitus*) of Mr. Daniel W. Fink for the proper exercise of his mandate during the financial year ended December 31, 2023.

**21. Vote on discharge (*quitus*) to Mr. Alejandro 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, 2023.**

Draft resolution (Resolution XV)

*"The Annual General Meeting resolves to grant full and total discharge to Mr. Alejandro 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, 2023."*

Recommendation

The Board of Directors of the Company recommends a vote **FOR** the discharge (*quitus*) of Mr. Alejandro Weinstein for the proper exercise of his mandate during the financial year ended December 31, 2023.

**22. Confirmation of the mandate of Mr. Carlos Garcia Iragorri in replacement of Mr. Roberto Albisetti as of May 8, 2025 by way of co-option.**

Draft resolution (Resolution XVI)



*"The Annual General Meeting resolves to confirm the mandate as member of the Board of Directors of Mr. Carlos Garcia Iragorri, born on October 13, 1955 in Barranquilla, Colombia, residing at 781 Crandon Boulevard, Apartment 1401, Key Biscayne, Florida, FL 33149, United States of America, with effect as of May 8, 2025 and for a period ending at the annual general meeting of shareholders approving the annual accounts for the financial year ended December 31, 2024 (which corresponds to the duration of mandate of Mr. Roberto Albisetti)."*

#### Recommendation

In accordance with article 441-2 of the Law and the provisions of articles 16.1 and 19.1 of the Articles, the Board of Directors approved on May 8, 2025 the co-option (*cooptation*) of Mr. Carlos Garcia Iragorri, born on October 13, 1955 in Barranquilla, Colombia, residing at 781 Crandon Boulevard, Apartment 1401, Key Biscayne, Florida, FL 33149, United States of America, as member of the Board of Directors, in replacement of Mr. Roberto Albisetti, with effect as of May 8, 2025 and for a period ending at the annual general meeting of shareholders approving the annual accounts for the financial year ended December 31, 2024 (which corresponds to the duration of mandate of Mr. Roberto Albisetti).

The Board of Directors recommends a vote **FOR** the confirmation of the mandate of Mr. Carlos Garcia Iragorri in replacement of Mr. Roberto Albisetti as of May 8, 2025 by way of co-option.

### **23. Confirmation of the mandate of Mr. Manuel José Vial Claro in replacement of Mr. Ernesto Carrizosa as of May 8, 2025 by way of co-option.**

Draft resolution (Resolution XVII)

*"The Annual General Meeting resolves to confirm the mandate as member of the Board of Directors of Mr. Manuel José Vial Claro, born on September 30, 1984 in Las Condes, Chile, residing at San Damian 681, Las Condes, Chile, with effect as of May 8, 2025 and for a period ending at the annual general meeting of shareholders approving the annual accounts for the financial year ended December 31, 2024 (which corresponds to the duration of mandate of Mr. Ernesto Carrizosa)."*

#### Recommendation

In accordance with article 441-2 of the Law and the provisions of articles 16.1 and 19.1 of the Articles, the Board of Directors approved on May 8, 2025 the co-option (*cooptation*) of Mr. Manuel José Vial Claro, born on September 30, 1984 in Las Condes, Chile, residing at San Damian 681, Las Condes, Chile, as member of the Board of Directors, in replacement of Mr. Ernesto Carrizosa, with effect as of May 8, 2025 and for a period ending at the annual general meeting of shareholders approving the annual accounts for the financial year ended December 31, 2024 (which corresponds to the duration of mandate of Mr. Ernesto Carrizosa).

The Board of Directors recommends a vote **FOR** the confirmation of the mandate of Mr. Manuel José Vial Claro in replacement of Mr. Ernesto Carrizosa as of May 8, 2025 by way of co-option.

**24. Confirmation of the mandate of Mr. Fernando Moreira in replacement of Mr. Jorddy Antonio Perez Galindo as of July 14, 2025, by way of co-option.**

Draft resolution (Resolution XVIII)

*"The Annual General Meeting resolves to confirm the mandate as member of the Board of Directors of Mr. Fernando Sebastian Moreira Muniz, born on 16 December 1976 in Montevideo, Uruguay, residing at Camino de los Horneros 220, Lote 196, Lomas de Carrasco, La Tahona, CP 15800, Canelones, Uruguay, with effect as of July 14, 2025 and for a period ending at the annual general meeting of shareholders approving the annual accounts for the financial year ended December 31, 2024 (which corresponds to the duration of mandate of Mr. Jorddy Antonio Perez Galindo)."*

Recommendation

In accordance with article 441-2 of the Law and the provisions of articles 16.1 and 19.1 of the Articles, the Board of Directors approved on July 14, 2025 the co-option (*cooptation*) of Mr. Fernando Sebastian Moreira Muniz, born on 16 December 1976 in Montevideo, Uruguay, residing at Camino de los Horneros 220, Lote 196, Lomas de Carrasco, La Tahona, CP 15800, Canelones, Uruguay, as member of the Board of Directors, in replacement of Mr. Jorddy Antonio Perez Galindo, with effect as of July 14, 2025 and for a period ending at the annual general meeting of shareholders approving the annual accounts for the financial year ended December 31, 2024 (which corresponds to the duration of mandate of Mr. Jorddy Antonio Perez Galindo).

The Board of Directors recommends a vote **FOR** the confirmation of the mandate of Mr. Mr. Fernando Sebastian Moreira Muniz in replacement of Mr. Jorddy Antonio Perez Galindo as of July 14, 2025 by way of co-option.

**25. Confirmation of the mandate of Mr. Carlos Romero-Camacho in replacement of Mr. Jose Frugone Domke as of July 14, 2025 by way of co-option.**

Draft resolution (Resolution XIX)

*"The Annual General Meeting resolves to confirm the mandate as member of the Board of Directors of Mr. Carlos Romero-Camacho, born on 10 October 1965 in Madrid, Spain, residing at Calle Menendez Pidal 39 Bloque 3, Planta 3, Puerta C, 28036, Madrid, with effect as of July 14, 2025 and for a period ending at the annual general meeting of shareholders approving the annual accounts for the financial year ended December 31, 2024 (which corresponds to the duration of mandate of Mr. Jose Frugone Domke)."*

Recommendation

In accordance with article 441-2 of the Law and the provisions of articles 16.1 and 19.1 of the Articles, the Board of Directors approved on July 14, 2025 the co-option (*cooptation*) of Mr. Carlos Romero-Camacho, born on 10 October 1965 in Madrid, Spain, residing at Calle Menendez Pidal 39 Bloque 3, Planta 3, Puerta C, 28036, Madrid, as member of the Board of Directors, in replacement of Mr. Jose Frugone Domke, with effect as of July 14, 2025 and for a period ending at the annual general meeting of shareholders

approving the annual accounts for the financial year ended December 31, 2024 (which corresponds to the duration of mandate of Mr. Jose Frugone Domke).

The Board of Directors recommends a vote **FOR** the confirmation of the mandate of Mr. Mr. Carlos Romero-Camacho in replacement of Mr. Jose Frugone Domke as of July 14, 2025 by way of co-option.

**26. Approval of the remuneration to be paid to Mr. Alejandro Weinstein as executive chairman of the Company from April 1<sup>st</sup>, 2025.**

Draft resolution (Resolution XX)

*"The Annual General Meeting approves the remuneration to be paid to Mr. Alejandro Weinstein as executive chairman of the Company for the financial year ending December 31, 2025 and decides that Mr. Alejandro Weinstein, in its capacity as executive chairman of the Company, shall receive a monthly net remuneration of USD 50,000, effective from April 1<sup>st</sup>, 2025, subject to a maximum cap of 20% on the withholding tax, which shall be borne by the Company as the maximum employer cost, in the event the Company is redomiciled in a jurisdiction other than Luxembourg"*

Recommendation

The Board of Directors recommends a vote **FOR** the approval of the proposed remuneration of Mr. Alejandro Weinstein as executive chairman of the Company, effective from April 1<sup>st</sup>, 2025, for the financial year ending December 31, 2025.

**27. Approval and, to the extent necessary ratification of the remuneration of the members of the audit, compensation and nominating committees of the Company and to the members of the Board of Directors from September 1st, 2025, as proposed by the compensation committee of the Company.**

Draft resolution (Resolution XXI)

*"The Annual General Meeting approves the remuneration to be paid and effective from September 1<sup>st</sup>, 2025 to the members of the members of the audit, compensation and nominating committee of the Company from time to time in office for the financial year ending December 31, 2025 and decides that the amounts of such remuneration are as follows:*

- (a) each member of the audit committee of the Company in office from time to time shall receive a monthly net remuneration of USD 1,500;*
- (b) each member of the compensation committee of the Company in office from time to time shall receive a monthly net remuneration of USD 1,000; and*
- (c) each member of the nominating committee of the Company in office from time to time shall receive a monthly net remuneration of USD 1,000.*

*The Annual General Meeting further approves the remuneration to be paid to the members of the Board of Directors from time to time in office for the financial year ending December 31, 2025 and decides that each director of the Company in office from time to time shall receive a monthly net remuneration of USD 5,000 effective from September 1<sup>st</sup>, 2025"*

Recommendation

The Board of Directors recommends a vote **FOR** the approval of the proposed remuneration of the members of the audit, compensation and nomination committees and of the members of the Board of Directors from time to time in office for the financial year ending December 31, 2025.

**28. Delegation of powers. Miscellaneous**

Draft resolution (Resolution XXII)

*"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 2021 Rectified Consolidated Financial Statements, (b) the 2021 Rectified Auditor Report, (c) the 2022 Rectified Consolidated Financial Statements, (d) the 2022 Rectified Auditor Report, (e) the 2023 Annual Accounts, (f) the 2023 Statutory Report, (g) the 2023 Consolidated Financial Statements, (h) the 2023 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 September 20, 2025, shareholders may take notice at the Company's registered office of the following documents and/or information:

- the 2023 Annual Accounts, the 2021 Rectified Consolidated Financial Statements, the 2022 Rectified Consolidated Financial Statements and the 2023 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 Form 20-F;
- the 2021 Rectified Auditor Report, the 2022 Rectified Auditor Report and the 2023 Auditor Report;
- the 2023 Statutory 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://investor.procapsgroup.com>, under Governance, at Governance Documents (<https://investor.procapsgroup.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, 4, 6, 7, 10 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 Meetings shall be determined with respect to the shares of the Company held by that holder on 12 November 2025 (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** December 2<sup>nd</sup> 11:59PM EST (December 3<sup>rd</sup> 2025, 5:59AM Luxembourg 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://investor.procapsgroup.com>, under Governance, at Governance Documents (<https://investor.procapsgroup.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 Meetings 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 depositary (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 depositary (including nominees or brokers that hold shares through DTCC) should also request from their operator or depositary or sub-depositary 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 depositary (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://investor.procapsgroup.com>, under Governance, at Governance Documents (<https://investor.procapsgroup.com/governance/governance-documents>).

**F. Contact details**

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

**Procaps Group, S.A.**

9, rue de Bitbourg,

L-1273 Luxembourg,

Grand Duchy of Luxembourg

R.C.S. Luxembourg B 253360

Attention: Melissa Angelini

Email: [ir@procapsgroup.com](mailto:ir@procapsgroup.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)