

ENCAVIS

Invitation
to the Annual
General Meeting
on 16 July 2025

Minimum information pursuant to Section 125 (1) German Stock Corporation Act (AktG) in connection with Section 125 (5) AktG, Article 4 (1) and Table 3 blocks A to C of the Annex to Commission Implementing Regulation (EU) 2018/1212 ("CIR")¹

Type of Information	Description
A. Specification of the message	
1. Unique identifier of the event	ECV072025oHV
2. Type of message	Convening the General Meeting [format pursuant to CIR: NEWM]
B. Specification of the issuer	
1. ISIN	DE0006095003
2. Name of issuer	ENCAVIS AG
C. Specification of the meeting	
1. Date of the general meeting	16 July 2025 [format pursuant to CIR: 20250716]
2. Time of the general meeting	11:00 hrs. (CEST) [format pursuant to CIR: 09:00 hrs. UTC]
3. Type of the general meeting	Virtual Annual General Meeting without physical attendance of shareholders or their proxies (with the exception of proxies appointed by the Company) [format pursuant to CIR: GMET]
4. Location of the general meeting	a) Virtual Annual General Meeting without physical attendance of shareholders or their proxies (with the exception of proxies appointed by the Company) under URL https://www.encavis.com/en/green-capital/investor-relations/agm b) Place of the General Meeting in accordance with AktG (no physical attendance of shareholders or their proxies possible): ENCAVIS AG, Große Elbstraße 59, 22767 Hamburg, Germany
5. Record Date	24 June 2025, 24:00 hrs. (CEST); Shareholders are requested for organizational purposes to ensure that proof of their share ownership refers to the close of business on the 22nd day prior to the Annual General Meeting, i.e., 24 June 2025, 24:00 hrs. (CEST) [format pursuant to CIR: 20250624; 22:00 hrs. UTC] The registration and proof of share ownership must be received by the Company in text form (Section 126b BGB) no later than 9 July 2025, 24:00 hrs. (CEST) [format pursuant to CIR: 20250709; 22:00 hrs. UTC]
6. Uniform Resource Locator (URL)	https://www.encavis.com/en/green-capital/investor-relations/agm

¹ This document is a convenience translation of the German version. In case of discrepancy between the English and German versions, the German version shall prevail.

Translation for Convenience Purposes

ENCAVIS AG
Hamburg, Germany
ISIN DE0006095003 (WKN 609 500)
Unique identifier of the event: ECV072025oHV

Invitation to the Annual General Meeting

We hereby invite our shareholders*

to the **Annual General Meeting of ENCAVIS AG** (“Company” or “Encavis”) to be held on

Wednesday, 16 July 2025, 11.00 am (CEST),

as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies (with the exception of the proxies appointed by the company) in accordance with section 118a (1) sentence 1 of the German Stock Corporation Act (“**AktG**”) in conjunction with article 17a of the company’s Articles of Association.

The virtual Annual General Meeting will be broadcast for properly registered shareholders or their proxies through the means of electronic communication in the password-protected online service on the company’s website at <https://www.encavis.com/en/green-capital/investor-relations/agm>, where shareholders or their proxies can join the virtual Annual General Meeting live with video and audio transmission and thereby participate in the meeting and exercise shareholder rights (“**password-protected online service**”).

The venue for the (virtual) Annual General Meeting within the meaning of the German Stock Corporation Act is the company’s premises at Große Elbstraße 59, 22767 Hamburg. With the exception of the proxies appointed by the company, shareholders or their proxies have no right or opportunity to be physically present at the venue where the Annual General Meeting is held. More detailed provisions and explanations on the participation of shareholders in the virtual Annual General Meeting, the exercise of voting rights and other shareholder rights relating to the Annual General Meeting can be found in section III (“Information on the rights of shareholders”) following the agenda.

**For reasons of readability, gender-specific wording and formal reference to all gender identities are not used in this invitation. All personal designations and terms are to be understood as gender-neutral within the meaning of equal treatment.*

I. Agenda

1. Submission of the adopted annual financial statements, the approved consolidated financial statements and the combined management report for ENCAVIS AG and the Group for the 2024 financial year and the report of the Supervisory Board for the 2024 financial year

These documents, together with the proposal for the appropriation of net retained profit, will be available on the company's website at <https://www.encavis.com/en/green-capital/investor-relations/agm> on the day on which the Annual General Meeting is convened.

The Supervisory Board has approved the annual financial statements and the consolidated financial statements prepared by the Management Board in accordance with section 172 sentence 1 German Stock Corporation Act (AktG); the annual financial statements have therefore been adopted. In accordance with the statutory provisions, no resolution of the Annual General Meeting is therefore planned for agenda item 1.

2. Resolution on the appropriation of net retained profit

The Management Board and Supervisory Board propose that the company's net retained profit for the 2024 financial year in the amount of EUR 160,155,581.91 be appropriated as follows:

Distribution of a dividend amounting to 4.0 % of the share capital of EUR 161,722,524.00, i.e. EUR 0.04 per dividend-bearing share:	EUR 6,468,901.00
Carried forward to new account:	EUR 153,686,680.91
Net retained profit:	EUR 160,155,581.91

The entitlement to payment of the dividend is due on the third business day following the resolution by the Annual General Meeting in accordance with section 58 (4) sentence 2 AktG.

3. Resolution on the approval of the actions of the members of the Management Board for the 2024 financial year

The Management Board and the Supervisory Board propose that the actions of the members of the Management Board holding office in the 2024 financial year listed below under 3.1 to 3.2 be approved for this period:

- 3.1 Dr Christoph Husmann
- 3.2 Mario Schirru

It is intended to have the Annual General Meeting decide on the approval of the actions of the members of the Management Board by way of an individual vote.

4. Resolution on the approval of the actions of the members of the Supervisory Board for the 2024 financial year

The Management Board and the Supervisory Board propose that the actions of the members of the Supervisory Board holding office in the 2024 financial year listed below under 4.1 to 4.10 be approved for this period:

- 4.1 Dr Rolf Martin Schmitz (former Chairman of the Supervisory Board)
- 4.2 Dr Manfred Krüper
- 4.3 Ayleen Oehmen-Görisch
- 4.4 Dr Henning Kreke
- 4.5 Isabella Pfaller
- 4.6 Christine Scheel
- 4.7 Dr Marcus Schenck
- 4.8 Thorsten Testorp
- 4.9 Prof. Dr Fritz Vahrenholt
- 4.10 Albert Büll

It is intended to have the Annual General Meeting decide on the approval of the actions of the members of the Supervisory Board by way of an individual vote.

5. Resolution on the election of the auditor of the annual financial statements and the auditor of the consolidated financial statements for the 2025 financial year

The Supervisory Board proposes that the following resolution be adopted:

“Pricewaterhouse Coopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, Hamburg branch, is appointed as auditor of the financial statements and auditor of the consolidated financial statements for the 2025 financial year.”

6. Resolution on an amendment to the Articles of Association (reduction in the number of Supervisory Board members)

In accordance with article 10 no. 1 of the company's Articles of Association in conjunction with sections 95, 96 (1), 101 (1) AktG, the Supervisory Board is currently composed of nine members elected by the Annual General Meeting.

The number of members of the company's Supervisory Board is to be reduced from a total of nine to six. This allows for the existing shareholding structure and the position of the majority shareholder as a strategic investor in the company to be reflected adequately in the composition of the Supervisory Board.

The Management Board and Supervisory Board propose that the following be adopted:

Article 10 no. 1 of the Articles of Association shall be amended as follows:

“The Supervisory Board is composed of six (6) members.”

7. Elections to the Supervisory Board

Eight of the nine former Supervisory Board members Dr Rolf Martin Schmitz (former Chairman of the Supervisory Board), Dr Manfred Krüper, Ms Ayleen Oehmen-Görisch, Dr Henning Kreke, Ms Isabella Pfaller, Ms Christine Scheel, Dr Marcus Schenck and Mr Thorsten Testorp have resigned from the Supervisory Board with effect from the end of 21 February 2025.

Pursuant to a ruling handed down by Hamburg Local Court on 24 February 2025, at the joint request of the Management Board and the former Chairman of the Supervisory Board, Mr Marco Fontana, Mr Boris Scukanec Hopinski, Mr Tobias Krauss, Dr Johannes Teyssen and Prof. Dr Martin Viessmann were appointed as new members of the Supervisory Board until the end of the company's next Annual General Meeting or Extraordinary General Meeting.

At the end of this Annual General Meeting on 16 July 2025, the regular term of office of all Supervisory Board members holding office on the same date, i.e. the term of office of the five court-appointed Supervisory Board members, Mr Marco Fontana, Mr Boris Scukanec Hopinski, Mr Tobias Krauss, Dr Johannes Teyssen and Prof. Dr Martin Viessmann, will end. The remaining member, Prof. Dr Fritz Vahrenholt, had already resigned from the Supervisory Board with effect from the end of 30 June 2025. In the event that the amendment to the Articles of Association to be resolved under agenda item 6 becomes effective by entry in the commercial register for the company's registered office, the Supervisory Board of Encavis shall be composed of six members to be elected by the Annual General Meeting in accordance with section 95 sentence 2, section 96 (1) last alternative, section 101 (1) AktG and article 10 no. 1 of the company's Articles of Association. Pursuant to section 95 sentence 1 AktG, the Supervisory Board shall be composed of at least three members. The Annual General Meeting is not bound by election proposals when electing Supervisory Board members. In light of the amendment to the Articles of Association to be resolved under agenda item 6, the Supervisory Board of the company will be composed of six instead of nine members, each of whom is to be elected by the Annual General Meeting, which is not bound by any election proposals, until such time as this amendment to the Articles of Association is registered.

The Supervisory Board proposes that the following resolution be adopted:

- “a) Marco Fontana
residing in London, United Kingdom,
Managing Director at KKR Infrastructure (KKR & Co. Inc.);
- b) Boris Scukanec Hopinski
residing in Munich,
Chief Operating Officer (COO) at Viessmann Generations Group GmbH & Co. KG;
- c) Tobias Krauss
residing in Icking,
Chief Executive Officer (CEO) at Mister Spex SE;
- d) Dr Johannes Teyssen
residing in Düsseldorf,
Self-employed manager, Senior Advisor at KKR (London, United Kingdom) and Senior Advisor at Viridor p.l.c.
(United Kingdom);
- e) Prof. Dr Martin Viessmann
residing: Battenberg (Eder),
Member of the Board of Directors of Viessmann Group GmbH & Co. KG; and
- f) Kevin Devlin
residing: Belfast, Ireland
Self-employed manager

shall be elected as members of the Supervisory Board. The election takes effect from the end of the Annual General Meeting on 16 July 2025 until the end of the Annual General Meeting that resolves on the approval of the Supervisory Board's actions for the 2027 financial year.”

The Supervisory Board is satisfied that the proposed candidates are able to continue to devote the amount of time required for their work on the Supervisory Board.

It is intended to hold the elections to the Supervisory Board as individual elections.

The CVs of the candidates are available as of the date the Annual General Meeting is convened at <https://www.encavis.com/en/green-capital/investor-relations/agn>.

8. Resolution on the transfer of the shares of the minority shareholders in ENCAVIS AG to Elbe BidCo AG as the majority shareholder in ENCAVIS AG against payment of an appropriate cash compensation pursuant to section 62 (5) German Transformation Act (Umwandlungsgesetz, UmwG) in conjunction with sections 327a et seq. AktG (squeeze-out under merger law)

Where, in the case of a merger of two stock corporations by absorption pursuant to section 2 no. 1, section 60 et seq. of the German Transformation Act (**UmwG**), at least nine-tenths of the share capital of the transferring stock corporation is held directly by the acquiring stock corporation (main shareholder), pursuant to section 62 (1) in conjunction with (5) sentence 1 UmwG and sections 327a et seq. AktG, the Annual General Meeting of the transferring stock corporation may, within three months of the conclusion of the merger agreement, adopt a resolution pursuant to section 327a (1) sentence 1 AktG on the transfer of the shares of the remaining shareholders (minority shareholders) to the main shareholder in return for appropriate cash compensation (“squeeze-out under merger law”).

At the time of publication of this convening notice, Elbe BidCo AG, based in Munich and registered in the commercial register of Munich Local Court under HRB 262997 (“**Elbe BidCo**” or “**main shareholder**”) directly holds 152,259,755 of the total 161,722,524 shares in the company. This corresponds to around 94.15 % – and therefore more than nine-tenths – of the company’s share capital; the company does not hold any treasury shares. Therefore, Elbe BidCo is the main shareholder in Encavis within the meaning of section 62 (5) sentence 1 UmwG. Evidence of Elbe BidCo’s shareholding of more than nine-tenths in Encavis’ share capital was provided by means of a deposit confirmation issued by UniCredit Bank GmbH, Munich (“**UniCredit**”) on 2 June 2025.

Elbe BidCo intends to make use of the option of a squeeze-out under merger law in respect of the company. To this end, Elbe BidCo informed the Management Board of Encavis, first by letter dated 31 January 2025 and again by letter dated 18 February 2025, that it intended to carry out a merger squeeze-out of the minority shareholders in Encavis and, in accordance with section 62 (5) sentence 1 UmwG in conjunction with section 327a (1)AktG, requested in the letter addressed to the Management Board of Encavis dated 31 January 2025 and again in the letter dated 18 February 2025, that the Annual General Meeting of Encavis adopt a resolution to transfer the shares of the minority shareholders in Encavis to Elbe BidCo as the main shareholder in return for an appropriate cash compensation within three months of the conclusion of the merger agreement (“**Transfer Resolution**”). Encavis announced receipt of the letter dated 31 January 2025 by way of an ad hoc announcement.

On 30 May 2025, Elbe BidCo determined the appropriate cash compensation pursuant to section 62 (5) sentence 8 UmwG in conjunction with section 327b (1) sentence 1 AktG to be paid to the minority shareholders in Encavis in return for transferring their shares to Elbe BidCo as the main shareholder, at EUR 17.23 per Encavis bearer share (see below for more details).

In its capacity as the main shareholder of Encavis, Elbe BidCo has submitted a written report pursuant to section 62 (5) sentence 8 UmwG in conjunction with section 327c (2) sentence 1 AktG setting out the conditions for the transfer of the shares of the minority shareholders in Encavis to Elbe BidCo and explaining and justifying the appropriateness of the cash compensation determined (“**Transfer Report**”). Accordingly, Elbe BidCo has determined the amount of the cash compensation on the basis of an expert opinion on the enterprise value of Encavis by Alvarez & Marsal Deutschland GmbH (“**A&M**”). The expert opinion of A&M on the determination of the enterprise value as at 16 July 2025 and on the amount of the appropriate cash compensation pursuant to section 62 (5) sentence 8 UmwG in conjunction with section 327b (1) AktG dated 30 May 2025 forms part of the Transfer Report and is attached to it in its entirety as an annex.

In a more specific letter dated 2 June 2025, Elbe BidCo confirmed and specified its intention to squeeze out the minority shareholders in Encavis in connection with the merger to the Management Board of Encavis and informed the Management Board of the amount of the fixed cash compensation of EUR 17.23 per Encavis bearer share. It has also requested that an Annual General Meeting be convened for a date no later than three months after the date of conclusion of the merger agreement and that this agenda item be placed on the agenda of this Annual General Meeting. Together with the specific squeeze-out request and thus prior to convening the Annual General Meeting, Elbe BidCo also sent the Management Board of Encavis a contract of guarantee issued by UniCredit pursuant to section 62 (5) sentence 8 UmwG in conjunction with section 327b (3) AktG dated 2 June 2025. UniCredit has thus unconditionally and irrevocably guaranteed the fulfilment of Elbe BidCo’s obligation to pay the minority shareholders in Encavis the specified cash compensation plus any statutory interest in accordance with section 62 (5) sentence 8 UmwG in conjunction with section 327b (2) AktG immediately after the Transfer Resolution adopted by the Encavis Annual General Meeting pursuant to section 327a (1) AktG has been entered in the commercial register at the registered office of Encavis (as the transferring legal entity), and the merger has been entered in the commercial register at the registered office of Elbe BidCo (as the acquiring legal entity) and the Transfer Resolution has thus become effective. Pursuant to section 62 (5) sentence 8 UmwG in conjunction with section 327b (2) AktG, interest is to be paid on the cash settlement at an annual rate of five percentage points above the respective base interest rate from the date of the announcement of the entry of the Transfer Resolution in the commercial register.

On 3 June 2025, Elbe BidCo and Encavis concluded a notarised merger agreement under which Encavis (as the transferring legal entity) transferred its assets in their entirety with all rights and obligations to Elbe BidCo (as the acquiring

legal entity) with dissolution without liquidation in accordance with section 2 no. 1, section 4 et seq. and section 60 et seq. UmwG. In accordance with section 62 (5) sentence 2 UmwG, the merger agreement contains the statement that the minority shareholders in Encavis are to be excluded in connection with the merger. The effectiveness of the merger agreement is subject to the condition precedent that the resolution proposed below for adoption by the Encavis Annual General Meeting pursuant to section 62 (5) sentence 1 UmwG in conjunction with section 327a (1) sentence 1 AktG on the transfer of the shares of the minority shareholders of Encavis to Elbe BidCo as the main shareholder with the note pursuant to section 62 (5) sentence 7 UmwG that this Transfer Resolution will only take effect when the entry of the merger in the commercial register for the registered office of Elbe BidCo, is simultaneously entered in the commercial register for the registered office of Encavis.

As a precautionary measure, the Management Boards of Encavis and Elbe BidCo have prepared a detailed joint written report on the merger of Encavis with Elbe BidCo pursuant to section 8 UmwG ("**Merger Report**").

The appropriateness of the cash compensation determined by Elbe BidCo was reviewed by RSM Ebner Stolz GmbH & Co. KG, Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Holzmarkt 1, 50676 Cologne ("**RSM**"), which was selected and appointed by the Hamburg Regional Court in a ruling dated 31 March 2025 (file reference: 403 HKO 25/25) at the request of the Management Board of Elbe BidCo as transfer auditor with regard to the appropriateness of the cash compensation and, at the same time, at the joint request of the Management Board of the Company and the Management Board of Elbe BidCo as the joint auditor of the merger. Pursuant to section 62 (5) sentence 8 UmwG in conjunction with section 327c (2) sentences 2 to 4 AktG, RSM prepared a written report on the results of its review of the appropriateness of the cash consideration in connection with the proposed resolution to transfer the shares of the remaining Encavis shareholders to Elbe BidCo. In this cash compensation audit report, RSM comes to the conclusion that the cash compensation determined by Elbe BidCo as the main shareholder is appropriate. Furthermore, as a precautionary measure, RSM prepared an audit report on the audit of the merger agreement between Elbe BidCo as the acquiring legal entity and Encavis as the transferring legal entity in accordance with section 60 in conjunction with section 12 UmwG.

If the Annual General Meeting of the company resolves to transfer the shares of the minority shareholders to Elbe BidCo as the main shareholder, the Management Board of Encavis is required to register the Transfer Resolution for entry in the commercial register for Encavis' registered office in accordance with section 62 (5) sentence 8 UmwG in conjunction with section 327e (1) sentence 1 AktG. Pursuant to section 62 (5) sentence 7 UmwG, the Transfer Resolution must be entered in the register with a note stating that it will only take effect once the merger is entered simultaneously in the register at the registered office of the acquiring legal entity.

The Management Board and the Supervisory Board propose that a resolution be adopted in accordance with the specific transfer request from Elbe BidCo dated 2 June 2025:

"The no-par-value bearer shares of the remaining shareholders in ENCAVIS AG (minority shareholders) will be transferred to Elbe BidCo AG as the majority shareholder in accordance with section 62 (5) of the German Transformation Act in conjunction with sections 327a et seq. of the German Stock Corporation Act in return for an appropriate cash compensation of EUR 17.23 per no-par-value bearer share in ENCAVIS AG to be paid by Elbe BidCo AG with registered office in Munich (majority shareholder)."

Pursuant to section 62 (5) sentence 3, (3) sentence 1, section 63 (1) UmwG and section 62 (5) sentences 5 and 8 UmwG in conjunction with section 327c (3) and 5 AktG, the following documents relating to this agenda item 8 shall be made available on the company's website at <https://www.encavis.com/en/green-capital/investor-relations/agm> from the date on which the Annual General Meeting is convened and also during the Annual General Meeting:

- the draft of the Transfer Resolution;
- the annual and consolidated financial statements together with the management reports and Group management reports of Encavis for the 2022, 2023 and 2024 financial years;
- the written report dated 2 June 2025 submitted by Elbe BidCo in its capacity as the main shareholder of Encavis pursuant to section 62 (5) sentence 8 UmwG in conjunction with section 327c (2) sentence 1 AktG on the

conditions for the transfer of the shares of the minority shareholders in Encavis to Elbe BidCo and to explain and justify the appropriateness of the cash compensation determined (Transfer Report) including its annexes;

- UniCredit's contract of guarantee pursuant to section 62 (5) sentence 8 UmwG in conjunction with section 327b (3) AktG dated 2 June 2025;
- the audit report prepared pursuant to section 62 (5) sentence 8 UmwG in conjunction with section 327c (2) sentences 2 to 4, section 293e AktG by RSM, the expert auditor selected and appointed by the Hamburg Regional Court, on the audit of the appropriateness of the cash settlement in connection with the intended resolution on the transfer of the shares of the minority shareholders of Encavis to Elbe BidCo dated 2 June 2025;
- the notarised merger agreement between Elbe BidCo as the acquiring legal entity and Encavis as the transferring legal entity dated 3 June 2025;
- the annual financial statements of Elbe BidCo for the financial years 2022, 2023 and 2024;
- the joint merger report of the Management Board of Elbe BidCo and the Management Board of Encavis dated 2 June 2025, including its annexes, prepared as a precautionary measure pursuant to section 8 UmwG; and
- the audit report prepared as a precautionary measure pursuant to section 60 in conjunction with section 12 UmwG by RSM, the expert auditor selected and appointed by the Hamburg Regional Court, for both legal entities involved in the merger, on the audit of the merger agreement between Elbe BidCo as the acquiring legal entity and Encavis as the transferring legal entity dated 2 June 2025.

II. Further information and notes on the Annual General Meeting

The following information is required pursuant to section 121 (3) sentence 3 of the German Stock Corporation Act (AktG) only in the case of listed companies within the meaning of section 3 (2) AktG and is therefore provided on a solely voluntary basis following the withdrawal of the company's shares from trading on the regulated market.

1. Total number of shares and voting rights

At the time the Annual General Meeting is convened, the total number of shares and voting rights issued by the company is 161,722,524. The shares in the company are no-par-value bearer shares. The company does not hold any treasury shares at the time the Annual General Meeting is convened.

2. Company website, including documents and information available for download

This notice convening the Annual General Meeting, the documents to be made available to the Annual General Meeting and further information relating to the Annual General Meeting will be available on the company's website at <https://www.encavis.com/en/green-capital/investor-relations/agm> as of the date on which the Annual General Meeting is convened, and this is also where the currently valid version of the company's Articles of Association can be accessed.

Any countermotions, election proposals and requests for additions to the agenda that the company receives which are subject to publication will also be made available on this website.

As a special service, the company will send the aforementioned documents to shareholders free of charge upon request. Please note that the legal requirement is fulfilled when this information is made available on the company's website.

During the virtual Annual General Meeting, the list of participants will be available to properly registered shareholders prior to the first vote in the password-protected online service on the company's website at <https://www.encavis.com/en/green-capital/investor-relations/agm> (see also section II.4 ["Password-protected online service"]).

3. Holding the Annual General Meeting as a virtual Annual General Meeting without the physical presence of shareholders or their proxies, broadcasting the Annual General Meeting

Pursuant to section 118a AktG in conjunction with article 17a of the company's Articles of Association, the Management Board has decided to hold the Annual General Meeting as a virtual Annual General Meeting without the physical presence of shareholders or their proxies (with the exception of the proxies appointed by the company).

The Annual General Meeting will take place in the physical presence of the Chair of the Meeting and the members of the Management Board and Supervisory Board, who may participate by means of audiovisual transmission, in addition to the notary appointed to record the minutes of the meeting and the proxies appointed by the company at the venue of the Annual General Meeting within the meaning of section 121 (3) AktG, at the company's premises at Große Elbstraße 59, 22767 Hamburg, Germany. This means that shareholders or their proxies (except proxies appointed by the company) will not be able to attend in person.

Properly registered shareholders and their proxies can use the password-protected online service on the company's website at <https://www.encavis.com/en/green-capital/investor-relations/agm> to connect to the video and audio broadcast of the entire Annual General Meeting on **Wednesday, 16 July 2025, commencing at 11.00 am (CEST)** and in so doing participate in the Annual General Meeting live in audio and video format and exercise shareholder rights. Shareholders who have not registered in accordance with requirements will not be able to participate electronically or exercise any shareholder rights.

Shareholders or their proxies may exercise their voting rights exclusively by electronic absentee ballot or by granting power of attorney and issuing instructions to the proxies appointed by the company as specified below. The scheduled voting on the agenda items is binding; it is possible to vote in favour or against a proposal or abstain from voting.

4. Password-protected online service

The company has set up a password-protected online service for the Annual General Meeting. The password-protected online service can be accessed through the company's website at <https://www.encavis.com/en/green-capital/investor-relations/agm>; it will be available from **Wednesday, 25 June 2025**.

The password-protected online service enables properly registered shareholders and their representatives to exercise their voting rights prior to and during the Annual General Meeting. Shareholders or their representatives may exercise their voting rights exclusively by electronic postal vote or by granting power of attorney to the proxies appointed by the company.

The results of the voting will be published on the company's website after the Annual General Meeting.

The entire Annual General Meeting will be broadcast live in audio and video format on **Wednesday, 16 July 2025, commencing at 11.00 am (CEST)** on the password-protected online service. Participation in the virtual Annual General Meeting will take the form of a remote, electronic connection. By using the password-protected online service and clicking on the "Betreten der Hauptversammlung" ("Join the Annual General Meeting") button during the virtual Annual General Meeting on 16 July 2025, properly registered shareholders or their representatives will be connected electronically to the virtual Annual General Meeting. However, the electronic connection does not enable participation in the meeting within the meaning of section 118 (1) sentence 2 AktG or the exercise of voting rights by way of electronic participation within the meaning of section 118a (1) sentence 2 no. 2 AktG.

Properly registered shareholders (see also section II.5 ["Participating in the virtual Annual General Meeting"]) or their proxies can follow the Annual General Meeting live in video and audio format through the password-protected online service and exercise shareholder rights. In accordance with the procedure established for this purpose, shareholders may, among other things, exercise their voting rights, issue proxy authorisations, submit statements, exercise their right to information by means of electronic communication and their right to speak at the meeting through the means of video communication, or lodge objections to be recorded in the minutes (see also sections II.6 to 9).

The following are required to use the password-protected online service: access data (access code and password), which can be found on the AGM admission ticket sent to properly registered shareholders or their representatives. The properly registered shareholders or their representatives must use the access data to log into the password-protected online service. Any existing access data for the password-protected online service for previous Annual General Meetings is no longer valid.

To be able to use the online service, the shareholder representative must receive corresponding access data for the password-protected online service.

Authorised intermediaries, shareholders' associations and voting advisers or other persons treated as equivalent pursuant to section 135 (8) AktG may also use the password-protected online service. The company will provide them with electronic access on request.

5. Participating in the virtual Annual General Meeting

The conditions for participation are governed by sections 121 et seq. AktG and articles 17 and 17a of the company's Articles of Association. Shareholders are entitled to participate in the virtual Annual General Meeting and to exercise their voting rights at the Annual General Meeting if they register with the company in accordance with the following requirements and provide proof of share ownership to the company. For this purpose, pursuant to article 17 no. 2 of the company's Articles of Association, proof of share ownership in text form (section 126b German Civil Code, BGB) in

German or English by the custodian bank or financial services institution is sufficient, provided that this is done by a final intermediary in accordance with section 67c (3) AktG. The registration and proof of entitlement must be received by the company or an authorised recipient at least six days prior to the Annual General Meeting.

The registration and proof of entitlement must be received by the company in the aforementioned form at the following address or email address by no later than **Wednesday, 9 July 2025, 24.00 hours, midnight (CEST)** (*registration deadline*):

ENCAVIS AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Email: anmeldung@linkmarketservices.eu

For organisational reasons, shareholders are requested to provide proof of share ownership as of close of business on the 22nd day prior to the Annual General Meeting, i.e. **Tuesday, 24 June 2025, 24.00 hours, midnight (CEST)**.

Following timely receipt of their registration and proof of share ownership, the respective shareholder or their representative will be sent an admission ticket to the AGM containing the access data required to use the password-protected online service (access code and password) in addition to forms for granting power of attorney to third parties and issuing power of attorney and instructions to the proxies appointed by the company. In accordance with the following, shareholders or their representatives may exercise their voting rights by issuing powers of attorney and instructions to a proxy appointed by the company and by issuing a power of attorney (see also sections II.6 to 9).

In relation to the company, only shareholders who have provided proof of share ownership are entitled to participate in the Annual General Meeting and exercise their voting rights. The authorisation to exercise shareholder rights in relation to the virtual Annual General Meeting and the scope of voting rights are based solely on the shareholder's proven share ownership. For organisational reasons, we kindly ask shareholders to register and send proof of their share ownership to the company in good time, as described above, and to contact their custodian bank or financial services provider.

6. Exercising voting rights by electronic absentee ballot

Properly registered shareholders and their proxies may cast their votes by means of electronic communication (electronic absentee ballot), even if they do not attend the Annual General Meeting. Timely registration for the Annual General Meeting and timely proof of share ownership are also required in the case of voting by electronic absentee ballot (see also section II.5 ["Participating in the virtual Annual General Meeting"]).

Electronic absentee ballots may be cast, amended or revoked as of **Wednesday, 25 June 2025**, through the password-protected online service on the company's website at <https://www.encavis.com/en/green-capital/investor-relations/agm> in accordance with the procedures established for this purpose until such time as the vote is closed by the Chair of the virtual Annual General Meeting on **Wednesday, 16 July 2025**.

Where no express or clear vote is cast on an agenda item in an electronic absentee ballot, this shall be deemed an abstention in respect of such agenda item. Should an individual vote be conducted on an agenda item without this having been communicated in advance of the Annual General Meeting, the vote cast by means of electronic absentee ballot for this agenda item shall also count in total as a corresponding vote for each item of the individual vote.

Authorised intermediaries, shareholders' associations and voting advisers or other persons and institutions treated as equivalent pursuant to section 135 (8) AktG may also use electronic absentee voting.

7. Proxy voting (Authorisation of third parties)

Shareholders who do not wish to attend the Annual General Meeting in person may have their voting rights exercised by proxies, e.g. by an intermediary, a shareholders' association, a proxy advisor or another third party. Even in the case of a proxy, timely registration for the Annual General Meeting and timely proof of share ownership are required (see also section II.5 ["Participating in the virtual Annual General Meeting"]).

Proxies may also not physically participate in the Annual General Meeting. They may only exercise the voting rights of the shareholders they represent within the scope of their respective power of attorney by means of electronic absentee ballot or by (sub-)delegating their power of attorney to the company's proxy holders, who are bound to follow their instructions.

In order to use the password-protected online service, the proxy must receive corresponding access data (access code and password). The granting of the proxy, its revocation and the proof of authorisation vis-à-vis the company require text form (section 126b BGB), unless the proxy is an intermediary, a shareholders' association or a voting rights advisor or a person or institution equivalent to these pursuant to section 135 (8) AktG; in this case, special conditions may apply and should be obtained from the respective parties.

The following address or email address can be used for the authorisation vis-à-vis the company, its revocation and the transmission of proof of a power of attorney declared to a proxy or its revocation, in each case in text form:

ENCAVIS AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Email: encavis@linkmarketservices.eu

A form that can be used to issue a proxy in text form will be sent to properly registered shareholders together with their AGM admission ticket and can also be downloaded from the company's website at <https://www.encavis.com/en/green-capital/investor-relations/agm>.

Where a power of attorney is granted or proof thereof is provided or revoked by means of a notification addressed to the company by post or email, such notification must, for organisational reasons, be received by the company no later than **Tuesday, 15 July 2025, 24.00 hours, midnight (CEST)**.

Powers of attorney can also be granted, amended and revoked from **Wednesday, 25 June 2025** and also during the virtual Annual General Meeting on **Wednesday, 16 July 2025** through the password-protected online service on the company's website at <https://www.encavis.com/en/green-capital/investor-relations/agm> in accordance with the procedure established for this purpose. This also applies to powers of attorney previously granted by other means.

On the day of the virtual Annual General Meeting, powers of attorney may only be granted, amended or revoked using the password-protected online service on the company's website at <https://www.encavis.com/en/green-capital/investor-relations/agm> in accordance with the procedures established for this purpose.

The aforementioned means of transmission are also available until the aforementioned times if the proxy is to be granted by declaration to the Company; in this case, separate proof of the granting of the proxy is not required. The revocation or amendment of a proxy already granted may also be declared directly to the Company by the aforementioned means of transmission until the aforementioned times.

The relevant statutory provisions must be observed when granting power of attorney to intermediaries, shareholders' associations, voting advisers or persons offering shareholders the opportunity to exercise their voting rights at the Annual General Meeting on a commercial basis (within the meaning of section 135 (8) AktG) and also when revoking such power of attorney and providing evidence to that effect; Section 135 (1) to 7 AktG applies. In particular, the

power of attorney must be granted to a specific intermediary in such cases; this must be recorded in a verifiable manner by the intermediary. The proxy declaration must also be complete and may only contain declarations related to the exercise of voting rights. Intermediaries may establish their own rules governing the procedure for granting power of attorney and the form such power of attorney shall take. The same applies to shareholders' associations, voting advisers or persons offering shareholders the opportunity to exercise their voting rights at the Annual General Meeting on a commercial basis (section 135 (8) AktG). Therefore, shareholders who wish to grant power of attorney to an intermediary or a person named in section 135 (8) AktG are requested to consult with these institutions or persons with regard any special provisions in respect of the procedure and form of granting power or attorney. Reference is made to the procedure pursuant to section 135 (1) sentence 5 AktG.

8. Company proxies bound by instructions

To facilitate the exercising of voting rights, the company offers its shareholders the opportunity to be represented at the Annual General Meeting by a proxy appointed by the company who is bound by instructions. In this case, too, care must be taken to ensure that the shareholder registers for the Annual General Meeting in good time (see also section II.5 ["Participating in the virtual Annual General Meeting"]). The power of attorney and instructions can be issued either in text form (section 126b BGB) by post or email or electronically through the password-protected online service on the company's website at <https://www.encavis.com/en/green-capital/investor-relations/agm> in accordance with the procedures established for this purpose (see below).

The proxies do not accept instructions to speak, to object to resolutions of the Annual General Meeting, to ask questions, to propose motions or to make statements for the record.

Voting by the proxy appointed by the company is possible only if instructions on the individual proposed resolutions have been issued to the proxy in text form by post or email or electronically through the password-protected online service on the company's website at <https://www.encavis.com/en/green-capital/investor-relations/agm> in accordance with the procedures established for this purpose; this also always applies to other motions. The proxy will exercise the voting right exclusively on the basis of the instructions given by the shareholder. If no instructions are given on individual resolutions, the proxy must abstain from voting on these items. Should an individual vote be conducted on an agenda item without this having been communicated in advance of the Annual General Meeting, an instruction given on this agenda item shall also count in total as a corresponding instruction for each item of the individual vote.

Power of attorney and instructions can be issued to the company's proxies prior to the Annual General Meeting by sending them in text form to the following postal address or email address:

ENCAVIS AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Email: encavis@linkmarketservices.eu

For organisational reasons, the granting of power of attorney and instructions to the company's proxies by this means of transmission must be received by the company no later than **Tuesday, 15 July 2025, 24.00 hours, midnight (CEST)**. Powers of attorney and instructions may also be amended or revoked in the same way up until this time.

A form for issuing powers of attorney and instructions to the company's proxies in text form will be sent to properly registered shareholders together with the AGM admission ticket and can also be downloaded from the company's website at <https://www.encavis.com/en/green-capital/investor-relations/agm>.

Powers of attorney and instructions can also be issued to the company's proxies before and during the Annual General Meeting using the password-protected online service on the company's website at <https://www.encavis.com/en/green-capital/investor-relations/agm> (see also section II.4 ["Password-protected Internet service"]) in accordance with the procedure established for this purpose.

Powers of attorney and instructions can be issued through the password-protected online service on the company's website at <https://www.encavis.com/en/green-capital/investor-relations/agm> in accordance with the procedure established for this purpose from **Wednesday, 25 June 2025** until the time the vote is closed by the Chair of the virtual Annual General Meeting on **Wednesday, 16 July 2025**. Shareholders and their proxies can also use the password-protected internet service during the Annual General Meeting to amend or revoke any proxy authorisation or instructions previously issued – including by other means – up to this point in time.

9. Further information on exercising voting rights

If powers of attorney and instructions are issued to the company's proxies or electronic absentee ballots are cast by different means of transmission within the deadline, only the electronic absentee ballot cast via the password-protected online service or the powers of attorney and instructions issued to the company's proxies electronically via the password-protected online service will be considered binding, irrespective of the time of receipt, if available; otherwise, any corresponding declarations submitted by email will be considered binding.

If several powers of attorney and instructions are received by the company's proxies by the same means of transmission, the last one they receive shall be considered binding. This applies accordingly to more than one electronic absentee ballot.

Electronic absentee ballots take precedence over issuing powers of attorney and instructions to the company's proxies.

III. Information on the rights of shareholders

1. Enquiries from shareholders

We ask shareholders who have questions about the Annual General Meeting to forward these to the following postal address or email address:

ENCAVIS AG
Management Board
Große Elbstraße 59
22767 Hamburg, Germany
Email: HV2025@encavis.com

2. Countermotions and election proposals by shareholders pursuant to section 126, section 127, section 130a (5) sentence 3, section 118a (1) sentence 2 no. 3 AktG

Shareholders may submit countermotions to proposals by the Management Board and Supervisory Board on specific agenda items as well as nominations for the election of Supervisory Board members or auditors. Countermotions must be accompanied by a statement of reasons; no statement of reasons is required for election proposals. Countermotions, including the statement of reasons and voting proposals by shareholders on a specific agenda item in accordance with sections 126 (1) and 127 AktG are published on the company's website at <https://www.encavis.com/en/green-capital/investor-relations/agm>, together with the name of the shareholder and – in the case of countermotions – the statement of reasons.

The requirement for this is that countermotions be received by the company at the following address or email address no later than 14 days prior to the day of the Annual General Meeting (whereby the day of the Annual General Meeting itself is not counted due to statutory provisions), i.e. by the end of the day on **Tuesday, 1 July 2025 (24.00 hours, midnight, CEST)**:

ENCAVIS AG
Management Board
Große Elbstraße 59
22767 Hamburg, Germany
Email: HV2025@encavis.com

Any statements by the management are also published on the company's website.

The company may refrain from publishing a countermotion or an election proposal and any statement of reasons if one of the exclusion criteria pursuant to section 126 (2) AktG applies, for example because the countermotion would lead to a resolution of the Annual General Meeting that is illegal or in breach of the Articles of Association. Pursuant to section 126 (2) sentence 2 AktG, the statement of reasons for a countermotion need not be made accessible if it exceeds 5,000 characters in total. Furthermore, a voting proposal does not need to be made accessible in accordance with section 127 AktG even if the nomination does not include the name, profession and place of residence of the Supervisory Board member or auditor nominated for election.

Countermotions or election proposals by shareholders that must be made accessible under sections 126 and 127 AktG are deemed to have been submitted at the time of the virtual Annual General Meeting in accordance with section 126 (4) AktG. The right to vote on these countermotions or election proposals can be exercised after proper registration in the ways described above (see also sections II.6 to 9). Where a countermotion or election proposal is submitted by a shareholder who is not properly authorised and registered for the Annual General Meeting, the countermotion or election proposal does not have to be addressed at the Annual General Meeting.

Shareholders who are properly registered and connected to the Annual General Meeting electronically may, pursuant to section 118a (1) sentence 2 no. 3 AktG in conjunction with section 130a (5) AktG, submit their motions and nominations during the Annual General Meeting through the means of video communication through the password-protected online service on the company's website at <https://www.encavis.com/en/green-capital/investor-relations/agm> (see also section III.4 ["Right to speak pursuant to section 118a (1) sentence 2 no. 7, section 130a (5) and 6 AktG"]).

3. Motions to add items to the agenda pursuant to section 122 (2) AktG

Shareholders whose shares together amount to one-twentieth of the share capital or the proportionate amount of EUR 500,000.00 may request that items be added to the agenda and published. Each new item must be accompanied by a statement of grounds or a draft resolution. Pursuant to section 122 (2) in conjunction with (1) AktG, the applicants must prove that they have held the required number of shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until the decision of the Management Board regarding the request. Section 121 (7) AktG shall apply mutatis mutandis to the calculation of the time limit. The request must be made in writing (section 126 BGB) or in electronic form, i.e. using a qualified electronic signature (section 126a BGB), and addressed to the company's Management Board. Shareholders are requested to use the following address:

ENCAVIS AG
Management Board
Große Elbstraße 59
22767 Hamburg, Germany
Email: HV2025@encavis.com

In accordance with Section 122 (2) sentence 3 AktG, any requests to extend the agenda from unlisted companies must be received by the company no later than 24 days before the meeting, i.e. by **Saturday, 21 June 2025, 24.00 hours, midnight (CEST)**. Requests to extend the agenda received at a later date will not be considered.

Additions to the agenda that are to be communicated – insofar as they have not already been communicated together with the convening notice – are published in the Federal Gazette and on the company's website at <https://www.encavis.com/en/green-capital/investor-relations/agm> immediately after receipt of the request.

4. Right to speak pursuant to section 118a (1) sentence 2 no. 7, section 130a (5) and (6) AktG

Properly registered shareholders or their proxies who join the Annual General Meeting electronically have the right to speak at the meeting; this right is exercised through the means of video communication. From approximately 1 hour before the Annual General Meeting commences, shareholders or their proxies may register to speak via a virtual registration desk through the password-protected online service on the company's website at <https://www.encavis.com/en/green-capital/investor-relations/agm>. Motions and election proposals pursuant to section 118a (1) sentence 2 no. 3 AktG and all types of requests for information pursuant to section 131 AktG may form part of the speech.

Pursuant to article 17a and article 18 no. 6 of the company's Articles of Association, the Chair may set an appropriate restriction on the shareholders' right to speak and ask questions, and may in particular order the end of the debate, if this is necessary to ensure that the Annual General Meeting progresses in an orderly manner within an appropriate time frame.

The entire virtual Annual General Meeting, including video communication, will be conducted through the password-protected online service provided by Better Orange IR & HV AG using the MeetingBase system. Shareholders or their proxies who wish to register to speak with the virtual registration desk will need either a non-mobile device (PC, notebook, laptop) or a mobile device (e.g. smartphone or tablet) in order to connect to the conference system. A camera and microphone that can be accessed from the browser must be available on the end-devices when exercising the right to speak. No further installation of software components or apps on the end-devices is required. Please make sure that you have a proper and stable internet connection on your computer or mobile device and that you are using a current version of one of the following browsers: Google Chrome, Microsoft Edge or Safari.

JavaScript must also be activated. Persons who have registered to speak with the virtual registration desk will be activated for their speech in the password-protected online service. The company reserves the right to check the functionality of the video communication between the shareholder and company at the Annual General Meeting and before the speech and to refuse such if this functionality is not ensured.

5. Right to request information in accordance with section 131 (1) AktG

In accordance with section 131 (1) AktG, upon request, properly registered shareholders or their proxies must be provided with information by the Management Board at the Annual General Meeting on company matters, the company's legal and business relationships with its affiliated companies and the situation of the Group and the companies included in the consolidated financial statements, insofar as the information requested is required to appropriately adjudge an item of business set out in the agenda and the request for information does not conflict with a right to refuse to provide information. In addition, in accordance with section 131 (1d) AktG, there is a right to ask follow-up questions at the Annual General Meeting regarding all of the answers given by the Management Board.

In accordance with section 131 (1f) AktG, the Chair of the meeting is authorised and plans to order that the right to information in accordance with section 131 (1) AktG and the right to ask questions in accordance with section 131 (1d) AktG can only be exercised at the Annual General Meeting through the means of video communication via the password-protected online service on the company's website at <https://www.encavis.com/en/green-capital/investor-relations/agm>, i.e. as part of exercising the right to speak (see also section III.4 ["Right to speak pursuant to section 118a (1) sentence 2 no. 7, section 130a (5) and (6) AktG"]). No other submission of questions by means of electronic or other means of communication is planned either before or during the Annual General Meeting.

Pursuant to article 17a and article 18 no. 6 of the company's Articles of Association, the Chair may also set an appropriate restriction on the shareholders' right to speak and ask questions, and may in particular order the end of the debate, if this is necessary to ensure that the Annual General Meeting progresses in an orderly manner within an appropriate time frame.

Shareholders connected to the Annual General Meeting may submit requests in accordance with section 131 (4) and (5) AktG not only through the means of video communication, but also transmit them as part of the right to speak and the procedure established for this purpose (see section III above.4 ["Right to speak pursuant to section 118a (1) sentence 2 no. 7, section 130a (5) and (6) AktG"]) through the means of electronic communication via the password-protected online service on the company's website at <https://www.encavis.com/en/green-capital/investor-relations/agm>.

6. Right to submit statements pursuant to sections 118a (1) sentence 2 no. 6, 130a (1) to 4 AktG

Pursuant to sections 118a (1) sentence 2 no. 6, 130a (1) to 4 AktG, properly registered shareholders and their proxies may submit statements on the items on the agenda in text form by means of electronic communication prior to the Annual General Meeting.

The password-protected online service is available to them for this purpose using the corresponding access data via the company's website at <https://www.encavis.com/en/green-capital/investor-relations/agm>.

Statements in text form must be submitted as a file in PDF format with a maximum recommended file size of 50 MB in accordance with the procedure established for this purpose. It is possible to submit more than one statement. By submitting the statement, the shareholder or their proxy agrees that the statement will be made available on the password-protected online service, stating their name.

Such statements must be received by the company no later than five days prior to the meeting, i.e. no later than **Thursday, 10 July 2025, 24.00 hours, midnight (CEST)**. Statements sent to any other address will not be considered. It is asked that the statement length be limited to a reasonable size in order to enable a proper inspection of the statements. A length of 10,000 characters (including spaces) at a maximum should serve as orientation.

The company will make duly submitted statements accessible via the password-protected online service on the company's website at <https://www.encavis.com/en/green-capital/investor-relations/agm> no later than four days before the Annual General Meeting, i.e. no later than **Friday, 11 July 2025, 24.00 hours midnight (CEST)**, stating the name of the shareholder who submitted them. Any statements by management are also published there. Statements do not have to be made accessible if a case pursuant to section 126 (2) sentence 1 no. 1, 3 or 6 AktG applies accordingly.

The opportunity to submit statements does not constitute an opportunity to submit questions, to submit motions or election proposals or to lodge objections to resolutions of the Annual General Meeting. Questions, motions or election proposals declared in the context of statements as well as objections will therefore not be considered at the Annual General Meeting or will only be considered if they are submitted or declared in accordance with the requirements set out in this invitation.

7. Option to object to resolutions of the Annual General Meeting pursuant to section 118a (1) sentence 2 no. 8 in conjunction with section 245 AktG

Pursuant to section 118a (1) sentence 2 no. 8 in conjunction with section 245 AktG, properly registered shareholders and their proxies who are connected to the Annual General Meeting electronically may object to resolutions of the Annual General Meeting through the means of electronic communication. Such objections can be declared from the beginning to the end of the Annual General Meeting through the password-protected online service on the company's website at <https://www.encavis.com/en/green-capital/investor-relations/agm> to be recorded by the notary.

The notary has authorised the company to receive objections through the password-protected online service and is notified of the objections through the password-protected online service.

8. Further information on shareholder rights, publications on the website

This invitation to the Annual General Meeting, the documents and shareholder motions to be made available as well as further explanations of shareholders' rights pursuant to section 122 (2), section 126 (1) and (4), section 127, section 130a, section 131 (1) and (1d), section 118a (1) sentence 2 no. 8 in conjunction with section 245 AktG can be found on the company's website at <https://www.encavis.com/en/green-capital/investor-relations/agm>.

9. Information on data protection for shareholders

Shareholders' personal data is processed for the purposes of preparing and organising the Annual General Meeting. In addition, your data will be used for related purposes and to fulfil other legal obligations (e.g. obligations to provide proof or to retain records). For further information on data protection, see <https://www.encavis.com/en/green-capital/investor-relations/agm>. The company will also send shareholders this information in printed form upon request.

10. Note on time specifications

All times stated in this notice and in the other information on the convening of the Annual General Meeting are given in Central European Summer Time (CEST), which is relevant for Germany during these periods.

Hamburg, June 2025

ENCAVIS AG

The Management Board

ENCAVIS

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