

Invitation to the
**Annual General Meeting
of Vossloh AG**
May 6, 2026

Convenience translation: The German version shall prevail

Vossloh Aktiengesellschaft

Werdohl, Germany

German SIN: 766 710

ISIN: DE 000 766 710 7

We hereby invite our shareholders to attend the ***ordinary Annual General Meeting*** to be held on May 6, 2026, at 10:00 CEST at Congress Center Düsseldorf (Stadthalle), Rotterdamer Strasse 141, 40474 Düsseldorf, Germany.

Specifications pursuant to Section 125 of the German Stock Corporation Act in connection with the Implementing Regulation (EU) 2018/1212 ('EU IR')

A Specification of the message

1. Ordinary Annual General Meeting of Vossloh Aktiengesellschaft
(Formal indication according to EU-IR:540649dbb3e4f011b55096c6c2a55906)
2. Convocation of Annual General Meeting
(Formal indication according to EU-IR: NEWM)

B. Specification of the issuer

1. ISIN: DE0007667107
2. Name of issuer: Vossloh Aktiengesellschaft

C. Specification of the meeting

1. Date of the General Meeting: May 6, 2026
(Formal indication according to EU-IR: 20260506)
2. Time of the General Meeting: 10:00 CEST
(Formal indication according to EU-IR: 08:00 UTC)
3. Type of General Meeting:
Ordinary Annual General Meeting with the shareholders or their proxies physically present
(Formal indication according to EU-IR: GMET)
4. Location of the General Meeting:
Congress Center Düsseldorf (Stadthalle), Rotterdamer Strasse 141, 40474 Düsseldorf, Germany
5. Record Date:
April 14, 2026, 24:00 CEST
(corresponds to April 14, 2026, 22:00 UTC)
(Formal indication according to EU-IR: 20260414)
6. Uniform Resource Locator (URL) / web page for the General Meeting: www.hauptversammlung.vossloh.com

Further information on the convocation of the Annual General Meeting (blocks D to F of Table 3 of the Annex to EU-IR):

Information on participation in the Annual General Meeting (Block D), the agenda (Block E), and the deadlines for the exercise of other shareholder rights (Block F) is available on the following website: www.hauptversammlung.vossloh.com

Agenda overview

1. Presentation of the adopted annual financial statements, the approved consolidated financial statements, the combined management report for Vossloh Aktiengesellschaft and the Group as of December 31, 2025, and the Supervisory Board Report for the financial year 2025
2. Appropriation of net income
3. Resolution on the ratification of the Executive Board members' acts and omissions
4. Resolution on the ratification of the Supervisory Board members' acts and omissions
5. Election of the auditor for the financial year 2026 and the review of the condensed financial statements and the interim management report for the first half of the financial year 2026
6. Election of the auditor of the sustainability reporting for the financial year 2026
7. Approval of the remuneration report

Vossloh Aktiengesellschaft

Werdohl, Germany

German SIN: 766 710
ISIN: DE 000 766 710 7

Invitation to the ordinary Annual General Meeting 2026

We hereby invite our shareholders to attend the **ordinary Annual General Meeting** to be held on May 6, 2026, at 10:00 CEST at Congress Center Düsseldorf (Stadthalle), Rottdamer Strasse 141, 40474 Düsseldorf, Germany. The Annual General Meeting will take place as an ordinary annual general meeting with the shareholders or their proxies present.

Agenda

1. Presentation of the adopted annual financial statements, the approved consolidated financial statements, the combined management report for Vossloh Aktiengesellschaft and the Group as of December 31, 2025, and the Supervisory Board Report for the financial year 2025

These documents contain, among others, the explanatory report of the Executive Board on the information pursuant to Sections 289a and 315a of the German Commercial Code and the declaration on corporate governance (corporate governance report) pursuant to Sections 289f and 315d of the German Commercial Code, and are all available from the Company's website at www.hauptversammlung.vossloh.com. With the exception of the annual financial statements for Vossloh Aktiengesellschaft (separate financial statements), all of the above-mentioned documents are included in the 2025 annual report. Furthermore, the documents will be explained in the Annual General Meeting.

On March 16, 2026, the Supervisory Board approved the annual financial statements and consolidated financial statements prepared by the Executive Board; the annual financial statements for Vossloh Aktiengesellschaft are thereby adopted. Therefore, Agenda Item 1 need not be voted on.

2. Appropriation of net income

The Executive Board and the Supervisory Board propose that the unappropriated net income of Vossloh Aktiengesellschaft for the financial year 2025 in the amount of €143,267,513.35 be allocated as follows:

Distribution of a dividend of €1.15 per dividend-bearing common share	€ 22,218,686.55
Vortrag auf neue Rechnung	€ 121,048,826.80
Bilanzgewinn	€143,267,513.35

Should the number of dividend-bearing shares change before the Annual General Meeting, an amended proposal for resolution will be presented to the Annual General Meeting, which will entail an unchanged dividend of €1.15 per dividend-bearing share.

In accordance with Section 58(4) Sentence 2 of the German Stock Corporation Act, the dividend approved by the Annual General Meeting is payable to the shareholders on the third business day following the resolution by the Annual General Meeting.

3. Resolution on the ratification of the Executive Board members' acts and omissions

The Executive Board and the Supervisory Board propose that ratification be granted to the members of the Executive Board in office in the financial year 2025 for said period.

4. Resolution on the ratification of the Supervisory Board members' acts and omissions

The Executive Board and the Supervisory Board propose that ratification be granted to the members of the Supervisory Board in office in the financial year 2025 for said period.

5. Election of the auditor for the financial year 2026 and the review of the condensed financial statements and the interim management report for the first half of the financial year 2026

Based on the recommendation of the Audit Committee, the Supervisory Board proposes to resolve that BDO AG Wirtschaftsprüfungsgesellschaft, headquartered in Hamburg, Frankfurt branch, be appointed as auditor of the annual financial statements and the consolidated financial statements for the financial year 2026 and for the audit review of the condensed financial statements and interim management report for the first half of the financial year 2026.

The Audit Committee has recommended to the Supervisory Board that it propose either BDO AG Wirtschaftsprüfungsgesellschaft, headquartered in Hamburg, Frankfurt branch, or EY GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, headquartered in Stuttgart, Cologne Branch, for election by the Annual General Meeting. The Audit Committee expressed a preference for BDO AG Wirtschaftsprüfungsgesellschaft, headquartered in Hamburg, Frankfurt branch, including a statement of reasons for the preference. The Audit Committee further stated that its recommendation is free from inappropriate influence by a third party and that no clause restricting its choice of auditor as per Article 16(6) of Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April 16, 2014 on Specific Requirements Regarding Statutory Audit of Public-Interest Entities and Repealing Commission Decision 2005/909/EC has been imposed upon it.

6. Election of the auditor of the sustainability reporting for the financial year 2026

The Corporate Sustainability Reporting Directive ('CSRD')¹ requires member states to create a set of legal provisions concerning the audit of sustainability reporting for fiscal years beginning after December 31, 2023, by certain publicly traded companies. This includes Vossloh AG. According to the CSRD, the auditor for the sustainability report has to be elected by the General Meeting. The CSRD becomes legally binding through national implementing acts. To date, the German legislator has not created such a legal regulation. Most likely, no CSRD implementing act will be in force in Germany at the time that the Company holds its ordinary Annual General Meeting.

However, to prevent the necessity to convocate an extraordinary General Meeting in order to elect an auditor for the sustainability reporting for fiscal year 2026 should a CSRD implementing act enter into force after the ordinary Annual General Meeting, an auditor is to be elected as a precautionary measure, subject to the authorization by the Annual General Meeting.

Accordingly, the Supervisory Board proposes, following the recommendation of its Audit Committee, to pass a resolution that BDO AG Wirtschaftsprüfungsgesellschaft, headquartered in Hamburg, Frankfurt branch, be appointed as sustainability reporting auditor for the 2026 financial year. This election is subject to the German legislator requiring the appointment of an auditor for fiscal year 2026 by the Annual General Meeting.

The Audit Committee has stated that its recommendation is free from inappropriate influence by a third party and that no clause restricting its choice of auditor as per Article 16(6) of Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April 16, 2014 on Specific Requirements Regarding Statutory Audit of Public-Interest Entities and Repealing Commission Decision 2005/909/EC has been imposed upon it.

¹ Directive (EU) 2022/2464 of the European Parliament and the Council as of December 14, 2022, amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU, as regards corporate sustainability reporting (Official Journal of the European Union L 322 dated December 16, 2022, p. 15) 5/107.

7. Approval of the remuneration report

The report on the remuneration owed and paid to the members of the Executive Board and Supervisory Board in the 2025 fiscal year prepared by the Executive Board and Supervisory Board (the remuneration report) and the corresponding auditor's report are available on the Company's website at www.hauptversammlung.vossloh.com

The Executive Board and the Supervisory Board propose to approve the remuneration report for the 2025 fiscal year, which has been prepared and reviewed in accordance with Section 162 of the German Stock Corporation Act.

Additional information

Conditions for participation in and voting at the Annual General Meeting

Every shareholder who has registered with the Company under the following address and submitted proof of authority to attend the Annual General Meeting is entitled to attend and vote at the Annual General Meeting, personally or by proxy:

Vossloh Aktiengesellschaft
c/o Computershare Operations Center
80249 Munich
Germany
Email: anmeldestelle@computershare.de

Evidence in text form (Section 126b of the German Civil Code, 'BGB') in German or English issued by the last intermediary pursuant to Section 67c(3) of the German Stock Corporation Act ('AktG') shall suffice as evidence of ownership of the shares. The proof of share ownership must refer to the close of the 22nd day prior to the Annual General Meeting, i.e., April 14, 2026, 24:00 CEST ('Record Date').

Both the registration and proof of authority must be received by the Company at the above address no later than the close of April 29, 2026 (24:00 CEST). In relation to the Company, only such persons will be deemed shareholders with regard to attending and exercising voting rights at the Annual General Meeting who have furnished proof of authority by the deadline. The scope of a shareholder's voting rights depends solely on their stock ownership as of the Record Date. Even if shareholders dispose of any or all of their shares after the Record Date, their right to attend the Annual General Meeting and the scope of their voting rights depend solely on their stock ownership as of the Record Date. The disposal of shares after the Record Date does not affect the right to attend and vote at the Annual General Meeting in any way. The same applies for shareholders who have acquired (additional) shares after the Record Date. Shareholders who did not own shares at the Record Date but acquired shares thereafter are only entitled to attend and exercise voting rights for their shares at the Annual General Meeting if they have obtained proxy rights or an authorization to exercise such rights.

After due receipt by the Company of the registration and proof of authority, admission tickets for the Annual General Meeting will be sent to the shareholders. Shareholders are requested to arrange for the timely dispatch of their proof of authority to the Company to ensure that the admission tickets are received in good time. As a rule, the custodian financial institutions undertake the required registration and transmission of proof of share ownership on behalf of their customers. Shareholders are therefore requested to contact their custodian financial institution.

Notes on intermediaries

Registration for the Annual General Meeting, the granting of power of attorney and instructions to proxies appointed by the Company and the authorization of third parties can also be transmitted via intermediaries in accordance with Section 67c of the German Stock Corporation Act. In accordance with the Shareholder Rights Directive (Directive (EU) 2017/828) in conjunction with the Implementing Regulation (EU) 2018/1212, transmission by intermediaries to the Company can be made in ISO 20022 format (e.g., via SWIFT, CMDHDEMXXX). Authorization via the SWIFT Relationship Management Application (RMA) is required for transmission by intermediaries via SWIFT.

Total number of shares and voting rights

As of the date of this convocation of the Annual General Meeting, Vossloh Aktiengesellschaft has issued a total of 19,320,597 no-par value bearer shares with an equal number of voting rights. The Company does not hold any treasury shares as of the date of this convocation of the Annual General Meeting. The total number of shares with voting rights as of the date of this convocation of the Annual General Meeting is therefore 19,320,597.

Procedure for voting by proxy or voting proxy appointed by the Company

Shareholders may appoint a proxy to exercise their voting rights, for instance, a credit institution, shareholder association or another intermediary covered by Section 135 of the German Stock Corporation Act. Even when a proxy is appointed, shareholders or their proxies are required to register and provide proof of authority in due time.

The issuance and revocation of a power-of-attorney as well as the proof of authority vis-à-vis the Company require text form in the meaning of Section 126b of the German Civil Code and can also be made electronically via the InvestorPortal. If a bank, a shareholder association or a person or entity that is deemed equivalent to a bank or shareholder association according to Section 135 of the German Stock Corporation Act is appointed as proxy, neither the law nor the Company's Articles of Incorporation require a particular form for the power-of-attorney. However, the institution or person that power-of-attorney is granted to may require a particular form as the authorization must be documented in a verifiable format in accordance with Section 135 of the German Stock Corporation Act. Therefore, shareholders are advised to contact the designated proxies directly for further details or specifics.

Shareholders wishing to appoint a proxy are asked to preferably use the InvestorPortal available on the Company's website at www.hauptversammlung.vossloh.com.

The appointment of a proxy may also be submitted to following address:

Vossloh Aktiengesellschaft
c/o Computershare Operations Center
80249 Munich
Germany
Email: anmeldestelle@computershare.de

Appointments of proxies must be received by the Company by using the InvestorPortal or by sending them to the above address by May 5, 2026, 6:00 p.m. (CEST) at the latest.

As a service for our shareholders' convenience, general voting proxies have been appointed by the Company. Should shareholders wish to be represented by such a voting proxy, the proxy must be granted power-of-attorney and given specific instructions regarding the exercise of voting rights in text form in the meaning of Section 126b of the German Civil Code. The voting proxies are obliged to vote according to the instructions received. Shareholders wishing to exercise their voting right through a voting proxy appointed by the Company still require an admission ticket to the Annual General Meeting.

Authorization and voting right instructions to voting proxies can be issued, revoked and amended using the data on the admission tickets via the InvestorPortal available on the Company's website under www.hauptversammlung.vossloh.com. Authorizations of and voting right instructions to voting proxies must be received by the Company via the InvestorPortal by May 5, 2026, 6:00 p.m. (CEST) at the latest.

Alternatively, the authorization and voting right instruction form printed on the admission ticket can be used. Authorizations of and voting right instructions issued to the voting proxies must be received by the Company also in this case at the address below by May 5, 2026, 6:00 p.m. (CEST). We kindly ask for your understanding that authorizations and voting instructions received thereafter cannot be considered.

Vossloh Aktiengesellschaft
c/o Computershare Operations Center
80249 Munich
Germany
Email: anmeldestelle@computershare.de

If a shareholder appoints more than one person as proxy, the Company may reject one or more of these.

A shareholder's personal attendance at the Annual General Meeting is deemed as the revocation of an authorization previously granted to a third party.

Electronic postal vote

Shareholders can also cast their votes by electronic postal vote. Timely registration is also required for this.

Postal votes can only be cast via the InvestorPortal, which can be accessed via the Company's website at www.hauptversammlung.vossloh.com. Postal votes can be cast, revoked or changed in the InvestorPortal using the data on the admission ticket until May 5, 2026, 6:00 p.m. (CEST) at the latest.

Further information on the exercise of voting rights

The casting of votes by shareholders or their proxies at the Annual General Meeting takes precedence over other forms of exercising voting rights. Should authorizations and, as the case may be, voting rights instructions be issued or (with a view to the InvestorPortal) voting rights be exercised in due time, but received through different communication channels, these will be considered in the following order, irrespective of their time of receipt:

1. electronically via the InvestorPortal
2. pursuant to Section 67c(1) and 67c(2) Sentence 3 AktG in conjunction with Articles 2(1) and 2(3) and Article 9(4) EU-IR;
3. by email;
4. by letter.

A vote issued at a later date is not deemed a revocation of a previous vote.

Should the Company receive several proxy appointments or sets of voting instructions relating to the same form of exercising voting rights or a revocation of a previously issued authorization via the same communication channel in due time, the most recently received version is binding.

Powers of attorney and, as the case may be, voting instructions issued with regard to Agenda Item 2 (Appropriation of net income) will remain applicable even if the proposal on the appropriation of net income should be amended due to a change in the number of shares entitled to a dividend. Should an agenda item be voted on individually rather than collectively, the power of attorney and voting instruction issued with regard to this agenda item shall apply for each of the individual voting items accordingly.

Information on the rights of shareholders according to Sections 122(2), 126(1), 127, and 131(1) of the German Stock Corporation Act*Motions to supplement the agenda (Section 122(2) of the German Stock Corporation Act)*

Shareholders whose combined stake in the Company is at least equivalent to one twentieth of the share capital or the proportional amount of €500,000 in the share capital may request that items be placed on the agenda and published. Proof of the aforementioned shareholding must be furnished to the Company; a certificate issued by the bank is sufficient. Moreover, petitioners must submit proof that they have been holders of the shares for at least 90 days prior to the date of receipt of the motion and that they will continue to hold the shares until the Executive Board takes a decision regarding their petition (c.f. Section 122(2) Sentence 1, 122(1) Sentence 3 of the German Stock Corporation Act). When calculating the period of share ownership, Section 70 of the German Stock Corporation Act must be observed. Each new agenda item must be accompanied by a statement of the reasons or a proposed resolution.

Such requests to supplement the agenda must be received in written form by the Company no later than the close of April 5, 2026 (24:00 CEST), at the address stated below. Requests received after this deadline will not be considered. Requests to supplement the agenda requiring publication will be published immediately after receipt in the German Federal Gazette (Bundesanzeiger) and forwarded to any such media for publication that can be safely assumed to cover the entire European Union. They are also published on the Company's website www.hauptversammlung.vossloh.com.

Vossloh Aktiengesellschaft
– The Executive Board –
Vosslohstrasse 4
58791 Werdohl
Germany

Counter motions and nominations (Sections 126(1) and 127 of the German Stock Corporation Act)

Shareholders have the right to submit counter motions to the proposals of the Executive Board and/or Supervisory Board at the Annual General Meeting on certain items of the agenda and to submit appointment proposals for the election to the Supervisory Board and the election of auditors.

Counter motions and appointment proposals may only be sent to the address given below:

Vossloh Aktiengesellschaft
Vosslohstrasse 4
58791 Werdohl
Germany
E-Mail: hauptversammlung@vossloh.com

Counter motions along with a statement of reasons and appointment proposals received by the Company at the above address no later than the close of April 21, 2026 (24:00 CEST), containing evidence of ownership of shares, are made available immediately – including the shareholder's name and any comments by the management – on the Company's website at www.hauptversammlung.vossloh.com. Counter motions and appointment proposals issued to another address will not be published in advance. The Company may decline to publish counter motions and the statement of its reasons or appointment proposals if the exclusions specified under Section 126(2) of the German Stock Corporation Act apply. Appointment proposals may also not be published if the proposal does not contain the name, practiced profession and place of residence (or, in the case of auditing companies, the seat) of the proposed candidate for the Supervisory Board or the proposed auditing firm, and if, in the case of proposed candidates for the Supervisory Board, their membership in other statutory supervisory boards is not disclosed.

Please note that counter motions and proposals of candidates for election shall only be considered at the Annual General Meeting if they are submitted there, even if they have been transmitted to the Company sufficiently in advance. The right of every shareholder to file counter motions to the agenda items or propose candidates for election remains unaffected.

Right to obtain information (Section 131(1) of the German Stock Corporation Act)

The Executive Board must provide information about the affairs of the Company to every shareholder upon request at the Annual General Meeting insofar as it is required for the proper assessment of the item on the agenda. The Executive Board's duty to provide information also extends to the legal and commercial relationships of the Company with an affiliated company and the situation of the Group and the companies included in the consolidated financial statements.

Publications on the Company's website (Section 124a of the German Stock Corporation Act)

This convocation of the Annual General Meeting, the reports and documents publishable as from the date hereof, as well as further information related to the Annual General Meeting and additional details on shareholder rights according to the provisions of Sections 122(2), 126(1) and 127 of the German Stock Corporation Act are available on the Company's website at www.hauptversammlung.vossloh.com.

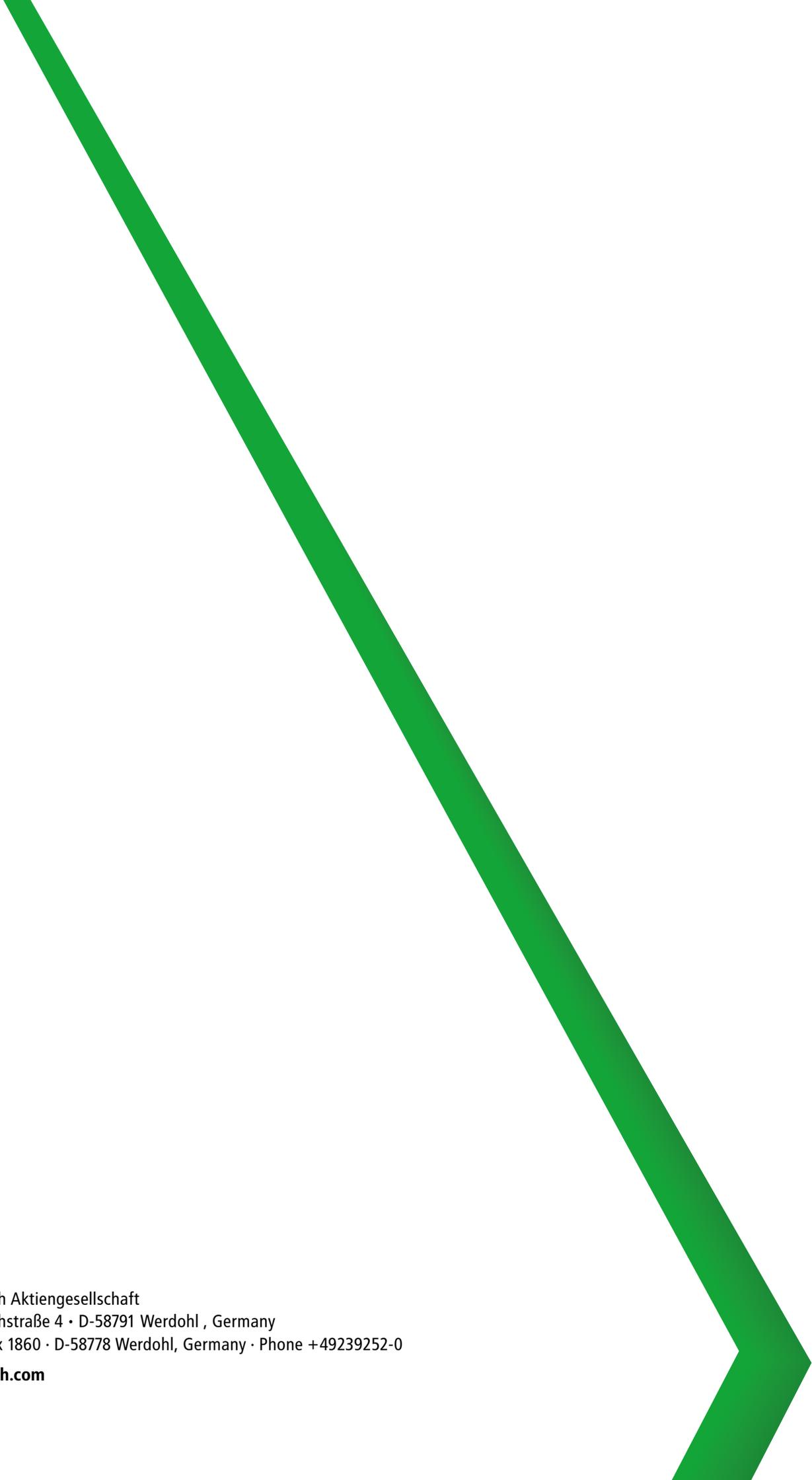
The voting results will be published after the Annual General Meeting on the same website.

Data protection notice for shareholders and shareholder representatives

Information on the processing of personal data transmitted in connection with our Annual General Meeting is provided on the Company's website at www.hauptversammlung.vossloh.com.

Werdohl, March 2026

Vossloh Aktiengesellschaft
The Executive Board



Vossloh Aktiengesellschaft
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