

Annual General Meeting of Symrise AG on May 20, 2025 - Agenda Item 8

REPORT OF THE EXECUTIVE BOARD ON THE AUTHORIZATION PROVIDED FOR IN AGENDA ITEM 8 OF THE ANNUAL GENERAL MEETING ON MAY 20, 2025, WITH THE OPTION OF EXCLUDING SUBSCRIPTION RIGHTS (SECTION 186 (4) SENTENCE 2 IN CONJUNCTION WITH SECTION 71 (1) NO. 8 OF THE GERMAN STOCK CORPORATION ACT)

At the Annual General Meeting on June 17, 2020, Symrise AG passed an authorization resolution to buy back own shares, which is limited to June 16, 2025, and will expire accordingly shortly. It is to be replaced – while revoking the previous authorization – by the proposed new authorization with a legally permissible term of five years until 19 May 2030.

In the interest of the Company and its shareholders, the proposed authorization makes it possible to acquire own shares in the amount of up to 10% of the Company's share capital in various ways at a price based on the current stock exchange price. In addition to the acquisition via the stock exchange, the Company is also to be given the opportunity to acquire its own shares by means of a public tender offer to be made to the shareholders of the Company or by means of a public invitation to submit such an offer. In doing so, the principle of equal treatment under stock corporation law must be observed. In the case of a public invitation to submit an offer, the addressees of the invitation can decide how many shares and, if a price range is set, at what price they want to offer them to the company. If a public tender offer is oversubscribed or if, in the event of an invitation to submit an offer, not all of several equivalent offers can be accepted due to a volume limit, the repayment will be made according to the ratio of the tendered shares (tender quotas). However, it should be possible to provide for preferential acceptance of small offers or small parts of offers up to a maximum of 100 shares. Rounding according to commercial aspects can also be provided for to avoid arithmetical fractions of shares. These possibilities serve to avoid fractional amounts in the determination of the quotas to be purchased and small residual stocks, thus facilitating technical processing. The Executive Board considers the exclusion of any further tender right of shareholders to be objectively justified and appropriate vis-à-vis the shareholders. The purchase price offered or the limits of the offered purchase price range per share (excluding incidental acquisition costs) may not exceed or fall below the average closing prices in the Xetra trading system (or a comparable successor system) on the three trading days prior to the date of publication of the offer or the public invitation to submit a purchase offer by more than 10%.

If, after the publication of a purchase offer or a public invitation to submit such an offer, there are significant deviations from the relevant stock exchange price, the average of the closing prices in the Xetra trading system (or a comparable successor system) on the three trading days prior to the date of publication of any adjustment may also be used instead. The offer to purchase or the invitation to make such an offer may provide for further conditions. The acquired treasury shares may only be used for the purposes permitted by law, in particular for the following:

The own shares acquired on the basis of this authorization resolution may be cancelled by the Company without a new resolution of the Annual General Meeting. In accordance with Section 237 (3) No. 3 of the German Stock Corporation Act (AktG), the Company's Annual General Meeting may resolve to cancel its fully paid-up shares, even without this necessitating a

reduction in the Company's share capital. In addition to redemption with a capital reduction, the proposed authorization expressly provides for this alternative. Redemption of own shares without a capital reduction automatically increases the notional share of the remaining no-par value shares in the company's share capital. The Executive Board is therefore also to be authorized to make the necessary amendments to the Articles of Association with regard to the number of no-par value shares that will change as a result of a redemption.

The proposed resolution also contains the authorization to sell the acquired own shares outside the stock exchange for cash consideration under exclusion of subscription rights. The prerequisite for this is that the shares are sold at a price that is not significantly lower than the market price of shares of the company with the same features at the time of sale. This authorization makes use of the option permitted in section 71 (1) no. 8 of the German Stock Corporation Act (AktG) in analogous application of section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) to facilitate the exclusion of subscription rights. The idea of protecting shareholders from dilution is taken into account by the fact that the shares may only be sold at a price that is not significantly lower than the relevant stock exchange price. The discount from the stock exchange price at the time the authorization is exercised will in no case exceed 5% of the current stock exchange price. The final determination of the sale price for the own shares will take place shortly before the sale. The Executive Board will set any discount from the stock exchange price as low as possible in accordance with the prevailing market conditions at the time of the placement. Shareholders generally have the option of maintaining their shareholding by purchasing Symrise shares on the stock exchange.

The authorization is subject to the proviso that the shares sold under exclusion of subscription rights pursuant to section 186 (3) sentence 4 of the German Stock Corporation Act may not exceed a total of 10% of the share capital, neither at the time this authorization takes effect nor at the time this authorization is exercised. The new shares that have been issued or sold since the granting of this authorization on the basis of another authorization to exclude subscription rights pursuant to or analogous to Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG) are to be credited against this limitation of 10% of the share capital. A corresponding credit will be given for shares that are issued or are to be issued during the term of this authorization for the servicing of bonds with warrants and convertible bonds that were issued during the term of this authorization under exclusion of subscription rights in accordance with Section 186 (3) sentence 4 of the German Stock Corporation Act (AktG). By limiting the number of shares to be sold and the obligation to set the sale price of own shares close to the stock exchange price, shareholders are adequately protected against dilution of the value of their shares. At the same time, it is ensured that the consideration to be obtained by the company is appropriate. The empowerment is in the interest of society because it helps it to become more flexible. In particular, the formal and time-consuming requirements for the granting of a subscription right (e.g. minimum period of two weeks for exercising the subscription right) do not have to be met. It also makes it possible to use shares in a targeted manner in the context of cooperations as a consideration.

The sale of own shares can also be made against a contribution in kind under exclusion of the shareholders' subscription rights. This enables the Company to offer treasury shares, directly or indirectly, as consideration in the context of business combinations or for the (also indirect) acquisition of companies, parts of companies, participations in companies or other assets, or

claims to the acquisition of assets, including claims against the Company or its group companies. International competition and the globalization of the economy often require consideration in the form of shares in such transactions. The authorization proposed here gives the Company the necessary room for maneuver to be able to quickly and flexibly exploit opportunities to acquire companies, parts of companies or shareholdings in companies, both nationally and on international markets. The proposed exclusion of subscription rights takes this into account. When determining the valuation ratios, the Executive Board will ensure that the interests of the shareholders are adequately protected. The Executive Board will base its assessment of the value of the shares granted in consideration on the market price of Symrise shares. A schematic link to a stock exchange price is not provided for here, in particular in order not to call into question the results of negotiations once achieved by fluctuations in the stock exchange price.

Repurchased own shares may also be used to service or hedge purchase obligations or acquisition rights on Symrise shares, in particular from and in connection with convertible bonds/bonds with warrants of the Company or its Group companies under exclusion of subscription rights. The Board of Management will take appropriate account of the interests of the shareholders when deciding whether own shares or new shares will be issued in the event of the servicing of such acquisition obligations or acquisition rights. The same applies to the question of the – possibly also exclusive – serviceability of convertible bonds/bonds with warrants with own shares. In all such cases, it must be possible to exclude the shareholders' subscription rights. This also applies to the granting of a customary form of anti-dilution insofar as the holders or creditors of conversion rights/warrants on shares of the Company or corresponding conversion/option obligations are granted subscription rights to shares in the event of subscription rights issues by the Company to the extent to which they would be entitled after these rights have already been exercised or these obligations have been fulfilled

Finally, repurchased own shares can also be used in connection with share-based compensation or employee share programs. Symrise AG currently does not have such a compensation or employee share program, but the Executive Board should be given the necessary flexibility to introduce such a program if necessary, which is desired by the legislator and also promoted in various ways. Finally, repurchased own shares should also be able to be used to service purchase obligations or acquisition rights on Symrise shares that have been or will be agreed with members of the Executive Board of Symrise AG within the framework of the regulations on Executive Board remuneration. In this respect, too, an exclusion of the shareholders' subscription rights is necessary. The authorization is intended to grant the Supervisory Board the necessary flexibility for this purpose.

The aforementioned uses can be used once or several times, in whole or in part, individually or jointly. The above-mentioned possibilities of use can be made not only with regard to those shares that were acquired on the basis of this authorization resolution. Rather, the authorization also includes shares of the Company that have been repurchased on the basis of earlier authorizations to repurchase treasury shares, shares that have been acquired pursuant to Section 71d sentence 5 of the German Stock Corporation Act and shares that are acquired during the term of the authorization by a company dependent on the Company or by third parties on behalf of the Company or by third parties on behalf of a company dependent on the Company or majority-owned by the Company. It is advantageous and creates further

flexibility to be able to use these own shares in the same way as the shares acquired pursuant to this authorization resolution.

There are currently no concrete acquisition projects for which this option is to be used. If an acquisition opportunity materializes, the Executive Board will carefully examine whether it will make use of the option of acquiring and/or using own shares to the exclusion of subscription rights to finance the transaction. In doing so, the Executive Board will be guided solely by the interests of the shareholders and the company.

The Supervisory Board may, within the scope of its dutiful discretion, determine that measures taken by the Executive Board on the basis of the authorization to hold the Annual General Meeting pursuant to Section 71 (1) No. 8 of the German Stock Corporation Act (AktG) may only be taken with its consent. The Board of Management will report to the Annual General Meeting on any use of the authorization.

Holzminden, April 2025

Symrise AG - The Executive Board

Dr. Jean-Yves Parisot

Olaf Klinger

Dr. Stephanie Coßmann

Walter Ribeiro