

**FARMMI, INC.**  
**ROOM 320, BUILDING NO. 1, 888 TIANNING STREET, LIANDU DISTRICT**  
**LISHUI CITY, ZHEJIANG PROVINCE 323000**  
**PEOPLE’S REPUBLIC OF CHINA**  
**PROXY STATEMENT AND NOTICE OF**  
**EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS**

**TO THE SHAREHOLDERS OF FARMMI, INC.:**

You are cordially invited to attend an extraordinary general meeting (the “**Extraordinary General Meeting**”) of the shareholders of FARMMI, INC., a Cayman Islands company (the “**Company**,” “**Farmmi**”, “**we**,” “**us**” or “**our**”), which will be held on February 24, 2026, at 10:00 A.M., Beijing time (9:00 P.M. Eastern Time on February 23, 2026), at Room 320, Building No. 1, 888 Tianning Street, Liandu District, Lishui City, Zhejiang Province 323000, People’s Republic of China.

At the Extraordinary General Meeting, our shareholders will be asked to consider and vote on one (1) proposal:

- (1) A special resolution THAT, subject to and conditional upon compliance at all times with the Companies Act (Revised) (the “**Act**”) in respect of the Capital Reduction (as defined below), with effect from the date on which these conditions are satisfied, the authorised share capital of the Company be reduced from (i) US\$12,000,000,000 divided into 4,500,000,000 Class A Ordinary Shares of US\$2.40 nominal or par value each, and 500,000,000 Class B Ordinary Shares of US\$2.40 nominal or par value each, to (ii) US\$50 divided into 4,500,000,000 Class A Ordinary Shares of US\$0.000,000,010 nominal or par value each, and 500,000,000 Class B Ordinary Shares of US\$0.000,000,010 nominal or par value each, by the reduction of the par value of each Class A share and each Class B share by US\$2.399,999,990 (the “**Capital Reduction**”), in each case, having the rights and being subject to the restrictions as set out in the Articles of Associations, as amended, of the Company.

We are providing this proxy statement and accompanying proxy card to our shareholders in connection with the solicitation of proxies to be voted at the Extraordinary General Meeting and at any adjournments or postponements of the Extraordinary General Meeting. **Whether or not you plan to attend the Extraordinary General Meeting, we urge you to read this proxy statement carefully.**

Whether or not you plan to attend an Extraordinary General Meeting, please take the time to vote by completing and mailing the enclosed proxy card in the enclosed envelope. **YOUR VOTE IS VERY IMPORTANT.**

Thank you for your participation. We look forward to your continued support.

Sincerely,

January 30, 2026

/s/ Yefang Zhang

Name: Yefang Zhang

Title: Chairwoman of the Board

**FARMMI, INC.**  
(the “Company”)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

NOTICE is hereby given that an Extraordinary General Meeting of the Company will be held at Room 320, Building No. 1, 888 Tianning Street, Liandu District, Lishui City, Zhejiang Province 323000, People’s Republic of China on February 24, 2026, commencing at 10 A.M., Beijing Time, at which the following resolutions will be proposed.

- (1) A special resolution THAT, subject to and conditional upon compliance at all times with the Companies Act (Revised) (the “**Act**”) in respect of the Capital Reduction, with effect from the date on which these conditions are satisfied, the authorised share capital of the Company be reduced from (i) US\$12,000,000,000 divided into 4,500,000,000 Class A Ordinary Shares of US\$2.40 nominal or par value each, and 500,000,000 Class B Ordinary Shares of US\$2.40 nominal or par value each, to (ii) US\$50 divided into 4,500,000,000 Class A Ordinary Shares of US\$0.000,000,010 nominal or par value each, and 500,000,000 Class B Ordinary Shares of US\$0.000,000,010 nominal or par value each, by the reduction of the par value of each Class A share and each Class B share by US\$2.399,999,990 (the “**Capital Reduction**”), in each case, having the rights and being subject to the restrictions as set out in the Articles of Associations, as amended, of the Company.

The Board of Directors intends that, if a quorum is not present within half an hour from the time appointed for the meeting to commence, the meeting shall stand adjourned and the Directors shall resolve to reconvene at the same time on the next day at the same place, at which reconvened meeting, if a quorum is not present within half an hour from the time appointed for the meeting to commence, the Members present shall be a quorum (all in accordance with Article 66 of the Articles of Association of the Company).

Dated this 30th day of January, 2026

By Order of the Board

/s/ Yefang Zhang

Yefang Zhang

Chairwoman

*A member entitled to attend and vote at the meeting convened by this notice is entitled to appoint a proxy to attend and vote in his place. A proxy need not be a member of the Company.*

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## **QUESTIONS AND ANSWERS ABOUT THE PROPOSAL**

*The following are answers to some questions that you, as a shareholder of Farmmi, Inc. (“**Farmmi**” or the “**Company**”), may have regarding the proposal being considered at Farmmi’s extraordinary general meeting, which is referred to herein as the “**Extraordinary General Meeting**”.*

**Q: Why am I receiving this proxy statement?**

A: The board of directors of Farmmi (the “**Board**”) is soliciting your proxy to vote at the Extraordinary General Meeting because you owned Farmmi Ordinary Shares at the close of business on January 28, 2026, the “**Record Date**” for the Extraordinary General Meeting, and are therefore entitled to vote at the Extraordinary General Meeting. This proxy statement, along with a proxy card or a voting instruction card, will be placed on the Company’s website on or about January 30, 2026 and mailed to shareholders on or about January 30, 2026. Farmmi will make these materials available to you on the Internet, and will deliver printed proxy materials to you or send them to you by mail and/or email. This proxy statement summarizes the information that you need to know in order to cast your vote at the Extraordinary General Meeting. You do not need to attend the Extraordinary General Meeting in person to vote your Farmmi Ordinary Shares.

**Q: When and where will the Extraordinary General Meeting be held?**

A: The Extraordinary General Meeting will be held on February 24, 2026, at 10:00 A.M., Beijing time (9 P.M. Eastern Time on February 23, 2026), at Room 320, Building No. 1, 888 Tianning Street, Liandu District, Lishui City, Zhejiang Province 323000, People’s Republic of China.

**Q: On what matters will I be voting?**

- A: (1) to approve a special resolution that, subject to and conditional upon compliance at all times with the Companies Act (Revised) (the “**Act**”) in respect of the Capital Reduction, with effect from the date on which these conditions are satisfied, the authorised share capital of the Company be reduced from (i) US\$12,000,000,000 divided into 4,500,000,000 Class A Ordinary Shares of US\$2.40 nominal or par value each, and 500,000,000 Class B Ordinary Shares of US\$2.40 nominal or par value each, to (ii) US\$50 divided into 4,500,000,000 Class A Ordinary Shares of US\$0.000,000,010 nominal or par value each, and 500,000,000 Class B Ordinary Shares of US\$0.000,000,010 nominal or par value each, by the reduction of the par value of each Class A share and each Class B share by US\$2.399,999,990, in each case, having the rights and being subject to the restrictions as set out in the Articles of Associations, as amended, of the Company.

**Shareholders are encouraged to vote as soon as possible after carefully reviewing this proxy statement. If Farmmi shareholders fail to adopt each step proposed, the transaction cannot be completed.**

**Q: What happens if I sell my shares after the Record Date, but before the Extraordinary General Meeting?**

- A: The Record Date is earlier than the date of the Extraordinary General Meeting. If you transfer your shares of the Company after the Record Date but before the Extraordinary General Meeting, you will not have any right to vote at the Extraordinary General Meeting.

**Q: How does Farmmi’s board of directors recommend that I vote?**

- A: The Farmmi board of directors recommends that Farmmi shareholders vote or give instruction to vote:

“FOR” the Share Capital Reduction Proposal.

**Q: How do I vote?**

A: After you have carefully read this proxy statement and have decided how you wish to vote your Farmmi Ordinary Shares, please vote promptly.

If you are a registered shareholder, meaning that you hold your shares in certificate form, you have four voting options:

- (1) By Internet, which we encourage if you have Internet access, at [www.transshare.com](http://www.transshare.com), click on Vote Your Proxy;

Step 1: Go to <http://www.transshare.com>

Step 2: Click the “Vote Your Proxy” link

Step 3: Click on the tab for “Farmmi, Inc.”

Step 4: To view or download the proxy materials, click on the link that describes the material you wish to view or download. For example, to view or download the Proxy Statement, click on the “Proxy Statement” link.

- (2) By Email, at [proxy@transshare.com](mailto:proxy@transshare.com);

- (3) By fax, please fax your proxy card to: +1 (727) 269-5616; or

- (4) By mail, by completing, signing and returning the enclosed proxy card to:

Proxy Team  
Transshare Corporation  
Bayside Center 1  
17755 US Highway 19 N  
Suite 140  
Clearwater, FL 33764

If you hold your shares through an account with a bank or broker, your ability to vote by the Internet depends on their voting procedures. Please follow the directions that your bank or broker provides.

**Q: What vote is required to approve each proposal?**

A: The affirmative vote of the holders of two-thirds of votes cast by our Ordinary Shares that are present in person or by proxy at our Extraordinary General Meeting is required to approve the Share Capital Reduction Proposal, provided we have quorum for the meeting.

Abstentions and broker non-votes will count for purposes of determining quorum but will have no effect on the outcome of the vote because abstentions and broker non-votes do not count as votes cast.

**Q: How many votes do I and others have?**

A: Holders of Class A Ordinary Shares are entitled to one vote for each Class A Ordinary Share held, and holders of Class B Ordinary Shares are entitled to fifty votes for each Class B Ordinary Share held, as of the Record Date. As of the close of business on the Record Date, there were 13,811,335 Class A Ordinary Shares and 3,873 Class B Ordinary Shares issued and outstanding.

**Q: How will our directors and executive officers vote on the Share Capital Reduction Proposal?**

A: As of the Record Date, the directors and executive officers of Farmmi as a group owned and were entitled to vote 3,873 outstanding Class B Ordinary Shares of the Company, representing 0.03% of the outstanding Shares of Farmmi and 1.38% of the total voting power of the Farmmi Shares on that date. Farmmi expects that its directors and executive officers will vote their shares in favor of the Capital Reduction Proposal.

**Q: What will happen if I fail to vote or I abstain from voting?**

A: If you fail to vote, your shares will not be counted for purposes of determining quorum or for purposes of the voting results. If you choose to appear for purposes of quorum but to abstain from voting, your shares will be counted for purposes of determining whether we have quorum sufficient to hold the meeting but will not be counted for purposes of the voting results. For this reason, if we have quorum, a failure to vote and an abstention would both be disregarded at the meeting, but a failure to vote could result in the Extraordinary General Meeting not reaching quorum, while an abstention would help us achieve quorum.

**Q: How many shares must be present to hold the Extraordinary General Meeting?**

A: The presence in person or by proxy of shareholders holding not less than an aggregate of one-third in nominal value of the total issued voting shares in the Company is necessary to constitute a quorum at the Extraordinary General Meeting. The inspector of election will determine whether a quorum is present. If you are a beneficial owner of the Company's Ordinary Shares and you do not instruct your bank, broker or other nominee how to vote your shares on the proposal, your shares will not be counted as present at the Extraordinary General Meeting for purposes of determining whether a quorum exists. Votes of shareholders of record who are present at the Extraordinary General Meeting in person or by proxy will be counted as present at the Extraordinary General Meeting for purposes of determining whether a quorum exists, whether or not such holder abstains from voting on all of the proposal.

**Q: What will happen if I return my proxy card without indicating how to vote?**

A: Proxy cards that are signed and returned but do not contain instructions will be voted in favor of Proposal 1, in accordance with the best judgment of the named proxies on any other matters properly brought before the meeting.

**Q: Can I change my vote after I have returned a proxy or voting instruction card?**

A: You may change your vote at any time before the polls close at the conclusion of voting at the meeting. You may do this by (1) signing another proxy card with a later date and returning it to us by mail before the meeting, (2) voting again over the Internet prior to the time of the meeting, (3) voting again by email or fax prior to the time of the meeting, or (4) voting at the meeting if you are a registered shareholder or have followed the necessary procedures required by your bank or broker.

**Q: Do I need identification to attend the Extraordinary General Meeting in person?**

A: Yes. Please bring proper identification, together with proof that you are a record owner of Farmmi Ordinary Shares. If your shares are held in street name, please bring acceptable proof of ownership, such as a letter from your broker or an account statement stating or showing that you beneficially owned Farmmi Ordinary Shares on the Record Date. Acceptable proof of ownership is either (a) a letter from your broker stating that you beneficially



owned Farmmi stock on the Record Date or (b) an account statement showing that you beneficially owned Farmmi stock on the Record Date.

## **FORWARD-LOOKING STATEMENTS**

This proxy statement, including information incorporated by reference into this proxy statement, contains forward-looking statements regarding, among other things, Farmmi's plans, strategies and prospects, both business and financial. Although Farmmi believes that its plans, intentions and expectations reflected in or suggested by these forward-looking statements are reasonable, Farmmi cannot assure you that we will achieve or realize these plans, intentions or expectations. Forward-looking statements are inherently subject to risks, uncertainties and assumptions including, without limitation, the factors described under "*Risk Factors*" from time to time in Farmmi's filings with the SEC. Many of the forward-looking statements contained in this presentation may be identified by the use of forward-looking words such as "believe", "expect", "anticipate", "should", "planned", "will", "may", "intend", "estimated", "aim", "on track", "target", "opportunity", "tentative", "positioning", "designed", "create", "predict", "project", "seek", "would", "could", "continue", "ongoing", "upside", "increases" and "potential", among others. Important factors that could cause actual results to differ materially from the forward-looking statements we make in this presentation are set forth in other reports or documents that we file from time to time with the SEC, and include, but are not limited to:

- the ability to maintain the listing of Farmmi's Ordinary Shares on NASDAQ following the shareholder meeting;
- changes adversely affecting the business in which the Company is engaged;
- management of growth;
- general economic conditions;
- the Company's business strategy and plans;
- the result of future financing efforts; and
- and the other factors summarized under the section entitled "*Risk Factors*" in Farmmi's filings with the SEC.

You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this proxy statement. All forward-looking statements included herein attributable to any of Farmmi or any person acting on its behalf are expressly qualified in their entirety by the cautionary statements contained or referred to in this section. Except to the extent required by applicable laws and regulations, Farmmi has no obligation to update these forward-looking statements to reflect events or circumstances after the date of this proxy statement or to reflect the occurrence of unanticipated events.

Before a shareholder grants its proxy or instructs how its vote should be cast regarding the Share Capital Reduction Proposal, they should be aware that the occurrence of the events described in the "*Risk Factors*" section from time to time in Farmmi's filings with the SEC may adversely affect Farmmi.

## **THE EXTRAORDINARY GENERAL MEETING**

### **Date, Time and Place of the Extraordinary General Meeting**

The Extraordinary General Meeting will be held on February 24, 2026, at 10:00 A.M., Beijing time (9 P.M., Eastern Time, on February 23, 2026), at Room 320, Building No. 1, 888 Tianning Street, Liandu District, Lishui City, Zhejiang Province 323000, People's Republic of China to consider and vote upon the proposal.

### **Purpose of the Extraordinary General Meeting**

At the Extraordinary General Meeting, Farmmi is asking its shareholders as of the record date of January 28, 2026 (the “**Record Date**”) to consider and vote upon the following proposal:

(1) **IT IS RESOLVED AS A SPECIAL RESOLUTION THAT**, subject to and conditional upon compliance at all times with the Companies Act (Revised) (the “Act”) in respect of the Capital Reduction, with effect from the date on which these conditions are satisfied, the authorised share capital of the Company be reduced from (i) US\$12,000,000,000 divided into 4,500,000,000 Class A Ordinary Shares of US\$2.40 nominal or par value each, and 500,000,000 Class B Ordinary Shares of US\$2.40 nominal or par value each, to (ii) US\$50 divided into 4,500,000,000 Class A Ordinary Shares of US\$0.000,000,010 nominal or par value each, and 500,000,000 Class B Ordinary Shares of US\$0.000,000,010 nominal or par value each, by the reduction of the par value of each Class A share and each Class B share by US\$2.399,999,990 (the “Capital Reduction”), in each case, having the rights and being subject to the restrictions as set out in the Articles of Associations, as amended, of the Company.

**Record Date; Shares Entitled to Vote; Quorum**

Shareholders will be entitled to vote or direct votes to be cast at the Extraordinary General Meeting if they owned Farmmi Class A Ordinary Shares or Class B Ordinary Shares on the Record Date, January 28, 2026. Holders of Class A Ordinary Shares will have one vote for each such share owned, and holders of Class B Ordinary Shares will have fifty votes for each such share owned, at the close of business on the Record Date. If your shares are held in “street name” or are in a margin or similar account, you should contact your broker to ensure that votes related to the shares you beneficially own are properly counted.

As of the close of business on the Record Date, there were 13,811,335 Class A Ordinary Shares and 3,873 Class B Ordinary Shares outstanding, and our directors and officers beneficially own approximately 0.03% of the aggregate number of outstanding Class A Ordinary Shares and Class B Ordinary Shares and 1.38% of the total voting power of our outstanding shares on the Record Date.

A quorum of Farmmi shareholders is necessary to hold a valid meeting. The presence in person or by proxy of shareholders holding not less than an aggregate of one-third in nominal value of the total issued voting shares in the Company is necessary to constitute a quorum at the Extraordinary General Meeting. Abstentions will count as present for the purposes of establishing a quorum but will be disregarded for purposes of determining the results of voting.

**Vote Required; Abstentions and Broker Non-Votes**

The affirmative vote of the holders of two-thirds of votes cast by our Class A Ordinary Shares and Class B Ordinary Shares that are present in person or by proxy at our Extraordinary General Meeting is required to approve the Share Capital Reduction Proposal, provided we have quorum for the meeting.

Abstentions will count for purposes of determining quorum but will have no effect on the outcome of the vote because abstentions do not count as votes cast.

**Voting of Proxies**

If your shares are registered in your name with our transfer agent, TranShare Corporation, you may cause your shares to be voted by returning a signed proxy card, or you may vote in person at the Extraordinary General Meeting. Additionally, you may submit electronically over the Internet a proxy authorizing the voting of your shares by following the instructions on your proxy card. You must have the enclosed proxy card available, and follow the instructions on the proxy card, in order to submit a proxy electronically over the Internet. Based on your proxy cards or Internet proxies, the proxy holders will vote your shares according to your directions.

If you plan to attend the Extraordinary General Meeting and wish to vote in person, you will be given a ballot at the meeting. If your shares are registered in your name, you are encouraged to vote by proxy even if you plan to attend the Extraordinary General Meeting in person. If you attend the Extraordinary General Meeting and vote in person, your vote by ballot will revoke any proxy previously submitted.

Voting instructions are included on your proxy card. All shares represented by properly executed proxies received in time for the Extraordinary General Meeting will be voted at the Extraordinary General Meeting in accordance with the instructions of the shareholder.

If your shares are held in “street name” through a broker, bank or other nominee, you may vote through your broker, bank or other nominee by completing and returning the voting form provided by your broker, bank or other nominee, or by the Internet through your broker, bank or other nominee if such a service is provided. To vote via the Internet through your broker, bank or other nominee, you should follow the instructions on the voting form provided by your broker, bank or other nominee. If you do not return your bank’s, broker’s or other nominee’s voting form, do not vote via the Internet or through your broker, bank or other nominee, if possible, and do not attend the Extraordinary General Meeting and vote in person with a proxy from your broker, bank or other nominee, it will have the same effect as if you voted “**AGAINST**”.

### **Revocability of Proxies**

If you are a shareholder of record, you may change your vote or revoke your proxy at any time before it is voted at the Extraordinary General Meeting by:

- Submitting a new proxy electronically over the Internet after the date of the earlier submitted proxy;
- Signing another proxy card with a later date and returning it to us prior to the Extraordinary General Meeting; or
- Attending the Extraordinary General Meeting and voting in person.

Please note that to be effective, your new proxy card, internet voting instructions or written notice of revocation must be received by us prior to the Extraordinary General Meeting and, in the case of internet voting instructions, must be received before 5:00 P.M., Eastern Time, on February 23, 2026. If you have submitted a proxy, your appearance at the Extraordinary General Meeting, in the absence of voting in person or submitting an additional proxy or revocation, will not have the effect of revoking your prior proxy.

If you hold your Ordinary Shares in “street name,” you should contact your bank, broker or other nominee for instructions regarding how to change your vote. You may also vote in person at the Extraordinary General Meeting if you obtain a valid “legal” proxy from your bank, broker or other nominee. Any adjournment, recess or postponement of the Extraordinary General Meeting for the purpose of soliciting additional proxies will allow Farmmi shareholders who have already sent in their proxies to revoke them at any time prior to their use at the Extraordinary General Meeting as adjourned, recessed or postponed.

### **Board of Directors' Recommendation**

After careful consideration, the Company's board of directors has determined that the transaction is in the best interests of the Company and its shareholders. They unanimously recommend that you vote or give instruction to vote:

"FOR" the Capital Reduction Proposal.

### **Solicitation of Proxies**

The expense of soliciting proxies in the enclosed form will be borne by Farmmi. Proxies may also be solicited by some of our directors, officers and employees, personally or by facsimile, email or other means of communication. No additional compensation will be paid for such services.

### **Adjournment and Reconvention**

The board of directors intends that, if a quorum is not present within half an hour from the time appointed for the meeting to commence, the meeting shall stand adjourned and the board of directors shall resolve to reconvene at the same time on the next day at the same place, at which reconvened meeting, if a quorum is not present within half an hour from the time appointed for the meeting to commence, the shareholders present shall be a quorum (all in accordance with Article 66 of the Articles of Association, as amended, of the Company).

### **Other Matters**

At this time, we know of no other matters to be submitted at the Extraordinary General Meeting.

### **Householding of Extraordinary General Meeting Materials**

Unless we have received contrary instructions, we may send a single copy of this proxy statement and notice to any household at which two or more shareholders reside if we believe the shareholders are members of the same family. Each shareholder in the household will continue to receive a separate proxy card. This process, known as "house holding", reduces the volume of duplicate information received at your household and helps to reduce our expenses.

### **Who Can Answer Your Questions About Voting Your Shares?**

If you are a shareholder and have any questions about how to vote or direct a vote in respect of your Farmmi Ordinary Shares, you may submit questions via email to [Proxy@Transshare.com](mailto:Proxy@Transshare.com).

## **PROPOSAL 1: SHARE CAPITAL REDUCTION**

On January 30, 2026, the Board of the Company approved, and directed that there be submitted to the shareholders of the Company for approval, the following resolution (the “**Share Capital Reduction Proposal**”):

**IT IS RESOLVED AS A SPECIAL RESOLUTION THAT**, subject to and conditional upon compliance at all times with the Companies Act (Revised) (the “Act”) in respect of the Capital Reduction with effect from the date on which these conditions are satisfied, the authorised share capital of the Company be reduced from (i) US\$12,000,000,000 divided into 4,500,000,000 Class A Ordinary Shares of US\$2.40 nominal or par value each, and 500,000,000 Class B Ordinary Shares of US\$2.40 nominal or par value each, to (ii) US\$50 divided into 4,500,000,000 Class A Ordinary Shares of US\$0.000,000,010 nominal or par value each, and 500,000,000 Class B Ordinary Shares of US\$0.000,000,010 nominal or par value each, by the reduction of the par value of each Class A share and each Class B share by US\$2.399,999,990 (the “Capital Reduction”), in each case, having the rights and being subject to the restrictions as set out in the Articles of Associations, as amended, of the Company.

### **Reason for the Capital Reduction Proposal**

The Board of Directors of the Company considers it to be in the best interests of the Company and the shareholders to approve the Capital Reduction Proposal because it would help attract more investors and broaden the base of the shareholders, and thus provide flexibility for equity financings in the future.

Pursuant to the Companies Act and the Memorandum and Articles of Association, as amended, the Company shall not issue shares at a price below par value. After the prior share consolidations effected and the recent sales by an investor of substantial amounts of shares issued as a result of debt conversions, the Ordinary Shares have been trading below par value, and therefore it is difficult for management to negotiate with any potential investors for possible offer or sale of the Ordinary Shares at or above the par value.

As the Company continues to grow its businesses, it has incurred increased costs and expenditures. In order to improve the financial position of the Company, the Company intends to continue to explore equity financing opportunities. To facilitate capital raises by way of issuance of equity securities or convertible securities, the Company considers that it is desirable and necessary to lower the par value of the Ordinary Shares through implementing the Capital Reduction, such that the Company will be afforded such flexibility and ability to capture appropriate capital raising opportunities in a timely manner.

### **Conditions of the Capital Reduction**

The Capital Reduction is conditional upon:

- (a) the passing of the special resolution by the shareholders of the Company to approve the Capital Reduction at the Extraordinary General Meeting;
- (b) compliance at all times with the Companies Act (as revised) of the Cayman Islands in relation to the Capital Reduction;
- (c) registration by the Registrar of Companies in the Cayman Islands of the minutes of the Extraordinary General Meeting containing the particulars required under the Companies Act with respect to the Capital Reduction, including a solvency statement made by the Directors of the Company; and
- (d) the compliance with the relevant legal procedures and requirements under the Companies Act and applicable laws of the Cayman Islands to effectuate the Capital Reduction.





The Capital Reduction will become effective when the conditions contemplated above are satisfied.

#### **Potential Effects of the Share Capital Reduction Proposal**

If implemented, the Capital Reduction will be effected simultaneously for all issued ordinary shares of the Company. The Capital Reduction will affect all of our ordinary shareholders uniformly and will not affect any shareholder's percentage ownership interests in the Company. After the Capital Reduction, our Class A Ordinary Shares and Class B Ordinary Shares, respectively, will have the same voting rights and rights to dividends and distributions as that attached to them prior to the Capital Reduction. **The proposed Capital Reduction will not affect the validity or transferability of shares outstanding or the trading of the Company's shares on the Nasdaq Capital Market.**

#### **Required Vote**

The affirmative vote of the holders of not less than two-thirds of votes cast by our Class A Ordinary Shares and Class B Ordinary Shares that are present in person or by proxy at our Extraordinary General Meeting is required to approve the Share Capital Reduction Proposal, provided we have quorum for the meeting.

**THE FARMMI BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT FARMMI SHAREHOLDERS VOTE "FOR" THE APPROVAL OF THE SHARE CAPITAL REDUCTION PROPOSAL.**

### **OTHER MATTERS**

As of the date of this proxy statement, the board of directors of Farmmi knows of no matters that will be presented for consideration at the Extraordinary General Meeting other than as described in this proxy statement. If any other matters properly come before the Extraordinary General Meeting or any adjournments or postponements of the meeting and are voted upon, the enclosed proxy will confer discretionary authority on the individuals named as proxy to vote the shares represented by the proxy as to any other matters. The individuals named as proxies intend to vote in accordance with their best judgment as to any other matters.

### **WHERE YOU CAN FIND MORE INFORMATION**

We are subject to the information requirements of the Exchange Act. In accordance with these requirements, the Company files reports and other information with the SEC. You may read and copy any materials filed with the SEC at the Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. The SEC also maintains a web site at <http://www.sec.gov> that contains reports and other information regarding registrants that file electronically with the SEC.

### **MISCELLANEOUS**

You should rely only on the information contained in this proxy statement and the documents we refer to in this proxy statement to vote on the Share Capital Reduction Proposal. We have not authorized anyone to provide you with information that is different from what is contained in this proxy statement. This proxy statement is dated January 30, 2026. You should not assume that the information contained in this proxy statement is accurate as of any date other than that date (or as of an earlier date if so indicated in this proxy statement) and the mailing of this proxy statement to shareholders does not create any implication to the contrary. This proxy statement does not constitute a solicitation of a proxy in any jurisdiction where, or to or from any person to whom, it is unlawful to make a proxy solicitation.