

2020



Annual General Meeting 2020

KEY DATA OF THE TECHNOTRANS GROUP (IFRS)

	Δ previous year	2019	2018	2017	2016	2015
Revenue (€ '000)	- 3.9%	207,927	216,286	205,095	151,792	122,838
Technology (€ '000)	- 5.1%	148,424	156,476	147,570	103,623	81,457
Services (€ '000)	- 0.5%	59,503	59,810	57,525	48,169	41,381
EBITDA (€ '000)	- 29.2%	16,008	22,599	22,654	14,045	12,187
EBITDA margin (%)		7.7	10.4	11.0	9.3	9.9
EBIT (€ '000)	- 51.9%	8,338	17,351	17,438	9,731	8,952
EBIT margin (%)		4.0	8.0	8.5	6.4	7.3
Net profit for the period¹ (€ '000)	- 50.8%	6,089	12,383	12,191	7,192	6,262
as percent of revenue		2.9	5.7	5.9	4.7	5.1
Net profit per share (€)	- 50.8%	0.88	1.79	1.76	1.09	0.96
Dividend (€) *		0.44*	0.88	0.88	0.55	0.48
Balance sheet (€ '000)	7.3%	146,003	136,032	125,307	121,445	76,043
Equity (€ '000)	- 0.2%	75,067	75,244	69,750	61,880	51,725
Equity ratio (%)		51.4	55.3	55.7	51.0	68.0
Return on equity (%) ²		8.1	16.5	17.5	11.6	12.3
Net debt^{3,4} (€ '000)		24,232	19,435	9,291	5,267	- 11,575
Net Working Capital Ratio %⁵		20.7	19.7	17.2	24.8	28.1
Free cash flow⁶ (€ '000)		7,648	- 3,753	150	- 12,649	8,542
Employees (average)	4.1%	1,460	1,402	1,293	990	810
Employee (FTE) (average)	3.6%	1,280	1,236	1,132	856	697
Personnel expenses (€ '000)	4.2%	77,679	74,564	69,847	52,370	41,743
as percent of revenue		37.4	34.5	34.1	34.5	34.0
Revenue per employee (FTE) (€ '000)	- 7.2%	162	175	181	177	176
Number of shares at end of period		6,907,665	6,907,665	6,907,665	6,907,665	6,530,588
share price max (€) ⁷		30.00	47.90	50.75	24.77	19.90
share price min (€) ⁷		15.52	24.00	22.17	15.75	9.21

¹Net profit for the period

= Profit attributable to technotrans SE shareholders

²Return on Equity

= Net profit of the period/Equity to technotrans SE shareholders

³Net debt

= financial liabilities – cash and cash equivalents

⁴Net debt per December 31, 2019

= including leasing liabilities according to IFRS 16. Previous year figures not adjusted

⁵Net Working Capital Ratio

= Net Working Capital/Revenue

⁶Free Cashflow

= Net cash from operating activities

+ cash used for investments according to cash flow statement

⁷Xetra closing price

*Proposal to the Shareholder Meeting



Annual General Meeting 2020

The Annual General Meeting is held in accordance with Article 2 § 1(2) of the Act on mitigating of the consequences of the COVID-19 pandemic in civil, insolvency and criminal procedure law as a virtual Annual General Meeting without the physical presence of shareholders and their proxies.

The Annual General Meeting will be broadcasted in German language at

<https://www.technotrans.com/en/investor-relations/shareholders-meeting.html>

The Board of Management and the Supervisory Board of the company will hold the virtual Annual General Meeting at the company's registered office at Robert-Linnemann-Strasse 17, 48336 Sassenberg.

INVITATION TO ANNUAL GENERAL MEETING

Dear shareholders,

We hereby invite you to the Annual General Meeting of technotrans SE on

Wednesday, May 20, 2020, at 10.00 a.m..

In view of the current situation, which does not permit major events, the event will be held as a virtual Annual General Meeting without the physical presence of shareholders or proxies. You will be able to follow the entire Annual General Meeting live online in the specially established shareholder portal. As in the past, you can exercise your voting rights in advance by postal vote and via the online portal until immediately before the start of the resolution, either in person or through a proxy.

In the fiftieth year of our company's existence, COVID-19 pandemic presents us all with new and unprecedented challenges. The health of our employees and all our business partners, including you, our shareholders, is our highest priority. In order to minimise the risk of infection, we consistently implement the legal requirements and the recommendations of the Robert Koch Institute (RKI).

Due to the current official restrictions on meetings, the virtual Annual General Meeting is the only way to ensure that the Annual General Meeting is held at the scheduled time.

Irrespective of the organisational form, we thereby ensure that you receive the usual information content in a timely manner, that your questions to the Board of Management and the Supervisory Board are answered and that you can set the course for the future of the company by exercising your voting rights. This also includes the vote on the payment of the proposed dividend for the 2019 financial year.

Therefore, please remember to register for the virtual Annual General Meeting in due time. This is also necessary if you wish to transfer your voting rights to a proxy. Of course, we will again be available this year to answer your questions, which you should submit to us by May 17, 2020. You can exercise your rights as a shareholder very conveniently via the shareholder portal. The agenda and the proposed resolutions can be found on the following pages.

In addition, the Annual Report 2019 and further information on the 2019 financial year are available on our website at

<https://www.technotrans.com/en/investor-relations.html>.

We look forward to your participation in our first virtual Annual General Meeting!

Please make use of your voting rights.

Stay healthy.

On behalf of the Board of Management



Dirk Engel

AT A GLANCE

Agenda item 1

Presentation of the established financial statements of technotrans SE at December 31, 2019, of the approved Consolidated Financial Statements prepared in accordance with IFRS (International Financial Reporting Standards) at December 31, 2019, the Combined Management Report for technotrans SE and the Group and the Non-Financial Statement contained therein, of the report of the Supervisory Board and of the explanatory report of the Board of Management on disclosures under takeover law.

Agenda item 2

Resolution on the distribution of accumulated profit

Agenda item 3

Resolution on the discharge of the Board of Management for the 2019 financial year

Agenda item 4

Resolution on the discharge of the Supervisory Board for the 2019 financial year

Agenda item 5

Election of the auditors of the individual and Consolidated Financial Statements for the 2020 financial year

Agenda item 6

Resolution on the revision of Article 17 of the Articles of Incorporation of the Company

Agenda item 7

Election of a new member of the Supervisory Board

AGENDA

1. Presentation of the established financial statements of technotrans SE at December 31, 2019, of the approved Consolidated Financial Statements prepared in accordance with IFRS (International Financial Reporting Standards) at December 31, 2019, the Combined Management Report for technotrans SE and the Group and the Non-Financial Statement contained therein, of the report of the Supervisory Board and of the explanatory report of the Board of Management on disclosures under takeover law.

2. Resolution on the distribution of accumulated profit

The Board of Management and Supervisory Board propose that the accumulated profit of technotrans SE of € 6,840,657.95 as reported in the individual financial statements be distributed as follows

€

Distribution of a dividend of € 0.44 per no par value share on share capital of € 6,907,665.00 bearing dividend entitlements	3,039,372.60
Profit carried forward	3,801,285.35
Accumulated profit	6,840,657.95

At the time of convening the company holds no treasury shares. If the company holds treasury shares at the time of the Annual General Meeting, these shall not bear dividend entitlements. In that instance, a correspondingly modified resolution on the appropriation of profits shall be put to the Annual General Meeting, based on an unchanged dividend of € 0.44 per dividend-bearing share.

Pursuant to Section 58 (4) of the German Stock Corporation Act (AktG), the dividend is payable on the third business day following the resolution of the Annual General Meeting at the earliest. The dividend is to be paid out on May 25, 2020.

3. Resolution on the discharge of the Board of Management for the 2019 financial year

The Board of Management and Supervisory Board propose that discharge be granted for the members of the Board of Management for the 2019 financial year.

4. Resolution on the discharge of the Supervisory Board for the 2019 financial year

The Board of Management and Supervisory Board propose that discharge be granted for the members of the Supervisory Board for the 2019 financial year.

5. Election of the auditors of the individual and Consolidated Financial Statements for the 2020 financial year

The Supervisory Board - supported by the recommendation of the Audit Committee - proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Osnabrück, Germany, be elected as auditors of the individual and Consolidated Financial Statements for the 2020 financial year.

Both the recommendation of the Audit Committee to the Supervisory Board and the proposal of the Supervisory Board are free from undue influence by third parties. Nor were there, pursuant to the EU Regulation on specific requirements regarding statutory audit of public-interest entities, any arrangements that could have limited the options to the selection of a particular auditor or a particular firm of auditors to audit the financial statements.

6. Resolution on the revision of Article 17 of the Articles of Incorporation of the Company

The change in legal form of technotrans to an SE in 2018 also entailed adjustments to the remuneration of the Supervisory Board, among other things, albeit only to a minor degree in monetary terms. Against the background of the steadily increasing demands placed on the control and advisory activities of the Supervisory Board over the years - and most recently once again as a result of ARUG II (Act on the Implementation of the Shareholders' Rights Directive) - and the extensive strategic tasks that the members of the Supervisory Board are required to perform, the overall structure of the Supervisory Board's remuneration is now to be adjusted to a level that is in line with the market and in line with its responsibilities. Two aspects are decisive in this respect. On the one hand, this is intended to ensure that technotrans SE is able to recruit suitable and qualified candidates for the Supervisory Board also in future. Due to the increased requirements, the expectations of qualified Supervisory Board members with regard to their own remuneration have also risen appropriately, but substantially in recent years. At this point, the Supervisory Board must claim that it will continue to have a competent, expert Supervisory Board for technotrans SE that meets the requirements of diversity and above all plays an active part in shaping it.

On the other hand, the changes now proposed are also intended to ensure that Supervisory Board remuneration is more closely aligned with and follows the suggestions and recommendations of the German Corporate Governance Code. Under the proposed regulation, the previous short-term variable remuneration components will be completely eliminated. The remuneration will consist of various fixed components, depending on the scope of activities of the respective Supervisory Board member. In addition, Section 17 (4) contains an opening clause according to which the Annual General Meeting can resolve a long-term variable remuneration component for the Supervisory Board in future, also in accordance with the recommendations of the German Corporate Governance Code. However, this is not planned at this stage.

These two elements, the appropriate raising according to market standards and the implementation of the recommendations of the German Corporate Governance Code, shall be ensured by the comprehensive reorganisation of remuneration.

The new provisions of the Articles of Incorporation governing remuneration are to be applied from June 1, 2020, so that the remuneration to be granted for the period from January 1, 2020 to May 31, 2020 is to be determined and paid in accordance with the provisions of the Articles of Incorporation previously in force, while the remuneration to be granted for the period from June 1, 2020 to December 31, 2020 is to be determined and paid in accordance with the new provisions of the Articles of Incorporation.

With this amendment, the Board of Management and Supervisory Board are already taking into account the adjustments required by ARUG II and the new version of the German Corporate Governance Code. These changes, which will also apply to technotrans SE from the 2021 Annual General Meeting, will among other things result in the Annual General Meeting in future adopting a resolution on the remuneration of the Supervisory Board at regular intervals pursuant to Section 113 of German Stock Corporation Law. Such a resolution pursuant to Section 113 (3) of German Stock Corporation Law, as amended, is only to be adopted after the new regulations become applicable to technotrans SE and is currently scheduled for the Annual General Meeting of 2021.

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

1. Article 17 of the Articles of Incorporation is revised as follows:
"Article 17 Remuneration of the members of the Supervisory Board
 - (1) In addition to the reimbursement of their expenses, the members of the Supervisory Board shall receive a fixed remuneration of EUR 30,000.00 for each full fiscal year of their membership of the Supervisory Board, payable at the end of the Annual General Meeting that gives discharge for the preceding financial year. The Chairman receives double, the Deputy Chairman one and a half times the fixed remuneration.
 - (2) The members of a committee formed by the Supervisory Board - with the exception of the Audit Committee - shall receive an additional fixed remuneration of EUR 5,000.00 each for this activity; the members of the Audit Committee shall receive an additional fixed remuneration of EUR 7,500.00 each for this activity. The chairman of the respective committee receives double the amount.
 - (3) In addition, the members of the Supervisory Board shall receive an attendance fee of EUR 1,500.00 for each meeting of the Supervisory Board (presence meeting, telephone or video conference lasting at least two hours) in which they participate. Members of a committee receive an attendance fee of EUR 500.00 for each committee meeting (presence meeting, telephone or video conference lasting at least two hours) in which they participate. The chairman of a Supervisory Board committee receives twice the attendance fee pursuant to sentence 2 for attending meetings that he chairs. If a member of the Supervisory Board attends several meetings on one day, the member is only entitled to an attendance fee once.

- (4) The remuneration of the members of the Supervisory Board pursuant to paragraphs 1 to 3 shall be due and payable at the end of the Annual General Meeting which resolves on the discharge for the previous financial year.
- (5) The Annual General Meeting may resolve by way of a resolution to add one or more long-term variable remuneration components for the Supervisory Board to the remuneration pursuant to the Articles of Incorporation. If the Annual General Meeting resolves to grant such a remuneration component, it shall at the same time determine a maximum amount (maximum remuneration) for the total remuneration of each member of the Supervisory Board.
- (6) Supervisory Board members who have not been members of the Supervisory Board for a full financial year shall receive the remuneration pursuant to paragraphs 1 to 3 pro rata temporis in accordance with the duration of their membership of the Supervisory Board; this shall apply accordingly to the separate remuneration for a membership in a Supervisory Board committee.
- (7) The company shall reimburse each member of the Supervisory Board for the value added tax payable on his remuneration and expenses.
- (8) In addition, a component of the remuneration of the members of the Supervisory Board is the arithmetical per capita share of an insurance premium paid by the company for a pecuniary loss liability insurance policy (D&O insurance) concluded in the name of the company for the benefit of the members of the Supervisory Board at standard market conditions."

Apart from that, the Articles of Incorporation remain unchanged.

2. The provisions of the above Section 17 shall apply to the remuneration to be granted to the members of the Supervisory Board for the period from June 1, 2020, so that the fixed remuneration pursuant to Section 17 (1) new version and the additional fixed remuneration pursuant to Section 17 (2) new version for the period from June 1, 2020 to the end of December 31, 2020 shall only be granted in the amount of 7/12. Expenses and attendance fees for meetings after June 1, 2020 shall be reimbursed in accordance with the actual costs incurred. The remuneration to be granted for the period from January 1, 2020 to May 31, 2020 shall be determined and paid in accordance with the previously applicable Section 17, whereby the fixed remuneration pursuant to Section 17 (1) and (3) of the previously applicable Section 17 shall only be granted to the extent of 5/12 and the variable remuneration pursuant to Section 17 (2) of the previously applicable provision shall be calculated on the basis of the approved Consolidated Financial Statements 2020 and shall also only be granted to the extent of 5/12.

For a better overview and for the possibility of a direct comparison of the previous wording of Article 17 with the now proposed wording, we compare both versions synoptically below:

Proposed wording Article 17	Previous wording Article 17
<p>(1) In addition to the reimbursement of their expenses, the members of the Supervisory Board shall receive a fixed remuneration of EUR 30,000.00 for each full fiscal year of their membership of the Supervisory Board, payable at the end of the Annual General Meeting that gives discharge for the preceding financial year. The Chairman receives double, the Deputy Chairman one and a half times the fixed remuneration.</p>	<p>(1) The members of the Supervisory Board shall receive, over and above reimbursement of their expenses, a fixed remuneration of EUR 10,000.00 for each full financial year for which they have belonged to the Supervisory Board, payable at the close of the Annual General Meeting that gives discharge for the preceding financial year, unless the Annual General Meeting resolves otherwise.</p>
<p>(2) The members of a committee formed by the Supervisory Board - with the exception of the Audit Committee - shall receive an additional fixed remuneration of EUR 5,000.00 each for this activity; the members of the Audit Committee shall receive an additional fixed remuneration of EUR 7,500.00 each for this activity. The chairman of the respective committee receives double the amount.</p>	<p>(2) Each member of the Supervisory Board shall moreover be entitled to a variable amount of remuneration each year, calculated as follows: the variable total remuneration of the Supervisory Board shall correspond to 1.5 % of the consolidated net income declared in the approved consolidated financial statements, first reduced by 4 % of the dividend-bearing share capital of the company. The Chairman of the Supervisory Board shall receive 4/15, the Deputy Chairman of the Supervisory Board 3/15 and each other member of the Supervisory Board 2/15 of the variable total remuneration. The variable remuneration shall be payable at the close of the Annual General Meeting which determines the appropriation of profits and shall be no more than three times the fixed remuneration; paragraph 3 first sentence shall apply accordingly for the Chairman and Deputy Chairman.</p>

<p>(3) In addition, the members of the Supervisory Board shall receive an attendance fee of EUR 1,500.00 for each meeting of the Supervisory Board (presence meeting, telephone or video conference lasting at least two hours) in which they participate. Members of a committee receive an attendance fee of EUR 500.00 for each committee meeting (presence meeting, telephone or video conference lasting at least two hours) in which they participate. The chairman of a Supervisory Board committee receives twice the attendance fee pursuant to sentence 2 for attending meetings that he chairs. If a member of the Supervisory Board attends several meetings on one day, the member is only entitled to an attendance fee once.</p>	<p>(3) The Chairman shall receive double and the Deputy Chairman one and a half times the fixed amount of remuneration as specified in paragraph 1. Members of a committee formed by the Supervisory Board shall moreover each receive 50 % of the amount of their fixed remuneration pursuant to paragraph 1 for that activity. The total remuneration for activities on committees shall be capped at the amount of fixed remuneration pursuant to paragraph 1. Members of the Supervisory Board who have not held office for a full financial year shall receive a time proportional amount of remuneration pursuant to paragraphs 1 and 2, in accordance with their period of office; this shall apply correspondingly for the separate remuneration of membership of a Supervisory Board committee.</p>
<p>(4) The remuneration of the members of the Supervisory Board pursuant to paragraphs 1 to 3 shall be due and payable at the end of the Annual General Meeting which resolves on the discharge for the previous financial year.</p>	<p>(4) The company shall reimburse every Supervisory Board member for the value-added tax incurred on their remuneration.</p>
<p>(5) The Annual General Meeting may resolve by way of a resolution to add one or more long-term variable remuneration components for the Supervisory Board to the remuneration pursuant to the Articles of Incorporation. If the Annual General Meeting resolves to grant such a remuneration component, it shall at the same time determine a maximum amount (maximum remuneration) for the total remuneration of each member of the Supervisory Board.</p>	<p>(5) The Annual General Meeting may approve remuneration arrangements other than those in paragraphs 1 and 2.</p>
<p>(6) Supervisory Board members who have not been members of the Supervisory Board for a full financial year shall receive the remuneration pursuant to paragraphs 1 to 3 pro rata temporis in accordance with the duration of their membership of the Supervisory Board; this shall apply accordingly to the separate remuneration for a membership in a Supervisory Board committee.</p>	
<p>(7) The company shall reimburse each member of the Supervisory Board for the value added tax payable on his remuneration and expenses.</p>	
<p>(8) In addition, a component of the remuneration of the members of the Supervisory Board is the arithmetical per capita share of an insurance premium paid by the company for a pecuniary loss liability insurance policy (D&O insurance) concluded in the name of the company for the benefit of the members of the Supervisory Board at standard market conditions.</p>	

7. Election of a new member of the Supervisory Board

Mr. Dieter Schäfer has tendered his resignation and will be stepping down as a shareholder representative from the Supervisory Board of technotrans SE for personal reasons at the end of this year's Annual General Meeting.

For this reason, a replacement for his seat on the Supervisory Board will be required at this year's Annual General Meeting.

The Supervisory Board of technotrans SE shall comprise six members, pursuant to Section 12 of the Articles of Incorporation, the provisions of the Employee Participation Agreement between the company and its employees, and the statutory provisions of the SE Regulation, the SEAG and the SEBG, of which four members shall be representatives of the shareholders and two members are representatives of the employees. The members of the Supervisory Board shall be appointed by the Annual General Meeting. The employees' representatives on the Supervisory Board shall be appointed by the Annual General Meeting upon the proposal of the employees. The Annual General Meeting shall be bound by the proposals on the appointment of the employees' representatives. The Annual General Meeting shall not otherwise be bound by election proposals.

In accordance with the objectives they had set themselves, the Nomination Committee and the Supervisory Board have intensively discussed a replacement. This should be forward-looking and, on the one hand, extend the professional expertise, diversity and experience of the entire body and, on the other hand, also meet the increased demands on the commitment of the Supervisory Board members. In addition, the election should be as perspective-oriented as possible and therefore not be limited to the remaining term of office

of Mr. Schäfer, which would only last until the end of the Annual General Meeting in 2022. Rather, the election shall be held in accordance with Section 12 (2) sentence 3 last half-sentence of the Articles of Incorporation for the period up until the end of the Annual General Meeting which gives discharge of the member of the Supervisory Board for the fourth financial year from the start of the period of office, disregarding the financial year in which the period of office commences. According to this, an election would be held until the end of the Annual General Meeting in 2025.

On the basis of the proposal of the Nomination Committee, the Supervisory Board therefore proposes that **Ms. Andrea Bauer** be elected to the Supervisory Board of technotrans SE. The election of Ms. Bauer shall be for the period until the end of the Annual General Meeting that resolves on the formal approval of her actions for the fourth financial year after the beginning of the term of office, disregarding the financial year in which the term of office begins. In this respect, the election shall be held for the period until the end of the Annual General Meeting in 2025.

Personal details in accordance with the German Stock Corporation Act and the German Corporate Governance Code

Ms. Andrea Bauer, StB (tax consultant), WP (auditor), CPA, member of the Supervisory Board of Aurubis AG, resident in Dortmund

Curriculum vitae Andrea Bauer

Year of birth: 1966
Nationality: German

Professional career

until May 2019	VDM Metals Holding GmbH, Member of the Board of Management, CFO
until December 2013	Kontron AG, Chief Financial Officer
until July 2013	VAC Group, CFO
until 2004	ThyssenKrupp, most recently head of department "International Accounting"
until 2000	KPMG, chartered accountant, tax consultant, CPA
until 1994	PriceWaterhouse, Dipl.-oec, tax consultant

Training

1999	US Certified Public Accountant (CPA)
1996	Auditor
1994	Tax consultant
bis 1990	Studies of economics, Dipl. oec.

Expertise

Finance and accounting, taxes, internal audit, controlling

Memberships, mandates

Member of the Advisory Board of the IFA Group, Haldensleben
Member of the Advisory Board of IKB, Düsseldorf
Member of the Supervisory Board of Aurubis AG, Hamburg
Member of the Regional Advisory Board Commerzbank AG, Frankfurt and Düsseldorf

Personal and business relationships

The Supervisory Board assesses that there exist no personal or business relations between Ms. Andrea Bauer and the companies of the technotrans Group, the corporate bodies of technotrans SE and other shareholders of technotrans SE that have a material bearing on the election decision of the Annual General Meeting within the meaning of the German Corporate Governance Code.

INFORMATION TO OUR SHAREHOLDERS

HOLDING A "VIRTUAL" GENERAL MEETING WITHOUT PHYSICAL PRESENCE OF SHAREHOLDERS AND THEIR PROXIES

The COVID-19 pandemic is currently having a considerable impact on private and business life in Germany and worldwide. For example, at the time of publication of this invitation, the holding of public events is prohibited for a limited period of time. It is unclear whether there are further extensions and possibly other restrictions. Against the background of the pandemic, the legislator enacted the law to mitigate the consequences of the COVID-19 pandemic in civil, insolvency and criminal proceedings (hereinafter "COVID-19 Act"). Pursuant to Article 2 § 1 (2) of COVID-19 of the German Law on Public Limited Companies and European Companies (SE), such as technotrans SE, this permits an ordinary Annual General Meeting to be held as a virtual Annual General Meeting without the shareholders or their proxies being physically present.

Taking into account the statutory deadlines in accordance with Article 54 Sec. 1 Sentence 1 of the SE Regulation for holding Shareholders' Meetings of an SE and the interests of the shareholders in holding an ordinary Shareholders' Meeting within this period, and weighing up the current risk situation, the Board of Management of technotrans SE has resolved, with the approval of the Supervisory Board, to hold this year's Shareholders' Meeting as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies, in order to protect the shareholders, their representatives and the corporate bodies and employees of technotrans SE in accordance with Article 2 § 1 (2) of COVID-19 Act.

The rights of shareholders to participate, to exercise their voting rights, to vote by proxy, to ask questions and to object are set out in Article 2 § 1 COVID-19 Act as well as the general regulations for the invitation and conduct of the Annual General Meeting of a listed European Company (SE) and the Articles of Incorporation of the Company, unless Article 2 § 1 COVID-19 Act provides otherwise.

PARTICIPATION IN THE ANNUAL GENERAL MEETING AND EXERCISING OF VOTING RIGHTS

Physical participation of the shareholders and their proxies is not possible this year due to the procedure adopted by the company for holding the Annual General Meeting in accordance with Article 2 § 1 (2) COVID-19 Act. However, it is possible for shareholders and their proxies to take part in the voting, address questions to the Company and have them answered during the virtual Annual General Meeting, submit counter- and supplementary request and follow the Annual General Meeting online.

Only those shareholders who are entered in the Company's share register and who have registered in such a way that their registration is received by the Company no later than **12.00 pm on Wednesday, May 13, 2020**, are entitled to participate in this year's Annual General Meeting, to exercise their voting rights and to submit motions in accordance with Article 2 § 1 (2) COVID-19 Act.

Shareholders are still entitled to dispose of their shares even after registering for the Annual General Meeting. Decisive for the right of participation within the meaning of Article 2 § 1 (2) COVID-19 Act and the voting right is the number of shares entered in the share register on the day of the Annual General Meeting. This will correspond to the number of shares held at the end of the registration deadline, as orders for the reorganisation of the share register in the period from May 14, 2020 to May 20, 2020 inclusive will only be processed and taken into account with effect after the Annual General Meeting on May 20, 2020. The technical record date for exercising voting rights on the day of the Annual General Meeting is therefore the end (**i.e. 12.00 pm**) of **May 13, 2020**.

Shareholders may register with technotrans SE in writing, by fax or by e-mail, quoting their full name and shareholder number, at the following address:

technotrans SE
c/o Computershare Operations Center
80249 Munich
Fax no: +49 89 30 90 3 74675
E-mail: anmeldestelle@computershare.de

or electronically by using the password-protected shareholder portal on the company's website at

<https://www.technotrans.com/en/investor-relations/shareholders-meeting.html>.

Together with the invitation and registration documents, shareholders entered in the share register will receive personal access data for the shareholder portal, which they can access on the company's website at

<https://www.technotrans.com/en/investor-relations/shareholders-meeting.html>.

These enable them to use the password-protected shareholder area and thus to follow the entire Annual General Meeting without being present, as well as to vote and submit questions.

Procedure for voting by proxy

Shareholders may have their voting rights exercised by a proxy by issuing a corresponding power of attorney. In this case, too, proper registration of the shareholder is required, either by the shareholder or a proxy. In this case, the proxies will also exercise the voting right in accordance with the provisions of Article 2 § 1 (2) COVID-19 Act prior to the holding of the virtual Annual General Meeting.

If the proxy is to participate by electronic connection via the shareholder portal, the proxy must receive the personal access data sent to him/her by the person granting the power of attorney together with the registration documents.

The granting of a proxy, its revocation and the proof of authorization vis-à-vis the Company generally require written form. A form which may - but does not have to - be used when granting proxy is included with the registration documents which will be sent to shareholders after registration.

In the event that intermediaries within the meaning of Section 135 of the German Stock Corporation Act (including credit institutions) are authorised, the law does not require text form, nor does the Articles of Incorporation contain special provisions for this case. The form required for the authorisation should therefore be obtained from the respective intermediary to be authorised. According to the law, in such cases the power of attorney must be granted to a specific intermediary and must be verifiably recorded by that intermediary. The proxy statement must also be complete and may only contain declarations associated with the exercise of voting rights. However, a violation of this and certain other requirements specified in Section 135 of the German Stock Corporation Act for the authorization of an intermediary does not affect the validity of the voting in accordance with Section 135 (7) of the German Stock Corporation Act. The above shall apply corresponding to the authorization of shareholders' associations, voting rights advisors or persons who offer to exercise voting rights in the Annual General Meeting as a professional service for shareholders (Section 135 (8) German Stock Corporation Act). It should be noted here that not only shareholders, but also intermediaries entitled to appoint proxies do not physically participate in the Annual General Meeting without being present in accordance with Article 2 § 1 (2) COVID-19 Act, but rather cast the votes they are to represent in advance in accordance with the voting procedures described below.

The company also offers its shareholders the opportunity to authorise a proxy appointed by the company and bound by instructions prior to the Annual General Meeting. The proxy bound by instructions exercises the voting right exclusively on the basis of the instructions given by the shareholders. If the proxy appointed by the company is to be authorized, they must issue mandatory instructions on how the voting right is to be exercised. The power of attorney is invalid if no corresponding instructions are issued.

Those shareholders who wish to grant power of attorney and issue instructions to the proxy appointed by the company must also be registered for the Annual General Meeting. The granting of the power of attorney to the proxy nominated by the company, its revocation and the issuing and revocation of instructions must be in written form and must be received by the company at the following address by **12.00 pm on May 18, 2020** (inclusive), stating the full name and shareholder number:

technotrans SE

c/o Computershare Operations Center
80249 Munich
Fax no: +49 89 30 90 3 74675
E-mail: anmeldestelle@computershare.de

The password-protected shareholder portal on the following website is also available up to the Annual General Meeting until the end of the general debate

<https://www.technotrans.com/en/investor-relations/shareholders-meeting.html>

Shareholders will receive the necessary documents and information together with the registration documents for this year's Annual General Meeting.

Furthermore, information on the authorization of the proxy appointed by the Company can also be found on the Internet at

<https://www.technotrans.com/en/investor-relations/shareholders-meeting.html>.

Procedure for voting by postal vote and electronic voting

Shareholders may also cast their votes by postal vote and electronic absentee ballot within the meaning of Article 2 § 1 (2) No. 2 COVID-19 Act. Only those shareholders who have registered in good time are entitled to exercise their voting rights by means of postal voting and electronic voting. Voting by postal vote may be in writing or in written form and must be received by the company at the following address by **12.00 pm on May 18, 2020** inclusive, stating the full name and shareholder number.

technotrans SE

c/o Computershare Operations Center
80249 Munich
Fax no: +49 89 30903-74675
E-mail: anmeldestelle@computershare.de

For postal voting in written form, shareholders may use the form enclosed with the registration documents, which must be returned to the above address for submission of proof of authorization.

The amendment or revocation of votes already cast by postal or electronic ballot is possible in the same way until the above-mentioned date.

The password-protected shareholder portal is available for electronic absentee voting on the following website up to the Annual General Meeting until the end of the general debate:

<https://www.technotrans.com/en/investor-relations/shareholders-meeting.html>

Shareholders will receive the necessary documents and information together with the registration documents for this year's Annual General Meeting.

Live transmission of the Annual General Meeting on the Internet

The opening of the Annual General Meeting by the chairman of the meeting and the speech of the Board of Management will be broadcasted live on the Internet. The broadcast will be interrupted for the general debate and will then end with the voting process and the announcement of the results.

In addition, the password-protected shareholder portal made available for the Annual General Meeting, which can only be accessed using the access data received with the registration documents, transmits the complete, virtual Annual General Meeting, i.e. in particular the answers to questions and the announcement of the results of the resolutions. The complete transfer is carried out in the password-protected shareholder portal on the following website:

<https://www.technotrans.com/en/investor-relations/shareholders-meeting.html>

Total number of shares and voting rights at the time of convening the Annual General Meeting

At the time of convening the Annual General Meeting, the company's capital stock amounts to 6,907,665 no-par-value shares carrying eligibility to participate and vote. The company does not hold any treasury shares at the time of convening.

Rights of shareholders

The shareholders have the following rights, among others, prior to and during the Annual General Meeting:

1. Right to supplement the agenda

Shareholders whose shares together amount to one-twentieth of the share capital (this corresponds to 345,384 no-par value shares) may request that items be placed on the agenda and published. Each new item must be accompanied by a statement of reasons or a draft resolution. The request must be received by the Board of Management of the company in written form by the end of **April 19, 2020, 12.00 pm**, stating the full name and shareholder number, at the following address:

technotrans SE
- Investor Relations -
Robert-Linnemann-Straße 17
48336 Sassenberg

2. Motions and nominations for election by shareholders

If a shareholder wishes to table counter-motions to a proposal by the Board of Management and/or Supervisory Board or to nominate a candidate for election, these should be submitted to the following address, stating the full name and shareholder number:

technotrans SE
- Investor Relations -
Robert-Linnemann-Straße 17
48336 Sassenberg
Fax no: +49 2583 301 - 1054
E-mail: hv2020@technotrans.de

Reasons for counter-motions, but not for nominations for election, shall be given. The counter-motions and nominations for election received from shareholders at the following address at least 14 days prior to the Annual General Meeting, in other words, by no later than the close **(i.e. 12.00 pm) of May 5, 2020**, and to be disclosed, will be published by us on the Internet at

<https://www.technotrans.com/en/investor-relations/shareholders-meeting.html>.

Counter-motions and nominations for election sent to another address or received after the deadline shall not be considered. Any comments by the management shall likewise be published on the internet at the same address.

A counter-motion or nomination for election to be made accessible in accordance with Sections 126, 127 German Stock Corporation Act will be considered as having been submitted during the virtual Annual General Meeting if the shareholder submitting the motion has duly registered for the Annual General Meeting.

3. Shareholder's right to information

Every shareholder shall, on request, be given information by the Board of Management at the Annual General Meeting on matters concerning the company, including its legal and business relationships with subsidiaries as well as the position of the Group and the companies included in the Consolidated Financial Statements, to the extent that this information is required to form an objective opinion of a subject on the agenda and no right to refuse information exists.

Pursuant to Article 2 § 1 (2) COVID-19 Act, the right to information cannot be exercised in the usual way due to the holding of a virtual Annual General Meeting without the physical presence of shareholders or their proxies.

However, pursuant to Article 2 § 1 (2) COVID-19 Act, the company creates a Q+A possibility whereby any registered shareholder can address questions to the management by means of electronic communication. In order to exercise the right to ask questions, the questions should be sent exclusively to the following address, stating the full name and shareholder number:

technotrans SE
- Investor Relations -
Fax no: +49 2583 301 - 1054
E-mail: hv2020@technotrans.de

or in the password-protected shareholder portal at the following website:

<https://www.technotrans.com/en/investor-relations/shareholders-meeting.html>

Pursuant to Article 2 § 1 (2) No. 3 in conjunction with Article 2 § 1 (2) sentence 2 COVID-19 Act, the questions must be received by the Company via the above-mentioned channels, i.e. by fax, by e-mail or via the password-protected shareholder portal, no later than two days before the beginning of the Annual General Meeting, i.e. by **12.00 pm on May 17, 2020**.

Within the scope of the transmission of the Annual General Meeting, the management will, in accordance with Article 2 § 1 (2) sentence 2 COVID-19 Act, answer the questions received by the company in due time at its free and dutiful discretion.

4. Further explanations

Further explanations of the rights of shareholders, including Section 2 § 1 (2) of the COVID-19 Act, can be found on the Internet at

<https://www.technotrans.com/en/investor-relations/shareholders-meeting.html>

Information and documents for the Annual General Meeting

The documents on the agenda items to be made available, in particular on item 1, will be sent to shareholders without delay upon request. In addition, these documents are available for inspection and download on the company's website at

<https://www.technotrans.com/en/investor-relations/shareholders-meeting.html>

The information and documents on the Annual General Meeting, and in particular for participation in the Annual General Meeting, postal voting, granting powers of proxy and issuing instructions, can likewise be consulted on the internet at

<https://www.technotrans.com/en/investor-relations/shareholders-meeting.html>

The results of votes shall also be posted on this website after the Annual General Meeting.

Privacy Information

On the basis of current data protection laws, the company processes personal data to enable shareholders to participate in the Annual General Meeting as well as exercise their rights associated with the Annual General Meeting.

The company is the data controller. The legal basis for the processing of data is Article 6 (1) sentence 1 letter c GDPR.

The company commissions various service providers for the purpose of organising the Annual General Meeting. The latter receive from the company only such personal data as is required for providing the service for which it has been commissioned. The service providers process this data exclusively in accordance with the company's instructions. This aside, as provided for by law personal data is made available to the shareholders and shareholder representatives in connection with the Annual General Meeting.

The personal data is saved to comply with legal obligations and then deleted.

Every person whose data is affected at all times shall, subject to the statutory provisions, have the right to information, rectification, restriction, objection and erasure with regard to the processing of their personal data, as well as a right to data portability according to Chapter III of GDPR. These rights may be asserted against the company at no charge via the e-mail address

hv2020@technotrans.de

or by contacting the company at the following address:

technotrans SE
- Investor Relations -
Robert-Linnemann-Straße 17
48336 Sassenberg

In addition, as set out in further detail under Article 77 GDPR there exists a right to complain to the data protection supervisory authority.

The invitation to the Annual General Meeting is published in the Federal Gazette dated **April 9, 2020**.

Sassenberg, April 2020

technotrans SE

The Board of Management

FINANCIAL CALENDER

Publication	Datum
Quarterly Communication 1-3/2020	May 12, 2020
General Annual Meeting	May 20, 2020
Interim Report 1-6/2020	August 11, 2020
Quarterly Communication 1-9/2020	November 10, 2020

Event	
German Equity Forum, Frankfurt	November 16 – 18, 2020

Current information on events can be found on our website at the following address:

<https://www.technotrans.com/en/investor-relations/financial-calendar.html>

IR CONTACT



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GENERAL INQUIRIES

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the technotrans group

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