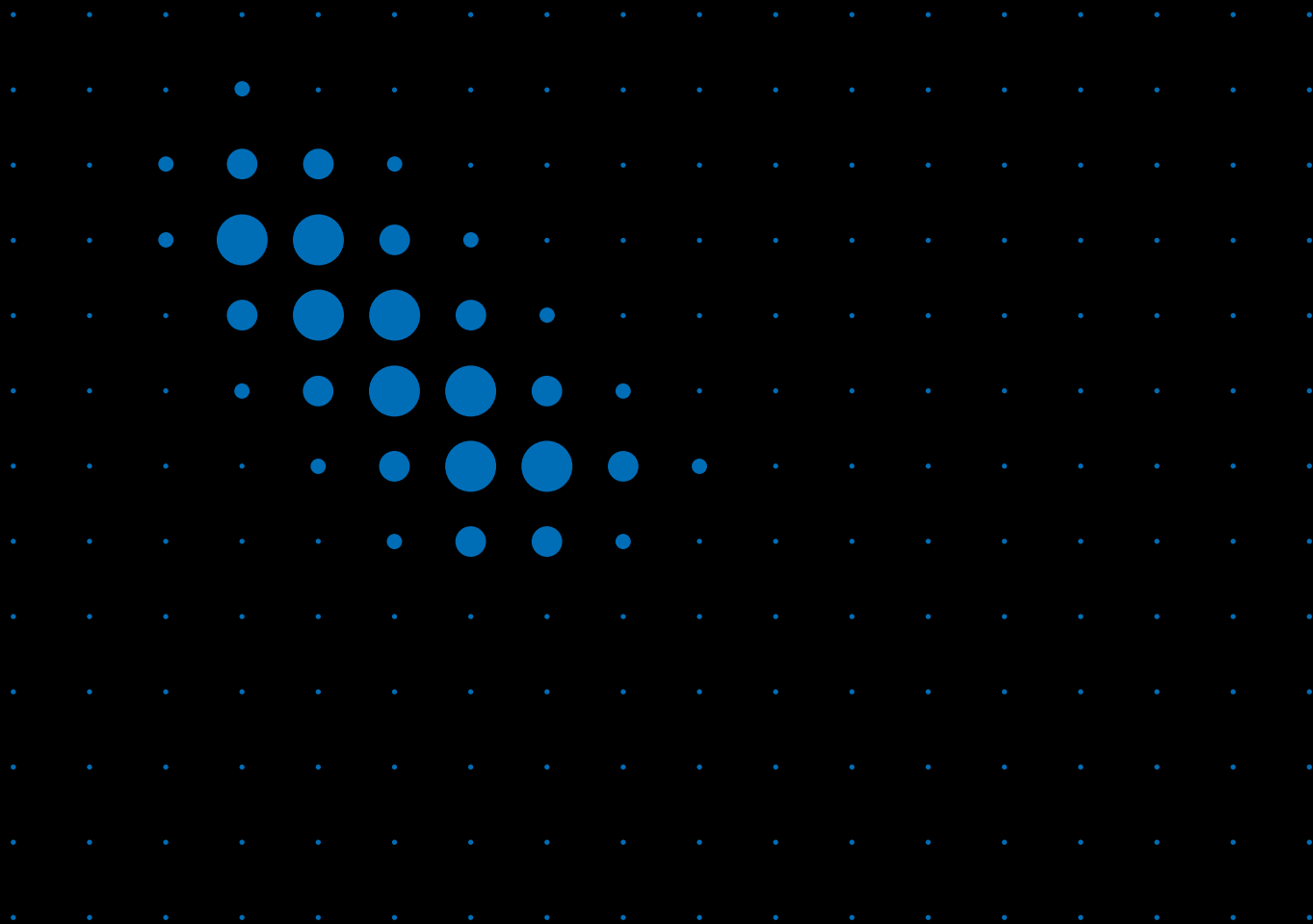


# Annual General Meeting 2021

Invitation to the virtual  
Annual General Meeting





# Annual General Meeting 2021



The Annual General Meeting shall be held without the physical presence of shareholders or their proxies, in accordance with Section 1(2) of the Act on Measures in the Law on Companies, Cooperatives, Associations, Foundations and Condominiums to Combat the Effects of the COVID-19 Pandemic.

The event will be broadcast on [www.technotrans.com/investor-relations/annual-shareholders-meeting](http://www.technotrans.com/investor-relations/annual-shareholders-meeting)

The Executive Board and the Supervisory Board of the Company will hold the virtual Annual General Meeting at Messe und Congress Centrum Halle Münsterland, Albersloher Weg 32, 48155 Münster, Germany.

# Overview with the particulars pursuant to Section 125 of the German Stock Corporation Act in conjunction with Table 3 of Implementing Regulation (EU) 2018/1212

|   |  |   |
|---|--|---|
| <b>A. Specification of the information</b>            |  |   |
| 1.  | <b>Unique identifier of the event</b>      | Virtual Annual General Meeting of technotrans SE 2021<br>(Formal information pursuant to EU-IR: d21480481175eb11811b005056888925)   |
| 2.  | <b>Type of information</b>                 | Notice convening the Annual General Meeting<br>(Formal information pursuant to EU-IR: NEWM)   |
| <b>B. Specification of the issuer</b>                 |  |   |
| 1.  | <b>ISIN</b>                                | DE000A0XYGA7  |
| 2.  | <b>Name of issuer</b>                      | technotrans SE  |
| <b>C. Specification of the Annual General Meeting</b> |  |   |
| 1.  | <b>Date of the Annual General Meeting</b>  | May 7, 2021<br>(Formal information pursuant to EU-IR: 20210507)   |
| 2.  | <b>Time of the Annual General Meeting</b>  | 10:00 (CEST)<br>(Formal information pursuant to EU-IR: 8:00 (UTC))  |
| 3.  | <b>Type of Annual General Meeting</b>      | Virtual Annual General Meeting without the physical presence of shareholders or their proxies<br>(Formal information pursuant to EU-IR: GMET)   |
| 4.  | <b>Venue of the Annual General Meeting</b> | URL to the shareholder portal of the company to enable participants to follow the Annual General Meeting in picture and sound, as well as to exercise shareholder rights<br>(Formal information pursuant to EU-IR:<br><a href="http://www.technotrans.com/investor-relations/annual-shareholders-meeting">www.technotrans.com/investor-relations/annual-shareholders-meeting</a> )<br><br>Venue of the Annual General Meeting within the meaning of the SE Regulation and the German Stock Corporation Act:<br>Messe und Congress Centrum Halle Münsterland,<br>Albersloher Weg 32,<br>48155 Münster  |
| 5.  | <b>Record date</b>                         | May 1, 2021, 00:00 (CEST)<br>(Formal information pursuant to EU-IR: 20210430; 22:00 (UTC))<br>Irrespective of any securities accounts, the right to participate and vote will be determined by the number of shares held as entered on the share ledger on the day of the Annual General Meeting. Orders for re-registration on the share ledger that the company receives after the end of the day on which registrations close, during the period from May 1, 2021, 0:00 (CEST) to May 7, 2021, 24:00 (CEST) inclusive, will only be processed and counted with effect from after the day of the Annual General Meeting. The technical record date is therefore April 30, 2021, 24:00 (CEST). |
| 6.  | <b>Uniform Resource Locator (URL):</b>     | <a href="http://www.technotrans.com/investor-relations/annual-shareholders-meeting">www.technotrans.com/investor-relations/annual-shareholders-meeting</a>  |

Further information on the convening of the Annual General Meeting (blocks D to F of Table 3 of the Annex to Implementing Regulation (EU) 2018/1212)

Further information on participation in the Annual General Meeting (Block D), the Agenda (Block E) as well as the particulars of the deadlines for exercising other shareholder rights (Block F) can be found on the following website:  
<https://www.technotrans.com/investor-relations/annual-shareholders-meeting>

# Invitation to the Annual General Meeting

## Dear Shareholders,

We hereby cordially invite you to the Annual General Meeting of technotrans SE on **Friday, May 7, 2021, at 10:00 (CEST)**.

Due to the ongoing coronavirus pandemic, this year the event will again be held as a virtual Annual General Meeting without the physical presence of shareholders or their proxies.

Like last year, you can follow the entire Annual General Meeting online via the secure shareholder portal. Please register in good time **by April 30, 2021**.

You can exercise your voting rights yourself in advance by postal vote and also via the online portal up until immediately before the start of the resolution process, or transfer your rights to a proxy.

The Board of Management and Supervisory Board will provide you with comprehensive information on the 2020 financial year, which technotrans completed profitably despite the challenges of COVID-19. You can also look forward to our presentation on the current development of the group and our **“Future Ready 2025”** strategie.

The Board of Management and Supervisory Board will gladly answer your questions during the virtual Annual General Meeting. There is a convenient way for you to submit these via the shareholder portal **by May 5, 2021**.

Please find below the Agenda, details of all resolution proposals and further information.

You can access the 2020 Annual Report as well as supplementary information on the business performance in 2020 on our website at: <https://www.technotrans.com/investor-relations/financial-reports>.

Full information on the Annual General Meeting and access to the shareholder portal are available to you on the following web page: <https://www.technotrans.com/investor-relations/annual-shareholders-meeting>.

Please also feel free to contact our Investor Relations team at any time if you have any further questions.

We look forward to welcoming you to our virtual Annual General Meeting on May 7, 2021.

On behalf of the Board of Management



Michael Finger

**technotrans SE, Sassenberg | WKN: A0XYGA | ISIN: DE000A0XYGA7**

# Overview of the Agenda

## Agenda item 1

Presentation of the established annual financial statements of technotrans SE at December 31, 2020, of the approved Consolidated Financial Statements at December 31, 2020, of the combined Management Report for technotrans SE and the group, of the Report of the Supervisory Board and of the explanatory report of the Board of Management, in each case for the 2020 financial year

## Agenda item 2

Resolution on the distribution of accumulated profit

## Agenda item 3

Resolution on the discharge of the Board of Management for the 2020 financial year

## Agenda item 4

Resolution on the discharge of the Supervisory Board for the 2020 financial year

## Agenda item 5

Election of the auditors of the individual and Consolidated Financial Statements for the 2021 financial year

## Agenda item 6

Resolution on the Board of Management remuneration system of technotrans SE

## Agenda item 7

Resolution on the Supervisory Board remuneration system of technotrans SE

## Agenda item 8

Election of new Supervisory Board members

## Binding character of the votes (disclosures pursuant to Table 3 EU-IR)

The votes envisaged on the announced resolution and election proposals for Agenda Items 2 to 8 are binding in character. With regard to the resolution proposal for Agenda Item 6, it should be noted that even if not accepted, the resolution of the Annual General Meeting establishes neither rights nor obligations. If the Annual General Meeting does not accept the remuneration system that is being put to the vote, a revised remuneration system will be submitted for approval at the latest at the subsequent Annual General Meeting, pursuant to Section 120a (3) AktG. In all votes, shareholders may vote "Yes" (accept) or "No" (reject) or abstain from voting (abstention).

# Agenda

## 1. Presentation of the established annual financial statements of technotrans SE at December 31, 2020, of the approved Consolidated Financial Statements at December 31, 2020, of the combined Management Report for technotrans SE and the group, of the Report of the Supervisory Board and of the explanatory report of the Board of Management, in each case for the 2020 financial year.

The Supervisory Board has already approved the annual financial statements and Consolidated Financial Statements prepared by the Board of Management. The annual financial statements are thus established. The documents named under this Agenda Item are to be presented at the Annual General Meeting without the need for a resolution.

## 2. Resolution on the distribution of accumulated profit

The Board of Management and Supervisory Board propose that the accumulated profit of technotrans SE of € 9,328,252.54 as reported in the annual financial statements for 2020 be distributed as follows:

|  |                |
|--|----------------|
| Distribution of a dividend of € 0.36 per no par value share on share capital of € 6,907,665.00 bearing dividend entitlements | € 2,486,759.40 |
| Profit carried forward   | € 6,841,493.14 |
| Accumulated profit   | € 9,328,252.54 |

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 €0.36 per dividend-bearing share.

The entitlement to dividend thus falls due on the third business day following the resolution of the Annual General Meeting, which is May 12, 2021, pursuant to Section 58 (4) second sentence AktG.

## 3. Resolution on the discharge of the Board of Management for the 2020 financial year

The Board of Management and Supervisory Board propose that discharge be granted for the members of the Board of Management for the 2020 financial year.

## 4. Resolution on the discharge of the Supervisory Board for the 2020 financial year

The Board of Management and Supervisory Board propose that discharge be granted for the members of the Supervisory Board for the 2020 financial year.

## 5. Election of the auditors of the individual and Consolidated Financial Statements for the 2021 financial year

The Supervisory Board – supported by the recommendation of the Audit Committee – proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Osnabrück, be elected as auditors of the annual and Consolidated Financial Statements for the 2021 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 Board of Management remuneration system of technotrans SE

Pursuant to Section 120a (1) AktG in the version in force since January 1, 2020, after the entry into force of the Shareholder Rights Directive Implementation Act (ARUG II) dated December 12, 2019, the Annual General Meeting of a listed company is to decide on the approval of the remuneration system for the Board of Management members each time the system is materially changed, but at least every four years.

On February 2, 2021 the Supervisory Board resolved a new remuneration system for the Board of Management members that meets the requirements of ARUG II and takes account of the recommendations in the amended German Corporate Governance Code 2019 version.

The Supervisory Board proposes to the Annual General Meeting that the following remuneration system for the members of the Board of Management be approved.

## Remuneration system for the Board of Management members of technotrans SE

### Basic features of the remuneration system, aims and components

The aim of the remuneration system for the Board of Management agreed by the Supervisory Board of technotrans SE in February 2021 is to remunerate the individual Board of Management members appropriately in line with their duties and areas of responsibility and to reflect the performance of each Board of Management member as well as the success of the company as a whole. It seeks to incentivise a sustainable increase in the corporate value of technotrans SE and successful, performance-led corporate governance. It also aims to support attainment of the corporate targets through the defined parameters. The Board of Management remuneration system thus contributes to the promotion of the evolved group strategy "Future Ready 2025". Under the umbrella brand technotrans, the group aims to increase profitability and revenue further in the coming years, with particular focus on four target markets.

To that end, the contractually embedded remuneration system of the Board of Management uses a variety of parameters, including the size of technotrans SE and the technotrans group, the economic environment in both regional and competitive terms, the complexity of the Board of Management activities and the current economic position of the company and its subsidiaries, as well as the performance of the overall Board of Management and the experience and performance of the individual Board member. To take appropriate account of these factors, the remuneration policy is continuously examined by the Supervisory Board.

The remuneration of the Board of Management members comprises the following elements:

- Fixed remuneration that is assessed for the full business year and is payable pro rata monthly,
- Variable, performance-related remuneration that comprises
  - a short-term, variable remuneration component (short term incentive – STI) that is linked to an EBIT target and is modified by attainment of individual, collective and ESG targets, and
  - A long-term, variable remuneration component (long term incentive – LTI) based on an ROCE target, as well as
- Fringe benefits, in particular a company car, accident and D&O insurance cover, as well as contributions to the personal pension scheme for the Board of Management member.

The precise objectives for the individual Board of Management members for the short-term and long-term remuneration components are fixed on the basis of resolutions by the whole Supervisory Board in target agreements reached between the company, represented

by the Supervisory Board Chair, and the respective Board of Management member.

For full target attainment, disregarding the fringe benefits the split between fixed remuneration and variable remuneration is 60:40. The split between short-term and long-term performance-related pay where targets are fully attained is 45:55. Depending on the actual level of attainment of personal targets and the attainment of targets for financial ratios, there may naturally be departures from these splits.

In percentage terms the individual components are made up approximately as follows, based on the fringe benefits currently granted:

### Remuneration component as share of annual target remuneration

|                                    |                |
|------------------------------------|----------------|
| Fixed remuneration                 | approx. 54 %   |
| Short-term performance-related pay | approx. 16,2 % |
| Long-term performance-related pay  | approx. 19,8 % |
| Fringe benefits                    | approx. 10 %   |
| <b>Total</b>                       | <b>100 %</b>   |

The following aspects in particular were heeded in determining the composition of the target remuneration for the Board of Management:

- The fixed remuneration is a central component of Board of Management remuneration. Its level in each case reflects the areas of responsibility and duties of the individual Board of Management members. When the target remuneration is achieved, it should equally exhibit a ratio of 60:40 to variable remuneration and constitute over half of all remuneration components, including fringe benefits.
- In the case of variable remuneration, which provides additional incentives that depend on the overall success of the company and rewards individual performance, the balance is skewed towards long-term performance-related pay in preference to short-term performance-related remuneration components. The aim here is to reinforce long-term sustainable corporate development. This also reflects the group strategy for the coming years. The short-term performance-related remuneration components consider both the success of the company and individual targets of the recipient, for example by way of incentivising outstanding success in one-off projects. It is also possible to specify targets that support sustainability and ESG aspects.

- In addition to fixed remuneration and variable remuneration the Board of Management members receive fringe benefits that are of secondary monetary importance compared with the other remuneration components. They are granted independently of performance and are intended to usefully complement the other remuneration components.
- For the individual level of Board of Management remuneration, a differentiated view is taken for each Board of Management member depending on their task area and function.

The Supervisory Board has called upon outside support in developing the remuneration model. Information on the remuneration level of the workforce and on remuneration of management boards in the market environment was also obtained.

### **Setting target attainment for variable remuneration**

For the remuneration system of the Board of Management, two fundamentally distinct target-setting approaches are adopted:

- For short-term variable remuneration, the starting point is annual target-setting based on EBIT. For every 1% above or below the target, the target amount is reduced/increased by 3% with the result that a negative target difference of more than 33.33% means the remuneration component lapses altogether, and a positive target difference of more than 33.33% produces no further increase in the remuneration component. The annually fixed personal targets, collective targets and ESG targets act as modifiers. Depending on how far these targets are deemed to have been attained, the target amount from the EBIT achieved is multiplied by 0.8 to 1.2. The targets are set annually. Target attainment is established by the Supervisory Board after the end of the financial year, for example by reference to the financial ratios determined. The amount earned falls due and is payable at the end of the month in which the Supervisory Board approves the annual and Consolidated Financial Statements for the respective preceding year.
- Long-term variable remuneration is determined based on a planning-oriented ROCE target. The ROCE target is set with a +/- range of 1.5%. If the lower limit is reached the target is deemed 50% undershot, and if the upper limit is reached it is deemed 50% exceeded. If the figure achieved is below this range the remuneration component lapses, and if the range is exceeded there is no further increase to the remuneration component. The amount assessed from target attainment is payable after the relevant financial statements for the financial

year in question have been established/approved. The Board of Management is then to invest the paid-out amount in shares in the company that must be held for at least four years, after which they may then be freely sold in accordance with the statutory provisions.

### **Maximum remuneration**

Taking all remuneration components into account, the Supervisory Board has specified a remuneration structure for each individual Board of Management member that reflects their specific duties. The maximum remuneration is capped at EUR 850,000.00. This figure refers to the entitlements accrued during a calendar year, not to the payments actually made. If the cap is arithmetically exceeded, entitlements of the Board of Management member lapse (in whole or part) initially in respect of the short-term portion of the variable remuneration, and then if necessary in respect of the fixed remuneration. These amounts lapse without replacement, but only to the point where the maximum remuneration is reached.

### **Deferral periods and scope for clawback**

As referred to above, deferral periods apply in respect of the sale of the shares acquired based on the long-term variable remuneration. The sale of these shares is only permissible after four years have elapsed.

In addition, the Board of Management employment contracts contain provisions under which, for material derelictions of duty, breaches of contractual obligations or breached of material principles of action, remuneration granted but not yet paid out for the financial year in which the breach occurs may be reduced in part or whole to zero ("penalty"). In addition, there is contractual scope under which variable remuneration components that have already been paid out can be clawed back.

There is also scope for clawback if the variable remuneration was incorrectly calculated due to defective company accounts and corrected, audited company accounts indicate a different payout amount.



### Share-based remuneration

As already indicated, remuneration components are not paid out in the form of shares. However the amount of long-term variable remuneration calculated according to the above principles and paid out must be – demonstrably – invested by the Board of Management member in question in shares in the company. These shares must be held by the Board of Management member for at least four years. The Board of Management member may thereafter dispose freely of the shares, subject to the statutory provisions.

### Remuneration-based transactions and their termination

The Board of Management remuneration system is implemented through corresponding agreements with the individual Board of Management members in their employment contracts, in addition to the target agreements and the Supervisory Board's findings on attainment of the respective targets.

For this purpose the fundamental term of the corresponding remuneration arrangements in the employment contracts corresponds to the term of the contracts or the term of office.

The contract with Mr Finger runs until December 31, 2023.

The contract with Mr Hirsch runs until December 31, 2022.

The contract with Mr Engel, which was concluded based on the previous remuneration system, ends on July 31, 2021.

However it is possible to adjust the remuneration agreements by mutual agreement within the respective periods, for example to reflect changes in the law. The Board of Management employment contracts with Mr Hirsch and Mr Finger were thus recently adjusted to implement the new remuneration system described above.

There is also scope for terminating the employment contracts for cause.

The contracts do not envisage pension or early retirement arrangements under the current remuneration system.

### Special arrangements for the termination of Board of Management mandates in special cases

The Board of Management employment contracts have fixed terms but may be terminated for cause. If the employment contract is ended by termination for cause, all entitlements to payment of variable remuneration lapse where they were not already due and payable at the time that termination takes effect. If appointment as member of the Board of Management is revoked and the company does not give effective notice to terminate the contract for cause, the continuing entitlements for the remainder of the term are replaced with an entitlement to a one-off severance payment (severance payment cap). Special arrangements apply in cases where that the

Board of Management member has not yet completed a full financial year in office or the remaining term of the Board of Management employment contract is less than one year. Equally, special arrangements are agreed with the Board of Management members if the appointment is revoked due to illness or being prevented from carrying out duties due to other reasons.

### Determination of the remuneration system and individual remuneration of Board of Management members

The Board of Management remuneration system is determined by the Supervisory Board based on the proposal of the Personnel Committee.

Equally, the features and level of individual remuneration of Board of Management members are determined by the Supervisory Board – on the proposal of the Personnel Committee – through the individual contracts with the Board of Management members and through target agreements.

The Supervisory Board reviews the remuneration system and individual contractual agreements on a regular basis. It will call on remuneration consultants or legal advisors for support to the extent that it deems necessary. The Supervisory Board has drawn on relevant outside expertise in determining the current remuneration of the Board of Management. Where data from the company is required, e.g. with regard to the financial ratios or employee remuneration, the information in question is prepared and presented to the Supervisory Board by the Board of Management.

Where conflicts of interest arise, they are to be disclosed in accordance with the fundamental requirements for the Board of Management and Supervisory Board. No such conflicts can currently be identified with regard to how the remuneration system and individual Board of Management employment contracts are determined, nor the target agreements. The general supervisory duties of the Supervisory Board include reviewing any risks and responding where conflicts arise.

## 7. Resolution on the Supervisory Board remuneration system of technotrans SE

Pursuant to Section 113 (3) AktG in the version in force since January 1, 2020, the Annual General Meeting of a listed company must decide on the remuneration and the remuneration system for the members of the Supervisory Board at least every four years. The initial resolution is to be passed by the end of the first Annual General Meeting after December 31, 2020.

The remuneration arrangements for the members of the Supervisory Board of technotrans SE have been thoroughly revised on the basis of a corresponding resolution of the Annual General Meeting in 2020. The provisions of the amended German Corporate Governance Code 2019 and the requirements of ARUG II were also taken into account here. In light of this, after due examination the Board of Management and Supervisory Board do not at this time see any need to adjust the remuneration arrangements currently enshrined in Article 17 of the Articles of Association a further time.

The Board of Management and Supervisory Board therefore propose to the Annual General Meeting that the remuneration system of the Supervisory Board presented below be passed, retaining the existing provisions in the Articles of Association.

### Provision in the Articles of Association

*“Article 17 Remuneration of Supervisory Board members*

- (1) The members of the Supervisory Board shall receive, over and above reimbursement of their expenses, a fixed remuneration of EUR 30,000.00 for each full financial year of service on the Supervisory Board, payable at the close of the Annual General Meeting that gives discharge for the preceding financial year. The Chair shall receive twice the fixed amount of remuneration, and the Deputy Chair one and a half times the fixed amount.*
- (2) The members of a committee formed by the Supervisory Board – with the exception of the Audit Committee – shall furthermore 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 Chair of a committee in each case 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 (face-to-face meeting, telephone or video conference lasting at least two hours) in which they take part. Members of a committee shall receive an attendance fee of EUR 500.00 for each committee meeting (face-to-face meeting, telephone or video conference lasting at least two hours) in which they take part. The Chair of a Supervisory Board committee shall receive*

*double the attendance fee pursuant to sentence 2 for participation in meetings chaired by them. If a Supervisory Board member takes part in multiple meetings on one day, they shall only be entitled to one attendance fee.*

- (4) The remuneration of Supervisory Board members according to Paragraphs 1 to 3 shall be due and payable at the close of the Annual General Meeting that gives discharge for the preceding financial year.*
- (5) The Annual General Meeting may resolve one or multiple long-term variable remuneration components for the Supervisory Board, on top of the remuneration according to the Articles of Association. If the Annual General Meeting resolves to grant such a remuneration component, it shall simultaneously specify a cap (maximum remuneration) for the total remuneration of each Supervisory Board member.*
- (6) Members of the Supervisory Board who have not held office for a full financial year shall receive pro rata temporis remuneration pursuant to Paragraphs 1 to 3, in accordance with their period of office; this shall apply correspondingly for the separate remuneration of membership of a Supervisory Board committee.*
- (7) The company shall reimburse every Supervisory Board member for the value-added tax due on their remuneration.*
- (8) Another component of the remuneration of Supervisory Board members shall be the calculated pro rata share of an insurance premium for third party financial loss insurance (D&O policy) paid by the company in an arm's length transaction and taken out in its own name in favour of the Supervisory Board members.“*

### Remuneration system for the Supervisory Board of technotrans SE

#### Basic features of the remuneration system, aims and components

The Supervisory Board of technotrans SE oversees and advises the Board of Management of the company and is closely involved in core operational and strategic matters of corporate governance. In accordance with the Articles of Association and the joint agreement between the employees and the company at the time of the modifying conversion of the company into a European Company (SE), it comprises shareholder representatives and employee representatives. For it to act effectively as a governing body, the Supervisory Board needs to meet its adopted skills profile and composition objectives to the best possible degree. The Supervisory Board remuneration also plays a significant role in this. According to Principle 24 of the current German Corporate Governance Code,

it should be commensurate with the duties of the Supervisory Board members and the situation of the company, while also ensuring that the Supervisory Board is attractive for suitable candidates. In light of this, at the proposal of the management the Annual General Meeting in 2020 resolved a thorough review of the Supervisory Board remuneration system by amending Article 17 of the Articles of Association.

In accordance with the suggestion of the German Corporate Governance Code in item G.18 first sentence and taking up the recommendation of many investors and proxy advisors, the Supervisory Board remuneration at technotrans SE consists exclusively of fixed remuneration. No variable remuneration is granted, but pursuant to Article 17 (5) of the Articles of Association the Annual General Meeting may resolve it, while setting a maximum remuneration for the Supervisory Board members. Again following the recommendation in item G.17 of the current Code, the remuneration of the Supervisory Board members comprises basic remuneration combined with attendance fees and supplements for particular functions. This is in line with the function of the board as an independent advisory and supervisory body. This fixed remuneration guarantees the basis and incentive for the Supervisory Board to continuously supervise and perform its duties in the interests of the company, without making this dependent on external factors or specific economic developments of the technotrans group.

### **Procedure for determining, reviewing and implementing the remuneration system**

In future, the Annual General Meeting will resolve the remuneration of the Supervisory Board members at least every four years on the proposal of the Board of Management and Supervisory Board pursuant to Section 113 (3) first sentence AktG as amended. The Annual General Meeting can then either merely confirm the remuneration of the Supervisory Board or amend the provisions of the Articles of Association on the Supervisory Board remuneration.

The remuneration of the Supervisory Board of technotrans SE is currently regulated by corresponding resolutions of the Annual General Meeting in 2020 in Article 17 of the Articles of Association.

### **Overview of the individual components of Supervisory Board remuneration**

The basic remuneration and function supplements are intended to remunerate the Supervisory Board members appropriately and in line with their respective duties.

#### **a. Basic remuneration**

The annual basic remuneration for a Supervisory Board member is EUR 30,000.

#### **b. Function supplements**

The function supplements determined in the Articles of Association reflect the particular responsibility and increased amount of time required for individual functions, and simultaneously implements the recommendation in item G.17 of the Code.

##### **(1) Supervisory Board Chair and Deputy**

The annual function supplement for the Supervisory Board Chair is 100% and for the Deputy 50% of the basic remuneration. This reflects the prominent position of the Supervisory Board Chair as the contact person for the Board of Management. The Chair moreover has the specific task of coordinating the Supervisory Board's work. The Supervisory Board Chair is supported substantially in this by the Deputy.

##### **(2) Committee members**

The members of the Audit Committee receive a function supplement in the amount of EUR 7,500 in a reflection of the special function and duties of that committee. A function supplement of EUR 5,000 is envisaged for membership of other committees.

##### **(3) Committee chairs**

The committee chairs in each case receive double the amount that an ordinary committee member receives, in a reflection of the special duties their committee work entails.

#### **c. Attendance fees**

In addition to the remuneration described above, the Supervisory Board members receive attendance fees for Supervisory Board meetings in the amount of EUR 1,500 per meeting. Members of committees receive an attendance fee of EUR 500 for committee meetings; the committee chair receives EUR 1,000 for committee meetings. If a Supervisory Board member takes part in multiple meetings on one day, they are entitled to only one attendance fee.

### **Due date**

The remuneration is due and payable after the end of the Annual General Meeting that gives discharge of the Supervisory Board members for the respective preceding financial year (Article 17 (4) of Articles of Association).

### **Pro rata membership**

Supervisory Board members who have belonged to the Supervisory Board for only part of the financial year receive the Supervisory Board remuneration pro rata temporis in accordance with their period of office (Article 17 (6)).

### **Reimbursement of expenses**

The company reimburses members of the Supervisory Board for expenses incurred in the course of exercising their office as well as for any VAT due on the remuneration and reimbursed expenses (Article 17 (7) of Articles of Association).

### **D&O insurance**

An additional fringe benefits component is defrayal of the arithmetical per capita share of the third party financial loss insurance (D&O policy) taken out by the company, in which the Supervisory Board members are included (Section 17 (8) of Articles of Association).

### **Remuneration-based transactions**

No remuneration-based transactions according to Section 87a (1) second sentence No. 8 AktG are concluded between the company and the members of the Supervisory Board.

## **8. Election of new Supervisory Board members**

The term of office of Dr Wolfgang Höper as a shareholder representative on the Supervisory Board of technotrans SE ends with the close of this year's Annual General Meeting. Dr Höper is not available for re-election.

In addition, Mr Harling, who has served technotrans in a wide variety of functions for over 40 years, has decided to surrender office as Supervisory Board member with the close of this year's Annual General Meeting. Mr Harling is to be elected Honorary Chair of the Supervisory Board at this Annual General Meeting and will maintain his close ties with the company and the Supervisory Board. We refer in this connection to the company's ad hoc information dated March 8, 2021.

As a result, this year's Annual General Meeting needs to elect two replacement members for the company's Supervisory Board.

Pursuant to Article 12 of the Articles of Association, the rules of the participation agreement between the company and its employees as well as the statutory provisions of the SE Regulation, the SEAG and the SEBG, the Supervisory Board of technotrans SE shall comprise six members, of who four members shall be shareholder representatives and two members shall be employee representatives. All members of the Supervisory Board shall be appointed by the Annual General Meeting. Specifically, the employee representatives on the Supervisory Board are to 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 employee representatives. The Annual General Meeting shall not otherwise be bound by election proposals.

In keeping with their self-determined objectives, the Nominating Committee and Supervisory Board have considered the matter of replacement members. These members should enhance the specialist expertise and experience of the Board as a whole, as well as satisfy the increased level of engagement demanded of Supervisory Board members.

- a) Based on the proposal of the Nominating Committee, the Supervisory Board proposes that Dr-Ing Gottfried H Dutiné be elected to the Supervisory Board of technotrans SE. Dr-Ing Gottfried H Dutiné is to be elected for the period up until the close of the Annual General Meeting which gives discharge for the fourth financial year from the start of the period of office, not counting the financial year in which the period of office begins. To that extent election shall be for the period up until the close of the Annual General Meeting in the year 2026.

### Personal details

#### Dr-Ing Gottfried H. Dutiné

##### Curriculum vitae

Profession: Engineering graduate, independent management consultant

Born: 1952

Nationality: German

##### Professional background

###### Since January 2018

Advisory Council member of IVAM Microtechnology Network, Dortmund, Germany

###### Since October 2016

Advisory Board member of Endiio GmbH, Vienna, Austria

###### Since May 2016

Supervisory Board member of Elmos Semiconductor SE, Dortmund, Germany

###### Since February 2012

Independent management consultant

###### August 2018 – December 2020

Member of the Board of Directors, Stokke A.S., Aalesund, Norway

###### February 2002 – January 2012

Board of Management member and Chief Innovation Officer, Royal Philips Electronics, Amsterdam, Netherlands; in that connection held a number of Supervisory Board and Advisory Board positions at group subsidiaries and joint ventures, especially in China, Korea and Japan

###### April 1999 – January 2002

Chairman of the Board of Directors, Alcatel Deutschland GmbH, Stuttgart, Germany, and member of the Alcatel Telecom Board Committee, Paris, France

###### November 1997 – April 1999

Board of Management Chairman of Alcatel SEL AG and Area President for Central and Eastern Europe, Russia and Central Asia, Alcatel, Paris, France

###### April 1989 – October 1997

Board of Directors Spokesman for Mobile Communications

Division of Robert Bosch GmbH, Stuttgart, and Board of Directors Spokesman of Blaupunkt GmbH, Hildesheim, Germany, Director of Robert Bosch GmbH, Stuttgart; in that connection held a number of Supervisory Board and Advisory Board positions at group subsidiaries and joint ventures, especially in China, Korea and Japan

###### January 1984 – March 1989

Group Director Product Operations, Motorola Communications group Europe, Wiesbaden, Germany

###### November 1979 – December 1983

Manager Technical Operations, Rockwell-Collins GmbH, Frankfurt am Main, Germany

##### Education

###### 1970-1979 TU Darmstadt, studied Electrical

Communications Engineering and took doctorate

###### 2001

TU Darmstadt, made Honorary Senator (Senator e.h.)

##### Expertise

Dr Dutiné's industry knowledge comprises automotive and process engineering, telecommunications, consumer products, lighting and healthcare. He has many years of experience and knowledge in the areas of technology management, corporate strategy, new business area development, restructuring, risk management and M&A.

He has served on executive boards and committees of national and international federations such as BITKOM, ZVEI, German Transport forum, and the Asia-Pacific Committee of German Business. He is currently a member of the VDE, Münchner Kreis, Finance Experts Association (FEA) and Aufsichtsräte Mittelstand Deutschland e.V. (ArMID).

Dr Dutiné is able to provide the time that the Supervisory Board mandate is expected to entail.

##### Memberships, mandates

1. Mandates to statutory supervisory boards
  - Supervisory Board member of Elmos Semiconductor SE, Dortmund, Germany
2. other mandates
  - Member of the Advisory Board of Endiio GmbH, Vienna, Austria
  - Member of the Advisory Council of IVAM Microtechnology Network, Dortmund, Germany
3. Principal activities alongside the non-executive directorship
  - Independent management consultant

##### Personal and business relationships

Dr-Ing Gottfried H Dutiné has no personal or business relationship with the company, the governing bodies or any shareholder with a material interest in the company.



- b) Based on the proposal of the Nominating Committee, the Supervisory Board proposes that Mr Peter Baumgartner be elected to the Supervisory Board of technotrans SE. Mr Peter Baumgartner is to be elected for the period up until the close of the Annual General Meeting which gives discharge for the fourth financial year from the start of the period of office, not counting the financial year in which the period of office begins. To that extent election shall be for the period up until the close of the Annual General Meeting in the year 2026.

### Personal details

#### Peter Baumgartner

#### Curriculum vitae

Profession: Engineering graduate – Mechanical Engineering, independent management consultant

Born: 1954

Nationality: German and Swiss

#### Professional background

##### Since February 2021

Chairman of the Advisory Board of Fire Holding GmbH, Frankfurt am Main, Germany

##### Since December 2020

Supervisory Board member of Greiffenberger AG, Augsburg, Germany

##### Since July 2020

Senior Investment Advisor of Franz Haniel & Cie., Duisburg, Germany

##### Since February 2012

Managing Partner of Baumgartner Management Advisors GmbH, Munich, Germany

##### September 2019 – July 2020

Supervisory Board Chairman of ROVEMA GmbH, Fernwald, Germany

##### August 2018 – August 2019

Interim CEO of ROVEMA GmbH, Fernwald, Germany

##### April 2018 – August 2018

Supervisory Board Chairman of ROVEMA GmbH, Fernwald, Germany

##### February 2018 – March 2019

Senior Advisor to the Board of Management of SEVES group SarL, Luxembourg

##### October 2014 – January 2018

CEO of SEVES group SarL, Luxembourg

##### January 2012 – 2014

CEO and Chairman of Seves SpA, Florence, Italy

##### October 2008 – December 2011

Managing Director and partner of Vestar Capital Partners, Munich, Germany

##### 1986 – 2002

Supervisory Board member and Supervisory Board Chairman of Leuze group, Owen, Germany

##### 1996 – 1999

Supervisory Board member of Thyssen-Nothelfer, Ravensburg, Germany

##### August 1993 – September 2008

Managing Director of the consultancy firm Oliver Wyman, Munich, Germany

##### April 1984 – July 1993

Co-founder and Managing Partner of UBM Unternehmensberatung Management GmbH, Munich, Germany

##### June 1981 – March 1984

Senior Consultant at Roland Berger, Munich, Germany

#### Education

2018 INSEAD, Singapore & Fontainebleau:  
International Certificate in Corporate Governance

1977-1981 RTWH Aachen

#### Expertise

Peter Baumgartner has held C-level functions at international consultancy, private equity and industrial enterprises for 40 years. His experience spans the development and implementation of complex restructuring, strategic, M&A and corporate governance projects in a variety of industries in Europe, Asia and America. He has extensive experience in diversified international cultures and in working with employee representatives. Through his various mandates as chairman and board member, he possesses broad experience in corporate governance from a shareholder and board perspective as well as in recruiting C-level managers. Through his advisory firm Baumgartner Management Advisors, he has acted as investor and consultant for international enterprises, family office and private equity companies since 2012.

Peter Baumgartner is able to provide the time that the Supervisory Board mandate is expected to entail.

#### Memberships, mandates

1. Mandates to statutory supervisory boards
  - Supervisory Board member of Greiffenberger AG, Augsburg, Germany
2. Other mandates
  - Chairman of the Advisory Board of Fire Holding GmbH, Frankfurt am Main, Germany
3. Principal activities alongside the non-executive directorship
  - Managing Partner of Baumgartner Management Advisors GmbH, Munich, Germany

#### Personal and business relationships

Peter Baumgartner has no personal or business relationship with the company, the governing bodies or any shareholder with a material interest in the company.

# Further information on the convening of the Annual General Meeting

## I. Conducting as virtual Annual General Meeting without the physical presence of shareholders or their proxies

The COVID-19 pandemic continues to have a major impact worldwide on private and economic life. For example, at the time of publishing this invitation, in Germany there is a time-limited ban on holding public events. It is unclear whether further lockdowns and possibly other restrictions may occur, for instance because of virus mutations. In light of the pandemic, in spring 2020 the legislators passed the Act to Mitigate the Consequences of the COVID-19 Pandemic under Civil, Insolvency and Criminal Procedure Law. This omnibus act includes the Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic (hereinafter referred to as “**COVID-19 Act**” as amended). Pursuant to Section 1 (2) COVID-19 Act, it for example permits stock corporations and listed European companies (SE) such as technotrans SE to conduct an Annual General Meeting in a virtual format without the physical presence of the shareholders or their proxies. The application period of the regulations on the convening and conducting of virtual Annual General Meetings was extended by the Regulation extending Measures Under the Law of Companies, Cooperative Societies, Associations and Foundations to Combat the COVID-19 Pandemic from October 20, 2020 until December 31, 2021. With the Act Concerning the further Shortening of the Residual Debt Discharge Proceedings and the Adjustment of Pandemic-Related Regulations in the Law of Companies, Cooperative Societies, Associations and Foundations as well as in the Law of Tenancies dated December 22, 2020 the regulations on the convening and conducting of the virtual Annual General Meeting were adjusted selectively with regard to shareholder interests in the holding of virtual Annual General Meetings.

**This year’s Annual General Meeting is to be held as a virtual Annual General Meeting, after consideration of the various interests involved and to protect the shareholders, governing bodies and workforce of technotrans SE on the basis of a corresponding resolution of the Board of Management, with the consent of the Supervisory Board in the application of these regulations.**

The rights of the shareholders to participate, exercise voting rights, grant powers of proxy, regarding the right to ask questions and regarding the right to object are to that extent attached to Section 1 COVID-19 Act and the general regulations governing invitation to and conducting of the Annual General Meeting of a listed European Company (SE) and the Articles of Association of the company, unless specified otherwise by Section 1 COVID-19 Act and if use is made of these regulations.

Shareholders duly registered for the Annual General Meeting or their proxies have the opportunity to follow the entire Annual General Meeting live in picture and sound, using electronic conferencing, on the shareholder portal (hereinafter “Participation”). It is expressly pointed out that this does not constitute participation in the Annual General Meeting for the purposes of stock corporation law.

Exercising of voting rights by the duly registered shareholders – including where third parties are appointed as proxies – shall be exclusively by way of (electronic) postal vote or by granting powers of proxy and issuing instructions to the proxies nominated by the company. Each share shall carry one vote at the Annual General Meeting. The duly registered shareholders or their proxies shall be granted an opportunity to submit questions, by means of electronic communication, via the shareholder portal. They may in addition raise an objection to a resolution of the Annual General Meeting by electronic means by e-mail.

### II. Condition of Participation in the Annual General Meeting and exercising of shareholder rights

#### 1. Registration

Shareholders shall be entitled to participate in the virtual Annual General Meeting and exercise shareholder rights, in particular the right to vote, if pursuant to Article 19 (2) of the Articles of Association they have registered for the Annual General Meeting by Friday, **April 30, 2021, 24:00 (CEST)**, and are entered on the share ledger at the time of the Annual General Meeting.

Registration must be received by the company in German or English either by electronic means using the password-protected shareholder portal on the company's website at <https://www.technotrans.com/investor-relations/annual-shareholders-meeting>

or in text form (Section 126b German Civil Code) stating full name and shareholder number using one of the following channels of communication:

#### **technotrans SE**

c/o Computershare Operations Center

80249 Munich, Germany

Fax No.: +49 (89) 3090-374675

e-Mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

To register electronically via the shareholder portal on the internet, shareholders will need their shareholder number and an access code, which they will receive together with the papers for the Annual General Meeting. This will enable them to use the password-protected shareholders' area and thus also to follow the complete remote Annual General Meeting, as well as to cast votes and submit questions.

Shareholders who are only entered on the share ledger after **Friday, April 16, 2021, 0:00 (CEST)** will in accordance with the statutory regulations not receive an invitation and therefore not be sent any access data for electronic registration. However, they may retrieve the invitation on the following web page of the company <https://www.technotrans.com/investor-relations/annual-shareholders-meeting> and register for the Annual General Meeting at the following address, observing the deadlines stated.

#### **technotrans SE**

c/o Computershare Operations Center

80249 Munich, Germany

Fax No.: +49 (89) 3090-374675

e-Mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Shareholders who wish to register are requested to do so in good time and to quote their shareholder number.

#### 2. Re-registration embargo

The exercising of shareholder rights, especially the right to participate and vote, is determined by the number of shares held as entered on the share ledger on the day

of the Annual General Meeting. This will correspond to the number of shares at the end of the day on which registrations close because orders for re-registration on the share ledger during the period from Saturday, May 1, 2021, 0:00 (CEST), to Friday, May 7, 2021, 24:00 (CEST), are only processed and taken into account with effect from after the Annual General Meeting. The technical record date for the exercising of voting rights on the day of the Annual General Meeting is therefore **Friday, April 30, 2021, 12.00 (CEST)**.

Shareholders will continue to have access to their shares after registering for the Annual General Meeting and irrespective of the technical record date. However those acquiring shares whose re-registration applications are not received by the company sufficiently before the above deadline will not be able to exercise participation rights and voting rights for those shares at the Annual General Meeting unless they authorise a proxy to represent them or exercise their rights on their behalf.

### III. Procedure for postal voting and electronic postal voting

Exercising of voting rights by the shareholders or their proxies shall be exclusively by way of (electronic) postal vote or by granting powers of proxy and issuing instructions to the proxies nominated by the company. In every instance timely and formally correct registration as described under No. II (1) is required.

#### 1. Postal voting

Shareholders and their proxies may cast their vote by postal voting and electronic postal voting in German and English within the meaning of Section 1 (2) No. 2 COVID 19 Act.

The casting of votes or their amendment by way of postal voting may be done in writing or in text form and must have been received by the company at the following address by **Wednesday, May 5, 2021, 24:00 (CEST)** inclusive, quoting the full name and the shareholder number.

#### **technotrans SE**

c/o Computershare Operations Center

80249 Munich

Fax No.: +49 89 30903-74675

e-Mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

For postal voting, shareholders may use the form enclosed with the registration documents, which must be returned to the above address.



For electronic postal voting, the password-protected shareholder portal at the following website <https://www.technotrans.com/investor-relations/annual-shareholders-meeting> will also be available beyond the above deadline, until the end of the general debate at the Annual General Meeting.

Votes already cast by postal voting or electronic postal voting may be changed or revoked, in each case by the same means, up until the deadlines stated above.

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

### 2. Casting of votes by the proxies nominated by the company.

Shareholders or their proxies may also have their voting rights exercised by nominated employees of the company (company proxies).

Powers of proxy and instructions to the company proxies may be granted, amended or revoked in German or English, in writing or in text form, quoting the full name and the shareholder number, using the following channel of communication, until **Wednesday, May 5, 2021, 24:00 (CEST)**, inclusive:

#### **technotrans SE**

c/o Computershare Operations Center

80249 Munich

Fax No.: +49 89 30903-74675

e-Mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Shareholders will receive a form which can be used to grant powers of proxy and instructions to proxies nominated by the company in text form together with the Annual General Meeting papers.

For authorising and issuing instructions to the proxies as well as amending and revoking these, the password-protected shareholder portal will be available on the following website <https://www.technotrans.com/investor-relations/annual-shareholders-meeting> until the end of the general debate.

The proxies bound by instructions shall exercise voting rights exclusively on the basis of the instructions issued by the shareholders. If a proxy nominated by the company is to be authorised, instructions must be given on how voting rights are to be exercised. In the absence of such instructions, powers of proxy shall be invalid. If instructions granted are unclear or contradictory, the proxies shall abstain.

The proxies shall not accept mandates to speak, ask questions, table motions or raise objections to resolutions of the Annual General Meeting.

Powers of proxy and instructions already granted may be

changed or revoked, in each case by the same means, up until the deadlines stated above.

Information on granting powers of proxy to the persons nominated by the company is also available on the internet at <https://www.technotrans.com/investor-relations/annual-shareholders-meeting>.

### IV. Exercising of shareholder rights by a proxy, procedure for casting votes by a proxy

Shareholders who are entered on the share ledger and have made a timely and formally correct registration may have their voting rights as well as other rights exercised by a proxy of their choice, and in particular by an intermediary, an association of shareholders or a proxy advisor.

Proxies shall equally not be permitted to participate physically in the virtual Annual General Meeting. They may only exercise the voting rights of the shareholders they represent by way of (electronic) postal voting or by issuing (sub)-powers of proxy and instructions to the proxies nominated by the company. Participation of the proxy in the electronic conference via the shareholder portal shall require the proxy to have received the necessary access data from the principal. A shareholder who wishes to make use of the opportunity should therefore share these in a timely manner.

Shareholders who wish to have their voting rights exercised at the Annual General Meeting by proxies instead of voting themselves must grant timely and formally correct powers of proxy to the latter before the vote. For this purpose, the following should be noted:

If neither a proxy advisor nor an association of shareholders nor other intermediary recognised under Section 135 AktG or equivalent under Section 135 AktG is authorised, the powers of proxy shall be granted either

- in text form or electronically via the shareholder portal, in either case vis-à-vis the company, or
- in text form directly to the proxy (in this instance text-form evidence of powers of proxy shall be required for the company).

The same shall apply to changing or revoking the powers of proxy.

The statutory provisions, in particular Section 135 AktG, shall apply to the granting of powers of proxy to proxy advisors, associations of shareholders or other intermediaries recognised under Section 135 AktG or equivalents under Section 135 AktG as well as revocation and evidence of powers of proxy. Under this requirement, in these cases powers of proxy must be granted to a specific proxy and verifiably be held by them; the proxy declaration must moreover be complete and may contain only declarations concerning the exercising of voting rights.

However in certain situations the proxies concerned may set specific rules for their own granting of powers of proxy; shareholders are therefore requested to agree the form and procedure regarding the granting of powers of proxy with the proxy in question in ample time.

If an intermediary within the meaning of Section 67a (4) AktG is entered on the share ledger, they may exercise voting rights for shares that do not belong to them only on the basis of an authorisation of the economic owner of the shares. The same shall apply to proxy advisors, associations of shareholders or other intermediaries recognised under Section 135 AktG or equivalents under Section 135 AktG.

If the shareholder appoints more than one person, pursuant to Section 134 (3) second sentence AktG and Article 19 (3) of the Articles of Association the company shall be entitled to reject one or more of them at its discretion, under consideration of the principle of equal treatment pursuant to Section 53a AktG.

Powers of proxy may be granted, amended or revoked in German or English, in writing or in text form, quoting the full name and the shareholder number, using the following channel of communication, until **Wednesday, May 5, 2021, 24:00 (CEST)**, inclusive:

### technotrans SE

c/o Computershare Operations Center  
80249 Munich  
Fax No.: +49 89 30903-74675  
e-Mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

The same shall apply to evidence of the powers of proxy granted to the proxy.

Shareholders will receive a form which can be used to grant powers of proxy together with the Annual General Meeting papers.

For granting, amending and revoking powers of proxy, the password-protected shareholder portal will be available on the following website <https://www.technotrans.com/investor-relations/annual-shareholders-meeting> until the end of the general debate.

### V. Live broadcast of the Annual General Meeting on the internet

The opening of the Annual General Meeting by the meeting's chair and the speech by the Chair of the Board of Management will be broadcast live and freely accessibly on the internet. The broadcast will be interrupted for the general debate and will then conclude with the voting proceedings and the announcement of the results. This form of live broadcast will take place on <https://www.technotrans.com/investor-relations/annual-shareholders-meeting>

In addition, the full remote Annual General Meeting – in other words, in particular the questions and answers session and the announcement of the outcome of votes – will be broadcast on the password-protected shareholder portal made available for the Annual General Meeting and only accessible with the access data received with the registration documents. This full broadcast will be via the password-protected shareholder portal, which can be accessed on the following website: <https://www.technotrans.com/investor-relations/annual-shareholders-meeting>

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

At the time of convening the Annual General Meeting the company's capital stock amounts to EUR 6,907,665.00, divided into 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.

### VII. Rights of shareholders

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

#### 1. Right to supplement the Agenda, Art. 56 second and third sentence SE Regulation, Section 50 (2) SEAG, Section 122 (2) AktG, Section 1 (3) COVID 19 Act

Shareholders whose shares together amount to one-twentieth of the share capital (i.e. 345,384 no par value shares) may demand that items be placed on the agenda and announced. The applicants shall demonstrate that they were the holders of the above minimum number of shares for at least 90 days before the date of receipt of the supplementary motion and that they will hold the shares at the time of the Board of Management decision about the motion. Section 70 AktG shall be noted in calculating the minimum holding period. Section 121 (7) AktG shall be applied correspondingly for calculation of the deadline.

For each new subject a reason must be stated or a draft resolution presented.

The request must be received by the Board of Management of the company in writing by the end of **Tuesday, April 6, 2021, 24:00 (CEST)**, stating the full name and the shareholder number, using the following channel of communication:

#### technotrans SE

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

Supplementary motions for publication shall be announced immediately upon receipt of the request in the Federal Gazette, unless this already occurred with the convening. They shall also be announced on the website <https://www.technotrans.com/investor-relations/annual-shareholders-meeting> and shareholders shall be informed. Resolution proposals attached to such supplementary motions shall be treated at the Annual General Meeting in accordance with the legal regulations.

### 2. Counter-motions and nominations for election by shareholders, Sections 126 (1), 127 AktG in conjunction with Section 1 (2) third sentence COVID-19 Act

Every shareholder is entitled to make counter-motions to the resolution proposals on the Agenda items. If a shareholder wishes to submit counter-motions to a proposal of the Board of Management and/or Supervisory Board, it shall be sent to the company exclusively stating the full name and the shareholder number and using the following channel of communication:

#### technotrans SE

– Investor Relations –  
Robert-Linnemann-Straße 17  
48336 Sassenberg  
Fax No: +49 (2583) 301-1054  
e-Mail: [hv2021@technotrans.de](mailto:hv2021@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 before the meeting, in other words by no later than the end of **Thursday, April 22, 24:00 (CEST)** and to be disclosed, will be published by us on the internet at <https://www.technotrans.com/investor-relations/annual-shareholders-meeting>.

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.

Because the company's Annual General Meeting this year takes the form of a virtual Annual General Meeting without the physical presence of the shareholders or their proxies, no motions can be tabled during the virtual Annual General Meeting. Counter-motions or nominations for election to be disclosed pursuant to Sections 126, 127 AktG, by shareholders who are entered on the share ledger and have registered in a timely manner, shall pursuant to Section 1 (2) third sentence COVID-19 Act regarding the virtual Annual General Meeting be treated as tabled or submitted.

The right of the meeting's chair to put proposals of the management to the vote first remains unaffected. If the proposals of the management are accepted by the required majority, the counter-motions or (alternative) nominations for election shall be deemed resolved.

### 3. Shareholder's right to submit questions, Section 1 (2) COVID-19 Act

Every shareholder shall fundamentally, 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 Section 1 (2) COVID-19 Act, it is not possible to exercise the right to information to the customary extent due to the conducting of a virtual Annual General Meeting without the physical presence of the shareholders or their proxies. However, pursuant to Section 1 (2) No. 3 COVID-19 Act the company is creating a right to ask questions by enabling every registered shareholder to submit questions to the management by means of electronic communication. To exercise the right to ask questions, questions should be entered on the password-protected shareholder portal on the following website: <https://www.technotrans.com/investor-relations/annual-shareholders-meeting>

Pursuant to Section 1 (2) second sentence COVID-19 Act, questions must be received by the company no later than one day before the start of the Annual General Meeting, i.e. by **Wednesday, May 5, 2021, 24:00 (CEST)**, via the password-protected shareholder portal.

During the broadcast of the Annual General Meeting, pursuant to Section 1 (2) second sentence COVID-19 Act the management will answer all questions received in time by the company at its discretion and using its best judgement.

The Board of Management reserves the right to name the questioners when replying to questions via the password-protected shareholder portal. Shareholders who do not consent to this have the option of objecting to their naming on the shareholder portal.

### 4. Objection

Pursuant to Section 245 No. 1 AktG in conjunction with Section 1 (2) first sentence COVID-19 Act, shareholders who have exercised their voting right have the opportunity to lodge an objection to the resolutions of the Annual General Meeting with the notary public taking the minutes of the virtual Annual General Meeting, by means of electronic communication.

Such declarations may be submitted by e-mail to the e-mail address [widerspruch-hv2021@technotrans.de](mailto:widerspruch-hv2021@technotrans.de) from the opening of the virtual Annual General Meeting until it is closed by the chair of the meeting.

### 5. Vote confirmation / evidence of voting count (Sections 118 (1), 129 (5) AktG)

In accordance with Section 118 (1) third sentence, (2) second sentence of the German Stock Corporation Act, where voting rights are exercised electronically or votes are cast by means of electronic communication (postal vote) the voter shall receive electronic confirmation of receipt of the vote cast according to the requirements pursuant to Art. 7 (1) and Art. 9 (5) subparagraph 1 of Implementing Regulation (EU) 2018/1212. If the confirmation is issued to an intermediary, they shall immediately forward the confirmation to the shareholder in accordance with Section 118 (1) fourth sentence of the German Stock Corporation Act. Furthermore, in accordance with Section 129 (5) first sentence of the German Stock Corporation Act the voter may demand confirmation from the company, within one month of the day of the Annual General Meeting, of whether and how their vote was counted. The company shall issue confirmation pursuant to the requirements in Art. 7 (2) and Art. 9 (5) subparagraph 2 of the Implementing Regulation (EU) 2018/1212. If the confirmation is issued to an intermediary, they shall immediately forward the confirmation to the shareholder in accordance with Section 129 (5) third sentence of the German Stock Corporation Act. Such a confirmation may also be accessed in electronic form via the password-protected shareholder portal on the following website until **Monday, June 7, 2021, 24:00 (CEST)**: <https://www.technotrans.com/investor-relations/annual-shareholders-meeting>

### 6. Times

All times in the section "Further particulars on convening" shall be stated in Central European Time (CEST) as applicable in Germany. With regard to coordinated universal time (UTC), this is UTC = CEST less two hours.

### 7. Additional notes and information and documents for the Annual General Meeting

Notes on the rights of shareholders, including on Section 1 (2) COVID-19 Act, can be found on the internet at <https://www.technotrans.com/investor-relations/annual-shareholders-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. These documents may furthermore be consulted on the company's website at <https://www.technotrans.com/investor-relations/annual-shareholders-meeting>

and downloaded from there. The additional information and documents for 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 there and downloaded if desired.

The results of votes will equally be posted on this website after the Annual General Meeting.

### 8. 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 of 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 [hv2021@technotrans.de](mailto:hv2021@technotrans.de)

or by contacting the company as follows:

**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 **Friday, March 26, 2021**.

Sassenberg, March 2021

**technotrans SE**

The Board of Management

# Financial Calendar

| Publication                      | Date             |
|----------------------------------|------------------|
| Quarterly Communication 1-3/2021 | May 4, 2021      |
| Virtual Annual General Meeting   | May 7, 2021      |
| Interim Report 1-6/2021          | August 10, 2021  |
| Quarterly Communication 1-9/2021 | November 9, 2021 |

## Event

|                     |                        |
|---------------------|------------------------|
| German Equity Forum | November 22 – 24, 2021 |
|---------------------|------------------------|

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Current information on events can be found on our website at  
[www.technotrans.com/investor-relations/financial-calendar](http://www.technotrans.com/investor-relations/financial-calendar)

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# Contact



## Frank Dernes

Manager Investor Relations & Corporate Finance

Phone: +49 (0)2583-301-1868

Fax: +49 (0)2583-301-1054

Email: [frank.dernes@technotrans.de](mailto:frank.dernes@technotrans.de)

# General Inquiries

## technotrans SE

Robert-Linnemann-Straße 17  
48336 Sassenberg

Phone: +49 (0)2583-301-1000

Fax: +49 (0)2583-301-1054

Email: [info@technotrans.de](mailto:info@technotrans.de)



# Key figures of the technotrans group (IFRS)

|   | Δ previous year | 2020           | 2019           | 2018           | 2017           | 2016           |
|---|-----------------|----------------|----------------|----------------|----------------|----------------|
| <b>Revenue (€ '000)</b>                               | -8.4%           | <b>190,454</b> | <b>207,927</b> | <b>216,286</b> | <b>205,095</b> | <b>151,792</b> |
| Technology (€ '000)                                   | -7.2%           | 137,716        | 148,424        | 156,476        | 147,570        | 103,623        |
| Services (€ '000)                                     | -11.4%          | 52,738         | 59,503         | 59,810         | 57,525         | 48,169         |
| <b>EBITDA (€ '000)</b>                                | -13.5%          | <b>13,849</b>  | <b>16,008</b>  | <b>22,599</b>  | <b>22,654</b>  | <b>14,045</b>  |
| EBITDA margin (%)                                     |                 | 7.3            | 7.7            | 10.4           | 11.0           | 9.3            |
| <b>EBIT (€ '000)</b>                                  | -18.7%          | <b>6,780</b>   | <b>8,338</b>   | <b>17,351</b>  | <b>17,438</b>  | <b>9,731</b>   |
| EBIT margin (%)                                       |                 | 3.6            | 4.0            | 8.0            | 8.5            | 6.4            |
| <b>Net profit for the period<sup>1</sup> (€ '000)</b> | -18.6%          | <b>4,956</b>   | <b>6,088**</b> | <b>12,383</b>  | <b>12,191</b>  | <b>7,192</b>   |
| as percent of revenue                                 |                 | 2.6            | 2.9            | 5.7            | 5.9            | 4.7            |
| <b>ROCE (%)</b>                                       |                 | <b>7.8</b>     | <b>9.6</b>     | <b>21.2</b>    | <b>24.5</b>    | <b>16.8</b>    |
| Net profit per share (€)                              | -18.6%          | 0.72           | 0.88           | 1.79           | 1.76           | 1.09           |
| Dividend (€)*   |                 | 0.36 *         | 0.00           | 0.88           | 0.88           | 0.55           |
| Balance sheet (€ '000)                                | 1.4%            | 148,117        | 146,003        | 136,032        | 125,307        | 121,445        |
| <b>Equity (€ '000)</b>                                | 5.8%            | <b>79,418</b>  | <b>75,067</b>  | <b>75,244</b>  | <b>69,750</b>  | <b>61,880</b>  |
| Equity ratio (%)                                      |                 | 53.6           | 51.4           | 55.3           | 55.7           | 51.0           |
| Return on equity (%) <sup>2</sup>                     |                 | 6.2            | 8.1            | 16.5           | 17.5           | 11.6           |
| <b>Net debt<sup>3</sup> (€ '000)</b>                  |                 | <b>21,539</b>  | <b>24,232</b>  | <b>19,435</b>  | <b>9,291</b>   | <b>5,267</b>   |
| <b>Net Working Capital Ratio<sup>4</sup></b>          |                 | <b>21.0</b>    | <b>20.2</b>    | <b>21.1</b>    | <b>19.0</b>    | <b>20.9</b>    |
| <b>Free cash flow<sup>5</sup> (€ '000)</b>            |                 | <b>3,915</b>   | <b>7,648</b>   | <b>-3,753</b>  | <b>150</b>     | <b>-12,649</b> |
| Employees (Balance sheet date)                        | -4.4%           | 1,409          | 1,474          | 1,453          | 1,329          | 1,252          |
| Employee (FTE) (average)                              | -1.3%           | 1,263          | 1,280          | 1,236          | 1,132          | 856            |
| Personnel expenses (€ '000)                           | -2.3%           | 75,879         | 77,679         | 74,564         | 69,847         | 52,370         |
| as percent of revenue                                 |                 | 39.8           | 37.4           | 34.5           | 34.1           | 34.5           |
| Revenue per employee (FTE) (€ '000)                   | -7.2%           | 151            | 162            | 175            | 181            | 177            |
| Number of shares at end of period                     |                 | 6,907,665      | 6,907,665      | 6,907,665      | 6,907,665      | 6,907,665      |
| share price max (€) <sup>6</sup>                      |                 | 28.65          | 30.00          | 47.90          | 50.75          | 24.77          |
| share price min (€) <sup>6</sup>                      |                 | 10.14          | 15.52          | 24.00          | 22.17          | 15.75          |

<sup>1</sup>Net profit for the period

<sup>2</sup>Return on Equity

<sup>3</sup>Net debt

<sup>4</sup>Net Working Capital Ratio

<sup>5</sup>Free cash flow

<sup>6</sup>Xetra closing price

= Profit attributable to technotrans SE shareholders

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

= financial liabilities (from 2019 incl. lease liabilities according to IFRS 16) - cash and cash equivalents

= Net Working Capital/Revenue

= Net cash from operating activities

+ cash used for investments according to cash flow statement

\* Proposal to the Annual General Meeting

\*\* Adjustment of the previous year to show the non-controlling interests. See Note "II. group a) Consolidated Companies"

in the Annual Report 2020.



