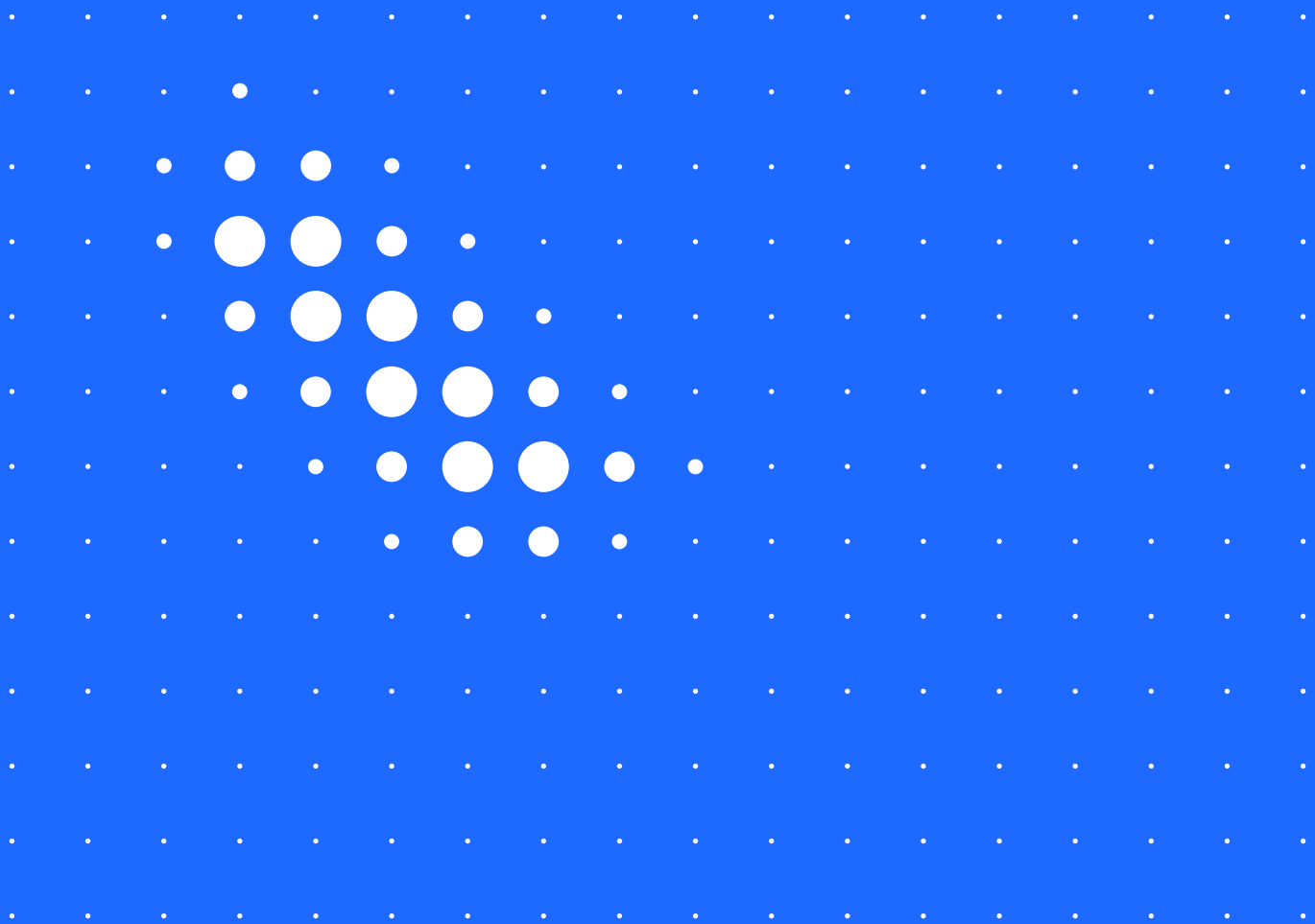


Annual General Meeting 2023

Invitation to the Annual General Meeting





Annual General Meeting 2023



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

Specification of the information

1. Unique identifier of the event	Annual General Meeting of technotrans SE 2023 (Formal information according to EU-IR: eb82ecbdd9e0ec11812f005056888925)
2. Type of message	Notice convening the Annual General Meeting (Formal information pursuant to EU-IR: NEWM)

B. Specification of the issuer

1. ISIN	DE000A0XYGA7
2. Name des Emittenten	technotrans SE

C. Specification of the Annual General Meeting

1. Date of the Annual General Meeting	May 12, 2023 (Formal indication according to EU-IR: 20220512)
2. Time of the Annual General Meeting	10:00 (CEST) (Formal indication according to EU-IR: 8:00 (UTC))
3. Type of the Annual General Meeting	Annual General Meeting (Formal information pursuant to EU-IR: GMET)
4. Location of the Annual General Meeting	Place of the Annual General Meeting within the meaning of the SE Regulation and the AktG: Messe und Congress Centrum Halle Münsterland, Albersloher Weg 32, 48155 Münster (Formal information pursuant to EU-IR)
5. Technical record (record date)	May 5, 2023, 00:00 (CEST) (Formal indication according to EU-IR: 20220505)
6. Uniform Resource Locator (URL)	https://www.technotrans.com/investor-relations/annual-shareholders-meeting

[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) and details of the deadlines for exercising other shareholder rights (Block F) is available 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 12, 2023, at 10:00 (CEST)**.

The Annual General Meeting will be held at the Messe und Congress Centrum Halle Münsterland, Albersloher Weg 32, 48155 Münster. We are looking forward to welcoming you in person after a three-year absence due to corona.

technotrans has achieved notable successes in the 2022 financial year despite increased challenges. We successfully completed the first phase of the Future Ready 2025 strategy. Consolidated revenue reached a new all-time high and EBIT increased significantly. Based on unabated high demand in all relevant markets, the financial year ended with a record order backlog that will extend well into the new financial year 2023.

Together with you, we would like to review the successful course of business, answer your questions and present our outlook for the financial year 2023.

Please therefore register to attend the Annual General Meeting by **May 5, 2023, 24:00 (CEST)**.

Please refer to the following pages for the agenda and further information on the proposed resolutions. Please make full use of your voting rights.

All information on the Annual General Meeting 2023 is available for you at the following internet address: <https://www.technotrans.com/investor-relations/annual-shareholders-meeting>

The 2022 Annual Report and further information on business performance are available at: <https://www.technotrans.com/investor-relations/financial-reports>

In case of any further question, please do not hesitate to contact our Investor Relations team.

We look forward to your participation in our Annual General Meeting 2023!

The Board of Management



Michael Finger



Peter Hirsch



Robin Schaeede

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

Overview of the agenda

Agenda item 1

Presentation of the established annual financial statements of technotrans SE as of December 31, 2022, of the approved Consolidated Financial Statements as of December 31, 2022, the Combined Management Report for technotrans SE and the Group and the Report of the Supervisory Board as well as the explanatory report of the Board of Management, in each case for the 2022 financial year²

Agenda item 2

Resolution on the distribution of accumulated profit

Agenda item 3

Resolution on the discharge of the Board of Management for the 2022 financial year

Agenda item 4

Resolution on the discharge of the Supervisory Board for the 2022 financial year

Agenda item 5

Election of the auditors of the individual and Consolidated Financial Statements for the 2023 financial year

Agenda item 6

Resolution on the approval of the remuneration report of technotrans SE for the 2022 financial year

Agenda item 7

Resolution on new Authorised Capital of technotrans SE according to Article 6 (3) of the Articles of Incorporation and the creation of a new Authorised Capital (also with the option to exclude subscription rights) as well as corresponding amendments to Article 6 (3) of the Articles of Incorporation

Agenda item 8

Authorisation of the Board of Management to acquire treasury shares

Agenda item 9

Resolution on the authorisation to issue bonds with conversion and/or option rights (also with the option to exclude subscription rights) and the creation of a new Conditional Capital 2023 as well as corresponding amendments to Article 6 (4) of the Articles of Incorporation

Agenda

1. Presentation of the established annual financial statements of technotrans SE as of December 31, 2022, of the approved Consolidated Financial Statements as of December 31, 2022, the Combined Management Report for technotrans SE and the Group and the Report of the Supervisory Board as well as the explanatory report of the Board of Management, in each case for the 2022 financial year.

The Supervisory Board has already approved the annual financial statements and the Consolidated Financial Statements prepared by the Board of Management. The annual financial statements are thus established. The documents mentioned under this agenda item shall be submitted to 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 €23,771,103.82 reported in the 2022 annual financial statements of technotrans SE be distributed as follows:

Distribution of a dividend of € 0.64 per no-par value share capital on the dividend-bearing share capital of € 6,907,665.00	4,420,905.60 €
Profit carried forward	19,350,198.22 €
Accumulated profit	23,771,103.82 €

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 € 0.64 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 17, 2023, pursuant to Section 58 (4) second sentence German Stock Corporation Act (AktG).

3. Resolution on the discharge of the Board of Management for the 2022 financial year

The Board of Management and Supervisory Board propose that discharge be granted for the members of the Board of Management for the 2022 financial year.

4. Resolution on the discharge of the Supervisory Board for the 2022 financial year

The Board of Management and Supervisory Board propose that discharge be granted for the members of the Supervisory Board for the 2022 financial year.

5. Election of the auditors of the individual and Consolidated Financial Statements for the 2023 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 2023 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 approval of the remuneration report of technotrans SE for the 2022 financial year 1

Pursuant to section 120a of the AktG, the Board of Management and the Supervisory Board submit to the Annual General Meeting the remuneration report for the 2022 financial year set out in the following information on agenda item 6 prepared in accordance with Article 9 of the SE Regulation in conjunction with Section 162 of the AktG and audited by PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Osnabrück.

The Supervisory Board and the Board of Management propose that the remuneration report prepared and audited in accordance with Article 9 of the SE Regulation in conjunction with Section 162 of German Stock Corporation Law be approved for the 2022 financial year.

Remuneration report pursuant to Article 9 of the SE Regulation in conjunction with Section 162 AktG of technotrans SE for the 2022 financial year (document relating to agenda item 6)

The Remuneration Report explains the remuneration of the members of the Board of Management and Supervisory Board of technotrans SE. In terms of its content the Remuneration Report is based in particular on the recommendations of the German Corporate Governance Code (GCGC) and the statutory requirements of the German Commercial Code (HGB) and German Stock Corporation Act (AktG).

Pursuant to Section 162 AktG, the company reports on the remuneration granted and paid to the members of the Board of Management and Supervisory Board in the 2022 financial year. The principles applied from the remuneration systems for the 2022 financial year are also presented.

Further particulars of the remuneration of governing bodies of technotrans SE can be found in the Notes to the Consolidated Financial Statements and in the Notes section of the annual financial statements of technotrans SE.

The annual preparation of the Remuneration Report in accordance with Section 162 AktG is the responsibility of the Board of Management and Supervisory Board. The Remuneration Report and the Independent Auditor's Report on the formal audit conducted can be accessed on the website of technotrans SE at <https://www.technotrans.com/company/corporate-governance/remuneration-board-of-management-supervisory-board>.

Remuneration of the Board of Management

Resolution of the Annual General Meeting

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 undergoes material changes, 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 of GCGC. The Annual General Meeting on May 7, 2021 approved the remuneration system set out below pursuant to Section 120a (1) AktG, without modifications, by a vote of 83.18 %.

At the Annual General Meeting on May 13, 2022 the Remuneration Report for the 2021 financial year prepared according to Section 162 AktG and formally audited was approved by a vote of 81.14 %. No changes were made to the remuneration system and Remuneration Report.

Fundamentals of the Board of Management remuneration system

The aim of the remuneration system for the Board of Management agreed by the Supervisory Board of technotrans SE 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 strategic goals of the Group constitute the basis on which the performance criteria for the variable remuneration are selected. The Supervisory Board derived the financial goals for the target agreements for the Board of Management from the main financial ratios for the Group. Group EBIT and return on capital employed (ROCE) from the IFRS Consolidated Financial Statements form the basis for the target agreements with the Board of Management. The target agreements are sub-divided into short-term and long-term targets. There are also three short-term non-financial goals, each of which is defined based on the categories individual performance, collective performance and stakeholders/ESG (environmental, social, governance). By considering ESG criteria, sustainable corporate development is also assured in terms of environmental aspects and social matters. Pursuant to Section 162 (1) second sentence No. 1 AktG, remuneration is reported in the financial year in which the activity underlying the remuneration was performed in full.

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 (environmental, social, responsible corporate governance criteria), 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 plan (up to € 30,000.00 p.a.) of the individual 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 the ratio of 45:55. Depending on the actual level of attainment of personal targets and the attainment of targets for financial ratios, there may be departures from these splits.

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 the ratio of 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.

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 and fringe benefits are taken into account, it should constitute more than half of all remuneration components.
- 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. nach Aufgaben- und Funktionsbereich zwischen den einzelnen Vorstandsmitgliedern differenziert.

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.

Target-remuneration for the financial year 2022 (remuneration component)	Michael Finger Speaker of the Board of Man.	Peter Hirsch Member of the Board of Man.	Robin Schaede Member of the Board of Man.
Fixed remuneration	300,000 €	262,500 €	22,500 €
Short-term-incentive (STI)	90,000 €	80,000 €	6,667 €
Long-term-incentive (LTI)	110,000 €	100,000 €	8,333 €
Retirement benefits (defined contribution plans)	30,000 €	30,000 €	2,500 €
Total	530,000 €	472,500 €	40,000 €

The figures for Mr Schaede comprise the pro rata contributions for the period of service from December 1 to 31, 2022. Extrapolated over a full year, the target agreement for Mr Schaede is fundamentally identical to that for Mr Hirsch.

The target remuneration shown includes the variable remuneration components with 100 % target attainment. The long-term variable remuneration component (LTI) refers here to the amount to be paid out in each case for the financial year upon attainment of the long-term financial interim target.

Agenda

Pension scheme

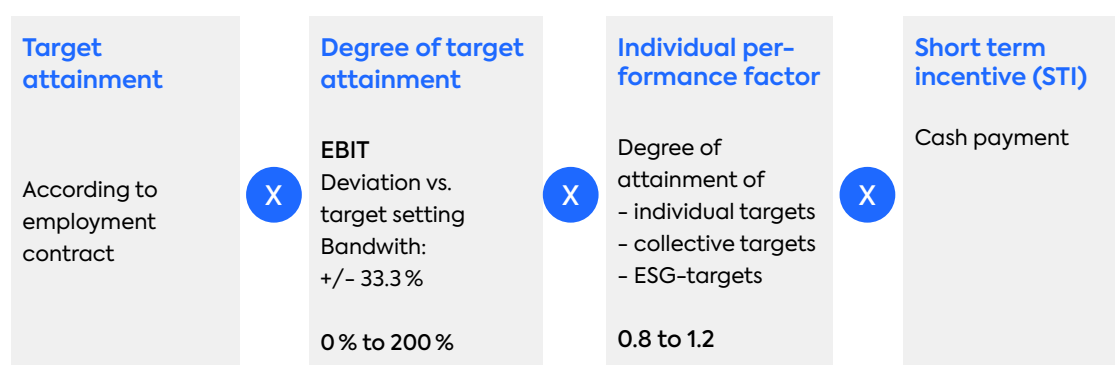
The pension plan is part of the fixed remuneration and represents an important fundamental of corporate policy because it offers Board of Management members a corresponding level of pension even in retirement; this increases the attractiveness of the company to potential Board of Management members. The retirement benefits for Board of Management members are provided under a defined contribution plan. The expense of the defined contribution plan for the Board of Management members amounted to € 63 thousand in the 2022 financial year (previous year: € 75 thousand).

Setting target attainment for variable remuneration

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

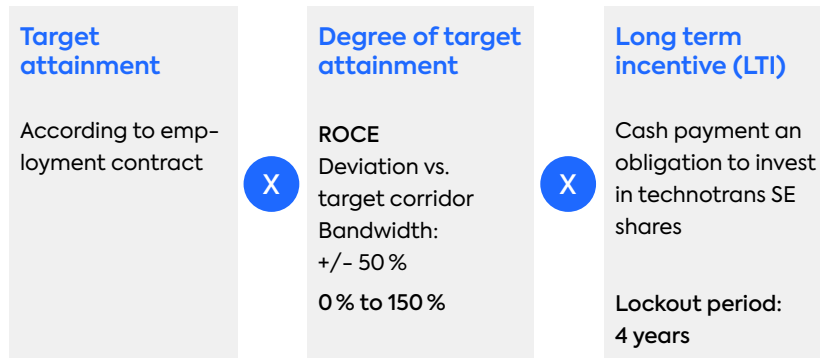
- For the short-term variable remuneration (STI), the starting point is annual target-setting based on the EBIT amount in €. Every 1 % above or below the target amount results in a 3 % decrease/increase in the target amount with the result that a negative target difference of more than 33.33 % means the remuneration component lapses altogether, and a positive target difference of more than 33.33 % (equivalent to a doubling of the target amount) leads to 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 between the Board of Management member and the Supervisory Board. 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.

Calculation of short term incentive



- Long-term variable remuneration is determined on the basis of a planning-oriented ROCE target. The ROCE target is set with a +/- range of 1.5% points. Attainment of the lower limit (-1.5 % points ROCE compared with ROCE target) corresponds to falling short by -50 %, and attainment of the upper limit (+1.5 % ROCE compared with ROCE target) to exceeding the target by +50 %. If the ROCE figure achieved is below this range, the remuneration component lapses, and if the range is exceeded there is no further increase in 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 member is then to invest the paid-out amount in shares in the company within three months; these must be held for at least four years, after which they may then be freely sold in accordance with the statutory provisions. The company/Group does not share in the opportunities or risks from the development in value of the shares acquired by the individual Board of Management member.

Calculation of long term incentive



The performance criteria and set targets for 2022 as well as the level of target attainment are shown in the following table. This refers to the remuneration granted for the year 2022, which is paid out in the following year 2023. Payable at the end of the month in which the Supervisory Board approves the annual and Consolidated Financial Statements.

Presentation of the performance criteria for remuneration in the 2021 financial year

1. Short Term Incentive (STI)

	performance criterion	targets 2022	realized amount year 2022	level of achievement
Michael Finger	EBIT-amount in k€	13,100	14,329	128 %
	individual target	organization	achieved	
	collective target	team	achieved	Modifier 1,0
	collective ESG-Target	sustainability	achieved	
Peter Hirsch	EBIT-amount in k€	13,100	14,329	128 %
	individual target	innovation	achieved	
	collective target	team	achieved	Modifier 1,0
	collective ESG-Target	sustainability	achieved	
Robin Schaede	EBIT-amount in k€	13,100	14,329	128 %
	individual target	-	-	
	collective target	team	achieved	Modifier 1,0
	collective ESG-Target	sustainability	achieved	

2. Long Term Incentive (LTI)

	performance criterion	targets 2022	realized amount year 2022	level of achievement
Michael Finger	ROCE in %	13.7 %	13.3 %	87 %
Peter Hirsch	ROCE in %	13.7 %	13.3 %	87 %
Robin Schaede	ROCE in %	13.7 %	13.3 %	87 %

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 for Mr Finger is set at € 850 thousand and for Mr Hirsch / Mr Schaeде at € 800 thousand each. 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 down to the point where the maximum remuneration is reached.

The following total remuneration was granted in 2022: Mr Finger € 569 thousand, Mr Hirsch € 500 thousand and Mr Schaeде € 61 thousand. The maximum remuneration was not achieved for any Board of Management member in the 2022 financial year. The remuneration granted comprises all remuneration entitlements acquired by Board of Management members in 2022: the fixed remuneration, pension plan, other fringe benefits as well as the short-term and long-term variable remuneration, which is not paid out until the following year of 2023.

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 (STI and LTI) 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 Consolidated Financial Statements and corrected, audited company financial statements 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. We refer in this connection to the further disclosures made in the Notes.

Under their contractual agreements Mr Finger and Mr Hirsch have undertaken to invest half of the variable sustainability-oriented management bonus for the previous year of 2021 (net amount after deduction of taxes) in shares in technotrans SE. This remuneration component was paid out in 2022. Mr Finger received a bonus of € 113 thousand gross and acquired 2,700 shares in the value of € 62 thousand. Mr Hirsch received a management bonus of € 94 thousand and acquired 2,262 shares in the value of € 52 thousand.

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, 2025. The contract with Mr Schaeде runs until November 30, 2025.

However it is possible to adjust the remuneration agreements by mutual agreement within the respective periods, for example to reflect changes in the law. 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

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 a 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). The severance payment amounts to no more than the total remuneration actually paid to the Board of Management member in the past financial year. Special arrangements apply in cases where 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.

The above special arrangements were not used in the 2022 financial year.

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 the remuneration of individual Board of Management members are determined by the Supervisory Board – on the proposal of the Personnel Committee – in 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. The Supervisory Board will call on remuneration consultants or legal advisors for support to the extent that it deems necessary.

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, the individual Board of Management employment contracts and the target agreements are determined. The general supervisory duties of the Supervisory Board include reviewing any risks and responding where conflicts arise.

Granted remuneration of the Board of Management members

The members of the Board of Management received the following remuneration in the past financial year (figures in €k):

	Michael Finger		Peter Hirsch		Robin Schaede (since 1.12.2022)		
	Granted	Share	Granted	Share	Granted	Share	Summe
Fixed remuneration 2022	300	53 %	263	53 %	23	38 %	586
Short-term incentive (STI) 2022	115	20 %	102	20 %	9	15 %	226
Long-term incentive (LTI) 2022	95	17 %	87	17 %	7	11 %	189
Pension (defined contribution plans)	30	5 %	30	6 %	3	5 %	63
Fringe benefits 2022	29	5 %	18	4 %	19	31 %	66
Total remuneration 2022	569	100 %	500	100 %	61	100 %	1.130
Total remuneration 2021	547	100 %	456	100 %			1.003
Total remuneration 2020	231	100 %	288	100 %			519
Total remuneration 2019			244	100 %			244
Total remuneration 2018			96	100 %			96

	Michael Finger		Peter Hirsch		Robin Schaede (since 1.12.2022)		
	Paid	Share	Paid	Share	Paid	Share	Summe
Fixed remuneration	300	52 %	263	53 %	23	51 %	586
Short-term incentive (STI)	107	18 %	89	18 %	0	0 %	196
Long-term incentive (LTI)	113	20 %	94	19 %	0	0 %	207
Pension (defined contribution plans)	30	5 %	30	6 %	3	7 %	63
Fringe benefits	29	5 %	18	4 %	19	42 %	66
Total remuneration paid in 2022	579	100 %	494	100 %	45	100 %	1.118

Development of average remuneration of technotrans SE employee

Financial Year	Group-EBIT	Average employee remuneration (paid)
2022	14,329	49
2021	11,030	49

The basis of comparison is the average remuneration (paid) of technotrans SE employees in full-time employment. No further remuneration components (other than provision of a company car also available for private use, as well as accident and D&O insurance cover) were granted to the Board of Management members.

The remuneration granted comprises the contractually agreed remuneration components that the Board of Management member acquired through their work performance in the 2022 financial year. Pursuant to Section 162 (1) second sentence No. 1 AktG, remuneration is reported in the financial year in which the activity underlying the remuneration was performed in full (interpretation 2 pursuant to IDW definition "IDW 2021, Questions and Answers: Preparation of a Remuneration Report pursuant to Section 162 AktG"). The personnel expenses reported in the Consolidated Financial Statements for Board of Management remuneration (including expense under IFRS 2) amount to € 1,376 thousand (previous year € 1,356 thousand) and differ from the remuneration granted as stated here due to application of IFRS 2. The remuneration paid comprises the remuneration paid out to the Board of Management in 2022, notwithstanding the year to which the work performance related.

Agenda

Vertical comparison of Board of Management remuneration (granted), year on year

Member of the Board of Management	2022 compared 2021	2021 compared 2020
Michael Finger	4 %	137 %
Peter Hirsch	10 %	58 %
Robin Schaeede (since December 1, 2022)	-	-

Development of Earnings	2022 compared 2021	2021 compared 2020
EBIT	30 %	63 %

Average remuneration of full-time-employees	2022 compared 2021	2021 compared 2020
Employee of the company	0 %	4 %

No change figure is available for Robin Schaeede because of his intrayear entry. The change figure for Mr Finger for the previous year is distorted because of his intrayear entry.

Clawback of variable remuneration

The option to claw back variable remuneration was not exercised in the 2022 financial year and up to the time of preparing the Remuneration Report.

Departures from the remuneration system of the Board of Management

There were no departures from the remuneration system of the Board of Management in the 2022 financial year.

Notes to the Consolidated Financial Statements and annual financial statements of technotrans SE

We refer to the explanations in the Notes to the Consolidated Financial Statements and annual financial statements of technotrans SE. The terms of the LTI satisfy the criteria of IFRS 2 on share-based payment transactions. The amounts recognised for such share-based payment transactions in the Consolidated Financial Statements are based on a mathematical model and are not comparable to the remuneration granted or paid as presented in this Remuneration Report for reasons that are specific to IFRS.

Remuneration of the Supervisory Board

Resolution of the Annual General Meeting

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 on May 20, 2020. The provisions of the amended German Corporate Governance Code 2019 and the requirements of ARUG II were also taken into account here. The arrangements on the remuneration of the Supervisory Board are set forth in Article 17 of the Articles of Association 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 as well as the remuneration system for the members of the Supervisory Board at least every four years. The Annual General Meeting on May 7, 2021 approved this remuneration system by a majority of 96.6 %, under agenda item.

Basic features, goals and components of the remuneration system for the Supervisory Board

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. 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 current GCGC in item G.18 first sentence and taking up the recommendations of many investors and voting rights consultants, the Supervisory Board remuneration at technotrans SE consists exclusively of fixed remuneration. No variable remuneration is granted. However 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 GCGC, 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

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 2021 in Article 17 of the Articles of Association.

Overview of the individual components of Supervisory Board remuneration

As described below, the remuneration of Supervisory Board members comprises basic remuneration and supplements for particular functions. This combination is intended to take appropriate consideration of the individual duties of the Supervisory Board member.

a. Basic remuneration

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

b. Function supplement

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 GCGC.

(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 point of contact 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.

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(2) Committee members

The members of the Audit Committee receive a function supplement in the amount of € 7,500 in a reflection of the special function and duties of that committee. A function supplement of € 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 € 1,500 per meeting. Members of committees receive an attendance fee of € 500 for committee meetings. The committee chair receives € 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.

No further remuneration components are granted.

Cap

The remuneration of members of the Supervisory Board currently comprises exclusively fixed components. There is consequently no need to specify a maximum total remuneration for the members of the Supervisory Board.

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) of the Articles of Association).

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.

Granted and accrued remuneration of the Supervisory Board members in detail

Remunerations granted to the members of the Supervisory Board in financial years 2022 and 2021

The members of the Supervisory Board received the following remuneration in the past financial year (figures in €k):

	2022							
	Fixed remuneration *)	in %	Functional allowances	in %	Attendance fee	in %	Total	in %
Peter Baumgartner (Chairman)	60	27 %	15	19 %	8	16 %	83	23%
Dr. Gottfried H. Dutiné (Deputy Chairman	39	17 %	10	13 %	8	16 %	57	16%
Dr. Norbert Bröcker (Deputy Chair. until May 13, 22)	19	8 %	9	12 %	4	8 %	32	9%
Andrea Bauer	30	13 %	20	26 %	11	22 %	61	17%
Sebastian Reppegather (since May 13, 22	17	8 %	7	9 %	5	10 %	29	8%
Andre Peckruhn	30	13 %	9	12 %	8	16 %	47	13%
Thorbjørn Ringkamp	30	13 %	8	10 %	7	14 %	45	13%
Total remuneration	225	100 %	78	100 %	51	100 %	354	100%

* granted remuneration without expendables

	2021							
	Fixed remuneration *)	in %	Functional allowances	in %	Attendance fee	in %	Total	in %
Peter Baumgartner (Chairman, since May 7, 2021)	35	16 %	13	16 %	8	11 %	56	15%
Dr. Norbert Bröcker (Deputy Chairman)	45	20 %	15	18 %	12	17 %	72	19%
Andrea Bauer	30	13 %	25	30 %	15	21 %	70	18%
Dr. Gottfried H. Dutiné (since May 7, 2021)	17	8 %	6	7 %	6	8 %	29	8%
Andre Peckruhn	30	13 %	3	4 %	8	11 %	41	11%
Thorbjørn Ringkamp	30	13 %	3	4 %	8	11 %	41	11%
Heinz Harling (until May 7, 2021)	25	11 %	12	15 %	10	14 %	47	12%
Dr. Wolfgang Höper (until May 7, 2021)	13	6 %	5	6 %	5	7 %	23	6%
Total remuneration	225	100 %	82	100 %	72	100 %	379	100%

* gewährte Vergütung ohne Auslagenersatz

Remuneration paid to the members of the Supervisory Board in the 2022 financial year

The members of the Supervisory Board received the following remuneration in the past financial year (figures in €k):

	Fixed remuneration *)	in %	Expendables	in %	Total	in %
Peter Baumgartner (Chairman)	0	0 %	2	15 %	2	1 %
Dr. Gottfried H. Dutiné (Deputy Chair.)						
Dr. Norbert Bröcker (Deputy Chair., until May 13, 22)	0	0 %	1	8 %	1	0 %
Andrea Bauer	52	19 %	2	15 %	54	19 %
Sebastian Reppegather (since May 13, 22)	0	0 %	0	0 %	0	0 %
Andre Peckruhn	29	11 %	0	0 %	29	10 %
Thorbjørn Ringkamp	29	11 %	0	0 %	29	10 %
Total remuneration	276	100 %	13	100 %	289	100 %

Vertical comparison of Supervisory Board remuneration (granted), year on year (pursuant to Section 162 (1) No. 2 AktG)

Member of the Supervisory Board	2022 compared 2021	2021 compared 2020
Peter Baumgartner (Chairman)	48%	n.a.
Dr. Gottfried H. Dutiné (Deputy Chairman)	97%	n.a.
Dr. Norbert Bröcker (Deputy Chairman until May 13, 22)	-56 %	22 %
Andrea Bauer	-13 %	48 %
Sebastian Reppegather (since May 13, 22) ¹	n.a.	n.a.
Andre Peckruhn	15 %	45 %
Thorbjørn Ringkamp	10 %	45 %

Development of Earnings

EBIT	30 %	63 %
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Average remuneration of full-time-employees

Employee of the company	0 %	4 %
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¹ No details because newly appointed to Supervisory Board in 2022 financial year.

The change figures for Mr Baumgartner, Dr Bröcker and Dr Dutiné in 2022 are distorted as a result of their intrayear entry or exit..

Report on the audit of the Remuneration Report according to Section 162 (3) (AktG) by the independent auditor

To technotrans SE, Sassenbergg

Audit opinion

We have formally audited the Remuneration Report of technotrans SE, Sassenbergg, for the financial year from January 1 to December 31, 2022 to establish whether the Remuneration Report contains the disclosures according to Section 162 (1) and (2) AktG. In line with Section 162 (3) AktG, we have not audited the content of the Remuneration Report.

In our opinion, the disclosures according to Section 162 (1) and (2) AktG have in all material respects been made in the above-mentioned Remuneration Report. Our audit opinion does not extend to the content of the Remuneration Report.

Basis for the audit opinion

We conducted our audit of the Remuneration Report in accordance with Section 162 (3) AktG and the IDW Assurance Standard: Auditing of the Remuneration Report in Accordance with Section 162 (3) AktG (IDW PS 870). Our responsibilities under those requirements and that standard are further described in the “Responsibility of the public auditor” section of our auditor’s report. As an audit firm we have applied the IDW Standard on Quality Management: Requirements for Quality Management in the Audit Firm (IDW QS 1). We have complied with our professional obligations under the German Public Auditors Order (WPO) and the professional code for public auditors/certified accountants, including the independence requirements.

Responsibilities of the executive directors and the Supervisory Board

The executive directors and the Supervisory Board are responsible for the preparation of the Remuneration Report, including the disclosures, in compliance with the requirements of Section 162 AktG. The executive directors are also responsible for the internal controls that they consider to be necessary to enable the preparation of a Remuneration Report, including the accompanying disclosures, that is free from material – intentional or unintentional – misrepresentation.

Responsibility of the public auditor

Our objective is to obtain reasonable assurance about whether the Remuneration Report contains the disclosures according to Section 162 (1) and (2) AktG in all material respects, and to express an audit opinion thereon in the form of a report.

We designed and conducted our audit such that we are able to establish the formal completeness of the Remuneration Report by comparing the disclosures made in the Remuneration Report with the disclosures required under Section 162 (1) and (2) AktG. In line with Section 162 (1) and (2) AktG, we have not audited the content accuracy of the disclosures, the content completeness of the individual disclosures or appropriate presentation of the Remuneration Report. Pursuant to Section 162 AktG, the company reports on the remuneration granted and paid to the members of the Board of Management and the Supervisory Board in the 2022 financial year. The principles applied from the remuneration systems for the 2022 financial year are also presented.

Further particulars of the remuneration of governing bodies of technotrans SE can be found in the Notes to the Consolidated Financial Statements and in the Notes section of the annual financial statements of technotrans SE.

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The annual preparation of the Remuneration Report in accordance with Section 162 AktG is the responsibility of the Board of Management and the Supervisory Board. The Remuneration Report and the Independent Auditor's Report on the formal audit conducted can be accessed on the website of technotrans SE at <https://www.technotrans.com/company/corporate-governance/remuneration-board-of-management-supervisory-board>.

Osnabrück, March 14, 2022

PricewaterhouseCoopers GmbH

Wirtschaftsprüfungsgesellschaft

Dr. Achim Lienau

Wirtschaftsprüfer

ppa. Philipp Bußmann

Wirtschaftsprüfer



7. Resolution on new Authorised Capital of technotrans SE according to Article 6 (3) of the Articles of Incorporation and the creation of a new Authorised Capital (also with the option to exclude subscription rights) as well as corresponding amendments to Article 6 (3) of the Articles of Incorporation

The authorisation under the Articles of Incorporation for Authorised Capital expires on May 17, 2023. So far, no use has been made of this Authorised Capital. The previous Authorised Capital shall therefore be cancelled, and a new Authorised Capital shall be created for the next five years, the content of which shall largely correspond to the previously existing Authorised Capital.

The Board of Management and the Supervisory Board therefore propose to resolve:

- a) The Board of Management is authorised, with the consent of the Supervisory Board, to increase the share capital on one or multiple occasions by up to a total of € 3,450,000 by issuing new shares against contributions in kind or in cash until May 11, 2028. In principle, the shareholders are entitled to a subscription right. However, the Board of Management shall be authorised, with the consent of the Supervisory Board, to exclude the shareholders' subscription right insofar as – taking into account shares and/or convertible bonds sold or issued in application of Section 186 (3) fourth sentence AktG under exclusion of the shareholders' subscription right – the requirements of Section 186 (3) fourth sentence AktG are met or insofar as it concerns the acquisition of contributions in kind, in particular the acquisition of companies or of participations in companies or of other assets; in all other respects, the subscription right may be excluded insofar as fractional amounts are to be compensated for.
- b) The Authorised Capital previously regulated in Article 6 (3) of the Articles of Incorporation shall be deleted and Article 6 (3) of the Articles of Incorporation shall be reworded as follows in accordance with the above resolution on lit:
„(3) The Board of Management is authorised, with the consent of the Supervisory Board, to increase the share capital on one or multiple occasions by up to a total of € 3,450,000 by issuing new shares against contributions in kind or in cash until May 11, 2028 (Authorised Capital).
- a) The Board of Management may, with the consent of the Supervisory Board
– exclude the shareholders' subscription right in order to issue the new shares at an amount that is not significantly lower than the stock exchange price. The arithmetical portion of the share capital attributable to the shares issued against cash contributions with exclusion of the subscription right pursuant to Section 186 (3) fourth sentence AktG may not exceed a total of 10% of the share capital at the time this authorisation becomes effective or – if this value is lower

- at the time this authorisation is exercised; such shares shall be counted towards this amount that were acquired pursuant to Section 71 (1) no. 8 AktG on the basis of an authorisation by the Annual General Meeting and sold under exclusion of the subscription right pursuant to Section 186 (3) fourth sentence AktG as well as such shares which are used to service convertible bonds, provided that the bonds were issued under exclusion of the subscription right in corresponding application of Section 186 (3) fourth sentence AktG,
- exclude the subscription right of shareholders in the case of capital increases against contributions in kind, in particular for the acquisition of companies or interests in companies or other assets, or
- exclude the shareholders' subscription right to compensate for fractional amounts.

The sum of the shares issued in accordance with the above authorisation under exclusion of the subscription right in the case of capital increases against contributions in cash and/or in kind may not exceed 20% of the share capital at the time this authorisation becomes effective or - if this value is lower - at the time this authorisation is exercised.

- b) The Board of Management is further authorised, with the consent of the Supervisory Board, to determine the further details of the capital increase and its implementation.“
- c) The previously granted authorisation to issue new shares shall be cancelled upon this resolution taking effect.

Report of the Board of Management to the Annual General Meeting pursuant to Section 203 (2) second sentence and Section 186 (4) second sentence AktG on item 7 of the agenda

The proposed authorisation for an Authorised Capital of € 3,450,000.00 is generally intended to serve the Company for the period until May 11, 2028 to raise equity capital quickly and flexibly at favourable conditions if required. Thus, the Company's previous strategy of providing a flexible means of raising equity capital will be continued in accordance with the previous parameters. The Board of Management and the Supervisory Board are committed to a conscientious examination and use of such an instrument. This is also in line with the previous approach and the corporate strategy.

When utilising the authorised capital, the shareholders are generally granted a subscription right. However, the subscription right may be excluded by the Board of Management with the consent of the Supervisory Board in the following cases: jedoch vom Vorstand mit Zustimmung des Aufsichtsrats in folgenden Fällen ausgeschlossen werden:

- First of all, based on Section 186 (3) fourth sentence AktG, an exclusion of subscription rights is possible for a portion that does not exceed 10 % of the share capital in order to issue the new shares at an amount that is not significantly lower than the stock exchange price. Shares acquired pursuant to Section 71 (1) no. 8 AktG on the basis of an authorisation by the Annual General Meeting and sold under exclusion of subscription rights pursuant to Section 186 (3) fourth sentence AktG as well as shares used to service convertible bonds shall be counted towards this amount, provided that the convertible bonds were issued under exclusion of subscription rights in analogous application of Section 186 (3) sentence 4 AktG. The authorisation in question here permits the rapid implementation of a cash capital increase at an issue price as close as possible to current market conditions. When exercising the authorisation, the Board of Management will set the discount on the stock exchange price as low as possible according to the market conditions prevailing at the time of the placement. By issuing the shares in close alignment with the stock exchange price, the interests of the shareholders are also safeguarded. Due to the fact that the placement can take place without a statutory subscription period immediately after the issue price has been fixed, the price change risk does not have to be taken into account to the same extent as in the case of a capital increase with the granting of subscription rights; also, by avoiding the otherwise usual subscription right discount, the equity can be strengthened to a greater extent than in the case of the granting of subscription rights. In addition, the placement via the stock exchange allows the shareholders to maintain their previous shareholding quota through subsequent purchases, if necessary.

– In addition, the subscription right may be excluded by the Board of Management in the case of capital increases against contributions in kind, in particular for the acquisition of companies or of participations in companies or of other assets. This authorisation is intended to enable the Board of Management to have treasury shares of the Company available without recourse to the stock exchange in order to be able to offer them for the fulfilment of claims arising from the preparation, implementation, execution or settlement of legal or statutory acquisition transactions, in particular in order to be able to acquire companies or participations in companies against the transfer of shares of the Company in suitable individual cases. The acquisition of a company or an interest in a company usually requires a quick decision. The proposed authorisation will enable the Board of Management to react quickly and flexibly to advantageous offers when opportunities for acquisition arise. It is true that no use has been made of the existing authorised capital to take advantage of acquisition opportunities. Nevertheless, the possibility to do so should remain open in the future.

The sum of the shares issued in accordance with the above authorisation under exclusion of the subscription right in the case of capital increases against contributions in cash and/or in kind may not exceed 20% of the share capital at the time this authorisation becomes effective or – if this value is lower – at the time this authorisation is exercised.

The Board of Management will carefully examine in each individual case whether it will make use of the authorisation. It will only do so if, in its opinion, it is in the interest of the company and thus of its shareholders. Such anticipatory resolutions with the possibility of excluding subscription rights are common practice nationally and internationally.

There are currently no concrete plans to use the new authorised capital. The Board of Management will report on the utilisation of the Authorised Capital at the next Annual General Meeting.

8. Authorisation of the Board of Management to acquire treasury share

The current authorisation to acquire treasury shares is limited until May 17, 2023. Due to the expiry of the authorisation to acquire treasury shares, a new authorisation to acquire treasury shares shall be resolved by the Annual General Meeting, the content of which shall largely correspond to the existing authorisation.

The Board of Management and the Supervisory Board therefore propose to resolve:

- a) The Board of Management of the Company shall be authorised until May 11, 2028 to acquire treasury shares up to a total of 10 % of the share capital existing at the time of the resolution or – if this value is lower – at the time of the exercise of this authorisation. In this context, the shares acquired on the basis of this authorisation, together with other shares that the Company has already acquired and still holds or that are attributable to it pursuant to Section 71d and 71e AktG, may at no time exceed 10 % of the respective share capital.

The acquisition shall be effected at the discretion of the Board of Management (1) via the stock exchange or (2) by means of a public purchase offer addressed to all shareholders.

(1) In the case of acquisition via stock exchange trading, the purchase price per share may not exceed or fall below the average Xetra closing price (or, insofar as this authorisation is based on the Xetra closing price, the closing price determined in a successor system replacing the Xetra system) on the Frankfurt Stock Exchange on the five trading days preceding the acquisition by more than 10 %.

(2) In the case of an acquisition on the basis of a public purchase offer, the purchase price (excluding incidental acquisition costs) per share may not be more than 10 % higher or lower than the average Xetra closing price on the Frankfurt Stock Exchange on the 8th to 4th trading day (inclusive) prior to the publication of the respective purchase offer. If the total number of shares tendered in response to a public purchase offer exceeds the volume of the purchase offer, the purchase may be made in proportion to the shares tendered (tender ratios). The public purchase offers may provide for further condition.

- b) The Board of Management is authorised to use the shares of the Company acquired on the basis of this or an earlier authorisation for all legally permissible purposes, in particular also for the following purpose:
- (1) The acquired shares may be redeemed without the redemption or the implementation of the redemption requiring a further resolution of the general meeting. The redemption shall result in a capital reduction.
 - (2) The acquired treasury shares may be resold on the stock exchange. The sale price per share may not be more than 5 % below the average Xetra closing price on the Frankfurt Stock Exchange on the five trading days preceding the sale.
 - (3) The acquired treasury shares may also be sold for cash in a way other than via the stock exchange or by offer to all shareholders if the sale is made at a price that is not more than 5% below the average Xetra closing price per share on the Frankfurt Stock Exchange on the five trading days preceding the sale. The authorisation to sell treasury shares in this manner is limited to a total of no more than 10 % of the share capital of the Company. Shares issued from authorised capital pursuant to Article 5 (3) lit. a) of the Articles of Incorporation under exclusion of subscription rights pursuant to Section 186 (3) no. 4 AktG shall be counted towards this limit. Furthermore, shares issued or to be issued to service convertible bonds shall be included in the calculation of the 10 % limit, provided that the convertible bonds were issued under exclusion of subscription rights in corresponding application of Section 186 (3) fourth sentence AktG.
 - (4) With the consent of the Supervisory Board, the acquired treasury shares may also be offered to and transferred to third parties against contributions in kind, in particular for the acquisition of companies or of interests in companies or of other assets. The price at which acquired own shares are transferred to a third party may not be significantly lower than the average Xetra closing price on the Frankfurt Stock Exchange on the last five trading days prior to the conclusion of the agreement on the acquisition of the respective contribution in kind.
 - (5) The acquired treasury shares may also be used to fulfil obligations of the Company arising from conversion rights granted by it in connection with the issue of convertible bonds. This shall apply irrespective of the time of exercise of the conversion right, provided that the convertible bond with which the respective conversion right was granted was issued during the existence of this authorisation.
- Shareholders' subscription rights to treasury shares are excluded to the extent that the shares are used in accordance with the above authorisation pursuant to lit. b) items (3), (4) and (5).
- c) The authorisations under a) and b) may be exercised once or several times, individually or jointly, in whole or in part.
- d) The existing authorisation to acquire own shares, which was granted to the Board of Management until May 17, 2023, shall be cancelled when the authorisation proposed under this agenda item 8 takes effect. Measures concluded on the basis of the existing authorisation to acquire or sell treasury shares shall remain unaffected by the cancellation.

Report of the Board of Management to the Annual General Meeting pursuant to Section 71 (1) no. 8 and Section 186 (4) second sentence AktG on item 8 of the agenda:

The proposal under item 8 of the agenda is to authorise the Board of Management of the Company in due time before the expiry of the authorisation granted until May 17, 2023 (the „Existing Authorisation“) pursuant to Section 71 (1) no. 8 AktG to acquire treasury shares of the Company until May 11, 2028 up to a total of 10 % of the share capital existing at the time of the resolution or – if such value is lower – at the time of the exercise of the present authorisation.

The existing authorisation shall be replaced by the proposed new authorisation. The possibility to exclude subscription rights in corresponding application of Section 186 (3) fourth sentence AktG, which is opened by the proposed new authorisation, serves the interests of the Company to sell treasury shares, for example, to institutional investors. It corresponds to the previous authorisation. In this way, new groups of shareholders can be gained. With the proposed new authorisation,

the Company furthermore retains the possibility to acquire treasury shares in order to use them, among other things, as consideration to third parties in an acquisition of a company or an equity interest. This allows the Company, within the framework of its intended acquisition policy, to use treasury shares flexibly and cost-effectively in suitable cases as consideration for an acquisition of a company or shareholding. The asset and voting right interests of the shareholders are adequately safeguarded in the case of such use of treasury shares. The proposed authorisation is limited to 10 % of the Company's share capital. Furthermore, the price at which the acquired treasury shares are transferred to a third party for the purpose of acquiring a company or an equity interest may not be significantly lower than the average Xetra closing price on the Frankfurt Stock Exchange on the last five trading days prior to the conclusion of the agreement on the acquisition of a company or an equity interest. In addition, the proposed new authorisation, like the existing authorisation, again provides that the treasury shares may also be used, with the exclusion of shareholders' subscription rights, to fulfil conversion rights granted by it in connection with the issue of convertible bonds. This is intended to give the Company the option of using treasury shares to fulfil conversion rights instead of new shares from a capital increase. The Company can thus make use of capital procurement through convertible bonds without the typical effect of a dilution of the shareholders' rights arising from a capital increase occurring, as would be the case if the conversion rights arising from the convertible bonds were fulfilled from conditional capital.

The Board of Management will carefully examine in each individual case whether it will make use of the authorisation. It will only do so if, in its opinion, it is in the interest of the company and thus of its shareholders. Such anticipatory resolutions with the possibility of excluding subscription rights are common practice nationally and internationally.

There are currently no concrete plans to use the authorisation. The Board of Management will report on the use of the authorisation at the next Annual General Meeting.

9. Resolution on the authorisation to issue bonds with conversion and/or option rights (also with the option to exclude subscription rights) and the creation of a new Conditional Capital 2023 as well as corresponding amendments to Article 6 (4) of the Articles of Incorporation

The previous authorisation to issue convertible bonds and/or bonds with warrants in a total nominal amount of up to € 100,000,000.00 was not used. However, it is limited until May 17, 2023.

In order to give the Company the opportunity to use attractive debt instruments flexibly in the future, a new authorisation limited until May 11, 2028 to issue bonds with conversion and/or option rights shall be created, which is linked to the creation of a new Conditional Capital. The content of the new authorisation shall largely correspond to the existing authorisation.

The Board of Management and the Supervisory Board therefore propose to resolve:

a) Authorisation to issue bonds with conversion and/or option rights

The Board of Management is authorised, with the consent of the Supervisory Board, to issue bearer or registered convertible bonds and / or bonds with warrants (together „Bonds“) with conversion and / or option rights in a total nominal amount of up to € 100,000,000.00 with a maximum term of 20 years on one or more occasions until May 11, 2028. The holders or creditors (hereinafter collectively „Holders“) of the Bonds may be granted conversion and/or option rights to a total of up to 3,450,000 no-par value registered shares of the Company corresponding to a pro rata amount of the share capital of € 3,450,000.00.

The Notes may, to the extent legally permissible, also be issued in other legal currencies. The aggregate principal amount of the Notes may not exceed €100,000,000.00 or the equivalent amount in any other lawful currency.

The bonds may also be issued by a direct or indirect wholly owned subsidiary of technotrans SE; in this case, the Board of Management is authorised, with the consent of the Supervisory Board, to assume the guarantee for the bonds on behalf of the issuing company and to grant the bondholders conversion and/or option rights to new no-par-value registered shares of the company, i.e. of technotrans SE.

The shareholders are entitled to the statutory subscription right subject to the following authorisations. For this purpose, the bonds are to be underwritten by a bank or a consortium of banks with the obligation to offer them to the shareholders for subscription. If bonds are issued by a direct or indirect wholly-owned investment company of technotrans SE, the company must ensure that the statutory subscription right is granted to the shareholders of the company in accordance with the preceding sentence.

However, the Board of Management is authorised, with the consent of the Supervisory Board, to exclude shareholders' subscription rights for fractional amounts and also to exclude subscription rights to the extent necessary to grant subscription rights to the holders of conversion and/or option rights already issued to the extent to which they would be entitled as shareholders after exercising their conversion or option rights.

The Board of Management is further authorised, with the consent of the Supervisory Board, to exclude the subscription right of the shareholders to bonds of the Company, provided that the Board of Management, after due examination, comes to the conclusion that the issue price is not significantly lower than the theoretical market value of the bonds to be determined in accordance with recognised methods, in particular methods of financial mathematics. However, the authorisation to exclude subscription rights shall only apply to Bonds with conversion and/or option rights to shares with a pro rata amount of the share capital which in total may not exceed 10 % of the share capital, neither at the time the Bonds become effective nor at the time they are issued. The aforementioned 10 % limit shall include the pro rata amount of the share capital attributable to new or repurchased shares that were issued or sold during the term of this authorisation with the simplified exclusion of shareholders' subscription rights pursuant to or in accordance with Section 186 (3) fourth sentence AktG.

Furthermore, the Board of Management may, with the consent of the Supervisory Board, only make use of the above authorisations to exclude subscription rights to the extent that the pro rata amount of the share capital attributable to shares of the Company issued or sold during the term of this authorisation under exclusion of subscription rights or to which instruments or rights relate that are issued during the term of this authorisation under exclusion of the subscription right and enable the subscription of shares of the Company, also from conditional capital, in total does not exceed 20 % of the share capital existing at the time of this authorisation taking effect or - if this value is lower - at the time of the exercise of the present authorisations.

In the event of the issue of bonds with conversion rights, the holders of each individual bond (hereinafter also referred to as „partial bond“) shall receive the right to exchange their bonds for no-par value registered shares of the Company in accordance with the bond conditions to be determined by the Board of Management. The conversion ratio shall be calculated by dividing the nominal amount or the issue amount below the nominal amount of a partial bond by the fixed conversion price for a no-par value registered share of the Company. It may be rounded up or down to a conversion ratio with a full number and, if applicable, an additional payment to be made in cash may be determined. Provision may also be made for fractional amounts to be combined or settled in cash. The terms and conditions of the bonds may provide for a variable conversion ratio and a determination of the conversion price within a specified range depending on the development of the price of the Company's share during the term of the bond.

If bonds with option rights are issued, one or more warrants shall be attached to each partial bond, which entitle the holder to subscribe to no-par value registered shares of the Company in accordance with the option conditions. The option conditions may also provide that the option price may also be paid by transferring partial bonds and, if applicable, an additional cash payment. In this case, the proportionate amount of the share capital attributable to the shares to be subscribed per partial bond may not exceed the nominal amount of the partial bond. Insofar as fractions of shares result, it may be provided that these fractions may be added up in accordance with the terms and conditions of the bonds, if necessary against additional payment, for the subscription of whole shares.

The conversion or option price to be determined in each case for a no-par value registered share of the Company shall be set in euros. It must be at least 80 % of the volume-weighted average closing price of the shares of the Company in the Xetra trading system (or in a successor system replacing the Xetra system) on the Frankfurt Stock Exchange on the last ten trading days prior to

the date of the resolution by the Board of Management on the issue of the Bonds or – in the event that subscription rights are granted – at least 80 % of the volume-weighted average trading price of the shares of the Company during the days, on which the subscription rights to the Bonds are traded on the Frankfurt Stock Exchange, with the exception of the days of the subscription period required for the option or conversion price to be fixed in accordance with Section 186 (2) second sentence 2 AktG can be announced in due time. Section 9 (1) AktG and Section 199 AktG remain unaffected.

The proportionate amount of the share capital of the no-par value shares of the Company to be issued upon conversion or exercise of the option may not exceed the nominal amount of the bonds.

The authorisation also includes the possibility of granting dilution protection or making adjustments in certain cases in accordance with the respective terms and conditions of the bonds, insofar as the adjustments are not already regulated by law. Dilution protection or adjustments may be provided for in particular if capital changes occur at the Company during the term of the bonds (such as a capital increase or reduction or a share split), but also in connection with dividend payments, the issue of further bonds and in the event of extraordinary events occurring during the term of the bonds or the warrants (such as the acquisition of control by a third party). Dilution protection or adjustments may be provided in particular by granting subscription rights, by changing the conversion or option price and by changing or granting cash components. Section 9 (1) AktG and Section 199 AktG remain unaffected. The terms and conditions of the bonds may also provide that bonds with conversion and/or option rights may, at the option of the Company, be converted into new shares from authorised capital, existing shares of the Company or of another listed company instead of into new shares from conditional capital, or that the option right may be fulfilled by delivery of such shares. The terms and conditions of the bonds may also provide for the right of the Company not to grant new shares in the event of conversion or exercise of the option, but to pay a cash amount instead.

The Board of Management is authorised, with the consent of the Supervisory Board, to determine the further details of the issue and features of the bonds, in particular the interest rate, the issue price, the term and denomination, anti-dilution provisions, the conversion or option period and, within the aforementioned framework, the conversion and option price, or to determine these in agreement with the corporate bodies of the direct or indirect wholly owned subsidiary of technotrans SE issuing the bonds.

- b) Creation of a new Conditional Capital 2023 and corresponding amendments to Section 6 of the Articles of Incorporation (amount and division of the share capital)

The share capital of the Company shall be conditionally increased by up to € 3,450,000.00 by issuing up to 3,450,000 new registered no-par value shares with a pro rata amount of the share capital of € 1.00 each (Conditional Capital 2023). The conditional capital increase serves to grant registered shares upon the exercise of conversion and/or option rights to the holders or creditors of convertible bonds and / or bonds with warrants issued by the Company or a direct or indirect wholly-owned subsidiary by May 11, 2028 on the basis of the authorisation resolution of the Annual General Meeting of May 12, 2023. The new shares shall be issued at the conversion or option price to be determined in accordance with the aforementioned authorisation resolution.

The new shares shall carry dividend rights from the beginning of the financial year in which they are issued. To the extent legally permissible, the Board of Management may, with the consent of the Supervisory Board, determine the profit participation of new shares in deviation therefrom and from Section 60 (2) AktG, also for a financial year that has already expired. The Board of Management is authorised, with the consent of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase.

Based on the above resolutions, the previous Article 6 (4) of the Articles of Incorporation shall be deleted and reworded as followst:

- „(4) The share capital is conditionally increased by up to a further € 3,450,000.00, divided into up to 3,450,000 no-par value registered shares with a pro rata amount of the share capital attributable to these shares of € 1.00 each (Conditional Capital 2023). The conditional capital increase shall only be carried out to the extent that the holders or creditors of option or

conversion rights from issued convertible bonds and/or bonds with warrants, which are issued or guaranteed by the Company or a direct or indirect wholly-owned subsidiary of the Company on the basis of the authorisation resolution of the Annual General Meeting of May 12, 2023 until May 11, 2028, exercise their option or conversion rights. The conditional capital increase shall not be carried out insofar as a cash settlement is granted or treasury shares, shares from authorised capital or shares of another listed company are used for servicing. The new shares shall be issued at the conversion or option price to be determined in accordance with the aforementioned authorisation resolution. The new shares shall participate in the profits from the beginning of the financial year in which they are created; to the extent legally permissible, the Board of Management may, with the consent of the Supervisory Board, determine the profit participation of new shares in deviation therefrom and from Section 60 (2) AktG, also for a financial year that has already expired. The Board of Management is authorised, with the consent of the Supervisory Board, to determine the further details of the implementation of the conditional capital increase.“

Report of the Board of Management to the Annual General Meeting pursuant to Section 221 (4) second sentence and Section 186 (4) second sentence AktG on item 9 of the Agenda:

The Board of Management has not made use of the previous authorisation to issue bonds and the conditional capital. These authorisations are limited until May 17, 2023. In order to continue to provide the Company with flexible scope for issuing bonds in the future, a new authorisation to issue bonds and a new conditional capital (Conditional Capital 2023) shall be created.

The proposed authorisation further provides for the Board of Management to be authorised, with the consent of the Supervisory Board, to issue bonds with a total nominal value of up to € 100,000,000.00 on one or more occasions and to create conditional capital of up to € 3,450,000.00 to service the option and / or conversion rights.

The intended Conditional Capital 2023 serves to service the conversion and/or option rights associated with the bonds. Adequate equity capitalisation is an essential basis for the further development of the company. By issuing bonds, the company can take advantage of attractive financing options on the capital market in addition to the classic options of raising debt and equity. The issuance of bonds enables the company to raise low-interest debt capital that can be classified as equity or equity-like for rating purposes as well as for accounting purposes.

Subscription right of the shareholders

When issuing bonds with conversion and / or option rights, the shareholders shall generally be granted a subscription right. In order to facilitate the settlement, the Company shall be given the option to issue the bonds to a credit institution or a syndicate of credit institutions with the obligation to offer the bonds to the shareholders in accordance with their subscription right (indirect subscription right within the meaning of Section 186 (5) AktG). However, in certain cases listed below, it shall be possible to exclude shareholders' subscription rights under the proposed authorisation.

Exclusion of subscription rights for fractional amounts and in favour of the holders and creditors of conversion rights and/or option rights already issued

First, there shall be the possibility to exclude fractional amounts from the subscription right. Such fractional amounts may result from the amount of the respective issue volume and the presentation of a practicable subscription ratio. In these cases, an exclusion of the subscription right facilitates the settlement of the shareholders' subscription right and is therefore in the interest of the Company and its shareholders.

Furthermore, the Board of Management shall be given the possibility, with the consent of the Supervisory Board, to exclude the shareholders' subscription right in order to be able to grant the holders or creditors of conversion and / or option rights a subscription right to the extent to which they would be entitled as shareholders after exercising their conversion and / or option rights. In this way, it can be prevented that, in the event of a utilisation of the authorisation, the conversion or option price for the holders or creditors of already existing conversion or option rights must be reduced in accordance with the regulations that are usually provided for in bond terms and conditions. This will enable a higher inflow of funds overall.

Both cases of exclusion of subscription rights are therefore in the interest of the Company and its shareholders.

Exclusion of subscription rights pursuant to Section 221 (4) second sentence and Section 186 (3) fourth sentence AktG

Additionally, the Board of Management shall be authorised, with the consent of the Supervisory Board, to exclude the subscription right of the shareholders when issuing bonds with conversion and/or option rights in corresponding application of Section 186 (3) fourth sentence 4 AktG to the extent that the issue of shares on the basis of granted conversion and/or option rights is limited to up to 10 % of the share capital of the Company and the bond is issued at a price that is not significantly lower than the market value of these bonds.

This option to exclude subscription rights is based on Section 186 (3) fourth sentence AktG in conjunction with Section 221 (4) second sentence AktG. Section 221 (4) second sentence AktG enables the Company to take advantage of favourable stock market situations at short notice by setting the individual conditions for the respective bond close to the market. This is only possible to a limited extent if the subscription right is maintained. It is true that Section 186 (2) AktG allows publication of the subscription price until the third last day of the subscription period. However, even then, due to the frequently observed volatility on the stock markets, there is still a market risk for several days, which leads to safety discounts when determining the terms and conditions of the bond and consequently to conditions that are not close to the market. Finally, if subscription rights are granted, the Company cannot react to favourable or unfavourable market conditions at short notice due to the length of the subscription period and could be exposed to declining share prices during the subscription period, which in turn could lead to an unfavourable equity procurement for the Company. The authorisation to exclude subscription rights thus enables the setting of conditions close to the market, the greatest possible security with regard to the ability to place the shares with third parties and the exploitation of favourable market situations at short notice.

The limit of 10 % of the share capital stipulated in Section 186 (3) fourth sentence AktG must be observed. The pro rata amount of the share capital attributable to new or repurchased shares issued or sold during the term of this authorisation with simplified exclusion of the shareholders' subscription rights pursuant to or in accordance with 186 (3) fourth sentence AktG shall be counted towards this limit.

It also follows from Section 186 (3) sentence 4 AktG that the issue price may not be significantly lower than the stock exchange price. This is to ensure that a significant economic dilution of the already existing shares does not occur. Whether such a dilution effect occurs when issuing bonds with conversion and/or option rights under exclusion of the subscription right can be determined by calculating the hypothetical market value of the bonds according to recognised, in particular financial mathematical methods and comparing it with the issue price. If, after due examination, this issue price is only insignificantly lower than the hypothetical market price at the time of the issuance of the bonds, the exclusion of subscription rights is permissible due to the insignificant deviation in accordance with the meaning and purpose of Section 186 (3) fourth sentence AktG. The smaller the

deviation, the more the arithmetical market value of a subscription right falls to almost zero, so that the shareholders do not suffer any significant pecuniary disadvantage as a result of the exclusion of subscription rights. The resolution therefore provides that the Board of Management must come to the conclusion, after due examination, that the proposed issue price will not lead to any significant dilution of the value of the shares prior to the issue of the bond. To the extent that the Board of Management deems it appropriate in the respective situation to obtain expert advice, it will avail itself of the support of underwriting banks accompanying the issue, of independent investment banks or of auditing firms.

Furthermore, in view of the limitation of the scope of the authorisation to up to 10 % of the share capital, the shareholders have the possibility to maintain their participation quota in the share capital of the Company at any time by purchasing shares on the stock exchange even after exercising conversion or option rights. Therefore, from the shareholders' point of view, a relevant loss of the participation quota is ruled out.

20 % limit

Overall, this authorisation of the Board of Management is also limited to making use of the exclusion of subscription rights only to the extent that the proportionate amount of the share capital attributable to shares in the Company issued or sold during the term of the authorisation under exclusion of subscription rights or to which instruments or rights relate that are issued during the term of the authorisation under exclusion of the subscription right and enable the subscription of shares of the Company, also from conditional capital, in total does not exceed 20 % of the share capital existing at the time the authorisation becomes effective or - if this value is lower - at the time the present authorisations are exercised. This is in the interest of the shareholders, as a further dilution of their respective shareholdings is thus excluded.

Issue amount

The issue price for the new shares must in each case correspond to at least 80 % of the stock exchange price determined close to the time of issue of the bonds with conversion and / or option rights. The possibility of a premium creates the prerequisite that the conditions of the convertible bonds or bonds with warrants can take into account the respective capital market conditions at the time of their issue.

The Board of Management will carefully examine in each individual case whether it will make use of the authorisation. It will only do so if, in its opinion, it is in the interest of the company and thus of its shareholders. Such anticipatory resolutions with the possibility of excluding subscription rights are common practice nationally and internationally.

There are currently no concrete plans to utilise the new conditional capital. The Board of Management will report on the utilisation of the conditional capital at the next Annual General Meeting.

Further information on the convening and conduct of the Annual General Meeting

I. Participation in the Annual General Meeting and exercise of voting rights

1. Registration

Only those shareholders who are registered in the Company's share register and have registered in such a way that their registration is received by the Company no later than **Friday, May 5, 2023, 24:00 (CEST)** shall be entitled to attend the Annual General Meeting, to exercise their voting rights and to submit motions.

The registration must be submitted to the Company in German or English either electronically 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 BGB), stating the full name and shareholder number, via one of the following contact channels:

technotrans SE

c/o Computershare Operations Center

80249 München

E-Mail: anmeldestelle@computershare.de

For electronic registration via the shareholder portal on the internet, shareholders need an access code in addition to their shareholder number, which they receive with the registration documents. This enables them to use the password-protected shareholder area (shareholder portal) and thus also to cast votes in the run-up to the Annual General Meeting.

Shareholders who will be entered in the share register after **Friday, April 21, 2023, 0:00 (CEST)**, will not receive any registration documents and thus no access data for electronic registration without request, in accordance with the legal requirements. However, they can access the invitation on the following website of the Company <https://www.technotrans.com/investor-relations/annual-shareholders-meeting>

Shareholders who have not received any registration documents have the opportunity to register for the Annual General Meeting informally in text form, stating their name, full address and shareholder number, subject to the deadlines stated. This registration is to be sent to the following address or e-mail address:

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2. Rewrite stop

For the exercise of shareholders' rights, in particular participation and voting rights, the shareholding registered in the share register on the day of the Annual General Meeting shall be decisive. This will correspond to the shareholding at the end of the registration closing date, as orders to change the share register in the period from Saturday, May 6, 2023, 0:00 (CEST), to Friday, May 12, 2023, 24:00 (CEST), will only be processed and taken into account with effect after the Annual General Meeting. The technical record date for the exercise of voting rights on the day of the general meeting is therefore **Friday, May 5, 2023, 24:00 (CEST)**.

Shareholders shall continue to be entitled to dispose of their shares even after registration for the General Meeting has been completed and irrespective of the Technical Record Date. However, purchasers of shares whose applications for re-registration are not received by the Company in due time before the aforementioned date may not exercise participation rights and voting rights from these shares at the General Meeting, unless they are authorised or empowered to exercise their rights in this respect.

II. Procedure for voting by proxy

1. Proxy

We offer our shareholders the opportunity to authorise a proxy appointed by the Company and bound by instructions.

Proxies and instructions to the Company's proxies may be submitted either via the password-protected shareholder portal on the Company's website at <https://www.technotrans.com/investor-relations/annual-shareholders-meeting> or in German or English in writing or in text form, stating the full name and the shareholder number, using the following contact method up to and including **Thursday, May 11, 2023, 18:00 (CEST)**.

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The form enclosed with the registration documents may be used to authorise and issue instructions.

Furthermore, it is possible to authorise and instruct the proxy at the location of the Annual General Meeting on May 12, 2023.

The proxies bound by instructions shall exercise the voting right exclusively on the basis of the instructions given by the shareholders. If a proxy appointed by the Company is to be authorised, it is mandatory that they give instructions on how the voting right is to be exercised. Without issuing corresponding instructions, the proxy is invalid. To the extent that instructions are given that are ambiguous or contradictory, the proxies will abstain from voting.

The proxies do not accept any instructions to speak, to ask questions, to propose motions or to file objections against resolutions of the Annual General Meeting. The amendment or revocation of powers of attorney and instructions already issued shall be possible until the aforementioned times in each case by the same means.

Shareholders will receive further details and instructions on how to participate in the Annual General Meeting as well as on how to appoint proxies and issue instructions together with the admission ticket. Corresponding information can also be found on the Company's website at <https://www.technotrans.com/investor-relations/annual-shareholders-meeting>.

2. Other proxies (shareholders' associations, intermediaries, etc.)

Shareholders who do not attend the Annual General Meeting in person may also have their voting rights exercised at the Annual General Meeting by other proxies, e.g. by the custodian intermediary, a shareholders' association or another person of their choice. In this case, too, timely registration in accordance with the above conditions must be ensured. Shareholders will receive a proxy form, which they may use to authorise a proxy, together with their admission ticket.

Participation in the Annual General Meeting

Shareholders who do not wish to exercise their voting rights at the Annual General Meeting in person, but through a proxy, must grant a proxy to such proxy in due time and form prior to the vote. The following must be observed:

If neither a proxy advisor, nor a shareholders' association, nor any other intermediary covered by Article 53 SE-Reg. in conjunction with Section 135 AktG or an equivalent pursuant to Article 53 of the SE Regulation in conjunction with Section 135 AktG shall be authorised, the power of attorney shall be either granted

- in text form or electronically via the shareholder portal, in each case vis-à-vis the Company, or
- in text form directly to the proxy (in this case, proof of authorisation to the Company in text form is required). The same shall apply to the amendment or revocation of the proxy.

For the authorisation of proxy advisors, shareholders' associations or other intermediaries covered by Article 53 SE-Reg. in conjunction with Section 135 AktG, as well as equal parties pursuant to Article 53 SE-Reg. in conjunction with Section 135 AktG as well as the revocation and proof of authorisation shall be governed by the statutory provisions, in particular Article 53 of the SE Regulation in conjunction with Section 135 AktG. According to this provision, the proxy in these cases must be granted to a specific proxy and must be verifiably recorded by the proxy; the declaration of proxy must also be complete and may only contain declarations associated with the exercise of voting rights.

The proxies concerned may, however, establish special rules for their own authorisation; shareholders are therefore requested, if necessary, to consult with the proxies concerned in good time on the respective form and procedure of the authorisation.

If an intermediary within the meaning of Article 53 SE Regulation in conjunction with Section 67a (4) AktG, such intermediary may only exercise the voting right for shares which do not belong to it on the basis of an authorisation of the beneficial owner of the shares. The same applies to voting advisors, shareholders' associations or other intermediaries covered by Article 53 SE Regulation in conjunction with Section 135 AktG or equivalent parties pursuant to Article 53 SE Regulation in conjunction with Section 135 AktG.

If the shareholder authorises more than one person, the Company is entitled pursuant to section 53 of the SE Regulation in conjunction with section 134 (3) second sentence AktG and Article 19 (3) of the Articles of Incorporation to reject one or more of them. Pursuant to Section 134 (3) second sentence AktG and Article 19 (3) of the Articles of Incorporation, the Company is entitled to reject one or more of them at its own discretion in compliance with the principle of equal treatment.

Proxies can be submitted either via the password-protected shareholder portal on the Company's website at <https://www.technotrans.com/investor-relations/annual-shareholders-meeting> or in German or English, in writing or in text form, stating the full name and the shareholder number, using the following contact method, up to and including **Thursday, May 11, 2023, 18:00 (CEST)**. The form enclosed with the registration documents may also be used for this purpose.

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The same shall apply to the proof of a power of attorney granted to the authorised representative.

Finally, third parties may also be authorised on the spot on the day of the general meeting.

Shareholders will receive further details and instructions on how to participate in the Annual General Meeting and how to appoint a proxy together with their admission ticket. Corresponding information can also be found on the Company's website at <https://www.technotrans.com/investor-relations/annual-shareholders-meeting>

III. Procedure for voting by postal voting

Shareholders who do not wish to attend the Annual General Meeting in person may also cast their votes by postal vote. Only those shareholders who have registered in due time are entitled to exercise their voting rights by postal vote. Voting by absentee ballot can be done either via the password-protected shareholder portal on the Company's website at <https://www.technotrans.com/investor-relations/annual-shareholders-meeting> or in writing or in text form and must be received by the Company at the following address by and including **Thursday, May 11, 2023, 18:00 (CEST)**, stating the full name and the shareholder number

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The form enclosed with the registration documents may also be used for postal voting.

Shareholders will find further information on postal voting in the registration documents and on the aforementioned website.

Supplementary information on the exercise of voting rights

If voting rights are exercised in due time by several means (letter, e-mail, electronically via the shareholder portal or pursuant to section 67c (1) and (2) third sentence AktG in conjunction with Article 2 (1) and (3) and Article 9 (4) of the Implementing Regulation ((EU) 2018/1212)) by postal vote or proxy and, if applicable, instructions are issued, these will be considered regardless of the time of receipt. If proxies and, if applicable, instructions are issued, these will be considered in the following order, irrespective of the time of receipt: 1. electronically via the password-protected shareholder portal, 2. pursuant to section 67c (1) and (2) third sentence 3 AktG in conjunction with Article 2 (1) and (3) and Article 9 (4) of the Implementing Regulation ((EU) 2018/1212), 3. by e-mail and 4. by letter.

If several postal votes or powers of attorney and instructions are received in due time by the same means of transmission, the declaration received last in time shall be binding. A later casting of a vote as such shall not be deemed to be a revocation of an earlier casting of a vote. The last revocation of a declaration received in due time shall be decisive.

Should declarations with more than one form of exercise of voting rights be received by the same means, the following shall apply: postal votes shall have priority over the granting of proxy and, if applicable, instructions to the proxies of the Company and the latter shall have priority over the granting of proxy and instructions to an intermediary, a shareholders' association, a voting advisor pursuant to Section 134a AktG as well as a person equivalent to these pursuant to Section 135 para. (8) AktG.

Should an intermediary, a shareholders' association, a proxy advisor pursuant to Section 134a AktG and a person equivalent to these pursuant to Section 135 (8) AktG are not prepared to represent the Company, the proxies of the Company shall be authorised to represent the Company in accordance with the instructions.

The votes cast by postal voting or by proxy and, if applicable, instructions on agenda item 2 (appropriation of the accumulated profit) shall remain valid even in the event of an adjustment of the proposal for the appropriation of the profit as a result of a change in the number of shares entitled to dividends.

Should an individual vote be held on an agenda item instead of a collective vote, the postal vote or instruction cast on this agenda item shall apply accordingly to each item of the individual vote.

Shareholders and their proxies have the opportunity to exercise their voting rights by postal vote or by authorising the proxies nominated by the Company as further specified below. Under agenda item 1, no proposal for a resolution will be made and therefore no vote is foreseen (for explanation see there). The planned votes on agenda items 2 to 5 and 7 to 9 are of a binding nature, the vote on agenda item 6 is of a recommendatory nature. The shareholders may vote „yes“ (in favour) or „no“ (against) or „abstain“ (from voting) in all votes.

IV. Live broadcast 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 broadcast live on the internet. The transmission will be interrupted for the debate and then concluded with the course of the votes and the announcement of the result.

V. 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 share capital of the Company amounts to € 6,907,665.00, divided into 6,907,665 no-par value shares with participation and voting rights. The Company does not hold any treasury shares at the time of convening the Annual General Meeting.

VI. Shareholders' rights

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

1. Right to add items to the agenda (Article 56 second and 3 SE-Reg, Section 50 SEAG, Section 122 (2) AktG)

Shareholders whose shares together amount to one twentieth (5 %) of the share capital (this corresponds to 345,384 no-par value shares) or the proportionate amount of € 500,000.00 may, pursuant to Article 56 SE-Reg. in conjunction with Section 50 SEAG, request that items be placed on the agenda and published. The applicants must prove that they have been holders of the above-mentioned minimum number of shares for at least 90 days prior to the day of receipt of the supplementary request and that they hold these shares at the time of the Board of Management's decision on the request. When calculating the minimum holding period, Article 56 second sentence SE-Reg. in conjunction with Section 70 AktG must be observed. Pursuant to Article 56 sentence 2 SE-Reg, section 121 (7) AktG is to be applied accordingly to the calculation of the period.

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 writing by the end of **Thursday, April 11, 2023, 24:00 (CEST)**, stating the full name and shareholder number, using the following contact method:

technotrans SE

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

or in electronic form in accordance with Section 126a BGB by e-mail to: hv2023@technotrans.de

Requests for supplements to be published shall be published in the Federal Gazette without delay after receipt of the request, unless this has already been done with the convening notice. They shall also be published at the internet address <https://www.technotrans.com/investor-relations/annual-shareholders-meeting> and communicated to the shareholders. Proposals for resolutions enclosed with such requests for amendments shall be dealt with at the general meeting in accordance with the statutory provisions.

2. Motions and election proposals by shareholders pursuant to Article 53 SE Regulation in conjunction with Section 126 (1) and (4) and Section 127 AktG

Every shareholder is entitled to submit countermotions to the proposed resolutions on the items of the agenda. If a shareholder submits counter-motions against a proposal of the Board of Management and/or the Supervisory Board or wishes to submit election proposals, these must be submitted to the Company exclusively by indicating the full name and the shareholder number using the following contact channels:

technotrans SE

– Investor Relations –

Robert-Linnemann-Straße 17

48336 Sassenberg

E-mail: hv20232@technotrans.de

Countermotions must be justified, whereas election proposals are not.

The countermotions and election proposals of shareholders received at least 14 days prior to the meeting, i.e. at the latest by the end of **Thursday, April 27, 2023, 24:00 (CEST)** at the above address and to be made available will be published on the internet at <https://www.technotrans.com/investor-relations/annual-shareholders-meeting>

Countermotions and election proposals addressed otherwise or received after the deadline will not be considered. Possible statements by the administration will also be available at the above-mentioned internet address.

3. Shareholder's right of information

Pursuant to Article 53 of the SE Regulation in conjunction with Section 131 AktG, each shareholder must be provided with information at the Annual General Meeting. The Board of Management shall, upon request, provide information at the Annual General Meeting on the Company's affairs, including its legal and business relations with affiliated companies, as well as on the situation of the Group and the companies included in the consolidated financial statements, to the extent that such information is necessary to permit a proper evaluation of the item on the agenda and to the extent that there is no right to refuse to provide such information.

4. Further explanations

Further explanations of the shareholders' rights can be found on the Internet at the following address <https://www.technotrans.com/investor-relations/annual-shareholders-meeting>

5. Voting confirmation / proof of the vote count (Article 53 SE-Reg. in conjunction with Section 118 (1) and Section 129 (5) AktG)

Pursuant to Article 53 of the SE Regulation in conjunction with Section 118 (1) third sentence and (2) second sentence AktG, in the case of the electronic exercise of voting rights or the casting of votes by way of electronic communication (postal voting), the receipt of the cast vote must be confirmed electronically by the company to the casting party in accordance with the requirements pursuant to Article 7 (1) and Article 9 (5) subparagraph 1 of the Implementing Regulation (EU) 2018/1212.

If the confirmation is given to an intermediary, the intermediary shall immediately transmit the confirmation to the shareholder pursuant to Section 118 (1) fourth sentence AktG. Furthermore, the voting shareholder may request from the company pursuant to Article 53 SE-Reg. in conjunction with Section 129 (5) first sentence AktG, the voting shareholder may request confirmation from the company within one month after the day of the general meeting as to whether and how his vote was counted. The company shall provide the confirmation in accordance with the requirements in Article 7(2) and Article 9(5) subparagraph 2 of the Implementing Regulation (EU) 2018/1212. If the confirmation is given to an intermediary, the intermediary shall immediately send the confirmation to the shareholder pursuant to Section 129 (5) third sentence AktG. Such confirmation may be obtained electronically via the password-protected shareholder portal at the following website until **Monday, June 12, 2023, 24:00 (CEST)**: <https://www.technotrans.com/investor-relations/annual-shareholders-meeting>

Participation in the Annual General Meeting

6. Times

All time information in the section „Further information on convocation“ is given in Central European Time (CEST), which is authoritative for Germany. With regard to the coordinated universal time (UTC), this corresponds to the ratio UTC = CEST minus two hours.

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

The documents to be made available on the agenda items, in particular on item 1, will be sent to the shareholders upon request without delay. Furthermore, these documents will also be made available for inspection at the Annual General Meeting. Furthermore, these documents are available on the Company's website at <https://www.technotrans.com/investor-relations/annual-shareholders-meeting> available for inspection and download.

The information and documents relating to the Annual General Meeting, in particular on participation in the Annual General Meeting, postal voting and the granting of proxies and instructions, can also be downloaded from the Internet at <https://www.technotrans.com/investor-relations/annual-shareholders-meeting> and can be downloaded on request.

The voting results will also be announced at this internet address after the Annual General Meeting.

8. Privacy Information

The Company processes personal data on the basis of the applicable data protection laws in order to enable shareholders to participate in the General Meeting and to exercise their rights in the context of the General Meeting.

The Company is the controller for the processing. The legal basis for the processing is Article 6 (1) first sentence lit. c General Data Protection Regulation (GDPR).

For the purpose of organising the Annual General Meeting, the Company commissions various service providers. These service providers only receive personal data from the company which is required for the execution of the commissioned service. The service providers process this data exclusively in accordance with the instructions of the Company. Furthermore, personal data will be made available to shareholders and shareholder representatives in connection with the Annual General Meeting within the framework of the statutory provisions.

The personal data will be stored within the framework of the legal obligations and then deleted.

Every person whose data is affected has the right to information, rectification, restriction, objection and deletion with regard to the processing of his or her personal data at any time, as well as a right to data transfer in accordance with Chapter III of the GDPR, subject to the legal requirements.

These rights can be exercised against the company free of charge via the e-mail address hv2023@technotrans.de or via the following contact channel:

technotrans SE

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

In addition, there is a right of appeal to the data protection supervisory authorities in accordance with Article 77 DSGVO.

Sassenberg, April 2023

technotrans SE

The Board of Management

Financial calendar

Publication	Date
Quarterly Statement 1-3/2023	May 9, 2023
Annual General Meeting	May 12, 2023
Half-Year Financial Report 2023	August 8, 2023
Quarterly Statement 1-9/2023	November 7, 2023

Current information on events can be found on our website at <https://www.technotrans.com/investor-relations/financial-calendar>

Note: For the sole purpose of better readability, this invitation does not use gender-specific notation. All personal designations and terms are to be understood as gender-neutral in the sense of equal treatment.

This Version of invitation the Annual General Meeting in English language is a translation provided for information purposes only. The original German text shall prevail in the event of any discrepancies between the English translation and the German original. We do not accept any liability for the use of, or reliance on, the English translation or for any errors or misunderstandings that may arise from the translation

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Key figures of the technotrans Group (IFRS)

		Δ previous year	2022	2021	2020	2019	2018
Revenue	k€	12.8 %	238,218	211,102	190,454	207,927	216,286
Technology	k€	14.9 %	180,203	156,890	141,916	148,424	156,476
Services ¹	k€	7.0 %	58,015	54,212	48,538	59,503	59,810
EBITDA	k€	16.8 %	21,107	18,069	13,849	16,008	22,599
EBITDA margin	%		8.9	8.6	7.3	7.7	10.4
EBIT	k€	29.9 %	14,329	11,030	6,780	8,338	17,351
EBIT margin	%		6.0	5.2	3.6	4.0	8.0
Net profit for the period¹	k€	26.8 %	8,900	7,020	4,956	6,088	12,383
as percentage of revenue	%		3.7	3.3	2.6	2.9	5.7
ROCE	%		13.3	12.5	7.8	9.6	21.2
Net profit per share	€		1.29	1.02	0.72	0.88	1.79
Dividend ²	€	25.5 %	0.64	0.51	0.36	0.00	0.88
Balance sheet	k€	10.5 %	162,715	147,197	148,117	146	136
Equity	k€	7.4 %	91,070	84,776	79,418	75,067	75,244
Equity ratio	%		56.0	57.6	53.6	51.4	55.3
Return on equity ³	%		9.8	8.3	6.2	8.1	16.5
Net debt⁴	k€	69.2 %	25,957	15,344	21,539	24,232	19,435
Net working capital ratio⁵	%		26.6	20.6	21.0	20.2	21.1
Free cash flow⁶	k€	-137.5 %	-3,738	9,955	3,915	7,648	-3,753
Employees (balance sheet date)		4.7 %	1,500	1,433	1,409	1,474	1,453
Employee (FTE) (average)	Ø	2.2 %	1,575	1,247	1,263	1,280	1,236
Personnel expenses	k€	7.3 %	84,504	78,750	75,879	77,679	74,564
as percentage of revenue	%		35.5	37.3	39.8	37.4	34.5
Revenue per employee (FTE)	k€	10.5 %	187	169	151	162	175
Number of shares outstanding at end of period			6,907,665	6,907,665	6,907,665	6,907,665	6,907,665
Share price max ⁷	€		29.50	31.95	28.65	30.00	47.90
Share price min ⁷	€		21.55	23.90	10.14	15.52	24.00

¹Net profit for the period

²Dividend

³Return on equity

⁴Net debt

⁵Net working capital ratio

⁶Free cash flow

⁷Xetra closing price

Profit attributable to shareholders of technotrans SE

Proposal to the Annual General Meeting

Net profit of the period/equity of technotrans SE's shareholders

Interest-bearing financial liabilities (including lease liabilities in accordance to IFRS 16 cash and cash equivalents)

Net working capital/revenue

Net cash from operating activities

+ net cash used for investments according to cash flow statement

