

Corporate Governance Declaration

Pursuant to Sections 289f, 315d German Commercial Code
Content of the technotrans Annual Report 2025

Ready for Growth

Corporate Governance Declaration pursuant to Sections 289f, 315d German Commercial Code (HGB)

The Corporate Governance Declaration in accordance with Section 289f HGB and Section 315d HGB contains the disclosures in accordance with Section 289f (2) HGB and in particular the Declaration of Compliance with the German Corporate Governance Code (GCGC), notes on the publication of the **Remuneration Report and remuneration system and of the Independent Auditor's Report pursuant to Section 162 AktG** and notes on the remuneration resolution, relevant disclosures on corporate governance practices, information on the management and control of the company, the description of the modus operandi of the Board of Management and Supervisory Board as well as of their composition and the modus operandi of Supervisory Board committees, the specified targets according to Section 76 (4) and Section 111 (5) AktG and the disclosures on attainment of the targets as well as a description of the diversity concept pursuant to Section 289f (2) No. 6 HGB.

The Corporate Governance Declaration is also posted on the company's [website](#) under the menu item Company/Corporate Governance.

Fundamentals of corporate governance

General disclosures on the company and the governing bodies

technotransSE is a German company with the legal form of a European Company (Societas Europaea) with its registered office in Sassenberg, North Rhine-Westphalia. It is entered on the Commercial Register of the Local Court of Münster under HRB 17351 and listed on the Frankfurt Stock Exchange in the Prime Standard.

The object of the business is the development, manufacture, construction, sale, installation, repair and servicing of technical plant, systems and components, the trading in such plant, systems and components, and the provision of maintenance and other services, including technical services. technotransSE may also set up branches, establish subsidiaries or acquire identical or similar companies, or invest therein.

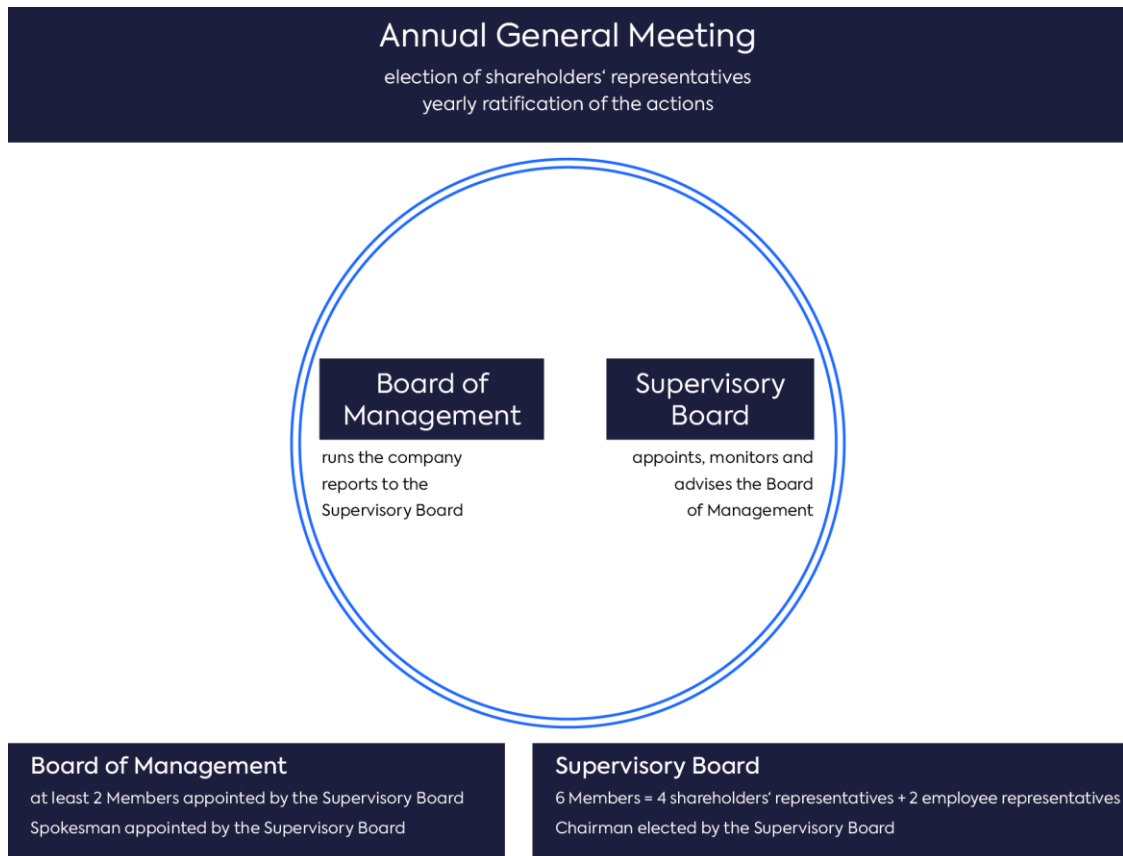
technotransSE has a dual-board management structure comprising Board of Management and Supervisory Board. The Board of Management is responsible for the operational management of the company. The Supervisory Board performs a supervisory role. Both boards work together on a basis of trust in the interests of technotransSE and the technotrans Group. The Articles of Association can be accessed on the company's website.

The Board of Management has set up an Internal Control and Risk Management System within the Group. In the course of its regular examination of the Internal Control and Risk Management System,

the Board of Management has not identified any indications of insufficient adequacy or effectiveness.

Independent supervision of the Internal Control and Risk Management System is performed by the Supervisory Board. Furthermore, the adequacy and effectiveness of areas of the Internal Control and Risk Management System are examined by independent external auditors.

The governing bodies of technotrans SE



Corporate and Group structure

technotransSE is an operationally active Group parent. The Consolidated Financial Statements include technotransSE and its 15 subsidiaries.

Declaration of Compliance pursuant to Section 161 of the German Stock Corporation Act (AktG)

Corporate governance means a responsible form of corporate management and control in a manner that strives for long-term value creation. This especially includes purposeful, effective collaboration between the Board of Management and Supervisory Board, upholding the interests of shareholders and employees, openness and transparency in corporate communications, and the suitable handling of risks.

The Board of Management and Supervisory Board consider themselves obliged to protect the company as a going concern and create value sustainably. Our corporate bodies believe sound corporate governance is an essential component of sustained corporate success. Responsible, value-led corporate management and transparent corporate information are important elements in every area of the company. Corporate governance at technotrans SE takes the recommendations of the GCGC, in each case as amended, as its benchmark.

On September 19, 2025 the Board of Management and Supervisory Board issued the following Declaration of Compliance pursuant to Section 161 AktG on the basis of GCGC as amended on April 28, 2022:

“Since September 19, 2024 (publication of the previous Declaration of Compliance) and going forward, technotrans SE has complied and will comply with the recommendations of the German Corporate Governance Code (GCGC) as amended on April 28, 2022 (announced in the Federal Gazette on June 27, 2022) with the exception of the following departures:

[Article B.1 \(Composition of the Board of Management; diversity\)](#)

GCGC recommends in Article B.1 of its current version that the Supervisory Board also heed diversity in the composition of the Board of Management, with the company particularly taking the recommendation to mean that women are to be adequately represented. Until the appointment of Natascha Sander as member of the Board of Management with effect from February 1, 2025 all members of the company’s Board of Management were male. **The Supervisory Board fundamentally considers that a specific gender is not an attribute that would specially qualify a female or male candidate for a particular position as a primary consideration.** However the Supervisory Board has followed the GCGC recommendations with the appointment of Natascha Sander.

The departure from Article B.1 GCGC is therefore declared exclusively for the period between submission of the last Declaration of Compliance and Natascha Sander’s appointment.

[Article F.2 \(Transparency and external reporting; publication deadlines\)](#)

In its current version in Article F.2, the GCGC recommends that the Consolidated Financial Statements and the Group Management Report be made publicly accessible within 90 days from the end of the financial year, and that mandatory interim financial information be made publicly accessible within 45 days from the end of the reporting period.

In certain respects the company did not satisfy the recommendations in financial years 2024 and 2025. Bearing in mind the increasing regulatory requirements for reporting, the Board of Management and Supervisory Board fundamentally consider it to be adequate to treat these deadlines merely as guidance. In particular the Board of Management and Supervisory Board believe that briefly exceeding the deadlines recommended by the GCGC, which are transparently shorter than the statutory deadlines applicable in the respective stock exchange rules for the Frankfurt Stock Exchange (Prime Standard), is not at odds with diligent transparency and the requirement to inform shareholders and other users. The provision of information by the company both to meet the statutory requirements and to satisfy the interests of stakeholders is therefore assured and prioritised throughout. **This departure moreover helps to maintain the requisite standard of quality for the company’s financial information.**

The company has brought the processes for financial reporting in line with the rising regulatory requirements and intends to meet the recommendations from the 2026 financial year.

The departure from Article F.2 GCGC is therefore declared exclusively for the period since submission of the last Declaration of Compliance as well as for the intrayear financial information at September 30, 2025.. **The company's Financial Calendar for the 2026 financial year does not envisage any overstepping of the publication deadlines in accordance with GCGC recommendation F.2. The departure will therefore cease to apply with the publication of the next Declaration of Compliance."**

The versions of the Declaration of Compliance as amended as well as previous versions are available for downloading from the company's website.

Remuneration of governing bodies

The remuneration systems of the Board of Management and Supervisory Board of technotransSE for the 2025 financial year satisfy the GCGC recommendations. They were approved, or in the case of the **Supervisory Board's remuneration system resolved on, by the Annual General Meeting on May 7, 2021**. The Remuneration Report for the 2024 financial year was approved by the Annual General Meeting on May 16, 2025.

Taking into account the statutory requirements, the remuneration systems for both the Board of Management and the Supervisory Board were routinely reviewed and adjusted, then presented to the Annual General Meeting on May 16, 2025 to be resolved on. The proposed amendments to the remuneration system of the Board of Management and to the remuneration system of the Supervisory Board were adopted by the required majority at the Annual General Meeting on May 16, 2025. The new remuneration system of the Board of Management and also the new remuneration system of the Supervisory Board take effect from January 1, 2026.

The Remuneration Report in each case for the completed financial year within the meaning of Section 162 AktG, the Independent Auditor's Report pursuant to Section 162 AktG, the current remuneration system of the Board of Management pursuant to Section 87a (1) and (2) first sentence (1) AktG, the most recent resolution of the Annual General Meeting on Supervisory Board remuneration pursuant to Section 113 (3) AktG and Remuneration Reports for past financial years from 2021 can be accessed on the technotrans website pursuant to Section 162 (4) AktG.

Board of Management

Composition of the Board of Management and diversity

In accordance with the Articles of Association of the company, the Board of Management of technotransSE comprises at least two members. One of them may be appointed by the Supervisory Board to the role of Chief Executive Officer or Chair. The Board of Management currently comprises Michael Finger (Board of Management Chair) and Natascha Sander (CFO). Michael Finger is appointed to the Board of Management of technotransSE for the period until December 31, 2030. **Natascha Sander's appointment was with effect from February 1, 2025 and runs until January 31, 2028.**

Michael Finger, DOB 1970, Engineering graduate in Mechanical Engineering, is responsible for the Technology and Services segments as well as for the divisions, national organisations, HR, Investor Relations, Group Communications, Marketing, Quality Management and Sustainability. Having held various senior positions at major international companies in the automotive supply industry, Michael Finger possesses comprehensive expertise particularly in the domain of strategic corporate governance and sales.

Natascha Sander, DOB 1980, Business Management graduate with an Executive MBA Controlling & Accounting qualification, is responsible for the Controlling, Accounting, Treasury, Purchasing, Logistics, IT, Legal & Compliance and Risk Management areas as well as for gds. Natascha Sander has held senior positions at various major international companies and therefore possesses comprehensive experience of working in an international and industrial environment.

The Supervisory Board considers that the present composition of the Board of Management satisfies the diversity concept currently in place for technotransSE, with its particular focus on expertise and experience. With the appointment of Natascha Sander to the Board of Management, the target set by the Supervisory Board for the proportion of women on the Board of Management is met.

Long-term succession planning for the members of the Board of Management is laid down by the Supervisory Board on the basis of internal consultations and an intensive dialogue between the Board of Management and Supervisory Board. As part of its long-term succession planning, based on the recommendations of the German Corporate Governance Code and in keeping with the statutory regulations the Supervisory Board has adopted job profiles for members of the Board of Management that are designed to assure an appropriate composition of that management body.

The Supervisory Board takes particular account of the following aspects in succession planning:

- _ Supplementary knowledge: when a new appointment needs to be made, it is necessary first to check what required professional knowledge will be missing from the Board of Management with the future exit of a member or be inadequate or in need of improvement. Candidates who possess this professional knowledge are to be identified.
- _ Diversity: for diversity in the composition of the Board of Management, the Supervisory Board seeks a variety of professional and international experience as well as a suitable proportion of women.
- _ International character: at least one member of the Board of Management should have particular international experience.
- _ Balanced age structure: breadth of life experience in line with age should be considered when selecting candidates.
- _ Professional experience and expertise: the members of the Board of Management are to bring a range of professional experience and expertise. This should comprise both professional training and specialist experience at various companies and in various positions over their career.
- _ Age limit: a candidate for the Board of Management may be appointed up until to their 65th birthday.

At regular intervals the Supervisory Board examines to what extent the Board of Management members meet the above criteria, whether the composition of the Board of Management as a whole is suitable and whether the targets in the job profile are still appropriate.

Ultimately the Supervisory Board decides which of the identified candidates to choose for a Board of Management position based on the interests of the company and after due consideration of the particular case.

Modus operandi of the Board of Management

The Rules of Procedure for the Board of Management lay down the specific tasks of the Chief Executive Officer or Chair, which matters are to be addressed by the Board of Management as a whole, how resolutions are to be handled, what majority is required for individual decisions and for which measures and transactions the prior consent of the Supervisory Board needs to be obtained. The portfolios of the individual Board of Management members are specified in the schedule of responsibilities. The Board of Management normally holds an in-person meeting each week. If required the Board of Management may also conduct votes outside of in-person meetings and pass resolutions by circulation procedure.

The Board of Management and Supervisory Board work together closely to the benefit of the company, The Board of Management submits regular, comprehensive reports to the Supervisory Board on the current business performance, the corporate strategy as well as potential risks. Furthermore, the Board of Management regularly informs the Supervisory Board Chair of current developments. The principles that apply within the company are also implemented on the basis of existing programmes and management systems.

The most senior management body of the technotrans Group below the Board of Management is the Executive Board. It has an advisory function and is involved the strategic and operational development of the technotrans Group. At its regular meetings this board agrees on the progress and implementation of the corporate strategy and ensures the defined goals are achieved. The Executive Board comprises the heads of division, the global heads of HR, Service and Purchasing, the head of Group Accounting and the head of Group Engineering Support. The board currently has ten members.

Corporate governance practices

Information on the activities and decisions of the Board of Management is published regularly in the annual reports, interim reports and quarterly communications. The individual publication dates can be found in the Financial Calendar on the technotransSE website.

technotransSE also provides information for the capital market in the form of press and ad hoc announcements on key events at the Group. In addition, employees receive information at employee meetings and on the intranet.

Sustainably economic, ecological and socially responsible activity in keeping with the applicable statutory requirements is an indispensable element of entrepreneurial culture for technotrans and an integral part of its corporate strategy. technotrans regularly informs its stakeholders about the current status and importance of the topic of sustainability. Reporting takes the form of a Combined Non-Financial Statement (CSR report) in accordance with the provisions of Sections 289b ff HGB and of Sections 315b ff HGB. Pursuant to Section 315b (1) sentence 2 HGB this Non-Financial Statement applies both to technotransSE and to the technotrans Group, and is published annually as part of the Combined Management Report.

The employees equally commit to comply with and observe key standards and principles in order to assure sustainable economic activity. technotrans is a member of the UN Global Compact and has

incorporated its principles into the technotrans Code of Conduct, which is binding for all employees worldwide. This document constitutes the corporate compliance guideline at Group level. It defines standards on how employees should deal with each other and on how to behave towards external stakeholders such as customers, suppliers, government agencies and business partners. The Code of Conduct also contains corporate regulations on compliance with employment standards, data protection, IT security, anti-corruption, competition law, money laundering legislation and environmental protection. As such, it constitutes an important tool for implementing the sustainability strategy. The current version can in each case be accessed on the technotrans website.

To ensure compliance with statutory requirements and voluntarily adopted principles, the technotrans Group operates a compliance management system based on DIN ISO 19600. The Board of Management bears overall responsibility for it. The managing directors/general managers of the national and international Group companies have likewise committed to uphold it. They are supported in their efforts by local compliance officers. This arrangement permanently guarantees the uniform management and control of Group regulations as well as compliance with statutory requirements and voluntary commitments at all locations.

A further significant component of the sustainability strategy is the Group-wide Risk Management System based on DIN ISO 31000 in conjunction with IDW Assurance Standard PS 340, new version. This helps employees and managers to identify, assess and appropriately manage potential opportunities and risks early on. Regular, timely reporting to the Board of Management ensures that risk management is continuously monitored and enhanced.

[Board of Management remuneration and securities transactions](#)

On February 2, 2021, with the approval of the Annual General Meeting on May 7, 2021, the Supervisory Board resolved a remuneration system for the Board of Management members that meets the requirements of the Shareholder Rights Directive Implementation Act (ARUG II) and takes account of the recommendations of GCGC. The remuneration system comprises a fixed basic salary, short term incentives (STI), long term incentives (LTI) and variable remuneration components, the latter linked to the share price. Further details of the features of the remuneration system and the actual level of total remuneration are provided in the Remuneration Report, which is available on the technotrans website.

The Supervisory Board has reviewed and adjusted the remuneration system for the Board of Management. The Supervisory Board resolved on the new remuneration system on April 1, 2025 and presented it to the Annual General Meeting on May 16, 2025 for approval. The new remuneration system for the Board of Management was adopted by the Annual General Meeting on May 16, 2025 by the required majority and takes effect from January 1, 2026.

According to Article 19 of the EU Market Abuse Regulation, the members of the Board of Management are obliged to make a public declaration if they acquire or sell shares in technotransSE with a total volume of €20,000 or more within one calendar year. The members of the Board of Management

acquired no shares in technotransSE in excess of the threshold value in the 2025 financial year. The securities portfolios of the Board of Management members are stated in the Annual Report.

The Federal Banking Supervisory Authority (BaFin) has increased the reporting threshold for transactions by managers for own account to € €50,000 with effect from January 1, 2026.

No advance payments and/or loans were granted to Board of Management members in the 2025 financial year. Nor did the company enter into any contingent liabilities on their behalf.

Mandates held by Board of Management members at other companies

No member of the Board of Management currently holds mandates for governing bodies of other companies outside the technotrans Group. Please refer to the technotrans website for current information on this matter.

Supervisory Board

Composition and diversity of the Supervisory Board

The Supervisory Board of technotransSE **comprises six members**. In accordance with the company's Articles of Association as well as the agreement between the company and the shareholders following the completion of the modifying conversion in 2018, the Supervisory Board comprises four representatives of the shareholders and two employee representatives.

Further information on the members of the Supervisory Board is available on the website of technotransSE. This includes particulars of their professional background, the year and duration of **each member's appointment, other mandates outside** technotransSE, membership of committees and information on the professional knowledge of the individual Supervisory Board members.

The Supervisory Board has set itself the target of increasing the proportion of women on the Supervisory Board to 33.3% by June 30, 2027. For a six-member Supervisory Board, this equates to two women. There is currently one female Supervisory Board member, equivalent to a proportion of 16.7% women. Based on the defined target, the Supervisory Board intends to continue developing the composition of the board in line with the qualification matrix, taking account of personal and professional expertise.

The Supervisory Board members are appointed by the Annual General Meeting. This involves the Supervisory Board proposing suitable candidates to the Annual General Meeting for election to the Supervisory Board by the shareholder representatives. Regarding the employee representatives, the Annual General Meeting is bound by the candidates proposed by the employees, who choose them in an election among employees.

The Supervisory Board has consciously declined to set a limit on how long a person may serve on the Supervisory Board. Rather, it believes the interests of the company are best served by selecting members on the basis of their knowledge and professional qualifications.

To assure an objective, requirements-led selection process for new Supervisory Board members, the Supervisory Board has drawn up a skills and job profile. The composition of the board should always be such that it is qualified to perform its supervisory and advisory functions as intended in accordance

with the SE Regulation, SEAG and SEBG as well as AktG and GCGC, and can perform these functions properly. For every aspect of the Supervisory Board's activities there should be at least one professionally qualified person on the board, so that the necessary range of expertise and experience is fully covered by the Supervisory Board members as a whole.

The Supervisory Board updated the expertise and job profile for its members at its meeting on February 2, 2021. It currently covers the following criteria:

The members of the Supervisory Board should as a whole meet the following standards over and above general requirements regarding education, reliability, professional experience and professional suitability, or develop to this level where it goes beyond the minimum standards envisaged under the German Stock Corporation Act:

- _ An understanding of the business activities of the technotrans Group, including its market and competitive environment, the focus markets, the customer structure and the strategic direction,
- _ The ability to make a qualified assessment of reports to the Supervisory Board and draw their own conclusions,
- _ The ability to evaluate the correctness, cost effectiveness, appropriateness and legality of the decision papers to be examined

With regard to special knowledge of individual Supervisory Board members that needs to be exhibited by the board as a whole, the following subject areas in particular are highly relevant:

- _ Appropriate expertise and personal experience in the technology sector, knowledge of its political importance and of how the various stakeholder interests in the sector interact,
- _ Leadership experience,
- _ International experience,
- _ Appropriate expertise in matters of capital market law,
- _ Knowledge of the field of sustainable corporate governance and ESG,
- _ Expertise and experience in the field of accounting and internal control procedures to be held by the Chair of the Audit Committee. The person in question must be independent and should not be a former Board of Management member of the company whose term of office ended less than two years ago. Suitable expertise in the area of auditing should also be held by one further member of the Audit Committee and the Supervisory Board.

Qualification matrix for the Supervisory Board

	Peter Baumgartner	Dr.-Ing. Gottfried H. Dutiné
Supervisory Board position	Chair	Deputy Chair
Committee Chair		Committee for strategy and Innovation
Shareholder / employee representative	Shareholder representative	Shareholder representative
Supervisory Board member since	2021	2021
End of term of office	2026	2026
Personal skills		
Regulatory requirement	X	X
Independence ¹	X	X
No overboarding ²	X	X
Previously member of Board of Man. of technotrans SE	No	No
Diversity		
Gender	Male	Male
Year of birth	1954	1952
Nationality	German, Swiss	German
Educational background	Engineering Graduate, Mechanical Engineering	Dr. Engineering Graduate
Professional occupation	Independent management consultant	Independent management consultant
Specialist skills / expertise		
Strategy & transformation		
Strategy development and implementation	X	X
Mergers & acquisitions	X	X
Innovation / research & development		X
Industry experience / markets & products	X	X
Corporate governance and control	X	X
International experience	(X)	X
Legal & compliance	(X)	(X)
Risk management	(X)	(X)
Digitalisation / digital transformation		(X)
Personnel management / human resources	(X)	(X)
Operations / production / procurement	(X)	(X)
Sales / marketing		X
Finance- and accounting		
Financial expertise pursuant to Section 100 (5) AktG		
Accounting expertise	X	
Auditing expertise		
Corporate planning & management	X	X
Corporate finance & capital markets	(X)	
Sustainable corporate governance / ESG	X	X

X = Criterion met / core expertise

(X) = Complementary expertise

1 Pursuant to recommendations of the German Corporate Governance Code

2 Pursuant to Section 100 AktG as well as Principle 12, Recommendations C.4 and C.5 of GCGC

Florian Herger	Andre Peckruhn	Thorbjørn Ringkamp	Karin Sonnenmoser
Member	Member	Member	Member
Audit Committee (until May 16, 2025)			Audit Committee (since May. 16, 2025)
Shareholder representative	Employee representative	Employee representative	Shareholder representative
2023	2019	2019	2025
2029	2029	2029	2029
X	X	X	X
X	X	X	X
X	X	X	X
No	No	No	No
Male	Male	Male	Female
1981	1977	1976	1969
German	German	German	German
Business Administration Graduate	Industrial Manager	Business Administration Graduate	Business Administration Graduate, M.B.A.
Advisor for Luxempart S.A., Luxembourg	Operational Purchaser, technotrans SE, Sassenberg	Senior Sales Manager Global, gds GmbH, Sassenberg	Independent management consultant
X	(X)	(X)	X
X	(X)	(X)	X
(X)	X	X	X
X		(X)	X
X	X	X	X
X	X	X	X
X	X	(X)	X
(X)	X	(X)	X
(X)	(X)	X	(X)
(X)	X	(X)	(X)
(X)	X	X	
X	(X)		X
X	(X)		X
X	(X)	(X)	X
X			X
X	(X)	(X)	X

Karin Sonnenmoser, Chair of the Audit Committee, has acquired extensive expertise in the areas of accounting, financial reporting and controlling, corporate governance, corporate control and M&A by serving for many years in a range of positions at executive board, senior management and supervisory board levels. She accordingly possesses expertise in the field of accounting and financial reporting within the meaning of Section 100 (5) AktG. She is furthermore comprehensively acquainted with the sector in which the technotrans Group operates.

Florian Herger, member of the Audit Committee, possesses the requisite expertise in accounting and auditing within the meaning of Section 100 (5) AktG on the basis of his qualifications as Business Administration graduate, CFA and MBA as well as his many years of professional experience working with businesses, consultants and investors.

There is an age cap for members of the Supervisory Board. In keeping with the current Rules of Procedure of the Supervisory Board, solely persons who have not yet reached the age of 70 at the time of election may be proposed for election or re-election to the Supervisory Board. The composition of the Supervisory Board meets the recommendations of GCGC as amended on April 28, 2022. The Supervisory Board of technotransSE in addition satisfies all other defined requirements.

The members of the Supervisory Board of technotransSE between them have all the key knowledge, abilities and experience that are required for them to perform their duties properly. Newly appointed Supervisory Board members receive a comprehensive information package comprising the Articles of Association and the Rules of Procedure for the Supervisory Board and Board of Management, as well as information on capital market requirements for Supervisory Board members and on the existing liability insurance cover, along with training information. Further information about the organisation is given in the Rules of Procedure for the Supervisory Board, which are published on the technotransSE website.

Modus operandi of the Supervisory Board

The Supervisory Board appoints the members of the Board of Management, approves the schedule **of responsibilities for them, oversees the Board of Management's running of the company and advises** it. The board also holds responsibility for dismissing Board of Management members. The Supervisory Board in addition determines the structure and level of Board of Management remuneration. The remuneration system is presented to the Annual General Meeting for approval.

The Board of Management involves the Supervisory Board in all key entrepreneurial decisions. The principles of cooperation for the whole Supervisory Board of technotransSE and its committees are set forth in the Rules of Procedure of the Supervisory Board.

As a fundamental rule the members of the Supervisory Board are individually responsible for obtaining the training and professional development required for their duties and are supported in this by the company, with independent consultancy firms brought in as necessary to advise on specific topics. Board of Management members and specialist managers moreover extensively assist with the induction of new Supervisory Board members by providing detailed information about the company and its governance structures in personal discussions and by being available to answer any questions. This is complemented by in-depth training on capital market law and training on specific topics given by company employees.

The Supervisory Board examines the effectiveness of its activities once a year using a structured questionnaire. The subject of this self-evaluation includes in particular whether the Board of Management has supplied it with prompt, substantively adequate information, and whether the processes within the Supervisory Board and the flow of information between the committees and the Supervisory Board are adequate. A self-evaluation was carried out most recently in December 2025. For detailed information on the activities of the Supervisory Board and its committees, please refer in each case to the current Report of the Supervisory Board published in the Annual Report.

Activities of the Supervisory Board in the year under review

The Supervisory Board of technotransSE performed the duties incumbent upon it under the law and in accordance with the Articles of Association and the Rules of Procedure in full and with great care in the 2025 financial year. It regularly advised the Board of Management on the running of the company and continuously oversaw its management work. It was involved directly and at an early stage in all decisions of fundamental significance.

The Board of Management at all times fulfilled its duties to report and inform under the statutory requirements and the Articles of Association and informed the Supervisory Board regularly, promptly and comprehensively of the current status of business operations, the business performance and the economic position, aspects of sustainability, the prevailing risks, risk management as well as relevant questions of compliance, strategy and planning. Significant business transactions were discussed in the committees and the plenary meetings on the basis of reports. Deviations in the actual business performance from the plans and targets were explained individually and discussed at length by the Supervisory Board.

For details of the matters discussed in the meetings, please refer in each case to the Report of the Supervisory Board in the Annual Report.

No conflicts of interest arose among Supervisory Board in the 2025 financial year. Should any arise, they must be disclosed without delay to the Supervisory Board. The Annual General Meeting must also be notified of conflicts of interest.

Committees and their modus operandi

To enable it to fulfil its duties efficiently, the Supervisory Board has currently formed three committees: the Audit Committee, the Committee for Strategy and Organisation Development, and the Nominating Committee.

Current members of the committees

Audit Committee

Karin Sonnenmoser (Chair), Florian Herger (Chair until May 2025), Andre Peckruhn

Karin Sonnenmoser and Florian Herger possess expertise in the fields of accounting and auditing within the meaning of Section 100 (5) AktG.

Committee for Strategy and Innovation

Dr-Ing Gottfried H Dutiné (Chair), Florian Herger, Andre Peckruhn, Thorbjørn Ringkamp

Nominating Committee

Peter Baumgartner (Chair), Karin Sonnenmoser, Florian Herger, Dr-Ing Gottfried H Dutiné

For details of the tasks of the committees, please refer to Sections 7 ff. of the Rules of Procedure of the Supervisory Board. The chairs of the committees regularly brief the full Supervisory Board on their work. Details of the work of the committees are provided in the Report of the Supervisory Board, within the Annual Report. The Chair of the Supervisory Board and the committee chairs also maintained an intensive dialogue with the Board of Management outside the regular board meetings.

Supervisory Board remuneration and securities transactions

The remuneration of the Supervisory Board is based on the relevant resolutions passed by the Annual General Meeting and is laid down in Article 17 of the Articles of Association of technotransSE. Detailed disclosures on the remuneration of the Supervisory Board and the amounts paid to its individual members are contained in the Remuneration Report. It can be accessed on the technotrans website at the following address: www.technotrans.com/company/corporate-governance/remuneration-board-of-management-supervisory-board

In accordance with Article 19 of the EU Market Abuse Regulation the members of the Supervisory Board are obliged to make a public declaration if they acquire or dispose of shares in technotransSE with a total volume of €50,000 or more within one calendar year. No such transactions were reported by the Supervisory Board members in 2025.

There were no advance payments and/or loans to members of the Supervisory Board in the 2025 financial year. Nor did the company enter into any contingent liabilities on their behalf.

Mandates held by Supervisory Board members at other companies

Mandates held by Supervisory Board members for governing bodies of other enterprises are disclosed on the technotrans website and can be viewed there at any time.

Management structure

To assure efficient entrepreneurial decision-making processes, technotransSE has a lean management structure, with three to four management tiers depending on location. This setup assures short decision-making paths at all times, as a prerequisite of agile, market-led corporate governance.

When filling management functions, the Board of Management gives particular consideration to diversity alongside specialist expertise. It accordingly seeks especially to recruit an appropriate proportion of women. The Board of Management is overtly receptive to involving and promoting women in senior positions. Bearing in mind the relatively small number of senior positions at technotransSE, it nevertheless does not treat gender in itself to be an appropriate criterion for the selection of management employees. Rather, the decisive criteria for filling senior positions are the professional and personal qualifications offered by all candidates.

On June 30, 2023 the Board of Management specified targets of 7% (first management tier) and 15% (second tier) for the proportion of women in the two management tiers below the Board of Management. These targets apply until June 30, 2028. As of December 31, 2025 the proportion of women in management tiers 1 and 2 was 10 % and 15% respectively. The defined targets are thus achieved for the 2025 financial year.

Corporate reporting and auditing

Corporate reporting

technotransSE prepares annual financial statements and consolidated financial statements. For the Group, it also prepares an Interim Financial Report pursuant to Section 115 of the German Securities Trading Act (WpHG) and quarterly communications pursuant to Section 53 of the Rules and Regulations of the Frankfurt Stock Exchange. The separate financial statements of technotransSE on which the dividend payment is based are prepared according to the provisions of the German Commercial Code (HGB). The Consolidated Financial Statements are prepared in accordance with the International Financial Reporting Standards (IFRS). technotrans also publishes a Combined Management Report pursuant to Section 315 HGB in conjunction with Section 289 HGB, in which the business performance and situation of the company are presented. technotrans provides information on relevant aspects of sustainability in the Combined Non-Financial Statement, which forms part of the Combined Management Report pursuant to Sections 289b, 315b HGB. This satisfies the statutory requirements on sustainability reporting under the CSR Directive Implementation Act.

Financial reports including their respective dates of publication as well as other information about the company and Group, such as press releases, ad hoc announcements and voting rights notifications, can be found on the technotrans website. The company holds video conferences for financial analysts when trading figures are published. Recordings are subsequently published on the website of technotransSE. Over and above the fixed schedule of publication dates, technotransSE maintains an ongoing dialogue with financial analysts, investors and other capital market players. The instruments used for investor dialogue include, in particular, individual and group discussions at roadshows and conferences as well as plant tours for investors. In line with the recommendations of GCGC, the Chair of the Supervisory Board is involved in these activities. There were no meetings in the 2025 financial year where the Supervisory Board Chair discussed matters relating to the Supervisory Board with institutional investors.

Inside information pursuant to Art. 17 (1) of the EU Market Abuse Regulation is disclosed in the form of ad hoc announcements. A corresponding announcement was published on February 12, 2025 indicating a moderate shortfall compared with the forecast target figures for consolidated revenue and EBIT margin for financial year 2024. No other ad hoc announcements were made during the 2025 financial year. Current and past ad hoc announcements are available on the technotransSE website.

Auditing of the financial statements

The Audit Committee of the Supervisory Board oversees auditing of the financial statements from a professional and quality perspective. It examines the independence of the auditor and appraises the supplementary services provided by the auditor. The Audit Committee also prepares the proposal to the Annual General Meeting on the election of the auditor and makes an appropriate recommendation on the matter. It is moreover the responsibility of the Audit Committee to award the audit mandate, specify supplementary audit priorities and agree the fee with the auditor. During the audit the Chair of the Audit Committee maintains constant contact with the auditor and discusses the content of the financial statements audit with it. In accordance with legal requirements the auditors of the annual financial statements and Consolidated Financial Statements are elected by the Annual General Meeting for one financial year at a time. Most recently the Annual General Meeting on May 17, 2025 appointed PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft (PwC), Osnabrück, as auditor for the 2023 financial year at the proposal of the Supervisory Board. Under the currently

applicable statutory requirements to rotate auditors, PwC may be commissioned with the audit for a final time for the 2028 financial year. As a precautionary measure PwC was additionally elected by the Annual General Meeting as auditor of the Sustainability Report of technotransSE and the technotrans Group for the 2025 financial year. Due to a change in the regulatory requirements, no audit of the Sustainability Report of the technotrans Group took place.

By means of internal rotation PwC ensures that the audit procedures are always conducted with the requisite independence. Before the Audit Committee makes a recommendation to the Supervisory Board on the appointment of the auditor, it obtains a statement from the firm of auditors on whether and to what extent there exist any commercial, financial, personal or other relationships between it, its governing bodies and its audit managers on the one hand, and the audited companies of the technotrans Group and their governing bodies on the other hand, that could raise doubts about the independence of the auditor.

If, during the audit of the financial statements, circumstances arise that undermine the auditor's impartiality or are grounds for its exclusion and cannot be immediately remedied, the auditor is obliged to notify the Chair of the Audit Committee immediately. The auditor must also report to the Supervisory Board on all material matters relating to its tasks which come to its attention during the audit. If the auditor identifies circumstances that are not consistent with the company's Declaration of Compliance, it shall inform the Supervisory Board to that effect or include a suitable remark in the audit report.

The company provides information in the Consolidated Financial Statements on the fees paid to the auditor for the statutory audit of the annual financial statements and Consolidated Financial Statements. PwC audited the annual financial statements and Consolidated Financial Statements of technotrans for the 2025 financial year. The fee for the auditor of the financial statements in the 2025 financial year was € 444 thousand (including € 0 thousand unrelated to the accounting period). No fees were paid to the auditor for consultancy services.

