

Explanation of stockholders' rights pursuant to Section 121 (3) No. 3 AktG and further information regarding the Annual General Meeting of technotrans SE on May 17, 2024

technotrans SE Sassenberg

The information on stockholders' rights pursuant to Sections 122 (2), 126 (1), 127 and 131 (1) AktG already contained in the invitation to this year's Annual General Meeting is further explained by the following information within the meaning of Section 121 sentence 3 (3) no. 3 AktG.

I. Right to supplement the Agenda, Art. 56 sentence 2 and 3 SE Regulation, Section 50 SEAG, Section 122 (2) AktG

The request must be received by the Board of Management of the company in writing by the end of Tuesday, April 16, 2024, 24:00 hours (CEST), stating the full name and stockholder number, using the following contact method:

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

or in electronic form pursuant to Section 126a BGB by e-mail to:
hv2024@technotrans.de

Requests for supplements to be announced will be published in the Federal Gazette immediately 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 stockholders. Proposals for resolutions enclosed with such requests for amendments shall be dealt with at the general meeting in accordance with the statutory provisions.

These stockholder rights are based on the provisions of the German Stock Corporation Act (AktG), excerpts of which are reproduced below:

[Article 56 SE-Reg.](#)

One or more stockholders who together hold at least 10 % of an SE's subscribed capital may request that one or more additional items be put on the agenda of any general meeting. The procedures and time limits applicable to such requests shall be laid down by the national law of the Member State in which the SE's registered office is situated or, failing that, by the SE's statutes. The above proportion may be reduced by the statutes or by the law of the Member State in which the SE's registered office is situated under the same conditions as are applicable to public limited-liability companies.

§ 50 Convening and supplementing the agenda at the request of a minority

- (1) The convening of a general meeting and the drawing up of its agenda in accordance with Article 55 of the Ordinance may be requested by one or more stockholders provided that his or their holding in the share capital is at least 5 per cent.
- (2) The addition of one or more items to the agenda for a general meeting may be requested by one or more stockholders, provided that his or their holding reaches 5 per cent of the share capital or the pro rata amount of 500,000 euros.

Section 122 of the German Stock Corporation Act - Convening at the request of a minority

- (1) The general meeting is to be convened wherever stockholders, whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital, demand that it be so convened, doing so in writing and citing the purpose and the reasons therefor; the demand is to be addressed to the management board. The by-laws may tie the right to demand that the general meeting be convened to a different form and to possession of a lesser portion of the share capital. The petitioners are to submit proof that they have been holders of the shares of stock since at least 90 days prior to the date on which their demand is received, and that they will continue to so hold the shares until the management board takes a decision regarding their petition. Section 121 (7) applies accordingly.
- (2) In like manner, stockholders whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital or to a stake of 500,000 euros, may demand that items of business be set out in the agenda and that notice be given by publication. Each item of business to be newly added to the agenda must include the reasons therefor or a proposal for a resolution. The demand within the meaning of sentence 1 must be received by the company at the latest 24 days prior to the general meeting, in the case of listed companies at the latest 30 days prior to the general meeting; the date on which the demand is received is not to be included in calculating the period.
- (3) Where the demand is not complied with, the court may grant authority to the stockholders who have raised the demand to convene the general meeting or to give notice by publication of the item of business. Concurrently, the court may determine the chairperson of the general meeting. The invitation convening the general meeting or the notice must indicate the authorisation by the court. A complaint may be lodged against the decision taken. The petitioners are to submit proof that they will continue to hold the shares of stock until the court hands down its decision.
- (4) The company bears the costs of the general meeting and, in the case governed by subsection (3), also the court costs if the court has complied with the petition.

Section 121 AktG - General (excerpt)

- (7) In the case of periods and deadlines that are counted back from the date of the general meeting, the date of the general meeting itself is not to be counted. Rescheduling the general meeting from a Sunday, a Saturday or a holiday to a preceding or subsequent business day is not an available option. Sections 187 to 193 of the Civil Code do not apply accordingly. In the case of unlisted companies, the by-laws may provide for a different calculation of the period.

Section 70 AktG - Calculation of the period of share ownership

If the exercise of rights attaching to the share of stock is contingent upon the stockholder having been holder of the share of stock for a specified period of time, then a claim to transfer of title against a credit institution, a financial services provider, a securities institution or an enterprise pursuing activities in accordance with section 53 (1) sentence 1 or section 53b (1) sentence 1 or (7) of the Banking Act is equivalent to ownership of the share of stock. The period of ownership of a predecessor in title is attributed to the stockholder if they have purchased the share of stock in any of the following manners: without monetary consideration, from their trustee, as a universal successor, in the course of a distribution of assets among a community or as part of a portfolio transfer pursuant to section 13 of the Insurance Supervisory Act (Versicherungsaufsichtsgesetz – VAG) or section 14 of the Act on Savings and Loan Associations (Gesetz über Bausparkassen – BauSparkG).

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

Every stockholder is entitled to submit countermotions to the proposed resolutions on the items of the agenda. If a stockholder submits countermotions to a proposal of the Board of Management and/or Supervisory Board or wishes to make election proposals, these must be submitted to the company exclusively by stating the full name and stockholder number using the following contact channels:

technotrans SE
- Investor Relations -
Robert-Linnemann-Strasse 17
48336 Sassenberg
E-mail: hv2024@technotrans.de

Countermotions must be substantiated, but nominations for election must not.

The countermotions and election proposals of stockholders received at least 14 days prior to the meeting, i.e. at the latest by the end of Thursday, May 2, 2024, 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>

on the Internet.

Countermotions and election proposals addressed otherwise or received after the deadline will not be considered. Any statements by the administration will also be available for viewing at the aforementioned Internet address.

These stockholder rights are based on the regulations of the German Stock Corporation Act, excerpted below:

Article 53 SE-Reg.

Without prejudice to the rules laid down in this section, the organisation and conduct of general meetings together with voting procedures shall be governed by the law applicable to public limited-liability companies in the Member State in which the SE's registered office is situated.

Section 126 AktG - Motions by stockholders

- (1) Motions by stockholders are to be made accessible to the beneficiaries set out in section 125 (1) to (3), subject to the pre-requisites listed therein, including the name of the stockholder, the reasons for which the motions are being made, and a statement, if any has been made, by the management regarding its position, provided that the stockholder has sent, at the latest 14 days prior to the date of the general meeting, a counter-motion opposing a proposal or guidance by the management board and the supervisory board regarding a certain item of business set out in the agenda, specifying the reasons therefor, to the address set out for this purpose in the invitation convening the general meeting. The date on which the countermotion is received is not to be included in calculating the period. In the case of **listed companies, the countermotion is to be made accessible via the company's website.** Section 125 (3) applies accordingly.
- (2) A countermotion and the reasons for which it is being made need not be made accessible:
 1. inasmuch as the management board would be liable to punishment under law, were it to make such proposal accessible;
 2. if the countermotion were to result in the general meeting adopting a resolution that is in violation of the law or of the by-laws;
 3. if the reasons make manifestly false or misleading statements regarding key aspects or if they are insulting;

4. if a counter-motion made by the stockholder based on the same facts and circumstances has already been made accessible pursuant to section 125 for a general meeting of the company;
 5. if the same counter-motion of the stockholder, citing substantially the same reasons, has been made accessible pursuant to section 125 in the past five years to at least two general meetings of the company, and if less than one twentieth of the share capital represented voted for this counter-motion at the general meeting;
 6. if the stockholder indicates that they will not attend the general meeting and will not have a proxy represent them;
 7. if, in the past two years at two general meetings, the stockholder has failed to propose or to have proposed a counter-motion regarding which they have informed the company. The reasons need not be made accessible if they amount to more than 5,000 characters in total.
- (3) Where several stockholders propose counter-motions regarding one and the same item of business to be resolved upon, the management board may combine the counter-motions and the reasons specified for them.

127 AktG – Nominations by Stockholders

Section 126 applies accordingly to nominations by stockholders of candidates for the supervisory board or as statutory auditors. No reasons need be specified for the nomination. The management board need not make accessible the nomination also in those cases in which the nomination does not include the information pursuant to section 124 (3) sentence 4 and section 125 (1) sentence 5. The management board is to supplement the nomination by a stockholder of candidates for the supervisory board of listed companies, to which the Employee Co-Determination Act, the Act on Co-determination in the Coal, Iron and Steel Industry or the Supplementary Co-determination Act applies, by the following substantive content:

1. indication of the requirements stipulated by section 96 (2),
2. whether an objection has been raised against the fulfilment of the ratio by the supervisory board as a whole pursuant to section 96 (2) sentence 3 and
3. the number of seats on the supervisory board that must be filled, at a minimum, by women and men, respectively, in order to fulfil the requirement as to the minimum ratio pursuant to section 96 (2) sentence 1.

Section 124 AktG - Notice by publication of demands for amendment; guidance regarding resolutions (excerpt)

(3) (Sentence 4) The nominations of candidates for the supervisory board or as auditors are to state their names, the profession exercised, and their places of residence.

Section 125 AktG - Notifications for the stockholders and to members of the supervisory board

- (1) At the latest 21 days prior to the general meeting, the management board of a company that has issued shares of stock that are not exclusively registered shares of stock is to notify the following of the invitation convening the general meeting:
1. the intermediaries serving as depositories of the shares of stock in the company,
 2. the stockholders and intermediaries that had demanded that such notice be given them, and
 3. the associations of stockholders that had demanded that such notice be given them or that had exercised voting rights at the last general meeting. The date of the notification is not to be included in calculating the period. If the agenda is to be amended pursuant to section 122 (2), then notice of the amended agenda is to be given where the general meeting is that of a listed company. The notice is to indicate the option of exercising the voting right by proxy, as well as by an association of stockholders. In the case of **listed companies, information on the candidates' membership in other supervisory boards mandated by law as a rule is to be attached to any nomination of candidates for the supervisory board; information on their membership in comparable supervisory committees of business enterprises within Germany and abroad as a rule is to be attached.**

- (2) The management board of a company that has issued registered shares of stock is to provide the same notification as of the start of the twenty-first day prior to the general meeting **to the parties entered in the company's share register as well as to the stockholders and intermediaries** that had demanded that such notice be given to them, and the associations of stockholders that had demanded that such notice be given to them or that had exercised voting rights at the last general meeting.
- (3) Each member of the supervisory board may demand that the management board send them the same notifications.
- (4) Upon a corresponding demand being made, each member of the supervisory board and each stockholder is to be notified of the resolutions adopted at the general meeting.
- (5) The requirements of Commission Implementing Regulation (EU) 2018/1212 apply as regards the content and format of a minimum amount of information to be provided in the notifications pursuant to subsections (1) sentence 1 and (2). Section 67a (2) sentence 1 applies accordingly to subsections (1) and (2). In the case of listed companies, the intermediaries serving as depositories for shares of stock in the company are under obligation, in accordance with sections 67a and 67b, to forward and transmit the information pursuant to subsections (1) and (2), unless the intermediary is aware that the stockholder is receiving such information from another source. The same applies to unlisted companies subject to the proviso that the provisions of Commission Implementing Regulation (EU) 2018/1212 do not apply.

III. Voting confirmation / proof of vote count (Art. 53 SE-Reg. in conjunction with Sections 118 para. 1, 129 para. 5 AktG)

Pursuant to Art. 53 of the SE Regulation in conjunction with § 118 para. 1 sentence 3, para. 2 sentence 2 of the German Stock Corporation Act, if voting rights are exercised electronically or votes are cast by way of electronic communication (postal vote), the company must electronically confirm to the casting party the receipt of the vote cast in accordance with the requirements pursuant to Art. 7 para. 1 and Art. 9 para. 5 subpara. 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 stockholder pursuant to section 118 (1) sentence 4 AktG. Furthermore, the voting stockholder may request from the company pursuant to Art. 53 SE-Reg. in conjunction with § Section 129 (5) sentence 1 AktG, the voting stockholder 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 Art. 7(2) and Art. 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 stockholder pursuant to section 129 (5) sentence 3 AktG. Such confirmation may be obtained electronically via the password-protected stockholder portal at the following website until Monday, June 17, 2024, 24:00 (CEST):

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

Section 118 AktG - General provisions

- (1) Unless stipulated otherwise by the law, the stockholders exercise their rights in matters pertaining to the company at the general meeting. The by-laws may provide, or may grant authority to the management board to provide, that the stockholders may attend the general meeting also without being physically present at the place at which it is being held and without an authorised representative, and that they may exercise the entirety of their rights, or individual of their rights, as a whole or in part, by means of electronic communication. Where the voting right is exercised electronically, the company is to confirm electronically the receipt of the vote cast electronically to the party casting the vote in accordance with the requirements stipulated under Article 7 (1) and Article 9 (5) sub-paragraph (1) of Commission Implementing Regulation (EU) 2018/1212. Insofar as the confirmation is issued to an intermediary, the intermediary is to transmit the confirmation to the stockholder without undue delay. Section 67a (2) sentence 1 and subsection (3) applies accordingly.

- (2) The by-laws may provide, or may grant authority to the management board to provide, that stockholders may cast their votes also without attending the general meeting, in writing or by means of electronic communication (postal vote). Subsection (1) sentence 3 to 5 applies accordingly.
- (3) The members of the management board and of the supervisory board as a rule are to attend the general meeting. However, the by-laws may provide for certain cases in which the members of the supervisory board may attend by means of video and audio transmission.
- (4) The by-laws or the rules of procedure pursuant to section 129 (1) may provide, or may grant authority to the management board or the person chairing the general meeting to provide, that the general meeting may be broadcast by means of video and audio transmission.

Section 129 AktG (extract) - Rules of procedure, list of attendees, proof of votes having been counted

- (5) The party casting the vote may demand, within one month of the day of the general meeting, that the company confirm whether the vote cast was counted and how it was counted. The company is to issue the confirmation in accordance with the requirements made in Article 7 (2) and Article 9 (5) sub-paragraph (2) of Commission Implementing Regulation (EU) 2018/1212. Insofar as the confirmation is issued to an intermediary, the intermediary is to transmit such confirmation to the stockholder without undue delay. Section 67a (2) sentence 1 and (3) applies accordingly.

IV. Stockholder's right of information

Pursuant to Art. 53 of the SE Regulation in conjunction with § 131 of the German Stock Corporation Act (AktG), each stockholder must be provided with information at the Annual General Meeting. § Section 131 of the German Stock Corporation Act (AktG), the Executive Board 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.

Section 131 AktG - Stockholder's right to request information

- (1) Each stockholder shall, upon request, be provided with information at the general meeting by the executive board regarding the affairs of the company to the extent that such information is necessary to permit a proper evaluation of the item on the agenda. The duty to provide information shall also extend to the legal and business relations of the company with an affiliated enterprise. If a company makes use of the facilitations pursuant to section 266, paragraph 1, sentence 3, section 276 or section 288 of the Commercial Code, each stockholder may demand that the annual financial statements be presented to him at the general meeting on the annual financial statements in the form they would have been presented without these facilitations. The duty of the management board of a parent company (section 290 (1), (2) of the Commercial Code) to provide information at the general meeting to which the consolidated financial statements and the group management report are submitted shall also extend to the situation of the group and the companies included in the consolidated financial statements.
- (1a) In the case of a virtual general meeting, paragraph 1 sentence 1 shall apply with the proviso **that the executive board may stipulate that stockholders' questions must be submitted by** electronic communication no later than three days before the meeting. For the calculation of the deadline, § 121 paragraph 7 shall apply. Questions not submitted in due time need not be considered.
- (1b) The scope of the submission of questions may be reasonably limited in the convening notice. The right to submit questions may be restricted to stockholders duly registered for the meeting.

- (1c) The company shall make duly submitted questions available to all stockholders before the meeting and answer them no later than one day before the meeting; § 121 paragraph 7 shall apply to the calculation of the time limit. In the case of listed companies, the questions shall be made available and answered via the **company's** website. § Section 126 subsection 2 sentence 1 number 1, 3 and 6 shall apply mutatis mutandis to the making available of the questions. If the answers are continuously accessible one day before the beginning and at the meeting, the executive board may refuse to provide information on these questions at the meeting.
- (1d) Each stockholder who is electronically connected to the meeting shall be granted the right to ask questions at the meeting by means of electronic communication regarding all answers given by the executive board before and at the meeting. Paragraph 2 sentence 2 shall also apply to the right to ask questions.
- (1e) In addition, every stockholder who is electronically connected to the meeting shall be granted the right at the meeting by means of electronic communication to ask questions on matters that have only arisen after the expiry of the period pursuant to paragraph 1a sentence 1. Paragraph 2 sentence 2 shall also apply to this right to ask questions.
- (1f) The chairman of the meeting may determine that the right to information pursuant to paragraph 1, the right to ask questions pursuant to paragraph 1d and the right to ask questions pursuant to paragraph 1e shall be exclusively exercised in the general meeting via video communication.
- (2) The information shall comply with the principles of conscientious and faithful accountability. The articles of association or the rules of procedure pursuant to § 129 may authorise the **chairman of the meeting to impose reasonable time limits on the stockholder's right to ask** questions and to speak, and to determine further details in this respect.
- (3) The management board may refuse a request for information:
1. insofar as the provision of the information is likely, according to reasonable commercial judgement, to cause a not inconsiderable disadvantage to the company or an affiliated company;
 2. insofar as it relates to tax valuations or the amount of individual taxes;
 3. about the difference between the value at which items have been shown in the annual balance sheet and a higher value of these items, unless the annual general meeting approves the annual financial statements;
 4. on the accounting and valuation methods, insofar as the disclosure of these methods in the notes suffices to give a true and fair view of the net assets, financial position and results of operations of the company within the meaning of section 264 para. 2 of the German Commercial Code; this shall not apply if the annual general meeting adopts the annual financial statements;
 5. insofar as the executive board would render itself liable to prosecution by providing the information;
 6. insofar as, in the case of a credit institution, a financial services institution or a securities institution, information need not be provided on the accounting and valuation methods applied and the offsetting made in the annual financial statements, management report, consolidated financial statements or group management report;
 7. **to the extent that the information is continuously available on the company's website** for at least seven days prior to the commencement of and at the general meeting. The information may not be refused for other reasons.
- (4) If a stockholder has been provided with information outside the general meeting due to his capacity as a stockholder, such information shall be provided to any other stockholder upon request at the general meeting, even if it is not necessary for the proper assessment of the item on the agenda. In the case of a virtual general meeting, it shall be ensured that every stockholder who is electronically connected to the meeting can submit his request pursuant to sentence 1 by means of electronic communication. The executive board may not refuse to provide information pursuant to paragraph 3 sentence 1 nos. 1 to 4. Sentences 1 to 3 shall not apply if a subsidiary (section 290 subs. 1, 2 of the Commercial Code), a joint venture (section 310 subs. 1 of the Commercial Code) or an associated enterprise (section 311 subs. 1 of the Commercial Code) provides the information to a parent enterprise (section 290 subs. 1, 2 of the Commercial Code) for the purpose of including the company in the consolidated financial statements of the parent enterprise and the information is required for this purpose.

- (5) If a stockholder is refused information, he may demand that his question and the reason for which the information was refused be recorded in the minutes of the meeting. In the case of the virtual general meeting, it shall be ensured that every stockholder who is electronically connected to the meeting can submit his request pursuant to sentence 1 by way of electronic communication.

Sassenberg, April 2024