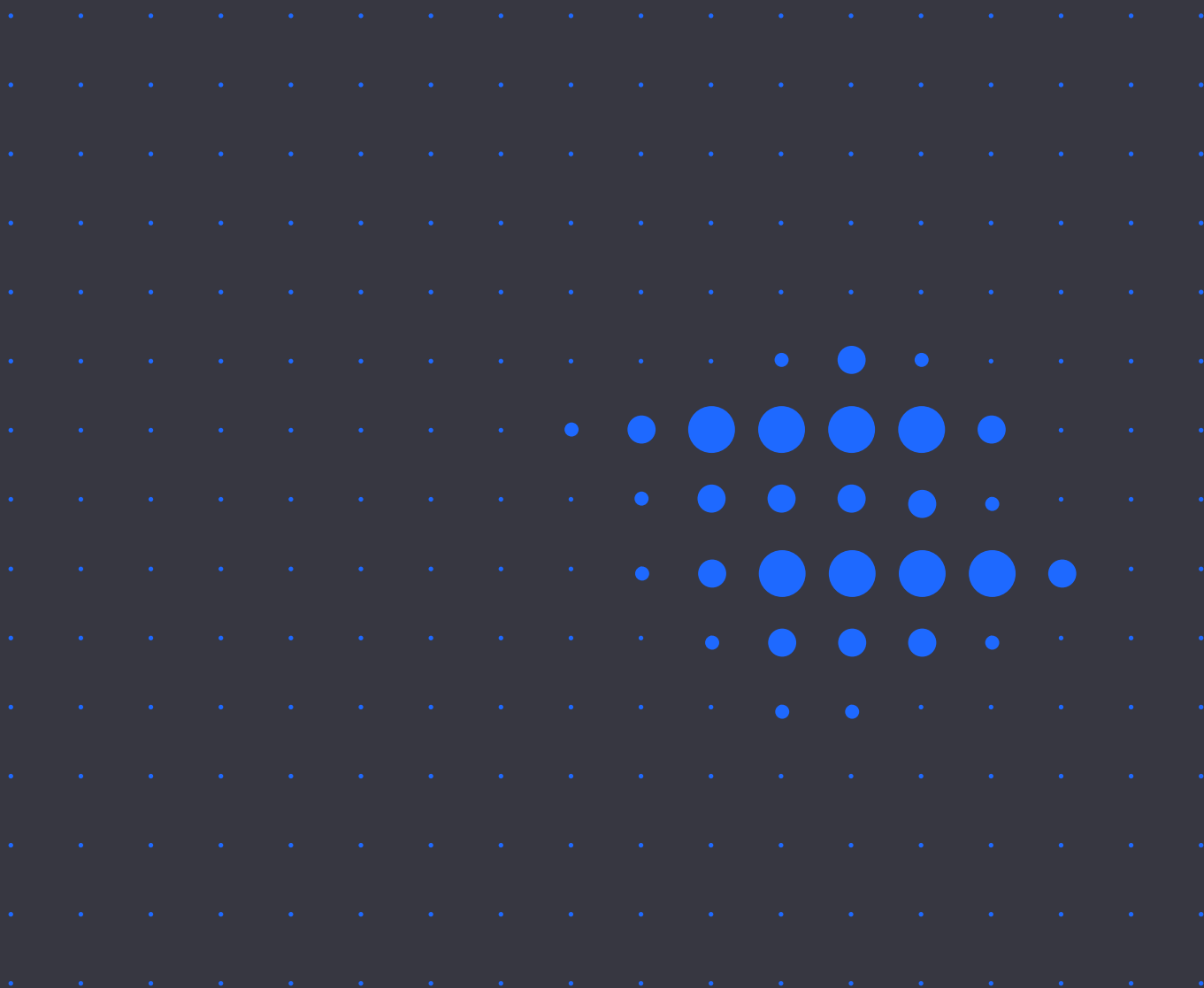


# Annual General Meeting 2024

Invitation to the Annual General Meeting



# 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

## A. Specification of the message

1. Unique identifier of the event	Annual General Meeting of technotrans SE 2024 (Formal information pursuant to EU-IR: 1740ad6f1598ee11b52d00505696f23c)
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 of issuer	technotrans SE

## C. Specification of the meeting

1. Date of the meeting	May 17, 2024 (Formal information according to EU-IR: 20240517)
2. Time of the meeting	10:00 (CEST) (Formal information pursuant to EU-IR: 8:00 UTC)
3. Type of meeting	Annual General Meeting (Formal information pursuant to EU-IR: GMET)
4. Location of the meeting	Messe und Congress Centrum Halle Münsterland, Albersloher Weg 32, 48155 Münster
5. Technical Record Date	May 10, 2024, 24:00 (CEST) (Formal information pursuant to EU-IR: 20240510, 22:00 UTC)
6. Website for the Annual General Meeting/ Uniform Resource Locator (URL)	<a href="https://www.technotrans.com/investor-relations/annual-shareholders-meeting">https://www.technotrans.com/investor-relations/annual-shareholders-meeting</a>

[Further information on the convening of the Annual General Meeting \(Blocks D to F of Table 3 of the Annex to Implementing Regulation \(EU\) 2018/1212\)](#)

Further information on participation in the Annual General Meeting (Block D), the agenda (Block E) and details of the deadlines for exercising other shareholder rights (Block F) can be found on the following website:

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

# Invitation to the Annual General Meeting

Dear Shareholders,

We hereby cordially invite you to the Annual General Meeting of technotrans SE on Friday, May 17, 2024, at 10:00 hours (CEST).

The Annual General Meeting will take place at the Messe und Congress Centrum Halle Münsterland, Albersloher Weg 32, 48155 Münster, Germany.

technotrans increased its consolidated revenue by 10 % to a new all-time high of € 262 million in the 2023 financial year in a geopolitically and macroeconomically challenging environment. EBIT almost matched the previous year's level at € 14.2 million despite temporary burdens on earnings, particularly in the first half of 2023. technotrans has sharpened its strategic focus for the coming years and expanded its market positions. The revenue growth of 76 % in the Energy Management focus market, in which technotrans offers intelligent thermal management for rail and special vehicles, ultra-fast charging infrastructure and liquid cooling for data centers, deserves special mention.

At the Annual General Meeting, we will explain the course of business in detail, answer your questions and go into detail about the prospects for our company.

Enter into dialog with us and register to participate in the Annual General Meeting until May 10, 2024.

The agenda and further information on the proposed resolutions can be found on the following pages. Please make full use of your voting rights.

All information on the 2024 Annual General Meeting is available at the following Internet address <https://www.technotrans.com/investor-relations/annual-shareholders-meeting>.

The Annual Report 2023 and additional information on the 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 2024!

For the Board of Management



Michael Finger

[technotrans SE, Sassenberg](#) | [WKN: AOXYGA](#) | [ISIN: DE000AOXYGA7](#)

# Overview of the agenda

## Agenda item 1

Presentation of the established Annual Financial Statements of technotrans SE as of December 31, 2023, the approved Consolidated Financial Statements as of December 31, 2023, 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, each for the 2023 financial year

## Agenda item 2

Resolution on the distribution of accumulated profit

## Agenda item 3

Resolution on the discharge of the Board of Management for the 2023 financial year

## Agenda item 4

Resolution on the discharge of the Supervisory Board for the 2023 financial year

## Agenda item 5

Election of the auditors of the Individual and Consolidated Financial Statements for the 2024 financial year

## Agenda item 6

Election of the auditors for the Sustainability Report of technotrans SE and technotrans Group for the 2024 financial year

## Agenda item 7

Election of new Supervisory Board members

## Agenda item 7.1

Election of a new shareholder representative

## Agenda item 7.2

Confirmation of the election of the new employee representatives

## Agenda item 8

Resolution on the approval of the remuneration report of technotrans SE for the 2023 financial year

## Agenda item 9

Resolution on new Authorized Capital of technotrans SE pursuant to Article 6 (3) of the Articles of Incorporation and the creation of new Authorized Capital (also with the option to exclude subscription rights) and corresponding amendments to Article 6 (3) of the Articles of Incorporation

# Agenda

1. [Presentation of the established Annual Financial Statements of technotrans SE as of December 31, 2023, the approved Consolidated Financial Statements as of December 31, 2023, 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, each for the 2023 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 are to 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 € 23,649,021.20 reported in the 2023 annual financial statements of technotrans SE be distributed as follows

#### Distribution of a dividend of € 0.62

per no-par value share on the dividend-bearing

Share capital in the amount of € 6,907,665.00	4,282,752.30 €
Profit carried forward	<u>19,366,268.90 €</u>
Retained earnings	23,649,021.20 €

At the time of convening the Annual General Meeting, the company does not hold any treasury shares. If the company holds treasury shares at the time of the Annual General Meeting, these are not entitled to dividends. In this case, a correspondingly modified proposal for a resolution on the appropriation of profits will be submitted to the Annual General Meeting with an unchanged dividend of € 0.62 per dividend-bearing share.

The entitlement to the dividend is due on May 23, 2024 pursuant to Section 58 (4) sentence 2 of the German Stock Corporation Act ("AktG").

3. [Resolution on the discharge of the Board of Management for the 2023 financial year](#)

The Board of Management and Supervisory Board propose that discharge be granted for the members of the Board of Management for the 2023 financial.

4. [Resolution on the discharge of the Supervisory Board for the 2023 financial year](#)

The Board of Management and Supervisory Board propose that discharge be granted for the members of the Supervisory Board for the 2023 financial year.

5. [Election of the auditors of the Individual and Consolidated Financial Statements for the 2024 financial year](#)

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Osnabrück, be appointed as auditors for the Individual and Consolidated Financial Statements for the 2024 financial year.

In its recommendation pursuant to Art. 17 (2) subparagraph 3 of the EU Statutory Audit Regulation (Regulation (EU) No. 537/2014 of the European Parliament and of the Council of March 16, 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC), the Audit Committee declared that it is free from undue influence by third parties and does not impose a clause of the type referred to in Art. 16 (6) of the EU Statutory Audit Regulation restricting the selection options of the Annual General Meeting.

6. [Election of the auditors for the Sustainability Report of technotrans SE and technotrans Group for the 2024 financial year](#)

According to the Corporate Sustainability Reporting Directive ("CSRD"), which came into force on January 5, 2023, large capital market-oriented companies with more than 500 employees must already add a (group) sustainability report to their (group) management report for financial years beginning after December 31, 2023, which must be audited externally by the auditor or - at the option of the respective Member State - another (financial statement) auditor or an independent provider of assurance services. This means that companies like technotrans SE, which are already subject to non-financial reporting within the meaning of Sections 289b (1) and 315 (1) HGB must prepare a sustainability report for the company and the

Group for the first time for the 2024 financial year and have it audited externally.

The EU member states must transpose the CSRD into national law by July 6, 2024. It can therefore be assumed that the German legislator will pass a law to transpose the CSRD into German law ("CSRD Transposition Act") and that the CSRD Transposition Act will enter into force by the end of the transposition period. A corresponding draft bill was published on March 22, 2024. Among other things, this draft bill provides for the appointment of the auditor of the sustainability report by the Annual General Meeting in addition to the appointment of the auditor of the financial statements in Section 119 (1) no. 5 AktG (new version). However, it remains to be seen whether the draft bill will be implemented in this exact form and when this will be the case.

The Supervisory Board therefore proposes - based on the recommendation of the Audit Committee - that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Osnabrück, be appointed as the auditor of the sustainability report of the company and the Group for the 2024 financial year with effect from the entry into force of the CSRD Implementation Act. The resolution will only be implemented if, in accordance with the CSRD Implementation Act, a sustainability report to be prepared for the financial year is to be audited externally by an auditor to be appointed by the Annual General Meeting.

In its recommendation pursuant to Article 17 (2) subparagraph 3 of the EU Statutory Audit Regulation (Regulation (EU) No. 537/2014 of the European Parliament and of the Council of March 16, 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC), the Audit Committee declared that it is free from undue influence by third parties and does not impose a clause of the type referred to in Article 16 (6) of the EU Statutory Audit Regulation restricting the selection options of the Annual General Meeting.

## 7. Election of new Supervisory Board members

Mr. Sebastian Repegather has resigned from office as a member of the Supervisory Board for personal reasons with effect from August 31, 2023 and left the Supervisory Board of technotrans SE as a shareholder representative on the said date. As a result, the Board of Management and the Chairman of the Supervisory Board applied to the court for the appointment of a Supervisory Board member.

By resolution dated September 29, 2023, the Local Court of Münster temporarily appointed Mr.

Florian Herger as a new member of the Supervisory Board of technotrans SE until the end of the next Annual General Meeting following the court appointment. The seat of the shareholder representatives on the Supervisory Board that will become vacant at the end of the 2024 Annual General Meeting is therefore to be newly elected.

In addition, the term of office of the employee representatives on the Supervisory Board ends at this year's Annual General Meeting. In accordance with the provisions of the Involvement Agreement and the Articles of Incorporation, employee representatives on the Supervisory Board are to be appointed by the Annual General Meeting on the basis of employee proposals, whereby the Annual General Meeting is bound by the proposals of the employees. A corresponding election by the employees to determine the nominations has already taken place.

For this reason, a resolution on appointments to the Supervisory Board is required at this year's Annual General Meeting.

In accordance with Article 12 of the Articles of Incorporation, the provisions of the Employee Involvement Agreement between the company and its employees and the statutory provisions of the SE Council Regulation, the SEAG and the SEBG, the Supervisory Board of technotrans SE comprises six members, four of whom are shareholder representatives and two of whom are employee representatives. All members of the Supervisory Board are appointed by the Annual General Meeting. The employee representatives on the Supervisory Board are appointed by the Annual General Meeting on the basis of employee proposals. The Annual General Meeting is bound by the proposals for the appointment of the employee representatives. Otherwise, the Annual General Meeting is not bound by election proposals.

#### 7.1. Election of a new shareholder representative

In line with the objectives, they set themselves, the Nomination Committee and the Supervisory Board have been working intensively on the current replacement. This should be forward-looking and expand the professional expertise, diversity and experience of the entire Board. In their proposal, the Nomination Committee and the complete Supervisory Board have taken into account the provisions of Sections 100 (5) and 107 (4) sentence 3 of the German Stock Corporation Act (AktG) regarding the requirements for the composition of the full Supervisory Board and the Audit Committee. Furthermore, the proposal applies the recommendation of the German Corporate Governance Code to take the ownership structure into account when making appointments. Furthermore, in the opinion of the Supervisory Board, the election should be medium-term and, in accordance with Section 12 para. 2 sentence 3 last half-sentence of the Articles of Incorporation, be for the period until the end of the Annual General



Meeting that resolves on the discharge of the Supervisory Board member for the fourth financial year after the start of the term of office, not including the financial year in which the term of office begins. An election in accordance with these standards will therefore take place until the end of the Annual General Meeting in 2029.

On the basis of the proposal of the Nomination Committee, the Supervisory Board proposes that Mr. Florian Herger be elected to the Supervisory Board of technotrans SE. Mr. Herger is to be elected for the period until the end of the Annual General Meeting that resolves on the discharge for the fourth financial year after the start of the term of office, not including the financial year in which the term of office begins. In this respect, the election is for the period until the end of the Annual General Meeting in 2029.

#### Personal details in accordance with the German Stock Corporation Act and GCGC

##### Curriculum vitae

Florian Herger

##### Personal details

Profession:	Diploma in business administration
Resident in:	Frankfurt am Main
Born:	1981
Nationality:	German

##### Mandates and significant activities

1. Mandates in statutory supervisory boards in Germany
  - Nexus AG
2. Mandates in comparable domestic and foreign supervisory bodies of commercial enterprises
  - none
3. Significant activities in addition to the Supervisory Board mandate
  - Principal at Luxempart S.A., Leudelange, Luxembourg

##### Professional career

since 2022            Principal for listed investments at Luxempart S.A.,  
Leudelange, Luxembourg, in this function since 2022 Supervisory Board  
member of the listed Nexus AG

2020 -2022            Senior Director Corporate Strategy at adidas AG, Herzogenaurach

2014 - 2020	Investment Professional at Triton Beratungsgesellschaft GmbH, Frankfurt am Main
2010 - 2014	Senior Manager at Bain & Company Switzerland, Inc., Zurich
2006 - 2010	Investment Manager at Aequitas GmbH (subsidiary of Allianz SE and today part of Allianz Global Investors GmbH), Munich
Education	
2022	Academy for Advisory and Supervisory Boards GmbH (cooperation partner of Deutsche Börse AG), Seminar series "The Qualified Supervisory Board"
Since 2010	CFA charterholder, CFA (Chartered Financial Analyst) Institute
2004 - 2005	University of Dayton, Ohio (USA), Master of Business Administration
2001 - 2006	University of Augsburg, Business Administration (focus: Auditing & Controlling, Finance and Banking) with degree: Dipl.-Kaufmann Univ.

#### Relevant knowledge, skills and experience

Florian Herger has expertise in the field of accounting and is very familiar with the company's sector. He complements the Supervisory Board with his knowledge as a financial expert within the meaning of Section 100 (5) AktG.

Mr. Herger has many years of international experience in the areas of entrepreneurial investments in listed companies, M&A and private equity as well as strategic corporate development. In doing so, Mr. Herger was able to gain extensive knowledge from different perspectives on a company, as he advised companies on operational and strategic issues with Bain & Company, helped shape the internal development of the company at adidas and as an investor, accompanied and helped develop companies from the owner's perspective.

Functionally, Mr. Herger has profound expertise in the areas of finance, strategy, M&A and in external as well as internal accounting, which he has gained over the course of his career in an international context. In his many years as a financial analyst, he was also constantly involved in evaluating and analyzing of corporate accounting.

Mr. Herger has intensified this practical knowledge in the course of his in-service CFA® certification and further expanded his extensive expert knowledge in the areas of finance, investment and accounting. Through the associated membership of the CFA Institute (>190,000 members globally), Mr. Herger is part of a network of financial experts who observe, shape and support current developments in the financial world.

Mr. Herger will devote the time expected to be required for the Supervisory Board mandate.

#### Personal and business relationships

Florian Herger holds a management position at Luxempart S.A., which according to the voting rights notification dated March 9, 2022 holds an interest of around 20.1 % of the share capital of technotrans SE. Beyond this, he has no personal or business relationships with the company or any other company of technotrans SE, with the executive bodies of the company or with a shareholder with a material interest in the company.

## 7.2. Confirmation of the election of the new employee representatives

In accordance with the Involvement Agreement and the company's Articles of Incorporation, the employees determined two proposals for the election of employee representatives in an election process. The corresponding election results of the employees have been available since March 19, 2024. These are now to be confirmed in a binding decision by the Annual General Meeting in accordance with the Involvement Agreement. The employee representatives are elected for the period until the end of the Annual General Meeting that resolves on the discharge for the fourth financial year after the start of the term of office, not including the financial year in which the term of office begins.

- 7.2.1 On the basis of the employees' election proposal, the Supervisory Board proposes that Mr. Andre Peckruhn be elected to the Supervisory Board of technotrans SE as an employee representative by way of a binding decision. Mr. Peckruhn is to be elected for the period until the end of the Annual General Meeting that resolves on the discharge for the fourth financial year after the start of the term of office, not including the financial year in which the term of office begins. In this respect, the election is for the period until the end of the Annual General Meeting in 2029.
- 7.2.2 On the basis of the employees' election proposal, the Supervisory Board proposes that Mr. Thorbjørn Ringkamp be elected to the Supervisory Board of technotrans SE as an employee representative by way of a binding decision. Mr. Ringkamp is to be elected for the period until the end of the Annual General Meeting that resolves on the discharge for the fourth financial

year after the start of the term of office, not including the financial year in which the term of office begins. In this respect, the election is for the period until the end of the Annual General Meeting in 2029.

#### 8. [Resolution on the approval of the remuneration report of technotrans SE for the 2023 financial year](#)

Pursuant to Section 120a AktG, the Board of Management and Supervisory Board submit to the Annual General Meeting the annual financial statements for the 2023 financial year, which are presented in the following information on agenda item 6, prepared in accordance with Art. 9 SE Regulation in conjunction with Section 162 AktG. Section AktG for the 2023 financial year and audited by the auditor PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Osnabrück, in accordance with Article 9 SE Regulation in conjunction with Section 162 para. Section 162 (3) of the German Stock Corporation Act (AktG) and provided with the audit opinion.

The Supervisory Board and Board of Management propose that the remuneration report prepared in accordance with Art. 9 SE-VO i.V.m. Section 162 of the German Stock Corporation Act (AktG) for the 2023 financial year.

[Remuneration report pursuant to Art. 9 SE Regulation in conjunction with Section 162 AktG of technotrans SE for the 2023 financial year \(document relating to agenda item 8\)](#)

## Remuneration Report

The following Remuneration Report presents the principles behind the remuneration systems for Board of Management and Supervisory Board members of technotrans SE and describes the level and structure of the remuneration paid to members of governing bodies for the 2023 financial year. The content of 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 the Supervisory Board in the 2023 financial year. The principles applied from the remuneration systems for the 2023 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 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>.

## 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 12, 2023 the Remuneration Report for the 2022 financial year prepared according to Section 162 AktG and formally audited was approved by a vote of 80.02 %. 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 a 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.

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.

Target-remuneration for the financial year 2023 (remuneration component)	Michael Finger Speaker of the Board of Man.	Peter Hirsch Member of the Board of Man.	Robin Schaeede Member of the Board of Man.
Fixed remuneration	330,000 €	300,000 €	300,000 €
Short-term-incentive (STI)	100,000 €	90,000 €	90,000 €
Long-term-incentive (LTI)	120,000 €	110,000 €	110,000 €
Retirement benefits (defined contribution plans)	30,000 €	30,000 €	30,000 €
<b>Total</b>	<b>580,000 €</b>	<b>530,000 €</b>	<b>530,000 €</b>

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.

#### 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 income 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 pension scheme for the **Board of Management members amounted to € 90 thousand** in the 2023 financial year (previous year: € 63 thousand).

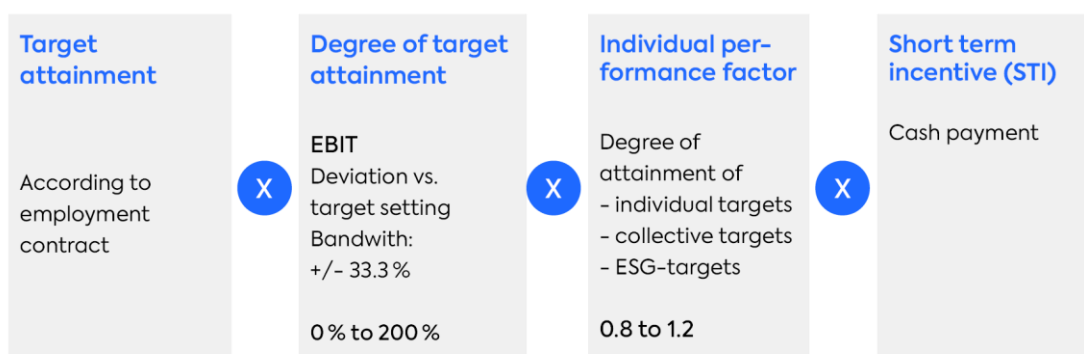
#### Setting target attainment for variable remuneration

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.

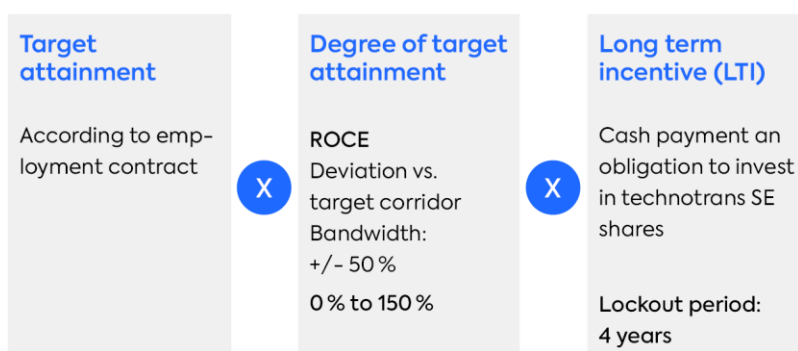
Target attainment is established by the Supervisory Board after the end of the financial year, for example by reference to the financial ratios determined. The amount earned falls due and is payable at the end of the month in which the Supervisory Board approves the annual and Consolidated Financial 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 2023 as well as the level of target attainment are shown in the following table. This refers to the remuneration granted for the year 2023, which is paid out in the following year 2024. 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€	16,864	14,175	52 %
	individual target	organization	partial achieved	
	collective target	team	achieved	Modifier 0,93
	collective ESG-Target	sustainability	achieved	
Peter Hirsch	EBIT-amount in k€	16,864	14,175	52 %
	individual target	manufacturing	achieved	
	collective target	team	achieved	Modifier 1,0
	collective ESG-Target	sustainability	achieved	
Robin Schaede	EBIT-amount in k€	16,864	14,175	52 %
	individual target	financial	achieved	
	collective target	team	achieved	Modifier 1,0
	collective ESG-Target	sustainability	achieved	

### 2. Long term incentive (LTI)

	performance criterion	targets 2023	realized amount Year 2023	level of achievement
Michael Finger	ROCE in %	14.2 %	13.3 %	70 %
Peter Hirsch	ROCE in %	14.2 %	13.3 %	70 %
Robin Schaede	ROCE in %	14.2 %	13.3 %	70 %

### 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 Schaede 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 up to the point where the maximum remuneration is reached.

The maximum remuneration was not achieved for any Board of Management member in the 2023 financial year. The remuneration granted comprises all remuneration entitlements acquired by Board of Management members in 2023: 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 2024.

#### 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 breaches 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 the Board of Management members have undertaken to invest the amount paid out as the variable sustainability-oriented management bonus for the previous year of 2022 (net amount after deduction of taxes) in shares in technotrans SE. This remuneration component was paid out in 2023. Mr Finger received a bonus of € 95 thousand gross and acquired 1,850 shares in the value of € 51 thousand. Mr Hirsch received a management bonus of € 87 thousand and acquired 1,700 shares in the value of € 46 thousand. Mr Schaede received a management bonus of € 7 thousand and acquired 150 shares in the value of € 4 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 Finger was extended in the 2023 financial year until December 31, 2026. The contract with Mr Hirsch originally ran until December 31, 2025. The employment contract was terminated early by mutual agreement on March 11, 2024, with effect from April 30, 2024. The contract with Mr Schaede 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 2023 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 2023 financial year (figures in €k):

	Michael Finger		Peter Hirsch		Robin Schaede		Total
	Granted	Share	Granted	Share	Granted	Share	
Fixed remuneration	330	63 %	300	63 %	300	63 %	930
Short-term incentive (STI)	49	9 %	47	10 %	47	10 %	143
Long-term incentive (LTI)	84	16 %	77	16 %	77	16 %	238
Pension (defined contribution plans)	30	6 %	30	6 %	30	6 %	90
Fringe benefits	30	6 %	19	4 %	23	5 %	72
Total remuneration 2023	523	100 %	473	100 %	477	100 %	1,473
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

	Michael Finger		Peter Hirsch		Robin Schaede		Total
	Paid	Share	Paid	Share	Paid	Share	
Fixed remuneration	330	55 %	300	56 %	300	81 %	930
Short-term incentive (STI)	115	19 %	102	19 %	9	2 %	226
Long-term incentive (LTI)	95	16 %	87	16 %	7	2 %	189
Pension (defined contribution plans)	30	5 %	30	6 %	30	8 %	90
Fringe benefits	30	5 %	19	4 %	23	6 %	72
Total remuneration paid in 2023	600	100 %	538	100 %	369	100 %	1,507

### Development of average remuneration of technotrans SE employees

Financial Year	Group-EBIT	Average employee remuneration (paid)
2023	14,175	51
2022	14,329	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 2023 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 € 1,634 thousand (previous year € 1,376 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 2023, notwithstanding the year to which the work performance related.

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

Member of the Board of Management	2023 compared 2022	2022 compared 2021	2021 compared 2020
Michael Finger	-8 %	4 %	137 %
Peter Hirsch	-5 %	10 %	58 %
Robin Schaede (since December 1, 2022)	682 %	-	-
Dirk Engel (until July 31, 2021)	-	-	-22 %
Hendrik Niestert (until January 1, 2021)	-	-	-90 %

Development of Earnings	2023 compared 2022	2022 compared 2021	2021 compared 2020
EBIT	-1 %	30 %	63 %

Average remuneration of full-time-employees	2023 compared 2022	2022 compared 2021	2021 compared 2020
Employee of the company	4 %	0 %	0 %

The change for 2023 compared with 2022 for Robin Schaede is not meaningful because of his intrayear entry on December 1, 2022.

#### Clawback of variable remuneration

The option to claw back variable remuneration was not exercised in the 2023 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 2023 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 2.

## 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 Incorporation 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 7.

### 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 Incorporation.

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 Incorporation 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 Incorporation 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 Incorporation.

### 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 members.

#### a. Basic remuneration

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

#### b. Function supplements

The function supplements determined in the Articles of Incorporation 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.

##### (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 Incorporation).

### 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 Incorporation).

### 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 Incorporation).

### 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 Incorporation).

### 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 paid remuneration of the Supervisory Board members in detail

#### Remunerations granted to the members of the Supervisory Board in financial years 2023 and 2022

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

	Fixed remuneration *)		functional allowances		attendance fee		Total	in %
	in €k	in %	in €k	in %	in €k	in %		
Peter Baumgartner (Chairman)	60	27 %	12	15 %	11	17 %	83	22 %
Dr. Gottfried H. Dutiné (Deputy Chairman)	45	20 %	10	12 %	10	15 %	65	17 %
Andrea Bauer	30	13 %	25	30 %	14	21 %	69	18 %
Sebastian Repegather (until August 31, 23)	20	9 %	8	10 %	6	9 %	34	9 %
Florian Herger (since September 29, 23)	10	4 %	4	5 %	4	6 %	18	5 %
Andre Peckruhn	30	13 %	13	16 %	11	17 %	54	14 %
Thorbjørn Ringkamp	30	13 %	10	12 %	10	15 %	50	13 %
total remuneration	225	100 %	82	100 %	66	100 %	373	100 %

\* granted remuneration without expendables



	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

The Nomination Committee, consisting of Mr Baumgartner, Ms Bauer and Mr Dutiné, met on 21 September 2023. Mr Baumgartner and Dr Dutiné waived their function allowance of € 10 thousand and € 5 thousand.

#### Remuneration paid to the members of the Supervisory Board in the 2023 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)	83	23 %	1	25 %	84
Dr. Gottfried H. Dutiné (Deputy Chair.)	57	16 %	2	50 %	59	16 %
Dr. Norbert Bröcker (Deputy Chair., until May 13, 22)	32	9 %	0	0 %	32	9 %
Andrea Bauer	61	17 %	1	25 %	62	17 %
Sebastian Reppegather (until August 31, 23)	29	8 %	0	0 %	29	8 %
Andre Peckruhn	47	13 %	0	0 %	47	13 %
Thorbjørn Ringkamp	45	13 %	0	0 %	45	13 %
Total remuneration	354	100 %	4	100 %	358	100 %

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

Member of the Supervisory Board	2023 compared 2022	2022 compared 2021	2021 compared 2020
Peter Baumgartner (Chairman)	12%	48 %	n.a.
Dr. Gottfried H. Dutiné (Deputy Chairman)	23%	97 %	n.a.
Dr. Norbert Bröcker (Deputy Chairman until May 13, 22)	n.a.	-56 %	22 %
Andrea Bauer	13 %	-13 %	48 %
Florian Herger (since September 29, 23)	n.a.	n.a.	n.a.
Sebastian Reppegather (until May 13, 22)	n.a.	n.a.	n.a.
Andre Peckruhn	15 %	15 %	45 %
Thorbjørn Ringkamp	11 %	10 %	45 %
Heinz Harling (until May 7, 22)	n.a.	n.a.	-47 %
Dr. Wolfgang Höper (until May 7, 22)	n.a.	n.a.	-45 %

Development of Earnings			
EBIT	-1 %	30 %	63 %

Average remuneration of full-time-employees			
Employee of the company	4 %	0 %	4 %

<sup>1</sup> No details because newly appointed to Supervisory Board in 2022 financial year.

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

To technotrans SE, Sassenberg

### Audit opinion

We have formally audited the Remuneration Report of technotrans SE, Sassenberg, for the financial year from January 1 to December 31, 2023 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 – misrepresentations.

#### 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 2023 financial year. The principles applied from the remuneration systems for the 2023 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 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 19, 2024

PricewaterhouseCoopers GmbH  
Wirtschaftsprüfungsgesellschaft

9. Resolution on new Authorized Capital of technotrans SE pursuant to Article 6 (3) of the Articles of Incorporation and the creation of new Authorized Capital (also with the option to exclude subscription rights) and corresponding amendments to Article 6 (3) of the Articles of Incorporation

The statutory authorization for Authorized Capital expired on 17 May 2023. New authorized capital is now to be created for the next five years, adapted to current developments and shareholder interests. The proposal of the Supervisory Board and Board of Management differs from the Authorized Capital anchored in the Articles of Incorporation until 2023 in terms of the overall scope of the authorization, which is substantially reduced from 50% to 20%.

The Board of Management and Supervisory Board therefore propose that a resolution be adopted:

- a) The Board of Management is authorized, with the approval of the Supervisory Board, to increase the share capital on one or more occasions until 16 May 2029 by up to a total of € 1,381,533.00 by issuing new shares against cash or non-cash contributions. Shareholders are generally entitled to subscription rights. However, the Board of Management is authorized, with the approval of the Supervisory Board, to exclude shareholders' subscription rights insofar as - taking into account shares and/or convertible bonds that are sold or issued in application of Section 186 (3) sentence 4 AktG with the exclusion of shareholders' subscription rights - the requirements of Section 186 (3) sentence 4 AktG are met or insofar as it concerns the acquisition of contributions in kind, in particular the acquisition of companies or investments in companies or other assets; otherwise, subscription rights may be excluded insofar as fractional amounts are to be compensated.
- b) The authorized capital previously regulated in Article 6 para. 3 of the Articles of Incorporation shall be deleted and Article 6 para. 3 of the Articles of Incorporation shall be reworded as follows in accordance with the above resolution on lit. a):

"(3) The Board of Management is authorized, with the approval of the Supervisory Board, to increase the share capital by up to a total of € 1,381,533.00 by issuing new shares against cash or non-cash contributions on one or more occasions until 16 May 2029 (authorized capital).

- a) The Board of Management may, with the approval of the Supervisory Board

- \_ exclude shareholders' subscription rights in order to issue the new shares at an amount that is not significantly lower than the market price. The arithmetical proportion of the share capital attributable to the shares issued against cash contributions with the exclusion of subscription rights in accordance with Section 186 para. 3 sentence 4 AktG may not exceed a total of 10% of the share capital at the time this authorization becomes effective or - if this value is lower - at the time this authorization is exercised; shares acquired in accordance with Section 71 para. 1 no. 8 AktG on the basis of an authorization by the Annual General Meeting and sold with the exclusion of subscription rights in accordance with Section 186 para. 3 sentence 4 AktG as well as shares used to service convertible bonds, provided that the bonds were issued with the exclusion of subscription rights in accordance with Section 186 para. 3 sentence 4 AktG,
- \_ exclude shareholders' subscription rights in the event of capital increases against contributions in kind, in particular for the acquisition of companies or equity interests in companies or other assets, or
- \_ exclude shareholders' subscription rights to compensate for fractional amounts.

The total number of shares issued in accordance with the above authorization with the exclusion of subscription rights in the event of capital increases against cash and/or non-cash contributions may not exceed 10% of the share capital at the time this authorization becomes effective or - if this value is lower - at the time this authorization is exercised.

- b) The Board of Management is also authorized, with the approval of the Supervisory Board, to determine the further details of the capital increase and its implementation."

Report of the Board of Management to the Annual General Meeting pursuant to Sections 203 (2) sentence 2, 186 (4) sentence 2 AktG on item 9 of the agenda

**The proposed authorization for authorized capital of € 1,381,533.00 for the period until 16 May 2029** is generally intended to enable the company to procure equity quickly and flexibly at favourable conditions if required. The legitimate protection interests of the shareholders are to be taken into account in such a way that the total volume is substantially reduced from **50% to 20%** of the current share capital compared to the previous authorizations. On the one hand, this continues the company's strategy of providing a flexible means of raising equity in line with the previous parameters. On the other hand, the interests of existing shareholders will be given greater priority and the scope of the authorization will be reduced. The Board of Management and Supervisory Board remain committed to the conscientious examination

and use of such an instrument. This is also in line with the previous approach and corporate strategy.

When using the authorized capital, shareholders are generally granted subscription rights. However, subscription rights may be excluded by the Board of Management with the approval of the Supervisory Board in the following cases:

- Firstly, based on Section 186 (3) sentence 4 AktG, subscription rights may be excluded for a proportion 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 market price. This includes shares that are acquired in accordance with Section 71 para. 1 no. 8 AktG on the basis of an authorization by the Annual General Meeting and sold with the exclusion of subscription rights in accordance with Section 186 para. 3 sentence 4 AktG, as well as shares that are used to service convertible bonds, provided that the convertible bonds were issued with the exclusion of subscription rights in accordance with Section 186 para. 3 sentence 4 AktG. The authorization in question allows for the rapid implementation of a cash capital increase at an issue price that is as close as possible to current market conditions. When exercising the authorization, the Board of Management will set the discount on the market price as low as possible in accordance with the market conditions prevailing at the time of placement. By issuing the shares closely in line with the stock market 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 set, 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 subscription rights; also, by avoiding the usual discount on subscription rights, equity can be strengthened to a greater extent than if subscription rights were granted. In addition, the placement via the stock exchange allows shareholders to maintain their existing shareholding by means of subsequent purchases.
  
- In addition, the subscription right may be excluded by the Board of Management in the event of capital increases against contributions in kind, in particular for the acquisition of companies or investments in companies or other assets. This authorization is intended to enable the Board of Management to have treasury shares in the company at its disposal without having to use the stock exchange in order to be able to offer them to meet claims arising from the preparation, execution, completion or settlement of legal or statutory acquisition transactions, in particular to be able to acquire companies or interests in companies in return for shares in the company in suitable individual cases. The acquisition of a company or an interest in a company generally requires a quick decision. The proposed authorization 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 authorized capital to take advantage of acquisition opportunities. Nevertheless, the possibility of doing so should remain open in the future.

The total number of shares issued in accordance with the above authorization with the exclusion of subscription rights in the event of capital increases against cash and/or non-cash contributions may not exceed 10% of the share capital at the time this authorization becomes effective or - if this value is lower - at the time this authorization is exercised.

The Board of Management will carefully examine in each individual case whether it will make use of the authorization. It will only do so if, in its opinion, it is in the interests of the company and its shareholders. Such anticipatory resolutions with the possibility of excluding subscription rights are common practice both nationally and internationally. However, the specific situation of technotrans SE and its shareholders must be taken into account.

At the time of this invitation, the Board of Management has no concrete plans to utilize the new authorized capital. The Board of Management will report on the use of the authorized capital at the next Annual General Meeting.

# Further information on convening and holding the Annual General Meeting

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

### 1. Registration

Only those shareholders who are entered in the company's share register and have registered in such a way that their registration has been received by the company no later than Friday, May 10, 2024 24:00 hours (CEST) are entitled to attend the Annual General Meeting, exercise their voting rights and submit motions.

The registration must be received by 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](mailto:anmeldestelle@computershare.de)

To register electronically via the shareholder portal on the Internet, shareholders require 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 their votes in the run-up to the Annual General Meeting.

In accordance with legal requirements, shareholders who are not entered in the share register until after Friday, April 26, 2024, 0:00 hours (CEST), will not receive any registration documents and therefore no access data for electronic registration without request. However, you can access the invitation on the following company website <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 written form, stating their name, full address and shareholder number, subject to the deadlines stated. This registration should be sent to the following address or e-mail address:

technotrans SE  
c/o Computershare Operations Center  
80249 München  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

## 2. Rewrite stop

The number of shares entered in the share register on the day of the Annual General Meeting is decisive for the exercise of shareholder rights, in particular participation and voting rights. This will correspond to the number of shares at the end of the registration deadline, as orders to change the share register in the period from Saturday, May 11, 2024, 0:00 hours (CEST), to Friday, May 17, 2024, 24:00 hours (CEST), will only be processed and taken into account with effect after the Annual General Meeting. The *technical record date* for exercising voting rights on the day of the Annual General Meeting is therefore Friday, May 10, 2024, 24:00 hours (CEST).

Shareholders are still entitled to dispose of their shares even after registering for the Annual General Meeting and regardless of the technical record date. However, purchasers of shares whose applications for transfer are not received by the company in good time before the aforementioned date may not exercise participation rights and voting rights from these shares at the Annual General Meeting unless they have themselves authorized to do so or are authorized to exercise such rights.

## II. Procedure for voting by proxy

### 1. Proxy

We offer our shareholders the option of authorizing a proxy appointed by the company who is bound by instructions.

Powers of attorney and instructions to the company's proxies can be issued, amended or revoked 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 shareholder number, using the following contact method up to and including Thursday, May 16, 2024, 18:00 hours (CEST).

technotrans SE  
c/o Computershare Operations Center  
80249 München  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

The form enclosed with the registration documents can be used to authorize and issue instructions.

In addition, it is possible to authorize and issue instructions to the proxy at the venue of the Annual General Meeting on May 17, 2024.

The proxies bound by instructions exercise the voting right exclusively on the basis of the instructions issued by the shareholders. If a proxy appointed by the company is to be authorized, they must issue instructions on how the voting right is to be exercised. The power of attorney is invalid if no instructions are issued. If instructions are issued that are unclear or contradictory, the proxies will abstain from voting.

The proxies will not accept any instructions to speak, ask questions, submit motions or raise objections to resolutions of the Annual General Meeting. Authorizations and instructions already issued may be amended or revoked in the same way up to the aforementioned dates.

Shareholders will receive further details and instructions on attending the Annual General Meeting and on issuing proxies and instructions 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>.

## 2. [Other proxies \(shareholders' Incorporations, intermediaries, etc.\)](#)

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' Incorporation 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 can use to authorize a proxy, together with their admission ticket.

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

If neither a proxy advisor, nor a shareholders' Incorporation, nor any other intermediary covered

by Art. 53 SE-Reg. Section Section 135 AktG or an intermediary covered by Art. 53 SE Regulation in conjunction with Section 135 AktG. Section 135 AktG, the power of attorney must be either

- \_ to the company in text form or electronically via the shareholder portal, or
- \_ in text form directly to the proxy (in this case, proof of authorization must be provided to the company in text form). The same applies to the amendment or revocation of the power of attorney.

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

However, the relevant proxies may stipulate special regulations for their own authorization; shareholders are therefore requested to consult with the relevant proxies in good time regarding the respective form and procedure of authorization.

If an intermediary within the meaning of Art. 53 SE-Reg. Section 67a para. 4 AktG is entered in the share register, it may only exercise the voting rights for shares that do not belong to it on the basis of an authorization from the beneficial owner of the shares. The same applies to proxy advisors, shareholders' Incorporations or other intermediaries covered by Art. 53 SE Regulation in conjunction with Section 135 AktG. Section Section 135 AktG or intermediaries covered by Art. 53 SE Regulation in conjunction with Section 135 AktG. Section 135 AktG.

If the shareholder authorizes more than one person, the company is entitled pursuant to Section 53 SE-VO in conjunction with Section 134 para. Section Section 134 para. 3 sentence 2 AktG and Section 19 para. 3 of the Articles of Incorporation, the company is entitled to reject one or more of them at its own discretion, taking into account the principle of equal treatment.

Proxies can be granted, amended or revoked 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 written form, stating the full name and shareholder number, using the following contact method up to and including Thursday, May 16, 2024, 18:00 hours (CEST). The form enclosed with the registration documents

can also be used for this purpose.

technotrans SE  
c/o Computershare Operations Center  
80249 München  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

The same applies to proof of a power of attorney granted to the authorized representative.

Finally, third parties can also be authorized on site on the day of the Annual General Meeting.

Shareholders will receive further details and information on attending the Annual General Meeting and on granting proxy authorizations 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 ballot

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 good time are entitled to exercise their voting rights by postal vote. Votes may be cast by postal vote either via the password-protected shareholder portal on the company's website at <https://www.technotrans.com/investor-relations/annual-shareholders-meeting> or in written form and must be received by the company at the following address by Thursday, May 16, 2024, 18:00 hours (CEST), stating the full name and shareholder number:

technotrans SE  
c/o Computershare Operations Center  
80249 München  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

The form enclosed with the registration documents can 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 exercising voting rights

If voting rights are exercised in due time in several ways (by letter, e-mail, electronically via the shareholder portal or in accordance with Section 67c (1) and (2) sentence 3 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 taken into account in the following order, regardless of the time of receipt instructions are issued, these will be considered in the following order regardless of the time of receipt: 1. electronically via the password-protected shareholder portal, 2. in accordance with Section 67c (1) and (2) 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 authorizations and instructions are received by the same means of transmission within the deadline, the last declaration received shall be binding. A later vote as such is not considered a revocation of an earlier vote. The last revocation of a declaration received in due time is decisive.

If declarations with more than one form of exercising voting rights are received in the same way, the following applies: postal votes take precedence over the granting of proxy and, if applicable, instructions to the company's proxies and the latter take precedence over the granting of proxy and instructions to an intermediary, a shareholders' Incorporation, a voting rights advisor pursuant to Section 134a AktG and a person equivalent to these pursuant to Section 135 para. 8 AktG.

If an intermediary, a shareholders' Incorporation, a proxy advisor pursuant to Section 134a AktG or a person with equivalent status pursuant to Section 135 para. 8 AktG is not willing to act as a proxy, the company's proxies are authorized to act as proxies in accordance with the instructions.

Votes cast by postal vote or proxy and, if applicable, instructions on agenda item 2 (appropriation of net profit) remain valid even if the proposal for the appropriation of net profit is adjusted due to a change in the number of shares entitled to dividends.

If an individual vote is held on an agenda item instead of a collective vote, the postal vote or instruction submitted for this agenda item applies accordingly for each item of the individual vote.

Shareholders and their proxies have the option of exercising their voting rights by postal vote or by authorizing the proxies appointed by the company as specified below. No resolution proposal will be submitted under agenda item 1 and therefore no vote is planned (see explanation there). The planned votes on agenda items 2 to 7 and 9 are binding, while the vote on agenda item 8 is of a recommendatory nature. Shareholders can vote "yes" (in favor) or "no" (against) or abstain from voting (abstention) 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 by the Board of Management will be broadcast live on the Internet at <https://www.technotrans.com/investor-relations/annual-shareholders-meeting>. The broadcast will be interrupted for the debate and then concluded with the voting process and the announcement of the results.

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

At the time the Annual General Meeting is convened, the company's share capital 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 the Annual General Meeting is convened.

## VI. Shareholders' rights

Shareholders have the following rights, among others, in the run-up to and during the Annual General Meeting:

1. [Right to add items to the agenda \(Art. 56 sentences 2 and 3 SE Regulation, Section 50 SEAG, Section 122 para. 2 AktG\)](#)

Shareholders whose shares together account for one twentieth (5 %) of the share capital (this corresponds to 345,384 no-par value shares) or the pro rata amount of € 500,000.00 may, in accordance with Art. 56 SE Regulation in conjunction with Section 50 SEAG, request that items be placed on the agenda. Section 50 SEAG that items be placed on the agenda and published. The applicants must prove that they have held the above-mentioned minimum number of shares for at least 90 days prior to the date of receipt of the request for an addition to the agenda and that they hold these shares at the time of the Board of Management's decision on the request. When calculating the minimum period of ownership, Art. 56 sentence 2 SE-Reg. Section 70 AktG must be observed. Section 121 para. 7 AktG is to be applied accordingly to the calculation of the deadline in accordance with Art. 56 sentence 2 SE-Reg.

Each new item must be accompanied by a justification or a draft resolution.

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 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:

[hv2024@technotrans.de](mailto:hv2024@technotrans.de)

Requests for additions to the agenda that are to be published will be published in the Federal Gazette immediately after receipt of the request, unless this has already been done with the notice of the meeting. They will also be published on the Internet at <https://www.technotrans.com/investor-relations/annual-shareholders-meeting> and communicated to the shareholders. Draft resolutions attached to such requests for supplements will be dealt with at the Annual General Meeting in accordance with the statutory provisions.

2. [Motions and election proposals by shareholders pursuant to Art. 53 SE Regulation in conjunction with Sections 126 \(1\) and \(4\), 127 AktG](#)

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

technotrans SE  
- Investor Relations -  
Robert-Linnemann-Strasse 17  
48336 Sassenberg  
E-mail: [hv2024@technotrans.de](mailto:hv2024@technotrans.de)

Reasons must be given for countermotions, but not for election proposals.

We will publish the countermotions and election proposals of shareholders received and to be made accessible at least 14 days prior to the Annual General Meeting, i.e. no later than the end of Thursday, May 2, 2024, 24:00 hours (CEST), at the aforementioned address on the Internet at <https://www.technotrans.com/investor-relations/annual-shareholders-meeting>.

Countermotions and election proposals sent to other addresses or received after the deadline will not be considered. Any statements by the administration will also be available at the above

Internet address.

### 3 The shareholder's right to information

Pursuant to Art. 53 SE-VO in conjunction with Section 131 AktG, each shareholder must be informed by the Board of Management upon request at the Annual General Meeting. Section 131 of the German Stock Corporation Act (AktG), the Board of Management must provide information on company matters, including legal and business relationships with affiliated companies and the situation of the Group and the companies included in the consolidated financial statements, to the extent that this is necessary for a proper assessment of the agenda item and there is no right to withhold information.

### 4. Further explanations

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

### 5. Voting confirmation / proof of vote counting (Art. 53 SE Regulation in conjunction with Sections 118 para. 1, 129 para. 5 AktG)

According to Art. 53 SE Regulation in conjunction with Section 118 para. 1 sentence 3, para. 2 sentence 2 AktG, if voting rights are exercised electronically or votes are cast by means of electronic communication (postal vote), the company must confirm receipt of the vote cast electronically to the person casting the vote in accordance with the requirements of Art. 7 para. 1 and Art. 9 para. 5 subpara. 1 of the Implementing Regulation (EU) 2018/1212. If the confirmation is issued to an intermediary, the intermediary must send the confirmation to the shareholder without delay in accordance with Section 118 para. 1 sentence 4 AktG. Furthermore, the person casting the vote may be requested by the company in accordance with Art. 53 SE-VO in conjunction with Section 129 para. 5 sentence 1 AktG within one month of the day of the Annual General Meeting to request confirmation of whether and how their vote was counted. The company must issue the confirmation in accordance with the requirements of Art. 7 para. 2 and Art. 9 para. 5 subpara. 2 of the Implementing Regulation (EU) 2018/1212. If the confirmation is issued to an intermediary, the intermediary must send the confirmation to the shareholder without delay in accordance with Section 129 para. 5 sentence 3 AktG. Such confirmation can be retrieved electronically via the password-protected shareholder portal at the following website until Monday, June 17, 2024, 24:00 hours (CEST)

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



## 6. Time data

All time information in the section "Further information on the convocation" is given in Central European Summer Time (CEST), which is authoritative for Germany. In terms of Coordinated Universal Time (UTC), this corresponds to the ratio UTC = CEST minus two hours.

## 7 Information and documents for the Annual General Meeting

The documents to be made available for the agenda items, in particular for item 1, will be sent to shareholders immediately upon request. These documents will also be made available for inspection at the Annual General Meeting. In addition, these documents are available for inspection and download on the company's website at <https://www.technotrans.com/investor-relations/annual-shareholders-meeting>.

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

The company is the controller for the processing. The legal basis for the processing is Art. 6 (1) sentence 1 lit. c GDPR.

The company commissions various service providers for the purpose of organizing the Annual General Meeting. These service providers only receive the personal data from the company that is required to perform the commissioned service. The service providers process this data exclusively in accordance with the company's instructions. Otherwise, personal data is made available to shareholders and shareholder representatives in connection with the Annual General Meeting in accordance with statutory provisions.

The personal data will be stored in accordance with legal obligations and then deleted.

Every person whose data is affected has a right of access, rectification, restriction, objection and erasure regarding the processing of their personal data at any time in accordance with the legal requirements, as well as a right to data portability in accordance with Chapter III GDPR. These rights can be asserted against the company free of charge via the e-mail address [hv2024@technotrans.de](mailto:hv2024@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 Art. 77 GDPR.

The invitation to the Annual General Meeting is published in the Federal Gazette on April 5, 2024.

Sassenberg, April 2024

technotrans SE  
The Board of Management

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

# Financial calendar

Publication	Date
Quarterly Communication 1-3/2024	May 14, 2024
Interim Financial Report 2024	August 14, 2024
Quarterly Communication 1-9/2024	November 19, 2024

## Events

Annual General Meeting	May 17, 2024
German Equity Forum	November 25 - 27, 2024

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

Note: This Version of the invitation to the Annual General Meeting 2024 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.

# Contact



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# General inquiries

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# Key figures of the technotrans Group (IFRS)

		Δprevious year	2023	2022	2021	2020	2019
<b>Revenue</b>	<b>k€</b>	10.0 %	262,116	238,218	211,102	190,454	207,927
Technology	<b>k€</b>	10.8 %	199,590	180,203	156,890	141,916	148,424
Services	<b>k€</b>	7.8 %	62,526	58,015	54,212	48,538	59,503
<b>EBITDA</b>	<b>k€</b>	0.4 %	21,185	21,107	18,069	13,849	16,008
EBITDA margin	%		8.1	8.9	8.6	7.3	7.7
<b>EBIT</b>	<b>k€</b>	-1.1 %	14,175	14,329	11,030	6,780	8,338
EBIT margin	%		5.4	6.0	5.2	3.6	4.0
<b>Net profit for the period<sup>1</sup></b>	<b>k€</b>	-4.1 %	8,532	8,900	7,020	4,956	6,088
as percentage of revenue	%		3.3	3.7	3.3	2.6	2.9
<b>ROCE</b>	<b>%</b>		13.3	13.3	12.5	7.8	9.6
<b>Net profit per share</b>	<b>€</b>		1.24	1.29	1.02	0.72	0.88
<b>Dividend<sup>2</sup></b>	<b>€</b>	-3.1 %	0.62	0.64	0.51	0.36	0.00
<b>Balance sheet</b>	<b>k€</b>	4.8 %	170,568	162,715	147,197	148,117	146,003
<b>Equity</b>	<b>k€</b>	4.8 %	95,433	91,070	84,776	79,418	75,067
Equity ratio	%		56.0	56.0	57.6	53.6	51.4
Return on equity <sup>3</sup>	%		8.9	9.8	8.3	6.2	8.1
<b>Net debt<sup>4</sup></b>	<b>k€</b>	-20.3 %	20,690	25,957	15,344	21,539	24,232
<b>Net working capital ratio<sup>5</sup></b>	<b>%</b>		23.6	26.6	20.6	21.0	20.2
<b>Free cash flow<sup>6</sup></b>	<b>k€</b>	-442.7 %	12,809	-3,738	9,955	3,915	7,648
<b>Employees (balance sheet date)</b>		6.5 %	1,598	1,500	1,433	1,409	1,474
<b>Employee (FTE) (average)</b>	Ø	7.1 %	1,365	1,275	1,247	1,263	1,280
<b>Personnel expenses</b>	<b>k€</b>	9.8 %	92,823	84,504	78,750	75,879	77,679
as percentage of revenue	%		35.4	35.5	37.3	39.8	37.4
<b>Revenue per employee (FTE)</b>	<b>k€</b>	2.7 %	192	187	169	151	175
<b>Number of shares outstanding at end of period</b>			6,907,665	6,907,665	6,907,665	6,907,665	6,907,665
Share price max <sup>7</sup>	<b>€</b>		29.20	29.50	31.95	28.65	30.00
Share price min <sup>7</sup>	<b>€</b>		15.90	21.55	23.90	10.14	15.52

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

<sup>2</sup> Dividend:

<sup>3</sup> Return on equity:

<sup>4</sup> Net debt:

<sup>5</sup> Net working capital ratio:

<sup>6</sup> Free cashflow:

<sup>7</sup> Xetra 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

