

DATAGROUP SE, Pliezhausen

INTERNATIONAL SECURITY IDENTIFICATION NUMBER (ISIN): DE000A0JC8S7

ANNUAL GENERAL MEETING

on Thursday, 9 March 2023 at 11.00 AM (CET)
at the company headquarters:
Wilhelm-Schickard-Straße 7, 72124 Pliezhausen.

Explanatory notes to the agenda items which are not subject to a resolution and on shareholder rights

The applicable provisions for stock corporations having their registered office in Germany, particularly the provisions of the German Commercial Code (Handelsgesetzbuch, HGB) and the Stock Corporation Act (Aktiengesetz, AktG), shall apply to DATAGROUP SE due to the reference provisions of Art. 5, Art. 9 (1) lit. c) ii), Art. 53 as well as Art. 61 of the Council Regulation (EC) No 2157/2001 of October 8, 2001 on the Statute for a European company (SE), unless provided otherwise in more specific provisions of the SE Statute or the German SE Implementation Act (SEAG).

EXPLANATORY NOTES TO THE AGENDA ITEMS WHICH ARE NOT SUBJECT TO A RESOLUTION

On agenda item 1 – Presentation of the adopted annual financial statements, the adopted consolidated statements and the consolidated management report for the fiscal year from 1 October 2021 to 30 September 2022 including the report of the Supervisory Board – no resolution will be adopted, as a resolution on the adopted annual financial statements and the other documents is not required under the terms of the law. The resolution on the appropriation of net income will be adopted under agenda item 2.

Relevant provisions: §§ 171, 172, 173 (1), 175 (1) and (2), 176 (1), 174 Stock Corporation Act (Aktiengesetz) (hereinafter AktG).

§ 175 AKTG CONVOCATION (EXCERPT)

(1) Without undue delay upon receipt of the report of the Supervisory Board, the Management Board shall convene the General Meeting for purposes of accepting the adopted annual financial statements and the management report, and individual accounts pursuant to § 325 (2a) of the German Commercial Code (HGB) endorsed by the Supervisory Board, and for the purposes of resolving the appropriation of net income; in the case of a parent company (§ 290 (1), (2) of the German Commercial Code (HGB) also for purposes of accepting the consolidated financial statements endorsed by the Supervisory Board, and the consolidated management report. The General Meeting must be held within the first eight months of the fiscal year.

(2) The annual financial statements, individual statements pursuant to § 325 (2a) of the German Commercial Code (HGB) endorsed by the Supervisory Board, the management report, the report of the Supervisory Board, and the proposal by the Management Board regarding the appropriation of net income shall be kept available for inspection by the shareholders at the company's premises from the time the AGM is convened. Upon request each shareholder shall be provided with a copy of the documents without undue delay. In the case of a parent company (§ 290 (1), (2) of the German Commercial Code (HGB)), the first and second sentences shall also apply to the consolidated financial statements, the consolidated management report, and the report of the Supervisory Board. The obligations pursuant to the sentences 1 to 3 shall not be applicable, if the documents designated therein are kept accessible on the company website for the same period of time.

§ 176 AKTG DOCUMENTS SUBMITTED. PRESENCE OF THE AUDITOR (EXCERPT)

(1) The Management Board shall make available the documents pursuant to § 175 (2) to the General Meeting as well as, in the case of listed companies, an explanatory report on the information provided pursuant to §§ 289a and 315a of the German Commercial Code (HGB). At the beginning of the meeting, the Management Board shall explain the documents it has submitted, while the Chairman of the Supervisory Board shall explain the report of the Supervisory Board. In this context, the Management Board shall also state its position regarding any shortfall for the year or any loss that has significantly impaired the annual results. The third sentence shall not apply to credit institutions.

§ 174 AKTG APPROPRIATION OF PROFITS

(1) The General Meeting shall resolve on the appropriation of net income. In this context, the shareholders are bound to the adopted annual financial statements.

(2) The resolution shall specify in detail the appropriation of net income, including the following

1. net income;
2. the amount or non-cash assets to be distributed to the shareholders;
3. the amounts to be allocated to retained earnings;
4. the profit carried forward;
5. the additional expenses resulting from the resolution adopted.

(3) The resolution shall not result in a modification of the adopted annual financial statements.

Further information on shareholder rights

1. ADDITIONAL AGENDA ITEM PROPOSALS PURSUANT TO ART. 56 SENTENCE 2 AND SENTENCE 3 OF THE COUNCIL REGULATION (EC) NO 2157/2001 OF 8 OCTOBER 2001 ON THE STATUTE FOR A EUROPEAN COMPANY (SE STATUTE) AND § 50 (2) OF THE GERMAN SE IMPLEMENTATION ACT (SEAG), § 122 (2) AKTG

Shareholders whose shares together total the amount of one twentieth of the share capital or the proportionate amount of EUR 500,000.00 may request items to be added to the agenda and publicized. The minimum holding period of 90 days in the case of a German stock corporation (Aktiengesellschaft) does not apply to the shareholders of the company (Art. 56 of the SE Statute in conjunction with § 50 (2) SEAG). Each new item must be accompanied by supporting information or a formal resolution proposal. The additional agenda item proposals must be submitted in writing to the Management Board of the company and must be received by the company no later than 24 days prior to the meeting, which means by **12 February 2023, 12.00 PM (CET)**. Please submit the corresponding requests to:

DATAGROUP SE
Management Board
Wilhelm-Schickard-Straße 7
72124 Pliezhausen
Fax: +49 7127 970 033

Any request to have items added to the agenda which have to be published – to the extent that they have not already been published together with the convening note of the AGM – will be published in the German Federal Gazette (*Bundesanzeiger*) without undue delay following receipt of such request. They will also be published on the internet at www.datagroup.de/hauptversammlung and will be communicated to the shareholders.

Relevant provisions: Art. 56 SE Statute, § 50 (2) SEAG, §§ 122 (1), 122 (2), 124 (1) AktG.

ARTICLE 56 SE STATUTE [SUPPLEMENTING THE AGENDA]

One or more shareholders may request that the agenda of the General Meeting be supplemented by one or more items, provided that the share of such shareholder(s) represents a proportionate amount of the registered share capital of at 10 %. The procedures and deadlines applicable to such requests shall be laid down by the national law of the member state in which the SE's headquarters are located or, failing that, by the Articles of Association of the SE. The above proportion may be reduced by the Articles of Association or by the law of the member state in which the SE's headquarters are located under the same conditions as are applicable to German stock corporations.

§ 50 SEAG CONVENING AND SUPPLEMENTING THE AGENDA AT THE REQUEST OF A MINORITY (EXCERPT)

- (2) One or more shareholders may request that the agenda of the General Meeting be supplemented by one or more items, provided that his/her or their participation amounts to 5% of the share capital or the proportionate amount of EUR 500,000.

§ 122 AKTG CONVENING A MEETING AT THE REQUEST OF A MINORITY (EXCERPT)

- (3) The General Meeting shall be convened if shareholders jointly representing at least one-twentieth of the share capital request such a meeting in writing, stating the purpose and the reasons of such meeting; such request shall be addressed to the Management Board. The Articles of Association may provide that the right to request a General Meeting shall require another form and the holding of a lower portion of the share capital. The applicants shall establish that they have held the shares for at least 90 days prior to the date the request was received by the company and that they will hold the shares until the application is decided on by the Management Board. § 121 (7) shall apply mutatis mutandis.
- (2) In the same manner, shareholders jointly representing at least one-twentieth of the share capital or the proportionate amount of EUR 500,000 may request that items be added to the agenda and be disclosed. Each new item must be accompanied by supporting information or a formal resolution proposal. The request within the meaning of sentence 1 must be received by the company no later than 24 days, in the case of listed companies no later than 30 days, prior to the meeting; the day of receipt shall not be counted.

§ 124 AKTG ANNOUNCEMENT OF REQUESTS FOR AMENDMENT; PROPOSALS FOR RESOLUTION (EXCERPT)

- (1) If the minority pursuant to § 122 (2) has requested that items be placed on the agenda, these shall be announced either together with the convening of the meeting already or otherwise without undue delay after receipt of the request. § 121 (4) shall apply mutatis mutandis; furthermore, in case of listed companies, § 121 (4a) shall apply mutatis mutandis. Announcement and sending shall be effected in the same manner as for the convening of a meeting.

3. COUNTERMOTIONS AND ELECTION PROPOSALS PURSUANT TO § 126 (1) AND § 127 AKTG

Furthermore, shareholders are entitled to send to the company countermotions against a proposal made by the Management Board and/or Supervisory Board regarding specific agenda items and election proposals. Counter motions must be accompanied by supporting information. Shareholders are asked to prove their qualification as shareholder at the time of the submission of the counter motion or election proposal. Motions and election proposals may only be sent to:

DATAGROUP SE
Team Hauptversammlung
Wilhelm-Schickard-Straße 7
72124 Pliezhausen
Fax: +49 7127 970 033
E-Mail: hv@datagroup.de

We will publish any shareholder motions and election proposals that are required to be made accessible, including the name of the shareholder and the relevant supporting information as well as any comment by management, if any, on the internet at www.datagroup.de/hauptversammlung. Pursuant to § 126 (1) AktG, only those motions and election proposals on the items of the agenda will be considered which are received at least 14 days prior to the date of the General Meeting, i.e. no later than **22.02.2023, 12:00 PM (CET)**.



Countermotions or election proposals by shareholders, which must be made accessible pursuant to § 126 or § 127 AktG, shall be considered as submitted to the meeting, provided the applicant shareholder or the shareholder submitting the election proposal has been legitimated and registered for the Annual General Meeting.

Relevant provisions, which also determine under which conditions the company can abstain from making countermotions and election proposals accessible: §§ 126, 127 sentence 1–3, § 124 (3) sentence 4

§ 126 AKTG MOTIONS BY SHAREHOLDERS

- (1) Motions by shareholders, including the shareholder's name, supporting information as well as any comment by management shall be made accessible to the eligible persons referred to in § 125 (1) to (3) subject to the conditions specified therein, provided that the shareholder has submitted a countermotion to a proposal of the Management and Supervisory Boards regarding a specific item on the agenda at least 14 days prior to the meeting, together with supporting information to the address designated for this purpose in the invitation. The day of receipt shall not be counted. In the case of listed companies, the material shall be made accessible on the website of the company. § 125 (3) shall apply mutatis mutandis.
- (2) A countermotion and supporting information need not be made accessible,
 1. to the extent that the Management Board would become criminally liable by reason of such accessibility,
 2. if the countermotion would result in a resolution of the General Meeting that would be illegal or would violate the Articles of Association;
 3. if the reasons contain statements which are manifestly false or misleading in material respects or which are libelous;
 4. if a countermotion of the shareholder based on the same facts has already been made accessible to a General Meeting of the company pursuant to § 125.
 5. if the same countermotion of the shareholder based on essentially identical supporting information has already been made available pursuant to § 125 to at least two General Meetings of the company within the past five years and at such General Meetings less than one-twentieth of the share capital represented has voted in favor of such countermotion,
 6. if the shareholder indicates that he/she will neither attend nor be represented at the General Meeting, or
 7. if within the past two years at two General Meetings the shareholder had not submitted or arranged to have submitted a countermotion communicated by him/her.

The supporting information need not be made accessible if it exceeds a total of 5,500 characters.

- (3) If several shareholders make countermotions for resolution with respect of the same subject matter, the Management Board may combine such countermotions and the respective supporting information.

§ 127 AKTG ELECTION PROPOSALS BY SHAREHOLDERS (EXCERPT)

§ 126 shall apply mutatis mutandis to a shareholder's proposals for the election of Supervisory Board members or external auditors. The nomination does not have to be justified. Furthermore, the Management Board does not have to make such nomination accessible also if it fails to contain the information pursuant to § 124 (3) sentence 4 and § 125 (1) sentence 5.

§ 124 AKTG ANNOUNCEMENT OF REQUESTS FOR AMENDMENT; PROPOSALS FOR RESOLUTION (EXCERPT)

- (3) Sentence 4: The proposal for the election of Supervisory Board members or external auditors shall state their name, practiced profession and place of residence.

4. RIGHT OF INFORMATION PURSUANT TO § 131 (1) AKTG

Each shareholder shall upon request be provided with information about the company's affairs at the General Meeting by the Management Board provided that such information is necessary to allow for a proper evaluation of an agenda item. The duty to provide information shall also extend to the company's legal and business relations with an affiliated company, the economic position of the Group and of the companies included in the consolidated financial statements.

Shareholders are kindly requested to send their questions to the above address as early as possible to ensure they can be properly answered. This is no formal requirement for a response. The shareholder right of information remains unaffected by this.

Relevant provisions, which also determine under which conditions the company can abstain from providing information and may reasonably restrict the time allocated to questions: § 131 AktG, § 18 (3) of the Articles of Association of DATGROUP SE.

§ 131 AKTG SHAREHOLDER RIGHT OF INFORMATION

- (1) Each shareholder shall upon request be provided with information about the company's affairs at the General Meeting by the Management Board provided that such information is necessary to allow for a proper evaluation of an agenda item. The duty to provide information shall also extend to the company's legal and business relations with an affiliated company. If a company makes use of the facilitations pursuant to § 266 (1) sentence 3, § 276 or § 288 of the German Commercial Code (HGB), each shareholder is entitled to request that the annual financial statements be presented to him/her in the General Meeting on the annual financial statements in the form that these would have had if facilitations had not been applied. The duty of the Management Board of a parent company to provide information (§ 290 (1), (2) of the German Commercial Code (HGB)) at the General Meeting in which the consolidated financial statements and the consolidated management are presented also includes the economic position of the Group and of the companies included in the consolidated financial statements.
- (2) The information provided must be in accordance with the principles of conscientious and faithful accounting. The Articles of Association or the bylaws pursuant to § 129 may authorize the chairman of the

meeting to reasonably limit a shareholders's time to speak and ask questions and may provide relevant details in this connection:

- (3) The Management Board may refuse to provide information,
1. to the extent that providing such information is likely to result in material disadvantage to the company or an affiliated company according to sound business judgment;
 2. to the extent that such information relates to tax valuations or the amount of certain taxes;
 3. with regard to the difference between the value at which items are shown in the annual statement of financial position and the higher market value of such items, unless the General Meeting is to approve the annual financial statements;
 4. with regard to the accounting and measurement methods, if disclosure of such methods in the Notes suffices to provide a true and fair view of the actual condition of the company's assets, financial position and results of operations within the meaning of § 264 (2) of the German Commercial Code (HGB); the foregoing shall not apply if the General Meeting is to approve the annual financial statements;
 5. to the extent that the provision of such information would render the Management Board criminally liable;
 6. to the extent that, in the case of banks or financial services institutions, information must not be provided on the accounting and measurement methods applied and offsets made in the annual financial statements, management report, consolidated financial statements or consolidated management report;
 7. if the information is continuously accessible on the company's website for at least seven days prior to the beginning and during the General Meeting.

The provision of information may not be refused for other reasons.

- (4) If information has been provided to a shareholder by reason of his/her status as a shareholder outside a General Meeting, such information shall upon request be provided to any other shareholder at the General Meeting, even if such information is not necessary to permit a proper evaluation of an item on the agenda. The Management Board may not refuse to provide information on the grounds of (3) sentence 1, no. 1–4. Sentences 1 and 2 shall not apply if a subsidiary (§ 290 (1), (2) of the German Commercial Code (HGB)), a joint venture (§ 310 (1) of the German Commercial Code (HGB)) or an associated company (§ 311 (1) of the Commercial Code (HGB)) provides information to a parent company (§ 290 (1), (2) of the German Commercial Code (HGB)) for the purpose of inclusion of the company in the consolidated financial statements of the parent company and such information is needed for such purpose.
- (5) A shareholder who has been denied information may request that his/her question and the reason for which the information was denied be recorded in the minutes of the meeting



§ 18 OF THE ARTICLES OF ASSOCIATION OF DATAGROUP SE: CHAIRMANSHIP AT THE GENERAL MEETING (EXCERPT)

- (3) The chairman may reasonably restrict, in terms of time, the shareholders' right to speak and ask questions. In particular, he may already determine at the beginning or in the course of the general meeting an appropriate framework, in terms of time, for both the course of the general meeting and the discussion on individual items on the agenda as well as for individual questions and speaking contributions.

Pliezhausen, January 2023

DATAGROUP SE

Management Board

Legal texts were adopted without changes.