

Invitation to the Annual General Meeting of

**DATAGROUP SE, Pliezhausen**

International Security Identification Number (ISIN):

**DE000A0JC8S7**

Security Identification Number (WKN):

**A0JC8S**

We hereby invite the shareholders of our company to the

**Annual General Meeting  
on Thursday, March 14, 2019,  
at 11.00 a.m.**

at the company headquarters in Wilhelm-Schickard-Straße 7, 72124 Pliezhausen.

## Agenda of the Annual General Meeting

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).

### 1. Presentation of the adopted annual financial statements, the approved consolidated financial statements and the Group management report for the fiscal year from October 1, 2017 to September 30, 2018 in addition to the auditor's report

*Note: The aforementioned documents are available on the premises of DATAGROUP SE, Wilhelm-Schickard-Straße 7, 72124 Pliezhausen and on the internet at <http://www.datagroup.de> > Investor Relations > Annual General Meeting. Each shareholder will be send a copy of the aforementioned documents upon request immediately and free of charge. In addition, the documents will be available and explained at the Annual General Meeting. In accordance with statutory provisions, there will be no resolution in respect of agenda item 1, as the Supervisory Board has already approved the annual financial statements and the consolidated financial statements.*

### 2. Resolution on the appropriation of net profit for the fiscal year from October 1, 2017 to September 30, 2018

The Management Board and the Supervisory Board propose that the following be resolved: The net profit of EUR 20,213,410.81 achieved in the fiscal year from October 1, 2017 to September 30, 2018 will be used as follows:

- Distribution of a dividend of EUR 0.60  
per eligible share  
for 8,331,459 shares, in total EUR 4,998,875.40
  
- Remaining amount to be carried forward  
to new account EUR 15,214,535.41

Treasury shares held by the company are not eligible for dividend payment pursuant to § 71b AktG. The aforementioned proposal on the appropriation of net profit takes into account 17,541 treasury shares held directly or indirectly by the company at the date of notification of the convening of the Annual General Meeting in the Electronic Federal Gazette. If the number of treasury shares held by the company changes by the time of the Annual General Meeting, a revised proposal for the appropriation of net profit shall be submitted with an unchanged dividend per dividend-bearing share.

### 3. Resolution on the ratification of the acts of the members of the Management Board of DATAGROUP SE for the fiscal year from October 1, 2017 to September 30, 2018

The Management Board and the Supervisory Board propose that the acts of the members of the Management Board of DATAGROUP SE for the fiscal year from October 1, 2017 to September 30, 2018 be ratified for this period.

#### **4. Resolution on the ratification of the acts of the members of the Supervisory Board of DATAGROUP SE for the fiscal year from October 1, 2017 to September 30, 2018**

The Management Board and the Supervisory Board propose that the acts of the members of the Supervisory Board of DATAGROUP SE for the fiscal year from October 1, 2017 to September 30, 2018 be ratified for this period.

#### **5. Resolution on the authorisation of a change to the Regulated Market**

The Management Board and the Supervisory Board consider that the company should be allowed to apply for a change of stock market segment from the open market to the regulated market, either in the General Standard or in the Prime Standard segment of the Frankfurt Stock Exchange, and to take the necessary measures for the preparation of the stock market listing. According to the Management Board and the Supervisory Board, such a change of segment would significantly increase the acceptance of the company among investors and considerably improve the possibilities for raising equity and/or external capital at the capital market. This would open new possibilities for action for the company, which will benefit the company and its shareholders.

The Management Board and the Supervisory Board therefore propose to pass the following resolution:

The Management Board shall be authorised to apply for admission of the shares of DATAGROUP SE for trading on the regulated market, either in the General Standard or in the Prime Standard segment of the Frankfurt Stock Exchange, within fourteen months from the date of this resolution and to take the necessary measures for the preparation of the stock market listing.

#### **6. Resolution on the election of the auditors for the 2018/2019 fiscal year**

The Supervisory Board proposes BANSBACH GmbH Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Gänsheidestr. 67 – 74, 70184 Stuttgart

- be elected as auditors for the company and the Group for the 2018/2019 fiscal year and
- as auditors for any required audit review of interim financial reports pursuant to §§ 115 et seq WpHG for the 2018/2019 and 2019/2020 fiscal years before the next Annual General Meeting provided the standards above are applicable to the company.

### **Condition for attending the Annual General Meeting and for exercising voting rights**

With a view to the transparency of DATAGROUP SE and as a service for the company's shareholders, the following section does not only contain the information required by law but also additional information in line with the requirements for stock-listed companies.

## **Capital stock and voting rights**

At the time of convening this Annual General Meeting, the capital stock of the company comprised 8,349,000 no-par bearer shares. Each share entitles the bearer to one vote. The total number of voting rights amounts to 8,349,000.

At the time of convening the Annual General Meeting, the total number of shares comprised 17,541 treasury shares from which the company has no rights.

## **Participation in the Annual General Meeting**

Pursuant to § 17 para. 1 to 3 of the Articles of Association only those persons may participate in the Annual General Meeting and exercise voting rights, who have registered to this in a timely manner and have provided the evidence of their share ownership issued in text form by their custodian financial institution to the company under the following address:

DATAGROUP SE  
c/o Landesbank Baden-Württemberg  
4035/H Hauptversammlungen  
Am Hauptbahnhof 2  
70173 Stuttgart  
Fax: +49 711 127 79264  
or via email at: HV-Anmeldung@lbbw.de

Evidence of share ownership must refer to the beginning of the 21st day prior to the Annual General Meeting, i.e. February 21, 2019 (00:00 AM CEST), and must be received by the company together with the registration at the above address at least six days prior to the meeting, i.e. no later than March 7, 2019 (00:00 AM CEST). Evidence in text form issued by the custodian financial institution shall suffice as proof of share ownership. After due receipt by the company of the evidence of your share ownership, admission tickets for the Annual General Meeting will be sent to the shareholders. Shareholders are requested to arrange for the timely dispatch of their evidence to the company to ensure that the tickets are received in good time.

Registration and evidence of share ownership must be in German or English.

### **Explanation on the significance of the record date:**

The record date is the crucial date for the scope and exercise of attendance and voting rights at the Annual General Meeting. In relation to the company, only those who have provided proof of share ownership on the record date are regarded as shareholders for attendance at the Annual General Meeting or for the exercise of voting rights. Changes in share ownership after the record date are of no significance to this. Shareholders who did not acquire their share until after the record date may not attend the Annual General Meeting in their own right. Shareholders who have duly registered and provided proof are entitled to attend the Annual General Meeting and to exercise their voting rights even if they sell the shares after the record date. The record date has no effect on the ability to sell shares and is no relevant date for an entitlement to dividends.

### **Voting by proxy**

Shareholders can have their voting rights exercised by a proxy, e.g. a bank or a shareholders' association. Proxy authorisations, the revocation thereof and proof of authorisation vis-à-vis the company must be in text form. Granting of a proxy and proof thereof is possible by using the proxy form downloadable from the company's website. A proxy form is also printed on the reverse side of the admission ticket which will be sent to the shareholders pursuant to the registration formalities and deadlines outlined above and will also be sent to the shareholders upon their request. Exemptions from the text form requirement may exist for banks, shareholders' associations, or equivalent persons or institutions, c.f. § 135 AktG, § 125 (5) AktG. We therefore ask that our shareholders coordinate with banks, shareholders' associations, or equivalent persons or institutions regarding the form of powers of attorney granted to them.

Proof of proxy can be submitted to the company's following contact details by mail, fax or email:

DATAGROUP SE  
Team Hauptversammlung  
Wilhelm-Schickard-Straße 7  
72124 Pliezhausen  
Fax: 07127 970 033  
Email: hv@datagroup.de

The company also offers its shareholders to appoint a proxy nominated by the company. These proxies are obligated to vote as instructed. The issuance and revocation of a power-of-attorney as well as the proof of authority vis-à-vis the company requires text form. We ask you to use the downloadable proxy form from the company's website to appoint a proxy. Please note that the proxy representatives of the company can only vote your shares on agenda items on which you have given voting instructions. The power of attorney to the proxies must be received by the company no later than March 12, 2019 at the close of 6.00 PM CET, either as a signed original sent to the company's postal address below or by telefax or by email as a scanned document to the contact details above. Subsequent to the deadline mentioned above, shareholders may only give authorisations and instructions to company proxies by filling in the form handed out at the entrance to the Annual General Meeting and returning it at the dedicated counter by the end of the general debate.

We would like to point out that proper registration and proof of share ownership in text form are also required when authorising someone else. If a shareholder authorises more than one person the company may deny entrance to one or more of these persons.

**Additional agenda item proposals pursuant to Art. 56 (2) and (3) of the Council Regulation (EC) No. 2157/2001 of October 8, 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 or a share of EUR 500,000 of the capital stock may request items to be added to the agenda and publicised. Reasons or a resolution proposal must be attached to each new agenda item. The additional agenda item proposals must be submitted in writing to the Management Board of the company and must be received by the company by no later than 24 days prior to the meeting, i.e. by February 17, 2019 (00:00 AM CET). Please submit corresponding requests to:

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

**Shareholder motions and election proposals pursuant to § 126 (1) and § 127 AktG**

Furthermore, shareholders can send countermotions against a proposal made by the Management Board and/or the Supervisory Board with regard to specific agenda items and election proposals. Countermotions must include the grounds for their submission. Shareholders are asked to prove their qualification as shareholder at the time of submission of the countermotion or election proposal. Motions and election proposals may only be sent to:

DATAGROUP SE  
Team Hauptversammlung  
Wilhelm-Schickard-Straße 7  
72124 Pliezhausen  
Fax: 07127 970 033  
Email: 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 grounds and comments by the corporate body, if any, on the internet at [www.datagroup.de](http://www.datagroup.de) > Investor Relations > Annual General Meeting. 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 two weeks prior to the date of the Annual General Meeting, i.e. no later than February 27, 2019 (00:00 AM CET).

**Shareholder right of information pursuant to § 131 (1) AktG**

The Management Board must provide information about the affairs of the company to every shareholder upon request at the Annual General Meeting provided that such information is necessary for the proper assessment of an agenda item. The shareholder right of information also includes legal and business relationships of the company with an affiliated company.

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

## **Information on the website of the company**

This convocation of the Annual General Meeting, the documents which are to be made available to the Annual General Meeting, including the required information by way of appropriate and voluntary application of § 124a AktG, shareholders' motions as well as further information on the shareholders' rights pursuant to Art. 56 (2) and (3) of the Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the Statute for a European company (SE Statute) and § 50 (2) of the German SE Implementation Act (SEAG), § 122 (2), § 126 (1), § 127 and § 131 (1) AktG will be available on the website of the company shortly after convening the Annual General Meeting at [www.datagroup.de](http://www.datagroup.de) > Investor Relations > Annual General Meeting.

The documents which are to be made accessible will also be available at the Annual General Meeting.

## **Information on data protection**

DATAGROUP SE processes the following categories of personal data in connection with the Annual General Meeting: contact data (e.g. name, address, email address, possibly name, address, email address of an authorised person), information on your share ownership (e.g. number of shares, type of ownership), administrative data (e.g. number of your admission ticket) as well as the respective vote on the respective agenda item. The processing of personal data in connection with the Annual General Meeting is based on Art. 6 (1) lit. c of the General Data Protection Regulation (GDPR) as well as Art. 6 (1) lit. b GDPR. Accordingly, processing of personal data is lawful, when processing is necessary for compliance with a legal obligation or for the performance of a contract. DATAGROUP SE is bound by law and by statute to conduct a shareholders' general meeting. To comply with this legal obligation processing of the aforementioned categories of personal data is indispensable. You cannot register for the Annual General Meeting without the disclosure of personal data.

DATAGROUP SE is responsible for data processing.

The contact data of the responsible person is:

DATAGROUP SE  
Team Hauptversammlung  
Wilhelm-Schickard-Str. 7  
72124 Pliezhausen  
Email: [datenschutz@datagroup.de](mailto:datenschutz@datagroup.de)

Personal data relating to you will not be passed on to any third party. Exceptionally, however, third parties may get access to these data, in as far as they have been commissioned by DATAGROUP SE to provide services in connection with the Annual General Meeting. These are companies which are typically providing services in connection with the AGM such as AGM agencies, lawyers or auditors. The service providers shall receive personal data only to the extent that is necessary to provide the service.

Depending on the individual case, the aforementioned data will be kept for a period of up to 3 years (but not less than 2 years) after the end of the Annual General Meeting. Your data will then be erased unless further processing of data is necessary, as the case may be, to process applications, decisions or legal procedures in relation to the Annual General Meeting.

You have the right to access information on the personal data which has been saved about you free of charge upon request. In accordance with statutory requirements, you also have the right to have data corrected if it should prove inaccurate, to restrict the processing of data if it is too extensive and to have data erased which has been unlawfully processed or kept longer than necessary (provided that there are no legal storage obligations or other reasons pursuant to Art. 17 (3) GDPR to the contrary). You may also have the right to request a copy of all your personal data transmitted

to us in a common file format (right to data portability). To exercise your rights simply send an email to [datenschutz@datagroup.de](mailto:datenschutz@datagroup.de)

Additionally, you have the right to complain to the data protection supervisory authority. The data protection officer of DATAGROUP SE can be contacted at the following email address:

datenschutz süd GmbH  
Wörthstr.  
97082 Würzburg  
Email: [office@datenschutz-sued.de](mailto:office@datenschutz-sued.de)

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Pliezhausen, January 2019

DATAGROUP SE  
Management Board



## Directions

### A8 from direction Karlsruhe and Munich

Turn off at exit Stuttgart-Degerloch onto the B27 towards Reutlingen / Tübingen. Follow the B27 until exit Walddorfhäslach / Pliezhausen. DATAGROUP is directly located at this exit.

### A81 from direction Heilbronn

Take motorway A8 at motorway junction Leonberg heading for Munich until exit Stuttgart-Degerloch. Turn off onto the B27 towards Reutlingen / Tübingen. Follow the B27 until exit Walddorfhäslach / Pliezhausen. DATAGROUP is directly located at this exit.

### A81 from direction Lake Constance/Singen

Turn off the A81 at Rottenburg / Tübingen junction via Rottenburg and take the B28 towards Tübingen. Then take the B27 direction Stuttgart and turn off at exit Pliezhausen / Walddorfhäslach / Böblingen (**Attention:** Do not turn off at exit Pliezhausen / Kirchentellinsfurt!). DATAGROUP is directly located at this exit.

### By public transport from Stuttgart

From the Stuttgart central railway station take the suburban train (S-Bahn) to the airport. Then take the bus „Expresso“ direction Reutlingen and get off at „Gniebel Waldorf – Metric“. From the bus stop it is about a 5-minute walk to DATAGROUP.

### By public transport from Reutlingen

From the central railway station take the bus “Expresso“ direction Stuttgart and get off at “Gniebel Waldorf – Metric“. From the bus stop, it is about a 5-minute walk to DATAGROUP.

