

Invitation to the ordinary (virtual) 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

**ordinary (virtual) Annual General Meeting
on Thursday, March 4, 2021,
at 11.00 am (CET)**



The ordinary Annual General Meeting of our company will be held on **Thursday, March 4, 2021, 11:00 am (CET)**, as a **virtual Annual General Meeting without the physical presence** of the shareholders or their proxies.

The venue as defined by the Stock Corporation Act (Aktiengesetz, AktG) are the headquarters of DATAGROUP SE in Wilhelm-Schickard-Straße 7, 72124 Pliezhausen. The shareholders or their proxies (with the exception of the Company Proxy) do not have **the right or the possibility to be physically present** on site during the Annual General Meeting. The entire Annual General Meeting will be broadcast in audio and video for duly registered shareholders or their proxies on the shareholder portal, which is accessible at <https://datagroup2021.hv-anmeldung.de> The voting right of the shareholders can be exercised exclusively by way of absentee ballot or granting power of attorney to the voting right representative of the company. **Shareholders are asked to pay particular attention to the section “Information on attending the virtual Annual General Meeting and for exercising voting rights and further shareholders rights” (Chapter B).**

A. 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, the consolidated management report, and the auditor’s report for the fiscal year from October 1, 2019 to September 30, 2020

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/hauptversammlung>. Each shareholder is to be provided with a copy of the aforementioned documents upon request without undue delay and free of charge. The documents will also be made available during the Annual General Meeting and will be explained in greater detail. In accordance with the 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 income for the fiscal year from 10/1/2019 to 9/30/2020

The Management Board and the Supervisory Board propose that the following be resolved:

The net income of EUR 11,894,238.40 as reported in the adopted annual financial statements of September 30, 2020 is to be fully carried forward.

3. Resolution on the discharge of the members of the Management Board of DATAGROUP SE for the fiscal year from 10/1/2019 to 9/30/2020

The Management Board and the Supervisory Board propose to adopt the following resolutions concerning discharge of the members of the Management Board for the fiscal year ended September 30, 2020:

- a) Discharge is granted to Mr. Hans-Hermann Schaber.
- b) Discharge is granted to Mr. Dirk Peters.
- c) Discharge is granted to Mr. Andreas Baresel.
- d) Discharge is granted to Mr. Peter Schneck.

4. Resolution on the discharge of the members of the Management Board of DATAGROUP SE for the fiscal year from 10/1/2019 to 9/30/2020

The Management Board and the Supervisory Board propose to adopt the following resolutions concerning discharge of the members of the Supervisory Board for the fiscal year ended September 30, 2020:

- a) Discharge is granted to Mr. Heinz Hilgert.
- b) Discharge is granted to Mr. Hubert Deutsch.
- c) Discharge is granted to Dr. Carola Wittig.

5. Resolution on the election of a Supervisory Board member

Mr. Hubert Deutsch has been appointed by order of the Local Court of Stuttgart as a member of the Supervisory Board with effect from October 23, 2019 for an indefinite term. Irrespective hereof, Mr. Deutsch shall nonetheless be appointed a second time as a member of the Supervisory Board of the company by a resolution of the Annual General Meeting.

The Supervisory board consists of three members to be elected by the Annual General Meeting pursuant to § 9 (1) of the Articles of Association and §§ 96 (1) sixth case, 101 (1) AktG. Pursuant to § 9 (3) of the Articles of Association members of the Supervisory Board are appointed until the end of the Annual General Meeting which resolves on the discharge of members for the fourth fiscal year after the commencement of their term of office. The fiscal year in which the term of office begins is not counted in this respect.

The Annual General Meeting is not bound to election proposals for Supervisory Board members.

The Supervisory Board proposes that Mr. Hubert Deutsch, occupation held: Managing Director of Blank Holding GmbH, Neufra/Riedlingen, be elected to the Supervisory Board with effect from the commencement



of this Annual General Meeting for the period to the close of the Annual General Meeting which resolves on the discharge of members of the Supervisory Board for fiscal year 2024/2025.

Further details on the career of Mr. Hubert Deutsch are available on the website of DATAGROUP SE at <http://www.datagroup.de/hauptversammlung>.

6. Resolution on the appointment of the auditors for the 2020/2021 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 2020/2021 fiscal year and
- as auditors for any required audit review of interim financial reports pursuant to §§ 115 et seq WpHG for the 2020/2021 and 2021/2022 fiscal years before the next Annual General Meeting provided the standards above are applicable to the company.

B. Information on attending the virtual Annual General Meeting and for exercising voting rights and further shareholders rights

The Management Board of the company, with the consent of the Supervisory Board, has decided that this year the Annual General Meeting will be held as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies pursuant to § 1 (1) (2) of the Act on Measures in Corporate, Co-operative, Association, Foundation and Home Ownership Law to Combat the Effects of the COVID-19-pandemic (Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie), which entered into force on March 27, 2020, recently amended by the Act on the Further Shortening of Residual Debt Relief Proceedings and on the Adaptation of Pandemic-Related Provisions in Company, Cooperative, Association and Foundation Law as well as in Tenancy and Lease Law (on the Further Shortening of Residual Debt Relief Proceedings and on the Adaptation of Pandemic-Related Provisions in Company, Cooperative, Association and Foundation Law as well as in Tenancy and Lease Law "COVID-19-Act"), which entered into force on December 22, 2020. The Annual General Meeting will be held in the presence of at least the Chairman of the meeting, the Chief Executive Officer, and the Company Proxy in the premises of DATAGROUP SE, Wilhelm-Schickard-Straße 7, 72124 Pliezhausen. This will result in the following changes in this year in comparison to the former meetings attended in person.

The Annual General Meeting will be broadcast in audio and video in the company's AGM portal at

<https://datagroup2021.hv-anmeldung.de>

on March 4, 2021 from 11:00 am. Shareholders wishing to attend the Annual General Meeting must be registered beforehand (see Section 2 below).

Physical attendance of the shareholders or their proxies is impossible. Consequently, the voting right of the shareholders or their proxies will be exercised by way of electronic communication (absentee ballot) or by



granting power of attorney to the voting right representative of the company (see Section 4 below). The shareholders are granted a right to ask questions by way of electronic communication until Tuesday, March 2, 2021, 00:00 am (CET), prior to the meeting, and the shareholders who have exercised their voting right can file an objection against the resolutions of the Annual General Meeting. An electronic participation in the meeting in the sense of § 118 (1), (2) AktG is not possible.

This year, we ask our shareholders to pay particular attention to the notes on registration, on exercising their voting rights and on further shareholders rights below.

With a view to the transparency of DATAGROUP SE and as a service to 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 listed companies.

1. Share capital and voting rights

At the time of convening this Annual General Meeting, the share capital of the company comprised 8,349,000 no-par bearer shares. Each share entitles the bearer to one vote. 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, including voting rights. Accordingly, the total number of exercisable voting rights amounts to 8,331,459 at the time of convening this Annual General Meeting.

2. Attendance at the Annual General Meeting

Pursuant to § 17 (1) to (3) of the articles of association only those persons may participate in the Annual General Meeting and exercise their voting rights, who have registered to this event 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 Art-of-Conference
Martina Zawadzki
Böblinger Str. 26
70178 Stuttgart
Email: hauptversammlung@art-of-conference.de
Fax: +49 7127 4709 713

After receipt of registration and evidence of share ownership, an AGM ticket for the AGM portal will be sent to the shareholders (incl. access number and PIN code). Please send us the registration and evidence of share ownership in good time to ensure timely receipt of the AGM ticket; we recommend to contact the custodian bank as soon as possible. AGM tickets will be sent by mail. If the AGM ticket is lost in the mail, shareholders can contact us by email under HV@datagroup.de or by telephone under +49 7217 970-015, stating their first name and family name, their full address, and the number of shares.

Evidence of share ownership must refer to the beginning of the 21st day prior to the Annual General Meeting, February 11, 2021 00:00 AM (CET), 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 February 25, 2021 24:00 PM (CET). Evidence in text form issued by the custodian bank shall suffice as evidence of share ownership. After the company has received the evidence of share ownership, tickets for the Annual General Meeting will be sent to the shareholders. To ensure that tickets are received in good time, shareholders are requested to make sure that their evidence of share ownership is sent to the company at their earliest convenience.

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

3. 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 evidence 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 evidence 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.

4. Voting by absentee ballot or authorization of the Company Proxy and issuing instructions

Duly registered shareholders or their proxies can exercise their voting rights either in writing or by way of electronic communication (absentee ballot) or have their voting rights exercised at the virtual Annual General Meeting by the voting proxy appointed by the company.

This Company Proxy is only available for proxy voting and is not entitled to exercise any additional rights. Shareholders wishing to authorize the Company Proxy must register for the Annual General Meeting in due time and provide evidence of share ownership in due time as described above. The Company Proxy will exercise the voting right only on the basis of the instructions given by the shareholder. Even when authorization was granted, the Company Proxy is only allowed to exercise voting rights when explicit instructions have also been given pertaining the proposed resolutions of Management Board and/or Supervisory Board communicated in the convening to the virtual Annual General Meeting or – with a possible supplementation to the agenda pursuant to § 122 (2) AktG – to the announced resolution proposals of shareholders as well as to possible countermotions and election proposals of shareholders made available prior to the Annual General Meeting pursuant to §§ 126, 127 AktG. The Company Proxy does not accept power of proxy for filing objections to shareholders' resolutions, exercising the right to ask questions, or for filing motions. The Company Proxy does not have own discretionary power when exercising the voting right. To the extent there is no express and unambiguous instruction, the Company Proxy will abstain from voting on the respective voting matter.

Voting by absentee ballot or authorization of the Company Proxy and issuing instruction can

either be done

by using the relevant form, which is available for download at <http://www.datagroup.de/hauptversammlung>



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or

by using the AGM portal at <https://datagroup2021.hv-anmeldung.de>.

The proxy authorizations and instructions to the proxy representative, their amendments or the revocation thereof must be received by the company – unless the AGM portal is used – by mail, telefax or email no later than **Tuesday, March 2, 2021** 0:00 AM (CET) using the contact information below:

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

The AGM portal can still be used during the virtual Annual General Meeting **until the commencement of the voting procedure** to authorize or issue instructions to the Company Proxy. By that time, instructions previously given by other means (in text form or in writing) can also be revoked or amended via the AGM portal.

Absentee ballots can be exercised, amended, or revoked no later than **Tuesday, March 2, 2021** 24:00 AM (CET) at

DATAGROUP SE
Team Hauptversammlung
Wilhelm-Schickard-Straße 7
72124 Pliezhausen

or by using the AGM portal at <https://datagroup2021.hv-anmeldung.de> in accordance with the procedures defined for this purpose until the **commencement of the voting procedure** during the virtual Annual General Meeting.

If several statements are received, the latter one shall take priority.

Voting by absentee ballot is restricted to votes on the proposed resolutions of Management Board and/or Supervisory Board communicated in the convening to the virtual Annual General Meeting, and to proposed resolutions of shareholders announced with a possible supplementation of the agenda pursuant to § 122 (2) AktG, and to possible countermotions and election proposals of shareholders made available prior to the Annual General Meeting pursuant to §§ 126, 127 AktG.

Proxies, including intermediaries, shareholders' associations and proxy advisors pursuant to § 134a AktG as well as persons treated as such pursuant to § 135 (8) AktG can also make use of the absentee ballot as well as appointment of proxies and issuing instructions to the Company Proxy.



5. Representation of voting rights by a third party

Duly registered shareholders can also have their voting right exercised by a proxy, for instance by an intermediary, a shareholders' association or other third parties. In this case, the shareholder must also be registered in due time and must have submitted evidence of shareholding in due time. However, the proxy cannot attend the Annual General Meeting physically either and may only exercise the rights of the shareholder as specified in these terms and conditions. Accordingly, the proxy can only exercise the voting rights for the shareholders which he or she represents by way of absentee ballot or by granting proxy authorization (also to the Company Proxy).

The use of the password protected AGM portal by a proxy requires that the proxy receives the relevant access data from the principle, which were sent to the shareholder after their proper registration for the virtual Annual General Meeting and the proper evidence of share ownership.

Proxy authorizations, the revocation thereof and proof of authorization of the voting proxy vis-à-vis the company must always be in text form pursuant to § 134 (3) (3) AktG, provided that no authorization was granted pursuant to § 135 AktG. 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 AGM ticket which will be sent to the shareholders following their registration in due form and in due time as described above. If a person is authorized to exercise voting rights pursuant to § 135 AktG (granting power of attorney to intermediaries, proxy advisors, shareholders' associations or professional agents), the power of attorney shall be kept by the proxy in a verifiable form. The power of attorney must be complete and must contain a clause granting the power of proxy to exercise voting rights. We therefore ask our shareholders to contact the person to be appointed as proxy in these cases to decide on the form of proxy.

Proof of proxy can be submitted, changed or revoked to the company's following contact details by mail, telefax or email no later than March 2, 2021, 24:00 PM (CET):

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

The date of receipt at the company is the decisive factor. It is **not** possible to grant, amend or change such a proxy via the AGM portal. We therefore ask you to pay attention to the deadline for the proof of appointment.

Please also note that while every shareholder has the right to authorize more than one person the company is entitled to reject one or more of these persons.

The use of the password protected AGM portal by a proxy requires that the proxy receives the relevant access data from the principle, which were sent to the shareholder together with the AGM ticket.



6. 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 of the share capital or the proportionate amount of EUR 500,000 may request items to be added to the agenda and publicized. 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 by no later than 24 days prior to the meeting, i.e., by February 7, 2021 24:00 AM (CET). Please submit the corresponding requests to:

DATAGROUP SE
Management Board
Wilhelm-Schickard-Straße 7
72124 Pliezhausen
Fax: 07127 970 033

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

Furthermore, shareholders can send countermotions against a proposal made by the Management and/or the Supervisory Board with regard to specific agenda items pursuant to § 126 (1) (1) AktG, to election proposals for the appointment of the auditors, and to the appointment of the Supervisory Board pursuant to § 127 AktG. Shareholders are asked to prove their qualification as shareholder at the time of submission of the countermotion or election proposal. Motions, together with any rationale, and election proposals may only be sent to:

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

Countermotions or election proposals directed elsewhere shall not be considered. Countermotions or elections proposals of shareholders received no later than February 17, 2021, 24:00 PM (CET) will be made available at www.datagroup.de/hauptversammlung under the conditions of §§ 126, 127 AktG. Any comments or statements by management will also be published there.

The company may decline to publish a countermotion and its rationale if one of the conditions for exclusion pursuant to § 126 (2) AktG exist; for example, because the countermotion would result in a resolution by shareholders at the Annual General Meeting that contravenes either the law or the Articles of Association. The rationale of a countermotion need not be made available if it exceeds a total of 5,500 characters. In addition to the conditions for exclusion pursuant to § 126 (2) AktG, an election proposal need not be made available if the proposal does not include the name, profession, and place of residence of the auditor or Supervisory Board member proposed for election. It is not possible to make any countermotions or election proposals during the virtual Annual General Meeting.



Motions or election proposals of shareholders, which were made available pursuant to § 126 AktG or pursuant to § 127 AktG, i.e., they were submitted or filed prior to the date given above, shall be considered as submitted at the Annual General Meeting, provided the applicant shareholder or the shareholder submitting the election proposal has been legitimated and registered for the Annual General Meeting. It is not possible to file motions separately or make election proposals at the AGM but this is not required either.

8. Shareholders' right to ask questions

Pursuant to § 1 (2) of the COVID-19-Act shareholders have the right to ask questions by way of electronic communication. Exercising the right to ask questions requires a prior proper registration for the Annual General Meeting (see Section 2 above). The Management Board shall decide at its own discretion and in accordance with its duties how to respond to the questions. Additionally, the Management Board can summarize questions.

The Management Board has specified that shareholders registered for the Annual General Meeting or their proxys can submit their questions to the company no later than March 2, 2021, 24:00 PM (CET), exclusively by way of electronic communication via the password protected AGM portal at <https://datagroup2021.hv-anmeldung.de>. Questions received after the date given above cannot be taken into account anymore.

There is no shareholder right of information pursuant to § 131 AktG in the current year beyond the shareholder right to ask questions in the form explained above given that the Annual General Meeting will be held **without the physical presence of the shareholders**.

9. Objection against a resolution of the Annual General Meeting

Raising an objection against a resolution of the Annual General Meeting to be recorded in the minutes pursuant to § 245 (1) of the AktG in conjunction with § 1 (2), (1) no. 4 of the COVID-19-Act may be made by the shareholders or proxies, which have exercised the voting right, only by way of electronic communication via the password protected AGM portal at <https://datagroup2021.hv-anmeldung.de> from the commencement of the virtual Annual General Meeting until the end of the virtual Annual General Meeting on March 4, 2021, specifying the proposal against which the objection has been directed.

10. Information on the internet website of the company

This convening of the Annual General Meeting, the documents which are to be made accessible 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 Internet website of the company shortly after convening the Annual General Meeting at www.datagroup.de/annualgeneralmeeting/.



11. Information on data protection

DATAGROUP SE will process 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 authorized person), information on your share ownership (e.g. number of shares, type of ownership), administrative data (e.g. number of your AGM 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: hv-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. Additional agenda item proposals and counter motions or election proposals will be published together with the name and address of the proposing shareholder. Shareholders and shareholder representatives can consult the list of participants during the Annual General Meeting, provided it was made available.

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: hv-datenschutz@datagroup.de.



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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. 15
97082 Würzburg
Email: office@datenschutz-sued.de

Pliezhausen, January 2021

DATAGROUP SE
Management Board