

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, 9 March 2023,
at 11:00 AM**

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



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 (Aktengesetz, 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 8 October 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, management report, and the consolidated financial statements for the fiscal year from 1 October 2021 to 30 September 2022 as well as the auditor's report

Note: The documents above can be accessed on the internet at www.datagroup.de/hauptversammlung. These documents will also be available for inspection at the General Meeting as well as for download at the General Meeting under the link above and will be explained in 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. The annual financial statements therefore were adopted pursuant to § 172 AktG.

2. Resolution on the appropriation of net income for the fiscal year from 1 October 2021 to 30 September 2022

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

The net income of EUR 55,841,271.29 generated in the fiscal year from 1 October 2021 to 30 September 2022 will be used as follows:

- | | |
|--------------------------------------------------------------------------------------------|-------------------|
| ▪ Distribution of a dividend of EUR 1.10 per eligible share for 8,331,459 shares, in total | EUR 9,164,604.90 |
| ▪ Total net income to be carried forward to new account | EUR 46,676,666.39 |

Treasury shares held by the company are not eligible for dividend payment pursuant to § 71b AktG. The aforementioned proposal on the appropriation of net income takes into account 17,541 treasury shares held directly or indirectly by the company as of the date on which the convening of the Annual General Meeting was published 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 income shall be submitted with an unchanged dividend per dividend-bearing share.

Pursuant to § 58 (4) sentence 2 AktG, the right to dividend is due on the third business day following the shareholder's resolutions.



3. Resolution on the discharge of the members of the Management Board of DATAGROUP SE for the fiscal year from 1 October 2021 to 30 September 2022

The Management Board and the Supervisory Board propose to discharge the members of the Management Board mentioned under lit. a) to d) for the fiscal year ended 30 September 2022:

- a) Andreas Baresel
- b) Dr. Sabine Laukemann
- c) Oliver Thome
- d) Hans-Hermann Schaber

It is intended that voting on the discharge of the members of the Management Board at the General Meeting will be carried out individually.

4. Resolution on the discharge of the members of the Supervisory Board of DATAGROUP SE for the fiscal year from 1 October 2021 to 30 September 2022

The Management Board and the Supervisory Board propose to discharge the members of the Supervisory Board mentioned under lit. a) to d) for the fiscal year ended 30 September 2022:

- a) Heinz Hilgert
- b) Hubert Deutsch
- c) Hans-Hermann Schaber
- d) Dr. Carola Wittig

It is intended that voting on the discharge of the members of the Supervisory Board at the General Meeting will be carried out individually.

5. Resolution on the cancellation of authorized capital I 2018 and II 2018, the creation of new authorized capital 2023 along with the authorization to exclude subscription rights and the corresponding amendments to the Articles of Association

The Management Board was authorized by a resolution of the Annual General Meeting of 8 March 2018, subject to the consent of the Supervisory Board, to increase the company's share capital once or several times up to a nominal amount of EUR 3,339,600.00 (authorized capital I 2018) and up to a nominal amount of EUR 834,900.00 (authorized capital II 2018) until 7 March 2023 by issuing new no par value bearer shares against contributions in cash and/or in kind.

The authorized capital I 2018 and authorized capital II 2018 have not yet been utilized.

To retain the possibility that the company can increase the share capital to the fullest extent permitted by law in the future it will be proposed to the Annual General Meeting to create new authorized capital 2023, to cancel the authorized capital I 2018 as well as the authorized capital II 2018 and to amend the Articles of Association accordingly.



The Management Board and the Supervisory Board therefore propose to resolve:

- a) The authorization of the Management Board granted by the Annual General Meeting of 8 March 2018 pursuant to § 5 (3) lit. a) of the Articles of Association and subject to the consent of the Supervisory Board to increase the company's share capital once or several times up to a nominal amount of EUR 3,339,600.00 (authorized capital I 2018) until 7 March 2023, and the authorization of the Management Board granted by the Annual General Meeting of 8 March 2018 pursuant to § 5 (3) lit. b) of the Articles of Association and subject to the consent of the Supervisory Board to increase the company's share capital up to a nominal amount of EUR 834,900.00 (authorized capital II 2018) until 7 March 2023 by issuing new no par value bearer shares against contributions in cash and/or in kind shall be cancelled to the extent the authorized capital I 2018 and authorized capital II 2018 have not been utilized by deleting § 5 (3) lit. a) and lit. b) of the Articles of Association with effect from the date of entry of the amendment of the Articles of Association in conformity with lit. c) set out below.
- b) The Management Board is authorized, subject to the consent of the Supervisory Board, to increase the company's share capital once or several times up to a nominal amount of EUR 4,174,500.00 until 8 March 2028 by issuing up to 4,174,500 new no par value bearer shares with a pro rata amount of the company's share capital of EUR 1.00 per no par value share against contributions in cash and/or in kind (authorized capital 2023).

The shareholders shall in principle have a subscription right in connection with capital increases against cash contributions. The shares can also be acquired by one or several banks subject to the obligation to offer them to the shareholders for subscription.

However, the Management Board is authorized, subject to the consent of the Supervisory Board, to exclude the subscription right of shareholders

- to exclude any fractional amounts resulting from the respective subscription ratio from the shareholders' subscription right,
- in the case of capital increases against cash contributions, if shares of the company are traded on the stock exchange (regulated market or OTC or the successors to these segments), the capital increase does not exceed 10 % of the total share capital, neither at the time at which this authorization takes effect nor at the time at which it is exercised, if the issue price of the new shares, pursuant to §§ 203 (1) and (2) and 186 (3) sentence 4 AktG, does not significantly undercut the market price of the company's shares of the same class and series that are already traded at the stock exchange. The amount of 10 % of the share capital shall include the pro rata amount of the share capital that is attributable to shares issued or sold on the basis of another authorization under exclusion of the subscription right in direct or corresponding application of § 186 (3) sentence 4 AktG, if such crediting is required by law. For the purposes of this authorization, the issue price for the acquisition of new shares by an intermediary with the simultaneous obligation of such intermediary to offer the new shares for acquisition to one or more third parties designated by the company is deemed to be the amount that must be paid by the third party or parties or,
- to the extent necessary, to grant a subscription right for new shares to the holders and/or creditors of bonds with option or conversion rights or obligations issued by the company or its group companies to the extent they would be entitled to if they had made use of their option or conversion right or after conversion or option obligations had been fulfilled.



Furthermore, the Management Board is authorized, subject to the consent of the Supervisory Board, to exclude the subscription right for capital increases against cash contributions, in particular for the purpose of acquiring shareholdings, companies or assets – also for an exchange of shares – and for business combinations.

The Management Board is also authorized, subject to the consent of the Supervisory Board, to determine the further details of the implementation of capital increases from authorized capital, including the rights embodied in the shares and the terms of issue.

- c) § 5 (3) lit. a) and (3) lit. b) of the Articles of Association shall be cancelled and § 5 (3) revised as follows:

“The Management Board is authorized, subject to the consent of the Supervisory Board, to increase the company’s share capital once or several times up to a nominal amount of EUR 4,174,500.00 until 8 March 2028 by issuing up to 4,174,500 new no par value bearer shares with a pro rata amount of the company’s share capital of EUR 1.00 per no par value share against contributions in cash and/or in kind (authorized capital 2023).

The shareholders shall in principle have a subscription right in the case of capital increases against contributions in cash. The shares can also be acquired by one or several banks subject to the obligation to offer them to the shareholders for subscription.

However, the Management Board is authorized, subject to the consent of the Supervisory Board, to exclude the subscription right of shareholders

- *to exclude any fractional amounts resulting from the respective subscription ratio from the shareholders' subscription right,*
- *in the case of capital increases against contributions in cash, if shares of the company are traded on the stock exchange (regulated market or OTC or the successors to these segments), the capital increase does not exceed 10 % of the total share capital, neither at the time at which this authorization takes effect nor at the time at which it is exercised, if the issue price of the new shares, pursuant to §§ 203 (1) and (2) and 186 (3) sentence 4 AktG, does not significantly undercut the market price of the company’s shares of the same class and terms that are already traded at the stock exchange. The amount of 10 % of the share capital shall include the pro rata amount of the share capital that is attributable to shares issued or sold on the basis of another authorization under exclusion of the subscription right in direct or corresponding application of § 186 (3) sentence 4 AktG, if such crediting is required by law. For the purposes of this authorization, the issue price for the acquisition of new shares by an intermediary with the simultaneous obligation of such intermediary to offer the new shares for acquisition to one or more third parties designated by the company is deemed to be the amount that must be paid by the third party or parties or,*
- *to the extent necessary, to grant a subscription right for new shares to the holders and/or creditors of bonds with option or conversion rights or obligations issued by the company or its group companies to the extent they would be entitled to if they had made use of their option or conversion right or after conversion or option obligations had been fulfilled.*

Furthermore, the Management Board is authorized, subject to the consent of the Supervisory Board, to exclude the subscription right in the case of capital increases against contributions in cash, in particular for the purpose of acquiring shareholdings, companies or assets – also for an exchange of shares – and for business combinations.



The Management Board is also authorized, subject to the consent of the Supervisory Board, to determine the further details of the implementation of capital increases from authorized capital, including the rights embodied in the shares and the terms of issue.”

Management Report pursuant to § 203 (2) AktG in conjunction with § 186 (4) sentence 2 AktG (exclusion of subscription right) on agenda item 5:

In reference to item 5 of the agenda pursuant to § 203 (2) sentence 2 AktG in conjunction with § 186 (4) sentence 2 AktG, the Management Board has drawn up a written report on the reasons for the exclusion of subscription rights. The report will be available for inspection by the shareholders in the company's premises from the time of convening the Annual General Meeting and can also be accessed on the internet under www.datagroup.de/hauptversammlung. Upon request, the report will be sent to all shareholders without delay and free of charge. It will also be available for inspection by the shareholders at the General Meeting. The report will be published as follows:

Agenda item 5 contains the proposal to authorize the company to issue new shares by 8 March 2028 within the context of the authorized capital 2023.

The authorized capital 2023 is to replace the authorized capital I 2018 and authorized capital II 2018 so that the company will be enabled to utilize authorized capital to the fullest extent permitted by law in the future.

As a strategic holding company, DATAGROUP SE is focused on the acquisition, restructuring and efficient administration of companies specialized in IT service, IT consulting and IT solutions in Germany. DATAGROUP is actively participating in the IT service market's consolidation process with its “buy and turn around” and its “buy and build” strategy.

When using the authorized capital 2023 we generally want to grant our shareholders a subscription right but also to have the option to exclude it to avoid fractional amounts as well as to acquire shareholdings, companies or assets in the context of capital increases against cash contributions and for business combinations.

It is necessary to exclude the subscription rights for fractional amounts in connection with the authorized capital 2023 in order to arrive at a technically feasible subscription ratio. The fractional shares excluded from the subscription rights of the shareholders will be sold to the company's greatest possible advantage either on the stock exchange or in another way. The possible dilution effect is low due to the restriction to fractional amounts. For these reasons, the Management Board and Supervisory Board consider the exclusion of the subscription right for the shareholders to be justified and reasonable.

In the context of the authorized capital 2023, the Management shall also be authorized, subject to the consent of the Supervisory Board, to exclude the subscription right for capital increases against contributions in cash in order to issue shares for the purpose of acquiring companies, parts of companies or shareholdings in companies. This authorization to exclude the subscription right is intended to serve the purpose of enabling the acquisition of companies, parts of companies, or shareholdings in companies in consideration for shares in the company. The company competes with other companies. It must be able at any time to act quickly and flexibly on the markets in the interest of the shareholders. This also includes the option to acquire companies, parts of companies or shareholdings therein to improve the competitive position.



In individual cases, the best possible way of implementing this option, in the interest of the shareholders and the company, may consist in acquiring a company, parts of companies or interests therein by way of granting shares in the acquiring company. Experience shows that the owners of attractive acquisition targets often require voting shares of the acquiring company in return for a sale. In order to also acquire these companies, the company must have the option to grant treasury shares as consideration. The proposed authorization to exclude the subscription right is intended to provide the company with the necessary flexibility to exploit the opportunities that arise to acquire companies, parts of companies or shareholdings in companies quickly and flexibly. The exclusion of subscription rights will lead to a reduction of the relative participation ratio and the relative proportion of voting rights of the existing shareholders. However, the acquisition of companies, parts of companies or shareholdings in companies in consideration for shares would not be possible if the subscription right remains in effect and the advantages for the company and the shareholders derived from an acquisition would not be realized.

If the opportunity for an acquisition materializes, the Management Board will carefully assess whether to make use of the authorized capital for the purpose of acquiring companies, parts of companies or shareholdings in companies in exchange for an issue of new shares. It will do so only if the acquisition of the relevant company or shareholding in consideration for shares is in the reasonable interest of the company. Only if this condition is met, the Supervisory Board will give its required consent. The assessment of the company's shares on the one hand and the company to be acquired, or the shareholdings in the company on the other hand will be based on an independent goodwill opinion to be issued by an auditing company and/or a renowned international investment bank.

In the case of capital increases against contribution in cash, the subscription right of shareholders can be excluded for up to 10 % of the share capital, either at the time this authorization becomes effective or at the time it is exercised, if the issuing price of the new shares does not significantly undercut the market price of the listed shares of the company of the same class and series (§ 186 (3) sentence 4 AktG, simplified exclusion of subscription rights). Other cases of simplified exclusion of subscription rights on the basis of another authorization granted by the Annual General Meeting are to be offset against this 10 % restriction, if this is required by law. The possibility of excluding the subscription right of shareholders for capital increases against contribution in cash, which do not exceed 10 % of the share capital, enables the company to source new capital for corporate finance at short notice without a 14-day subscription offer, to flexibly take advantage of favorable capital market situations and to place the new shares with institutional investors.

The simplified exclusion of subscription rights is a rule provided for by law, according to which the subscription right of the shareholders can be excluded. The restriction to 10 % of the share capital, either at the time this authorization becomes effective or at the time it is exercised, takes account of the requirement to protect shareholders against a proportionate dilution of their shareholdings. Shareholders wishing to maintain their participation ratio can prevent a reduction of their ratio by purchasing shares on the stock exchange. In the case of a simplified exclusion of subscription rights, it is mandatory that the issue price of the new shares does not significantly undercut the market price. In so doing, the requirement to protect shareholders against a dilution of the value of their shareholdings is considered. This determination of the issue price close to the market price ensures that the value of the subscription right for the new shares is as low as possible.

The authorization to exclude the subscription right in favor of the holders of bonds with option or conversion rights or obligations issued by the company serves the purpose, in the event that this authorization is exercised, of not having to reduce the option and/or conversion price pursuant to the so-called dilution protection clause of the option and/or conversion conditions. Rather, it should be possible to also grant a



subscription right to the holders of bonds with option or conversion rights or obligations to the extent they would be entitled to if they had made use of their option or conversion right or after conversion or option obligations had been fulfilled. The authorization shall enable the Management Board to choose between the two alternatives, after a careful consideration of interests, when utilizing the authorized capital.

Having considered all of the above circumstances, the Management Board and the Supervisory Board believe that the exclusion of subscription rights in the aforementioned cases is factually justified and reasonable for the stated reasons, even under consideration of the dilution effect which may occur to the detriment of the shareholders.

The Management Board will report to the Annual General Meeting on any use of the authorized capital 2023 and any exclusion of subscription rights.

6. Resolution on the amendment of the Articles of Association in relation to the extension of the possibility to conduct the Annual General Meeting as a virtual Annual General Meeting.

On the basis of the “Act on the Introduction of Virtual General Meetings of Stock Corporations and Amendment of Cooperative and Insolvency and Restructuring Law Provisions” it will be possible in the future to have an entirely virtual General Meeting pursuant to § 118a AktG, provided there is a relevant authorization in the Articles of Association. Furthermore, shareholders can be enabled, pursuant to § 118 (1) and (2) AktG, to attend the General Meeting and exercise their rights by way of electronic means of communication, when a corresponding amendment of the Articles of Association exists. The following amendment to the company’s Articles of Association is intended to anchor the legal possibilities in the Articles of Association and to provide the company with the greatest possible flexibility concerning the implementation of future General Meetings.

The Management Board and the Supervisory Board therefore propose to resolve

to add the following paragraphs 7 to 11 to § 17 of the company’s Articles of Association:

„§ 17

Attendance at the Annual General Meeting, Voting Right

- 17.7 *The members of the Management Board and the Supervisory Board should personally attend the General Meeting. If it is not possible for a member of the Supervisory Board to be present at the place of the General Meeting, he or she may attend the General Meeting by means of audio and video transmission, in particular if the relevant member*
- a) *has a residence outside the Federal Republic of Germany, or*
 - b) *assures that he or she cannot attend for personal or professional reasons.*
- 17.8 *The Annual General Meeting may be broadcasted in parts or in its entirety acoustically and/or visually if the Management Board decides to do so on an individual case basis and announces it with the convening of the respective General Meeting.*



- 17.9 *The Management Board is authorized to provide for the possibility that shareholders may participate and exercise all or part of their rights, in whole or in part, by way of electronic communication without being present at the venue and without a proxy (online participation).*
- 17.10 *The Management Board is authorized to provide for the possibility that shareholders may cast their votes without the need to be present at the venue, in writing or by means of electronic communication (postal vote).*
- 17.11 *The Management Board is authorized to provide for the possibility that all General Meetings taking place up to and including 8 March 2028 can be convened without the physical presence of shareholders or their proxies at the venue (virtual General Meeting)."*

7. Resolution on the cancellation of the contingent capital 2015 and the authorization to issue convertible bonds 2015, and resolution on the new authorization to issue convertible bonds and the authorization to exclusion subscription rights in connection with the issue of convertible bonds, and on the creation of contingent capital 2023 and the corresponding amendments to the Articles of Association

The General Meeting of 12 March 2015 had resolved on the authorization to issue warrant or convertible bonds, profit participation rights or participating bonds, or a combination of these instruments and created a corresponding contingent capital 2015. The authorization has expired on 11 March 2020. The company has made no use of this authorization to date. In order to be able to use this possibility of raising capital in the future, a new authorization to issue convertible bonds is to be resolved. To service the option or conversion rights or option and conversion obligations in the event that the new authorization is exercised, a resolution is to be passed on the cancellation of the existing contingent capital 2015 pursuant to § 5 (4) of the Articles of Association, on the creation of new contingent capital (contingent capital 2023) and a corresponding amendment of § 5 (4) of the Articles of Association

The Management Board and the Supervisory Board therefore propose to resolve:

- a) To the extent that the authorization to increase the share capital pursuant to § 5 (4) of the Articles of Association (contingent capital 2015) and the authorization to issue convertible bonds, which were both adopted in the General Meeting of 12 March 2015, have not been utilized, these authorizations and the corresponding provision in § 5 (4) of the Articles of Association shall be cancelled with effect from the date of entry of the amendment of the Articles of Association concerning the new contingent capital 2023 under lit b) and lit. c) that has yet to be adopted.
- b) Authorization to issue warrant or convertible bonds, profit participation rights or participating bonds, or a combination of these instruments and the exclusion of subscription right for these warrant or convertible bonds, profit participation rights or participating bonds, or a combination of these instruments



aa) General

The Management Board is authorized, subject to the consent of the Supervisory Board, to issue, once or several times, warrant or convertible bonds in the name of the bearer, profit participation rights or participating bonds, or a combination of these instruments (collectively “bonds”) up to a total nominal value of EUR 560,000,000.00 until 8 March 2028 with or without maturity date and to grant or to impose upon the holders or creditors of the equally privileged bonds option or conversion rights or obligations relating to new no par value bearer shares of DATAGROUP SE with a pro rata amount of the share capital of up to EUR 4,174,500.00 according to the conditions attached to these bonds. The bonds may feature a fixed or variable interest rate. Furthermore, the interest rate may fully or partially depend on the dividend amount of DATAGROUP SE, as is also the case for a participating bond.

The bonds may also be issued by a subordinate group company; in this case, the Management Board is authorized, subject to the consent of the Supervisory Board, to assume the guarantee for such bonds on behalf of DATAGROUP SE and to grant to or impose upon the holders or creditors option or conversion rights or obligations relating to no par value bearer shares of DATAGROUP SE.

bb) Subscription right and exclusion of subscription right

As a matter of principle, the bonds must be offered to the shareholders for acquisition. They can also be acquired by a bank or the members of a syndicate of banks or equivalent entities pursuant to § 186 (5) sentence 1 AktG with the obligation to offer them to the shareholders for subscription. If the bonds are issued by a subordinate group company, DATAGROUP SE must ensure that the statutory subscription right is granted to the shareholders of DATAGROUP SE in line with the above sentence.

The Management Board is also authorized, subject to the consent of the Supervisory Board,

- to exclude fractional amounts, which arise from the respective subscription ratio, from the shareholders' subscription right and to also exclude the subscription right to the extent necessary to grant subscription rights to the holders of previously issued option or conversion rights to the extent they would be entitled to as shareholders if they had made use of their option or conversion right or after conversion or option obligations had been fulfilled.
- to fully exclude the subscription right of shareholders for bonds which are issued with option and/or conversion right or obligation against cash payment provided that the Supervisory Board concludes after a thorough examination that the issue price of the bonds is not materially lower than their hypothetical market value calculated on the basis of recognized, particularly financial mathematical methods. This authorization to exclude subscription rights only applies to bonds which are issued with option or conversion rights or option and/or conversion obligations, with an option and/or conversion right or an option and/or conversion obligation to shares with a pro rata amount of the share capital, which in aggregate may not exceed 10 % of the share capital neither at the time at which this authorization takes effect nor – if this value is lower – at the time at which it is exercised. This upper limit of 10 % of the share capital shall include the pro rata amount of the share capital that is attributable to shares which were either issued in direct or mutatis mutandis application of § 185 (3)



sentence 4 AktG on the basis of an authorization of the Management Board to exclude the subscription right or were sold as acquired treasury shares in corresponding application of § 186 (3) sentence 4 AktG from the time this authorization was granted until the issue (excluding shareholder's subscription rights) of bonds with conversion and/or option rights or obligations under exclusion of subscription rights exercising the said authorization pursuant to § 186 (3) sentence 4 AktG.

- to the extent that profit participation rights or participating bonds are issued without conversion or option rights or obligations, to exclude the subscription right of shareholders, subject to the consent of the Supervisory Board, if these profit participation rights or participating bonds are structured in the same way as bonds, i.e. they do not establish membership rights in DATAGROUP SE, or grant participation in liquidation proceeds, and the level of interest is not linked to the net income for the year, the distributable profit or the dividend. In that case, in addition, the interest rate and the issue price of the profit participation rights or participating bonds must correspond to current market conditions at the time of the issue.
- to exclude the subscription right of shareholders for bonds against contributions in kind, particularly in the context of business combinations or for the (also direct) acquisition of companies, parts of companies or other assets including for the purpose of enabling the acquisition of receivables (loans or bonds receivable) of the contributor against DATAGROUP SE or one of its group companies.

cc) Warrant and convertible bonds

The bonds are divided in fractional bonds. In the event of warrant bonds being issued, one or more subscription warrants are enclosed with each fractional bond that entitle the holder, pursuant to the terms and conditions of the warrant bond, to acquire no par value bearer shares of DATAGROUP SE. The terms and conditions of warrant bonds issued by DATAGROUP SE may provide that the option price, in whole or in part, can also be paid by transfer of fractional bonds and, if applicable, additional cash payment. The subscription ratio is calculated by dividing the nominal amount, or the issue price of a fractional bond if it is lower than the nominal amount, by the option price for a no par value share of DATAGROUP SE. If this calculation results in fractions of shares, it can be stipulated that these fractions can be combined to procure whole shares in accordance with the terms and conditions of warrant bonds, if necessary for an extra payment. The pro rata amount of the share capital attributable to the no par value shares to be acquired upon exercise of the rights attached to the fractional bonds may not exceed the nominal amount or an issue price below the nominal amount of each bond. § 9 (1) in conjunction with § 199 (2) AktG must be observed. The same applies when warrants are attached to a profit participation right or a participating bond.

If convertible bonds are issued, in case of bearer convertible bonds, the bearers, and in all other cases, the holders of the fractional bonds are granted the right to convert their fractional bonds into no par value bearer shares of DATAGROUP SE pursuant to the terms and conditions of the convertible bond. The conversion ratio is calculated by dividing the nominal amount, or the issue price of a fractional bond if it is lower than the nominal amount, by the fixed conversion price of a no par value share of DATAGROUP SE and it can be rounded up or down to a whole number; furthermore, an additional cash contribution may be determined, and the company may require



that fractional shares that cannot be converted be consolidated or settled in cash. The terms and conditions of convertible bonds may also provide for a variable conversion ratio and a determination of the conversion price (subject to the minimum price determined under dd)) within a predetermined scope which depends on the development of the price of the no par value share of DATAGROUP SE during the term of the bond. The pro rata amount of the share capital attributable to the no par value shares to be issued upon conversion of the fractional bonds may not exceed the nominal amount or an issue price below the nominal amount of each bond. § 9 (1) in conjunction with § 199 (2) AktG must be observed. The same applies when the conversion right is related to a profit participation right or a participating bond.

dd) Conversion and option price

In the event of bonds being issued which grant an option or conversion right or stipulate an option or conversion obligation, the option or conversion price for a share which is to be determined in each case as a ratio of the nominal value of a fractional bond and the number of shares to be acquired for this purpose is calculated on the following basis:

- In the event of bonds being issued which grant an option or conversion right but do not provide for an option or conversion obligation or a right to substitute (cf. lit. ff) below), the option or conversion right corresponds to
 - at least 80 % of the volume-weighted average price of the shares of DATAGROUP SE in the electronic trading system (or an equivalent successor system) at the stock exchange in Frankfurt am Main on the last 20 trading days prior to the day on which the exercise of the authorization by the Management Board is adopted



or – in cases where a subscription right is granted –

- at least 80 % of the volume-weighted average price of the shares of DATAGROUP SE in the electronic trading system (or an equivalent successor system) at the stock exchange in Frankfurt am Main during the period from the commencement of the subscription period to and including the last trading day prior to the announcement of the final terms and conditions pursuant to § 186 (2) sentence 2 AktG

(hereinafter also referred to as “minimum price”). § 9 (1) AktG shall not be affected by this.

- In the event of bonds being issued which stipulate an option or conversion obligation or provide for a right to substitute, the conversion or option price, according to the conditions attached to these bonds, must at least either correspond to the minimum price above or the volume-weighted average price of the no par value shares of DATAGROUP SE in the electronic trading system (or an equivalent successor system) at the stock exchange in Frankfurt am Main on the 20 trading days prior to the final maturity date of the bonds or the other determined point in time, even if such average price is below the aforementioned minimum price (80 %). § 9 (1) in conjunction with § 199 (2) AktG must be observed.

ee) Dilution protection

Irrespective of § 9 (1) AktG, the option and/or conversion price can be reduced on the basis of anti-dilution clause on closer examination of the terms and conditions of bonds, if DATAGROUP SE, during the option or conversion period, (i) increases the share capital or sells treasury shares while granting an exclusive subscription right to its shareholders, or (ii) increases the share capital with a capital increase from company funds, or (iii) issues, grants or guarantees further bonds with option or convertible right or option or convertible obligation while granting an exclusive subscription right to its shareholders, and in the cases of (i) and (ii) the holders of existing option and conversion rights or obligations are not granted a subscription right to the extent they would be entitled to upon exercise of their option or conversion rights or fulfilment of option or conversion obligations. The reduction of the option or conversion price can also be effected by a cash payment when exercising the option or conversion right or fulfilling the option or conversion obligation. The terms and conditions of bonds may also contain a provision for the adjustment of the option or conversion rights or obligations applicable in the event of a reduction in capital or other measures or events related to the economic dilution of the value of the option or conversion rights or obligations (such as dividends or a change of control by third parties). In all of these cases, the adjustment shall be effected in accordance with § 216 (3) AktG such that the economic value of the conversion or option rights or obligations following adjustment will essentially be equivalent to the economic value of the conversion or option rights or obligations immediately prior to the measure triggering such adjustment. If a third party gains control of the company, adjustment of the option or conversion price in line with market practice can be provided for.



ff) Right to substitute

The terms and conditions of bonds may provide that DATAGROUP SE, in the event of conversion or exercise of the option, will not grant any new shares but has the right to pay the equivalent value in cash which corresponds to the volume-weighted average price of the shares of DATAGROUP SE in the electronic trading system (or an equivalent successor system) at the Frankfurt stock exchange during a term which has to be determined in the terms and conditions of bonds. The terms and conditions of bonds may also provide that the bond with option or conversion rights or obligations may be converted, at the discretion of DATAGROUP SE, instead of into new shares from contingent capital into already existing shares of DATAGROUP SE or the shares of another listed company, or that the option right may be executed by delivery of such shares. These conditions may also provide that the bond may be executed, at the discretion of DATAGROUP SE, by issuing new shares from authorized capital, if and to the extent that the contingent capital 2023 will not be created or is not sufficient to fulfill all option and conversion rights.

gg) Option or conversion obligation

The terms and conditions of bonds may also provide for a conversion or option obligation (mandatory convertible) at the end of the term or a certain event ("final maturity" in each case) or give DATAGROUP SE the right, upon final maturity of the bonds with conversion or option rights (this also includes maturity due to termination), to grant the bond creditors shares of DATAGROUP SE or another listed company, in whole or in part, instead of payment of the due cash amount. The terms and conditions of bonds may also give DATAGROUP SE the right to compensate, either in whole or in part, in cash for any possible difference between the nominal value or any lower issue price of the bonds and the product from conversion or option price and exchange and/or subscription ratio. The pro rata amount of the share capital attributable to the shares to be issued per fractional bond must not exceed the nominal amount or an issue price below the nominal amount of each fractional bond. § 9 (1) in conjunction with § 199 (2) AktG must be observed.

hh) Execution authorization

The Management Board is authorized, subject to the consent of the Supervisory Board, to define the remaining details of the issue and the terms and conditions of the bonds, in particular the interest rate, issue price, term and breakdown between denominations, antidilution provisions, regulations for cancellation by the holder of a bond, option or conversion period as well as the conversion or option price within the given parameters or, subject to the consent of the governing bodies of the company of DATAGROUP SE, which issue the bonds.

c) Creation of new contingent capital 2023

The share capital shall be subject to a contingent increase by up to EUR 4,174,500.00 by issuing up to 4,174,500 new no par value bearer shares with a pro rata amount of the share capital of EUR 1.00 per no par value share (contingent capital 2023). The contingent capital increase serves to grant no par value bearer shares when conversion or option rights are exercised (or option or conversion obligations fulfilled) or when the optional right of DATAGROUP SE is exercised to grant, in whole or in part, no par value shares of DATAGROUP SE instead of payment of the due cash amount to the



holders or creditors of convertible or warrant bonds, participation rights or participating bonds or a combinations of these instruments (collectively “bonds”) which are issued by the company or by a subordinate group company until 8 March 2028 on the basis of the authorization passed by the General Meeting on 9 March 2023 under agenda item 7b) . The shares shall be issued at the option or conversion price which is determined on the basis of the requirements of the above authorization.

In the event of bonds being issued with option or conversion rights or obligations, the contingent capital increase shall only be implemented in accordance with the authorization resolution of the General Meeting of 9 March 2023 and to the extent that option or conversion rights are exercised or that holders or creditors of bonds obliged to conversion or exercise of their option fulfill their conversion or option obligations, or to the extent that DATAGROUP SE exercises an option right, in whole or in part, to grant no par value shares of DATAGROUP SE instead of payment of the due cash amount, and unless in each case cash settlement has been accepted or treasury shares or shares of another listed company are used for performance purposes. The new shares shall participate in profit from the start of the fiscal year in which they are issued; to the extent permissible by law, the Management Board, subject to the consent of the Supervisory Board, can determine that the new shares are included in a dividend payout for a completed fiscal year also in deviation of § 60 (2) AktG.

The Management Board is authorized, subject to the consent of the Supervisory Board, to determine further details for the implementation of the contingent capital increase.

d) Amendment of the Articles of Association

§ 5 (4) of the Articles of Association shall be revised as follows:

“(4) The share capital shall be increased conditionally by up to EUR 4,174,500.00, divided in up to 4,174,500 new no par value shares (contingent capital 2023). The contingent capital increase shall only be implemented to the extent that the holders or creditors of option or conversion rights or the holders or creditors of warrant or convertible bonds, profit participation rights or participating bonds or a combination of these instruments obliged to conversion or exercise of their option, which are issued or guaranteed by DATAGROUP SE or a subordinate group company of DATAGROUP SE on the basis of the authorization adopted by the General Meeting on 9 March 2023 under agenda item 7b) have exercised their option or conversion rights or, to the extent they are obliged to exercise their conversion or option rights, fulfill their conversion or option obligations, or to the extent that DATAGROUP SE exercises an option right, in whole or in part, to grant shares of DATAGROUP SE instead of payment of the due cash amount, and unless in each case cash settlement has been accepted or treasury shares or shares of another listed company are used for performance purposes.



The shares are issued at the option or conversion price which is determined on the basis of the requirements of the above authorization.

The new shares shall participate in profit from the start of the fiscal year in which they are issued; to the extent permissible by law, the Management Board, subject to the consent of the Supervisory Board, can determine that the new shares are included in a dividend payout for a completed fiscal year also in deviation of § 60 (2) AktG. The Management Board is authorized, subject to the consent of the Supervisory Board, to determine further details for the implementation of the contingent capital increase.”

e) Authorization to amend the Articles of Association

The Supervisory Board is authorized to amend the wording of § 5 (1) and (4) of the Articles of Association according to the respective issue of shares, and to make all other related amendments to the Articles of Association that affect only the wording. The same applies in the event of non-utilization of the authorization to issue bonds, following expiry of the authorization period, and also in the event of non-utilization of the contingent capital following expiry of the deadlines for exercising the option or conversion rights or the fulfilment of conversion or option rights.

Report of the Supervisory Board to the General Meeting pursuant to §§ 221 (4) sentence 2, 186 (4) sentence 2 AktG on agenda item 7:

Pursuant to § 221 (4) sentence 2 and § 186 (4) sentence 2 AktG, the Management Board has submitted a written report on the reasons for the authorization proposed under agenda item 7 to exclude subscription rights and on the proposed issue price. The report will be available for inspection by the shareholders in the company's premises from the time of convening the Annual General Meeting and can also be accessed in the internet under www.datagroup.de/hauptversammlung. Upon request, the report will be sent to every shareholder without delay and free of charge. It will also be available for inspection by the shareholders at the General Meeting. The report will be published as follows:

I. General

The proposed authorization to issue warrant and/or convertible bonds, profit participation rights or participating bonds, or a combination of these instruments (“bonds”) up to a total nominal value of EUR 560,000,000.00 and the creation of the related contingent capital 2023 up to a nominal amount of EUR 4,174,500.00 are intended to expand the options, which are described in more detail below, available to DATAGROUP SE to finance its activities and to grant the Management Board access, subject to the consent of the Supervisory Board, to a flexible and timely financing, which is in the best interest of the company, in particular if favorable capital market conditions exist.

The shareholders shall in principle have the legal right to subscribe bonds (§ 221 (4) in conjunction with § 186 (1) AktG). To facilitate processing, the Management Board may make use, according to standard practice, of the option to issue the bonds to a bank or a syndicate of banks, with the obligation to offer the bonds to the shareholders according to their subscription rights (indirect subscription right pursuant to § 186 (5) AktG). The subscription right of the shareholders can be excluded in the following cases.

The stipulation of a minimum issue price in the resolution allows the Management Board to produce an attractive offer for the bonds even in times of negative price expectations. As this is only a minimum price,

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however, the Management Board has the flexibility to apply a higher issue price when price expectations are positive. A narrow definition of the option or conversion price for all cases mentioned in the resolution would impact the options of the Management Board to place the financing instruments permitted under the authorization at the best possible financing conditions for DATAGROUP SE. In any case, the Management Board shall take account of the interests of the shareholders in the smallest possible dilution of their participation when the issue price is determined. This is also reflected in the differentiated design of the regulations for the option and/or conversion price.

II. Reasons for an exclusion of subscription rights

1. Fractional amounts

The authorization to exclude subscription rights for fractional amounts enables the use of the requested authorization by means of round amounts. This facilitates the settlement of the shareholders' subscription rights.

2. For the holders of previously issued option or conversion rights

The authorization to exclude subscription rights in favor of the holders of previously issued option or conversion rights or obligations has the advantage that the conversion and/or option price for previously issued conversion or option rights does not need to be reduced and as a result generates higher cash inflow.

For this reason, both of the above cases where subscription rights have been excluded are in the interest of DATAGROUP SE and its shareholders.

3. Market value is not significantly undercut

The Management Board is also authorized, subject to the consent of the Supervisory Board, to fully exclude the subscription right of the shareholders, if the bonds are issued against cash payment at a price which does not significantly undercut the market price. This enables DATAGROUP SE to quickly seize favorable market opportunities on a short-term basis and, by determining the conditions in accordance with prevailing market terms, to achieve better terms regarding the determination of interest rates, option and/or conversion price and issue price of the bonds. A determination of conditions in accordance with prevailing market terms and smooth placement would only be possible to a limited extent without exclusion of subscription rights. § 186 (2) AktG allows publication of the issue price (along with the terms and conditions of the bonds) by the third to the last day of the subscription period. In view of the volatility in the stock markets that can frequently be seen, however, this also involves a market risk over several days, which could lead to safety margins in determining the terms and conditions of bonds, and thus to conditions which are not close to those in the market.

In addition, the existence of subscription rights may jeopardize successful placement with third parties or may involve additional expenses due to the uncertainty of its exercise (subscription behavior).

Finally, if a subscription right is granted, DATAGROUP SE cannot respond at short notice to favorable or unfavorable market conditions due to the length of the subscription period but would be exposed to declining share prices during the subscription period, which could lead to less favorable opportunities for DATAGROUP SE to procure capital.



In this case of a full exclusion of the subscription right, § 186 (3) sentence 4 AktG shall apply accordingly pursuant to § 221 (4) sentence 2 AktG. The limit for the exclusion of subscription rights of 10% of the share capital stipulated therein must be observed according to the resolution proposal. The amount of the contingent capital which in this case may only be made available to secure option or conversion rights or obligations may not exceed 10 % of the share capital existing at the time the authorization to exclude the subscription right pursuant to Section 186 (3) sentence 4 AktG comes into force. The resolution on the authorization contains a corresponding provision which also ensures that, even in case of a capital reduction, the limit of 10 % of the share capital is not exceeded, since the authorization to exclude the subscription right explicitly requires that the 10 % limit may not be exceeded neither at the time at which the authorization becomes effective or – if such value is lower – at the time at which is exercised. In this context, treasury shares that are sold under exclusion of the subscription right pursuant to §186 (3) sentence 4 AktG as well as those shares issued from authorized capital under exclusion of the subscription right pursuant to § 186 (3) sentence 4 AktG shall be taken into account, provided that such sale or issue takes place during the term of this authorization up until the issue of bonds with option and/or conversion rights or obligations under exclusion of subscription rights pursuant to § 186 (3) sentence 4 AktG; the above amount is thus reduced accordingly. § 186 (3) sentence 4 AktG also stipulates that the issue price must not significantly undercut the market price. This serves to ensure that no significant economic dilution of the value of the shares occurs. Whether or not such dilutive effect will occur in connection with the issue of bonds under exclusion of subscription rights can be determined by calculating the hypothetical market value of the convertible or warrant bonds in accordance with recognized calculation methods, particularly financial mathematical methods, and comparing such price with the issue price. If after careful examination the issue price is only insignificantly lower than the hypothetical stock market price at the time the convertible or warrant bond is issued, the subscription right may be excluded pursuant to the intention and purpose of the regulation contained in § 186 (3) sentence 4 AktG because the deduction is insignificant. The calculated market value of a subscription right would thus tend toward close to nil so no significant financial disadvantage can arise for the shareholders from the exclusion of their subscription right. The resolution therefore provides that prior to issuing the bonds with option or conversion rights or obligations, the Management Board, after careful examination, must arrive at the conclusion that the envisaged issue price will not lead to a significant dilution of the value of the shares, as the issue price of the bond is not materially lower than their hypothetical market value calculated in accordance with recognized calculation methods, in particular, methods of financial mathematics. Should the Management Board consider it appropriate in the respective situation to obtain professional advice, it may call upon support by third parties. For example, syndicate banks supervising the issue can assure the Management Board in an appropriate manner that there should be no significant dilution of the value of the shares. This can also be confirmed by an independent bank or an expert consultant.



All of the above ensures that the exclusion of the subscription right does not lead to a significant dilution of the value of the shares. Furthermore, the shareholders have the opportunity to maintain their ratio in the share capital of DATAGROUP SE at any time, even after exercise of conversion or option rights, or after the conversion obligation becomes effective, by acquiring additional shares on the stock exchange. On the other hand, the authorization to exclude subscription rights enables DATAGROUP SE to determine the conditions in accordance with prevailing market terms, and to obtain the highest possible degree of certainty that the bonds can be placed with third parties and that favorable short-term market opportunities can be seized.

4. Contributions in kind

The subscription right can also be excluded, if the bond are issued against contributions in kind. Amongst others, this is meant to enable the Management Board to use the bonds as an “acquisition currency” when the opportunity arises, for instance in the context of business combinations or to acquire (also directly) companies, parts of companies, shareholdings or other assets or entitlements to acquire assets, including receivables from DATAGROUP SE or one of its group companies, in order to acquire such contributions in kind in exchange for the transfer of such financing instruments. Company expansions resulting from the acquisition of a company or of shareholdings generally require fast decisions. The proposed authorization is intended to enable the Management Board to react quickly and flexibly when advantageous offers or other opportunities arise on national and international markets and to seize the opportunities to expand the company by acquiring companies or shareholdings in the companies in exchange for issuing bonds in the interest of DATAGROUP SE and its shareholders. The Management Board will assess in each individual case whether or not it will make use of the authorization to issue bonds under exclusion of subscription rights, if opportunities arise for the acquisition of assets, particularly companies or participations. The subscription right of the shareholders will only be excluded if it is in the best interest of DATAGROUP SE.

5. Profit participation rights or participating bonds with bond-like features

To the extent that profit participation rights or participating bonds are issued without conversion or option rights or obligations, the Management Board is authorized, subject to the consent of the Supervisory Board, to exclude the subscription right of shareholders, if these profit participation rights or participating bonds are structured in the same way as bonds, i.e. they do not establish membership rights in DATAGROUP SE, or grant participation in liquidation proceeds, and the level of interest is not linked to the net income for the year, the distributable profit or the dividend. Additionally, the interest rate and the issue price of the

profit participation rights or participating bonds must correspond to current market conditions at the time of the issue.

If the aforementioned requirements are fulfilled the exclusion of subscription rights does not result in a disadvantage for the shareholders, since the profit participation rights or participating bonds do not establish membership rights nor a participation in liquidation proceeds or in the profit of DATAGROUP SE.



8. Resolution on the cancellation of the existing authorization to acquire and use treasury shares and resolution on a new authorization to acquire and use treasury shares with the authorization to exclude subscription rights and to exclude any shareholders' rights to tender shares as well as the possibility to redeem treasury shares while reducing the share capital

The authorization to acquire and use treasury shares pursuant to § 71 (1) No. 8 AktG, which was adopted in the General Meeting of 22 March 2017 for a period of five years, has expired on 21 March 2022. The company has made no use of this authorization to date. To retain the possibility that the company can acquire treasury shares the Management Board shall again be authorized to acquire and use treasury shares pursuant to § 71 (1) No. 8 AktG under revocation of the existing authorization.

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

- a) The authorization granted by the General Meeting of 22 March 2017 to acquire and use treasury shares shall be cancelled as from the time the new authorization takes effect pursuant to this agenda item 8.
- b) The company is authorized to acquire treasury shares which in aggregate account for 10 % of the share capital existing at the time of the adoption of the resolution, or – if this value is lower – of the existing share capital registered at the time the shares are acquired. The shares acquired under this authorization together with other shares of the company which the company has already acquired and still holds, or which are to be assigned to the company pursuant to §§ 71a et seq. AktG may not, at any time, exceed 10 % of the respective share capital.

The authorization shall apply for the acquisition of treasury shares until (and including) 8 March 2028.

The authorization may be executed, in whole or in part, once or several times, in pursuit of one or several objectives by the company, a business entity dependent on it or majority owned by it (“group companies”) or via third parties acting for its or their account. The authorization may not be used for the purposes of trading in treasury shares.

- c) The shares are acquired on the stock exchange or by means of a public offering directed to all shareholders of the company or by granting rights to tender shares to the shareholders.

(1) If the shares are acquired on the stock exchange, the consideration per share paid by the company (excluding ancillary acquisition costs) may neither exceed nor fall short of the price as determined on the trading day through the opening auction of XETRA trading (or a comparable successor system used in place of the Xetra system) at the Frankfurt stock exchange by more than 10 % and 20 % respectively.

(2) If the shares are acquired by means of a public offering directed to all shareholders of the company, the purchase price offered or the threshold values of the price range offered per share (excluding ancillary acquisition costs) may neither exceed nor fall short of the mean price of the closing auction prices of XETRA trading (or a comparable successor system used in place of the Xetra system) at the Frankfurt stock exchange on the last three trading days prior to the day on which the offer is published by more than 10 % and 20 % respectively. In the event of material deviations of the relevant price or the threshold values of the price range offered following publication of a purchase offer, the offer may be adjusted. In this case, the mean price of the last three trading days prior to the publication of a possible adjustment shall be used as the basis. The tender offer may include additional terms and conditions. The volume of the offer may be limited. If the total subscription of the tender offer exceeds

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this volume, the shareholders' right to tender shares may be excluded to the extent that acquisition shall be in proportion to the shares offered. Provision may be made for a preferred acceptance of small tenders of up to 100 shares per shareholder to acquire shares offered by the company.

(3) If the shares are acquired by granting rights to tender shares to the shareholders, these shares may be allocated per share of the company. Based on the ratio of the company's share capital to the volume of the shares to be redeemed by the company, a specified number of rights to tender shares entitles a shareholder to sell one share in the company to the company. Rights to tender shares may also be allocated in such a manner that one right to tender shares is allocated per number of shares defined on the basis of the ratio of the share capital stock to the number of treasury shares to be acquired by the company. Fractions of rights to tender shares shall not be allocated; the corresponding fractional rights to tender shares shall be excluded. The company may determine either a purchase price or a price range at which a share can be sold to the company when one or several rights to tender shares are exercised. If the company defines a purchase price range, the final purchase price shall be determined on the basis of the exercise notices received. The purchase price or the threshold values of the purchase price range (excluding ancillary acquisition costs in each case) at which a share can be sold to the company if one or several rights to tender shares are exercised shall be determined on the basis of the provisions in the preceding (2). In this process, the relevant closing prices shall be determined on the basis of the day on which the redemption offer is published, by granting rights to tender shares, and in the event of an adjustment of the redemption offer, on the basis of the day on which the adjustment is published. The company may specify further details of the rights to tender shares, in particular its content, term and, if applicable, negotiability.

d) Other than through a sale on the stock exchange or by way of an offer to all shareholders, the Management Board is authorized, subject to the consent of the Supervisory Board, to use the treasury shares acquired on the basis of this or any previously given authorizations for any legal purposes, in particular the following purposes:

(1) They may be retired, subject to the consent of the Supervisory Board, without a further resolution of the General Meeting being required as to the retirement or implementation. Their retirement may also be effected without any capital reduction, by adapting the pro rata amount of the other shares to that of the company's share capital. In such event, the Management Board is authorized to adjust the number of shares stated in the Articles of Association.

(2) They may be offered for acquisition or transferred, subject to the consent of the Supervisory Board, to persons currently or formerly employed by the company or any of its consolidated subsidiaries as well as to Board members of any of the company's consolidated subsidiaries in connection with a possible share-based compensation or in relation with a share-based remuneration and/or employee share programs of the company or of the group companies provided that an employment or a board member relationship exists between them at the time of the offer or the commitment. They may also be offered for acquisition or granted or transferred to members of the Management Board of DATAGROUP SE. To the extent that treasury shares are to be offered or granted or transferred to the members of the Management Board, this authorization shall apply to the Supervisory Board. The details for the remuneration of the Management Board members shall be determined by the Supervisory Board.

(3) They may be offered for acquisition and transferred, subject to the consent of the Supervisory Board, to third parties against contributions in kind, particularly in connection with business combinations or the acquisition of companies, parts of companies, participations, or shares. This also includes the granting



of conversion or subscription rights or of call options as well as transferring shares as part of a securities lending transaction.

(4) They may be sold for cash, subject to the consent of the Supervisory Board, to individual shareholders or third parties, if the price is not materially lower than the stock market price on the date of such sale (§ 186 (3) sentence 4 AktG).

(5) They may be used, subject to the consent of the Supervisory Board, to fulfill conversion and/or option rights or obligations arising from or in connection with convertible and/or warrant bonds, profit participation rights or participating bonds (or combinations of these instruments) with conversion or option rights or obligations ("bonds") issued by the company or one of its group companies.

Under this ruling, shares used pursuant to the authorization under lit. d) point (4) and (5) may not exceed 10 % of share capital at the time of their use provided they are issued pursuant to § 186 (3) sentence 4 AktG (exclusion of subscription rights against contribution in cash not significantly below market price). This maximum limit shall include shares issued or sold in direct or corresponding application of § 186 (3) sentence 4 AktG during the effective period of this authorization up to this point in time. The limit also includes shares that were issued or are to be issued to service bond to the extent that these bonds were issued during the effective period of this authorization up to this point in time pursuant to § 186 (3) sentence 4 AktG.

- e) The authorizations under lit. d) may be executed once or several times, individually or jointly, in whole or in part, also by group companies or by third parties acting on behalf of the company or its group companies.
- f) The subscription rights of the shareholders relating to acquired treasury shares shall be excluded to the extent that these shares are used pursuant to the above authorizations under lit. d) point (2) to (5). Furthermore, the Management Board is authorized, in the event of an offer to acquire treasury shares to all shareholders, to grant a subscription right for the shares to the holders of option rights and bonds issued by the company or one of its group companies to the extent they would be entitled to if the respective option and/or conversion rights had already been exercised. In these cases, the subscription right of the shareholders shall also be excluded to this extent.
- g) The Management Board shall inform the Annual General Meeting of the reasons for and purpose of the acquisition of treasury shares, the number of acquired shares and the amount of share capital for which they account, the consideration paid for the acquisition of shares as well as the exclusion of subscription rights.



Management Report pursuant to § 71 (1) No. 8 sentence 5 in conjunction with § 186 (4), sentence 2 AktG, § 185 (3) sentence 4 (exclusion of subscription right in certain cases when treasury shares are sold) on agenda item 8:

In reference to item 8 of the agenda pursuant to §§ 71 (1) (8) sentence 5, half-sentence 2, 186 (4) sentence 2 AktG, the Management Board has drawn up a written report on the reasons for the exclusion. The report will be available for inspection by the shareholders in the company's premises from the time of convening the Annual General Meeting and can also be accessed on the internet under www.datagroup.de/hauptversammlung. Upon request, the report will be sent to the shareholders without delay and free of charge. It will also be available for inspection by the shareholders at the General Meeting. The report will be published as follows:

Agenda item 8 contains the proposal to authorize the company to acquire treasury shares until 8 March 2028 to the value of up to 10 % of the share capital at that time. This serves to renew the authorization dated 22 March 2017.

This authorization is meant to enable the Management Board to acquire treasury shares which in aggregate account for 10 % of the current share capital of the company in the interest of the company and its shareholders. The treasury shares acquired by the company may be resold on the stock exchange or by means of a public offer to all shareholders. These possibilities preserve the principle of equal treatment.

For this purpose, the company may acquire shares not only on the stock exchange but also through a public offer or by granting rights to tender shares to the shareholders.

In the case of a public purchase offer it may be the case that the quantity of shares in the company offered by the shareholders exceeds the number of shares required by the company. In such a case, allocation shall be based on quotas. It shall be possible to provide for the preferred acceptance of small tenders or small parts of tenders up to a maximum of 100 shares. This option aims at preventing fractions and small remainders when the acceptance ratio is determined and thus facilitates technical processing of the share buy-back. This also helps to prevent the de facto discrimination of small shareholders. Furthermore, the shares can be allocated in proportion to the shares tendered rather than the interest ratio because technically this allows the purchase process to be handled on an economically acceptable scale. The Management Board considers any resultant exclusion of a more extensive shareholders' right to tender shares to be objectively justified and appropriate from a shareholder's perspective.

In addition to acquiring shares on the stock exchange, or by public purchase offer made to all shareholders, the authorization also allows the company to acquire shares by means of rights to tender shares offered to the shareholders. Such rights to tender shares shall be defined in such a way that the company is obliged to only acquire whole shares. If rights to tender shares cannot be exercised, they will expire automatically. This procedure ensures equal treatment for shareholders and facilitates technical processing of the share buy-back.

The proposed authorization is intended to give the company the opportunity to acquire treasury shares and to offer them to third parties in connection with business combinations or as part of the acquisition of companies, parts of companies or shareholdings in companies. As a strategic holding, DATAGROUP SE is focused on the acquisition, restructuring and efficient administration of IT service companies which support the entire lifecycle of IT infrastructures. DATAGROUP is actively participating in the IT service market's consolidation process with its "buy and turn around" and its "buy and build" strategy.



The authorization is intended to provide the company with the necessary scope to respond in a fast, flexible and cost-efficient way in the context of corporate strategy and without having to take recourse to the stock markets and, on suitable occasions, to use treasury shares, in whole or in part, as a consideration for the acquisition of companies or parts of and/or shareholdings in such companies or for business combinations.

Having the possibility of using treasury shares in the cases above may turn out to be a more favorable form of financing for the company as opposed to payment in cash – as it conserves liquidity – and thus is also in the interest of the shareholders. For this reason, advantages may arise in the competition for attractive acquisition if the company can offer shares as a consideration. The subscription right of the shareholders shall be excluded.

The acquisitions above usually require quick decision-making so that a resolution of the Annual General Meeting would take too long when acquisition opportunities arise. The company can also make use of the authorized capital for the acquisition of companies or shareholdings therein. The decision on the nature of procurement of shares shall be made by the Management Board with the consent of the Supervisory Board but it will be guided solely by the interests of the company and the shareholders.

The company has the possibility to issue bonds with conversion or option rights against contribution in cash or in kind. In order to service rights arising under these bonds for subscription of shares in the company, it may be expedient from time to time to use treasury shares, in whole or in part, rather than increasing capital. The authorization also provides for these options. The subscription right of the shareholders shares shall be excluded.

Finally, the authorization allows the possibility to partially exclude the subscription right of shareholders in favor of the holders of bonds with option or convertible rights in the event that treasury shares are sold by means of an offer to all shareholders. In so doing, the company can grant the holders of bonds with option and/or conversion rights a subscription right as a protection against dilution, instead of reducing the option or conversion price.

Furthermore, the company should be in the position to issue shares to employees of the company or any of its consolidated subsidiaries as well as to Board members of any of the company's consolidated subsidiaries. The issue of shares to this category of persons promotes their integration into the company and a sense of shared responsibility. For this reason, the issue of shares to employees and managers is in the interest of the company and its shareholders. Again, to this extent, the subscription right of shareholders must be excluded.

The transfer of treasury shares instead of using authorized capital which may or may not be available can be an economically viable alternative as it helps to prevent the effort associated with a capital increase and the admission of new shares as well as dilution effects which might otherwise occur to a certain degree.

Furthermore, this is to create the foundations to ensure that the company's members of the Management Board can be offered shares in the company, in whole or in part, as a variable component of remuneration instead of or in addition to cash payment (bonus). Part of the remuneration is deferred by offering share-based instruments to the Management Board members, which increases the loyalty to the company as the Management Board participates in a sustainable increase in the value of the company. Variable components of remuneration can be created which give an incentive for a long-term and sustainable corporate management. The details for the remuneration of the Management Board members shall be



determined by the Supervisory Board. Again, to this extent, the subscription right of shareholders must be excluded.

Treasury shares acquired on the basis of a resolution taken to authorize the buy-back may be retired without requiring a new resolution of the Annual General Meeting. To this end, the Annual general meeting refers the decision regarding the retirement of shares to the Management Board.

This is intended to enable the company, subject to the consent of the Supervisory Board, to sell acquired treasury shares, under exclusion of the subscription right, to individual shareholders or third parties also against cash contribution. Under these terms, it is also possible to sell shares over the counter. Such a sale requires that the price obtained is not materially lower than the stock market price of a share on the date of such sale. With this authorization, which is equivalent to an exclusion of subscription rights, the company makes use of the possibility permitted under § 71 (1) No. 8 AktG in corresponding application of § 186 (3) sentence 4 AktG of the simplified exclusion of subscription rights. Above all, this is intended to enable the company to offer shares in the company to institutional investors and to expand the range of shareholders in the interest of the company. The possibility to sell reacquired treasury shares against cash contribution under exclusion of the shareholders' subscription right is in the interest of the company in generating the best possible price when selling treasury shares. This places the company in the position to use the options provided by the respective stock market opportunities quickly, flexibly and inexpensively.

The interests of the shareholders are taken into account because the shares may be sold only at a price that is not substantially lower than the market price of shares of the same class at the time the commitment to sell is made.

This does not only include the shares acquired under this authorization resolution. The authorization shall also include shares which were acquired earlier. It is advantageous and creates further flexibility if these treasury shares can be used in the same way as the shares acquired under the new authorization resolution.

The proposed authorization ensures that the number of treasury shares issued pursuant to agenda item 8 d) point (4) and (5) together with other treasury shares with simplified exclusion of subscription rights in corresponding application of § 186 (3) sentence 4 AktG, together with other treasury shares, which were issued or sold in direct or corresponding application of this provision during the effective period of this authorization, does not exceed the limit of 10 % of the share capital at the time the treasury shares are used. This limit also includes those shares that were issued or are to be issued on the basis of bonds issued with conversion and/or option rights up to this point in time, to the extent that these bonds were issued during the effective period of the authorization under agenda item 8 pursuant to § 186 (3) sentence 4 AktG under exclusion of subscription rights.

The Management Board will report to the General Meeting on any exercise of the authorization to acquire own shares and about the exclusion of the subscription right pursuant to § 71 (3) sentence 1 AktG.



9. Resolution on the appointment of the auditors for fiscal year 2022/2023 and for any required audit review of interim financial reports

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 2022/2023 fiscal year and
- as auditors for any required audit review of interim financial reports pursuant to §§ 115 et seq WpHG for the 2022/2023 and 2023/2024 fiscal years before the next Annual General Meeting provided the standards above are applicable to the company.

B. Information on attending the Annual General Meeting and for exercising voting right

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 value 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.

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
Postfach 1106
71117 Grafenau
Email: hauptversammmlung@art-of-conference.de
Fax: +49 711 4709713



Evidence of share ownership must refer to the beginning of the 21st day prior to the Annual General Meeting, 2/16/2023 (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 3/2/2023 (00:00 AM CEST). 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, admission tickets for the Annual General Meeting will be sent to the shareholders. In order 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 proxy

Shareholders can have their voting rights exercised by a proxy, e.g. a bank or a shareholders' association. Proxy authorizations, the revocation thereof and proof of authorization of the voting proxy vis-à-vis the company must always be in text form (§ 126b BGB), provided that no authorization was granted pursuant to § 135 AktG. 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. In these cases, shareholders are requested to contact the person to be appointed as proxy to decide on the form of proxy. 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.



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: +49 7127 970 033
E-Mail: hv@datagroup.de

The company also offers its shareholders to appoint a voting proxy nominated by the company. Proxy authorizations, the revocation thereof and proof of authorization of the voting proxy vis-à-vis the company must be in text form. We ask you to use the downloadable proxy form from the company's website to appoint a voting proxy. Please note that the voting proxies of the company can only vote your shares on agenda items on which you have given voting instructions. The proxy authorization and instructions to the proxy representatives must be received by the company no later than 8 March 2023 at the close of 12:00 AM 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 authorizations 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 you must register and submit evidence of your shareholding correctly, even if you appoint a proxy. If a shareholder authorizes more than one person, the company may deny entrance to one or more of these persons.

5. Additional agenda item proposals pursuant to Art. 56 (2) and (3) of the Council Regulation (EC) No 2157/2001 of 10/8/2001 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 500,000.00 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 2/12/2023 (00:00 AM CET). Please submit the corresponding requests to:

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



6. 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 be accompanied by supporting information. 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: +49 7127 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 supporting information as well as any comment by management, if any, on the internet at www.datagroup.de/annualgeneralmeeting/. 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 2/22/2023 (00:00 AM CET).

7. 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 general meeting provided that such information is necessary for the proper assessment of an agenda item. This duty to inform also applies to the 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 they can be properly answered. This is no formal requirement for a response. The shareholder right of information remains unaffected by this.

8. Information on the website of the company

This convocation 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 10/8/2001 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 at <http://www.datagroup.de/hauptversammlung> shortly after convening the Annual General Meeting.

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



9. 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 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) in conjunction with §§ 118 et seq. Stock Corporation Act 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.

The processing of personal data of guests of the Annual General Meeting in relation to the registration and participation of guests is based on Art. 6 (1) lit. f) of the General Data Protection Regulation (GDPR). DATAGROUP SE has a legitimate interest in enabling guests to register for and participate in the Annual General Meeting.

Where the personal data is not given by you or by your representative in connection with the registration for the Annual General Meeting, the personal data of the shareholders will be sent by your custodian financial institution or a third party involved in the registration process.

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

If you authorize another person to follow the Annual General Meeting and/or to execute the corresponding rights, DATAGROUP SE will process the name and address of the authorized person to ensure orderly implementation of the Annual General Meeting. In this case, you are required to inform the authorized person about the processing of personal data by DATAGROUP SE.

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. DATAGROUP will state the name and address of the applicant when additional agenda items and counterproposal or election proposals are published. Shareholders and shareholder representatives can view the list of attendees to the Annual General Meeting provided it is open to the public.



Depending on the individual case, the aforementioned data will be kept for a period of up to three years (but not less than two 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.

Your data will not be subject of an automated processing of data. As a guest you are not obliged, neither legally nor contractually, to provide your personal data in the context of the Annual General Meeting. However, it is not possible to attend the Annual General Meeting without provision of your personal data.

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) and the right to object to processing in accordance with statutory requirements. To exercise your rights simply send an email to: hv-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. 15
97082 Würzburg
Email: office@datenschutz-sued.de

Pliezhausen, January 2023

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. DATAGROUP is located directly next to this exit. (**Attention:** Do not turn off at exit Pliezhausen / Kirchentellinsfurt!).

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.

