

# 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, 14 March 2024,  
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 (Aktiengesetz, AktG), shall apply to DATAGROUP SE due to the reference provisions of Art. 5, Art. 9 (1) lit. c) ii), Art. 53 as well as Art. 61 of the Council Regulation (EC) No 2157/2001 of 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 01.10.2022 to 30.09.2023 as well as the auditor's report**

*Note: The documents above can be accessed on the internet at [www.datagroup.de/agm](http://www.datagroup.de/agm) . 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 2022 to 30 September 2023**

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

The net income of EUR 75,845,069.99 generated in the fiscal year from 1 October 2022 to 30 September 2023 will be used as follows:

- |  |                   |
|--|-------------------|
| ▪ Distribution of a dividend of EUR 1.50<br>per eligible share<br>for 8,331,459 shares, in total | EUR 12,497,188.50 |
| ▪ Total net income to be carried forward<br>to new account                                       | EUR 63,347,881.49 |

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 2022 to 30 September 2023**

The Management Board and the Supervisory Board propose to discharge the members of the Management Board mentioned under lit. a) to c) for the fiscal year ended 30 September 2023:

- a) Andreas Baresel
- b) Dr. Sabine Laukemann
- c) Oliver Thome

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 2022 to 30 September 2023**

The Management Board and the Supervisory Board propose to discharge the members of the Supervisory Board mentioned under lit. a) to c) for the fiscal year ended 30 September 2023:

- a) Heinz Hilgert
- b) Hubert Deutsch
- c) Hans-Hermann Schaber

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 appointment of the auditors for fiscal year 2023/2024 and for any required audit review of interim financial reports**

The Supervisory Board proposes BANSBACH GmbH Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Löffelstraße 40, 70597 Stuttgart

- be elected as auditors for the company and the Group for the 2023/2024 fiscal year and
- as auditors for any required audit review of interim financial reports pursuant to §§ 115 et seq WpHG for the 2023/2024 and 2024/2025 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 rights**

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 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: [hauptversammlung@art-of-conference.de](mailto:hauptversammlung@art-of-conference.de)  
Fax: +49 711 4709713

Evidence of share ownership must refer to the beginning of the 21st day before the Annual General Meeting, 22 February 2024 (00:00 AM CEST), and must be received by the company together with the registration at the above address at least six days before the meeting, i.e. no later than 7 March 2024 (00:00 AM CEST). This is also in accordance with § 123 (4) sentence 2 AktG, as amended by the bill to finance future-proof investments (Future Financing Act) by virtue of which the evidence must refer to the close of business of the 22nd day before the Annual General Meeting. Because the statutory closing date for evidence complies in substance with the effective date pursuant to the previous legislation of § 123 (4) sentence 2 AktG (old version) and § 17 (2) of the company's Articles of Association, namely the beginning of the 21st day before the Annual General Meeting. Evidence in text form issued by the custodian bank shall suffice as evidence of share ownership. After the company has received 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 decisive 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, for instance 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 may only contain declarations associated with the exercise of the 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 or by email:

DATAGROUP SE  
Team Hauptversammlung  
Wilhelm-Schickard-Straße 7  
72124 Pliezhausen  
E-Mail: [hv@datagroup.de](mailto:hv@datagroup.de)

The company also provides the option to its shareholders to authorize 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 may only exercise the voting right on those items on the agenda on which you have provided voting instructions. The proxy authorization and instructions to the proxy representatives must be received by the company at the contact details above no later than 12.03.2024 at the close of 6.00 PM CET, either as a signed original sent to the postal address above or by email as a scanned document. 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 proper registration and proof of share ownership in text form are also required when authorizing 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 18.02.2024 (00:00 AM CET). Please submit the corresponding requests to:

DATAGROUP SE  
Management Board  
Wilhelm-Schickard-Straße 7  
72124 Pliezhausen

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

Furthermore, shareholders are entitled to send to the company countermotions against a proposal made by the Management Board and/or Supervisory Board regarding specific agenda items and election proposals. Countermotions must be accompanied by supporting information. Shareholders are asked to prove their qualification as shareholder at the time of the 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  
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/agm](http://www.datagroup.de/agm). 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 general meeting, i.e. no later than 28.02.2024 (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. The duty to provide information shall also extend to the company's legal and business relations 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 08.10.2001 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 [www.datagroup.de/agm](http://www.datagroup.de/agm) 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](mailto: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 countermotion 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 it suffices to send an email to [hv-datenschutz@datagroup.de](mailto: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](mailto:office@datenschutz-sued.de)

Pliezhausen, January 2024

DATAGROUP SE  
Management Board



# DATAGROUP

## 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

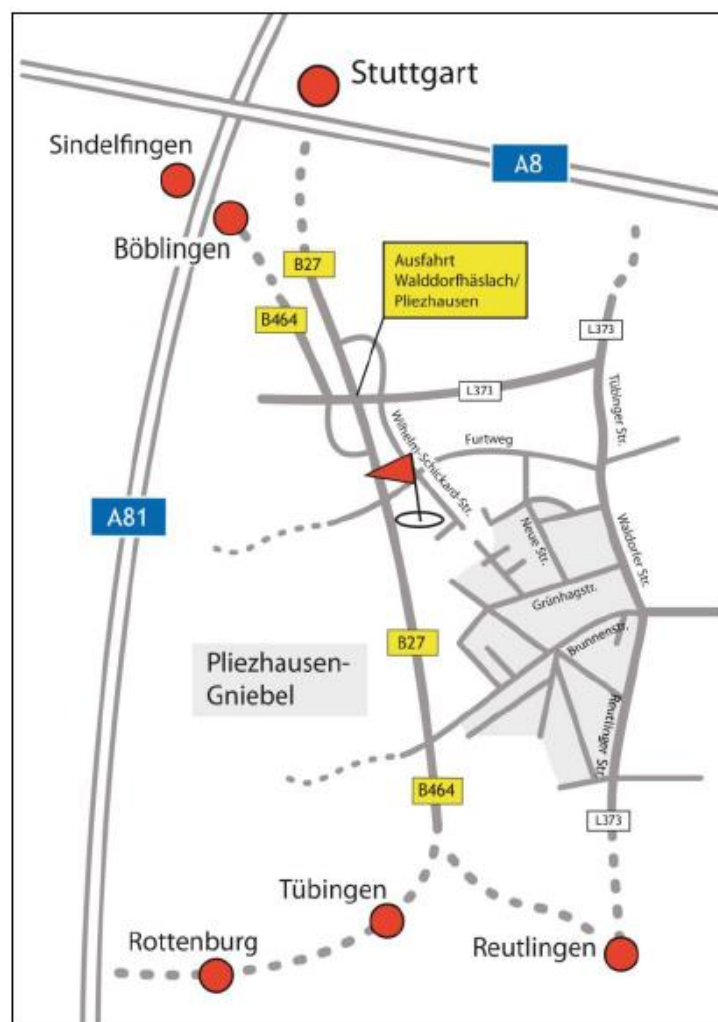
Turn off the A81 at Rottenburg / Tübingen junction via Rottenburg and take the B28 towards Tübingen. Then take the B27 direction Stuttgart and turn off at exit Pliezhausen / Walddorfhäslach / Böblingen. DATAGROUP is located directly next to this exit. (**Attention:** Do not turn off at exit Pliezhausen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



IT's that simple.