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**STRATEC SE**  
**Birkenfeld**

ISIN DE000STRA555 – WKN STRA55

**Invitation to the Annual General Meeting**

We hereby invite our shareholders to the

**Annual General Meeting of STRATEC SE**

to be held

**at 14:00 (CEST) on Friday, June 27, 2025.**

Pursuant to § 14 (14.7) of the Articles of Association of STRATEC SE in conjunction with § 118a of the German Stock Corporation Act (Aktiengesetz – hereinafter “AktG”), the Annual General Meeting will be held as a virtual Annual General Meeting without physical attendance by shareholders or their authorized representatives (except for the voting proxies appointed by the company) at the headquarters of STRATEC SE, Gewerbestr. 37, 75217 Birkenfeld (location of AGM pursuant to German Stock Corporation Law).

Further details can be found in the further disclosures and information about the convocation that are presented after the agenda.

**Agenda**

**1. Presentation of the adopted annual financial statements, the approved consolidated financial statements, the management report of STRATEC SE and the Group as of December 31, 2024, the report of the Board of Management in respect of the disclosures made pursuant to § 289a (1) and § 315a (1) of the German Commercial Code (Handelsgesetzbuch – hereinafter “HGB”), and the report of the Supervisory Board for the 2024 financial year**

The aforementioned documents are available on the company's website at [www.stratec.com/agm](http://www.stratec.com/agm). In accordance with applicable statutory provisions, no resolution is proposed to be adopted by the Annual General Meeting, as the Supervisory Board has already approved the annual financial statements and the consolidated financial statements prepared by the Board of Management.

## **2. Resolution on the appropriation of balance sheet profit**

The Board of Management and Supervisory Board propose that the balance sheet profit reported in the adopted annual financial statements of STRATEC SE as of December 31, 2024, amounting to € 113,232,111.92, be appropriated as follows:

Payment on July 2, 2025 of a dividend of € 0.60 per no-par share with dividend entitlement, corresponding to a total amount of € 7.293.565,20, and carrying forward of profit in the amount of € 105,938,546.72.

The proposed appropriation of profit accounts for the treasury stock shares held directly or indirectly by the company upon the convocation of the meeting; these are not entitled to a dividend payment pursuant to § 71(b) AktG. The number of shares with dividend entitlement may change prior to the Annual General Meeting. In this case, a correspondingly amended proposal for the appropriation of profit will be submitted for resolution by the Annual General Meeting without changing the proposed payment of € 0.60 per no-par share with dividend entitlement.

## **3. Resolution ratifying the actions of the members of the Board of Management**

The Board of Management and Supervisory Board propose that the actions of the members of the Board of Management in office during the 2024 financial year be ratified for the 2024 financial year.

## **4. Resolution ratifying the actions of the members of the Supervisory Board**

The Board of Management and Supervisory Board propose that the actions of the members of the Supervisory Board in office during the 2024 financial year be ratified for the 2024 financial year.

## **5. Resolution on the appointment of the auditor of the annual financial statements, the auditor of the consolidated financial statements, and the auditor of the sustainability reports**

### **a) Auditors of the annual and consolidated financial statements**

In line with the recommendation of its Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, be appointed auditor of the annual financial statements and consolidated financial statements for the 2025 financial year. The auditor of the annual financial statements shall also perform an audit or review of the semi-annual financial report as of June 30, 2025, insofar as this takes place. The Audit Committee has declared that its recommendation has not been unduly influenced by third parties and that no clause restricting its choice within the meaning of Article 16 (6) of the European Statutory Audits Regulation (Regulation (EU) No 537/2014 of the European Parliament and of the Council of April 16, 2014) has been imposed on it.

### **b) Auditor of the sustainability reports**

In line with the recommendation of its Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, be appointed auditor of the sustainability report and consolidated sustainability report for the 2025 financial year.

The appointment of the auditor of the sustainability reports by the Annual General Meeting is precautionary in case German legislators should require this auditor to be appointed by the Annual General Meeting as part of the implementation of Directive (EU) 2022/2464 of the European Parliament and of the Council of December 14, 2022 amending Regulation (EU) No 537/2014, Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU, as regards corporate sustainability reporting.

## **6. Resolution on the amendment of § 8 (8.1) of the Articles of Association**

The Board of Management and the Supervisory Board propose the expansion of the Supervisory Board and that § 8 (8.1) of the Articles of Association be formulated as follows:

“The Supervisory Board consists of five members.”

## **7. Resolution on the election of a member of the Supervisory Board**

Once the amendment to the Articles of Association that is to be voted on under Agenda Item 6 has been entered in the Commercial Register, the Supervisory Board of STRATEC SE shall consist of five people who are to be elected by the Annual General Meeting.

Subject to the entry of the amendment to the Articles of Association in the Commercial Register, which is to be resolved upon under Agenda Item 6, the Supervisory Board proposes – with consideration for the composition targets adopted by the Supervisory Board and the profile of skills and expertise prepared by the Supervisory Board for the board as a whole – that the following person be elected as a new Supervisory Board member until the end of the Annual General Meeting that resolves to grant official approval for the 2029 financial year:

**Ralf Leistner, Munich**

**Software engineer, Microsoft Deutschland GmbH, Munich**

Ralf Leistner is not currently a member of any other supervisory boards mandated by law or comparable supervisory committees of business enterprises within Germany and abroad within the meaning of § 125 (1) Sentence 3 AktG.

The Supervisory Board has ascertained that Ralf Leistner is able to invest the expected amount of time.

In the opinion of the Supervisory Board, Ralf Leistner is to be considered independent within the meaning of the German Corporate Governance Code. Furthermore, the Supervisory Board considers all existing members of the Supervisory Board (Prof. Dr. Georg Heni, Dr. Frank Hiller, Dr. Rolf Vornhagen, and Dr. Patricia Geller) independent within the meaning of the German Corporate Governance Code.

Ralf Leistner has notified the company that he holds more than 25% of the voting rights in STRATEC SE due to the attribution of voting rights. However, Ralf Leistner himself does not hold more than 10% of the voting stock of STRATEC SE directly.

From the convocation of the Annual General Meeting onwards, the CV of Ralf Leistner will be available on the website of the company at [www.stratec.com/agm](http://www.stratec.com/agm). The CV will also be available there during the Annual General Meeting.

## **8. Resolution on the approval of the remuneration report**

In accordance with § 162 AktG, the Board of Management and the Supervisory Board have prepared a report on the remuneration granted and owed in the 2024 financial year to each of the current or former members of the Board of Management and the Supervisory Board, which is being submitted to the Annual General Meeting for approval in accordance with § 120a (4) AktG.

Pursuant to § 162 (3) AktG, the remuneration report has been audited by the statutory auditor in order to determine whether the information required under § 162 (1) and (2) AktG was provided. Beyond the minimum statutory requirements, the statutory auditor also audited its content. The auditor's opinion on the remuneration report is attached to the remuneration report.

The Board of Management and the Supervisory Board propose the approval of the remuneration report for the 2024 financial year that has been prepared and audited in accordance with § 162 AktG.

From the convocation of the Annual General Meeting onwards, the remuneration report will be available on the website of the company at [www.stratec.com/agm](http://www.stratec.com/agm). The remuneration report will also be available there during the Annual General Meeting.

## **9. Resolution on the approval of the remuneration system for the members of the Board of Management**

In accordance with § 120a (1) AktG, the Annual General Meeting of the listed company adopts a resolution regarding the endorsement of the system governing the remuneration of the members of the Board of Management submitted to it by the Supervisory Board whenever the remuneration system substantially is modified, at a minimum, however, every four years. The Annual General Meeting of STRATEC SE last passed such a resolution on May 20, 2021, so a new resolution is now necessary. As part of the scheduled presentation of the remuneration system to the Annual General Meeting 2025, the Supervisory Board reviewed the remuneration system for the members of the Board of Management. As the remuneration system has proven effective in previous years, no fundamental adjustments were necessary; only isolated adjustments. The structure of the short-term variable remuneration (bonus) has been simplified and the sustainability aspect of the long-term variable remuneration (stock awards) has been strengthened. Furthermore, the relevant criteria have been defined objectively for the sake of greater transparency.

In line with the recommendation of its Remuneration Committee, the Supervisory Board proposes the endorsement of the new remuneration system for the members of the Board of Management of STRATEC SE.

From the convocation of the Annual General Meeting onwards, the new remuneration system – including an overview of key changes – will be available on the website of the company at [www.stratec.com/agm](http://www.stratec.com/agm). The remuneration system will also be available there during the Annual General Meeting.

## **10. Resolution on the cancelation of the existing Authorized Capital 2020/I, the creation of a new Authorized Capital 2025/I, and the amendment of the Articles of Association**

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

a) The authorized capital adopted under Agenda Item 6 by the Annual General Meeting of June 8, 2020 (§ 4 (4.5) of the Articles of Association) ends at the close of business on June 7, 2025, and shall be canceled when the entry of the new Authorized Capital 2025/I, which is subsequently to be resolved upon, in the Commercial Register takes effect.

b) A new authorized capital is to be created.

The Board of Management is authorized, subject to approval by the Supervisory Board, to increase the company's share capital on one or several occasions up to June 26, 2030, however by no more than € 2,400,000.00 in total, by issuing a maximum of 2,400,000 new shares in return for cash and/or non-cash contributions (Authorized Capital 2025/I). As a rule, shareholders are to be granted subscription rights. Subject to approval by the Supervisory Board, the Board of Management is nevertheless authorized:

aa) to exclude subscription rights for fractional amounts

bb) to exclude subscription rights insofar as the capital is increased to grant shares in return for non-cash contributions for the purpose of acquiring companies, parts of companies or participations in companies, or other assets

cc) to exclude subscription rights to the extent necessary to grant the bearers or creditors of warrant and/or convertible bonds with option or conversion rights or conversion obligations issued by the company, or by other companies in which the company directly or indirectly holds a majority stake, a right to subscribe to new shares to the extent to which they would be entitled after exercising the option or conversion rights or after satisfying conversion obligations

dd) to exclude subscription rights insofar as the part of the share capital attributable to the shares for which subscription rights are excluded does not exceed a total of 10% of the share capital which the company has upon the entry into force of this authorization or – if lower – upon its utilization and provided that the issue price for the new shares is not substantially lower than the stock exchange price for the already listed shares, and/or

ee) to execute a so-called scrip dividend where shareholders are given the option of contributing their dividend entitlement (either in whole or in part) to the company as a non-cash contribution in return for the granting of new shares from the authorized capital.

The authorizations to exclude subscription rights referred to in paragraphs aa) to ee) above are limited to a total amount that does not exceed 10% of the share capital existing upon the entry into force of

this authorization or – if lower – upon its utilization. In addition, shares that are issued or that must be issued to service bonds with conversion or option rights are also imputed to the aforesaid 10% cap if and insofar as the bonds are issued to the exclusion of subscription rights during the term of this authorization with analogous application of § 186 (3) Sentence 4 AktG. Furthermore, treasury stock shares are imputed to this limit if and insofar as they are sold to the exclusion of the shareholders' subscription rights with analogous application of § 186 (3) Sentence 4 AktG.

The Board of Management is further authorized to lay down the further details of the capital increase and its execution subject to approval by the Supervisory Board. The Supervisory Board is authorized to amend the Articles of Association in line with the execution of the capital increase.

c) Amendment of the Articles of Association

Article 4 (4.5) of the Articles of Association will be reworded as follows:

“The Board of Management is authorized, subject to approval by the Supervisory Board, to increase the company's share capital on one or several occasions up to June 26, 2030, however by no more than € 2,400,000.00 in total, by issuing a maximum of 2,400,000 new shares in return for cash and/or non-cash contributions (Authorized Capital 2025/I). As a rule, shareholders are to be granted subscription rights. Subject to approval by the Supervisory Board, the Board of Management is nevertheless authorized:

a) to exclude subscription rights for fractional amounts

b) to exclude subscription rights insofar as the capital is increased to grant shares in return for non-cash contributions for the purpose of acquiring companies, parts of companies or participations in companies or other assets

c) to exclude subscription rights to the extent necessary to grant the bearers or creditors of warrant and/or convertible bonds with option or conversion rights or conversion obligations issued by the company, or by other companies in which the company directly or indirectly holds a majority stake, a right to subscribe to new shares to the extent to which they would be entitled after exercising the option or conversion rights or after satisfying the conversion obligations

d) to exclude subscription rights insofar as the part of the share capital attributable to the shares for which subscription rights are excluded does not exceed a total of 10% of the share capital which the company has upon the entry into force of this authorization or – if lower – upon its utilization and provided that the issue price for the new shares does not fall substantially short of the stock exchange price for the already listed shares, and/or

e) to execute a so-called scrip dividend where shareholders are given the option of contributing their dividend entitlement (either in whole or in part) to the company as a non-cash contribution in return for the granting of new shares from the authorized capital.

The authorizations to exclude subscription rights referred to in paragraphs a) to e) above are limited to a total amount that does not exceed 10% of the share capital existing upon the entry into force of this authorization or – if lower – upon its utilization. In addition, shares that are issued or that must be issued to service bonds with conversion or option rights are also imputed to the aforesaid 10% cap if and insofar as the bonds are issued to the exclusion of subscription rights during the term of this authorization with analogous application of § 186 (3) Sentence 4 AktG. Furthermore, treasury stock shares are imputed to this limit if and insofar as they are sold to the exclusion of the shareholders' subscription rights with analogous application of § 186 (3) Sentence 4 AktG.

The Board of Management is further authorized to lay down the further details of the capital increase and its execution subject to approval by the Supervisory Board. The Supervisory Board is authorized to amend the Articles of Association in line with the execution of the capital increase.”

## **11. Resolution on the cancelation of the existing Conditional Capital IX/2020, the authorization of the Board of Management to issue convertible and/or warrant bonds and create new Conditional Capital XI/2025, and the amendment of the Articles of Association**

The Board of Management's authorization to issue convertible and/or warrant bonds granted by the Annual General Meeting on June 8, 2020 under Agenda Item 7 expires at the end of June 7, 2025. To enable the Board of Management to draw on attractive financing options for a further five-year term in order to continue to acquire debt capital for the company on favorable interest terms, existing Conditional Capital IX/2020 in Article 4 (4.7) of the Articles of Association is to be cancelled and replaced by a new authorization and new conditional capital.

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

### a) Cancellation of existing Conditional Capital IX/2020

Existing Conditional Capital IX/2020 will be cancelled upon the effective entry in the Commercial Register of the new Conditional Capital XI/2025 to be resolved hereinafter.

### b) Authorization to issue convertible and/or warrant bonds

#### aa) Duration of the authorization, nominal value, term, number of shares

The Board of Management is authorized, subject to approval by the Supervisory Board, to issue on one or several occasions up to June 26, 2030 registered convertible and/or warrant bonds (hereinafter collectively "partial bonds") up to a total nominal amount of up to € 8,000,000.00 with a term of no more than 20 years, and to grant the bearers or creditors of the partial bonds conversion or option rights in respect of new shares of the company with a prorated amount of share capital of up to a total of € 800,000.00 in accordance with the terms governing the convertible or warrant bonds.

The partial bonds may be issued in euros or in the legal currency of any OECD country provided that the equivalent euro amount is not exceeded. If the partial bonds are issued in a currency other than the euro, the equivalent euro amount is taken as the basis. This is determined by reference to the European Central Bank's euro purchasing price on the date on which the resolution to issue the partial bonds was adopted.

The partial bonds may also be issued by a domestic or foreign company in which STRATEC SE directly or indirectly owns the majority of voting rights and share capital. In this case, the Board of Management is authorized, subject to approval by the Supervisory Board, to assume the guarantee for repayment of the partial bonds on behalf of the company and to grant conversion or option rights for new shares in the company to the bearers or creditors of the partial bonds, to satisfy conversion or option obligations vested in shares of the company, and to submit any further declarations and perform any actions needed for a successful issue.

#### bb) Subscription rights, exclusion of subscription rights

The Board of Management is authorized, subject to approval by the Supervisory Board, to exclude shareholders' subscription rights in respect of partial bonds – if they are issued in return for cash consideration – if the Board of Management takes the view following its professional assessment that the issue price of the partial bonds does not fall materially short of their theoretical market value determined using recognized financial methods. To determine the market value, an expert opinion must be obtained from a suitably experienced investment bank or audit firm. However, the authorization to exclude subscription rights applies only to partial bonds with conversion or option rights or conversion obligations for shares to which a prorated amount of share capital of no more than 10% is attributable either at the time at which said authorization comes into force or at the time at which said authorization is exercised. Treasury stock shares are imputed to this limit if and insofar as they were sold to the exclusion of subscription rights during the term of this authorization pursuant to § 186 (3) Sentence 4 AktG. Furthermore, shares issued from authorized capital to the exclusion of subscription rights during the term of this authorization pursuant to § 186 (3) Sentence 4 AktG are also imputed to this limit.

The Board of Management is authorized, subject to approval by the Supervisory Board, to exclude the shareholders' subscription rights for fractional amounts that arise due to the subscription ratio.

#### cc) Conversion right, conversion obligation

In the case of the issue of convertible bonds, their bearers or creditors are granted the right to convert their bonds into new shares in accordance with the convertible bond terms laid down by the Board of Management, subject to approval by the Supervisory Board and taking into account the specifications of the Annual General Meeting, in particular with regard to the conversion price. The amount of share

capital attributable to shares issued upon conversion may not exceed the nominal amount of the convertible bonds.

The conversion ratio is determined by dividing the nominal amount of a convertible bond by the conversion price for a new share. The conversion ratio can also be obtained by dividing the issue price of a convertible bond that is below the nominal amount by the set conversion price for a new share.

The convertible bond terms may provide for a conversion obligation.

#### dd) Option right

In the case of the issue of warrant bonds, one or more options entitling the holder to subscribe new shares in accordance with the warrant bond terms laid down by the Board of Management, subject to approval by the Supervisory Board and taking into account the specifications of the Annual General Meeting, in particular with regard to the option price, are assigned to each bond

#### ee) Conversion or option price

The conversion or option price to be set in each case for a new share must amount to at least 80% of the reference price.

The "reference price" is,

if a book building process is performed: the volume-weighted average price of the company's share in the Xetra trading system (or a functionally comparable successor system) of the Frankfurt Stock Exchange in the period in which the credit institutions accompanying the issue carry out the book building process and during which investors can submit purchase orders for the partial bonds, or

if no book building process is performed:

if the partial bonds are offered to shareholders for subscription, the higher of the following two amounts: the unweighted average of the closing prices during the subscription period, excluding the last four days of the subscription period, and the closing price on the fifth-last day of the subscription period, or

if the partial bonds are not offered to shareholders for subscription, the unweighted average of the closing prices on the ten trading days prior to the date on which the Board of Management adopts its resolution on the issue price of the partial bonds.

The "closing price" is, for each single trading day, the closing price determined in the Xetra trading system (or a functionally comparable successor system) of the Frankfurt Stock Exchange during the closing auction or, if such a closing price is not determined on the trading day in question, the most recent price of the company's share determined in continuous trading in the Xetra trading system (or a functionally comparable successor system) of the Frankfurt Stock Exchange.

In all cases, however, the conversion or option price may not fall short of the lowest issue price as defined in § 9 (1) AktG.

Irrespective of § 9 (1) AktG, the conversion or option price may be reduced so as to preserve the value on the basis of an anti-dilution clause pursuant to the details of the convertible or warrant bond terms.

#### ff) Authorization to lay down further bond terms

The Board of Management is authorized, subject to approval by the Supervisory Board, to stipulate further details regarding the bond terms, the issue of partial bonds and the conversion procedure.

#### c) Creation of new Conditional Capital XI/2025

The share capital of the company is conditionally increased by up to € 800,000.00 by issuing up to 800,000 new shares (Conditional Capital XI/2025). Conditional Capital XI/2025 serves only to grant new shares to bearers or creditors of convertible or warrant bonds that are issued up to June 26, 2030 by the company or by a domestic or foreign company in which STRATEC SE directly or indirectly owns a majority of voting rights and share capital on the basis of the resolution adopted by Annual General Meeting on June 27, 2025. The shares will be issued at the conversion or option price determined in each case on the basis of the above resolution as well as of the resolutions to be adopted by the Board of Management and Supervisory Board. The conditional capital increase is only executed to the extent that the bearers or creditors of the convertible or warrant bonds exercise their conversion or option rights in respect of shares in the company or that the conversion obligations resulting from such bonds are satisfied. The new shares will – to the extent that they arise due to the exercising of conversion or subscription rights through to the start of the company's Annual General Meeting – participate in profit from the beginning of the previous financial year and otherwise from the

beginning of the financial year in which the shares arise due to the exercising of conversion or subscription rights.

The Supervisory Board is authorized to amend the wording of the Articles of Association following the full or partial utilization of the Conditional Capital or following expiry of the authorization period.

d) Amendment of the Articles of Association

Clause 4.7 of § 4 of the Articles of Association is reworded as follows:

“The share capital of the company is conditionally increased by up to € 800,000.00 by issuing up to 800,000 new shares (Conditional Capital XI/2025). Conditional Capital XI/2025 serves only to grant new shares to bearers or creditors of convertible or warrant bonds that are issued up to June 26, 2030 by the company or by a domestic or foreign company in which STRATEC SE directly or indirectly owns a majority of voting rights and share capital on the basis of the resolution adopted by Annual General Meeting on June 27, 2025. The shares will be issued at the conversion or option price determined in each case on the basis of the above resolution as well as of the resolutions to be adopted by the Board of Management and Supervisory Board. The conditional capital increase is only executed to the extent that the bearers or creditors of the convertible or warrant bonds exercise their conversion or option rights in respect of shares in the company or that the conversion obligations resulting from such bonds are satisfied. The new shares will – to the extent that they arise due to the exercising of conversion or subscription rights through to the start of the company’s Annual General Meeting – participate in profit from the beginning of the previous financial year and otherwise from the beginning of the financial year in which the shares arise due to the exercising of conversion or subscription rights.

The Supervisory Board is authorized to amend the wording of the Articles of Association following the full or partial utilization of the Conditional Capital or following expiry of the authorization period.”

## **12. Resolution on cancelation of Conditional Capital VI/2013**

Stock option rights issued on the basis of the authorization granted by the Annual General Meeting on June 6, 2013 can no longer be exercised. Conditional Capital VI/2013 therefore no longer has any function.

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

Conditional Capital VI/2013 is cancelled.

Article 4 (4.6.) of the Articles of Association is worded as follows:

“The share capital has been conditionally increased by up to € 220,000.00, divided into up to 220,000 shares (Conditional Capital VIII/2018). The conditional increase in capital serves to grant subscription rights (stock option rights) up to May 29, 2023 in accordance with the resolution adopted by the Annual General Meeting on May 30, 2018. The conditional increase in capital will only be executed to the extent that the holders of stock options make use of their subscription rights. The new shares will in each case participate in the profit from the start of the financial year in which they are issued.

The share capital has been conditionally increased by up to € 750,000.00, divided into up to 750,000 shares (Conditional Capital X/2023). The conditional increase in capital serves to grant subscription rights (stock option rights) up to May 16, 2028 in accordance with the resolution adopted by the Annual General Meeting on May 17, 2023. The conditional increase in capital will only be executed to the extent that the holders of stock options make use of their subscription rights. The new shares will in each case participate in the profit from the start of the financial year in which they are issued.

The Supervisory Board is authorized to amend the wording of the Articles of Association after all or part of the conditional capital has been utilized or once the authorization period has expired.”

## **13. Resolution on the re-authorization of the Board of Management to provide for the holding of a virtual Annual General Meeting and corresponding amendments to the Articles of Association**

The Annual General Meeting of May 17, 2023 authorized the Board of Management to provide for the Annual General Meeting to be held without physical attendance by shareholders or their authorized representatives at the meeting venue (virtual Annual General Meeting). The corresponding provision in § 14 (14.7) of the Articles of Association was entered in the Commercial Register of the company on July 3, 2023. The authorization is valid for virtual Annual General Meetings held in a period of two years following entry of this provision. It therefore expires on July 3, 2025.

The last two virtual Annual General Meetings of the company have been held in accordance with the new statutory provisions that are now permanently enshrined in the German Stock Corporation Act (AktG); the rights of shareholders were all fully protected, there were no relevant technical or organizational problems, attendance was high, and international investors actively participated in the meetings. In each case, the company opted not to require questions to be submitted in advance or restrict the opportunities to ask questions.

In light of this positive experience, the Board of Directors should once again be empowered to arrange a virtual Annual General Meeting in which national and international shareholders are able to exercise their participation rights without having to pay travel expenses, i.e. efficiently and using fewer resources. Furthermore, in the event of a pandemic or other crisis in which an Annual General Meeting cannot be held in person at all or only with unreasonable difficulty, it must be possible to effect necessary resolutions, such as on the appropriation of profit or the payment of a dividend, as well as other prudent resolutions in the interests of the company and its shareholders.

Therefore, a new authorization for the Board of Directors is to be resolved upon and § 14 (14.7) of the Articles of Association is to be reworded accordingly. The new authorization should not exhaust the maximum period of five years for holding virtual general meetings provided for by law, but rather merely apply for a period of two years following the entry of the amendment to the Articles of Association.

The Board of Management is to involve the Supervisory Board Chair in its decision-making processes regarding the format of future Annual General Meetings and, in each case, take into consideration the circumstances of the case in question as well as the interests of the company and its shareholders. In particular, it should continue to have consideration for the protection of shareholders' rights, as well as expenses, costs, sustainability considerations, and other potential aspects, such as the health of the participants. The economic position of the company and upcoming agenda items can also be factored into the decision on the format of the Annual General Meeting. For example, extraordinary structural measures could favor an in-person Annual General Meeting, whereas routine, recurring agenda items might give less cause for an Annual General Meeting to be held in person.

The Board of Management and the Supervisory Board propose that § 14 (14.7) of the Articles of Association be reformulated as follows:

“14.7. The Board of Management is authorized to provide for the Annual General Meeting to be held without physical attendance by shareholders or their authorized representatives at the meeting venue (virtual Annual General Meeting). The authorization is valid for virtual Annual General Meetings held in a period of two years following the entry of this provision of the Articles of Association, which was passed by the Annual General Meeting on June 27, 2025, in the Commercial Register of the company.”

## **14. Resolution on authorization to acquire and sell treasury stock shares**

The authorization granted by resolution of the Annual General Meeting on June 8, 2020 expires at the end of June 7, 2025. A new authorization is to be resolved to enable the company to acquire and subsequently use treasury stock shares for a further five years.

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

a) The company is authorized to acquire treasury stock shares on one or several occasions through to June 26, 2030, in whole or in partial amounts, up to a total of 10% of current share capital for any purpose permitted within the scope of the legal restrictions and on the conditions stipulated below. The authorization may not be used for trading in treasury stock shares.

At no time may more than 10% of share capital be attributable to the sum of treasury stock shares thereby acquired and treasury stock shares already acquired by the company and still in its possession.

The shares may be acquired via the stock exchange, by way of a public purchase offer, by means of a public call to submit offers to sell, or by issuing tender rights to shareholders.

aa) If acquired via the stock exchange, treasury stock shares are acquired at current stock exchange prices.

bb) If the shares are acquired outside the stock exchange by way of a public purchase offer, the purchase price per share (excluding ancillary acquisition costs) offered by the company may not be more than 10% higher or lower than the average stock exchange price determined by the closing auction of shares of the company of the same class in the Xetra trading system (or a functionally comparable successor system) in the five trading days preceding publication of the purchase offer.

The offer may be adjusted if, after publication of a purchase offer, the relevant price deviates substantially from the purchase price thereby offered. In this case, the average price determined by the closing price of company shares of the same class in the Xetra trading system (or a functionally comparable successor system) on the five trading days preceding publication of any adjustment is taken as the basis and the 10% limit is applied to this amount.

The volume of the public purchase offer may be restricted. If the volume of shares offered in a public purchase offer exceeds the volume of shares to be repurchased, the acquisition may be performed, subject to the partial exclusion of any statutory tender rights on the part of shareholders, based on the proportion of shares offered (tender ratio) rather than on the shareholdings held by the respective shareholders (participation ratios). Moreover, subject to the partial exclusion of any statutory tender rights on the part of shareholders, offers for low numbers of up to 100 shares per shareholder may be given preferential treatment, and the number of shares may be rounded up or down in line with commercial principles to avoid fractional shares.

cc) If the acquisition takes place via a public call addressed to all shareholders to submit offers to sell, the company will set a purchase price range per share within which the offers to sell can be submitted. The purchase price range may be adjusted if, after publication of a purchase offer, the stock exchange price deviates substantially from the respective price upon publication of the call to submit offers to sell. The purchase price per share (excluding ancillary acquisition costs) to be paid by the company, which it determines based on the offers to sell received, may not be more than 10% higher or lower than the average stock exchange price determined by the closing auction of company shares of the same class in the Xetra trading system (or a functionally comparable successor system) in the five trading days preceding the sale of the shares. The reference date is the date on which the company's Board of Management takes the final, formal decision on the publication of the call to submit offers to sell or any adjustment to such.

The acceptance volume may be restricted. If such restriction means that not all of several similar offers to sell can be accepted, the acquisition may be executed, subject to the partial exclusion of any statutory tender rights on the part of shareholders, in accordance with the tender ratios rather than the participation ratios. Moreover, subject to the partial exclusion of any statutory tender rights on the part of shareholders, offers for low numbers of up to 100 shares per shareholder may be given preferential treatment, and the number of shares may be rounded up or down in line with commercial principles to avoid fractional shares.

dd) If the acquisition is executed by way of tender rights made available by the company to its shareholders ("put options"), these can be allocated per share of the company. Based on the ratio of company share capital to the volume of shares to be repurchased by the company, a corresponding number of put options confers the right to sell one company share to the company. The put options may also be allocated such that one put option is allocated to a number of shares based on the ratio of share capital to the repurchase volume. Put options are not allocated in fractions. In this case, the corresponding tender rights are excluded. The price or limits of the range of purchase prices offered (each excluding ancillary acquisition costs) at which a share can be sold to the company by exercising the put option is determined in line with the provisions of paragraph cc) above. The reference date is the date on which the respective adjustment is published. The company's Board of Management determines further details concerning the put options, especially their content, term, and, if applicable, their tradability.

b) well as selling treasury stock shares via the stock exchange or by way of a public offer addressed to all shareholders, the Board of Management is also authorized

aa) to retire the acquired treasury stock shares, subject to approval by the Supervisory Board, without any further resolution of the Annual General Meeting. In this case, the Supervisory Board is authorized to amend the wording of the Articles of Association in line with the scope of capital reduction

bb) to use the acquired treasury stock shares, subject to the exclusion of shareholders' subscription rights, to service subscription rights granted to members of governing bodies and employees of the company and companies in which it holds a majority stake under the terms of stock option plans based on resolutions adopted by the Annual General Meetings on May 30, 2018 and May 17, 2023

cc) to sell the acquired treasury stock shares, subject to the exclusion of shareholders' subscription rights, to third parties in return for non-cash consideration in the context of business combinations or to acquire companies, parts of companies, or participations in companies

dd) to sell the acquired treasury stock shares, subject to the exclusion of shareholders' subscription rights, to third parties in ways other than via the stock exchange, provided that the price at which the shares are sold (excluding ancillary sale costs) does not fall materially short of the average closing

price of the company share in the Xetra trading system (or a functionally comparable successor system) on the Frankfurt Stock Exchange on the five trading days before the obligation to sell arises (ee) to issue the acquired treasury stock shares to execute a so-called scrip dividend, with the Board of Management being authorized to exclude subscription rights.

For the authorizations set out in bb) to ee), the sum of the company shares sold to the exclusion of subscription rights and the new company shares issued since the granting of this authorization to the exclusion of subscription rights pursuant to § 186 (3) Sentence 4 AktG may not exceed a total of 10% of company share capital either at the time when this authorization comes into force or – if lower – at the time when it is exercised. Shares issued or sold in direct or analogous application of this provision during the term of this authorization through to its utilization are imputed to this limit.

The authorizations in aa) to ee) may be exercised in whole or in part, individually or jointly, and on one or several occasions. They also cover the use of company shares that were acquired on the basis of § 71d AktG.

\* \* \*

### **Annex to Agenda Item 10:**

The Board of Management has prepared the following report on Agenda Item 10 pursuant to § 203 (2) in conjunction with § 186 (4) Sentence 2 AktG:

Subject to approval by the Supervisory Board, the Board of Management should have the option in future as well of drawing on financing opportunities to pursue business opportunities and strengthen the equity base in the interests of the company. The Board of Management and Supervisory Board deem it expedient for the company to retain its ability to increase its share capital at short notice by drawing on authorized capital and, if necessary, to exclude shareholders' subscription rights. Therefore, the Authorized Capital 2020/I is to be replaced with a new authorized capital ("Authorized Capital 2025/I").

Excluding subscription rights for fractional amounts makes it possible to achieve even figures to create a practicable subscription ratio and thereby facilitate the technical execution of the new share issue.

Furthermore, shareholders' subscription rights can be excluded, subject to approval by the Supervisory Board, for capital increases executed in return for non-cash contributions, and in particular to facilitate the acquisition of companies or participations in companies in return for the granting of shares. This is an increasingly common form of acquisition. In practice, the owners of attractive acquisition targets often require shares of the acquiring company to be offered as consideration, especially for the sale of their shares or of a company. To be able to acquire such objects as well, the company needs to be able to increase its share capital in return for non-cash contributions and to the exclusion of the shareholders' subscription rights at very short notice. In addition, the company will be able to acquire not only company participations, but also other assets, such as receivables due to the company, without having to use its own liquidity unduly. Should specific acquisition opportunities arise, the Board of Management will carefully consider on a case-by-case basis whether it will draw on the authorization to increase the capital to the exclusion of subscription rights. It will only exclude subscription rights if acquisition in return for issuing company shares is necessary in the company's interests.

The Board of Management is also to be authorized to exclude shareholders' subscription rights, subject to approval by the Supervisory Board, to the extent necessary to grant to the bearers and/or creditors of conversion and/or option rights or to the debtors of conversion and/or option obligations arising from bonds that have been issued by the company or by a subsidiary affiliate, a right to subscribe to new shares to the extent to which they would be entitled after exercising the conversion and/or option rights or satisfying the conversion and/or option obligations. Convertible or warrant bonds often have dilution protection to make them easier to place on the capital market. Dilution protection customarily takes the form of monetary compensation or, alternatively, the reduction in the conversion or option price or adjustment in the conversion ratio. In addition, conversion and warrant bond terms usually provide that, especially for capital increases with subscription rights granted to shareholders, the bearers or creditors of conversion or option rights or the debtors of conversion or option obligations may be granted a right to subscribe new shares in the same way as shareholders, rather than dilution protection via the aforesaid mechanisms. Should the Board of Management draw on this possibility, the bearers and creditors, or debtors, are placed in the same position they would otherwise be in if they had already exercised their conversion or option rights or satisfied their

conversion or option obligations. This offers the advantage that the company – unlike with dilution protection based on reducing the conversion or option price or adjusting the conversion ratio – can achieve a higher issue price for the shares issued upon the conversion or exercising of the options and need not pay monetary compensation. To achieve this, subscription rights have to be excluded.

Furthermore, subject to approval by the Supervisory Board, it is envisaged that subscription rights may be excluded in the event of a further share placement to the extent that the part attributable to the new shares does not exceed 10% of the share capital available upon the entry into force of the authorization, and the issue price for the new shares does not fall materially short of the stock exchange price for shares already listed in accordance with the statutory provisions of § 186 (3) Sentence 4 AktG. This exclusion of subscription rights enables the company to cover its financial needs swiftly and to benefit from favorable capital market conditions by raising new equity close to the stock exchange price.

Subject to approval by the Supervisory Board, it should also be possible to exclude subscription rights to execute a so-called scrip dividend on optimal terms. With scrip dividends, shareholders have the option of contributing their claim to payment of the dividend based on the resolution adopted by the Annual General Meeting with regard to the appropriation of the profit either in full or in part to the company as a non-cash contribution in order to subscribe new company shares. Depending on the capital market situation, it may in specific cases be in the interests of the company and its shareholders to offer and execute a scrip dividend without being bound by the restrictions stipulated in § 186 (1) AktG (minimum subscription period of two weeks) and § 186 (2) AktG (announcement of the issue price no later than three days prior to the end of the subscription period). The Board of Management should therefore also be authorized to offer new shares for subscription to all shareholders with dividend entitlement in return for the contribution of their dividend entitlement, with due observance of the general equal treatment principle (§ 53a AktG), but – subject to approval by the Supervisory Board – with the formal exclusion of all subscription rights. The formal exclusion of subscription rights makes it possible to execute the scrip dividend on more flexible terms. Given that new shares are offered to all shareholders and excess partial dividend amounts are settled with a cash dividend, the exclusion of subscription rights would also appear to be justified and appropriate.

As the exclusion of subscription rights is limited to a maximum of 10% of the share capital existing upon the entry into force of this authorization, any potential dilution of the voting rights of those shareholders whose subscription rights are excluded is also limited.

The company currently has no specific plans to draw on Authorized Capital 2025/I. The advance resolutions hereby proposed with the possibility of excluding subscription rights conform to national and international norms. All cases hereby proposed in which subscription rights are excluded require approval by the Supervisory Board. The Board of Management will carefully consider, on a case-by-case basis, whether it is necessary and to the company's benefit to make use of this authorization to increase capital to the exclusion of subscription rights before obtaining Supervisory Board approval. The Board of Management will report to each subsequent Annual General Meeting about each occasion on which it draws on this authorization.

### **Annex to Agenda Item 11:**

The Board of Management has prepared the following report on Agenda Item 11 pursuant to § 221 (4) in conjunction with § 186 (4), Sentence 2 AktG:

With the requested authorization, the Board of Management and Supervisory Board would like to draw on the opportunity provided by lawmakers to create equity by issuing bonds with conversion or option rights to shares. Ensuring the availability of adequate equity resources is essential for the company's development. Moreover, issuing convertible or warrant bonds allows the company, in the first instance, to obtain debt capital on favorable interest terms.

With regard to the issue of convertible or warrant bonds, the Board of Management is authorized to exclude subscription rights pursuant to § 186 (3) Sentence 4, § 221 (2) and (4) Sentence 2 AktG. This statutory possibility of excluding subscription rights enables the management to swiftly exploit favorable stock market situations and, by means of pricing that is as close as possible to market pricing, achieve the most favorable possible terms when setting the interest rate, conversion or option price and issue price for the convertible or warrant bonds. Upholding subscription rights would mean that it would not be possible to set terms that are as close as possible to market conditions. That is because such terms generally have to be set when the subscription period begins, thus removing the option of accounting for market factors during this period. The exclusion of subscription rights also makes it possible to diversify the company's shareholder base by including international investors.

The legal basis for excluding subscription rights is provided by § 186 (3), Sentence 4 AktG. Although § 221 (4) Sentence 2 AktG also refers to this provision with respect to the issue of convertible or warrant bonds, opinions differ as to whether the simplified exclusion of subscription rights pursuant to § 186 (3) Sentence 4 AktG also applies to convertible or warrant bonds. The management considers the wording of § 221 (4) Sentence 2 and § 186(3) Sentence 4 AktG to be clear.

Moreover, the envisaged exclusion of subscription rights for fractional amounts makes it possible to utilize the requested authorization in rounded amounts and facilitates execution of the capital-related measure. The exclusion of subscription rights to the benefit of the bearers or creditors of conversion or option rights has the advantage that, should the authorization be utilized, the conversion or option price does not, based on existing conversion or option terms, need to be reduced for the bearers or creditors of existing conversion or option rights and no additional cash payment needs to be made to those entitled to conversion or option rights.

To protect shareholders as far as possible against any dilution in their shareholdings, the total number of shares that may be issued to the exclusion of shareholders' subscription rights by drawing on the 2025 authorization to issue bonds with option or conversion rights – taking due account of other shares in the company sold or issued to the exclusion of shareholders' subscription rights during the term of the 2025 authorization – may not exceed an arithmetic maximum of 10% of the share capital existing upon the entry into force of the 2025 authorization or upon utilization of this authorization (mutual imputation).

The company currently has no specific plans to draw on the authorization to issue bonds proposed in Agenda Item 11. The advance resolutions hereby proposed with the possibility of excluding subscription rights conform to national and international norms. All cases hereby proposed in which subscription rights are excluded require approval by the Supervisory Board. The Board of Management will carefully consider, on a case-by-case basis, whether it is in the company's interests to draw on the proposed authorization to issue bonds; in particular, it will also examine whether any exclusion of subscription rights is objectively justifiable in each individual case. The Board of Management will report to each subsequent Annual General Meeting about each occasion on which it draws on this authorization.

Conditional Capital XI/2025 is required to satisfy the conversion and option rights to shares associated with the convertible bonds and warrant bonds.

#### **Annex to Agenda Item 14:**

The Board of Management has prepared the following report on Agenda Item 14:

The authorization proposed in Agenda Item 14 is intended to enable the company to acquire treasury stock shares within the limits of § 71 (2) Sentence 1 AktG.

#### **Acquisition of treasury stock shares to the exclusion of any tender rights**

The treasury stock shares should first be made available for purchase via the stock exchange, by way of a public purchase offer addressed to all company shareholders, or by means of a public call for the submission of offers to sell addressed to all shareholders.

In the case of a public purchase offer or public call for the submission of offers to sell, the number of company shares offered by shareholders may exceed the number of shares required by the company. In this case, the shares must be allocated on the basis of quotas. The possibility of preferential acceptance of smaller offers or smaller portions of offers up to a maximum of 100 shares should be provided for. This possibility serves to avoid fractional amounts when determining the quotas to be acquired, as well as small residual quantities, and thus facilitates the technical execution of the share buyback. This also enables any de facto disadvantaging of small shareholders to be avoided. Moreover, the prorated allotment may be based on the proportion of shares offered (tender ratios), rather than on shareholdings; this allows the acquisition process to be executed in an economically reasonable manner. Finally, it should be possible to round the number of shares up or down in line with commercial principles to avoid fractional shares. Here, the purchase ratio and number of shares to be acquired from individual tendering shareholders can be rounded up or down to the extent technically necessary to facilitate the acquisition of whole shares. The Board of Management considers the exclusion of any more far-reaching statutory tender rights on the part of shareholders as objectively justified and appropriate.

As well as acquisition via the stock exchange, public purchase offers addressed to all shareholders, or public calls for the submission of tenders addressed to all shareholders, the authorization provides for the option of executing the acquisition by means of put options made available to shareholders by the

company. These put options are structured such that the company is only obliged to acquire whole shares. Should this mean that the put options cannot be exercised, they will lapse unless the Board of Management resolves that they can be traded. This procedure treats the shareholders equally and facilitates the technical processing of the share buyback.

### **Use of treasury stock shares**

First and foremost, it should be possible for the treasury stock shares to be used in return for non-cash consideration in the context of business combinations or the acquisition of companies or participations consistent with the company's object. International competition and globalization make it necessary to have the option of acquiring companies or participations by way of share swaps. The proposed exclusion of subscription rights provides the company with scope needed to swiftly and flexibly exploit any opportunities arising for business combinations or acquisitions of participations. This is because the shares can be sold to specific cooperation partners without having to resort to the more prolonged and costly route of drawing on authorized capital in return for non-cash contributions. In determining the relation between the respective values, the Board of Management will ensure that the interests of the shareholders are appropriately safeguarded. In measuring the value of shares granted as consideration, the Board of Management will take the listed price of company shares as a basis. However, no rigid link to a specific listed price is provided for, not least so as not to endanger the results achieved in negotiation due to fluctuations in the listed price.

For shares sold to third parties in return for cash consideration in off-market transactions, the exclusion of subscription rights for shares bought back is dependent on the consideration agreed on by the company not falling materially short of the listed price at the time of the sale.

Moreover, the authorization is subject to the proviso that shares sold to the exclusion of shareholders' subscription rights pursuant to § 186 (3) Sentence 4 AktG may not exceed a total of 10% of the share capital, either upon the authorization coming into force or upon its utilization. Shares issued from authorized capital to the exclusion of subscription rights during the term of this authorization pursuant to § 186 (3) Sentence 4 AktG are imputed to this limit. Furthermore, shares to service convertible bonds issued on the basis of a possible future authorization and to the exclusion of subscription rights with corresponding application of § 186 (3) Sentence 4 AktG are also imputed to this limit. This safeguards shareholders' interest in the minimal encroachment of their rights. Here, the company draws on the simplified exclusion of subscription rights provided for in § 71(1) No. 8 AktG in conjunction with § 186 (3) and (4) AktG. The authorization is in the interests of the company and its shareholders, as it provides the company with greater flexibility and allows it to sell shares in a targeted manner to cooperation partners.

The authorization to sell treasury stock shares should also include the possibility of using treasury stock shares to service the company's share option programs resolved at the Annual General Meetings on May 30, 2018 and May 17, 2023.

Furthermore, it should be possible to use the treasury stock shares to execute a so-called scrip dividend. Here, the Board of Management is to be authorized to exclude shareholders' subscription rights to execute a scrip dividend on optimal terms. For scrip dividends using treasury stock shares, shareholders are given the option of assigning to the company their claim to payment of the dividend resolved by the Annual General Meeting with regard to the appropriation of profit in order to be able to subscribe to treasury stock shares in return.

A scrip dividend using treasury stock shares may be executed by way of an offer addressed to all shareholders while protecting their subscription rights and with due observance of the equal treatment principle (§ 53a AktG). Shareholders are only offered whole shares for subscription in each case; shareholders receive a cash dividend for that part of the dividend entitlement that falls short of (or exceeds) the subscription price for a whole share and cannot subscribe shares in this respect; no provision has been made for offering partial rights or for establishing trading in subscription rights or fractions thereof. As shareholders receive a prorated cash dividend rather than subscribing treasury stock shares this approach appears to be justified and appropriate.

Depending on the capital market situation, it may in specific cases be in the interests of the company and its shareholders to structure the execution of a scrip dividend using treasury stock shares in such a way that the Board of Management offers treasury stock shares for subscription to all shareholders who are entitled to dividends in return assigning their dividend entitlement, with due observance of the general equal treatment principle (§ 53a AktG) but with formal exclusion of all subscription rights. The formal exclusion of subscription rights makes it possible to execute the scrip dividend on more flexible terms. As the treasury stock shares are offered to all shareholders and excess partial dividend amounts are settled by paying a cash dividend, the exclusion of subscription rights would also appear to be justified and appropriate.

To protect company shareholders against any dilution in their shareholdings, the arithmetic portion of share capital, taking due account of other shares in the company, that is sold or issued to the exclusion of subscription rights during the term of this authorization, or that has to be issued due to bonds issued to the exclusion of subscription rights during the term of this authorization, may not exceed an arithmetic maximum of 10% of share capital existing upon the entry into force of the authorization or upon its utilization (mutual imputation).

Furthermore, it should be possible for the company to retire treasury stock shares without a further resolution by the Annual General Meeting.

The company currently has no specific plans to draw on the authorization.

## FURTHER DISCLOSURES AND INFORMATION ABOUT THE CONVOCATION

### 1. Transmission of the virtual Annual General Meeting and electronic connection

The Board of Management has decided pursuant to § 14 (14.7) of the Articles of Association of STRATEC SE in conjunction with § 118a AktG to hold the Annual General Meeting of STRATEC SE on May 17, 2024 as a virtual Annual General Meeting without physical attendance by shareholders or their authorized representatives (except for voting proxies appointed by the company). All members of the Board of Management and the Supervisory Board intend to participate in the Annual General Meeting for its entire duration. The Annual General Meeting will be held at the legal domicile of STRATEC SE at Gewerbestr. 37, 75217 Birkenfeld, which is the location of the Annual General Meeting within the meaning of § 121 (3) AktG.

Shareholders and their authorized representatives (except for voting proxies appointed by the company) have no right or possibility to be physically present at the venue of the Annual General Meeting. For shareholders and their authorized representatives, the entire Annual General Meeting will be transmitted (image/sound) via the shareholder portal accessible on the company's website at [www.stratec.com/agm](http://www.stratec.com/agm).

Via the shareholder portal, correctly registered shareholders or their authorized representatives can be electronically connected to the Annual General Meeting and thus participate in the meeting. In accordance with the procedures established for these purposes, they can, among other aspects, exercise their voting rights, issue powers of attorney, submit statements as outlined below under "5. Shareholders' rights", or file objections to the protocol of the meeting.

Shareholders who have not registered for the Annual General Meeting may also access the shareholder portal. If not correctly registered for the Annual General Meeting, however, shareholders cannot be electronically connected to the Annual General Meeting as participants. In this case, shareholders may only view the livestream (image/sound) of the Annual General Meeting but cannot exercise any of their shareholders' rights.

### 2. Conditions for participating in the virtual Annual General Meeting and exercising voting rights

To be eligible to participate in the virtual Annual General Meeting, i.e. to connect electronically to the virtual Annual General Meeting and exercise their shareholders' rights, company shareholders must be entered as such in the company's Share Register and have registered with the company prior to the Annual General Meeting.

Shareholders who are entered in the Share Register can register in accordance with the procedures established for this purpose by using the shareholder portal accessible on the company's website at [www.stratec.com/agm](http://www.stratec.com/agm). Registration must be completed no later than midnight (24:00 CEST) on Friday, June 20, 2025. Access data for the shareholder portal will be forwarded to shareholders together with the invitation documents.

Alternatively, shareholders have the possibility to register with STRATEC SE in writing. A registration form that may be used both for registration and to issue powers of attorney will be forwarded to shareholders together with the invitation documents.

Notification of registration must be received by the company in text form by **midnight (24:00 CEST) on Friday, June 20, 2025** at the following address, or e-mail address:

STRATEC SE  
c/o Computershare Operations Center  
80249 München  
Germany  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Intermediaries, shareholders' associations, voting rights advisors, and persons deemed equivalent to such pursuant to § 135 (8) AktG may only exercise voting rights for shares which do not belong to them, but for which they are registered as the holder in the Share Register, on the basis of an authorization issued by the person who owns the shares.

Consistent with legal requirements, shareholders who are only entered in the Share Register after the beginning of June 6, 2025 will not receive any invitation documents unless they request them. They

will thus also not receive any access data for the shareholder portal. However, such shareholders have the option of requesting the invitation documents with access data for the shareholder portal via the registration address stated above.

### **3. Disposals of shares and transfers in the Share Register**

Registration for the Annual General Meeting will not result in shares being deactivated or blocked. Shareholders may therefore continue to freely dispose of their shares following registration.

Participation and voting rights are based on the shareholdings entered in the Share Register on the day of the Annual General Meeting. These correspond to the shareholdings resulting from the change-of-registration requests received by the company by midnight (24:00 CEST) on Friday, May 10, 2024. For technical reasons, change-of-registration requests received by the company from this time until the day of the Annual General Meeting (both dates inclusive) will result in a halt on transfers, i.e. neither registrations nor de-registrations will be executed up to and including midnight (24:00 CEST) on Friday, June 27, 2025.

### **4. Voting procedures**

#### **Voting procedures for authorized representatives**

Shareholders who are entered in the Share Register and have registered to participate in the Annual General Meeting but do not wish to exercise their voting rights in person at the virtual Annual General Meeting may authorize an intermediary, a shareholders' association, a voting rights advisor, or another person of their choice to exercise their voting rights. Even if they grant an authorization to exercise voting rights, shareholders have to ensure that they comply with the conditions for participating in the Annual General Meeting and exercising voting rights specified in the above section. If a shareholder grants authorizations to more than one person, the company may reject one or several such persons.

To issue powers of attorney to intermediaries, shareholders' associations, voting rights advisors, and other persons, institutions, or companies deemed equivalent to such pursuant to § 135 (8) AktG with respect to the exercise of voting rights, to revoke such powers, and to document such authorizations, due application is made of § 135 AktG. Accordingly, the authorized party is required to keep a verifiable record of the power of attorney. This must be complete and may contain only declarations relating to the exercise of voting rights. Furthermore, the authorized party may have stipulated special regulations for its own authorization; this should be clarified with the authorized party in advance.

If the authorization is granted neither to an intermediary, nor to a shareholders' association, nor to a voting rights advisor, nor to a professional agent pursuant to § 135 (8) AktG, then it suffices to pass on the access code for the shareholder portal. Use of the access code by the authorized representative is simultaneously deemed as proof of authorization.

Authorized representatives are also not permitted to physically attend the Annual General Meeting. Within the framework of their respective powers of attorney, they may exercise the voting rights of the shareholders they represent solely by electronic voting or by (sub-) authorization of the voting proxies appointed by the company.

#### **Exercising of voting rights by voting proxies appointed by the company**

Shareholders who are entered in the Share Register and have registered to participate in the Annual General Meeting may also choose to be represented by voting proxies appointed by the company.

Powers of attorney must be issued to the company's voting proxies in writing, as must any amendment or revocation of such.

Through to the end of voting at the virtual Annual General Meeting, shareholders may issue, amend, or revoke powers of attorney and instructions to voting proxies appointed by the company in accordance with the procedures established for this purpose via the shareholder portal accessible at [www.stratec.com/agm](http://www.stratec.com/agm). Shareholders may also issue, amend, or revoke such instructions by post by forwarding such to the address or e-mail address stated below no later than midnight (24:00 CEST) on Wednesday, June 25, 2025:

STRATEC SE  
c/o ITTEB GmbH & Co. KG  
Vogelanger 25  
86937 Scheuring  
Germany

E-mail: [stratec2025@itteb.de](mailto:stratec2025@itteb.de)

Shareholders wishing to authorize the voting proxies appointed by the company may use the corresponding form available for downloading from the company's website at [www.stratec.com/agm](http://www.stratec.com/agm) in order to grant powers of attorney and issue instructions.

Where voting proxies appointed by the company are authorized, they must always also be provided with instructions as to how to exercise the voting rights. The voting proxies are obliged to vote in accordance with the instructions granted to them. They may not accept any authorizations to file objections to resolutions adopted by the Annual General Meeting, to make statements, or to submit any questions or motions.

### **Exercising of voting rights by electronic voting**

Shareholders who are entered in the Share Register and have registered to participate in the Annual General Meeting may also exercise their voting rights by way of electronic voting using the shareholder portal.

Electronic votes are exclusively exercised using the shareholder portal available on the company's website at [www.stratec.com/agm](http://www.stratec.com/agm), and may be cast, amended, or revoked through to the end of voting at the virtual Annual General Meeting. It should be noted that no other communication channels are available for electronic voting.

Authorized intermediaries, shareholders' associations, voting rights advisors, and other persons and institutions deemed equivalent to such pursuant to § 135 (8) AktG may also use electronic voting.

Should individual voting be held for an agenda item, without this being communicated in advance of the Annual General Meeting, then the instruction granted to any voting proxy appointed by the company or the vote cast by electronic voting on this agenda item also count as the corresponding instruction for each point in the individual vote.

Should postal votes and powers of attorney/instructions to voting proxies appointed by the company be received, the postal votes are always deemed to have precedence. Furthermore, should diverging declarations be received via different communication channels, then these are accounted for in the following order of precedence: declarations submitted (1) via the shareholder portal, (2) by e-mail and (3) by post.

## **5. Shareholders' rights**

### **Requests for items to be added to the agenda pursuant to Article 56 of the SE Regulation, § 50 (2) of the German SE Implementation Act (SEAG), and § 122 (2) AktG**

Shareholders whose aggregate shares make up one twentieth of the share capital or the prorated amount of € 500,000.00 (corresponding to 500,000 shares) may request that items be added to the agenda and published. Each new item must be accompanied by a substantiation or a draft resolution. Such requests must be received by the company's Board of Management by midnight (24:00 CEST) on Tuesday, Mai 27, 2025. Such requests should be made in writing to the following address:

STRATEC SE  
Vorstand  
Stichwort „Hauptversammlung“  
Gewerbestr. 37  
75217 Birkenfeld  
Deutschland

Bekannt zu machende Ergänzungen der Tagesordnung werden – soweit sie nicht bereits mit der Einberufung bekannt gemacht wurden – unverzüglich nach Zugang des Verlangens im Bundesanzeiger bekannt gemacht. Sie werden außerdem auf der Internetseite der Gesellschaft unter [www.stratec.com/agm](http://www.stratec.com/agm) veröffentlicht und den Aktionären gemäß den gesetzlichen Vorschriften mitgeteilt.

## **Motions and nominations submitted by shareholders pursuant to § 126 (1) and § 127 AktG**

Each shareholder is entitled, also prior to the Annual General Meeting, to submit countermotions to the resolutions proposed by the Board of Management and/or Supervisory Board on specific agenda items and to submit nominations. Such countermotions and nominations including the name of the shareholder must be published by the company pursuant to § 126 (1) and § 127 AktG if they are received by the company at the following address, or e-mail address:

STRATEC SE  
Stichwort „AGM“  
Gewerbestr. 37  
75217 Birkenfeld  
Germany

E-mail: [hauptversammlung@stratec.com](mailto:hauptversammlung@stratec.com)

by midnight (24:00 CEST) on Thursday, June 12, 2025 and otherwise conform to statutory requirements. These particularly include the requirement to substantiate countermotions (but not nominations). § 126 (2) and § 127 Sentences 1 and 3 AktG list the requirements which, if met, mean that countermotions and nominations do not have to be published. In line with statutory regulations, countermotions and nominations requiring publication are published on the company's website at [www.stratec.com/agm](http://www.stratec.com/agm). Any comments or statements by the Board of Management and/or Supervisory Board with regard to the countermotions and nominations are also published there.

Pursuant to § 126 (4) AktG, countermotions or nominations requiring publication by the company are deemed to have been submitted at the time of publication. The company enables voting rights to be exercised in respect of these motions or nominations from this point in time. If the shareholder submitting the motion or nomination is not correctly registered for the Annual General Meeting, the countermotion or nomination do not require addressing by the Annual General Meeting.

Furthermore, countermotions, nominations, and other motions may also be submitted by way of video communication during the Annual General Meeting.

## **Submission of statements pursuant to § 130a (1) to (4) AktG**

Shareholders who are entered in the Share Register and have registered to participate in the Annual General Meeting, or their authorized representatives, are entitled pursuant to § 130a (1) to (4) AktG to submit statements in respect of agenda items by way electronic communication.

Statements must be submitted in written form and in German via the shareholder portal accessible on the company's website at [www.stratec.com/agm](http://www.stratec.com/agm) in accordance with the procedures established for this purpose no later than midnight (24:00 CEST) on Saturday, June 21, 2025.

Unless publication may be waived on an exceptional basis pursuant to § 130a (3) Sentence 4 AktG, any statements submitted in respect of agenda items must be published on the shareholder portal no later than midnight (24:00 CEST) on Sunday, June 22, 2025.

Motions, nominations, questions, and objections to resolutions adopted by the Annual General Meeting submitted via the channels established for written statements will not be considered at the Annual General Meeting; the submission of motions and nominations, exercising of information rights, and filing of objections to resolutions adopted by the Annual General Meeting are exclusively possible in the ways separately outlined in this invitation.

### **Right to speak pursuant to § 118a (1) Sentence 2 No. 7 and § 130a (5) and (6) AktG**

Shareholders or their authorized representatives who are electronically connected to the Annual General Meeting have the right to speak at the Annual General Meeting. This right is exercised via video communication. Upon request by the Meeting Chair, spoken contributions must be registered during the Annual General Meeting via the shareholder portal accessible at the company's website at [www.stratec.com/agm](http://www.stratec.com/agm). Motions and nominations pursuant to § 118a (1) Sentence 2 No 3 AktG may form part of the spoken contribution, as may all kinds of requests for information pursuant to § 131 AktG.

The company reserves the right to check the functionality of the video communication between the shareholder or their authorized representative and the company at the Annual General Meeting and prior to the spoken contribution and to reject such contribution if functionality cannot be ensured.

### **Right to information pursuant to § 131 (1) AktG**

Shareholders who are entered in the Share Register and have registered to participate in the Annual General meeting, or their authorized parties, are entitled pursuant to § 131 (1) AktG to request information from the Board of Management at the Annual General Meeting on matters relating to the company, the legal and business relationships of the company to associated companies, and on the situation of the Group and of the companies included in the consolidated financial statements, provided that such information is necessary for the appropriate assessment of an agenda item. Furthermore, the aforementioned persons are entitled pursuant to § 131 (1d) AktG to submit follow-up questions to all responses provided by the Board of Management.

It is foreseen that the Meeting Chair will establish that the aforementioned right to information pursuant to § 131 (1) AktG can be exercised exclusively by way of video communication at the Annual General Meeting. No other means of submitting questions by way of electronic or other communication is provided for either before or during the Annual General Meeting.

### **Objection to resolutions adopted by the Annual General Meeting pursuant to § 118a (1) Sentence 2 No. 8 in conjunction with § 245 AktG**

Shareholders or their authorized representatives who are electronically connected to the Annual General Meeting are entitled to declare objections to resolutions adopted by the Annual General Meeting for documentation by the officiating notary public. Such objections may be filed via the shareholder portal accessible on the company's website at [www.stratec.com/agm](http://www.stratec.com/agm) from the beginning of the virtual Annual General Meeting on June 27, 2025 through to the conclusion of such.

### **Further explanations of shareholders' rights**

Further explanations of the aforementioned shareholders' rights pursuant to Article 56 of the SE Regulation, § 50 (2) of the German SE Implementation Act (SEAG), § 118a, § 122 (2), § 126 (1), § 127, § 130a, and § 131 (1) AktG can be found on the company's website at [www.stratec.com/agm](http://www.stratec.com/agm).

## **6. Total number of shares and voting rights**

Upon the convocation of the Annual General Meeting, the company's share capital amounts to € 12,157,841.00 and is divided into 12,157,841 no-par registered shares. Each share grants one vote. The total number of shares and voting rights therefore amounts to 12,157,841 upon the convocation of the meeting. This total also includes 1,899 treasury stock shares held at that time which do not confer any rights on the company.

## **7. Reference to company website**

This invitation to the Annual General Meeting, the documents to be made available to the Annual General Meeting, and further information relating to the Annual General Meeting are available on the company's website at [www.stratec.com/agm](http://www.stratec.com/agm) from the convocation of the meeting onwards. Official voting results are also published here after the Annual General Meeting. The documents to be made available to the Annual General Meeting will also be available at [www.stratec.com/agm](http://www.stratec.com/agm) during the Annual General Meeting.

## 8. Data protection information for shareholders

To enable shareholders and shareholder representatives to exercise their rights in the context of the Annual General Meeting, STRATEC SE processes shareholders' personal data (in particular: their name, address, e-mail address, number of shares, share class, type of share ownership, and access card number) and, where applicable, the name and address of any person furnished by the respective shareholder with powers of representation on the basis of applicable data protection legislation. By reference to the European General Data Protection Regulation ("GDPR") dated May 25, 2018, we hereby inform you about the processing of your personal data for the purpose of holding the Annual General Meeting.

For the virtual Annual General Meeting, additional personal data is processed in "log files" to facilitate technical virtualization and simplify its administration. Examples of this data include your IP address, the web browser you use, and the date and time at which you call up the site. The company uses this data for no purposes other than those stated here.

The processing of your personal data is absolutely necessary for your participation in the Annual General Meeting. The body responsible for processing this data pursuant to Article 4 No. 7 GDPR is STRATEC SE, Gewerbestr. 37, 75217 Birkenfeld, Germany. The legal basis for processing the data is provided by Article 6 (1) c) GDPR. Data processing takes place exclusively within the EU or the EEA.

STRATEC SE only provides those service providers it commissions to organize and hold the Annual General Meeting with that personal data necessary for them to perform the services thereby commissioned. These service providers process such data solely at the instruction of STRATEC SE.

The personal data is stored for the duration of the statutory retention periods and subsequently deleted without delay. STRATEC SE at no time performs automated individual decision-making, including profiling, pursuant to Article 22 GDPR.

Consistent with the statutory requirements of Articles 15 to 20 GDPR, you are at all times entitled to request information about your personal data, or to request the rectification, restriction, or deletion of such, or the processing of such, and are also entitled to data portability. You may assert these rights free of charge by contacting STRATEC SE as follows:

STRATEC SE  
Gewerbestr. 37  
75217 Birkenfeld  
Germany  
  
Tel: +49 7082 7916-0

Furthermore, pursuant to Article 77 GDPR you are entitled to lodge a complaint with the responsible supervisory body if you are of the opinion that STRATEC SE is illegitimately processing your personal data.

You can contact our operative Data Protection Officer at:

Data Protection Officer  
STRATEC SE  
Gewerbestr. 37  
75217 Birkenfeld  
Germany  
  
E-mail: [datenschutz@stratec.com](mailto:datenschutz@stratec.com)

Birkenfeld, Mai 2025

STRATEC SE

The Board of Management