



STRATEC SE

2024 Remuneration Report

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A. PRELIMINARY REMARKS

The provisions of § 162 of the German Stock Corporation Act (AktG) require a remuneration report on the remuneration of the Board of Management and Supervisory Board to be compiled for the 2024 financial year by the Board of Management and Supervisory Board.

The remuneration report presents and explains the remuneration granted and owed to current (and former) members of the Board of Management and Supervisory Board of STRATEC SE in the 2024 year under report on an individualized basis and in a clear and comprehensible manner.

This remuneration report for the members of the Board of Management and Supervisory Board of STRATEC SE is published on the company's website (www.stratec.com) in the "Investors" section pursuant to § 162 (4) AktG.

This remuneration report is also subject to approval by the 2025 Annual General Meeting, which will vote on the 2024 financial year.

The remuneration report on the remuneration granted and owed to the individual members of the Board of Management and Supervisory Board of STRATEC SE in the 2023 financial year was audited pursuant to § 162 (3) AktG and approved by the Annual General Meeting on May 17, 2024 pursuant to § 120a AktG with a majority of 64.33%.

Some shareholders expressed a desire for greater transparency with regard to recognition bonuses, targets, and target achievement in the context of variable remuneration, particularly following the Annual General Meeting. In implementing these points, this remuneration report contains a more detailed presentation of the corresponding targets and the relevant discretionary considerations of the Supervisory Board.

No changes were made in the reporting period to the remuneration system for the Board of Management approved by the Annual General Meeting on May 20, 2021 and the amended remuneration system for Supervisory Board members approved on May 17, 2023.

Unless otherwise stated, the amounts in the remuneration report are shown in € thousand. Due to rounding, it is possible that individual figures in the remuneration report of STRATEC SE do not add up exactly to the totals provided and that the percentages presented do not exactly reflect the absolute figures to which they relate.

B. REMUNERATION OF MEMBERS OF THE BOARD OF MANAGEMENT

(1) Relevant remuneration system 2021

In accordance with legal requirements, the Supervisory Board adopted a new, clear, and comprehensible system for the remuneration of members of the Board of Management in the 2021 financial year that meets the requirements of § 87a (1) Sentence 1 AktG and the recommendations of the German Corporate Governance Code (GCGC), and submitted it to the Annual General Meeting for approval in accordance with § 120a AktG. This remuneration system was approved by a large majority at the Annual General Meeting on May 20, 2021 and has since been applied to all new Board of Management service contracts to be concluded, extended, or amended. The remuneration system can be viewed on the company's website (www.stratec.com) in the "Investors" section.

(2) Members of the Board of Management in 2024

The members of the Board of Management of STRATEC SE in the 2024 financial year were the CEO Marcus Wolfinger, Dr. Claus Vielsack, Dr. Georg Bauer, and – until August 31, 2024 – Dr. Robert Siegle. The remuneration system adopted in 2021 and approved by the Annual General Meeting was applied to all Board of Management service contracts in the 2024 financial year.

The "old remuneration system", which is described in detail in the 2022 remuneration report, continued to apply with regard to individual remuneration components promised under the previous employment contracts on a multi-year basis (namely the MTR 2022 and stock options and share appreciation rights from 2022 and previous years), the term of which extended into 2024.

(3) Components of the remuneration system in 2021

The remuneration of the members of the Board of Management is made up of **fixed and variable components**. The fixed components include the fixed basic annual salary, the fringe benefits, and the old-age pension. The variable components comprise both the short-term incentive (STI) and the long-term incentive (LTI). The LTI in turn includes a component dependent on the achievement of certain targets (MTR) as well as a long-term share-based remuneration (LSR). In addition, the Supervisory Board may, at its own discretion, grant an annual **special remuneration** (appreciation bonus) to acknowledge outstanding achievements.

Relative share of remuneration components – The relative share of all fixed and variable components refers to the target total remuneration determined by the Supervisory Board. The target total remuneration for the financial year in question consists of

- the fixed basic annual salary
- the target value for 100% target achievement in the case of STI
- the allocation value corresponding to the 100% target amount in the case of LTI,
- pension expenses (service cost)
- and ancillary benefits.

Excluding the company pension scheme, any appreciation bonus and ancillary benefits, the proportion of fixed remuneration should be 20% to 30% and the proportion of variable remuneration 70% to 80% of the target total remuneration. In the case of variable remuneration, the STI (100% target amount) should account for 25% to 35% and the LTI (allocation amount corresponding to 100% of the target amount) for 44% to 54% of the target total remuneration. The appreciation bonus is limited to 30% of the fixed annual salary.

Remuneration component	% relative shares	
Fixed remuneration	20–30%	
STI	70–80%	25–35%
LTI		44–54%

Fixed remuneration components – These comprise fixed cash remuneration for the full year (annual basic salary), which is paid out in twelve monthly installments. The fixed remuneration components also include ancillary benefits, such as the provision of a suitable car, loss liability insurance with a deductible, accident insurance, and contributions to health and long-term care insurance. In addition, the fixed remuneration components include individual contractual arrangements relating to retirement, invalidity, and surviving dependent pensions. For details, please refer to Section “(12) Regulations governing regular termination of activity on the Board of Management.”

Short-term variable remuneration (STI) – The STI is a performance-related bonus with a one-year assessment period. It is based on the achievement of a specified level of consolidated EBITDA at the STRATEC Group for which both a minimum level of consolidated EBITDA (fixed basic amount), from which level upwards STI is granted, and a target level of consolidated EBITDA (surplus amount) for 100% target achievement are determined. Based on 100% target achievement, STI amounts to € 250,000 per year for regular members of the Board of Management and to € 335,000 per year for the Chief Executive Officer.

The actual amount disbursed is calculated from the percentage ratio of the consolidated EBITDA amount actually exceeding the fixed basic amount to the target excess amount multiplied by € 250,000 (or € 335,000 in the case of the Chief Executive Officer). The STI is capped at € 500,000 per year for regular members of the Board of Management and € 670,000 per year for the Chief Executive Officer.

Long-term incentive – The LTI consists of two components:

- A component dependent on the achievement of certain targets over a four-year period (MTR) and
- long-term share-based remuneration (LSR).

MTR – The MTR is made up of equal thirds:

- a linked component,
- an individual component (personal targets for the current period), and
- a discretionary component.

The individual components, the related targets, and the mechanisms for calculating the payment amount are determined by the Supervisory Board prior to granting each MTR in view of the current situation of STRATEC SE. It also determines the MTR's target bonus, i.e. the amount to be paid out in the event of 100% target achievement for all components. The target amount of the individual components is one third of the MTR's target bonus. The individual components are each considered over a four-year period.

The *linked component* is made up of two sub-components, each of which makes up one half of the linked components and therefore one sixth of the MTR: Consolidated sales and consolidated EBITDA. Annual interim target values (based on year-over-year increases) and annual lower and upper limits are set for both sub-components. The interim target values each define 100% interim target achievement. Lower or higher percentage increases actually achieved in the (interim) values of the two key figures lead to a lower or higher percentage of interim target achievement in the same proportion. The overall rate of achievement corresponds to the arithmetic mean of the rate of achievement for the interim targets over the four-year period. In order for these sub-components to be paid out, at least 50% of the overall target for each sub-component (i.e. the sum of the four annual interim target values) must be achieved over the four-year period.

For the *individual component*, the Supervisory Board sets targets for the members of the Board of Management, which in particular also include targets relating to non-financial KPIs.

When determining the *discretionary component*, the Supervisory Board should take into account not only the individual performance of the member of the Board of Management, but also the future viability of STRATEC SE with regard to the improvement in market position achieved, innovation, and the implementation of the strategy agreed with the Supervisory Board. The individual amount attributable to the discretionary component corresponds to the percentage of target achievement determined ex post by the Supervisory Board (which can amount to a maximum of 200%).

The amount paid out is made up of the individual amounts attributable to the individual components, which are calculated separately. The annual achievable amount from the MTR is limited to € 62,000 for the Chief Executive Officer, i.e. a total of € 248,000 over the four years; the corresponding amounts for the other members of the Board of Management are € 51,000 and € 204,000 respectively.

The MTR is paid out after the Annual General Meeting of STRATEC SE, which resolves on the appropriation of profit for the fourth financial year after the financial year in which it is granted. Accordingly, the MTR granted in 2024 will be disbursed in 2028.

Long-term share-based payment (LSR) – The LSR includes both *stock appreciation rights* (SARs) and *stock options*. Stock options may be issued for up to a quarter of the share appreciation rights at the discretion of the Supervisory Board. The cap on the amount of the LTI / LSR amounts to € 300,000 per year for regular members of the Board of Management and € 700,000 per year for the Chief Executive Officer.

The **stock appreciation rights (SARs)** are structured as follows:

SARs are purely monetary rights with a payout in euros based on the long-term performance of the stock price. SARs do not lead to an entitlement to the transfer of shares or the granting of stock options.

The amount of the payment to be made is determined on the basis of the development of the share price performance of STRATEC SE (reference share) as documented in XETRA trading on the Frankfurt Stock Exchange over a predefined period. The term, calculated from the issue date, should be a minimum of four and a maximum of seven years (maximum term). Should the term expire on a date within 30 stock market trading days prior to publication of figures for the semi-annual or annual financial statements, the term is extended through to the first stock market trading day after the expiry of this time frame.

Payment of the value of the stock appreciation rights can also be requested before the end of the fixed term if a minimum waiting period of four years has been met (early payout request).

Unless the Supervisory Board determines otherwise, the payment claim is determined on the basis of the increase in the XETRA closing price of a reference share through to the end of the term (based on a 30-day average price plus dividends) compared with the XETRA closing price at the issue date (reference price), whereby the annual increase in the price of the reference share must be at least 5% (exercise hurdle), without taking into account the price performance during the term.

Provided that the exercise hurdle is met, the payout at the end of the term (or at the time of the early payout request) is calculated as follows, unless the Supervisory Board determines otherwise: Difference between the reference price determined at the beginning of the term multiplied by the number of rights less the reference price determined at the end of the (abridged) term also multiplied by the number of rights.

Insofar as the exercise terms have been met, the stock appreciation rights are paid following expiry of the minimum qualifying period with the next salary payment subsequent to the respective member of the Board of Management submitting a request for payment, and at the latest within two weeks following expiry of the maximum term.

The **stock options** are generally structured as follows with regard to qualifying period, performance targets, expiration, limitation, and exercise windows:

Each stock option right grants its holder the right to subscribe to one STRATEC share at a later date in return for payment of the exercise price determined at the grant date. The exercise price corresponds to the average closing price of STRATEC's stock on the five trading days preceding the decision to grant the stock option rights, but at least to the nominal value of one euro per share. The stock option rights can be exercised after the expiration of qualifying periods and after certain performance targets have been met in previously defined exercise periods. The stock options granted can be exercised in full at the earliest after a qualifying period of four years if STRATEC's stock price has risen by at least 20% compared to the exercise price between the grant date and the date on which the qualifying period expires. The stock option rights expire without compensation at the end of the seven-year term after being granted. The stock options lapse when the Board of Management member leaves the company. In deviation from this, the option conditions may provide for special regulations in the event of death and cases of incapacity or reduced earning capacity of the Board of Management members.

If the qualifying period and performance targets have been met, the stock option rights may in each case only be exercised on the ten trading days on the electronic trading system of the Frankfurt Stock Exchange (XETRA) subsequent to the holding of the Annual General Meeting, or the publication of the definitive 6-month results, should such publication occur after the Annual General Meeting for the respective preceding financial year, or of the 9-month results (exercise windows). In these cases, the stock option rights may be exercised independently of each other in several of the aforementioned exercise windows.

Special remuneration – The Supervisory Board may grant special remuneration amounting to a maximum of 30% of the basic annual salary to acknowledge outstanding achievements (appreciation bonus). The special remuneration is paid on the day after which the Supervisory Board adopts a resolution to grant any such appreciation bonus.

(4) Target remuneration 2024

Based on full target achievement, the relative shares of the remuneration components for the individual members of the Board of Management are as follows (for Dr. Siegle without taking into account his early departure):

Target value	Marcus Wolfinger			Dr. Robert Siegle		
	Target in € 000s	Relative share in %		Target in € 000s	Relative share in %	
Annual basic salary	341	25%		264	28%	
Short-term incentive	335		25%	250		27%
Long-term incentive						
- MTR	248	75%	50%	204	72%	45%
- Stock appreciation rights*	415			215		
Total	1,339			933		

Target value	Dr. Claus Vielsack			Dr. Georg Bauer		
	Target in € 000s	Relative share in %		Target in € 000s	Relative share in %	
Annual basic salary	256	28%		201	25%	
Short-term incentive	250		27%	250		31%
Long-term incentive						
- MTR	204	72%	45%	204	75%	44%
- Stock appreciation rights*	215			150		
Total	925			805		

* Fair value to be determined in accordance with relevant option calculation methods at the time of granting.

(5) Variable remuneration: Targets and target achievement in 2024

STI

As part of the STI, the minimum amount of consolidated EBITDA (fixed basic amount) from which the STI is granted for 2024 was set in the employment contracts for Mr. Marcus Wolfinger, Dr. Robert Siegle, and Dr. Claus Vielsack at € 7.0 million each, and € 15.0 million for Dr. Georg Bauer.

The target for consolidated EBITDA (surplus amount) for 2024 in accordance with the employment contracts for Marcus Wolfinger, Dr. Robert Siegle, Dr. Claus Vielsack, and Dr. Bauer was a uniform € 45.0 million each. A 100% rate of achievement is therefore reached if the actual consolidated EBITDA exceeds the fixed basic amount by € 45.0 million.

The actual value of consolidated EBITDA amounts to 46.976 thousand euros. The rate of achievement for Marcus Wolfinger, Dr. Robert Siegle, and Dr. Claus Vielsack is therefore 89% each, and 71% for Dr. Georg Bauer.

2024	Performance criterion*	Fixed basic amount in € 000s	Target value (EBITDA minus base) in € 000s	Actual value (EBITDA minus base) in € 000s	Achievement in %
Marcus Wolfinger	EBITDA in € 000s	7,000	45,000	39,976	89%
Dr. Robert Siegle	EBITDA in € 000s	7,000	45,000	39,976	89%
Dr. Claus Vielsack	EBITDA in € 000s	7,000	45,000	39,976	89%
Dr. Georg Bauer	EBITDA in € 000s	15,000	45,000	31,976	71%

MTR (2022–2024 tranche)

With regard to the MTR, the Board of Management members Marcus Wolfinger, Dr. Robert Siegle, and Dr. Claus Vielsack were allocated a tranche in 2022 with a three-year term ending on December 31, 2024 in accordance with the “old remuneration system” that applied to Board of Management contracts at that time, which is due for payment in 2025. Dr. Georg Bauer did not receive any allocation from MTR 2022, as he has only been a member of the Board of Management since January 1, 2023.

The **linked component** (which accounts for 33% of the MTR) consisted of two sub-components with the following target values for all Board of Management members:

- Annual increase in sales (year-over-year): 12.5%
- Annual increase in EBITDA (year-over-year): 12.5%

The actual rate of achievement was as follows:

2022	2021	2022	Change	Target	Actual achievement
Sales	287,335	274,625	-12,710	35,917	0.00%
EBITDA	66,431	58,071	-8,360	8,304	0.00%

2023	2022	2023	Change	Target	Actual achievement
Sales	274,625	261,911	-12,714	34,328	0.00%
EBITDA	58,071	40,079	-17,992	7,259	0.00%

2024	2023	2024	Change	Target	Actual achievement
Sales	261,911	257,624	-4,287	32,739	0.00%
EBITDA	40,079	46,976	6,897	5,010	137.67%

Since a payout requires an average rate of achievement of at least 50% over the three years, the linked component is not paid out.

For the **individual component**, the rate of achievement for the 2022–2024 tranche for the Board of Management members Marcus Wolfinger and Dr. Claus Vielsack over the entire three-year term was 119.17% (2024: 117.5%; 2023 100%; 2022 140%). In the case of Dr. Robert Siegle, who left the company in 2024, the rate of achievement for the years 2022–2023 was 120% on average. Dr. Georg Bauer has not yet participated in the 2022–2024 tranche.

The targets set for 2024 and target achievement were uniform for the members of the Board of Management as follows:

The individual targets for 2024 were significantly exceeded. Overall, the degree of achievement for the individual targets for Board of Management members Mr. Wolfinger and Dr. Vielsack was 117.5%. For Dr. Siegle, only the linked component was to be taken into account for 2024 in accordance with the provisions of the termination agreement.

In detail:

Target	Successes and measures implemented in 2024	Achievement
<p>B1 Implementation of the [originally] planned legal changes in CSRD reporting and the achievement of defined sustainability targets</p>	<p>Although the European CSRD Directive has not been transposed into German law, Stratec has already voluntarily prepared a consolidated sustainability report for 2024 in full compliance with the CSRD, which has been provided with an unqualified audit certificate based on several sub-targets. Further targets from this block of topics were the formulation of new Scope 1–3 reduction targets and a dedicated consideration of the CSRD materiality criteria</p>	<p>This block of targets comprised six equally weighted sub-targets. The review of the individual targets by the Supervisory Board resulted in an overall rate of achievement of 120% for this block of targets. A minimal individual deviation resulted from rating updates achieved in 2024 but postponed to 2025</p>
<p>B2 Objectives in the area of personnel development and the development of an (emergency)</p>	<p>The objective of identifying (potential) managers and measures for the further Group-wide development of managers</p>	<p>This block of targets comprised six</p>

<p>plan for successors to the Board of Management and managers</p>	<p>was implemented. A satisfaction analysis was carried out and succession planning matrices were created. Further objectives from this block of topics were the development of management tools for personnel-related capacity planning as well as preparing the company for further growth steps</p>	<p>equally weighted sub-targets. The review of the individual targets by the Supervisory Board resulted in an overall rate of achievement of 125% for this block of targets.</p>
<p>B3 Further development of the strategy and development of an action plan to improve margins</p>	<p>Measures to improve gross profit margins for products as well as strict cost discipline were initiated, implemented, and permanently established throughout the Group, with positive effects on margins. New business areas and product developments were identified as part of the further development of the strategy. The M&A roadmap was developed further and potential acquisition targets were examined.</p>	<p>This block of targets comprised six equally weighted sub-targets. The review of the individual targets by the Supervisory Board resulted in an overall rate of achievement of 120% for this block of targets.</p>
<p>B4 Improvement of operational excellence in purchasing and inventory management, as well as at subsidiary level: Establishment of a product roadmap for veterinary and human medicine at Diatron and further integration of Natech, which was acquired in 2023</p>	<p>Reorganization of the purchasing organization to increase effectiveness and efficiency was implemented; the transparency of figures and KPIs for efficient inventory management were improved. The product roadmap for veterinary and human medicine of a Group brand was created. An India South-East Asia strategy was drawn up. The integration of Natech progressed. Further objectives from this thematic block were the introduction of processes to improve cost-determining structures in product bills of materials and the introduction of suitable measures to balance inventories and subsequent developments in the context of product life cycle management.</p>	<p>This block of targets comprised six equally weighted sub-targets. The review of the individual targets by the Supervisory Board resulted in an overall rate of achievement of 105% for this block of targets.</p>

The **discretionary component of MTR** was set at 100% for Mr. Wolfinger and Dr. Vielsack for each of the years 2022 to 2024, and thus also at 100% for the entire tranche. No discretionary component was determined for Dr. Siegle for 2024, as the calculation of the MTR for 2024 was based exclusively on the linked component in accordance with the provisions of the termination agreement.

For the year 2024, the following considerations formed the basis for the determination of 100%:

The targets set at the beginning of the year with a focus on the further development of the corporate strategy, in particular the formulation and further development of the strategic goals, pillars of the strategy, and strategic enablers, were achieved. To this end, the Supervisory Board reviewed the content of the work and measures and, as far as possible at the time, subjected them to an efficiency review. In the aforementioned context, the Supervisory Board continuously monitored progress such as the establishment of the strategy team with project management, the partial and complete presentation since August 2024, the establishment/revision of the relevant processes, and their roll-out and communication within the company, which then culminated in a comprehensive workshop on the “Stratec 2030” strategy and other topics. In addition, the achievement of other medium-term objectives, such as the flexibilization of certain corporate functions and areas as well as the mapping of an increasing number of product variants with small batch sizes beyond the originally planned scope, was confirmed.

(6) Appreciation bonus in 2024

The Supervisory Board has decided to pay the Board of Management members Marcus Wolfinger, Dr. Claus Vielsack, and Dr. Georg Bauer the maximum permissible amount of special remuneration (appreciation bonus) for the year 2024 in recognition of their exceptional performance (30% of each of their basic salaries). This was based on the following considerations:

- The earnings improvement program was overachieved while maintaining the company's strong market position and growth opportunities.
- Despite a volatile environment, the Board of Management managed to successfully grow the company thanks to a level of personal commitment that went far beyond what was expected.
- An unplanned vacancy on the Board of Management had to be filled.
- Structural weaknesses in certain areas of the company, which only became apparent in 2024, were made up for and negated.
- Despite global holistic challenges, the relevant interests of the company's stakeholders were successfully brought together.

In accordance with the provisions of the termination agreement, Dr. Siegle did not receive an appreciation bonus for 2024.

(7) Development of stock options

Under the 2021 remuneration system, the Supervisory Board has not yet made use of the option to grant stock option rights instead of SARs. Insofar as the members of the Board of

Management still have stock options, these are options allocated in accordance with the old remuneration system described in the 2023 remuneration report.

The stock options of the individual members of the Board of Management performed as follows in the 2024 financial year (§ 162 (1) No. 3 AktG):

Totals or €	Issue date	Exercise price €	Exercise date	Balance 01.01.20 24 No.	Added Disposed No.	Balance 12.31.202 4 No.
Marcus Wolfinger	01.25.2022	117.52	n/a	4,557	0	4,557
	03.08.2021	113.00	n/a	5,000	0	5,000
	01.23.2020	62.40	n/a	5,000	0	5,000
	01.15.2019	57.82	n/a	5,000	0	5,000
Dr. Robert Siegle*	01.25.2022	117.52	n/a	2,500	-2,500	0
	03.08.2021	113.00	n/a	2,500	-2,500	0
	01.23.2020	62.40	n/a	2,500	-2,500	0
	01.15.2019	57.82	n/a	2,500	-2,500	0
Dr. Claus Vielsack	01.25.2022	117.52	n/a	2,500	0	2,500
	03.08.2021	113.00	n/a	2,500	0	2,500
	01.23.2020	62.40	n/a	2,500	0	2,500
	01.15.2019	57.82	n/a	2,500	0	2,500

* In accordance with the termination agreement, the stock options granted and not yet exercised have lapsed without compensation.

(8) Clawback

The Supervisory Board has the statutory options for limiting and reclaiming the remuneration, in particular the option of reducing it in accordance with § 87 (2) AktG.

Furthermore, the Supervisory Board has the option of clawing back variable remuneration components, should these have been disbursed on the basis of incorrect data. The clawback option exists even if the office or employment relationship with the Board of Management member has already ended by the time the claim for clawback is exercised. The Board of Management member cannot claim that the excess remuneration paid is no longer part of his assets. Claims for damages against the Board of Management member remain unaffected

Variable remuneration components were not clawed back in 2024 as there was no reason to do so.

(9) Strategy reference (§ 162 (1) Sentence 2, No. 1 AktG)

The remuneration system is intended to help promote STRATEC's business strategy of expanding its position as a leading developer and manufacturer of fully automated analyzer systems for its partners in clinical diagnostics and biotechnology.

To this end, the remuneration system provides incentives that are consistent with and support this strategy. For example, the financial targets in the short-term variable remuneration (STI) are based on the performance category of consolidated EBITDA, which promotes a focus on profitability and the generation of efficiencies. The long-term remuneration (LTI) also provides incentives for long-term profitability and operational improvements due to its term of at least four years, the performance basis of consolidated sales and consolidated EBITDA and an increase in the XETRA price. Furthermore, the non-financial targets within the LTI, which also include social and ecological aspects in particular, support STRATEC's strategic development in this respect. The discretionary components of the MTR also have a particular strategic relevance. The focus here was on the further development of the corporate strategy, in particular the concrete formulation and further development of the strategic objectives, the pillars of the strategy, and the strategic enablers. Finally, a competitive annual salary, ancillary benefits, and selected pension benefits help to attract qualified managers and retain them at STRATEC in the long term.

(10) Caps

In connection with the variable remuneration components, there are requirements that limit the value and degree of target achievement of the components, both individually and in combination. For further details, please refer to "(3) Components of the remuneration system in 2021" in this section. Moreover, a **maximum remuneration** requirement is applicable to the **total remuneration** granted for a financial year (aggregate total of all remuneration contributions expended for the financial year, irrespective of whether these are paid out in this financial year or at a later point in time). This amounts to € 1,800,000 per corresponding financial year for regular members of the Board of Management and € 2,500,000 for the Chief Executive Officer.

The following table provides an overview both of the cap on the amount of remuneration for each component and on the maximum remuneration applicable for the **2024 financial year**.

	Marcus Wolfinger			Dr. Robert Siegle		
	Actual € 000s	CAP € 000s	+ /- € 000s	Actual € 000s	CAP € 000s	+ /- € 000s
Caps per component						
Annual basic salary	341	341	0	176	176	0
Ancillary benefits	23	23	0	8	8	0
Pension benefits	107	107	0	93	93	0
Short-term incentive	298	670	372	69	500	431
Long-term incentive						
- MTR (2024)	248	248	0	204	204	0
- Stock appreciation rights*	252	700	448	19	300	281
Appreciation bonus	102	102	0	79	79	0
Maximum remuneration	870	2,500	1,630	425	1,800	1,375

	Dr. Claus Vielsack			Dr. Georg Bauer		
	Actual € 000s	CAP € 000s	+ /- € 000s	Actual € 000s	CAP € 000s	+ /- € 000s
Caps per component						
Annual basic salary	256	256	0	201	201	0
Ancillary benefits	12	12	0	12	12	0
Pension benefits	68	68	0	20	20	0
Short-term incentive	222	500	278	188	500	312
Long-term incentive						
- MTR (2024)	204	204	0	204	204	0
- Stock appreciation rights*	126	300	174	111	300	189
Appreciation bonus	77	77	0	50	50	0
Maximum remuneration	635	1,800	1,165	470	1,800	1,330

* Fair value calculated as of grant date using relevant option calculation methods.

(11) Remuneration granted and owed

The following tables show the remuneration granted and owed to the members of the Board of Management in the 2023 and 2024 years under report, pursuant to § 162 (1) Sentence 1 AktG. Accordingly, the tables include all amounts actually paid to the individual members of the Board of Management in the period under report (remuneration granted), as well as all remuneration legally due but not yet paid (remuneration owed). With regard to the amounts incurred in connection with the retirement, invalidity, and surviving dependents' pensions as a

further component of fixed remuneration, reference is made to the information provided in Section “(12) Regulations governing regular termination of activity on the Board of Management.” These amounts are not shown in the following tables.

As in the previous year (but unlike in the 2022 remuneration report), the amounts paid out for the short-term incentive (STI), the long-term incentive (LTI/MTR), and the special remuneration are stated in the reporting period in which the activity on which the remuneration is based was performed in full. This means:

- For the STI, the amount to be paid in 2025 for the year 2024 is specified.
- For the MTR, the amount of the 2022–2024 tranche to be paid out in 2025 is stated. In the case of Dr. Robert Siegle, the amount stated also includes the pro-rata payment of the MTR for the 2023 to 2026 and 2024 to 2027 tranches made in 2024.
- The appreciation bonus is the amount to be paid out in 2025 to reward the special achievements in 2024.
- In the case of stock appreciation rights (SARs), the SARs whose minimum qualifying period expires in 2024 are shown. If these SARs are exercised and paid out in 2024, the actual payout amount is stated, otherwise the estimated value of the SARs is shown. If the SARs are not paid out until after 2024 and the actual payout amount differs from the estimated value of the SARs, the difference is disclosed in the remuneration report for the payout year.

Marcus Wolfinger		2024	2023
		€ 000s	€ 000s
Fixed remuneration	Annual basic amount	341	320
	Ancillary benefits	23	22
Total fixed remuneration		364	342
Variable remuneration	Short-term incentive*	400	342
	MTR 2022	136	143
	Long-term incentive		
	- Stock options	0	0
	- Stock appreciation rights	0	0
Total variable remuneration		536	485
Total remuneration		899	827
Relative share of fixed remuneration		40%	41%
Relative share of variable remuneration		60%	59%

Dr. Robert Siegle**		2024	2023
		€ 000s	€ 000s
Fixed remuneration	Annual basic amount	176	264
	Ancillary benefits	8	13
	Compensation for retro. ban on competition	242	0
	Severance payment	956	0
	Share of legal fees in accordance with the termination agreement	5	0
Total fixed remuneration		1,387	277
Variable remuneration	Short-term incentive	148	263
	MTR***	120	117
	Long-term incentive		
	- Stock options	-79	0
	- Stock appreciation rights	0	0
Total variable remuneration		189	380
Total remuneration		1,576	657
Relative share of fixed remuneration		88%	42%

Relative share of variable remuneration		12%	58%
Dr. Claus Vielsack		2024	2023
		€ 000s	€ 000s
Fixed remuneration	Annual basic amount	256	235
	Ancillary benefits	12	10
Total fixed remuneration		268	245
Variable remuneration	Short-term incentive*	299	254
	MTR 2022	86	90
	Long-term incentive		
	- Stock options	0	0
	- Stock appreciation rights	0	0
Total variable remuneration		384	344
Total remuneration		652	589
Relative share of fixed remuneration		41%	42%
Relative share of variable remuneration		59%	58%

Dr. Georg Bauer		2024	2023
		€ 000s	€ 000s
Fixed remuneration	Annual basic amount	201	180
	Ancillary benefits	12	11
Total fixed remuneration		213	191
Variable remuneration	Short-term incentive*	238	193
	MTR 2022	0	0
	Long-term incentive		
	- Stock options	0	0
	- Stock appreciation rights	0	0
Total variable remuneration		238	193
Total remuneration		451	384
Relative share of fixed remuneration		47%	50%
Relative share of variable remuneration		53%	50%

* This item also includes the appreciation bonus

** Dr. Robert Siegle left the company on August 31, 2024. The benefits granted here on the occasion of retirement are also shown in detail under "(15) Payments to former members of the Board of Management"

*** Tranche 2022–2024 € 78,625, tranche 2023–2026 € 37,825.00, tranche 2024–2027 € 3,825.00. For the fiscal year 2023, a target achievement of 100% was determined as part of the remuneration system (MVV). For the fixed component – which is only relevant for Dr. Robert Siegle regarding the proportional remuneration component in the fiscal year 2024 – a target achievement of 22.5% was determined for the fiscal year 2024.

(12) Regulations governing regular termination of activity on the Board of Management

The following provisions apply to the members of the Board of Management upon the regular termination of their activity as a member of the Board of Management:

Old-age pension – The members of the Board of Management Marcus Wolfinger and Dr. Claus Vielsack, as well as the former member Dr. Robert Siegle, will receive a pension from STRATEC SE when they reach retirement age, which is between 60 and 67 years, and have terminated their activity as members of the Board of Management. The pension is paid either as a lump sum or as a regular lifelong pension payment.

These pension entitlements remain in full if, during the current term of office, the Board of Management member is either not offered a further term of office or is offered a further term of office with less favorable conditions. If Marcus Wolfinger should leave the company for reasons other than those mentioned above, his pension contribution will continue to be paid for the current year and the two years following his departure. The same applies to Dr. Robert Siegle in accordance with the termination agreement.

In addition, there is a direct commitment for Mr. Marcus Wolfinger, which will continue in full if Mr. Wolfinger is either not offered a further term of office during his current term of office or is offered a further term of office with less favorable conditions. Ultimately, Mr. Wolfinger has two direct insurance policies. The associated entitlements will be retained in full if Mr. Wolfinger is either not offered a further term of office during the current term of office or is offered a further term of office with less favorable conditions.

The pension entitlements are financed by STRATEC SE both directly and indirectly. In addition to the aforementioned benefits, a lifelong pension for surviving dependents was agreed with Mr. Marcus Wolfinger.

Dr. Georg Bauer was granted an annual pension allowance of € 20,000.

In the 2024 financial year, the service cost within the meaning of IAS 19 (Benefits to employees) was € 107,000 for Marcus Wolfinger (previous year: € 174,000), € 93,000 for Dr. Robert Siegle (previous year: € 112,000), € 68,000 for Dr. Claus Vielsack (previous year: € 30,000), and € 20,000 for Dr. Georg Bauer. In accordance with IAS 19 (Employee Benefits), the present value of the capital entitlements acquired by December 31, 2024 from the benefits promised as part of the pension plan amounted to € 1,572,000 for Mr. Marcus Wolfinger (previous year: € 1,479,000), € 1,256,000 for Dr. Robert Siegle (previous year: € 1,013,000), and € 406,000 for Dr. Claus Vielsack (previous year: € 356,000). The actual benefits may be higher or lower than shown.

Retrospective prohibition on competition – For the duration of the 24-month retrospective prohibition on competition, each member of the Board of Management receives remuneration amounting to 75% of his most recent granted annual total remuneration for the first twelve months and 50% of the same amount for the subsequent twelve months. STRATEC SE may waive compliance with the retrospective prohibition on competition on a conditional basis (for the 13th to the 24th month).

Stock appreciation rights – Upon the regular termination of activity, the stock appreciation rights granted to members of the Board of Management are settled in accordance with the conditions valid at the end of the term, provided that the exercise hurdles have been met at this point in time. Requests for payment may be asserted at the earliest one month prior to and at the latest three months subsequent to the termination date.

MTR – If the employment relationship is terminated before the end of the four-year performance period, the amount for disbursement is calculated and settled pro rata temporis, based on the term of the employment relationship, and paid out within two months of the termination of the employment relationship.

STI – If the employment relationship is terminated during the current financial year, the performance-based remuneration (STI) relating to the financial year is calculated and paid out pro rata temporis.

(13) Regulations governing premature termination of activity on Board of Management

The following provisions apply to the members of the Board of Management upon the premature termination of their activity as a member of the Board of Management:

Severance payments – Contracts with members of the Board of Management are concluded for fixed terms. In the event of the contract being terminated prematurely, on the basis of mutual agreement, and without compelling reason justifying immediate termination, severance payments amounting to a maximum of two annual remuneration packages (severance pay cap) are disbursed. The calculation of the cap is based on the total remuneration granted for the past financial year. Payments resulting from the retrospective prohibition on competition may be imputed to this amount. In the event of a change of control, the members of the Board of Management have a special right of termination. If they make use of this option, they receive a severance payment amounting to 150% of the severance payment cap. No change-of-control provisions were agreed with Dr. Bauer.

Retrospective prohibition on competition – For the duration of the 24-month retrospective prohibition on competition, each member of the Board of Management receives remuneration amounting to 75% of his most recent granted annual total remuneration for the first twelve months and 50% of the same amount for the subsequent twelve months. STRATEC SE may waive compliance with the retrospective prohibition on competition on a conditional basis (for the 13th to the 24th month).

Pension – The pension entitlements of Board of Management members Marcus Wolfinger and Dr. Claus Vielsack will remain in full if the resignation and termination is due to a change of control or if the Board of Management member retires due to disability. Mr. Marcus Wolfinger's pension entitlements will also remain in full if he leaves the company due to illness. If Mr. Marcus Wolfinger should leave the company prematurely for reasons other than those mentioned above, his pension contributions will continue to be paid for the current year and the two years following his departure. In addition, there is a direct commitment for Mr. Marcus Wolfinger, which will continue in full if Mr. Wolfinger resigns from office due to a change of control and gives notice. Ultimately, Mr. Wolfinger has two direct insurance policies. The associated entitlements are retained in full if Mr. Wolfinger resigns from office due to a change of control and gives notice or retires due to disability.

Permanent inability to work and fatality – Should a member of the Board of Management become permanently unable to work during the term of the employment contract, this contract is terminated three months after the end of the month in which the permanent inability to work is ascertained. Remuneration is based on the provisions governing regular termination of activity on the Board of Management. Should a member of the Board of Management die during the term of the employment contract, then his surviving dependents are entitled to continued payment of the remuneration for the month in which the member died and the following six months, nevertheless limited to the expiration of the employment contract irrespective of the death of the member.

Stock appreciation rights – Upon the premature termination of activity, the stock appreciation rights granted to members of the Board of Management are settled in accordance with the conditions valid at the end of the term provided that the exercise hurdles have been met at this point in time. Requests for payment may be asserted at the earliest one month prior to and at the latest three months subsequent to the termination date.

MTR – If the employment relationship is terminated before the end of the four-year performance period, the amount for disbursement is calculated and settled pro rata temporis, based on the term of the employment relationship, and paid out within two months of the termination of the employment relationship.

STI – If the employment relationship is terminated during the current financial year, the performance-based remuneration (STI) relating to the financial year is calculated and paid out pro rata temporis.

(14) Third-party payments

In 2024, no payments were promised or granted to the members of the Board of Management by third parties in connection with their activity as members of the Board of Management.

(15) Payments to former members of the Board of Management

In the 2024 financial year, Dr. Robert Siegle's position on the Board of Management ended by termination agreement on August 31, 2024 (the termination date). The following benefits were promised and granted in this context:

- Gross severance payment of € 956,901.61.
- Continued payment of fixed remuneration components until the termination date (gross fixed monthly salary of € 22,000.00, monthly allowances for health and long-term care insurance).
- Payment of a pro-rata STI for the 2024 financial year.
- An MTR calculated pro rata up to the termination date, whereby the calculation for 2024 was based on the linked components.
- The SARs for 2024 were reduced pro rata temporis. SARs for the past were settled pro rata temporis (payout requests can be exercised up to the end of the maximum term).
- Expiry of unexercised stock options without compensation.
- Compensation for a retrospective prohibition on competition in the gross amount of € 60,480 per month (75% of the last total remuneration granted) for one year from the date of termination.
- In addition, contributions to the company pension scheme were/will be continued for the remainder of 2024 and the years 2025 and 2026.

- Share of legal fees

(16) Compliance with the remuneration system

There were no deviations from the remuneration system in 2024.

C. REMUNERATION OF SUPERVISORY BOARD MEMBERS

The remuneration of the Supervisory Board is governed by § 13 of the Articles of Association of STRATEC SE and takes due account of the responsibilities and scope of activity of Supervisory Board members, as well as of the economic position and performance of the company.

§ 13 of the Articles of Association of STRATEC SE was amended by resolution adopted by the Annual General Meeting on May 17, 2023. The amendment to the Articles of Association was entered in the Commercial Register on July 3, 2023. The amendment takes effect as of the beginning of the financial year subsequent to the entry, and thus as of January 1, 2024.

Each member of the Supervisory Board receives fixed remuneration of € 40,000 for each financial year. The Supervisory Board Chair receives double and the Deputy Chair receives one and a half times this amount of fixed remuneration.

Supervisory Board members who have only belonged to the Supervisory Board for part of the financial year receive one twelfth of the remuneration for each month of service commenced.

Furthermore, each member of the Supervisory Board receives a meeting allowance of € 1,000 for each meeting of the Supervisory Board attended in person. Where several meetings are held on the same day, the meeting allowance is paid only once. The meeting allowance is limited to a maximum of six meetings per financial year.

If the Supervisory Board forms one or more committees, each committee member receives fixed remuneration of € 5,000.

The fixed remuneration and the meeting allowance are due for payment at the end of each financial year.

In addition, the company reimburses each member of the Supervisory Board for the necessary and reasonable expenses incurred in the performance of their duties, as well as for sales tax attributable to remuneration or the reimbursement of expenses.

Members of the Supervisory Board may be included in a pecuniary loss liability insurance policy concluded by the company at its own expense, at an appropriate amount, and in its interest. The premiums for this are paid by the company.

The following tables present the remuneration granted and owed to members of the Supervisory Board in the 2024 and 2023 financial years pursuant to § 162 (1) Sentence 1 AktG.

Prof. Dr. Georg Heni	2024		2023	
	€ 000s	Share	€ 000s	Share
Fixed remuneration	80	83%	50	88%
Meeting allowance	16	17%	7	12%
- of which for attendance of committee meetings	10		2	
Total	96	100%	57	100%

Supervisory Board member since May 20, 2022

Supervisory Board Chair since May 20, 2022

Deputy Chair of the Audit Committee since June 21, 2022

Remuneration Committee Chair since December 18, 2023

Dr.-Ing. Frank Hiller	2024		2023	
	€ 000s	Share	€ 000s	Share
Fixed remuneration	60	79%	37	84%
Meeting allowance	16	21%	7	16%
- of which for attendance of committee meetings	10		2	
Total	76	100%	44	100%

Supervisory Board member since May 29, 2019

Deputy Chair of the Supervisory Board since November 26, 2020, previously Supervisory Board Chair since May 29, 2019

Audit Committee member since January 28, 2021, Audit Committee Chair since May 17, 2024

Remuneration Committee member since December 18, 2023

Dr. Rolf Vornhagen	2024		2023	
	€ 000s	Share	€ 000s	Share
Fixed remuneration	40	78%	25	78%
Meeting allowance	11	22%	7	22%
- of which for attendance of committee meetings	5		2	
Total	51	100%	32	100%

Supervisory Board member since July 21, 2020

Audit Committee Chair and member since January 28, 2021, resigned as of May 17, 2024

Dr. med. Patricia Geller	2024		2023	
	€ 000s	Share	€ 000s	Share
Fixed remuneration	40	71%	25	83%
Meeting allowance	16	29%	5	17%
- of which for attendance of committee meetings	10		1	
Total	56	100%	30	100%

Supervisory Board member since June 10, 2022

Audit Committee member since May 17, 2024

Remuneration Committee member since December 18, 2023

D. COMPARATIVE PRESENTATION OF EARNINGS PERFORMANCE AND ANNUAL CHANGE IN REMUNERATION

(1) Development in relevant key figures

As outlined in Section “B. REMUNERATION OF MEMBERS OF THE BOARD OF MANAGEMENT,” the variable remuneration of the Board of Management is mainly dependent on the short to medium-term development in the key financial figures of consolidated sales and consolidated EBITDA, as well as on the long-term development in the XETRA share price of STRATEC SE. In addition, pursuant to § 162 (1) Sentence 2, No. 2 AktG, the development in the annual net income of STRATEC SE is presented in accordance with the German Commercial Code (HGB). Consistent with the relief provided for in § 26j of the Introductory Act to the German Stock Corporation Act (EGAktG), the company has opted not to select the past five financial years as the comparative period for which average employee remuneration is presented, but rather merely the period after the 2021 financial year.

The table presents the change in the key financial figures underlying the variable remuneration of the Board of Management and the change in annual net income determined in accordance with the German Commercial Code (HGB) pursuant to § 162 (1) Sentence 2, No. 2 AktG:

	2024 vs. 2023	2023 vs. 2022	2022 vs. 2021
Consolidated sales	-3%	-3%	-4%
Consolidated EBITDA	17%	-31%	-13%
Annual net income (HGB)	-35%	-33%	28%

The XETRA share price of STRATEC SE performed as follows in the period relevant to the variable remuneration of the Board of Management:

	12.31.2024	12.31.2023	12.31.2022	12.31.2021
XETRA share price	€ 29.80	€ 45.55	€ 81.80	€ 137.80

(2) Development in annual remuneration

Remuneration of members of the Board of Management

The remuneration of the members of the Board of Management contained in the following table represents the remuneration granted and owed to the respective member of the Board of Management in the reporting period and thus corresponds to the figures presented in the remuneration tables within the meaning of § 162 (1) Sentence 1 AktG (in accordance with the methodology described under B. Section 11, which has been used since the 2023 remuneration report, according to which variable remuneration components are allocated to

the year in which the underlying activity was fully performed, even if payment is made at a later date)

	2024 vs. 2023	2023 vs. 2022	2022 vs. 2021
Marcus Wolfinger	8.8%	-59.3%	0.4%
Dr. Robert Siegle	139.9%	-49.7%	-0.2%
Dr. Claus Vielsack	10.7%	-50.1%	0.5%
Dr. Georg Bauer	17.2%	n/a	n/a

Remuneration of incumbent Supervisory Board members

	2024 vs. 2023	2023 vs. 2022	2022 vs. 2021
Prof. Dr. Georg Heni	68.4%	46.2%	n/a
Dr.-Ing. Frank Hiller	72.7%	0.0%	4.8%
Dr. Rolf Vornhagen	59.4%	0.0%	6.7%
Dr. med. Patricia Geller	86.7%	57.9%	n/a

Given the changes in the composition of the Supervisory Board in the 2022 financial year, to enhance comparability, the percentage change in remuneration (comprising fixed remuneration and meeting allowance) of all Supervisory Board members who were members for either part or all of the 2023 and 2022 financial years is presented in the table below.

	2024 vs. 2023	2023 vs. 2022	2022 vs. 2021
All Supervisory Board members	71.2%	3.2%	21.5%

Average remuneration of employees of STRATEC SE

As in the previous year, the comparison of the development in average employee remuneration for 2024 is based on the average remuneration of employees at STRATEC SE, excluding one-off payments such as compensation for inflation or stock options. This was based on the remuneration of all full-time employees who were employed for the whole of the comparative period. No account has been taken of trainees, students, temporary employees, or employees in part-time retirement.

	2024 vs. 2023	2023 vs. 2022	2022 vs. 2021
Remuneration of STRATEC SE employees	3.7%	3.6%	2.2%

The underlying average remuneration of STRATEC SE employees developed as follows in absolute terms:

	2024	2023	2022
Underlying average remuneration of the employees of STRATEC SE	€ 72k	€ 70k	€ 69k

Birkenfeld, May 16, 2025

STRATEC SE

On behalf of the Supervisory Board

Prof. Dr. Georg Heni
Chair of the Supervisory Board

The Board of Management

Marcus Wolfinger
Chief Executive Officer

Dr. Claus Vielsack
Member of the Board of Management

Dr. Georg Bauer
Member of the Board of Management

Independent auditor's report on the audit of the remuneration report in accordance with Section 162 (3) AktG

To STRATEC SE, Birkenfeld

Audit opinion

We have formally audited the remuneration report of STRATEC SE, Birkenfeld, for the financial year from January 1 to December 31, 2024 to determine whether the disclosures pursuant to Section 162 (1) and (2) AktG have been made in the remuneration report. In accordance with section 162 Abs. 3 AktG, we have not audited the content of the remuneration report.

In our opinion, the accompanying remuneration report includes, in all material respects, the disclosures required by section 162 (1) and (2) AktG. Our audit opinion does not cover the content of the remuneration report.

Basis for the audit opinion

We conducted our audit of the remuneration report in accordance with section 162 Abs. 3 AktG and the IDW Auditing Standard: The Audit of the Remuneration Report in Accordance with Section 162 (3) AktG (IDW PS 870 (09.2023)). Our responsibilities under those requirements and this standard are further described in the "Auditor's Responsibilities" section of our report. As an audit firm, we have audited the requirements of the IDW Quality Management Standard: Requirements for Quality Management in the Auditing Practice (IDW QMS 1 (09.2022)) have been applied. We have complied with the professional requirements of the German Public Auditors' Code and the Professional Code for German Public Auditors / Chartered Accountants, including the independence requirements.

Responsibility of the legal representatives and the Supervisory Board

The legal representatives and the Supervisory Board are responsible for the preparation of the remuneration report, including the related disclosures, in accordance with the requirements of Section 162 AktG. In addition, they are responsible for such internal control as they have determined necessary to enable the preparation of a remuneration report that is free from material misstatement, whether due to fraud (i.e. fraudulent manipulation of accounting records or misrepresentation of assets) or error.

Responsibility of the auditor

Our objective is to obtain reasonable assurance about whether the remuneration report includes, in all material respects, the disclosures required by section 162 (1) and (2) AktG and to issue an auditor's report thereon.

We planned and performed our audit such that we can determine the formal completeness of the remuneration report by comparing the disclosures made in the remuneration report with the disclosures required by section 162 (1) and (2) AktG. In accordance with section 162

Abs. 3 AktG, we have not audited the content of the disclosures, the completeness of the individual disclosures or the fair presentation of the remuneration report.

Saarbrücken, May 16, 2025

PricewaterhouseCoopers GmbH
Wirtschaftsprüfungsgesellschaft

Carsten Palm
German Public Auditor
(Wirtschaftsprüfer)

ppa. Johann Horz
German Public Auditor
(Wirtschaftsprüfer)