

2024

INVITATION

TO THE ANNUAL GENERAL MEETING

2 0 2 4

SURTECO

Overview with disclosures pursuant to § 125 Stock Corporation Act (Aktiengesetz, AktG) in conjunction with Table 3 of the Implementation Regulation (Durchführungsverordnung) (EU) 2018 / 1212

A. Content of the notification

1. Unique identifier of the event b9d2ef6765e8ee11b53000505696f23c
2. Type of message: Convening of the Annual General Meeting

B. Disclosures of the issuer

1. ISIN: DE0005176903
2. Name of the issuer: SURTECO GROUP SE

C. Disclosures on the Annual General Meeting

1. Date of the Annual General Meeting: 07 June 2024
2. Start: 10:00 (CET) (equivalent to 8:00 UTC)
3. Type of Annual General Meeting: ordinary Annual General Meeting
4. Place of the Annual General Meeting: Max-Joseph-Straße 5, 80333 Munich, Germany
5. Recording date: 16.05.2024
6. Uniform Resource Locator (URL): <https://ir.surteco.com/hv>

Agenda at a glance:

1. Submission of the audited annual financial statements and the approved consolidated financial statements, the management reports for SURTECO GROUP SE and the Group, in each case for the business year 2023, including the explanatory report on the disclosures pursuant to § 289a Section (1), § 315a Section (1) of the German Commercial Code (Handelsgesetzbuch, HGB) and the report by the Supervisory Board
2. Resolution on the discharge of the Management Board for the business year 2023
3. Resolution on the discharge of the Supervisory Board for the business year 2023
4. Election of the Supervisory Board
5. Resolution on the approval of the compensation report
6. Resolution on the approval of adjustments to the system for the members of the Management Board
7. Resolution on the appointment of the auditor of the annual financial statements

INVITATION TO THE ORDINARY ANNUAL GENERAL MEETING 2024

SURTECO GROUP SE Buttenwiesen

ISIN: DE0005176903

WKN: 517690

We invite our shareholders¹ to the ordinary Annual General Meeting to be held at

Haus der Bayerischen Wirtschaft
Max-Joseph-Straße 5
80333 Munich
Germany

on Friday, 7 June 2024, at 10.00
[entry from 9:00].

I. AGENDA

1. Submission of the audited annual financial statements and the approved consolidated financial statements, the management reports for SURTECO GROUP SE and the Group, in each case for the business year 2023, including the explanatory report on the disclosures pursuant to § 289a Section (1), § 315a Section (1) of the German Commercial Code (Handelsgesetzbuch, HGB) and the report by the Supervisory Board

Submission of the audited annual financial statements and the approved consolidated financial statements, the management reports for SURTECO GROUP SE and the Group, in each case for the business year 2023, including the explanatory report on the disclosures pursuant to § 289a Section (1), § 315a Section (1) of the German Commercial Code (Handelsgesetzbuch, HGB) and the report by the Supervisory Board

No resolution is anticipated for Agenda Item 1, since there is no statutory requirement for a resolution to be passed and the Supervisory Board has already confirmed the annual financial statements and approved the consolidated financial statements. No resolution is therefore necessary in respect of Agenda Item 1 under statutory requirements.

2. Resolution on the discharge of the Management Board for the business year 2023

The Management Board and the Supervisory Board propose that the actions of the Members of the Management Board listed below be approved and that they should be discharged for the business year 2023:

- 2.1 Mr. Wolfgang Moyses
- 2.2 Mr. Andreas Pötz
- 2.3 Mr. Manfred Bracher (Member of the Management Board until 31 January 2023)

It is intended to allow the Annual General Meeting to take a decision on the discharge of the aforementioned Members of the Management Board by individual voting.

3. Resolution on the discharge of the Supervisory Board for the business year 2023

The Management Board and the Supervisory Board propose that the Members of the Supervisory Board designated below should be discharged for their actions in the business year 2023:

- 3.1 Mr. Andreas Engelhardt
- 3.2 Mr. Tim Fiedler
- 3.3 Mr. Tobias Pott
- 3.4 Mr. Jens Krazeisen
- 3.5 Mr. Jochen Müller
- 3.6 Mr. Dirk Mühlenkamp
- 3.7 Mr. Jan Oberbeck
- 3.8 Mr. Thomas Stockhausen
- 3.9 Mr. Jörg Wissemann

It is intended to allow the Annual General Meeting to take a decision on the discharge of Members of the Supervisory Board by individual voting.

4. Election to the Supervisory Board

The period of office of Mr. Tobias Pott and Jörg Wissemann as Member of the Supervisory Board of SURTECO GROUP SE finishes at the end of the Annual General Meeting on 7 June 2024.

4.1 The Supervisory Board proposes that Mr. Tobias Pott should be re-elected to the Supervisory Board.

The election will be for a period of office that extends until the actions of the Supervisory Board are approved and the Member of the Supervisory Board is discharged for the fourth business year after the commencement of his period of office. The business year in which the period of office commences is not included in this calculation.

Mr. Pott has the following additional memberships of other supervisory boards to be formed under statutory regulations and comparable governance bodies of business enterprises in Germany and abroad:

- Chairman of the Management Board of the Robert and Christa Linnemann Foundation, Gütersloh.

Mr. Pott is independent within the meaning of Section C.7 of the German Corporate Governance Code. Mr. Pott is the nephew of Mrs. Christa Linnemann, who is a shareholder of the company and a member of the SURTECO share pool. Otherwise, there are no personal and/or business relationships between Mr. Pott and the companies of the SURTECO Group, the executive bodies of SURTECO GROUP SE and a shareholder controlling SURTECO GROUP SE.

The curriculum vitae of Mr. Pott is included as Annex 1 of this agenda.

4.2 The Supervisory Board proposes that Mr. Jörg Wissemann should be re-elected to the Supervisory Board.

The election will be for a period of office that extends until the actions of the Supervisory Board are approved and the Member of the Supervisory Board is discharged for the fourth business year after the commencement of his period of office. The business year in which the period of office commences is not included in this calculation.

Mr. Wissemann is not a member of any other Supervisory Boards or comparable domestic or foreign supervisory bodies of commercial enterprises required by law.

Mr. Wissemann is independent within the meaning of Section C.7 of the German Corporate Governance Code. There are no personal and/or business relationships between Mr. Wissemann and the companies of the SURTECO Group, the executive bodies of SURTECO

¹Gender-specific forms of address are not used in this invitation for purposes of better readability. All references to people, such as "shareholders", "employees", etc. apply equally to all gender identities.

GROUP SE and a shareholder controlling SURTECO GROUP SE.

The curriculum vitae of Mr. Wissemann is attached as **Annex 2** to this agenda.

5.
Resolution on the approval of the compensation report for the business year 2023 prepared and audited pursuant to § 162 Stock Corporation Act (Aktiengesetz, AktG)

The Management Board and Supervisory Board propose that the Compensation Report for the business year 2023 appended under **Annex 3**, prepared and audited pursuant to § 162 Stock Corporation Act (Aktiengesetz, AktG) be approved.

6.
Resolution on the approval of adjustments to the remuneration system for the members of the Management Board

Pursuant to Section 120 a (1) AktG, in the case of listed companies, a resolution must be passed by the Annual General Meeting on the approval of the remuneration system for Management Board members submitted by the Supervisory Board for every significant change to the remuneration system. Accordingly, the following changes will be submitted to the Annual General Meeting for resolution:

- The remuneration system approved by the 2022 Annual General Meeting provides in section 4 for an upper limit of € 1.25 million p.a. per member of the Executive Board. Now that the Supervisory Board has raised the upper limit for the Chairman of the Management Board to € 3.5 million p.a. in 2022, the previous upper limit for members of the Management Board also appears too low compared to the upper limit for the Chairman of the Management Board if the company achieves a very good result. In such cases, the incentive

effect of the variable remuneration for members of the Management Board may be too low, particularly in the case of significant increases in EBITDA. This would not be in the interests of the shareholders, who participate in a future increase in earnings. The Supervisory Board therefore proposes raising the upper limit for members of the Executive Board in the remuneration system from the current € 1.25 million p.a. to € 1.5 million p.a. The upper limit for the Chairman of the Executive Board remains unchanged at € 3.5 million p.a.

- The previous remuneration system provides for a fixed remuneration in Section 3.1, which should not exceed EUR 550,000 p.a. for the Chairman of the Management Board and EUR 300,000 p.a. for members of the Management Board. In order to preserve the relative proportions of the remuneration components, the Supervisory Board therefore proposes to increase these upper limits to EUR 700,000 p.a. for the Chairman of the Management Board and to EUR 400,000 p.a. for members of the Management Board.
- The previous remuneration system stipulates the attainment of a specified free cash flow as a target in section 3.2. Since the free cash flow also indirectly depends on the company's results, which is already taken into account in the EBITDA target, the Supervisory Board proposes to adapt this target into a specific cash management target, which the Supervisory Board sets at its discretion for each financial year Determined in advance.
- The previous remuneration system stipulates in Section 3.3 that the Supervisory Board can grant payments to a member of the Management Board to establish or continue their own pension scheme, in particular if this appears necessary in order to attract qualified managers to the company who have a corresponding regulation in place their

previous employment contracts and expect to continue with the company. Since this regulation should sensibly be applied not only to recruiting but also to retaining managers, the Supervisory Board proposes to adapt this passage accordingly

- Section 2 of the previous remuneration system states that the Supervisory Board uses a suitable peer group to assess the appropriateness and customary nature of the total remuneration of the members of the Management Board. To date, reference has been made to comparable M-DAX companies. However, such a limitation to M-DAX companies is too restrictive as, on the one hand, there are not enough comparable M-DAX companies available and, on the other hand, companies outside the M-DAX also appear suitable for comparison. In order to broaden the possible basis for comparison, the reference to the M-DAX should therefore be deleted.
- When it comes to special regulations in the event of a change of control, the Supervisory Board would like to have the flexibility to make such regulations if it considers this to be appropriate in the interests of the company.

The remuneration system adjusted accordingly in section 2 para. 1 [removal of the reference to the M-DAX], section 3.1 [adjustment of the fixed remuneration], section 3.2 [adjustment of free cash flow target into cash management target], section 3.3 [adjustment by payments for pension scheme], section 4 para. 1 [adjustment of the maximum remuneration of the Management Board members], and section 5 para. 6 [change of control] is attached as Annex 4 to this invitation.

The Supervisory Board proposes that the remuneration system for the members of the Management Board attached in **Annex 4** be approved.

7.
Resolution about the appointment of the auditor of the annual financial statements and the auditor of the consolidated financial statements

Based on the recommendation of the Audit Committee, the Supervisory Board proposes to appoint Baker Tilly GmbH & Co. KG Wirtschaftsprüfungsgesellschaft, Düsseldorf, Nuremberg Branch, as the auditor of the annual financial statements and as the auditor of the consolidated financial statements of SURTECO GROUP SE for the business year 2024, and as a precautionary measure as the auditor of sustainability reporting for the business year 2024 and as the auditor for any audit review of interim financial reports for the business year 2024 and for any audit review of interim financial reports for the business year 2025 to be carried out prior to the Annual General Meeting 2025.

In its recommendation, the Audit Committee of the Supervisory Board stated that the recommendation is free from undue influence from third parties and that the committee was not subject to any clause of the type defined in Article 16 Section (6) of the EU Regulation for audit of public-interest entities (Regulation (EU) no. 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing of the Commission Decision 2005/909/ EC).

II. FURTHER INFORMATION ON CONVENING

1. Total number of shares and voting rights on the date of convening the Annual General Meeting

On the date of convening the Annual General Meeting, the capital stock of the Company amounts to nominally € 15,505,731.00. It is divided into 15,505,731 no-par-value shares corresponding to a nominal participation in the capital stock of € 1.00 for each no-par-value share. All no-par-value shares are ordinary shares. Each ordinary share is granted one vote at the Annual General Meeting. On the date of convening the Annual General Meeting, there is therefore a total of 15,505,731 votes.

2. Participation and exercise of the voting right – record date

Shareholders shall only be entitled to participate in the Annual General Meeting and exercise their voting right pursuant to § 15 of the Articles of Association if they have registered in text form in the German or English language at the following address at the latest before midnight on 31 May 2024:

SURTECO GROUP SE
c/o Computershare Operations Center
80249 Munich
Germany
Email: anmeldestelle@computershare.de

The shareholders must provide verification of their authorization to participate in the Annual General Meeting and to exercise their voting right. For this purpose, a written verification pursuant to § 67c Section (3) Stock Corporation Act (Aktiengesetz, AktG) in the German or English language relating

to the share ownership issued by the most recent intermediary must have been submitted in text form before midnight on 31 May 2024. The verification must relate to the close of business of 16 May 2024 (record date).

As far as the Company is concerned, only persons who have provided verification of ownership of the shareholding are entitled to participate in the Annual General Meeting and exercise the voting right as a shareholder. The authorization to participate or the scope of the voting right is based solely on the ownership of the shareholding on the record date of the verification. The record date is not associated with any vesting period for the disposal of the shareholding. Even if the shareholding is disposed of entirely or in part after the record date, the shareholding ownership of the shareholder on the record date is the sole point of reference for the participation in the Annual General Meeting and the scope of the voting right. Disposals of shares after the record date therefore exert no effects on the authorization for participation and on the scope of the voting right. The same principle applies to acquisitions and additional purchases of shares after the record date. Persons who do not own any shares on the record date and only purchase shares after that date are only entitled to participate in the Annual General Meeting and exercise voting rights, if they have been granted a power of attorney by the seller or have been authorized to exercise such rights.

The necessary registration and the verification of the relevant shareholding are generally carried out by the custodian institution. After receipt of the registration and the verification of their share ownership by the Company, the shareholders are sent entry tickets. In order to ensure timely receipt of the entry tickets, we ask shareholders to approach their custodian institution as soon as possible.

3. Proxy voting

3.1 Granting power of attorney to a third party

The shareholder can also exercise his/her voting rights by appointing a proxy of his or her choice. The form sent with the entry ticket can be used to grant power of attorney to a proxy. The appointment should be received as soon as possible by the custodian bank, in order to ensure that the entry ticket is received in good time. The grant of the power of attorney to the proxy, its revocation and verification of the power of attorney with respect to the Company must be provided in text form or can be provided by way of the SURTECO Investor Portal at <https://ir.surteco.com/hv>. You will find access data on your entry ticket. The submission, amendment or revocation of the power of attorney is possible until the end of 6 June 2024 , 24.00 (midnight).

In addition to the SURTECO Investor Portal, the shareholders can send a power of attorney of this nature and revocation of the said power of attorney to the following postal address and email address:

SURTECO GROUP SE
c/o Computershare Operations Center
80249 Munich
Germany
Email: anmeldestelle@computershare.de

If a bank (intermediary), a shareholders' association or another of the institutions or persons deemed to be equivalent in § 135 Section (8) or Section (10) Stock Corporation Act (Aktiengesetz, AktG) is to be granted a power of attorney, there is no requirement for the text form pursuant to the law. However, we draw attention to the fact that in these cases the institutions or persons to be granted authorization may request a special form of power of attorney, because they have to record the power of attorney verifiably pursuant to § 135 Section (1) Sentence 2 Stock Corporation

Act (Aktiengesetz, AktG). Therefore, if you want a bank, a shareholders' association or another of the institutions or persons deemed to be equivalent in § 135 Section (8) or Section (10) Stock Corporation Act (Aktiengesetz, AktG) to be granted authorization, you should agree a suitable form of power of attorney with these institutions or persons.

3.2 Grant of power of attorney to voting proxy representatives nominated by the Company

We also offer our shareholders the possibility of authorizing voting proxy representatives nominated by the Company to represent shareholders in casting votes at the Annual General Meeting. The form sent with the entry ticket can be used for this purpose. The voting proxy representatives must be granted a power of attorney and given instructions on exercising the voting right. The voting proxy representatives are bound to vote in accordance with the instructions received. The grant of the power of attorney to the proxy, its revocation and the verification of the power of attorney with respect to the Company must be provided in text form. The shareholders can send a power of attorney of this nature to the following postal address and email address:

SURTECO GROUP SE
c/o Computershare Operations Center
80249 Munich
Germany

Email: anmeldestelle@computershare.de

Powers of attorney sent by post or email and instructions to the voting proxy representatives must have arrived at the latest before 24.00 (midnight) on 5 June 2024 at the address given above. We request your understanding that powers of attorney and instructions to the voting proxy representatives arriving later cannot be taken into account.

Power of attorney can be granted and instructions given to voting proxy representatives of the Company on site on the day of the Annual General Meeting up to the start of voting.

Power of attorney can also be granted and instructions issued to the voting proxy representatives nominated by the Company using the SURTECO Investor Portal at <https://ir.surteco.com/hv>. You will find access data on your entry ticket. The submission, amendment or revocation of the power of attorney and instructions to the voting proxy representatives appointed by the Company is possible until the end of 6 June 2024 , 24.00 (midnight).

4..... Procedure for submission of a vote by postal vote

You can also exercise your voting right in writing or by means of electronic communication (postal vote), without participating in the Annual General Meeting. In this case, the prerequisites outlined above must also be fulfilled for participation in the virtual Annual General Meeting and the exercise of the voting right.

The submission, amendment or revocation of electronic postal votes can be carried out through the SURTECO Investor Portal at <https://ir.surteco.com/hv> until the end of 6 June 2024 , 24.00 (midnight). You will find access data to the Investor Portal on your entry ticket.

The postal vote can also be carried out in written or text form. The form sent with the registration confirmation can be used for this purpose. In both cases (written or text form), the votes submitted by postal vote must be received at the following address before 24:00 (midnight) on 5 June 2024. We ask for your understanding that any postal votes received later than this time cannot be taken into account, insofar as they are not submitted by way of the SURTECO Investor Portal.

SURTECO GROUP SE
c/o Computershare Operations Center
80249 Munich
Germany
Email: anmeldestelle@computershare.de

5..... Further information on the exercise of voting rights and voting

If voting rights are exercised in a timely manner in several ways (letter, email, electronically via the Investor Portal or by postal vote pursuant to § 67c Section (1) and Section (2) Sentence 3 Stock Corporation Act (Aktiengesetz, AktG) in conjunction with Article 2 Section (1) and Section (3) and Article 9 Section (4) of the Implementation Regulation (Durchführungsverordnung) [(EU) 2018/1212]) or if power of attorney is granted and as necessary instructions are issued, these shall be taken into account in the following order irrespective of the date and time they were received: 1. electronically via the Investor Portal, 2. pursuant to § 67c Section (1) and Section (2) Sentence 3 Stock Corporation Act (Aktiengesetz, AktG) in conjunction with Article 2 Section (1) and Section (3) and Article 9 Section (4) of the Implementation Regulation (Durchführungsverordnung) [(EU) 2018/1212], 3. by email and 4. by letter.

If declarations with more than one form of exercising voting rights are received via the same means of communication, the following shall apply: postal votes take priority over the granting of power of attorney and as appropriate issuing instructions to the voting proxy representatives of the Company.

The most recently received, timely revocation of a declaration is definitive.

If an individual vote is taken on an Agenda Item instead of a collective vote, the postal vote or instruction given for this item on the Agenda shall apply accordingly to each item of the individual vote.

No resolution proposal is submitted under Agenda Item 1 and therefore no voting is planned. The planned votes on Agenda Items 2 to 4 and 7 are binding, while the votes on Agenda Item 5 and 6 is a recommendation. For all the votes taken, the shareholders can vote "Yes" (approval) or "No" (rejection) or they can decide not to cast their vote (abstention).

6..... Supplementary motions to the Agenda at the request of a minority in accordance with Articles 53 and 56 of the SE Directive, § 50 Section (2) of the SE Implementation Act (SE-Ausführungsgesetz, SEAG) and § 122 Section (2) Stock Corporation Act (Aktiengesetz, AktG)

Shareholders whose shares together make up at least 5 % of the capital stock or the proportionate amount of € 500,000.00 of the capital stock corresponding to 500,000 no-par-value shares can request pursuant to Articles 53, 56 SE Directive in conjunction with § 50 Section (2) SE Implementation Act (SE-Ausführungsgesetz, SEAG) and § 122 Section (2) Stock Corporation Act (Aktiengesetz, AktG) that items are placed on the Agenda and announced. The requested Agenda Items (as necessary in the form of one or several resolution items) must be formulated such that the Management Board can announce these pursuant to the requirements of § 124 Stock Corporation Act (Aktiengesetz, AktG). A verification that the shareholder acquired and held the shares for a period of at least three months respectively 90 days prior to the motion (§ 122 Stock Corporation Act (Aktiengesetz, AktG)) is not necessary because the SE Directive as a higher instance of law does not contain a requirement of this nature.

Supplementary motions together with a justification or proposals for a resolution must be received in writing by the Company at the latest by the end of 7 May 2024 (midnight) at:

SURTECO GROUP SE
Management Board
Johan-Viktor-Bausch-Straße 2
86647 Buttenwiesen
Germany.

If the supplementary motions have been received punctually and are subject to a mandatory requirement for announcement, they are immediately announced in the Official Gazette of the Federal Republic of Germany (Bundesanzeiger) after receipt of the request and disseminated throughout Europe, made accessible on the Internet site of the Company (hereinafter Sub-section 10) and communicated to the shareholders together with the notification convening the Annual General Meeting pursuant to § 125 Section (1) Sentence 3 Stock Corporation Act (Aktiengesetz, AktG). Any statements on administration are also announced in the same way.

7..... Motions and election proposals by shareholders pursuant to Article 53 SE Directive and § 126 Section (1), § 127 Stock Corporation Act (Aktiengesetz, AktG)

Counter-motions by shareholders against a proposal by the Management Board and/or the Supervisory Board relating to a particular Agenda Item and proposals by shareholders on the election of Members of the Supervisory Board or auditors of the financial statements must be directed to the following address:

SURTECO GROUP SE
Johan-Viktor-Bausch-Straße 2
86647 Buttenwiesen
Germany
Email: HV@surteco.com

Pursuant to the statutory requirements, corresponding counter-motions and proposals for election which reach the above-mentioned address within the statutory deadline period, i.e. at the latest by 24:00 (midnight) on 23 May 2024, are immediately

published following receipt of the request on the Internet site of the Company (below Sub-section 10) including the name of the shareholder and any justification. Any statements on administration are announced in the same way. Counter-motions and proposals for election, and such submissions received by the Company after the time specified in Sentence 1, addressed in any other way will not be taken into account.

If several shareholders submit counter-motions on the same subject of resolution, the Management Board can merge the counter-motions and their justifications.

8.....
Right to information of the shareholder pursuant to Article 53 of the SE Regulation and § 131 Section (1) Stock Corporation Act (Aktiengesetz, AktG)

Pursuant to Article 53 of the SE Regulation and § 131 Section (1) Stock Corporation Act (Aktiengesetz, AktG), any shareholder is entitled to request information from the Management Board about the affairs of the Company at the Annual General Meeting and to be given such information, provided that the said information is necessary for a proper and objective assessment of the particular agenda item. The obligation of the Management Board to provide information also extends to the Company's legal and business relationships with an affiliated company and to the situation of the Group and the companies included in the consolidated financial statements (see § 131 Section (1) Sentence 2 and Sentence 4 Stock Corporation Act (Aktiengesetz, AktG)).

Under certain circumstances defined in § 131 Section (3) Stock Corporation Act (Aktiengesetz, AktG), the Management Board may refuse to provide information. According to § 17 Section (3) of the Articles of Association, the Chair of the Annual

General Meeting is further authorized to limit the time allocated for the shareholders' right to speak and ask questions as appropriate. The Chair of the Annual General Meeting should bear in mind that the Annual General Meeting should be conducted and concluded within an appropriate and reasonable timeframe. Further explanations on shareholder rights can be found on the company Internet site (see below, agenda item 10).

9.....
Supplementary explanations

This invitation, further information and explanations on shareholders' rights are provided on the Internet page of the Company (below Sub-section 10).

10.....
Internet site of the Company that provides access to information pursuant to Article 53 SE Directive in conjunction with § 124a Stock Corporation Act (Aktiengesetz, AktG)

This convening of the Annual General Meeting, the documents to be made accessible and the motions by shareholders and other information is also available on the Internet site of the Company at <https://ir.surteco.com/hv>. The voting results recorded by the Chair of the Meeting including information pursuant to § 130 Section (2) Sentence 2 Stock Corporation Act (Aktiengesetz, AktG) shall be published on this Internet page within the statutory period.

The documents specified under Agenda Item 1 can also be inspected at the business premises of the Company at Johan-Viktor-Bausch-Strasse 2, 86647 Buttenwiesen, Germany, as well as on the Internet site of the Company. On request, they will also be sent free of charge to the shareholders.

11.....
Audiovisual broadcast of the entire Annual General Meeting

All shareholders of the Company who have registered for the Annual General Meeting can follow the entire Annual General Meeting being held on June 7 2024 from 10:00 through the Investor Portal at <https://ir.surteco.com/hv>. You will find the access data on your entry ticket. You should note that when using the Investor Portal for the Annual General Meeting, you are unable to issue any instructions or cast a postal vote for any votes on any procedural motions, counter-motions, election proposals and any other motions, provided these have not been made accessible or announced in advance of the Annual General Meeting in accordance with the statutory provisions, or are only put forward at the Annual General Meeting itself. Likewise, no requests to speak or ask questions, no motions and no objections to resolutions of the Annual General Meeting can be accepted through the Internet service for the Annual General Meeting.

Buttenwiesen, April 2024

The Management Board

Annex 1 to Agenda Item 4.1.

Curriculum Vitae Tobias Pott

Name Tobias Pott
 Born 1976
 Nationality German
 Marital status Married, 3 Children
 Graduation Business administration graduate
 Residence Gütersloh



Professional career

2018 – now Managing Director of Boxenstopp Reifen GmbH, Halle/Westf.
 2015 – now Managing Director of A. Jühe Reifengroßhandel GmbH, Lage
 2002 – now Managing Director of Reifen Pott Autoservice GmbH
 2000 – 2002 Assistant to the management of Reifen Pott Autoservice GmbH, Gütersloh
 1999 – 2000 Various internships in the German tire trade and Michelin South Carolina, USA
 1996 – 1999 Industrial manager and study of business administration, Continental AG Hannover

Memberships in Management Boards, Supervisory Boards and Advisory Boards

2020 – now Deputy Chairman of the Board of the Robert and Christa Linnemann Foundation, Gütersloh
 2008 – 2015 Council member of Servicequadrat GmbH & Co. KG, Dieburg
 2007 – 2015 Deputy council member of team-Reifen-Union TST KG, Isernhagen

Languages

English

Other activities

Bundesverband Reifen- und Vulkaniseurhandwerk e.V. Bonn, Industrie- und Handelsclub Ostwestfalen-Lippe e.V. Bielefeld

Core skills

Strategic and operative corporate management, Controlling and Accounting, Customer management, Human resources and employee coaching, IT

Annex 2 to Agenda Item 4.2.

Curriculum Vitae Jörg Wissemann

Name Jörg Wissemann
 Born 1964
 Nationality German
 Marital status Divorced
 Graduation Diplom-Betriebswirt
 Residence Schlossborn



Professional career

2017 - now MSU Consulting GmbH, Bad Homburg. *Managing Director*
 2013 – 2017 CONSALES & Associates, Glashütten/Ts. *Owner and Managing Director*
 2008 – 2012 CMC ConMore Corporation, ConMore Consulting GmbH, Wiesbaden. *Managing Partner*
 2006 – 2008 USG People, Almere NL: Unique Personalservice GmbH, Munich
Unique Outsourcing GmbH. Managing Director
 1998 – 2006 Hertz Autovermietung GmbH, Eschborn. *Managing Director Marketing & Sales*
 1996 – 1998 Hertz Europe Ltd, London. *Director Corporate Sales EAME*
 1994 – 1996 Hertz Autovermietung GmbH, Eschborn. *Sales Director Travel & Tours*
 1993 – 1994 KLM Royal Dutch Airlines, Air France, Neu-Isenburg. *Coordinator Marketing & Sales*
 1992 – 1993 Karstadt Group: NUR Touristic GmbH (today Thomas Cook), Oberursel.
Coordinator capacity management, Sales short flights

Memberships in Management Boards, Supervisory Boards and Advisory Boards

2023 – now Member of the Advisory Board of Hochschule Worms

Education & Studies

1988 – 1992 Economic sciences, Hochschule Bochum
 Major field of studies: Marketing and Foreign Economics Degree: Diplom Betriebswirt
General Management for Executives, Management School St. Gallen
 1984 – 1987 Commercial education. Degree: Travel agent

Languages English business fluent, Spanish

Other activities Lecturer on University Worms: MBA Program.
 Mountain Guide German Alpine Club IMM - Initiative Markenhersteller und Mittelstand, Dornburg

Core skills Strategic and operative corporate management, Marketing & Sales
 Cross industry consulting experience and methods expertise Implementation of Turnarounds and PMI's. Lead a large Team, Innovation and process management (Scrum, Blue Ocean, Design Thinking)

Annex 3 to Agenda Item 5

Compensation report

This report describes the compensation system for the Management Board and the Supervisory Board and provides information on the remuneration granted and owed for each individual current or former member of the Management Board and Supervisory Board of SURTECO GROUP SE in the business year 2023 pursuant to § 162 Stock Corporation Act (AktG). The compensation system approved by the Annual General Meeting held on 23 June 2021 and amended by the Annual General Meeting held on 7 June 2022 pursuant to § 87a Stock Corporation Act (AktG) is published on the company's website. The compensation system is to be applied from the day of approval by the Annual General Meeting. The existing contracts of service of the Management Board will not be affected. Insofar, this report describes the remuneration for the Management Board that has applied with the then valid contracts of service for the Board Members Wolfgang Moyses (until 1 July 2023) and Manfred Bracher (Board Member until 31 January 2023), and the remuneration for the Management Board in accordance for the approved compensation system for the Board Members Wolfgang Moyses (Rappointment on 7 June 2023 with effect from 1 July 2023) and Andreas Pötz. Furthermore, this report provides information about the remuneration for the Supervisory Board in accordance with the Articles of Association of the company. This report was prepared pursuant to § 162 Stock Corporation Act (AktG) by the Management Board and the Supervisory Board and will be submitted to the next ordinary Annual General Meeting for approval. On The basis of the high approval rate of 98.1% of the Annual General Meeting for the compensation system and for the last compensation report (98.1 %), no amendments were carried out.

Compensation for Members of the Management Board

Definition and review of the compensation structure

The compensation structure and the level of compensation for the Members of the Management Board Wolfgang Moyses (until 1 July 2023) and Manfred Bracher are defined

in accordance with the contracts of service in each case valid for the Management Board on the basis of the proposal of the Supervisory Board's Personnel Committee and are regularly reviewed. The existing compensation system guarantees a level of remuneration appropriate to the activity and responsibility of the Members of the Management Board. Alongside the functions of the individual Members of the Management Board and their personal performance, further factors taken into account include the economic situation, the success and future prospects of the company, and the commensurate nature of the compensation in view of the comparative environment and the compensation structure otherwise applicable within the SURTECO Group.

The compensation structure and the level of compensation for the Members of the Management Board Wolfgang Moyses (from 1 July 2023) as well as Andreas Pötz is based on the approved compensation system of the company.

The compensation systems are described below for the reporting year under review

Compensation elements

The total cash compensation for all Members of the Management Board is comprised of a fixed compensation (basic salary) that is independent of any performance element and a performance-based variable component (bonus). The compensation for Members of the Management Board also includes non-cash benefits and other payments. None of the Members of the Management Board has undertaken separately remunerated functions as governance officers at the consolidated subsidiary companies.

Basic salary

The relevant basic salary of all the Members of the Management Board is paid in equal monthly amounts. In the business year 2023, it amounts to € 550,000 p.a. for Board Member Wolfgang Moyses and € 300,000 p.a. for Board Members Manfred Bracher and Andreas Pötz.

Bonus for Wolfgang Moyses (for financial year 2022, payment in 2023) and Manfred Bracher (until 31 January 2023)

The respective contracts of service for Board Members provided for a variable remuneration (bonus), which the Supervisory Board defines at its discretion on the basis of the consolidated result before tax (EBT) – adjusted by additions/curtailments to be carried out as appropriate – in accordance with IFRS taking account of the return on sales (degression of the bonus with a return on sales of less than 5 %). The contracts provided a discretionary bonus of 4 % of EBT for Chairman of the Management Board Mr. Wolfgang Moyses and a discretionary bonus of 3 % of EBT for Mr. Manfred Bracher. When calculating the bonus granted, the basic salary paid out in the respective business year is deducted from the discretionary bonus. The correlation with sustainable company performance over the long term and a basis of assessment over several years pursuant to § 87 (1) sentences 2 and 3 Stock Corporation Act (AktG) had been guaranteed by the fact that 75 % of the bonus for the affected business year is paid in the following year (one-year variable compensation) and 25 % is retained without payment of interest. The retained 25 % is only paid out after three years (reference period), and it is decreased or increased proportionately as a percentage if the average bonus of the last three business years falls short of, or exceeds, the bonus of the third and last business year (multi-year variable remuneration). The retention cannot be a negative value. If a loss in the previous year has already reduced the basis of assessment of the bonus, no retention is made. The motivation for increasing corporate value is mainly based on the multi-year alignment of the bonus which is linked to the company's EBT and the return on sales.

Sample calculation for one-year and multi-year variable remuneration:

€ 000s	BY 1	BY 2	BY 3	BY 4
Total bonus granted	1,000	1,200	900	1,500
- of which 75% payout	750	900	675	1,125
- of which 25% retention	250	300	225	375
Payout of long-term component (average bonus for the past three BYs 1-3 = 1,033). Exceeds bonus of BY1 by 3.3%. Retained share of BY 1 is increased by 3.3%.	-	-	-	258

If a Board Member steps down from their office, the contracts of service provided that the Board Member either (i) waits for the regular calculation of the retention after expiry of the reference period or (ii) the retention can be paid out with a flat-rate deduction of 10 % – the latter with the provision that the amount paid out may not be higher than the amount which was calculated for the last reference period. For the former Management Board member Dr.-Ing. Herbert Müller (until September 30, 2019), the retained 25% will be paid out via the regular deduction of the retention after the end of the reference period. Since the company had asserted claims against Mr. Müller pursuant to § 93 (2) Stock Corporation Act (AktG), the company declared that these claims were being offset with bonus claims by Mr. Müller. Meanwhile, Dr. Müller had asserted a claim for payment of bonuses. In accordance with the settlement agreement that was approved during the Annual General Meeting on 7 June 2023, a single payment of €286,500 was made in 2023 to resolve all of Dr. Müller's bonus claims. Former Management Board member Dr. Manfred Bracher (until 31 January 2023) had the withholding paid out to him in the 2023 financial year with a lump-sum deduction of 10%. The total payout amounted to € 315,000.

Bonus for Wolfgang Moyses (from financial year 2023) and Andreas Pötz

In accordance with the defined compensation system, the level of the bonus depends on the achievement of defined goals, which are set by the Supervisory Board in advance each year for the respective following business year. These are as follows (in each case related to the Group)

- the attainment of a defined EBITDA,,
- the attainment of a defined Free Cash Flow (FCF),
- strategic targets and
- sustainability goals.

The relevant consolidated financial statements for the company approved by the Management Board and the Supervisory Board form the basis for the attainment of a defined EBITDA and a defined FCF. The Supervisory Board defines strategic targets and sustainability goals at its due discretion. It also determines which key figures, reports or other documents or information form the basis for the relevant target attainment.

The following percentages apply to the weighting of the individual targets for the total bonus:

- Attainment of a defined EBITDA: 70 %
- Attainment of a defined FCF: 10 %
- Strategic targets: 10 %
- Sustainability goals 10 %

The Supervisory Board is authorized within the framework of its due discretion to increase or decrease the weighting in deviation from the above-mentioned percentages and if the targets are attained for EBITDA and FCF on the basis of extraordinary influences, e.g. the effects of company acquisitions and restructuring. The baseline for calculating the variable remuneration for Mr. Andreas Pötz is a total amount of € 700,000.00, (target amount) which applies for the target attainment of 100 % of all goals. The target amount for Mr. Wolfgang Moyses is € 2,500,000.00. If the target is exceeded, the pro rata target amount increases by 2.5 % for Mr. Moyses and for Mr. Pötz by 1.25 % of the difference between the target amount and the actual amount of target attainment.

If the target is not met, the pro rata standard amount is reduced for Mr. Moyses by 2.5 % and reduced for Mr. Pötz by 0.625 % of the difference between the target amount and the actual amount of target attainment.

Target bonus for 100 % target attainment of all goals:

Target	Target attainment	Weighting	Amount
€			
EBITDA	100%	70%	490,000
Free cash flow	100%	10%	70,000
Strategic targets	100%	10%	70,000
Sustainable goals	100%	10%	70,000
Total		100%	700,000

Sample calculation of the bonus of Andreas Pötz for agreed EBITDA target of € 119,900,000 and actual EBITDA of € 85,000.000 (100 % target attainment of all other targets):

The difference between agreed EBITDA and actual EBITDA = € 34,900,000. Of which 0.63 % = € 219,870. € 490,000 (target amount) – € 219,870 (reduction owing to shortfall) = bonus of € 270,130.

Target	Target attainment	Weighting	Amount
€			
EBITDA	71%	70%	271,875
free cash flow	100%	10%	70,000
Strategic targets	100%	10%	70,000
Sustainable goals	100%	10%	70,000
Total		100%	481,875

In the case of targets that do not have a mathematical derivation, the Supervisory Board determines the degree of target attainment and the resulting increase or decrease in variable remuneration at its due discretion.

The focus on sustainable and long-term corporate development and a multi-year assessment basis is calculated using the same method referred to above, with the difference that an amount of 50 % of the bonus is paid out in the following business year (one-year variable remuneration) and an amount of 50 % of the bonus is paid out after three years, and furthermore reduced or increased as a percentage if the average bonus for the last three business years (reference period) falls below or exceeds the bonus for the third and last business year (multi-year variable remuneration).

When a Board Member steps down from their office, the contracts of employment stipulates that the Board Member either (i) waits for the regular settlement of the retention after the end of the reference period or (ii) has the retention paid out with a flat-rate deduction of 10 % with the condition that the payout amount may not be higher than the amount that resulted for the last reference period.

Non-cash benefits and other payments

The Members of the Management Board receive fringe benefits in the form of non-cash benefits that fundamentally entail values to be recognized from the tax guidelines for use of a company car and various insurance premiums. Mr. Wolfgang Moyses receives an allowance amounting to € 300,000 p.a. for his retirement provision, which is paid to an external welfare fund. The reinsurance policy is pledged. There are no further obligations or risks for the company beyond the payment of the amounts for the welfare fund. For the former board member Dr. Manfred Bracher was paid € 100,684 in the 2023 financial year for a post-contractual non-compete clause.

Maximum compensation

The basic salary of Mr. Wolfgang Moyses is fixed at € 550,000, which also defines the upper limit for the basic salary. Until 31 December 2022, the upper limit of the bonus was € 1,500,000.00. From 1 January 2023, the maximum bonus for Mr Moyses (fixed salary including all additional benefits and variable remuneration) will be € 3,500,000.00 p.a. The allowance for his retirement pension is fixed at € 300,000, which also defines the upper limit.

The basic salary for Mr. Manfred Bracher was fixed at € 300,000, which also defines the upper limit for the basic salary. The contract of service provided a maximum remuneration for basic salary including bonus totalling € 1,000,000 p.a. There was no agreed upper limit for fringe benefits.

The basic salary for Mr. Andreas Pötz is fixed at € 300,000 p.a., which is also defined as the upper limit for the basic salary. The total remuneration (fixed salary, variable remuneration and fringe benefits) must not fall below an amount of € 600,000. The maximum compensation for basic salary, variable remuneration and fringe benefits is € 1,250,000.

D&O insurance

A Directors' and Officers' Liability Insurance ("D&O" insurance) is provided for the Members of the Management Board. Pursuant to the requirements of § 93 (2) Sentence 3 of the Stock Corporation Act (AktG), the excess (deductible) amounts to 10 % of the loss or damage up to an amount of one and a half times the fixed annual compensation of the Board Member.

Payments by third parties

During the business year under review, no Member of the Management Board received payments or equivalent plan benefits from third parties (including companies with which the SURTECO Group maintains business relations) in relation to their activity as a Member of the Management Board.

Loans to Members of the Management Board

During the period under review, no advances or loans were granted to Members of the Management Board of SURTECO GROUP SE.

Benefits for premature termination of employment

The contracts of service for the Members of the Management Board automatically come to an end when the period of appointment for the relevant Member of the Management Board is concluded. If the appointment of a Member of the Management Board is revoked during the term of their contract of service, the Board Member

affected can be placed on administrative leave for the remaining term of the contract and the compensation will continue to be paid. In each case, notice of termination can be served on the contracts of service by both sides for good cause. If a Member of the Management Board is temporarily incapacitated and unable to work, the basic salary will continue to be paid in the case of Mr. Wolfgang Moyses for a period of up to twelve months and in the case of Mr. Andreas Pötz up to six months. If death occurs during the period of the employment relationship, the heirs of the relevant Board Member have the right to continued payment of the basic salary for the month in which death occurs and for a further six months. The contract of service for the Members of the Management Board do not include any benefits for the eventuality of a premature termination in the event of a change of control (Change of Control clause). In contrast to the current remuneration system is In case of a change

in the shareholding structure, Mr Wolfgang Moyses is entitled to terminate his contract within 9 months of the occurrence of such a change with effect from the end of the calendar month following the declaration. Also in contrast to the current remuneration system is in case of termination, Mr Moyses is entitled to claim payment of his fixed salary, variable remuneration and pension amounts, in each case pro rata for the remaining term of the contract after the termination takes place, but at least for a period of two years if the remaining term is less than two years. When drafting the new contract, section 7 (deviations) of the approved remuneration system was utilized. In this way, the company ensures that the implementation of the company's approved and long-term strategy is safeguarded by an optimal composition of the Management Board. It is planned to propose a corresponding adjustment to the remuneration system at the next Annual General Meeting.

Granted and owed remuneration (inflow)	Wolfgang Moyses Chairman of the Management Board		Manfred Bracher Member of the Management Board until 31 January 2023		Andreas Pötz Member of the Management Board	
	2023	2023 in %	2023	2023 in %	2023	2023 in %
€ 000s						
Fixed remuneration	550	28	25	2	300	42
Fringe benefits	23	1	2	-	27	4
Total	573	29	27	2	327	46
Single-year variable remuneration (75 %) (granted for the business year 2021 and paid out in 2022)	659	33	525	23	308	43
Multi-year variable remuneration (25 %) (Attainment of target depends on the average bonus for the past three years)	345	17	152	14	81*	11
One-off payment	121	6	416**	37	-	-
Total	1,125	56	1,093	98	389	54
Pension expenses	300	15	-	-	-	-
Total remuneration	1,998	100	1,120	100	716	100

* Multi-year variable remuneration from director activities ** Of which € 000s 101 is waiting compensation and € 000s 315 is early payment of multi-year variable compensation.

Compensation granted and due

The following table shows the remuneration granted and owed to each individual member of the Management Board in the business year 2023 (inflows) as well as the non-cash and other remuneration for the business year 2023. According to the provisions of § 162 Stock Corporation Act (AktG), amounts must be recognised as granted and owed remuneration which were already due in the reporting period and paid to the individual Member of the Management Board or for which the payment due has not yet been made. The information on the remuneration granted and owed is in each case divided into fixed and variable remuneration components and supplemented by non-cash and other payments.

The EBT in the business year 2022 was € 000s 36,823. The return on sales in 2022 was 4.9%. Due to the fact that the return on sales fell short of 5.0%, the Supervisory Board appointed for Mr Wolfgang (a discretionary bonus of 3.88 % of EBT fix less basic salary of 550 T€ results in a bonus of € 000s 879) The one-year variable remuneration of € 000s 659 was paid out in the business year 2023 and € 000s 220 was deposited in the bonus bank for the multi-year variable remuneration. In the business year 2023 was also awarded a multiple bonus payment of € 000s 345. The bonus for Mr. Manfred Bracher (Discretionary bonus of 91 % of EBT due to underachievement of return on sales of 5.0 %, less basic salary of € 000s 300 thousand in 2021) would total € 000s 772. As the total remuneration amounts to a maximum of € 000s 1,000 the bonus was reduced to €000s 700. The one-year variable remuneration of €000s 525 was paid out in the 2023 financial year and € 000s 175 was transferred to the bonus bank for the multi-year variable remuneration. A multi-year bonus of € 000s 152 was paid out in 2023.

EBITDA in the 2022 financial year amounted to € 000s 84.181. The EBITDA target for Mr. Andreas Pötz was €000s 100,600 thousand and was changed subsequently, contrary to the remuneration system. The Supervisory Board refers to paragraph 7 (deviations) of the approved remuneration system and takes into account the far-reaching change in the economic situation, which would

render the original financial incentives invalid. The target achievement was 84 %, resulting in an amount of € 000s 387. The free cash flow in the 2022 financial year was € 000s 30,197 and the target amount for Mr. Pötz was € 000s 29,000. The target achievement totalled 104%, resulting in an amount of € 000s 74. The Supervisory Board set the preparation of medium-term planning as a strategic objective and set target achievement at 100%, resulting in an amount of € 000s 70. A reduction in CO2 emissions was set as a sustainability goal and the target achievement was set at 116%. This results in a payout amount of € 000s 84. Half of the variable remuneration totalling € 000s 615 was paid out in 2023 and the other half (€ 000s 308) was transferred to the bonus bank for the multi-year variable remuneration.

Compliance with remuneration upper limits

In accordance with the currently valid contracts for the Management Board, the upper remuneration limits are observed in the year of granting the bonus.

The maximum remuneration for Mr. Bracher is a total of € 1,000,000 p.a. for the basic salary and the variable remuneration. This amount was not exceeded when the bonus amounting to € 000s 700 was granted in the business year 2022 and a fixed salary of € 000s 300 in the business year 2022.

A maximum limit for the bonus of € 1,500,000 p.a. has applied for Mr. Moyses. This amount was not exceeded when the bonus amounting to € 000s 879 was granted for the business year 2022.

The maximum remuneration for Mr. Pötz amounts to a total of € 1,250,000 p.a. for the basic remuneration and the variable remuneration. This amount was not exceeded when the bonus for the 2022 financial year of € 000s 615 and basic remuneration of € 000s 300 were granted.

Compensation for Members of the Supervisory Board

Compensation elements

The compensation for Members of the Supervisory Board is regulated in § 12 of the Articles of Association. According to the articles of association, the Members of the Supervisory Board received in the business year

2023, apart from reimbursement of their expenses, a fixed remuneration of € 000s 25 after the 2023 Annual General Meeting. The basic remuneration is paid pro rata if a member joins or leaves the Supervisory Board during the course of the year. The compensation increases by a factor of two times for the Chairman of the Supervisory Board and by one and a half times for each substitute chairman. The members of the Audit Committee also receive a further remuneration amounting to a total of up to € 40,000.00 annually. The Supervisory Board decides on the amount and allocation of this further remuneration based on the proposal by the Audit Committee, at their discretion taking into account the time taken by each of the members of the Audit Committee to carry out their functions.

D&O insurance

A Directors' & Officers' liability insurance for purely financial losses ("D&O" insurance) is provided for Members of the Supervisory Board.

Other benefits

Members of the Supervisory Board receive no other amounts in remuneration above the compensation presented above or any other benefits for personally provided services, in particular for consultancy or mediation services.

Loans to Members of the Supervisory Board

During the period under review, no advances or loans were granted to Members of the Supervisory Board of SURTECO GROUP SE.

Compensation granted and due (inflow) for Members of the Supervisory Board 2023

in €	Total	Basic remuneration	in %	Remuneration for activities on the Audit Committee	in %
Andreas Engelhardt Chairman	59,000	50,000	84,7	9,000	15,3
Tim Fiedler Deputy Chairman	37,500	37,500	100,0	-	-
Tobias Pott Vice Chairman	46,500	37,500	80,6	9,000	19,4
Jens Krazeisen	25,000	25,000	100,0	-	-
Dirk Mühlenkamp	25,000	25,000	100,0	-	-
Jochen Müller	34,000	25,000	73,5	9,000	26,5
Jan Oberbeck	25,000	25,000	100,0	-	-
Thomas Stockhausen	25,000	25,000	100,0	-	-
Jörg Wissemann	34,000	25,000	73,5	9,000	26,5
Summe	311,000	275,000		36,000	

Development of the remuneration for the Management Board and the Supervisory Board in relation to the remuneration of the workforce and the income performance of the company

The following table provides information about the annual change in remuneration of the current and former Board Members, the remuneration for the rest of the workforce and the income performance of the company. The income performance of the company is presented on the basis of the key performance indicators of the Group, sales and earnings before financial result and income tax (EBIT) and the annual result of SURTECO GROUP SE pursuant to § 275

(2) No. 17 German Commercial Code (HGB). The average remuneration of the entire workforce in Germany is used to show the average remuneration of the employees on a full-time equivalent basis. Use was made of the transitional regulation pursuant to § 26j of the Introductory Act (Einführungsgesetz) to the Stock Corporation Act (Aktien-gesetz).

Comparison of annual change pursuant to § 162 (1) No.2

Annual change in %	2021 compared with 2020	2022 compared with 2021	2023 compared with 2022
Remuneration for the Management Board			
Wolfgang Moyses	+105	+38	-18
Manfred Bracher	+146	+18	+32
Andreas Pötz	-	-	+193
Remuneration for the Supervisory Board			
Andreas Engelhardt	+79	+40	-31
Tim Fiedler	+720	+59	-26
Tobias Pott	+186	+47	-30
Jens Krazeisen	+78	+19	-34
Dirk Mühlenkamp (from 1 September 2021)	-	-	+97
Jochen Müller (from 2 October 2020)	-	+303	-28
Jan Oberbeck (from 12 April 2021)	-	-	-9
Thomas Stockhausen	+78	+19	-34
Jörg Wissemann	+161	+15	-28
Heinz-Dieter Stöckler (until 23 June 2021)	+96	-41	-
Christoph Amberger (until 8 April 2021)	+78	-68	-
Income performance			
Group sales	+21	-1	+12
Group EBIT	+57	-45	-80
Annual result for SURTECO GROUP SE	+27	-59	-342
Workforce			
Total workforce in Germany	+8	-5	+10

Report of the independent auditor on the formal audit of the remuneration report pursuant to § 162 Abs. 3 AktG

To SURTECO GROUP SE, Bittenwiesen

Opinion

We have formally audited the remuneration report of the SURTECO GROUP SE, Bittenwiesen, for the financial year from 1 January to 31 December 2023 to determine whether the disclosures pursuant to § [Article] 162 Abs. [paragraphs] 1 and 2 AktG [Aktiengesetz: German Stock Corporation Act] have been made in the remuneration report. In accordance with § 162 Abs. 3 AktG, we have not audited the content of the remuneration report.

In our opinion, the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the accompanying remuneration report. Our opinion does not cover the content of the remuneration report.

Basis for the opinion

We conducted our formal audit of the remuneration report in accordance with § 162 Abs. 3 AktG and IDW [Institut der Wirtschaftsprüfer: Institute of Public Auditors in Germany] Auditing Standard: The formal audit of the remuneration report in accordance with § 162 Abs. 3 AktG [IDW AuS 870 (09.2023)]. Our responsibility under that provision and that standard is further described in the "Auditor's Responsibilities" section of our auditor's report. As an audit firm, we have complied with the requirements of the IDW Quality Management Standard: Requirements to quality management for audit firms [IDW Qualitätsmanagementstandard - IDW QMS 1 (09.2022)]. We have complied with the professional duties pursuant to the Professional Code for German Public Auditors and German Chartered Auditors [Berufssatzung für Wirtschaftsprüfer und vereidigte Buchprüfer - BS WP/vBP], including the requirements for independence.

Responsibility of the Management Board and the Supervisory Board

The management board and the supervisory board are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of § 162 AktG. They are also responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

Auditor's Responsibilities

Our objective is to obtain reasonable assurance about whether the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the remuneration report and to express an opinion thereon in an auditor's report.

We planned and performed our audit to determine, through comparison of the disclosures made in the remuneration report with the disclosures required by § 162 Abs. 1 and 2 AktG, the formal completeness of the remuneration report. In accordance with § 162 Abs 3 AktG, we have not audited the accuracy of the disclosures, the completeness of the content of the individual disclosures, or the appropriate presentation of the remuneration report.

Munich, April 16, 2024

PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft

Dietmar Eglauer	Patrick Konhäuser
Wirtschaftsprüfer	Wirtschaftsprüfer
[German Public Auditor]	[German Public Auditor]

Annex 4 to Agenda Item 6

Compensation System for the Management Board of SURTECO GROUP SE

On April 16, 2024, the Supervisory Board of SURTECO GROUP SE with its registered office in Bittenwiesen and entered in the Commercial Register of the Local Court of Augsburg under HRB 23000 - hereinafter also referred to as the "Company" - adopted the following remuneration system, which will be submitted to the Annual General Meeting of the Company on June 7, 2024 for approval in accordance with Section 120a (1) AktG.

1. Principles

The starting point for the compensation of the Members of the Management Board is § 87 Section (1) Stock Corporation Act (AktG). According to this law, the Supervisory Board must ensure when defining total remuneration for the individual Member of the Management Board that this compensation is in a reasonable relationship with the range of functions and personal performance of the individual Management Board Member, and the position of the Company, and that the compensation is commensurate with normal remuneration unless there are special reasons. The compensation structure should also be aligned with the sustainable and long-term development of the Company. Variable compensation elements should have an assessment basis over several years. The Supervisory Board should agree a limitation option. Sentence 1 applies mutatis mutandis for pension, surviving dependents' benefits and related benefits.

The compensation is intended to motivate Members of the Management Board – who are employed as third-party managers, not as proprietors of the Company – to increase the income and the corporate value of the Company, in order to generate an attractive return for shareholders. The focus here is not simply on the short-term success of the Company but also on the increase in corporate value over the medium and long term, which will benefit the shareholders, the employees and the business partners of the Company. On the one hand, this requires a fixed salary component and fringe benefits,

which takes into account the role of the Member of the Management Board as a third-party manager, counteracts the exposure to disproportionate risks and compensates for economic disadvantages that are associated with the activity of a Board Member. On the other hand, the motivation to increase earnings and the corporate value is influenced in particular by the variable component of the compensation, which is partly linked to specific financial performance indicators and partly on other targets. In the opinion of the Supervisory Board, this kind of mix of fixed and variable salary components has proven to be very satisfactory. Accordingly, the structure of the compensation of the Management Board is comprised of the following components:

- fixed compensation (below Sub-section 3.1),
- variable compensation (below Sub-section 3.2) and
- fringe benefits (below Sub-section 3.3).

The fixed and variable compensation can be defined at a higher level for the Chairman of the Management Board than for the other Members of the Management Board, in order to take account of the higher overall responsibility of the Chairman of the Management Board

An upper limit is defined in each case for the fixed compensation and for the overall compensation, which simultaneously acts as a limit for the variable compensation (below Sub-section 4). This is intended to avoid payouts perceived to be inappropriately high. All compensation components are paid in euros with retention of statutory deductions.

2. Definition of the level of compensation

Using its best judgement pursuant to § 87 Section (1) Stock Corporation Act (AktG), the Supervisory Board carries out a suitable horizontal peer group comparison in order to assess the appropriateness and customary level of the overall compensation for the Members of the Management Board in comparison with other companies. This peer group comparison takes into account the position in the markets of the comparable enterprises compared with

the Company as the key factor. Against this background, different compensation data from comparable enterprises were and are used. The objective of the Supervisory Board is to be able to offer the Members of the Management Board an attractive compensation package within the regulatory framework conditions that is customary for the market and at the same time competitive.

When defining the total compensation within the framework of § 87 Stock Corporation Act (AktG), the Supervisory Board also takes account of the salary structure of the second management tier of the Group (vertical comparison), that is specifically the average of the total remuneration of the authorized signatories (Prokuristen) of SURTECO GROUP SE and the managing directors and authorized signatories (Prokuristen) of the important operating subsidiary companies in Germany. This is subject to the proviso that the remuneration of a Member of the Management Board of SURTECO GROUP SE shall exceed the individual earnings of the second management tier as a matter of course, because these latter executive managers are only responsible for their individual company or their limited area of activity, and not for the entire group of companies.

In a comparison with the average compensation for the second management tier, the Management Board compensation in 2021 amounted to approximately fourfold the average remuneration of these managers. In the view of the Supervisory Board, this factor is proportionate in view of the responsibility for the entire group of companies associated with the function of the Management Board.

A comparison is not carried out with the remuneration paid to employees because the functions and responsibilities are not comparable.

3. Components of compensation

3.1 Fixed compensation

The fixed compensation is not based on performance. It comprises a fixed amount for the entire business year, which is paid on a monthly basis in twelve equal sub-amounts (minus the statutory deductions). If a contract

of employment begins or ends in the course of a year, the fixed compensation is paid pro rata with time.

The level of the fixed compensation for the Chairman of the Management Board should not exceed EUR 700,000 p.a (gross not including fringe benefits), and for the Members of the Management Board in each case should not exceed EUR 400,000 p.a. (gross not including fringe benefits). In the case of new appointments, the amount can be staggered over the first three years.

3.2 Variable compensation

In addition to the fixed remuneration (Sub-section 3.1), a variable compensation (bonus) is granted. The amount of this performance-related compensation depends on fulfilment of specified targets which are defined in advance by the Supervisory Board in consultation with the Management Board for each business year. The following targets determine the amount of the variable compensation:

- Attainment of a specified EBITDA,
- Attainment of a specified cash management target,,
- Strategic goals,
- Sustainability targets.

The weighting of the individual targets for the total variable compensation and the individual defined targets are determined by the Supervisory Board using its best judgement.

EBITDA (related to the Group) is a key performance indicator for the financial success of the Company, which play a major role in determining the earnings and the corporate value. As part of target attainment for EBITDA the Supervisory Board is entitled to take into account one-off influences such as the impacts of company acquisitions and restructuring measures by increasing or decreasing the bonus payment.

The Supervisory Board defines the cash management target strategic goals and sustainability goals using its best judgement. The cash management target could,

for example, be to optimize cash flow or reduce the level of debt. Expanding the business in specific regions or products might be a strategic target, which the Management Board identifies as particularly important for the future growth of the Company. Sustainability targets may be, for example, environmental targets that take account of the future sustainability and macroeconomic responsibility of the Company. One example of this is limiting CO₂ emissions, for example by increasing the proportion of renewable energy in procurement and production, and an improvement in energy efficiency.

The Supervisory Board defines the variable compensation on the basis of the level of attainment of individual targets for the relevant last business year. Target attainment for the financial performance indicator EBITDA is easily assessed from the accounting records of the Company. The Company's performance indicators can also generally be used to determine the cash management target, the strategic goals– for example, if the business is being expanded in specific regions the sales and income figures can be used for the relevant region. Target attainment for sustainability goals can also be identified using the reports of the Company, e.g. the development of CO₂ emissions from the relevant environmental reports. In other cases or to the extent that definition is not possible on the basis of documented figures, the Supervisory Board reaches a decision using its best judgement.

The Supervisory Board assesses the targets and target attainment in each case individually; there is no offsetting between the targets.

When defining targets, the Supervisory Board is permitted to distinguish between the Chairman of the Management Board and the other Members of the Management Board. Within the weighting defined by it, the Supervisory Board can provide for a payment depending on the level of target attainment (proportionate bonus for attainment of a defined percentage of the relevant target).

The variable compensation is thereby partly based on financial performance indicators (EBITDA and cash management target, i.e. on the annual business result

of the Company. The compensation increases as EBITDA or the cash management target improves. It is self-evident that the Members of the Management Board will be motivated by these incentives to increase earnings because they in turn participate directly through their variable compensation. Earnings are relevant for corporate value and simultaneously also for the dividend and hence also in the interests of the shareholders for a (sustainable) increase in value of their shareholding. The two other goals complement the targets derived from the financial performance indicators with other elements. They include strategic goals and sustainability goals which reflect the longer-term development of the Company within its environment and are not solely based on a short-term result. As a consequence, short and medium-term, as well as long-term targets are relevant for calculation of the bonuses.

No provision is made for other personal targets and criteria in the compensation system.

As a result of the absolute upper limit (below Sub-section 4) now defined pursuant to § 87a Section (1) Sentence 2 No. 1 Stock Corporation Act (AktG) and the upper limit for fixed compensation (above Sub-section 1), an upper limit is also defined for variable compensation in the contracts of service because this varies within the bandwidth of fixed compensation (including fringe benefits) and the absolute upper limit.

The long-term component promoted in § 87 Section (1) Stock Corporation Act (AktG) is ensured in the case of the compensation for the Management Board of the Company by initially only paying out 50 % of the bonus for business year 01 initially (after the Annual General Meeting which decides on the appropriation of profit for the relevant completed business year). The following procedure is then adopted for paying out the remaining 50 %:

- The sum amounting to 50 % of the bonus amount is payable with the value date on the day of the Annual General Meeting of SURTECO GROUP SE which passes a resolution on the discharge of the Management

Board for year 03. When the bonuses for the business years 01, 02 and 03 (referred to as “reference period below), calculated and defined on the basis of the above principles, are on average higher or lower than the bonus amount for the business year 01, the 50 % payment amount is reduced or increased by the percentage by which the average bonus for the reference period is below or above the bonus for the year 01. However, the amount paid out is never negative.

- If a contract of service for a Member of the Management Board ends in the current business year 01, the calculations for the bonus for the business years 01, 02 and 03 are nevertheless to be carried out exclusively for purposes of the payout of the remaining bonus for the business year 01 in business year 04. However, in this case there shall be no further payout of bonuses for the business years 02 and 03. The calculation principles outlined above apply correspondingly if the employment relationship is terminated in the following years (business year 02 and subsequently).

- The Supervisory Board can conclude a deviation from the aforementioned multi-year assessment basis, if particular reasons justify this, namely in the case of acquisition of companies or in the case of restructuring measures, and for ending the activity of the Member of the Management Board for the Company.

“Business year 01” is the business year for which the bonus is defined. “Business years 02”, “03” and “04” are the subsequent business years following business year 01.

If the contract of service comes to an end, the Member of the Management Board can request that any retentions of bonuses currently in existence at this point in time are paid out to him, less an amount of 10 %. However, the amount to be paid out in this way must not be higher than the payment amount which is calculated for the last reference period already completed on the date of leaving. This regulation takes into account the fact that the former Member of the Management Board can no longer

influence the results of subsequent years. On the other hand, the deduction of 10 % ensures that the Member of the Management Board to this extent participates on the basis of a lump-sum amount in the future risks, the foundation of which may well have been laid during his period of office, if the Board Member already desires a payment of the retention amount on his departure.

In the view of the Supervisory Board, the above regulation provides an appropriate arrangement in order on the one hand to satisfy the long-term component required under statutory regulations, while at the same time not simply aligning the motivation of the Management Board with long-term perspectives but also retaining focus on the short-term result of the Company and the dividend.

There will be no variable compensation payments beyond the variable compensation described above, in particular no share-based variable compensation arrangements (share option plans).

3.3 Fringe benefits

Apart from making available communication and work resources, fringe benefits include the provision of a vehicle in the executive class, which can also be used for private purposes, the premiums for accident and death-benefit life insurance policies, a hospital daily benefit insurance and a financial loss liability insurance (D&O insurance). Furthermore, allowances such as supplements for rental payments and journeys home may be granted in cases where Members of the Management Board relocate their main domicile to one of the Group’s locations.

Out-of-pocket expenses incurred by a Member of the Management Board in the exercise of their activities (e.g. travel costs and subsistence expenses) will be reimbursed in accordance with the relevant guidelines applicable in the Company.

There is no occupational pension scheme for Members of the Management Board at the Company. However, the Supervisory Board can grant payments to a Member of the Management Board for the establishment or continuation

of their own pension provision, particularly if this appears to be necessary in order to attract qualified managers to the Company, or hold qualified managers to the company.

4. Definition of a maximum compensation for the Members of the Management Board

The maximum compensation (fixed salary including all fringe benefits and variable compensation) should not exceed a total amount of EUR 3,500,000 p.a. for the Chairman of the Management Board and a total amount of EUR 1,500,000 p.a. in each case for each additional Member of the Management Board.

The maximum compensation can deviate from the defined maximum compensation in the first year when a new Member of the Management Board commences their term of office, insofar as the Supervisory Board grants payments to the new Member of the Management Board as compensation for missed payments from the previous employment relationship as a result of taking up their new office. In this case, the maximum remuneration increases by up to 30 % only for this single business year.

5. Terms and special arrangements

When appointing new Members of the Management Board and for the term of the contracts for the Members of the Management Board, the Supervisory Board observes the provisions of corporate law defined under § 84 Stock Corporation Act (AktG) and the recommendations of the German Corporate Governance Code (DCGK). In the case of a first-time appointment to the Management Board, the duration of the appointment and the term of the contract of service is generally for three years. In the case of reappointments or an extension of the term of office, the maximum duration of the contract of service is five years (§ 84 Section (1) Sentence 1 Stock Corporation Act (AktG)). The contracts of service do not provide for any ordinary notice of termination. The right of both sides to serve extraordinary notice of termination is not affected. If temporary incapacity for work occurs as a result of illness, accident or for other reasons not the responsibility of the Member of the Management Board, the fixed

salary will continue to be paid for a period of maximally 12 months, at the longest until the end of the contract of service. If the fixed salary is suspended, the Company is also entitled to correspondingly reduce appropriately the variable compensation or its assessment basis for the relevant business year. If a Member of the Management Board becomes permanently incapacitated during the term of the contract of employment, the contract of service will end at the close of the calendar quarter in which the permanent incapacity for work is established.

In the case of death, the surviving dependents of the Member of the Management Board are entitled to continue to receive payment of the fixed salary for the month of death and for a maximum period of six months afterwards.

A post-contractual prohibition on competition can be agreed with Members of the Management Board for the period of maximum two years, if the Supervisory Board believes in its best judgement this to be expedient in view of the functions, knowledge and experience of the Member of the Management Board, their personal situation and the risk situation for the Company. An appropriate compensation (ex-gratia compensation) is granted for the period of the post-contractual competition prohibition in the annual amount of 50 % of the contractual payments last received.

Any payments to the Member of the Management Board in the case of premature termination of the activity on the Member of the Management Board should not exceed the value of two annual compensation payments (severance cap) and should not remunerate a period longer than the residual term of the contract of service. Any severance payments should be offset with ex-gratia compensation payments for a post-contractual prohibition on competition.

Special arrangements can be made for a change of control or promises of redundancy payments.

The Members of the Management Board are entitled to maximum annual leave of 30 days.

6. No clawback clauses

Clauses by which the return of compensation components can be effected under certain conditions (known as “claw-back” clauses) are not a constituent element of the compensation system. Clauses of this nature are not required pursuant to § 87a Stock Corporation Act (AktG) (Poelzig, NZG 2020, 41, 44) and currently are not in accordance with the market standard. Furthermore, there is no obligation within the framework of § 87 Section (1) Stock Corporation Act (AktG) (also Löbbecke/Fischbach, AG 2019, 373, 377). If clauses of this nature were proposed, the prerequisites would have to be precisely defined in advance, under which the return of payments made by the Company can be requested from the Member of the Management Board. Clauses of this type can be associated with significant legal uncertainties. The Supervisory Board is therefore of the opinion that retention of part of the variable compensation (long-term component) already takes account of objective of this type of clause and that comparable legal risks are not associated with such a retention. If there are any breaches of obligations incumbent on a Member of the Management Board, the Supervisory Board would be required independently to pursue any existing claims relating to compensation for damages against the Member of the Management Board pursuant to § 93 Section (2) Stock Corporation Act (AktG).

7. Deviations

At the proposal of the Personnel Committee, the Supervisory Board can temporarily deviate from the components of the compensation system (§ 87 Section (2) Sentence 2 Stock Corporation Act (AktG)), if this is necessary in the interest of the long-term wellbeing of the Company. Exceptional developments include extraordinary and far-reaching changes in the economic situation (for example, a serious economic crisis), which renders the original financial incentives for the compensation system redundant, provided that these changes or their concrete effects were not foreseeable. Generally unfavourable market developments are not deemed to be extraordinary developments. The components of the compensation

system from which deviations are permitted are the procedure, the arrangements governing compensation structure and level of compensation, and the individual compensation components (amount and structure of the fixed and variable compensation) including the upper limits. If an adjustment of the existing compensation components is not sufficient in order to reinstate the incentive effect of the compensation for the Member of the Management Board, the Supervisory Board has the right in the event of extraordinary developments under the same prerequisites to grant additional compensation components on a temporary basis. A deviation from or supplement to the compensation components is only possible on the basis of a corresponding resolution passed by the Supervisory Board in respect of a proposal submitted by the Personnel Committee, which identifies the extraordinary circumstances and the necessity for a deviation or a supplement.

8. Appraisal

The Personnel Committee of the Supervisory Board regularly reviews the compensation system, particularly when there are changes in the Management Board. In the course of such reviews, the Personnel Committee will analyze whether the compensation system – in particular taking into account the development of comparable companies listed on the stock exchange – is appropriate for the Company and will enable it in future to attract qualified managers for the Company in future. As appropriate, the Personnel Committee will submit appropriate proposals to the Supervisory Board for an adjustment of the compensation system.

9. Disclosures pursuant to § 87a Section (1) Sentence 2 Sub-sections 1 to 11 Stock Corporation Act (AktG)

The disclosures relating to the compensation system pursuant to § 87a Section (1) Sentence 2 Sub-sections 1 to 11 Stock Corporation Act (AktG) can be summarized in a table as outlined below. Disclosures relating to Sub-sections 2 to 11 are only necessary to the extent that the corresponding contents of the compensation system are used in SURTECO GROUP SE.

§ 87a Section (1) Sentence 2 Stock Corporation Act (AktG)	Content of the compensation system in accordance with the law (Sub-sections 2 to 11 only insofar as used in the affected company)	Compensation system of SURTECO GROUP SE
1.	Definition of a maximum compensation for the Members of the Management Board	For the Chairman of the Management Board: EUR 3,500,000 p.a., and for each Member of the Management Board in each case EUR 1,500,000 p.a. (see Sub-section 4 of the compensation system). The maximum compensation can deviate from the defined maximum compensation in the first year when a new Member of the Management Board commences their term of office, if the Supervisory Board in exceptional cases grants payments to the new Member of the Management Board as compensation for missed payments from the previous employment relationship as a result of taking up their new office. In this case, the maximum remuneration increases by up to 30 % only for this single business year.
2.	Contribution of the compensation for promoting the business strategy and for the long-term development of the Company;	The compensation is intended to motivate Members of the Management Board – who are employed as third-party managers, not as proprietors of the enterprise – to increase the income and the corporate value of the Company and thereby to generate an attractive return for shareholders. The focus here is not simply on the short-term success of the Company but also on the increase in corporate value over the medium and long term, which will benefit the shareholders, the employees and the business partners of the Company. On the one hand, this requires a fixed salary component and fringe benefits, which takes into account the role of the Member of the Management Board as a third-party manager, counteracts the exposure to disproportionate risks and compensates for economic disadvantages that are associated with the activity of a Board Member. On the other hand, the motivation to increase the corporate value is influenced primarily by the variable component of the compensation, which is linked to EBITDA of the enterprise, the cash management target, strategic goals and sustainability goals]. In the opinion of the Supervisory Board, this kind of mix of fixed and variable salary components has proven to be very satisfactory. Accordingly, the compensation is comprised of the following three components: <ul style="list-style-type: none"> • Fixed compensation (Sub-section 3.1 of the compensation system), • Variable compensation (Sub-section 3.2 of the compensation system) and • Fringe benefits (Sub-section 3.3 of the compensation system).

§ 87a Section (1) Sentence 2 Stock Corporation Act (AktG)	Content of the compensation system in accordance with the law (Sub-sections 2 to 11 only insofar as used in the affected company)	Compensation system of SURTECO GROUP SE
3.	All fixed and variable compensation components and their relevant relative share in the remuneration;	<p>Fixed compensation (Sub-section 3.1 of the compensation system):</p> <ul style="list-style-type: none"> Chairman of the Management Board: maximum EUR 700,000 p.a. Members of the Management Board: in each case maximum EUR 400,000 p.a. <p>Variable compensation (Sub-section 3.2 of the compensation system): Variable compensation on the basis of attainment of specified targets (development of EBITDA and cash management target – in each case related to the Group, strategic goals and sustainability goals). The Supervisory Board defines the strategic goals and the sustainability goals, and the individual target parameters and the proportion of the individual goal in the total variable compensation in accordance with its best judgement.</p> <p>Other compensation components (Sub-section 3.3 of the compensation system): Communication and work resources, company car, premiums for accident and death-benefit life insurance policies, supplements for rental payments and journeys home. As appropriate, allowance for own pension provision. Reimbursement of out-of-pocket expenses in accordance with the relevant guidelines of the Company.</p> <p>Relative proportions of the compensation components in the compensation:</p> <p>Chairman of the Management Board:</p> <ul style="list-style-type: none"> Fixed salary: 20 - 40 % Variable compensation: 60 to 80 % Fringe benefits: 1 to 3 % <p>Members of the Management Board:</p> <ul style="list-style-type: none"> Fixed salary: maximum 20 to 40 % Variable compensation: 60 to 80 % Fringe benefits: 1 to 3 % <p>The above percentages are based on several assumptions: (i) utilization of the upper limits for fixed compensation, (ii) complete utilization of the absolute upper limits (Sub-section 4 of the compensation system) by the level of variable compensation and (iii) the assumption that no allowance has been granted for pension provision with the scope of fringe benefits. If the upper limit is not utilized and/or an allowance for pension provision is granted, the proportion of variable compensation in the total compensation is reduced accordingly. Conversely, the share of variable compensation can increase if the amount of the fixed compensation does not reach the upper limit envisaged for it. Moreover, the percentages change if the upper limit in the concrete contract of service is defined at a lower level than the amount defined in Sub-section 4 of the compensation system.</p>

§ 87a Section (1) Sentence 2 Stock Corporation Act (AktG)	Content of the compensation system in accordance with the law (Sub-sections 2 to 11 only insofar as used in the affected company)	Compensation system of SURTECO GROUP SE
4.	All financial and non-financial performance criteria for granting variable compensation components including	<p>Definition of the variable compensation on the basis of attainment of targets defined in advance with the following components (and a weighting within the total variable compensation defined by the Supervisory Board in accordance with its best judgement):</p> <ul style="list-style-type: none"> EBITDA Cash management target, Strategic goals Sustainability goals. <p>The Supervisory Board assesses the target attainment in each case individually; there is no offsetting with the results of other goals. When defining the targets, the Supervisory Board is permitted to distinguish between the Chairman of the Management Board and the other Members of the Management Board. Within the weighting defined by it, the Supervisory Board can provide for a payment depending on the level of target attainment (proportionate bonus for attainment of a defined percentage of the relevant target).</p> <p>In the case of the financial performance indicator EBITDA, the Supervisory Board is entitled to take into account one-off influences (e.g. the impacts of company acquisitions and restructuring measures) by increasing or decreasing the bonus payments.</p> <p>The variable compensation is thereby based on financial performance indicators (EBITDA and cash management target), i.e. on the annual business result of the Company. The compensation increases as EBITDA or cash management target improves. It is self-evident that the Members of the Management Board will be motivated by these incentives to increase earnings because they in turn participate directly through their variable compensation. Earnings are relevant for corporate value and simultaneously also for the dividend and hence also in the interests of the shareholders for a (sustainable) increase in value of their shareholding. The two other components (strategic goals, sustainability goals) complement the targets derived from the financial performance indicators by other factors. They therefore include goals which reflect the longer-term development of the Company within its individual environment and also take account of the macroeconomic responsibility of the Company. As a result of the partly postponed payout (below Sub-section 5) and potential adjustment based on a multi-year assessment basis, the necessary sustainability is ensured.</p> <p>The Supervisory Board defines the variable compensation on the basis of the target attainment for the relevant last business year.</p> <p>Target attainment for the financial performance indicator EBITDA is easily assessed from the accounting records of the Company. The Company's performance indicators can also generally be used to determine the cash management target or the strategic goals. For example, improving cash flow or reducing the level of debt with the cash management goal. If the business is being expanded in specific regions or products for strategic goals. Target attainment for sustainability goals can also be identified using the reports of the enterprise, e.g. the development of CO₂ emissions from the relevant environmental reports. In other cases or to the extent that definition is not possible on the basis of documented figures, a definition is arrived at by the Supervisory Board using its best judgement.</p>

§ 87a Section (1) Sentence 2 Stock Corporation Act (AktG)	Content of the compensation system in accordance with the law (Sub-sections 2 to 11 only insofar as used in the affected company)	Compensation system of SURTECO GROUP SE
5.	Deferment periods for the pay-out of compensation components;	<p>50% retention of the variable compensation and payout after three years, adjusted on the basis of average interim development of target attainment – as described in Sub-section 3.2 of the compensation system.</p> <p>The Supervisory Board can conclude a deviation from the aforementioned multi-year assessment basis, if particular reasons justify this, namely in the case of acquisition of companies or in the case of restructuring measures, and for ending the activity of the Member of the Management Board for the Company.</p> <p>If the contract of service comes to an end, the Member of the Management Board can request that any retentions of bonuses currently in existence at this point in time are paid out to him, less an amount of 10 %. However, the amount to be paid out in this way must not be higher than the payment amount which is calculated for the last reference period already completed on the date of leaving.</p>
6.	Opportunities for the Company to request repayment of variable compensation components;	Only within the 50% retention (Sub-section 5 of this table) if corresponding conditions are applicable. Furthermore, there is no claw-back clause, provided there is no breach of obligation and no claims pursuant to § 93 Section (2) Stock Corporation Act (AktG) or breach of other statutory regulations against the Member of the Management Board.
7.	<p>In the case of share-based compensation:</p> <ul style="list-style-type: none"> a. periods and deadlines, b. the conditions for holding shares after acquisition and c. an explanation of how this compensation contributes to promotion of the goals in accordance with number 2; 	There is no share-based compensation.
8.	<p>in relation to compensation-related legal transactions:</p> <ul style="list-style-type: none"> a. the terms and prerequisites of their termination, including the individual periods for notice of termination, b. any promises of severance compensation payments and c. the main attributes of the pension and prepension arrangements; 	<p>Members of the Management Board can be granted payments to finance their own pension provision. Apart from this, there is no company pension provision for Members of the Management Board.</p> <p>There is no other provision for compensation-related legal transactions.</p>

§ 87a Section (1) Sentence 2 Stock Corporation Act (AktG)	Content of the compensation system in accordance with the law (Sub-sections 2 to 11 only insofar as used in the affected company)	Compensation system of SURTECO GROUP SE
9.	Explanation of how the compensation and employment conditions of the employee were taken account of in defining the compensation system, including an explanation of which circle of employees was included;	<p>When defining the total compensation, the Supervisory Board took account of the salary structure of the second management tier of the Group, that is specifically the average of the total remuneration of the managing directors and the authorized signatories (Prokuristen) of the important operating subsidiary companies of the Group in Germany. The remuneration of a Member of the Management Board of SURTECO GROUP SE shall exceed the individual earnings of this group of people as a matter of course, because these managing directors and executive employees are only responsible for their individual company or sub-functions, and do not bear responsibility for the entire group of companies. In a comparison with the average compensation for the second management tier, the Management Board compensation (status: 2021) amounts to approximately fourfold the average remuneration of these managers. In the opinion of the Supervisory Board, this factor is not disproportionate in view of the responsibility associated with the function of the Management Board covering the entire Company.</p> <p>A comparison is not carried out with the remuneration paid to employees because the functions and responsibilities are not comparable.</p>
10.	Presentation of the procedure for defining and implementing, as well as reviewing the compensation system including the role of any affected committees and the measures for avoidance and handling of conflicts of interest;	<p>The Personnel Committee prepares the regular review of the compensation system for the Members of the Management Board by the Supervisory Board, particularly when there are changes in the Management Board. In the course of such reviews, the Personnel Committee will analyze whether the compensation system – in particular taking into account the development of comparable companies listed on the stock exchange – is appropriate for the Company and will enable it to attract qualified managers for the Company in future.</p> <p>If there are significant changes but at least every four years, the compensation system shall be re-submitted to the Annual General Meeting for approval. If the Annual General Meeting does not approve the relevant compensation system submitted for a vote, a reviewed compensation system shall be submitted at the latest to the next ordinary Annual General Meeting for a vote on a resolution.</p> <p>In respect of the avoidance of potential conflicts of interest, the Members of the Supervisory Board and all other committees must inform the Supervisory Board of any conflicts of interest. In this case, the relevant Members of the Supervisory Board do not participate in deliberations relating to the relevant Agenda Items in the Supervisory Board and in the relevant committees. If the conflicts of interest are significant and not simply of a temporary nature, this may lead to the termination of the mandate on the Supervisory Board.</p>

§ 87a Section (1) Sentence 2 Stock Corporation Act (AktG)	Content of the compensation system in accordance with the law (Sub-sections 2 to 11 only insofar as used in the affected company)	Compensation system of SURTECO GROUP SE
11.	<p>in case of submission of a compensation system reviewed pursuant to § 120a Section (3):</p> <ul style="list-style-type: none"> a. an explanation of all significant changes and b. an overview of the extent to which voting and comments by the shareholders were taken into account in relation to the compensation system and the compensation reports. 	Not relevant to date.

10. Entry into effect

The compensation system is to be applied from the day on which it is approved by the Annual General Meeting. The contracts of service currently in force for Members of the Management Board will not be affected.

Privacy Notice

(Duty to inform in accordance with Articles 13 and 14 GDPR)

In order to conduct the Annual General Meeting, SURTECO GROUP SE processes the following categories of your personal data: contact data (e.g. name or address), information about your shares (e.g. number of shares) and administrative data (e.g. admission card number). The basis for processing personal data for the Annual General Meeting is Article 6 Section (1) (c) General Data Protection Regulation (GDPR). In accordance with this, processing personal data is lawful when processing is required to comply with a legal obligation. SURTECO GROUP SE is legally obliged to conduct the shareholders' Annual General Meeting. Processing of the above categories of personal data is necessary to comply with this duty. You may not register to attend the Annual General Meeting without disclosing your personal data.

SURTECO GROUP SE is responsible for processing these data. The controller's contact details are as follows:

SURTECO GROUP SE
 Johan-Viktor-Bausch-Str. 2
 86647 Buttenwiesen
 Germany
 Phone +49 (0) 8274 9988 0
 Email: info@surteco.com

The SURTECO GROUP SE data protection officer can be contacted at:

SURTECO GROUP SE
 Datenschutzbeauftragter
 Johan-Viktor-Bausch-Str. 2
 86647 Buttenwiesen
 Germany
 Phone: +49 (0) 8274 / 99 88 0
 Email: datenschutz@surteco.com

As a matter of principle your personal data shall not be disclosed to third parties. By way of exception, third parties commissioned by SURTECO GROUP SE to provide services related to holding the Annual General Meeting will have access to these data. These are typical service providers for Annual General Meetings (such as agencies, solicitors or auditors providing services for Annual General Meetings). The service providers receive personal data only to the extent required to provide their service. Data are also passed on if there are statutory obligations to forward data.

The aforementioned data shall be erased two years from the conclusion of the Annual General Meeting unless further processing of the data is required in individual cases to process submissions, resolutions or legal proceedings related to the Annual General Meeting.

You are entitled to request information free of charge about your personal data that have been stored. In addition, you have the right to rectification of incorrect data, the right to demand restriction of the processing of data processed beyond a minimum, and the right to erasure of personal data which have been unlawfully processed or stored for too long (provided that no conflicting duty of retention and no other grounds in accordance with Article 17 Section (3) GDPR exist). Furthermore, you have the right to have all the data, which you have disclosed to us, transmitted in standard file format (right to data portability). Moreover, you have the right to lodge a grievance with a data protection regulatory authority.

The competent data authority is:

Bayerisches Landesamt für Datenschutzaufsicht
Promenade 27 (Schloss), 91522 Ansbach, Germany
Phone: +49 (0) 981/53-1300, Fax: +49 (0) 981/53-5300
poststelle@lda.bayern.de ; <http://www.lda.bayern.de>

CONTACT

Martin Miller
Investor Relations and Press Office
T: +49 8274 9988-508
F: +49 8274 9988-515
ir@surteco.com
www.surteco.com

SURTECO GROUP SE
Johan-Viktor-Bausch-Straße 2
86647 Buttenwiesen