

# SURTECO GROUP

## Invitation to the virtual Annual General Meeting 2020

**SURTECO GROUP SE**  
Buttenwiesen

**ISIN: DE0005176903**  
**WKN: 517690**

We invite our shareholders to the  
ordinary Annual General Meeting on

**Friday, 2 October 2020, at 10.00 a.m.**

The general meeting takes place according to § 1 Section (1) and (2) of the Act on Measures in Company, Cooperative, Association, Foundation and Apartment Ownership Law to Combat the Effects of the COVID-19 Pandemic (COVID-19 Act) as a virtual Annual General Meeting without physical presence of the shareholders or their proxies at the Haus der Bayerischen Wirtschaft, Max-Joseph-Strasse 5, 80333 Munich. The entire Annual General Meeting will be broadcast live for the shareholders in video and sound on the SURTECO Investor portal.

### **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, including the explanatory report on the disclosures pursuant to § 289a Section (1), § 315a Section (1) of the German Commercial Code (*Handelsgesetzbuch, HGB*) and the Declaration on Company Management pursuant to § 289f German Commercial Code (*Handelsgesetzbuch, HGB*), together with the Corporate Governance Report for the business year 2019, the proposal for appropriation of the net profit 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 appropriation of net profit**

The Management Board and the Supervisory Board propose to carry forward in full the net profit for the business year 2019 amounting to 6,202,292.40 euros (€) to new account.

**3. Resolution on the discharge of the Management Board for the business year 2019**

In the business year 2019, the Members of the Management Board of the company were Dr.-Ing. Herbert Müller (until 30 September 2019), Wolfgang Moyses (from 1 October 2019), and Andreas Riedl.

The Supervisory Board and the Management Board propose that Mr. Wolfgang Moyses and Mr Andreas Riedl should be granted discharge for their activity in the business year 2019.

The company is currently making claims against the former Chairman of the Management Board, Dr.-Ing. Herbert Müller, arising from his activity as a Board Member in the business years 2018 and 2019 pursuant to Article § 93 (2) Stock Corporation Act (AktG). The Supervisory Board and the Management Board therefore propose to postpone the discharge of Dr.-Ing. Herbert Müller for the business year 2019 and to submit a resolution relating to this at the ordinary Annual General Meeting in 2021.

It is intended to allow the Annual General Meeting to take a decision on the discharge of the aforementioned Members of the Management Board and about the postponement of the discharge of Dr. Müller by individual votes.

**4. Resolution on the discharge of the Supervisory Board for the business year 2019**

The Management Board and Supervisory Board propose that the actions taken by the incumbent Members of the Supervisory in the year 2019 be approved and that they should be discharged for the business year 2019.

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

**5. Elections to the Supervisory Board**

The period of office of Dr.-Ing. Jürgen Großmann as a Member and Chairman of the Supervisory Board of SURTECO GROUP SE comes to an end with the conclusion of the Annual General Meeting on 2 October 2020.

Mr. Wolfgang Moyses, who was appointed as Chairman of the Management Board with effect from 1 October 2019, had previously stepped down from his office as a Member of the Supervisory Board with effect from 30 September 2019. On 14 October 2019, the Local Court Augsburg (Amtsgericht Augsburg), at the request of the Management Board and with the consent of the Supervisory Board, appointed Mr. Tim Fiedler as a Member of the Supervisory Board of SURTECO GROUP SE pursuant to Article § 104 (2) Stock Corporation Act (AktG) as a representative of the shareholders. The appointment of Mr. Fiedler will come to an end with the conclusion of this Annual General Meeting.

a) Election of Mr. Jochen Müller as a Member of the Supervisory Board

The Supervisory Board proposes that Mr. Jochen Müller (Dipl.-Ing), engineer, resident in Neunkirchen-Seelscheid, should be elected to the Supervisory Board to replace Dr.-Ing. Jürgen Großmann. It further proposes that the election should be for a period of office until the end of the Annual General Meeting which passes a resolution on the discharge for the actions of the Member of the Supervisory Board 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. Müller has the following additional memberships in other supervisory boards and comparable governance bodies of business enterprises in Germany and other countries that have to be formed mandatorily under statutory regulations:

- Chairman of the Supervisory Board of A.S. Création Tapeten AG, Gummersbach
- Member of the Supervisory Board of WKW Aktiengesellschaft, Velbert

Mr. Müller is independent pursuant to item C.7 of the German Corporate Governance Code. There are no personal and/or business relationships between Mr. Müller and the companies of the SURTECO Group, the governance bodies of SURTECO GROUP SE and a controlling shareholder of SURTECO GROUP SE.

The curriculum vitae of Mr. Müller is included as an **Annex** to this agenda.

b) Election of Mr. Tim Fiedler, previously appointed by the court as a Member of the Supervisory Board, as a Member of the Supervisory Board

The Supervisory Board proposes that Mr. Tim Fiedler, economist, resident in Düsseldorf, should be appointed to the Supervisory Board. It further proposes that the election should be for a period of office until the end of the Annual General Meeting which passes a resolution on the dis-

charge for the actions of the Member of the Supervisory Board 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. Fiedler has the following additional memberships in other supervisory boards and comparable governance bodies of business enterprises in Germany and other countries that have to be formed mandatorily under statutory regulations:

- Member of the Advisory Board of Smart Coloring GmbH, Aachen
- Member of the Advisory Board of Drewsen Spezialpapier GmbH & Co. KG, Lachendorf
- Member of the Board of Trustees of the foundation Gustav und Catharina Schürfeld-Stiftung, Lachendorf
- Member of the Advisory Board of nevisQ GmbH, Aachen

Mr. Fiedler is independent pursuant to item C.7 of the German Corporate Governance Code. Mr. Fiedler is a managing shareholder of G. Schürfeld + Co. (GmbH & Co.) KG, Hamburg, which is a shareholder of SURTECO GROUP SE. Otherwise, there are no personal and/or business relationships between Mr. Fiedler and the shareholders of the SURTECO Group, the governance bodies of SURTECO GROUP SE and a controlling shareholder of SURTECO GROUP SE.

The curriculum vitae of Mr. Fiedler is included as an **Annex** to this agenda.

#### Composition of the Supervisory Board

The composition of the Supervisory Board is based on Article 10 of Council Directive (EC) no. 2157/2001 dated 8 October 2001 relating to the Statute of the European Company (SE), Official Gazette (*Amtsblatt*) EC No. L 294 dated 10 November 2001, page 1 (hereinafter referred to as "SE Directive) in conjunction with § 95 Sentence 2 of the Stock Corporation Act (*Aktiengesetz, AktG*) and § 8 Section (1) of the Articles of Association. According to this, the Supervisory Board shall consist of nine members, which shall be elected by the Annual General Meeting, unless other arrangements for employee participation are defined in the agreement pursuant to the SE Participation Act (*SE-Beteiligungsgesetz, SEBG*). On the basis of the agreement dated 13 February 2017 pursuant to the SE Participation Act (*SE-Beteiligungsgesetz, SEBG*), three members of the Supervisory Board are sent by the works councils of the SURTECO Group to the Supervisory Board as employee representatives in accordance with the terms of the agreement. The Annual General Meeting therefore has to elect a total of six members of the Supervisory Board as shareholder representatives.

The Company is neither subject to the Co-determination Act (*Mitbestimmungsgesetz*) 1976 nor to the One-Third Participation Act (*Drittelbeteiligungsgesetz*), or any other co-determination acts.

Voting procedure

It is intended that the election of the new members of the Supervisory Board will be held by way of individual votes.

## 6. Changes to the Articles of Association

Pursuant to the coming into force of the German Act Implementing the Second Shareholder Rights Directive (*Gesetz zur Umsetzung der Zweiten Aktionärsrechterichtlinie – ARUG II*), verification of the shareholding ownership by the most recent intermediary will be adequate in future for annual general meetings which are convened after 3 September 2020. The concept of the “institution managing the securities account” defined in § 15 (2) of the Articles of Association should therefore be amended to match the amended wording in the Stock Corporation Act (*Aktiengesetz*).

This opportunity should be taken to delete the place name “Pfaffenhofen” in § 13 of the Articles of Association, because this is not recorded in the Company Register and the registered office of the company is the municipality of Buttenwiesen.

Furthermore, both convening the meetings of the Supervisory Board and resolutions of the Supervisory Board are to be made possible also with additional electronic means in future (§ 10 of the Articles of Association), in order to simplify the working processes in the Supervisory Board. In particular, it should be possible as a consequence to make use of a safe Internet platform (e.g. for passing votes).

Accordingly, the Management Board and the Supervisory Board propose the following resolutions for approval:

- a) § 10 (1) and (2) of the Articles of Association shall be amended as follows:

### **“§ 10 Convening and resolution**

- (1) The meetings of the Supervisory Board shall be convened by the Chairman or, if the Chairman is indisposed, on the instructions of the Deputy Chairman. Meetings shall be convened with a period of notice of two weeks and such notification may be in writing, by fax, electronic media (in particular by email or on an Internet platform), by telephone or orally. When calculating the period of notice required, the

day on which the invitation was sent and the day of the meeting should not be included. In urgent cases, the Chairman of the Supervisory Board may shorten the period of notice required. Details of the agenda should be circulated when the invitation is issued.

- (2) On the instructions of the Chairman of the Supervisory Board or, if the Chairman is indisposed, on the instructions of the Deputy Chairman, resolutions by the Supervisory Board may be submitted outside meetings in writing, by fax, electronic media (in particular by email or on an Internet platform), by telephone or orally, or by videoconference or in a combined procedure and votes by the Supervisory Board may be carried out, provided that no Member of the Supervisory Board objects.”

Sections (3) to (5) of § 10 of the Articles of Association remain unchanged.

- b) § 13 of the Articles of Association is revised as follows:

**“§ 13  
Place and Convening**

- (1) The Annual General Meeting shall take place at Bittenwiesen, Augsburg or at the registered office of a German stock exchange.
- (2) The Annual General Meeting should be convened by the Management Board or by the Supervisory Board in cases prescribed by the law at least within the statutory period.”

- c) § 15 of the Articles of Association is revised as follows:

**“§ 15  
Right of Participation**

- (1) Shareholders shall only be entitled to participate in the Annual General Meeting and to exercise their voting right if they have registered in writing (§ 126b BGB) in the German or English language with the Company or at a location specified in the invitation to the Annual General Meeting. There must be a period of at least six free days between the day of receipt of the registration and the day of the Annual General Meeting. A shorter period of notice measured in days may be defined in the document convening the meeting.

- (2) The shareholders must also provide verification of their authorization to participate in the Annual General Meeting and to exercise their voting right. For this purpose, a written verification of the shareholding ownership (Article § 126b German Civil Code, BGB) should be submitted by the most recent intermediary pursuant to Article § 67c (3) Stock Corporation Act (AktG). The verification of the shareholding ownership pursuant to Article § 67c (3) Stock Corporation Act (AktG) must refer to the reference date defined under statutory regulations. There must be a period of at least six free days between the day of receipt of the verification and the day of the Annual General Meeting. A shorter period of notice measured in days may be defined in the document convening the Annual General Meeting.”

Its intended to vote on the resolutions a), b) and c) jointly.

**7. Resolution about the appointment of the auditor of the annual financial statements and the auditor of the consolidated financial statements as well as the auditor for the audit review of the interim financial reports**

- a) Based on the recommendation of the Audit Committee, the Supervisory Board hereby submits a proposal that professional services firm PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Munich, should be appointed as the auditor for the consolidated financial statements and as the auditor for the audit review of the interim financial reports for the financial year 2020.
- b) Based on the recommendation of the Audit Committee, the Supervisory Board submits a proposal that professional services firm PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Munich, should be appointed as the auditor for the audit review of the interim financial reports for the financial year 2021 during the period until the next ordinary Annual General Meeting in the financial year 2021

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 is 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 Commission Decision 2005/909/EC).

It is intended to vote on the resolutions a) and b) jointly.

## **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. Annual General Meeting without physical presence of the shareholders**

According to § 1 Section (1) and (2) of the Act on Measures in Company, Cooperative, Association, Foundation and Residential Property Law to Combat the Effects of the COVID-19 Pandemic (COVID-19 Act) the management board, with the approval of the supervisory board, decided that the general meeting would be held as a virtual general meeting without the physical presence of the shareholders or their proxies. The general meeting takes place in the presence of the chairman of the meeting, the members of the management board, a notary commissioned to write the general meeting, the supervisory board, insofar as the latter does not exercise his / her ability to participate by means of image and sound transmission, and the voting rights representative of the company in the Haus der Bayerischen Wirtschaft, Munich. A physical participation of the shareholders or their proxies is excluded.

The implementation of the ordinary general meeting 2020 as a virtual general meeting in accordance with the COVID 19 law leads to modifications in the processes of the general meeting and in the rights of the shareholders. The general meeting will be broadcast in full on the SURTECO Investor portal, and shareholders can exercise their voting rights via electronic communication (electronic postal voting) and granting power of attorney, as specified in more detail below. Shareholders are given the opportunity to ask questions by electronic communication and shareholders who have exercised their voting rights can object to resolutions of the Annual General Meeting via electronic communication.

**We ask shareholders to pay particular attention to the information below regarding registration for the Annual General Meeting, exercising voting rights and other shareholder rights.**



### **3. Prerequisites for following the virtual Annual General Meeting and for exercising voting rights**

Since the virtual general meeting takes place without the physical presence of the shareholders or their proxies, shareholders or their proxies cannot attend the general meeting in person. The video and audio transmission of the entire virtual general meeting takes place via the SURTECO Investor portal. You will find the access data on your registration confirmation. The portal can also be reached at [www.surteco-group.com](http://www.surteco-group.com) via the "Investor Relations / Annual General Meeting / 2020" page.

According to Section 15 of the Articles of Association, only those shareholders who have registered by the end of 25 September 2020 in text form in German or English at the following address are entitled to follow the virtual general meeting and to exercise voting rights:

SURTECO GROUP SE  
c/o Commerzbank AG  
GS-BM General Meetings  
60261 Frankfurt am Main  
Germany  
Fax +49 (0) 69/136 26351  
Email: [generalmeetings@commerzbank.com](mailto:generalmeetings@commerzbank.com)

The shareholders must provide verification of their authorization to participate in the virtual Annual General Meeting and to exercise their voting right. For this purpose, a written verification in the German or English language relating to the share ownership issued by the institution managing the securities account must have been submitted before the end of 25 September 2020. The verification must relate to the start of 11 September 2020 (record date).

As far as the Company is concerned, the only person entitled to participate in the virtual Annual General Meeting and exercise the voting right as a shareholder is the person who has provided verification of ownership of the shareholding. 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.

Upon receipt of the registration and proof of shareholding in the company, shareholders will be sent confirmation of registration with information about electronic access and the exercise of voting rights for the virtual general meeting. To ensure that voting cards are received in good time, we ask shareholders to request a voting card from their custodian bank as early as possible for participation in the Annual General Meeting. In such cases, the necessary registration and proof of the relevant shareholding will be carried out by the custodian bank.

#### **4. Procedure for exercising voting rights by postal vote**

You can exercise your voting rights in writing or via electronic communication (postal vote).

It is possible to submit, change or revoke electronic postal voting votes via the SURTECO Investor portal before and during the Annual General Meeting until the chairman of the meeting has announced that the vote on the agenda items will be closed.

Postal voting can also take place in writing or in text form. The form sent with the registration confirmation can be used for this. In both cases (in writing or in text form), the votes cast by postal vote must be received by 30 September 2020, midnight, at the address below. We ask for your understanding that written postal votes received later cannot be considered, insofar as they are not submitted via the SURTECO Investor Portal.

SURTECO GROUP SE  
c/o Computershare Operations Center  
80249 Munich  
Germany  
Fax: +49 (0) 89 30903-74675  
EMail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

#### **5. Proxy voting**

##### **5.1 *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 printed on the admission card can be used to grant power of attorney to a proxy. The appointment should be received as soon as possible by the securities clearing and deposit bank, in order to ensure that the admission card 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 done electronically via the SURTECO Investor portal. 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  
Johan-Viktor-Bausch-Straße 2  
86647 Buttenwiesen  
Germany  
Fax +49 (0) 8274/9988-505  
Email: HV@surteco.com

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 possible form of power of attorney with these institutions or persons.

If the shareholder authorizes more than one person, the Company shall be entitled to refuse entry to one or more of these persons.

## 5.2 *Grant of power of attorney to voting representatives nominated by the Company*

We also offer our shareholders the possibility of authorizing voting representatives nominated by the Company to represent the shareholder in casting votes at the Annual General Meeting. The form printed on the admission card can be used for this purpose. The voting representatives must be granted a power of attorney and given instructions on exercising the voting right. The voting representatives are bound to vote in accordance with the instructions. 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, unless the SURTECO Investor Portal is used. 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  
Fax +49 (0) 89 30903-74675  
Email: anmeldeselle@computershare.de

Powers of attorney sent by post, fax or email and instructions to proxies must have arrived at the latest by the end of the day at 24.00 on 30 September 2020 at the address given above. We request your understanding that powers of attorney and instructions to proxies arriving later cannot be taken into account.

Power of attorney and instructions to the voting representatives appointed by the company can also be issued via the SURTECO Investor Portal. The power of attorney, instructions or instructions to the voting representatives nominated by the company can be given, changed or revoked before and during the Annual General Meeting until the Chairman of the Meeting has announced that the voting on the agenda items will be closed.

If the shareholder authorizes more than one person, the Company shall be entitled to refuse entry to one or more of these persons.

## **6. Opportunity to object to resolutions**

Since the shareholders can only exercise their vote by postal vote or by granting a power of attorney, in accordance with § 1 section (2) sentence 1 number 4 of the COVID-19 Act, the declaration of an objection to the minutes in the general meeting is based on the characteristic of personal appearance at the Annual General Meeting and the declaration of transcript in accordance with § 245 section (1) AktG was waived. Shareholders who exercise their voting rights themselves or via proxies can electronically object to the SURTECO Investor Portal until the end of the meeting.

Please note that, in accordance with § 1 section (7) of the COVID 19 Act, without prejudice to the provision in § 243 section (3) no.1 AktG, the challenge to a resolution of the general meeting does not result in violations of § 118 section (1) sentences 3 to 5 or section (4), AktG and section (2) of the COVID-19 Act (violation of the limited information obligation), unless the company can be proven to have acted with intent.

**7. 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 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) SEAG (*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 Board of Management can announce these pursuant to the requirements of § 124 (*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 1 September 2020:

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 11) 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.

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

At a virtual general meeting, shareholders are not able to make counter-motions at the general meeting against proposals from the board of di-

rectors and / or the supervisory board on certain items on the agenda or to submit election proposals. However, shareholders are given the opportunity to send counter-motions against proposals from the Management Board and / or the Supervisory Board on certain agenda items, as well as election proposals for the election of Supervisory Board members or auditors. Counter-motions by shareholders against a proposal by the Management Board and/or the Supervisory Board relating to a particular item on the agenda and proposals by shareholders on the election of Members of the Supervisory Board or auditors, must be directed to the following address:

SURTECO GROUP SE  
Johan-Viktor-Bausch-Straße 2  
86647 Buttenwiesen  
Germany  
Fax +49 (0) 8274/9988-505  
Email: HV@surteco.com.

Properly submitted, admissible counter-motions and election proposals will be treated in the virtual general meeting as if they had been made in the general meeting.

Counter-motions and proposals for election that comply with the legal requirements and which reach the above-mentioned address at the latest by 24:00 on 17 September 2020 are immediately published following receipt of the request on the Internet site of the company (hereinafter Sub-section 11) 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 addressed in any other way and such received by the company after the date specified in sentence 1 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.

**9. Possibility to ask questions in accordance with § 1 section (2) sentence 2 of the COVID-19 Act, no comprehensive right to information and speech**

Every shareholder who has registered for the virtual general meeting is given the opportunity to ask questions via electronic communication in accordance with § 1 section (2) of the COVID-19 Act. The Board of Directors stipulated that questions should be submitted by electronic communication no later than two days before the meeting. Questions must be submitted via the SURTECO Investor Portal by 30 September, 2020, midnight (CEST). The board of directors will endeavor to answer the questions asked, as far as possible in terms of time and content. He de-

cides which questions he answers according to dutiful, free discretion. Please note that there is no right to an answer. Please also note that this year, in accordance with § 1 section (2) of the COVID-19 Act, you will be able to participate in the virtual general meeting via electronic activation, but beyond the right to ask questions, you will not have a comprehensive right to information and to speak by means of a picture - and audio transmission is granted.

**10. Further explanations**

This invitation, further information and explanations on shareholder rights can be found on the company's website (hereinafter number 11).

**11. 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 under [www.surteco-group.com](http://www.surteco-group.com) via the link "Investor Relations" and via the link "Annual General Meeting". The voting results recorded by the Chairman of the Meeting including information pursuant to § 130 Section (2) Sentence 2 Stock Corporation Act (*AktG*) shall be published on the Internet page within the statutory period.

The documents specified under Agenda items 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. They will also be sent free of charge to the shareholders. The documents will also be accessible in the Annual General Meeting and further explanations will be provided there.

**12. Audio and video broadcast of the entire Annual General Meeting**

All shareholders of the company who have registered for the virtual general meeting can attend the entire general meeting on Friday, 2 October 2020, from 10:00 a.m. on the Internet at the address given on the registration confirmation or via [www.surteco-group.com](http://www.surteco-group.com) on the "Investor Relations / Annual General Meeting / 2020" page.

Buttenwiesen, August 2020

The Management Board

Name	Jochen Müller
Born	1961
Nationality	German
Marital status	married, 1 Child
Graduation	Engineer
Residence	Neunkirchen-Seelscheid



#### Professional career

2003 – 2020	Lufthansa Service Holding AG, Neu-Isenburg. Chief Operating Officer Region EMEA (2003 – 2005), Member of the Management Board (2005 – 2009), Member of the Management and Chief Operating Officer (2009 – 2020).
1996 – 2003	GKN Walterscheid GmbH, Lohmar. Head of production and assembly (1996 – 1998), Operations Director (1999 – 2000), Managing Director Driveline Systems Division (2000 – 2003).
1995 – 1996	Brose S.A., Barcelona. Head of assembly.
1990 – 1994	Fraunhofer-Institute for Manufacturing Engineering and Automation IPA, Stuttgart. Scientific Assistant. Project manager in consulting projects for factory planning and process optimization.
1982 – 1990	University Stuttgart, Mechanical engineering. Exam as a graduate engineer. Diploma thesis at the Institute for Industrial Manufacturing a. Factory operation, Stuttgart.

#### Memberships in Management Boards, Supervisory Boards and Advisory Boards

2014 – now	Member of the Supervisory Board (since 2019 Chairman) of AS Création Tapeten AG, Gummersbach.
2020 – now	Member of the Supervisory Board of WKW Aktiengesellschaft, Velbert
2005 – 2020	Member of the Management Board of Lufthansa Service Holding AG (LSG Group), Neu-Isenburg.

#### Languages

English	Business fluent
Spanish	Basic knowledge



## Annex to the agenda item 5b

Name	Tim Fiedler
Born	1967
Nationality	German
Marital status	Separated, 2 Children
Graduation	Studied economics at University Bonn
Residence	Düsseldorf



### **Professional career**

2014 – now	Managing Partner of G. Schürfeld + Co. (GmbH & Co.) KG, Hamburg
2016 – 30/9/2019	CEO of All4 Labels Group GmbH, Hamburg
1996 – 2016	Managing Partner of X -label Group GmbH, Solingen (merged into All4 Labels Group GmbH)
2002 – 2006	Assistant to the management of Reifen Pott Autoservice GmbH, Gütersloh
1999 – 2000	Management Board of Schleipen & Erkens AG, Jülich
1990 – 1995	Studied economics at University Bonn

### **Memberships in Management Boards, Supervisory Boards and Advisory Boards**

2020 – now	Member of the Advisory Board of newisQ GmbH, Aachen
2019 – now	Member of the Advisory Board of Smart Coloring GmbH, Aachen
2015 – now	Member of the Advisory Board of Drewsen Spezialpapier GmbH & Co. KG, Lachendorf
2014 - now	Member of the Curatorium of Gustav und Catharina Schürfeld-Stiftung, Lachendorf

### **Languages**

English	Business fluent
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### **Core skills**

Strategic and operative corporate management, Finance & Controlling, Human Resources, Procurement

## **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 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 (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 annual general shareholders' 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  
Phone +49 (0) 8274 9988 0  
e-mail: [info@surteco-group.com](mailto:info@surteco-group.com)

The SURTECO GROUP SE data protection officer, Dr. Catrin Kollmann can be contacted at:

Dr. Catrin Kollmann  
Johan-Viktor-Bausch-Str. 2  
86647 Buttenwiesen  
Phone +49 (0) 8274 / 99 88 0  
e-mail: [datenschutz@surteco-group.com](mailto:datenschutz@surteco-group.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 annual general meeting service providers (such as annual general meeting agencies, solicitors or auditors). The service providers receive personal data only to the extent required to provide their service.

The aforementioned data shall be erased 2 years from the conclusion of the annual general meeting unless further processing of the data is required in individual cases to process requests, resolutions or legal proceedings related to the annual general meeting.

You are entitled to request information free of charge about which of your personal data has 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 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 (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 regulatory authority is:

Bayerisches Landesamt für Datenschutzaufsicht  
Promenade 27 (Schloss), 91522 Ansbach, Germany  
Telefon: 0981/53-1300, Telefax: 0981/53-5300  
poststelle@lda.bayern.de ; <http://www.lda.bayern.de>