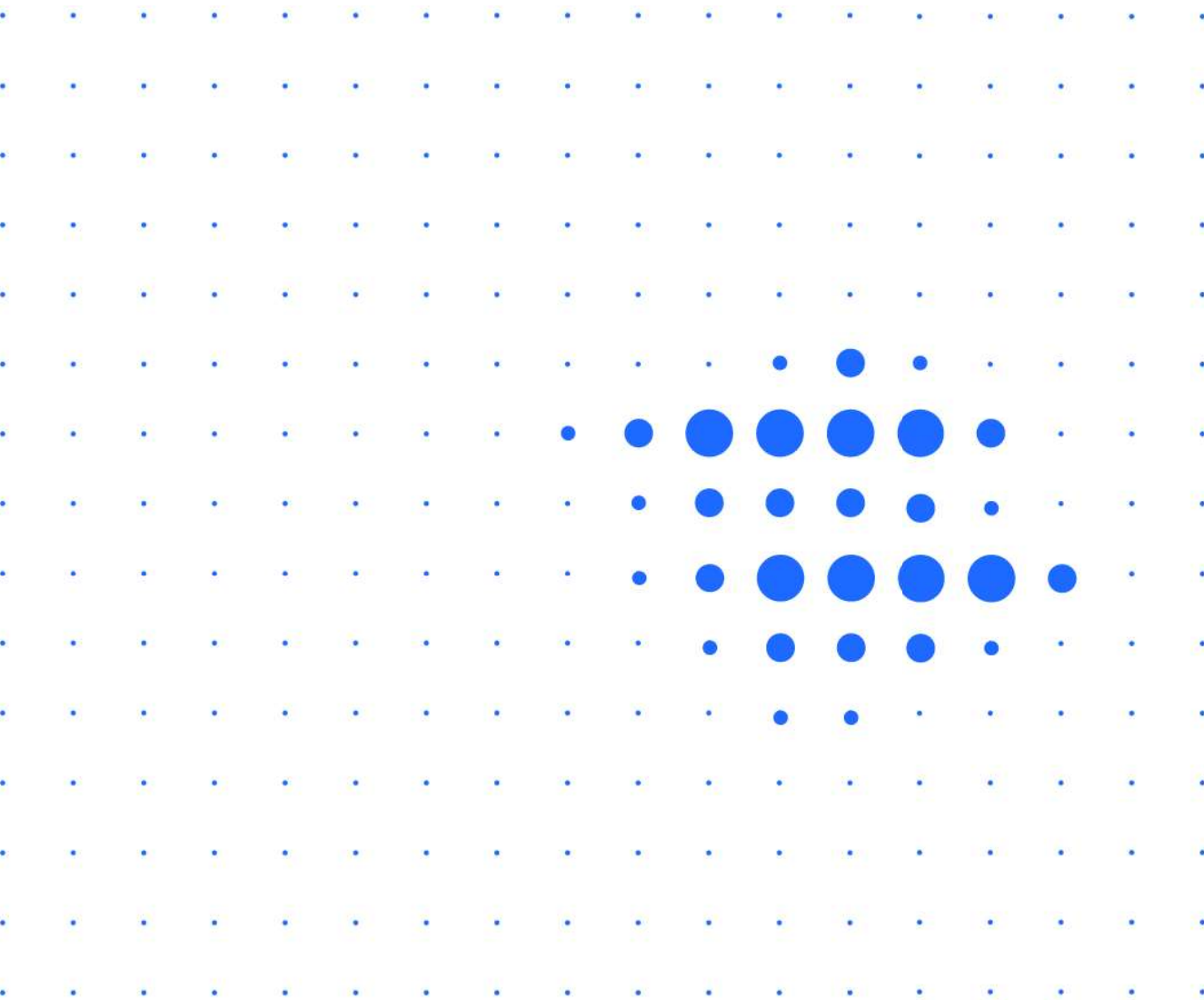


Remuneration Report 2024

including the independent auditor’s report on the audit of the remuneration report pursuant to Section 162 (3) on the German Stock Corporation Act (AktG)



Remuneration Report

The following Remuneration Report presents the principles behind the remuneration system for the Board of Management and Supervisory Board members of technotrans SE and describes the level and structure of the remuneration paid to members of governing bodies for the 2024 financial year. In terms of its content the Remuneration Report is based in particular on the recommendations of the German Corporate Governance Code (GCGC) and the statutory requirements of the German Commercial Code (HGB) and German Stock Corporation Act (AktG).

Pursuant to Section 162 AktG, the company reports on the remuneration granted and due to the members of the Board of Management and the Supervisory Board in the 2024 financial year. The principles applied from the remuneration systems for the 2024 financial year are also presented.

Further particulars of the remuneration of governing bodies of technotrans SE can be found in the Notes to the Consolidated Financial Statements and in the Notes section of the annual financial statements of technotrans SE.

The annual preparation of the Remuneration Report in accordance with Section 162 AktG is the responsibility of the Board of Management and the Supervisory Board. The Remuneration Report and the Independent Auditor's Report on the formal audit conducted can be accessed on the website of technotrans SE at <https://www.technotrans.com/company/corporate-governance/remuneration-board-of-management-supervisory-board>.

Early termination of contract was agreed with the former Board of Management member Peter Hirsch. His appointment ended on March 11, 2024. Early termination of contract was agreed with the former Board of Management member Robin Schaeде. His appointment ended on October 11, 2024. Natascha Sander was appointed as Chief Financial Officer with effect from February 1, 2025.

Remuneration of the Board of Management

Resolution of the Annual General Meeting

Pursuant to Section 120a (1) AktG in the version in force since January 1, 2020, after the entry into force of the Shareholder Rights Directive Implementation Act (ARUG II) dated December 12, 2019, the Annual General Meeting of a listed company is to decide on the approval of the remuneration system for the Board of Management members each time the system undergoes material changes, but at least every four years.

On February 2, 2021 the Supervisory Board resolved a new remuneration system for the Board of Management members that meets the requirements of ARUG II and takes account of the recommendations of GCGC. The Annual General Meeting on May 7, 2021 approved the remuneration system set out below pursuant to Section 120a (1) AktG, without modifications, by a vote of 83.18 %.

At the Annual General Meeting on May 17, 2024 the Remuneration Report for the 2023 financial year prepared according to Section 162 AktG and formally audited was approved by a vote of 82.29 %. No changes were made to the remuneration system and Remuneration Report.

Fundamentals of the Board of Management remuneration system

The aim of the remuneration system for the Board of Management agreed by the Supervisory Board of technotrans SE is to remunerate the individual Board of Management members appropriately in line with their duties and areas of responsibility and to reflect the performance of each Board of Management member as well as the success of the company as a whole. It seeks to incentivise a sustainable increase in the corporate value of technotrans SE. The strategic goals of the Group constitute the basis on which the performance criteria for the variable remuneration are selected. The Supervisory Board derived the financial goals for the target agreements for the Board of Management from the main financial ratios for the Group. Group EBIT and return on capital employed (ROCE) from the IFRS Consolidated Financial Statements form the basis for the target agreements with the Board of Management. The target agreements are sub-divided into short-term and long-term targets. There are also three short-term non-financial goals, each of which is defined based on the categories individual performance, collective performance and stakeholders/ESG (environmental, social, governance). By considering ESG criteria, sustainable corporate development is also assured in terms of environmental aspects and social matters. Pursuant to Section 162 (1) second sentence No. 1 AktG, remuneration is reported in the financial year in which the activity underlying the remuneration was performed in full.

The remuneration of the Board of Management members comprises the following elements:

- Fixed remuneration that is assessed for the full business year and is payable pro rata monthly,
- Variable, performance-related remuneration that comprises:
 - a short-term, variable remuneration component (short-term incentive – STI) that is linked to an EBIT target and is modified by attainment of individual, collective and ESG targets (environmental, social, responsible corporate governance criteria), and
 - a long-term, variable remuneration component (long-term incentive – LTI) based on a ROCE target, as well as
 - fringe benefits, in particular a company car, accident and D&O insurance cover, as well as contributions to the personal pension plan (up to € 30,000.00 p.a.) of the individual Board of Management member.

The precise objectives for the individual Board of Management members for the short-term and long-term remuneration components are fixed on the basis of resolutions by the whole Supervisory Board in annual target agreements reached between the company, represented by the Supervisory Board Chair, and the respective Board of Management member.

For full target attainment, disregarding the fringe benefits the split between fixed remuneration and variable remuneration is 60:40. The split between short-term and long-term performance-related pay where targets are fully attained is a ratio of 45:55. Depending on the actual level of attainment

of personal targets and the attainment of targets for financial ratios, there may be departures from these splits.

The following aspects in particular were heeded in determining the composition of the target remuneration for the Board of Management:

- The fixed remuneration is a central component of Board of Management remuneration. Its level in each case reflects the areas of responsibility and duties of the individual Board of Management members. When the target remuneration is achieved and fringe benefits are taken into account, it should constitute more than half of all remuneration components.
- In the case of variable remuneration, which provides additional incentives that depend on the overall success of the company and rewards individual performance, the balance is skewed towards long-term performance-related pay in preference to short-term performance-related remuneration components. The short-term performance-related remuneration components consider both the success of the company and individual targets of the recipient, for example by way of incentivising outstanding success in one-off projects. It is also possible to specify targets that support sustainability and ESG aspects.
- In addition to fixed remuneration and variable remuneration the Board of Management members receive fringe benefits that are of secondary monetary importance compared with the other remuneration components. These are granted independently of performance and are intended to usefully complement the other remuneration components.
- For the individual level of Board of Management remuneration, a differentiated view is taken for each Board of Management member depending on their task area and function.

Target remuneration for financial year 2024 (remuneration component)	Michael Finger Chief Executive Officer	Peter Hirsch Board of Manage- ment member	Robin Schaede Board of Manage- ment member
Fixed remuneration	360,000 €	300,000 €	300,000 €
Short-term incentive (STI)	110,000 €	90,000 €	90,000 €
Long-term incentive (LTI)	130,000 €	110,000 €	110,000 €
Retirement benefits (defined contribution plans)	30,000 €	30,000 €	30,000 €
Total	630,000 €	530,000 €	530,000 €

The target remuneration shown includes the variable remuneration components with 100 % target attainment.

Pension plan

The pension plan is part of the fixed remuneration and represents an important foundation of corporate policy because it offers Board of Management members a corresponding level of income even in retirement. The retirement benefits for Board of Management members are paid in the form of a

fixed sum, agreed in the employment contract, to an external provider (defined contribution pension scheme).

Setting target attainment for variable remuneration

For the remuneration system of the Board of Management, two fundamentally distinct target-setting approaches are adopted:

- For the short-term variable remuneration (STI), the starting point is annual target-setting based on consolidated EBIT in €. Every 1 % above or below the agreed EBIT target results in a 3 % decrease/increase in the remuneration component with the result that a negative target difference of more than 33.33 % means the remuneration component lapses altogether, and a positive target difference of more than 33.33 % (equivalent to a doubling of the target amount) leads to no further increase in the remuneration component. The annually set personal targets, collective targets and ESG targets act as modifiers. Depending on how target attainment is assessed, the remuneration component derived from EBIT is multiplied by 0.8 to 1.2. Target attainment is established by the Supervisory Board after the end of the financial year, for example by reference to the financial ratios determined. The amount earned falls due and is payable at the end of the month in which the Supervisory Board approves the annual and Consolidated Financial Statements for the respective preceding year.

Calculation of short term incentive



- Long-term variable remuneration is determined using a ROCE target based on Group planning for the financial year in question. The ROCE target is set with a +/- range of 1.5% points. Attainment of the lower limit (-1.5 % points ROCE compared with ROCE target) corresponds to falling short by -50 %, and attainment of the upper limit (+1.5 % ROCE compared with ROCE target) to exceeding the target by +50 %. If the ROCE figure achieved is below this range, the remuneration component lapses, and if the range is exceeded there is no further increase in the remuneration component. The amount assessed from target attainment is payable after the relevant financial statements for the financial year in question have been established/approved. The Board of Management member is then to invest the paid-out amount in shares in the company within three months; these must be held for at least four years, after which they may then be freely sold in accordance with the statutory provisions. The company does not bear any opportunities or risks from the performance of the shares acquired by the respective Board of Management member.

Calculation of long term incentive



The performance criteria and set targets for 2024 as well as the level of target attainment are shown in the following table. This refers to the remuneration granted for the 2024 financial year, which is paid out in the 2025 financial year. It is payable at the end of the month in which the Supervisory Board adopts and approves the annual and Consolidated Financial Statements.

1. Short-term incentive (STI)

	Performance criterion	Target 2024	Actual FY 2024	Level of Attainment
Michael Finger	EBIT-amount in €k	17,700	12,332	9 %
	Individual target	Market	Achieved	
	Collective target	Organisation	Achieved	Modifier 1,2
	Collect. ESG-Target	Sustainability	Achieved	
Peter Hirsch	EBIT-amount in €k	17,700	12,332	9 %
	Individual target	n.a.	Contractually agreed	
	Collective target	n.a.	Contractually agreed	Modifier 1,0
	Collect. ESG-Target	n.a.	Contractually agreed	
Robin Schaede	EBIT-amount in €k	17,700	12,332	9 %
	Individual target	Financial	Contractually agreed	
	Collective target	Organisation	Contractually agreed	Modifier 1,0
	Collect. ESG-Target	Sustainability	Contractually agreed	

2. Long-term incentive (LTI)

	Performance criterion	Target 2024	Actual FY 2024	Level of attainment
Michael Finger	ROCE in %	15.2 %	11.8 %	0 %
Peter Hirsch	ROCE in %	15.2 %	11.8 %	0 %
Robin Schaede	ROCE in %	15.2 %	11.8 %	0 %

The early termination of contract with Board of Management member Peter Hirsch meant no target agreement was set for the 2024 financial year. As part of a severance agreement with the former Board of Management members Peter Hirsch and Robin Schaede a pro rata remuneration entitlement for the STI and LTI for the 2024 financial year with a modifier of 1.0 was contractually agreed.

Maximum remuneration

Taking all remuneration components into account, the Supervisory Board has specified a remuneration structure for each individual Board of Management member that reflects their specific duties. The maximum remuneration for Mr Finger is set at € 850 thousand and for Mr Hirsch and Mr Schaede at € 800 thousand each. This figure refers to the entitlements accrued during a calendar year, not to the payments actually made (exclusive of severance payments). If the cap is arithmetically exceeded, entitlements of the Board of Management member lapse without replacement (in entirety or in part) initially in respect of the short-term portion of the variable remuneration, and then if necessary in respect of the fixed remuneration. These amounts lapse without replacement, but only up to the point where the maximum remuneration is reached.

Taking into account the criteria for the maximum remuneration, Mr Finger received remuneration granted of € 432 thousand (maximum € 850 thousand), Mr Hirsch received € 135 thousand (maximum € 800 thousand) and Mr Schaede € 332 thousand (maximum € 800 thousand). The maximum remuneration was not achieved for any Board of Management member in the 2024 financial year. The remuneration granted includes all remuneration entitlements acquired by Board of Management members in the 2024 financial year. It comprises the fixed remuneration, pension scheme, other fringe benefits as well as the short-term and long-term variable remuneration, which is not paid out until the subsequent financial year of 2025.

Deferral periods and scope for clawback

As referred to above, deferral periods apply in respect of the sale of the shares acquired based on the long-term variable remuneration. The sale of these shares is only permissible after four years have elapsed.

In addition, the Board of Management employment contracts contain provisions under which remuneration granted but not yet paid out for the financial year in which the breach occurs may be reduced in part or whole to zero (penalty) for material derelictions of duty, breaches of contractual obligations or breaches of material principles of action. In addition, there is contractual scope under which variable remuneration components (STI and LTI) that have already been paid out can be clawed back. There is also scope for clawback if the variable remuneration was incorrectly calculated due to defective Consolidated Financial Statements and corrected, audited Consolidated Financial Statements indicate a different payout amount.

Share-based payment

As already indicated, remuneration components are not paid out in the form of shares. However the amount of long-term variable remuneration calculated according to the above principles and paid out must be – demonstrably – invested by the Board of Management member in question in shares in the company. Those shares must be held by the Board of Management member for at least four years. The Board of Management member may thereafter dispose freely of the shares, subject to the

statutory provisions. We refer in this connection to the further disclosures made in the Notes to the Consolidated Financial Statements.

Under their contractual agreements the Board of Management members have undertaken to invest the amount paid out in long-term variable remuneration for the 2023 financial year (net amount after deduction of taxes) in shares in technotrans SE. This remuneration component was paid out in the 2024 financial year. Michael Finger received a management bonus of € 84 thousand gross and acquired 2,500 shares in the value of € 44 thousand. The former Board of Management member Mr Hirsch received a management bonus of € 77 thousand and acquired 2,375 shares in the value of € 40 thousand. The former Board of Management member Robin Schaeде received a management bonus of € 77 thousand and acquired 2,425 shares in the value of € 40 thousand. The above shares must be held until June 30, 2028.

Remuneration-based transactions and their termination

The Board of Management remuneration system is implemented through corresponding agreements with the individual Board of Management members in their employment contracts, in addition to the target agreements and the Supervisory Board's findings on attainment of the respective targets. For this purpose the fundamental term of the corresponding remuneration arrangements in the employment contracts corresponds to the term of the contracts or the term of office.

The contract with Michael Finger runs until December 31, 2026. The contract with Peter Hirsch originally ran until December 31, 2025. The employment contract was terminated early by mutual agreement on March 11, 2024, with effect from April 30, 2024. The appointment of Peter Hirsch to the Board of Management ended on March 11, 2024. The contract with Mr Schaeде originally ran until November 30, 2025. The employment contract was terminated early by mutual agreement on October 11, 2024, with effect from November 30, 2024. The appointment of Robin Schaeде to the Board of Management ended on October 11, 2024.

However if necessary it is possible to adjust the remuneration agreements by mutual agreement, for example to reflect changes in the law. There is also scope for terminating the employment contracts for cause. The contracts do not envisage pension or early retirement arrangements under the current remuneration system.

Special arrangements for the termination of Board of Management mandates

The Board of Management employment contracts have fixed terms but may be terminated for cause. If the employment contract is ended by termination for cause, all entitlements to payment of variable remuneration lapse where these were not already due and payable at the time that termination takes effect. If appointment as a member of the Board of Management is revoked and the company does not give effective notice to terminate the contract for cause, the continuing entitlements for the remainder of the term are replaced with an entitlement to a one-off severance payment (severance payment cap). If a Board of Management member serves on the Board of Management for only part of a year, they receive their remuneration components pro rata temporis. The severance payment amounts to no more than the total remuneration actually paid to the Board of Management member in the past financial year. Special arrangements apply in cases where the Board of Management member has not yet completed a full financial year in office or the remaining term of the Board of Management employment contract is less than one year.

Equally, special arrangements are agreed with the Board of Management members if the appointment is revoked due to illness or being prevented from carrying out duties due to other reasons.

A termination agreement was reached with Peter Hirsch on March 11, 2024 specifying a one-off severance payment in the amount of € 473 thousand as well as pro rata variable remuneration for the 2024 financial year.

A termination agreement was reached with Robin Schaeде on October 11, 2024 specifying a one-off severance payment in the amount of € 477 thousand as well as pro rata variable remuneration for the 2024 financial year.

Determination of the remuneration system and individual remuneration of Board of Management members

The Board of Management remuneration system is determined by the Supervisory Board based on the proposal of the Personnel Committee and must additionally be approved by the Annual General Meeting. Equally, the features and level of the remuneration of individual Board of Management members are determined by the Supervisory Board – on the proposal of the Personnel Committee – in individual contracts with the Board of Management members and through target agreements.

The Supervisory Board reviews the remuneration system and individual contractual agreements on a regular basis. The Supervisory Board will call on remuneration and/or legal advisors for support to the extent that it deems necessary.

Granted remuneration of the Board of Management members

The remuneration granted comprises the contractually agreed remuneration components that the Board of Management member acquired through their work performance in the 2024 financial year. Pursuant to Section 162 (1) second sentence No. 1 AktG, remuneration is reported in the financial year in which the activity underlying the remuneration was performed in full (interpretation 2 pursuant to IDW definition “IDW 2021, Questions and Answers: Preparation of a Remuneration Report pursuant to Section 162 AktG”). The personnel expenses reported in the Consolidated Financial Statements for Board of Management remuneration (including expense under IFRS 2) amount to € 1,724 thousand (previous year € 1,634 thousand) and differ from the remuneration granted as stated here due to application of IFRS 2. The remuneration paid comprises the remuneration paid out to the Board of Management in 2024, notwithstanding the year to which the work performance related.

In the past financial year the members of the Board of Management received the remuneration granted and due in accordance with Section 162 AktG (figures in €k):

Remuneration Report

	Michael Finger		Peter Hirsch (until April 30, 2024)		Robin Schaede (until November 30, 2024)		
	Granted	Share	Granted	Share	Granted	Share	Total
Fixed remuneration	360	83 %	100	16 %	275	34 %	735
Short-term incentive (STI)	12	3 %	3	1 %	7	1 %	22
Long-term incentive (LTI)	0	0 %	0	0 %	0	0 %	0
Pension (defined contribution plans)	30	7 %	25	4 %	28	3 %	83
Severance payment	0	0 %	473	78 %	477	59 %	950
Fringe benefits	30	7 %	7	1 %	22	3 %	59
Total remuneration 2024	432	100 %	608	100 %	809	100 %	1,849
Total remuneration 2023	523	100 %	473	100 %	477	100 %	1,473
Total remuneration 2022	569	100 %	500	100 %	61	100 %	1,130
Total remuneration 2021	547	100 %	456	100 %			1,003
Total remuneration 2020	231	100 %	288	100 %			519

	Michael Finger		Peter Hirsch (until April 30, 2024)		Robin Schaede (until November 30, 2024)		
	Paid	Share	Paid	Share	Paid	Share	Total
Fixed remuneration	360	65 %	100	14 %	275	30 %	735
Short-term incentive (STI)	48	9 %	47	6 %	47	5 %	142
Long-term incentive (LTI)	84	15 %	77	11 %	77	8 %	238
Pension (defined contribution plans)	30	5 %	25	3 %	28	3 %	83
Severance payment	0	0 %	473	65 %	477	52 %	950
Fringe benefits	30	5 %	7	1 %	22	2 %	59
Total remuneration paid in 2024	552	100 %	729	100 %	926	100 %	2,207

Development of average remuneration of technotrans SE employees

Financial year	Group-EBIT	Average employee remuneration (paid)
2024	12,332	53
2023	14,178	51
2022	14,329	49

The basis for comparison is the average compensation (inflow) of employees of domestic companies on a full-time equivalent basis.

Vertical comparison of Board of Management remuneration (granted), year on year

Member of the Board of Management	2024 compared 2023	2023 compared 2022	2022 compared 2021	2021 compared 2020
Michael Finger	-17 %	-8 %	4 %	137 %
Peter Hirsch (until April 30, 2024)	29 %	-5 %	10 %	58 %
Robin Schaeede (until November 30, 2024)	70 %	682 %	-	-
Dirk Engel (until July 31, 2021)	-	-	-	-22 %
Hendrik Niestert (until January 1, 2021)	-	-	-	-90 %

Development of Earnings	2024 compared 2023	2023 compared 2022	2022 compared 2021	2021 compared 2020
Group-EBIT	-13 %	-1 %	30 %	63 %
German GAAP net profit technotrans SE	14 %	-70 %	135 %	25 %

Average remuneration of full-time-employees	2024 compared 2023	2023 compared 2022	2022 compared 2021	2021 compared 2020
Employees of the German entities	5 %	4 %	0 %	4 %

The change for Peter Hirsch is not meaningful as a result of his intrayear exit at April 30, 2024 and the severance payment. The change for Robin Schaeede is not meaningful as a result of his intrayear appointment at December 1, 2022, his intrayear exit at November 30, 2024 and the severance payment.

Clawback of variable remuneration

The option to claw back variable remuneration was not exercised in the 2024 financial year and up to the time of preparing the Remuneration Report.

Departures from the remuneration system of the Board of Management

There were no departures from the remuneration system of the Board of Management in the 2024 financial year.

Notes to the Consolidated Financial Statements and annual financial statements of technotrans SE

We refer to the explanations in the Notes to the Consolidated Financial Statements and annual financial statements of technotrans SE under Note 35) "Share-based payment". The amounts recognised for such share-based payment transactions in the Consolidated Financial Statements are based on a mathematical model and are not comparable to the remuneration granted or paid as presented in this Remuneration Report for reasons that are specific to IFRS 2.

Remuneration of the Supervisory Board

Resolution of the Annual General Meeting

The remuneration arrangements for the members of the Supervisory Board of technotrans SE have been thoroughly revised on the basis of a corresponding resolution of the Annual General Meeting on May 20, 2020. The provisions of the amended German Corporate Governance Code 2019 and the

requirements of ARUG II were also taken into account here. The arrangements on the remuneration of the Supervisory Board are set forth in Article 17 of the Articles of Association of technotrans SE. Pursuant to Section 113 (3) AktG in the version in force since January 1, 2020, the Annual General Meeting of a listed company must decide on the remuneration as well as the remuneration system for the members of the Supervisory Board at least every four years. The Annual General Meeting on May 7, 2021 approved this remuneration system by a majority of 96.6 %, under agenda item 7.

Basic features, goals and components of the remuneration system for the Supervisory Board

The Supervisory Board of technotrans SE oversees and advises the Board of Management of the company and is closely involved in core operational and strategic matters of corporate governance. For it to act effectively as a governing body, the Supervisory Board needs to meet its adopted skills profile and composition objectives to the best possible degree. The Supervisory Board remuneration also plays a significant role in this. According to Principle 24 of the current German Corporate Governance Code, it should be commensurate with the duties of the Supervisory Board members and the position of the company. In light of this, at the proposal of the management the Annual General Meeting in 2020 resolved a thorough review of the Supervisory Board remuneration system by amending Article 17 of the Articles of Association.

In accordance with the suggestion of the current GCGC in item G.18 first sentence, the Supervisory Board remuneration at technotrans SE consists exclusively of fixed remuneration. No variable remuneration is granted. However pursuant to Article 17 (5) of the Articles of Association the Annual General Meeting may resolve on it, while setting a maximum remuneration for the Supervisory Board members.

Again following the recommendation in item G.17 of the current GCGC, the remuneration of the Supervisory Board members comprises basic remuneration combined with attendance fees and supplements for particular functions. This is in line with the function of the board as an independent advisory and supervisory body. This fixed remuneration guarantees the basis and incentive for the Supervisory Board to continuously supervise and perform its duties in the interests of the company, without making this dependent on external factors or specific economic developments of the technotrans Group.

Procedure for determining, reviewing and implementing the remuneration system

The Annual General Meeting will resolve on the remuneration of the Supervisory Board members at least every four years at the proposal of the Board of Management and Supervisory Board pursuant to Section 113 (3) first sentence AktG as amended. The Annual General Meeting can then either merely confirm the remuneration of the Supervisory Board or amend the provisions of the Articles of Association on the Supervisory Board remuneration.

The remuneration of the Supervisory Board of technotrans SE is currently regulated by corresponding resolutions of the Annual General Meeting in 2021 in Article 17 of the Articles of Association.

Overview of the individual components of Supervisory Board remuneration

As described below, the remuneration of Supervisory Board members comprises basic remuneration and supplements for particular functions. This combination is intended to take appropriate consideration of the individual duties of the Supervisory Board members.

a. Basic remuneration

The annual basic remuneration for a Supervisory Board member is € 30,000.

b. Function supplements

The function supplements determined in the Articles of Association reflect the particular responsibility and increased amount of time required for individual functions, and simultaneously implement the recommendation in item G.17 of GCGC.

(1) Supervisory Board Chair and Deputy

The annual function supplement for the Supervisory Board Chair is 100% and for the Deputy 50% of the basic remuneration. This reflects the prominent position of the Supervisory Board Chair as the point of contact for the Board of Management. The Chair moreover has the specific task of coordinating the Supervisory Board's work. The Supervisory Board Chair is supported substantially in this by the Deputy.

(2) Committee members

The members of the Audit Committee receive a function supplement in the amount of € 7,500 in a reflection of the special function and duties of that committee. A function supplement of € 5,000 is envisaged for membership of other committees.

(3) Committee chairs

The committee chairs in each case receive double the amount that an ordinary committee member receives, in a reflection of the special duties their committee work entails.

c. Attendance fees

In addition to the remuneration described above, the Supervisory Board members receive attendance fees for Supervisory Board meetings in the amount of € 1,500 per meeting. Members of committees receive an attendance fee of € 500 for committee meetings. The committee chair receives € 1,000 for committee meetings. If a Supervisory Board member takes part in multiple meetings on one day, they are entitled to only one attendance fee.

No further remuneration components are granted.

Cap

The remuneration of members of the Supervisory Board currently comprises exclusively fixed components. There is consequently no need to specify a maximum total remuneration for the members of the Supervisory Board.

Due date

The remuneration is due and payable after the end of the Annual General Meeting that gives discharge of the Supervisory Board members for the respective preceding financial year (Article 17 (4) of Articles of Association).

Pro rata membership

Supervisory Board members who have belonged to the Supervisory Board for only part of the financial year receive the Supervisory Board remuneration pro rata temporis in accordance with their period of office (Article 17 (6) of the Articles of Association).

Reimbursement of expenses

The company reimburses members of the Supervisory Board for expenses incurred in the course of exercising their office as well as for any VAT due on the remuneration and reimbursed expenses (Article 17 (7) of Articles of Association).

D&O insurance

An additional fringe benefits component is defrayal of the arithmetical per capita share of the third party financial loss insurance (D&O policy) taken out by the company, in which the Supervisory Board members are included (Section 17 (8) of Articles of Association).

Remuneration-based transactions

No remuneration-based transactions according to Section 87a (1) second sentence No. 8 AktG are concluded between the company and the members of the Supervisory Board.

Granted and paid remuneration of the Supervisory Board members in detail

Reemunerations granted to the members of the Supervisory Board in financial years 2024 and 2023

The members of the Supervisory Board received the following compensation in the past financial year (figures in € thousands):

	2024							
	Fixed remuneration *)	in %	Functional allowances	in %	Attendance fee	in %	Total	in %
Peter Baumgartner (Chair)	60	73 %	12	15 %	10	12 %	82	100 %
Dr. Gottfried H. Dutiné (Deputy Chair)	45	64 %	15	21 %	10	14 %	70	100 %
Andrea Bauer	30	45 %	23	35 %	13	20 %	66	100 %
Florian Herger (since September 29, 2023)	30	54 %	14	25 %	12	21 %	56	100 %
Andre Peckruhn	30	56 %	12	22 %	12	22 %	54	100 %
Thorbjørn Ringkamp	30	67 %	5	11 %	10	22 %	45	100 %
Total remuneration	225		81		67		373	

* remuneration granted excluding expenses

	2023							
	Fixed remuneration *)	in %	Functional allowances	in %	Attendance fee	in %	Total	in %
Peter Baumgartner (Chair)	60	72 %	12	14 %	11	13 %	83	100 %
Dr. Gottfried H. Dutiné (Deputy Chair)	45	69 %	10	15 %	10	15 %	65	100 %
Andrea Bauer	30	43 %	25	36 %	14	20 %	69	100 %
Sebastian Reppegather (until August 31, 2023)	20	59 %	8	24 %	6	18 %	34	100 %
Florian Herger (since September 29, 2023)	10	56 %	4	22 %	4	22 %	18	100 %
Andre Peckruhn	30	56 %	13	24 %	11	20 %	54	100 %
Thorbjørn Ringkamp	30	60 %	10	20 %	10	20 %	50	100 %
Total remuneration	225		82		66		373	

* remuneration granted excluding expenses

No separate meetings of the Committee for Personnel and Organisation Development were held in the 2024 financial year. Messrs Baumgartner, Herger and Ringkamp waived their function supplement for the Committee for Personnel and Organisation Development. Ms Bauer received a function supplement of € 5,000.

Remuneration paid to the members of the Supervisory Board in the 2024 financial year

The members of the Supervisory Board received the following compensation in the past financial year (figures in € thousands):

	Fixed remuneration		Expenses		Total	
	in %		in %		in %	
Peter Baumgartner (Chair)	83	98 %	2	2 %	85	100 %
Dr. Gottfried H. Dutiné (Deputy Chair)	65	98 %	1	2 %	66	100 %
Florian Herger (since September 29, 2023)	18	90 %	2	10 %	20	100 %
Andrea Bauer	69	99 %	1	1 %	70	100 %
Sebastian Reppegather (until August 31, 2023)	34	100 %	0	0 %	34	100 %
Andre Peckruhn	55	100 %	0	0 %	55	100 %
Thorbjørn Ringkamp	49	100 %	0	0 %	49	100 %
Total remuneration	373		6		379	

Vertical comparison of Supervisory Board remuneration (granted), year on year
(pursuant to Section 162 (1) No. 2 AktG)

Supervisory Board member	2024 com- pared 2023	2023 com- pared 2022	2022 com- pared 2021	2021 com- pared 2020
Peter Baumgartner (Chair)	-12%	12%	48 %	n.a.
Dr. Gottfried H. Dutiné (Deputy Chair)	0%	23%	97 %	n.a.
Andrea Bauer	-4 %	13 %	-13 %	48 %
Florian Herger (since September 29, 2023)	211 %	n.a.	n.a.	n.a.
Andre Peckruhn	0 %	15 %	15 %	45 %
Thorbjørn Ringkamp	-10 %	11 %	10 %	45 %
Development of earnings				
Group-EBIT	-13 %	-1 %	30 %	63 %
German GAAP net profit technotrans SE	14 %	-70 %	135 %	25 %
Average remuneration of full-time-employees				
Employees of the German entities	5 %	4 %	0 %	4 %

Intrayear appointments and exits of Supervisory Board members result in considerable fluctuations in the vertical comparison of remuneration.

Report on the audit of the Remuneration Report according to Section 162 (3) (AktG) by the independent auditor

To technotrans SE, Sassenberg

Audit opinion

We have formally audited the Remuneration Report of technotrans SE, Sassenberg, for the financial year from January 1 to December 31, 2024 to establish whether the Remuneration Report contains the disclosures according to Section 162 (1) and (2) AktG. In line with Section 162 (3) AktG, we have not audited the content of the Remuneration Report.

In our opinion, the disclosures according to Section 162 (1) and (2) AktG have in all material respects been made in the above-mentioned Remuneration Report. Our audit opinion does not extend to the content of the Remuneration Report.

Basis for the Audit Opinion

We conducted our audit of the Remuneration Report in accordance with Section 162 (3) AktG and the IDW Assurance Standard: Auditing of the Remuneration Report in Accordance with Section 162 (3) AktG (IDW PS 870 (09/2023)). Our responsibilities under those requirements and that standard are further described in the “Responsibility of the public auditor” section of our auditor’s report. As an audit firm we have applied the IDW Standard on Quality Management: Requirements for Quality Management in the Audit Firm (IDW QMS 1 (09/2022)). We have complied with our professional obligations under the German Public Auditors Order (WPO) and the professional code for public auditors/certified accountants, including the independence requirements.

Responsibility of the Board of Management and the Supervisory Board

The Board of Management and the Supervisory Board are responsible for the preparation of the Remuneration Report, including the relevant disclosures, in compliance with the requirements of Section 162 AktG. In addition, they are responsible for such internal controls as they consider necessary to enable the preparation of a Remuneration Report, including the relevant disclosures, that is free from material misstatement, whether due to fraud (i.e. fraudulent financial reporting and the misappropriation of assets) or error.

Responsibility of the public auditor

Our objective is to obtain reasonable assurance about whether the Remuneration Report contains the disclosures according to Section 162 (1) and (2) AktG in all material respects, and to express an audit opinion thereon in the form of a report.

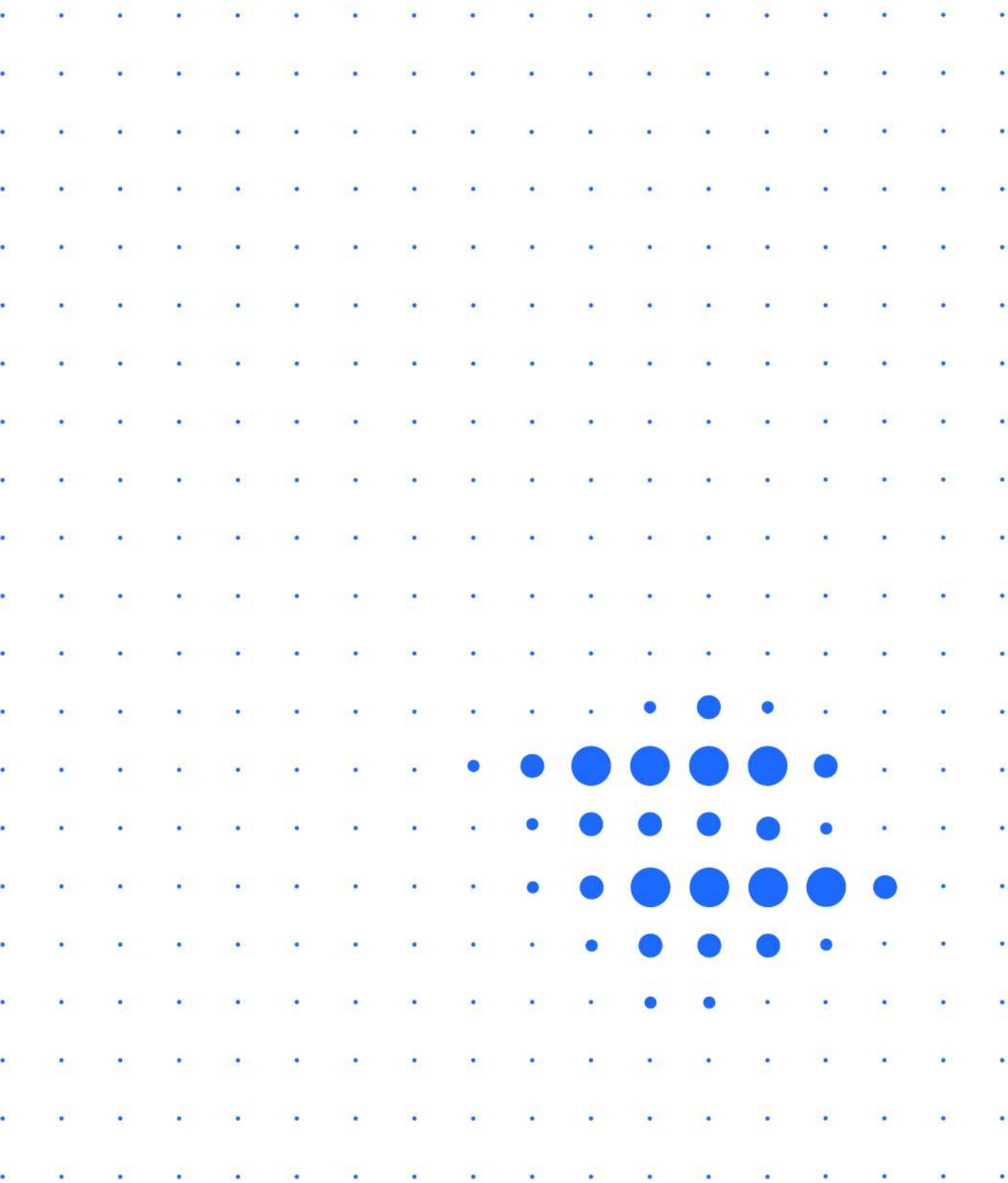
We designed and conducted our audit such that we are able to establish the formal completeness of the Remuneration Report by comparing the disclosures made in the Remuneration Report with the disclosures required under Section 162 (1) and (2) AktG. In line with Section 162 (1) and (2) AktG, we have not audited the content accuracy of the disclosures, the content completeness of the individual disclosures or appropriate presentation of the Remuneration Report.

Osnabrück, March 31, 2025

PricewaterhouseCoopers GmbH
Wirtschaftsprüfungsgesellschaft

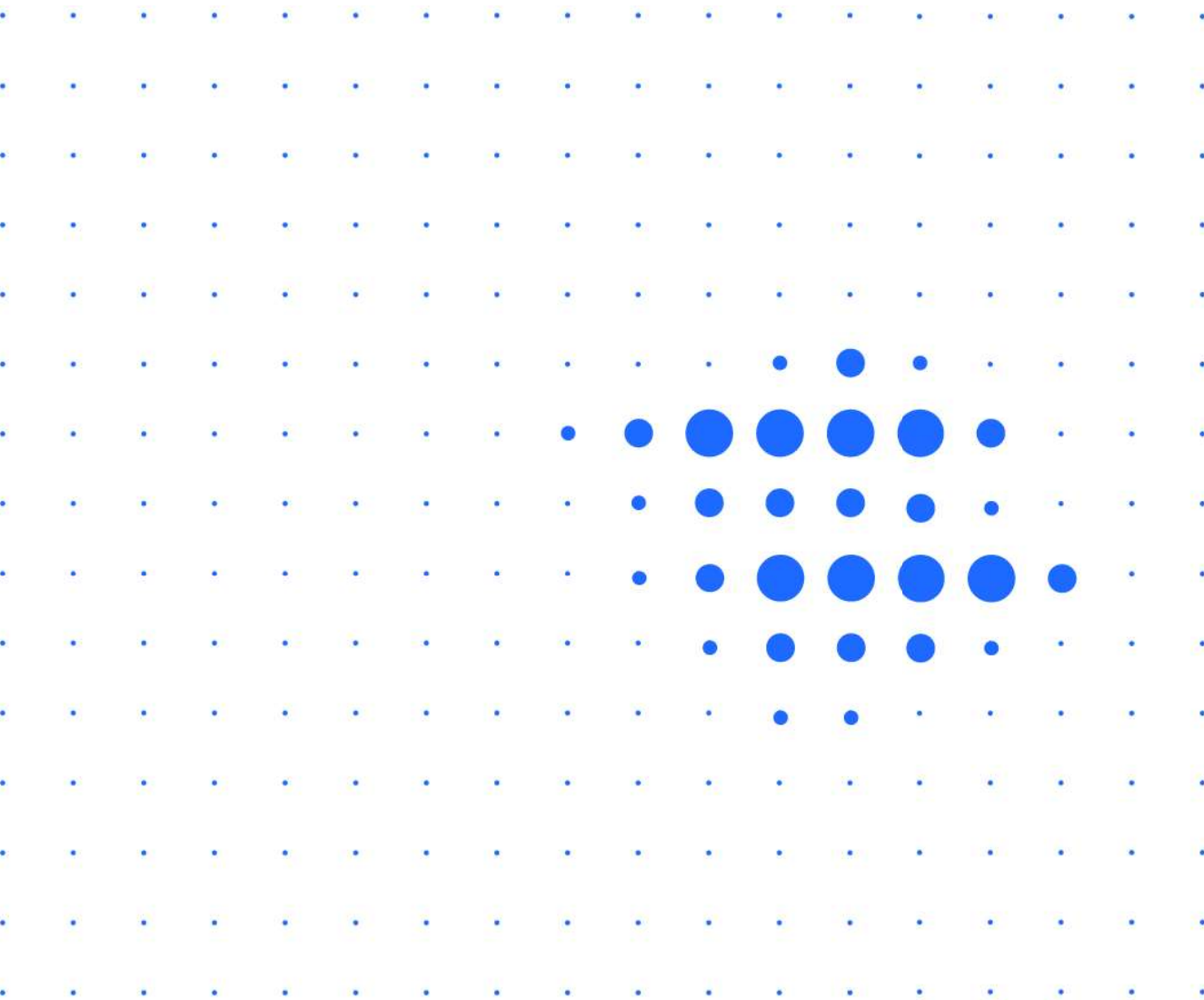
Thomas Twelkemeier
German public auditor

ppa. Philipp Bußmann
German public auditor



Remuneration Report 2024

including the independent auditor’s report on the audit of the remuneration report pursuant to Section 162 (3) on the German Stock Corporation Act (AktG)



Remuneration Report

The following Remuneration Report presents the principles behind the remuneration system for the Board of Management and Supervisory Board members of technotrans SE and describes the level and structure of the remuneration paid to members of governing bodies for the 2024 financial year. In terms of its content the Remuneration Report is based in particular on the recommendations of the German Corporate Governance Code (GCGC) and the statutory requirements of the German Commercial Code (HGB) and German Stock Corporation Act (AktG).

Pursuant to Section 162 AktG, the company reports on the remuneration granted and due to the members of the Board of Management and the Supervisory Board in the 2024 financial year. The principles applied from the remuneration systems for the 2024 financial year are also presented.

Further particulars of the remuneration of governing bodies of technotrans SE can be found in the Notes to the Consolidated Financial Statements and in the Notes section of the annual financial statements of technotrans SE.

The annual preparation of the Remuneration Report in accordance with Section 162 AktG is the responsibility of the Board of Management and the Supervisory Board. The Remuneration Report and the Independent Auditor's Report on the formal audit conducted can be accessed on the website of technotrans SE at <https://www.technotrans.com/company/corporate-governance/remuneration-board-of-management-supervisory-board>.

Early termination of contract was agreed with the former Board of Management member Peter Hirsch. His appointment ended on March 11, 2024. Early termination of contract was agreed with the former Board of Management member Robin Schaeде. His appointment ended on October 11, 2024. Natascha Sander was appointed as Chief Financial Officer with effect from February 1, 2025.

Remuneration of the Board of Management

Resolution of the Annual General Meeting

Pursuant to Section 120a (1) AktG in the version in force since January 1, 2020, after the entry into force of the Shareholder Rights Directive Implementation Act (ARUG II) dated December 12, 2019, the Annual General Meeting of a listed company is to decide on the approval of the remuneration system for the Board of Management members each time the system undergoes material changes, but at least every four years.

On February 2, 2021 the Supervisory Board resolved a new remuneration system for the Board of Management members that meets the requirements of ARUG II and takes account of the recommendations of GCGC. The Annual General Meeting on May 7, 2021 approved the remuneration system set out below pursuant to Section 120a (1) AktG, without modifications, by a vote of 83.18 %.

At the Annual General Meeting on May 17, 2024 the Remuneration Report for the 2023 financial year prepared according to Section 162 AktG and formally audited was approved by a vote of 82.29 %. No changes were made to the remuneration system and Remuneration Report.

Fundamentals of the Board of Management remuneration system

The aim of the remuneration system for the Board of Management agreed by the Supervisory Board of technotrans SE is to remunerate the individual Board of Management members appropriately in line with their duties and areas of responsibility and to reflect the performance of each Board of Management member as well as the success of the company as a whole. It seeks to incentivise a sustainable increase in the corporate value of technotrans SE. The strategic goals of the Group constitute the basis on which the performance criteria for the variable remuneration are selected. The Supervisory Board derived the financial goals for the target agreements for the Board of Management from the main financial ratios for the Group. Group EBIT and return on capital employed (ROCE) from the IFRS Consolidated Financial Statements form the basis for the target agreements with the Board of Management. The target agreements are sub-divided into short-term and long-term targets. There are also three short-term non-financial goals, each of which is defined based on the categories individual performance, collective performance and stakeholders/ESG (environmental, social, governance). By considering ESG criteria, sustainable corporate development is also assured in terms of environmental aspects and social matters. Pursuant to Section 162 (1) second sentence No. 1 AktG, remuneration is reported in the financial year in which the activity underlying the remuneration was performed in full.

The remuneration of the Board of Management members comprises the following elements:

- Fixed remuneration that is assessed for the full business year and is payable pro rata monthly,
- Variable, performance-related remuneration that comprises:
 - a short-term, variable remuneration component (short-term incentive – STI) that is linked to an EBIT target and is modified by attainment of individual, collective and ESG targets (environmental, social, responsible corporate governance criteria), and
 - a long-term, variable remuneration component (long-term incentive – LTI) based on a ROCE target, as well as
 - fringe benefits, in particular a company car, accident and D&O insurance cover, as well as contributions to the personal pension plan (up to € 30,000.00 p.a.) of the individual Board of Management member.

The precise objectives for the individual Board of Management members for the short-term and long-term remuneration components are fixed on the basis of resolutions by the whole Supervisory Board in annual target agreements reached between the company, represented by the Supervisory Board Chair, and the respective Board of Management member.

For full target attainment, disregarding the fringe benefits the split between fixed remuneration and variable remuneration is 60:40. The split between short-term and long-term performance-related pay where targets are fully attained is a ratio of 45:55. Depending on the actual level of attainment

of personal targets and the attainment of targets for financial ratios, there may be departures from these splits.

The following aspects in particular were heeded in determining the composition of the target remuneration for the Board of Management:

- The fixed remuneration is a central component of Board of Management remuneration. Its level in each case reflects the areas of responsibility and duties of the individual Board of Management members. When the target remuneration is achieved and fringe benefits are taken into account, it should constitute more than half of all remuneration components.
- In the case of variable remuneration, which provides additional incentives that depend on the overall success of the company and rewards individual performance, the balance is skewed towards long-term performance-related pay in preference to short-term performance-related remuneration components. The short-term performance-related remuneration components consider both the success of the company and individual targets of the recipient, for example by way of incentivising outstanding success in one-off projects. It is also possible to specify targets that support sustainability and ESG aspects.
- In addition to fixed remuneration and variable remuneration the Board of Management members receive fringe benefits that are of secondary monetary importance compared with the other remuneration components. These are granted independently of performance and are intended to usefully complement the other remuneration components.
- For the individual level of Board of Management remuneration, a differentiated view is taken for each Board of Management member depending on their task area and function.

Target remuneration for financial year 2024 (remuneration component)	Michael Finger Chief Executive Officer	Peter Hirsch Board of Manage- ment member	Robin Schaede Board of Manage- ment member
Fixed remuneration	360,000 €	300,000 €	300,000 €
Short-term incentive (STI)	110,000 €	90,000 €	90,000 €
Long-term incentive (LTI)	130,000 €	110,000 €	110,000 €
Retirement benefits (defined contribution plans)	30,000 €	30,000 €	30,000 €
Total	630,000 €	530,000 €	530,000 €

The target remuneration shown includes the variable remuneration components with 100 % target attainment.

Pension plan

The pension plan is part of the fixed remuneration and represents an important foundation of corporate policy because it offers Board of Management members a corresponding level of income even in retirement. The retirement benefits for Board of Management members are paid in the form of a

fixed sum, agreed in the employment contract, to an external provider (defined contribution pension scheme).

Setting target attainment for variable remuneration

For the remuneration system of the Board of Management, two fundamentally distinct target-setting approaches are adopted:

- For the short-term variable remuneration (STI), the starting point is annual target-setting based on consolidated EBIT in €. Every 1 % above or below the agreed EBIT target results in a 3 % decrease/increase in the remuneration component with the result that a negative target difference of more than 33.33 % means the remuneration component lapses altogether, and a positive target difference of more than 33.33 % (equivalent to a doubling of the target amount) leads to no further increase in the remuneration component. The annually set personal targets, collective targets and ESG targets act as modifiers. Depending on how target attainment is assessed, the remuneration component derived from EBIT is multiplied by 0.8 to 1.2. Target attainment is established by the Supervisory Board after the end of the financial year, for example by reference to the financial ratios determined. The amount earned falls due and is payable at the end of the month in which the Supervisory Board approves the annual and Consolidated Financial Statements for the respective preceding year.

Calculation of short term incentive



- Long-term variable remuneration is determined using a ROCE target based on Group planning for the financial year in question. The ROCE target is set with a +/- range of 1.5% points. Attainment of the lower limit (-1.5 % points ROCE compared with ROCE target) corresponds to falling short by -50 %, and attainment of the upper limit (+1.5 % ROCE compared with ROCE target) to exceeding the target by +50 %. If the ROCE figure achieved is below this range, the remuneration component lapses, and if the range is exceeded there is no further increase in the remuneration component. The amount assessed from target attainment is payable after the relevant financial statements for the financial year in question have been established/approved. The Board of Management member is then to invest the paid-out amount in shares in the company within three months; these must be held for at least four years, after which they may then be freely sold in accordance with the statutory provisions. The company does not bear any opportunities or risks from the performance of the shares acquired by the respective Board of Management member.

Calculation of long term incentive



The performance criteria and set targets for 2024 as well as the level of target attainment are shown in the following table. This refers to the remuneration granted for the 2024 financial year, which is paid out in the 2025 financial year. It is payable at the end of the month in which the Supervisory Board adopts and approves the annual and Consolidated Financial Statements.

1. Short-term incentive (STI)

	Performance criterion	Target 2024	Actual FY 2024	Level of Attainment
Michael Finger	EBIT-amount in €k	17,700	12,332	9 %
	Individual target	Market	Achieved	
	Collective target	Organisation	Achieved	Modifier 1,2
	Collect. ESG-Target	Sustainability	Achieved	
Peter Hirsch	EBIT-amount in €k	17,700	12,332	9 %
	Individual target	n.a.	Contractually agreed	
	Collective target	n.a.	Contractually agreed	Modifier 1,0
	Collect. ESG-Target	n.a.	Contractually agreed	
Robin Schaede	EBIT-amount in €k	17,700	12,332	9 %
	Individual target	Financial	Contractually agreed	
	Collective target	Organisation	Contractually agreed	Modifier 1,0
	Collect. ESG-Target	Sustainability	Contractually agreed	

2. Long-term incentive (LTI)

	Performance criterion	Target 2024	Actual FY 2024	Level of attainment
Michael Finger	ROCE in %	15.2 %	11.8 %	0 %
Peter Hirsch	ROCE in %	15.2 %	11.8 %	0 %
Robin Schaede	ROCE in %	15.2 %	11.8 %	0 %

The early termination of contract with Board of Management member Peter Hirsch meant no target agreement was set for the 2024 financial year. As part of a severance agreement with the former Board of Management members Peter Hirsch and Robin Schaede a pro rata remuneration entitlement for the STI and LTI for the 2024 financial year with a modifier of 1.0 was contractually agreed.

Maximum remuneration

Taking all remuneration components into account, the Supervisory Board has specified a remuneration structure for each individual Board of Management member that reflects their specific duties. The maximum remuneration for Mr Finger is set at € 850 thousand and for Mr Hirsch and Mr Schaede at € 800 thousand each. This figure refers to the entitlements accrued during a calendar year, not to the payments actually made (exclusive of severance payments). If the cap is arithmetically exceeded, entitlements of the Board of Management member lapse without replacement (in entirety or in part) initially in respect of the short-term portion of the variable remuneration, and then if necessary in respect of the fixed remuneration. These amounts lapse without replacement, but only up to the point where the maximum remuneration is reached.

Taking into account the criteria for the maximum remuneration, Mr Finger received remuneration granted of € 432 thousand (maximum € 850 thousand), Mr Hirsch received € 135 thousand (maximum € 800 thousand) and Mr Schaede € 332 thousand (maximum € 800 thousand). The maximum remuneration was not achieved for any Board of Management member in the 2024 financial year. The remuneration granted includes all remuneration entitlements acquired by Board of Management members in the 2024 financial year. It comprises the fixed remuneration, pension scheme, other fringe benefits as well as the short-term and long-term variable remuneration, which is not paid out until the subsequent financial year of 2025.

Deferral periods and scope for clawback

As referred to above, deferral periods apply in respect of the sale of the shares acquired based on the long-term variable remuneration. The sale of these shares is only permissible after four years have elapsed.

In addition, the Board of Management employment contracts contain provisions under which remuneration granted but not yet paid out for the financial year in which the breach occurs may be reduced in part or whole to zero (penalty) for material derelictions of duty, breaches of contractual obligations or breaches of material principles of action. In addition, there is contractual scope under which variable remuneration components (STI and LTI) that have already been paid out can be clawed back. There is also scope for clawback if the variable remuneration was incorrectly calculated due to defective Consolidated Financial Statements and corrected, audited Consolidated Financial Statements indicate a different payout amount.

Share-based payment

As already indicated, remuneration components are not paid out in the form of shares. However the amount of long-term variable remuneration calculated according to the above principles and paid out must be – demonstrably – invested by the Board of Management member in question in shares in the company. Those shares must be held by the Board of Management member for at least four years. The Board of Management member may thereafter dispose freely of the shares, subject to the

statutory provisions. We refer in this connection to the further disclosures made in the Notes to the Consolidated Financial Statements.

Under their contractual agreements the Board of Management members have undertaken to invest the amount paid out in long-term variable remuneration for the 2023 financial year (net amount after deduction of taxes) in shares in technotrans SE. This remuneration component was paid out in the 2024 financial year. Michael Finger received a management bonus of € 84 thousand gross and acquired 2,500 shares in the value of € 44 thousand. The former Board of Management member Mr Hirsch received a management bonus of € 77 thousand and acquired 2,375 shares in the value of € 40 thousand. The former Board of Management member Robin Schaeде received a management bonus of € 77 thousand and acquired 2,425 shares in the value of € 40 thousand. The above shares must be held until June 30, 2028.

Remuneration-based transactions and their termination

The Board of Management remuneration system is implemented through corresponding agreements with the individual Board of Management members in their employment contracts, in addition to the target agreements and the Supervisory Board's findings on attainment of the respective targets. For this purpose the fundamental term of the corresponding remuneration arrangements in the employment contracts corresponds to the term of the contracts or the term of office.

The contract with Michael Finger runs until December 31, 2026. The contract with Peter Hirsch originally ran until December 31, 2025. The employment contract was terminated early by mutual agreement on March 11, 2024, with effect from April 30, 2024. The appointment of Peter Hirsch to the Board of Management ended on March 11, 2024. The contract with Mr Schaeде originally ran until November 30, 2025. The employment contract was terminated early by mutual agreement on October 11, 2024, with effect from November 30, 2024. The appointment of Robin Schaeде to the Board of Management ended on October 11, 2024.

However if necessary it is possible to adjust the remuneration agreements by mutual agreement, for example to reflect changes in the law. There is also scope for terminating the employment contracts for cause. The contracts do not envisage pension or early retirement arrangements under the current remuneration system.

Special arrangements for the termination of Board of Management mandates

The Board of Management employment contracts have fixed terms but may be terminated for cause. If the employment contract is ended by termination for cause, all entitlements to payment of variable remuneration lapse where these were not already due and payable at the time that termination takes effect. If appointment as a member of the Board of Management is revoked and the company does not give effective notice to terminate the contract for cause, the continuing entitlements for the remainder of the term are replaced with an entitlement to a one-off severance payment (severance payment cap). If a Board of Management member serves on the Board of Management for only part of a year, they receive their remuneration components pro rata temporis. The severance payment amounts to no more than the total remuneration actually paid to the Board of Management member in the past financial year. Special arrangements apply in cases where the Board of Management member has not yet completed a full financial year in office or the remaining term of the Board of Management employment contract is less than one year.

Equally, special arrangements are agreed with the Board of Management members if the appointment is revoked due to illness or being prevented from carrying out duties due to other reasons.

A termination agreement was reached with Peter Hirsch on March 11, 2024 specifying a one-off severance payment in the amount of € 473 thousand as well as pro rata variable remuneration for the 2024 financial year.

A termination agreement was reached with Robin Schaeде on October 11, 2024 specifying a one-off severance payment in the amount of € 477 thousand as well as pro rata variable remuneration for the 2024 financial year.

Determination of the remuneration system and individual remuneration of Board of Management members

The Board of Management remuneration system is determined by the Supervisory Board based on the proposal of the Personnel Committee and must additionally be approved by the Annual General Meeting. Equally, the features and level of the remuneration of individual Board of Management members are determined by the Supervisory Board – on the proposal of the Personnel Committee – in individual contracts with the Board of Management members and through target agreements.

The Supervisory Board reviews the remuneration system and individual contractual agreements on a regular basis. The Supervisory Board will call on remuneration and/or legal advisors for support to the extent that it deems necessary.

Granted remuneration of the Board of Management members

The remuneration granted comprises the contractually agreed remuneration components that the Board of Management member acquired through their work performance in the 2024 financial year. Pursuant to Section 162 (1) second sentence No. 1 AktG, remuneration is reported in the financial year in which the activity underlying the remuneration was performed in full (interpretation 2 pursuant to IDW definition “IDW 2021, Questions and Answers: Preparation of a Remuneration Report pursuant to Section 162 AktG”). The personnel expenses reported in the Consolidated Financial Statements for Board of Management remuneration (including expense under IFRS 2) amount to € 1,724 thousand (previous year € 1,634 thousand) and differ from the remuneration granted as stated here due to application of IFRS 2. The remuneration paid comprises the remuneration paid out to the Board of Management in 2024, notwithstanding the year to which the work performance related.

In the past financial year the members of the Board of Management received the remuneration granted and due in accordance with Section 162 AktG (figures in €k):

Remuneration Report

	Michael Finger		Peter Hirsch (until April 30, 2024)		Robin Schaede (until November 30, 2024)		
	Granted	Share	Granted	Share	Granted	Share	Total
Fixed remuneration	360	83 %	100	16 %	275	34 %	735
Short-term incentive (STI)	12	3 %	3	1 %	7	1 %	22
Long-term incentive (LTI)	0	0 %	0	0 %	0	0 %	0
Pension (defined contribution plans)	30	7 %	25	4 %	28	3 %	83
Severance payment	0	0 %	473	78 %	477	59 %	950
Fringe benefits	30	7 %	7	1 %	22	3 %	59
Total remuneration 2024	432	100 %	608	100 %	809	100 %	1,849
Total remuneration 2023	523	100 %	473	100 %	477	100 %	1,473
Total remuneration 2022	569	100 %	500	100 %	61	100 %	1,130
Total remuneration 2021	547	100 %	456	100 %			1,003
Total remuneration 2020	231	100 %	288	100 %			519

	Michael Finger		Peter Hirsch (until April 30, 2024)		Robin Schaede (until November 30, 2024)		
	Paid	Share	Paid	Share	Paid	Share	Total
Fixed remuneration	360	65 %	100	14 %	275	30 %	735
Short-term incentive (STI)	48	9 %	47	6 %	47	5 %	142
Long-term incentive (LTI)	84	15 %	77	11 %	77	8 %	238
Pension (defined contribution plans)	30	5 %	25	3 %	28	3 %	83
Severance payment	0	0 %	473	65 %	477	52 %	950
Fringe benefits	30	5 %	7	1 %	22	2 %	59
Total remuneration paid in 2024	552	100 %	729	100 %	926	100 %	2,207

Development of average remuneration of technotrans SE employees

Financial year	Group-EBIT	Average employee remuneration (paid)
2024	12,332	53
2023	14,178	51
2022	14,329	49

The basis for comparison is the average compensation (inflow) of employees of domestic companies on a full-time equivalent basis.

Vertical comparison of Board of Management remuneration (granted), year on year

Member of the Board of Management	2024 compared 2023	2023 compared 2022	2022 compared 2021	2021 compared 2020
Michael Finger	-17 %	-8 %	4 %	137 %
Peter Hirsch (until April 30, 2024)	29 %	-5 %	10 %	58 %
Robin Schaeede (until November 30, 2024)	70 %	682 %	-	-
Dirk Engel (until July 31, 2021)	-	-	-	-22 %
Hendrik Niestert (until January 1, 2021)	-	-	-	-90 %

Development of Earnings	2024 compared 2023	2023 compared 2022	2022 compared 2021	2021 compared 2020
Group-EBIT	-13 %	-1 %	30 %	63 %
German GAAP net profit technotrans SE	14 %	-70 %	135 %	25 %

Average remuneration of full-time-employees	2024 compared 2023	2023 compared 2022	2022 compared 2021	2021 compared 2020
Employees of the German entities	5 %	4 %	0 %	4 %

The change for Peter Hirsch is not meaningful as a result of his intrayear exit at April 30, 2024 and the severance payment. The change for Robin Schaeede is not meaningful as a result of his intrayear appointment at December 1, 2022, his intrayear exit at November 30, 2024 and the severance payment.

Clawback of variable remuneration

The option to claw back variable remuneration was not exercised in the 2024 financial year and up to the time of preparing the Remuneration Report.

Departures from the remuneration system of the Board of Management

There were no departures from the remuneration system of the Board of Management in the 2024 financial year.

Notes to the Consolidated Financial Statements and annual financial statements of technotrans SE

We refer to the explanations in the Notes to the Consolidated Financial Statements and annual financial statements of technotrans SE under Note 35) "Share-based payment". The amounts recognised for such share-based payment transactions in the Consolidated Financial Statements are based on a mathematical model and are not comparable to the remuneration granted or paid as presented in this Remuneration Report for reasons that are specific to IFRS 2.

Remuneration of the Supervisory Board

Resolution of the Annual General Meeting

The remuneration arrangements for the members of the Supervisory Board of technotrans SE have been thoroughly revised on the basis of a corresponding resolution of the Annual General Meeting on May 20, 2020. The provisions of the amended German Corporate Governance Code 2019 and the

requirements of ARUG II were also taken into account here. The arrangements on the remuneration of the Supervisory Board are set forth in Article 17 of the Articles of Association of technotrans SE. Pursuant to Section 113 (3) AktG in the version in force since January 1, 2020, the Annual General Meeting of a listed company must decide on the remuneration as well as the remuneration system for the members of the Supervisory Board at least every four years. The Annual General Meeting on May 7, 2021 approved this remuneration system by a majority of 96.6 %, under agenda item 7.

Basic features, goals and components of the remuneration system for the Supervisory Board

The Supervisory Board of technotrans SE oversees and advises the Board of Management of the company and is closely involved in core operational and strategic matters of corporate governance. For it to act effectively as a governing body, the Supervisory Board needs to meet its adopted skills profile and composition objectives to the best possible degree. The Supervisory Board remuneration also plays a significant role in this. According to Principle 24 of the current German Corporate Governance Code, it should be commensurate with the duties of the Supervisory Board members and the position of the company. In light of this, at the proposal of the management the Annual General Meeting in 2020 resolved a thorough review of the Supervisory Board remuneration system by amending Article 17 of the Articles of Association.

In accordance with the suggestion of the current GCGC in item G.18 first sentence, the Supervisory Board remuneration at technotrans SE consists exclusively of fixed remuneration. No variable remuneration is granted. However pursuant to Article 17 (5) of the Articles of Association the Annual General Meeting may resolve on it, while setting a maximum remuneration for the Supervisory Board members.

Again following the recommendation in item G.17 of the current GCGC, the remuneration of the Supervisory Board members comprises basic remuneration combined with attendance fees and supplements for particular functions. This is in line with the function of the board as an independent advisory and supervisory body. This fixed remuneration guarantees the basis and incentive for the Supervisory Board to continuously supervise and perform its duties in the interests of the company, without making this dependent on external factors or specific economic developments of the technotrans Group.

Procedure for determining, reviewing and implementing the remuneration system

The Annual General Meeting will resolve on the remuneration of the Supervisory Board members at least every four years at the proposal of the Board of Management and Supervisory Board pursuant to Section 113 (3) first sentence AktG as amended. The Annual General Meeting can then either merely confirm the remuneration of the Supervisory Board or amend the provisions of the Articles of Association on the Supervisory Board remuneration.

The remuneration of the Supervisory Board of technotrans SE is currently regulated by corresponding resolutions of the Annual General Meeting in 2021 in Article 17 of the Articles of Association.

Overview of the individual components of Supervisory Board remuneration

As described below, the remuneration of Supervisory Board members comprises basic remuneration and supplements for particular functions. This combination is intended to take appropriate consideration of the individual duties of the Supervisory Board members.

a. Basic remuneration

The annual basic remuneration for a Supervisory Board member is € 30,000.

b. Function supplements

The function supplements determined in the Articles of Association reflect the particular responsibility and increased amount of time required for individual functions, and simultaneously implement the recommendation in item G.17 of GCGC.

(1) Supervisory Board Chair and Deputy

The annual function supplement for the Supervisory Board Chair is 100% and for the Deputy 50% of the basic remuneration. This reflects the prominent position of the Supervisory Board Chair as the point of contact for the Board of Management. The Chair moreover has the specific task of coordinating the Supervisory Board's work. The Supervisory Board Chair is supported substantially in this by the Deputy.

(2) Committee members

The members of the Audit Committee receive a function supplement in the amount of € 7,500 in a reflection of the special function and duties of that committee. A function supplement of € 5,000 is envisaged for membership of other committees.

(3) Committee chairs

The committee chairs in each case receive double the amount that an ordinary committee member receives, in a reflection of the special duties their committee work entails.

c. Attendance fees

In addition to the remuneration described above, the Supervisory Board members receive attendance fees for Supervisory Board meetings in the amount of € 1,500 per meeting. Members of committees receive an attendance fee of € 500 for committee meetings. The committee chair receives € 1,000 for committee meetings. If a Supervisory Board member takes part in multiple meetings on one day, they are entitled to only one attendance fee.

No further remuneration components are granted.

Cap

The remuneration of members of the Supervisory Board currently comprises exclusively fixed components. There is consequently no need to specify a maximum total remuneration for the members of the Supervisory Board.

Due date

The remuneration is due and payable after the end of the Annual General Meeting that gives discharge of the Supervisory Board members for the respective preceding financial year (Article 17 (4) of Articles of Association).

Pro rata membership

Supervisory Board members who have belonged to the Supervisory Board for only part of the financial year receive the Supervisory Board remuneration pro rata temporis in accordance with their period of office (Article 17 (6) of the Articles of Association).

Reimbursement of expenses

The company reimburses members of the Supervisory Board for expenses incurred in the course of exercising their office as well as for any VAT due on the remuneration and reimbursed expenses (Article 17 (7) of Articles of Association).

D&O insurance

An additional fringe benefits component is defrayal of the arithmetical per capita share of the third party financial loss insurance (D&O policy) taken out by the company, in which the Supervisory Board members are included (Section 17 (8) of Articles of Association).

Remuneration-based transactions

No remuneration-based transactions according to Section 87a (1) second sentence No. 8 AktG are concluded between the company and the members of the Supervisory Board.

Granted and paid remuneration of the Supervisory Board members in detail

Reemunerations granted to the members of the Supervisory Board in financial years 2024 and 2023

The members of the Supervisory Board received the following compensation in the past financial year (figures in € thousands):

	2024							
	Fixed remuneration *)	in %	Functional allowances	in %	Attendance fee	in %	Total	in %
Peter Baumgartner (Chair)	60	73 %	12	15 %	10	12 %	82	100 %
Dr. Gottfried H. Dutiné (Deputy Chair)	45	64 %	15	21 %	10	14 %	70	100 %
Andrea Bauer	30	45 %	23	35 %	13	20 %	66	100 %
Florian Herger (since September 29, 2023)	30	54 %	14	25 %	12	21 %	56	100 %
Andre Peckruhn	30	56 %	12	22 %	12	22 %	54	100 %
Thorbjørn Ringkamp	30	67 %	5	11 %	10	22 %	45	100 %
Total remuneration	225		81		67		373	

* remuneration granted excluding expenses

	2023							
	Fixed remuneration *)	in %	Functional allowances	in %	Attendance fee	in %	Total	in %
Peter Baumgartner (Chair)	60	72 %	12	14 %	11	13 %	83	100 %
Dr. Gottfried H. Dutiné (Deputy Chair)	45	69 %	10	15 %	10	15 %	65	100 %
Andrea Bauer	30	43 %	25	36 %	14	20 %	69	100 %
Sebastian Reppegather (until August 31, 2023)	20	59 %	8	24 %	6	18 %	34	100 %
Florian Herger (since September 29, 2023)	10	56 %	4	22 %	4	22 %	18	100 %
Andre Peckruhn	30	56 %	13	24 %	11	20 %	54	100 %
Thorbjørn Ringkamp	30	60 %	10	20 %	10	20 %	50	100 %
Total remuneration	225		82		66		373	

* remuneration granted excluding expenses

No separate meetings of the Committee for Personnel and Organisation Development were held in the 2024 financial year. Messrs Baumgartner, Herger and Ringkamp waived their function supplement for the Committee for Personnel and Organisation Development. Ms Bauer received a function supplement of € 5,000.

Remuneration paid to the members of the Supervisory Board in the 2024 financial year

The members of the Supervisory Board received the following compensation in the past financial year (figures in € thousands):

	Fixed remuneration		Expenses		Total	
	in %		in %		in %	
Peter Baumgartner (Chair)	83	98 %	2	2 %	85	100 %
Dr. Gottfried H. Dutiné (Deputy Chair)	65	98 %	1	2 %	66	100 %
Florian Herger (since September 29, 2023)	18	90 %	2	10 %	20	100 %
Andrea Bauer	69	99 %	1	1 %	70	100 %
Sebastian Reppegather (until August 31, 2023)	34	100 %	0	0 %	34	100 %
Andre Peckruhn	55	100 %	0	0 %	55	100 %
Thorbjørn Ringkamp	49	100 %	0	0 %	49	100 %
Total remuneration	373		6		379	

Vertical comparison of Supervisory Board remuneration (granted), year on year
(pursuant to Section 162 (1) No. 2 AktG)

Supervisory Board member	2024 com- pared 2023	2023 com- pared 2022	2022 com- pared 2021	2021 com- pared 2020
Peter Baumgartner (Chair)	-12%	12%	48 %	n.a.
Dr. Gottfried H. Dutiné (Deputy Chair)	0%	23%	97 %	n.a.
Andrea Bauer	-4 %	13 %	-13 %	48 %
Florian Herger (since September 29, 2023)	211 %	n.a.	n.a.	n.a.
Andre Peckruhn	0 %	15 %	15 %	45 %
Thorbjørn Ringkamp	-10 %	11 %	10 %	45 %
Development of earnings				
Group-EBIT	-13 %	-1 %	30 %	63 %
German GAAP net profit technotrans SE	14 %	-70 %	135 %	25 %
Average remuneration of full-time-employees				
Employees of the German entities	5 %	4 %	0 %	4 %

Intrayear appointments and exits of Supervisory Board members result in considerable fluctuations in the vertical comparison of remuneration.

Report on the audit of the Remuneration Report according to Section 162 (3) (AktG) by the independent auditor

To technotrans SE, Sassenberg

Audit opinion

We have formally audited the Remuneration Report of technotrans SE, Sassenberg, for the financial year from January 1 to December 31, 2024 to establish whether the Remuneration Report contains the disclosures according to Section 162 (1) and (2) AktG. In line with Section 162 (3) AktG, we have not audited the content of the Remuneration Report.

In our opinion, the disclosures according to Section 162 (1) and (2) AktG have in all material respects been made in the above-mentioned Remuneration Report. Our audit opinion does not extend to the content of the Remuneration Report.

Basis for the Audit Opinion

We conducted our audit of the Remuneration Report in accordance with Section 162 (3) AktG and the IDW Assurance Standard: Auditing of the Remuneration Report in Accordance with Section 162 (3) AktG (IDW PS 870 (09/2023)). Our responsibilities under those requirements and that standard are further described in the “Responsibility of the public auditor” section of our auditor’s report. As an audit firm we have applied the IDW Standard on Quality Management: Requirements for Quality Management in the Audit Firm (IDW QMS 1 (09/2022)). We have complied with our professional obligations under the German Public Auditors Order (WPO) and the professional code for public auditors/certified accountants, including the independence requirements.

Responsibility of the Board of Management and the Supervisory Board

The Board of Management and the Supervisory Board are responsible for the preparation of the Remuneration Report, including the relevant disclosures, in compliance with the requirements of Section 162 AktG. In addition, they are responsible for such internal controls as they consider necessary to enable the preparation of a Remuneration Report, including the relevant disclosures, that is free from material misstatement, whether due to fraud (i.e. fraudulent financial reporting and the misappropriation of assets) or error.

Responsibility of the public auditor

Our objective is to obtain reasonable assurance about whether the Remuneration Report contains the disclosures according to Section 162 (1) and (2) AktG in all material respects, and to express an audit opinion thereon in the form of a report.

We designed and conducted our audit such that we are able to establish the formal completeness of the Remuneration Report by comparing the disclosures made in the Remuneration Report with the disclosures required under Section 162 (1) and (2) AktG. In line with Section 162 (1) and (2) AktG, we have not audited the content accuracy of the disclosures, the content completeness of the individual disclosures or appropriate presentation of the Remuneration Report.

Osnabrück, March 31, 2025

PricewaterhouseCoopers GmbH
Wirtschaftsprüfungsgesellschaft

Thomas Twelkemeier
German public auditor

ppa. Philipp Bußmann
German public auditor

