



SNP Schneider-Neureither & Partner SE

Heidelberg, Germany

– ISIN DE0007203705 –

– WKN 720370 –

Invitation to the Annual General Meeting

We would like to invite the shareholders of our company to the Annual General Meeting in the Palatin Kongresshotel und Kulturzentrum, Ringstrasse 17–19, 69168 Wiesloch, Germany, at 10:00 a.m. on Thursday, June 6, 2019 (doors open at 9:00 a.m.).

Agenda

- 1. Presentation of the adopted annual financial statements, the approved consolidated financial statements, the management report and the Group management report (including the explanatory report on the disclosures required under Sections 289a (1) and 315a (1) of the German Commercial Code [HGB]) for SNP Schneider-Neureither & Partner SE, for the 2018 fiscal year, and presentation of the report of the Board of Directors.**

After the Annual General Meeting has been convened, the aforementioned documents will be able to be viewed and downloaded online at <http://www.snpgroup.com> in the section Investor Relations/Annual General Meetings/Annual General Meeting 2019.

In accordance with legal provisions, no resolution is planned for this agenda item, as the Board of Directors has already approved the annual financial statements and the consolidated financial statements; the annual financial statements are thus adopted.

- 2. Resolution on the discharge of the Managing Directors**

The Board of Directors proposes to grant approval of the actions of the Managing Directors for the 2018 fiscal year.

- 3. Resolution on the discharge of the members of the Board of Directors**

The Board of Directors proposes to grant approval of the members of the Board of Directors for the 2018 fiscal year.

4. Resolution on the selection of the auditor of the annual financial statements and the consolidated financial statements, as well as the auditor for the audit review of the half-year financial report

The Board of Directors proposes to appoint Rödl & Partner GmbH, Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Stuttgart,

- a) as auditor of the annual and consolidated financial statements for the 2019 fiscal year and
- b) as auditor for the audit review of the condensed financial statements and the half-year financial report for the first half of the 2019 fiscal year, should such an audit be commissioned.

5. Resolution on the creation of a new authorized capital with the option of excluding the subscription rights of shareholders and an amendment to the articles of incorporation

Based on the authorization granted on May 21, 2015 (2015 Authorized Capital) and the authorization granted on May 31, 2017 (2017 Authorized Capital), the company increased its share capital by € 1,127,984.00 from € 5,474,463.00 to € 6,602,447.00 by issuing 1,127,984 new no-par-value bearer shares. The capital increase was entered in the commercial register on December 18, 2018. The previous authorized capital has thus been fully utilized.

In order to ensure that the company will continue to be able to adjust its equity base flexibly and sustainably at any time in the future in accordance with the resulting requirements and opportunities, it is proposed that authorized capital again be made available to the company.

The Board of Directors proposes that the following resolution be adopted:

- a) The Board of Directors is authorized to increase the share capital of the company by June 5, 2024, once or several times in partial amounts, by up to a total of € 3,301,223.00, equivalent to 50% of the existing share capital of the company against cash or in-kind contributions through the issuance of new no-par value bearer shares (2019 Authorized Capital). In the event of cash contributions, the new shares may be taken over by one or more banks or companies within the meaning of Section 186 (5) (1) of the AktG with the obligation to offer them to shareholders for purchase (indirect subscription right).

The Board of Directors is authorized to exclude the subscription rights of the shareholders

- aa) in order to exclude fractional amounts from the shareholders' subscription right;
- bb) in the case of capital increases against cash contributions in order to issue the new shares at an issue price that is not significantly lower than the market price (Sections 203 (1) and (2), 186 (3) (4) of the AktG) and the number of shares issued does not exceed 10% of the share capital at the time the authorization becomes effective or – if this value is lower – at the time it is exercised (10% limit), whereby the utilization of other authorizations to issue or sell shares of the company or to issue rights enabling or obliging the subscription of shares of the company and in which the subscription right is excluded shall be credited

against the 10% limit and the relevant stock exchange price shall be the volume-weighted average price of the no-par value shares of the Company in XETRA trading on the Frankfurt Stock Exchange (or a comparable successor system) over the last five trading days preceding the date when the Board of Directors determines the issue price.

- cc) for capital increases against contributions in kind, particularly for the purpose of directly or indirectly acquiring companies, operations or investments in companies or industrial property rights, licenses, patents, or other product rights or other assets;
- dd) to the extent it is necessary, to ensure the holders of warrants, convertible bonds or warrant-linked bonds issued by the company and its subsidiaries can be granted subscription rights to new shares to the extent that they will or would be entitled if they exercised their options or conversion rights.

The Board of Directors is authorized to determine further details regarding capital increases from the 2019 Authorized Capital and to amend the wording of the articles of incorporation in the event of utilization of the 2019 Authorized Capital.

b) The following paragraph 5 is being inserted in the articles of incorporation of the company under Section 4 (Share Capital):

“The Board of Directors is authorized to increase the share capital of the company by June 5, 2024, once or several times in partial amounts, by up to a total of € 3,301,223.00, equivalent to 50% of the share capital of the company at the time of the resolution against cash or in-kind contributions through the issuance of new no-par-value bearer shares (2019 Authorized Capital). In the event of cash contributions, the new shares may be taken over by one or more banks or companies within the meaning of Section 186 (5) (1) of the AktG with the obligation to offer them to shareholders for purchase (indirect subscription right).

The Board of Directors is authorized to exclude the subscription rights of the shareholders

- a) in order to exclude fractional amounts from the shareholders’ subscription right;*
- b) in the case of capital increases against cash contributions in order to issue the new shares at an issue price that is not significantly lower than the market price (Sections 203 (1) and (2), 186 (3) (4) of the AktG) and the number of shares issued does not exceed 10% of the share capital at the time the authorization becomes effective or – if this value is lower – at the time it is exercised (10% limit), whereby the utilization of other authorizations to issue or sell shares of the company or to issue rights enabling or obliging the subscription of shares of the company and in which the subscription right is excluded shall be credited against the 10% limit and the relevant stock exchange price shall be the volume-weighted average price of the no-par value shares of the Company in XETRA trading on the Frankfurt Stock Exchange (or a comparable successor system) over the last five trading days preceding the date when the Board of Directors determines the issue price.*
- c) for capital increases against contributions in kind, particularly for the purpose of directly or indirectly acquiring companies, operations or investments in companies or industrial property rights, licenses, patents, or other product rights or other assets;*

- d) *to the extent it is necessary, to ensure the holders of warrants, convertible bonds or warrant-linked bonds issued by the company and its subsidiaries can be granted subscription rights to new shares to the extent that they will or would be entitled if they exercised their options or conversion rights.*

The Board of Directors is authorized to determine further details regarding capital increases from the 2019 Authorized Capital and to amend the wording of the articles of incorporation in the event of its utilization.”

Report of the Board of Directors on Agenda Item 6 regarding the authorization with the option to exclude subscription rights (Section 186 (4) (2) in conjunction with Section 203 (1), (2) of the AktG)

The existing authorized capital has been completely utilized. In order to remain financially flexible in the future, the Annual General Meeting will propose new authorized capital representing 50% of current share capital, thereby totaling up to € 3,301,223.00. The new authorized capital shall be available for cash and in-kind capital increases and eligible for utilization on one or more occasions in partial amounts.

1. Past utilization of existing authorized capital

The 2015 Authorized Capital resolved by the Annual General Meeting on May 21, 2015, under Agenda Item 6 and regulated since the transformation of legal form in Article 4 (4) of the articles of incorporation last comprised, after partial utilization, € 630,304.00.

The Annual General Meeting on May 31, 2017, resolved under Agenda Item 7 to create a 2017 Authorized Capital in the amount of € 995,357. In July 2017, the share capital was increased by € 497,677.00 to a total of € 5,474,463.00 by issuing 497,677 new shares as part of a cash capital increase of € 4,976,786.00 using part of the 2017 Authorized Capital. The gross issuing proceeds of € 18.7 million were used mainly to finance the acquisition of the South American Adepcor Group as part of the inorganic growth strategy. The new shares were offered exclusively to institutional investors within the framework of a private placement by means of an accelerated placement procedure, which was accompanied by an exclusion of subscription rights.

The 2017 Authorized Capital regulated since the transformation of legal form in Section 4 (6) of the articles of incorporation last comprised € 497,680.00.

On November 21, 2018, the company announced a cash capital increase, as a result of which the company's share capital of € 5,474,463.00 was increased through utilization of the remaining authorized capital by € 1,127,984.00 by issuing 1,127,984 new no-par-value shares, to a total of € 6,602,447.00, divided into 6,602,447 shares. The new shares were issued at a price of € 16.60 per share. Through the successful cash capital increase, the company generated gross issuing proceeds of € 18.7 million.

The cash capital increase was completed subject in principle to the granting of legal subscription rights. According to the subscription ratio of 5:1, all shareholders were able to obtain a new share in exchange for five old shares at the subscription price. To the extent that this subscription ratio led to notional claims by shareholders to fractional shares, however, the legal subscription rights of shareholders were

excluded and the shareholders had no claim to the subscription of new shares or cash compensation regarding the fractional amounts that arose.

The proceeds generated by the issuance were mainly used to increase the financial flexibility of the SNP Group. These proceeds are also being used to finance the international growth strategy and inorganic development of the SNP Group.

The existing 2015 and 2017 Authorized Capitals have thus been fully utilized.

2. New authorized capital

With the new authorized capital (2019 Authorized Capital), the company shall again be enabled to acquire additional equity quickly and flexibly, as needed, without executing a capital increase by resolution of the Annual General Meeting, which may not be possible for reasons of time.

The authorization should be issued for the legally permissible period of five years.

The authorization is restricted the maximum amount permitted by law of amount of 50% of the current share capital and thereby a volume totaling up to € 3,301,223.00. As a result of the authorization, the share capital can be increased by this amount against cash or in-kind contributions through the issuance on one or more occasions of new no-par-value shares.

In principle, the new shares shall be offered to shareholders for subscription. The Board of Directors is nevertheless authorized to exclude subscription rights in certain cases.

The proposed exclusion of subscription rights for fractional amounts is required in order to facilitate a practical subscription ratio. The fractions of shares excluded from the subscription rights of shareholders will be realized either by sale on the stock exchange or in another manner so as best to further the company's interests. The potential dilutive effect is minimal due to the restriction of fractional amounts.

Furthermore, the Board of Directors is authorized according to Section 186 (3) (4) of the AktG to exclude the subscription rights of shareholders for any increase that does not exceed 10% of the share capital if the new shares are issued at an issue price that is not significantly lower than the market price. With respect to the question of utilizing the 10% limit, the exclusion of subscription rights as a result of other authorizations under Section 186 (3) (4) of the AktG is to be considered.

The authorization applies with the provision that, according to Section 186 (3) (4) of the AktG, the shares sold under exclusion of subscription rights may not exceed a total of 10% of the share capital, neither at the time of the resolution nor at the time of exercise of this authorization. Provided that, during the term of the authorized capital until its utilization, use is made of other authorizations to issue or sell shares of the company or to issue rights that allow or oblige their holder to subscribe for shares in the company and this is done under exclusion of subscription rights, this is to be counted toward the previously cited 10% limit.

In the process, the applicable market price shall be the volume-weighted average price of no-par-value shares of the company in XETRA trading on the Frankfurt Stock Exchange (or a comparable successor system) over the last five trading days preceding the date when the Board of Directors determines the issue price.

This authorization enables the company to take advantage of market opportunities in its various business fields quickly and flexibly and, if necessary, to satisfy any existing need for capital for these on a very short-term basis. In the process, the exclusion of subscription rights enables the management not only to act in a more timely manner but also to place shares at a price closer to the market price, thereby without the discount required with subscription right issues. This leads to higher issue proceeds to the benefit of the company. In addition, a placement like this can be associated with acquiring new shareholder groups. Therefore, through the exclusion of subscription rights it is possible to achieve the optimal strengthening of equity in the interests of the company and all shareholders.

The exclusion of subscription rights during capital increases against in-kind contributions for the purpose of directly or indirectly acquiring companies, operations or investments in companies, industrial property rights, licenses, patents or other product rights or other assets should enable the company to make corresponding acquisitions in exchange for granting shares. The company is in global competition with other companies from the IT sector. Therefore, the company must be in the position at any time to adapt to changing competitive conditions and to act quickly and flexibly in the interests of shareholders. In order to respond to these changes and thereby maintain or even improve the company's competitive position, this option makes sense for acquiring companies or investments. In order to preserve the company's liquidity, it can offer to pay for such acquisitions with shares of SNP Schneider-Neureither & Partner SE in individual cases. Practice also shows that the owners of attractive acquisition targets frequently request the delivery of voting-eligible shares of the acquiring company as consideration. Therefore, by granting subscription rights to shareholders, an acquisition in exchange for shares might not be possible in individual cases so that the associated advantages for the company and the shareholders could not be achieved. Therefore, the exclusion of subscription rights may be objectively justified in the interests of shareholders, although it leads to a reduction of the relative ownership interests and the relative voting rights of the existing shareholders.

In case of a specific acquisition opportunity, the Board of Directors will carefully review whether it should take advantage of the option to acquire and/or use new shares of the company to finance the transaction, subject to the exclusion of subscription rights. In doing so, the Board of Directors will be guided solely by the interests of shareholders and the company.

Furthermore, the subscription rights of shareholders in the event of capital increases against contributions in cash may be excluded to the extent it is necessary to ensure the holders of warrants, convertible bonds or warrant-linked bonds issued by the company and its subsidiaries can be granted subscription rights to new shares to the extent that they would be entitled if they exercised their options or conversion rights.

The Board of Directors will report to the Annual General Meeting on any utilization of the authorized capital.

6. Special elections to the Board of Directors and amendments to the articles of incorporation

Upon the change of legal form taking effect, the Board of Directors of the Company shall consist of four members. In the future, the number of Board members is to be increased to six.

The composition of the Board of Directors is determined in accordance with Article 43 (2) to (4) of Regulation (EC) No. 2157/2001 of October 8, 2001, on the Statute for a European Company (SE) (SE

Regulation) in conjunction with Sections 23 and 24 of the Act Implementing the SE Regulation (SEAG) and Section 6 (1) and (3) of the articles of incorporation of the company. The number of its members is determined by the Annual General Meeting. This is to be clarified in the articles of incorporation on the occasion of the forthcoming special election.

a) Amendment of the articles of incorporation and determination of the number of members of the Board of Directors

The Board of Directors proposes that:

aa) Section 6 (1) of the articles of incorporation shall be supplemented by the following sentence (2):

“The Annual General Meeting shall determine the number of members of the Board of Directors.”

bb) The Board of Directors is comprised of only four members.

b) Special elections to the Board of Directors

The Board of Directors proposes that

1. Dr. Klaus Christian Kleinfeld, New York, Dr. rer. pol., MBA
2. Dr. Karl Benedikt Biesinger, Heidelberg, lawyer

be elected to the Board of Directors for the period up to the end of the Annual General Meeting that resolves on the discharge for the fifth fiscal year after the commencement of the term of office. The fiscal year in which the term of office begins is not included. When electing individual members to be elected by the Annual General Meeting, the Annual General Meeting may resolve on a shorter period of time.

It is intended to have the Annual General Meeting decide on the new elections to the Supervisory Board by means of an individual vote.

Disclosures pursuant to Article 9 of the SE Regulation in conjunction with Section 125 (1) of the AktG and No. 5.4.1 (4) to (6) of the German Corporate Governance Code and further information on the candidates for election to the Board of Directors proposed under item 6 of the agenda

Dr. Klaus Christian Kleinfeld

Personal information

Residence: New York, USA

Born on November 6, 1957, in Bremen, Germany

Nationality: German/USA

Dr. Klaus Christian Kleinfeld is a candidate for the Board of Directors of SNP Schneider-Neureither & Partner SE for the first time.

Education

1992: Doctorate at Julius-Maximilians-University, Würzburg, Germany

1982: Master of Business Administration from Georg-August-University, Göttingen, Germany

Career

Since 2018: Adviser to the Crown Prince of Saudi Arabia

2017 to 2018: NEOM, Riyadh, Saudi Arabia; CEO

2016 to 2017: Arconic Inc., New York, USA; Chairman and CEO

2007 to 2016: Alcoa Inc., Pittsburgh, USA; Chairman and CEO from 2010 to 2016

1987 to 2007: Siemens AG, Munich; various management positions in Germany and abroad, CEO from 2005 to 2007

1985 to 1986: Ciba Geigy AG (Pharma Division), Basel, Switzerland

1982 to 1985: management consultancy

Offices

a) Memberships of other statutory supervisory boards in Germany: none

b) Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises: Ma'aden Saudi Arabian Mining Co., Riyadh, Saudi Arabia (listed); Fero Labs, New York, USA (unlisted); NEOM, Riyadh, Saudi Arabia (unlisted)

Relevant knowledge, skills and experience

Dr. Klaus Christian Kleinfeld is an investor, supervisory board member and international consultant for a number of high-ranking companies and states. In the course of his long career, he has held numerous positions on executive and supervisory boards. He has also advised several U.S. presidents, the Prime Minister of the People's Republic of China and the Russian Prime Minister. He is also an Honorary Senator of the Lindau Nobel Laureates Meeting, Honorary Trustee of the Brookings Institution and a lifetime member of the Council on Foreign Relations. With his outstanding network and comprehensive knowledge of strategic and operational management of globally active companies, he will decisively sharpen the competence profile of the Board of Directors.

Independence

Dr. Klaus Christian Kleinfeld is a member of the investor group AkrosA Private Equity GmbH & Co. KG, which has built up a substantial stake in SNP SE in the course of the recent capital increase.

The Board of Directors has assured itself that Dr. Kleinfeld will be able to afford the time expected for his membership of the Board of Directors.

Dr. Karl Benedikt Biesinger

Personal information

Residence: Heidelberg, Germany

Born on January 8, 1961, in Wangen in Allgäu, Germany

Nationality: German

Dr. Karl Benedikt Biesinger is a candidate for the Board of Directors of SNP Schneider-Neureither & Partner SE for the first time.

Education

1997: Doctorate at the Eberhard-Karls-University, Tübingen, Germany

Since 1993: Licensed attorney in Germany

1983 to 1988: Law studies at Eberhard-Karls-University, Tübingen, and Albert-Ludwigs-University, Freiburg

Career

2005: Founding of the law firm RB Reiserer Biesinger Rechtsanwälte; 2007: transition of the law firm into today's RB Reiserer Biesinger Rechtsanwaltsgesellschaft mbH

1993 to 2005: Practicing lawyer

1989 to 1991: Legal clerkship in Tübingen

1989 to 1992: Research assistant at the Chair of Civil Law and Business Law at the Eberhard-Karls-Universität, Tübingen

1986 to 1987: Research associate at the Max Planck Institute for Foreign and International Criminal Law in Freiburg

Offices

a) Memberships in domestic statutory supervisory boards: Witt Solar AG, Ettlingen (unlisted), Chairman

b) Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises: None

Relevant knowledge, skills and experience

Dr. Karl Benedikt Biesinger is co-founder of RB Reiserer Biesinger Rechtsanwaltsgesellschaft mbH and has been active for more than three decades in the fields of capital market, corporate, accounting and tax law. As such, he advises medium-sized to large national and international companies. For SNP SE, he was legally responsible for the capital increases in 2016 and 2018, the conversion of SNP AG into SNP SE and the worldwide acquisitions of recent years. With his extensive knowledge of corporate law, in particular corporate governance issues, he completes the competence profile of the Board of Directors.

Independence

Via the law firm RB Reiserer Biesinger Rechtsanwaltsgesellschaft mbH, Dr. Karl Benedikt Biesinger has been advising SNP Schneider-Neureither & Partner SE for several years on corporate law issues. The business relationship between RB Reiserer Biesinger Rechtsanwaltsgesellschaft mbH and SNP Schneider-Neureither & Partner SE accounted for less than 0.5% of the total turnover of SNP Schneider-Neureither & Partner SE in the 2018 fiscal year. In addition, Dr. Karl Benedikt Biesinger does not perform any executive functions or advisory tasks for major competitors of SNP Schneider-Neureither & Partner SE.

The Board of Directors has assured itself that Dr. Biesinger will be able to afford the time expected for Board membership.

In Dr. Michael Drill, the Board has a member with special knowledge in the field of accounting; he is thus qualified as a “Financial Expert” within the meaning of the German Corporate Governance Code. In addition, the entire committee has profound and multifaceted industry knowledge in the areas of software, IT and M&A consulting.

Total number of shares and voting rights

At the time of the convocation of the Annual General Meeting, the share capital of the company is € 6,602,447.00 and is divided into 6,602,447 no-par-value shares, each of which grants one vote. Of these, the company holds 21,882 treasury shares at the time of notice. These cannot be used to exercise voting rights.

Attendance at the Annual General Meeting

Eligible to participate in the Annual General Meeting and to exercise voting rights, according to Section 16 (1) of the articles of incorporation of the company, are only those shareholders who have registered (“registration”) with the company in writing before the Annual General Meeting and have demonstrated their eligibility to participate in the Annual General Meeting and to exercise their voting rights. Special verification in writing (see Section 126b of the German Civil Code) of the shareholding (“verification”) from the custodian bank is necessary and sufficient to verify eligibility to attend the Annual General Meeting and to exercise voting rights.

Verification must pertain to the beginning of the 21st day prior to the Annual General Meeting, therefore at the start of May 16, 2019, (00:00) (time of verification). The eligibility in the above sense is based exclusively on the shareholding of the shareholder at the time of verification.

The registration as well as the verification must be sent to the following address in writing in German or English by no later than midnight on May 30, 2019:

SNP Schneider-Neureither & Partner SE
c/o Computershare Operations Center
80249 Munich, Germany
Fax: +49 89 30903-74675
Email: anmeldestelle@computershare.de

Shareholders who register for the Annual General Meeting will receive an admission ticket. Admission tickets are merely organizational aids and are not a prerequisite for attending the Annual General Meeting or exercising voting rights.

Significance of the record date

In relation to the company, only those shareholders who have provided verification of eligibility are deemed to be shareholders for the purpose of attending the Annual General Meeting or exercising voting rights. This means that shareholders who acquired their shares only after the record date may

neither participate in the Annual General Meeting nor have voting rights in the Annual General Meeting. The record date has no effect on the saleability of the shares. Shareholders who sell all or part of their shares after the record date are therefore still entitled – subject to timely registration and presentation of the verification of eligibility – to attend the Annual General Meeting and exercise their voting rights in relation to the company. The record date is of no significance for dividend entitlement.

Exercise of voting rights by proxies

Shareholders who are unable or unwilling to attend the Annual General Meeting in person can arrange for their voting rights to be exercised by a proxy or an association of shareholders by issuing appropriate proxy authorization. In this case as well, proper registration is required on the part of the shareholder, either by the shareholder himself/herself or by a proxy.

The issue and revocation of proxy authorization and the verification of proxy authorization to the company must generally be made in writing. A form that can – but does not have to – be used for issuing proxy authorization can be found on the reverse side of the admission ticket.

If a credit institution, shareholder association or other legal entity to which Section 135 of the AktG grants equivalent status is to be granted proxy authorization, the proxy authorization requires no specific form either according to law or according to the company's articles of incorporation, with the exception of the aforementioned requirement of the written form. However, we advise that in these cases, the credit institutions, shareholder associations, or other legal entity to which Section 135 of the AktG grants equivalent status that are to be granted proxy authorization may request a special form of proxy authorization, as they are required to keep a verifiable record of the proxy authorization under Section 135 of the AktG. Shareholders who wish to grant proxy authorization to a credit institution, shareholder association, or other legal entity to which Section 135 of the AktG grants equivalent status should therefore coordinate with the entity on the possibility of a formal requirement for the power of attorney.

The company offers its shareholders the option of issuing proxy authorization before the Annual General Meeting to a voting proxy bound by instructions and whom has been named by the company. The voting proxy bound by instructions exercises the voting rights exclusively on the basis of instructions issued by the shareholder. If the voting proxy appointed by the company is given proxy authorization, they must issue instructions as to how the voting rights are to be exercised. The proxy authorization is not valid unless corresponding instructions have been issued.

Those shareholders who wish to issue proxy authorization and instructions to the voting proxy appointed by the company require an admission ticket to the Annual General Meeting. The issue of a proxy authorization to the appointed voting proxy, its revocation and the issue and revocation of instructions must be made in writing and sent to the company at the following address:

SNP Schneider-Neureither & Partner SE
c/o Computershare Operations Center
80249 Munich, Germany
Fax: +49 89 30903-74675
Email: anmeldestelle@computershare.de

The shareholders will receive the documents and information necessary for this together with the admission ticket.

Shareholder rights

a) Addition to the agenda pursuant to Article 56 SE Regulation, Section 50 (2) SEAG, Section 122 (2) AktG

Shareholders whose shares represent 5% of the share capital (this corresponds to 330,123 SNP shares rounded up to the next higher total number of shares) or the proportionate amount of € 500,000 (this corresponds to 500,000 shares) may request that items be placed on the agenda and announced. The request must be made in writing (Section 126 of the BGB) to the Board of Directors of the company and submitted to the company by no later than midnight on May 6, 2019. Please send such requests to the following address:

SNP Schneider-Neureither & Partner SE
Board of Directors
Dossenheimer Landstrasse 100
69121 Heidelberg, Germany

Supplementary motions to the agenda requiring announcement are – unless already announced at the time of notice – announced immediately following entry of the request in the German Federal Gazette and supplied for publication to such members of the media as can be expected to disseminate the information throughout the European Union. They will also be made available at <http://www.snpgroup.com> (under investor-relations/annual-general-meeting/2019) and sent to shareholders.

b) Countermotions from shareholders and election recommendations pursuant to Article 53 SE Regulation, Sections 126 (1) and 127 AktG

According to Section 126 (1) of the AktG, any shareholders may submit a countermotion to a proposal by the Board of Directors on a specific agenda item. As specified further in Section 126 (1) and (2) of the AktG, a countermotion must be made accessible on the website of the company if received by the company at the address given below no later than midnight on May 22, 2019.

In addition, in accordance with Section 127 of the AktG, each shareholder may send the company a recommendation for the selection of auditors. As specified further in Sections 127, 126 (1) and (2) of the AktG, an election recommendation must be made accessible on the website of the company if received by the company at the address given below no later than midnight on May 22, 2019.

Countermotions and election recommendations received in good time will be made accessible online at <http://www.snpgroup.com> (under investor-relations/annual-general-meeting/2019) provided that they meet the statutory requirements. Any statements from the Board of Directors will also be made available at the same address. Countermotions and election recommendations from shareholders must be directed exclusively to the following address:

SNP Schneider-Neureither & Partner SE
Dossenheimer Landstrasse 100
69121 Heidelberg, Germany
Fax: +49 (0) 6221 6425-20
Email: investor.relations@snpgroup.com

c) Right to information pursuant to Article 53 SE Regulation, Section 131 (1) AktG

Upon request, each shareholder is to be provided with information by the Board of Directors at the Annual General Meeting on the company's affairs, including the company's legal and business relationships with affiliated companies, as well as on the situation of the Group and the companies included in the consolidated financial statements, insofar as this is necessary for a proper assessment of an item on the agenda (Section 131 (1) AktG). The right to information may be exercised at the Annual General Meeting without the need for a prior announcement or other notification.

The information may be refused in the cases of Section 131 (3) AktG.

d) Further explanations

Further explanations and information on the rights of shareholders under Article 56 of the SE Regulation, Section 50 (2) SEAG, Sections 122 (2), 126 (1), 127 and 131 (1) of the AktG are available to shareholders on the company's website at <http://www.snpgroup.com> (under investor-relations/annual-general-meeting/2019).

Information on the company's website

This notice of the Annual General Meeting, the documents furnishing access to the Annual General Meeting and further information in connection with the Annual General Meeting, including the information under Article 53 of the SE Regulation, Section 124a of the AktG, can be found on the company's website at <http://www.snpgroup.com> (under investor-relations/annual-shareholder-meeting/2019).

The legal obligations have been fulfilled by making the information available on the company's website. Upon request, a copy of these documents will be sent to each shareholder once, immediately and free of charge and sent by ordinary mail. These documents will also be available for inspection by shareholders at the meeting venue during the Annual General Meeting.

Information on requirements under Section 125 of the AktG:

Please send your reservation directly to:

Computershare Operations Center
80249 Munich, Germany
Fax: +49 89 30903-74675
Email: 125-Anforderung@computershare.de

Information on data protection

The company processes personal data on the basis of the applicable data protection laws in order to enable shareholders to participate in the Annual General Meeting and to exercise their rights within the framework of the Annual General Meeting. The company is the body responsible for the processing. The legal basis for the processing is Article 6 (1) (1) (1) (c) of the GDPR.

The company commissions various service providers for the purpose of holding the Annual General Meeting. These providers only receive from the company the personal data that is necessary for the performance of the service ordered. The service providers process this data exclusively in accordance with the company's instructions. In addition, personal data is made available to shareholders and shareholder representatives in connection with the Annual General Meeting within the framework of statutory provisions.

The personal data is stored within the scope of legal obligations and erased afterwards.

Under the statutory requirements, shareholders have a right to information, rectification, restriction, objection and erasure at any time with regard to the processing of their personal data as well as a right to data transmission in accordance with Chapter III of the GDPR. These rights may be exercised free of charge vis-à-vis the company at the email address

dpo@snpgroup.com

or by means of a letter to the following address:

SNP Schneider-Neureither & Partner SE
Dossenheimer Landstrasse 100
69121 Heidelberg, Germany
Fax: +49 (0) 6221 6425-20

In addition, data subjects are entitled to appeal to data protection supervisory authorities pursuant to Article 77 of the GDPR.

Heidelberg, Germany, April 2019

SNP Schneider-Neureither & Partner SE

The Board of Directors