



**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 attend our Annual General Meeting at 10:00 a.m. (CET) on Thursday, June 2, 2022.

Due to the decision made by the Board of Directors in accordance with the German Act on Measures under Company Law, Law Relating to Cooperatives, Associations and Foundations as well as Residential Property Law in Order to Tackle the Effects of the COVID-19 Pandemic (GesRuaCOVBekG, hereinafter the “COVID-19 Act”), this year’s Annual General Meeting of the company is to be held as a virtual Annual General Meeting without its shareholders or their proxies being physically present (with the exception of the company’s voting agents).

This virtual Annual General Meeting will be broadcast live over the Internet for registered shareholders or their proxies from the premises of SNP SE, Speyerer Strasse 4, 69115 Heidelberg. Registered shareholders and their proxies may follow the live video and audio broadcast of the Annual General Meeting via the **InvestorPortal** which is available via the company’s website (<https://www.snpgroup.com/en/annual-general-meeting> under Investor Relations / Annual General Meeting / Annual General Meeting 2022) and may exercise their shareholder rights by means of electronic communication and, in particular, via the **InvestorPortal**.

SNP SE, Speyerer Strasse 4, 69115 Heidelberg, is the location of the Annual General Meeting within the meaning of the German Stock Corporation Act (AktG).

Purely for the sake of improved legibility, gender-specific spelling has not been used in this invitation. In the interests of equal treatment, all terms and designations relating to persons should be deemed gender-neutral.

**AGENDA**

- 1. Presentation of the adopted annual financial statements, the approved consolidated financial statements, the combined management report and Group management report (including the explanatory report contained therein 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 2021 fiscal year), the Board of Directors' proposal on the appropriation of profit and the report of the Board of Directors**

Once the Annual General Meeting has been convened, it will be possible to view and download the aforementioned documents online at <https://www.snpgroup.com/en/annual-general-meeting> in the section Investor Relations/Annual General Meetings/Annual General Meeting 2022.

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 prepared by the Managing Directors. The annual financial statements have thus been adopted.

- 2. Resolution on the appropriation of profit**

The Board of Directors proposes to carry forward the distributable profit for the 2021 fiscal year in the amount of € 6,135,838.89 shown in the adopted annual financial statements of SNP Schneider-Neureither & Partner SE as of December 31, 2021.

- 3. 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 2021 fiscal year.

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

The Board of Directors proposes to grant approval of the actions of the members of the Board of Directors for the 2021 fiscal year.

- 5. 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**

As recommended by its Audit Committee, the Board of Directors proposes that Rödl & Partner GmbH Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Nuremberg, be appointed

- a) as auditor of the annual and consolidated financial statements for the 2022 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 2022 fiscal year, should such an audit be commissioned

The Audit Committee has issued a declaration confirming that its recommendation is free of improper third-party influence and that no clause restricting its choice has been imposed on it within the meaning of Art. 16 (6) of the EU Audit Regulation (Regulation (EU) No 537/2014 of the European Parliament and of the Council of April 16, 2014, on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC).

## **6. Resolution on the approval of the remuneration report for the 2021 fiscal year**

Under Article 9 of the SE Regulation, Section 162 of the AktG, the Board of Directors has prepared a remuneration report on the remuneration granted or owed by the company or other enterprises within the same corporate Group to each individual current or former Managing Director or member of the Board of Directors in the past fiscal year (Section 290 of the HGB).

Pursuant to Section 162 (3) of the AktG, the auditor has reviewed whether this remuneration report provides the disclosures required by law under Section 162 (1) and (2) of the AktG. In addition to these statutory requirements, the auditor has also reviewed the contents of the remuneration report. The auditor's audit report for the remuneration report is attached to the remuneration report. The company's Annual General Meeting is responsible for resolving whether to approve the prepared and audited remuneration report (Article 52 of the SE Regulation, Section 120a (4) of the AktG). The resolution passed by the Annual General Meeting is of an advisory nature; it does not establish any rights or obligations (Article 52 of the SE Regulation, Section 120a (4) clause 2, (1) clause 2 of the AktG).

The Board of Directors proposes that the following be resolved:

The Annual General Meeting approves the remuneration report for the fiscal year that ended on December 31, 2021, which is reproduced together with the audit report following the agenda for the Annual General Meeting.

The remuneration report and the audit report are also available online at <https://www.snpgroup.com/en/annual-general-meeting> under Investor Relations / Annual General Meeting / Annual General Meeting 2022.

## **7. Resolution on the approval of the new remuneration system for the Board of Directors and adjustment of the Board of Directors' remuneration**

Pursuant to Article 52 of the SE Regulation, Section 38 (1) of the SEAG and Section 113 (3) of the AktG, which has been revised through the ARUG II, a resolution must be passed on the remuneration of the members of the Board of Directors at least every four years. A resolution confirming this resolution is permissible.

The Annual General Meeting held on June 17, 2021, has already approved a remuneration system for the Board of Directors. The Board of Directors will present a remuneration system with minor revisions to this year's Annual General Meeting for approval. This revised remuneration system is set out below in the section "Further information on agenda item no. 7" and is also available on the company's website at <https://www.snpgroup.com/en/annual-general-meeting> under Investor Relations / Annual General Meeting / Annual General Meeting 2022.

The substantive changes by comparison with the previous remuneration system relate to the following items alone:

- According to Recommendation G.17 of the GCGC, the remuneration of the members of the Board of Directors is to take appropriate account of the larger time commitment of the Chairman and the Deputy Chairman as well as of the chairmen and members of committees. The Board of Directors' current remuneration system only reflects the larger time commitment of the members of the Audit Committee via attendance fees and does not at all reflect the additional time commitment of the Chairman of the Audit Committee. The remuneration system for the members of the Board of Directors is therefore to be revised. An additional € 30,000 will thus be granted for the chairmanship of the Audit Committee, an additional € 10,000 for any other membership of the Audit Committee and an additional € 5,000 for membership of other committees of the Board of Directors. These changes are to be made so as to enable a level of remuneration which is commensurate with the nature of the tasks involved – while retaining the concept of exclusively fixed remuneration – and thus attract new candidates and retain current members of the Board of Directors with the necessary qualifications for the work of the Audit Committee and possible future additional committees.
- In contrast to the introduction of additional remuneration for work on committees, the annual fixed remuneration of members of the Board of Directors will be reduced from € 60,000 to € 50,000.
- The rules on attendance fees will be firmed up and the payment of attendance fees limited by comparison with the current remuneration concept.
- The rules for the calculation of fixed remuneration in the event of a member of the Board of Directors ending or beginning their service over the course of a given year will be firmed up.

The system governing the remuneration of the members of the Board of Directors will continue to comply with the legal requirements and reflect German and international corporate governance regulations. The current changes to the system will result in improved compliance with the recommendations of the German Corporate Governance Code ("GCGC") by comparison with the previous system.

It remains the case that the remuneration of the members of the Board of Directors must overall be balanced and proportionate to the responsibility and tasks of the members of the Board of Directors and the company's position, while also taking into consideration the remuneration policies of other publicly quoted companies. At the same time, this remuneration system should make it sufficiently attractive to take up a position as a member or Chairman of the Board of Directors in order to attract and retain outstanding individuals for these functions. This is

necessary in order to ensure optimal supervision of, and advice for, the Managing Directors. For their part, the Managing Directors make a key contribution to the company's successful business strategy and long-term success.

Moreover, the members of the Board of Directors will continue to receive fixed remuneration, in order to strengthen the independence of the Board of Directors, for their objective and neutral performance of their advisory and supervisory roles and for independent human resources and remuneration decisions.

As before, no variable remuneration is to be provided. In general, the workload and the liability risk of the members of the Board of Directors are not subject to change in line with the business enterprise's commercial success or the company's results of operations. Instead, especially in difficult times where variable remuneration might be reduced, the members of the Board of Directors will be required to devote a particularly large amount of attention to their advisory and supervisory roles.

The remuneration of the members of the Board of Directors is stipulated in Section 11 of the articles of incorporation. Accordingly, the members of the Board of Directors receive annual remuneration for their service, which is approved by the Annual General Meeting. The current remuneration of the members of the Board of Directors was determined through the resolution passed by the Annual General Meeting on June 17, 2021.

As set out above and in the section "Further information on agenda item no. 7," the remuneration for the members of the Board of Directors is to be adjusted.

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

The remuneration system for the Board of Directors which is set out in the section "Further information on agenda item no. 7" is hereby approved. The following remuneration is approved for the members of the Board of Directors in accordance with the remuneration system resolved in item a) pursuant to Section 11 of the articles of incorporation, with retroactive effect as of January 1, 2022:

*"Each member of the Board of Directors receives fixed annual remuneration. This amounts to € 50,000 for ordinary members.*

*An additional € 50,000 will be paid for the chairmanship of the Board of Directors and an additional € 30,000 for the deputy chairmanship of the Board of Directors.*

*The following additional amounts will be paid for membership of a committee of the Board of Directors for each full fiscal year:*

- *an additional € 30,000 for chairmanship of the Audit Committee, and an additional € 10,000 for any other membership of the Audit Committee;*
- *an additional € 5,000 for membership of other committees of the Board of Directors*

*In addition, each member of the Board of Directors will be reimbursed documented, required expenses and will be paid an attendance fee of € 1,500 for their attendance of any meeting of the Board of Directors (including its committees).*

*The following rules will apply:*

- *An attendance fee will only be paid for meetings which last for more than one hour.*
- *If a committee meeting takes place on the same day as a meeting of the Board of Directors, a separate attendance fee will only be paid for this committee meeting if it lasts for at least two hours.*
- *If several different meetings of the Board of Directors are held on the same day, they will be considered to be a single meeting for the purpose of calculation of the attendance fee. The same applies for multiple meetings of a committee.*
- *The total attendance fees paid for a single day may not exceed € 3,000.*

*Moreover, the members of the Board of Directors will be reimbursed any value added tax amount applicable on any expenses reimbursed or their remuneration as members of the Board of Directors, insofar as they are entitled to separately bill the company for value added tax and they exercise this right. The remuneration of the members of the Board of Directors is thus based on their individual responsibility and scope of activity.*

*In addition, the company will assume the costs of a loss and liability insurance policy, which it has taken out for each member of the Board of Directors to cover the performance of their duties. No deductible has been agreed.*

*In the event that the member of the Board of Directors ends or begins their service over the course of a given year, their fixed remuneration will be granted on a pro rata basis (one twelfth per commenced month). The same applies for the increased remuneration of the Chairman and Deputy Chairman as well as the chairmen and members of the committees.”*

***End of shortened version***