



SNP Schneider-Neureither & Partner SE

Heidelberg

– ISIN DE0007203705 –

– WKN 720370 –

Invitation to the Annual General Meeting

We invite the shareholders of our company to the Annual General Meeting on June 27, 2024, 10:00 a.m. (CEST), at the Palatin Kongresshotel und Kulturzentrum, Ringstraße 17–19, 69168 Wiesloch, Germany (admission from 9:00 a.m.).

- Agenda item 1 Presentation of the adopted annual financial statements, the approved consolidated financial statements, the combined management report including the explanatory report regarding the disclosures required under Sections 289a (1) and 315a (1) of the German Commercial Code (HGB) for SNP Schneider-Neureither & Partner SE for fiscal year 2023, the Executive Board's proposal on the appropriation of profit, and the Supervisory Board's report
- Agenda item 2 Resolution on the appropriation of net profit
- Agenda item 3 Resolution on the discharge of the Managing Directors
- Agenda item 4 Resolution on the discharge of the members of the Board of Directors
- Agenda item 5 Resolution on the discharge of the members of the Executive Board
- Agenda item 6 Resolution on the discharge of the members of the Supervisory Board
- Agenda item 7 Resolution on the appointment of the auditor of the annual and consolidated financial statements as well as the auditor for the review of the half-year report
- Agenda item 8 Resolution on the appointment of the auditor of the sustainability report
- Agenda item 9 Resolution on the approval of the remuneration report
- Agenda item 10 Resolution on the amendment of Section 17 of the Articles of Association due to an amendment to the German Stock Corporation Act (AktG)
- Agenda item 11 Resolution on the approval of the receivables purchase agreement and assignment agreement

I. AGENDA

1. Presentation of the adopted annual financial statements, the approved consolidated financial statements, the combined management report including the explanatory report regarding the disclosures required under Sections 289a (1) and 315a (1) of the German Commercial Code (HGB) for SNP Schneider-Neureither & Partner SE for fiscal year 2023, the Executive Board's proposal on the appropriation of profit, and the Supervisory Board's report

Since the convening of the Annual General Meeting, the aforementioned documents have been available online for viewing and downloading at

<https://investor-relations.snpgroup.com/en/annual-general-meeting/>

In accordance with legal provisions, no resolution is planned for this agenda item, as the Supervisory Board has already approved the annual financial statements and the consolidated financial statements prepared by the Executive Board. The annual financial statements have thus been adopted.

2. Resolution on the appropriation of net profit

The Executive Board and Supervisory Board propose to carry forward the retained net profit for fiscal year 2023 in the amount of EUR 16,881,365.11 reported in the adopted annual financial statements of SNP Schneider-Neureither & Partner SE as of December 31, 2023.

3. Resolution on the discharge of the Managing Directors

The Extraordinary Annual General Meeting on September 27, 2023 changed the company's management system from a monistic to a dualistic management system and amended the Articles of Association accordingly. The amended version of the Articles of Association was entered into the commercial register on October 27, 2023. Until that time, the Managing Directors conducted the company's business.

The Executive Board and Supervisory Board propose to grant approval of the actions of the Managing Directors in office in fiscal year 2023 until the change to the dualistic system on October 27, 2023.

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

The Board of Directors managed the company until the registration of the amended version of the Articles of Association to change from a monistic to a dualistic management system.

The Executive Board and Supervisory Board propose to grant approval of the actions of each individual member of the Board of Directors in office in fiscal year 2023 until the change to the dualistic system on October 27, 2023.

5. Resolution on the discharge of the members of the Executive Board

The Executive Board and Supervisory Board propose to grant approval of the actions of the members of the Executive Board in office in fiscal year 2023 since the change to the dualistic system on October 27, 2023.

6. Resolution on the discharge of the members of the Supervisory Board

The Executive Board and Supervisory Board propose to grant approval of the actions of the members of the Supervisory Board in office in fiscal year 2023 since the change to the dualistic system on October 27, 2023.

7. Resolution on the appointment of the auditor of the annual and consolidated financial statements as well as the auditor for the review of the half-year report

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

- a) as auditor of the annual and consolidated financial statements for fiscal year 2024 and
- b) as auditor for the review of the condensed financial statements and the half-year report for the first half of fiscal year 2024, if such an audit is commissioned.

8. Resolution on the appointment of the auditor of the sustainability report for fiscal year 2024

As recommended by its Audit Committee, the Supervisory Board proposes that Rödl & Partner GmbH Wirtschaftsprüfungsgesellschaft, Nuremberg, be appointed as auditor of the sustainability report for fiscal year 2024, subject to the Corporate Sustainability Reporting Directive (CSRD) entering into force. The resolution will only be implemented if, in accordance with the Corporate Sustainability Reporting Directive (CSRD), a sustainability report to be prepared for fiscal year 2024 is to be audited externally by an auditor appointed by the Annual General Meeting.

9. Resolution on the approval of the remuneration report

In accordance with Section 162 of the German Stock Corporation Act (AktG), the Supervisory Board and Executive Board have prepared a remuneration report on the remuneration granted or owed by the company and by other enterprises within the same corporate group to each individual current or former Managing Director and member of the Board of Directors, Executive Board and Supervisory Board in fiscal year 2023.

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

The Executive Board and Supervisory Board propose that the following resolution be adopted:

The Annual General Meeting approves the remuneration report for the fiscal year that ended on December 31, 2023, 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://investor-relations.snpgroup.com/en/annual-general-meeting/>

10. Resolution on the amendment of Section 17 of the Articles of Association due to an amendment to the German Stock Corporation Act (AktG)

Section 17 (1) sentence 1 of the Articles of Association stipulates that shareholders must provide proof of their eligibility to attend the Annual General Meeting and to exercise their voting rights. Pursuant to Section 17 (2) sentence 1 of the Articles of Association, proof must be provided by the custodian bank in the form of a certificate of share ownership in text form; proof from the final intermediary pursuant to Section 67c (3) AktG is sufficient.

The Financing for the Future Act (Zukunftsfinanzierungsgesetz, BGBl. 2023 I No. 354) revised Section 123 (4) sentence 2 of the German Stock Corporation Act. The proof must now relate to the close of business on the 22nd day prior to the Annual General Meeting. The definition of the record date under German stock corporation law has thus been aligned with a European regulation (Article 1 (7) in conjunction with Article 5 and Table 4 of the Annex to the Commission Implementing Regulation (EU) 2018/1212) in order to avoid difficulties in interpreting the practical application of this regulation.

Section 17 (2) sentence 2 of the Articles of Association is due to be adapted to the amended wording of the law. The Executive Board and Supervisory Board therefore propose the following amendment to Section 17 (2) sentence 2 of the Articles of Association:

“The proof must relate to the close of business on the 22nd day prior to the Annual General Meeting.”

11. Resolution on the approval of the receivables purchase agreement and assignment agreement

The company and Ms. Tatiana Schneider-Neureither have concluded a conditional receivables purchase agreement that also requires the approval of the Annual General Meeting in accordance with Section 93 (4) sentence 3 AktG.

The Executive Board and Supervisory Board propose to grant approval of the above-mentioned conditional purchase of receivables between the company and Ms. Tatiana Schneider-Neureither – also in accordance with Section 93 (4) sentence 3 AktG. This approval also relates to the fact that the receivables purchase agreement includes the sale of pending liability claims in the amount of EUR 5,238,747.38 plus interest against the community of heirs of the former Chairman of the Board of Directors Dr. Andreas Schneider-Neureither for (i) payment of a purchase price in the amount of EUR 800,000.00, (ii) indemnification against lease liabilities in the amount of approximately EUR 1.5 million plus ancillary costs and VAT, (iii) indemnification against unpaid remuneration claims of the deceased Chairman of the Board of Directors Dr. Andreas Schneider-Neureither in the amount of EUR 631,208.00 plus taxes, and (iv) indemnification against further costs of proceedings, and thus waiving the right to assert further claims in their own name.

END OF THE ABRIDGED VERSION