



SNP Schneider-Neureither & Partner SE

Heidelberg, Germany

– ISIN DE0007203705 –

– WKN 720370 –

Shortened Version of the 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 17, 2021.

This virtual Annual General Meeting will be broadcast live over the Internet for registered shareholders or their proxies from premises of Design Offices Heidelberg, Langer Anger 7-9, 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/de/hauptversammlung>) and may exercise their shareholder rights by means of electronic communication and, in particular, via the **InvestorPortal**.

The company's headquarters, Speyerer Strasse 4, 69115 Heidelberg, is the location of the Annual General Meeting within the meaning of the German Stock Corporation Act (AktG).

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 2020 fiscal year), the Board of Directors' proposal on the appropriation of profit and the report of the Board of Directors**

2. Resolution on the appropriation of profit

The Board of Directors proposes to carry forward the distributable profit for the 2020 fiscal year in the amount of € 8,366,297.18 shown in the adopted annual financial statements of SNP Schneider-Neureither & Partner SE as of December 31, 2020.

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 2020 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 2020 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

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

a) as auditor of the annual and consolidated financial statements for the 2021 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 2021 fiscal year, should such an audit be commissioned.

6. Elections to the Board of Directors

Dr. Michael Drill and Mr. Rainer Zinow have both resigned their seats on the Board of Directors with effect as of the end of the Annual General Meeting on June 17, 2021, while Mr. Gerhard Burkhardt has resigned his seat with effect as of April 16, 2021.

Pursuant to Section 6 (1) and (2) of the articles of incorporation, Sections 23 (1), 24 (1), 28 (1) of the Act Transposing the SE Regulation (SEAG), Art. 43 (2) and (3) of the Regulation on the Statute for a European Company ("SE Regulation"), the Board of Directors comprises at least three members; the members of the Board of Directors who are not also Managing Directors of the company ("non-Managing Director members of the Board of Directors") must always constitute the majority of the members of the Board of Directors.

The Board of Directors proposes to appoint the following persons as members of the Board of Directors for the period up to the end of the Annual General Meeting which passes a resolution on the grant of discharge to the members of the Board of Directors for the 2026 fiscal year, but for a maximum period of six years from the date of their appointment:

- 1) Dr. Karl Benedikt Biesinger, lawyer at the law firm RB Reiserer Biesinger Rechtsanwaltsgesellschaft mbH, Heidelberg
- 2) Prof. Dr. Claus Heinrich, Chief Executive Officer of sovanta AG, Heidelberg
- 3) Prof. Dr. Christoph Hütten, self-employed management consultant, Mühlhausen
- 4) Mr. Sebastian Reppegather, Senior Investment Director, Schondorf am Ammersee
- 5) Mr. Richard Roy, self-employed management consultant, Dreieich

The candidates for the Board of Directors will be elected uniformly on a list basis unless any participating shareholder objects to this procedure. In the case of elections held on a list basis, shareholders may only uniformly cast their votes for all of the candidates and these candidates will be uniformly elected or not elected. In case of a majority rejection of the Board of Directors' proposed resolution, elections will be held on an individual basis. Shareholders may submit a request for individual elections to be held. Such request would then be voted on in advance.

The Board of Directors has verified that the candidates are able to dedicate the amount of time which is required for their service on the Board of Directors. Prof. Dr. Christoph Hütten has expertise in the areas of accounting and auditing within the meaning of Section 27 (1) (4) of the SEAG in conjunction with Section 100 (5) (1) of the AktG. If the Annual General Meeting agrees with the above election proposals, in the view of the Board of Directors the members of the Board of Directors will collectively continue to be familiar with the sector in which the company operates within the meaning of Section 27 (1) (4) of the SEAG in conjunction with Section 100 (5) (2) of the AktG.

Further information on Agenda Item 6, in particular the candidates' résumés and the details required according to Section 125 (1) (5) of the AktG may be found below the agenda in "Further information on Agenda Item 6, in particular the candidates' résumés and the details required according to Section 125 (1) (5) of the AktG." This information will also be available at <https://www.snpgroup.com/de/hauptversammlung> under Investor Relations / Annual General Meeting / Annual General Meeting 2021 from the convocation of the Annual General Meeting onwards and throughout the Annual General Meeting.

7. Resolution on the approval of the remuneration system for the Managing Directors

Pursuant to Art. 52 of the SE Regulation, Section 40 (7) of the SEAG and Section 120a (1) (1) of the AktG, which has been newly inserted through the Act Transposing the Second Shareholders' Rights Directive ("ARUG II"), the Annual General Meeting shall pass a resolution on the approval of the remuneration system put forward by the Board of Directors for the

Managing Directors whenever this remuneration system is significantly amended, but at least every four years.

The remuneration system which was resolved by the Board of Directors for the Managing Directors in April 2021 is reproduced below under "Further information on Agenda Item 7." It 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 2021](https://www.snpgroup.com/en/annual-general-meeting-under-Investor-Relations-/Annual-General-Meeting-/Annual-General-Meeting-2021). The remuneration system for the Managing Directors will apply from the start of the 2021 fiscal year.

The Board of Directors proposes the approval of the remuneration system for the Managing Directors of SNP Schneider-Neureither & Partner SE applicable from the 2021 fiscal year.

8. Resolution on the amendment of the remuneration of the Board of Directors and approval of the remuneration system

Pursuant to Art. 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 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 for their service an annual remuneration, which is approved by the Annual General Meeting. The current remuneration of the members of the Board of Directors was determined as follows through the resolution passed by the Annual General Meeting on May 31, 2017:

"Each member of the Board of Directors receives a fixed annual remuneration of € 15,000.00. The Chairman receives a fixed annual remuneration of € 25,000.00, while the Deputy Chairman receives a fixed annual remuneration of € 20,000.00. Furthermore, each Board of Directors member receives – in addition to the reimbursement of documented, required expenses – € 1,000.00 for each meeting of the Board of Directors. The company arranges a loss and liability insurance policy to cover the members of the Board of Directors in the performance of their duties. This policy provides maximum coverage of € 6,000,000.00 for each individual insurance claim and for total insurance claims in the period of insurance coverage. No deductible is arranged."

The remuneration system for the members of the Board of Directors is reproduced below under "Further information on Agenda Item 8." It 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 2021](https://www.snpgroup.com/en/annual-general-meeting-under-Investor-Relations-/Annual-General-Meeting-/Annual-General-Meeting-2021).

The remuneration of the members of the Board of Directors is to be increased as indicated in the remuneration system, so as to achieve a level of remuneration which is appropriate for their tasks while maintaining the concept of exclusively fixed remuneration. This is intended to

facilitate the recruitment and retention of new candidates who have the qualifications, expertise and profiles desirable for the company's further development.

The Board of Directors proposes that the following resolution be adopted on the remuneration of the members of the Board of Directors, including the remuneration system for the members of the Board of Directors reproduced under "Further information on Agenda Item 8.":

Each member of the Board of Directors receives a fixed annual remuneration. This amounts to € 60,000 for ordinary members. The Chairman receives a fixed annual remuneration of € 100,000, while the Deputy Chairman receives a fixed annual remuneration of € 80,000.

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 participation in any face-to-face meeting, video conference or telephone conference of the Board of Directors (including its committees). 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 will fall due at the end of the Annual General Meeting which receives the consolidated financial statements for the fiscal year.

The remuneration system for the Board of Directors put forward to the Annual General Meeting is hereby approved.

9. Resolution on authorization to issue warrant-linked and convertible bonds, to exclude the subscription right, to create a contingent capital and to amend the articles of incorporation

The authorization resolved by the Annual General Meeting on May 21, 2015 to issue warrant-linked and convertible bonds and the contingent capital created pursuant to Section 4 (4) of the articles of incorporation for the grant of shares for option or conversion rights expired on May 20, 2020.

The Board of Directors is to be newly authorized to issue warrant-linked and convertible bonds. A new contingent capital is to be created for this purpose.

The Board of Directors proposes the following:

- a) Authorization to issue warrant-linked and convertible bonds and to exclude the subscription right for these warrant-linked or convertible bonds
 - aa) The Board of Directors is authorized in the period up to June 16, 2026 on one or more occasions to issue bearer or registered warrant-linked and/or convertible bonds ("bonds") in a total nominal amount of up to € 180,000,000.00, with or without term restrictions, and to grant or impose option rights on the owners or creditors of warrant-linked bonds or to grant and impose conversion rights or

obligations on the owners or creditors of convertible bonds for no-par-value bearer shares of the company with a proportional amount of the share capital of up to € 3,606,223.00 in total, as stipulated in the terms of these bonds.

10. Resolution on the cancellation of the existing authorized capital, 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 June 6, 2019 (2019 Authorized Capital), the company increased its share capital by € 610,000.00, from € 6,602,447.00 to € 7,212,447.00, by issuing 610,000 new no-par-value bearer shares. The capital increase was entered in the commercial register on July 17, 2020. The authorized capital pursuant to Section 4 (5) of the articles of incorporation thus amounts to € 2,691,223.00.

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 the existing authorized capital be canceled and a new authorized capital be made available in full.

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

- a) The authorization to increase the share capital (2019 Authorized Capital) resolved by the Annual General Meeting on June 6, 2019, under Agenda Item 5 is canceled with effect as of the authorization stipulated under the following clause b) coming into effect.
- b) The Board of Directors is authorized to increase the share capital of the company by June 16, 2026, once or several times in partial amounts, by up to a total of € 3,606,223.00, against cash or in-kind contributions through the issuance of new no-par-value bearer shares (2021 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, within the meaning of Sections 203 (1) and (2), 186 (3) (4) of the AktG, and while 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 electronic trading on the Frankfurt Stock Exchange 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, receivables or other assets;
- dd) to the extent it is necessary, to grant the holders or creditors of bonds with an option or conversion right or a conversion obligation a subscription right to new shares to the extent that they would be entitled if they exercised their option or conversion right or fulfilled a conversion obligation.

The Board of Directors is authorized to determine further details regarding capital increases from the 2021 Authorized Capital and to amend the wording of the articles of incorporation in case of utilization of the authorization.

- c) Section 4 (5) of the articles of incorporation is amended and rewritten as follows:

“The Board of Directors is authorized to increase the share capital of the company by June 16, 2026, once or several times in partial amounts, by up to a total of € 3,606,223.00, against cash or in-kind contributions through the issuance of new no-par-value bearer shares (2021 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, within the meaning of Sections 203 (1) and (2), 186 (3) (4) of the AktG, and while 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 electronic trading on the Frankfurt Stock Exchange 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, receivables or other assets;*
- d) to the extent it is necessary, to grant the holders or creditors of bonds with an option or conversion right or a conversion obligation a subscription right to new shares to the extent that they would be entitled if they exercised their option or conversion right or fulfilled a conversion obligation.*

The Board of Directors is authorized to determine further details regarding capital increases from the 2021 Authorized Capital and to amend the wording of the articles of incorporation in any case of utilization of the authorization.”