



SNP Schneider-Neureither & Partner SE

Heidelberg

– ISIN DE0007203705 –

– WKN 720370 –

Invitation to the Extraordinary Annual General Meeting

We invite the shareholders of our Company to the Extraordinary Annual General Meeting on

September 27, 2023, at 10:00 a.m. (CEST).

The Board of Directors has decided, on the basis of Section 26n (1) of the Introductory Act to the German Stock Corporation Act (EGAktG), that the Annual General Meeting will be held in the form of a virtual Annual General Meeting in accordance with Section 118a (1) sentence 1 of the German Stock Corporation Act (AktG), i.e. without the physical presence of shareholders or their proxies (with the exception of the Company's authorized representatives) at the location of the Annual General Meeting. The physical presence of the shareholders and their proxies (with the exception of the Company's authorized representatives) at the location of the Annual General Meeting is therefore excluded.

The virtual Annual General Meeting will be streamed live on the Internet for registered shareholders and their proxies. Registered shareholders and their proxies can watch the stream of the Annual General Meeting live with picture and sound via the **Investor Portal**, which is available on the Company's website (<https://investor-relations.snpgroup.com/en/annual-general-meeting> in the section About SNP > Investor Relations > Annual General Meetings > Extraordinary Annual General Meeting 2023), and exercise their shareholder rights by means of electronic communication as described in more detail in the Participation Conditions section, in particular via the **Investor Portal**.

The location of the Annual General Meeting within the meaning of the German Stock Corporation Act is Design Offices Heidelberg, Langer Anger 7–9, 69115 Heidelberg.

For the sole purpose of better readability, this invitation does not use gender-specific language. All personal designations and terms are to be understood as gender-neutral for the purposes of equal treatment.

AGENDA

Agenda item 1	Resolution to amend the Articles of Association in order to change the management system from a monistic to a dualistic management system
Agenda item 2	Elections to the Supervisory Board
Agenda item 3	Resolution on the discharge of the members of the Board of Directors
Agenda item 4	Resolution on the remuneration of the Supervisory Board members

Agenda items 1 and 3 will be resolved first. Provided that the Annual General Meeting approves the conversion to a dualistic management system proposed under agenda item 1, the election to the Supervisory Board of SNP Schneider-Neureither & Partner SE will take place under agenda item 2, and the resolution on the remuneration of the Supervisory Board members will take place under agenda item 4.

I. Agenda

1. Resolution to amend the Articles of Association in order to change the management system from a monistic to a dualistic management system

SNP currently has the legal form of an SE with a monistic management system. In the monistic system, the Board of Directors is the central body. It makes fundamental management decisions for the company. The Board of Directors appoints and supervises the Managing Directors, who are responsible for managing the company's day-to-day business. The Managing Directors are bound by instructions of the Board of Directors.

In the future, the Company should adopt the dualistic management structure that is customary for listed companies in Germany, with an Executive Board and a Supervisory Board. In the dualistic system, the Executive Board manages the company and conducts its business. Accordingly, it is not bound by instructions. The Supervisory Board is responsible for appointing, dismissing and supervising the Executive Board.

The Board of Directors therefore proposes to convert the Company into a dualistic SE. The change to the dualistic system requires an amendment to the Articles of Association, in particular in the provisions on the Executive Board and Supervisory Board (Sections 6 to 15).

2. Elections to the Supervisory Board

In the event that the motion proposed by the Board of Directors under agenda item 1 to change from a monistic to a dualistic management system is approved by the Annual General Meeting, the term of office of the existing members of the Board of Directors shall end when the amendment to the Articles of Association takes effect. For the Supervisory Board then consisting of three persons, the election of members shall take place according to the number that becomes necessary.

Once the new version of the Articles of Association takes effect, the composition of the Supervisory Board will be determined in accordance with Art. 40 (2) and (3) of Council Regulation (EC) No 2157/2001 of October 8, 2001, on the Statute for a European Company (SE) (SE Regulation) in conjunction with Section 17 (1) of the SE Implementation Act (SEAG) and Section 8 (1) of the Articles of Association of SNP Schneider-Neureither & Partner SE in the version to be resolved under agenda item 1. The Supervisory Board (like the Board of Directors before it) is not subject to co-determination and would consist of three members following the change to the monistic system proposed under agenda item 1. The shareholder representatives are elected at the Annual General Meeting without being bound by election proposals.

In the event that the amendment to the Articles of Association proposed under agenda item 1 to change from a monistic to a dualistic system is approved by the Annual General Meeting, the Board of Directors proposes that

- 2.1) Dr. Karl Benedikt Biesinger, resident in Heidelberg, attorney
- 2.2) Prof. Dr. Thorsten Grenz, resident in Strande, business graduate
- 2.3) Mr. Peter Maier, resident in Hockenheim, EDP merchant

be elected as members of the Supervisory Board, in each case with effect from the entry in the Commercial Register of the amendments to the Articles of Association to be resolved under agenda item 1 and from the resulting change from a monistic to a dualistic management system, until the end of the Annual General Meeting which passes a resolution on the discharge of actions for the fifth fiscal year after the term of office begins, not including the fiscal year in which the term of office begins, however for no longer than six years from the beginning of the appointment.

If the Annual General Meeting follows the above election proposals, the Board of Directors is convinced that the members of the Supervisory Board as a whole will in the future also be familiar with the sector in which the Company pursues its activities within the meaning of Art. 9 SE Regulation in conjunction with Section 100 (5) subclause 2 AktG. According to their curricula vitae, Prof. Dr. Grenz has expertise in the fields of accounting and auditing, also from the perspective of increased requirements in the area of sustainability, while Dr. Biesinger has expertise in the field of accounting and is already familiar with the Company due to his previous activities as a member of the Board of Directors. As an expert in the IT consulting and software industry in the SAP

environment and with his international network, Mr. Maier can contribute valuable expertise to the Supervisory Board in terms of partnerships, customer access, the product strategy and the go-to-market strategy.

The shareholder Wolfgang Marguerre, who holds more than 25% of the voting rights in SNP, supports – also in view of Section 100 (2) sentence 1 no. 4 AktG – the election of Prof. Dr. Grenz as a former Managing Director and Dr. Biesinger as a former member of the Board of Directors to the Supervisory Board.

Further information on the candidates for the Supervisory Board

Dr. Karl Benedikt Biesinger

Personal details

Place of residence: Heidelberg, Germany

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

Nationality: German

Dr. Karl Benedikt Biesinger has been a member of the Board of Directors of SNP Schneider-Neureither & Partner SE since July 2019.

Education

1997 Doctorate at the Eberhard Karl University of Tübingen on the topic “The treatment of taxable higher and lower profits in partnerships from a tax law and commercial law point of view”

Since 1993 Licensed attorney

1983 – 1988 Studied law at the Eberhard Karl University of Tübingen and the Albert Ludwig University of Freiburg

Professional background

2005	Founded the law firm RB Reiserer Biesinger Rechtsanwälte, today: biesinger I diener Rechtsanwälte
As of 1999	Partner of a business law firm serving multiple regions
As of 1993	Active as an attorney
1989 – 1992	Research associate at the Chair of Civil and Commercial Law at the Eberhard Karl University of Tübingen
1986 – 1987	Research associate at the Max Planck Institute for the Study of Crime, Security and Law in Freiburg

Mandates

- a) Memberships in legally mandated supervisory boards within Germany:
 - Witt Solar AG, Ettlingen, Germany (not listed), Chairman
- b) Memberships in comparable domestic and foreign supervisory bodies of commercial enterprises: None

Fulfillment of the competence profile

Special competencies in the areas of:

- Capital market, corporate, accounting and tax law
- Supervision, control, corporate governance

Independence

Dr. Biesinger, or more specifically Biesinger Diener Rechtsanwalts-gesellschaft mbH, where he is a shareholder and managing director, gives counsel to the major shareholder of the Company Mr. Wolfgang Marguerre as well as the shareholder Tatiana Schneider-Neureither. In the past, RB Reiserer Biesinger Rechtsanwalts-gesellschaft mbH, where he was the majority shareholder and managing director, also gave counsel to the Company. Dr. Biesinger is also a shareholder and managing director of Oorcca GmbH, in which SNP holds 22% of the shares. There are no other relationships of a personal or professional nature with the Company, bodies of the Company, or any shareholder directly or

indirectly holding more than 10% of the voting shares of the Company that an objective shareholder would regard as a decisive factor in making their election decision.

Prof. Dr. Thorsten Grenz

Personal details

Place of residence: Strande, Germany

Born on July 28, 1958, in Kiel, Germany

Nationality: German

Prof. Dr. Thorsten Grenz is currently a court-appointed member of the Board of Directors of SNP Schneider-Neureither & Partner SE.

Education

1984 – 1986 Christian-Albrecht University of Kiel; obtained the title of Dr. sc. pol. (doctorate in economics and social sciences)

1979 – 1983 Christian-Albrecht University of Kiel; studied and graduated in business administration

1977 – 1979 Deutsche Bank AG, Kiel, vocational training as a bank clerk

Professional background

Since 2012 Managing Partner of KIMBRIA Gesellschaft für Beteiligung und Beratung mbH, Berlin/Hamburg

2008 – 2012 Chief Executive Officer of Veolia Umweltservice GmbH, Hamburg

2007 – 2008 Operating Partner at 3i plc, Frankfurt/London

2006 Chief Financial Officer of Hero AG, Lenzburg, Switzerland

2002 – 2005 Chief Executive Officer of mobilcom AG, Büdelsdorf

2000 – 2002 Chief Financial Officer of mobilcom AG, Büdelsdorf

- 1997 – 2000 Finance Director (“Managing Director”) of Hapag-Lloyd Container-Linie GmbH, Hamburg
- 1992 – 1997 Director Group Controlling (“Authorized Signatory”) at Hapag Lloyd AG, Hamburg
- 1986 – 1992 Consultant at McKinsey & Company, Inc., Frankfurt, Paris and Vienna
- 1984 – 1986 Research assistant at the Institute of Business Administration, Christian-Albrecht University of Kiel

Mandates

a) Memberships in legally mandated supervisory boards within Germany:

- Drägerwerk Verwaltungs AG, Lübeck, Supervisory Board
- Dräger Safety AG & Co. KGaA, Lübeck, Supervisory Board
- Dräger Safety Verwaltungs AG, Lübeck, Supervisory Board
- Credion AG, Hamburg, Supervisory Board (until May 25, 2023)

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

Fulfillment of the competence profile

Special competencies in the areas of:

- Finance and accounting
- Financial statement audits
- Sustainability
- Corporate management

Independence

According to the assessment of the Board of Directors, there are no significant relationships of a personal or professional nature with SNP SE or its group companies, bodies of SNP SE, or any shareholder directly or indirectly holding more than 10% of the voting shares of SNP SE that would be

relevant for the election decisions of the Annual General Meeting. In the opinion of the Board of Directors, his previous activities as a managing director and as the interim CFO do not lead to a different assessment. Irrespective of the above, the election proposal is supported by the shareholder Wolfgang Marguerre.

Peter Maier

Personal details

Place of residence: Hockenheim, Germany

Born on July 8, 1965, in Schramberg, Germany

Nationality: German

Peter Maier is running for election to the Supervisory Board of SNP Schneider-Neureither & Partner SE for the first time.

Education

2000 – 2001 SAP Senior Leadership Development Program; INSEAD, Fontainebleau, France

1982 – 1985 JPM Business Consulting, vocational training as an EDP merchant

Professional background

Since 1991 SAP, Walldorf; in various management positions

Since 2023 Senior Vice President Strategic Customer Engagements – Office of the CEO

2021 – 2023 President Industries and Customer Advisory

2018 – 2020 General Manager SAP Industries

2014 – 2020 General Manager Energy and Natural Resources Industries

2013 – 2018 Head of Suite on HANA Go-to-Market

2012 – 2014 General Manager Industry Solutions

1991 – 2012 Previous roles at SAP SE, including General Manager Global Field and Partner Enablement; Vice President Industry Business Unit Chemicals, Mining, Oil & Gas; Consultant and Product Manager for SAP Oil & Gas

Mandates

a) Memberships in legally mandated supervisory boards within Germany: None

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

Fulfillment of the competence profile

Special competencies in the areas of:

- Innovation, research and development
- Software industry
- Strategy and sales

Independence

According to the assessment of the Board of Directors, there are no significant relationships of a personal or professional nature with SNP SE or its group companies, bodies of SNP SE, or any shareholder directly or indirectly holding more than 10% of the voting shares of SNP SE that would be relevant for the election decisions of the Annual General Meeting.

In addition, this information will be published on the Company's website at <https://investor-relations.snpgroup.com/en/annual-general-meeting/> and will also be available there during the Annual General Meeting.

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

The Annual General Meeting of May 23, 2023, postponed the resolution on the discharge of the members of the Board of Directors for fiscal year 2022 in view of outstanding information; this information has since been provided. The resolution will now be voted on.

The Board of Directors therefore proposes to grant approval of the actions of the members of the Board of Directors holding office in fiscal year 2022 for this period.

4. Resolution on the remuneration of the Supervisory Board members

Pursuant to Section 113 (3) sentences 1 and 2 AktG, the Annual General Meeting of a listed Company must pass a resolution on the remuneration of the Supervisory Board members at least every four years; a resolution confirming the remuneration is permissible.

In the event that the motion proposed by the Board of Directors under agenda item 1 to change from a monistic to a dualistic management system is approved by the Annual General Meeting, the Annual General Meeting shall therefore pass a resolution on the remuneration of the Supervisory Board members in accordance with Section 113 (3) AktG in conjunction with Art. 9 (1) (c) (ii) SE Regulation.

The remuneration of the Supervisory Board members is specifically set out in Section 15 of the new version of the Articles of Association of the Company proposed under agenda item 1. The remuneration is structured as purely fixed remuneration. The underlying abstract remuneration system, taking into account the requirements of Sections 113 (3) sentence 3, 87a (1) sentence 2 AktG, is set out in the information on agenda item 3 below.

The Supervisory Board and the Executive Board propose to determine the remuneration of the Supervisory Board members in accordance with the wording of Section 15 in the proposed new version of the Articles of Association of the Company as follows, pursuant to Section 113 (3) AktG in conjunction with Art. (9) (1) (c) (ii):

“15.1 In addition to reimbursement of their expenses, which also includes the value-added tax due on such payments, the members of the Supervisory Board shall receive basic remuneration of EUR 80,000 for each fiscal year.

15.2 [Remains blank]

15.3 Notwithstanding Section 15.1, the Chairman of the Supervisory Board shall receive fixed annual remuneration of EUR 100,000 and their deputy EUR 90,000. This also covers the assumption of memberships and chairmanships in committees.

15.4 Members of the Supervisory Board who are members of the Supervisory Board or a committee for only part of the fiscal year, or who serve as chair or vice-chair of the Supervisory Board or chair of a committee, shall receive lower remuneration in proportion to their time served.

15.5 The remuneration is payable after the end of the fiscal year.”

Further information on agenda item 4

Remuneration system for the Supervisory Board

The remuneration of the Supervisory Board shall be determined as follows in accordance with Section 15 of the new version of the Articles of Association of the Company proposed under agenda item 1:

Each member of the Supervisory Board shall receive basic remuneration of EUR 80,000 per fiscal year.

The chairman shall receive fixed remuneration of EUR 100,000 and their deputy EUR 90,000.

The remuneration system takes into account the responsibility and scope of activities of the members of the Company's Supervisory Board. By supervising the management activities of the Executive Board, the Supervisory Board makes an important contribution to promoting the business strategy and the long-term development of the Company.

The members of the Supervisory Board each receive fixed annual remuneration in order to strengthen the independence of the Supervisory Board, enable it to perform its advisory and supervisory role objectively and neutrally, and enable it to make independent personnel and remuneration decisions.

They do not receive any performance-related variable remuneration that depends on achieving specific successes or targets or on the development of the Company. The scope of the supervisory activities and the liability risk of the Supervisory Board members do not generally develop in parallel with the business success or the earnings situation of the Company. On the contrary, it is often precisely in difficult times, in which variable remuneration may decline, that the members of the Supervisory Board are required to perform their advisory and supervisory role particularly intensively. The remuneration can therefore only be aligned with the business strategy to a limited extent, and it can only impact the long-term development of the Company to a limited extent. This takes account of the Supervisory Board's independent advisory and supervisory role.

The payment of the fixed remuneration is due after the end of the fiscal year. Supervisory Board members who have only belonged to the Supervisory Board for part of the fiscal year shall receive pro rata remuneration.

The remuneration of the Supervisory Board members is conclusively regulated by Section 15 of the Articles of Association. The remuneration and the remuneration system for the Supervisory Board shall be reviewed by management at irregular intervals, at the latest every four years. If the Executive Board and the Supervisory Board see a need to adjust the remuneration or the remuneration system, they shall submit a corresponding resolution proposal to the Annual General Meeting to amend the remuneration provisions in the Articles of Association. In any case, a proposal for a resolution on the remuneration, including the underlying remuneration system, shall be submitted to the Annual General Meeting no later than every four years.

The above proposal for the remuneration system refers to the remuneration provisions in Section 15 of the new version of the Articles of Association of the Company proposed under agenda item 1.

Heidelberg, August 2023

SNP Schneider-Neureither & Partner SE

The Board of Directors

ABRIDGED