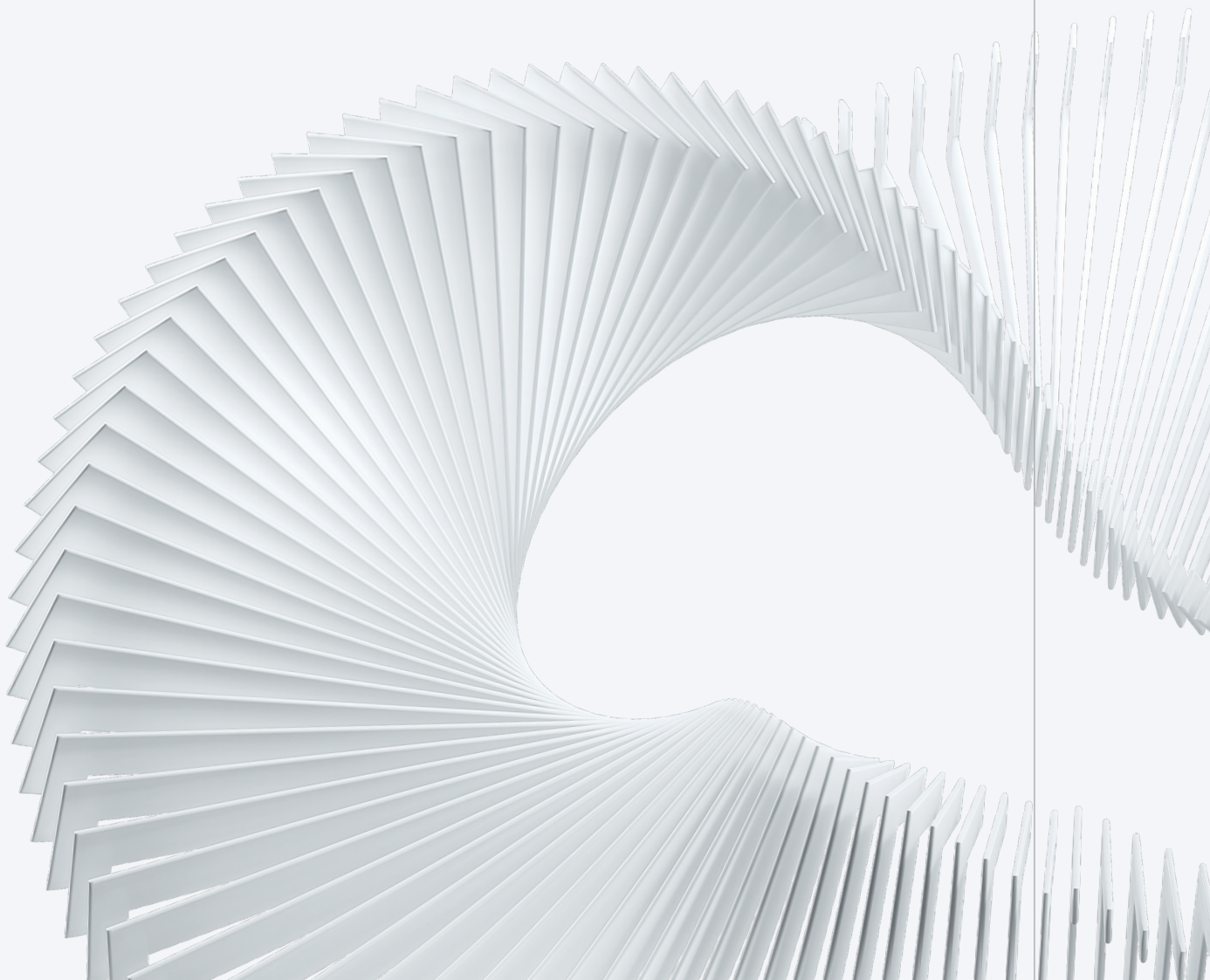


# Invitation to the virtual Annual General Meeting 2026

This document is a translation of the original German version and is intended to be used for informational purposes only. While every effort has been made to ensure the accuracy and completeness of the translation, please note that the German original is binding.



# GFT Technologies SE Stuttgart

Securities Identification Number ("Wertpapierkennnummer" – WKN) – WKN) 580060 ISIN DE0005800601  
Unique identifier of the event: DE0005800601-GMET-202606

Dear shareholders,

we hereby invite you to the

**Annual General Meeting of GFT Technologies SE,**

to be held on

**Thursday, June 25, 2026, from 10:00 hours (CEST).**

The Annual General Meeting shall be held on the basis of Article 20 (6) of the Articles of Incorporation of GFT Technologies SE in the form of a virtual Annual General Meeting pursuant to section 118a (1) sentence 1 of the German Stock Corporation Act ("Aktiengesetz" – AktG)<sup>1</sup> **without the physical presence of shareholders<sup>2</sup> or their proxies at the location of the Annual General Meeting**, with the exception of the proxies appointed by the Company.

The virtual Annual General Meeting will be broadcast in sound and vision on the AGM portal, which is accessible via the corporate website at [www.gft.com/agm](http://www.gft.com/agm). As described in detail in sections I. and II. at the end of this convocation, shareholders and their proxies may also exercise their voting rights and other rights via the AGM portal.

The location of the Annual General Meeting within the meaning of the German Stock Corporation Act (AktG) is Schelmenwasenstraße 34, 70567 Stuttgart, Germany.

<sup>1</sup> The provisions of the German Stock Corporation Act ("Aktiengesetz" – AktG) apply to the Company and its capital pursuant to article 5, article 9 (1) c) (ii) and article 10 of Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the Statute for a European company (SE) (SE-Reg), unless otherwise provided for in more specific provisions of the SE-Reg and the German SE Implementation Act ("SE-Ausführungsgesetz" – SEAG).

<sup>2</sup> In the interests of readability, this convocation does not use gender-specific terms. All references to persons are to be understood as gender neutral.

# Agenda

## 01.

**Presentation of the adopted Annual Financial Statements and the approved Consolidated Financial Statements, each as of December 31, 2025, and the Combined Management Report for GFT Technologies SE and the Group (including the explanatory report on the disclosures pursuant to sections 289a, 315a of the German Commercial Code ("Handelsgesetzbuch" - HGB)), as well as the report of the Administrative Board on the financial year ended December 31, 2025**

The aforementioned documents are published online at [www.gft.com/agm](http://www.gft.com/agm). They will also be accessible there during the Annual General Meeting and will be explained in more detail during the Annual General Meeting.

Pursuant to statutory provisions, no resolution is planned with regard to agenda item 1, as the Administrative Board already approved the Annual Financial Statements as of December 31, 2025 of GFT Technologies SE and the Consolidated Financial Statements as of December 31, 2025 of GFT Technologies SE, as prepared by the Managing Directors, on March 24, 2026. The Annual Financial Statements have thus been adopted. A resolution of the Annual General Meeting on the other documents to be submitted under agenda item 1 is also not required by law.

## 02.

**Resolution on the appropriation of the distributable profit for the financial year 2025**

The Administrative Board proposes that the distributable profit for the financial year 2025 of €35,849,115.32, as disclosed in the Annual Financial Statements of GFT Technologies SE, be appropriated as follows:

Distribution of a dividend of €0.50 per no-par share entitled to dividend (currently 25,564,808):	€12,782,404.00
Transfer to retained earnings:	€0.00
Profit carried forward to the next year:	€23,066,711.32
<b>Distributable profit:</b>	<b>€35,849,115.32</b>

The proposal for the appropriation of distributable profit is based on the no-par shares entitled to dividend for the past financial year 2025 as known to the Company on the date of preparation of the Annual Financial Statements by the Managing Directors. Should the number of these no-par shares entitled to dividend change prior to the Annual General Meeting, a correspondingly adjusted resolution proposal will be submitted to the Annual General Meeting with an unchanged dividend payment of €0.50 per no-par share entitled to dividend for the past financial year 2025. The amount attributable to no-par shares not entitled to dividend will be carried forward to new account.

Pursuant to section 58 (4) sentence 2 AktG, the dividend is due for payment on the third business day following the Annual General Meeting, i.e., on June 30, 2026.

## 03.

### **Resolution on the approval of the acts of the Managing Directors of GFT Technologies SE for the financial year 2025**

The Administrative Board proposes that the acts of the Managing Directors of GFT Technologies SE in office during the financial year 2025 be approved for that financial year.

The Managing Directors are:

- a. Marco Santos
- b. Dr. Jochen Ruetz

It is planned to let the Annual General Meeting decide on the approval of the acts of the Managing Directors by means of an individual vote.

## 04.

### **Resolution on the approval of the acts of the members of the Administrative Board of GFT Technologies SE for the financial year 2025**

The Administrative Board proposes that the acts of the members of the Administrative Board of GFT Technologies SE in office during the financial year 2025 be approved for that financial year. The members of the Administrative Board are:

- a. Ulrich Dietz (Chairman)
- b. Dr. Paul Lerbinger (Deputy Chairman)
- c. Dr. Annette Beller

- d. Maria Dietz
- e. Frank Riemensperger (from the end of the Annual General Meeting on June 5, 2025)
- f. Dr. Jochen Ruetz
- g. Marco Santos
- h. Prof. Dr. Andreas Wiedemann

It is planned to let the Annual General Meeting decide on the approval of the acts of the members of the Administrative Board by means of an individual vote.

## 05.

### **Resolution on the appointment of the auditor for the Annual Financial Statements and the Consolidated Financial Statements for the financial year 2026, as well as the auditor for the review of the Half-Year Financial Report 2026 and Half-Year Financial Report 2027, also the auditor for sustainability reporting**

- a. **Auditor for the Annual Financial Statements and Consolidated Financial Statements, and auditor for the review of the Half-Year Financial Report**

Based on the recommendation of its Audit Committee, the Administrative Board proposes to appoint Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich,

- as the auditor of the Annual Financial Statements and the Consolidated Financial Statements for the financial year 2026, as well as

- as the auditor for the review of the Condensed Financial Statements and the Interim Management Report for the Group for the first half-year of 2026, as well as
- as the auditor for the review of the Condensed Financial Statements and the Interim Management Report for the Group for the first half-year of 2027.

The Audit Committee declared that its recommendation is free from undue influence by third parties and that it was not subject to any clause restricting its choice within the meaning of article 16 (6) of the EU Audit Regulation (Regulation (EU) Number 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC).

#### b. Auditor for the sustainability reporting

Based on the recommendation of its Audit Committee, the Administrative Board proposes to appoint Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich, as the auditor of the sustainability reporting for the financial year 2026. The appointment is made as a precautionary measure in light of the draft bill of

September 3, 2025, implementing Directive (EU) 2022/2464 of the European Parliament and of the Council of December 14, 2022 amending Regulation (EU) Number 537/2014 and Directives 2004/109/EC, 2006/43/EC and 2013/34/EU regarding the sustainability reporting of companies, as amended by Directive (EU) 2025/794, which is to be transposed into national law.

## 06.

### Resolution on an election to the Administrative Board

In accordance with section 24 (1) of the German SE Implementation Act ("SE-Ausführungsgesetz" – SEAG), the Administrative Board consists of Administrative Board members of the shareholders. According to Article 6 (1) of the Articles of Incorporation of GFT Technologies SE, the Administrative Board consists of three members, unless the Annual General Meeting specifies a larger number of Administrative Board members within the framework of section 23 (1) SEAG.

Section 6 (4) of the Articles of Incorporation of GFT Technologies SE stipulates that the members of the Administrative Board are appointed until the end of the Annual General Meeting which decides on the discharge for the fifth financial year after the beginning of the term of office. The financial year during which the term of office starts is not included in the calculation. However, the term of office of each member of the Administrative Board ends no later than six years after his or her appointment.

Prof. Dr. Andreas Wiedemann has informed the Company that, for personal reasons, he intends to step down from the Administrative Board prematurely after nearly eleven years, with effect from the end of the Annual General Meeting on June 25, 2026. The Administrative Board believes that it should continue to consist of eight members. With this in mind, Dr. Christian Klein-Wiele is to be appointed as a new member of the Administrative Board to succeed Prof. Dr. Andreas Wiedemann. Following the resolution on his appointment, Prof. Dr. Andreas Wiedemann's term of office will run until the end of the Annual General Meeting which decides on the discharge of liability for the financial year 2026, but for no longer than six years after his election by the Annual General Meeting in 2021. According to Article 6 (4), sentence 4 of the Articles of Incorporation, the successor to a member who resigns before the end of their term of office is elected for the remainder of the term of the resigning member. Accordingly, Dr. Christian Klein-Wiele is to be appointed until the end of the Annual General Meeting that decides on the discharge of liability for the financial year 2026.

The Administrative Board proposes,

- a. to determine that, in accordance with Article 6 (1) of the Articles of Incorporation of GFT Technologies SE, the Administrative Board shall continue to comprise eight Administrative Board members;
- b. **Dr. Christian Klein-Wiele**, residing in Pliezhausen, lawyer and partner of the law firm Hennerkes, Kirchdörfer & Lorz Rechtsanwälte Steuerberater Partnerschaft mbB, be elected to the Administrative Board for the period until the end of the Annual General Meeting which decides on the discharge of the Administrative Board for the financial year January 1, 2026 to December 31, 2026, but for no longer than for the completion of six years after the election of Prof. Dr. Andreas Wiedemann to the Administrative Board by the Annual General Meeting 2021.

The election proposal of the Administrative Board takes into account its targets for the composition of the Administrative Board, as well as its skills profile and diversity concept. The targets for composition, the skills profile and the diversity concept are published together with the status of their implementation in the Corporate Governance Statement. This Statement is part of the Combined Management Report for the financial year 2025, which is included in the Annual Report 2025.

Dr. Klein-Wiele is a partner of the same law firm as Prof. Dr. Andreas Wiedemann. Otherwise, there are no personal or business relationships between the candidate proposed for election and the Company, the Company's executive bodies or a shareholder with a significant interest in the Company, whose disclosure is recommended by Recommendation C.13 of the German Corporate Governance Code.

Further information on the candidate proposed for election to the Administrative Board, in particular information on his memberships of statutory supervisory boards, is contained in his curriculum vitae, which is printed at the end of the agenda.

## 07.

### Resolution on the approval of the Remuneration Report

According to section 162 (3) AktG, the Administrative Board is obliged to prepare a Remuneration Report and present it for approval to the Annual General Meeting pursuant to section 120a (4) sentence 1 AktG.

In accordance with section 162 (3) AktG, the Remuneration Report was audited by the auditor to determine whether the legally required disclosures pursuant to section 162 (1) and

(2) AktG were made. The report on the audit of the Remuneration Report is attached to the Remuneration Report.

The Administrative Board proposes that the Remuneration Report for the financial year 2025 prepared and audited in accordance with section 162 AktG be adopted.

In accordance with section 124a sentence 1 number 4 AktG, the Remuneration Report is accessible via the corporate website at [www.gft.com/agm](http://www.gft.com/agm).

## 08.

### Resolution on the creation of new Authorized Capital with the authority to exclude subscription rights and the corresponding amendment to the Articles of Incorporation

The Authorized Capital of the Company (Authorized Capital 2021), as provided for in Article 4 (6) of the Articles of Incorporation, expires on June 9, 2026 – i.e., prior to the Annual General Meeting on June 25, 2026. To secure the Company's long-term financial headroom, a resolution is to be adopted to approve new Authorized Capital, which is to replace the existing, unused Authorized Capital 2021 and have the same volume.

The Administrative Board proposes to resolve as follows:

- a. The Administrative Board is authorized to increase the Company's share capital by up to a total of €10,000,000.00 until June 24, 2031, once or in partial amounts several times, by issuing new bearer shares (no-par shares) in return for contributions in cash and/or in kind (Authorized Capital 2026).

The sum of shares issued under Authorized Capital 2026 and the shares that may be issued or are to be issued to service conversion and/or option rights or to fulfill conversion or option obligations from bonds with option and/or conversion rights or obligations (or a combination of these instruments) issued during the term of this authorization may not exceed a total amount of the share capital of €13,162,973.00 (corresponding to 50% of the share capital).

The new shares must generally be offered to shareholders for subscription (directly or in whole or in part, also by way of indirect subscription pursuant to section 186 (5), sentence 1 AktG). However, the Administrative Board is authorized to exclude the statutory subscription right of shareholders,

- insofar as it is necessary for fractional amounts resulting from the subscription ratio;
- in the event of capital increases in return for contributions in kind for the purpose of issuing shares for the (also indirect) acquisition of companies, parts of companies, investments in companies or other assets in connection with the aforementioned company acquisitions (even if a purchase price component is paid in cash in addition to the shares);
- in the event of a capital increase in return for contributions in cash, provided that the issue price of the new shares is not significantly lower than the stock market price and the total pro rata amount of the share capital attributable to the new shares for which the subscription right is excluded does not exceed 10% of the share capital, either at the time this authorization comes into effect or at the time it is exercised. This limit shall include those shares which are issued during the term of this authorization using an authorization to sell repurchased treasury shares in accordance with section 186 (3) sentence 4 AktG under exclusion of subscription rights which is valid at the time this authorization takes effect. Shares issued or to be issued to service convertible bonds or bonds with warrants shall also be included in the calculation to the extent that these bonds are issued during the validity of this authorization in accordance with section 186 (3) sentence 4 AktG;
- in order to grant the Company's Managing Directors, members of the representative body of any of the Company's affiliated companies or employees of the Company and its affiliated companies new shares in connection with share participation programs or other share-based programs if the total pro rata amount of the share capital attributable to the new shares for

which the subscription right is excluded does not exceed 5% of the share capital, either at the time this authorization comes into effect or at the time it is exercised. To the extent permitted by law, the new shares may also be issued in such a manner that the contribution to be paid on such shares is covered by that part of the annual net income which the Managing Directors and the Administrative Board can allocate to other retained earnings under section 58 (2) AktG.

The sum of shares issued on the basis of Authorized Capital 2026 under exclusion of shareholders' subscription rights must not exceed a proportional amount of 20% of the share capital – taking into account other shares of the Company which, during the term of Authorized Capital 2026, are sold or issued under exclusion of subscription rights or are to be issued under bonds issued after June 25, 2026 under exclusion of the subscription right – neither at the time this authorization comes into effect nor at the time it is exercised.

The Administrative Board is authorized to determine the further details of a capital increase and its implementation.

**b.** Article 4 (6) of the Articles of Incorporation shall be reworded as follows:

“(6) *The Administrative Board is authorized to increase the Company's share capital by up to a total of €10,000,000.00 (Authorized Capital 2026) until June 24, 2031, once or in partial amounts several times, by issuing new bearer shares (no-par shares) in return for contributions in cash and/or in kind.*

*The sum of shares issued under Authorized Capital 2026 and the shares that may be issued or are to be issued to service conversion and/or option rights or to fulfill conversion or option obligations from bonds with option and/or conversion rights or obligations (or a combination of these instruments) issued during the term of this authorization may not exceed a total amount of the share capital of €13,162,973.00 (corresponding to 50% of the share capital).*

*The new shares must generally be offered to the shareholders for subscription (directly or in whole or in part also by way of indirect subscription pursuant to section 186 (5) sentence 1 AktG). The Administrative Board is authorized to exclude the statutory subscription right of shareholders,*

- *insofar as it is necessary for fractional amounts resulting from the subscription ratio;*
- *in the event of capital increases in return for contributions in kind for the purpose of issuing shares for the (also indirect) acquisition of companies, parts of companies, investments in companies or other assets in connection with the aforementioned company acquisitions (even if a purchase price component is paid in cash in addition to the shares);*
- *in the event of a capital increase in return for contributions in cash, provided that the issue price of the new shares is not significantly lower than the stock market price and the total pro rata amount of the share capital attributable to the new shares for which the subscription right is excluded does not exceed 10% of the share capital, either at the time this authorization comes into effect or at the time it is exercised. This limit shall include those shares which are issued during the term of this authorization using an authorization to sell repurchased treasury shares in accordance with section 186 (3) sentence 4 AktG under exclusion of subscription rights which is valid at the time this authorization takes effect. Shares issued or to be issued to service convertible bonds or bonds with warrants shall also be included in the calculation to the extent that these bonds are issued during the validity of this authorization in accordance with section 186 (3) sentence 4 AktG;*
- *in order to grant the Company's Managing Directors, members of the representative body of any of the Company's affiliated companies or employees of the Company and its affiliated companies new shares in connection with share participation programs or other share-based programs if the total pro rata amount of the share capital attributable to the new shares for which the subscription right is excluded does not exceed 5% of the share capital, either at the time this authorization comes into effect or at the time it is exercised. To the extent permitted by law, the new shares may also be issued in such a manner that the contribution to be paid on such shares is covered by that part of the annual net income which the Managing Directors and the Administrative Board can allocate to other retained earnings under section 58 (2) AktG.*

The sum of shares issued on the basis of Authorized Capital 2026 under exclusion of shareholders' subscription rights must not exceed a proportional amount of 20% of the share capital – taking into account other shares of the Company which, during the term of Authorized Capital 2026, are sold or issued under exclusion of subscription rights or are to be issued under bonds issued after June 25, 2026 under exclusion of the subscription right – neither at the time this authorization comes into effect nor at the time it is exercised.

*The Administrative Board is authorized to determine the further details of a capital increase and its implementation.*

With regard to the authorization to increase share capital proposed above, the Administrative Board shall provide a written report on the reasons authorizing it to exclude

shareholders' subscription rights in certain cases. The report is printed below the agenda and will be available online at [www.gft.com/agm](http://www.gft.com/agm) as of the date on which the Annual General Meeting is convened.

## 09.

### **Resolution on an amendment to Article 6 (4) of the Articles of Incorporation concerning the term of office of Administrative Board members**

In the currently valid version, Article 6 (4) of the Articles of Incorporation stipulates that members of the Administrative Board be appointed by the Annual General Meeting for a term lasting until the end of the Annual General Meeting which decides on the discharge for the fifth financial year after the beginning of the term of office, but for no longer than six years, not counting the financial year in which the term of office begins. This results in a standard term of office of six years for Administrative Board members. The Administrative Board has resolved to propose that the Annual General Meeting be permitted to determine shorter terms of office when electing members of the Administrative Board.

The aim is to ensure that virtually all members of the Administrative Board are due for re-election at the same time. Instead, in the future, only the terms of a portion of the Administrative Board members will expire simultaneously (a so-called "staggered board"). On the one hand, the staggered board approach aims to ensure continuity in the performance of the Administrative Board's work following

changes in its membership; on the other hand, it aims to facilitate a flexible and timely response to changing demands placed on Administrative Board members. The Articles of Incorporation are to be amended accordingly.

The Administrative Board therefore proposes to resolve as follows:

Article 6 (4) of the Articles of Incorporation shall be reworded as follows:

*"Unless the Annual General Meeting specifies a shorter term of office, the members of the Administrative Board are appointed until the end of the Annual General Meeting which decides on the discharge for the fifth fiscal year after the beginning of the term of office. The fiscal year during which the term of office starts is not included in the calculation. However, the term of office of each member of the Administrative Board ends no later than six years after his or her appointment. The election of the successor to a member who resigns before the expiry of his or her term of office shall be for the remainder of the term of office of the resigning member. Members of the Administrative Board may be reappointed."*

## 10.

### **Resolution on an amendment to Article 4 (5) of the Articles of Incorporation to align with the German Future Financing Act ("Zukunftsförderungsgesetz" – ZuFinG)**

The German Future Financing Act ("Zukunftsförderungsgesetz" – ZuFinG) of December 11, 2023, includes provisions that enable the issuance of electronic shares under the German Electronic Securities Act ("Gesetz über elektronische Wertpapiere" – eWpG). Companies are also given the option to replace previously globally registered shares with electronic shares of identical content without the consent of the bearers. A corresponding provision in the Articles of Incorporation is required in each case. These changes are intended to promote the digitalization of the capital market. Electronic bearer shares embody the same rights as bearer shares issued in a global certificate. They differ only in that registration in an electronic securities register pursuant to section 2 (1) eWpG replaces the deposit of a global certificate with the central securities depository.

There are currently no plans to make such a change. However, the proposed amendment to the Articles of Incorporation is intended to lay the groundwork for electronic shares in the future.

The currently valid Articles of Incorporation are available online at [www.gft.com/agm](http://www.gft.com/agm).

The Administrative Board therefore proposes the following resolution:

In Article 4 (5), sentence 2 of the Articles of Incorporation, the term "share certificates" is to be replaced by the term "shares".

The previous Article 4 (5), sentence 3 of the Articles of Incorporation is to be deleted and the previous Article 4 (5), sentence 4 of the Articles of Incorporation is to be revised as follows:

*"The shareholders' right to demand certification of the shares is excluded in its entirety."*

In all other respects, Article 4 of the Articles of Incorporation remains unaffected.

The new Article 4 (5) of the Articles of Incorporation thus reads as follows:

*"When new shares are issued, a start date for profit participation may be determined in deviation from section 60 (1) German Stock Corporation Act (AktG). The form of the shares, dividend warrants and renewal coupons shall be determined by the Administrative Board. The shareholders' right to demand certification of the shares is excluded in its entirety."*

# Annexes

## Information on the candidate proposed for election to the Administrative Board under agenda item 6

**Dr. jur. Christian Klein-Wiele, Dipl.-Kfm.**  
Pliezhausen, Germany

### Personal details:

Date of birth: February 27, 1985  
Nationality: German  
Profession: Lawyer and partner of the law firm Hennerkes, Kirchdörfer & Lorz Rechtsanwälte Steuerberater Partnerschaft mbB

### Education/training:

**2005 - 2009** Studied Business Administration at the University of Tübingen (internship abroad at KPMG LLC in the USA)  
**2006 - 2012** Studied Law at the University of Tübingen  
**2012 - 2014** Legal clerkship  
**2014 - 2016** Doctorate, degree: Dr. jur.

### Professional experience:

**2008 - 2012** Worked for the Chair of International Accounting and Auditing at the University of Tübingen  
**2014 - 2020** Lawyer at the law firm Hennerkes, Kirchdörfer & Lorz, Rechtsanwälte Steuerberater Partnerschaft mbB, Stuttgart  
**Since 2020** Lawyer and partner at the law firm Hennerkes, Kirchdörfer & Lorz Rechtsanwälte Steuerberater Partnerschaft mbB, Stuttgart

### Expertise/skills:

Conceptual consulting and strategy for family-owned businesses, law (especially commercial law, stock corporation law, capital markets law, corporate law, and tax law), international accounting, business valuation, corporate finance, taxes, compliance, mergers and acquisitions

### Seats on other statutory supervisory boards in Germany:

None

### Seats on comparable supervisory committees of business enterprises in Germany or abroad:

None

### Other significant activities:

Lecturer at Zeppelin University in Friedrichshafen

**Report of the Administrative Board in accordance with article 5 SE-Reg, section 203 (2) AktG in conjunction with section 186 (4), sentence 2 of the German Stock Corporation Act ("Aktengesetz" – AktG) regarding agenda item 8 on the reasons for the exclusion of subscription rights**

The Administrative Board of GFT Technologies SE hereby submits the following report pursuant to article 5 SE-Reg, section 203 (2) AktG in conjunction with section 186 (4), sentence 2 AktG regarding agenda item 8 on the reasons for the exclusion of subscription rights:

The authorization proposed under agenda item 8 to issue new shares within the scope of Authorized Capital provides for several categories of cases in which shareholders' statutory subscription rights may be excluded.

It should be possible to exclude subscription rights to the extent necessary for fractional amounts resulting from the subscription ratio. Such a reasonable exclusion of subscription rights for potential fractional amounts in line with market practice serves to enable the authorization to be utilized in whole amounts, thereby ensuring easier settlement. As the exclusion is limited to fractional amounts, the possible dilutive effect is generally minimal.

Moreover, it should be possible to exclude subscription rights in the event of capital increases in return for contributions in kind for the (also indirect) acquisition of companies, parts of companies, investments in companies, or other assets in connection with the aforementioned corporate acquisitions (e.g., shareholder loans from the selling company to the target company) (even if a purchase price component is paid in cash in addition to the shares).

This is intended to provide the Company with the necessary flexibility to quickly and flexibly take advantage of opportunities to acquire companies, parts of companies, investments in companies, or other assets in connection with the aforementioned corporate acquisitions (e.g., shareholder loans from the selling company to the target company). GFT Technologies SE operates in a global competitive environment and must therefore also be able at all times to act quickly and flexibly in national and international markets and in the interests of its shareholders. This includes the ability to acquire companies or equity interests to improve its competitive position and to pay for these, in whole or in part, with shares.

The acquisition of companies or equity interests is often effected by means of cash consideration. However, practice shows that the owners of attractive acquisition targets often demand (partial) consideration in the form of shares. Buyers who can offer shares thus have a competitive advantage in the acquisition. The ability to use treasury shares as an acquisition currency gives the Company the necessary flexibility to quickly and flexibly capitalize on acquisition opportunities as they arise, thereby strengthening its competitive position. Moreover, the use of shares as an acquisition currency offers a liquidity-friendly alternative to cash payments. For such measures, it must be possible to exclude subscription rights.

As corporate acquisitions generally have to be executed within a tight time schedule, the Administrative Board must be able to quickly access Authorized Capital. The dilution resulting from the exclusion of subscription rights is offset by the fact that the expansion of business through equity strengthening is financed by third parties, and the existing shareholders participate in corporate growth that they would otherwise have to finance from their own resources if subscription rights were granted – albeit with a lower ownership and voting stake than before. As the Company is listed on the stock exchange, every shareholder also has the fundamental opportunity to increase their ownership stake by purchasing additional shares.

Should opportunities to acquire attractive targets arise, the Administrative Board will carefully consider whether to exercise the authorization to increase capital with the exclusion of subscription rights. It will do so only if the acquisition in exchange for the issuance of shares is in the best interests of the Company. When determining the valuation ratios, the Administrative Board will ensure that the interests of the shareholders are adequately safeguarded. As a rule, the Administrative Board will base its assessment of the value of the shares issued as consideration on the market price of GFT Technologies SE shares. However, a schematic link to the stock exchange price is not intended, not least to avoid jeopardizing negotiation results already achieved due to fluctuations in the stock exchange price.

Moreover, it should be possible to exclude subscription rights in the case of capital increases in return for cash contributions if the existing share capital is increased by no more than 10%. This is intended to enable the Administrative Board to respond quickly to imminent funding needs and implement strategic decisions. This possibility of excluding subscription rights, which is expressly provided for by law, enables management to take advantage of favorable stock exchange conditions at short notice and, through market-oriented pricing, achieve the highest possible offering price and thus strengthen the equity base to the greatest extent possible. Should management exercise this option to increase capital, it will limit any discount on the offering price relative to the market price so that the latter is not significantly undercut. Experience shows that such a capital increase leads to a higher inflow of funds than a comparable capital increase with shareholders' subscription rights, due to the ability to act more quickly. As the new shares are issued at a price close to the market price, each shareholder can purchase shares on the market under approximately the same conditions to maintain their ownership stake.

Subscription rights may also be excluded if shares are issued to the Managing Directors of the Company, members of the executive body of an affiliated company, or employees of the Company and its affiliated companies. The participation of this group of individuals may be of significant importance for their commitment to the Company and the Group. As shareholders, these individuals have a potentially greater interest in the business success of the enterprise, which can promote an entrepreneurial mindset. The issuance of shares may also help to foster their long-term commitment to the enterprise

and their identification with it. When determining the issue price, a customary discount for such share ownership or other share-based programs may be applied. This authorization to exclude subscription rights is limited to up to 5% of the Company's share capital.

In order to protect shareholders not only economically but also in terms of their percentage shareholding from significant dilution without the need for a further resolution of the Annual General Meeting, the total number of shares issued under Authorized Capital 2026 with the exclusion of shareholders' subscription rights, in addition to the percentage limits already provided for individual groups of exclusions of subscription rights, and taking into account other shares of the Company sold or issued during the term of Authorized Capital 2026 with the exclusion of subscription rights, or that are to be issued pursuant to bonds issued after June 25, 2026, shall not exceed a notional proportion of 20% of share capital, neither at the time this authorization takes effect nor at the time it is exercised.

The Administrative Board will carefully examine in each individual case whether to make use of the authorization to increase capital and exclude subscription rights. It will only exclude subscription rights if the circumstances described in abstract terms in this report are present and the exclusion of subscription rights is in the best interests of the Company in the specific case. The Administrative Board will also assess on a case-by-case basis whether the exclusion of subscription rights is necessary, appropriate, reasonable, and in the best interests of the Company. There are currently no specific plans to utilize the new Authorized Capital. The Administrative Board will report on the details of any utilization of Authorized Capital with the exclusion of subscription rights at the Annual General Meeting following such utilization.

The Administrative Board of GFT Technologies SE

# I. Requirements for Exercising Shareholders' Rights in Connection with the Virtual Annual General Meeting, in Particular Voting Rights

## a. Holding a virtual general meeting

In accordance with section 118a (1) AktG in conjunction with Article 20 (6) of the Articles of Incorporation, the Administrative Board of the Company has decided to hold the Company's Annual General Meeting as a virtual general meeting. The right of shareholders and their proxies (with the exception of the proxies appointed by the Company) to physically attend the Annual General Meeting is thus excluded.

The entire Annual General Meeting will be broadcast completely in sound and vision on the AGM portal, which will be accessible to duly registered shareholders or their proxies via [www.gft.com/agm](http://www.gft.com/agm). Shareholders and their proxies can also exercise their voting rights and other rights via the AGM portal.

All of the Company's Managing Directors and Administrative Board members intend to participate in the Annual General Meeting throughout its entire duration.

## b. Registration

Only those shareholders who register with the Company prior to the Annual General Meeting are entitled to participate in the Annual General Meeting by means of electronic connection and, in particular, to exercise their voting rights. The registration must be made in German or English.

In order to participate in the Annual General Meeting by means of electronic connection, shareholders must provide the Company with proof of their entitlement to exercise voting rights (see Article 21 (2) of the Articles of Incorporation). Either a certificate of share ownership issued by the custodian bank in written or text form (section 126b of the German Civil Code ("Bürgerliches Gesetzbuch" – BGB)) and in German or English, or a certificate pursuant to section 67c (3) AktG (in each case "proof of entitlement") is required as evidence.

The proof of entitlement must refer to the close of business of the 22nd day prior to the Annual General Meeting, i.e., to June 3, 2026, 24:00 hours (CEST) ("record date").

The registration and proof of entitlement must be received by the Company no later than June 18, 2026, 24:00 hours (CEST), either in written or text form (section 126b BGB) at one of the following addresses (by post or by e-mail):

GFT Technologies SE  
c/o meet2vote AG  
Marienplatz 1  
84347 Pfarrkirchen  
Germany  
E-mail: [gft@meet2vote.de](mailto:gft@meet2vote.de)

## c. Relevance of the record date

In relation to the Company, for participation in the Annual General Meeting or the exercise of voting rights, only those who have provided proof of entitlement shall be deemed to be shareholders. This means that shareholders who acquired their shares after the record date can neither participate in the Annual General Meeting nor exercise voting rights at the Annual General Meeting. The record date has no effect on the saleability of shares. Shareholders who sell their shares after the record date are therefore still entitled in relation to the Company to participate in the Annual General Meeting and to exercise their voting rights, provided they register in good time and submit proof of entitlement. The record date is irrelevant for the dividend entitlement.

## d. Ticket and AGM portal

If the Company receives the registration and proof of entitlement in due time, shareholders will be sent a ticket for the Annual General Meeting. The ticket contains the necessary access data to the AGM portal: access code and password.

The AGM portal is expected to be accessible from June 4, 2026.

## e. Voting by electronic postal vote

Shareholders may exercise their voting rights by means of electronic communication (electronic postal vote). Only those shareholders who are duly registered and have provided correct proof of entitlement no later

than 24:00 hours (CEST) on June 18, 2026 (as stated above under item l. b)) are entitled to exercise their voting rights as shareholders via electronic postal vote – either themselves or by proxy. The shareholding as of the record date shall be decisive for voting rights exercised by electronic postal vote.

Voting by electronic postal vote is only possible via the AGM portal.

Postal votes can be cast, changed or revoked in the AGM portal starting June 4, 2026. This option is available until the chairperson of the meeting closes voting in the Annual General Meeting.

Postal votes cast on agenda item 2 of this invitation shall also apply in the event of an adjustment to the proposed appropriation of profit due to a change in the number of shares entitled to dividends.

#### **f. Voting by proxy**

Shareholders who have registered in due time and provided proof of entitlement may also have their voting rights exercised by proxy, e.g., by an intermediary, a shareholders' association, or another person of their choice.

The granting of power of attorney to intermediaries, shareholders' associations, or equivalent persons or institutions pursuant to section 135 AktG, as well as the revocation thereof and proof of such authorization or revocation vis-à-vis the Company, shall be governed by the statutory provisions, in particular section 135 AktG.

If neither an intermediary nor a shareholders' association or an equivalent person or institution pursuant to section 135 AktG is authorized, the granting of the power of attorney, its revocation and proof of authorization vis-à-vis the Company must be made in text form (section 126b BGB). Power of attorney may be granted either by declaration to the Company or by declaration to the person to be authorized. If the declaration is made to the proxy, proof of granting power of attorney must be provided to the Company in text form. The tickets contain a form that can be used to grant power of attorney.

With regard to the exercise of voting rights, shareholders and/or their proxies may notify the Company of the power of attorney or proof of its granting via the AGM portal starting on June 4, 2026, until the chairperson of the meeting closes voting at the Annual General Meeting.

Shareholders and/or their proxies may also submit the power of attorney or proof of its granting to the Company in text form until June 24, 2026, 24:00 hours (CEST) at one of the following addresses (by post or by e-mail):

GFT Technologies SE  
c/o meet2vote AG  
Marienplatz 1  
84347 Pfarrkirchen  
Germany  
E-mail: [gft@meet2vote.de](mailto:gft@meet2vote.de).

Proxies must be provided with the corresponding access data in order to use the password-protected AGM portal. The Company will send proxies their own access data either by post or by e-mail, as determined by the person granting the power of attorney. Proxies shall exercise voting rights via electronic postal vote in accordance with the procedure described in section l. e) or by granting power of attorney to the Company proxies in accordance with the procedure described in section l. g).

#### **g. Company proxies**

The Company offers shareholders the possibility to grant power of attorney to proxies appointed by the Company. This also requires timely registration and proof of entitlement. In addition to power of attorney, the proxies must also be given instructions on how to exercise the voting right. Proxies are obliged to vote in accordance with these instructions. Proxies appointed by the Company may not exercise voting rights at their own discretion. The granting of power of attorney to these proxies, their revocation as well as the proof of granting power of attorney may be submitted in text form, or, starting June 4, 2026, via the AGM portal, prior to the Annual General Meeting. Shareholders not submitting their power of attorney via the AGM portal are requested to use the corresponding form printed on the ticket for granting power of attorney and issuing instructions to the proxies nominated by the Company.

Powers of attorney and instructions issued to proxies appointed by the Company via the AGM portal must be issued no later than the time at which the chairperson of the meeting closes voting at the Annual General Meeting. Until this time, it is also possible to revoke a power of attorney granted to proxies appointed by the Company or to change instructions issued via the AGM portal.

Powers of attorney and instructions for the proxies appointed by the Company not submitted via the AGM portal are to be submitted in text form to one of the following addresses (by post or by e-mail) no later than June 24, 2026, 24:00 hours (CEST):

GFT Technologies SE  
c/o meet2vote AG  
Marienplatz 1  
84347 Pfarrkirchen  
Germany  
E-mail: [gft@meet2vote.de](mailto:gft@meet2vote.de).

Instructions to the proxies regarding agenda item 2 of this invitation shall also apply in the event of an adjustment to the proposed appropriation of profit due to a change in the number of shares entitled to dividends.

**h. Transmission of information through intermediaries via SWIFT**

Registration for the Annual General Meeting and proof of share ownership (as described above in section I.b), the granting of proxies and instructions to the proxies appointed by the Company, the authorization of third parties, and any amendments or revocations thereof (as described above in section I.f) and g)) may, in accordance with section 67c AktG, generally also be transmitted to the Company through intermediaries either via one of the contact options described above in the respective section or via the following SWIFT address (receipt by the Company being decisive). Authorized SWIFT participants should use

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Instructions via SWIFT are only possible in accordance with ISO 20022; authorization via the SWIFT Relationship Management Application (RMA) is required.

Registration for the Annual General Meeting and proof of share ownership must be received by the Company via SWIFT no later than by the end of the last registration day, i.e., by June 18, 2026, 24:00 hours (CEST) (SWIFT Enrolment Market Deadline).

The granting, amendments or revocation of proxies and instructions to the proxies appointed by the Company must be received by the Company via SWIFT no later than by June 24, 2026, 12:00 hours (CEST) (SWIFT Vote Market Deadline).

## II. Motions, Nominations, Submission of Statements, Right to Speak, and Right to Request Information

### a. Requests for additions to the agenda at the request of a minority pursuant to article 56 SE-Reg, section 50 (2) SEAG, section 122 (2) AktG

Shareholders whose shares together amount to 5% of share capital or the prorated amount of €500,000.00 (corresponding to 500,000 GFT shares) may request that items be added to the agenda and published. This quorum is required for requests for additions to the agenda by shareholders of a European Company (SE) in accordance with article 56 sentence 3 SE-Reg in conjunction with section 50 (2) SEAG.

Each new item must be accompanied by a statement of reasons or a draft resolution. Requests for additions must be received by the Company in writing at least 30 days prior to the Annual General Meeting (not counting the day of receipt and the day of the Annual General Meeting), i.e., by **May 25, 2026, 24:00 hours (CEST)** at the latest. Requests for additions received after this deadline will not be considered. Shareholders are requested to submit such requests for additions to the following address:

GFT Technologies SE  
Rechtsabteilung  
Schelmenwasenstraße 34  
70567 Stuttgart  
Germany

### b. Countermotions and election nominations pursuant to sections 126 (1), 127 AktG

Each shareholder is also entitled to submit countermotions to proposals of the Administrative Board on specific items of the agenda as well as nominations for election. Countermotions and election nominations by shareholders for the Annual General Meeting must be submitted exclusively to the following address (by post or by e-mail)

GFT Technologies SE  
Rechtsabteilung  
Schelmenwasenstraße 34  
70567 Stuttgart  
Germany  
E-mail: [hauptversammlung@gft.com](mailto:hauptversammlung@gft.com)

or, under the conditions of section 67c AktG, by transmission through intermediaries. Countermotions and/or election nominations addressed in any other way do not have to be made accessible.

Countermotions and election nominations from shareholders received by the Company at the above address at least 14 days prior to the Annual General Meeting (not including the day of receipt and the day of the Annual General Meeting), i.e., by **June 10, 2026, 24:00 hours (CEST)**, will be made accessible without undue delay on the website [www.gft.com/agm](http://www.gft.com/agm), including the name of the shareholder, the grounds to be made available and any statement by the management.

The Company may refrain from making a countermotion and its grounds, if any, as well as an election nomination accessible if the exclusion criteria of section 126 (2) AktG are met. The grounds for exclusion are set out in the document "Shareholders' rights" on the Company's website at [www.gft.com/agm](http://www.gft.com/agm). Moreover, a nomination does not have to be made accessible if it does not contain the name, profession, and place of residence of the person proposed for election. In the case of auditing companies, the name, profession, and place of residence must be replaced by the Company name and registered office.

Nominations for the election of members of the Administrative Board need not be made accessible if they are not accompanied by information on the proposed candidate's memberships in other statutory supervisory boards within the meaning of section 125 (1) sentence 5 AktG.

In accordance with section 126 (4) AktG, countermotions and election nominations which are to be made accessible shall be deemed to have been made at the time they are made accessible. Shareholders who have duly registered for the Annual General Meeting may exercise their voting rights in respect of these motions. If the shareholder proposing the motion or the election nomination has not duly registered for the Annual General Meeting, the countermotion or election nomination need not be dealt with at the Annual General Meeting.

Countermotions and election nominations as well as other motions may also be made during the Annual General Meeting as part of an address.

**c. Right to submit statements pursuant to section 130a (1) to (4) AktG**

Shareholders who have duly registered for the Annual General Meeting, or their proxies, have the right to submit statements on items on the agenda no later than five days before the Annual General Meeting, not counting the day of receipt and the day of the Annual General Meeting, i.e., by **June 19, 2026, 24:00 hours (CEST)**.

Submissions must be made in text form in the German language as a PDF file with a maximum file size of 1 GB via the AGM portal. Statements may not exceed 15,000 characters (including spaces). The Company will make the statements accessible via the website [www.gft.com/agm](http://www.gft.com/agm) in the AGM portal no later than four days before the meeting, i.e., by **June 20, 2026, 24:00 hours (CEST)**, stating the name of the shareholder submitting the statement.

Statements will not be made accessible if they are not composed in the German language, if they exceed 15,000 characters (including spaces) or if they are not submitted as a PDF file with a maximum file size of 1 GB. Furthermore, they will not be made accessible under the conditions of section 130a (3) sentence 4 AktG in conjunction with section 126 (2) sentence 1 number 1, number 3 or number 6 AktG, insofar as the Administrative Board would make itself liable to prosecution by making it accessible, if they contain offensive, obviously false or misleading content, or if the shareholder indicates that he/she will not attend the Annual General Meeting by electronic means and will not be represented by a proxy.

Motions and election nominations, questions and objections to resolutions of the Annual General Meeting in the context of statements submitted in text form shall not be considered at the Annual General Meeting. Questions may only be asked at the Annual General Meeting in the context of the right to speak (cf. the following section "Right to speak and to request information"). Countermotions and election nominations may only be made via the channels described separately in this convocation (cf. the sections "Countermotions and election nominations" and "Right to speak and right to request information").

**d. Right to speak and right to request information pursuant to section 130a (5) and 6 AktG and section 131 (1) AktG**

Shareholders or their proxies who are electronically connected to the Annual General Meeting have the right to speak at the Annual General Meeting, which is exercised by means of video communication. Motions and election nominations pursuant to section 118a (1) sentence 2 number 3 AktG and all types of requests for information pursuant to section 131 AktG may be part of such an address.

According to section 131 (1) AktG, information may be requested about the Company's affairs, provided that the information is necessary for the proper evaluation of an item on the agenda and that there is no right to refuse the disclosure of such information. The duty to disclose information also extends to the Company's legal and business relations with its affiliated companies. Furthermore, the duty to disclose information also relates to the position of the Group and the companies included in the Consolidated Financial Statements.

It is intended that the chairperson of the meeting will stipulate that the right to information pursuant to section 131 (1) AktG may only be exercised at the Annual General Meeting by means of video communication, i.e., as part of exercising the right to speak. In this case, such requests for information cannot be made by other means.

Section 131 (4) sentence 1 AktG stipulates that where information has been provided to a shareholder because of their capacity as such, and this was done outside the Annual General Meeting, this information is to be provided to every other shareholder or their proxies at their request at the Annual General Meeting, even if such information is not required in order to properly assess the item of business set out in the agenda. The Administrative Board has determined that this right to information pursuant to section 131 (4) sentence 1 AktG may also only be exercised at the Annual General Meeting by means of video communication, i.e., as part of exercising the right to speak. It is intended that the chairperson of the meeting will confirm this stipulation at the Annual General Meeting.

According to Article 22 (1) sentence 3 of the Company's Articles of Incorporation, the chairperson of the meeting is entitled to impose reasonable time limits on the shareholders' right to speak and to request information. In particular, the chairperson is entitled, at the beginning or during the Annual General Meeting, to set a reasonable time frame for the entire course of the Annual General Meeting, for the discussion of the individual agenda items and for individual shareholder addresses.

The entire Annual General Meeting, including the video communication, will be conducted via the AGM portal using a system provided by our service provider. To join the meeting, shareholders or their proxies will need either a non-mobile device (PC, notebook, laptop) or a mobile device (e.g., smartphone or tablet) with one of the following browsers installed in its latest version: Microsoft Edge, Google Chrome, Mozilla Firefox, or Safari. JavaScript must also be enabled. The use of other current browsers with the security settings recommended by the manufacturer is possible but has not been tested.

To speak during the meeting, your device must have a camera and microphone that can be accessed by the browser. No additional installation of software components or apps on your device is required. Please ensure that you have a good and stable internet connection on your computer or mobile device and are using an up-to-date version of your browser. Those who have registered to speak via the virtual speaker's podium will be granted access to speak in the AGM portal.

From approximately one hour before the beginning of the Annual General Meeting, shareholders or their proxies can register to speak via the AGM portal. Before an address or a request for information is admitted, the video communication between the shareholder and the Company is checked to ensure that it is functioning properly. For this purpose, the shareholder will be directed to a virtual waiting room. The main meeting can be followed in parallel via stream. From the virtual waiting room, the shareholder is connected live to the Annual General Meeting in order to speak or request information. The Company reserves the right to reject addresses or requests for information if the functionality of the video communication is not ensured.

**e. Declaration of objections to resolutions of the Annual General Meeting**

Shareholders or their proxies who have duly registered and are electronically connected to the Annual General Meeting have the right to object to resolutions of the Annual General Meeting by means of electronic communication. Such an objection may be declared from the beginning to the end of the Annual General Meeting via the AGM portal at [www.gft.com/agm](http://www.gft.com/agm).

**f. Information pursuant to section 124a AktG and further explanations on the Company's website**

This convocation of the Annual General Meeting, the documents to be made available to the Annual General Meeting, including the information required pursuant to section 124a AktG as well as further explanations on the rights of shareholders are available on the Company's website at [www.gft.com/agm](http://www.gft.com/agm) as of the date on which the Annual General Meeting is convened.

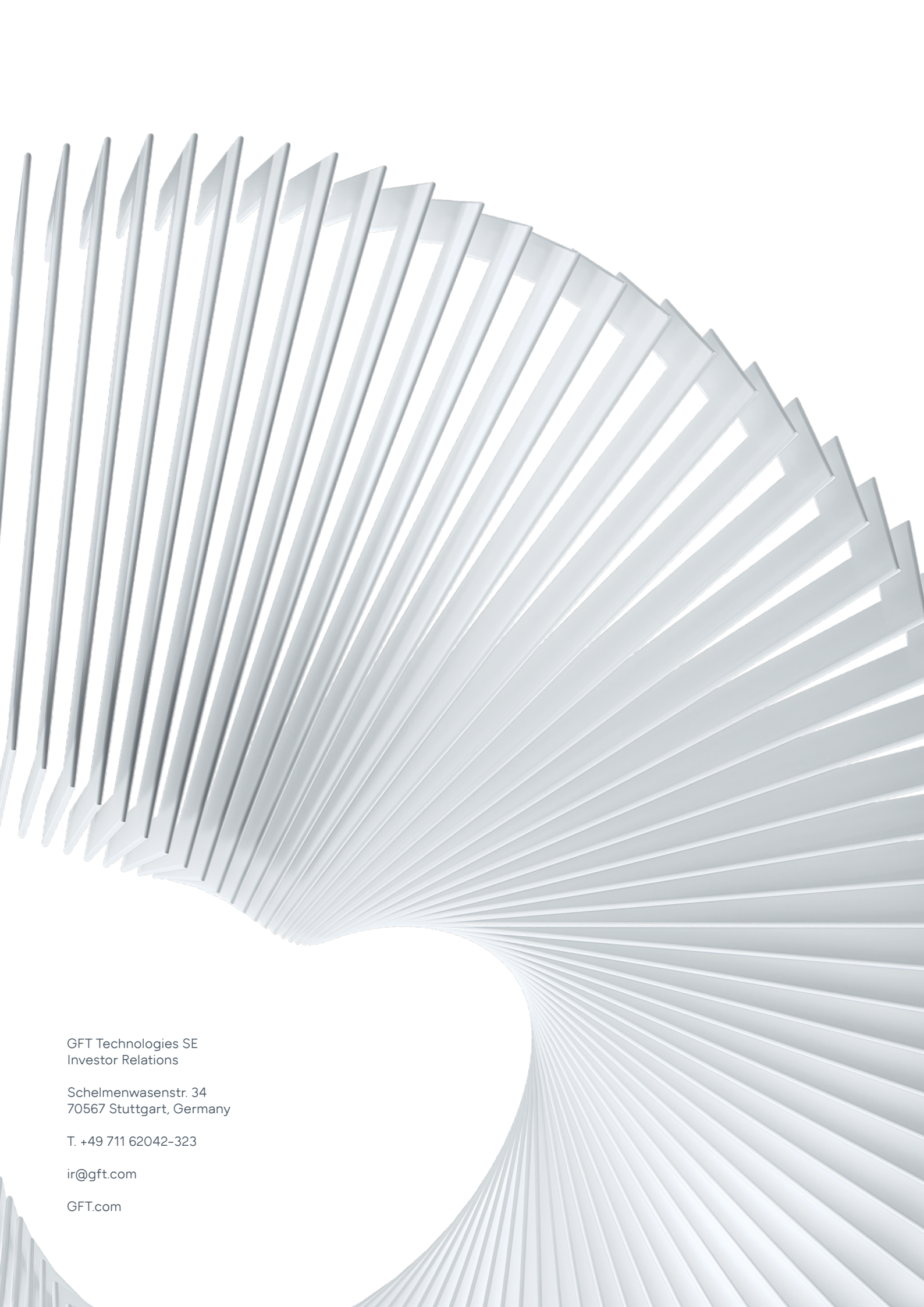
### III.

# Shares and voting rights

At the time of convening the Annual General Meeting, the Company's share capital amounts to €26,325,946.00 and is divided into 26,325,946 no-par bearer shares (shares with no par value). Each no-par share of the Company entitles the holder to one vote (Article 23 (1) of the Articles of Incorporation). At the time of convening the Annual General Meeting, the total number of voting rights amounts to 26,325,946. At the time of convening the Annual General Meeting, treasury shares account for 761,138 of the total 26,325,946 shares. The Company has no rights from these treasury shares.

Stuttgart, May 2026

GFT Technologies SE  
The Administrative Board



GFT Technologies SE  
Investor Relations

Schelmenwasenstr. 34  
70567 Stuttgart, Germany

T. +49 711 62042-323

[ir@gft.com](mailto:ir@gft.com)

[GFT.com](http://GFT.com)