GFT

Invitation to the virtual Annual General Meeting 2025

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GFT Technologies SE
Stuttgart

Securities Identification Number (‘Wertpapierkennnummer’ – WKN) 580060
ISIN DE0005800601

Dear shareholders,

we hereby invite you to the

Annual General Meeting
of GFT Technologies SE,

to be held on

Thursday, 5 June 2025, from 10:00 hours (CEST).

The Annual General Meeting shall be held on the basis of section 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)[1] **without the physical presence of shareholders[2] 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 in the shareholder portal, which is accessible via the corporate website at **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 in the shareholder portal.

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

[1] 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 8 October 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).

[2] 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 31 December 2024, 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 31 December 2024

The aforementioned documents are published online at www.gft.com/agm. They will also be ac-cessible 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 31 December 2024 of GFT Technologies SE and the consolidated financial statements as of 31 December 2024 of GFT Technologies SE, as prepared by the Managing Directors, on 27 March 2025. 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 2024

The Administrative Board proposes that the distributable profit for the financial year 2024 of €44,955,109.77, 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 26,325,946):	€ 13,162,973.00
Transfer to retained earnings:	€ 0.00
Profit carried forward to the next year:	€ 31,792,136.77
Distributable profit:	**€ 44,955,109.77**

The proposal for the appropriation of distributable profit is based on the no-par shares entitled to dividend for the past financial year 2024 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 2024. The amount attributable to no-par shares not entitled to dividend will be carried forward to the next year.

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 11 June 2025.

03.

Resolution on the approval of the acts of the Managing Directors of GFT Technologies SE for the financial year 2024

The Administrative Board proposes that the acts of the Managing Directors of GFT Technologies SE in office during the financial year 2024 be approved for that financial year. The Managing Directors are:

a. Marika Lulay

b. Jens-Thorsten Rauer

c. Dr Jochen Ruetz

d. Marco Santos (as of 1 July 2024)

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 2024

The Administrative Board proposes that the acts of the members of the Administrative Board of GFT Technologies SE in office during the financial year 2024 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. Marika Lulay (until the end of the Annual General Meeting on 20 June 2024)

f. Dr Jochen Ruetz

g. Marco Santos (as of the end of the Annual General Meeting on 20 June 2024)

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 2025, as well as the auditor for the review of the half-year financial report 2025 and also the auditor for the sustainability report

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 2025, as well 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 2025.

The Audit Committee declared that its recommendation is free from improper 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 report

Based on the recommendation of its Audit Committee, the Administrative Board proposes to appoint Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich, as the auditor of the sustainability report for the financial year 2025. The appointment is made as a precautionary measure in light of Directive (EU) 2022/2464 of the European Parliament and of the Council of 14 December 2022 amending Regulation (EU) Number 537/2014 and Directive 2004/109/EC, Directive 2006/43/EC and Directive 2013/34/EU, as regards corporate sustainability reporting, 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 section 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.

As part of its annual review of the composition of the Administrative Board, the latter came to the conclusion that it wanted to further expand the existing expertise of its members. With this in mind, the Administrative Board proposes that Frank Riemensperger, founder and Managing Director of 440.digital GmbH, as well as former Chairman of the Management Board of Accenture Germany and former member of the Global Leadership Council, then Global Management Committee of the worldwide Accenture Group, be elected as an additional member of the Administrative Board.

The Administrative Board proposes,

a. to determine that, in accordance with section 6 (1) of the Articles of Incorporation of GFT Technologies SE, the Administrative Board shall comprise eight Administrative Board members;

b. **Frank Riemensperger,** residing in Dietzenbach, founder and Managing Director of 440.digital GmbH, 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 fifth financial year after the beginning of the term of office, not including the financial year in which the term of office begins, but no longer than for six years.

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 2024, which is included in the Annual Report 2024.

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 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 2024 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**.

08.

Resolution on the remuneration system for the Administrative Board and on the remuneration for members of the Administrative Board

According to section 38 (1) SEAG in conjunction with section 113 (3) AktG, a resolution on remuneration for the members of the Administrative Board is to be adopted at least every four years. The last resolution was adopted by the Annual General Meeting on 22 June 2023.

In accordance with section 15 of the Articles of Incorporation of GFT Technologies SE, remuneration for the members of the Administrative Board is to be set by a resolution of the Annual General Meeting.

Section 15 of the Articles of Incorporation of GFT Technologies SE states the following:

'Remuneration of the Administrative Board

(1) The members of the Administrative Board shall receive a remuneration to be approved by the General Meeting. The General Meeting may decide on a higher remuneration for the Chairperson of the Administrative Board and the Deputy Chairperson. The General Meeting may also approve separate remuneration for the work of members of the Administrative Board on committees. The remuneration is payable after the end of each financial year.

(2) Members of the Administrative Board who have only belonged to the Administrative Board for part of the financial year shall receive one twelfth of the remuneration for each month or part thereof of their membership. This applies mutatis mutandis to any remuneration for work on a committee of the Administrative Board.

(3) The members of the Administrative Board shall be reimbursed for all out-of-pocket expenses as well as for any value added tax payable on any remuneration and expenses granted to them.

(4) The company may, at its own expense, insure the members of the Administrative Board against civil and criminal claims, including the costs of legal defence in connection with the performance of their mandates, and take out appropriate legal protection and financial loss liability insurance (D&O insurance).'

On 22 June 2023, the Annual General Meeting of GFT Technologies SE resolved that the members of the Administrative Board of GFT Technologies SE were to receive annual remuneration of €50,000.00, in addition to the reimbursement of their out-of-pocket expenses and of any value added tax payable on their remuneration and expenses. The Chairman of the Administrative Board receives remuneration of €200,000.00, the Deputy Chairman of the Administrative Board receives remuneration of €75,000.00.

Each member of the Audit Committee receives an additional attendance fee of €4,000.00 for each meeting of the Audit Committee which the member attends. The Chairman of the Audit Committee instead receives €8,000.00 for each meeting of the Audit Committee he attends. Those members of the Administrative Board – including the Chairman and Deputy Chairman – who are appointed as Managing Directors of the company do not receive any remuneration for their office as Administrative Board members, insofar as they receive remuneration for their services as Managing Directors.

The above remuneration regulation came into effect retroactively as of 1 January 2023 and applied for the first time for the full financial year 2023. It also applies in the financial years following the financial year 2023, unless the Annual General Meeting resolves otherwise.

The Administrative Board has reviewed the structure and amount of the remuneration of its members, taking into account not only the responsibilities and skills but also market practice by means of a horizontal remuneration comparison. Especially in view of the further expansion of the tasks and responsibilities of Administrative Board members in recent years and the resulting significant increase in the time commitment, the Administrative Board has come to the conclusion that remuneration for its members shall be increased appropriately. In addition to the reimbursement of their expenses and any value added tax to be paid on their remuneration and expenses, the members of the Administrative Board of GFT Technologies SE shall receive an annual remuneration of €65,000.00 with retroactive effect from 1 January 2025. With retroactive effect from 1 January 2025, the Chairman of Administrative Board shall receive remuneration of €260,000.00, and the Deputy Chairman of the Administrative Board shall receive remuneration of €97,500.00. The attendance fee for members of the Audit Committee shall remain unchanged.

With this in mind, the Administrative Board proposes that the adjusted remuneration system for the members of the Administrative Board, which is accessible via the corporate website at **www.gft.com/agm** in accordance with section 124a sentence 1 number 4 AktG, as well as – on the basis of the unchanged regulation on remuneration in section 15 of the Articles of Incorporation of GFT Technologies SE – the following remuneration regulation for the members of the Administrative Board be adopted:

> In addition to the reimbursement of their out-of-pocket expenses and any value added tax payable on their remuneration and expenses, the members of the Administrative Board of GFT Technologies SE shall receive annual remuneration of €65,000.00. The Chairman of the Administrative Board shall receive remuneration of €260,000.00 and the Deputy Chairman of the Administrative Board shall receive remuneration of €97,500.00. Each member of the Audit Committee shall receive an additional attendance fee of €4,000.00 for each meeting of the Audit Committee which the member attends. The Chairman of the Audit Committee shall instead receive €8,000.00 for each meeting of the Audit Committee which he attends. Those members of the Administrative Board – including the Chairman and Deputy Chairman – who are appointed as Managing Directors of the company shall not receive any remuneration for their office as Administrative Board members, insofar as they receive remuneration for their services as Managing Directors
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> The above remuneration regulation for the Administrative Board comes into effect retroactively as of 1 January 2025 and applies for the first time for the full, current financial year 2025. It also applies in the financial years following the financial year 2025, unless the Annual General Meeting resolves otherwise. Upon entry into force of this remuneration regulation, the remuneration regulation for the members of the Administrative Board adopted by the Annual General Meeting on 22 June 2023 shall cease to apply.

09.

Resolution on the authorisation to acquire and use treasury shares as well as to exclude subscription rights

The authorisation granted to the company by the Annual General Meeting on 24 June 2020 in accordance with section 71 (1) number 8 AktG to acquire treasury shares is limited until 23 June 2025. A new authorisation shall be created for the period from 24 June 2025 up to and including 4 June 2030, in other words for a further five years. No significant changes are planned to the content of the authorisation of 24 June 2020.

The Administrative Board therefore proposes that the following resolution be adopted:

a) The company shall be authorised to acquire treasury shares up to a total of 10% of the share capital existing at the time of the resolution or – if this amount is lower – at the time the authorisation is exercised. The authorisation can be exercised in whole or in partial amounts, once or several times. At no time may the treasury shares acquired under this authorisation, together with other treasury shares that the company has already acquired and still holds or are attributable to it under sections 71a et seq. AktG, account for more than 10% of the respective share capital. The authorisation may not be used for the purpose of trading in treasury shares.

b) The acquisition of treasury shares shall be carried out (i) via the stock exchange or (ii) as part of a public purchase offer by the company to all shareholders. Offers according to (ii) above may also be made by means of an invitation to submit offers. If the shares are purchased via the stock exchange, the purchase price per share (excluding transaction costs) paid by the company must not exceed or fall below the price determined on the trading day by the opening auction in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange by more than 10%. In the event of a public purchase offer, the purchase price offered by the company or the limits of the purchase price range offered per share (excluding transaction costs) may not exceed or fall below the unweighted average closing price of the company's shares in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange on the last three trading days before the date of the Administrative Board's final decision on the offer by more than 10%. In the event of a public invitation to tender, the purchase price per share (excluding transaction costs) paid by the company may not exceed or fall below the unweighted average closing price of the company's shares in Xetra (or a comparable successor system) on the Frankfurt Stock Exchange on the last three trading days prior to the date of acceptance of the offers by more than 10%.

If, after publication of the public purchase offer, the relevant stock exchange price deviates significantly from the purchase price offered or the limits of the purchase price range offered, the offer may be adjusted. In this case, the purchase price offered or the limits of the purchase price range offered per share (excluding transaction costs) may not exceed or fall below the closing price of the company's share in Xetra trading (or a comparable successor system) on the Frankfurt Stock Exchange on the last trading day before the Administrative Board's final decision on the adjustment by more than 10%.

The volume of the offer can be limited. If the total subscription to the offer exceeds the specified volume, acceptance must be based on a quota system. The preferential acceptance of small numbers of shares (up to 100 shares tendered per shareholder) and rounding in accordance with commercial principles to avoid computational fractional shares may be provided for. Any further tendering rights of shareholders are thus excluded. The public offer may stipulate further conditions.

c) The authorisation is granted for any legally permissible purpose, in particular for the following purposes:

- to use treasury shares as an acquisition currency for the company's acquisition of companies or parts of companies;
- to redeem the shares;

- to use the shares for share-based compensation or employee share programmes of the company or its affiliates for individuals who are or were employed by the company or one of its affiliates, as well as for managing directors of the company or members of governing bodies of the company's affiliates. In particular, they may be offered for purchase, granted and transferred to the aforementioned persons, either with or without consideration, provided that an employment relationship or board membership exists at the time of the offer, grant, or transfer;
- to sell the shares under exclusion of shareholders' subscription rights, provided that the requirements of section 186 (3) sentence 4 AktG are met.

d) Any sale of treasury shares must be made via the stock exchange or by means of a public offer addressed to all shareholders.

However, the company is authorised to dispose of the treasury shares in another manner, under exclusion of shareholders' subscription rights, insofar as this is necessary in the interests of the company in order to use the shares as follows:

- to use treasury shares as an acquisition currency for the company's acquisition of companies, parts of companies, or interests in companies or other assets;
- to use the shares for share-based compensation or employee share programmes of the company or its affiliates for individuals who are or were employed by the company or one of its affiliates, as well as for managing directors of the company or members of governing bodies of the company's affiliates. In particular, they may be offered for purchase, granted and transferred to the aforementioned persons, either with or without consideration, provided that an employment relationship or board membership exists at the time of the offer, grant or transfer.

Moreover, the Administrative Board is authorised, under exclusion of shareholders' subscription rights, to dispose of the acquired treasury shares in a way other than via the stock exchange or by way of an offer to all shareholders, provided that the shares issued under exclusion of subscription rights in accordance with section 186 (3) sentence 4 AktG do not exceed a total of 10% of the share capital, neither at the time of this authorisation becoming effective nor at the time of it being exercised, and the selling price is not significantly lower than the stock market price of the company's shares at the time of the sale. This limit shall include those shares that are issued during the term of this authorisation from authorised capital in accordance with section 186 (3) sentence 4 AktG, under exclusion of subscription rights. Shares that have been or are to be issued to service convertible bonds or warrant-linked bonds shall also be included if these bonds are issued during the period of effectiveness of this authorisation in accordance with section 186 (3) sentence 4 AktG.

Authorisations to dispose of treasury shares may be exercised individually or jointly, in whole or in part. If exercised in part, the authorisation may be used multiple times. The authorisation also extends to shares of the company that are already in the possession of the company at the time this authorisation is granted.

e) The Administrative Board is further authorised to redeem treasury shares without any further resolution of the Annual General Meeting. The authorisation to redeem shares may be exercised in whole or in part. If exercised in part, the authorisation may be used multiple times. The authorisation also extends to shares of the company that are already in the possession of the company at the time this authorisation is granted. The cancellation generally results in a capital reduction. In derogation of the above, the Administrative Board may decide not to reduce the share capital but to increase the portion of the remaining shares in the share capital in accordance with section 8 (3) AktG. In this case, the Administrative Board is authorised to adjust the number of shares stated in the Articles of Incorporation.

f) The authorisation shall take effect on 24 June 2025 and shall remain in force until the end of 4 June 2030.

With regard to the acquisition and use of treasury shares proposed under this agenda item, the Administrative Board provides a written report on the reasons for excluding shareholders' subscription rights in the cases specified in the authorisation. The report is available online at **www.gft.com/agm**.

10.

Resolution on the approval of a Control and Profit Transfer Agreement with GFT Deutschland GmbH

GFT Technologies SE as the controlling company and GFT Deutschland GmbH as the dependent company concluded a Control and Profit Transfer Agreement on 25 March 2025. The Control and Profit Transfer Agreement shall only become effective with the approval of the Annual General Meeting of GFT Technologies SE and the shareholders' meeting of GFT Deutschland GmbH, and only when its existence has been entered in the commercial register of GFT Deutschland GmbH.

GFT Technologies SE is the sole shareholder and holds all shares in GFT Deutschland GmbH. For this reason, an audit of the Control and Profit Transfer Agreement by a contract auditor in accordance with section 293b AktG is not required. For the same reason, the Control and Profit Transfer Agreement does not have to provide for either compensation or settlement payments for outside shareholders in accordance with sections 304, 305 AktG.

The Administrative Board proposes that the following resolution be adopted:

The Control and Profit Transfer Agreement of 25 March 2025 between GFT Technologies SE and GFT Deutschland GmbH is to be approved.

The wording of the Control and Profit Transfer Agreement is as follows:

'Control and Profit Transfer Agreement

between

GFT Technologies SE
(HRB 753709, District Court Stuttgart)
Schelmenwasenstraße 34
70567 Stuttgart

– hereinafter also referred to as 'GFT SE' –

and

GFT Deutschland GmbH
(HRB 747196, District Court Stuttgart)
Calwer Straße 33
70173 Stuttgart

– hereinafter also referred to as the 'Subsidiary' –

– hereinafter GFT SE and Subsidiary also referred to as the 'Parties' –

The Parties intend to conclude a Control and Profit Transfer Agreement. Having said this, the Parties agree as follows:

Article 1
Control

(1) The Subsidiary places its management under the control of GFT SE. Accordingly, GFT SE is authorised to issue instructions to the management of the Subsidiary regarding its management.

(2) The Subsidiary is obliged to follow the instructions of GFT SE.

Article 2
Profit transfer

(1) The Subsidiary is obliged to transfer its entire profit to GFT SE for the first time from the beginning of the current financial year at the time of entry of this Agreement in the commercial register of the Subsidiary – subject to the formation or dissolution of reserves in accordance with section 2. The maximum amount to be transferred is that permitted under section 301 AktG (as amended). Also in all other respects, the provisions of section 301 AktG (as amended) shall apply.

(2) The Subsidiary may, with the consent of GFT SE, transfer appropriate amounts from net income to retained earnings to the extent permitted by commercial law and economically justified on the basis of a reasonable commercial assessment. During the term of this Agreement, amounts are to be withdrawn from other retained earnings formed in accordance with section 272 (3) HGB and transferred as profit at the request of GFT SE.

The transfer of amounts from the dissolution of free, pre-contractual reserves and pre-contractual profit carryforwards is excluded. The same applies to capital reserves, regardless of whether they were formed before or after this Agreement came into force.

(3) Insofar as the Agreement is not terminated before the end of the Subsidiary's financial year, the claim for transfer of profits shall arise at the end of the Subsidiary's financial year. It shall be due with the value date at this time.

Article 3
Loss assumption

The provisions of section 302 AktG, as amended, shall apply accordingly.

Article 4
Effective date and term

(1) The Agreement is concluded subject to the approval of the Annual General Meeting of GFT SE and the shareholders' meeting of the Subsidiary. It shall take effect upon entry in the commercial register of the Subsidiary and shall apply (with the exception of the provisions on control pursuant to Article 1 of this Agreement) retroactively from the beginning of the current financial year of the Subsidiary at the time of entry of this Agreement in the commercial register. The entry of this Agreement in the commercial register shall be effected without undue delay after the required approval resolutions have been adopted.

(2) The Agreement is concluded for an indefinite period. It may be terminated by observing the written form and a notice period of six months to the end of each financial year of the Subsidiary, but no earlier than at the end of the financial year that ends five full years after the beginning of the financial year in which the legal consequences of section 14 (1) sentence 1 KStG (German Corporate Income Tax Act) occur for the first time (i.e. for example, for any commencement date from 1 January 2025: termination at the end of 31 December 2029). The date of receipt of the letter of termination by the other company is decisive for determining compliance with the notice period.

(3) The right to terminate the Agreement for good cause without observing a notice period remains unaffected. In particular, GFT SE is entitled to terminate the Agreement for good cause if it is no longer entitled to the majority of voting rights arising from the shares in the Subsidiary.

Article 5
Final provisions

(1) Should any individual provisions of this Agreement be or become invalid or unenforceable, in whole or in part, or should the Agreement contain an omission, this shall not affect the validity of the remaining provisions of this Agreement. The Parties shall replace the invalid or unenforceable provision with a valid or enforceable provision that most closely approximates the economic outcome of the invalid or unenforceable provision. In the event of an omission, the Parties shall agree on a provision that, had they been aware of the omission, would have been agreed in accordance with the purpose of the Agreement.

(2) When interpreting individual provisions of this Agreement, sections 14 and 17 KStG as amended and, if applicable, the corresponding successor regulations, shall be observed. Insofar as individual provisions of this Agreement conflict with Article 3, Article 3 shall take precedence over these provisions.'

*The following documents relating to this agenda item are available online at **www.gft.com/agm** from the time the Annual General Meeting is convened:*

(1) the Control and Profit Transfer Agreement between GFT Technologies SE and GFT Deutschland GmbH of 25 March 2025;
(2) the annual financial statements and consolidated financial statements of GFT Technologies SE and the combined management reports for GFT Technologies SE and the Group for the financial years 2022, 2023 and 2024;
(3) the annual financial statements of GFT Deutschland GmbH for the financial years 2021, 2022 and 2023;
(4) the joint report of the Administrative Board of GFT Technologies SE and the management of GFT Deutschland GmbH prepared in accordance with section 293a AktG.

The annual financial statements of GFT Deutschland GmbH for the financial year 2024 will not yet have been adopted by the date of the Annual General Meeting and thus do not yet have to be made available.

11.

Resolution on the approval of a Control Agreement with GFT Software Solutions GmbH

GFT Technologies SE as the parent company and GFT Software Solutions GmbH (formerly: in-Integrierte Informationssysteme GmbH) as the subsidiary concluded a Profit Transfer Agreement on 4 May 2020.

Following approval by the Annual General Meeting of GFT Technologies SE and the shareholders' meeting of GFT Software Solutions GmbH, the Profit Transfer Agreement became effective upon entry of its existence in the commercial register of Software Solutions GmbH on 2 July 2020 and applied retroactively from 1 January 2020.

Further, GFT Technologies SE as controlling company and GFT Software Solutions GmbH as dependent company concluded a Control Agreement on 25 March 2025. The Control Agreement shall only become effective with the approval of the Annual General Meeting of GFT Technologies SE and the shareholders' meeting of GFT Software Solutions GmbH and only when its existence has been entered in the commercial register of GFT Software Solutions GmbH.

A decision is now to be made regarding the approval of the Annual General Meeting of GFT Technologies SE.

GFT Technologies SE is the sole shareholder and holds all shares in GFT Software Solutions GmbH, with the exception of one share held by GFT Software Solutions GmbH itself. There were no external shareholders of GFT Software Solutions GmbH when the Control Agreement was concluded, nor will there be any external shareholders when the Annual General Meeting adopts the resolution. For this reason, an audit of the Control Agreement by a contract auditor in accordance with section 293b AktG is not required.

For the same reason, the Control Agreement does not have to provide for either compensation or settlement payments for external shareholders in accordance with sections 304, 305 AktG.

The Administrative Board proposes that the following resolution be adopted:

The Control Agreement of 25 March 2025 between GFT Technologies SE and GFT Software Solutions GmbH is to be approved.

The wording of the Control Agreement is as follows:

'Control Agreement

between

GFT Technologies SE
(HRB 753709, District Court Stuttgart)
Schelmenwasenstraße 34
70567 Stuttgart

– hereinafter also referred to as 'GFT SE' –

and

GFT Software Solutions GmbH
(HRB 380967, District Court Freiburg im Breisgau)
Reichenaustraße 39a
78467 Konstanz

– hereinafter also referred to as the 'Subsidiary' –

– hereinafter GFT SE and Subsidiary also referred to as the 'Parties' –

The Parties intend to conclude a Control Agreement. Having said this, the Parties agree as follows:

Article 1
Control

(1) The Subsidiary places its management under the control of GFT SE. Accordingly, GFT SE is authorised to issue instructions to the management of the Subsidiary regarding its management.

(2) The Subsidiary is obliged to follow the instructions of GFT SE.

Article 2
Effective date and term

(1) The Agreement is concluded subject to the approval of the Annual General Meeting of GFT SE and the shareholders' meeting of the Subsidiary. It shall take effect upon entry in the commercial register of the Subsidiary. The entry of this Agreement in the commercial register shall be effected without undue delay after the required approval resolutions have been adopted.

(2) The Agreement is concluded for an indefinite period. It may be terminated by observing the written form and a notice period of six months to the end of each financial year of the Subsidiary.

(3) The right to terminate the Agreement for good cause without observing a notice period remains unaffected. In particular, GFT SE is entitled to terminate the Agreement for good cause if it is no longer entitled to the majority of voting rights arising from the shares in the Subsidiary.

Article 3
Final provisions

(1) Should any individual provisions of this Agreement be or become invalid or unenforceable, in whole or in part, or should the Agreement contain an omission, this shall not affect the validity of the remaining provisions of this Agreement. The Parties shall replace the invalid or unenforceable provision with a valid or enforceable provision that most closely approximates the economic outcome of the invalid or unenforceable provision. In the event of an omission, the Parties shall agree on a provision that, had they been aware of the omission, would have been agreed in accordance with the purpose of the Agreement.

(2) The Profit Transfer Agreement concluded between the Parties on 4 May 2020 remains unaffected by the conclusion of this Control Agreement.'

The following documents relating to this agenda item are available on the Company's website at **www.gft.com/agm** from the time the Annual General Meeting is convened:

(1) the Control Agreement between GFT Technologies SE and GFT Software Solutions GmbH of 25 March 2025;
(2) the annual financial statements and consolidated financial statements of GFT Technologies SE and the combined management reports for GFT Technologies SE and the Group for the financial years 2022, 2023 and 2024;
(3) the annual financial statements of GFT Software Solutions GmbH for the financial years 2021, 2022 and 2023;
(4) the joint report of the Administrative Board of GFT Technologies SE and the managing directors of GFT Software Solutions GmbH prepared in accordance with section 293a AktG.

The annual financial statements of GFT Software Solutions GmbH for the financial year 2024 will not yet have been adopted by the date of the Annual General Meeting and thus do not yet have to be made available.

Annex

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

Frank Riemensperger
Dietzenbach, Germany

Personal details:

Date of birth:	13 September 1962
Nationality:	German
Profession:	Founder and Managing Director of 440.digital GmbH; multiple supervisory board member

Education/training:

1983 – 1987	Studied Computer Science at Furtwangen University Degree: Graduate degree in computer science ('Diplom-Informatiker')

Professional experience:

Since 2023	**440.digital GmbH** Founder and Managing Director Consulting and investments in digital companies
1989 – 2022	**Accenture Holding GmbH & Co. KG, Kronberg im Taunus**
2009 – 2021	CEO of Accenture Germany Member of Global Leadership Council, then of Global Management Committee of Accenture Group
2005 – 2009	Head of the Technology Business Unit for Accenture's global sector group Manufacturing Industry (Products)
2002 – 2007	Deputy Spokesman for management of Accenture Germany
1998	Appointed as partner
as of 1989	Project head for complex, digital transformations in large corporations
1987 – 1988	**Integrata Unternehmensberatung AG, Tübingen** Executive Assistant

Expertise/skills:

- Digital technologies
- Digital transformation
- Innovation and change management
- Corporate management and control (including strategy and M&A)
- Finance
- Industry (plant and machinery manufacturing, automotive)

Seats on other statutory supervisory boards in Germany:

- Sartorius AG, Göttingen (listed) – member of the supervisory board
- Drägerwerk AG & Co. KGaA, Lübeck (listed) – member of the supervisory board
- Drägerwerk Verwaltungs AG, Lübeck – member of the supervisory board
- Dräger Safety Verwaltungs AG, Lübeck – member of the supervisory board

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

- DRM Datenraum Mobilität GmbH, Munich – member of the supervisory board
- AdEx Beratungs GmbH, Hamburg – chairman of the advisory committee
- Netrics AG, Schweiz – chairman of the advisory committee

Other significant activities:

- Member of the executive committee of Acatech (German Academy of Technical Sciences)
- Member of the steering committee of the platform Learning Systems (AI) ('Plattform Lernende System (KI)')
- Member of the board of trustees of Senckenberg Gesellschaft
- Member of the Feldafing district group (discussion group focusing on CTO and digitalisation)
- Member of the Baden-Baden Entrepreneur Talks (BBUG)

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 section 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 shareholder portal, which will be accessible to duly registered shareholders or their proxies **via www.gft.com/agm**.

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 electronic means 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 electronic means of, 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 **14 May 2025, 24:00 hours (CEST)** ('record date').

The registration and proof of entitlement must be received by the company no later than **29 May 2025, 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 Link Market Services GmbH
Landshuter Allee 10
80637 München
E-mail: anmeldung@linkmarketservices.eu

or, under the conditions of section 67c AktG, by transmission through intermediaries.

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) AGM ticket and shareholder portal

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

The GFT shareholder portal is expected to be accessible from 15 May 2025.

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 (as stated above under item I. b)) no later than 24:00 hours (CEST) on 29 May 2025 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 shareholder portal.

Postal votes can be cast, changed or revoked in the shareholder portal. 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 authorisation 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 authorised, the granting of the power of attorney, its revocation and proof of authorisation 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 authorised. If the declaration is made to the proxy, proof of granting power of attorney must be provided to the company in text form. The AGM tickets contain a form that can be used to grant power of attorney.

Shareholders and/or their proxies may notify the company of the power of attorney or proof of its granting via the shareholder portal until the chairperson of the meeting closes voting at the Annual General Meeting.

Shareholders and/or their proxies may submit the power of attorney or proof of its granting to the company in text form until 4 June 2025, 24:00 hours (CEST) at one of the following addresses (by post or by e-mail)

GFT Technologies SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 München
E-mail: gft@linkmarketservices.eu

or, under the conditions of section 67c AktG, by transmission through intermediaries.

Proxies must be provided with the corresponding access data in order to use the password-protected shareholder 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 I. e) or by granting power of attorney to the company proxies in accordance with the procedure described in section I. 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 via the shareholder portal, prior to the Annual General Meeting. Shareholders not submitting their power of attorney via the shareholder portal are requested to use the corresponding form printed on the AGM ticket for granting power of attorney and issuing instructions to the proxies appointed by the company.

Powers of attorney and instructions issued to proxies appointed by the company via the shareholder 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 shareholder portal.

Powers of attorney and instructions for the proxies appointed by the company not submitted via the shareholder portal are to be submitted in text form to one of the following addresses (by post or by e-mail) no later than 4 June 2025, 24:00 hours (CEST)

GFT Technologies SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 München
E-mail: gft@linkmarketservices.eu

or, under the conditions of section 67c AktG, by transmission through intermediaries.

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.

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 **5 May 2025, 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

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
E-mail: 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 **21 May 2025, 24:00 hours (CEST)**, will be made accessible without undue delay on the website **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**. Moreover, a election 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 a spoken contribution.

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 meeting, not counting the day of receipt and the day of the Annual General Meeting, i.e. by **30 May 2025, 24:00 hours (CEST)**.

Submissions must be made in text form in the German language via the shareholder portal. Statements may not exceed 15,000 characters (including spaces). The company will make the statements accessible via the website www.gft.com/agm in the shareholder portal no later than four days before the meeting, i.e. by **31 May 2025, 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 or if they exceed 15,000 characters (including spaces). 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 participate in the Annual General Meeting by electronic means have the right to speak at the Annual General Meeting, which is exercised by means of video communication technology. 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 a spoken contribution.

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 agenda item. 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 section 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 spoken contributions of a shareholder.

At the latest from the beginning of the Annual General Meeting, shareholders or their proxies can register to speak via the shareholder portal. Before a spoken contribution 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 Annual General 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 electronic means. Such an objection may be declared from the beginning to the end of the Annual General Meeting via the shareholder portal at **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** 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, there are thus a total of 26,325,946 voting rights. The company holds no treasury shares at the time of convening the Annual General Meeting.

Stuttgart, April 2025

GFT Technologies SE
The Administrative Board

Thursday, 05 June 2025

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