

Invitation to the virtual Annual General Meeting 2023 1

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Thursday, 22 June 2023

**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, 22 June 2023, from 10:00 hours (CEST).

The Annual General Meeting shall be held on the basis of section 26n (1) of the Introductory Act to the German Stock Corporation Act ('Einführungsgesetzes zum Aktiengesetz' – EGAktG)¹ in the form of a virtual Annual General Meeting pursuant to section 118a (1) sentence 1 of the German Stock Corporation Act ('Aktiengesetz' – AktG) **without the physical presence of shareholders² 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. Shareholders and their proxies may also exercise rights in the shareholder portal as described in detail in sections I. and II. at the end of this convocation.

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.



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Agenda



01.

Presentation of the adopted annual financial statements and the approved consolidated financial statements, each as of 31 December 2022, 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 2022.

The aforementioned documents are published together with the separate non-financial report online at 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 to be passed with regard to agenda item 1, as the Administrative Board already approved the annual financial statements of GFT Technologies SE for 2022 and the consolidated financial statements of GFT Technologies SE for 2022, as prepared by the Managing Directors, on 22 March 2023. 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 2022

The Administrative Board proposes that the distributable profit for the financial year 2022 of €34,344,858.52 as disclosed in the annual financial statements of GFT Technologies SE be appropriated as follows:

Distribution of a dividend of €0.45 per no-par share entitled to dividend (currently 26,325,946)

Transfer to retained earnings

Profit carried forward to the next year

Distributable profit

	EUR
	11,846,675.70
	EUR
	0,00
	EUR
	22,498,182.82
	EUR
	34,344,858.52

The proposal for the appropriation of distributable profit is based on the no-par shares entitled to dividend for the past financial year 2022 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 €0.45 per no-par share entitled to dividend for the past financial year 2022. 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 27 June 2023.



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03.**Resolution on the approval of the acts of the Managing Directors of GFT Technologies SE for the financial year 2022**

The Administrative Board proposes that the acts of the Managing Directors of GFT Technologies SE in office during the financial year 2022 be approved for that financial year. The Managing Directors are:

a. Marika Lulay (Chairwoman)

b. Jens-Thorsten Rauer

c. 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 2022**

The Administrative Board proposes that the acts of the members of the Administrative Board of GFT Technologies SE in office during the financial year 2022 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-Ing Andreas Bereczky

d. Maria Dietz

e. Marika Lulay

f. Dr Jochen Ruetz

g. 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 2023, as well as the auditor for the review of the half-year financial report 2023**

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 2023, 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 2023.

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) No 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).



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06.**Resolution on the approval of the remuneration report**

In accordance with section 162 AktG, the Administrative Board must prepare a remuneration report and submit it to the Annual General Meeting for approval in accordance with 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 statutory disclosures required

pursuant to section 162 (1) and (2) AktG were made. The auditor's report on the remuneration report is attached to the remuneration report.

The Administrative Board proposes that the remuneration report for the financial year 2022, prepared and audited in accordance with section 162 AktG, be approved.

The remuneration report is reproduced as an attachment to this agenda item 6 at the end of the agenda and is available online at www.gft.com/agm.

07.**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. The election of a 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.

After serving on the Administrative Board for 12 years, Dr-Ing Andreas Bereczky has informed the company that he will retire from the Administrative Board on expiry of the Annual General Meeting on 22 June 2023.

The Administrative Board is of the opinion that it should continue to be composed of seven members. Against this background, Dr Annette Beller is to be elected as a new member of the Administrative Board. As the term of office of Dr-Ing Andreas Bereczky would have ended at the end of the Annual General Meeting which decides on the discharge of the Administrative Board for the financial year 2026, but no later than six years after his election by the Annual General Meeting in 2021, the same shall apply to the end of the term of office of Dr Annette Beller.

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 – continue to – comprise up to seven Administrative Board members;
- b) **Dr Annette Beller**, Chief Financial Officer of B. Braun SE, residing in Kassel, Germany, 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 third 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 until the expiry of six years after the election of Dr-Ing Andreas Bereczky to the Administrative Board by the Annual General Meeting in 2021.



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The election proposal of the Administrative Board takes into account its targets for the composition of the Administrative Board. It also aims to meet the skills profile and diversity concept adopted by the Administrative Board. The targets for composition, the skills profile and the diversity concept were adopted by the Administrative Board and 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 2022, which is included in the Annual Report 2022.

There is the intention to elect Dr Annette Beller to the Audit Committee. It is further intended that

Dr Annette Beller will chair the Committee, possibly after a certain transitional period. In the opinion of the Administrative Board, there are no personal or business relationships between the candidate proposed for election and the company, the company's executive bodies or shareholders 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 her memberships of statutory supervisory boards, is contained in her curriculum vitae, which is printed at the end of the agenda.

08.

Resolution on an addition to section 20 of the Articles of Incorporation authorising the Administrative Board to allow for a virtual Annual General Meeting to be held

The German Act on the Introduction of Virtual Annual General Meetings of Stock Corporations and the Amendment of Cooperative, Insolvency and Restructuring Law Provisions ('Gesetz zur Einführung virtueller Hauptversammlungen von Aktiengesellschaften und Änderung genossenschafts- sowie insolvenz- und restrukturierungsrechtlicher Vorschriften') of 20 July 2022 (Federal Law Gazette I No 27 2022, p 1166 et seq) has made it possible to hold virtual annual general meetings also in the future. Pursuant to section 118a (1) sentence 1 AktG, the Articles of Incorporation may allow, or authorise the Administrative Board to allow, the Annual General Meeting to be held as a virtual Annual General Meeting, i.e. without the physical presence of the shareholders or their proxies at the location of the Annual General Meeting.

Such an authorisation of the Administrative Board is to be resolved. Notwithstanding the limitation of the authorisation to five years, a decision as to whether to make use of the authorisation and to hold an Annual General Meeting as a virtual Annual General Meeting will be made separately for each future

Annual General Meeting, taking into account the circumstances of each individual case. The Administrative Board will make its decisions with due regard to the interests of the company and its shareholders. In doing so, it will pay particular attention to safeguarding shareholders' rights, the cost and effort involved as well as sustainability considerations.

The Administrative Board proposes that the following resolution be adopted:

The following subsection 6 is to be added to section 20 of the Articles of Incorporation of GFT Technologies SE:

"(6) The Administrative Board is authorised to allow the Annual General Meeting to be held without the physical presence of the shareholders or their proxies at the location of the Annual General Meeting (virtual Annual General Meeting). The authorisation shall apply to the holding of virtual Annual General Meetings in a period of five years after the registration of this amendment to the Articles of Incorporation in the company's commercial register."

The currently valid Articles of Incorporation are available on the company's website at www.gft.com/agm. They will also be available there during the Annual General Meeting.



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09.**Resolution on an amendment to section 22 of the Articles of Incorporation enabling members of the Administrative Board to attend the Annual General Meeting by means of video and audio transmission**

In principle, the members of the Administrative Board attend the Annual General Meeting in person. However, according to section 118 (3) sentence 2 AktG, the Articles of Incorporation may allow for members of the Administrative Board to attend by means of video and audio transmission. Use of this option shall also be possible for virtual Annual General Meetings.

The Administrative Board proposes that the following resolution be adopted:

The following subsection 3 is to be added to section 22 of the Articles of Incorporation of GFT Technologies SE and the previous subsection 3 shall become subsection 4:

“(3) Notwithstanding subsection 2 above, in the event of a virtual Annual General Meeting being held, the members of the Administrative Board may also attend by means of video and audio transmission; this shall not apply to those members of the Administrative Board who are appointed as Managing Directors nor to the chairman of the meeting if this person is a member of the Administrative Board.”

The currently valid Articles of Incorporation are available on the company’s website at www.gft.com/agm. They will also be available there during the Annual General Meeting.

10.**Resolution on the remuneration system for the Administrative Board and on 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 10 June 2021.

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:

“(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 10 June 2021, 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



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€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 €2,000.00 for each meeting of the Audit Committee which the member attends. The Chairman of the Audit Committee instead receives €3,000.00 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 system came into effect retroactively as of 1 January 2021 and applied for the first time for the full, current financial year 2021. It also applies in the financial years following the financial year 2021, 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 significant expansion of the responsibilities and tasks of the Audit Committee members – called for by the legislator and in particular by the Government Commission on the German Corporate Governance Code – and the resulting significant increase in the time commitment, the Administrative Board has come to the conclusion that remuneration for members of the Audit Committee should be increased appropriately. With retroactive effect from 1 January 2023, the Chairman of the Audit Committee shall receive €8,000.00 for each meeting he attends, and each other member shall receive €4,000.00.

With this in mind, the Administrative Board proposes that the remuneration system set out as an annex to this agenda item 10 following the agenda be adopted, 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:

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 €50,000.00. The Chairman of the Administrative Board shall receive remuneration of €200,000.00 and the Deputy Chairman of the Administrative Board shall receive remuneration of €75,000.00. 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.

The above remuneration regulation for the Administrative Board comes into effect retroactively as of 1 January 2023 and applies for the first time for the full, current financial year 2023. It also applies in the financial years following the financial year 2023, 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 10 June 2021 shall cease to apply.



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Annex and report

Annex to agenda item 6 – remuneration
report for the financial year 2022

Remuneration Report 2022 of GFT Technologies SE

In accordance with section 22 (6) SE-Implementation Act (SEAG) in conjunction with section 162 German Stock Corporation Act (AktG), the Remuneration Report clearly and comprehensibly presents and explains the remuneration awarded and due to the individual members of the Administrative Board and the Managing Directors of GFT Technologies SE in the financial year 2022.

The Remuneration Report 2021, prepared for the first time on the basis of the provisions of section 162 AktG, was formally audited by the auditor KPMG AG Wirtschaftsprüfungsgesellschaft and submitted to the Annual General Meeting on 1 June 2022 for approval. The Auditor's Report on the audit conducted by KPMG was attached to the Remuneration Report 2021 and published on the company's website. The Annual General Meeting approved the submitted Remuneration Report with a majority of 73.04%, so that no adjustment to the format of the Remuneration Report was required.

GFT Technologies SE has a one-tier management and control structure. This system is characterised by the fact that a single governance body, the Administrative Board, is responsible for the management of the

company. The Administrative Board manages the company, determines the basic policies of its activity and supervises their implementation by the Managing Directors. The Managing Directors conduct the business of the company and represent the company in and out of court. They are bound by instructions of the Administrative Board. GFT Technologies SE transfers the disclosure obligations of section 162 (1) AktG for members of the executive board and the supervisory board to the Managing Directors and the Administrative Board, and those for the executive board pursuant to section 162 (2) AktG to its Managing Directors.

Detailed information on the remuneration systems for the Administrative Board and the Managing Directors of GFT Technologies SE is available on the corporate website at www.gft.com/governance.

In this report, the masculine form is used when referring to persons. It includes persons of all genders. Due to rounding, it is possible that individual figures in this report do not add up exactly to the totals stated and that percentages shown do not reflect exactly the absolute figures to which they relate.



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I. Remuneration for the managing directors

01.

Determination of remuneration

On 10 June 2021, the Annual General Meeting of GFT Technologies SE approved the proposed remuneration system for the Managing Directors.

The determination of the specific remuneration of the Managing Directors corresponds to the remuneration system approved by the Annual General Meeting on 10 June 2021. The service agreement with the Chairwoman of the Managing Directors, Marika Lulay, deviates from the remuneration system in the points mentioned in 2.a below.

Before concluding the service agreements, the Administrative Board reviewed the remuneration of the Managing Directors to ensure that it was appropriate and in line with market practice. In accordance with the remuneration system, it assessed the remuneration in comparison to

listed companies that have a comparable market position (in particular sector, size, country) and complexity (horizontal remuneration comparison).

During the review, the Administrative Board also assessed how remuneration for the Managing Directors had developed in relation to remuneration for the most senior executives and the workforce of the GFT Group. The most senior executives are the contract group 'Executive Directors'. The workforce of the GFT Group consists of all permanent employees of the GFT Group. In addition to a status quo consideration, the vertical comparison also took into account the development of remuneration ratios over time.

The review of the appropriateness of remuneration for the Managing Directors for the financial year 2022 revealed that the remuneration of the Managing Directors resulting from target achievement for the financial year 2022 is appropriate.

02.

The remuneration system and its implementation in the financial year 2022

a. Deviation from the remuneration system in the case of the Chairwoman of the Managing Directors

The service agreement with Marika Lulay was concluded in 2019, i.e. before the Act Implementing the Second Shareholders' Rights Directive (ARUG II) came into force, deviates from the remuneration

system approved by the Annual General Meeting on 10 June 2021 in the following respects: no maximum remuneration is set and no sustainability target is included in the short-term variable remuneration components as stipulated by the remuneration system. In addition, the payment date of the long-term variable remuneration component in the event of departure due to a revocation of her appointment as Managing Director by the company is set out differently.



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b. Remuneration components

Total remuneration comprises fixed and variable components. The fixed components of the Managing Directors' remuneration are the monthly salary payments and the fringe benefits.

The variable components are the short-term variable remuneration (STI) and the long-term variable remuneration (LTI).

The following overview presents the remuneration components included in the remuneration system.

Fixed remuneration	Annual fixed salary	<ul style="list-style-type: none"> ■ Annual fixed salary ■ Paid in twelve monthly instalments 	
	Fringe benefits	<p>In particular:</p> <ul style="list-style-type: none"> ■ Non-cash advantage of company car also available for private use ■ Premiums for accident insurance ■ Contributions to pension and health/long-term care insurance ■ Poss. cost of maintaining a second household 	
Variable remuneration	Short-term incentive (STI)	<ul style="list-style-type: none"> ■ Performance criteria: <ul style="list-style-type: none"> ▸ Revenue growth (currently 40%), STI 1 ▸ Operating margin (currently 50%), STI 2 ▸ Sustainability target (currently 10%), STI 3 	<ul style="list-style-type: none"> ■ Payout of 1/2 to 2/3 after expiry of the respective financial year ■ Conversion of 1/3 to 1/2 into long-term variable remuneration (LTI)
	Long-term incentive (LTI)	<ul style="list-style-type: none"> ■ Performance criteria and weighting correspond to those of STI in first year of the respective performance period ■ During the three-year vesting period: GFT share performance 	<ul style="list-style-type: none"> ■ Virtual share plan ■ Payment after expiry of a three-year vesting period following the one-year performance period of the STI
Other benefits	Benefits to newly appointed Managing Directors		<ul style="list-style-type: none"> ■ Poss. payments to offset forfeiting of variable remuneration or other financial disadvantages ■ Poss. benefits in connection with a change of location
	Benefits in the event of extraordinary developments	<ul style="list-style-type: none"> ■ In particular consideration of company's long-term development and long-term and consistently successful management 	<ul style="list-style-type: none"> ■ Poss. discretionary bonus



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c. Fixed remuneration

Fixed remuneration consists of the annual fixed salary and fringe benefits. The annual fixed salary is paid in monthly instalments. Fringe benefits may vary according to person and event. They comprise the non-cash advantage of a company car which is also available for private use, premiums for an appropriate accident insurance policy, and contributions to pension and health/long-term care insurance to the usual extent.

The annual fixed salary amounts to €450,000 for the Chairwoman of the Managing Directors (CEO), €380,000 for the Managing Director responsible for finance (CFO) and €350,000 for the Managing Director responsible for the region Central and West Europe.

d. Variable remuneration

Variable remuneration for a financial year (grant financial year) consists of three components with a one-year assessment basis (the short-term incentives STI 1, STI 2 and STI 3) and a component which is derived – in part – from this total with a three-year vesting period (long-term incentive/LTI).

Short-term incentive (STI)

The one-year performance-based remuneration is based on the degree to which the following targets are achieved:

- Growth
- Profit
- Sustainability

Growth target (STI 1)

The growth target describes the targeted percentage increase in revenue compared to the previous financial year. Either the revenue of the GFT Group or the revenue of a subunit is agreed with each Managing Director as the basis for assessment. Depending on the degree to which the target is achieved, the resulting amount lies between zero and a defined maximum amount.

This variable component thus rewards revenue growth from one financial year to the next. It serves the target of expanding the global market position of the GFT Group as a leading technology partner for banks, insurance companies and industrial enterprises.

The current service agreements with all Managing Directors stipulate that the revenue of the entire GFT Group serves as the basis for assessment.

Profit target (STI 2)

The profit target describes the targeted ratio of EBT (earnings before taxes) to revenue. EBT and revenue of either the GFT Group or a subunit is agreed upon with each Managing Director as the basis of assessment. Depending on the degree to which the target is achieved, the resulting amount lies between zero and a defined maximum amount.

This variable component ensures that not only revenue growth, but also the operating margin is incentivised. It serves the target of achieving profitable growth.

The current service agreements with all Managing Directors stipulate that revenue and EBT of the entire GFT Group serve as the basis for assessment.

Sustainability target (STI 3)

The Administrative Board sets one or more social or ecological targets for each financial year. Depending on the degree to which the target is achieved, the resulting amount lies between zero and a defined maximum amount.

This variable component incentivises the achievement of company-specific sustainability targets. The Administrative Board selects one or more of the following sustainability targets: staff training and development, promotion of external IT talent, energy savings, promotion of workforce and/or management diversity within the GFT Group, as well as employee and/or client



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satisfaction. The Administrative Board is entitled, at its own discretion, to select other sustainability targets instead of one or more of the aforementioned sustainability targets, provided that non-financial performance indicators are specified for these in the combined management report and the Administrative Board is convinced that these sustainability targets are equally suitable for promoting the long-term development of the company and incentivising the Managing Directors accordingly.

The variable component ensures that not only the shareholders' interest in profitable growth is incentivised, but that the interests of other stakeholders are also taken into account.

For the financial year 2022, a sustainability target was agreed with two Managing Directors. No sustainability target has been agreed with the Chairwoman of the Managing Directors, as the corresponding service agreement was concluded in 2019, i.e. before the Act Implementing the Second Shareholders' Rights Directive (ARUG II) came into force.

Calculation of the short-term incentive, payout or partial conversion into the long-term incentive

The amounts resulting from the degree of achievement of the growth, profit and sustainability targets are added together on expiry of the respective grant financial year.

Of the resulting total annual STI amount, two-thirds is paid to the Managing Directors at the end of the calendar month following the calendar month in which the consolidated financial statements for the grant financial year are approved by the Administrative Board, in accordance with the rules set out in advance in the current service agreements (STI payout amount).

The remaining amount (one third of the STI) is retained by the company and converted into long-term variable remuneration (LTI) for the relevant financial year (conversion amount).

Long-term incentive (LTI)

Every year, the Managing Directors are allocated a number of virtual shares for the conversion amount (granted virtual shares). The virtual shares are a purely calculated figure. The number of virtual shares in one tranche is determined by dividing the conversion amount by the average price of the GFT share weighted according to trading volume on all trading days of the grant financial year in the XETRA trading system of Deutsche Börse AG in Frankfurt (or any trading system replacing it).

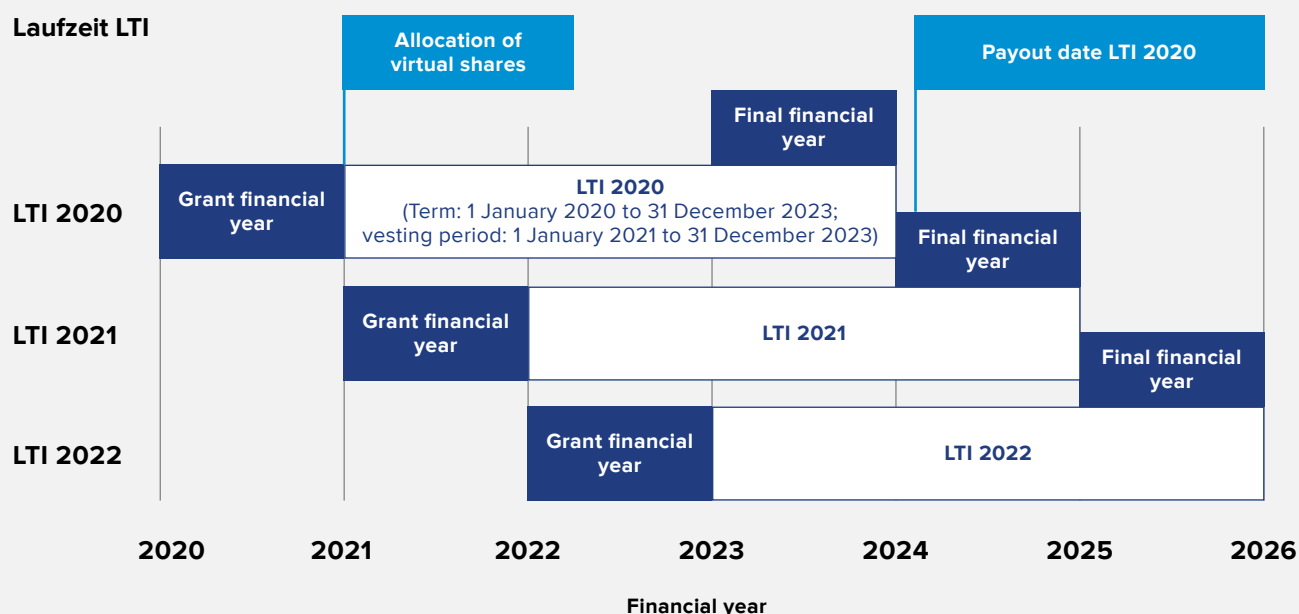
The virtual shares granted are to be held by the Managing Directors for a period of three financial years (vesting period). The vesting period starts retroactively on 1 January of the financial year following the grant financial year and ends on 31 December of the third year following the grant financial year (final financial year). After expiry of the vesting period, the virtual shares granted are converted back into a cash payout amount (LTI payout amount). For this purpose, the number of virtual shares granted is multiplied by the weighted average price of the GFT share on all trading days of the final financial year in the XETRA trading system of Deutsche Börse AG in Frankfurt (or any trading system replacing it). The resulting amount is paid out to the Managing Director – subject to any reduction in the event of extraordinary developments (see i.).

The LTI is aimed at rewarding growth that is suited to raising enterprise value and thus increasing the GFT share price over the long term.



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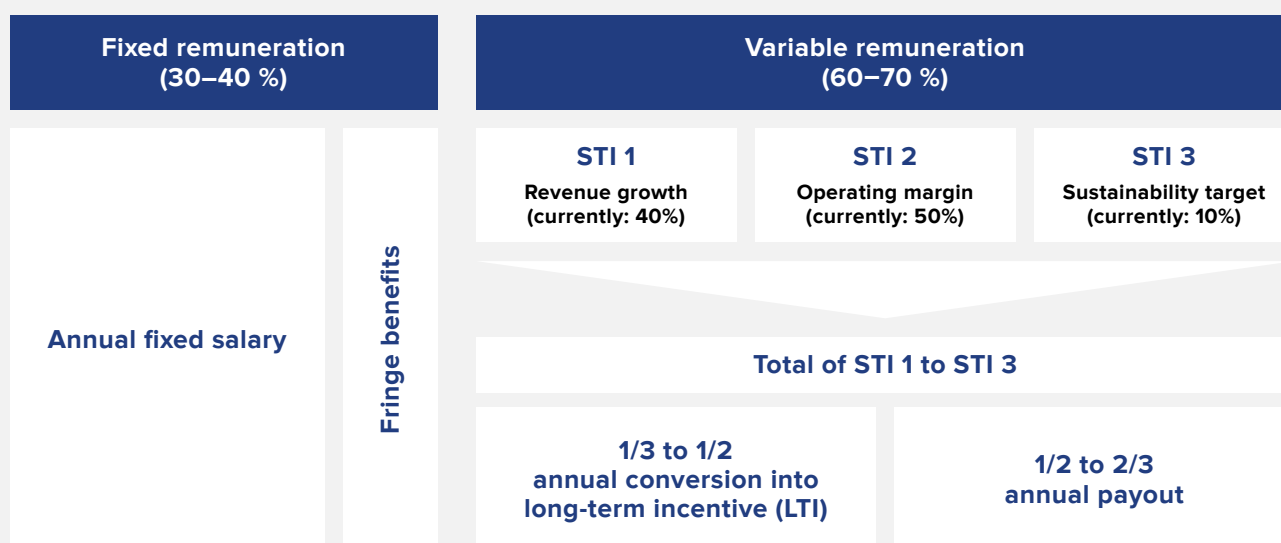
The following overview shows the structure of the LTI.



e. Relative shares of fixed remuneration, short-term and long-term variable remuneration components in the target total remuneration according to the remuneration system

variable remuneration components in the total target remuneration as defined in the remuneration system. The target total remuneration is the sum of all remuneration amounts for the respective financial year in the case of 100% target achievement.

The following chart shows the relative shares of fixed remuneration and short- and long-term



Specifically, it is agreed with all Managing Directors that two thirds of the total amount of the STI will be

paid out annually and one third will be converted into the LTI (see point I. 2. d.).



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f. Target total remuneration

The Administrative Board has set the specific remuneration for the Managing Directors in compliance with the requirements of section 87 AktG and in accordance with the remuneration system approved by the Annual General Meeting. In doing so, it ensured that the individual remuneration components and the target total remuneration (total remuneration on 100% target achievement) are appropriate for the tasks, requirements and performance of the Managing Director, the economic situation and the success and future prospects of the GFT Group, and do not exceed customary remuneration without special reasons.

The following table shows the individual target remuneration for each Managing Director and the relative shares of the individual remuneration elements in the target total remuneration (TTR) for the financial year 2022. No target total remuneration was defined in the service agreement concluded with Marika Lulay in the financial year 2019, as no target was defined for long-term variable remuneration. To aid comparison, the table also contains the proportions that would apply to Marika Lulay if the same target definition for the LTI had also been agreed with her as with the other Managing Directors.

2022		Marika Lulay		Dr Jochen Ruetz		Jens-Thorsten Rauer	
		in €k	in % TTR	in €k	in % TTR	in €k	in % TTR
Fixed remuneration	Annual fixed salary	450	33 %	380	36 %	350	36 %
	Fringe benefits	54	4 %	45	4 %	9	1 %
	Subtotal	504	37 %	425	40 %	359	37 %
Variable remuneration	Short-term variable remuneration	467	34 %	333	32 %	333	34 %
	Long-term variable remuneration*	397	29 %	283	27 %	283	29 %
	Total	1,367	100 %	1,042	100 %	975	100 %

* The target for long-term variable remuneration is a 70% increase in the weighted average share price for the final financial year compared to the grant financial year.



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g. Target achievement with regard to variable remuneration in the financial year 2022

The following overview shows the degree of target achievement with regard to variable remuneration for the financial year 2022 and the corresponding amounts that are used to calculate the total STI amount:

2022	Marika Lulay		Dr Jochen Ruetz		Jens-Thorsten Rauer	
	in €k	Target achievement	in €k	Target achievement	in €k	Target achievement
STI 1 (Revenue growth)	1,000	467 %	530	467 %	530	467 %
STI 2 (Profit)	750	150 %	425	150 %	425	150 %
STI 3 (Sustainability target)*	n. a.	n. a.	54	108 %	54	108 %
Total STI amount	1,750	286 %	1,009	273 %	1,009	273 %

* In the financial year 2022, the sustainability target comprised the following individual targets: training and further education of GFT employees across the Group (40%), promotion of external IT talent (30%) and training of GFT employees on GreenCoding across the Group (30%). The figure in brackets indicates the weighting of the respective individual target in relation to the overall sustainability target.

Of the total annual amount of the STI, one third is retained by the company and converted into long-term variable remuneration (LTI) for the respective financial year (conversion amount). The Managing Director receives a number of virtual shares for the conversion amount.

Based on the total STI stated above, the Managing Directors were allocated virtual shares for the financial year 2021 as shown in the table below.

Number of virtual shares	Marika Lulay	Dr Jochen Ruetz	Jens-Thorsten Rauer
LTI 2020 (2020 to 2023)	20,440	20,794	11,425*
LTI 2021 (2021 to 2024)	17,992	10,639	10,639
LTI 2022 (2022 to 2025)	14,961	8,626	8,626

* Jens-Thorsten Rauer was appointed Managing Director with effect from 1 May 2020. The number of virtual shares listed here under LTI 2020 thus refers to the period 1 May 2020 to 31 December 2020.



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h. Maximum remuneration

The Administrative Board has set a maximum remuneration amount – including all remuneration components – for two of the three Managing Directors. The service agreement concluded with Marika Lulay in the financial year 2019 does not include a maximum remuneration amount, as – apart from all other remuneration components – the performance of the virtual shares (LTI) is not limited.

The maximum remuneration amount is the upper limit of total remuneration (annual fixed salary, fringe benefits, payment of STI, LTI and, if applicable, other benefits to newly appointed Managing Directors or a discretionary bonus) of a Managing Director for a financial year which may not be exceeded.

Any amount exceeding maximum remuneration is capped when the LTI payable for the relevant financial year is paid out three years later.

In general, the remuneration system stipulates that maximum remuneration for a financial year for the Chairwoman of the Managing Directors shall not exceed €3,000,000 gross and for other Managing Directors €2,000,000 gross.

The following table shows the maximum remuneration amounts agreed with the Managing Directors in the service agreements for the financial year 2022.

Managing Director	Maximum remuneration (in €k)
Marika Lulay*	n. a.
Dr Jochen Ruetz	1,800
Jens-Thorsten Rauer	1,800

* The service agreement concluded with Marika Lulay in the financial year 2019 does not include a maximum remuneration amount, as the performance of the virtual shares (LTI) is not limited.

i. Possibility to reduce remuneration and to grant a discretionary bonus

In the event of extraordinary developments, the Administrative Board has the option to reduce the LTI payout to an appropriate extent or to grant a discretionary bonus. The LTI payout may never be less than the amount converted into the respective LTI, plus interest at five percentage points above the base rate. The discretionary bonus may not

exceed €200,000 for Marika Lulay, €175,000 for Dr Jochen Ruetz and €150,000 for Jens-Thorsten Rauer. For the financial year 2022, the Administrative Board did not make use of the option to reduce the payout or grant a discretionary bonus.

Apart from the legal rights and entitlements, there are no contractual agreements to claw back variable remuneration components.



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j. Benefits on the termination of the service agreement of a Managing Director

If the position of Managing Director is terminated by the company's revocation of the appointment not for cause (justifying termination of the service agreement), and if the service agreement is consequently terminated on the basis of the linkage clause, the Managing Director shall be entitled to severance pay. This corresponds to the contractual remuneration the Managing Director would have received from the time of the premature termination of the service agreement until its regular term expired (remaining term), but for no longer than two years.

In the event of permanent incapacity to work, the company is entitled to terminate the service agreement with one month's notice to the end of the half-year. Permanent incapacity to work exists if the Managing Director is likely to be permanently (regularly for more than twelve months) unable to perform his/her duties for health reasons. In the event of permanent incapacity, the period of continued remuneration is to be no less than twelve months from the date on which the incapacity for work began. This means that, if necessary, the entire remuneration will continue to be paid beyond the premature termination of the employment relationship.

In the event of death, non-performance-based remuneration continues to be paid to the contractually defined surviving dependants in the month of death and in the following six months, but no longer than until the end of the contract.

In the financial year 2022, no commitments were changed with regard to benefits due upon the termination of the position of Managing Director.

As no Managing Director ended their employment in the last financial year, no benefits were promised nor granted for this purpose in the last financial year.

k. No third-party benefits

In the financial year 2022, no benefits were promised or granted to any Managing Director by a third party with regard to their activities as Managing Director.

l. No pension commitments

There are no pension commitments for the Managing Directors.

m. Contribution of the remuneration system to the promotion of the long-term and sustainable development of society

The implementation of the remuneration system as described above ensures that the specific remuneration promotes the long-term development of the company. The remuneration system and its implementation are aimed at the long-term and sustainable increase of the company's value through profitable growth. At the same time, it enables internationally competitive remuneration for the Managing Directors.

03. Remuneration awarded and due in accordance with AktG in the financial year 2022

The remuneration awarded and due to the Managing Directors in the financial year 2022 in accordance with section 162 AktG is shown below. The tables contain all amounts actually received by the individual Managing Directors in the reporting period

(awarded remuneration) and all remuneration which is legally due but has not yet been received (due remuneration).

In addition to the annual fixed salary and the fringe benefits, remuneration 'due' in the financial year 2022 includes the STI payout amount on the one hand and the conversion amount on the other. Even if the STI payout amount, i.e. that part of the STI not



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converted into long-term variable remuneration (LTI), is not paid out until the following financial year, it is based on a service that has been rendered in full by the end of the respective financial year. The conversion amount, i.e. that part of the STI which is converted into long-term variable remuneration (LTI), is also based on performance that has been fully rendered by the end of the respective financial year. However, the LTI payout amount may differ from the conversion amount. Corresponding positive or negative changes are considered as 'due remuneration' in the final financial year of the respective LTI.

This procedure enables transparent and understandable reporting and establishes a link between performance and remuneration in the reporting period.

The following table presents all fixed and variable remuneration components and their respective relative shares in the total remuneration of each Managing Director. The relative shares indicated refer to the remuneration components awarded and due in the respective financial year.

Current Managing Directors:	Marika Lulay Chairwoman of the Managing Directors since 31/05/2017				Dr Jochen Ruetz Managing Director since 18/08/2015				Jens-Thorsten Rauer Managing Director since 01/05/2020					
	2022		2021		2022		2021		2022		2021			
Fixed remuneration components	Annual fixed salary	in €k	450	20%	450	22%	380	27%	370	28%	350	26%	350	28%
	Fringe benefits	in €k	54	2%	54	3%	45	3%	45	3%	9	1%	9	1%
	Total	in €k	504	22%	504	25%	425	30%	415	32%	359	26%	359	29%
Variable remuneration components	STI	in €k	1,167	52%	1,000	50%	673	47%	591	45%	673	49%	591	47%
	LTI (conversion amount)*	in €k	583	26%	500	25%	336	23%	296	23%	336	25%	296	24%
	Total	in €k	1,750	78%	1,500	75%	1,009	70%	887	68%	1,009	74%	887	71%
Gesamtvergütung	in €k	2,254	100%	2,004	100%	1,434	100%	1,302	100%	1,368	100%	1,246	100%	

* Changes in LTI, i.e. positive or negative deviations of the payout amount compared to the conversion amount, are recognised in the final financial year of the respective LTI as 'due remuneration'.



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II. Remuneration for members of the administrative board

In accordance with section 15 of the Articles of Incorporation of GFT Technologies SE, remuneration for the members of the Administrative Board is set by a resolution of the Annual General Meeting. Furthermore, according to section 38 (1) SEAG in conjunction with section 113 (3) AktG, a resolution on remuneration for the members of the Administrative Board must be adopted by the Annual General Meeting at least every four years in the case of listed companies.

On 10 June 2021, the Annual General Meeting approved the proposed remuneration system and adopted a new remuneration arrangement in accordance with section 15 of the Articles of Incorporation of GFT Technologies SE. The remuneration system has been applied since 1 January 2021 and replaces the previous remuneration system as of this date. The remuneration for members of the Administrative Board presented below corresponds to the remuneration system approved by the Annual General Meeting.

Remuneration for members of the Administrative Board is structured as a purely fixed remuneration. No performance-related remuneration is granted. The fixed remuneration for each financial year is €50,000.00 for members of the Administrative Board, €200,000.00 for the Chairman of the Administrative Board and €75,000.00 for the Deputy Chairman of the Administrative Board. Members of the Administrative Board who only served on the Administrative Board for part of the financial year, receive one-twelfth of fixed remuneration for each month of their membership they commenced.

In addition to their fixed remuneration as a member of the Administrative Board, the members of the Audit Committee receive an attendance fee. This amounts to €2,000.00 for each member and

for each meeting of the Audit Committee which the member attends. The Chairman of the Audit Committee receives €3,000.00 for each meeting of the Audit Committee he attends.

A purely fixed remuneration system for Administrative Board members, supplemented by an attendance fee for members of the Audit Committee, is considered the most appropriate way to reflect the Administrative Board's management, advisory and supervisory functions. A purely fixed remuneration system does not encourage inappropriate risk-taking and ensures that the Administrative Board bases its decisions solely on the long-term welfare of the company. The higher remuneration for the Chairman of the Administrative Board and his deputy adequately reflects the responsibility and increased time commitment. In view of the additional workload involved in meetings of the Audit Committee, an attendance fee is paid to its members. The Chairman of the Audit Committee receives a higher attendance fee in order to adequately reflect the additional time commitment.

The Managing Directors, who are responsible for the operational business of the company, receive remuneration in accordance with the remuneration system for Managing Directors. In addition to fixed remuneration, this system also provides for performance-related remuneration. With this in mind, those members of the Administrative Board who are appointed as Managing Directors do not receive any remuneration for their office as Administrative Board members. This arrangement is best suited to promoting the business strategy and long-term development of the company.

The following table shows the remuneration awarded and due to the members of the Administrative Board in the financial year 2022 in accordance with section 162 (1) sentence 1 AktG.



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Current members of the Administrative Board		Basic remuneration		Committee remuneration		Total remuneration (TR)
		in €k	in % TR	in €k	in % TR	in €k
	2022	200	100 %	–	–	200
Ulrich Dietz (Vorsitzender)	2021	200	100 %	–	–	200
	2022	75	86 %	12	14 %	87
Dr Paul Lerbinger (stellv. Vorsitzender)	2021	75	89 %	9	11 %	84
	2022	50	100 %	–	–	50
Dr-Ing Andreas Bereczky	2021	50	100 %	–	–	50
	2022	50	86 %	8	14 %	58
Maria Dietz	2021	50	86 %	8	14 %	58
	2022	–	–	–	–	–
Marika Lulay*	2021	–	–	–	–	–
	2022	–	–	–	–	–
Dr Jochen Ruetz*	2021	–	–	–	–	–
	2022	50	89 %	6	11 %	56
Prof Dr Andreas Wiedemann	2021	50	89 %	6	11 %	56

* Members of the Administrative Board who are also appointed as Managing Directors do not receive any remuneration as Administrative Board members.



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III. Comparative presentation of the earnings trend and the annual change in remuneration

The following table shows the change in remuneration for members of the Administrative Board and the Managing Directors, the change in the earnings trend of GFT Technologies SE, and the change in the average remuneration of employees on a full-time equivalent basis.

The earnings trend is presented on the basis of the net income of GFT Technologies SE in accordance with section 275 (2) no. 17 HGB. For better comparability, the revenue and earnings before taxes of the GFT Group are also included in the comparison. As key performance indicators, these figures are also part of the financial targets for the short-term variable remuneration of the Managing Directors and thus have a significant impact on the remuneration amount of the Managing Directors.

For the members of the Administrative Board and the Managing Directors, the remuneration awarded and due in the respective financial year is presented pursuant to section 162 (1) sentence 1 AktG.

The presentation of average employee remuneration is based on the workforce of GFT Technologies SE, excluding the Managing Directors.

Average remuneration for employees of GFT Technologies SE comprises personnel expenses for wages and salaries, fringe benefits and all short-term variable remuneration components attributable to the financial year.



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	2022 (in €k)	2021 (in €k)	Change 2022 vs. 2021 in %	Change 2021 vs. 2020 in %
Remuneration for members of executive bodies				
Current Managing Directors				
Marika Lulay	2,254	2,004	12 %	135 %
Dr Jochen Ruetz	1,434	1,302	10 %	71 %
Jens-Thorsten Rauer	1,368	1,246	10 %	183 %*
Current members of the Administrative Board				
Ulrich Dietz (Chairman)	200	200	0 %	133 %
Dr Paul Lerbinger (Deputy Chairman)	87	84	4 %	30 %
Dr-Ing Andreas Bereczky	50	50	0 %	16 %
Maria Dietz	58	58	0 %	35 %
Marika Lulay**	0	0	0 %	0 %
Dr Jochen Ruetz**	0	0	0 %	0 %
Prof Dr Andreas Wiedemann	56	56	0 %	30 %
Earnings trend of the company				
Net income of GFT Technologies SE (HGB)	16,461	7,626	116 %	-12 %
Revenue of the GFT Group (IFRS)	730,136	566,194	29 %	27 %
EBT of the GFT Group (IFRS)	66,047	40,027	65 %	184 %
Average remuneration of employees	96	90	6 %	3 %

* Jens-Thorsten Rauer was appointed Managing Director with effect from 1 May 2020. If Jens-Thorsten Rauer had been a Managing Director during the whole financial year 2020, the percentage change would have been 88%.

** Members of the Administrative Board who are also appointed as Managing Directors do not receive any remuneration as Administrative Board members.



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IV. Other

The company insures the members of the Administrative Board and the Managing Directors against civil and criminal claims, including in each case the costs of legal defence in connection with the performance of their mandates (D&O insurance), to the customary extent and in compliance with the relevant provisions of company law at its own expense.

Stuttgart, 22 March 2023

For the Administrative Board

Ulrich Dietz
Chairman of the Administrative Board



Thursday, 22 June 2023

Independent Auditor's Assurance Report on Examination of the Remuneration Report pursuant to Section 162 (3) AktG

To GFT Technologies SE, Stuttgart

Opinion

We have formally examined the remuneration report of GFT Technologies SE for the financial year from 1 January to 31 December 2022 to determine whether the disclosures pursuant to Section 162 (1) and (2) AktG have been made in the remuneration report. In accordance with Section 162 (3) AktG, we have not examined the content of the remuneration report.

In our opinion, the accompanying remuneration report complies, in all material respects, with the disclosure requirements pursuant to Section 162 (1) and (2) AktG. Our opinion does not cover the content of the remuneration report.

Basis for Opinion

We conducted our examination of the remuneration report in compliance with Section 162 (3) AktG taking into account the IDW assurance standard: Examination of the remuneration report pursuant to Section 162 (3) AktG (IDW AsS 870 (08.2021)). Our responsibilities under this regulation and this standard are further described in the "Our Responsibilities" section of our assurance report. Our audit firm has applied the IDW Standard on Quality Management 1: Requirements for Quality Management in Audit Firms (IDW QS 1). We have complied with our professional duties pursuant to the German Public Accountants Act [WPO] and the Professional Charter for Auditors/Chartered Accountants [BS WP/vBP], including the independence requirements.

Responsibilities of the Administrative Board

The Administrative Board of GFT Technologies SE is responsible for the preparation of the remuneration report, including the related disclosures, in accordance with the requirements of Section 162 AktG. The Administrative Board is also responsible for such internal control as they have determined necessary to enable the preparation of the remuneration report that is free from material misstatement, whether due to fraud or error.

Our Responsibilities

Our objectives are to obtain reasonable assurance about whether the remuneration report complies, in all material respects, with the disclosure requirements pursuant to Section 162 (1) and (2) AktG, and to issue an assurance report that includes our opinion.

We planned and performed our examination to obtain evidence about the formal completeness of the remuneration report by comparing the disclosures made in the remuneration report with the disclosures required by Section 162 (1) and (2) AktG. In accordance with Section 162 (3) AktG, we have not examined whether the disclosures are correct or individual disclosures are complete or whether the remuneration report is fairly presented.

Stuttgart, 22 March 2023

Deloitte GmbH

Wirtschaftsprüfungsgesellschaft

Marco Koch Anja Lustig
Wirtschaftsprüfer Wirtschaftsprüferin



Thursday, 22 June 2023

Information on the candidate proposed for election to the Administrative Board under agenda item 7

Dr Annette Beller
Kassel, Germany

Personal details:

Date of birth: 9 March 1960
Place of birth: Paderborn, Germany
Nationality: German
Profession: Chief Financial Officer of B. Braun SE, responsible for Finance/Taxes and Controlling, IT, Logistics and Purchasing

Education/training:

1978 – 1984 Studied business administration at the University of Göttingen, Germany. Degree: 'Diplom-Kaufmann'
1989 Doctorate: Dr rer pol
1992 Tax consultant examination
1994 Auditor's examination

Professional experience:

1984 – 1988 Research assistant at the Institute for Accounting and Auditing of Public and Private Enterprises at the University of Göttingen
1989 – 1995 Chartered Accountant Wollert-Elmendorff (Deloitte), Düsseldorf
1995 – 2011 Senior Vice President Finance, Tax and Accounting B. Braun Melsungen AG, Melsungen
2011 – 2021 Member of the Management Board of B. Braun Melsungen Aktiengesellschaft, Melsungen Responsible for Finance/Taxes and Controlling, IT, Logistics and Purchasing
since 2018 Member of the Management Board of B. Braun SE, Melsungen Responsible for Finance/Taxes and Controlling, IT, Logistics and Purchasing

Expertise/skills:

Information technology/digitalisation, banking and insurance, industry, corporate management and control (including strategy and M&A), finance, risk management and internal control systems, financial expert, law/compliance, sustainability

Seats on other statutory supervisory boards in Germany:

- Landesbank Hessen-Thüringen Girozentrale, Frankfurt am Main (Member of the Administrative Board since 2015 and Chairwoman of the Audit Committee since 2018)
- B. Braun Melsungen Aktiengesellschaft, Melsungen (Chairwoman of the Supervisory Board)

Other significant activities:

- Deputy Chairwoman of the University Council of the University of Kassel
- Member of the St. Gallen Finance Forum for Family Businesses



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Annex to agenda item 10 – remuneration system for members of the Administrative

1.

Remuneration components and contribution to the promotion of the business strategy and long-term development of GFT Technologies SE

Remuneration for members of the Administrative Board is structured as a purely fixed remuneration. No performance-related remuneration is granted.

The fixed remuneration for each financial year is €50,000.00 for members of the Administrative Board, €200,000.00 for the Chairman of the Administrative Board and €75,000.00 for the Deputy Chairman of the Administrative Board. Members of the Administrative Board who only served on the Administrative Board for part of the financial year, receive one-twelfth of fixed remuneration for each month of their membership they commenced. In addition, the company reimburses the members of the Administrative Board for any value added tax payable on their fixed remuneration and on the reimbursement of their out-of-pocket expenses.

In addition to their fixed remuneration as a member of the Administrative Board, the members of the Audit Committee receive an attendance fee. This amounts to €8,000.00 for the Chairman of the Audit Committee for each meeting he attends and €4,000.00 for each other member of the Audit Committee for each meeting he attends.

A higher amount of remuneration is granted to the Chairman of the Administrative Board and his deputy. This takes adequate consideration of the high time commitment, in particular, of the Chairman of the Administrative Board.

In the opinion of the Administrative Board, a purely fixed remuneration system for its members, supplemented by an attendance fee for members

of the Audit Committee, is considered the most appropriate way to reflect the Administrative Board's management, advisory and supervisory functions. A purely fixed remuneration system does not encourage inappropriate risk-taking and ensures that the Administrative Board bases its decisions solely on the long-term welfare of the company.

In view of the additional workload involved in meetings of the Audit Committee, an appropriate attendance fee is paid to its members. The Chairman of the Audit Committee receives a higher attendance fee in order to adequately reflect the additional time commitment.

The Managing Directors, who are responsible for the operational business of the company, receive remuneration in accordance with the remuneration system for Managing Directors. In addition to fixed remuneration, this system also provides for performance-related remuneration. With this in mind, those members of the Administrative Board who are appointed as Managing Directors do not receive any remuneration for their office as Administrative Board members. The Administrative Board is of the opinion that this arrangement is best suited to promoting the business strategy and long-term development of the company.

The company insures the members of the Administrative Board against civil and criminal claims, including in each case the costs of legal defence in connection with the performance of their mandates (D&O insurance), to the customary extent and at its own expense.



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2. Procedure

The Administrative Board reviews the remuneration system for the members of the Administrative Board and the specific remuneration as required and at least once every four years, whereby committees are not currently included. If it considers it to be useful, the Administrative Board will entrust a committee to prepare the review in the future. The Administrative Board shall make any necessary changes. It shall submit the remuneration system for the members of the Administrative Board and a resolution proposal regarding remuneration to the Annual General Meeting for approval whenever changes are made, but no later than every four years. A confirmatory resolution on the remuneration system for the members of the Administrative Board and the remuneration regulation is permissible. If the Annual General Meeting does not approve the remuneration system put to the vote, a revised remuneration system shall be submitted to the following Annual General Meeting at the latest.

When reviewing the remuneration system for members of the Administrative Board, the Administrative Board shall continue to take into

account that remuneration is commensurate with the tasks of the members of the Administrative Board and the situation of the company. It shall also review whether the remuneration is in line with market practice. This review is based on a horizontal remuneration comparison using the remuneration data of listed companies with a comparable market position (in particular industry, size, country) and complexity. As the activities of the Administrative Board are fundamentally different from the activities of the employees of the company and the Group and the remuneration of the Administrative Board is also of a corporate nature, a so-called vertical comparison with employee remuneration is not performed when reviewing and setting remuneration.

It is in the nature of the system that the Administrative Board is involved in the structuring of the remuneration system. This conflict of interest, which is inherent in the system, is countered by the fact that the decision on remuneration is by law taken by the Annual General Meeting.



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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 AktG in conjunction with section 26n (1) EGAktG, 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.

Compared to an Annual General Meeting with physical attendance, holding the Annual General Meeting as a virtual general meeting pursuant to section 118a AktG results in some modifications to the procedure of the Annual General Meeting as well as to the exercising of shareholders' rights.

The entire virtual 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. The voting rights of shareholders or their proxies may be exercised by means of electronic postal voting or by granting power of attorney and issuing instructions to the proxies appointed by the company. Prior to the meeting, duly registered shareholders may also submit statements by means of electronic

communication. During the meeting, shareholders who are connected electronically to the meeting will be granted the right to speak at the meeting by means of video communication. They are also entitled, as part of their right to speak at the meeting by means of video communication, to submit statements, to make election nominations and to request information. They may by means of electronic communication also declare objections to resolutions of the Annual General Meeting and have them recorded in the minutes.

In view of the specific features of the virtual Annual General Meeting, we kindly request that you pay particular attention to the following information regarding registration, voting and other shareholder rights.

b) Registration

Only those shareholders who register with the company prior to the Annual General Meeting are entitled to participate in the virtual 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 virtual Annual General Meeting by means of electronic connection,



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shareholders must provide the company with proof of their entitlement to exercise rights in connection with the virtual Annual General Meeting (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 beginning of the 21st day prior to the Annual General Meeting, i.e. to 1 June 2023, 0:00 hours (CEST) ('record date').

The registration and proof of entitlement must be received by the company no later than **15 June 2023, 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 Better Orange IR & HV AG
Haidelweg 48
81241 München
Germany
E-mail: anmeldung@better-orange.de

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

c) Relevance of the record date

In relation to the company, for the exercise of rights in connection with the Annual General Meeting, only those who have provided proof of entitlement shall be deemed to be shareholders. This means that shareholders who have acquired their shares after the record date cannot exercise any rights in connection with 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 exercise rights in connection with the Annual General Meeting, 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 virtual Annual General Meeting. The AGM ticket contains the necessary access data to the shareholder portal: access code and password.

The GFT shareholder portal will be accessible from 1 June 2023.

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 15 June 2023 (as stated above under item I. 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 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 virtual Annual General Meeting.

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.



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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 start of voting.

Shareholders and/or their proxies may also submit the power of attorney or proof of its granting to the company in text form until 21 June 2023, 24:00 hours (CEST) at one of the following addresses (by post or by e-mail)

GFT Technologies SE
c/o Better Orange IR & HV AG
Haidelweg 48
81241 München
Germany
E-mail: gft@better-orange.de

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 nominated 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 virtual 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 21 June 2023, 24:00 hours (CEST)

GFT Technologies SE
c/o Better Orange IR & HV AG
Haidelweg 48
81241 München
Germany
E-mail: gft@better-orange.de

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



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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 **22 May 2023, 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

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 **7 June 2023, 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



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at 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 virtual 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 meeting, not counting the day of receipt and the day of the Annual General Meeting, i.e. by **16 June 2023, 24:00 hours CEST**.

Submissions must be made in text form 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 no later than four days before the meeting, i.e. by **17 June 2023, 24:00 hours CEST**, stating the name of the shareholder submitting the statement.

Statements will not be made accessible 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 no. 1, no. 3 or no. 6 AktG if they contain offensive, criminally relevant, 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 virtual Annual General Meeting in the context of the right to speak (cf. the following section 'Right to speak and right 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 and to request information at the Annual General Meeting, which is exercised by means of video communication. Motions and election nominations pursuant to section 118a (1) sentence 2 no. 3 AktG and all types of requests for information pursuant to section 131 AktG may be part of such an address. Requests for information may not be submitted by other means.

According to section 131 (1) AktG, information may be requested about the company's affairs, provided that the information is necessary for the



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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.

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 shareholder addresses.

From the beginning of the Annual General Meeting, shareholders or their proxies can register to speak via the shareholder 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 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 and the motions of shareholders 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.



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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 does not hold any treasury shares at the time of convening the Annual General Meeting.

Stuttgart, May 2023

GFT Technologies SE
The Administrative Board



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Investor Relations

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