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STRATEC SE

2023 Remuneration Report

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REPORT OF THE INDEPENDENT AUDITOR ON THE AUDIT OF THE
REMUNERATION REPORT TO SEC. 162 (3) AKTG

A. PRELIMINARY REMARKS

The provisions of § 162 of the German Stock Corporation Act (AktG) require a Remuneration Report to be compiled for the 2023 financial year. This has to be prepared by the Board of Management and the Supervisory Board and report on the remuneration of these two bodies.

The Remuneration Report presents and explains the remuneration granted and owed to current (and former) members of the Board of Management and Supervisory Board of STRATEC SE in the 2023 year under report on an individualized basis and in a clear and comprehensible manner. It is pointed out that no remuneration was granted or owed to former members of the Board of Management or Supervisory Board in the 2023 and 2022 financial years; in this respect, Dr. Rudolf Eugster does not count as a former member in the period prior to his retirement from the Supervisory Board in the 2022 financial year. The remuneration granted and owed to Dr. Rudolf Eugster in the period through to his retirement from the Supervisory Board on May 22, 2022 amounted to € 24k in total, of which € 21k related to fixed remuneration and € 3k to meeting allowances.

Pursuant to § 162 (4) AktG, this Remuneration Report for members of the Board of Management and Supervisory Board of STRATEC SE has been published in the “Investors” section of the company’s website (www.stratec.com).

Furthermore, this Remuneration Report is subject to approval by the 2024 Annual General Meeting, which adopts the resolutions required for the 2023 financial year. The Remuneration Report prepared for the 2022 financial year and audited pursuant to § 162 (3) AktG was approved by resolution of the Annual General Meeting on May 17, 2023. No amendments were made to the remuneration system approved by the Annual General Meeting on May 20, 2021.

Unless otherwise indicated, the amounts presented in this Remuneration Report are stated in thousand euro amounts (€ 000s). Due to figures being rounded up or down, individual figures in the Remuneration Report of STRATEC SE may not add up exactly to the totals. Similarly, the percentages stated may not exactly reflect the absolute figures to which they refer.

B. REMUNERATION OF MEMBERS OF BOARD OF MANAGEMENT

(1) Remuneration system

Consistent with legal requirements, in the 2021 financial year the Supervisory Board adopted a new, clear, and comprehensible system for the remuneration of members of the Board of Management which complies both with the requirements of § 87a (1) Sentence 1 AktG and the recommendations of the German Corporate Governance Code (DCGK) and presented this for approval by the Annual General meeting pursuant to § 120a AktG. This “new” remuneration system was approved with a large majority at the Annual General Meeting on May 20, 2021 and has since been applicable to all management board employment contracts newly concluded, extended, or amended. The existing management board employment contracts already in place upon the adoption of the “new” remuneration system are protected from amendment through to the end of the respective current appointment.

The Board of Management of STRATEC SE comprised the following members in the 2023 financial year: Marcus Wolfinger, Dr. Robert Siegle, Dr. Claus Vielsack, and (with effect as of January 1, 2023) Dr. Georg Bauer. In view of the premature reappointments of Marcus Wolfinger, Dr. Robert Siegle, and Dr. Claus Vielsack to their respective positions on the Board of Management for a further five years, their employment contracts were newly concluded as of January 1, 2023 with due application of the “new” remuneration system. As a result, with regard to the 2023 financial year the explanations in this Remuneration Report refer to the “new” remuneration report which, pursuant to § 120a (2) AktG, is presented in the “Investors” section of the company’s website (www.stratec.com).

(2) Components of remuneration system

The remuneration of members of the Board of Management comprises **fixed and variable components**. The fixed components include the fixed annual basic salary, ancillary benefits, and pension benefits. The variable components comprise both the short-term incentive (STI) and the long-term incentive (LTI), which in turn includes medium-term remuneration (MTR) and long-term share-based remuneration (LSR). Furthermore, at its own discretion the Supervisory Board may each year grant **special remuneration** (appreciation bonus) to acknowledge outstanding achievements.

Relative share of remuneration components – The relative share of all fixed and variable components refers to the target total remuneration determined by the Supervisory Board. In this respect, target total remuneration for the respective financial year comprises the fixed annual basic salary, the target value for 100% target achievement in the case of STI, the allocation value corresponding to the 100% target amount in the case of LTI, pension expenses (service cost), and ancillary benefits. Excluding the company pension provision, any appreciation bonus, and ancillary benefits, fixed remuneration should account for a share of 20% to 30% and variable remuneration for a share of 70% to 80% of target total remuneration. Within variable remuneration, STI (100% target amount) should account for a share of 25% to 35% and LTI (allocation amount corresponding to 100% target amount) for a share of 44% to 54% of target total remuneration.

Fixed remuneration components – These comprise fixed cash remuneration referring to the full year (annual basic salary), which is paid out in twelve monthly instalments. Moreover, this component of remuneration also includes ancillary benefits, such as the provision of a suitable car, a loss liability insurance policy with a deductible, accident insurance, and contributions to health and nursing care insurance. Furthermore, this remuneration component also includes individual contractual arrangements concerning retirement, invalidity, and surviving dependent pensions. Further details can be found in the information provided in Section “(8) Regulations governing regular termination of activity on Board of Management”.

Variable remuneration component (short-term incentive – STI) – This component comprises a performance-related bonus with a one-year assessment period. It is based on achievement of a specified level of consolidated EBITDA at the STRATEC Group for which both a minimum level of consolidated EBITDA (fixed basic amount), from which level upwards STI is granted, and a target level of consolidated EBITDA (surplus amount) for 100% target achievement are determined. Based on 100% target achievement, STI amounts to € 250,000 per year for regular members of the Board of Management and to € 335,000 per year for the Chief Executive Officer. The STI is capped at € 500,000 per year for regular members of the Board of Management and at € 670,000 per year for the Chief Executive Officer. Should the calculation of STI result in a negative amount, then STI amounts to € 0k. STI is paid out on the day after the Annual General Meeting of STRATEC SE adopting a resolution on the appropriation of profit for the respective financial year. Subject to agreement between the Board of Management and Supervisory Board, however, it may be disbursed in monthly prepayments. This prepayment option was drawn on in the 2023 financial year.

Variable remuneration component (long-term incentive – LTI / MTR) – This component consists in equal shares of a linked component, an individual component (personal targets for the current period), and a discretionary component, with the linked component comprising two sub-components. The targets determined for the linked components are based on the increase in consolidated sales and consolidated EBITDA. In this respect, 100% target achievement requires average annual percentage growth over the MTR term, which amounts to four financial years from the grant date. Individual components are based on both individual and collective targets agreed between the Supervisory Board and the members of the Board of Management. In particular, these also include targets referring to non-financial performance indicators. Target achievement for MTR is further based in terms of its timing on achievement of the targets set for the current financial year and the three following years and on a target bonus, i.e. the amount to be paid out in the event of 100% target achievement for all components. Target achievement for individual components is capped on a percentage basis for each component (linked component: 50% - 200%; discretionary component: 0% - 200%), as well as in terms of the annual and overall amounts. The caps on the amounts of LTI / MTR amount to € 51k per year and € 204k overall for regular members of the Board of Management and to € 62k per year and € 248k overall for the Chief Executive Officer. Furthermore, the linked component is only accounted for to the extent that the four-year overall target is at least 50% achieved with due application of the lower thresholds and caps. MTR is paid out on the day after the Annual General Meeting of STRATEC SE adopting a resolution on the appropriation of profit for the fourth financial year after the financial year in which it was granted. Accordingly, the MTR granted in 2023 will be disbursed in 2027.

Variable remuneration components (long-term incentive – LTI / LSR) – This comprises both contractual agreements in which payments are based on the long-term share price performance without any physical or real stocks actually being supplied (**stock appreciation rights**) and **stock options** which, at the discretion of the Supervisory Board, may only be issued for up to a quarter of the stock appreciation rights. The cap on the amount of LTI / LSR amounts to € 300,000 per year for regular members of the Board of Management and to € 700,000k per year for the Chief Executive Officer.

Stock appreciation right (SARs) have the following basic features:

The rights refer to a payment to be made by the company to the member of the Board of Management, with the amount of payment being determined by reference to the share price performance of STRATEC SE (reference share) as documented in XETRA trading on the Frankfurt Stock Exchange over a predefined period. The rights should have a term of seven years (maximum term) calculated from the issue date, although initial payment of the value of the rights may be requested at the earliest after a “minimum qualifying period” of four years. Any such payment prior to the expiry of the term of the rights (premature payment request) leads to a corresponding reduction in the terms of the rights. Should the term expire on a date within 30 stock market trading days prior to publication of figures for the quarterly or annual financial statements, the term is extended through to the first stock market trading day after the expiry of this timeframe. Any premature payment request must be made in writing and may

not be issued within the aforementioned timeframe. Unless otherwise laid down by the Supervisory Board, the payment claim is determined on the basis of the increase in the XETRA closing price of a reference share through to the end of the term (based on a 30-day average price plus dividends) compared with the XETRA closing price at the issue date (reference price). In this respect, the annual increase in the reference share price – without reference to the share price performance within the term – must amount to at least 5% and, based on the minimum qualifying period, thus to at least 20% (exercise hurdle). The amount of payment claim following expiry of the minimum qualifying period or at the end of the term – assuming that the exercise hurdle is met – is calculated, unless otherwise stipulated by the Supervisory Board, as the difference between the reference price determined at the beginning of the term multiplied by the number of rights less the reference price determined at the end of the (abridged) term also multiplied by the number of rights. Insofar as the exercise terms have been met, the stock appreciation rights are paid following expiry of the minimum qualifying period with the next salary payment subsequent to the respective member of the Board of Management submitting a request for payment, and at the latest within two weeks following expiry of the maximum term.

The **stock options** have the following basic features in respect of qualifying periods, performance targets, lapsing, cap, and exercise windows:

The stock options granted may be exercised in full at the earliest following the expiry of a qualifying period of four years and provided that the following market conditions are fully met:

- Increase in STRATEC's share price by at least 20% compared with the exercise price between the grant date and the date marking the expiry of the qualifying period.
- If this performance target is not met after the expiry of the four-year qualifying period, the stock options granted may be exercised through to the end of their terms if, on the day preceding the respective exercise date, the closing price of STRATEC's share on the final trading day on the electronic trading system of the Frankfurt Stock Exchange (XETRA) has risen by an average of 0.417% of the exercise price per completed calendar month since the date of the option rights being granted.

Following the expiry of a seven-year term after being granted, the option rights lapse without compensation.

A cap also applies if, on the stock market trading day preceding the respective exercise date for the stock options, the closing price of STRATEC's share on the electronic trading system of the Frankfurt Stock Exchange (XETRA) exceeds the exercise price by more than 200%; in this case, the exercise price is increased to the extent that the difference only amounts to 200% of the original exercise price.

If the qualifying period and performance target requirements have been met, the stock option rights may in each case only be exercised on the ten trading days on the electronic trading system of the Frankfurt Stock Exchange (XETRA) subsequent to the holding of the Annual General Meeting, or the publication of the definitive 6-month results, should such publication occur after the Annual General Meeting for the respective preceding financial year, or of the 9-

month results (exercise windows). In these cases, the stock option rights may be exercised independently of each other in several of the aforementioned exercise windows.

No changes arose in the aforementioned terms and conditions in the 2023 financial year.

The stock options of the individual members of the Board of Management developed as follows in the 2023 financial year (§ 162 (1) No. 3 AktG):

Totals or €	Issue date	Exercise price €	Exercise date	Balance 01.01.2023 No.	Added Disposed No.	Balance 12.31.2023 No.
Marcus Wolfinger	01.25.2022	117.52	n/a	4,557	0	4,557
	03.08.2021	113.00	n/a	5,000	0	5,000
	01.23.2020	62.40	n/a	5,000	0	5,000
	01.15.2019	57.82	n/a	5,000	0	5,000
Dr. Robert Siegle	01.25.2022	117.52	n/a	2,500	0	2,500
	03.08.2021	113.00	n/a	2,500	0	2,500
	01.23.2020	62.40	n/a	2,500	0	2,500
	01.15.2019	57.82	n/a	2,500	0	2,500
Dr. Claus Vielsack	01.25.2022	117.52	n/a	2,500	0	2,500
	03.08.2021	113.00	n/a	2,500	0	2,500
	01.23.2020	62.40	n/a	2,500	0	2,500
	01.15.2019	57.82	n/a	2,500	0	2,500

Special remuneration – This provides for the Supervisory Board acting at its own discretion to grant special remuneration amounting to a maximum of 30% of the annual basic salary to acknowledge outstanding achievements (appreciation bonus). The special remuneration is paid on the day after which the Supervisory Board adopts a resolution to grant any such appreciation bonus.

(3) Application of remuneration system

When determining and paying remuneration, the company did not deviate from the remuneration system or its components for any of the members of the Board of Management (§ 162 (1) Sentence 2, No. 5 AktG). In particular, no payments were committed or granted to members of the Board of Management by third parties in respect of their activities as members of the Board of Management (§ 162 (2) No. 1 AktG).

Based on corresponding Supervisory Board resolutions, the precise target amounts for individual members of the Board of Management for the fixed and variable components of their remuneration and their special remuneration are stipulated in employment contracts and target agreements concluded between STRATEC SE, represented by the Supervisory Board Chair, and the respective member of the Board of Management.

Based on full target achievement, the relative shares of the remuneration components for the individual members of the Board of Management are as follows:

	Marcus Wolfinger		Dr. Robert Siegle		Dr. Claus Vielsack		Dr. Georg Bauer	
Components	relative share in %		relative share in %		relative share in %		relative share in %	
Annual basic salary	24%		28%		26%		23%	
Short-term incentive	76%	25%	72%	27%	74%	28%	77%	32%
Long-term incentive		50%		45%		46%		45%

Variances may arise from the figures stated here in accordance with the actual level of target achievement for the key financial figures and for personal targets.

Within STI, the fixed basic amount and target amount for consolidated EBITDA (surplus amount) stand at € 7.0 million and € 45.0 million respectively for Marcus Wolfinger, Dr. Robert Siegle, and Dr. Claus Vielsack and at € 15.0 million and € 45.0 million respectively for Dr. Georg Bauer.

Within LTI / MTR, the contractually determined average annual percentage growth for the linked component for consolidated sales and consolidated EBITDA amounts to 8% respectively for Marcus Wolfinger, Dr. Robert Siegle, Dr. Claus Vielsack, and Dr. Georg Bauer.

Within LTI / LSR, the contractually determined annual minimum numbers of stock appreciation rights granted amount to 20,000 for Marcus Wolfinger, 10,000 for Dr. Robert Siegle, 10,000 for Dr. Claus Vielsack, and between 5,000 and 10,000 for Dr. Georg Bauer. The option of granting prorated shares of stock options has not been drawn on.

(4) Strategy reference

Strategy reference – § 162 (1) Sentence 2, No. 1 AktG requires an explanation to be provided of how individual remuneration components promote the company's long-term performance.

The remuneration system should make a contribution to promoting STRATEC's business strategy of expanding its position as a leading developer and manufacturer of fully automated analyzer systems for its partners in clinical diagnostics and biotechnology.

To this end, the remuneration system provides incentives that are consistent with and support this strategy. The financial targets in the short-term variable remuneration (STI) are based on the performance category of consolidated EBITDA, thus promoting a focus on profitability and the generation of efficiencies. Furthermore, due to its term of at least four years, the performance criteria of consolidated sales and consolidated EBITDA, and growth in the XETRA share price, long-term remuneration (LTI) provides incentives to increase the company's long-term profitability and achieve operational enhancements. In addition, the non-financial targets included in LTI, which particularly comprise social and ecological aspects, also support STRATEC's further strategic development in this respect. Finally, a competitive annual salary, ancillary benefits, and the selected pension benefits help to attract qualified executives and to retain these at STRATEC on an ongoing basis.

(5) Target achievement for variable remuneration components and special remuneration

The degree of target achievement for the performance criteria underlying variable remuneration for the 2023 year under report is presented in the table below. These relate to components of variable remuneration that, taking due account of potential prepayments, are due to be disbursed in the 2024 financial year.

	Component	Performance criterion*	Target value	Actual value	Achievement in %**
Marcus Wolfinger	STI	EBITDA in € 000s	45,000	33,079	74%
	LTI / MTR (2021)	Sales growth in %	101,507	37,236	0%
		EBITDA growth in %	22,060	12,995	33%
		Personal targets in %***	Team targets	achieved	113%
	Special remuneration	Discretionary scope in %	Discretionary targets	achieved	100%
		Special achievements in € 000s	96	96	100%
Dr. Robert Siegle	STI	EBITDA in € 000s	45,000	33,079	74%
	LTI / MTR (2021)	Sales growth in %	101,507	37,236	0%
		EBITDA growth in %	22,060	12,995	33%
		Personal targets in %***	Team targets	achieved	113%
	Special remuneration	Discretionary scope in %	Discretionary targets	achieved	100%
		Special achievements in € 000s	79	79	100%
Dr. Claus Vielsack	STI	EBITDA in € 000s	45,000	33,079	74%
	LTI / MTR (2021)	Sales growth in %	101,507	37,236	0%
		EBITDA growth in %	22,060	12,995	33%
		Personal targets in %***	Team targets	achieved	113%
	Special remuneration	Discretionary scope in %	Discretionary targets	achieved	100%
		Special achievements in € 000s	71	71	100%
Dr. Georg Bauer	STI	EBITDA in € 000s	45,000	25,079	56%
	Special remuneration	Special achievements in € 000s	54	54	100%

* Reference is made to the information provided in "(2) Components of remuneration system" in this section for details of the calculation methodology.

** Disclosure accounts for respective caps.

*** The personal targets entail both organizational and sustainability targets.

(6) Caps

Variable remuneration components are subject to requirements limiting them both individually and in combination in terms of their value and the degree of target achievement. For further details, we refer to the information provided in “(2) Components of remuneration system” in this section. Moreover, a **maximum remuneration** requirement is applicable to the **total remuneration** granted for a financial year (aggregate total of all remuneration contributions expended for the financial year, irrespective of whether these are paid out in this financial year or at a later point in time). This amounts to € 1,800,000 per respective financial year for regular members of the Board of Management and to € 2,500,000 per respective financial year for the Chief Executive Officer. Furthermore, the Supervisory Board is able to exercise the restrictions provided for by law and the option of clawing back variable remuneration components (claw-back provision) should these have been disbursed on the basis of incorrect data. The Supervisory Board exercises such claw-back provision at its own due discretion.

The following table provides an overview both of the cap on the amount of remuneration for each component and on the maximum remuneration applicable for the **2023 financial year**.

	Marcus Wolfinger			Dr. Robert Siegle		
	Actual € 000s	CAP € 000s	+ /- € 000s	Actual € 000s	Cap € 000s	+ /- € 000s
Caps per component						
Annual basic salary	320	320	0	264	264	0
Ancillary benefits	22	22	0	13	13	0
Pension benefits	174	174	0	112	112	0
Short-term incentive	246	670	424	184	500	316
Long-term incentive						
- MTR (2023)	248	248	0	204	204	0
- Stock appreciation rights*	627	700	73	300	300	0
Special remuneration	96	96	0	79	79	0
Maximum remuneration	860	2,500	1,640	672	1,800	1,128

	Dr. Claus Vielsack			Dr. Georg Bauer		
	Actual € 000s	Cap € 000s	+ /- € 000s	Actual € 000s	Cap € 000s	+ /- € 000s
Caps per component						
Annual basic salary	235	235	0	180	180	0
Ancillary benefits	10	10	0	11	11	0
Pension benefits	30	30	0	20	20	0
Short-term incentive	183	500	317	139	500	361
Long-term incentive						
- MTR (2023)	204	204	0	204	204	0
- Stock appreciation rights*	300	300	0	276	300	24
Special remuneration	71	71	0	54	54	0
Maximum remuneration	550	1,800	1,250	469	1,800	1,331

* Fair value calculated as of grant date using relevant option calculation methods

Due the fair value as of the grant date, the cap applicable to stock appreciation rights for Dr. Robert Siegle and Dr. Claus Vielsack was exceeded in the 2023 financial year. As a result, the number of contractually stipulated annual minimum rights granted was reduced in each case by 430 from 10,000 to 9,570.

(7) Remuneration granted and owed

The tables below present the remuneration granted and owed to the members of the Board of Management in the 2023 and 2022 years under report pursuant to § 162 (1) Sentence 1 AktG. Accordingly, the tables include all amounts actually paid to the individual members of the Board of Management in the period under report (remuneration granted), as well as all remuneration legally due but not yet paid (remuneration owed). With regard to the amounts incurred in connection with the retirement, invalidity, and surviving dependents' pensions as a further component of fixed remuneration, reference is made to the information provided in Section "(8) Regulations governing regular termination of activity on Board of Management". The voluntary presentation of these amounts in the tables below has been foregone.

Unlike in the previous year, the claim to remuneration for the short-term incentive (STI), long-term incentive (LTI / MTR), and special remuneration is viewed as granted remuneration. The associated payment amounts are therefore stated in the reporting period in which the activity underlying the remuneration was fully performed. This adjustment to the interpretation option selected has been necessitated by first-time reporting on the "new" remuneration system and the enhanced comparability resulting from the amendment. For purposes of comparison, the interpretation option applied through to the 2022 financial year ("previously") has additionally been presented for the 2023 financial year. As well as the amount of remuneration, the relative shares of total remuneration attributable to all performance-related and non-performance-

related remuneration components have been presented pursuant to § 162 (1) Sentence 2, No. 1 AktG.

Marcus Wolfinger		2023		2022	
		€ 000s	previously € 000s	€ 000s	previously € 000s
Fixed remuneration	Annual basic amount	320	320	272	272
	Ancillary benefits	22	22	21	21
Total		342	342	293	293
Variable remuneration	Short-term incentive	342	459	459	522
	Mid-term incentive	143	174	174	179
	Long-term incentive				
	- Stock options	0	0	179	179
	- Stock appreciation rights	0	0	927	927
Total		485	633	1,739	1,807
Relative share of fixed remuneration		41%	35%	14%	14%
Relative share of variable remuneration		59%	65%	86%	86%

Dr. Robert Siegle		2023		2022	
		€ 000s	previously € 000s	€ 000s	previously € 000s
Fixed remuneration	Annual basic amount	264	264	239	239
	Ancillary benefits	13	13	13	13
Total		277	277	252	252
Variable remuneration	Short-term incentive	263	349	349	395
	Mid-term incentive	117	143	143	147
	Long-term incentive				
	- Stock options	0	0	98	98
	- Stock appreciation rights	0	0	463	463
Total		380	492	1,053	1,104
Relative share of fixed remuneration		42%	36%	29%	19%
Relative share of variable remuneration		58%	64%	71%	81%

Dr. Claus Vielsack		2023		2022	
		€ 000s	previously € 000s	€ 000s	previously € 000s
Fixed remuneration	Annual basic amount	235	235	210	210
	Ancillary benefits	10	10	11	11
Total		245	245	221	221
Variable remuneration	Short-term incentive	254	290	290	327
	Mid-term incentive	90	109	109	113
	Long-term incentive				
	- Stock options	0	0	98	98
	- Stock appreciation rights	0	0	463	463
Total		344	399	961	1.001
Relative share of fixed remuneration		42%	38%	19%	18%
Relative share of variable remuneration		58%	62%	81%	82%

Dr. Georg Bauer		2023	
		€ 000s	previously € 000s
Fixed remuneration	Annual basic amount	180	180
	Ancillary benefits	11	11
Total		191	191
Variable remuneration	Short-term incentive*	193	0
	Mid-term incentive	0	0
	Long-term incentive		
	- Stock options	0	0
	- Stock appreciation rights	0	0
Total		193	0
Relative share of fixed remuneration		50%	100%
Relative share of variable remuneration		50%	0%

* This item also includes the special remuneration.

(8) Regulations governing regular termination of activity on Board of Management

The following regulations are in place for members of the Board of Management upon the regular termination of their activity:

Pension provision – The members of the Board of Management Marcus Wolfinger, Dr. Robert Siegle, and Dr. Claus Vielsack receive pension provision from STRATEC SE when they have reached pensionable age, i.e. between the age of 60 and the age of 67, and have concluded their activity as members of the Board of Management. Members have the option of receiving a one-off lump sum or lifelong pension payments. In cases in which employment is terminated before the respective member reaches pensionable age, the pension claims remain valid, without reduction if specific conditions are met, or the contributions to pension provision continue to be paid for the current year and for the two years following the termination of employment. STRATEC SE finances the pension claims both directly and indirectly. Alongside the aforementioned benefits, the company has also agreed lifelong surviving dependents' provision with Marcus Wolfinger. Dr. Georg Bauer has been granted an annual allowance of € 20k for his pension provision. In the 2023 financial year, the company recognized pension benefit expenses, excluding the net interest result, of € 174k for Marcus Wolfinger (previous year: € 135k), € 112k for Dr. Robert Siegle (previous year: € 120k), € 30k for Dr. Claus Vielsack (previous year: € 49k), and € 20k for Dr. Georg Bauer. The present values of the capital claims acquired in connection with the pension benefits thereby committed as of December 31, 2023 have been determined in accordance with IAS 19 (Employee Benefits) and amounted to € 1,479k for Marcus Wolfinger (previous year: € 1,088k), € 1,013k for Dr. Robert Siegle (previous year: € 770k), and € 356k for Dr. Claus Vielsack (previous year: € 234k). Actual benefits may turn out higher or lower than presented here.

Retrospective prohibition on competition – For the duration of the 24-month retrospective prohibition on competition, each member of the Board of Management receives remuneration amounting to 75% of his most recent granted annual total remuneration for the first twelve months and 50% of the same amount for the subsequent twelve months. STRATEC SE may waive compliance with the retrospective prohibition on competition on a conditional basis (for the 13th to the 24th month).

Stock appreciation rights – Upon the regular termination of activity, the stock appreciation rights granted to members of the Board of Management are settled in accordance with the conditions valid at the end of the term provided that the respective exercise hurdles have been met at this point in time. Requests for payment may be asserted at the earliest one month prior to and at the latest three months subsequent to the termination date.

(9) Regulations governing premature termination of activity on Board of Management

The following regulations are in place for members of the Board of Management upon the premature termination of their activity:

Severance payments – Contracts with members of the Board of Management are concluded for fixed terms. In the event of the contract being terminated prematurely, on the basis of mutual agreement, and without compelling reason justifying immediate termination, severance payments amounting to a maximum of two annual remuneration packages (severance pay cap) are disbursed. The calculation of the cap is based on the total remuneration granted for the past financial year. Payments resulting from the retrospective prohibition on competition may be imputed to this amount. In the event of positions being terminated due to a change of control pursuant to § 315a (1) No. 9 of the German Commercial Code (HGB), the member of the Board of Management receives severance payments amounting to 150% of the severance pay cap. No such provision was agreed with Dr. Bauer.

Retrospective prohibition on competition and pension provision – For the retrospective prohibition on competition and pension provision, corresponding application is made of the provisions governing these aspects upon the regular termination of activity on the Board of Management.

Permanent inability to work and fatality – Should a member of the Board of Management become permanently unable to work during the term of the employment contract, this contract is terminated three months after the end of the month in which the permanent inability to work is ascertained. Remuneration is based on the provisions governing regular termination of activity on the Board of Management. Should a member of the Board of Management die during the term of the employment contract, then his surviving dependents are entitled to continued payment of the fixed remuneration at the customary amount for the month in which the member died and the following six months, nevertheless limited to the expiry of the employment contract irrespective of the death of the respective member.

Stock appreciation rights – Upon the premature termination of activity, the stock appreciation rights granted to members of the Board of Management are settled in accordance with the conditions valid at the end of the term provided that the respective exercise hurdles have been met at this point in time. Requests for payment may be asserted at the earliest one month prior to and at the latest three months subsequent to the termination date.

C. REMUNERATION OF SUPERVISORY BOARD MEMBERS

The remuneration of the Supervisory Board is governed by § 13 of the Articles of Association of STRATEC SE and takes due account of the responsibility and scope of activity of Supervisory Board members, as well as of the economic position and performance of the company.

§ 13 of the Articles of Association of STRATEC SE was amended by resolution adopted by the Annual General Meeting on May 17, 2023. The amendment to the Articles of Association was entered in the Commercial Register on July 3, 2023. This amendment takes effect as of the beginning of the financial year subsequent to the entry, and thus as of January 1, 2024. As in the previous year, the remuneration system for the Supervisory Board approved by resolution of the Annual General Meeting on May 20, 2021 was applicable in the 2023 financial year.

Each member of the Supervisory Board receives fixed remuneration of € 25k for each financial year. The Supervisory Board Chair receives twice and the Deputy Chair receives one and a half times this amount of fixed remuneration. Supervisory Board members only belonging to the Supervisory Board for part of a given financial year receive one twelfth of the fixed remuneration for each month of activity commenced.

Furthermore, each member of the Supervisory Board receives a meeting allowance of € 750.00 for each meeting of the Supervisory Board attended in person. Where several meetings are held on the same day, the meeting allowance is paid only once. The meeting allowance is limited to a maximum of six meetings each financial year.

If the Supervisory Board forms one or more committees, each Supervisory Board member receives a meeting allowance of € 750.00 for each meeting attended. This meeting allowance is limited to a maximum of three committee meetings for each financial year.

Fixed remuneration and the meeting allowance are due for payment upon the conclusion of the respective financial year.

Furthermore, the company reimburses each member of the Supervisory Board for the necessary, appropriate volume of expenses incurred for him or her to perform his or her duties, as well as for any sales tax attributable to remuneration or the reimbursement of expenses.

Members of the Supervisory Board may be included in a pecuniary loss liability insurance policy concluded by the company at its own expense, at an appropriate amount, and in its interest. The company assumes the resultant premiums.

The following table presents the remuneration granted and owed to members of the Supervisory Board in the 2023 and 2022 financial years pursuant to § 162 (1) Sentence 1 AktG.

Prof. Dr. Georg Heni	2023		2022	
	€ 000s	Share	€ 000s	Share
Fixed remuneration	50	88%	33	85%
Meeting allowance	7	12%	6	15%
- of which for attendance of committee meetings	2		1	
Total	57	100%	39	100%

Supervisory Board member since May 20, 2022

Supervisory Board Chair since May 20, 2022

Deputy Chair of Audit Committee since June 21, 2022

Remuneration Committee Chair since December 18, 2023

Dr.-Ing. Frank Hiller	2023		2022	
	€ 000s	Share	€ 000s	Share
Fixed remuneration	37	84%	37	84%
Meeting allowance	7	16%	7	16%
- of which for attendance of committee meetings	2		2	
Total	44	100%	44	100%

Supervisory Board member since May 29, 2019

Deputy Chair of Supervisory Board since November 26, 2020, previously Supervisory Board

Chair since May 29, 2019

Audit Committee member since January 28, 2021

Remuneration Committee member since December 18, 2023

Dr. Rolf Vornhagen	2023		2022	
	€ 000s	Share	€ 000s	Share
Fixed remuneration	25	78%	25	78%
Meeting allowance	7	22%	7	22%
- of which for attendance of committee meetings	2		2	
Total	32	100%	32	100%

Supervisory Board member since July 21, 2020

Audit Committee Chair since January 28, 2021

Dr. med. Patricia Geller	2023		2022	
	€ 000s	Share	€ 000s	Share
Fixed remuneration	25	83%	15	79%
Meeting allowance	5	17%	4	21%
- of which for attendance of committee meetings	1		0	
Total	30	100%	19	100%

Supervisory Board member since June 10, 2022

Remuneration Committee member since December 18, 2023

D. COMPARATIVE PRESENTATION OF EARNINGS PERFORMANCE AND ANNUAL CHANGE IN REMUNERATION

(1) Development in relevant key figures

As outlined in Section “B. REMUNERATION OF MEMBERS OF BOARD OF MANAGEMENT”, the variable remuneration of the Board of Management is mainly dependent on the short to medium-term development in the key financial figures of consolidated sales and consolidated EBITDA, as well as on the long-term development in the XETRA share price of STRATEC SE. Pursuant to § 162 (1) Sentence 2, No 2 AktG, these figures are supplemented by the development in the annual net income of STRATEC SE determined in accordance with the German Commercial Code (HGB). Consistent with the relief provided for in § 26j of the Introductory Act to the German Stock Corporation Act (EGAktG), the company has opted not to select the past five financial years as the comparative period for which average employee remuneration is presented.

The table presents the change in the key financial figures underlying the variable remuneration of the Board of Management and the change in annual net income determined in accordance with the German Commercial Code (HGB) pursuant to § 162 (1) Sentence 2, No. 2 AktG:

	2023 vs. 2022	2022 vs. 2021
Consolidated sale	-2.9%	-4.4%
Consolidated EBITDA	-31.0%	-12.6%
Annual net income (HGB)	-32.9%	28.2%

The XETRA share price of STRATEC SE performed as follows in the period relevant to the variable remuneration of the Board of Management:

	12.31.2023	12.31.2022	12.31.2021	12.31.2020
XETRA share price	€ 45.55	€ 81.80	€ 137.80	€ 122.80

(2) Development in annual remuneration

Remuneration of members of Board of Management

The remuneration of members of the Board of Management presented in the following table represents the remuneration granted and owed to the respective member and thus corresponds to the figures presented in the remuneration tables for the 2023 and 2022 reporting period pursuant to § 162 (1) Sentence 1 AktG.

	2023 vs. 2022	2022 vs. 2021
Marcus Wolfinger	-59.3%	0.4%
Dr. Robert Siegle	-49.7%	-0.2%
Dr. Claus Vielsack	-50.1%	0.5%
Dr. Georg Bauer	n/a	n/a

Remuneration of incumbent Supervisory Board members

	2023 vs. 2022	2022 vs. 2021
Prof. Dr. Georg Heni	46.2%	n/a
Dr. Frank Hiller	0.0%	4.8%
Dr. Rolf Vornhagen	0.0%	6.7%
Dr. Patricia Geller	57.9%	n/a

Given the changes in the composition of the Supervisory Board in the 2022 financial year, to enhance comparability the percentage change in remuneration (comprising fixed remuneration and meeting allowance) of all Supervisory Board members who were members for either part or all of the 2023 and 2022 financial years is presented in the table below.

	2023 vs. 2022	2022 vs. 2021
All Supervisory Board members	3.2%	21.5%

Average remuneration of employees of STRATEC SE

As in the previous year, the comparison of the development in average employee remuneration for 2023 is based on the average remuneration of employees at STRATEC SE excluding one-off payments such as compensation for inflation or stock options. This in turn is based on the remuneration of all full-time employees who were employed by the company for the whole of the comparative period. No account has been taken of trainees, students, temporary employees, or employees in part-time retirement.

	2023 vs. 2022	2022 vs. 2021	2021 vs. 2020
Employees of STRATEC SE	3.6%	2.2%	4.6%

The average remuneration of employees of STRATEC SE on which the calculation has been based developed as follows:

	2023 vs. 2022	2022 vs. 2021	2021 vs. 2020
Average remuneration of employees at STRATEC SE	€ 70k	€ 69k	€ 67k

Birkenfeld, March 2024

STRATEC SE

On behalf of the Supervisory Board

The Board of Management

Prof. Dr. Georg Heni
Chair of Supervisory Board

Marcus Wolfinger
Chair of Board of Management (CEO)

Dr. Robert Siegle
Member of Board of Management

Dr. Claus Vielsack
Member of Board of Management

Dr. Georg Bauer
Member of Board of Management

Report of the Independent Auditor on the Audit of the Remuneration Report pursuant to Sec. 162 (3) AktG

To STRATEC SE, Birkenfeld

Audit Opinion

We have conducted a formal audit of the remuneration report of STRATEC SE, Birkenfeld, for the financial year from 1 January to 31 December 2023 to determine whether the disclosures required by Sec. 162 (1) and (2) AktG ["Aktengesetz": German Stock Corporation Act] have been made therein. In accordance with Sec. 162 (3) AktG we have not audited the content of the remuneration report.

In our opinion, the disclosures required by Sec. 162 (1) and (2) have been made in the accompanying remuneration report in all material respects. Our opinion does not cover the content of the remuneration report.

Basis for the Audit Opinion

We conducted our audit of the remuneration report in accordance with Sec. 162 (3) AktG and in compliance with the IDW Auditing Standard: Audit of the Remuneration Report in Accordance with Sec. 162 (3) AktG (IDW AuS 870 (09/2023)). Our responsibilities under this provision and standard are further described in the "Responsibilities of the auditor" section of our report. As an audit firm, we applied the IDW Standard on Quality Management: Requirements for Quality Management in the Audit Firm (IDW QMS 1). We complied with the professional obligations pursuant to the WPO ["Wirtschaftsprüferordnung": German Law Regulating the Profession of Wirtschaftsprüfer (German Public Auditor)] and the BS WP/vBP ["Berufssatzung für Wirtschaftsprüfer/vereidigte Buchprüfer": Professional Charter for German Public Accountants/German Sworn Auditors] including the requirements regarding independence.

Responsibilities of the Management Board and Supervisory Board

The management board and supervisory board are responsible for the preparation of the remuneration report and the related disclosures in compliance with the requirements of Sec. 162 AktG. In addition they are responsible for such internal control as they consider necessary to enable preparation of a remuneration report and associated disclosures that are free from material misstatement due to fraud (i.e. fraudulent financial reporting and misappropriation of assets) or error.

Responsibilities of the Auditor

Our objectives are to obtain reasonable assurance about whether the disclosures required by Sec. 162 (1) and (2) AktG are made in the remuneration report in all material respects and to express an opinion thereon in a report.

We planned and performed our audit so as to determine the formal completeness of the remuneration report by comparing the disclosures made in the remuneration report with the disclosures required by Sec. 162 (1) and (2) AktG. In accordance with Sec. 162 (3) AktG, we have not audited the accuracy of the disclosures, the completeness of the individual disclosures or the fair presentation of the remuneration report.

Consideration of Misrepresentations

In connection with our audit, our responsibility is to read the remuneration report considering the knowledge obtained in the audit of the financial statements and, in doing so, remain alert for indications of whether the remuneration report contains misrepresentations in relation to the accuracy of the disclosures, the completeness of the individual disclosures or the fair presentation of the remuneration report.

If, based on the work we have performed, we conclude that there is a misrepresentation, we are required to report that fact. We have nothing to report in this regard.

Stuttgart, 26 March 2024

RSM Ebner Stolz GmbH & Co. KG
Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft

Oliver Striebel
Wirtschaftsprüfer
[German Public Auditor]

Philipp Lessner
Wirtschaftsprüfer
[German Public Auditor]