



## **STRATEC SE**

### 2025 Remuneration Report

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## **A. PRELIMINARY REMARKS**

The provisions of § 162 of the German Stock Corporation Act (AktG) require a remuneration report on the remuneration of the Board of Management and Supervisory Board to be prepared for the 2025 financial year by the Board of Management and Supervisory Board.

The remuneration report should present and explain the remuneration granted and owed to current (and former) members of the Board of Management and Supervisory Board of STRATEC SE in the 2025 year under report on an individualized basis and in a clear and comprehensible manner.

This remuneration report for the members of the Board of Management and Supervisory Board of STRATEC SE is published in the “Investors” section of the company's website ([www.stratec.com](http://www.stratec.com)) pursuant to § 162 (4) AktG.

Furthermore, this remuneration report is also subject to approval by the 2026 Annual General Meeting, which will vote on the 2025 financial year.

The remuneration report on the remuneration granted and owed to the individual members of the Board of Management and Supervisory Board of STRATEC SE in the 2024 financial year was audited pursuant to § 162 (3) AktG and approved by the Annual General Meeting on June 27, 2025 pursuant to § 120a AktG with a majority of 73.665%. A more detailed explanation of the ways in which this voting result has been accounted for when preparing the 2025 report is provided below under “(1) Supervisory Board activity”.

Unless otherwise stated, the amounts in the remuneration report are shown in thousand euros (€ 000s). Due to figures being rounded up or down, it is possible that individual figures in the remuneration report of STRATEC SE do not add up exactly to the totals stated and that the percentages presented do not exactly reflect the absolute figures to which they refer.

## **B. REMUNERATION OF MEMBERS OF THE BOARD OF MANAGEMENT**

### **(1) Supervisory Board activity**

The remuneration system for the members of the Board of Management of STRATEC SE was adopted by the Supervisory Board, taking due account of legal requirements (particularly of the German Stock Corporation Act [AktG]) and of the recommendations of the German Corporate Governance Code (DCGK), and submitted to the Annual General Meeting for approval. The system is implemented by the Supervisory Board when concluding employment contracts with the respective members of the Board of Management.

The Supervisory Board has established a Remuneration Committee in order to review this system on an ongoing basis and to develop it further. This committee regularly reviews the appropriateness and market conformity of remuneration in a horizontal comparison (with listed companies of comparable size, sector, and complexity). Due account is also taken of the development in remuneration over time.

If the Remuneration Committee identifies a need for adjustments, it compiles suitable proposals and submits recommendations for necessary changes to the Supervisory Board. The amount of target remuneration is determined by the Supervisory Board, which is supported in this process by the Remuneration Committee. Any adjustments made to the remuneration system are adopted by the Supervisory Board and submitted to the Annual General Meeting for approval.

Subsequent to the 2025 Annual General Meeting, the Supervisory Board received feedback from investors concerning the 2024 remuneration report. Both when applying the valid remuneration system and when preparing the 2025 remuneration report, the Supervisory Board accounted for this feedback as follows: With regard to application of the remuneration system, the share of remuneration based on ex-post discretionary decisions taken by the Supervisory Board has been reduced. To this end, the Supervisory Board acted before the end of the year under report already to set clear assessment parameters both for the appropriateness bonus within STI and for the discretionary component within LTI and communicated these parameters to the Board of Management. With regard to the 2025 remuneration report, the presentation of the link between performance and payment (“pay for performance”) has been improved compared with the 2024 remuneration report. Furthermore, the disclosures made on the LTI allocated in the 2025 year under report have been supplemented.

### **(2) Relevant remuneration system**

Acting in accordance 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 that meets the requirements of § 87a (1) Sentence 1 AktG and the recommendations of the German Corporate Governance Code (DCGK) and, pursuant to § 120a AktG, submitted this to the Annual General Meeting for approval. This remuneration system was approved by a large majority at the Annual General Meeting on May 20, 2021.

Through to December 31, 2024, it was then applied to all Board of Management employment contracts newly concluded, extended, or amended. In the context of the Annual General Meeting on June 27, 2025, the remuneration system was again reviewed and adjusted pursuant to § 120a (1) AktG. The updated system was approved by shareholders with 86.98% of votes. This system has been applied to all new appointments made subsequent to the Annual General Meeting in the 2025 financial year.

The changes made to the remuneration system are highlighted in Section (4) below. Both remuneration systems can be viewed in the “Investors” section of the company’s website ([www.stratec.com](http://www.stratec.com)).

### **(3) Members of the Board of Management in 2025**

The members of the Board of Management of STRATEC SE in the 2025 financial year were the Chief Executive Officer Marcus Wolfinger, and the ordinary members Dr. Claus Vielsack, Dr. Georg Bauer, and, from November 1, 2025, Tanja Bücherl.

The remuneration system adopted in 2021 and approved by the Annual General Meeting continued to apply to those members of the Board of Management appointed prior to January 1, 2025. The revised version of the remuneration system approved by the 2025 Annual General Meeting is only applicable to employment contracts newly concluded subsequent to the 2025 Annual General Meeting. Accordingly, in the 2025 financial year the remuneration system adopted and approved by the Annual General Meeting in 2021 was applicable for CEO Marcus Wolfinger and Board members Dr. Claus Vielsack and Dr. Georg Bauer. The remuneration system approved by the 2025 Annual General Meeting is applicable for Tanja Bücherl, who was appointed to the Board of Management as of November 1, 2025. In the period from July 8, 2024 to November 6, 2025, the commercial management (CFO) function was performed on an interim basis by Oliver Albrecht. This activity was not based on an employment contract as a member of the Board of Management and did not confer D&O status as defined in the German Stock Corporation Act (AktG). Expenses of € 577k were incurred in the 2025 year under report in connection with this interim position, which otherwise does not involve any further obligations, ancillary agreements, or other remuneration commitments.

### **(4) Components of the remuneration system**

In accordance with § 120a (1) AktG, the Annual General Meeting of a listed company adopts a resolution on the approval of the remuneration system for the members of the Board of Management submitted by the Supervisory Board at least every four years and whenever any material amendment is made to the remuneration system. The Annual General Meeting of STRATEC SE adopted a resolution of this nature on May 20, 2021, meaning that a renewed resolution was required on schedule in 2025. In this context, the Supervisory Board reviewed and further developed the existing remuneration system. This particularly involved simplifying the structure of short-term variable remuneration (bonus) by deleting the appropriateness bonus (previously: appreciation bonus) in the version of the remuneration system approved by

the 2025 Annual General Meeting. In addition, the discretionary component within LTI was replaced by a strategy component in order to align remuneration even more closely to the company's long-term and sustainable development.

The following section begins by presenting the basic features of the 2021 remuneration system and continues by presenting the adjustments made in the 2025 remuneration system compared with the 2021 remuneration system. The following table provides an overview of the components of the 2021 remuneration system and presents the changes in the 2025 remuneration system.

**Table 1: Overview of remuneration systems**

Remuneration components	2021 remuneration system	2025 remuneration system
<b>Members of Board of Management covered by remuneration system</b>	<ul style="list-style-type: none"> <li>▪ Marcus Wolfinger,</li> <li>▪ Dr. Claus Vielsack,</li> <li>▪ Dr. Georg Bauer</li> </ul>	<ul style="list-style-type: none"> <li>▪ Tanja Bücherl</li> </ul>
<b>Fixed remuneration components</b>		
Basic remuneration	<ul style="list-style-type: none"> <li>▪ Fixed remuneration disbursed in monthly installments</li> </ul>	<ul style="list-style-type: none"> <li>▪ No material adjustment</li> </ul>
Fringe benefits	<ul style="list-style-type: none"> <li>▪ Company car and insurances</li> </ul>	<ul style="list-style-type: none"> <li>▪ No material adjustment</li> </ul>
Retirement pension	<ul style="list-style-type: none"> <li>▪ Annual contributions to pension funds (and direct insurance)</li> </ul>	<ul style="list-style-type: none"> <li>▪ No material adjustment</li> </ul>
<b>Variable remuneration components</b>		
Short-term variable remuneration (STI)	<ul style="list-style-type: none"> <li>▪ Target bonus with adj. consolidated EBITDA as performance criterion</li> <li>▪ Term: 1 year</li> </ul>	<ul style="list-style-type: none"> <li>▪ No material adjustment</li> </ul>
Appropriateness bonus (previously: appreciation bonus)	<ul style="list-style-type: none"> <li>▪ Remuneration based on non-financial targets of up to 30% of basic remuneration</li> </ul>	<ul style="list-style-type: none"> <li>▪ Deleted</li> </ul>
Long-term variable remuneration (LTI)	<ul style="list-style-type: none"> <li>▪ Comprises MVR and LSR</li> <li>▪ Term: 4 years</li> </ul>	<ul style="list-style-type: none"> <li>▪ Comprises LCR and LSR</li> <li>▪ Term: 4 years</li> </ul>
Multiyear variable remuneration, MVR (from 2025: long-term cash remuneration, LCR)	<ul style="list-style-type: none"> <li>▪ <i>Linked component</i> with consolidated sales and consolidated EBITDA as performance criteria</li> <li>▪ <i>Individual component</i></li> <li>▪ <i>Discretionary component</i></li> </ul>	<ul style="list-style-type: none"> <li>▪ No material adjustments to <i>linked component</i> and <i>individual component</i></li> <li>▪ <i>Discretionary component</i> replaced by <i>strategy component</i></li> </ul>
LSR	<ul style="list-style-type: none"> <li>▪ Stock options or stock appreciation rights (SAR)</li> </ul>	<ul style="list-style-type: none"> <li>▪ No material adjustment</li> </ul>

### Basic features of 2021 remuneration system

The remuneration of the members of the Board of Management comprises fixed and variable components. The fixed components include the fixed basic annual salary, fringe benefits, and the retirement pension. The variable components include both the short-term incentive (STI) and the long-term incentive (LTI). The LTI in turn includes a component dependent on the achievement of certain targets (MVR) and long-term share-based remuneration (LSR). In

addition, the Supervisory Board may, at its own discretion, grant an annual appropriateness bonus (previously: appreciation bonus) in recognition of 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. The target total remuneration for the respective financial year comprises:

- the fixed basic annual salary
- the target amount for STI in the event of 100% target achievement
- the allocation value for LTI corresponding to 100% target achievement
- pension expenses (service cost)
- fringe benefits.

Excluding the company pension scheme, any appropriateness bonus (previously: appreciation bonus), and fringe benefits, the proportion of fixed remuneration should be 20% to 30% and the proportion of variable remuneration 70% to 80% of target total remuneration. For variable remuneration, the STI (100% target amount) should account for 25% to 35% and the LTI (allocation amount corresponding to 100% of the target amount) for 44% to 54% of target total remuneration. The appropriateness bonus is limited to 30% of the fixed annual salary.

**Table 2: Share of total target remuneration attributable to individual remuneration components (2021)**

Remuneration component	Relative shares (%)	
Fixed remuneration	20 - 30%	
STI	70 - 80%	25 - 35%
LTI		44 - 54%

**Fixed remuneration components** – These comprise fixed cash remuneration for the full year (annual basic salary), which is paid out in twelve monthly installments. The fixed remuneration components also include fringe benefits, such as the provision of a suitable car, loss liability insurance with a deductible, accident insurance, and contributions to health and long-term care insurance. In addition, the fixed remuneration components include individual contractual arrangements relating to retirement, invalidity, and surviving dependent pensions. Details of these can be found in Section “(14) Regulations governing regular termination of activity on the Board of Management”.

**Short-term variable remuneration (short-term incentive: STI)** – The STI is a performance-related bonus with a one-year assessment period. It is based on the 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 (excess amount) for 100% target achievement are determined. Based on 100% target achievement, STI amounts to € 250,000 per year for ordinary members of the Board of Management and to € 335,000 per year for the Chief Executive Officer.

The actual amount disbursed is calculated from the percentage ratio of the consolidated EBITDA amount actually exceeding the fixed basic amount to the target excess amount multiplied by € 250,000 (or € 335,000 in the case of the Chief Executive Officer). The STI is capped at € 500,000 per year for ordinary members of the Board of Management and at € 670,000 per year for the Chief Executive Officer.

**Long-term incentive** – The LTI comprises two components:

- a component dependent on the achievement of specified targets over a four-year period (MVR)
- long-term share-based remuneration (LSR).

**MVR** – The MVR is made up of equal thirds:

- a linked component
- an individual component (personal targets for the current period)
- a discretionary component.

The individual components, the related targets, and the mechanisms for calculating the payment amount are determined by the Supervisory Board prior to granting each MVR in view of the current situation of STRATEC SE. It also determines the MVR target bonus, i.e. the amount to be paid out in the event of 100% target achievement for all components and targets. The target amount of the individual components is one third of the MVR target bonus. The individual components are each considered over a four-year period.

The *linked component* is made up of two sub-components, each of which makes up one half of the linked components and therefore one sixth of the MVR: consolidated sales and consolidated EBITDA. Annual interim target values (based on year-on-year increases) and annual lower and upper limits are set for both sub-components. The interim target values each define 100% interim target achievement. Lower or higher percentage increases actually achieved in the (interim) values of the two key figures lead to a lower or higher percentage of interim target achievement at the same ratio. Overall achievement corresponds to the arithmetic mean of the rate of achievement for the interim targets over the four-year period. In order for these sub-components to be paid out, at least 50% of the overall target for each sub-component (i.e. the sum of the four annual interim target values) must be achieved over the four-year period.

For the *individual component*, the Supervisory Board sets targets for the members of the Board of Management which particularly include targets relating to non-financial performance indicators.

When determining the *discretionary component*, the Supervisory Board should take into account not only the individual performance of the member of the Board of Management, but also the future viability of STRATEC SE with regard to the improvements achieved in its market position, its innovative capacity, and the implementation of the strategy agreed with the

Supervisory Board. The individual amount attributable to the discretionary component corresponds to the percentage of target achievement determined ex post by the Supervisory Board (which may amount to a maximum of 200%).

The amount disbursed is made up of the individual amounts attributable to the individual components, which are calculated separately. The MVR is paid out after the Annual General Meeting of STRATEC SE which resolves on the appropriation of profit for the fourth financial year after the financial year in which it is granted. Accordingly, the MVR granted in 2025 will be disbursed in 2029.

**Long-term share-based remuneration (LSR)** – The LSR includes both *stock appreciation rights* (SARs) and *stock options*. Stock options may be issued for up to a quarter of the share appreciation rights at the discretion of the Supervisory Board. The cap on the amount of the LTI / LSR amounts to € 300,000 per year for ordinary members of the Board of Management and to € 700,000 per year for the Chief Executive Officer.

The **stock appreciation rights (SARs)** are structured as follows:

SARs are purely monetary rights with a payout in euros based on the long-term performance of the stock price. SARs do not entitle their beneficiaries to the transfer of shares or the granting of stock options.

The amount of the payment to be made is determined on the basis of the share price performance of STRATEC SE (reference share) as documented in XETRA trading on the Frankfurt Stock Exchange over a predefined period. The term, calculated from the issue date, should be a minimum of four and a maximum of seven years (maximum term). If the term expires on a date within 30 stock market trading days prior to publication of the half-year or full-year results, it is extended through to the first stock market trading day after expiry of this time frame.

Payment of the value of the stock appreciation rights may also be requested before the end of the fixed term if a minimum waiting period of four years has been met (early payout request).

Unless the Supervisory Board determines otherwise, 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), whereby the annual increase in the price of the reference share must be at least 5% (exercise hurdle), without taking into account the price performance during the term.

Provided that the exercise hurdle is met, the payout at the end of the term (or at the time of the early payout request) is calculated as follows, unless the Supervisory Board determines otherwise: Difference between the reference price determined at the end of the (abridged) term multiplied by the number of rights less the reference price determined at the beginning of the 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** are basically structured as follows with regard to their qualifying period, performance targets, lapsing, limitation, and exercise windows:

Each stock option entitles its holder to subscribe one STRATEC share at a later date in return for payment of the exercise price determined at the grant date. The exercise price corresponds to the average closing price of STRATEC shares on the five trading days preceding the decision to grant stock option rights, but at least to the nominal value of one euro per share. The stock option rights may be exercised after the expiry of qualifying periods and once certain performance targets have been met in previously defined exercise periods. The stock options granted may be exercised in full at the earliest after a qualifying period of four years if STRATEC's stock price has risen by at least 20% compared with the exercise price between the grant date and the date on which the qualifying period expires. The stock options lapse without compensation at the end of the seven-year term after being granted. The stock options lapse if the Board of Management member leaves the company. Diverging from this, the option conditions may provide for special regulations in the event of death and cases of incapacity or reduced earning capacity on the part of members of the Board of Management.

If the qualifying period and performance targets have been met, the stock options 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 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.

**Appropriateness bonus** – The Supervisory Board may grant special remuneration amounting to a maximum of 30% of the basic annual salary to acknowledge outstanding achievements (previously: appreciation bonus). The special remuneration is paid subsequent to the Supervisory Board adopting a resolution to grant any such appropriateness bonus. As of the 2025 financial year, the Supervisory Board has further developed the application of the appreciation bonus and, in this context, renamed it as the appropriateness bonus. To reduce discretionary scope, assessment criteria governing the award of the appropriateness bonus were defined at the beginning of the 2025 financial year. For the 2025 financial year, these assessment criteria referred in particular to the establishment of the finance and accounting function in accordance with STRATEC's requirements, the induction of the new CFO, the provision of clear and transparent support to the CFO, and the further development of internal information structures (further details can be found in Section 7).

**Basic features of the 2025 remuneration system**

The changes in the 2025 remuneration system compared with the 2021 remuneration system only affect individual components. In the interests of clarity, only the material changes have been presented below.

**Relative share of remuneration components** – The relative share of all fixed and variable remuneration components refers to a target total remuneration figure to be determined by the Supervisory Board. The target total remuneration for the respective financial year comprises:

- the fixed annual basic salary
- the target amount for STI in the event of 100% target achievement
- the allocation value for LTI corresponding to 100% target achievement
- pension expenses (service cost)
- fringe benefits.

Excluding the company pension scheme and fringe benefits, the proportion of fixed remuneration should be 25% to 45% and the proportion of variable remuneration 55% to 75% of target total remuneration. Within variable remuneration, 20% to 30% of target total remuneration is attributable to the STI, while 35% to 45% of target total remuneration is attributable to the LTI.

**Table 3: Share of total target remuneration attributable to individual remuneration components (2025)**

Remuneration component	Relative shares (%)	
Fixed remuneration	25 - 45%	
STI	55 - 75%	20 - 30%
LTI		35 - 45%

**Fixed remuneration components** – no material adjustment compared with 2021 remuneration system.

**Short-term variable remuneration (short-term incentive: STI)** – no material adjustment compared with 2021 remuneration system.

**Long-term variable remuneration (long-term incentive: LTI)**

The long-term incentive comprises:

- long-term cash remuneration (LCR; previously MVR) dependent on the achievement of specified targets over a four-year period
- long-term share-based remuneration (LSR).

**Long-term cash remuneration (LCR)** – Compared with 2021 remuneration system, LCR has replaced MVR. In terms of its structure, the linked component and the individual component have been retained. The discretionary component has been replaced by a strategy component. Due account has therefore been taken of criticism received from investors by reducing the amount of discretionary scope.

For the *strategy component*, the Supervisory Board stipulates strategic targets and initiatives intended to play a key role in safeguarding the future viability of STRATEC SE. In this, the Supervisory Board accounts in particular for measures to improve the company's market position, enhance its innovative strength, and implement the corporate strategy agreed with the Supervisory Board. Upon expiry of the four-year period, the Supervisory Board assesses target achievement based on previously defined strategic requirements. The individual amount attributable to the strategy component corresponds to the percentage of target achievement determined ex post by the Supervisory Board. This may amount to a maximum of 200% of the respective target share (cap).

**Long-term share-based remuneration (LSR)** – no material adjustment compared with 2021 remuneration system.

**Appropriateness bonus** – The 2025 remuneration system no longer provides for any special remuneration in the form of an appropriateness bonus.

#### (5) Target remuneration for 2025

Based on 100% target achievement, the relative shares of the remuneration components for the individual members of the Board of Management are as follows:

**Table 4: Target remuneration for the 2025 financial year**

Target value	Marcus Wolfinger		Dr. Claus Vielsack	
	Target in € 000s	Relative share in %	Target in € 000s	Relative share in %
Annual basic salary	362	27%	277	29%
Short-term incentive	335	25%	250	26%
Long-term incentive				
- MVR	248	73%	204	71%
- Stock appreciation rights	415*	49%	215*	44%
<b>Total</b>	<b>1,360</b>		<b>946</b>	

Target value	Dr. Georg Bauer			Tanja Bücherl** (since 11.01.2025)		
	Target in € 000s	Relative share in %		Target in € 000s	Relative share in %	
Annual basic salary	240	28%		275	36%	
Short-term incentive	250		30%	227		29%
Long-term incentive						
- MVR / LCR	204	72%	42%	159	64%	35%
- Stock appreciation rights	150*			111*		
<b>Total</b>	<b>844</b>			<b>772</b>		

\* Target amount as per employment contract. | \*\* Annualized figures projected for full year.

## (6) Variable remuneration: targets and target achievement in 2025

### STI

In the context of STI, the minimum amount of consolidated EBITDA (fixed basic amount) from which the STI is granted for 2025 was set in the employment contracts at € 7.0 million for Marcus Wolfinger and Dr. Claus Vielsack and at € 15.0 million for Dr. Georg Bauer and Tanja Bücherl.

Pursuant to the employment contracts with Marcus Wolfinger, Dr. Claus Vielsack, Dr. Georg Bauer, and Tanja Bücherl, the target for consolidated EBITDA (surplus amount) for 2025 stood at a uniform amount of € 45.0 million. A 100% rate of target achievement is therefore achieved if actual consolidated EBITDA exceeds the fixed basic amount by € 45.0 million.

The assessment basis (actual figure) for consolidated EBITDA amounts to € 33,809k and, for Tanja Bücherl, at € 27,662k\*. Taking due account of the respective fixed basic amounts, target achievement therefore amounts to 60% for Marcus Wolfinger and Dr. Claus Vielsack, to 42% for Dr. Georg Bauer, and to 28% for Tanja Bücherl. Based on the STI target amounts set for each member of the Board of Management and the respective rate of target achievement, this results in payments of € 199k for Marcus Wolfinger, € 149k for Dr. Claus Vielsack, € 104k for Dr. Georg Bauer, and € 11k for Tanja Bücherl (time-apportioned for two months).

**Table 5: EBITDA performance criterion in € 000s**

2025	Fixed basic amount € 000s	Target value (excluding fixed basic amount) € 000s	Actual value (EBITDA) € 000s	Actual value (minus fixed basic amount) € 000s	Achievement in %
Marcus Wolfinger	7,000	45,000	33,810	26,810	60%
Dr. Claus Vielsack	7,000	45,000	33,810	26,810	60%
Dr. Georg Bauer	15,000	45,000	33,810	18,810	42%
Tanja Bücherl	15,000	45,000	27,662*	12,662	28%

\* Unlike in the contracts with other members of the Board of Management, the employment contract with Tanja Bücherl stipulates that impairments are also included in the bonus assessment basis (i.e. are not excluded from such). Based on impairments of € 6,148k in the 2025 year under report, the EBITDA assessment basis (actual value) diverges by this amount.

## LTI

With regard to MVR, in 2023 the respective term was adjusted from three to four years for the Board members Marcus Wolfinger and Dr. Claus Vielsack. The four-year MVR tranche allocated in 2022 expired in 2024 (see 2024 remuneration report). The four-year MVR tranche allocated in 2023 expires in 2026. Dr. Georg Bauer, a member of the Board of Management since January 1, 2023, was also allocated an MVR tranche with a four-year term in 2023. Tanja Bücherl did not receive any allocation from the 2023 MVR as she has only been a member of the Board of Management since November 1, 2025. As a result, no MVR tranche counts as granted and owed in the 2025 year under report. Target achievement for the MVR tranche allocated in 2023 will accordingly form part of the 2026 remuneration report. The remuneration granted and owed for long-term variable remuneration therefore amounts to € 0k for all members of the Board of Management (see Table 9).

### (7) 2025 appropriateness bonus

The Supervisory Board decided to pay an appropriateness bonus to the Board members Marcus Wolfinger, Dr. Claus Vielsack, and Dr. Georg Bauer in 2025 in recognition of outstanding achievement. The Supervisory Board set this for each of the three members at 93.75% of the maximum permissible amount of 30% of basic salary. The target achievement rate of 93.75% results from equally weighted consideration of the four assessment criteria presented below. The appropriateness bonus therefore amounts to  $30\% \times 93.75\% = 28.125\%$  of the basic salary. For this, the following parameters were set in 2025 and subsequently assessed as follows:

- Conceptual realignment and organizational implementation of a clearly structured Group Finance function (including Internal Control System (IKS), Internal Audit, Risk Management & Treasury) with clearly allocated responsibilities and substantial strengthening of the Group's governance and management capacity (100% target achievement)
- Safeguarding of a structured and low-risk transition from interim CFO to permanent CFO with systematic handover processes, early involvement of key stakeholders, and guaranteed operative continuity in Finance Department (100% target achievement)
- Active contribution to stabilizing management and decision-making structures in the Finance department and to establishing transparent coordination and management processes in connection with the CFO succession (75% target achievement)
- Further development and standardization of Group-wide reporting and management information systems with the objective of enhanced transparency, comparability, and decision-making quality on the level of the Supervisory Board (100% target achievement).

Tanja Bücherl's remuneration is based on the remuneration system approved at the 2025 Annual General Meeting, which no longer provides for any appreciation bonus.

## (8) Targets and allocation of long-term variable remuneration from 2025 to 2028

The members of the Board of Management were granted an MVR tranche in 2025 (or LCR in the case of Tanja Bücherl). The linked component of MVR (LCR) provides for equally weighted targets of increasing consolidated sales and increasing consolidated EBITDA by 8% in each case each year. The Supervisory Board defined clear targets for the individual component and the discretionary component (in 2025 remuneration system: strategy component). These particularly relate to digital excellence, efficiency enhancement, ESG targets, and strategy targets. Due to competitive considerations, specific ex-ante disclosures on these targets have been waived, as these might reveal details of the strategic planning and alignment of STRATEC SE to competitors and thus create a not insignificant disadvantage for the company. By defining clear targets for the discretionary component as well, the Supervisory Board is addressing the feedback received from investors by reducing discretionary scope within the remuneration system.

Furthermore, the members of the Board of Management were granted stock appreciation rights (SARs) within the LSR. In determining the number of SARs allocated, the Supervisory Board was guided by the parameters agreed in individual contracts. In this, it tended towards allocations at the lower end of the respective corridors, meaning that the resultant fair values are in some case lower than the contractually defined target amounts. The SARs were issued in accordance with the respectively valid remuneration system and the following conditions:

**Table 6: Allocation of SARs in 2025**

2025	Issue of SARs Number	Allocation date	Exercise price €	Qualifying period	Lapse	Fair value at allocation € 000s
Marcus Wolfinger	20,000	02.10.2025	34.85	48 months	84 months	200
Dr. Claus Vielsack	10,000	02.10.2025	34.85	48 months	84 months	100*
Dr. Georg Bauer	10,000	02.10.2025	34.85	48 months	84 months	133*
Tanja Bücherl*	1,000	01.26.2026*	23.35	48 months	84 months	9
<b>Total</b>	<b>41,000</b>	-	-	-	-	<b>442</b>

\* In January 2026, 1,000 SARs were retrospectively granted to Tanja Bücherl for the 2026 financial year.

\*\* Despite identical numbers of stock appreciation rights, the fair value amounts differ for Dr. Claus Vielsack and Dr. Georg Bauer, as the fair value measurement accounts for the longer contractual term of Dr. Georg Bauer.

## (9) Development of stock options

The Supervisory Board has not yet drawn on the option provided for in the 2021 remuneration system of granting stock options instead of SARs. Insofar as the members of the Board of Management still have stock options, these were allocated in accordance with the old remuneration system described in the 2023 remuneration report. The maximum term amounts to 7 years.

The stock options of the individual members of the Board of Management performed as follows in the 2025 financial year (§ 162 (1) No. 3 AktG):

**Table 7: Stock options held by members of the Board of Management**

No. of options or amount in €	Issue date	Exercise price €	Exercise date	Balance at 01.01.2025 No.	Added Disposed No.	Balance at 12.31.2025 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. 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

#### **(10) Clawback**

The Supervisory Board has the statutory options for limiting and reclaiming remuneration, and in particular the possibility to reduce it in accordance with § 87 (2) AktG.

Furthermore, the Supervisory Board has the option of clawing back variable remuneration components should these have been disbursed on the basis of incorrect data. The clawback option exists even if the position held by or the employment relationship with the Board of Management member has already ended by the time the clawback claim is exercised. The member of the Board of Management may not claim that the excess remuneration paid no longer forms part of his assets. Claims for damages against the respective member of the Board of Management remain unaffected.

No variable remuneration components were clawed back in the 2025 year under report as there were no grounds for doing so. Similarly, no remuneration was reduced or retained in the year under report.

#### **(11) Strategy reference (§ 162 (1) Sentence 2, No. 1 AktG)**

The remuneration system is intended to help promote 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 short-term variable remuneration (STI), for example, are based on the performance category of consolidated EBITDA, which promotes a focus on profitability and the generation of efficiencies. Due to its term of at least four years, the

performance basis of consolidated sales and consolidated EBITDA, and an increase in the XETRA price, long-term remuneration (LTI) also provides incentives for long-term profitability and operational improvements. Furthermore, the non-financial targets within LTI, which also include social and ecological aspects in particular, support STRATEC's strategic development in this respect. The discretionary components of MVR also refer specifically to strategic considerations. The focus here has been placed on the further development of the corporate strategy, in particular the specific formulation and further development of strategic objectives, the pillars of the strategy, and strategic enablers. Finally, a competitive annual salary, fringe benefits, and pension benefits selected help to attract qualified managers and retain them at STRATEC in the long term.

## **(12) Caps**

For variable remuneration, requirements are in place to limit the amount and degree of target achievement of the respective components, both individually and in combination. Further details can be found in “(4) Components of the 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 corresponding financial year for ordinary members of the Board of Management and € 2,500,000 for the Chief Executive Officer.

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 **2025 financial year**. The final review of maximum remuneration for the 2025 year under report can only be performed upon expiry of the LTI granted in 2025. Taking due account of the LTI caps, however, maximum remuneration for the 2025 year under report is not expected to be reached or exceeded. As no MVR counts as newly granted and owed and no stock options or SARs were exercised in the year under report, the maximum remuneration for previous reporting years for which remuneration components are still outstanding has also continued to be complied with.

**Table 8: Compliance with maximum remuneration**

	Marcus Wolfinger			Dr. Claus Vielsack		
	Actual € 000s	Cap € 000s	+ /- € 000s	Actual € 000s	Cap € 000s	+ /- € 000s
<b>Caps per component</b>						
Annual basic salary	362	362	0	277	277	0
Fringe benefits	23	23	0	6	6	0
Pension benefits	105	105	0	63	63	0
Short-term incentive	199	670	471	149	500	351
Long-term incentive*						
- MVR (2025)	248	248	0	204	204	0
- Stock appreciation rights**	200	700	500	100	300	200
Appropriateness bonus	102	102	0	79	83	0
<b>Maximum remuneration</b>	<b>791</b>	<b>2,500</b>	<b>1,709</b>	<b>573</b>	<b>1,800</b>	<b>1,227</b>

	Dr. Georg Bauer			Tanja Bücherl***		
	Actual € 000s	Cap € 000s	+ /- € 000s	Actual € 000s	Cap € 000s	+ /- € 000s
<b>Caps per component</b>						
Annual basic salary	240	240	0	46	46	0
Fringe benefits	12	12	0	2	2	0
Pension benefits	60	60	0	3	3	0
Short-term incentive	104	500	396	11	83	73
Long-term incentive*						
- MVV (2025)	204	204	0	26	26	0
- Stock appreciation rights **	133	300	167	9	50	0
Appropriateness bonus	68	72	0	-	-	-
<b>Maximum remuneration</b>	<b>484</b>	<b>1,800</b>	<b>1,285</b>	<b>62</b>	<b>300</b>	<b>238</b>

\* The MVR and SARs allocated in 2025 have terms of several years. The figures presented have not been finally determined and have therefore not been included in the totals. | \*\*Fair value determined as of grant date in accordance with relevant option measurement methods. | \*\*\* Joined Board of Management as of 11.01.2025.

### (13) Remuneration granted and owed

The following tables show the remuneration granted and owed to the members of the Board of Management in the 2024 and 2025 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 amounts incurred in connection with retirement, invalidity, and surviving dependents' pensions as a

further component of fixed remuneration, reference is made to the information provided in Section “(14) Regulations governing regular termination of activity on the Board of Management.” These amounts are not shown in the following tables.

As in the previous year, the amounts paid out for the short-term incentive (STI), the long-term incentive (LTI/MVR), and the appropriateness bonus are stated in the reporting period in which the activity on which the remuneration is based was performed in full. This means:

- For STI, the amount to be paid in 2026 for 2025 has been stated.
- For MVR, the amount of the tranche ending in 2025 has been stated. This will be paid in 2026. Due to the conversion of their respective terms from three to four years, no MVR counts as having been granted and owed to Marcus Wolfinger or Dr. Claus Vielsack in the 2025 financial year. Due to the dates of their respective first-time appointments, no MVR (or LCR) counts as having been granted and owed to Dr. Georg Bauer or Tanja Bücherl in the 2025 financial year.
- For the appropriateness bonus, the amount payable in 2026 to recognize outstanding performance in 2025 has been stated.
- For stock appreciation rights (SARs), the SARs exercised by members of the Board of Management and disbursed in the 2025 year under report have been stated. If a claim to payment arose in the 2025 year under report due to the exercising of SARs and such payment has not yet been made, the amount to which the member is thereby entitled has been stated.

**Table 9: Remuneration granted and owed pursuant to § 162 (1) Sentence 1 AktG**

<b>Marcus Wolfinger</b>		<b>2025</b>	<b>2024</b>
		€ 000s	€ 000s
Fixed remuneration	Annual basic salary	362	341
	Fringe benefits	23	23
<b>Total fixed remuneration</b>		<b>385</b>	<b>364</b>
Variable remuneration	Short-term incentive*	301	400
	MVR	n/a**	136
	LSR		
	- Stock options	0	0
	- Stock appreciation rights	0	0
<b>Total variable remuneration</b>		<b>301</b>	<b>536</b>
<b>Total remuneration</b>		<b>686</b>	<b>899</b>
Relative share of fixed remuneration		56%	40%
Relative share of variable remuneration		44%	60%

<b>Dr. Claus Vielsack</b>		<b>2025</b>	<b>2024</b>
		€ 000s	€ 000s
Fixed remuneration	Annual basic salary	277	256
	Fringe benefits	6	12
<b>Total fixed remuneration</b>		<b>283</b>	<b>268</b>
Variable remuneration	Short-term incentive*	227	299
	MVR	n/a**	86
	LSR		
	- Stock options	0	0
	- Stock appreciation rights	0	0
<b>Total variable remuneration</b>		<b>227</b>	<b>384</b>
<b>Total remuneration</b>		<b>510</b>	<b>652</b>
Relative share of fixed remuneration		56%	41%
Relative share of variable remuneration		44%	59%

Dr. Georg Bauer		2025	2024
		€ 000s	€ 000s
Fixed remuneration	Annual basic salary	240	201
	Fringe benefits	12	12
<b>Total fixed remuneration</b>		<b>252</b>	<b>213</b>
Variable remuneration	Short-term incentive*	172	238
	MVR	n/a**	n/a**
	LSR		
	- Stock options	n/a**	n/a**
	- Stock appreciation rights	n/a**	n/a**
<b>Total variable remuneration</b>		<b>172</b>	<b>238</b>
<b>Total remuneration</b>		<b>424</b>	<b>451</b>
Relative share of fixed remuneration		59%	47%
Relative share of variable remuneration		41%	53%

Tanja Bücherl		2025	2024
		€ 000s	€ 000s
Fixed remuneration	Annual basic salary	46	-
	Fringe benefits	2	-
<b>Total fixed remuneration</b>		<b>48</b>	<b>-</b>
Variable remuneration	Short-term incentive*	11	-
	LCR	n/a**	-
	LSR		
	- Stock options	n/a**	-
	- Stock appreciation rights	n/a**	-
<b>Total variable remuneration</b>		<b>11</b>	<b>-</b>
<b>Total remuneration</b>		<b>59</b>	<b>-</b>
Relative share of fixed remuneration		81%	
Relative share of variable remuneration		19%	

\* This item also includes the appropriateness bonus. \*\* n/a = due to structural considerations, no positive figure is possible: given the conversion in LTI terms, no MVR was granted or owed to Marcus Wolfinger and Dr. Claus Vielsack in the 2025 year under report. Due to the dates of their first appointments, no long-term variable remuneration components were granted or owed to Dr. Georg Bauer and Tanja Bücherl.

#### **(14) Regulations governing regular termination of activity on the Board of Management**

The following regulations apply to members of the Board of Management upon termination of their activity as such. Unless explicitly stated, the regulations apply irrespective of whether such termination was regular or premature.

**Retirement pension** – The Board members Marcus Wolfinger and Dr. Claus Vielsack receive a pension from STRATEC SE when they reach retirement age, which is between 60 and 67 years, and have terminated their activity as members of the Board of Management. The pension is paid either as a lump sum or as regular lifelong pension payments. These pension entitlements are financed by STRATEC SE both directly and indirectly. In addition to the aforementioned benefits, a lifelong pension for surviving dependents has also been agreed with Marcus Wolfinger.

These pension entitlements remain in full if, during the current term of office, the member of the Board of Management is either not offered a further term of office or offered a further term of office with less favorable conditions. If Marcus Wolfinger should leave the company for regular reasons other than those mentioned above, his pension contribution will continue to be paid for the current year and the two years following his departure. In addition, there is a direct commitment for Marcus Wolfinger which will continue in full if he is either not offered a further term of office during his current term of office or offered a further term of office with less favorable conditions. Finally, two direct insurance policies are in place for Marcus Wolfinger. The associated entitlements will be retained in full if Marcus Wolfinger is either not offered a further term of office during the current term of office or offered a further term of office with less favorable conditions.

In the event of premature termination, the pension entitlements of the Board members Marcus Wolfinger and Dr. Claus Vielsack are upheld in full if their activity ends or is terminated due to a change of control or if the respective member leaves the Board of Management due to invalidity. In addition, the pension entitlements of Marcus Wolfinger are also upheld in full if he leaves the Board of Management due to sickness. If Marcus Wolfinger leaves the Board of Management due to a reason other than those listed, his pension contribution will continue to be paid for the current year and the two years following his departure. Furthermore, direct commitments are in place for Marcus Wolfinger which are upheld without reduction if he stands down from his position and resigns due to a change of control. Finally, two direct insurance policies are in place for Marcus Wolfinger. The associated vested claims are upheld in full if he stands down from his position and resigns due to a change or control or leaves the Board of Management due to invalidity.

In the 2025 financial year, the service cost pursuant to IAS 19 (Employee Benefits) was € 105k for Marcus Wolfinger (previous year: € 107k) and € 63k for Dr. Claus Vielsack (previous year: € 68k). As of December 31, 2025, the present values of the benefits committed pursuant to IAS 19 (Employee Benefits) amounted to € 1,548k for Marcus Wolfinger (previous year:

€ 1,572k) and € 421k for Dr. Claus Vielsack (previous year: € 406k). Actual benefits may be higher or lower than shown.

The Board members Dr. Georg Bauer and Tanja Bücherl are entitled to pension provision in the form of an annual contribution to direct pension schemes. This annual contribution amounted to € 60k for Dr. Georg Bauer (previous year: € 20k) and to € 3k for Tanja Bücherl.

**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 a change of control, the following members of the Board of Management have special rights of termination: Marcus Wolfinger, Dr. Claus Vielsack, and Dr. Georg Bauer. If they draw on this option, Marcus Wolfinger and Dr. Claus Vielsack receive a severance payment amounting to 150% of the severance payment cap (old contracts). In the case of Dr. Georg Bauer and Tanja Bücherl, no provisions were agreed under which increased compensation may be paid in the event of a change of control. For Tanja Bücherl, no extraordinary right of termination was granted in the event of a change of control.

**Retrospective prohibition on competition** – For the duration of the 24-month retrospective prohibition on competition, the following members of the Board of Management receive remuneration amounting to 75% of their most recent granted annual total remuneration for the first twelve months and 50% of the same amount for the subsequent twelve months: Marcus Wolfinger, Dr. Claus Vielsack, and the former member of the Board of Management Dr. Robert Siegle. For the following members of the Board of Management, the retrospective prohibition on competition is limited to 12 months. STRATEC SE may waive compliance with the retrospective prohibition on competition on a conditional basis. Due to the rescission of his employment contract in August 2024, Dr. Robert Siegle received payments for the retrospective prohibition on competition in the 2025 year under report (see Section 16). No payments for retrospective prohibitions on competition were made to any of the members of the Board of Management active in the year under report.

**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 regulations 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 remuneration 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 member.

**Stock appreciation rights** – Upon the 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 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.

**MVR** – If the employment relationship is terminated before the end of the four-year performance period, the disbursement amount is calculated and settled pro rata temporis, based on the term of the employment relationship, and paid out within two months of the termination of the employment relationship.

**STI** – If the employment relationship is terminated during the current financial year, the performance-based remuneration (STI) relating to the financial year is calculated and paid out pro rata temporis.

#### **(15) Third-party payments**

In 2025, no payments were promised or granted to the members of the Board of Management by third parties in connection with their activity as members of the Board of Management.

#### **(16) Remuneration granted and owed to former members of the Board of Management**

The activity of Dr. Robert Siegle on the Board of Management ended in the 2024 financial year by rescission agreement dated August 31, 2024 (date of termination). In this context, Dr. Robert Siegle was granted compensation totaling € 484k in the 2025 year under report for the retrospective prohibition on competition.

#### **(17) Compliance with the remuneration system**

There were no deviations from the respectively valid remuneration system in 2025.

## **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 responsibilities 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. The amendment takes effect as of the beginning of the financial year subsequent to the entry, and thus as of January 1, 2024.

In its current composition, the Supervisory Board comprises Prof. Dr. Georg Heni as Chair of the Supervisory Board, Dr. Frank Hiller as Deputy Chair of the Supervisory Board, Dr. Patricia Geller, Dr. Rolf Vornhagen and, since August 21, 2025, Ralf Leistner.

Each member of the Supervisory Board receives fixed remuneration of € 40k for each financial year. The Supervisory Board Chair receives double and the Deputy Chair receives one and a half times this amount of fixed remuneration.

Supervisory Board members who have only belonged to the Supervisory Board for part of the financial year receive one twelfth of the remuneration for each month of service commenced.

Furthermore, each member of the Supervisory Board receives a meeting allowance of € 1k 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 per financial year.

If the Supervisory Board forms one or more committees, each committee member receives fixed remuneration of € 5k.

The fixed remuneration and the meeting allowance are due for payment upon the end of each financial year.

In addition, the company reimburses each member of the Supervisory Board for necessary and reasonable expenses incurred in discharging their duties, as well as for 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 associated premiums are covered by the company.

The following tables present the remuneration granted and owed to members of the Supervisory Board in the 2025 and 2024 financial years pursuant to § 162 (1) Sentence 1 AktG.

**Table 10: Remuneration of Supervisory Board members**

2025 (previous year: 2024)	Fixed basic remuneration		Remuneration for committee activity		Meeting allowance		Total remuneration
	€ 000s	%	€ 000s	%	€ 000s	%	€ 000s
<b>Prof. Dr. Georg Heni (Chair)</b> <ul style="list-style-type: none"> <li>Supervisory Board member since May 20, 2022</li> <li>Supervisory Board Chair since May 20, 2022</li> <li>Audit Committee Deputy Chair since June 21, 2022</li> <li>Remuneration Committee Chair since December 18, 2023</li> </ul>	<b>80</b> (80)	83 (83)	<b>10</b> (10)	10 (10)	<b>6</b> (6)	6 (6)	<b>96</b> (96)
<b>Dr.-Ing. Frank Hiller (Deputy Chair)</b> <ul style="list-style-type: none"> <li>Supervisory Board member since May 29, 2019</li> <li>Supervisory Board Deputy Chair since November 26, 2020</li> <li>Audit Committee member since January 28, 2021; Audit Committee Chair since May 17, 2024</li> <li>Remuneration Committee member since December 18, 2023</li> </ul>	<b>60</b> (60)	79 (79)	<b>10</b> (10)	13 (13)	<b>6</b> (6)	8 (8)	<b>76</b> (76)
<b>Dr. Rolf Vornhagen</b> <ul style="list-style-type: none"> <li>Supervisory Board member since July 21, 2020</li> </ul>	<b>40</b> (40)	87 (78)	- (5)	- (10)	<b>6</b> (6)	13 (12)	<b>46</b> (51)
<b>Dr. med. Patricia Geller</b> <ul style="list-style-type: none"> <li>Supervisory Board member since June 10, 2022</li> <li>Audit Committee member since May 17, 2024</li> <li>Remuneration Committee member since December 18, 2023</li> </ul>	<b>40</b> (40)	71 (71)	<b>10</b> (10)	18 (18)	<b>6</b> (6)	11 (11)	<b>56</b> (56)
<b>Ralf Leistner</b> <ul style="list-style-type: none"> <li>Supervisory Board member since August 21, 2025</li> </ul>	<b>17</b> (-)	81 (-)	- (-)	- (-)	<b>4</b> (-)	19 (-)	<b>21</b> (-)
<b>Total</b>	<b>237</b> (220)		<b>30</b> (35)		<b>28</b> (24)		<b>295</b> (279)

## 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 THE 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. In addition, pursuant to § 162 (1) Sentence 2, No. 2 AktG, the development in the annual net income of STRATEC SE is presented 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, but rather merely the period from the 2021 financial year.

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:

**Table 11: Relative development in key financial figures**

	<b>2025 vs. 2024</b>	<b>2024 vs. 2023</b>	<b>2023 vs. 2022</b>	<b>2022 vs. 2021</b>
Consolidated sales	-2.6%	-3.4%	-2.9%	-4.4%
Consolidated EBITDA	-28.0%	17.2%	-31.0%	-12.6%
Annual net income (HGB)	-461.1%	-34.8%	-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:

**Table 12: Share price performance**

	<b>12.31.2025</b>	<b>12.31.2024</b>	<b>12.31.2023</b>	<b>12.31.2022</b>
XETRA share price	€ 22.45	€ 29.80	€ 45.55	€ 81.80

### (2) Development in annual remuneration

#### Remuneration of members of the Board of Management

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

methodology described under B. Figure 13, which has been used since the 2023 remuneration report, in which variable remuneration components are allocated to the year in which the underlying activity was fully performed, even if payment is made at a later date).

**Table 13: Relative development in remuneration of members of Board of Management**

	2025 vs. 2024	2024 vs. 2023	2023 vs. 2022	2022 vs. 2021
Marcus Wolfinger	-23.7 %	8.8 %	-59.3 %	0.4 %
Dr. Claus Vielsack	-21.9 %	10.7 %	-50.1 %	0.5 %
Dr. Georg Bauer	-5.9 %	17.2 %	n/a	n/a
Tanja Bücherl	n/a	n/a	n/a	n/a
Dr. Robert Siegle (until 2024)	-69.3 %	139.9 %	-49.7 %	-0.2 %

**Table 14: Relative development in remuneration of Supervisory Board members**

	2025 vs. 2024	2024 vs. 2023	2023 vs. 2022	2022 vs. 2021
Prof. Dr. Georg Heni	0.0%	68.4%	46.2%	n/a
Dr.-Ing. Frank Hiller	0.0%	72.7%	0.0%	4.8%
Dr. Rolf Vornhagen	-9.8%	59.4%	0.0%	6.7%
Dr. med. Patricia Geller	0.0%	86.7%	57.9%	n/a
Ralf Leistner (since Aug. 2025)	n/a	n/a	n/a	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.

**Table 15: Relative development in remuneration of overall Supervisory Board**

	2025 vs. 2024	2024 vs. 2023	2023 vs. 2022	2022 vs. 2021
All Supervisory Board members	5.7%	71.2%	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 2025 is based on the average remuneration of employees at STRATEC SE, excluding one-off payments such as compensation for inflation or stock options. This was based on the remuneration of all full-time employees who were employed for the whole of the comparative period. No account has been taken of trainees, students, temporary employees, or employees in part-time retirement.

**Table 16: Relative development in employee remuneration**

	<b>2025 vs. 2024</b>	<b>2024 vs. 2023</b>	<b>2023 vs. 2022</b>	<b>2022 vs. 2021</b>
Remuneration of STRATEC SE employees	2.2%	3.7%	3.6%	2.2%

The underlying average remuneration of STRATEC SE employees developed as follows in absolute terms:

**Table 17: Absolute development in employee remuneration**

	<b>2025</b>	<b>2024</b>	<b>2023</b>	<b>2022</b>	<b>2021</b>
Underlying average remuneration of the employees of STRATEC SE	€ 73k	€ 72k	€ 70k	€ 69k	€ 67k

Birkenfeld, April 23, 2026

STRATEC SE

On behalf of the Supervisory Board

The Board of Management

Prof. Dr. Georg Heni  
Supervisory Board Chair

Marcus Wolfinger  
Chief Executive Officer

Dr. Claus Vielsack  
Member of the Board of Management

Dr. Georg Bauer  
Member of the Board of Management

Tanja Bücherl  
Member of the Board of Management

## **Report of the Independent Auditor on the Formal Audit of the Remuneration Report Pursuant to § 162 Abs. 3 AktG**

To STRATEC SE, Birkenfeld

### *Opinion*

We have formally audited the remuneration report of the STRATEC SE, Birkenfeld, for the financial year from January 1 to December 31, 2025 to determine whether the disclosures pursuant to § [Article] 162 Abs. [paragraphs] 1 and 2 AktG [Aktiengesetz: German Stock Corporation Act] have been made in the remuneration report. In accordance with § 162 Abs. 3 AktG, we have not audited the content of the remuneration report.

In our opinion, the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the accompanying remuneration report. Our opinion does not cover the content of the remuneration report.

### *Basis for the Opinion*

We conducted our formal audit of the remuneration report in accordance with § 162 Abs. 3 AktG and IDW [Institut der Wirtschaftsprüfer: Institute of Public Auditors in Germany] Auditing Standard: The formal audit of the remuneration report in accordance with § 162 Abs. 3 AktG (IDW AuS 870 (09.2023)). Our responsibility under that provision and that standard is further described in the "Auditor's Responsibilities" section of our auditor's report. As an audit firm, we have complied with the requirements of the IDW Quality Management Standard: Requirements to quality management for audit firms [IDW Qualitätsmanagementstandard - IDW QMS 1 (09.2022)]. We have complied with the professional duties pursuant to the Professional Code for German Public Auditors and German Chartered Auditors [Berufssatzung für Wirtschaftsprüfer und vereidigte Buchprüfer - BS WP/vBP], including the requirements for independence.

### *Responsibility of the Management Board and the Supervisory Board*

The management board and the supervisory board are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of § 162 AktG. They are also responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

### *Auditor's Responsibilities*

Our objective is to obtain reasonable assurance about whether the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the remuneration report and to express an opinion thereon in an auditor's report.

We planned and performed our audit to determine, through comparison of the disclosures made in the remuneration report with the disclosures required by § 162 Abs. 1 and 2 AktG, the formal completeness of the remuneration report . In accordance with § 162 Abs 3 AktG, we have not audited the accuracy of the disclosures, the completeness of the content of the individual disclosures, or the appropriate presentation of the remuneration report.

Frankfurt am Main, April 23, 2026

**PricewaterhouseCoopers GmbH**  
**Wirtschaftsprüfungsgesellschaft**

Sylvia Weidinger  
Wirtschaftsprüferin  
(German Public Auditor)

Christiane Lawrenz  
Wirtschaftsprüferin  
(German Public Auditor)