

Objectives for the composition and profile of expertise of the Supervisory Board of IVU Traffic Technologies AG

The Supervisory Board of IVU has drawn up a profile of requirements for the areas of expertise of its members and approved targets for ensuring that the body is made up of individuals whose skillsets complement each other. The IVU Supervisory Board has thereby fulfilled the legal requirements (Section 100 of the German Stock Corporation Act, or AktG) and followed the recommendations of the German Corporate Governance Code (GCGC) dated 28 April 2022.

According to these recommendations the IVU Supervisory Board approved targets for its composition and a profile of expertise that defines personal, company-specific and professional requirements for the Supervisory Board as a whole and for its individual members. The implementation status is presented in the company management declaration.

Targets for composition

The targets for the composition of the Supervisory Board are based on the size of IVU, the specialist requirements of the industry in which it operates, its international set-up and the goal of diversity.

- The current six-member supervisory board should include at least two women and two men. This fulfils the legally binding gender quota, according to which the proportion of women and men on the Supervisory Board must be at least 30 %.
- The Supervisory Board should not have any members who are also employees or board members of or consultants to competitors, suppliers or creditors of IVU.
- The IVU Supervisory Board considers the Supervisory Board to have an appropriate number of independent members if at least half of the shareholder representatives are independent as defined in the GCGC.

The Supervisory Board has not set any limits on term of membership or age for its members, as the intention is for the body to have the expertise of experienced members at its disposal. It is critical to strike a balance between Supervisory Board members of different ages and terms of membership.

Profile of expertise

The Supervisory Board believes the following personal areas of expertise to be necessary for its individual members to ensure that the Board can carry out its duties properly:

- **Integrity:** Each member of the IVU Supervisory Board is expected to act honestly and ethically at all times and to assess situations impartially.
- **Specialist expertise:** Each member of the IVU Supervisory Board has an exceptional understanding of his or her personal specialist area and fundamental knowledge of working methods in business and the principles of good company management.
- **Communication and leadership skills:** Each member of the IVU Supervisory Board has experience in leadership and is able to express his or her opinion to the other members of the Supervisory Board and the members of the Executive Board.
- **Willingness to take responsibility:** Each member of the IVU Supervisory Board deliberately takes responsibility and is prepared to take on any tasks that arise in the course of his or her membership.

The Supervisory Board as a whole is also expected to possess the following expertise:

- **Industry knowledge:** The Supervisory Board as a whole is expected to possess in-depth experience or specific knowledge of the public transport sector and to be familiar with the fundamental relationships involved in digitalisation and software development. The Supervisory Board should be familiar with and understand the company's essential product lines, customers and sales markets, as well as its strategy..
- **Financial expertise:** the Supervisory Board as a whole is expected to possess in-depth knowledge of financial, business and tax matters as well as experience in the application of accounting principles and internal controlling procedures. In addition, individual members should have special knowledge and experience of accounting principles and internal control and risk management systems, auditing of financial statements, and sustainability reporting and auditing.
- **Company management:** The Supervisory Board as a whole is expected to possess experience of the management and strategic direction of companies, particularly with regard to growth-orientated activities on an international scale.
- **Compliance:** The supervisory board as a whole shall have fundamental knowledge with regard to the legally compliant and honest management of the company.
- **Knowledge of the stock market:** The Supervisory Board as a whole is expected to possess a fundamental understanding of the way in which capital markets work as well as the interests of the various stakeholders.

Skill matrix

Based on the competence model, the Supervisory Board has determined the following qualification matrix:

	Bert Meerstadt	Ute Witt	Dr. Heiner Bente	Prof. Dr. Barbara Lenz	Benedikt Woelki	Steffen Brümmer
Industry knowledge	+++	+	+++	++	++	++
Financial expertise	++	+++	++	++	+	+
Accounting and final audit	++	+++	++	+	+	+
Company management	+++	++	+++	+++	+	+
Compliance	++	+++	++	+	++	+
Knowledge of the stock market	++	++	+++	+	+	+
Sustainability expertise	++	++	+	++	++	+

+ = knowledge available; ++= distinct knowledge; +++ = strong knowledge

Berlin, 17th July 2024



For the Supervisory Board
Bert Meerstadt (Chairman of the Supervisory Board)