

# ANNUAL GENERAL MEETING **2021**



# Invitation to the 2021 Annual General Meeting

27 May 2021

IVU Traffic Technologies AG  
Berlin

WKN 744850  
ISIN DE0007448508

We hereby invite our shareholders to the virtual Annual General Meeting of IVU Traffic Technologies AG, which will take place

on **Thursday, 27 May 2021**

at **11:00 hrs (CEST)**

without the physical attendance of shareholders or their proxies. The entire meeting will be broadcast online pursuant to Section 1(2) sentence 1 no. 1 of the Act on Measures under Corporate, Cooperative, Association, Foundation and Condominium Law on Combating the Effects of the COVID-19 Pandemic of 27 March 2020 (German Federal Law Gazette (Bundesgesetzblatt – BGBl) I No. 14 2020, p. 570) as amended by the Act on the Further Shortening of the Residual Debt Exemption Procedure and the Amendment of Pandemic-Related Provisions under Corporate, Cooperative, Association and Foundation Law as well as Rental and Leasing Law of 22 December 2020 (BGBl I No. 67 2020, p. 3328) (COVID-19 Act) at the URL

<https://www.ivu.com/investors/general-meeting>

via livestream.

The site of the Annual General Meeting within the meaning of Section 121(3) sentence 1 of the German Stock Corporation Act (Aktengesetz – AktG) is the company headquarters at Bundesallee 88, 12161 Berlin, Germany.

## AGENDA

1. Presentation of the established annual financial statements of IVU Traffic Technologies AG for the 2020 financial year and the approved consolidated financial statements, the Executive Board's management report for IVU Traffic Technologies AG and the Group management report as well as the Supervisory Board report for the 2020 financial year and the explanatory report on the information pursuant to Sections 289(4) and 315(4) of the German Commercial Code (Handelsgesetzbuch – HGB).

The documents specified will be available on the company's website at <https://www.ivu.com/investors/general-meeting> from the time of convocation onwards.

In accordance with the applicable statutory provisions, no resolution is planned for this agenda item because the Supervisory Board has already approved the annual financial statements and consolidated financial statements. The annual financial statements have thus been established in accordance with Section 172 AktG.

2. **Resolution on the appropriation of the net profits of IVU Traffic Technologies AG**

The Executive Board and Supervisory Board propose that the net profits of the company for the financial year which concluded on 31 December 2020 in the amount of EUR 12,176,524.61 be appropriated as follows:

Distribution of a dividend of EUR 0.20 per share entitled to dividends:	EUR 3,515,417.20
Allocation to retained earnings:	EUR 2,500,000.00
Profit carried forward:	EUR 6,161,107.41

Pursuant to Section 58(4) sentence 2 AktG, the entitlement to the payment of the dividend is due on the third business day following the Annual General Meeting resolution, and thus on 1 June 2021.

As at the time of convocation, the company holds 128,657 treasury shares. In accordance with Section 71b AktG, these are not entitled to dividends. As such, it is proposed to the Annual General Meeting that, maintaining an unchanged dividend of EUR

0.20 per share entitled to dividends, the partial amount of the net profits attributable to shares which are not entitled to dividends be carried forward.

The number of shares entitled to dividends is subject to change until the time at which the resolution on the appropriation of net profits is adopted. In the event of changes, the Executive Board and Supervisory Board will present a proposed resolution on the appropriation of earnings to the Annual General Meeting which has been amended accordingly and which provides for an unchanged distribution of EUR 0.20 per share entitled to dividends. The amendment in this context will take place in the following manner: In the event of a decrease in the number of shares entitled to dividends, and thus the total dividend, the amount to be carried forward shall be increased accordingly. In the event of an increase in the number of shares entitled to dividends, and thus the total dividend, the amount to be carried forward shall be decreased accordingly.

The following shall apply to the payout of the dividend in the event that the resolution proposed by the Executive Board and Supervisory Board is accepted:

As the dividend will be paid entirely from the tax contribution account as defined under Section 27 of the German Corporation Tax Act (Körperschaftsteuergesetz – KStG) (and not from contributions to nominal capital), the payout shall take place without the deduction of capital gains tax or the solidarity surcharge. The distribution is considered restitution of deposits from a tax perspective and is deemed by the German tax authorities to reduce the taxable acquisition costs of the shares.

### **3. Resolution on the discharge of the Executive Board for the 2020 financial year**

The Executive Board and Supervisory Board propose that the members of the Executive Board in office during the 2020 financial year be discharged for that period of time.

### **4. Resolution on the discharge of the Supervisory Board for the 2020 financial year**

The Executive Board and Supervisory Board propose that the members of the Supervisory Board in

office during the 2020 financial year be discharged for that period of time.

### **5. Resolution on the selection of the statutory auditor and the auditor for the consolidated financial statements for the 2021 financial year**

On the basis of the recommendation of its Audit Committee, the Supervisory Board proposes that the accounting firm BDO AG Wirtschaftsprüfungsgesellschaft, Berlin, be appointed as the statutory auditor and auditor of the consolidated financial statements for the 2021 financial year as well as the auditor for any necessary audit review of interim reports until the next Annual General Meeting.

The Audit Committee's recommendation was preceded by a selection procedure carried out in accordance with Art. 16 of the EU Audit Regulation (Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC). The Audit Committee recommended BDO AG Wirtschaftsprüfungsgesellschaft, Berlin, to the Supervisory Board for the tendered audit mandate, including mention of alternatives. The Audit Committee has declared that its recommendation is free of undue influence by third parties and that it has not been subjected to any clauses serving to restrict options within the meaning of Art. 16(6) of the EU Audit Regulation.

### **6. Resolution on the endorsement of the remuneration system for Executive Board members**

In accordance with the newly-adopted Section 120a(1) AktG created by the Act Implementing the Shareholders' Rights Directive (ARUG II), which entered into force on 1 January 2020, the annual general meetings of listed companies must adopt a resolution on the endorsement of the remuneration system for executive board members submitted by the supervisory board in the event of any material amendment of the remuneration system, but at least once every four years. The first resolution in this respect must be adopted by the end of the first annual general meeting held after the date of 31 December 2020.

A copy of the full text of the remuneration system is enclosed in the notes to this agenda.

The Supervisory Board therefore proposes the adoption of the following resolution:

The remuneration system for members of the Executive Board adopted by the Supervisory Board, a copy of the full text of which is enclosed in the invitation to the Annual General Meeting following the agenda under "Remuneration system for the Executive Board", shall be endorsed.

## 7. Resolution on the remuneration of Supervisory Board members

Pursuant to Section 113(3) AktG as amended by the Act Implementing the Shareholders' Rights Directive (ARUG II), which entered into force on 1 January 2020, a resolution must be adopted on the remuneration of members of the supervisory boards of listed companies at least once every four years. The first resolution in this respect must be adopted by the end of the first annual general meeting held after the date of 31 December 2020.

Pursuant to Section 15(1) sentence 1 of the company's Articles of Association, the remuneration of the Supervisory Board is decided by Annual General Meeting resolution. Pursuant to Section 15(1) sentence 2 of the company's Articles of Association, the Annual General Meeting must give particular consideration to the chair and deputy chair of the Supervisory Board as well as the chairs and members of Supervisory Board committees when determining the level of remuneration.

The remuneration arrangements currently applicable to the Supervisory Board were most recently amended by Annual General Meeting resolution on 29 May 2019. Due to the increased requirements for the members of the Supervisory Board in regard to time and content imposed by legislation, compliance with the rules of the DCGK (German Corporate Governance Code) and the increasing complexity of the business activities of IVU, the remuneration system and the levels of remuneration set out therein should be amended for the 2021 financial year and the financial years to follow. The Supervisory Board has also conducted a horizontal peer group comparison on this subject in cooperation with an external consultant in order to calculate remuneration for Supervisory Board activities which

is comparatively moderate yet appropriate in consideration of the requirements and obligations involved.

A copy of the full text of the remuneration system is enclosed in the notes to this agenda. This specifies the following Supervisory Board emoluments for the 2021 financial year and the financial years to follow:

Member  
EUR 18,000.00 (previously: EUR 15,000.00)

Deputy chair  
EUR 27,000.00 (previously: EUR 18,750.00)

Chair  
EUR 54,000.00 (previously: EUR 30,000.00)

Additional emoluments

Committee membership  
EUR 4,500.00 (previously: EUR 3,750.00)

Chair of the General Committee  
EUR 9,000.00 (previously: EUR 7,500.00)

Chair of the Audit Committee  
EUR 18,000.00 (previously: EUR 7,500.00)

The Executive Board and the Supervisory Board propose the adoption of the following resolution:

The remuneration of the members of the Supervisory Board shall be defined in accordance with the remuneration system which is reprinted in full in the invitation to the Annual General Meeting following the agenda under "Remuneration system for Supervisory Board members".

## 8. Resolution on the creation of new 2021 authorised capital with authorisation to exclude subscription rights and on corresponding amendment of the Articles of Association

The 2016 authorised capital (Section 4(4) of the company's Articles of Association), which was adopted by Annual General Meeting resolution on 25 May 2016, is limited to a period of time expiring on 24 May 2021 and should now be renewed. As such, it is proposed that a new 2021 authorised capital be created which will replace the previous unused 2016 authorised capital and should have the same volume.

The new 2021 authorised capital should amount to 30% of the current share capital of

EUR 17,719,160.00, i.e. EUR 5,315,748.00. The new authorised capital shall particularly serve to enable the company to access additional equity as a means of long-term financing in a flexible manner and to carry out non-cash capital increases as an alternative to cash capital increases in the event of acquisition opportunities in the market.

As such, the Executive Board and the Supervisory Board propose the adoption of the following resolution:

a) Authorisation

The Executive Board shall be authorised to increase the share capital of the company one or more times during the period until 26 May 2026 by a total of up to EUR 5,315,748.00 through the issuance of new no-par value bearer shares against cash or non-cash contributions (2021 authorised capital). The Executive Board can make use of this authorisation for any legally permissible purpose.

In cases of capital increases against cash contributions, shareholders must generally be granted subscription rights. The shares may also be acquired by banks or companies within the meaning of Section 186(5) sentence 1 AktG subject to the obligation of offering them to the shareholders for subscription (indirect subscription rights). However, the Executive Board shall be authorised to exclude shareholders' subscription rights with the consent of the Supervisory Board:

- (i) in order to exclude from the subscription rights any fractional amounts which may arise due to the respective subscription ratio,
- (ii) when, in accordance with Section 186(3) sentence 4 AktG, the issuing price of the new shares is not significantly lower than the exchange price of the company's shares which are already traded on the stock exchange as of the time of the final determination of the issuing price and the total proportion of the share capital which is accounted for by the shares issued (against cash contributions subject to the exclusion of subscription rights) does not exceed 10% of the company's share capital. In the event that the new shares issued on the basis of this authorisation are acquired

by a placement agent subject to a simultaneous obligation of the placement agent to offer the new shares to one or more third parties designated by the company for sale, whereby the purchase price is to be routed to the company, the purchase price to be paid by the third party or parties shall constitute the issuing price within the meaning of this authorisation. The existing share capital at the time the resolution adopted by the Annual General Meeting on this authorisation enters into effect or – in the event that this value is lower – the existing share capital at the time the authorisation in question is utilised shall be authoritative in regard to the aforementioned limit of 10% overall. The proportional amount of the share capital which is attributable to shares which have been issued or sold during the term of this authorisation up to the time at which it is utilised on the basis of another equivalent authorisation subject to the exclusion of subscription rights under indirect or equivalent application of Section 186(3) sentence 4 AktG must be counted towards this limit, insofar as doing so is required by law. Furthermore, treasury shares sold must also be counted towards this limit if the sale takes place during the term of this authorisation subject to the exclusion of subscription rights in accordance with Section 186(3) sentence 4 AktG.

In addition, the Executive Board shall be authorised, with the consent of the Supervisory Board, to exclude subscription rights in the event of capital increases against non-cash contributions, particularly in regard to granting shares in the context of the acquisition of companies, parts of companies or shareholdings in companies, in the context of business combinations or in the context of the acquisition of intellectual property rights or industrial property rights, rights of use under copyright law, licenses to this effect and other assets.

Unless otherwise specified by the Executive Board with the consent of the Supervisory Board, the new shares shall participate in profit starting from the beginning of the financial year for which the Annual General Meeting has not yet adopted a resolution on the appropriation of earnings as of the time the shares are issued.

The Executive Board shall additionally be authorised to define the further content of the share rights and the conditions of share issuance.

b) Amendment of the Articles of Association

Section 4(4) of the company's Articles of Association, which contains the previous 2016 authorised capital, shall be removed and replaced with the following new paragraph (4):

"4. The Executive Board is authorised to increase the share capital of the company one or more times during the period until 26 May 2026 by a total of up to EUR 5,315,748.00 through the issuance of new no-par value bearer shares against cash or non-cash contributions (2021 authorised capital). The Executive Board can make use of this authorisation for any legally permissible purpose.

a) In cases of capital increases against cash contributions, shareholders must generally be granted subscription rights. The shares may also be acquired by banks or companies within the meaning of Section 186(5) sentence 1 AktG subject to the obligation of offering them to the shareholders for subscription (indirect subscription rights). However, the Executive Board shall be authorised to exclude shareholders' subscription rights with the consent of the Supervisory Board:

- in order to exclude from the subscription rights any fractional amounts which may arise due to the respective subscription ratio,
- when, in accordance with Section 186(3) sentence 4 AktG, the issuing price of the new shares is not significantly lower than the exchange price of the company's shares which are already traded on the stock exchange as of the time of the final determination of the issuing price and the total proportion of the share capital which is accounted for by the shares issued (against cash contributions subject to the exclusion of subscription rights) does not exceed 10% of the company's share capital. In the event that the new shares issued on the basis of this authorisation are acquired by a placement agent subject to a simultaneous obligation of the placement agent to offer the new shares to one or more third parties designated by the company for sale, whereby the purchase price is to be routed to

the company, the purchase price to be paid by the third party or parties shall constitute the issuing price within the meaning of this authorisation. The existing share capital at the time the resolution adopted by the Annual General Meeting on this authorisation enters into effect or – in the event that this value is lower – the existing share capital at the time the authorisation in question is utilised shall be authoritative in regard to the aforementioned limit of 10% overall. The proportional amount of the share capital which is attributable to shares which have been issued or sold during the term of this authorisation up to the time at which it is utilised on the basis of another equivalent authorisation subject to the exclusion of subscription rights under indirect or equivalent application of Section 186(3) sentence 4 AktG must be counted towards this limit, insofar as doing so is required by law. Furthermore, treasury shares sold must also be counted towards this limit if the sale takes place during the term of this authorisation subject to the exclusion of subscription rights in accordance with Section 186(3) sentence 4 AktG.

b) In addition, the Executive Board is authorised to exclude subscription rights with the consent of the Supervisory Board in the event of capital increases against non-cash contributions, particularly in regard to granting shares in the context of the acquisition of companies, parts of companies or shareholdings in companies, in the context of business combinations or in the context of the acquisition of intellectual property rights or industrial property rights, rights of use under copyright law, licenses to this effect and other assets.

c) Unless otherwise specified by the Executive Board with the consent of the Supervisory Board, the new shares shall participate in profit starting from the beginning of the financial year for which the Annual General Meeting has not yet adopted a resolution on the appropriation of earnings as of the time the shares are issued.

d) The Executive Board is additionally authorised to define the further content of the share rights and the conditions of share issuance."

c) The Supervisory Board shall be authorised to amend Section 4 of the Articles of Association

of the company in accordance with the respective utilisation of the 2021 authorised capital and after the expiration of the authorisation period.

The Executive Board's report to the Annual General Meeting is reprinted in full in the notes to this agenda.

## NOTES

### Remuneration system for the Executive Board

#### Basic information

The system for the remuneration of Executive Board members follows the requirements of Section 87a of the German Stock Corporation Act (Aktiengesetz – AktG) as well as the recommendations of the German Corporate Governance Code (Deutsche Corporate Governance Kodex – DCGK) insofar as no deviations from these recommendations are specified.

#### 1. Contribution of remuneration to the promotion of the business strategy and to the long-term development of the company

The remuneration system provides a key contribution to the promotion of our business strategy and to the long-term and sustainable development of the company.

Public transport is currently undergoing a period of profound and highly dynamic change. Climate change in particular counts among the most pressing subjects of our time. In the implementation of our corporate purpose of enabling public mobility for people and goods at a high level, we are aiming to grow our core business, play an accompanying role in electric driving, and advance the digitalisation of our customers. Achieving our financial goals is a key condition for all of our activities. Our processes and our organisation are designed with the customer at the centre, and we work for and with each customer to develop the best product and the best solution for their mobility needs.

The remuneration system encourages the attainment of the aforementioned strategic goals, promotes connections between them, and provides effective incentives for the long-term, value-creating development of the company in consideration of the

interests of shareholders, customers, employees and other stakeholders.

#### 2. Remuneration components and their respective relative shares of the remuneration

The Executive Board's emoluments consist of fixed/non-performance-based and variable/performance-based components.

The **fixed remuneration** consists of a base salary and ancillary benefits.

The base salary is paid on a monthly basis. The fixed salary serves as compensation for any assumption of mandates at Group companies. In the event that an Executive Board member assumes Supervisory Board mandates outside the Group, any resulting remuneration will not be counted towards in-house remuneration.

The ancillary benefits particularly include a public transport allowance, the provision of a company car or, alternatively, compensation for a car, and the provision of general security services. There are no provisions on retirement pensions or early retirement which extend beyond the applicable statutory requirements.

The **variable remuneration** is made up of short-term variable remuneration, which consists of a bonus and target-oriented special remuneration, and long-term variable remuneration.

These components are granted on the basis of financial and non-financial performance criteria. The performance criteria are derived from the long-term strategic goals of the company.

The **short-term variable remuneration** (the "Short Term Incentive Plan") in the form of the bonus serves as a reward for the operational success of the company and is based on the average earnings before taxes (EBT) of the company over the past three financial years, whereby the financial year to which the variable remuneration pertains is weighted double relative to the two preceding years. In addition, EBT which is significantly lower in the year to which the variable remuneration pertains than in either of the two preceding years will lead to a further reduction of the bonus. The basis of calculation for EBT is the company's IFRS consolidated income statement for the respective financial year as established by the Supervisory Board at its balance sheet meeting. The bonus is calculated annually with the consolidated financial

statements for the respective financial year, and is granted half in cash and half in shares.

The target-oriented short-term variable remuneration is agreed on an elective and individualised basis. It is dependent on the achievement of concrete strategic, long-term and operational challenges for the respective Executive Board member. The method for determining the degree of target attainment is decided in consideration of the specific targets in question. It is paid on an annual basis in the event of target attainment.

The **long-term variable remuneration** (“Long Term Incentive Plan”) is based on the long-term performance of the company. The company would like to ensure attractive and sustainable returns for its shareholders over the long term. These returns are expressed in the form of share price development and dividend distributions.

The amount of remuneration is dependent on the development of the IVU share relative to the development of the TecDAX index over a four-year performance period. The basis is the attainment of a target price defined by the Supervisory Board at the

beginning of the performance period as of the end of the performance period. All share price quotes are based on price data from the XETRA trading system of the Frankfurt Stock Exchange.

The remuneration is granted in the form of shares at the end of the performance period.

The **total remuneration** is subject to **maximum limits** in terms of amount in regard to its variable remuneration components and thus overall. The short-term variable remuneration is limited to 150% of the base salary. The long-term variable remuneration is limited by an agreed maximum number of shares and a maximum share value. The maximum remuneration is the highest total remuneration an Executive Board member can receive overall for a financial year in the event of optimal business and share price performance. In cases of maximum remuneration, the base salary and ancillary benefits amount to roughly 30% of remuneration, the bonus and target-oriented special remuneration roughly 40%, and the long-term incentive roughly 30%. The maximum remuneration for the entire Executive Board per year is EUR 2,850 thousand.

Fixed remuneration	Base salary	Paid monthly	
	Ancillary benefits	Particularly public transport allowance, provision of a company car	
Variable remuneration	Short-term	Types	Bonus and target-oriented special remuneration
		Limit / cap	150% of base salary
		Performance criteria	Bonus: Group EBT in consideration of the EBT of the two preceding years Target-oriented special remuneration: Individualised targets
		Payment	Annually following establishment of the annual financial statements Bonus: 50% paid in cash, 50% as shares with a three-year lock-up period Target-oriented special remuneration: Paid in cash
	Long-term	Type	Long Term Incentive
		Limit / cap	By maximum number and maximum value
		Performance criteria	Development of the IVU share price relative to the TecDAX over a four-year performance period
		Payment	After the four-year performance period in the form of shares with a one-year lock-up period
Malus / clawback	Full or partial clawback of variable remuneration possible		

### 3. Share-based remuneration

Half of the annual bonus and the full entitlement from the Long Term Incentive Plan are granted to Executive Board members in the form of shares in the company which are subject to a lock-up period.

The lock-up period for shares transferred as part of the bonus is three years. The lock-up period for shares transferred in accordance with the provisions of the Long Term Incentive Plan is one year. Due to the preceding four-year performance period, this remuneration component thus takes 5 years to become disposable.

The shares transferred to Executive Board members are entitled to voting rights and dividends during the lock-up period.

### 4. Malus / clawback

In the event that an Executive Board member commits severe breaches of duty or violations of the company's internal conduct guidelines which the Executive Board member was or ought to have been aware of at the time of the violation, either with wilful intent or out of gross negligence, the company may fully or partially reclaim the variable remuneration components paid/transferred for a period of up to thirty-six months, calculated from the time of the violation, from the Executive Board member for the purpose of compensating for any damages incurred due to the breach of duty.

The company may also reclaim payments of variable remuneration components in cases where the amount of the payments was calculated on the basis of incorrect information. The company is entitled to reclaim the difference between the recalculated amount and the payments/transfers carried out. The company must demonstrate that the information used to calculate the remuneration was incorrect and that the Executive Board member's variable remuneration was too high for this reason. The clawback is subject to the requirement that the auditor or accounting firm who audited the consolidated financial statements containing the incorrect information or on which the incorrect information was based must subsequently determine that the consolidated financial statements were incorrect.

An Executive Board employee's entitlement to the transfer of shares under the Long Term Incentive Plan may be fully or partially cancelled in the context of certain termination scenarios depending on

the reason for termination. There is no promise to provide severance payment.

In the event of the termination of an Executive Board position before the end of the regular term of appointment, any potential severance or other benefits to be paid to the Executive Board member in connection with the termination of the employment contract, including all ancillary benefits, shall not cumulatively total more than the value of two annual remunerations or more than the value of the residual term of the employment agreement (severance cap).

### 5. Determination of total emoluments

When determining the total emoluments of an individual Executive Board member, the Supervisory Board seeks to ensure that these are appropriate in relation to the tasks and performance of the Executive Board member and the situation of the company and do not exceed the typical remuneration without particular reasons. In this context, the Supervisory Board takes the remuneration and employment conditions of the employees of the company into consideration.

In the context of the external comparison of the total emoluments, a group of companies from Germany which are appropriate in regard to the market position of the company (particularly in terms of sector, size and country) is used as reference.

In the context of the internal comparison, the Supervisory Board takes the remuneration of the upper management and the overall workforce in Germany into consideration. This takes place by means of a comparison of the ratio of Executive Board remuneration to the remuneration of the defined groups of people. The upper management consists of the management including the level of management below the Executive Board.

In the event of significant changes in the ratios of the Executive Board's remuneration to those of the other comparative groups, the Supervisory Board shall review the causes and potentially, in the event of a lack of objective grounds, make adjustments to the remuneration of the Executive Board.

The remuneration system grants the Supervisory Board the flexibility to take the function and area of responsibility of individual Executive Board members into consideration in the amount of the total remuneration. The system allows for function-spe-

cific differentiations – e.g. for the chair of the Executive Board – in accordance with the Supervisory Board’s due discretion.

6. **Description of the procedure for the definition, implementation and review of the remuneration system, including the role of any committees involved and measures for preventing and addressing conflicts of interest**

The definition of the remuneration system is carried out by the Supervisory Board in accordance with Section 87(1) AktG. In this context, the Supervisory Board provides advice and adopts resolutions on the recommendations of the General Committee. The General Committee prepares recommendations on the system for the remuneration of the Executive Board. In doing so, it bases its deliberations on the business strategy, on the long-term and sustainable development of the company and on the recommendations of the DCGK.

When necessary, the General Committee and Supervisory Board can make use of advice from external remuneration experts who are replaced from time to time. In such cases, care will be taken to ensure the independence of these experts from the Executive Board and the company. In regard to the handling of conflicts of interest of members of the Supervisory Board, the recommendations of the DCGK and the provisions of the rules of procedure of the Supervisory Board and its committees shall be observed including in the context of the definition, review and implementation of the remuneration system. Conflicts of interest must be disclosed to the Supervisory Board, which must report them and the manner in which they are addressed to the Annual General Meeting. In the event of a conflict of interest, the Supervisory Board or committee member concerned shall not participate in the Supervisory Board or General Committee’s discussions or decisions regarding the matter.

The remuneration system adopted by the Supervisory Board shall be submitted to the Annual General Meeting for endorsement.

The regular review of the remuneration system is carried out by the Supervisory Board. It is supported in this task by the General Committee, which prepares the review and makes recommendations. The Supervisory Board shall adopt amendments as needed. In accordance with Section 120a(1) AktG, the remuneration system shall be presented to the Annual General Meeting in the event of significant

amendments but no less often than once every four years.

In the event that the Annual General Meeting does not endorse the remuneration system, it must be presented with a revised remuneration system no later than the following Annual General Meeting in accordance with Section 120a(2) AktG for endorsement by resolution.

## Remuneration of Supervisory Board members

### Objectives of Supervisory Board remuneration and contribution of remuneration to the promotion of the business strategy and to the long-term development of the company

One of the central tasks of the Supervisory Board is monitoring the Executive Board’s management of the company. Supervisory Board compensation must be appropriate for this task. For this reason, the remuneration system for the Supervisory Board only provides for fixed remuneration components in amounts dependent exclusively on the duties of the individual Supervisory Board members as part of the board / the committees. This contributes towards ensuring the independence of the Supervisory Board from the business performance of IVU Traffic Technologies AG.

### Remuneration system and amount of remuneration for Supervisory Board members

1. Along with the reimbursement of expenses, each Supervisory Board member receives a fixed annual base remuneration of EUR 18,000.00 for every full financial year of membership on this board.
2. The chair of the Supervisory Board additionally receives a fixed annual supplement of 200% of the base remuneration, and the deputy chair receives a fixed annual supplement of 50% of the base remuneration.
3. For activities on the General Committee, members of the Supervisory Board receive an additional annual supplement of 25% of the annual base remuneration, 50% in the case of the committee chair.
4. For activities on the Audit Committee, members of the Supervisory Board receive an additional annual supplement of 25% of the annual base remuneration, 100% in the case of the committee chair.

5. Supervisory Board members who are not part of the Supervisory Board or a committee for the full duration of a financial year or who serve as the chair or deputy chair of the Supervisory Board or the chair of a committee for less than the full duration of a financial year shall receive corresponding pro rata remuneration for each commenced calendar month of their activities.
6. The company shall reimburse each Supervisory Board member for any applicable value-added tax incurred for their remuneration.
7. The provisions above shall apply for the first time for the entire 2021 financial year, and shall remain in effect in accordance with Section 113(3) AktG for the financial years up to and including 2025 or until they are redefined by the Annual General Meeting in accordance with Section 15(1) sentence 1 of the company's Articles of Association.

## Report by the Executive Board in accordance with Section 203(2) sentence 2 in conjunction with Section 186(4) sentence 2 AktG to the Annual General Meeting on Agenda Item 8: "Resolution on the creation of new 2021 authorised capital with authorisation to exclude subscription rights and on corresponding amendment of the Articles of Association"

The 2016 authorised capital set out under Section 4(4) of the Articles of Association shall expire on 24 May 2021. It is intended to now replace this with a new 2021 authorised capital amounting to 30% of the current share capital of EUR 17,719,160.00, i.e. EUR 5,315,748.00, with a term extending until 26 May 2026. The new authorised capital shall particularly serve to enable the company to access additional equity as a means of long-term financing in a flexible manner and to carry out non-cash capital increases as an alternative to cash capital increases in the event of acquisition opportunities in the market.

The Executive Board and Supervisory Board therefore propose under Agenda Item 8 that the Executive Board be authorised to increase the share capital of the company one or more times during the period until 26 May 2026 by a total of up to EUR 5,315,748.00 through the issuance of new no-par value bearer shares against

cash or non-cash contributions (2021 authorised capital) and that Section 4(4) of the Articles of Association be revoked and rewritten accordingly. The Executive Board shall be permitted to make use of this authorisation for any legally permissible purpose.

The shareholders are fundamentally entitled to subscription rights in accordance with the applicable statutory provisions in the event that the 2021 authorised capital is utilised. The shares may also be acquired by banks or companies within the meaning of Section 186(5) sentence 1 AktG subject to the obligation of offering them to the shareholders for subscription (indirect subscription rights).

However, the Executive Board shall be authorised to exclude these subscription rights with the consent of the Supervisory Board in the following cases:

- a) Subscription rights may be excluded for any fractional amounts which may arise due to the respective subscription ratio. This serves to simplify the technical execution of the capital increase, since the definition of a smooth subscription ratio may result in fractional amounts that are impossible to allocate evenly across all shareholders. The shares excluded from the shareholders' subscription rights as free fractions will be liquidated in the best possible manner for the company, either through sale on the stock exchange or by other means. Any potential dilution effect should be considered minimal due to the limitation to fractional amounts, and the Executive Board will generally seek to avoid the creation of fractional amounts in regard to subscription rights to the furthest possible extent.
- b) In addition, the Executive Board shall be authorised to exclude subscription rights with the consent of the Supervisory Board in the event of a capital increase against cash contributions in accordance with Section 186(3) sentence 4 AktG, which states that the exclusion of subscription rights is possible when the shares issued do not exceed 10% of the share capital overall and the issuing price of the new shares is not significantly lower than the exchange price. This will enable the company to attract additional domestic and foreign investors by issuing shares, such as to institutional or strategic investors, and to respond to favourable stock market situations in a rapid and flexible manner. The option of a capital increase without a cost- and time-intensive subscription rights issue is desirable for the company, since it makes it possible to cover any capital needs which become necessary –

in order to take advantage of market opportunities – with speed and flexibility. This is in the interest of the company as well as all shareholders.

The authorisation to exclude subscription rights is limited to an amount that does not exceed 10% of the share capital, neither as of the time the 2021 authorised capital comes into effect nor as of the time the 2021 authorised capital is utilised. The proportional amount of the share capital which is attributable to shares which have been issued or sold during the term of the 2021 authorised capital up to the time of its respective utilisation on the basis of another authorisation subject to the exclusion of subscription rights under indirect or equivalent application of Section 186(3) sentence 4 AktG must be counted towards this limit, insofar as doing so is required by law. This provision takes the shareholders' need for protection against dilution into account.

Furthermore, the new shares may only be issued at a price which is not significantly lower than the exchange price of the company's shares which are already traded on the stock exchange as of the time of the final determination of the issuing price – prospectively by no more than 3%, but under no circumstances by more than 5%. Under any circumstances, the Executive Board will always strive to keep any potential discount on the exchange price as minimal as possible in consideration of the current market conditions. The placement shall take place immediately following the determination of the issuing price without a statutory subscription period so that the determination will not need to take the risk of changes in price over the duration of a subscription period into consideration. The shareholders also always have the option of maintaining their share of the company's share capital by purchasing additional shares through the stock exchange.

When the 2021 authorised capital is utilised with the exclusion of subscription rights, it is therefore ensured in accordance with Section 186(3) sentence 4 AktG that the financial and voting power interests of the shareholders remain protected and that the company can simultaneously strengthen its equity capital needs in a flexible, cost-effective and rapid manner.

- c) Furthermore, subscription rights may be excluded by the Executive Board with the consent of the Supervisory Board in the event of a capital increase

against non-cash contributions, particularly in regard to granting shares in the context of the acquisition of companies, parts of companies or shareholdings in companies, in the context of business combinations or in the context of the acquisition of intellectual property rights or industrial property rights, rights of use under copyright law, licenses to this effect and other assets.

It is in the company's interest to acquire companies, stakes in companies or other assets in cases where such acquisitions are suitable for consolidating and strengthening the company's market position. This authorisation, which is thus in the interest of the company, will enable the Executive Board to have treasury shares of the company at its disposal in order to be able to acquire companies, parts of companies, shareholdings in companies or other assets against transfers of the company's shares in individual cases with the consent of the Supervisory Board without making use of the stock exchange when such opportunities present themselves. This will allow the company to generate growth and expand its competitive position.

Furthermore, it may also be the case in such transactions that the seller in question is not interested in the payment of a purchase price in cash, due to the expectation that the company will transfer shares so that the seller can continue to hold company shareholdings. Payment in cash could potentially only be possible in return for a higher price, which would strain the company's liquidity; for this reason, payment by means of a transfer of treasury shares is in the company's interest.

Acquisition processes of this type often take place under time pressure and generally require rapid decision-making by the company. For this reason, it is typically impossible to wait until the Annual General Meeting, which as a rule only takes place once per year, or even to hold an extraordinary general meeting specifically for this purpose, due to the necessary adherence to statutory periods. The authorisation serves to provide the Executive Board with the option of reacting to the emergence of potential acquisitions in a flexible, rapid and liquidity-conserving manner and taking advantage of any opportunities for acquisitions.

The proposed resolution also provides for the ability to exclude subscription rights in order to issue new shares in the context of the acquisition of intellectual property rights or industrial property

rights, rights of use under copyright law, licenses to this effect and other assets. This is sensible and in the interest of the company because it will also make it possible to acquire further assets in return for shares in the event of the acquisition of a company or a stake in a company, such as in the event that a company to be acquired is not the owner of industrial property rights or intellectual property rights connected with its business operations. The acquisition of specific industrial property rights or intellectual property rights in isolation may also be in the company's interest, in which case doing so is also sensible if the company has treasury shares at its disposal.

Companies, intellectual property rights, licenses and other assets pending sale will be evaluated from a market-oriented perspective, potentially on the basis of a valuation report. The Executive Board will refer to the exchange price when calculating the value of the transferred shares of the company. However, it would not be in the company's interest if the Executive Board were to schematically link the calculation of the value of the transferred shares to the exchange price, as this would reduce its flexibility and limit its room for negotiation in acquisition talks of this type. Under any circumstances, the Executive Board will always ensure that the interests of shareholders are protected when determining the valuation ratio.

The decision on the type and source of the consideration for non-cash contributions – utilisation of the 2021 authorised capital and/or the use of treasury shares – is made by the responsible executive bodies of the company. In the event that an acquisition opportunity materialises, the Executive Board will carefully assess whether it should make use of this authorisation. It will then only make use of this authorisation when doing so is clearly in the company's interest.

In consideration of all of the factors specified above, the Executive Board and Supervisory Board consider the exclusion of subscription rights in the cases specified for the reasons indicated, including in consideration of the dilution effect incurred at the expense of the shareholders, to be objectively justified and appropriate.

At present, there are no concrete plans to employ the 2021 authorised capital subject to the exclusion of the shareholders' subscription rights in the context of a cash capital increase or in order to carry out a non-cash capital increase. In each individual relevant case, the

Executive Board will assess whether the use of the authorisation to exclude subscription rights is necessary and advantageous for the company with a particular degree of care before obtaining the Supervisory Board's consent to do so.

The Executive Board shall report on each utilisation of the 2021 authorised capital to the next Annual General Meeting after any (full or partial) utilisation.

This report by the Executive Board, which is to be made to the Annual General Meeting in accordance with Section 203(2) sentence 2 in conjunction with Section 186(4) sentence 2 AktG, will be made available from the date of the notice convening the Annual General Meeting onwards at the company's website at <https://www.ivu.com/investors/general-meeting/>.

## VIRTUAL ANNUAL GENERAL MEETING

The Executive Board has decided with the consent of the Supervisory Board that the Annual General Meeting shall be conducted as a virtual annual general meeting without the physical attendance of shareholders or their proxies in accordance with Section 1(1 and 2) of the COVID-19 Act and that the shareholders shall also be able to submit their votes electronically in accordance with the requirements set out in the following. The Annual General Meeting shall take place with the Chair of the Supervisory Board, the Chair of the Executive Board, a notary tasked with taking the minutes of the Annual General Meeting and potentially additional members of the Supervisory Board and Executive Board in attendance at the company's premises at Bundesallee 88, 12161 Berlin, Germany. Proxies appointed by the company shall also be physically present. The shareholders and their proxies cannot physically participate in the Annual General Meeting.

The implementation of the 2021 Annual General Meeting as a virtual annual general meeting in accordance with the COVID-19 Act shall result in modifications to the procedure of the Annual General Meeting as well as the rights of shareholders.

### Annual General Meeting broadcast and AGM portal

The Annual General Meeting will be broadcast online via livestream on 27 May 2021, starting from 11:00 hrs (CEST), at the URL

<https://www.ivu.com/investors/general-meeting>

for shareholders who have provided evidence of share ownership in due time. Viewing the Annual General Meeting online does not enable participation within the meaning of Section 118(1) sentence 2 AktG.

The company will additionally be providing a web-supported AGM portal at this address from 6 May 2021 onwards. This portal will enable shareholders who have provided evidence of share ownership in due time to exercise their voting rights in advance of the Annual General Meeting via electronic absentee ballot, to issue proxy authorisations and to exercise their right to ask questions via electronic communications. Shareholders who have exercised their voting rights can lodge objections against resolutions of the Annual General Meeting via the AGM portal at the specified address while the Annual General Meeting is in session.

### Prerequisites for viewing the Annual General Meeting online and exercising voting rights

Only those shareholders who have submitted evidence of share ownership provided by the final intermediary in text form in accordance with Section 67c(3) AktG are entitled to view the Annual General Meeting online and exercise voting rights. Evidence of share ownership may also be submitted directly to the company by the final intermediary. The evidence of share ownership must be composed in German or English and pertain to the beginning of the 21st day before the Annual General Meeting, i.e. 6 May 2021, 00:00 hrs (CEST) (the "record date").

The company must receive the evidence of share ownership by the end of 20 May 2021, 24:00 hrs (CEST) at the latest at the following address:

IVU Traffic Technologies AG  
c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 Munich, Germany  
E-mail: [inhaberaktien@linkmarketservices.de](mailto:inhaberaktien@linkmarketservices.de)

We recommend that our shareholders contact their custodian institution at their earliest convenience in order to ensure that the evidence from the final intermediary is properly delivered to the company in due time in accordance with Section 67c(3) AktG.

In relation to the company, the entitlement to view the Annual General Meeting online and exercise voting rights as a shareholder applies only to persons who have submitted evidence of share ownership. In this context, the extent of voting rights is determined solely

on the basis of the shareholder's shareholdings as at the record date. The record date is not accompanied by any restrictions of the ability to sell shareholdings. Even in the event of the sale of shareholdings in full or in part after the record date, only the shareholder's shareholdings as at the record date shall be authoritative regarding access to the AGM portal and the extent of voting rights, i.e. sales of shares after the record date shall have no impact on the shareholder's entitlement to view the Annual General Meeting online or the scope of voting rights. The same applies for the purchase of additional shares after the record date. Persons who do not yet own shares as at the record date and only become shareholders thereafter are not entitled to voting rights and shall not receive access to the AGM portal.

Shareholders who have provided evidence of share ownership in due time shall be sent personal voting rights cards containing further information on exercising their voting rights and specifying the number of votes to which the holder is entitled. The voting rights card contains an individual access code for each shareholder which will allow shareholders to use the company's AGM portal, which can be accessed at the URL

<https://www.ivu.com/investors/general-meeting>

and is protected against public access, in order to view the entire virtual Annual General Meeting via livestream and to exercise their voting rights in accordance with the following provisions. The AGM portal shall be available before and during the Annual General Meeting.

In order to ensure that voting rights cards are received in due time, we request that shareholders please take care to ensure that the evidence of their share ownership is sent to the address specified above at their earliest convenience.

### Procedure for exercising voting rights via absentee ballot

Shareholders shall exercise their voting rights exclusively via electronic absentee ballot and by issuing proxy authorisations to company-appointed proxies. If persons other than the company-appointed proxies are authorised as proxies, these proxies themselves must likewise exercise the voting rights via electronic absentee ballot or by issuing (sub-)proxy authorisation to company-appointed proxies. Voting via electronic absentee ballot shall be possible via the AGM portal at the URL

<https://www.ivu.com/investors/general-meeting>

from 6 May 2021 until the start of voting on the date of the Annual General Meeting. This can be carried out via the “Briefwahl” (“Absentee Ballot”) button in the AGM portal. Shareholders may also amend or withdraw any votes previously submitted via absentee ballot through the AGM portal, including during the Annual General Meeting until the start of voting.

### Procedure for issuing proxy authorisation to company proxies

Shareholders have the option of issuing proxy authorisation and instructions to proxies appointed by the company. Issuing proxy authorisation and instructions to these proxies via the AGM portal at the URL

<https://www.ivu.com/investors/general-meeting>

shall be possible from 6 May 2021 until the start of voting on the date of the Annual General Meeting. This can be carried out via the “Vollmacht und Weisungen” (“Proxy Authorisation and Instructions”) button in the AGM portal. Shareholders may also amend or withdraw any previously issued instructions via the AGM portal, including during the Annual General Meeting until the start of voting.

Together with the voting rights cards, shareholders will also receive a proxy authorisation and instruction form which may be used for these purposes. Forms can also be sent to shareholders upon request at any time. This form can also be accessed online at <https://www.ivu.com/investors/general-meeting>.

The following contact details can be used for submission in the event that the form is employed:

IVU Traffic Technologies AG  
c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 Munich, Germany  
E-mail: [inhaberaktien@linkmarketservices.de](mailto:inhaberaktien@linkmarketservices.de)

The proxy authorisation and instruction form must be sent to the postal address or e-mail address specified above and must be received there by 26 May 2021, 24:00 hrs (CEST) (date of receipt).

In the event that shareholders authorise company-appointed proxies, they must issue instructions for the exercise of their voting rights. Cases where no instructions are issued for individual proposed resolutions shall be interpreted as abstentions. Double-marked items will be treated as invalid. The company proxies are obligated to vote as instructed.

### Proxy representation by third parties

Shareholders may also choose to have their voting rights exercised by proxies, e.g. intermediaries, shareholder associations or other third parties.

The submission of proper evidence of share ownership is also required in the case of the authorisation of a third-party proxy (see above). Authorisation can be issued to the proxy as well as to the company. If the shareholder authorises more than one person, the company may reject one or more of them.

The issuance of proxy authorisation, if not issued to an intermediary, shareholder association or person or institution of equivalent status pursuant to Section 135 AktG, the revocation thereof, and the evidence of the proxy authorisation submitted to the company must be made in text form (Section 126b of the German Civil Code (Bürgerliches Gesetzbuch – BGB)).

The case of authorisation of an intermediary, a shareholder association or a person or institution of equivalent status pursuant to Section 135 AktG, the special provisions under Section 135 AktG apply, particularly in regard to the form of the issuance of proxy authorisation. The rules specified in this regard by the intermediaries, shareholder associations and persons and institutions of equivalent status must also be observed; in such cases, it is requested that shareholders coordinate with the authorised proxy in due time in consideration of the fact that the proxy may require authorisation in a specific form.

Together with the voting rights cards, shareholders will also receive a proxy authorisation form which may be used when votes are submitted by the proxy. A proxy authorisation form can also be sent to shareholders upon request at any time. This form can also be accessed online at <https://www.ivu.com/investors/general-meeting>. There is no obligation to use the proxy authorisation form offered by the company.

The following contact details can be used, including for electronic submission.

IVU Traffic Technologies AG  
c/o Link Market Services GmbH  
Landshuter Allee 10  
80637 Munich, Germany  
E-mail: [inhaberaktien@linkmarketservices.de](mailto:inhaberaktien@linkmarketservices.de)

The proxy authorisation form must be sent exclusively to the postal address or e-mail address specified above and must be received there by 26 May 2021, 24:00 hrs (CEST) (date of receipt). Submission to the company via

e-mail is also still possible on the date of the Annual General Meeting.

## Shareholder rights

### Requests for additions to the agenda in accordance with Section 122(2) AktG

Shareholders whose shares collectively account for at least one twentieth of the share capital or a EUR 500,000.00 share of the share capital may request that items be added to the agenda and announced. Every new item must be accompanied by a justification or a draft resolution. The request must be addressed to the Executive Board of IVU Traffic Technologies AG in writing and must be received by the company at least 30 days before the Annual General Meeting (not including the date of receipt, in accordance with Section 122(2) sentence 3 AktG), i.e. no later than Monday, 26 April 2021, 24:00 hrs (CEST). Please send corresponding requests to the following address:

IVU Traffic Technologies AG  
Executive Board  
Bundesallee 88  
12161 Berlin, Germany

Pursuant to Section 122(2) in conjunction with (1) sentence 3 AktG, the shareholders concerned must provide evidence demonstrating that they have been holders of the necessary number of shares since at least 90 days before the date the company receives the request and that they have held the minimum number of shares until the decision on the request is made.

### Counter-motions and nominations in accordance with Sections 126(1) and 127 AktG

Under the COVID-19 Act, shareholders who have provided evidence of their share ownership in due time may submit counter-motions and nominations pursuant to Sections 126(1) and 127 AktG in advance of the virtual Annual General Meeting in accordance with the following provisions:

The company will immediately announce counter-motions within the meaning of Section 126(1) AktG and nominations within the meaning of Section 127 AktG, including the name of the shareholder, the justification, and any relevant opinions of the management, at the URL <https://www.ivu.com/investors/general-meeting> if they have been submitted to the company at the following address at least 14 days before the Annual General

Meeting (not including the date of receipt, in accordance with Section 126(1) sentence 2 AktG), i.e. no later than Wednesday, 12 May 2021, 24:00 hrs (CEST):

IVU Traffic Technologies AG  
Investor Relations  
Bundesallee 88  
12161 Berlin, Germany  
Fax: +49 30 85906-111  
E-mail: [ir@ivu.de](mailto:ir@ivu.de)

and the other requirements for obligatory announcement pursuant to Section 126 AktG / Section 127 AktG have been met. Counter-motions must be submitted together with a justification; in the case of nominations, a justification is not necessary.

Counter-motions and nominations received within the period specified above from shareholders who have provided evidence of their share ownership in due time shall be considered to have been raised during the virtual Annual General Meeting. In accordance with the COVID-19 Act, counter-motions or nominations which are received by the deadline in accordance with the company provisions specified above will be handled during the virtual Annual General Meeting as if they had been raised during the virtual Annual General Meeting and will be put to vote.

### Right to ask questions pursuant to Section 1(2) sentence 1 no. 3 and sentence 2 of the COVID-19 Act

Shareholders shall be granted a right to ask questions via electronic communications in accordance with Section 1(2) sentence 1 no. 3 and sentence 2 of the COVID-19 Act. The Executive Board may also stipulate that questions must be submitted via electronic communication at least one day before the Annual General Meeting. The Executive Board of IVU Traffic Technologies AG has made use of this option with the consent of the Supervisory Board.

In accordance with Section 1(2) sentence 2 of the COVID-19 Act, the Executive Board decides how it will answer questions at its own due discretion. The management may combine identical questions in the interest of the shareholders. Only questions submitted in German will be taken into consideration.

Questions from shareholders who have provided evidence of their share ownership in due time must be submitted 24 hours before the Annual General Meeting begins at latest, i.e. by Thursday, 26 May 2021, 11:00 hrs (CEST) via the URL

<https://www.ivu.com/investors/general-meeting>

using the AGM portal which is accessible there. This can be carried out via the "Fragen" ("Questions") button in the AGM portal.

Questions cannot be submitted after the deadline specified above. Questions cannot be raised during the virtual Annual General Meeting. As a general rule, the persons who submitted questions are specified by name when questions are answered unless they have expressly objected to being mentioned by name.

### Declaring objections to be recorded in the minutes

Shareholders who have provided evidence of their share ownership and have exercised their voting rights may electronically declare objections to resolutions of the Annual General Meeting to be recorded in the minutes via the AGM portal on the day of the Annual General Meeting until the Annual General Meeting ends. This can be carried out via the "Widerspruch einlegen" ("Raise Objection") button in the AGM portal.

### Information on data protection for shareholders

IVU Traffic Technologies AG processes personal data (i.e. name, address, e-mail address, number of shares, share class, type of share ownership and voting rights card number) on the basis of the applicable data protection legislation in order to enable the shareholders to exercise their rights in the context of the virtual Annual General Meeting.

If this personal information is not specified by shareholders when submitting evidence of their share ownership, the personal data is provided to the company by the custodian bank.

The processing of the personal data of shareholders is essential in order for the shareholders to be able to access the AGM portal and exercise voting rights for the Annual General Meeting. IVU Traffic Technologies AG is the data controller responsible for the processing. The legal basis for the processing has been Art. 6(1)(c) of the General Data Protection Regulation (GDPR) since 25 May 2018.

IVU Traffic Technologies AG engages various service providers for the purpose of organising the Annual General Meeting. These service providers receive only personal data from the company which is necessary for the performance of the services for which they were engaged. The service providers process the data exclusively in accordance with the instructions of IVU Traffic Technologies AG. Apart from this, personal data will

also be provided to shareholders, shareholder representatives and the notary within the framework of the applicable statutory provisions, namely via the list of participants. Personal data will be stored within the framework of the applicable statutory obligations and subsequently erased.

In the event that shareholders make use of the option to submit questions in advance of the Annual General Meeting and their questions are answered during it, the name of the person who submitted the question is specified as a general rule. The name of the person who submitted the question can thus come to the attention of the other participants in the virtual Annual General Meeting. This data processing is necessary in order to safeguard our legitimate interests, to emulate the procedure of a physical Annual General Meeting as closely as possible with the virtual Annual General Meeting, and to fulfil the legitimate interest of the other Annual General Meeting participants in learning the name of the persons asking questions. The legal basis for this processing is Art. 6(1)(f) GDPR. Shareholders and their proxies may object to being mentioned by name for reasons specific to their situation.

In addition, shareholders hold rights of information, rectification, restriction, objection, and erasure in regard to the processing of their personal data under the framework of the applicable statutory provisions which may be exercised at any time. Shareholders can assert these rights to IVU Traffic Technologies AG via the following contact details:

IVU Traffic Technologies AG  
Investor Relations  
Bundesallee 88  
12161 Berlin, Germany  
Fax: +49 30 85906-111  
E-mail: [ir@ivu.de](mailto:ir@ivu.de)

In addition, shareholders have the right to complain to the data protection supervisory authorities pursuant to Art. 77 GDPR. They can also reach the data protection officer of IVU Traffic Technologies AG with the contact details specified above.

### Information and documentation concerning the Annual General Meeting

The notice convening the Annual General Meeting including the information and explanations required by law is also accessible via the company's website at <https://www.ivu.com/investors/general-meeting>, where the information pursuant to Section 124a AktG can also be found.

In addition, more extensive explanations on the rights of shareholders pursuant to Sections 122(2), 126(1), 127 and 131(1) AktG and Sections 123(3) no. 2, 125 and 64(2) of the German Company Transformation Act (Umwandlungsgesetz – UmwG) can be found on the company's website at <https://www.ivu.com/investors/general-meeting>. The voting results will be announced at the same web address after the Annual General Meeting.

### Total number of shares and voting rights at the time of the notice convening the Annual General Meeting

The share capital of the company amounts to EUR 17,719,160.00 and is divided into 17,719,160 no-par value shares. The total number of shares and voting rights as at the time of the notice convening the Annual General Meeting is thus 17,719,160. The company holds 128,657 treasury shares as at the time of the notice convening the Annual General Meeting. The company is not entitled to any rights, particularly voting rights, from its treasury shares. The number of treasury shares is still subject to change until the date of the Annual General Meeting.

### Technical information concerning the virtual Annual General Meeting

Shareholders will need an internet connection and a web-enabled terminal device in order to view the virtual Annual General Meeting, use the AGM portal and exercise shareholder rights. A stable internet connection with an adequate transfer speed is recommended in order to be able to display the livestream optimally.

Shareholders using a computer to view the livestream of the virtual Annual General Meeting will need a web browser and speakers or headphones.

To access the company's AGM portal, shareholders will need their voting rights card, which will be delivered to them unsolicited after they provide proper evidence of share ownership. The individual access credentials which make it possible to log into the AGM portal can be found on this voting rights card.

In order to minimise the risk of facing limitations on the exercise of shareholder rights due to technical issues during the Annual General Meeting, it is recommended that shareholder rights (particularly voting rights) be exercised via (electronic) absentee ballot if possible before the Annual General Meeting begins. The AGM shall be accessible for the exercise of voting rights from 6 May 2021 onwards.

Shareholders will receive further details on the AGM portal and the conditions for registration and use together with their voting rights cards or online at <https://www.ivu.com/investors/general-meeting>.

### Note on the availability of the livestream

Shareholders who have provided evidence of their share ownership in due time can view the entire Annual General Meeting online via livestream through the AGM portal. In accordance with the current state of the art, the livestream of the Annual General Meeting and the availability of the AGM portal may be subject to fluctuations due to limitations on the availability of telecommunication networks and the restriction of internet services by third parties, over which the company has no influence. The company is therefore unable to provide any guarantees or assume liability for the functionality and constant availability of the internet services used, the third-party network elements used, the livestream or the accessibility and general availability of the AGM portal. Neither does the company assume any responsibility for errors and defects of the hardware and software employed for the AGM portal, including those of the service provider companies engaged, except in the event of malicious intent. For this reason, the company recommends making use of the options for exercising rights specified above, particularly for exercising voting rights, at the earliest possible convenience. The chair of the meeting must reserve the right to interrupt or entirely call off the virtual Annual General Meeting in the event that doing so becomes urgently necessary in consideration of data protection or security concerns.

**Berlin, Germany, April 2021**

**IVU Traffic Technologies AG**

**The Executive Board**



**IVU Traffic Technologies AG**

Bundesallee 88

12161 Berlin

Germany

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