

2024 ANNUAL GENERAL MEETING



Invitation to 2024 Annual General Meeting

29 May 2024

IVU Traffic Technologies AG
Berlin

WKN 744850
ISIN DE0007448508

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

on **Wednesday, 29 May 2024**

at **11:00 a.m. (CEST)**

at the premises of IVU Traffic Technologies AG at Bundesallee 88 in Berlin.

The site of the Annual General Meeting within the meaning of Section 121(3) sentence 1 of the German Stock Corporation Act (Aktiengesetz – 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 2023 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 2023 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 www.ivu.de/investoren/hauptversammlung from the time of convocation onwards. All documents to be presented will also be available there during the Annual General Meeting and will be explained in more detail at the Annual General Meeting.

The corporate governance declaration with the corporate governance report and the remuneration report for the 2023 financial year can also be found on the aforementioned website.

The Supervisory Board has approved the annual financial statements and consolidated financial statements prepared by the Executive Board; the annual financial statements are thus adopted. In accordance with the statutory provisions, no resolution is therefore planned for agenda item 1.

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 2023 in the amount of 10,753,063.93 € be appropriated as follows:

Distribution of a dividend of € 0.26 per share entitled to dividends	:	4,538,804.92 €
Profit carried forward:		6,214,259.01 €

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 3 June 2024.

As at the time of convocation, the company holds 262,218 treasury shares. In accordance with Section 71b AktG, these are not entitled to dividends.

Should the number of value shares entitled to dividends change by the time the resolution on the appropriation of net profit is adopted, a correspondingly adjusted proposal for a resolution will be submitted to the Annual General Meeting, which will continue to provide for a dividend of 0.26 € per share entitled to dividends. The amounts for the total dividend payout and the profit carried forward will be adjusted accordingly.

3. Resolution on the discharge of the Executive Board for the 2023 financial year

The Executive Board and Supervisory Board propose that the members of the Executive Board in office during the 2023 financial year be discharged for that period of time.

4. Resolution on the discharge of the Supervisory Board for the 2023 financial year

The Executive Board and Supervisory Board propose that the members of the Supervisory Board in office during the 2023 financial year be discharged for that period of time.

5. Resolution on the appointment of the auditor of the annual financial statements, the auditor of the consolidated financial statements and the auditor for sustainability reporting for the 2024 financial year

The Supervisory Board proposes – based on the recommendation of its Audit Committee – that the auditing firm BDO AG Wirtschaftsprüfungsgesellschaft, Berlin, be appointed as auditors and Group auditors for the 2024 financial year and as auditors for the review of interim reports, if necessary, until the next Annual General Meeting.

Based on the recommendation of its Audit Committee, the Supervisory Board also proposes that the auditing firm BDO AG Wirtschaftsprüfungsgesellschaft, Berlin, be appointed as the auditor for sustainability reporting, as a precautionary measure, with effect from the date on which the CSRD Implementation Act comes into force. The appointment is only mandated in the event that the content of a sustainability report to be prepared for the 2024 financial year is to be audited externally by an auditor to be appointed by the Annual General Meeting.

6. Resolution on the endorsement of the remuneration report pursuant to Section 162 AktG

In accordance with Section 162 AktG, the remuneration report provides information on the remuneration granted and owed to the members of the Executive Board and the Supervisory Board in the 2023 financial year. The remuneration report has been examined by the auditor in accordance with Section 162(3) AktG to determine whether the disclosures required by law in accordance with Section 162(1) and (2) AktG have been made. The report on the formal audit of the remuneration report is attached to the remuneration report. The Supervisory Board and the Executive Board propose the endorsement of the remuneration report for the 2023 financial year as prepared and audited in accordance with Section 162 AktG. The remuneration report is reprinted in full in the invitation to the Annual General Meeting following the agenda under “Remuneration report in accordance with Section 162 AktG”.

7. Resolution on the authorisation of the Management Board to acquire treasury shares in accordance with Section 71 para. 1 no. 8 of the German Stock Corporation Act (AktG) with the option to exclude subscription rights when selling treasury shares and cancellation of the authorisation to acquire treasury shares of 29 May 2019

The Annual General Meeting of IVU Traffic Technologies AG on 29 May 2019 authorised the Executive Board to acquire shares in the company for any purpose permitted under Section 71(1) no. 8 AktG within the framework of the statutory restrictions until the end of 28 May 2024. This authorisation is to be renewed.

The Executive Board and Supervisory Board propose that the following resolution be adopted:

With effect from the end of the day of the Annual General Meeting on 29 May 2024, the company is authorised to acquire treasury shares for any purpose permitted under Section 71(1) no. 8 AktG within the framework of the statutory restrictions and in accordance with the following provisions. The authorisation is limited to the acquisition of shares with a pro rata amount of the € 1,771,916.00 share capital attributable to these shares, i.e. 10% of the share capital on the day of the Annual General Meeting in the amount of € 17,719,160.00.

- a) The authorisation may be exercised in full or in part, once or several times, in pursuit of one or more purposes within the framework of the aforementioned restriction by the company, but also by dependent companies or companies majority-owned by the company commissioned by the company to exercise the authorisation or by third parties acting on its or their behalf.
- b) The acquired shares, together with other treasury shares held by the company or attributable to it in accordance with Sections 71a et seq. AktG, may not exceed 10% of the share capital at any time. The authorisation may not be used for the purpose of trading in treasury shares.
- c) The purchase authorisation is valid until 28 May 2029. The current authorisation to acquire and use treasury shares for other purposes, which was granted by the Annual General Meeting on 29 May 2019 under agenda item 9 and expires on 28 May 2024, will be revoked when the new authorisation comes into effect, insofar as it has not been exercised.
- d) The shares will be acquired via the stock exchange in compliance with the principle of equal treatment pursuant to Section 53a AktG. The purchase price per share paid by the company (excluding incidental acquisition costs) may not be more than 10% above or 20% below the closing price determined for company shares of the same class in Xetra trading (or a corresponding successor system) on the Frankfurt am Main stock exchange on the trading day preceding the acquisition date.
- e) The Executive Board is authorised to use shares in the company acquired on the basis of this authorisation for all legal purposes and, in particular, to sell them in whole or in part via the stock exchange or via an offer to all shareholders, or
 - (1) in a manner other than via the stock exchange or via an offer to all shareholders in return for cash payment if the price at which shares in the company are sold to third parties is not significantly lower than the stock exchange price of the company's shares already traded on the stock exchange on the day of the binding agreement with the third party (excluding incidental costs),
 - (2) to offer them as employee shares to employees of the company and of companies affiliated with the company within the meaning of Sections 15 et seq. AktG or to use them to fulfil obligations arising from securities loans/securities lending entered into to acquire such employee shares to be offered,
 - (3) to offer them to third parties as (partial) consideration in the context of the acquisition of companies, parts of companies or shareholdings in companies or in the context of business mergers or in the context of the acquisition of intellectual property rights or industrial property rights, rights of use under copyright law, licences to this effect and other assets and to transfer these to third parties, or
 - (4) to redeem them, without the redemption or the implementation of the redemption requiring a further resolution by the Annual General Meeting, whereby the redemption can be implemented both

by reducing the share capital and by increasing the proportion of the remaining shares in the share capital, as per Section 237(2) and (3) no. 3 in conjunction with Section 8(3) AktG.

- f) The Supervisory Board is authorised to transfer the treasury shares acquired on the basis of this or an earlier authorisation to the members of the company's Executive Board in fulfilment of the applicable remuneration agreements in each case.
- g) The authorisations under d), e) (1) to (4) and f) can be used in full or in part, once or several times, individually or jointly.

The authorisations under e) (1) to (3) may also be exercised by dependent companies or companies majority-owned by the company commissioned by the company to exercise the authorisation or by third parties acting on its or their behalf.

Shareholders' subscription rights to the company's treasury shares are excluded insofar as these shares are used in accordance with the above authorisations in e) (1) to (3) and f).

- h) The following addition applies to the sale of shares in accordance with the authorisation in e) (1): The pro rata amount of the share capital attributable to the shares to be sold may not exceed the limit of 10% in total of the share capital existing at the time of the resolution on this authorisation or – if this value is lower – of the share capital existing at the time of the sale of the shares. The pro rata amount of the share capital attributable to shares that were issued or sold during the term of this authorisation to acquire treasury shares up to the time of the sale of treasury shares in accordance with this e) (1) on the basis of another corresponding authorisation with the exclusion of subscription rights in direct or corresponding application of Section 186(3) sentence 4 AktG shall be counted towards this limit, insofar as doing so is required by law. Furthermore, the issue of new shares is to be counted towards this limit if they are issued during the term of this authorisation with the exclusion of subscription rights from capital authorised by the Annual General Meeting in accordance with Section 203 in conjunction with Section 186(3) sentence 4 AktG.
- i) In the event that the shares are redeemed in accordance with the authorisation in e) (4) without a capital reduction, the Executive Board shall, in accordance with Section 237(3) no. 3, second clause AktG, be authorised to adjust the number of shares stated in the Articles of Association accordingly. If the shares are redeemed in accordance with the authorisation in e) (4) with a simultaneous capital reduction, the Executive Board is authorised to reduce the share capital by the pro rata amount of the share capital attributable to the redeemed shares and to adjust the number of shares and the share capital stated in the Articles of Association accordingly.

The Supervisory Board may decide that this authorisation may be used in general or only in cases determined by the Supervisory Board with its approval.

8. Resolution on the election of Supervisory Board members

In accordance with Sections 95 para. 1, 96 para. 1 subpara. 4, 101 para. 1 of the German Stock Corporation Act (AktG), in conjunction with Sections 1 para. 1 no. 1, 4 para. 1 of the German One-Third Participation Act (Dritteltbeteiligungsgesetz), in conjunction with Section 9 paras. 1 and 2 of the company's Articles of Association, the Supervisory Board consists of four shareholder members to be elected by the Annual General Meeting and two members to be elected by the employees in accordance with the provisions of the German One-Third Participation Act. At least 30 per cent of the Supervisory Board members must be women and at least the same number of Supervisory Board members must be men. The minimum quota must be fulfilled in full by the Supervisory Board.

The term of office of the current members of the company's Supervisory Board will end at the end of the Annual General Meeting convened for 29 May 2024. It is therefore necessary to elect new Supervisory Board members to be elected by the shareholders.

The Supervisory Board proposes that the persons named below under items (1) to (4) be elected to the Supervisory Board as shareholder representatives with effect from the end of the 2024 Annual General Meeting. The appointment of the persons named under items (1) to (2) is for the period up to the end of the Annual General Meeting that resolves on the discharge for the fourth financial year after the start of the term of office (i.e. presumably the 2029 Annual General Meeting). The appointment of the person named under item (3) is for the period until the end of the Annual General Meeting that resolves on the discharge for the third financial year after the start of the term of office (i.e. presumably the 2028 Annual General Meeting). The appointment of the person named under item (4) is for the period until the end of the Annual General Meeting that resolves on the discharge for the second financial year after the start of the term of office (i.e. presumably the 2027 Annual General Meeting). The financial year in which the term of office begins is not counted in each case.

- (1) Bert Meerstadt, Bussum (Netherlands), entrepreneur
- (2) Ute Witt, Potsdam, auditor/tax consultant
- (3) Prof. Dr Barbara Lenz, Berlin, transport researcher and mobility expert
- (4) Dr Heiner Bente, Hamburg, entrepreneur

Board memberships.

The candidates proposed for election are members of a statutory supervisory board at the companies listed below under (i), or members of a comparable domestic or foreign supervisory body of a commercial enterprise at the companies listed under (ii).

- (1) Bert Meerstadt
 - (i) Centraal Boekhuis B.V., Chairman of the Supervisory Board
 - (ii) N/A
- (2) Ute Witt
 - (i) Sellutions AG, Chairman of the Supervisory Board;
Schöler Fördertechnik AG,
Charité Research Organisation GmbH
 - (ii) N/A
- (3) Prof. Dr Barbara Lenz
 - (i) Berliner Verkehrsbetriebe (BVG) AöR
 - (ii) N/A
- (4) Dr Heiner Bente
 - (i) N/A
 - (ii) N/A

Further information can be found in the CVs attached to this invitation.

The Supervisory Board's election proposal aims to fulfil the objectives resolved by the Supervisory Board for the composition of the Supervisory Board and the profile of skills and expertise it has drawn up for the entire Board in accordance with principle 11 of the German Corporate Governance Code.

Ms Witt has expertise in the field of accounting and auditing, Mr. Bente has expertise in the field of auditing as defined in Section 100 para. 5 of the German Stock Corporation Act (AktG).

In accordance with the German Corporate Governance Code, the proposed candidates will ensure that they have sufficient time available to fulfil their duties; in addition, the Supervisory Board has satisfied itself that the proposed candidates can devote the expected amount of time required for the office.

According to assessments by the Supervisory Board, the candidates have no personal or business relationship with the company or its Group companies, the executive bodies of the company or a shareholder with a material interest in the company that must be disclosed in accordance with the German Corporate Governance Code.

Elections to the Supervisory Board shall be held as individual elections.

9. Resolution on the amendment of Section 18(1) of the Articles of Association

Section 123 para. 4 sentence 2 of the German Stock Corporation Act (AktG) was amended by the Act on the Financing of Investments to Secure the Future (ZuFinG) to the effect that, for listed companies, proof of share ownership for authorisation to participate in the Annual General Meeting is not based on the start of the 21st day before the Annual General Meeting as was previously the case, but rather on the close of business on the 22nd day before the Annual General Meeting. The amendment to the act was made solely for the purpose of aligning it with the definition of the record date in the underlying EU Implementing Regulation (see Article 1 number 7 of Commission Implementing Regulation (EU) 2018/1212 of 3 September 2018 laying down minimum requirements for implementing the provisions of Directive 2007/36/EC of the European Parliament and of the Council as regards shareholder identification, the transfer of information and the facilitation of the exercise of shareholders' rights). This does not involve any material change to the deadline.

The Executive Board and Supervisory Board therefore propose that Section 18(1) of the company's Articles of Association be amended as follows:

"1. Only those shareholders who have provided the company with evidence of their entitlement to attend the Annual General Meeting and exercise their voting rights in accordance with the following sentences of this paragraph 1 are entitled to attend the Annual General Meeting and exercise their voting rights. Proof of share ownership in text form from the last intermediary in accordance with Section 67c(3) AktG is sufficient for this purpose. The company is entitled to demand suitable further proof if there is any doubt as to the authenticity of the proof of authorisation. The proof must refer to the close of business on the 22nd day prior to the Annual General Meeting and must be received by the company at the address stated in the notice convening the Annual General Meeting at least six days before the Annual General Meeting, not including the day of receipt and the day of the meeting. Otherwise, Section 121(7) of the German Stock Corporation Act applies."

10. Confirmation resolution pursuant to Section 244 AktG regarding the resolution on agenda item 2 (Resolution on the appropriation of the balance sheet profit of IVU Traffic Technologies AG) of the Annual General Meeting on 25 May 2023

The Annual General Meeting of IVU Traffic Technologies AG on 25 May 2023 resolved on the appropriation of the company's net retained profits under agenda item 2. Accordingly, the net retained profits of the company for the 2022 financial year ended on 31/12/2022 in the amount of € 14,285,658.33 are to be utilised as follows:

Distribution of a dividend of € 0.24 per share entitled to dividends:	€ 4,227,739.20
Profit carried forward:	€ 10,057,919.13

The Executive Board and Supervisory Board propose that the resolution of the Annual General Meeting of 25 May 2023, adopted under agenda item 2, on the appropriation of the net retained profits of IVU Traffic Technologies AG for the financial year ended on 31/12/2022 pursuant to Section 244 of the German Stock Corporation Act (AktG) be confirmed.

Remuneration report as per Section 162 AktG for the 2023 financial year (TOP 6)

Preamble

In accordance with the requirements of Section 162 of the German Stock Corporation Act (AktG), the remuneration report has been prepared jointly by the Supervisory Board and the Executive Board of IVU Traffic Technologies AG for the 2023 financial year. Pursuant to the applicable legal requirements and the recommendations of the German Corporate Governance Code (DCGK) in the version dated 28 April 2022, it explains the main features of the remuneration system for the Executive Board and the Supervisory Board as well as the remuneration granted and owed to the individual members of the Executive Board and the Supervisory Board for the period from 1 January 2023 to 31 December 2023.

Remuneration of the Executive Board

Approval of the remuneration system by the shareholders

In accordance with Section 120a(1) AktG, the Annual General Meeting of IVU Traffic Technologies AG 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 resolution on the remuneration system to be applied in the 2023 remuneration report was passed at the Annual General Meeting on 25 May 2022.

Remuneration system

Basic information

The remuneration system provides a key contribution to the promotion of IVU Traffic Technologies AG's business strategy and to the long-term and sustainable development of the company. In the implementation of the corporate purpose of strengthening and optimising public mobility for people and goods at a high level, IVU Traffic Technologies AG aims to grow its core business and advance the digitalisation of its customers. 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.

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 as a whole 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. 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.

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, 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.

Overview

The remuneration system for the Executive Board of IVU Traffic Technologies AG comprises fixed/non-performance-based and variable/performance-based components:

Fixed remuneration	Base salary	Paid monthly	
	Ancillary benefits	Particularly public transport allowance, provision of a company car	
Variable remuneration	Short-term	Type	Bonus
		Limit / cap	Max. 150% of base salary
		Performance criteria	Profitability (EBIT/gross profit) and operating result (EBIT) of the IVU Group
		Payment	Annually following adoption of the annual financial statements; 50% paid in cash, 50% as shares with a three-year lock-up period
		Type	Target-oriented special remuneration
		Limit / cap	Max. 50% of base salary
	Long-term	Performance criteria	Individualised targets
		Payment	Paid in cash on target attainment
		Type	Long-term incentive, 4-year term
		Limit / cap	Max. 400% of annual base salary for the entire term
		Performance criteria	Development of IVU's market capitalisation compared with a benchmark index and achievement of three ESG criteria
		Payment	After the four-year performance period in the form of shares with a two-year lock-up period
Malus/clawback	Full or partial clawback of variable remuneration possible		

Fixed remuneration

The fixed remuneration consists of a base salary and ancillary benefits. The base salary is paid monthly. The base 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.

Variable remuneration

These components are granted on the basis of financial and non-financial performance criteria. The performance criteria are derived from the company's key financial indicators. The variable remuneration is divided into short-term and long-term components.

The **short-term variable remuneration** ("short-term incentive") comprises a bonus and target-oriented special remuneration.

The **bonus** serves as a reward for the operational success of the company and is composed as follows:

- The first component of the bonus is based on the achievement of the target margin, which is defined as the ratio of the operating result (EBIT, earnings before interest and taxes) to the gross profit of the company. The average value of the last three financial years is used as the target margin for the financial year to which the variable remuneration relates. The last financial year has a double weighting compared to the two preceding financial years. The Executive Board member receives a defined bonus if the target margin is achieved. Half the bonus is received if half the target margin is achieved (lower threshold), and one and a half times the bonus is received if one and a half times the target margin is achieved (upper threshold). The bonus is interpreted on a straight-line basis between these thresholds. The bonus remains constant above the upper threshold and amounts to zero below the lower threshold.
- The second component of the bonus is based on the EBIT of the company for the last three financial years, with the financial year to which the variable remuneration pertains being weighted double relative to the two preceding financial years. In addition, EBIT 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 two bonus components are added together. Neither of the components is permitted to be negative. The bonus is limited to 150% of the base salary.
- The bonus is calculated annually on the basis of the consolidated financial statements for the respective financial year, and is granted half in cash and half in shares. For this purpose, the net amount attributable to half the bonus is divided by the average XETRA closing price of the IVU share of the 30 trading days preceding the adoption of the annual financial statements to determine the number of shares. Shares transferred in connection with the bonus are subject to a three-year lock-up period. The shares transferred to Executive Board members are entitled to voting rights and dividends during the lock-up period.
- EBIT and gross profit are calculated on the basis of the company's consolidated income statement for the respective financial year in accordance with IFRS.

The **target-oriented special 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 target-oriented special remuneration is limited to 50% of the base salary.

Long-term variable remuneration

The long-term variable remuneration (“long-term incentive”) is based on the long-term performance of the company. The relevant performance target for the calculation of the long-term incentive is the increase in the company’s market capitalisation during the performance period, taking into account the development of the benchmark index and the achievement of the sustainability goals (ESG criteria).

The long-term incentive has a term of four years, beginning on 1 January 2023 and ending on 31 December 2026 (performance period). The full entitlement from the long-term incentive is granted to Executive Board members only after the end of the performance period in the form of shares in the company that are subject to a lock-up period of two years. Due to the preceding four-year performance period, this remuneration component thus takes six years to become disposable. The shares transferred to Executive Board members are entitled to voting rights and dividends during the two-year lock-up period. IVU Traffic Technologies AG has/will initially acquire(d) the shares to be transferred to the Executive Board as treasury shares as part of a share buyback programme in accordance with statutory requirements or otherwise issue(d) them to the Executive Board in accordance with statutory requirements in the manner decided by the Annual General Meeting.

The **increase in market capitalisation** is calculated as follows:

- Firstly, the absolute increase in the company’s market capitalisation is determined. This is defined as the difference between the average market capitalisation of the company on the last 30 trading days of 2026 and the first 30 trading days of 2023.
- The absolute increase in market capitalisation is weighted using the performance of the “DAXsector Software” index in the same period.
- All price quotes are based on price data from the XETRA trading system of the Frankfurt Stock Exchange or a successor system.

The performance targets for the **achievement of the ESG criteria** (environment, social, governance) for sustainable business activity are based on employee satisfaction as derived from the “Great Place To Work” (GPTW) survey and the proportion of women in management positions at the company. The ESG criteria are defined as follows:

- The GPTW overall score and the GPTW Trust Index are applied as indicators of employee satisfaction. For both indicators, a defined target is determined in relation to the actual results of the survey at the end of the performance period.
- The company aims to increase the proportion of female managers during the performance period, both in absolute terms and especially at higher management levels. Management at IVU is defined as the managers at the three levels below the Executive Board, i.e. senior managers, departmental managers and team leaders. To measure the increase in the proportion of female managers, a defined target is determined in relation to the actual weighted proportion of women in management positions at the end of the performance period.
- The ESG factor is the arithmetic mean of the three ESG criteria. It is limited to a minimum of 0.9 and a maximum of 1.1.

To calculate the number of shares to be transferred at the end of the performance period, the index-weighted increase in the company’s market capitalisation is multiplied by the ESG factor and a defined percentage for each Executive Board member. The long-term variable remuneration is limited to 400% of the member’s annual base salary for the entirety of the four-year performance period.

The shares are transferred as soon as possible after the end of the performance period. The shares are transferred on the basis of the average XETRA closing price of the IVU share over the last 30 trading days.

Maximum remuneration

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 performance. In cases of maximum remuneration, the base salary and ancillary benefits should amount to roughly 25% of remuneration, the bonus and target-oriented special remuneration roughly 50%, and the long-term incentive roughly 25%. The maximum remuneration for the entire

Executive Board per year is € 3,700 thousand. The maximum remuneration includes the pro rata value allocation of the long-term incentive over the performance period.

Malus/clawback

In the event that an Executive Board member commits severe breaches of duty or violations of the company's internal conduct guidelines, either with wilful intent or out of gross negligence, IVU Traffic Technologies AG 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 assess the consolidated financial statements as incorrect.

An Executive Board member'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).

Remuneration within the meaning of Section 162(1), sentence 1 AktG

The table below shows the individual remuneration granted to the Executive Board of IVU in the 2023 financial year (with comparative figures for 2022).

The planned maximum remuneration of the Executive Board was not exceeded.

Executive Board member Leon Struijk receives a target-oriented special remuneration of 75.0 T€ to honour his business activities, his integration management for the Aachen location and his successful work on projects in recent years. No remuneration arose from the long-term incentive, as this is only allocated after the end of the performance period. This results in a share of fixed remuneration of around 45% and of variable remuneration of around 55%. There were no clawbacks from malus/clawback clauses.

In the context of the internal comparison, the fixed remuneration of the Executive Board corresponds to 1.7 times the fixed remuneration of the upper management and 3.8 times that of the overall workforce in Germany.

The total remuneration of the Executive Board corresponds to 3.0 times the average remuneration of the upper management and 8.6 times that of the overall workforce in Germany.

Remuneration of the Executive Board in € thousand

	Fixed remuneration							
	Base salary				Ancillary benefits			
	2022	Share in %	2023	Anteil in %	2022	Share in %	2023	Share in %
Martin Müller-Elschner (CEO)	324.0	15	360.0	41	20.6	1	23.7	3
Leon Struijk (CCO)	267.5	18	294.0	37	17.9	1	20.4	3
Matthias Rust (CTO)	216.0	16	234.0	40	19.2	1	21.1	4
ENTIRE EXECUTIVE BOARD	807.5	16	888.0	40	57.7	1	65.2	3

Remuneration of the Executive Board in € thousand

Variable remuneration

	Bonus				Target-oriented special remuneration				Long Term Incentive			
	2022	Share in %	2023	Share in %	2022	Share in %	2023	Share in %	2022	Share in %	2023	Share in %
	Martin Müller-Elschner (CEO)	486.0	23	486.0	56	0	0	0	0	1.314.7	61	0
Leon Struijk (CCO)	360.0	25	401.0	51	0	0	75.0	9	821.7	56	0	0
Matthias Rust (CTO)	324.0	23	324.0	56	0	0	0	0	821.7	60	0	0
ENTIRE EXECUTIVE BOARD	1,170.0	23	1,211,2	54	0	0	75,0	3	2,958.1	59	0	0

Remuneration of the Executive Board in € thousand

Gesamtvergütung

	2022	2023
	Martin Müller-Elschner (CEO)	2.145,3
Leon Struijk (CCO)	1.467,2	790,6
Matthias Rust (CTO)	1.380,9	579,1
ENTIRE EXECUTIVE BOARD	4.993,4	2.239,4

Remuneration of the Supervisory Board

Resolution on the remuneration of Supervisory Board members

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 the deputy chair of the Supervisory Board as well as the chairs and members of Supervisory Board committees when determining the level of remuneration. In addition, in accordance with Section 113(3) AktG, a resolution on the remuneration of Supervisory Board members must be passed at IVU at least every four years.

The first resolution was passed at the Annual General Meeting on 27 May 2021. The system was adjusted slightly at the Annual General Meeting on 25 May 2022; the maximum amount of remuneration was not changed.

The provisions apply for the entire 2022 financial year until the 2025 financial year or until they are redefined in accordance with Section 15(1) sentence 1 of the Articles of Association.

Remuneration system

Basic information

The remuneration system is designed to meet the increased requirements for the members of the Supervisory Board in regard to time and content, as well as the legal regulations and recommendations of the DCGK.

The Supervisory Board has 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.

Fixed remuneration

Each member of the Supervisory Board receives the following fixed remuneration components for their work on the Supervisory Board:

An ordinary member receives € 8.0 thousand per year, the deputy chair € 17.0 thousand per year, and the chair € 44.0 thousand per year.

For activities on the General Committee, the members receive additional annual remuneration of € 4.5 thousand and for the chair € 9.0 thousand. For activities on the Audit Committee, the members receive further annual remuneration of € 4.5 thousand and for the chair € 18.0 thousand.

If a member joins or leaves the Supervisory Board during the year, remuneration is paid pro rata temporis on the basis of calendar months commenced.

Meeting fee

Each member of the Supervisory Board receives a meeting fee of € 2.5 thousand for each regular meeting (if present) (for a total of € 10.0 thousand for four regular meetings per year).

Reimbursements

In addition to reimbursement of their expenses in connection with Supervisory Board activities, IVU reimburses each member of the Supervisory Board for any value-added tax incurred for their remuneration.

Remuneration within the meaning of Section 162(1), sentence 1 AktG

The individual remuneration of the Supervisory Board of IVU in the 2023 financial year (with comparative figures for 2022) was:

Remuneration of the Supervisory Board in € thousand	Fixed remuneration				Meeting fee				Total remuneration	
	2022	Share in %	2023	Share in %	2022	Share in %	2023	Share in %	2022	2023
Prof. Herbert Sonntag (Chairman)	57.5	85	57.5	85	10.0	15	10.0	15	67.5	67.5
Ute Witt (Deputy Chairwoman)	35.0	78	35.0	78	10.0	22	10.0	22	45.0	45.0
Dr Heiner Bente	12.5	56	12.5	56	10.0	44	10.0	44	22.5	22.5
Prof. Dr Barbara Lenz	8.0	44	8.0	44	10.0	56	10.0	56	18.0	18.0
Benedikt Woelki	8.0	44	8.0	44	10.0	56	10.0	56	18.0	18.0
Axel Zimmermann	12.5	56	12.5	56	10.0	44	10.0	44	22.5	22.5
SUPERVISORY BOARD TOTAL	133.5	69	133.5	69	60	31	60.0	31	193.5	193.5

Annual change in remuneration

The following table shows the percentage change of the total remuneration of the members of the Executive Board and of the Supervisory Board compared with that of the average remuneration of employees and the earnings performance of IVU. Starting with the year 2020, the aim is to successively increase the comparative values of the annual change in remuneration until the 2025 financial year.

The change in the average remuneration of employees is based on the average remuneration of the entire workforce of IVU at the German locations. In the case of part-time employees, the remuneration of part-time workers was extrapolated to full-time equivalents. In the section "Remuneration of employees", the average fixed salary remuneration of existing IVU employees whose staff membership extends to at least two financial years is also shown as a second comparative value.

Comparison of annual change in remuneration

	2020/ 2021	2021/ 2022	2022/ 2023
Total remuneration of the Executive Board			
Martin Müller-Elschner (CEO)	6%	162%	-59%
Leon Struijk (CCO)	11%	169%	-51%
Matthias Rust (CTO)	6%	165%	-58%
Total remuneration of the Executive Board (excluding LTI)			
Martin Müller-Elschner (CEO)	6%	2%	5%
Leon Struijk (CCO)	11%	18%	11%
Matthias Rust (CTO)	6%	7%	4%
Total remuneration of the Supervisory Board			
Prof. Herbert Sonntag (Chairman)	64%	0%	0%
Ute Witt (Deputy Chairwoman)	71%	0%	0%
Dr Heiner Bente	20%	0%	0%
Prof. Dr Barbara Lenz	20%	0%	0%
Benedikt Woelki	20%	0%	0%
Axel Zimmermann	20%	0%	0%
Employee remuneration			
Average employee remuneration	0%	4%	8%
Fixed salary remuneration of existing employees	3%	4%	5%
Earnings performance			
EBIT IVU AG (HGB)	6%	18%	-14%
EBIT IVU Group (IFRS)	9%	7%	6%

Report on the audit of the remuneration report

Independent auditor's report on the formal audit of the remuneration report pursuant to Section 162(3) AktG

To IVU Traffic Technologies AG, Berlin

Assurance opinion

We have formally audited the remuneration report of IVU Traffic Technologies AG, Berlin, for the financial year from 1 January to 31 December 2023 to determine whether the disclosures required by Section 162(1) and (2) AktG were made in the remuneration report. In line with Section 162(3) AktG, we have not audited the content of the remuneration report.

In our opinion, the disclosures required by Section 162(1) and (2) AktG were made in the attached remuneration report in all material respects. Our audit opinion does not extend to the content of the remuneration report.

Basis for the assurance opinion

We conducted our audit of the remuneration report in accordance with Section 162(3) AktG in compliance with the IDW auditing standard on auditing the remuneration report in accordance with Section 162(3) AktG (IDW PS 870(08.2021)).

Our responsibility according to this regulation and this standard is described in further detail in the “Responsibility of the auditor” section of our report. As an audit firm, we applied the IDW quality management standards. We met the professional obligations pursuant to the German law regulating the profession of auditor and the professional code for auditors / chartered accountants, including the requirements for independence.

Responsibility of the Executive Board and Supervisory Board

The Executive Board and the Supervisory Board are responsible for the preparation of the remuneration report, including the related disclosures, which meets the requirements of Section 162 AktG. They are also responsible for such internal controls as they consider necessary to enable the preparation of a remuneration report, including the related disclosures, which is free from material misstatement, whether due to fraud or error.

Responsibility of the auditor

Our objective is to obtain reasonable assurance as to whether the disclosures required by Section 162(1) and (2) AktG were made in the attached remuneration report in all material respects, and to express an audit opinion on this in a report.

We planned and conducted our audit so as to determine the formal completeness of the remuneration report by comparing the disclosures made in the remuneration report with the disclosures required by Section 162(1) and 2 AktG. In line with Section 162(3) AktG, we have not audited the correctness of the content of the disclosures, the completeness of the content of the individual disclosures or the appropriate presentation of the remuneration report.

Treatment of any misleading statements

In connection with our audit, we have the responsibility to read the remuneration report in light of the knowledge obtained from the audit of the financial statements while remaining alert to indications as to whether the remuneration report contains misleading statements regarding the correctness of the content of the disclosures, the completeness of the content of the individual disclosures or the appropriate presentation of the remuneration report.

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

Berlin, 17 April 2024

BDO AG

Wirtschaftsprüfungsgesellschaft

Sartori
Wirtschaftsprüferin
[German Public Auditor]

Blohm
Public Auditor

Further information on the candidates proposed for election to the Supervisory Board (TOP 8)

Bert Meerstadt

- Born on 13.10.1961 in Den Haag (Netherlands)
- Advisory board member of IVU Traffic Technologies AG

Curriculum vitae

since 2021	Managing director, Hendrick de Keyser Monumenten
2016 – 2021	Managing Partner, The CRM Agency
2014 – 2016	CEO, Executive Board, Baarsma Wine Group Holding
2009 – 2013	President & CEO, Nederlandse Spoorwegen – Netherlands Railways
2001 – 2009	Chief Commercial Officer, Executive Board, Nederlandse Spoorwegen
1995 – 1998	CEO Young & Rubicam
1992 – 1995	Co-founder/Managing Partner CONSULT Marketing and Brand Strategies
1986 – 1992	McKinsey & Company

Education

2012 – 2013	Certificied Director ICG, INSEAD European Business School (Fontainebleau)
1987 – 1988	MBA, INSEAD European Business School (Fontainebleau)
1980 – 1986	Master Architectural Engineering, Delft University of Technology

Activities and mandates

- Chairman of supervisory board, Centraal Boekhuis B.V., Culemborg (Niederlande)
- Non-executive Chairman Coffreo.com, Paris/Clermont-Ferrand (France)

Ute Witt

- Born on 22.02.1956 in Remscheid
- Member of the Supervisory Board of IVU Traffic Technologies AG since 2018

Curriculum vitae

since 2018	Various supervisory board mandates
1987 – 2018	Corporate Tax Partner at Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft
2011 – 2017	Lecturer at the University of Potsdam, speaker on the subject of accounting tax law

Education

1990	Auditor exam
1985	Tax consultant examination
1975 – 1980	“Diplom-Kaufmann”, University of cologne

Activities and mandates

- Chairwoman of the Supervisory Board of Sellutions AG, Berlin
- Member of the Supervisory Board and Chairwoman of the Audit Committee of Charité Research Organisation GmbH, Berlin
- Member of the Supervisory Board of Schüler Fördertechnik AG, Rheinfelden
- Member of the Tax Committee and Chairwoman of the Subcommittee "International Tax Issues" of the DIHK, Berlin
- Member of the Advisory Board of the Bundesbank Head Office in Berlin and Brandenburg

Prof. Dr Barbara Lenz

- Born on 12.02.1955 in Stuttgart
- Member of the Supervisory Board of IVU Traffic Technologies AG since 2019

Curriculum vitae

since 2021	Guest professor at Humboldt University Berlin
2007 – 2021	Director of the Institute of Transport Research at the German Aerospace Centre
2003 – 2021	Professor of Transport Geography, Humboldt University Berlin
2002 - 2006	Group leader „ Space and Transport “, German Aerospace Centre, Institute of Transport Research
1989 - 2002	Research assistant, University Stuttgart, Institute of Geography
1988 - 1989	Teacher, private „Gymnasium“ Merz, Stuttgart

Education

2001	Habilitation, University Stuttgart
1994	Doctorate (Dr. rer. Nat.), University Stuttgart
1986 - 1988	„Referendariat“
1975 - 1982	„Staatsexamen“ (Geography, German studies), University Stuttgart
1973 - 1975	Apprenticeship as an editor, Verlag Waiblinger Kreiszeitung

Activities and mandates

- Director of the Institute of Transport Research at the German Aerospace Centre, Berlin (until 04/2021)
- Professor of Transport Geography, Humboldt-University Berlin (until 04/2021, since then visiting professor)
- Member of the Supervisory Board of Berliner Verkehrsbetriebe (BVG)
- Cluster spokeswoman for the transport, mobility and logistics cluster of the federal states of Berlin and Brandenburg (until 04/2021)

Dr. Heiner Bente

- Born on 04.02.1956 in Bochum
- Member of the Supervisory Board of IVU Traffic Technologies AG since 2019

Curriculum vitae

since 2009	Managing Partner, Dr. Heiner Bente Consulting
since 2017	Senior Advisor, civity Management Consultants
2010 - 2017	Chairman of the Advisory Board and Senior Advisor, civity Management Consultants
1991 - 2008	Founder, Shareholder and Managing Director, BSL Management Consultants
1984 - 1990	Mummert + Partner Unternehmensberatung
1979 - 1983	Research Assistant, Ruhr University Bochum, Institute for Energy Economics

Education

1984	Doctorate (Dr.-Ing.)
1974 - 1979	„Diplom-Physiker“, Nuclear Research Centre Karlsruhe

Activities and mandates

- Managing Partner, Dr. Heiner Bente Consulting, Hamburg,
- Senior Advisor, civity Management Consultants, Hamburg,
- Chairman of the Supervisory Board (retired), birkle IT AG, Munich,
- Deputy Chairman of the Advisory Board, Schürfeld Gruppe, Hamburg.

Further information and notes on the Annual General Meeting

Prerequisites for attending the Annual General Meeting and exercising voting rights

Only those shareholders who have provided evidence of their entitlement in text form (Section 126b of the German Civil Code (Bundesgesetzbuch – BGB)) are entitled to attend the Annual General Meeting and exercise voting rights at the Annual General Meeting. The evidence of share ownership must be composed in German or English and pertain to the beginning of the 22nd day before the Annual General Meeting, i.e. 7 May 2024, 24:00 CEST (the “record date”). Evidence within the meaning of Section 67c(3) AktG suffices (evidence in text form pursuant to the requirements of Article 5 of Commission Implementing Regulation (EU) 2018/1212).

The company must receive the evidence of share ownership by the end of 22 May 2024, 24:00 CEST, at the latest at the following address:

IVU Traffic Technologies AG
c/o Computershare Operations Center
80249 München
E-Mail: anmeldestelle@computershare.de

In relation to the company, the entitlement to attend the Annual General Meeting and exercise voting rights as a shareholder applies only to persons who have submitted evidence of share ownership. In this context, the entitlement to attend and the extent of voting rights are 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 attendance 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 attend 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 attend or to voting rights.

Once evidence of share ownership is received, shareholders shall be sent admission tickets specifying the number of votes to which the holder is entitled. In order to ensure that admission tickets are received in due time, shareholders must send evidence of share ownership to the processing centre at their earliest convenience.

Proxy representation through authorisation of third parties

Shareholders who cannot attend the Annual General Meeting in person can exercise their voting right via proxies, e.g. a bank, shareholder association or other third party. The submission of proper evidence of share ownership is also required in this case. Proxy authorisation may be issued both before and during the Annual General Meeting. 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 Sections 135(8) and (10), 125(5) AktG, the revocation thereof, and the evidence of the proxy authorisation submitted to the company must be made in text form (Section 126b BGB). In the case of authorisation of an intermediary, a shareholder association or a person or institution of equivalent status pursuant to Sections 135(8) and (10), 125(5) 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.

Shareholders receive a proxy authorisation form, which may be used when votes are submitted by the proxy, directly together with the admission ticket. A proxy authorisation form can also be sent to shareholders upon request at any time. This form can also be accessed online at:

www.ivu.de/investoren/hauptversammlung/

There is no obligation to use the proxy authorisation form offered by the company.

The following contact details can be used, including for electronic transmission, to issue and revoke proxy authorisation to the company and to send evidence of the appointment of a proxy and the revocation of such authorisation:

IVU Traffic Technologies AG
c/o Computershare Operations Center
80249 München
E-Mail: anmeldestelle@computershare.de

Evidence of authorisation can also be provided by showing the proxy authorisation at the entrance and exit checkpoint on the day of the Annual General Meeting.

Procedure for voting by issuing proxy authorisation to company proxies

Properly registered shareholders are also given the option to authorise proxies appointed by the company and to be represented in the voting by issuing instructions. The proxies are obliged to vote as instructed; they cannot exercise the voting rights at their own discretion. Proxies can only exercise voting rights with regard to agenda items for which they have received instructions. They cannot accept instructions regarding procedural motions either before or during the Annual General Meeting. The proxies will also not accept instructions to submit questions or motions or to raise objections against resolutions of the Annual General Meeting.

The authorisation and instructions for company-appointed proxies must be issued either electronically, i.e. via the company's password-protected InvestorPortal at the URL

www.ivu.de/investoren/hauptversammlung/

or in writing, i.e. by post or by e-mail to the following Annual General Meeting address:

IVU Traffic Technologies AG
c/o Computershare Operations Center
80249 München
E-Mail: anmeldestelle@computershare.de

zu erteilen.

The company's password-protected InvestorPortal at the URL

www.ivu.de/investoren/hauptversammlung/

can be accessed only with the personal log-in data printed on the admission ticket sent to shareholders after proper registration.

Shareholders receive a form for issuing authorisation and instructions in writing to company-appointed proxies together with the admission ticket after proper registration. The form for issuing authorisation and instructions in writing to company-appointed proxies can be downloaded from the company's website at the following URL:

www.ivu.de/investoren/hauptversammlung/

Shareholders who wish to authorise the company-appointed proxies electronically can issue authorisations and instructions until Tuesday, 28 May 2024, 18:00 CEST. Shareholders who wish to authorise the company-appointed proxies in writing can send authorisation and instructions until Tuesday, 28 May 2024, 18:00 CEST (receipt by the company). The same applies to the amendment and revocation of issued authorisations and instructions in this manner.

Procedure for voting via absentee ballot

Only shareholders who have properly registered and provided evidence of entitlement are entitled to exercise voting rights by way of absentee ballot. Authorised third parties and authorised intermediaries, shareholder associations or other persons or institutions of equivalent status pursuant to Section 135(8) AktG cannot vote via absentee ballot.

Votes by way of absentee ballot are cast electronically, i.e. using the company's password protected InvestorPortal at the following URL:

www.ivu.de/investoren/hauptversammlung/

The vote via absentee ballot must be cast no later than Tuesday, 28 May 2024, 18:00 CEST.

Votes cast electronically can be amended or revoked electronically, i.e. via the company's password protected InvestorPortal at the URL

www.ivu.de/investoren/hauptversammlung/

until Tuesday, 28 May 2024, 18:00 CEST.

A shareholder's personal attendance or the attendance of a proxy at the Annual General Meeting automatically counts as revocation of any votes previously cast via absentee ballot.

Supplementary information on exercising voting rights

If voting rights are exercised by way of absentee ballot or proxy authorisations and any instructions are issued via multiple channels (letter, e-mail, electronically via the InvestorPortal or pursuant to Section 67c(1) and (2) sentence 3 AktG in conjunction with Article 2(1) and (3) and Article 9 (4) of Commission Implementing Regulation (EU) 2018/1212) within the deadline, they shall be considered in the following order regardless of the date of receipt: 1. electronically via the InvestorPortal, 2. pursuant to Section 67c(1) and (2) sentence 3 AktG in conjunction with Article 2(1) and (3) and Article 9 (4) of Commission Implementing Regulation (EU) 2018/1212, 3. by e-mail, and 4. by letter.

If multiple votes by absentee ballot or proxy authorisations and instructions are received via the same channel within the deadline, the most recently received declaration is binding. A later vote as such is not deemed a revocation of an earlier vote. The most recently received revocation of a declaration within the deadline is binding.

If declarations with more than one form of voting rights exercise are received via the same channel, votes via absentee ballot have priority over the issuance of proxy authorisation and any instructions to company proxies.

If an intermediary, shareholder association, voting rights advisor pursuant to Section 134a AktG or a person of equivalent status pursuant to Section 135(8) AktG is not willing to act as representative, the company proxies are authorised to act as representatives in accordance with the instructions.

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 € 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 Sunday, 28 April 2024, 24:00 CEST. Such requests must be sent to the following address:

IVU Traffic Technologies AG
Vorstand

Bundesallee 88
12161 Berlin

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 and 127 AktG

In addition, every shareholder has the right to submit motions and nominations regarding agenda items and the rules of procedure at the Annual General Meeting, without requiring notification, publication or other particular action before the Annual General Meeting.

The company will announce counter-motions within the meaning of Section 126 AktG and nominations within the meaning of Section 127 AktG, including the name of the shareholder, the justification (although this is not necessary for nominations), and any relevant opinions of the management, at the URL

www.ivu.de/investoren/hauptversammlung/

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 Tuesday, 14 May 2024, 24:00 CEST:

IVU Traffic Technologies AG
Investor Relations
Bundesallee 88
12161 Berlin
E-Mail: ir@ivu.de

Right to information in accordance with Section 131(1) AktG

In accordance with Section 131(1) AktG, the Executive Board must provide any shareholder with information on matters pertaining to the company upon request at the Annual General Meeting, insofar as the information is necessary in order to properly assess an agenda item and there is no right to withhold information.

The Executive Board's obligation to provide information extends to IVU Traffic Technologies AG's legal and business relations with its affiliates as well as the position of the IVU Group and the companies included in the IVU consolidated financial statements, likewise on the condition that the information is necessary in order to properly assess the agenda item in question and there is no right to withhold information.

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) based on the applicable data protection legislation in order to enable the shareholders to exercise their rights in the context of the 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, among other things, for the shareholders to be able to access the InvestorPortal 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 24 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 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
E-mail: 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

www.ivu.de/investoren/hauptversammlung

where the information pursuant to Section 124a AktG can also be found.

The company's website at

www.ivu.de/investoren/hauptversammlung

also contains more extensive explanations on the rights of shareholders pursuant to Sections 122(2), 126(1), 127 and 131(1) AktG. 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 € 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 262,218 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.

Berlin, April 2024

IVU Traffic Technologies AG
The Executive Board

IVU Traffic Technologies AG

Bundesallee 88

12161 Berlin

Deutschland

T+49.30.859 06 -0

F+49.30.859 06 -111

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