

# ANNUAL GENERAL MEETING 2026



# Invitation to 2026 Annual General Meeting

28 May 2026

IVU Traffic Technologies AG  
Berlin

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

on **Thursday, 28 May 2026**

at **10:00 a.m. (CEST)**

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

The site of the Annual General Meeting is the company headquarters at Bundesallee 88, 12161 Berlin, Germany.

## AGENDA

1. Presentation of the adopted annual financial statements of IVU Traffic Technologies AG for the 2025 financial year and the approved consolidated financial statements, the combined Executive Board's management report for IVU Traffic Technologies AG and the Group management report as well as the Supervisory Board report for the 2025 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.com/investors/general-meeting](http://www.ivu.com/investors/general-meeting) 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 can be found on the website [www.ivu.com/investors/corporate-governance-en](http://www.ivu.com/investors/corporate-governance-en).

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 2025 which concluded on 31 December 2025 in the amount of 10,582,027.65 € be appropriated as follows:

Distribution of a dividend of 0.30 € per share entitled to dividends	:	5,206,454.10 €
Distribution of a special dividend of 0.25 € per share entitled to dividends		4,338,711.75 €
Profit carried forward:		1.036,861.80 €

Pursuant to Section 58(4) sentence 2 of the German Stock Corporation Act (Aktiengesetz – 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 2 June 2026.

As at the time of convocation, the company holds 364,313 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 profits 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 0.55 € 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 2025 financial year

The Executive Board and Supervisory Board propose that the members of the Executive Board in office during the 2025 financial year be discharged for that period of time.

## 4. Resolution on the discharge of the Supervisory Board for the 2025 financial year

The Executive Board and Supervisory Board propose that the members of the Supervisory Board in office during the 2025 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 2026 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 2026 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 2026 financial year is to be audited externally by an auditor to be appointed by the Annual General Meeting.

## 6. Approval 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 2025 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 remuneration report is available on the company's website at [www.ivu.com/investors/general-meeting](http://www.ivu.com/investors/general-meeting) from the time of convocation onwards.

The Executive Board and the Supervisory Board propose the endorsement of the remuneration report for the 2025 financial year as prepared and audited in accordance with Section 162 AktG.

## 7. Approval of the Remuneration System for the Executive Board

Pursuant to Section 120a(1) AktG, annual general meetings of listed companies must pass a resolution on the approval of the remuneration system for the Executive Board members presented by the Supervisory Board whenever a material amendment is made to it and at least once every four years.

As the last such resolution passed by the Company's Annual General Meeting dates back to 25 May 2022, a new resolution must be passed.

The Supervisory Board reviewed the current remuneration system based on the preparatory work done by the Executive Committee. In so doing, it verified whether the system is aligned with the Company's current strategy, takes best possible account of the interests of all stakeholders, and complies with prevailing market standards.

The 2026 Remuneration System is available on the company's website at [www.ivu.com/investors/general-meeting](http://www.ivu.com/investors/general-meeting) from the time of convocation onwards.

The Supervisory Board proposes that the 2026 Remuneration System for members of the Executive Board be approved.

## 8. Approval of the Remuneration System for the Supervisory Board

Pursuant to Section 113(3) sentences 1 and 2 AktG, annual general meetings of listed companies must pass a resolution on the remuneration of supervisory board members at least once every four years. As the last such resolution passed by the Annual General Meeting dates back to 25 May 2022, a new resolution must be passed.

The Supervisory Board members' current remuneration has not changed since the last resolution was passed on it by the 2022 Annual General Meeting. However, the demands placed on the members of the Supervisory Board, the time required to perform their work, and the complexity of their tasks have continued to increase over the last few years. The level of remuneration of supervisory board members of comparable listed companies has also risen. Against this background, the remuneration of the members of the Supervisory Board is to be increased.

The 2026 Remuneration System is available on the company's website at [www.ivu.com/investors/general-meeting](http://www.ivu.com/investors/general-meeting) from the time of convocation onwards.

The Supervisory Board proposes that the 2026 Remuneration System for members of the Supervisory Board be approved.

## 9. Resolution on the creation of new 2026 Authorised Capital with authorisation to exclude subscription rights and on corresponding amendment of the Articles of Association

The 2021 authorised capital (Section 4(4) of the company's Articles of Association), which was adopted by Annual General Meeting resolution on 27 May 2021, is limited to a period of time expiring on 26 May 2026 and should now be renewed. As such, it is proposed that a new 2026 Authorised Capital be created which will replace the previous unused 2021 authorised capital and should have the same volume.

The new 2026 Authorised Capital should amount to 30% of the current share capital of 17,719,160.00 €, i.e. 5,315,748.00 €. The new 2026 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 27 May 2031 by a total of up to 5,315,748.00 € through the issuance of new no-par value bearer shares against cash or non-cash contributions (2026 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.

The Supervisory Board shall furthermore be authorised to amend Article 4 of the company's Articles of Association in accordance with the respective utilisation of the 2026 Authorised Capital and after the expiration of the authorisation period.

b) Amendment of the Articles of Association

Article 4, paragraph 4 of the company's Articles of Association, which contains the previous 2021 authorised capital, shall be restated as follows:

“4. The Executive Board is authorised to increase the share capital of the company one or more times during the period until 27 May 2031 by a total of up to 5,315,748.00 € through the issuance of new no-par value bearer shares against cash or non-cash contributions (2026 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 is authorised to amend Section 4 of the Articles of Association of the company in accordance with the respective utilisation of the 2026 Authorised Capital and after the expiration of the authorisation period.

The Executive Board's report to the Annual General Meeting pursuant to Sections 203(2) sentence 2, 186(4) sentence 2 AktG is available on the company's website at [www.ivu.com/investors/general-meeting](http://www.ivu.com/investors/general-meeting) from the time of convocation onwards.

#### 10. Resolution on the Flexibilization of Regulations Regarding the Term of Office and Organization of the Supervisory Board (Amendment of Articles 9 and 10 of the Articles of Association)

The provisions regarding the Supervisory Board and the Chairperson of the Supervisory Board in Articles 9 and 10 of the Articles of Association (Section IV) shall be amended to provide the General Meeting and the Supervisory Board with greater flexibility in filling Supervisory Board positions.

The General Meeting shall in future be authorized to elect successors for Supervisory Board members who have resigned prematurely not only for the remaining term of office of their predecessor, but also for a full new term of office.

Correspondingly, the Supervisory Board shall be given the possibility, when electing a new Chairperson or Deputy Chairperson following the premature departure of the previous office holder, to appoint the new Chairperson for a full term of office instead of only for the remaining term.

These amendments serve to ensure continuity in the work of the Supervisory Board and enable more efficient organization of the body.

The Executive Board and Supervisory Board therefore propose the following resolution:

- a) Article 9, paragraph 5 shall be restated as follows: "If a shareholder representative on the Supervisory Board is elected by the General Meeting to replace a member who leaves office prematurely, their term of office shall, unless a different term is determined at the time of election, run for the remainder of the departing member's term of office."
- b) Article 10, paragraph 2 shall be restated as follows: "In the event that the chairperson or his/her deputy resigns from office before the end of the term, the Supervisory Board must immediately carry out a re-election."

#### 11. Resolution on the election of Supervisory Board members

The Supervisory Board member Dr. Heiner Bente, elected at the Annual General Meeting on 29 May 2024, has resigned from his position on the Supervisory Board with effect from the conclusion of the company's Annual General Meeting on 28 May 2026.

In accordance with Sections 95(1), 96(1) subpara. 4, 101(1) AktG, in conjunction with Sections 1(1) no. 1, 4(1) of the German One-Third Participation Act (Drittelnbeteiligungsgesetz), 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.

Therefore, the election of a new shareholder representative to the Supervisory Board is required.

The Supervisory Board proposes that Ms. Dr. Jasmin Kaiser be elected to the Supervisory Board as shareholder representative with effect from the end of the 2026 Annual General Meeting. The appointment is made for the period until the conclusion of the General Meeting that resolves on the discharge for the first financial year following the commencement of the term of office (i.e., expected to be the Annual General Meeting 2027); in the event that the amendment to the Articles of Association resolved under Agenda Item 10 is registered in the Commercial Register, the term of office of Ms. Dr. Jasmin Kaiser shall, notwithstanding the foregoing, end upon the conclusion of the General Meeting that resolves on the discharge for the fourth

financial year following the commencement of the term of office, whereby the financial year in which the term of office commences shall not be counted (i.e., expected to be the Annual General Meeting 2031).

Board memberships.

The candidate proposed for election is not a member of a statutory supervisory board or members of a comparable domestic or foreign supervisory body of a commercial enterprise.

Further information can be found in the CV available on the company's website at [www.ivu.com/investors/general-meeting](http://www.ivu.com/investors/general-meeting).

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.

The Supervisory Board member Ute Witt, elected at the Annual General Meeting on 29 May 2024, has expertise in the field of accounting and auditing; Mr. Bert Meerstadt has expertise in the field of auditing within the meaning of Section 100(5) AktG.

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

According to assessments by the Supervisory Board, the candidate has 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.

## 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 (Bürgerliches Gesetzbuch – 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. 6 May 2026, 24:00 CEST (the “record date”). For this purpose, proof of share ownership in text form provided by the last intermediary in accordance with Section 67c(3) AktG shall suffice.

The company must receive the evidence of share ownership by the end of 21 May 2026, 24:00 CEST, at the latest at the following address:

HCE Consult AG  
Anmeldestelle IVU Traffic Technologies AG

Postfach 820335  
81803 München  
Germany  
E-Mail: [anmeldestelle@hce-consult.de](mailto:anmeldestelle@hce-consult.de)

The registration in compliance with the aforementioned registration deadline, the casting of votes (including by proxies), the granting of powers of attorney and instructions to voting representatives designated by the Company, and the authorization of third parties may, pursuant to Section 67c (1) and (2) sentence 3 AktG in conjunction with Article 2 (1) and (3) and Article 9 (4) of the EU Implementing Regulation (EU-IVR), be transmitted as information relating to the General Meeting structured in accordance with ISO 20022, e.g. as an ISO 20022 XML file, to the above-mentioned contact addresses of the registration office.

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. To ensure the timely receipt of admission tickets, it is necessary for the last intermediary or the shareholder to submit proof of share ownership to the registration office well in advance.

### 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.

The authorisation of third parties must be issued either electronically, i.e. via the company's password-protected Event Portal at the following URL:

[www.ivu.com/investors/general-meeting](http://www.ivu.com/investors/general-meeting)

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

HCE Consult AG  
Anmeldestelle IVU Traffic Technologies AG  
Postfach 820335  
81803 München  
Germany  
E-Mail: [anmeldestelle@hce-consult.de](mailto:anmeldestelle@hce-consult.de)

The company's password-protected Event Portal at the URL

[www.ivu.com/investors/general-meeting](http://www.ivu.com/investors/general-meeting)

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

Shareholders will receive a form for the authorisation of third parties together with their admission ticket; the form can also be downloaded from the company's website at the following URL:

[www.ivu.com/investors/general-meeting](http://www.ivu.com/investors/general-meeting)

In addition, a proxy authorisation form will be sent to shareholders upon request at any time. There is no obligation to use the form offered by the company.

The authorisation of third parties via the channels specified above is possible until 27 May 2026, 24:00 CEST (receipt by the company). The same applies to the amendment and revocation of issued proxy authorisations to be submitted via these channels.

Proxy authorisation can also be evidenced by presenting the authorisation document at the entrance and exit checkpoint on the day of the Annual General Meeting. Notwithstanding the foregoing, the authorisation of third parties, as well as the amendment and revocation thereof, shall also be possible during the Annual General Meeting by the attending shareholder or their authorised representative.

### 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 Event Portal at the URL

[www.ivu.com/investors/general-meeting](http://www.ivu.com/investors/general-meeting)

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

HCE Consult AG  
Anmeldestelle IVU Traffic Technologies AG  
Postfach 820335  
81803 München  
Germany  
E-Mail: [anmeldestelle@hce-consult.de](mailto:anmeldestelle@hce-consult.de)

The company's password-protected Event Portal at the URL

[www.ivu.com/investors/general-meeting](http://www.ivu.com/investors/general-meeting)

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

Shareholders will receive a form for issuing proxy authorisation and instructions to the voting representatives designated by the company together with their admission ticket; the form can also be downloaded from the company's website at the following URL:

[www.ivu.com/investors/general-meeting](http://www.ivu.com/investors/general-meeting)

In addition, a proxy authorisation form will be sent to shareholders upon request at any time. There is no obligation to use the form offered by the company.

The authorisation and issuance of instructions to the voting representatives designated by the company via the channels specified above is possible until 27 May 2026, 24:00 CEST (receipt by the company). The same applies to the amendment and revocation of issued proxy authorisations and instructions to be submitted via these channels.

A shareholder's personal attendance or the attendance of a proxy at the Annual General Meeting shall automatically constitute a revocation of any previously issued proxy authorisation and instructions to the company's voting representatives.

Notwithstanding the foregoing, the authorisation and issuance of instructions to the voting representatives designated by the company, as well as their amendment and revocation, shall also be possible during the Annual General Meeting by the attending shareholder or their authorised representative.

### 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.

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

[www.ivu.com/investors/general-meeting](http://www.ivu.com/investors/general-meeting)

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

HCE Consult AG  
Anmeldestelle IVU Traffic Technologies AG  
Postfach 820335  
81803 München  
Germany  
E-Mail: [anmeldestelle@hce-consult.de](mailto:anmeldestelle@hce-consult.de)

Access to the company's password-protected Event Portal at the following URL:

[www.ivu.com/investors/general-meeting](http://www.ivu.com/investors/general-meeting)

is only possible using the personal log-in data printed on the admission ticket, which will be sent to shareholders following proper registration.

Shareholders will receive an absentee ballot form together with their admission ticket; the form can also be downloaded from the company's website at the following URL:

[www.ivu.com/investors/general-meeting](http://www.ivu.com/investors/general-meeting)

In addition, an absentee ballot form will be sent to shareholders upon request at any time. There is no obligation to use the form offered by the company.

The vote via absentee ballot must be cast no later than 27 May 2026, 24:00 CEST (receipt by the company), via the channels specified above. The same applies to the amendment and revocation of votes cast by absentee ballot.

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**

Should voting rights be exercised by absentee ballot or proxy authorisations and, if applicable, instructions be granted through multiple channels within the deadline (by post, by email, or electronically via the Event Portal), the most recently received declaration shall be binding.

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 additional items be added to the agenda and made public. 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 27 April 2026, 24:00 CEST. Such requests must be sent to the following address:

IVU Traffic Technologies AG  
Vorstand  
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.

### Countermotions 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 countermotions 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.com/investors/general-meeting](http://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 13 May 2026, 24:00 CEST:

IVU Traffic Technologies AG  
Investor Relations  
Bundesallee 88  
12161 Berlin  
Germany  
E-Mail: [ir@ivu.de](mailto: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 and type of share ownership) 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 Event 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 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  
Germany  
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

[www.ivu.com/investors/general-meeting](http://www.ivu.com/investors/general-meeting)

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

The company's website at

[www.ivu.com/investors/general-meeting](http://www.ivu.com/investors/general-meeting)

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 364,313 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 2026

**IVU Traffic Technologies AG**  
**The Executive Board**

**IVU Traffic Technologies AG**

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