

Remuneration system for the Executive Board from the 2027 financial year

Basics

The remuneration system makes a significant contribution to promoting the business strategy of IVU Traffic Technologies AG and to the long-term and sustainable development of the company. IVU Traffic Technologies AG is planning to grow its core business and promote customer digitalisation. It aims to achieve this by implementing its corporate purpose of strengthening and optimising public mobility for people and goods at a high level. The remuneration system encourages the achievement and interlinking of these strategic objectives and provides effective incentives for a long-term company development based on value creation, taking into account the interests of shareholders, customers, employees and other stakeholders.

The remuneration system is determined by the Supervisory Board in accordance with Section 87 (1) AktG. The full Supervisory Board discusses and decides on the recommendations of the Executive Committee. The Executive Committee develops recommendations on the Executive Board remuneration system. It is guided by the business strategy and the long-term and sustainable development of the company as well as the recommendations of the German Corporate Governance Code (DCGK). Where necessary, the Executive Committee and Supervisory Board can call on the advice of external remuneration experts. In this, the latter's independence from the Executive Board and the company is ensured. The recommendations of the GCGC and the rules of procedure of the Supervisory Board and its committees are also complied with when determining, reviewing and implementing the remuneration system, in the event of conflicts of interest of the members of the Supervisory Board. Conflicts of interest must be disclosed to the Supervisory Board and reported by the Supervisory Board to the Annual General Meeting, alongside a plan for how to proceed. In the event of a conflict of interest, the Supervisory Board or committee member concerned does not take part in the relevant discussion and vote in the Supervisory Board or Executive Committee. The remuneration system adopted by the Supervisory Board is submitted to the Annual General Meeting for approval. The Supervisory Board regularly reviews the remuneration system. In this it is supported by the Executive Committee, which prepares the audit and makes recommendations. Where necessary, the Supervisory Board decides on changes.

When determining the total remuneration of the individual members of the Executive Board, the Supervisory Board ensures that this is commensurate with the tasks and performance of the Executive Board member and the situation of the company and does not exceed the usual remuneration without special reasons. The Supervisory Board takes into account the remuneration and employment conditions of the company's employees. In the external comparison of total remuneration, an appropriate group of companies from Germany is used with regard to the company's market position (in particular sector, size, country). In the internal comparison, the Supervisory Board takes into account the remuneration of senior management and the entire workforce in Germany. This is done by comparing the ratio of Executive Board remuneration to the remuneration of the defined groups of people. Senior management consists of the company managers, i.e. the management level below

the Executive Board. In the event of significant shifts in the ratios between the remuneration of the Executive Board and the comparative groups, the Supervisory Board examines the causes and, if there are no objective reasons, adjusts the remuneration of the Executive Board. The remuneration system gives the Supervisory Board the flexibility to take into account the function and area of responsibility of the individual Executive Board member when determining the amount of total remuneration.

Overview

The remuneration system for the Executive Board of IVU Traffic Technologies AG is made up of fixed/non-performance-related and variable/performance-related components:

Fixed remuneration	Basic salary	is paid monthly	
	Fringe benefits	in particular public transport allowance, provision of a company car	
Variable remuneration	short-term	Type	Short-term incentive, annual bonus
		Limitation / Cap	Maximum 150 % of the basic salary
		Performance criteria	Operating result (EBIT), earnings before interest, taxes, depreciation and amortisation (EBITDA) and efficiency (EBIT/RE) of the IVU Group as well as other targets
		Payout	annually after adoption of the annual financial statements; 50 % as a payment and 50 % as shares with a three-year vesting period
	long-term	Type	Long-term incentive, term 4 years
		Limitation / Cap	Maximum 200 % of an annual basic salary
		Performance criteria	Increase in IVU's operating enterprise value and market capitalisation relative to a benchmark index and achievement of three ESG criteria
		Payout	during the first three years on a pro rata basis, in full only after the end of the entire performance period; exclusively in shares with a two-year vesting period
Malus / Clawback	Partial or full clawback of variable remuneration possible		

Fixed remuneration

The fixed remuneration consists of a basic salary and fringe benefits. The basic salary is paid monthly. The basic salary covers any assumption of mandates at Group companies. If a member of the Executive Board takes on Supervisory Board mandates outside the Group, any remuneration received from this is not offset against the remuneration paid here. The

fringe benefits include, in particular, a public transport allowance, the provision of a company car or, alternatively, a car allowance, as well as the assumption of general security services. There are no pension or early retirement schemes that go beyond the statutory requirements.

Variable remuneration

The granting of these components is dependent on financial and non-financial performance criteria. The performance criteria are derived from the company's key economic figures. The variable remuneration is divided into short-term and long-term remuneration components.

The **short-term variable remuneration** ("Short Term Incentive") honours the operational success of the company and is granted in the form of a bonus:

- The bonus is made up of the components "EBIT" (operating result), "EBITDA" (earnings before interest, taxes, depreciation and amortisation), "efficiency" (EBIT/gross profit) and "other targets" with a weighting of 30% and 10% respectively.
- The target values for the first three components are derived from the IVU AG business plan approved by the Supervisory Board. A lower limit (minimum) is also defined for each component. (The components were defined on the basis of the International Financial Reporting Standards (IFRS) applicable at the time the business plan was prepared. Changes in accounting standards must be taken into account accordingly when determining the target values and target achievement).
- The targets for the fourth component, "Other targets", are set by the Supervisory Board for the Executive Board before the start of each financial year. The Supervisory Board assesses target achievement after the end of the financial year.
- The bonus is calculated annually on the basis of the consolidated financial statements for the respective financial year and half is paid out and half is granted in shares. (For this purpose, the net amount attributable to half of the bonus is divided by the average XETRA closing price of the IVU share over the last 30 trading days prior to the adoption of the annual financial statements and the number of shares is calculated).
- Shares transferred as part of the bonus are subject to a three-year vesting period. During the vesting period, the shares transferred to the members of the Executive Board are entitled to vote and receive dividends.

The **long-term variable remuneration** ("Long Term Incentive") is geared towards both the long-term development of the company and the long-term commitment of the members of the Executive Board. The key performance targets for calculating the long-term incentive are the increase in the company's operating value and market capitalisation as well as the achievement of sustainability targets (ESG criteria). The long-term incentive has a term of four years, beginning on 1 January 2027 and ending on 31 December 2030 (performance period).

The performance targets for **increasing the company's operating value** and **market capitalisation** are each included in the calculation of the long-term incentive with a weighting of 50% and are defined as follows:

- The operating enterprise value is calculated using standard valuation methods on the basis of EBITDA (earnings before interest, taxes, depreciation and amortisation) and a fixed multiple for the entire performance period. The target values are derived

from the IVU AG business plan approved by the Supervisory Board. (The definition was based on the International Financial Reporting Standards (IFRS) applicable at the time the business plan was prepared. Changes in accounting standards must be taken into account accordingly when determining the target values and target achievement).

- The increase in the company's market capitalisation is derived on the basis of the difference between the company's market capitalisation and an average price for the last 30 trading days of 2030 and the first 30 trading days of 2027. The absolute increase in market capitalisation is compared with the development of comparable listed companies. The software companies included in the DAXsector Software stock market index serve as a peer group.

The performance targets for achieving the **ESG criteria** (environment, social, governance) for sustainable business practices are based on employee satisfaction as derived from the Great Place To Work (GPTW) survey and on the proportion of women in the company's management team. The ESG criteria are defined as follows:

- The GPTW overall rating and the GPTW Trust Index are used as indicators of employee satisfaction. The relationship between the defined target and the actual survey result at the end of the performance period is determined for both key figures.
- The proportion of female managers is to be increased in the performance period, both in absolute terms and in particular at higher management levels. IVU's upper management consists of the managers at the three levels below the Executive Board: management, divisional management and team management. In order to measure the increase in the proportion of female managers, the ratio between the defined target and the actual weighted proportion of women at the end of the performance period is determined.
- The ESG factor is the arithmetic mean of the three ESG criteria. It can be a minimum of 0.9 and a maximum of 1.1.

The long-term incentive is intended to reward both the long-term success of the company and the long-term commitment of the Executive Board member to the company; it is therefore initially only granted on a pro rata basis after the end of each financial year in accordance with the following regulations:

- After the first year a maximum of 100%, after the second year a maximum of 250% and after the third year a maximum of 500% of an annual basic remuneration - in each case taking into account the bonuses already granted from previous years.
- The long-term incentive for the entire performance period is only granted after the end of the four-year performance period; it can amount to a maximum of 800% and is calculated on the basis of the achievement of the performance targets and the ESG factor, taking into account the bonuses already granted from previous years.
- The long-term incentive is granted exclusively in shares. These are subject to a two-year vesting period. During the vesting period, the shares transferred to the members of the Executive Board are entitled to vote and receive dividends.

Maximum remuneration

The maximum remuneration is the maximum total remuneration that a member of the Executive Board may receive for a financial year assuming optimal business performance. In the case of maximum remuneration, the basic salary and fringe benefits should account for around 25% of remuneration, bonuses for around 30% and the long-term incentive for around 45%. The maximum remuneration per year for the entire Executive Board is around EUR 5,000k. The maximum remuneration includes the pro rata value allocation of the long-term incentive during the performance period.

Malus / Clawback

In the event of serious and wilful or grossly negligent breaches by a member of the Executive Board of their statutory duties or internal company behavioural guidelines, IVU Traffic Technologies AG may demand that the Executive Board member repay all or part of the variable remuneration components paid or transferred for this period for a period of up to thirty-six months from the date of the breach in order to compensate for any damage caused by the breach of duty.

Furthermore, the company can reclaim payments of variable remuneration components if the amount of the payments was calculated on the basis of incorrect information. The company is entitled to reclaim the difference resulting from the recalculation of the amount compared to the payment or transfer made. The company must demonstrate that the information on which the remuneration calculation was based was incorrect and that the variable remuneration of the Executive Board member was too high for this reason. The reclaim requires that the consolidated financial statements containing the incorrect information or on which the incorrect information is based are subsequently assessed as incorrect by the auditor or auditing firm that audited the consolidated financial statements.

The entitlement of a member of the Executive Board to the transfer of shares on the basis of the long-term incentive plan may be partially or completely cancelled in certain termination constellations, depending on the reason for termination. No redundancy payments are promised. In the event of termination of the Executive Board position before the end of the regular term of appointment, any severance payment or other benefits to be granted to the Executive Board member in connection with the termination of the service contract, including all fringe benefits, shall not exceed the value of two years' remuneration and the value of the remaining term of the service contract (severance payment cap).

Berlin, April 2026

The Supervisory Board