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STRATEC SE

Birkenfeld

ISIN DE000STRA555 – WKN STRA55

Invitation to the virtual Annual General Meeting

We hereby invite our shareholders to the
virtual Annual General Meeting of STRATEC SE
to be held without the physical presence of shareholders
or their representatives at the company's headquarters
at Gewerbestrasse 37, 75217 Birkenfeld

at 1.00 p.m. (CEST) on June 8, 2020.

NOTE:

This year's Annual General Meeting will – with the approval of the Supervisory Board – be held as a virtual Annual General Meeting without the physical presence of shareholders or their representatives pursuant to § 1 (2) Sentence 1 and (8) Sentence 2 of the Act on Measures in Company, Cooperative, Association, Foundation, and Home Ownership Law to Combat the Effects of the COVID-19 Pandemic (*Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie* – hereinafter “COVID-19-G”).

Please note that neither shareholders nor their representatives will be able to attend the virtual Annual General Meeting in person on location. For shareholders that have registered correctly, the virtual Annual General Meeting will be broadcast live on the internet at the shareholder portal we have provided at www.stratec.com/agm.

Details about the rights of shareholders and their representatives can be found under “General information on participation in the virtual Annual General Meeting” after the agenda.

Agenda

1. Presentation of the adopted annual financial statements, the approved consolidated financial statements, the management report of STRATEC SE and the Group as of December 31, 2019, the report of the Board of Management in respect of the disclosures made pursuant to § 289a (1) and § 315a (1) of the German Commercial Code (*Handelsgesetzbuch* – hereinafter “HGB”), and the report of the Supervisory Board for financial year 2019

The aforementioned documents are available on the company's website at www.stratec.com/agm. In accordance with applicable statutory provisions, no resolution is proposed to be adopted by the Annual General Meeting, as the Supervisory Board has already approved the annual financial statements and the consolidated financial statements prepared by the Board of Management.

2. Resolution on the appropriation of balance sheet profit

The Board of Management and Supervisory Board propose that the balance sheet profit reported in the adopted annual financial statements of STRATEC SE as of December 31, 2019 amounting to € 67,943,835.29 be appropriated as follows:

Payment on June 12, 2020 of a dividend of € 0.84 per no-par share with dividend entitlement, corresponding to a total amount of € 10,101,252.00, and carrying forward of profit in the amount of € 57,842,583.29.

The proposed appropriation of profit accounts for the treasury stock shares held directly or indirectly by the company at the time of the meeting being convened; these are not entitled to a dividend payment pursuant to § 71(b) of the German Stock Corporation Act (*Aktiengesetz* – hereinafter “AktG”). The number of shares with dividend entitlement may change prior to the Annual General Meeting. In this case, a correspondingly amended proposal for the appropriation of profit will be submitted for resolution by the Annual General Meeting without changing the proposed payment of € 0.84 per no-par share with dividend entitlement.

3. Resolution ratifying the actions of the members of the Board of Management

The Board of Management and Supervisory Board propose that the members of the Board of Management in office during financial year 2019 be ratified for financial year 2019.

4. Resolution ratifying the actions of the members of the Supervisory Board

The Board of Management and Supervisory Board propose that the members of the Supervisory Board in office during financial year 2019 be ratified for financial year 2019.

5. Resolution on the appointment of the auditor and group auditor

The Supervisory Board proposes that Ebner Stolz GmbH & Co. KG Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Stuttgart, Germany, be appointed as auditor and group auditor of the financial statements for financial year 2020. In addition, the auditor will conduct any audit or audit review commissioned for the half-year financial report as of June 30, 2020.

6. Resolution on creation of new Authorized Capital 2020/I and amendment of the Articles of Association

The authorization underlying the company's Authorized Capital 2015/I, which was resolved in Agenda Item 7 at the Annual General Meeting on May 22, 2015 (Article 4 (4.5) of the Articles of Association), expired at the end of May 21, 2020.

To make authorized capital available to the company for a further five years, new Authorized Capital 2020/I is to be created.

The Board of Management and Supervisory Board propose that the following be resolved:

a) Creation of new Authorized Capital 2020/I

The Board of Management is authorized, subject to approval by the Supervisory Board, to increase the company's share capital on one or several occasions up to June 7, 2025, however by no more than € 2,400,000.00 in total, by issuing a maximum of 2,400,000 new shares in return for cash and/or non-cash contributions (Authorized Capital 2020/I). As a rule, shareholders are to be granted subscription rights. Subject to approval by the Supervisory Board, the Board of Management is nevertheless authorized:

aa) to exclude subscription rights for fractional amounts

bb) to exclude subscription rights insofar as the capital is increased to grant shares in return for non-cash contributions for the purpose of acquiring companies, parts of companies or participations in companies, or other assets

cc) to exclude subscription rights to the extent necessary to grant the bearers or creditors of warrant and/or convertible bonds with option or conversion rights or conversion obligations issued by the company, or by other companies in which the company directly or indirectly holds a majority stake, a right to subscribe to new shares to the extent to which they would be entitled after exercising the option or conversion rights or after satisfying conversion obligations

dd) to exclude subscription rights insofar as the part of the share capital attributable to the shares for which subscription rights are excluded does not exceed a total of 10% of the share capital which the company has upon the entry into force of this authorization or - if lower – upon its utilization and provided that the issue price for the new shares is not substantially lower than the stock exchange price for the already listed shares, and/or

ee) to execute a so-called scrip dividend where shareholders are given the option of contributing their dividend entitlement (either in whole or in part) to the company as a non-cash contribution in return for the granting of new shares from the authorized capital.

The authorizations to exclude subscription rights referred to in paragraphs aa) to ee) above are limited to a total amount that does not exceed 10% of the share capital existing upon the entry into force of this authorization or - if lower – upon its utilization. In addition, shares that are issued or that must be issued to service bonds with conversion or option rights are also imputed to the aforesaid 10% cap if and insofar as the bonds are issued to the exclusion of subscription rights during the term of this authorization with analogous application of § 186 (3) Sentence 4 AktG. Furthermore, treasury stock shares are imputed to this limit if and insofar as they are sold to the exclusion of the shareholders' subscription rights with analogous application of § 186 (3) Sentence 4 AktG.

The Board of Management is further authorized to lay down the further details of the capital increase and its execution subject to approval by the Supervisory Board. The Supervisory Board is authorized to amend the Articles of Association in line with the execution of the capital increase.

b) Amendment of the Articles of Association

Article 4 (4.5) of the Articles of Association will be reworded as follows:

“The Board of Management is authorized, subject to approval by the Supervisory Board, to increase the company's share capital on one or several occasions up to June 7, 2025, however by no more than € 2,400,000.00 in total, by issuing a maximum of 2,400,000 new shares in return for cash and/or non-cash contributions (Authorized Capital 2020/I). As a rule, shareholders are to be granted subscription rights. Subject to approval by the Supervisory Board, the Board of Management is nevertheless authorized:

a) to exclude subscription rights for fractional amounts

b) to exclude subscription rights insofar as the capital is increased to grant shares in return for non-cash contributions for the purpose of acquiring companies, parts of companies or participations in companies or other assets

c) to exclude subscription rights to the extent necessary to grant the bearers or creditors of warrant and/or convertible bonds with option or conversion rights or conversion obligations issued by the company, or by other companies in which the company directly or indirectly holds a majority stake, a right to subscribe to new shares to the extent to which they would be entitled after exercising the option or conversion rights or after satisfying the conversion obligations

d) to exclude subscription rights insofar as the part of the share capital attributable to the shares for which subscription rights are excluded does not exceed a total of 10% of the share capital which the company has upon the entry into force of this authorization or - if lower – upon its utilization and provided that the issue price for the new shares does not fall substantially short of the stock exchange price for the already listed shares, and/or

e) to execute a so-called scrip dividend where shareholders are given the option of contributing their dividend entitlement (either in whole or in part) to the company as a non-cash contribution in return for the granting of new shares from the authorized capital.

The authorizations to exclude subscription rights referred to in paragraphs a) to e) above are limited to a total amount that does not exceed 10% of the share capital existing upon the entry into force of this authorization or - if lower – upon its utilization. In addition, shares that are issued or that must be issued to service bonds with conversion or option rights are also imputed to the aforesaid 10% cap if and insofar as the bonds are issued to the exclusion of subscription rights during the term of this authorization with analogous application of § 186 (3) Sentence 4 AktG. Furthermore, treasury stock shares are imputed to this limit if and insofar as they are sold to the exclusion of the shareholders' subscription rights with analogous application of § 186 (3) Sentence 4 AktG.

The Board of Management is further authorized to lay down the further details of the capital increase and its execution subject to approval by the Supervisory Board. The Supervisory Board is authorized to amend the Articles of Association in line with the execution of the capital increase.”

7. Resolution on cancelation of existing Conditional Capital VII/2015, authorization to issue convertible and/or warrant bonds and create new Conditional Capital IX/2020 and amendment of the Articles of Association

The Board of Management's authorization to issue convertible and/or warrant bonds granted by the Annual General Meeting on May 22, 2015 under Agenda Item 8 expired at the end of May 21, 2020. To enable the Board of Management to draw on attractive financing options for a further five-year term in order to acquire debt capital for the company on favorable interest terms, existing Conditional Capital VII/2015 in Article 4 (4.7) of the Articles of Association is to be cancelled and replaced by a new authorization and new conditional capital.

The Board of Management and Supervisory Board propose that the following be resolved:

a) Cancellation of existing Conditional Capital VII/2015

Existing Conditional Capital VII/2015 will be cancelled upon the effective entry in the Commercial Register of the new Conditional Capital IX/2020 to be resolved hereinafter.

b) Authorization to issue convertible and/or warrant bonds

aa) Duration of the authorization, nominal value, term, number of shares

The Board of Management is authorized, subject to approval by the Supervisory Board, to issue on one or several occasions up to June 7, 2025 registered convertible and/or warrant bonds (hereinafter collectively “partial bonds”) up to a total nominal amount of up to € 8,000,000.00 with a term of no

more than 20 years, and to grant the bearers or creditors of the partial bonds conversion or option rights in respect of new shares of the company with a prorated amount of share capital of up to a total of € 800,000.00 in accordance with the terms governing the convertible or warrant bonds.

The partial bonds may be issued in euros or in the legal currency of any OECD country provided that the equivalent euro amount is not exceeded. If the partial bonds are issued in a currency other than the euro, the equivalent euro amount is taken as the basis. This is determined by reference to the European Central Bank's euro purchasing price on the date on which the resolution to issue the partial bonds was adopted.

The partial bonds may also be issued by a domestic or foreign company in which STRATEC SE directly or indirectly owns the majority of voting rights and share capital. In this case, the Board of Management is authorized, subject to approval by the Supervisory Board, to assume the guarantee for repayment of the partial bonds on behalf of the company and to grant conversion or option rights for new shares in the company to the bearers or creditors of the partial bonds, to satisfy conversion or option obligations vested in shares of the company, and to submit any further declarations and perform any actions needed for a successful issue.

bb) Subscription rights, exclusion of subscription rights

The Board of Management is authorized, subject to approval by the Supervisory Board, to exclude shareholders' subscription rights in respect of partial bonds – if they are issued in return for cash consideration - if the Board of Management takes the view following its professional assessment that the issue price of the partial bonds does not fall materially short of their theoretical market value determined using recognized financial methods. To determine the market value, an expert opinion must be obtained from a suitably experienced investment bank or audit firm. However, the authorization to exclude subscription rights applies only to partial bonds with conversion or option rights or conversion obligations for shares to which a prorated amount of share capital of no more than 10% is attributable either at the time at which said authorization comes into force or at the time at which said authorization is exercised. Treasury stock shares are imputed to this limit if and insofar as they were sold to the exclusion of subscription rights during the term of this authorization pursuant to § 186 (3) Sentence 4 AktG. Furthermore, shares issued from authorized capital to the exclusion of subscription rights during the term of this authorization pursuant to § 186 (3) Sentence 4 AktG are also imputed to this limit.

The Board of Management is authorized, subject to approval by the Supervisory Board, to exclude the shareholders' subscription rights for fractional amounts that arise due to the subscription ratio.

cc) Conversion right, conversion obligation

In the case of the issue of convertible bonds, their bearers or creditors are granted the right to convert their bonds into new shares in accordance with the convertible bond terms laid down by the Board of Management, subject to approval by the Supervisory Board and taking into account the specifications of the Annual General Meeting, in particular with regard to the conversion price. The amount of share capital attributable to shares issued upon conversion may not exceed the nominal amount of the convertible bonds.

The conversion ratio is determined by dividing the nominal amount of a convertible bond by the conversion price for a new share. The conversion ratio can also be obtained by dividing the issue price of a convertible bond that is below the nominal amount by the set conversion price for a new share.

The convertible bond terms may provide for a conversion obligation.

dd) Option right

In the case of the issue of warrant bonds, one or more options entitling the holder to subscribe new shares in accordance with the warrant bond terms laid down by the Board of Management, subject to approval by the Supervisory Board and taking into account the specifications of the Annual General Meeting, in particular with regard to the option price, are assigned to each bond.

ee) Conversion or option price

The conversion or option price to be set in each case for a new share must amount to at least 80% of the reference price.

The "reference price" is,

if a book building process is performed: the volume-weighted average price of the company's share in the Xetra trading system (or a functionally comparable successor system) of the Frankfurt Stock Exchange in the period in which the credit institutions accompanying the issue carry out the book building process and during which investors can submit purchase orders for the partial bonds, or

if no book building process is performed:

if the partial bonds are offered to shareholders for subscription, the higher of the following two amounts: the unweighted average of the closing prices during the subscription period, excluding the last four days of the subscription period, and the closing price on the fifth-last day of the subscription period, or

if the partial bonds are not offered to shareholders for subscription, the unweighted average of the closing prices on the ten trading days prior to the date on which the Board of Management adopts its resolution on the issue price of the partial bonds.

The "closing price" is, for each single trading day, the closing price determined in the Xetra trading system (or a functionally comparable successor system) of the Frankfurt Stock Exchange during the closing auction or, if such a closing price is not determined on the trading day in question, the most recent price of the company's share determined in continuous trading in the Xetra trading system (or a functionally comparable successor system) of the Frankfurt Stock Exchange.

In all cases, however, the conversion or option price may not fall short of the lowest issue price as defined in § 9 (1) AktG.

Irrespective of § 9 (1) AktG, the conversion or option price may be reduced so as to preserve the value on the basis of an anti-dilution clause pursuant to the details of the convertible or warrant bond terms.

ff) Authorization to lay down further bond terms

The Board of Management is authorized, subject to approval by the Supervisory Board, to stipulate further details regarding the bond terms, the issue of partial bonds and the conversion procedure.

c) Creation of new Conditional Capital IX/2020

The share capital of the company is conditionally increased by up to € 800,000.00 by issuing up to 800,000 new shares (Conditional Capital IX/2020). Conditional Capital IX/2020 serves only to grant new shares to bearers or creditors of convertible or warrant bonds that are issued up to June 7, 2025 by the company or by a domestic or foreign company in which STRATEC SE directly or indirectly owns a majority of voting rights and share capital on the basis of the resolution adopted by Annual General Meeting on June 8, 2020. The shares will be issued at the conversion or option price determined in each case on the basis of the above resolution as well as of the resolutions to be adopted by the Board of Management and Supervisory Board. The conditional capital increase is only executed to the extent that the bearers or creditors of the convertible or warrant bonds exercise their conversion or option rights in respect of shares in the company or that the conversion obligations resulting from such bonds are satisfied. The new shares will – to the extent that they arise due to the exercising of conversion or subscription rights through to the start of the company's Annual General Meeting - participate in profit from the beginning of the previous financial year and otherwise from the beginning of the financial year in which the shares arise due to the exercising of conversion or subscription rights.

The Supervisory Board is authorized to amend the wording of the Articles of Association following the full or partial utilization of the Conditional Capital or following expiry of the authorization period.

d) Amendment of the Articles of Association

Article 4 (4.7) of the Articles of Association will be reworded as set out below:

"The share capital of the company is conditionally increased by up to € 800,000.00 by issuing up to 800,000 new shares (Conditional Capital IX/2020). Conditional Capital IX/2020 serves only to grant new shares to bearers or creditors of convertible or warrant bonds that are issued up to June 7, 2025 by the company or by a domestic or foreign company in which STRATEC SE directly or indirectly owns a majority of voting rights and share capital on the basis of the resolution adopted by Annual General Meeting on June 8, 2020. The shares will be issued at the conversion or option price determined in each case on the basis of the above resolution as well as of the resolutions to be adopted by the Board of Management and Supervisory Board. The conditional capital increase is only executed to the extent that the bearers or creditors of the convertible or warrant bonds exercise their conversion or option rights in respect of shares in the company or that the conversion obligations resulting from such bonds are satisfied. The new shares will – to the extent that they arise due to the exercising of conversion or subscription rights through to the start of the company's Annual General Meeting - participate in profit from the beginning of the previous financial year and otherwise from the beginning of the financial year in which the shares arise due to the exercising of conversion or subscription rights.

The Supervisory Board is authorized to amend the wording of the Articles of Association following the full or partial utilization of the Conditional Capital or following expiry of the authorization period.”

8. Resolution on cancelation of Conditional Capital V/2009

Stock option rights issued on the basis of the authorization granted by the Annual General Meeting on May 20, 2009 can no longer be exercised. Conditional Capital V/2009 therefore no longer has any function.

The Board of Management and Supervisory Board propose that the following be resolved:

Conditional Capital V/2009 is cancelled.

Article 4 (4.6) of the Articles of Association is worded as follows:

“The share capital of the company is conditionally increased by up to € 120,950.00, divided into up to 120,950 shares (Conditional Capital VI/2013). The conditional capital increase serves to grant subscription rights (stock option rights) through to June 5, 2018 in accordance with the resolution adopted by the Annual General Meeting on June 6, 2013. The conditional capital increase is only executed to the extent that the holders of stock options exercise their subscription rights. The new shares participate in profit from the beginning of the financial year in which they are issued.

The share capital of the company is conditionally increased by up to € 810,000.00, divided into up to 810,000 shares (Conditional Capital VIII/2018). The conditional capital increase serves to grant subscription rights (stock option rights) through to May 29, 2023 in accordance with the resolution adopted by the Annual General meeting on May 30, 2018. The conditional capital increase is only executed to the extent that the holders of stock options exercise their subscription rights. The new shares participate in profit from the beginning of the financial year in which they are issued.

The Supervisory Board is authorized to amend the wording of the Articles of Association following the full or partial utilization of the Conditional Capital or following expiry of the authorization period.”

9. Further amendment to Articles of Association

The Board of Management and Supervisory Board propose the addition of a new section (14.6) to Article 14 of the Articles of Association:

“The Board of Management may also provide for shareholders to participate in the Annual General Meeting without attending the venue of the meeting and enable them to exercise all of their rights or individual rights in whole or in part by way of electronic communications. The Board of Management may determine the details concerning the scope and the participation process, as well the exercising of rights. Details will be published in each case in the invitation to the Annual General Meeting.”

10. Resolution on authorization to acquire and sell treasury stock shares

The authorization granted by resolution of the Annual General Meeting on May 22, 2015 expired at the end of May 21, 2020. A new authorization is to be resolved to enable the company to acquire and subsequently use treasury stock shares for a further five years.

The Board of Management and Supervisory Board propose that the following be resolved:

a) The company is authorized to acquire treasury stock shares on one or several occasions through to June 7, 2025, in whole or in partial amounts, up to a total of 10% of current share capital for any purpose permitted within the scope of the legal restrictions and on the conditions stipulated below. The authorization may not be used for trading in treasury stock shares.

At no time may more than 10% of share capital be attributable to the sum of treasury stock shares thereby acquired and treasury stock shares already acquired by the company and still in its possession.

The shares may be acquired via the stock exchange, by way of a public purchase offer, by means of a public call to submit offers to sell, or by issuing tender rights to shareholders.

aa) If acquired via the stock exchange, treasury stock shares are acquired at current stock exchange prices.

bb) If the shares are acquired outside the stock exchange by way of a public purchase offer, the purchase price per share (excluding ancillary acquisition costs) offered by the company may not be more than 10% higher or lower than the average stock exchange price determined by the closing auction of shares of the company of the same class in the Xetra trading system (or a functionally

comparable successor system) in the five trading days preceding publication of the purchase offer. The offer may be adjusted if, after publication of a purchase offer, the relevant price deviates substantially from the purchase price thereby offered. In this case, the average price determined by the closing price of company shares of the same class in the Xetra trading system (or a functionally comparable successor system) on the five trading days preceding publication of any adjustment is taken as the basis and the 10% limit is applied to this amount.

The volume of the public purchase offer may be restricted. If the volume of shares offered in a public purchase offer exceeds the volume of shares to be repurchased, the acquisition may be performed, subject to the partial exclusion of any statutory tender rights on the part of shareholders, based on the proportion of shares offered (tender ratio) rather than on the shareholdings held by the respective shareholders (participation ratios). Moreover, subject to the partial exclusion of any statutory tender rights on the part of shareholders, offers for low numbers of up to 100 shares per shareholder may be given preferential treatment, and the number of shares may be rounded up or down in line with commercial principles to avoid fractional shares.

cc) If the acquisition takes place via a public call addressed to all shareholders to submit offers to sell, the company will set a purchase price range per share within which the offers to sell can be submitted. The purchase price range may be adjusted if, after publication of a purchase offer, the stock exchange price deviates substantially from the respective price upon publication of the call to submit offers to sell. The purchase price per share (excluding ancillary acquisition costs) to be paid by the company, which it determines based on the offers to sell received, may not be more than 10% higher or lower than the average stock exchange price determined by the closing auction of company shares of the same class in the Xetra trading system (or a functionally comparable successor system) in the five trading days preceding the sale of the shares. The reference date is the date on which the company's Board of Management takes the final, formal decision on the publication of the call to submit offers to sell or any adjustment to such.

The acceptance volume may be restricted. If such restriction means that not all of several similar offers to sell can be accepted, the acquisition may be executed, subject to the partial exclusion of any statutory tender rights on the part of shareholders, in accordance with the tender ratios rather than the participation ratios. Moreover, subject to the partial exclusion of any statutory tender rights on the part of shareholders, offers for low numbers of up to 100 shares per shareholder may be given preferential treatment, and the number of shares may be rounded up or down in line with commercial principles to avoid fractional shares.

dd) If the acquisition is executed by way of tender rights made available by the company to its shareholders ("put options"), these can be allocated per share of the company. Based on the ratio of company share capital to the volume of shares to be repurchased by the company, a corresponding number of put options confers the right to sell one company share to the company. The put options may also be allocated such that one put option is allocated to a number of shares based on the ratio of share capital to the repurchase volume. Put options are not allocated in fractions. In this case, the corresponding tender rights are excluded. The price or limits of the range of purchase prices offered (each excluding ancillary acquisition costs) at which a share can be sold to the company by exercising the put option is determined in line with the provisions of paragraph cc) above. The reference date is the date on which the respective adjustment is published. The company's Board of Management determines further details concerning the put options, especially their content, term, and, if applicable, their tradability.

b) As well as selling treasury stock shares via the stock exchange or by way of a public offer addressed to all shareholders, the Board of Management is also authorized

aa) to retire the acquired treasury stock shares, subject to approval by the Supervisory Board, without any further resolution of the Annual General Meeting. In this case, the Supervisory Board is authorized to amend the wording of the Articles of Association in line with the scope of capital reduction

bb) to use the acquired treasury stock shares, subject to the exclusion of shareholders' subscription rights, to service subscription rights granted to members of governing bodies and employees of the company and companies in which it holds a majority stake under the terms of stock option plans based on resolutions adopted by the Annual General Meetings on June 6, 2013 and May 30, 2018

cc) to sell the acquired treasury stock shares, subject to the exclusion of shareholders' subscription rights, to third parties in return for non-cash consideration in the context of business combinations or to acquire companies, parts of companies, or participations in companies

dd) to sell the acquired treasury stock shares, subject to the exclusion of shareholders' subscription rights, to third parties in ways other than via the stock exchange, provided that the price at which the shares are sold (excluding ancillary sale costs) does not fall materially short of the average closing

price of the company share in the Xetra trading system (or a functionally comparable successor system) on the Frankfurt Stock Exchange on the five trading days before the obligation to sell arises

ee) to issue the acquired treasury stock shares to execute a so-called scrip dividend, with the Board of Management being authorized to exclude subscription rights.

For the authorizations set out in bb) to ee), the sum of the company shares sold to the exclusion of subscription rights and the new company shares issued since the granting of this authorization to the exclusion of subscription rights pursuant to § 186 (3) Sentence 4 AktG may not exceed a total of 10% of company share capital either at the time when this authorization comes into force or - if lower - at the time when it is exercised. Shares issued or sold in direct or analogous application of this provision during the term of this authorization through to its utilization are imputed to this limit.

The authorizations in aa) to ee) may be exercised in whole or in part, individually or jointly, and on one or several occasions. They also cover the use of company shares that were acquired on the basis of § 71d AktG.

* * *

Report by the Board of Management to the Annual General Meeting on the exclusion of statutory subscription rights when issuing new shares pursuant to § 203 (2) in conjunction with § 186 (4), Sentence 2 AktG (Agenda Item 6):

The Board of Management has prepared the following report on Agenda Item 6 pursuant to § 203 (2) in conjunction with § 186 (4) Sentence 2 AktG:

Subject to approval by the Supervisory Board, the Board of Management should have the option in future as well of drawing on financing opportunities to pursue business opportunities and strengthen the equity base in the interests of the company. By resolution of the Annual General Meeting on May 22, 2015, the Board of Management was authorized, subject to approval by the Supervisory Board, to increase the company's share capital on one or several occasions through to May 21, 2020, however by no more than € 5,500,000.00 in total, by issuing new registered no-par shares in return for cash and/or non-cash contributions (Authorized Capital 2015/I). The Board of Management and Supervisory Board deem it expedient for the company to retain its ability to increase its share capital at short notice by drawing on authorized capital and, if necessary, to exclude shareholders' subscription rights. Authorized Capital 2020/I is therefore to be replaced with new authorized capital (Authorized Capital 2020/I). To provide shareholders with more far-reaching protection against dilution in their shareholdings, however, Authorized Capital 2020/I should be lower in volume than Authorized Capital 2015/I and only amount to up to € 2,400,000.00 (corresponding to 20% of currently existing share capital). Furthermore, the possibility of issuing new shares from Authorized Capital 2020/I to the exclusion of shareholders' subscription rights should – with this provision also being stricter than its predecessor – generally be limited to an arithmetic maximum of 10% of the share capital existing upon the entry into force of the authorization or – if lower – upon its utilization.

Excluding subscription rights for fractional amounts makes it possible to achieve even figures to create a practicable subscription ratio and thereby facilitate the technical execution of the new share issue.

Furthermore, shareholders' subscription rights can be excluded, subject to approval by the Supervisory Board, for capital increases executed in return for non-cash contributions, and in particular to facilitate the acquisition of companies or participations in companies in return for the granting of shares. This is an increasingly common form of acquisition. In practice, the owners of attractive acquisition targets often require shares of the acquiring company to be offered as consideration, especially for the sale of their shares or of a company. To be able to acquire such objects as well, the company needs to be able to increase its share capital in return for non-cash contributions and to the exclusion of the shareholders' subscription rights at very short notice. In addition, the company will be able to acquire not only company participations, but also other assets, such as receivables due to the company, without having to use its own liquidity unduly. Should specific acquisition opportunities arise, the Board of Management will carefully consider on a case-by-case basis whether it will draw on the authorization to increase the capital to the exclusion of subscription rights. It will only exclude subscription rights if acquisition in return for issuing company shares is necessary in the company's interests.

The Board of Management is also to be authorized to exclude shareholders' subscription rights, subject to approval by the Supervisory Board, to the extent necessary to grant to the bearers and/or creditors of conversion and/or option rights or to the debtors of conversion and/or option obligations

arising from bonds that have been issued by the company or by a subsidiary affiliate, a right to subscribe to new shares to the extent to which they would be entitled after exercising the conversion and/or option rights or satisfying the conversion and/or option obligations. Convertible or warrant bonds often have dilution protection to make them easier to place on the capital market. Dilution protection customarily takes the form of monetary compensation or, alternatively, the reduction in the conversion or option price or adjustment in the conversion ratio. In addition, conversion and warrant bond terms usually provide that, especially for capital increases with subscription rights granted to shareholders, the bearers or creditors of conversion or option rights or the debtors of conversion or option obligations may be granted a right to subscribe new shares in the same way as shareholders, rather than dilution protection via the aforesaid mechanisms. Should the Board of Management draw on this possibility, the bearers and creditors, or debtors, are placed in the same position they would otherwise be in if they had already exercised their conversion or option rights or satisfied their conversion or option obligations. This offers the advantage that the company - unlike with dilution protection based on reducing the conversion or option price or adjusting the conversion ratio - can achieve a higher issue price for the shares issued upon the conversion or exercising of the options and need not pay monetary compensation. To achieve this, subscription rights have to be excluded.

Furthermore, subject to approval by the Supervisory Board it is envisaged that subscription rights may be excluded in the event of a further share placement to the extent that the part attributable to the new shares does not exceed 10% of share capital available upon the entry into force of the authorization or - if lower – upon utilization of the authorization and provided that the issue price for the new shares does not fall materially short of the stock exchange price for shares already listed in accordance with the statutory provisions of § 186 (3) Sentence 4 AktG. This exclusion of subscription rights enables the company to cover its financial needs swiftly and to benefit from favorable capital market conditions by raising new equity close to the stock exchange price.

Subject to approval by the Supervisory Board, it should also be possible to exclude subscription rights to execute a so-called scrip dividend on optimal terms. With scrip dividends, shareholders have the option of contributing their claim to payment of the dividend based on the resolution adopted by the Annual General Meeting with regard to the appropriation of the profit either in full or in part to the company as a non-cash contribution in order to subscribe new company shares. Depending on the capital market situation, it may in specific cases be in the interests of the company and its shareholders to offer and execute a scrip dividend without being bound by the restrictions stipulated in § 186 (1) AktG (minimum subscription period of two weeks) and § 186 (2) AktG (announcement of the issue price no later than three days prior to the end of the subscription period). The Board of Management should therefore also be authorized to offer new shares for subscription to all shareholders with dividend entitlement in return for the contribution of their dividend entitlement, with due observance of the general equal treatment principle (§ 53a AktG), but - subject to approval by the Supervisory Board - with the formal exclusion of all subscription rights. The formal exclusion of subscription rights makes it possible to execute the scrip dividend on more flexible terms. Given that new shares are offered to all shareholders and excess partial dividend amounts are settled with a cash dividend, the exclusion of subscription rights would also appear to be justified and appropriate.

As the exclusion of subscription rights is limited to a maximum of 10% of the share capital existing upon the entry into force of this authorization or - if lower - upon its utilization, any potential dilution of the voting rights of those shareholders whose subscription rights are excluded is also limited.

The company currently has no specific plans to draw on Authorized Capital 2020/I. The advance resolutions hereby proposed with the possibility of excluding subscription rights conform to national and international norms. All cases hereby proposed in which subscription rights are excluded require approval by the Supervisory Board. The Board of Management will carefully consider, on a case-by-case basis, whether it is necessary and to the company's benefit to make use of this authorization to increase capital to the exclusion of subscription rights before obtaining Supervisory Board approval. The Board of Management will report to each subsequent Annual General Meeting about each occasion on which it draws on this authorization.

Report by the Board of Management to the Annual General Meeting on the exclusion of statutory subscription rights when issuing convertible or warrant bonds pursuant to § 221 (4) in conjunction with § 186 (4), Sentence 2 AktG (Agenda Item 7):

The Board of Management has prepared the following report on Agenda Item 7 pursuant to § 221 (4) in conjunction with § 186 (4), Sentence 2 AktG:

With the requested authorization, the Board of Management and Supervisory Board would like to draw on the opportunity provided by lawmakers to create equity by issuing bonds with conversion or option rights to shares. Ensuring the availability of adequate equity resources is essential for the company's development. Moreover, issuing convertible or warrant bonds allows the company, in the first instance, to obtain debt capital on favorable interest terms.

With regard to the issue of convertible or warrant bonds, the Board of Management is authorized to exclude subscription rights pursuant to § 186 (3) Sentence 4, § 221 (2) and (4) Sentence 2 AktG. This statutory possibility of excluding subscription rights enables the management to swiftly exploit favorable stock market situations and, by means of pricing that is as close as possible to market pricing, achieve the most favorable possible terms when setting the interest rate, conversion or option price and issue price for the convertible or warrant bonds. Upholding subscription rights would mean that it would not be possible to set terms that are as close as possible to market conditions. That is because such terms generally have to be set when the subscription period begins, thus removing the option of accounting for market factors during this period. The exclusion of subscription rights also makes it possible to diversify the company's shareholder base by including international investors.

The legal basis for excluding subscription rights is provided by § 186 (3), Sentence 4 AktG. Although § 221 (4) Sentence 2 AktG also refers to this provision with respect to the issue of convertible or warrant bonds, opinions differ as to whether the simplified exclusion of subscription rights pursuant to § 186 (3) Sentence 4 AktG also applies to convertible or warrant bonds. The management considers the wording of § 221 (4) Sentence 2 and § 186(3) Sentence 4 AktG to be clear.

Moreover, the envisaged exclusion of subscription rights for fractional amounts makes it possible to utilize the requested authorization in rounded amounts and facilitates execution of the capital-related measure. The exclusion of subscription rights to the benefit of the bearers or creditors of conversion or option rights has the advantage that, should the authorization be utilized, the conversion or option price does not, based on existing conversion or option terms, need to be reduced for the bearers or creditors of existing conversion or option rights and no additional cash payment needs to be made to those entitled to conversion or option rights.

To protect shareholders as far as possible against any dilution in their shareholdings, the total number of shares that may be issued to the exclusion of shareholders' subscription rights by drawing on the 2020 authorization to issue bonds with option or conversion rights – taking due account of other shares in the company sold or issued to the exclusion of shareholders' subscription rights during the term of the 2020 authorization – may not exceed an arithmetic maximum of 10% of the share capital existing upon the entry into force of the 2020 authorization or upon utilization of this authorization (mutual imputation).

The company currently has no specific plans to draw on the authorization to issue bonds proposed in Agenda Item 7. The advance resolutions hereby proposed with the possibility of excluding subscription rights conform to national and international norms. All cases hereby proposed in which subscription rights are excluded require approval by the Supervisory Board. The Board of Management will carefully consider, on a case-by-case basis, whether it is in the company's interests to draw on the proposed authorization to issue bonds; in particular, it will also examine whether any exclusion of subscription rights is objectively justifiable in each individual case. The Board of Management will report to each subsequent Annual General Meeting about each occasion on which it draws on this authorization.

Conditional Capital IX/2020 is required to satisfy the conversion and option rights to shares associated with the convertible bonds and warrant bonds.

Report by the Board of Management to the Annual General Meeting on Agenda Item 10:

The authorization proposed in Agenda Item 10 is intended to enable the company to acquire treasury stock shares within the limits of § 71 (2) Sentence 1 AktG.

Acquisition of treasury stock shares to the exclusion of any tender rights

The treasury stock shares should first be made available for purchase via the stock exchange, by way of a public purchase offer addressed to all company shareholders, or by means of a public call for the submission of offers to sell addressed to all shareholders.

In the case of a public purchase offer or public call for the submission of offers to sell, the number of company shares offered by shareholders may exceed the number of shares required by the company. In this case, the shares must be allocated on the basis of quotas. The possibility of preferential

acceptance of smaller offers or smaller portions of offers up to a maximum of 100 shares should be provided for. This possibility serves to avoid fractional amounts when determining the quotas to be acquired, as well as small residual quantities, and thus facilitates the technical execution of the share buyback. This also enables any de facto disadvantaging of small shareholders to be avoided. Moreover, the prorated allotment may be based on the proportion of shares offered (tender ratios), rather than on shareholdings; this allows the acquisition process to be executed in an economically reasonable manner. Finally, it should be possible to round the number of shares up or down in line with commercial principles to avoid fractional shares. Here, the purchase ratio and number of shares to be acquired from individual tendering shareholders can be rounded up or down to the extent technically necessary to facilitate the acquisition of whole shares. The Board of Management considers the exclusion of any more far-reaching statutory tender rights on the part of shareholders as objectively justified and appropriate.

As well as acquisition via the stock exchange, public purchase offers addressed to all shareholders, or public calls for the submission of tenders addressed to all shareholders, the authorization provides for the option of executing the acquisition by means of put options made available to shareholders by the company. These put options are structured such that the company is only obliged to acquire whole shares. Should this mean that the put options cannot be exercised, they will lapse unless the Board of Management resolves that they can be traded. This procedure treats the shareholders equally and facilitates the technical processing of the share buyback.

Use of treasury stock shares

First and foremost, it should be possible for the treasury stock shares to be used in return for non-cash consideration in the context of business combinations or the acquisition of companies or participations consistent with the company's object. International competition and globalization make it necessary to have the option of acquiring companies or participations by way of share swaps. The proposed exclusion of subscription rights provides the company with scope needed to swiftly and flexibly exploit any opportunities arising for business combinations or acquisitions of participations. This is because the shares can be sold to specific cooperation partners without having to resort to the more prolonged and costly route of drawing on authorized capital in return for non-cash contributions. In determining the relation between the respective values, the Board of Management will ensure that the interests of the shareholders are appropriately safeguarded. In measuring the value of shares granted as consideration, the Board of Management will take the listed price of company shares as a basis. However, no rigid link to a specific listed price is provided for, not least so as not to endanger the results achieved in negotiation due to fluctuations in the listed price.

For shares sold to third parties in return for cash consideration in off-market transactions, the exclusion of subscription rights for shares bought back is dependent on the consideration agreed on by the company not falling materially short of the listed price at the time of the sale.

Moreover, the authorization is subject to the proviso that shares sold to the exclusion of shareholders' subscription rights pursuant to § 186 (3) Sentence 4 AktG may not exceed a total of 10% of the share capital, either upon the authorization coming into force or upon its utilization. Shares issued from authorized capital to the exclusion of subscription rights during the term of this authorization pursuant to § 186 (3) Sentence 4 AktG are imputed to this limit. Furthermore, shares to service convertible bonds issued on the basis of a possible future authorization and to the exclusion of subscription rights with corresponding application of § 186 (3) Sentence 4 AktG are also imputed to this limit. This safeguards shareholders' interest in the minimal encroachment of their rights. Here, the company draws on the simplified exclusion of subscription rights provided for in § 71(1) No. 8 AktG in conjunction with § 186 (3) and (4) AktG. The authorization is in the interests of the company and its shareholders, as it provides the company with greater flexibility and allows it to sell shares in a targeted manner to cooperation partners.

The authorization to sell treasury stock shares should also include the possibility of using treasury stock shares to service the company's share option programs resolved at the Annual General Meetings on June 6, 2013 and May 30, 2018.

Furthermore, it should be possible to use the treasury stock shares to execute a so-called scrip dividend. Here, the Board of Management is to be authorized to exclude shareholders' subscription rights to execute a scrip dividend on optimal terms. For scrip dividends using treasury stock shares, shareholders are given the option of assigning to the company their claim to payment of the dividend resolved by the Annual General Meeting with regard to the appropriation of profit in order to be able to subscribe to treasury stock shares in return.

A scrip dividend using treasury stock shares may be executed by way of an offer addressed to all shareholders while protecting their subscription rights and with due observance of the equal treatment

principle (§ 53a AktG). Shareholders are only offered whole shares for subscription in each case; shareholders receive a cash dividend for that part of the dividend entitlement that falls short of (or exceeds) the subscription price for a whole share and cannot subscribe shares in this respect; no provision has been made for offering partial rights or for establishing trading in subscription rights or fractions thereof. As shareholders receive a prorated cash dividend rather than subscribing treasury stock shares this approach appears to be justified and appropriate.

Depending on the capital market situation, it may in specific cases be in the interests of the company and its shareholders to structure the execution of a scrip dividend using treasury stock shares in such a way that the Board of Management offers treasury stock shares for subscription to all shareholders who are entitled to dividends in return assigning their dividend entitlement, with due observance of the general equal treatment principle (§ 53a AktG) but with formal exclusion of all subscription rights. The formal exclusion of subscription rights makes it possible to execute the scrip dividend on more flexible terms. As the treasury stock shares are offered to all shareholders and excess partial dividend amounts are settled by paying a cash dividend, the exclusion of subscription rights would also appear to be justified and appropriate.

To protect company shareholders against any dilution in their shareholdings, the arithmetic portion of share capital, taking due account of other shares in the company, that is sold or issued to the exclusion of subscription rights during the term of this authorization, or that has to be issued due to bonds issued to the exclusion of subscription rights during the term of this authorization, may not exceed an arithmetic maximum of 10% of share capital existing upon the entry into force of the authorization or upon its utilization (mutual imputation).

Furthermore, it should be possible for the company to retire treasury stock shares without a further resolution by the Annual General Meeting.

The company currently has no specific plans to draw on the authorization.

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General information on participation in the virtual Annual General Meeting

Based on § 1 COVID-19-G, the Board of Management has resolved to hold the Annual General Meeting not as an event with physical attendance, but rather exclusively as a virtual Annual General Meeting. The Supervisory Board has approved this resolution pursuant to § 1 (6) COVID-19-G. As a result of this resolution, and as outlined in the conditions governing participation set out below, our shareholders can following the Annual General Meeting electronically via the shareholder portal made available on the homepage of STRATEC SE at www.stratec.com/agm and can exercise their rights as shareholders and cast their votes. The electronic registration process at the shareholder portal is presented in greater detail below.

Conditions for participating in the virtual Annual General Meeting and exercising voting rights

To participate in the virtual Annual General Meeting and exercise their voting rights, shareholders in the company must be entered as such in the company's Share Register and have registered with the company prior to the Annual General Meeting.

Our shareholders will receive a registration form together with the invitation to the Annual General Meeting.

This registration form provides shareholders with the following possibilities:

- Issue power(s) of attorney and instructions to the voting proxies appointed by the company
- Request an access card to the virtual Annual General Meeting for an authorized person
- Request an access card to the virtual Annual General Meeting for the shareholder

Notification of registration must be received by the company in text form by **June 1, 2020 (24:00 CEST)** at the following address, fax number, or e-mail address:

STRATEC SE
c/o Computershare Operations Center
80249 Munich
Germany

Fax: +49 89 30903-74675

E-mail: anmeldestelle@computershare.de

Intermediaries, shareholders' associations, and persons deemed equivalent to such pursuant to § 135 (8) AktG may only exercise voting rights for shares which do not belong to them, but for which they are registered as the holder in the Share Register, on the basis of an authorization issued by the person who owns the shares.

Following receipt of registration by the company, access cards to the virtual Annual General Meeting will be forwarded to the shareholders or the third parties thereby authorized. The access data required to access the shareholder portal is printed on each access card. The access data consists of the access card number and a password. Should an access card be lost in the post, shareholders should contact the following e-mail address, stating their first name, surname, full address, and shareholder number: stratec2020@itteb.de. To ensure that shareholders receive access cards in good time, we would ask them to forward their registration to the company at their earliest convenience.

Disposals of shares and transfers in the Share Register

Registration for the Annual General Meeting will not result in shares being deactivated or blocked. Shareholders may therefore continue to freely dispose of their shares following registration.

Participation and voting rights are based on the shareholdings entered in the Share Register on the day of the Annual General Meeting. These correspond to the shareholdings resulting from the transfer applications received by the company by **June 1, 2020 (24:00 CEST)**. For technical reasons, transfer applications received by the company from this time until the day of the Annual General Meeting (both dates inclusive) will result in a halt on transfers, i.e. neither registrations nor de-registrations will be executed up to and including **June 8, 2020 (24:00 CEST)**.

Procedures for participating in the virtual Annual General Meeting and casting votes electronically during the Annual General Meeting

Within the framework set out below, shareholders will be able to follow the Annual General Meeting via the internet and cast their votes electronically. This also requires the shareholders entered in the Share Register to have registered correctly in accordance with the procedure set out above in "Conditions for participating in the virtual Annual General Meeting and exercising voting rights". The entire Annual General Meeting will be broadcast live (video and audio) from **1.00 p.m. (CEST) on June 8, 2020** on the shareholder portal at www.stratec.com/agm. During the Annual General Meeting, the shareholder portal will enable our shareholders to follow the meeting in its entirety and to cast their votes electronically. Votes may be cast during the timeframe stipulated by the meeting chairman when opening voting. Through to the end of this timeframe, shareholders also have the option of recalling or amending the electronic votes cast via the shareholder portal. Shareholders may authorize the company's voting proxies during the Annual General Meeting through to the beginning of voting.

Voting procedures for authorized parties

Shareholders who are entered in the Share Register and have registered to participate in the Annual General Meeting but do not wish to exercise their voting rights in person at the virtual Annual General Meeting may authorize an intermediary, a shareholders' association, or another person of their choice to exercise their voting rights. Also if they grant an authorization to exercise voting rights, shareholders have to ensure that they comply with the conditions for participating in the Annual General Meeting and exercising voting rights specified in the above section. If the authorization is granted neither to an intermediary, nor to a shareholders' association, nor to another person, institution or company deemed equivalent to such (§ 135 (8) and (10), § 125 (5) AktG), then the issuing of a power of attorney, revocation of such, and proof of authorization vis-à-vis the company require text form (§ 126b of the German Civil Code [*Bürgerliches Gesetzbuch* – hereinafter "BGB"]).

To issue powers of attorney to intermediaries, shareholders' associations, voting rights advisors and other persons, institutions, or companies deemed equivalent to such pursuant to § 135 (8) AktG with respect to the exercise of voting rights, to revoke such powers, and to document such authorizations, due application is made of § 135 AktG. Accordingly, the authorized party is required to keep a verifiable record of the power of attorney. This must be complete and may contain only declarations relating to the exercise of voting rights. Furthermore, the authorized party may have stipulated special regulations for its own authorization; this should be clarified with the authorized party in advance.

The issuing of a power of attorney, its revocation, and the proof of authorization must be compiled in text form (§ 126 BGB). The authorization may be documented by communicating the power of attorney in advance by post, fax, or e-mail to the following address such that it is received by the company no later than **4.00 p.m. (CEST) on June 5, 2020**:

STRATEC SE
c/o ITTEB GmbH & Co. KG
Vogelanger 25
86937 Scheuring
Germany

Fax: +49 8195 77 88 600

E-mail: stratec2020@itteb.de

For powers of attorney only issued after the expiry of the registration deadline, the authorized party no longer needs to be registered, but can exercise the shareholder's voting rights irrespective of its own registration, provided that the shareholder itself was registered within the deadline and the shareholder provides the authorized party with the access code received for the AGM portal. In this case, the issuing of the power of attorney does not require text form. Use of the access code by the authorized party is deemed as proof of authorization.

We offer our shareholders the option of authorizing a proxy appointed by the company to represent them in accordance with their instructions at the virtual Annual General Meeting. To this end, proxies must be issued with (a) power(s) of attorney and instructions for exercising voting rights. It should be noted that proxies may not accept instructions pertaining to procedural motions prior to or during the Annual General Meeting, neither may they submit proposals or candidate nominations for the first time in the Annual General Meeting itself. Moreover, they may not submit any motions or queries on behalf of the shareholder, object to any resolutions. Furthermore, they may only exercise voting rights for those agenda items for which they have received instructions from the shareholder.

Shareholders can issue power(s) of attorney and instructions to the voting proxies appointed by the company electronically using the shareholder portal made available by the company at the internet address www.stratec.com/agm from **May 11, 2020**. This in all cases requires correct and timely registration in line with the aforementioned requirements set out in "Conditions for participating in the virtual Annual General Meeting and exercising voting rights". Registration for the shareholder portal is executed in accordance with the aforementioned requirements set out in "Procedures for participating in the virtual Annual General Meeting and casting votes electronically during the Annual General Meeting". Via this shareholder portal, powers of attorney (with instructions) may be issued to the voting proxies appointed by the company through to the start of voting and amended or revoked through to the end of voting. Powers of attorney and instructions may also be issued using the access card sent upon request to shareholders by returning this to the address stated on the card. Furthermore, power(s) of attorney and instructions may also be forwarded in text form, stating the name of the person submitting the declaration, until **4.00 p.m. (CEST) on June 5, 2020** to the following address, fax number, or e-mail address:

STRATEC SE
c/o ITTEB GmbH & Co. KG
Vogelanger 25
86937 Scheuring
Germany

Fax: +49 8195 77 88 600

E-mail: stratec2020@itteb.de

Power(s) of attorney and instructions may also be revoked or amended in text form using the aforementioned channels through to (receipt at company) **4.00 p.m. (CEST) on June 5, 2020**.

Declaration of objection

As shareholders may only cast their votes electronically or by issuing a power of attorney, § 1 (2) Sentence 1, No. 4 COVID-19-G waives the requirement for shareholders to appear in person at the Annual General Meeting if they wish to declare an objection to the written records and waives the declaration on written records otherwise required by § 245 No. 1 AktG. Shareholders that have exercised their voting right either by way of voting right representation or themselves by way of electronic absentee voting may object to a resolution adopted by the Annual General Meeting by contacting the attesting notary present at the meeting electronically via the shareholder portal before the end of the Annual General Meeting.

Requests for items to be added to the agenda pursuant to Article 56 of the SE Regulation, § 50 (2) of the German SE Implementation Act (SEAG), and § 122 (2) AktG in conjunction with § 1 (3) Sentence 4 COVID-19-G

Shareholders whose aggregate shares make up one twentieth of the share capital or the prorated amount of € 500,000.00 (corresponding to 500,000 shares) may request that items be added to the agenda and published. Each new item must be accompanied by a substantiation or a draft resolution. Such requests must be received by the company's Board of Management at the latest by **May 8, 2020 (24:00 CEST)**. Such requests should be made in writing to the following address:

STRATEC SE
Board of Management
Reference "AGM"
Gewerbestr. 37
75217 Birkenfeld
Germany

Unless already made public together with the invitation, additions to the agenda which require disclosure are published immediately upon receipt of the request in the German Federal Gazette. Moreover, they are published on the company's website at www.stratec.com/agm and communicated to the shareholders in accordance with statutory provisions.

Motions and candidate nominations submitted by shareholders pursuant to § 126 (1) and § 127 AktG

Each shareholder is entitled, also prior to the Annual General Meeting, to submit countermotions to the resolutions proposed by the Board of Management and/or Supervisory Board on specific agenda items and to submit nominations. Such countermotions and nominations including the name of the shareholder must be made available by the company pursuant to § 126 (1) and § 127 AktG if they are received by the company at following address, fax number, or e-mail address:

STRATEC SE
Reference "AGM"
Gewerbestr. 37
75217 Birkenfeld
Germany

Fax: +49 7082 7916-999

E-mail: hauptversammlung@stratec.com

by **May 24, 2020 (24:00 CEST)** and otherwise conform to statutory requirements. These particularly include the requirement to substantiate countermotions (but not nominations). § 126 (2) and § 127 Sentences 1 and 3 AktG list the requirements which, if met, mean that countermotions and nominations do not have to be published. In line with statutory regulations, countermotions and nominations requiring publication are published on the company's website at www.stratec.com/agm. Any comments or statements by the Board of Management and/or Supervisory Board with regard to the countermotions and nominations are also published there.

No countermotions or candidate nominations may be submitted during the virtual Annual General Meeting.

Right to information pursuant to § 131 (1) AktG, right to ask questions pursuant to § 1 (2) Sentence 1, No. 3 COVID-19-G

Pursuant to § 1 (2) Sentence 2 COVID-19-G, a virtual Annual General Meeting significantly curtails shareholders' right to information. Under this legislation, shareholders merely have the opportunity to ask questions electronically. The Board of Management may also stipulate that questions must be submitted no later than two days prior to the Annual General Meeting. Subject to approval by the Supervisory Board, the Board of Management of STRATEC SE has exercised this option and stipulated that questions must be received no later than two days prior to the meeting, i.e. at the latest by **24:00 (CEST) on June 5, 2020**. Questions must be submitted electronically via the shareholder portal made available by STRATEC SE at the internet address www.stratec.com/agm from **May 11, 2020**. Pursuant to § 1 (2) Sentence 2 COVID-19-G, the Board of Management decides at its due and free discretion as to which questions it answers – and thus deviates in this respect from § 131 AktG. Based on the explanatory memorandum accompanying § 1 (2) Sentence 2 COVID-19-G, the Board of Management is not required to answer all questions; it may summarize questions and select questions deemed worthwhile in the interests of other shareholders.

Further explanations of shareholders' rights

Further explanations of the aforementioned shareholders' rights pursuant to Article 56 of the SE Regulation, § 50 (2) of the German SE Implementation Act (SEAG), § 122 (2), § 126 (1), § 127, and § 131 (1) AktG can be found on the company's website at www.stratec.com/agm.

Total number of shares and voting rights

At the time at which the Annual General Meeting was convened, the company's share capital amounts to € 12,030,295 and is divided into 12,030,295 no-par registered shares. Each share grants one vote. The total number of shares and voting rights therefore amounts to 12,030,295 upon the convening of the meeting. This total also includes 4,995 treasury stock shares held at that time which do not confer any rights on the company.

Reference to company website

The documents to be made available to the Annual General Meeting and further information relating to the Annual General Meeting are available on the company's website at www.stratec.com/agm from the date on which the meeting is convened onwards. Official voting results are also published here after the Annual General Meeting.

The documents to be made available to the Annual General Meeting will also be available at www.stratec.com/agm during the Annual General Meeting.

Data protection information for shareholders

To enable shareholders and shareholder representatives to exercise their rights in the context of the Annual General Meeting, STRATEC SE processes shareholders' personal data (in particular: their name, address, e-mail address, number of shares, share class, type of share ownership, and access card number) and, where applicable, the name and address of any person furnished by the respective shareholder with powers of representation on the basis of applicable data protection legislation. By reference to the European General Data Protection Regulation ("GDPR") dated May 25, 2018, we hereby inform you about the processing of your personal data for the purpose of holding the Annual General Meeting.

The processing of your personal data is absolutely necessary for your participation in the Annual General Meeting. The body responsible for processing this data pursuant to Article 4 No. 7 GDPR is STRATEC SE, Gewerbestr. 37, 75217 Birkenfeld, Germany. The legal basis for processing the data is provided by Article 6 (1) c) GDPR. Data processing takes place exclusively within the EU or the EEA.

STRATEC SE only provides those service providers it commissions to organize and hold the Annual General Meeting with that personal data necessary for them to perform the services thereby commissioned. These service providers process such data solely at the instruction of STRATEC SE.

The personal data is stored for the duration of the statutory retention periods and subsequently deleted without delay. STRATEC SE at no time performs automated individual decision-making, including profiling, pursuant to Article 22 GDPR.

Consistent with the statutory requirements of Articles 15 to 20 GDPR, you are at all times entitled to request information about your personal data, or to request the rectification, restriction, or deletion of such, or the processing of such, and are also entitled to data portability. You may assert these rights free of charge by contacting STRATEC SE as follows:

STRATEC SE
Gewerbestr. 37
75217 Birkenfeld
Germany

Tel: +49 7082 7916-0

Furthermore, pursuant to Article 77 GDPR you are entitled to lodge a complaint with the responsible supervisory body if you are of the opinion that STRATEC SE is illegitimately processing your personal data.

You can contact our Data Protection Officer at: Company Data Protection Officer, STRATEC SE, Gewerbestr. 37, 75217 Birkenfeld, Germany; E-mail: datenschutz@stratec.com.

Birkenfeld, April 2020

STRATEC SE

The Board of Management