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**STRATEC SE**

**Birkenfeld**

**ISIN DE000STRA555 – WKN STRA55**

## **Invitation to the Annual General Meeting**

We hereby invite our shareholders to attend the

### **Annual General Meeting of STRATEC SE**

to be held at CongressCentrum Pforzheim, Mittlerer Saal,  
Am Waisenhausplatz 1-3, 75172 Pforzheim  
at 1.00 p.m. /CEST) on Wednesday, May 29, 2019.

## **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, 2018, 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 (HGB), and the report of the Supervisory Board for the 2018 financial year**

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

### **2. Resolution on the appropriation of balance sheet profit**

The Management Board and the Supervisory Board propose that the balance sheet profit reported in the adopted annual financial statements of STRATEC SE as of 31 December 2018 amounting to € 69,853,155.40 be appropriated as follows:

Payment of a dividend of € 0.82 per no-par value share entitled to a dividend payable on 4 June 2019 corresponding to a total amount of € 9,810,685.00 as well as profit carried forward in the amount of € 60,042,470.40.

The proposal regarding the appropriation of profit takes into account the treasury shares held directly or indirectly by the Company at the time of the convocation, which are not entitled to a dividend payment pursuant to section 71(b) of the German Stock Corporation Act (AktG – Aktiengesetz). The number of shares entitled to a dividend may change prior to the Annual General Meeting. In such instance, an amended resolution proposal on the appropriation of profit will be submitted to the Annual General Meeting without changing the proposed payment of € 0.82 per no-par value share entitled to a dividend.

### **3. Resolution on the ratification of the actions of the members of the Management Board**

The Management Board and the Supervisory Board propose that the members of the Management Board officiating during the financial year 2018 be ratified for the financial year 2018.

### **4. Resolution on the ratification of the actions of the members of the Supervisory Board**

The Management Board and the Supervisory Board propose that the members of the Supervisory Board officiating during the financial year 2018 be ratified for the financial year 2018.

### **5. Resolution on the appointment of the auditors for the annual financial statements and the consolidated financial statements**

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 the financial year 2019. In addition, the auditor will carry out the audit or review of the interim financial report as of 30 June 2019, if any.

### **6. Resolution on the election of new Supervisory Board members**

The term in office of Supervisory Board members expires upon the conclusion of this Annual General Meeting. Apart from Fred K. Brückner, the Supervisory Board members currently in office are available for re-election. The Supervisory Board proposes the election of Dr. Frank Hiller to replace its retiring member, Mr. Fred K. Brückner.

Pursuant to Article 17 of the German SE Implementation Act (SEAG) and § 8 (8.1) of the Articles of Association, the Supervisory Board of STRATEC SE comprises individuals elected by the Annual General Meeting.

The Supervisory Board proposes that the following individuals should be elected as members of the Supervisory Board through to the conclusion of the Annual General Meeting ratifying their actions for the 2023 financial year:

a) Dr.-Ing. Frank Hiller, CEO of Deutz AG, Feldafing, Germany

Dr. Hiller is currently not a member of any other statutory supervisory boards or comparable supervisory bodies at domestic or foreign commercial enterprises pursuant to § 125 (1) Sentence 3 of the German Stock Corporation Act (AktG).

b) Rainer Baule, Managing Director of Baule GmbH, Businessman, Überlingen, Germany

Mr. Baule is currently a member of the following statutory supervisory boards in Germany or comparable supervisory bodies at domestic or foreign commercial enterprises:

- DITABIS Digital Biomedical Imaging Systems AG, Pforzheim, Germany
- Vorwerk & Co. KG, Wuppertal, Germany (Chairman)
- Else Kröner-Fresenius-Stiftung, Bad Homburg, Germany

c) Prof. Dr. Stefanie Remmele, Landshut, Professor of Medical Technology at University of Applied Sciences in Landshut, Germany

Prof. Dr. Remmele is currently not a member of any other statutory supervisory boards or comparable supervisory bodies at domestic or foreign commercial enterprises pursuant to § 125 (1) Sentence 3 of the German Stock Corporation Act (AktG).

The members are to be elected on an individual basis.

Furthermore, it is planned to propose Dr. Frank Hiller, should he be elected to the Supervisory Board, as the new candidate for Supervisory Board Chairman. The election of the Chairman is scheduled to take place immediately after this Annual General Meeting.

Based on the assessment by the Supervisory Board, none of the individuals hereby proposed for election has any relationship to the directors and officers of STRATEC SE or any shareholder with a significant interest in STRATEC SE in the manner defined in Point 5.4.1 of the German Corporate Governance Code.

The CVs of the candidates proposed for election to the Supervisory Board are available on the Company's website.

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### **Prerequisites for attending the Annual General Meeting and for exercising voting rights**

Only those shareholders of the Company who are entered in the Company's share register as shareholders of the Company and register with the Company prior to the Annual General Meeting are entitled to participate in the Annual General Meeting and to exercise their voting rights.

Such notification of registration must be received by the Company in text form by 22 May 2019 (24:00 CEST) at the following address, telefax number or e-mail address:

STRATEC SE  
c/o Computershare Operations Centre  
80249 Munich  
Germany  
Telefax: +49 89 30903-74675  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Credit institutions, shareholders' associations as well as persons, institutions or companies deemed as equivalent to such pursuant to section 135 paragraph 8 or section 135 paragraph 10 in conjunction with section 125 paragraph 5 of the German Stock Corporation Act (AktG – Aktiengesetz) may exercise voting rights respective to shares which do not belong to them, but for which they are registered as the holder in the share register, only by virtue of an authorization issued by the person who owns the shares.

Following the receipt of the registration documentation by the company, shareholders will be sent admission tickets for the Annual General Meeting. To ensure the timely receipt of the admission tickets, we kindly request shareholders to provide for an early submission of their registration documentation to the Company.

Contrary to the registration to the Annual General Meeting, the admission ticket is not a prerequisite for attending the Annual General Meeting. It rather serves to facilitate access control to the Annual General Meeting.

### **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 their registration.

The share portfolio entered in the share register on the day of the Annual General Meeting is relevant for the exercise of the right to attend and vote. Such number will correspond to the portfolio resulting from the transfer applications received by the Company by 22 May 2019 (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) shall result in a stoppage of transfers, i.e. neither registrations nor de-registrations shall be carried out up to and including 29 May 2019.

## Voting procedures for authorised parties

Shareholders who are entered in the share register and have registered their attendance in the Annual General Meeting and do not wish to exercise their voting rights in person during the Annual General Meeting may authorize a credit institution, a shareholders' association or another person of their choice to exercise their voting rights. Also in the event of granting an authorization to exercise voting rights, shareholders have to ensure that they comply with the prerequisites for attending the Annual General Meeting and for exercising the voting rights as specified in the section above. If a shareholder grants power of attorney to more than one person, then the Company may reject one or several of these persons.

**If neither a credit institution nor a shareholders' association** or any other persons, institutions or companies deemed as equivalent to such (section 135 paragraphs 8 and 10, section 125 paragraph 5 of the German Stock Corporation Act (AktG – Aktiengesetz)) are given authorization, any issuance of a power of attorney, the revocation thereof and the proof of authorization vis-à-vis the Company requires text form (section 126b of the German Civil Code (BGB – Bürgerliches Gesetzbuch)). Issuance/revocation or provision of proof may be effected by using the registration form or the admission ticket and sending it to the address stated therein/thereupon, or otherwise in text form by specifying the person making the declaration and sending it to the address, telefax number or e-mail address specified below:

STRATEC SE  
c/o Computershare Operations Centre  
80249 Munich  
Germany  
Telefax: +49 89 30903-74675  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

An authorization may also be evidenced by the authorised party showing the power of attorney at the access control on the day of the Annual General Meeting.

Section 135 of the German Stock Corporation Act (AktG - Aktiengesetz) shall apply to the issuance of a power of attorney to **credit institutions, shareholders' associations** and any other persons, institutions or companies deemed as equivalent to such pursuant to section 135 paragraph 8 or section 135 paragraph 10 and section 125 paragraph 5 of the German Stock Corporation Act (AktG - Aktiengesetz) with respect to the exercise of voting rights as well as to the revocation and the proof of such authorization. Under this section, the authorised party is required to keep a verifiable record of such power of attorney. It must be complete and may contain only declarations relating to the exercise of voting rights. Furthermore, the respective authorised party may have stipulated special regulations for their own authorization; this should be clarified with the respective authorised party in advance.

We offer our shareholders the option of authorizing **a proxy appointed by the Company** to represent them during the vote in accordance with their instructions. For this purpose, proxies must be issued (a) power(s) of attorney and instructions for the exercise of voting rights. In this context, it is important to note that proxies may not accept instructions pertaining to procedural motions or proposals or candidate nominations submitted for the first time in the Annual General Meeting prior to or during the Annual General Meeting. Moreover, they may not lodge any motions or queries on behalf of the shareholder nor clarify contradictions. Further, they may exercise voting rights only on such agenda items on which they have received instructions from the shareholder.

Shareholders may issue (a) power(s) of attorney and instructions to proxies appointed by the Company on the registration form provided with the invitation by sending it to the address stated therein. In addition, it is possible to issue (a) power(s) of attorney and instructions by way of the admission ticket, sent to the shareholder upon request, by submitting it to the address stated thereupon. Furthermore, power(s) of attorney and instructions may be issued in text form by specifying the person making the declaration no later than 27 May 2019 (16:00 CEST) by sending them to the following address, telefax number or e-mail address:

STRATEC SE  
c/o Computershare Operations Centre  
80249 Munich  
Germany  
Telefax: +49 89 30903-74675  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Power(s) of attorney and instructions may also be revoked or amended in text form as indicated above prior to the Annual General Meeting and be received no later than 27 May 2019 (16:00 CEST).

Shareholders may exercise their rights in person even after granting a power of attorney. **Attendance in person** shall be deemed to constitute a revocation of any power of attorney previously granted.

### **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), § 122 (2) of the German Stock Corporation Act (AktG)**

Shareholders whose aggregate shares make up one twentieth of the share capital or achieve the pro rata 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 an explanation or a draft resolution. Such requests must be received by the Company's Management Board at latest by 28 April 2019 (24:00 CEST). Please direct such request in writing to the following address:

STRATEC SE  
Vorstand  
Stichwort „Hauptversammlung“  
Gewerbestr. 37  
75217 Birkenfeld  
Germany

Unless 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](http://www.stratec.com/agm) and communicated to the shareholders in accordance with statutory provisions.

### **Motions and candidate nominations submitted by shareholders pursuant to section 126 paragraph 1 and section 127 of the German Stock Corporation Act (AktG – Aktiengesetz)**

Even prior to the Annual General Meeting, every shareholder has the right to submit countermotions to the resolutions proposed by the Management Board and/or Supervisory Board on specific agenda items as well as to submit nominations. Such countermotions and nominations including the name of the shareholder are to be made available by the Company pursuant to section 126 paragraph 1 and section 127 of the German Stock Corporation Act (AktG – Aktiengesetz), if they are received by the Company at following address, telefax number or e-mail address:

STRATEC SE  
Stichwort „Hauptversammlung“  
Gewerbestr. 37  
75217 Birkenfeld  
Germany  
Telefax: +49 7082 7916-999  
E-mail: [hauptversammlung@stratec.com](mailto:hauptversammlung@stratec.com)

by 14 May 2019 (24:00 CEST) and are in accordance with the statutory requirements. This includes, in particular, the requirement to substantiate countermotions (but not nominations). Section 126 paragraph 2 and section 127 sentences 1 and 3 of the German Stock Corporation Act (AktG – Aktiengesetz) govern the preconditions which, if met, preclude countermotions and nominations from being made mandatorily available. In accordance with statutory regulations, access is provided on the Company's website at [www.stratec.com/agm](http://www.stratec.com/agm). Comments or statements by the Management Board and/or Supervisory Board with regard to countermotions and nominations, if any, will also be published there.

In order to be considered at the Annual General Meeting, countermotions and nominations must be submitted at the Annual General Meeting, even if they have been sent to the Company and made accessible by it pursuant to section 126 paragraph 1 and section 127 of the German Stock Corporation Act (AktG – Aktiengesetz).

## **Right to information pursuant to section 131 paragraph 1 of the German Stock Corporation Act (AktG – Aktiengesetz)**

At the Annual General Meeting, each shareholder or shareholder representative may request the Management Board to provide information about the Company's affairs to the extent that such information is necessary for the proper evaluation of an item on the agenda. The duty to provide information also extends to the legal and business relations of the Company with an affiliated company as well as the position of the Group and of the companies included in the consolidated financial statements. The information shall comply with the principles of conscientious and faithful accounting. As a rule, information is to be supplied verbally; in this respect, shareholders shall not be entitled to receive information in writing. The Management Board may refrain from responding to individual questions for the reasons set forth in section 131 paragraph 3 of the German Stock Corporation Act (AktG – Aktiengesetz), for instance, if the information based on prudent commercial assessment is likely to cause a substantial disadvantage to the Company or any of its affiliated companies (e.g. no disclosure of business secrets).

## **Further explanations as to 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) of the German Stock Corporation Act (AktG) can be found on the Company's website at [www.stratec.com/agm](http://www.stratec.com/agm).

## **Total number of shares and voting rights**

At the time of the convocation of the Annual General Meeting, the share capital of the Company amounts to € 11,969,245.00 and is divided into 11,969,245 no-par value registered shares. Each share grants one vote. The total number of shares and voting rights therefore amounts to 11,969,245 at the time the meeting is convened. Such total also includes 4,995 treasury shares held at that time which do not confer any rights on the Company.

## **Annual General Meeting documents; publication on the Company's website**

Following the convocation of the Annual General Meeting, the present invitation to the Annual General Meeting, the documents which are to be made available to the Annual General Meeting, in particular such documents pertaining to agenda items 1 and 6, as well as further information relating to the Annual General Meeting are available on the Company's website at [www.stratec.com/agm](http://www.stratec.com/agm).

The documents to be made available to the Annual General Meeting will also be available at the Annual General Meeting on 29 May 2019.

## **Company information**

Extensive information about STRATEC is provided on the Company's website at [www.stratec.com](http://www.stratec.com).

## **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 admissions ticket 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. Since the entry into effect of the European Data Protection Regulation ("GDPR") on May 25, 2018, new data protection requirements have been in force across Europe. In view of this, 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 Company's Data Officer at: STRATEC SE, Gewerbestr. 37, 75217 Birkenfeld, Germany; E-mail: [datenschutz@stratec.com](mailto:datenschutz@stratec.com)

Birkenfeld, April 2019

STRATEC SE

The Management Board