



STRATEC SE

2025 Remuneration System
for the Members of the Board of Management

A. BASIC FEATURES OF THE 2025 REMUNERATION SYSTEM FOR THE MEMBERS OF THE BOARD OF MANAGEMENT OF STRATEC SE

The remuneration system for the members of the Board of Management is consistent with the requirements of the German Stock Corporation Act (AktG), most recently amended by Article 18 of the Fourth German Bureaucracy Reduction Act (BEG IV) dated October 23, 2024 (Federal Law Gazette 2024 Part I No. 323), as well as with the requirements of the 2022 German Corporate Governance Code (DCGK 2020).

The current employment contracts with members of the Board of Management still have terms running until November 2028 and December 2030 respectively. The remuneration system is applicable to all employment contracts newly concluded with members of the Board of Management, as well as to reappointments.

Consistent with market practice, the remuneration system presented here is intended to continue providing incentives to promote the sustainable and long-term management of the company. Material aspects of the system are based on the existing remuneration system. The principal amendments relate to optimizations and objectifications.

Caps have been stipulated for all variable remuneration components. The holding and waiting periods for long-term share-based variable remuneration all amount to at least four years. Maximum remuneration, which accounts for all components of remuneration, is stipulated on an individual basis for all members of the Board of Management. In the event of the annual financial statements being incorrect, part or all of the variable remuneration may be clawed back.

B. REMUNERATION SYSTEM IN DETAIL

I. Maximum remuneration (§ 87a (1) Sentence 2 No. 1AktG)

The total remuneration to be granted for a financial year (aggregate total of all remuneration amounts expended for the respective financial year, including basic annual salary, variable remuneration components, pension expenses, and ancillary benefits) is capped at a maximum amount ("maximum remuneration"). Maximum remuneration amounts to € 2,500,000 for the CEO and to € 1,800,000 each for other members of the Board of Management.

II. Contribution made by remuneration to promoting the business strategy and long-term development of STRATEC SE (§ 87a (1) Sentence 2 No. AktG)

The remuneration system provides incentives that are consistent with and promote this business strategy. Unless agreed otherwise, the financial targets for short-term remuneration (short-term incentive: "STI") refer to the EBITDA performance figure, thus promoting a focus on profitability and the generation of efficiencies. The LTI performance factor creates incentives for the company's long-term profitability and operative enhancement. The non-

financial targets included in the LTI promote the company's further development and its strategy, which places one focus on social and ecological aspects. Finally, the remuneration system makes a contribution to attracting qualified management personalities to the company and retaining them on a long-term basis.

III. Remuneration components (§ 87a (1) Sentence 2 No. 3 AktG)

1. Overview of remuneration components and their relative share of total remuneration

The remuneration of members of the Board of Management comprises fixed and variable components. The fixed components include the fixed annual salary, ancillary benefits, and pension contributions. The variable components are the STI and the LTI. The relative share of all fixed and variable remuneration components is stated as a proportion of target total remuneration and explained below. Target total remuneration for the respective financial year comprises the fixed annual salary, the STI based on the target value for 100% target achievement, the LTI based on the allocation amount corresponding to the 100% target amount, pension expenses, and ancillary benefits.

Excluding the company pension scheme and ancillary benefits, fixed remuneration accounts for a 25% to 45% share of target total remuneration, while variable remuneration makes up 55% to 75% of target total remuneration. Within variable remuneration, STI (100% target amount) accounts for 20% to 30% of target total remuneration, while LTI (allocation amount corresponding to 100% target amount) accounts for 35% to 45% of target total remuneration.

2. Fixed remuneration components

2.1 Basic annual salary

The basic annual salary is fixed in its amount, paid in cash and based on the full financial year. It is aligned to the area of responsibility of the respective member of the Board of Management and paid as salary in twelve monthly instalments.

2.2 Pension benefits

The company grants pension benefits to members of the Board of Management in the form of annual allocations to pension fund commitments (and/or capital commitments) and a customary level of direct insurance. In future, annual allocations to pension fund commitments and direct insurances may continue to be granted to members of the Board of Management.

2.3 Ancillary benefits

The ancillary benefits granted by the company include a company car that may also be used privately. Furthermore, members of the Board of Management are covered by D&O insurance with a deductible that is consistent with the requirements of the German Stock Corporation Act (AktG), namely 10% of damages up to one and a half times the basic annual salary. Moreover, members of the Board of Management are covered by an accident insurance policy for accidents both at and outside work. In addition, members of the Board of Management receive an allowance for health and nursing care insurance, the amount of which corresponds to the statutory requirements applicable to employees for contribution allowances to voluntarily insured persons.

3. Variable remuneration components

3.1 Performance-related bonus

Short-term variable remuneration (short-term incentive - "STI") is a performance-related bonus with a one-year assessment period. STI is based on the achievement of a specified level of consolidated EBITDA. Consolidated EBITDA is defined as consolidated EBIT plus amortization/depreciation of noncurrent intangible assets and property, plant and equipment, and less write-backs of non-current assets and property, plant and equipment at the STRATEC Group.

The specifications made include a minimum level of consolidated EBITDA (basic amount) from which STI is granted and a target level of consolidated EBITDA from which 100% of the STI may be granted. The amount disbursed is calculated on the basis of a percentage amount by which consolidated EBITDA exceeds the minimum level. For ordinary members of the Board of Management, STI has a target amount of € 250,000 based on 100% target achievement and is in all cases limited to € 500,000 per annum. For the CEO, STI has a target amount of € 335,000 based on 100% target achievement and is in all cases limited to € 670,000 per annum.

3.2 Long-term variable remuneration

The long-term variable remuneration (long-term incentive – "LTI") comprises two components, namely one component granted upon the achievement of certain targets specified by the Supervisory Board for long-term cash remuneration ("LCR") and one component with a long-term share-based structure and remunerated by granting stock appreciation rights and stock options (long-term share-based payment – "LSP").

a) LCR

LCR consists in equal parts of a linked component, an individual component (personal target requirements for the current period), and a strategy component (replacing the previous discretionary component). The amount is disbursed upon the expiry of a four-year period

after the grant date. The individual components are viewed in annual tranches in each case over a period of four financial years.

Before granting the respective LCR, the Supervisory Board determines the individual components, the respective target requirements, and the mechanisms for calculating the amount disbursed by reference to the current situation of STRATEC SE. It also determines the target bonus, i.e. the amount disbursed in the event of 100% target achievement and based on all components and target requirements.

The linked component is divided into two sub-components: consolidated sales and consolidated EBITDA viewed over the four financial years subsequent to the grant date. Consolidated EBITDA is defined as consolidated EBIT plus amortization/depreciation of non-current intangible assets and property, plant and equipment, and less write-backs of non-current assets and property, plant and equipment at the STRATEC Group.

For each of the two key figures (consolidated EBITDA and consolidated sales), the Supervisory Board determines four interim target values which refer to December 31 of the four respective financial years. The interim target values each define 100% interim target achievement. Lower or higher percentage increases actually achieved in the (interim) values for the two key figures proportionately increase or decrease the percentage of target achievement.

The individual amounts allocable to the two linked sub-components each correspond to the arithmetic average of percentage target achievement for the four interim targets multiplied by one eighth of the target bonus. Furthermore, the individual amounts calculated this way are only included in the amount disbursed if (applying the lower threshold and cap per interim target) a four-year total target of at least 50% is achieved. In this respect, the four-year total target corresponds to the aggregate sum of the four target values.

The target values for the linked components each correspond to a year-on-year increase to be stipulated by the Supervisory Board both for consolidated sales and consolidated EBITDA.

The individual component refers to the achievement of targets set for the Board of Management. These targets may be based on criteria such as optimizing the company's organization, reaching further climate neutrality targets, achieving group-wide improvements in employment relationships, and implementing specific tasks at relevant subsidiaries. The degree of target achievement is determined by the Supervisory Board in each case by reference to the criteria selected, for example with an annual reduction rate in the case of climate neutrality targets or with a measurable improvement in employee concerns or measurable efficiency gains in the case of the other criteria. The targets to be achieved are determined by the Supervisory Board in each case, with target achievement being assessed by the Supervisory Board on the basis of objective criteria.

For the strategy component, the Supervisory Board sets several long-term strategic targets or initiatives in each case for the Board of Management. The focus here is on accessing new markets and innovations.

Here, the Supervisory Board accounts above all for the future operating capacity of STRATEC SE. The Supervisory Board sets long-term targets, such as increasing the

company's market position, boosting its innovative capacity, and enhancing its competitiveness, which account for implementing the strategy agreed with the Supervisory Board. The Supervisory Board assesses the respective degree of target achievement following expiry of the four-year period. The individual amount allocable to the respective targets corresponds to the percentages determined by the Supervisory Board for the degree of target achievement reached in each case by the Board of Management, multiplied by one third of the target bonus. The individual amount for the strategy component amounts to a maximum of 200% of the prorated target bonus (cap).

The amount disbursed comprises the individual amounts allocable to the three components, which are determined separately. The individual components are equally weighted. The amount of LCR bonus achievable each year is capped at € 62,000 for the CEO, i.e. at a total of € 248,000 over the four-year period; the corresponding amounts for the other members of the Board of Management are € 51,000 and € 204,000.

The respective annual tranche is due for payment with the next regular salary payment after the Annual General Meeting of STRATEC SE that acknowledges the consolidated financial statements for the fourth financial year after the grant date.

Should the employment relationship expire before the end of the four-year period, the disbursement amount is determined on a time-apportioned basis consistent with the term of the employment relationship and disbursed within one month following approval of the consolidated financial statements after expiry of the four-year period.

b) LSP

LSP comprises stock appreciation rights and, if so chosen by the Supervisory Board, stock options, although the number of stock options granted may not exceed one quarter of the number of stock appreciation rights granted. The members of the Board of Management each year receive a number of stock appreciation rights determined by the Supervisory Board and, if so chosen by the Supervisory Board, stock options as well.

aa) Stock appreciation rights

The stock appreciation rights (SARs) have the following basic structure:

The rights refer to a payment to be made by the company to the member of the Board of Management, with the amount of payment being determined by reference to the share price performance of STRATEC SE (reference share) as documented in XETRA trading on the Frankfurt Stock Exchange over a predefined period. The SARs should have a minimum term of four years calculated from the grant date. The minimum term, calculated from the grant date, amounts to four years, while the maximum term amounts to seven years. The rights are deemed to have been automatically exercised at the end of the term.

Unless otherwise laid down by the Supervisory Board, the payment claim is determined on the basis of the increase in the XETRA closing price of a reference share through to the end of the term (based on a 30-day average price plus dividends) compared with the XETRA closing price at the grant date (reference price). In this respect, the annual increase in the

reference share price - without reference to the share price performance within the term - must amount to at least 5% (exercise hurdle).

The amount of payment claim if the rights are exercised following expiry of the minimum waiting period or in the case of automatic exercising, assuming that the exercise hurdle is met, is calculated, unless otherwise stipulated by the Supervisory Board, as the difference between the reference price determined at the end of the term multiplied by the number of rights and the reference price determined also multiplied by the number of rights.

If the rights are exercised, the payment is made with the next salary payment after the exercise date to the member of the Board of Management if he/she has submitted a request for payment, and at the latest within two weeks of the expiry of the term of the rights. If the end of the term falls on a date within 30 stock market trading days before publication of the half-year or full-year results, the term is extended until the first stock market trading day following expiry of this time window.

If the employment relationship with the member of the Board of Management ends within the financial year, the number of SARs to be granted for this year is reduced on a time-apportioned basis.

If the member of the Board of Management leaves the company's service during the term, the rights pertaining at the date of his or her departure are settled in accordance with the conditions applicable at the end of the term (based on the average XETRA closing price on the 30 stock market trading days before the departure date) to the extent that the exercise hurdle, meaning the increase determined for the share price, has been proportionately achieved (on a time-apportioned basis) upon the departure date. The member of the Board of Management may submit a request for payment no earlier than one month before and no later than three months after his or her departure date.

The company reserves the right in the event of any changes in the basis for the rights issue, and in particular of changes to the company's capital structure or other exceptional developments, to amend and limit the contents of the rights at its own due discretion subject to judicial review (§ 315 (1) of the German Civil Code – BGB). § 87 (2) AktG is not affected by this provision.

bb) Stock option rights

Each stock option right entitles its bearer to purchase one STRATEC share at a later point in time in return for payment of the exercise price stipulated at the grant date. The exercise price corresponds to the average closing price of STRATEC's shares on the five stock market trading days preceding the decision to grant the stock option rights and, as a minimum to a nominal value of one euro per share. The stock option rights may be exercised in predefined exercise timeframes following the expiry of waiting periods and if specified performance targets are met. The stock options granted may be fully exercised at the earliest upon the expiry of a four-year waiting period and if, between the grant date and the date on which the waiting period expires, STRATEC's share price has risen by at least 20% compared with the exercise price. Following the expiry of a seven-year term from the grant date, the stock option rights lapse without compensation. Stock options also lapse if the

member of the Board of Management leaves the company. The terms and conditions of the options may include specific divergent provisions covering the fatality, permanent inability, or reduced ability to work on the part of members of the Board of Management.

cc) Valuation of SARs and stock options

The value of a SAR and a stock option is determined at fair value at the grant date by reference to relevant option valuation methods. Should the value thereby determined exceed the amount of € 300,000 (cap), ordinary members of the Board of Management receive a correspondingly lower number of SARs or stock options. If the value calculated this way exceeds the amount of € 700,000 (cap for the CEO), then the CEO receives a correspondingly lower number of SARs or stock options.

IV. Performance criteria for granting variable remuneration components (§ 87a (1) Sentence 2 No. 4 AktG)

The financial and non-financial performance criteria already presented in B.III.3 contribute as follows to promoting the business strategy and the company's long-term development. The achievement of these targets is measured as follows:

Variable remuneration components are structured so as to create a suitable incentive system for implementing the corporate strategy and for promoting sustainable value creation and growth. Particular attention is paid to achieving the greatest possible congruence between the interests and expectations of shareholders on the one hand and the remuneration paid to the Board of Management on the other. Variable remuneration is linked to the objective of sustainably increasing the company's value and therefore comprises a short-term and a long-term variable component. The sustainable business alignment at STRATEC is reflected in the ESG targets in LCR, on which the variable remuneration of the Board of Management is also based.

1. STI

The total target achievement factor (performance factor) for STI is aligned to financial performance targets of strategic relevance for the company. The consolidated EBITDA performance criterion creates incentives to boost the company's operating earnings strength. Consolidated EBITDA is defined as consolidated EBIT plus amortization/depreciation of non-current intangible assets and property, plant and equipment and less write-backs of non-current assets and property, plant and equipment at the STRATEC Group.

2. LTI

The total target achievement factor (performance factor) for LTI is aligned to economic variables that focus on the company's long-term sustainability and thus also on a positive share price performance.

Similarly, the non-financial targets also contribute to promoting the business strategy. Here, the Supervisory Board takes particular account of strategic focus topics for the respective remuneration year. Furthermore, the total target achievement factor for LCR is aligned, among other factors, to one or several ESG targets. The ESG targets are based on the sustainability targets defined by the company as part of its business strategy. The company's sustainability strategy and material nonfinancial targets are published in the non-financial report, which also includes further disclosures about the sustainability strategy. The total target achievement factor determines the amount of LCR disbursed.

The annual total target achievement factor corresponds to the weighted total of target achievement factors in the performance categories. The maximum total target achievement factor amounts to 200% for the CEO and 150% for other members of the Board of Management.

LSP enables members of the Board of Management to participate in the long-term share price performance over the performance period. The contractually agreed allocation value for LSP at the beginning of the performance period, the grant date, is aligned to the share price before the beginning of the performance period. The cash settlement at the end of the performance period depends on the company's share price in the final 30 stock market trading days in the performance period.

V. Possibilities on the part of the company to claw back variable remuneration components (§ 87a (1) Sentence 2 No. 6 AktG)

If variable remuneration components linked to the achievement of specific targets were wrongly disbursed on the basis of incorrect data or if the member of the Board of Management is culpable of gross negligence, then the company is entitled to reclaim the difference between the amount disbursed and the newly calculated amount of variable remuneration or to reclaim the damages arising due to gross negligence. The company must demonstrate that the data underlying the calculation was incorrect or that gross negligence was committed.

This claw-back option also applies when the term in office or employment relationship of the member of the Board of Management has already expired at the time at which the claw-back claim is asserted. The member of the Board of Management may not claim that the surplus remuneration thereby disbursed is no longer available in his/her personal assets. The assertion of damage claims against the member of the Board of Management remains unaffected.

The assertion of claw-back rights is at the due discretion of the Supervisory Board.

VI. Share-based payment (§ 87a (1) Sentence 2 No. 7 AktG)

The stock appreciation rights form a further major component of the remuneration system. In addition to the stock options and LCR, they therefore create an additional incentive for the long-term development in the company's value over a performance period of at least four years.

VII. Remuneration-related transactions (§ 87a (1) Sentence 2 No. 8 AktG)

1. Terms and requirements to terminate remuneration-related transactions, including respective notice periods (No. 8a)

The existing employment contracts with the current members of the Board of Management all have terms until November 2028 or December 2030 respectively.

In the event of a change of control, special termination rights which involve the commitment of benefits amounting to up to 150% of the severance pay cap may be agreed with members of the Board of Management.

2. Compensation upon termination (No. 8b)

Upon the expiry of their employment relationships, compliance with a two-year restriction period due to a retrospective prohibition on competition may be agreed with members of the Board of Management. In this case, they are entitled during this period to compensation of up to 75% of their most recent contractually agreed total annual remuneration for the first year and up to 50% of this remuneration in the second year. The Supervisory Board reserves the right to impute severance payments to payments resulting from the prohibition on competition. Upon the re-appointment of members to the Board of Management, the exclusion of such imputation may be agreed for the event that the member of the Board of Management exercises his or her termination rights in connection with a change of control.

Any payments, including ancillary benefits, to be agreed in the event of an employment contract being prematurely terminated may not exceed the value of two annual remuneration packages (severance pay cap).

VIII. Consideration of the remuneration and employment conditions of employees when determining the remuneration system (§ 87a (1) Sentence 2 No. 9 AktG)

The Supervisory Board reviews the target remuneration of members of the Board of Management each year and compares this with the average target remuneration of the senior management and management (top management tier) and with the average target remuneration of non-tariff and tariff employees at STRATEC SE in Germany (vertical comparison). In this vertical comparison, the target remuneration and basic salary of the members of the Board of Management (excluding pension and ancillary benefits) are in each case set in relation to the average target remuneration of employees in the aforementioned functional levels.

IX. Procedures for determining, implementing and reviewing the remuneration system (§ 87a (1) Sentence 2 No. 10 AktG)

The Supervisory Board determines the system and amount of remuneration for the Board of Management, including maximum remuneration. The Supervisory Board presents the remuneration system thereby adopted for approval by the Annual General Meeting. The Supervisory Board regularly reviews the appropriateness of the system and amount of remuneration for the Board of Management. To this end, it performs a vertical comparison of the remuneration of the Board of Management with the remuneration of the workforce (cf. VIII.). Furthermore, to assess whether the specific total remuneration of members of the Board of Management is in line with customary norms, the Supervisory Board compares this with a suitable peer group of other listed companies (horizontal comparison). This involves referring to remuneration data at select comparable companies in the TecDAX or SDAX indices at Deutsche Börse AG. The comparison is based on companies comparable to STRATEC SE in terms of the quantitative criteria of sales, profit, workforce, and total market capitalization. The remuneration system will be presented for approval by the Annual General Meeting once more in the event of material changes, and at least every four years. Should the Annual General Meeting not approve the system presented for voting, the Supervisory Board will present a reviewed remuneration system for approval no later than at the following Annual General Meeting. This remuneration system is applicable to all employment contracts newly concluded with members of the Board of Management and to reappointments of existing members. The Supervisory Board may temporarily diverge from the remuneration system (rules and regulations governing the remuneration structure) and its individual components, as well as in respect of individual remuneration components, or introduce new remuneration components, if this is necessary in the interests of the company's long-term wellbeing.