



**DATA MODUL Aktiengesellschaft**  
**Produktion und Vertrieb von elektronischen Systemen**

**Munich**

**- ISIN: DE0005498901 -**  
**- WKN: 549 890 -**

**ANNUAL GENERAL MEETING**  
**(Virtual General Meeting)**

We hereby invite the shareholders of our Company to the

**Annual General Meeting**

to be held on

**Tuesday, 10 May 2022, at 10:00 a.m. (CEST)**

as a virtual shareholders' meeting without the shareholders or their proxy representatives being physically present.

The entire shareholders' meeting will be broadcast for shareholders of the Company and their authorized representatives in a live video and audio stream on the internet. The shareholders and their authorized representatives will be able to exercise voting rights exclusively via postal voting or by assigning proxy to proxy representatives designated by the Company.

Venue of the shareholders' meeting within the meaning of the German Stock Corporation Act (Aktiengesetz, AktG) is at *Haus der Bayerischen Wirtschaft*, Max-Joseph-Straße 5, 80333 Munich, Germany.

## **I. Agenda**

### **1. Presentation of the adopted annual financial statements of Data Modul AG and the approved consolidated financial statements of the Group as well as the management report for Data Modul AG and the Group, including the explanatory reports of the Management Board on the information pursuant to sections 289a para. 1, 315a para. 1 of the German Commercial Code (*Handelsgesetzbuch, HGB*) and the essential criteria of the internal control and risk management system with regard to the financial reporting process, the proposal of the Management Board for the appropriation of the balance sheet profit as well as the Report of the Supervisory Board for the financial year 2021**

The Supervisory Board has approved the annual financial statements prepared by the Management Board and the consolidated financial statements of the Group. The annual financial statements have thereby been approved pursuant to section 172 sentence 1 of the German Stock Corporation Act (*Aktiengesetz, AktG*). An approval by the Annual General Meeting is thus not required.

The documents are published on the internet at [www.data-modul.com/annual-general-meeting](http://www.data-modul.com/annual-general-meeting). Upon request, each shareholder shall receive a copy of these documents free of charge.

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

The Management Board and the Supervisory Board propose that the balance sheet profit for the financial year 2021 in the amount of EUR 39,843,658.24 as set out in the annual financial statements of the Company, be appropriated as follows:

Payment of a dividend to the shareholders (EUR 1.00 per no-par-value share entitled to a dividend)	EUR	3,526,182.00
Allocation to other revenue reserves	EUR	29,277,093.86
Profits carried forward	EUR	7,040,382.38
Balance sheet profit	EUR	39,843,658.24

In accordance with section 58 para. 4 sentence 2 AktG, the dividend is due on the third business day following the resolution by the Annual General Meeting, *i.e.* on 13 May 2022.

### **3. Resolution on the discharge of the actions of the Management Board member for the financial year 2021**

The Management Board and the Supervisory Board propose that the acts of the Management Board member holding office in the financial year 2021 be formally approved for the financial year 2021.

**4. Resolution on the discharge of the actions of the Supervisory Board members for the financial year 2021**

The Management Board and the Supervisory Board propose that the acts of the Supervisory Board members holding office in the financial year 2021 be formally approved for the financial year 2021.

**5. Resolution on the appointment of the public auditor for the financial year 2022**

The Supervisory Board proposes that Mazars GmbH & Co. KG, Wirtschaftsprüfungsgesellschaft, Steuerberatungsgesellschaft, Hamburg, be appointed auditor and Group auditor for the financial year 2022.

The Supervisory Board's proposal is free of undue influence from any third party. Nor were there any rules that would have restricted the Company's freedom to select in the meaning of the EU Audit Regulation.

**6. Elections to the Supervisory Board**

The terms of office of Ms. Kristin D. Russell and Mr. Richard A. Seidlitz as shareholder representatives on the Supervisory Board of the Company expire at the end of the Annual General Meeting on 10 May 2022. Ms. Russell and Mr. Seidlitz shall be proposed for re-election at the Annual General Meeting.

Pursuant to Sections 95 sentence 1, 96 para. 1, 101 para. 1 AktG, Section 1 para. 1 no. 1 sentence 2 German One-Third Participation Act (*Drittelbeteiligungsgesetz, DrittelbG*) in conjunction with Section 8 para. 1 of the Articles of Association of the Company, the Supervisory Board of the Company comprises of three members, of whom one is an employee representative and two are shareholder representatives.

The election proposals of the Supervisory Board take into account the Supervisory Board's competence profile, its diversity concept and the objectives it has set itself for its composition. They comply with the recommendations of the German Corporate Governance Code (*Deutscher Corporate Governance Kodex, DCGK*). The Annual General Meeting is not bound by election proposals when electing the shareholder representatives. It is intended to hold the elections to the Supervisory Board as individual elections.

The Supervisory Board proposes

1. Ms. Kristin D. Russell, with residence in Denver/Colorado, USA, President, Global Enterprise Computing Solutions, Arrow Electronics, Inc.

and

2. Mr. Richard A. Seidlitz, with residence in Centennial/Colorado, USA, Chief Accounting Officer & Controller, Arrow Electronics, Inc.

to be elected to the Supervisory Board of the Company as shareholder representatives with effect from the end of the Annual General Meeting of the Company on 10

May 2022 until the end of the Annual General Meeting which resolves on the discharge of the actions of the Supervisory Board members for the fiscal year 2026.

Ms. Russell and Mr. Seidlitz do not hold any mandates in other statutory supervisory boards or in comparable domestic or foreign bodies.

In the event of her election to the Supervisory Board, Ms. Russell intends to stand again for the chairmanship of the Supervisory Board.

Pursuant to item C.13 of the DCGK, the Supervisory Board points out that Ms. Russell and Mr. Seidlitz hold management positions at companies of the Arrow Group. Arrow Central Europe Holding Munich GmbH, a company of the Arrow Group, is a shareholder with a significant interest in the Company.

The curricula vitae of Ms. Russell and Mr. Seidlitz can be found at the end of this invitation and on the website at

<https://www.data-modul.com/en/company/investor-relations/annual-general-meeting>

and - together with the curriculum vitae of the other Supervisory Board member - in an annually updated form on the Company's website at

<https://www.data-modul.com/en/company/investor-relations/corporate-governance>

## **7. Resolution on the approval of the Remuneration Report**

Pursuant to Section 162 AktG Management Board and Supervisory Board must prepare a Remuneration Report and submit this Report to the Annual General Meeting pursuant to Section 120a para. 4 AktG.

The Remuneration Report was audited by the auditor of the Company pursuant to Section 162 para. 3 AktG. The audit opinion is attached to the Remuneration Report.

The Management Board and the Supervisory Board propose to approve the Remuneration Report for the fiscal year 2021, which has been prepared and audited pursuant to Section 162 AktG.

The Remuneration Report is reproduced after the Agenda in section II. "Reports on the agenda items" and is available under <https://www.data-modul.com/en/company/investor-relations/annual-general-meeting> from the time when the Notice of the Annual General Meeting is published.

## **II. Reports on the agenda items**

### **Remuneration Report (relating to agenda item 7)**

The following remuneration report pursuant to section 162 AktG outlines and explains the remuneration individually granted and/or due in the fiscal year 2021 to current and former members of the Management Board and Supervisory Board of DATA MODUL AG.

#### **A. Remuneration of the Management Board**

##### **Summary of the remuneration year 2021**

The Supervisory Board resolved the remuneration system for the Management Board with effect as of 1 January 2021 pursuant to sections 87 para. 1, 87a para. 1 AktG.

On 6 May 2021, the remuneration system was submitted to the Annual General Meeting pursuant to section 120a para. 1 AktG and approved by the required majority vote.

In the fiscal year 2021, the Supervisory Board did not make use of any of the options established in the remuneration system to deviate temporarily from the remuneration system.

### **Overview of the remuneration system**

The remuneration of the Management Board members of DATA MODUL AG is based on its size and global activities, its business and financial position, its profitability, and its prospects as well as the amount and structure of Management Board remuneration of comparable companies in and outside Germany.

In addition, the responsibilities and personal performance of the Management Board are taken into account.

The remuneration structure is designed to be competitive in the international market for highly qualified executives, and to provide an incentive for successful work for sustainable corporate development.

The Supervisory Board determined the annual target amounts for the Management Board as part of the remuneration system. The Supervisory Board made sure that the target amounts are challenging and ambitious.

The following chart presents the components of the remuneration system as well as the annual target amounts. Thereafter, the components, and how they were actually applied in the fiscal year 2021, are explained in detail.

#### *Fixed components*

1.	Basic salary	Annual target amount: EUR 230,000.00
2.	Bonus for retention	Annual target amount: EUR 100,000.00
3.	Fringe benefits	Annual target amount: EUR 15,000.00

#### *Performance-based components*

1.	EBIT-related executive bonus	Annual target amount: EUR 100,000.00
2.	Discretionary bonus	Annual target amount: EUR 50,000.00

### **Remuneration components in detail**

The basic salary is a fixed annual salary, payable in twelve equal instalments at the end of each calendar month.

In order to pay tribute to his loyalty to the group, the Company grants the sole Management Board member a bonus payment in the amount of EUR 100,000.00, if he is still employed by the Company at the end of the fiscal year.

The fringe benefits mainly consist of the provision of a company car, contribution subsidies for accident, life and health insurance and the inclusion in the D&O insurance policy.

No company pension commitments have been made with regard to the sole Management Board member.

The performance-based variable remuneration in the form of the executive bonus depends on the attainment of certain financial targets. The executive bonus is an incentive for the contribution made by the Management Board to the implementation of DATA MODUL AG's business strategy in the respective fiscal year.

To ensure that the executive bonus has a long-term incentive effect, only 2/3 of the executive bonus will be paid out after adoption of the annual financial statements and approval of the consolidated financial statements for the past fiscal year. The outstanding 1/3 of the executive bonus is only paid out in the following fiscal year if the DATA MODUL Group continues to develop positively.

The basis for calculating the executive bonus is the EBIT of the DATA MODUL Group, as reported in the consolidated financial statements for the past fiscal year.

The amount of the executive bonus paid out is staggered and depends on the percentage of DATA MODUL Group's actual EBIT compared with DATA MODUL Group's budgeted EBIT. Before the beginning of the respective fiscal year, the Supervisory Board approves a budgeted EBIT figure for DATA MODUL Group.

The figures reported in the adopted consolidated financial statements of the Company for the respective past fiscal year are decisive for the actual EBIT achieved by DATA MODUL Group.

In case a Management Board member renders extraordinary services during his term of office which have a sustainably positive effect on DATA MODUL AG or DATA MODUL Group, he is entitled to a discretionary bonus payment in the relevant fiscal year. The requirement of a sustainable positive effect contributes to the long-term value-added development of the Company.

The Supervisory Board decides on the existence and amount of the discretionary bonus. The amount of the discretionary bonus payment is based on the advantage achieved for DATA MODUL or DATA MODUL Group and is determined by the Supervisory Board at its reasonable discretion, taking into account the sustainable development of the Company and the appropriateness of the total remuneration of the Management Board member.

### **Observance of the maximum remuneration**

The Supervisory Board has determined that the total remuneration that a Management Board member can receive in a fiscal year under the current remuneration system may not exceed an amount of EUR 785,000.00 (maximum remuneration). This is ensured by a cap on the variable remuneration. The sole Management Board member observed and undercut the maximum remuneration in the fiscal year 2021.

### **Review of the appropriateness**

The Supervisory Board regularly reviews the appropriateness and the conventionality of the Management Board's remuneration. The appropriateness was lastly reviewed during the creation of the current remuneration system for the Management Board. The Supervisory Board included companies from the Company's sector as well as other companies listed in the Prime Standard. In addition, the Supervisory Board considered the remuneration of the senior management team and the total number of employees of DATA MODUL Group.

### **Management Board remuneration individually disclosed**

*Remuneration of the sole Management Board member*

The following chart presents the fixed and variable remuneration components granted and/or due in the fiscal year 2021 to the sole Management Board member, including their relative share, pursuant to section 162 AktG and states the comparative values for the fiscal year 2020. The actual remuneration includes the basic annual salary paid out in the fiscal year 2021, the fringe benefits accrued in the fiscal year 2021, the retention bonus paid out in the fiscal year 2021 and 2/3 of the EBIT 2021 related executive bonus and 1/3 of the EBIT 2020 related executive bonus.

<b>Dr. Florian Pesahl</b> <b>CEO</b> <b>since 1 January 2010</b>					
		2020		2021	
		in kEUR	in % <sup>1</sup>	in kEUR	in %
<b>Fixed compensation</b>	Basic salary	216 <sup>2</sup>	49	224 <sup>3</sup>	35
	Fringe benefits	18	4	18	3
	Retention bonus	100	23	100	16
<b>Subtotal</b>		<b>334</b>	<b>76</b>	<b>342</b>	<b>54</b>
<b>Performance-based remuneration</b>	EBIT-related executive bonus (2/3)	73	16	147	23
	EBIT-related executive bonus (1/3)	37	8	37	6
	discretionary bonus	0	0	110	17
<b>Subtotal</b>		<b>110</b>	<b>24</b>	<b>294</b>	<b>46</b>
<b>Total remuneration</b>		<b>444</b>	<b>100</b>	<b>636</b>	<b>100</b>

#### *Remuneration of former Management Board members*

The following chart contains the fixed and variable remuneration components granted and/or due in the fiscal year 2021 to former Management Board members who have terminated their activity within the last ten fiscal years, including their relative share, pursuant to section 162 AktG. The actual remuneration includes company pensions paid out in the fiscal year 2021. In addition, company pension in the amount of kEUR 28 was paid in the fiscal year 2021 to a further former Management Board member who has terminated his activity more than ten years ago.

	<b>Peter Hecker (terminated his activity in the fiscal year 2014)</b>			
	2020		2021	
	in kEUR	in %	in kEUR	in %
<b>Company pension paid out</b>	24	100	24	100
<b>Sum</b>	<b>24</b>	<b>100</b>	<b>24</b>	<b>100</b>

#### **Clawback of variable remuneration components**

In the fiscal year 2021, the Supervisory Board did not find any cause to make use of the option provided for under the remuneration system to reclaim variable remuneration components.

#### **Third-party benefits and termination benefits**

In the fiscal year 2021, no third-party benefits or loans were granted to the sole Management Board member, nor were any similar benefits granted. The sole Management Board member does not receive any remuneration from mandates for group companies.

There are no contractual agreements with the sole Management Board member regarding the procedure in the event of premature termination of the Management Board member's

<sup>1</sup> The relative share relates to the total compensation shown at the bottom of the chart.

<sup>2</sup> Dr. Pesahl voluntarily waived 10% of his basic salary during the months of short-time work at the Company in the fiscal year 2020.

<sup>3</sup> Dr. Pesahl voluntarily waived 10% of his basic salary during the months of short-time work at the Company in the fiscal year 2021.

contract without good cause. The Supervisory Board is of the opinion that this is not appropriate because the Management Board generally has no influence on a termination decision without good cause.

There is a severance payment provision in the event of a change of control at DATA MODUL AG amounting to a maximum of two years' remuneration.

## **B. Remuneration of the Supervisory Board**

### **Summary of the remuneration year 2021**

Pursuant to section 113 para. 3 AktG, the Annual General Meeting of listed stock corporations shall resolve on the remuneration of Supervisory Board members at least every four years.

Accordingly, on 6 May 2021, the Annual General Meeting confirmed the remuneration of Supervisory Board members, as set forth in section 8 para. 5 of the articles of association of DATA MODUL AG, and the applicable remuneration system for Supervisory Board members.

### **Overview of the remuneration system**

Pursuant to section 8 para. 5 of the articles of association of DATA MODUL, the Supervisory Board members receive a fixed annual remuneration payable following the close of the fiscal year.

For individual Supervisory Board members, the annual fixed remuneration amounts to EUR 20,000.00, the chairwoman receives twice this amount and the deputy chairman receives 1.5 times this amount. Attendance fees are not paid.

In the fiscal year 2021, the remuneration system for DATA MODUL AG's Supervisory Board was applied in all aspects as set forth in section 8 para. 5 of the articles of association.

### **Board remuneration individually disclosed**

The following chart presents the fixed and variable remuneration components granted and/or due in the fiscal year 2021 to the Supervisory Board members, including their relative share, pursuant to section 162 AktG and states the comparative values for the fiscal year 2020. The actual remuneration includes the annual fixed remuneration paid out in the fiscal year 2021.

	<b>Fixed remuneration</b>	
	in kEUR	in %
Kristin D. Russell	40	100
<b>Total remuneration</b>	<b>40</b>	<b>100</b>
Rick Seidlitz	30	100
<b>Total remuneration</b>	<b>30</b>	<b>100</b>
Eberhard Kurz	20	100
<b>Total remuneration</b>	<b>20</b>	<b>100</b>
<b>In total</b>	<b>90</b>	

Supervisory Board members are reimbursed for their expenses incurred in connection with the performance of their office and for any value-added tax payable on their remuneration.

Supervisory Board members do not receive loans from the Company.

### C. D&O Insurance

The Company provides D&O insurance for Group board members. The insurance covers personal liability in cases of pecuniary loss claims brought against insured persons in connection with the performance of their duties. The insurance policy for the fiscal year 2021 stipulates a deductible for the Management Board member in line with the German Stock Corporation Act and German Corporate Governance Code.

### D. Comparative chart of changes in remuneration and company performance

The following chart presents the annual change of the remuneration granted and/or due to current and former Management Board and Supervisory Board members, DATA MODUL AG's earnings performance and the remuneration awarded to employees on a full-time equivalent basis, with the latter being based on the average wages and salaries of the employees of Group companies in Germany.

	<b>in kEUR</b>	<b>2020</b>	<b>2021</b>	<b>Δ in %</b>
<b>Management Board</b>	Dr. Florian Pesahl	444	636	43
	Peter Hecktor	24	24	0
<b>Supervisory Board</b>	Kristin D. Russell (Chairwoman)	40	40	0
	Rick Seidlitz (Deputy Chairman)	30	30	0
	Eberhard Kurz	20	20	0
<b>Employees</b>	Employees in Germany	55	56	2
<b>Company performance</b>	EBIT of DATA MODUL Group according to IFRS (in EUR million)	12	13	8

***For the Management Board  
Dr. Florian Pesahl  
CEO  
of DATA MODUL AG***

***For the Supervisory Board  
Kristin D. Russell  
Chairwoman of the Supervisory Board  
of DATA MODUL AG***

### Independent auditor's report

to DATA MODUL Aktiengesellschaft Produktion und Vertrieb von elektronischen Systemen, Munich

### Opinion

We have audited the remuneration report of DATA MODUL Aktiengesellschaft Produktion und Vertrieb von elektronischen Systemen, Munich for the fiscal year from 1 January 2021 to 31 December 2021, to determine whether the disclosures pursuant to section 162 para. 1 and 2 AktG have been made in the remuneration report. In accordance with section 162 para. 3 AktG, we have not audited the content of the disclosures made in the remuneration report.

In our opinion, the remuneration report for the fiscal year from 1 January 2021 to 31 December 2021 complies, in all material respects, with the financial reporting provisions of section 162 para. 1 and 2 AktG. Our audit opinion does not cover the content of the disclosures made in the remuneration report.

### Legal Basis for the Opinion

We conducted our audit of the remuneration report in compliance with section 162 para. 3 AktG and the requirements of IDW Audit Standard: The Audit of the Remuneration Report in accordance with section 162 para. 3 AktG (IDW PS 870). Our responsibility under this

provision and this standard is further described in the section "Auditor's responsibility" of our report.

As an auditing company, we have applied the requirements of the IDW Quality Assurance Standard: Requirements for Quality Assurance in the Auditing practice (IDW QS 1). We have complied with the professional duties pursuant to the German Auditors' Code and the professional statutes of auditors / certified accountants, including the requirements for independence.

### **Responsibility of the Management Board and the Supervisory Board**

The Management Board and the Supervisory Board are responsible for setting-up the remuneration report, including the related disclosures, that complies with the requirements of section 162 AktG. They are further responsible for such internal control as they determine is necessary to enable the setting-up of the remuneration report, including the related disclosures, to be free from material misstatement, whether due to fraud or error.

### **Auditor's responsibility**

Our objective is to obtain reasonable assurance about whether the disclosures required by section 162 para. 1 and 2 AktG have been made in all material respects in the remuneration report and to express an opinion thereon in an auditor's report.

We planned and performed our audit to obtain evidence about the formal completeness of the remuneration report by comparing the disclosures made in the remuneration report with the disclosures required by section 162 para. 1 and 2 AktG. In accordance with section 162 para. 3 AktG, we did not verify the accuracy of the disclosures, the completeness of the individual disclosures or the fair presentation of the remuneration report.

### **Dealing with any misleading representations**

In connection with our audit, we have a responsibility to read the remuneration report, taking into account the knowledge gained from the audit of the financial statements, and to remain alert for indications of whether the remuneration report contains misleading representations as to the accuracy of the content of the disclosures, the completeness of the content of the individual disclosures, or the fair presentation of the remuneration report.

If, based on the audit we have performed, we conclude that such misleading representations exist, we are required to report that fact. We have nothing to report in this context.

**Munich, 23 March 2022**

**Mazars GmbH & Co. KG  
Wirtschaftsprüfungsgesellschaft  
Steuerberatungsgesellschaft**

***Christian Schönhofer***  
**German Public Auditor**

***Maria Link***  
**German Public Auditor**

### **III. Shares and voting rights**

As of the calling of the Annual General Meeting 2022, the nominal share capital of the Company amounts to EUR 10,578,546.00 and is divided into 3,526,182 ordinary bearer shares without par value. Each share without par value grants one vote. The total number of voting rights in the Company corresponds to the total number of shares and therefore amounts to 3,526,182 voting rights at the time of calling of the Annual General Meeting.

#### **IV. Participation in the virtual Annual General Meeting and exercise of voting rights**

Holding the shareholders' meeting as a virtual shareholders' meeting will result in a number of modifications in relation to the conduct of the meeting and the exercise of shareholders' rights. We therefore ask that particular note be taken on the following information, particularly of the possibility to follow along with the shareholders' meeting by tuning in to a video and audio stream, to exercise voting rights, to ask questions and to declare objections.

The Management Board of the Company decided, with the approval of the Supervisory Board, to hold the annual shareholders' meeting of the Company on 10 May 2022 as a virtual shareholders' meeting without physical attendance of the shareholders or their authorized representatives. It is therefore not possible for shareholders or their authorized representatives to physically attend (except for the proxy representatives designated by the Company). Basis of the virtual shareholders' meeting is the Act Concerning Measures under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic of 27 March 2020 (German Federal Law Gazette I No. 14 2020, p. 570) as amended by the Act on the Further Shortening of Residual Debt Relief Proceedings and on the Adaptation of Pandemic-Related Provisions in Corporate Law, Cooperatives Law, Associations and Trust Law and in Tenancy and Lease Law of 22 December 2020 (German Federal Law Gazette I No. 67 2020, p. 3332), the application of which has been extended until 31 August 2022 by the Act for the Establishment of a Special Fund "Development Aid 2021" and on the Temporary Suspension of the Insolvency Filing Obligation Due to Heavy Rainfall and Flood in July 2021 as well as to Amend Other Laws of 10 September 2021 (German Federal Law Gazette I No. 63 2021, p. 4153) (hereinafter the "**COVID-19 Act**").

All shareholders will be able to view the entire shareholders' meeting live through video and audio broadcast via the shareholder portal available at the internet address:

<https://www.data-modul.com/en/company/investor-relations/annual-general-meeting>

However, physical attendance of the shareholders or their authorized representatives at the Annual General Meeting is excluded (with the exception of the proxy representatives designated by the Company). The live broadcast does not enable participation in the annual General Meeting within the meaning of Section 118 para. 1 s. 2 AktG.

Shareholders can exercise their voting rights exclusively via postal voting or by assigning proxy to the proxy representations designated by the Company. Shareholders will be given the opportunity to ask questions in advance of the shareholders' meeting by means of electronic communication. Furthermore, it is possible to declare an objection to a resolution of the shareholders' meeting by means of electronic communication. Further details on this subject are presented below.

#### **Registration**

The right to participate in and exercise their voting rights at the virtual General Meeting have those shareholders who have registered on time to that purpose with the Company and transmitted to the Company a specific proof of their shareholdings. Proof of entitlement shall be furnished by the last intermediary in text form (Section 126b German Civil Code; *Bürgerliches Gesetzbuch, BGB*). The proof regarding the shareholding must refer to the beginning of the 21st day prior to the Annual General Meeting. This is 19 April 2022, 00:00 a.m. (CEST) (record date).

The registration and the proof of shareholding must be prepared in the German or English language and must be received by the Company in text form by 3 May 2022, 12:00 p.m. (CEST), at the latest via one of the following channels:

DATA MODUL AG  
c/o Computershare Operations Center  
80249 Munich  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

For the purpose of compliance with the registration deadline, receipt by the Company is decisive.

After proper registration, shareholders will receive from the registration office a confirmation of registration with access data for participation and exercise of shareholders' rights via the shareholder portal, as well as a form for granting power of attorney to the proxy representatives designated by the Company or for postal voting, together with further explanations.

### **Significance of the record date**

The entitlement to participate in the virtual General Meeting and the scope of the voting rights are exclusively determined by the shareholding owned by the respective shareholder on the record date. Changes in the shareholding following the record date will not affect the entitlement to participate in the Annual General Meeting and the scope of voting rights. The record date is not equivalent to a ban on the sale of shares. Persons who do not own any shares on the record date and become shareholders only after the record date are not entitled to participate in the Annual General Meeting or to exercise voting rights, insofar as they do not act as authorized representatives themselves. The record date does not constitute a relevant date with respect to the dividend entitlement.

### **Casting votes through postal voting**

Shareholders are entitled to submit their votes by way of postal voting. Only properly registered shareholders are entitled to exercise their voting rights by postal voting.

Postal votes can be cast, changed or rescinded in text form via postal mail, email or electronically in the shareholder portal.

Postal votes can be cast, changed, or rescinded in text form via one of the following channels by no later than Monday, 9 May 2022, 12:00 p.m. (CEST):

DATA MODUL AG  
c/o Computershare Operations Center  
80249 Munich  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

The receipt by the Company shall be decisive for the cast, change or rescission of the postal vote. To cast postal votes in text form, the shareholders have been sent a postal voting form together with the registration documents.

Postal votes can also be casted, changed or rescinded electronically via the shareholder portal available at the internet address

<https://www.data-modul.com/en/company/investor-relations/annual-general-meeting>

beyond Monday, 9 May 2022, 12:00 p.m. (CEST), until the day of the virtual shareholders' meeting but must be completed by no later than the time voting begins at the virtual shareholders' meeting.

Casting postal votes is possible only on such motions and nominations in respect of which proposals have been made by the Management Board and/or the Supervisory Board in accordance with Section 124 para. 3 AktG or by shareholders in accordance with Section 122 para. 2 AktG and that are included in this present invitation or announced subsequently or that have been made available in accordance with Section 126 and Section 127 AktG.

### **Casting votes through the proxy representatives designated by the Company**

Shareholders are entitled to have their voting rights exercised by proxy representatives designated by the Company. Only properly registered shareholders are entitled to exercise their voting rights by issuing power of attorney to proxy representatives designated by the Company.

Power of attorney and voting instructions to the proxy representatives designated by the Company can be issued, changed, or revoked in text form via postal mail, email or electronically in the shareholder portal.

Power of attorney and voting instructions to the proxy representatives designated by the Company can be issued, changed, or revoked in text form via one of the following channels by no later than Monday, 9 May 2022, 12:00 p.m. (CEST):

DATA MODUL AG  
c/o Computershare Operations Center  
80249 Munich  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

The receipt by the Company shall be decisive for the issuance, change or revocation of the power of attorney and voting instructions. To issue power of attorney and voting instructions to proxy representatives designated by the Company in text form, the shareholders have been sent a form together with the registration documents.

Power of attorney and voting instructions to the proxy representatives designated by the Company can also be issued, changed, or revoked electronically via the shareholder portal via the shareholder portal available at the internet address

<https://www.data-modul.com/en/company/investor-relations/annual-general-meeting>

beyond Monday, 9 May 2022, 12:00 p.m. (CEST), until the day of the virtual shareholders' meeting but must be completed by no later than the time voting begins at the virtual shareholders' meeting.

Proxy representatives designated by the Company may only vote on items of the agenda for which they have been issued explicit instructions regarding the exercise of the voting right. The proxy representatives designated by the Company are obliged to vote in accordance with these instructions. If no instructions are issued to the proxy representatives designated by the Company, they will not exercise the voting right. If an instruction is given that is not clear or contradictory, the proxy representatives will abstain from voting.

The proxy representatives designated by the Company will not accept instructions to speak, to ask questions, to submit motions and to declare objections.

Voting by the proxy representatives designated by the Company and the issuance of powers of attorney and voting instructions are possible only on such motions and nominations in respect of which proposals have been made by the Management Board and/or the Supervisory Board in accordance with Section 124 para. 3 AktG or by shareholders in accordance with Section 122 para. 2 AktG and that are included in this present invitation or

announced subsequently or that have been made available in accordance with Section 126 and Section 127 AktG.

### **Further information on voting**

If declarations submitted by using various transmission methods deviate from one another, they will be considered in the following order, regardless of the date of receipt: 1. via shareholder portal, 2. via e-mail, and 3. in paper form.

### **Casting votes through an authorized representative**

Properly registered shareholders are entitled to exercise their voting rights and any other rights by authorized representatives of their choice, in particular an intermediary, a shareholders' association, a proxy voting advisory firm or any other third party. If a shareholder authorizes more than one person, the Company may reject one or more of them pursuant to Section 134 para. 3 s. 2 AktG.

Authorized representatives also cannot physically be present at the virtual shareholders' meeting. They may only exercise the voting rights for shareholders they represent by postal voting or by granting (sub)powers of attorney to proxy representatives designated by the Company.

If neither an intermediary, a shareholders' association, a proxy voting advisory firm nor a person who tenders the service commercially to shareholders of exercising their voting right at the General Meeting are authorized, the authorized representation must be granted either in text form or electronically in the shareholder portal, in each case vis-à-vis the Company, or in text form vis-à-vis the authorized representative (in this case, proof of authorized representation must be provided to the Company in text form). The same applies should a shareholder wish to change or revoke an authorized representation.

The authorized representation vis-à-vis the Company can be granted, changed, or revoked in text form via one of the following channels by no later than Monday, 9 May 2022, 12:00 p.m. (CEST). The same applies to providing proof to the Company of the proxy authorization granted to an authorized representative.

DATA MODUL AG  
c/o Computershare Operations Center  
80249 Munich  
E-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

The receipt by the Company shall be decisive for the granting, change, revocation or proof of the authorized representation.

Authorized representation can also be granted, changed, or revoked electronically via the shareholder portal available at the internet address

<https://www.data-modul.com/en/company/investor-relations/annual-general-meeting>

beyond Monday, 9 May 2022, 12:00 p.m. (CEST), until the day of the virtual shareholders' meeting but must be completed by no later than the time voting begins at the virtual shareholders' meeting.

To authorize an intermediary, a shareholders' association, a proxy voting advisory firm or a person who tenders the service commercially to shareholders of exercising their voting right at the General Meeting, revoke and provide proof of authorized representation, the legal provisions, in particular Section 135 AktG, apply. The relevant authorized representatives may, however, stipulate special requirements for their own authorized representa-

tion; shareholders are therefore requested to consult with the relevant authorized representatives in good time regarding the applicable form and procedure for granting authorized representation.

## **V. Rights of the shareholders**

### **Supplements to the agenda**

Shareholders whose shareholdings in aggregate represent 5% of the nominal share capital or a proportionate amount of EUR 500,000.00 of the nominal share capital may request that items be included in the agenda and published. Each new item must be substantiated or accompanied by the wording of the proposed resolution. The request is to be addressed in writing to the Management Board of DATA MODUL AG and must be received by the Company at least 30 days prior to the Annual General Meeting. In this respect, the day of receipt and the day of the Annual General Meeting shall not be counted. Thus, the last permissible day of receipt is 9 April 2022, 12:00 p.m (CEST).

The following address is to be used for the transmission of requests for supplements to the agenda:

DATA MODUL AG  
Investor Relations  
Landsberger Str. 322  
80687 Munich  
Germany

In accordance with section 122 para. 2 and para. 1 AktG, the shareholders concerned must verify that they have owned the above-mentioned minimum number of shares for at least 90 days prior to the receipt of the demand and that they will hold the shares until a decision is reached by the Management Board with respect to the application. For the purposes of calculating the time limit referred to above, section 121 para. 7 AktG will be applied accordingly.

### **Counter-motions and election proposals**

Each shareholder is entitled to make counter-motions regarding individual agenda items or election proposals. Counter-motions must be accompanied by a statement of grounds for the motion.

The Company will make available motions of shareholders, including the respective shareholder's name, a statement of grounds for the motion and any statements of the management, on the internet at [www.data-modul.com/annual-general-meeting](http://www.data-modul.com/annual-general-meeting), provided that the shareholder has sent a counter-motion to the Company against a proposal of the Management Board and the Supervisory Board with respect to a certain agenda item, including a statement of grounds for the counter-motion, no later than 14 days prior to the Annual General Meeting. In this respect, the day of receipt and the day of the Annual General Meeting shall not be counted. Thus, the last permissible day of receipt is 25 April 2022, 12:00 p.m. (CEST).

These requirements apply *mutatis mutandis* to election proposals. Election proposals do not need to be substantiated. In addition to the cases referred to in section 126 para. 2 AktG, the Management Board is also not required to make available election proposals of shareholders if they do not include the disclosures referred to in section 124 para. 3 sentence 4 AktG (name, exercised profession and place of residence) and section 125 para. 1 sentence 5 AktG (membership on other statutorily established supervisory boards).

The following address is to be used for the transmission of counter-motions and election proposals:

DATA MODUL AG  
Investor Relations  
Landsberger Str. 322  
80687 Munich  
Germany  
E-Mail: hv@data-modul.com

The right of each shareholder to make counter-motions and election proposals during the Annual General Meeting regarding the various agenda items, even without prior communication to the Company, remains unaffected.

Counter-motions and election proposals to be made accessible pursuant to Sections 126, 127 AktG shall be deemed to have been made at the virtual shareholders' meeting if the shareholder making the request or election proposal has properly registered for the virtual shareholders' meeting.

### **Shareholders' information rights**

In the Annual General Meeting, pursuant to section 131 para. 1 AktG, each shareholder may request from the Management Board information on the matters of the Company to the extent that such information is necessary to permit a proper evaluation of the relevant agenda item. This right to information also extends to the Company's legal and business relationships with an affiliated company. The Management Board may refuse to provide information under the conditions set forth in section 131 para. 3 AktG.

The afore-stated shareholders' information right does not exist during the virtual shareholders' meeting taking place on 10 May 2022. On the basis of the COVID-19 Act, shareholders must be granted the opportunity to ask questions by means of electronic communication.

With the approval of the Supervisory Board, the Management Board of the Company has decided that properly registered shareholders or their proxies have the opportunity to ask questions by electronic communication. Any questions should therefore be submitted on Sunday, 8 May 2022, 12:00 p.m. (CEST) via the shareholder portal available at the internet address

<https://www.data-modul.com/en/company/investor-relations/annual-general-meeting>

to be submitted. No questions may be submitted after this time and in particular during the virtual Annual General Meeting.

The Management Board will decide at its own due discretion how to answer questions. In particular, it may summarize questions.

When questions are answered during the shareholders' meeting, the name of the shareholder who submitted the question is only disclosed (to the extent that questions are answered individually and not summarized) if the shareholder expressly agreed to such disclosure when submitting the question.

### **Right of objections**

Properly registered shareholders and their authorized representatives are entitled to declare objections to resolutions of the shareholders' meeting for the record from the start to the end of the shareholders' meeting via the shareholder portal available at the internet address

<https://www.data-modul.com/en/company/investor-relations/annual-general-meeting>

The notary authorized the Company to accept objections via the shareholder portal and will receive the objections via the shareholder portal.

## **VI. Information contained on the website of the Company**

The present calling of the Annual General Meeting, the documents to be made available and motions of shareholders as well as further information is also available at the website of the Company under [www.data-modul.com/annual-general-meeting](http://www.data-modul.com/annual-general-meeting).

## **VII. Data protection information**

The following data protection information is designed to inform the shareholders about the processing of their personal data in connection with the virtual Annual General Meeting and their rights regarding such processing.

### **Responsible entity, purposes and legal basis of the processing**

The Company is the responsible entity for data processing.

The Company processes personal data of its shareholders and any shareholder representatives in order to process the registration and connection of the shareholders and shareholder representatives to the virtual shareholders' meeting and to enable the shareholders and shareholder representatives to exercise their rights in the context of the virtual shareholders' meeting. In addition, personal data will be used for related purposes and to satisfy other statutory requirements (e.g., relating to documentary evidence or record retention).

The legal basis for the processing is Art. 6 para. 1 sentence 1 lit. c) EU General Data Protection Regulation.

### **Recipients of personal data**

Insofar as the Company uses service providers to carry out the virtual Annual General Meeting, these service providers process personal data only on behalf of the Company and are otherwise obligated to maintain confidentiality.

### **Storage period**

Personal data will be stored as long as this is required by law or the Company has a legitimate interest in the storage of such data, such as in the case of judicial or extrajudicial proceedings in connection with the Annual General Meeting. The personal data will then be deleted.

### **Rights**

Subject to the statutory requirements, shareholders have the right to receive information about the processing of their personal data, to require rectification or erasure of their personal data or the restriction of the processing and to receive your personal data in a structured, commonly used and machine-readable format (data portability).

Subject to the statutory requirements, shareholders have the right to object to the processing of their personal data.

Shareholders also have the right to lodge a complaint with a supervisory authority.

**Contact details**

Contact details of the Company are:

Data Modul AG  
Landsberger Str. 322  
80687 Munich

Contact details of the Data Protection Officer are:

Data Modul AG  
Data Protection Officer  
Landsberger Str. 322  
80687 Munich  
e-mail: [Datenschutz@data-modul.com](mailto:Datenschutz@data-modul.com)

Munich, March 2022

The Management Board

## **Information regarding elections on the Supervisory Board**

### ***Kristin D. Russell***

Chairwomen of DATA MODUL AG's Supervisory Board since 2016 (elected until 2022)

#### **Person**

Residence: Denver, Colorado, USA  
Year of Birth: 1970  
Nationality: U.S.

#### **Career**

Since 2021: Global President, Global Enterprise Computing Solutions, Arrow Electronics, Inc.  
2016-2020: Global President, Arrow Intelligent Systems, Arrow Electronics, Inc.  
2014-2016: Managing Director, Deloitte Digital, Deloitte Consulting, LLP  
2011-2014: Secretary of Technology and Chief Information Officer, State of Colorado  
2010-2011: Vice President, Global IT Service Operations, Oracle Corporation  
1997-2010: Various management positions at Sun Microsystems, Inc., in her last position Vice President, Global IT Operations  
1995-1997: Senior Manager, Automated Settlement and Payment, Citigroup – Diners Club International  
1992-1995: Regional Customer Service Manager, Southern Pacific Lines Transportation

#### **Education**

CEO Summit Delegate, Yale University  
CEDIR – Executive Business Management Program, University of Colorado Boulder  
Bachelor of Arts & Sciences, International Affairs, Emphasis in Spanish and Western Europe, University of Colorado Boulder

#### **Memberships in other statutory supervisory boards in Germany and comparable boards in Germany and abroad**

None

#### **Relevant know-how**

Due to her professional background, Ms. Russell has particular expertise in the field of accounting within the meaning of Section 100 para. 5 AktG.

**Richard A. Seidlitz**

Deputy Chairman of DATA MODUL AG's Supervisory Board since 2018 (elected until 2022)

**Person**

Residence: Centennial, Colorado, USA  
Year of Birth: 1977  
Nationality: U.S.

**Career**

Since 2018: Chief Accounting Officer & Controller, Arrow Electronics, Inc.  
2016-2017: Vice President, Corporate Controller, Arrow Electronics, Inc.  
2015-2016: Assistant Controller, Arrow Electronics, Inc.  
2005-2014: Various management positions at First Data Corporation, in his last position Vice President, Accounting Policies and SOX Compliance  
1999-2005: Auditor, PricewaterhouseCoopers LLP

**Education**

Bachelor of Science in Accountancy, University of Illinois at Urbana-Champaign

**Memberships in other statutory supervisory boards in Germany and comparable boards in Germany and abroad**

None

**Relevant know-how**

Due to his professional background, Mr. Seidlitz has special expertise in the field of auditing financial statements within the meaning of Section 100 para. 5 AktG.