



DATA MODUL Aktiengesellschaft
Produktion und Vertrieb von elektronischen Systemen

Munich

- ISIN: DE0005498901 -
- WKN: 549 890 -

ANNUAL GENERAL MEETING

The shareholders of our Company are hereby invited to the

Annual General Meeting

to be held on

Thursday, 9 May 2023, at 10:00 a.m. (CEST)

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 Executive Board on the information pursuant to sections 289a s. 1, 315a s. 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 Executive Board for the appropriation of the balance sheet profit as well as the Report of the Supervisory Board for the financial year 2022

The Supervisory Board has approved the annual financial statements prepared by the Executive 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.

As of the calling of the Annual General Meeting, the documents are available on our website at

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

In addition, all documents to be provided will be available during the Annual General Meeting and will be explained in more detail at the Annual General Meeting.

2. Resolution on the appropriation of the balance sheet profit

The Executive Board and the Supervisory Board propose that the balance sheet profit for the financial year 2022 in the amount of EUR 53,984,991.91 as set out in the annual financial statements of the Company, be appropriated as follows:

Payment of a dividend to the shareholders (EUR 2.50 per no-par-value share entitled to a dividend)	EUR	8,815,455.00
Allocation to other revenue reserves	EUR	37,277,093.86
Profits carried forward	EUR	7,892,443.05
Balance sheet profit	EUR	53,984,991.91

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 12 May 2023.

3. Resolution on the discharge of the actions of the Executive Board member for the financial year 2022

The Executive Board and the Supervisory Board propose that the acts of the Executive Board member holding office in the financial year 2022 be formally approved for the financial year 2022.

4. Resolution on the discharge of the actions of the Supervisory Board members for the financial year 2022

The Executive Board and the Supervisory Board propose that the acts of the Supervisory Board members holding office in the financial year 2022 be formally approved for the financial year 2022.

5. Resolution on the appointment of the public auditor for the financial year 2023

The Supervisory Board proposes that Mazars GmbH & Co. KG, Wirtschaftsprüfungsgesellschaft, Steuerberatungsgesellschaft, Hamburg, be appointed auditor and Group auditor for the financial year 2023.

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 (Regulation (EU) No. 537/2014 of the European Parliament and Council of 16 April 2014).

6. Resolution on the approval of the compensation system for Executive Board members

The Supervisory Board resolved on 23 March 2023 to amend the current compensation system for Executive Board members approved by the Annual General Meeting on 6 May 2021.

The amended compensation system is set out in section II. of this invitation and is also available on our website at

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

from the time the Annual General Meeting is convened.

The prime reason for the further development of the compensation system was to incentivize the Executive Board even more strongly based on performance in order to ensure a further positive long-term and sustainable development of the Company.

The Supervisory Board proposes to approve the amended compensation system for the Executive Board members pursuant to section 120a para. 1 AktG.

7. Resolution on the approval of the compensation report

Pursuant to section 162 AktG, Executive Board and Supervisory Board shall prepare a compensation report and submit this report to the Annual General Meeting for approval pursuant to section 120a para. 4 AktG.

The compensation report was audited by the auditor of the Company pursuant to section 162 para. 3 AktG. The audit opinion is attached to the compensation report.

The compensation report including audit opinion is set out in section III. of this invitation and is also available on our website at

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

from the time the Annual General Meeting is convened.

The Executive Board and the Supervisory Board propose to approve the compensation report for the fiscal year 2022 prepared and audited pursuant to section 162 AktG.

II. Compensation system for the Executive Board members (agenda item 6)

1. Principles of the compensation system

The determination of the compensation of Executive Board members of the Company is based on the size and global activities of the Company, its business and financial position, profitability and prospects of the Company as well as the amount and structure of Executive Board compensation of comparable companies in and outside Germany. The responsibilities and personal performance of the Executive Board are taken into account. The compensation system makes a significant contribution to promoting the long-term development of the Company.

The compensation structure is designed to be competitive in the international market and to provide an incentive for successful work for sustainable corporate development.

2. Procedure for determining, implementing and reviewing the compensation

The Supervisory Board draws up and approves the compensation system in accordance with the statutory requirements and in the light of the recommendations and suggestions of the German Corporate Governance Code. If necessary, the Supervisory Board may call in external, independent consultants.

The Supervisory Board regularly reviews the compensation system and the amount of compensation of the Executive Board. In the event of material changes, but at least every four years, the compensation system shall be submitted to the General Meeting for approval. If the General Meeting does not approve the compensation system to be voted on, a reviewed compensation system will be presented for resolution at latest in the following ordinary General Meeting.

All members of the Supervisory Board are committed to preserving the Company's best interests and must refrain from engaging in any personal or third-party interests. Accordingly, Supervisory Board members must disclose potential conflicts of interest relating to these matters without undue delay to the Supervisory Board. In the event of a conflict of interest, the Supervisory Board member concerned does not participate in the Supervisory Board discussion and vote affected by the conflict.

3. Temporary deviation from the compensation system

The Supervisory Board may temporarily deviate from the compensation system if this is necessary in the interest of the Company's long-term well-being. The extraordinary circumstances requiring a deviation shall be determined by resolution of the Supervisory Board. The components of the compensation system from which deviations may be made are the procedure, the regulations on the compensation structure and amount as well as the individual compensation components.

4. Determination of the specific total compensation

On the basis of the compensation system, the Supervisory Board determines the specific target total remuneration of the Executive Board comprising fixed and variable compensation components (the latter in case of hundred-percent target achievement) including fringe benefits. The Supervisory Board ensures that the target total remuneration appropriately reflects the duties and performance of the Executive Board member as well as the Company's net assets, financial position and results of operations and does not exceed the customary compensation without reason.

After the end of the financial year, the Supervisory Board determines the amount of the individual compensation to be granted for the respective financial year depending on the target-achievement level.

In reviewing the appropriateness of the specific total compensation, companies from the Company's sector as well as other companies listed in the Prime Standard are included (horizontal). In addition to the horizontal comparison, the Supervisory Board also takes into account the compensation of the senior management team and the total number of employees of DATA MODUL Group (vertical) when determining the total compensation. In this context, the Supervisory Board considers the relation of the compensation of the Executive Board to the compensation of the comparison group. The relation thus determined is also reviewed over time.

5. Overview of compensation components

The total compensation is composed of fixed components and variable performance-based components.

The fixed compensation, which is not tied to performance, comprises the basic salary, fringe benefits and the fixed retention bonus.

The variable performance-based compensation is composed of a bonus linked to the EBIT of the DATA MODUL group.

The individual compensation components of the sole Executive Board member account for the following relative shares of the total target compensation:

Basic salary	~40%
Fringe benefits	~4%
Retention bonus	~16%
EBIT-related bonus	~40%
Target total compensation	100%

6. Compensation components in detail

6.1 Fixed components

Basic salary

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

Fringe benefits

The fringe benefits mainly consist of the provision of a company car, contribution subsidies for accident, life and health insurance and the conclusion of a D&O insurance policy. No company pension commitments have been made.

Retention bonus

In order to honor the long-standing loyalty to the group, the Company grants a fixed retention bonus, if the Executive Board member is still employed by the Company at the end of the respective financial year.

6.2 Variable components

The variable performance-based compensation is composed of a bonus linked to the EBIT of the DATA MODUL group. The basis for calculation is the EBIT, as reported in the consolidated financial statements for the last financial year. EBIT represents one of the most important financial performance indicators for the operating performance of the DATA MODUL Group.

The amount of the bonus paid out is staggered and depends on the percentage of DATA MODUL Group's actual EBIT (EBIT performance) compared with DATA MODUL Group's budgeted EBIT (EBIT planning), whereby the maximum amount paid out is EUR 250,000. Before the beginning of the respective financial year, the Supervisory Board approves a budgeted EBIT figure for the DATA MODUL Group. The figures reported in the adopted consolidated financial statements of the Company for the respective past financial year are decisive for the actual EBIT achieved by the DATA MODUL Group.

The EBIT-related bonus is an incentive for the contribution to increasing the value of the Company made in the financial year. To ensure that the EBIT-related bonus has a long-term incentive effect for the Executive Board member, the service agreement stipulates that only 2/3 of the EBIT-related bonus will be paid out after adoption of the annual financial statements and approval of the consolidated financial statements for the past financial year. The outstanding 1/3 of the EBIT-related bonus is only paid out in the following financial year if the DATA MODUL Group continues to develop positively.

If the EBIT performance exceeds the EBIT planning by up to 200%, the Executive Board member is entitled to payment of a performance bonus. The amount paid out depends on the percentage of DATA MODUL Group's actual EBIT compared with DATA MODUL Group's budgeted EBIT.

Subsequent modification of the above parameters is excluded.

7. Maximum compensation

The Supervisory Board has determined that the total compensation that an Executive Board member can receive in a financial year may on the basis of the current Executive Board compensation system may not exceed an amount of EUR 870,000 (maximum compensation).

8. Other remuneration-related arrangements

The new compensation system to be applied from 1 January 2023.

The Supervisory Board may withhold or reclaim the variable compensation in justified exceptional cases.

9. Duration and arrangements in connection with the termination of the seat on the Executive Board

Terms

Service agreement of Executive Board members are concluded for the duration of their appointment and are extended for the duration of their reappointment, unless otherwise agreed.

If the service agreement of an Executive Board member is terminated, the disbursement of any remaining variable compensation components attributable to the period up until the termination of the agreement is based on the originally agreed targets and comparison parameters as well as the due dates stipulated in the agreement.

Right of extraordinary termination

In case of a change of control with regard to the Company, the Company and the Executive Board member have the one-time right to terminate the service agreement by giving eight weeks' notice with effect as of the end of the month.

A change of control exists if a shareholder, other than Arrow, Inc. or its affiliated companies, has acquired control over the Company within the meaning of sec. 29 para. 2 of the German Securities Acquisition and Takeover Code by holding at least 30% of the voting rights in the Company – also indirectly by imputation according to sec. 30 of the German Securities Acquisition and Takeover Code.

In case the service agreement expires due to an exercise of the right of extraordinary termination, the Executive Board member shall receive (i) payment of the fixed salary until the expiry of the service agreement as well as (ii) a pro rata temporis executive bonus, calculated from the effective date of the extraordinary termination until the expiry of the service agreement, whereby all compensation payments to the Executive Board member may not exceed the value of two years' compensation (severance payment cap).

There are no commitments in the event of premature termination of Executive Board membership due to a change of control.

Compensation for post-contractual non-competition clauses

There are post-contractual non-competition clauses with the Executive Board members for a period of six months, which provide for compensation to be paid by the Company for the duration of the existence of the post-contractual non-competition clause. This compensation amounts to 70% of (i) the monthly portion of the basic salary and (ii) an imaginary equal monthly portion of the total executive bonus allocated to the past financial year.

Incapacity for work

In the event of illness or other incapacity to perform his duties through no fault of his own, the Company continues to pay the Executive Board member the monthly fixed basic salary for a period of six months. For further six months, the Company continues to pay the Executive Board member 80% of the monthly fixed basic salary.

III. Compensation report for Supervisory Board members (agenda item 7)

The following compensation report pursuant to section 162 AktG outlines and explains the compensation individually granted and/or due in the fiscal year 2022 to

current and former members of the Executive Board and Supervisory Board of DATA MODUL AG.

The compensation report for the previous fiscal year 2021 was approved by the Annual General Meeting of the Company on 10 May 2022. The compensation system also approved there pursuant to section 120a para. 1 AktG has been observed in this compensation report.

1. Compensation of the Executive Board

Compensation system for Executive Board members

For the fiscal years 2021 and 2022, the Supervisory Board resolved the compensation system for the Executive Board as of 1 January 2021 pursuant to sections 87 para. 1, 87a para. 1 AktG.

On 6 May 2021, the compensation 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 2022, the Supervisory Board did not make use of any of the options established in the compensation system to deviate temporarily from the compensation system.

Overview of the compensation system

The compensation of Executive 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 Executive Board compensation of comparable companies in and outside Germany.

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

The compensation structure is designed to be competitive and to provide an incentive for successful work for sustainable corporate development.

The annual target amounts specified in the compensation system for fiscal year 2021 continued to apply unchanged for fiscal year 2022.

The following chart presents the components of the compensation system as well as the annual target amounts. Thereafter, the components, and how they were actually applied in the fiscal year 2022, 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

The annual target amounts may be exceeded up to the amount of the maximum compensation.

Compensation 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 Executive 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 Executive Board member.

The performance-based variable compensation 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 Executive 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 Executive 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 AG 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 compensation of the Executive Board member.

Observance of the maximum compensation

The Supervisory Board has determined that the total compensation that an Executive Board member can receive in a fiscal year under the current compensation system may not exceed an amount of EUR 785,000.00 (maximum compensation). This

is ensured by a cap on the variable compensation. The sole Executive Board member observed and undercut the maximum compensation in the fiscal year 2022 with regard to the granted and/or due fixed and variable compensation.

Review of the appropriateness

The Supervisory Board regularly reviews the appropriateness and the conventionality of the Executive Board's compensation. The Supervisory Board includes companies from the Company's sector as well as other companies listed in the Prime Standard. In addition, the Supervisory Board considers the compensation of the senior management team and the total number of employees of DATA MODUL Group.

Executive Board compensation individually disclosed

Compensation of the sole Executive Board member

The following chart presents the fixed and variable compensation components granted and/or due in the fiscal year 2022 to the sole Executive Board member, including their relative share, pursuant to section 162 AktG and states the comparative values for the fiscal year 2021. The actual compensation includes the basic annual salary paid out in the fiscal year 2022, the fringe benefits accrued in the fiscal year 2022, the retention bonus paid out in the fiscal year 2022 and 2/3 of the executive bonus based on EBIT for the fiscal year 2021 and 1/3 of the executive bonus based on EBIT for the fiscal year 2020.

Dr. Florian Pesahl CEO since 1 January 2010					
		2021		2022	
		in kEUR	in % ¹	in kEUR	in %
Fixed compensation	Basic salary	224 ²	35	230	35
	Fringe benefits	18	3	18	3
	Retention bonus	100	16	100	16
Subtotal		342	54	348	54
Performance-based compensation	EBIT-related executive bonus (2/3)	147	23	147	23
	EBIT-related executive bonus (1/3)	37	6	37	6
	discretionary bonus	110	17	110	17
Subtotal		294	46	294	46
Total compensation		636	100	642	100

Compensation of former Executive Board members

The following chart contains the fixed and variable compensation components granted and/or due in the fiscal year 2022 to former Executive Board members who have terminated their activity within the last ten fiscal years, including their relative share, pursuant to section 162 AktG. The actual compensation includes company pensions paid out in the fiscal year 2022.

¹ The relative share relates to the total compensation shown at the bottom of the chart.

² Dr. Pesahl voluntarily waived 10% of his basic salary during the months of short-time work at the Company in the fiscal year 2021.

	Peter Hecktor (terminated his activity in the fiscal year 2014)			
	2021		2022	
	in kEUR	in %	in kEUR	in %
Company pension paid out	24	100	26	100
Sum	24	100	26	100

In addition, company pension in the amount of kEUR 30 was paid in the fiscal year 2022 to a further former Executive Board member who has terminated his activity more than ten years ago.

Clawback of variable compensation components

In the fiscal year 2022, the Supervisory Board did not find any cause to make use of the option provided for under the compensation system to reclaim variable compensation components.

Third-party benefits and termination benefits

In the fiscal year 2022, no third-party benefits or loans were granted to the sole Executive Board member, nor were any similar benefits granted. The sole Executive Board member does not receive any compensation from mandates for group companies.

There are no contractual agreements with the sole Executive Board member regarding the procedure in the event of premature termination of the Executive Board member's contract without good cause. The Supervisory Board is of the opinion that this is not appropriate because the Executive 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' compensation.

2. Compensation of the Supervisory Board

Compensation system for Supervisory Board members

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

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

Overview of the compensation system

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

For individual Supervisory Board members, the annual fixed compensation 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 2022, the compensation 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.

Supervisory Board compensation individually disclosed

The following chart presents the fixed and variable compensation components granted and/or due in the fiscal year 2022 to the Supervisory Board members, including their relative share, pursuant to section 162 AktG. The actual compensation includes the annual fixed compensation paid out in the fiscal year 2022.

	Fixed compensation	
	in kEUR	in %
Kristin D. Russell	40	100
Total compensation	40	100
Rick Seidlitz	30	100
Total compensation	30	100
Eberhard Kurz	20	100
Total compensation	20	100
In total	90	

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 compensation.

Supervisory Board members do not receive loans from the Company.

3. 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 2022 stipulates a deductible for the Executive Board member in line with the German Stock Corporation Act and German Corporate Governance Code.

4. Comparative chart of changes in compensation and company performance

The following chart presents the annual change of the compensation granted and/or due to current and former Executive Board and Supervisory Board members, DATA MODUL AG's earnings performance and the compensation 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. In accordance with section 26j para. 2 sentence 2 EGAktG, the comparison presented begins with the financial year 2021.

		2021 in kEUR	2022 in kEUR	Δ in %
Executive Board	Dr. Florian Pesahl	636	642	0.9
	Peter Hecktor	24	26	8.3
Supervisory Board	Kristin D. Russell (Chairwoman)	40	40	0
	Rick Seidlitz (Deputy Chairman)	30	30	0
	Eberhard Kurz	20	20	0
Employees	Employees in Germany	56	58	3.6
Company performance	EBIT of DATA MODUL Group according to IFRS (in EUR million)	13	27	107.7

For the Executive 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 compensation report of DATA MODUL Aktiengesellschaft Produktion und Vertrieb von elektronischen Systemen, Munich for the fiscal year from 1 January 2022 to 31 December 2022, to determine whether the disclosures pursuant to section 162 para. 1 and 2 AktG have been made in the compensation report. In accordance with section 162 para. 3 AktG, we have not audited the content of the disclosures made in the compensation report.

In our opinion, the compensation report for the fiscal year from 1 January 2022 to 31 December 2022 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 compensation report.

Legal Basis for the Opinion

We conducted our audit of the compensation report in compliance with section 162 para. 3 AktG and the requirements of IDW Audit Standard: The Audit of the Compensation 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 Executive Board and the Supervisory Board

The Executive Board and the Supervisory Board are responsible for setting-up the compensation 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 compensation 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 compensation 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 compensation report by comparing the disclosures made in the compensation 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 compensation report.

Dealing with any misleading representations

In connection with our audit, we have a responsibility to read the compensation report, taking into account the knowledge gained from the audit of the financial statements, and to remain alert for indications of whether the compensation 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 compensation 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, in March 2023

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

***Christian Schönhofer
German Public Auditor***

***Isabel Hohenegg
German Public Auditor***

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

The right to participate in and exercise their voting rights at the Annual General Meeting have those shareholders who have registered to that purpose with the Company and transmitted to the Company a specific record of their shareholdings pursuant to section 13 para. 3 of the Articles of Association.

Proof of entitlement shall be furnished by a record of shareholding in text form issued by the ultimate intermediary pursuant to section 67c para. 3 AktG. The record of shareholding must refer to the beginning of the 21st day prior to the Annual General Meeting. This is 18 April 2023, 00:00 a.m. (CEST) (record date).

The registration and the record of shareholding must be prepared in the German or English language and must be received by the Company in text form by 2 May 2023, 12:00 p.m. (CEST), at the latest via one the following channels:

DATA MODUL AG
c/o Computershare Operations Center
80249 Munich
E-Mail: anmeldestelle@computershare.de

V. Significance of the record date

The entitlement to participate in the Annual 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. The record date does not constitute a relevant date with respect to the dividend entitlement.

VI. Procedures for proxy voting

Duly registered shareholders may have their voting and other rights exercised by proxy of their choice, *e.g.* an intermediary, a shareholders' association, a voting advisor or another authorized third party, after granting the appropriate power of attorney.

If a shareholder authorizes more than one person, the Company may reject one or several of them pursuant to section 134 para. 3 s. 2 AktG.

The power of attorney may be granted by declaration to the proxy or to the Company. The granting of such proxy, its revocation and the provision of proof *vis-à-vis* the Company for the granting of power of attorney require text form (section 126b BGB). Shareholders are requested to use the form they receive together with the confirmation of registration to grant the power of attorney.

The power of attorney may be issued *vis-à-vis* the Company no later than Monday, 8 May 2023, 12:00 p.m. (CEST) (receipt decisive), using the following e-mail-address:

anmeldestelle@computershare.de

The same applies to the revocation of a power of attorney and the proof of a power of attorney granted to the proxy.

In case of authorization of intermediaries, voting rights advisors, shareholders' associations or other persons acting in a business capacity pursuant to Section 135 AktG (authorization pursuant to section 135 AktG), special statutory provisions apply, in particular section 135 AktG. Shareholders who wish to grant a power of attorney pursuant to section 135 AktG are requested to consult with the person to be granted power of attorney on the procedure and form of the power of attorney.

VII. Shares and voting rights

As of the calling of the Annual General Meeting 2023, 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.

VIII. 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 Executive Board of the Company and must be received by the Company at least 30 days prior to the Annual General Meeting. In this respect, the day of receipt shall not be counted. Thus, the last permissible day of receipt is 8 April 2023, 12:00 p.m. (CEST).

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

Executive Board of 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 Executive 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

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

provided that the shareholder has sent a counter-motion to the Company against a proposal of the Executive 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 shall not be counted. Thus, the last permissible day of receipt is 24 April 2023, 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 Executive 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 fax-number or e-mail 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.

Shareholders' information rights

In the Annual General Meeting, pursuant to section 131 para. 1 AktG, each shareholder may request from the Executive 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 Executive Board may refuse to provide information under the conditions set forth in section 131 para. 3 AktG. An explanation of the conditions under which the Executive Board may refuse to provide information is available at the Company's website under

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

IX. 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

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

X. 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 preparation and holding of as well as follow-up the 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 uses personal data of its shareholders and any shareholder representatives to enable the shareholders and shareholder representatives to participate in and exercise their rights before and during the Annual General 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

The Company is using external service providers and advisors to prepare, hold and follow up the Annual General Meeting. Service providers and advisors will receive from the

Company only such personal data as are required for the execution of the service and will process the data exclusively in accordance with the Company's instructions. In addition, shareholders and shareholder representatives may inspect the list of participants to be made accessible at the Annual General Meeting.

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

Munich, March 2023

The Executive Board