



secunet Security Networks AG
Essen

Annual General Meeting
(virtual Annual General Meeting)
on
Wednesday, 12. May 2021

**INFORMATION ACCORDING PARA 125 AKTG, ART. 4 SECT. 1, TABLE 3 OF THE ANNEX TO
COMMISSION IMPLEMENTING REGULATION (EU) 2018/1212**

| Type of information | Description |
|--|--|
| A. Specification of the message | |
| 1. Unique identifier of the event | Annual General Meeting of secunet Security Networks AG on 12 May 2021 Format required by the Commission Implementing Regulation (EU) 2018/1212: secunet_oHV_20210512 |
| 2. Type of message | Convocation of the Annual General Meeting Format required by the Commission Implementing Regulation (EU) 2018/1212: NEWM |
| B. Specification of the issuer | |
| 1. ISIN | DE0007276503 |
| 2. Name of issuer | secunet Security Networks AG |
| C. Specification of the meeting | |
| 1. Date of the General Meeting | 12 May 2021 Format required by the Commission Implementing Regulation (EU) 2018/1212: 20210512 |
| 2. Time of the General Meeting (UTC) | 10:00 hours (CEST) Format required by the Commission Implementing Regulation (EU) 2018/1212: 8:00 hours (UTC) |
| 3. Type of General Meeting | Annual General Meeting as virtual General Meeting without physical presence of the shareholders or their proxies Format required by the Commission Implementing Regulation (EU) 2018/1212: GMET |
| 4. Location of the General Meeting | Location according to the German Stock Corporation Act (<i>AktG</i>): Giesecke + Devrient GmbH, Prinzregentenstraße 159, 81677 Munich, Germany URL to the password-protected AGM-portal to follow the audio and video transmission of the General Meeting as well as to exercise shareholder's rights: www.secunet.com/hauptversammlung |
| 5. Record Date | Record date according to para. 125 sect. 4 AktG and para. 19 sect. 2 of the Articles of Association of secunet Security Networks AG: 21 April 2021 (0:00 hours (CEST)) Format required by the Commission Implementing Regulation (EU) 2018/1212: 20210420 |
| 6. Uniform Resource Locator (URL) | www.secunet.com/hauptversammlung |



secunet Security Networks AG

Essen, Germany

- Security identification number 727 650 -

ISIN DE0007276503

The Act on Measures in Company, Cooperative, Association, Foundation and Residential Property Law to Combat the Effects of the COVID-19 Pandemic of 27 March 2020, as amended as of 28 February 2021 (**COVID-19 AuswBekG**), opens up the possibility of holding Annual General Meetings in 2021 without the physical presence of shareholders or their proxies (virtual Annual General Meeting). The Management Board of secunet Security Networks AG has resolved, with the consent of the Supervisory Board, to avail itself of the option of a virtual Annual General Meeting.

The shareholders of secunet Security Networks AG are hereby invited to the

Annual General Meeting
(virtual Annual General Meeting)

on

Wednesday, 12 May 2021 at 10:00 a.m.(CEST)

The Annual General Meeting will be held as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies (with the exception of the proxies appointed by the Company) pursuant to Section 1 (2) COVID-19 AuswBekG at the business premises of Giesecke + Devrient GmbH, Prinzregentenstrasse 159, 81677 München, Germany. Pursuant to Section 1 (2), sentence 1, no. 1 COVID-19 AuswBekG, the entire meeting will be broadcast live in video and audio on the Company's website at www.secunet.com/hauptversammlung for duly registered shareholders. Holding the Annual General Meeting 2021 as a virtual Annual General Meeting in accordance with the COVID-19 AuswBekG leads to modifications in the procedures of the Annual General Meeting as well as in the rights of the shareholders (cf. more detailed information after the presentation of the agenda with the proposed resolutions).

Agenda

- 1. Presentation of the adopted Annual Financial Statements of secunet Security Networks AG and the approved Consolidated Financial Statements as at 31 December 2020, the combined Management Report for secunet Security Networks AG and the Group as well as the explanatory report of the Management Board regarding disclosures pursuant to Sections 289a (1) and 315a (1) of the German Commercial Code and the report of the Supervisory Board for the 2020 financial year.**

The Supervisory Board approved the Annual Financial Statements and the Consolidated Financial Statements prepared by the Management Board on 17 March 2021 and thus adopted the Annual Financial Statements. A resolution by the Annual General Meeting is therefore not required under agenda item 1. The aforementioned documents have been available on the Company's website at www.secunet.com/hauptversammlung since publication of the invitation to the 2021 Annual General Meeting.

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

The Management Board and the Supervisory Board propose distributing the balance sheet profit for the 2020 financial year amounting to 16,432,535.08 euros as follows:

| | |
|---|---------------------|
| Disbursement of a dividend of 2.54 euros per dividend-bearing share | 16,432,535.08 euros |
| Transfer to other revenue reserves | 0.00 euros |
| Carryforward | 0.00 euros |
| Balance sheet profit | 16,432,535.08 euros |

The Company holds 30,498 treasury shares at the time of publication of the notice convening the Annual General Meeting. Treasury shares held by the Company are not entitled to dividends

pursuant to Section 71b of the Stock Corporation Act. The number of dividend-bearing shares corresponds to a total of 6,469,502.

The dividend is payable on the third business day following the resolution of the Annual General Meeting (Section 58 (4), sentence 2 of the Stock Corporation Act). No provision can be made for earlier payment (Section 58 (4), sentence 3 of the Stock Corporation Act).

3. Resolution on approving the discharge from responsibility of the members of the Management Board for the 2020 financial year

The Management Board and the Supervisory Board propose that the members of the Management Board in office in the 2020 financial year be discharged from responsibility for this period.

4. Resolution on approving the discharge from responsibility of the members of the Supervisory Board for the 2020 financial year

The Management Board and the Supervisory Board propose that the members of the Supervisory Board in office in the 2020 financial year be discharged from responsibility for this period.

5. Election of the auditors for the 2021 financial year and for the audit review of the Condensed Financial Statements and the Interim Management Report

The Supervisory Board proposes that the following resolution be adopted:

PricewaterhouseCoopers GmbH, registered office in Frankfurt am Main, Essen branch, shall be appointed as auditors for secunet Security Networks AG and Group auditors for secunet Group for the 2021 financial year and as auditors for an audit review of the Condensed Financial Statements and the Interim Management Report of secunet Security Networks AG and secunet Group as at 30 June 2021.

6. Addition of new paragraphs 4, 5 and 6 to Article 19 of the Articles of Association (Participation in and Proceedings of the Annual General Meeting)

In order to allow shareholders to exercise their shareholder rights electronically also in the future and independently of the time-limited provisions of the COVID-19 AuswBekG, and in order to

accommodate the increased acceptance of virtual Annual General Meetings, the Articles of Association shall be supplemented by corresponding authorisations of the Management Board pursuant to Section 118 (1), sentence 2 and (2) of the Stock Corporation Act. These authorisations do not allow the Management Board to hold a purely virtual Annual General Meeting (as permitted by the COVID-19 AuswBekG), but are always intended to allow only a decision on additional forms of participation and voting for the benefit of shareholders.

The Management Board and the Supervisory Board therefore propose that the following resolution be adopted:

Article 19 of the Articles of Association (Participation in and Proceedings of the Annual General Meeting) shall be supplemented by the following new paragraphs 4, 5 and 6:

“(4) The Management Board is authorised to permit the full or partial video and audio transmission of the Annual General Meeting. The relevant details shall be determined by the Management Board.

(5) The Management Board is authorised to provide that shareholders may cast their votes in writing or by way of electronic communication without attending the meeting (absentee voting). It may determine the details of the scope and procedure of absentee voting and shall make these known on convening the Annual General Meeting.

(6) The Management Board is authorised to provide that shareholders may also participate in the Annual General Meeting without being present at its venue and without a proxy and may exercise all or any of their rights in whole or in part by way of electronic communication (online participation). The Management Board is also authorised to stipulate provisions regarding the scope and procedure of participation and the exercise of rights in accordance with sentence 1 above and shall make these known when convening the Annual General Meeting.”

7. Approval of the remuneration system for members of the Management Board

The Act Implementing the Second Shareholder Rights Directive (*ARUG II*) of 12 December 2019 introduced a new Section 120a into the German Stock Corporation Act. Section 120a (1) of the

Stock Corporation Act stipulates that the Annual General Meeting of listed companies shall resolve on approval of the remuneration system for members of the Management Board submitted by the Supervisory Board whenever there is a significant change, but at least every four years. With effect from 1 January 2021, the Supervisory Board of secunet Security Networks AG has resolved a fundamentally revised remuneration system for the members of the Management Board, which is to be submitted to this Annual General Meeting for resolution in accordance with the provisions of Section 120a of the Stock Corporation Act.

The Supervisory Board proposes that the remuneration system for members of the Management Board of secunet Security Networks AG described below and adopted by the Supervisory Board with effect from 1 January 2021 be approved:

A. General principles of remuneration

The system for the remuneration of Management Board members makes a significant contribution to implementation of the corporate strategy of secunet Security Networks AG (hereinafter also **secunet AG**). The structure of the individual remuneration components is to be linked to the achievement of key Company targets. In this respect, Management Board remuneration is based in particular on long-term and sustainable growth, increased profitability, competitiveness and sustainability targets. Besides key financial indicators, it also takes non-financial performance indicators into account, which are equally essential to the long-term and sustainable success of the Company. These incentives align the interests of the Management Board with those of shareholders, employees, customers and other stakeholders for the benefit of the Company's successful development. The remuneration system also ensures that the members of the Management Board are remunerated appropriately according to their performance and respective area of responsibility.

When structuring the remuneration of the Management Board, the Supervisory Board takes into account the following principles in particular:

- ▶ Promotion of the corporate strategy
- ▶ Long-term and sustainable development
- ▶ Appropriateness

- ▶ Pay for performance
- ▶ Alignment with shareholder interests
- ▶ Market conformity
- ▶ Consistency of the remuneration system

B. Procedures for establishing, implementing and reviewing the remuneration system

The remuneration system for the Management Board is determined by the Supervisory Board pursuant to the provisions of Sections 87 (1) and 107 (3), sentence 7 of the Stock Corporation Act. The Supervisory Board may, if necessary, make use of external consultants for the purpose of developing the system. When appointing remuneration consultants, particular attention is paid to their independence.

In structuring the remuneration system, due consideration is given to the appropriateness of Management Board remuneration (see B.2 below). When determining the variable remuneration parameters, the Supervisory Board also ensures consistency with the remuneration system in relation to the employees of secunet AG by fundamentally applying at least partially identical performance criteria for the variable remuneration of employees as for the Management Board.

The requirements of the German Stock Corporation Act and the German Corporate Governance Code in the version adopted on 16 December 2019 (**GCGC 2020**) for handling conflicts of interest in the Supervisory Board are also observed in the establishment, implementation and review of the remuneration system. Members of the Supervisory Board are required to disclose any potentially conflicting interests. In such cases, the members concerned shall not be involved in the items subject to conflict.

The present system for remuneration of the members of the Management Board of secunet AG has been in force since 1 January 2021. Remuneration entitlements, including those from previously relevant provisions on variable remuneration, for periods prior to 1 January 2021 are based on the respective underlying contracts of the Management Board members.

B.1. Review and confirmation of the remuneration system

The remuneration system adopted by the Supervisory Board will be submitted to the Annual General Meeting for approval.

The Supervisory Board regularly reviews the remuneration system. In the event of significant changes, but at least every four years, the remuneration system shall again be submitted to the Annual General Meeting for approval (if applicable, in its amended version). If the Annual General Meeting does not approve the remuneration system submitted, a (reviewed, not necessarily modified) remuneration system will be presented at the following Annual General Meeting at the latest.

B.2. Determination of the appropriate target remuneration by the Supervisory Board

In keeping with the remuneration system, the Supervisory Board determines the amount of the target total remuneration for the individual members of the Management Board as well as the assessment basis or performance criteria for the variable remuneration components. In this context, care is taken to ensure that the target total remuneration is commensurate with the duties and performance of the Management Board member as well as the situation of the Company, is geared towards the long-term and sustainable development of the Company and does not exceed the customary remuneration without special reasons. When assessing the customary level of remuneration of the respective Management Board member, both the comparable external corporate environment (horizontal comparison) and the internal Company remuneration (vertical comparison) are taken into account:

Horizontal comparison

In horizontal terms, reference is made to an appropriate comparison group (so-called peer group) when determining the remuneration level. Generally, the peer group is selected using the criteria of sales, market capitalisation, balance sheet total, company location, number of employees and sector comparability. Against the background of the Company's specialisation in IT security solutions, the Supervisory Board normally takes into account a representative number of comparable IT companies headquartered in Germany as the peer group.

Vertical comparison

In the vertical comparison, the appropriateness of the remuneration is reviewed with due regard to the remuneration of the group of senior executives (in the sense of the first level below the Management Board without the central divisions (Secunet Services and staff departments)) and the relevant total workforce, also taking into account the development of remuneration over time.

B.3. Overview of the remuneration system

The remuneration of the members of the Management Board comprises performance-based and non-performance-based components. An overview of the remuneration system is outlined below:

| Overview of the remuneration system | | | | |
|-------------------------------------|--|--|---|--------------------------------|
| Remuneration component | Purpose | Contractual design | | |
| Non-performance-based components | Basic remuneration | Assurance of an appropriate income Consideration of portfolio/duties of the Management Board member | ▶ Fixed contractually agreed remuneration paid in twelve equal monthly instalments | |
| | Fringe benefits | Assumption of costs / compensation for disadvantages | ▶ Benefits in kind and other benefits; essentially the granting of private use of company cars and insurance allowances (accident insurance, allowances for health, long-term care and pension insurance), conclusion of a D&O insurance policy as well as continued payment of remuneration in the event of illness, and death grants | |
| | Pension commitment | Establishment of private pension assets | ▶ Different pension commitments depending on the date of joining the Management Board: lifelong pension with surviving dependants' benefits or payment of a monthly pension contribution. <ul style="list-style-type: none"> ○ For one Management Board member who was already appointed to the Company's Management Board in 1999, a <i>defined benefit</i> pension commitment applies in accordance with the pension scheme of Rheinischer Westfälischer TÜV in its currently valid version, with the pensionable remuneration as the assessment parameter being individually capped ○ For the Management Board member appointed in 2017, a <i>defined contribution</i>, module-based pension commitment in the form of a direct commitment with a fixed annual pension module applies ○ For the other members of the Management Board who joined after this date and for any new Management Board members joining in the future who are to be remunerated in accordance with this remuneration system, a defined contribution plan applies, which is generally implemented externally and provides for an annual pension contribution in the amount of a specific percentage of the contractually regulated pensionable annual income | |
| Performance-based | Short-term (one-year) variable remuneration | Achievement of Company targets for the current financial year | Type | ▶ Bonus (paid in cash) |
| | | | Assessment period | ▶ Financial year |
| | | | Bonus cap | ▶ 200% of target achievement |
| | | | | ▶ 200% payment of target value |

| | | | |
|---|--|--|--|
| | Focus on the operational success of the Company and steady cash flow | Performance criteria | ▶ Financial Company targets related to the financial year (e.g. earnings target (EBIT) and growth target (sales)), where the targets and their weighting can be redefined for each financial year |
| | | Option of adjustment in the event of extraordinary developments | ▶ Adjustment by decreasing or increasing the calculated bonus by up to 20% possible in the event of extraordinary developments, but limited by the bonus cap; if the calculated payout amount is zero, an increase to up to 10% of the target bonus amount can be made |
| | | Payout | ▶ In the following financial year, one month after adoption of the annual financial statements for the respective previous financial year |
| Long term (multi-year) variable remuneration | Incentive to sustainably increase the Company's success | Plan type | ▶ Virtual (forward-looking) Performance Share Plan (cash payout) |
| | | Assessment period | ▶ Four years |
| | Special consideration of shareholder interests | Limitation / Cap | ▶ 150% of target achievement |
| | | | ▶ 200% payment of target amount |
| | Alignment with the capital market performance of secunet AG, e.g. in comparison with a benchmark index | Performance criteria | ▶ Capital market target, e.g. relative total shareholder return (TSR) compared to benchmark index |
| | | | ▶ Strategic targets |
| | | | ▶ Environmental, social, governance (ESG) targets / sustainability targets |
| | Option of adjustment in the event of extraordinary developments | ▶ Adjustment by decreasing or increasing the calculated PSP payout amount by up to 20% possible in the event of extraordinary developments, but limited by the cap; if the calculated PSP payout amount is zero, an increase to up to 10% of the target bonus amount can be made | |
| | Payout | ▶ Payment in cash with the next possible salary statement after adoption of the Company's consolidated financial statements following the | |

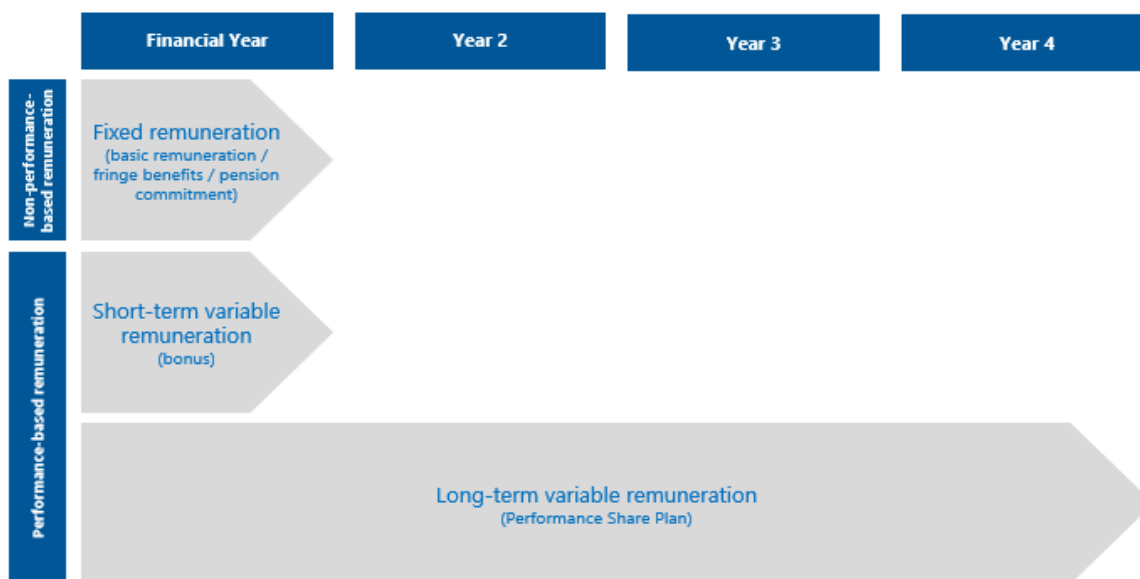
| | | | |
|--|--------------------------------|--|--|
| Other remuneration arrangements | | | end of the respective performance period, but not later than 31 December of the financial year following the end of the performance period |
| | Maximum remuneration | Inappropriate levels of disbursement are avoided | ▶ The highest possible maximum remuneration under this remuneration system is set at 1,000,000 euros gross per year for the Chairman of the Management Board and at 900,000 euros gross per year for each of the other members of the Management Board; a lower maximum remuneration may be agreed contractually |
| | Malus and clawback | Compliance Rectification of incorrect bases | ▶ Partial or complete reduction (malus) or recovery (clawback) of the variable remuneration if the variable remuneration is determined on the basis of incorrect data or in case of intentional or grossly negligent breach of duty |
| | Termination of contract | Limitation of inappropriately high severance payments in case of (early) termination of contract | ▶ Linking clause with severance pay entitlement (limited to max. two years' salary or remuneration for the remaining term) ▶ So-called good leaver / bad leaver arrangements in relation to outstanding tranches under the Performance Share Plan |

C. Structure of the remuneration elements in detail

The remuneration system comprises all non-performance-based (fixed) and performance-based (variable) remuneration components, the sum of which constitutes the total remuneration of the respective Management Board members and is presented below in its individual components.

The non-performance-based fixed remuneration consists of basic remuneration as well as benefits in kind and other benefits (so-called fringe benefits) as well as pension benefits.

The performance-based remuneration of the Management Board members comprises a short-term and a long-term variable component. The short-term variable remuneration is paid in the form of a bonus. The long-term variable remuneration is based on a (virtual) Performance Share Plan. In this remuneration structure, the target level of long-term variable remuneration exceeds the target level of short-term variable remuneration.



Depending on the Management Board member, the basic remuneration is between approximately 50% and 55% of the target direct remuneration (i.e. excluding fringe benefits and company pension benefits). The short-term variable remuneration (bonus) represents approximately 21% to 25% of the target direct remuneration (i.e. excluding fringe benefits and company pension benefits), while the long-term variable remuneration (Performance Share Plan) contributes between approximately 23% and 26% to the target direct remuneration (i.e. excluding fringe benefits and company pension benefits), thereby ensuring that long-term variable remuneration exceeds short-term variable remuneration in the target amounts (i.e. for 100% target achievement).

The share of the fixed remuneration components in the total target remuneration for one year (i.e. including fringe benefits and company pension benefits) thus lies between approximately 55% and 62%, with the performance-based variable remuneration components being set at the value for 100% target achievement, while the variable remuneration components account for between approximately 38% and 45% of the total target remuneration. Minor shifts of a few percentage points may occur due to fluctuating valuation of the fringe benefits (which, for the purposes of the percentage shares of the target total remuneration stated here, were set at a lump sum amount based on past experience with a small supplement) and pension costs.

C.1. Non-performance-based (regular) remuneration

C.1.1. Basic remuneration

The basic remuneration is a fixed cash remuneration based on the entire year and paid in twelve equal monthly instalments. The amount of the respective basic remuneration is based on the role on the Management Board (Chairman / Vice Chairman / ordinary member), the area of responsibility, the experience and the position of the respective Management Board member.

C.1.2. Fringe benefits

In addition, each member of the Management Board receives benefits in kind and other benefits (so-called fringe benefits). These essentially include the granting of private use of company cars, continued payment of remuneration in the event of illness and allowances for insurance. In particular, Management Board members receive accident insurance as well as allowances for health, long-term care and pension insurance and participate in a D&O insurance policy (with the usual deductible provided for by law). In addition, a death grant is paid to their dependants in the event of their death. All members of the Management Board are essentially entitled to the same benefits in kind, although the amount may vary depending on their personal situation. The taxes attributable to the pension and accident insurance allowances are borne by the Company. The Supervisory Board may grant other or additional fringe benefits customary in the market, such as the possibility of private use of company mobile devices or, in the case of newly appointed members, the assumption of relocation costs.

C.1.3. Pension commitment

The company pension scheme at secunet AG is currently still organised in different systems, depending on when the members of the Management Board took up their positions.

The pension commitment for the Chairman of the Management Board, Mr Deininger, is based on a direct commitment with a fixed annual pension component (defined contribution), which is credited to a personal pension account. The pension module allocated annually to the pension account is determined on the basis of a fixed notional pension contribution and an age-related actuarial transformation factor valid at the time of annual allocation. The sum of the earned pension components results in the pension capital to which the Management Board member is entitled upon

reaching the age of 67 and which at the same time forms the assessment basis for pension benefits to be paid prematurely, namely due to early retirement benefits (from the age of 62 at the earliest), disability benefits and benefits to surviving dependants in the event of death. If the Management Board member leaves the Management Board prior to the occurrence of a pension event, the entitlement to pension benefits achieved at that time shall be maintained in the amount of the pension modules earned at that time. Irrespective of this, there is a minimum survivor benefit, which in principle amounts to twice the relevant annual fixed salary of the Management Board member in accordance with the employment contract when the insured event occurs. In the event of early retirement before the requirements for the payment of a pension benefit are met, the minimum survivor benefit based on twice the annual fixed salary last paid by the Company is multiplied by the ratio of the actual length of service from entry into service to the possible length of service up to the fixed retirement age. In principle, the Management Board member can choose between payment as a one-time capital benefit or as a regular monthly pension, where in the latter case the Company can redefine the implementation method (e.g. through a pension fund). In addition, Mr Deininger is entitled to pension benefits from a previous pension commitment as an employee (in the form of a defined contribution plan).

Mr Pleines' pension is based on a defined benefit pension commitment in accordance with the pension scheme of Rheinischer Westfälischer TÜV in the currently valid version, from which he is entitled to a retirement pension or, if applicable, to an early retirement pension upon reaching a certain age limit or an occupational or disability pension or a widower's/widow's pension, with the pensionable remuneration as the assessment parameter being individually capped.

The other members of the Management Board receive a pension commitment in the form of a lifelong pension with surviving dependants' benefits, which is generally managed externally. For these purposes, secunet AG pays an annual contribution of 4% of the fixed annual salary (basic remuneration) plus the target value of the short-term one-year variable remuneration (bonus). The pension commitment comprises old-age pension benefits and benefits to surviving dependants in the event of death. In the event of the premature departure of a Management Board member, any pension benefit is maintained. The amount of the entitlement acquired up to that point corresponds to the benefits from the reinsurance exempted from premium payment at the time of departure. With regard to payment of the pension benefit, the member of the Management Board can generally choose between payment as a one-time capital benefit or as a regular monthly pension, with the Management Board member and his surviving dependants remaining bound by the decision regarding payment once it has been made. In the event of death of the Management Board member before drawing an old-age pension benefit, the surviving spouse as beneficiary receives a

one-off capital payment as a survivor benefit. Regular pension benefits are increased annually by at least 1% of their last payment amount, commencing one year after the start of payment. If profit participation from the reinsurance policy taken out by the provident fund results in a higher adjustment, this higher adjustment shall be granted.

C.2. Performance-based (variable) remuneration

The variable remuneration is intended to promote sustainable development of the Company and the ambitious strategic orientation of secunet AG by focusing on both short-term and long-term success.

The performance-based variable remuneration consists of the short-term oriented bonus and the long-term oriented variable remuneration from the Performance Share Plan.

The parameters for short-term (bonus) and long-term (Performance Share Plan) variable remuneration differ primarily with regard to the assessment period and the respective performance criteria. While the bonus is based exclusively on financial performance criteria, the Performance Share Plan also takes into account non-financial (in particular ESG or sustainability) targets. When selecting the respective performance criteria, the Supervisory Board pays attention to measurability, at least in the case of the financial performance criteria, as well as to strategic relevance, i.e. the key performance indicators are geared in particular to the growth and increase in profitability of secunet AG. To the extent that non-financial performance criteria are assessed on a discretionary basis, the Supervisory Board shall ensure that the assessment is transparent. The consideration of various performance categories under the Performance Share Plan ensures a holistic and comprehensive representation of the Company's success.

In addition, even after setting the relevant performance criteria and targets, the Supervisory Board may take appropriate account of extraordinary developments in the context of determining the achievement of targets in justified exceptional cases, in particular by eliminating the resulting special effects. In the event of extraordinary developments, this may lead to an increase (but not exceeding the respective cap for the variable remuneration component) as well as to a reduction of the variable remuneration component by up to 20% in each case; if the variable remuneration component is zero, the Supervisory Board may increase the variable remuneration component in such cases to up to 10% of the respective target amount in order to take appropriate account of extraordinary developments. Extraordinary developments during the year include, in particular,

unusually far-reaching changes in the economic environment, provided that neither they nor their concrete effects were foreseeable. In contrast, any normal fluctuations in market developments are not considered to be extraordinary developments. The option of reduction pursuant to Section 87 (2) of the German Stock Corporation Act shall remain unaffected.

C.2.1. Short-term variable remuneration (bonus)

The one-year variable remuneration (bonus) aims to reward the respective contribution to the operational implementation of secunet AG's strategy within a specific financial year.

The target achievement for the bonus is determined on the basis of financial targets for the Company, such as the earnings target (EBIT) and the growth target (sales). The Company's financial targets and the respective target values are set annually as planning values for the following financial year. Performance measurement for each of the defined performance targets is based on the ratio of the achieved result at the end of the financial year to the respective planned target. The bonus is based on a target amount specified in the employment contract, assuming 100% target achievement. The total payout amount from the bonus is capped at 200% of the target amount (bonus cap).

Before the beginning of each financial year, the Supervisory Board determines for each target a target value derived from the budget (with 100% target achievement being assumed if this is reached) as well as a target corridor with a minimum value and a maximum value. If the target value for a set target is reached, the target achievement level is 100% in each case. The minimum value forms the lower end of the target corridor, at which the target achievement level is 50% for the respective target. The maximum value forms the upper end of the target corridor, at or above which the target achievement level is 200% for the respective target. If the value achieved in respect of a target falls below the minimum value, the target achievement level for this target corresponds to 0%. If the value achieved in respect of a target exceeds the minimum value but does not reach the target value, or if the value achieved exceeds the target value but does not reach the maximum value, the target achievement level for the target in question is determined by linear interpolation between the respective minimum and target values or between the respective target and maximum values.

In accordance with the relative weighting of the target categories, an overall target achievement level is determined from the calculated individual target achievement levels, on the basis of which the payout amount, limited by the bonus cap, is calculated with the aid of the bonus target amount:

$$\text{Total target achievement level} \times \text{bonus target amount} = \text{bonus payout amount (not exceeding the bonus cap)}$$

Target achievement is determined for each year as part of the annual financial statements of secunet Group. Any bonus shall be paid in the financial year following the financial year relevant to the bonus in the month following the adoption of the annual financial statements for the respective past financial year.

| Short-term variable remuneration (bonus) | | |
|---|---|--|
| Performance targets | e.g. earnings target (EBIT) | e.g. growth target (sales) |
| Performance measurement | Earnings at end of financial year compared with planned EBIT | Earnings at end of financial year compared with planned sales |
| | Target achievement < 50% = 0% payout (weighted for this target) | Target achievement < 50% = 0% payout (weighted for this target) |
| | Target achievement = 100% = 100% payout (weighted for this target) | Target achievement = 100% = 100% payout (weighted for this target) |
| | Target achievement ≥ 200% = 200% payout (weighted for this target) | Target achievement ≥ 200% = 200% payout (weighted for this target) |
| | Linear interpolation between the reference values | Linear interpolation between the reference values |

C.2.2. Long-term variable remuneration (Performance Share Plan)

a. Overview of the functional principle of the Performance Share Plan

The Performance Share Plan of secunet AG implements the new recommendations of the GCGC 2020 with regard to the granting of share-based variable remuneration components, including the four-year blocking period for long-term remuneration components (GCGC 2020 G.10, p. 1 and p. 2).

The Performance Share Plan is divided into three consecutive steps, beginning with the allocation of virtual shares, followed by the measurement of target achievement during the four-year forward-looking performance period, and ending with determination of the payout amount.

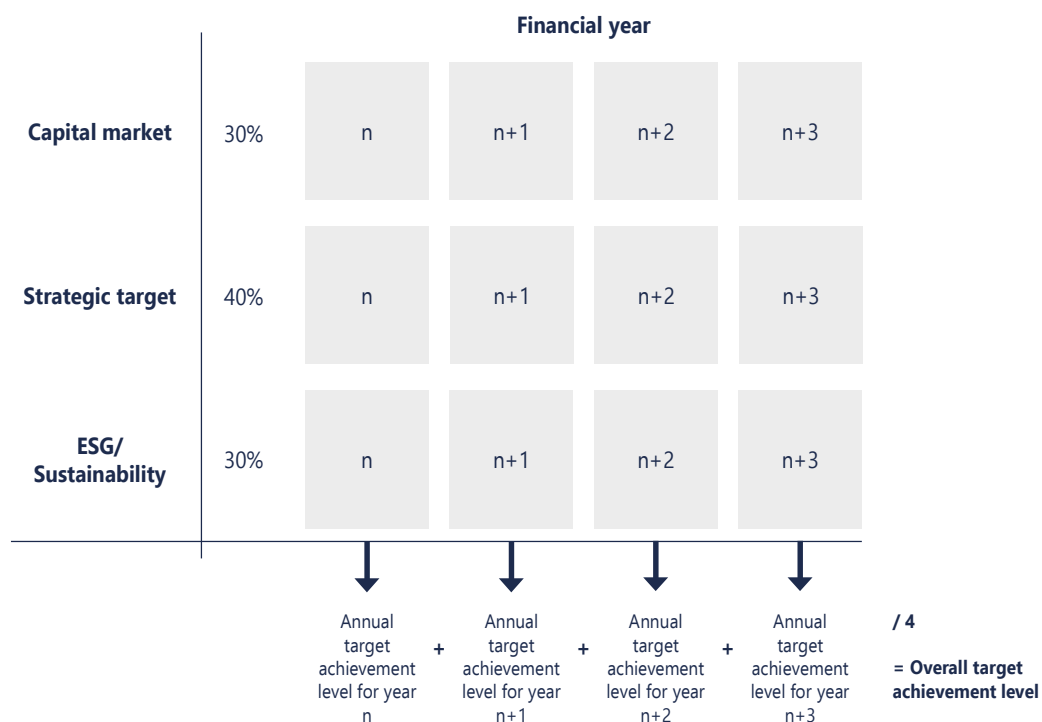
In the first step, a tranche of virtual shares (performance shares) is allocated annually. This is done by converting the contractually agreed target amount into virtual shares in accordance with the initial price of the secunet share (commercially rounded to the nearest full number of virtual shares). The initial price corresponds to the average closing price of the secunet share – rounded to two decimal places – on the last 30 trading days before the start of the respective performance period. Allocation of the virtual shares takes place on 1 January of each year. The four-year assessment period for the respective tranche also begins at this time. It ends on 31 December of the third following year (four-year performance period).

In the second step, performance is measured on the basis of the performance targets in three performance categories, taking into account their relative weighting over a forward-looking performance period of four years.

In the third step, the final number of virtual shares is determined according to the overall target achievement level and the payout amount is calculated on this basis. For this purpose, the annual target achievement levels for the four years of the performance period are first determined. These are derived from the sum of the target achievement levels for the three performance categories, taking into account their relative weighting, with the target achievement level for each performance target being limited to 150%. The average overall target achievement level for the performance period is then determined on the basis of the annual target achievement levels.

The payout amount corresponds to the product of the final number of performance shares and the sum of the arithmetic mean of the closing prices on the last 30 trading days before the end of the performance period (commercially rounded to two decimal places) and the dividends paid per share during the performance period. No interest is calculated for the dividends, nor are they re-invested. The payout amount is limited to 200% of the target amount. In the event of a capital increase from Company funds or a capital reduction without repayment of contributions, the number of performance shares allocated shall increase or decrease in the same proportion as the total amount of the share capital. In the case of other measures under company law that affect the value of a share, the Supervisory Board shall adjust the initially allocated number of performance shares in such manner as is reasonably necessary to take account of the relevant measure.

In principle, the annual measurement of the performance targets over the four-year performance period is carried out as summarised in the following overview:



The payout amount will be paid with the next possible salary statement after adoption of the Company's consolidated financial statements following the end of the respective performance period, but not later than 31 December of the financial year following the end of the performance period.

b. Performance criteria of the Performance Share Plan in detail

The Performance Share Plan links target achievement to three performance categories, namely (i) a capital market target, generally based on the relative total shareholder return (**TSR**) compared to a peer group, (ii) at least one strategic target and (iii) sustainability targets or environmental, social, governance (ESG) targets. These three performance categories are in principle weighted at (i) 30%, (ii) 40%, (iii) 30%. The specific targets within the performance categories as well as their relative weighting can be redefined with each new performance period.

- ▶ The capital market target is generally included in the long-term variable remuneration with a weighting of 30% and is an external performance criterion geared to the capital market. In

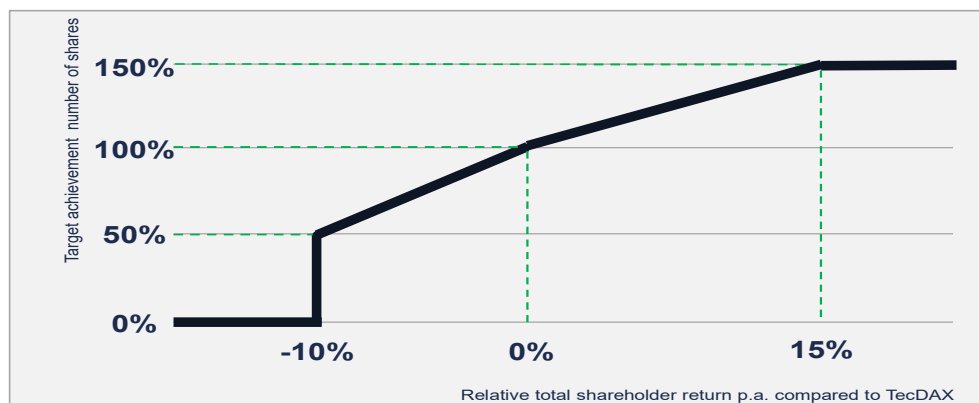
particular, the relative total shareholder return comes into consideration as the capital market target. This takes into account the share price performance of secunet AG plus notionally re-invested gross dividends during the four-year assessment period compared to a benchmark index.

The relative performance measurement of the TSR directly links the interests of the Management Board with those of the shareholders. In this way, long-term outperformance on the capital market and thus the attractiveness of the capital investment for shareholders are particularly incentivised. In principle, the TecDAX is to be used as the benchmark index for measuring the TSR, as long as this constitutes an adequate peer group for secunet AG as an IT service company. However, the Supervisory Board may also use a different suitable stock exchange index as a benchmark if the Company were to be listed in another index in the future.

To calculate the TSR of the secunet AG share and the relevant benchmark index, the arithmetic mean of the XETRA closing prices over the last 30 trading days before the start of each year of the performance period and over the last 30 trading days before the end of the respective year of the performance period is determined for each year of the performance period, and the annual TSR of the secunet AG share thus calculated is compared with the annual TSR of the benchmark index. The notionally reinvested gross dividends of the secunet shares are also taken into account when determining the arithmetic mean of the closing prices at the end of the respective year.

TSR target achievement is 100% if the TSR performance of the secunet share equals the TSR performance of the benchmark index. If the TSR performance of the secunet share is 10 percentage points below the TSR performance of the benchmark index, the target achievement is 50% (minimum threshold). If the TSR performance of the secunet share is 15 percentage points or more above the TSR performance of the benchmark index, the target achievement is 150% (cap). If the TSR performance falls below the minimum threshold, the target achievement is 0%. The levels of target achievement between the defined reference values are determined by linear interpolation. When each new tranche of performance shares is issued, the Supervisory Board may redefine the target or threshold values for determining the target achievement levels.

Example of target achievement measurement for capital market target "Relative TSR":



- ▶ As a further performance category, strategic objectives are included in the assessment, generally with a weighting of 40%. The strategic objective is initially based on the strategic target of **sales growth** in the sense of a sustainable increase in the share of business both in the private sector and in the international environment. The background to this is the incentive to align secunet AG in a profit-oriented manner and thus ensure long-term profitability. In this context, appropriate account is taken of secunet AG's strategic orientation, particularly with regard to securing and expanding its good market position with German public authorities, expanding business in the (national) private sector as well as internationalisation.

Against this backdrop, the strategic target is initially assessed on the basis of the planned sales figures in the Business and International segments. For this purpose, target sales values are set for these segments as well as a minimum threshold and a maximum threshold. If the sales volume falls below the minimum threshold, the target achievement is 0%. If the minimum threshold is reached, the target achievement for the strategic target is 50%. If the target value is reached, the target achievement level is 100%. If the maximum threshold is reached or exceeded, the target achievement is 150% (cap). Between the individual target or threshold values, the level of target achievement is determined by linear interpolation.

When each new tranche of performance shares is issued, the Supervisory Board may redefine the specific strategic targets – including targets other than the aforementioned sales growth targets – or the thresholds for determining the target achievement levels.

- ▶ As an integral element of corporate strategy, the topic of **sustainability** is also reflected in the long-term variable remuneration as a performance criterion, generally with a weighting of 30%. As an innovation and market leader in the field of IT security solutions, secunet AG is committed to the goal of contributing to societal development and economic sustainability – particularly in the thematic cluster of IT security and combating cybercrime – through high-performance software and hardware products and services as well as state-of-the-art corporate structures. In doing so, the Supervisory Board focuses primarily on the needs of the employees, an effective compliance strategy and consideration of environmental and social issues.
- ▶ Against this backdrop, the Supervisory Board usually defines up to three different sustainability or ESG targets each year. Examples include diversity targets within the workforce, junior staff development and the attractiveness of secunet AG as an employer, occupational health and safety, as well as training and further education goals. Attention to environmental concerns or the creation and maintenance of compliance structures, for example, can also be included in the sustainability performance category.

The progress of the corresponding measures in the area of the relevant annual sustainability targets is assessed at yearly intervals (in particular on the basis of a sustainability report) and the respective performance of the Management Board member is evaluated on a scale from 50% to 150%, with the aim of achieving measurability of target achievement as far as possible. To the extent that measurability of target achievement is not ensured, the Supervisory Board shall determine target achievement in relation to all sustainability/ESG targets at its due discretion. If the minimum performance of 50% of the set sustainability targets is not attained, the target achievement is 0%. It is not possible to exceed the 150% threshold.

In summary, the following chart illustrates the various elements of the Performance Share Plan of secunet AG and their incentive effects in relation to the corporate strategy:

| Performance Share Plan | |
|---|--|
| Performance criteria | Influence on the corporate strategy |
| Capital market, e.g. relative TSR (generally 30%) | ▶ For example, relative performance measurement and incentivisation for long-term outperformance on the capital market |

Performance Share Plan

| Performance criteria | Influence on the corporate strategy |
|--------------------------------------|--|
| Strategic target (generally 40%) | <ul style="list-style-type: none">▶ For example, incentivising profitable and profit-oriented management▶ For example, generating long-term and sustainable growth by achieving the strategic targets of secunet AG |
| ESG / Sustainability (generally 30%) | <ul style="list-style-type: none">▶ Holistic implementation of the sustainability strategy relevant to secunet AG, taking account of employee interests, compliance structures and environmental and social issues by setting relevant sustainability targets on an annual basis |

D. Other provisions relevant to remuneration

D. 1. Amount and determination of maximum remuneration

The variable remuneration is intended to appropriately reflect both opportunities and risks of the Management Board's activities. If the targets are not met, the entire variable remuneration may be forfeited. If, on the other hand, the targets are exceeded by a wide margin, the payout is capped at 200% of the respective target amount.

Taking into account the new version of Section 87a (1), sentence 2, no. 1 of the German Stock Corporation Act as well as the GCGC 2020, the Supervisory Board has also set an amount as the upper limit for the maximum total remuneration (overall cap) per Management Board member. This maximum total remuneration represents the highest value that may accrue to a member of the Management Board for a financial year in accordance with this remuneration system and includes all fixed and variable remuneration components. The amount of the maximum total remuneration is therefore composed of the basic remuneration, the one-year and multi-year variable remuneration components, fringe benefits and the expense for benefits under the company pension scheme. The maximum possible remuneration determined by the Supervisory Board under this remuneration system is thus 1,000,000 euros gross per year for the Chairman of the Management Board and 900,000 euros gross per year for each of the other ordinary members of the Management Board. A lower maximum remuneration may be agreed contractually.

D.2. Malus and clawback provisions

If the contractual preconditions are met, the Supervisory Board has the option of reducing variable remuneration components that have not yet been paid and/or to reclaim variable remuneration components that have already been paid.

In the event of a breach of duty that has led to or would justify a legally effective extraordinary termination, or in the event of a grossly negligent or intentional breach by a member of the Management Board of one of his material duties of care within the meaning of Section 93 of the German Stock Corporation Act, the Supervisory Board may reduce the variable remuneration components (bonus or payout amounts under the Performance Share Plan) at its due discretion (if necessary also to “zero”): **malus**.

If the variable remuneration components in question have already been paid out, the Supervisory Board may, at its due discretion and in accordance with the contractual preconditions, demand partial or full return of the amounts of variable remuneration paid out: **clawback**.

If variable remuneration components were determined or paid out on the basis of incorrect data (for example, due to incorrect consolidated financial statements), the Supervisory Board may correct the determination or reclaim remuneration components already paid out that are affected by the incorrect data.

In the event of breaches of duty in the aforementioned sense, the reduction or recovery shall in principle apply to the variable remuneration for the year in which the significant breach of duty was committed. The clawback period ends one year after payment of the respective variable remuneration component. Recovery is also still possible if the term of office or the employment relationship with the respective Management Board member has already ended.

Any obligation of the Management Board member to pay damages to secunet AG remains unaffected by the reduction or recovery of variable remuneration components.

D.3 Remuneration due to internal and external mandates

Any remuneration received by a member of the Management Board for activities in corporate bodies (e.g. supervisory boards, advisory boards, executive boards, management) of companies in which the Company holds an interest, which are in a group relationship with the Company, or which the member performs at the request of the Company, shall be offset against the remuneration of the Management Board member in accordance with this remuneration system. In the event of the acceptance of supervisory board mandates outside the Group, the Supervisory Board shall decide whether and to what extent any remuneration paid for such mandates is to be offset.

D.4. Benefits upon termination of contract

D.4.1. Contract term and premature termination

The employment contracts of the members of the Management Board are concluded for a fixed term covering the period of appointment. When appointing members of the Management Board, the Supervisory Board observes in particular the legal requirements of Section 84 of the German Stock Corporation Act. In accordance with the provisions of company law, the employment contracts do not provide for the possibility of ordinary termination; the right of both parties to terminate for good cause without notice (cf. Section 626 (1) of the German Civil Code) remains unaffected, however. Additionally, according to the Management Board service contracts, personal suitability is a prerequisite for Management Board activity; this also includes a positive result of the official security clearance.

The Supervisory Board is entitled to revoke the appointment to the Management Board for good cause within the meaning of Section 84 (3), sentence 2 of the German Stock Corporation Act. In this case and in the event that the Management Board member for his part resigns from office for good cause prematurely and unilaterally, the employment contract shall automatically terminate upon the expiry of a notice period in accordance with statutory periods of notice, but no later than the end of the regular term of office of the Management Board member.

In the event of a Management Board member's appointment being revoked or resignation from office for good cause for which the Company is responsible, the employment contracts for the Management Board members provide for a severance payment, the amount of which shall be limited to the remuneration for the remaining term of the employment contract, but no more than two years' total remuneration (severance payment cap). In other cases of premature termination,

too, any payments shall be limited to a maximum of two years' total remuneration or the remuneration for the remaining term of the employment contract. Calculation of the severance payment or severance payment cap is based on the total remuneration for the financial year preceding the premature termination of the Management Board activity and, under certain circumstances, on the expected total remuneration for the current financial year. No severance payment shall be made in the event of extraordinary termination by the Company for good cause or in the event of premature termination of the Management Board activity at the request of the Management Board member or if the result of the security clearance is negative for good cause for which the Management Board member is responsible.

In the event of premature termination of the employment contract due to death or permanent disability, the performance shares already granted whose four-year performance period has not yet expired will, by way of exception, be converted into a payout amount and paid out early. The payout amount corresponds to the respective allocation value (i.e. the target value) of the relevant tranche of the Performance Share Plan.

D.4.2. Appointment or departure during the year

If a member of the Management Board joins or leaves the board during an ongoing financial year, the total remuneration, including the short-term variable remuneration and the allocation value under the long-term Performance Share Plan, shall be reduced pro rata temporis in accordance with the length of the employment relationship in the relevant financial year. For certain departure situations (so-called bad leaver cases), performance shares for performance periods that have not yet expired shall lapse without compensation.

D.5. Deviations from the remuneration principles

The Supervisory Board may temporarily deviate from the remuneration system if this is necessary in the interests of the welfare of secunet AG. Extraordinary developments in this sense include, in particular, unusually far-reaching changes in the economic environment. Generally unfavourable market developments are explicitly not regarded as extraordinary developments.

However, such deviations from the remuneration system are only possible through a corresponding Supervisory Board resolution. In particular, the latter shall establish the extraordinary circumstances and the necessity of a deviation.

Temporary deviations in this sense are possible with regard to the performance criteria for the short-term and long-term variable remuneration elements and the total maximum remuneration as well as the relation between fixed and variable remuneration components and also the temporary expenses for extraordinary fringe benefits.

If an adjustment of the existing remuneration components is not sufficient to restore the incentive effect of the remuneration of the Management Board member, the Supervisory Board retains the option of temporarily granting additional remuneration components in the event of extraordinary developments within the term of the Management Board contracts.

Furthermore, the Supervisory Board has the right to grant special payments to newly appointed members of the Management Board to compensate for salary losses from a previous employment relationship or to cover costs arising from a change of location.

8. Resolution on the remuneration of the members of the Supervisory Board and corresponding amendment to the Articles of Association

Pursuant to Section 113 (3), sentences 1 and 2 of the German Stock Corporation Act, as amended by the Act Implementing the Second Shareholder Rights Directive (*ARUG II*), the Annual General Meeting of listed companies must resolve on the remuneration of members of the Supervisory Board at least every four years.

The current remuneration of the members of the Supervisory Board was determined by the Annual General Meeting on 15 May 2019 in Article 17 of the Articles of Association. Accordingly, each member of the Supervisory Board receives a remuneration of 12,000.00 euros for their activities, payable on completion of the financial year. In place of this, the Chairman of the Supervisory Board receives 24,000.00 euros, and the Vice Chairman of the Supervisory Board 16,000.00 euros.

The Management Board and the Supervisory Board are of the opinion that this remuneration no longer meets the increased content and time requirements associated with the duties of a member

of the Supervisory Board. In order to take account of this scope and also to ensure that it will also be possible to recruit outstandingly qualified candidates for membership of the Supervisory Board in the future, the fixed remuneration of the members of the Supervisory Board is to be increased. In addition, remuneration for work on committees set up within the Supervisory Board shall be included in the remuneration.

The Management Board and the Supervisory Board therefore propose that the following resolution be adopted:

Article 17 of the Articles of Association (Remuneration of the Supervisory Board) shall be amended and reworded as follows:

(1) Each member of the Supervisory Board shall receive an annual remuneration of 15,000.00 euros for their activities. The Chairman of the Supervisory Board shall receive an annual remuneration of 30,000.00 euros, the Vice Chairman an annual remuneration of 22,500.00 euros.

(2) For their work on the committees of the Supervisory Board, the members of the Supervisory Board shall receive an additional annual remuneration of 5,000.00 euros per committee.

(3) Members of the Supervisory Board who have belonged to the Supervisory Board for only part of a fiscal year shall receive the remuneration pursuant to paragraph 1 pro rata corresponding to the ratio of their period of membership to the full fiscal year. This shall apply accordingly to membership of committees pursuant to Article 17 (2).

(4) The members of the Supervisory Board shall also be reimbursed for expenses incurred in the performance of their duties. Any value-added tax payable on their remuneration shall be reimbursed to the members of the Supervisory Board by the Company.

(5) The members of the Supervisory Board may receive additional remuneration further to the remuneration specified in this Article 17, provided that this is resolved by the Annual General Meeting with the required majority.

(6) The provisions under this Article 17 shall apply for the first time to the fiscal year beginning on 1 January 2021. Article 17 of the Articles of Association, as amended by the resolution of the

Annual General Meeting on 15 May 2019, was to be applied for the last time to the fiscal year ending on 31 December 2020.”

In the opinion of the Company, the remuneration structure thus regulated, which provides for a purely fixed remuneration of the members of the Supervisory Board for their activities on the full board and any committees formed, in addition to the reimbursement of expenses pursuant to Article 17 (4) of the Articles of Association, best reflects the independent control function of the Supervisory Board, which is not geared to the short-term success of the Company, but rather to its long-term development. The amended amount of fixed remuneration for all members of the Supervisory Board and separate remuneration for any work on committees also take greater account of the scope of responsibility and actual workload.

The remuneration system of the Supervisory Board is resolved by the Annual General Meeting based on the proposal of the Management Board and the Supervisory Board. The remuneration is laid down in the Company's Articles of Association. The remuneration of the Supervisory Board members is regularly reviewed by the Management Board and the Supervisory Board. There is no committee within the Supervisory Board that prepares decisions of the Supervisory Board in this regard. The members of the Management Board and the Supervisory Board are required by law and the German Corporate Governance Code to disclose any conflicts of interest they may have without undue delay. In such cases, the corporate bodies shall take appropriate measures to address the conflict of interest. The members concerned shall then, for example, not participate in the associated deliberations and decision-making.

The level of remuneration set out in the Articles of Association in the future continues to be appropriate – also in comparison to the supervisory board remuneration of other large listed companies in Germany. The appropriateness of the Supervisory Board remuneration ensures that the Company will continue to be able to attract outstandingly qualified candidates for the Supervisory Board. In this way, the Supervisory Board remuneration contributes sustainably to promotion of the corporate strategy as well as to the long-term development of the Company.

Total number of shares and voting rights

At the time the Annual General Meeting was convened, secunet Security Networks AG had issued a total of 6,500,000 no-par-value bearer shares with the same number of voting rights. The

Company holds 30,498 treasury shares at the time of convening the Annual General Meeting. It is not entitled to any voting rights from these shares. The total number of shares with voting rights at the time of convening the Annual General Meeting is therefore 6,469,502.

Conduct of the Annual General Meeting as a virtual Annual General Meeting without physical presence of the shareholders and their proxies, transmission in video and audio

In view of the ongoing COVID-19 pandemic, the Annual General Meeting will be held on 12 May 2021 on the basis of the COVID-19 AuswBekG as a virtual Annual General Meeting without the physical presence of the shareholders and their proxies at the business premises of Giesecke + Devrient GmbH, Prinzregentenstrasse 159, 81677 Munich, Germany.

Duly registered shareholders and their proxies may follow the entire Annual General Meeting by video and audio transmission through the Company's Internet-based online portal (**AGM Portal**), which can be accessed via the Company's website at www.secunet.com/hauptversammlung.

Shareholders who have registered in due time in accordance with the following provisions and have provided proof of share ownership will receive a voting card instead of the conventional admission ticket. The voting card contains, among other things, the information required for use of the AGM Portal. Electronic participation within the meaning of Section 118 (1) of the German Stock Corporation Act is not possible.

All times in this convening notice refer to Central European Summer Time (*CEST*). With regard to Coordinated Universal Time (*UTC*), this corresponds to $UTC = CEST$ minus two hours.

Internet-based AGM Portal

The Company will maintain the Internet-based AGM Portal on the Company's website at www.secunet.com/hauptversammlung from 21 April 2021 onwards. Through this portal, duly registered shareholders or their proxies can, among other things, follow a video and audio transmission of the Annual General Meeting, exercise their voting rights, grant powers of attorney, submit questions or declare objections for the record. In order to use the AGM Portal, shareholders (and their proxies, if applicable) must sign in using the access code that shareholders receive with their

voting card. The various options for exercising their rights then appear in the form of buttons on the user interface of the AGM Portal.

Further details on the AGM Portal and on the terms of registration and use will be sent to shareholders together with their voting card and will be available on the AGM Portal. Attention is also drawn to the technical notes at the end of this invitation notice.

Requirements for electronic connection to the Annual General Meeting and the exercise of shareholder rights, in particular voting rights

Shareholders who register with the Company in accordance with Article 19 (1) and (2) of the Company's Articles of Association and send proof of their shareholding to the Company at the following address are entitled to exercise their shareholder rights, in particular their voting rights and to electronically access the video and audio transmission of the Annual General Meeting through the AGM Portal:

secunet Security Networks AG
c/o Link Market Services GmbH
Landshuter Allee 10, 80637 Munich, Germany
Fax: +49 89 210 27 289
e-mail: inhaberaktien@linkmarketservices.de

Registration must be made in text form (Section 126b German Civil Code). The proof of share ownership must relate to the beginning of the 21st day prior to the Annual General Meeting, namely 21 April 2021, 0:00 hours (CEST) (**record date**). Evidence in text form provided by the final intermediary pursuant to Section 67c (3) of the German Stock Corporation Act shall be sufficient in any case.

Both the registration and the proof of share ownership must be received by the Company at the above address no later than the end of 5 May 2021 (24:00 hours (CEST)).

In the relationship with the Company, only those persons who have registered in due time and provided proof of share ownership in due time shall be deemed shareholders for the purpose of exercising shareholder rights. Even if the shareholding is sold in whole or in part after the record

date, only the shareholder's shareholding as at the record date shall be decisive for the right to connect electronically via the AGM Portal and for the scope of the voting rights. Sales of shares after the record date therefore have no effect on the entitlement to electronic access to the Annual General Meeting through the AGM Portal or on the scope of voting rights. This shall apply mutatis mutandis to new shares and additional shares acquired after the record date. Persons who do not yet hold any shares on the record date and only become shareholders thereafter shall only be entitled (in particular entitled to vote) in respect of the shares held by them if they have been authorised by the seller of the shares to act as a proxy or to exercise rights.

After receipt by the Company of the registration and the proof of share ownership, the shareholders will be sent voting cards for the exercise of their rights in relation to the Annual General Meeting including the access data for the AGM Portal for the purpose of electronic connection to the Annual General Meeting. To ensure timely receipt of the voting cards, we kindly ask shareholders to send the registration and proof of share ownership to the Company as early as possible.

Exercise of voting rights by electronic absentee voting

After registering and providing proof of share ownership in due time, shareholders may exercise their voting rights by way of electronic communication (electronic absentee voting) in place of the traditional method of physically submitting the voting card at the Annual General Meeting. Electronic absentee voting shall take place exclusively via the AGM Portal, which will be maintained as of 21 April 2021 on the Company's website at

www.secunet.com/hauptversammlung

Voting rights may be exercised before and during the Annual General Meeting, but no later than by the start of voting. Shareholders may also change or revoke absentee votes previously cast via the AGM Portal until the start of voting.

Authorisation of third parties to exercise voting rights or other rights

Shareholders may also have their voting rights and other rights exercised by a proxy (for example a bank or shareholders' association or another third party). Even if a power of attorney is granted, timely registration by the shareholder or the proxy and timely proof of entitlement are still required. Authorised third parties may in turn exercise the voting rights by electronic absentee voting or by

granting power of attorney and issuing instructions to the Company proxies. If the shareholder appoints more than one person as a proxy, the Company may reject one or more of these persons.

The granting of power of attorney, revocation thereof and proof of authorization vis-à-vis the Company must be in text form (Section 126b of the German Civil Code) if no power of attorney is granted in accordance with Section 135 of the German Stock Corporation Act. Neither the law nor the Company's Articles of Association require any special form for the authorisation of a bank, a shareholders' association or any other intermediary covered by Section 135 of the Stock Corporation Act and other equivalent persons pursuant to Section 135 of the Stock Corporation Act. In such cases, however, the institutions or persons to be authorised may require a special form of power of attorney because they must hold the power of attorney in a verifiable form pursuant to Section 135 of the Stock Corporation Act. The specific requirements must be clarified with the institution or person to be authorised in each case.

Shareholders wishing to appoint a proxy are requested to use the form provided by the Company for the purpose of granting the power of attorney. It will be sent together with the voting card, which the shareholder will receive upon timely registration and provision of proof. In addition, the form for issuing a voting proxy is available on the Company's website at www.secunet.com/hauptversammlung.

The power of attorney may be granted to a proxy or to the Company. Proof of a granted power of attorney can be furnished by the proxy sending the proof (e.g. the power of attorney as the original document or as a copy or scan) by post, fax or e-mail to the address

secunet Security Networks AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich, Germany

Fax: +49 89 210 27 289
e-mail: inhaberaktien@linkmarketservices.de

The above communication channels are also available if the power of attorney is to be granted directly to the Company; in this case, separate proof that the power of attorney has been granted

is not required. Revocation of a power of attorney already granted may also be declared directly to the Company via the aforementioned communication channels.

If a power of attorney is granted or proven or revoked by means of a declaration to the Company sent by post, this must, for organisational reasons, be received by the Company by 11 May 2021, 24:00 hours (CEST) (date of receipt). Submission to the Company by e-mail or by fax is possible until the start of voting on the day of the Annual General Meeting.

In addition, powers of attorney may also be granted or revoked electronically via the Company's AGM Portal until the start of voting on the day of the Annual General Meeting. A button is provided for this purpose on the AGM Portal. Shareholders can obtain further details on the Company's AGM Portal on the Company's website at www.secunet.com/hauptversammlung.

To enable a proxy to exercise rights and obtain access via the AGM Portal, the authorising shareholder must provide the proxy with the access data sent with the voting card. In this case, too, proof of authorisation is required vis-à-vis the Company. The proof of authorisation shall be sent to the Company by the means described above.

Information on granting power of attorney to third parties is also included in the voting card sent to duly registered shareholders and will be made available on the AGM Portal.

Exercise of voting rights by granting power of attorney to Company-appointed proxies

We additionally offer our shareholders the option of having their voting rights exercised at the virtual Annual General Meeting by proxies appointed by the Company. These proxies must be granted a power of attorney for this purpose and special instructions for exercising the voting rights. The proxies are obliged to vote as instructed. Should separate votes be held on an agenda item, an instruction issued for this agenda item shall apply to each individual voting item.

The granting of a power of attorney, the issuing of instructions and their amendment as well as the revocation of a power of attorney to proxies require text form (Section 126b of the German Civil Code) and are only possible in the following ways:

Prior to the Annual General Meeting, it is possible to issue a power of attorney with instructions to the proxies by means of the authorisation and instruction form which shareholders receive together with their voting card for the Annual General Meeting. The corresponding form may be requested by post at the address

secunet Security Networks AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich, Germany

or by fax to +49 89 210 27 289

or by e-mail to
inhaberaktien@linkmarketservices.de

and is also available on the Company's website at www.secunet.com/hauptversammlung.

For organisational reasons, the authorisation of the proxies and the issuance of instructions to them prior to the Annual General Meeting by means of the authorisation and instruction form must be received by the Company by 11 May 2021, 24:00 hours (CEST) (date of receipt). The authorisation of and issuance of instructions to the proxies appointed by the Company by means of the authorisation and instruction form are to be sent exclusively to the following address:

secunet Security Networks AG
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich, Germany
Fax: +49 89 210 27 289
e-mail: inhaberaktien@linkmarketservices.de

The power of attorney and instructions to the proxies appointed by the Company may also be issued, amended or revoked electronically via the AGM Portal until the start of voting on the day of the Annual General Meeting. A button is provided for this purpose on the AGM Portal.

Shareholders can obtain further details on the Company's AGM Portal on the Company's website at www.secunet.com/hauptversammlung.

Information on granting power of attorney and issuing instructions to the proxies appointed by the Company is also included in the voting card sent to duly registered shareholders and will be made available on the AGM Portal.

Shareholders' right to ask questions

Provided that shareholders have registered and provided proof of share ownership in due time, they have the right to ask questions by way of electronic communication (cf. Section 1 (2), sentence 1, no. 3 COVID-19 AuswBekG). Pursuant to Section 1 (2), sentence 2 COVID-19 AuswBekG, the Management Board may, with the approval of the Supervisory Board, stipulate that questions must be submitted no later than one day before the Annual General Meeting. The Management Board of secunet Security Networks AG has availed itself of this option with the approval of the Supervisory Board. Any questions must therefore be submitted no later than the end of 10 May 2021 (24:00 hours CEST) using the Company's AGM Portal accessible via the Company's website at www.secunet.com/hauptversammlung. A button is provided for this purpose on the AGM Portal. No more questions may be submitted after the specified deadline. It is not possible to submit questions by any other means of communication.

In accordance with Section 1 (2), sentence 2 COVID-19 AuswBekG, the Management Board shall use its due and free discretion to decide how questions are to be answered at the virtual Annual General Meeting, meaning that it may, among other things, combine questions. In the context of answering the questions, it is planned to name the persons asking the questions unless they have expressly objected to being named. Please refer to the further explanations on shareholder rights and data protection at the end of this invitation notice.

Declaration of objections for the record

Shareholders who have registered in due time in accordance with the aforementioned explanations, have provided proof of share ownership and have exercised their voting rights may, until the end of the Annual General Meeting, declare their objection to resolutions of the Annual General Meeting by electronic means via the AGM Portal, which is accessible via the Company's website at www.secunet.com/hauptversammlung, for the record of the notary (Section 1 (2), sentence 1, no. 4 COVID-19 AuswBekG). A button is provided for this purpose on the AGM Portal.

Information on shareholders' rights pursuant to Section 122 (2), Section 126 (1) and Section 127 Stock Corporation Act in conjunction with Section 1 (2), sentence 3 COVID-19 AuswBekG, Section 131 (1) Stock Corporation Act, Section 1 (2), sentence 1, no. 3 and sentence 2 COVID-19 AuswBekG

Requests for additions to the agenda (Section 122 (2) Stock Corporation Act)

Shareholders whose shares correspond in aggregate to one twentieth of the share capital or to a proportionate amount of 500,000 euros of the share capital may request that items be included in the agenda and published. A statement of grounds or a proposal for a resolution must be attached to every new item.

Requests for additions to the agenda must be received by the Company in writing no later than the end of 11 April 2021 (24:00 hours (CEST)) at the address below. Requests for additions to the agenda received later will not be considered. Additions to the agenda that are to be published shall be announced immediately after receipt of the request, unless they were announced with the convening notice.

secunet Security Networks AG
Management Board
Kurfürstenstrasse 58, 45138 Essen, Germany

or in electronic form pursuant to Section 126a BGB (German Civil Code) via
e-mail: Hauptversammlung@secunet.com

Countermotions and election proposals (Sections 126 (1), 127 Stock Corporation Act in conjunction with Section 1 (2), sentence 3 COVID-19 AuswBekG)

Shareholders have the right to submit countermotions against proposals of the Management Board and/or the Supervisory Board on specific items of the agenda as well as to submit election proposals.

Countermotions and election proposals (together with any statement of grounds) are to be sent exclusively to the address below:

secunet Security Networks AG
AGM Organisation
Kurfürstenstrasse 58, 45138 Essen, Germany
Fax: +49 201 5454 1019
e-mail: Hauptversammlung@secunet.com

Countermotions and election proposals received by the Company at the above address no later than the end of 27 April 2021 (24:00 hours (CEST)) with proof of shareholder status will be made available without undue delay on the Company's website at www.secunet.com/hauptversammlung subject to the further requirements of Sections 126, 127 of the German Stock Corporation Act – including any statements from the Management. Countermotions and election proposals addressed otherwise will not be made available by the Company prior to the Annual General Meeting.

Pursuant to Section 1 (2), sentence 3 COVID-19 AuswBekG, motions and election proposals by shareholders which are to be made available pursuant to Section 126 or Section 127 of the Stock Corporation Act shall be deemed to have been submitted at the Annual General Meeting if the shareholder proposing the motion or submitting the election proposal is duly legitimized and registered for the Annual General Meeting.

Right to information; right to ask questions (Section 131 (1) Stock Corporation Act; Section 1 (2), sentence 1, no. 3, sentence 2 COVID-19 AuswBekG)

The shareholders' right to information pursuant to Section 131 (1) of the Stock Corporation Act shall not apply in the case of a virtual Annual General Meeting. Pursuant to Section 1 (2), sentence 2 COVID-19 AuswBekG, the shareholders have the right to ask questions by way of electronic communication (cf. Section 1 (2), sentence 1, no. 3 COVID-19 AuswBekG). According to Section 1 (2), sentence 2 COVID-19 AuswBekG, the Management Board may stipulate that questions must be submitted no later than one day before the Annual General Meeting. The Management Board of secunet Security Networks AG has availed itself of this option with the approval of the Supervisory Board. According to the explanatory memorandum relating to Section 1 (2), sentence

2 COVID-19 AuswBekG, the Management may combine questions and their answers if this seems reasonable.

Reference is made to the explanations already given above regarding the shareholders' right to ask questions pursuant to Section 1 (2), sentence 1, no. 3 COVID-19 AuswBekG.

Publication on the Company's website (Section 124a Stock Corporation Act)

The convening notice, the reports and documents to be made available as of the convening notice as well as additional information on the Annual General Meeting including the further explanations on shareholders' rights pursuant to Section 122 (2) Stock Corporation Act, Section 126 (1) and Section 127 Stock Corporation Act in conjunction with Section 1 (2), sentence 3 COVID-19 AuswBekG, Section 131 (1) Stock Corporation Act as well as Section 1 (2), sentence 1, no. 3 as well as sentence 2 COVID-19 AuswBekG can be found on the Company's website at www.secunet.com/hauptversammlung. The voting results will be announced after the Annual General Meeting at the same Internet address.

Information for shareholders and their proxies on data protection with regard to data processing for the purposes of the virtual Annual General Meeting

When shareholders or their proxies register for the virtual Annual General Meeting, grant a proxy, exercise their shareholder rights, use the AGM Portal or connect to the virtual Annual General Meeting, we process personal data about the shareholder and/or the proxy (e.g. first name and last name, address, e-mail address, number of shares, share class, type of share ownership and individual access data for using the AGM Portal). This is done to enable shareholders or their proxies to connect to and exercise their rights in relation to the virtual Annual General Meeting.

The controller responsible for processing these data is

secunet Security Networks AG
Kurfürstenstrasse 58
45138 Essen, Germany
Phone: +49 201 5454 0
Fax: +49 201 5454 1000

e-mail: info@secunet.com

If we use service providers to conduct the virtual Annual General Meeting, they will only process your personal data on our behalf and are otherwise obliged to maintain confidentiality.

If the legal requirements are met, every data subject has the right to information, rectification, restriction, erasure and, if applicable, the right to object to the processing of his/her personal data at any time, as well as the right to data portability and to lodge a complaint with a competent data protection supervisory authority.

Further information on the processing of personal data in connection with the virtual Annual General Meeting and on your rights under the General Data Protection Regulation can be found on our website at www.secunet.com/hauptversammlung or requested from the controller via the contact details above.

Technical notes on the virtual Annual General Meeting

An Internet connection and an Internet-enabled end device are required in order to follow the virtual Annual General Meeting as well as to use the AGM Portal and to exercise shareholder rights. To be able to receive the video and audio transmission of the Annual General Meeting optimally, a stable Internet connection with an adequate transmission speed is recommended.

If shareholders or their proxies use a computer to receive the video and audio transmission of the virtual Annual General Meeting, they will need a browser and loudspeakers or headphones.

To access the Company's AGM Portal, the voting card is required, which shareholders will receive unsolicited after proper registration. This voting card contains the individual access data for signing in to the AGM Portal on the sign-in page.

In order to avoid the risk of restrictions in the exercise of shareholder rights due to technical problems during the virtual Annual General Meeting, it is recommended – as far as possible – to exercise shareholder rights (in particular voting rights) before the beginning of the Annual General Meeting. The AGM Portal will be accessible for exercising voting rights as of 21 April 2021.

Further details on the AGM Portal and on the terms of registration and use will be sent to shareholders together with their voting card and will also be available on the AGM Portal.

Information on the availability of the video and audio transmission

Properly registered shareholders or their proxies may follow the entire Annual General Meeting via video and audio transmission on the Internet through the AGM Portal. In accordance with the current state of technology, the video and audio transmission of the virtual Annual General Meeting and the availability of the AGM Portal may be subject to fluctuations due to restrictions in the availability of the telecommunications network and the restriction of Internet services of third-party providers, over which the Company has no influence. Therefore, the Company cannot assume any warranty or liability for the functionality and constant availability of the Internet services used, the third-party network elements used, the video and audio transmission as well as the access to the AGM Portal and its general availability. The Company also accepts no responsibility for errors and defects in the hardware and software used for the online service, including that of the service providers engaged, except in cases of intent. For this reason, the Company recommends making use of the above-mentioned options for exercising rights, in particular voting rights, at an early stage. If data protection or security considerations make it absolutely necessary, the chair of the Annual General Meeting shall reserve the right to interrupt or completely discontinue the virtual Annual General Meeting.

Essen, March 2021

secunet Security Networks AG

The Management Board