

INVITATION TO THE ANNUAL SHAREHOLDERS' MEETING

Tuesday, 31 May 2022, 10:00 CEST

**Minimum information pursuant to Section 125 para. 1 German Stock Corporation Act (AktG)
in connection with Section 125 para. 5 AktG, Article 4 para. 1 and Table 3 of the Annex to Implementing Regulation (EU) 2018/1212**

A. SPECIFICATION OF THE MESSAGE

1. Unique identifier of the event	ADN1052022HV
2. Type of message	meeting notice of a General Meeting [format pursuant to Implementing Regulation (EU) 2018/1212: NEWM]

B. SPECIFICATION OF THE ISSUER

1. ISIN	DE000A0Z23Q5
2. Name of issuer	adesso SE

C. SPECIFICATION OF THE MEETING

1. Date of the General Meeting	31.05.2022 [format pursuant to Implementing Regulation (EU) 2018/1212: 20220531]
2. Time of the General Meeting	10:00 hrs. (CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 08:00 UTC]
3. Type of the General Meeting	Ordinary General Meeting [format pursuant to Implementing Regulation (EU) 2018/1212: GMET]
4. Location of the General Meeting	Virtual General Meeting: https://www.adesso-group.de/hv/ In accordance with the German Stock Corporation Act: adesso SE, Adessoplatz 1, 44269 Dortmund, Germany
5. Record Date	10.05.2022 (00:00 hrs. CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 20220509]
6. Uniform Resource Locator (URL)	https://www.adesso-group.de/hv/

adesso SE, Dortmund – Invitation to the Annual Shareholders' Meeting

ISIN DE000A0Z23Q5, WKN A0Z23Q

We hereby invite the shareholders of our company to the (virtual) Annual Shareholders' Meeting.

Date:
Tuesday, 31 May 2022,
10:00 CEST

The Annual Shareholders' Meeting will be held as a virtual Annual Shareholders' Meeting without the physical presence of the shareholders and their authorised representatives. The location of the Annual Shareholders' Meeting as per the German Stock Corporation Act (AktG) is the registered office of the company at Adessoplatz 1, 44269 Dortmund, Germany. Shareholders and their authorised representatives (with the exception of a proxy appointed by the company) have neither the right nor the opportunity to attend the meeting in person. The entire meeting will be broadcast online by means of audio and video transmission to properly registered shareholders or their authorised representatives via a password-protected area of the company website at <https://www.adesso-group.de/hv/>. This broadcast does not enable participation in the Annual Shareholders' Meeting within the meaning of Section 118 (1) clause 2 AktG.

Holding the Annual Shareholders' Meeting as a virtual meeting requires changes to both the rules of procedure of the Annual Shareholders' Meeting and to the rights of the shareholders. We therefore request that our shareholders pay particular attention to the information regarding the holding of the virtual Annual Shareholders' Meeting, eligibility to participate and the rights of the shareholders outlined after the agenda.

Agenda

1. Presentation of the adopted annual financial statements of adesso SE and the approved consolidated financial statements as of 31 December 2021, as well as the combined management report for adesso SE and the Group (including the explanatory report on the disclosures as per Sections 289a, 315a of the German Commercial Code (HGB)) and the report of the Supervisory Board for financial year 2021

The Supervisory Board has approved the annual financial statements and the consolidated financial statements prepared by the Executive Board. The annual financial statements have therefore been approved (Section 172 clause 1 AktG). The documents listed in this agenda item are to be presented to the Annual Shareholders' Meeting without requiring a resolution by the Annual Shareholders' Meeting.

2. Resolution on the appropriation of the balance sheet profit

The Executive Board and the Supervisory Board propose that the balance sheet profit of EUR 89,471,533.65 reported in the 2021 financial statements be utilised as follows: Distribution of a dividend of EUR 0.60 per no-par share = EUR 3,901,963.20, with the remaining amount of EUR 85,569,570.45 carried forward to new account. In accordance with Section 58 (4) AktG, the dividend entitlement is due for payment on the third business day following the resolution of the Annual Shareholders' Meeting, which is 3 June 2022.

3. Resolution on the approval of the Executive Board's actions for financial year 2021

The Executive Board and the Supervisory Board propose that the actions of the Executive Board members for financial year 2021 be approved.

4. Resolution on the approval of the Supervisory Board's actions for financial year 2021

The Executive Board and the Supervisory Board propose that the actions of the Supervisory Board members for financial year 2021 be approved.

5. Appointment of the auditor and Group auditor for financial year 2022

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that BDO AG Wirtschaftsprüfungsgesellschaft, Dortmund, Germany be appointed as the auditor of the annual financial statements and consolidated financial statements for financial year 2022.

The Audit Committee has declared that its recommendation is free of any undue third-party influence and that no requirements have been imposed in the sense of Article 16 (6) EU Audit Regulation that restrict the choice of auditor.

6. Resolution on the approval of the remuneration report for financial year 2021 prepared and audited in accordance with Section 162 AktG

Under the German Act Implementing the Second Shareholders' Rights Directive (ARUG II), the Executive Board and Supervisory Board of listed companies must prepare an annual remuneration report pursuant to Section 162 AktG. Pursuant to Section 120a (4) clause 1 AktG, the Annual Shareholders' Meeting resolves on the approval of this remuneration report for the previous financial year prepared and audited in accordance with Section 162 AktG.

The remuneration report covers the material elements of the remuneration system resolved by the Annual Shareholders' Meeting on 27 May 2021 and explains in detail the structure and amount of the remuneration granted and owed to the members of the Executive Board and the Supervisory Board in financial year 2021. The remuneration report was audited by the company's auditor and issued with an audit opinion.

The remuneration report for financial year 2021 is included following this agenda as an appendix to item 6 on the agenda and is also available on the company's website at <https://www.adesso-group.de/hv/> from the point at which the Annual Shareholders' Meeting is convened and during the Annual Shareholders' Meeting.

The Executive Board and Supervisory Board propose the approval of the remuneration report prepared and audited in accordance with Section 162 AktG for financial year 2021.

7. Resolution on amendments to the Articles of Association in accordance with the German Act Implementing the Shareholders' Rights Directive (ARUG) and Section 118 (2) AktG

The German Act Implementing the Shareholders' Rights Directive (ARUG), which entered into force in 2009, gave companies the opportunity to enable electronic participation in annual general meetings, absentee voting and broadcasting of annual general meetings, provided the articles of association contained corresponding provisions. In addition, in accordance with Section 118 (2) AktG, the articles of association may provide for certain cases in which the members of the Supervisory Board may attend annual general meetings by means of video and audio transmission. Against the backdrop of the COVID-19 pandemic, legislators created a temporary legal framework in which annual general meetings were able to take place virtually without the shareholders and their authorised representatives attending in person, without requiring a change in articles of association. The company has made corresponding use of this legal framework. So far, the company's Articles of Association have not been amended with regard to the option of participating in the Annual Shareholders' Meeting online as defined in the German Act Implementing the Shareholders' Rights Directive (ARUG) and Section 118 (2) AktG. The company's administration would therefore like to amend the Articles of Association in line with the latest legislation.

The Executive Board and the Supervisory Board therefore propose the following resolutions:

a) *Following Article 14 (2) of the Articles of Association, paragraphs 3 to 4 are supplemented as follows:*

*"3. The Executive Board is authorised to approve the full or partial video and audio transmission of the Annual Shareholders' Meeting in a manner defined at its discretion. The transmission can also be organised so as to allow unlimited access for the general public.
4. If a member of the Supervisory Board is unable to attend the Annual Shareholders' Meeting in person because they are in another country for a compelling reason, they may attend the Annual Shareholders' Meeting by means of video and audio transmission."*

b) *Following Article 16 (5) of the Articles of Association, paragraph 6 is supplemented as follows:*

"6. The Executive Board is authorised to allow shareholders to participate in the Annual Shareholders' Meeting without attending in person and without an authorised representative attending in person and to exercise all or some of their rights by means of electronic communications, either in full or in part. Furthermore, the Executive Board is authorised to allow shareholders to submit their votes in writing or by means of electronic communication (absentee voting) without attending the meeting. The Executive Board is also authorised to define the details of this procedure. These details will be announced when the Annual Shareholders' Meeting is convened."

8. New version of Article 15 (1) of the Articles of Association (Chair of the Annual Shareholders' Meeting)

The Articles of Association are to be opened up with regard to the chairing of the Annual Shareholders' Meeting by adding up-to-date rules of representation that also allow the Annual Shareholders' Meeting to be chaired by an external party. In addition, the requirement for the oldest shareholder or shareholder representative to chair the ballot is regarded as outdated.

The Executive Board and the Supervisory Board therefore propose the following resolution:

Article 15 (1) of the Articles of Association will be reworded as follows:

"1. The Chairperson of the Supervisory Board chairs the Annual Shareholders' Meeting. If they are unable to do so, another member of the Supervisory Board nominated by the Chairperson of the Supervisory Board or by the Supervisory Board itself shall chair the Annual Shareholders' Meeting. An external meeting chair can also be appointed by the Supervisory Board. If none of these individuals attend the meeting or are willing to chair it, the Supervisory Board shall select the chair of the meeting."

Appendix to item 6 on the agenda:

2021 Remuneration report

This remuneration report compiled in accordance with Section 162 of the German Stock Corporation Act [Aktiengesetz – AktG] outlines and explains the remuneration of the past and present members of the adesso SE Executive and Supervisory Boards in financial year 2021. In order to make it easier to classify the information provided and provide a clearer overview, the main aspects of the remuneration systems in place for the Executive and Supervisory Boards in financial year 2021 are also presented. Detailed information on these systems can be found on the company's website at www.adesso-group.de > Investor Relations > Facts about adesso Group > Corporate Governance > Remuneration.

Look back at the 2021 year of remuneration

Resolution on the approval of the remuneration system for the members of the Executive Board

The current system governing the remuneration of members of the adesso SE Executive Board was adopted by the Supervisory Board in accordance with Section 87(1) and Section 87(a)(1) AktG and approved by the Annual Shareholders' Meeting on 27 May 2021 with an 85.46% majority of the represente share capital.

Resolution on the confirmation of the remuneration system for the members of the Supervisory Board

The remuneration system for the Supervisory Board is governed in Article 12 of the Articles of Association. Pursuant to Section 113(3) AktG, the adesso SE Annual Shareholders' Meeting passed a resolution on the remuneration system for members of the Supervisory Board and confirmed the unchanged remuneration with an 84.75% majority.

Application of the remuneration system for the Executive Board in financial year 2021

Individual members of the Executive Board are not yet remunerated in accordance with the new remuneration system for members of the Executive Board adopted by the Supervisory Board on 18 March 2021 and approved by the Annual Shareholders' Meeting on 27 May 2021. This concerns contracts concluded prior to the date on which the Law for the implementation of the second shareholder rights directive [Gesetzes zur Umsetzung der zweiten Aktionärsrechterichtlinie – ARUG II] and the German Corporate Governance Code [Deutschen Corporate Governance Kodex – DCGK] amended on the basis thereof entered into force. The adaptation of these existing contracts to the new remuneration system by means of contract extensions, for example, has been postponed for the time being. In its explanatory memorandum on the Code, the commission, Regierungskommission Deutscher Corporate Governance Kodex, clarified that amendments to the Code do not need to be accounted for in existing contracts with members of the Executive Board.

While the remuneration of the Executive Board member Torsten Wegener, newly appointed on 01/04/2021, took place on the basis of the current remuneration system in the 2021 financial year, the contract extensions agreed in 2021 with CEO Michael Kenfenheuer and Executive Board member Dirk Pothen shall result in remuneration according to the new remuneration system as of 2022. When this report was compiled, no contract extensions or amendments are forecast for the remaining members of the Executive Board Andreas Prenneis, Stefan Riedel and Jörg Schroeder, meaning that the previous rules likewise remained in place for 2021.

The Supervisory Board regularly reviews the adequacy and appropriateness of the remuneration paid to members of the Executive Board to ensure it remains within the applicable scope of a market-standard yet competitive remuneration package for the members of the Executive Board.

This entails a horizontal and vertical remuneration comparison. The horizontal comparison considers the amount of the target and maximum remuneration in relation to the remuneration paid by comparable listed companies in consideration of turnover, number of employees, international character and complexity¹. Remuneration and employment terms of employees in top leadership positions at adesso SE along with executives at the subsidiaries in the DACH region (Germany (D), Austria (A), Switzerland (CH)) and the entire workforce, including development over time, are accounted for in the vertical comparison.

¹ Peer Group: Allgeier SE, GFT Technologies SE, Datagroup SE, Elmos Semiconductor SE, All for One Group SE, SNP Schneider-Neureither & Partner SE, PSI Software AG

Remuneration of members of the adesso SE Executive Board was found to remain in line with market standards and adequate within the company, including in terms of development over time.

The Supervisory Board has determined concrete remuneration targets for each member of the Executive Board who is already paid according to the new system in accordance with the applicable remuneration system and set the performance criteria in relation to the performance-related variable pay components for financial year 2021, provided they are not directly taken from the applicable remuneration system.

In terms of short-term incentives (STI), the positive earnings performance and strong growth resulted in performance that went beyond the targets set by the financial performance criteria for financial year 2021. The targets set by the Supervisory Board were met at a rate of 100%. Long-term incentives (LTI) governed by the multi-year, and subsequently long-term, performance of the company were likewise achieved at a rate of 100% in financial year 2021.

In the past financial year, the Supervisory Board did not make use of the options to temporarily deviate from the remuneration system in accordance with the legal requirements or adjust the achievement of targets in the presence of certain circumstances.

Application of the remuneration system for the Supervisory Board in financial year 2021

The remuneration system for the Supervisory Board, which remained unchanged to previous years, was applied in full as governed in Article 12 of the company's Articles of Association.

Remuneration of the Executive Board in financial year 2021

Overview of the structure of the remuneration system for the Executive Board

The remuneration system complies with the requirements of the German Stock Corporation Act, in particular the requirements of the Law for the implementation of the second shareholder rights directive, and is based on the recommendations of the German Corporate Governance Code, as amended on 16 December 2019.

The system for the remuneration of members of the adesso SE Executive Board is geared towards sustainable and long-term corporate development. It contributes to promoting the corporate strategy and company growth in the long-term. The adesso SE corporate strategy is aligned with the interests of shareholders. The primary aim is to become one of the leading consulting

and technology groups for industry-specific business processes in Central Europe. With this in mind, adesso SE pursues the strategy of developing growth, sound finances and profitability in a balanced ratio.

To this end, the Executive Board is granted industry standard, performance-based and competitive remuneration. The remuneration consists of fixed and variable components.

The fixed, performance-unrelated remuneration consists of a

- > basic salary
- > perks and
- > pension commitments.

The performance-related components that rely on the attainment of specified measurable targets, making them variable, consists of

- > a short-term incentive (STI) and
- > a long-term incentive (LTI).

The LTI comprises a monetary payment and the granting of stock options.

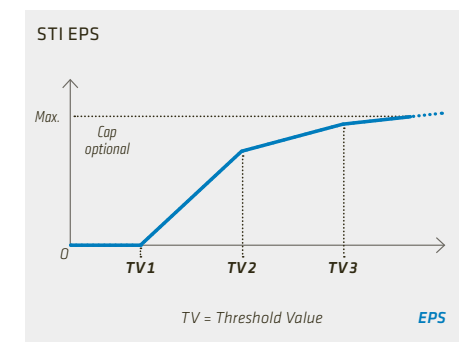
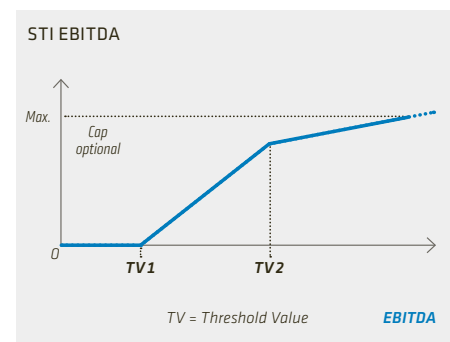
The imperative of long-term and sustainable corporate development is accounted for by linking the short-term variable remuneration to non-financial targets and granting partially share-based long-term remuneration. In addition, the share option programme established as part of the long-term remuneration aligns performance with shareholder interests. Despite the fact that at present, only STI components are determined by non-financial target parameters, the Supervisory Board is aware of the corporate social responsibility of adesso SE and will consider including additional non-financial targets in the remuneration system. The target total remuneration consists of the fixed basic annual remuneration, the perks and pension commitments in addition to the variable remuneration components the Executive Board member is entitled to upon 100% achievement of the set targets.

GENERAL OVERVIEW OF THE REMUNERATION COMPONENTS

	<i>Calculation base/parameter</i>
PERFORMANCE-UNRELATED REMUNERATION	
Fixed remuneration	The fixed remuneration for members of the Executive Board is paid monthly pro rata in the form of a salary.
Perks	<ul style="list-style-type: none"> > Company car, travel costs and other expenses according to the respective tax laws and lump sums > Insurance premiums for a company pension scheme in the form of a direct insurance policy or a pension fund or their gross amount (employer's contribution) in the case of an alternative personal pension scheme > Half of the verified gross contributions to voluntary health and long-term care insurance up to the total social security contribution in the statutory health and long-term care insurance above the income limit for the assessment of contributions.
PERFORMANCE-BASED REMUNERATION	
Short-term incentives (STI)	Target attainment basis: <ul style="list-style-type: none"> > 82 % of the adesso Group financial performance criteria: 41 % EPS, 41 % EBITDA > 18 % of the non-financial sustainability targets > The Supervisory Board sets the financial targets based on the annual plan for each financial year > Cap: EUR 220.0 k
Long-term incentives (LTI)	Target attainment basis: <ul style="list-style-type: none"> > 62 % monetary remuneration assessed over several years: Average EBITDA target attainment in the past 3 financial years > 38 % share-based long-term remuneration (option with 4-year qualifying period): Minimum degree of attainment of the last EBITDA annual target > Cap: EUR 146.1 k
OTHER REMUNERATION TERMS	
Maximum remunerations	Limit for the maximum total remuneration granted for one financial year pursuant to Section 87(a)(1)(2)(1) AktG: Between EUR 536 k and EUR 806 k depending on the fixed remuneration granted
Severance pay cap	Severance payments are limited to a maximum of two annual salaries; the remuneration for the remainder of the contract period must not be exceeded.
Malus and clawback terms	Under the share option programme, the Supervisory Board has the option to withhold or reclaim the share-based LTI in full or temporarily in the case of serious grounds to do so. The recovery option also exists if the posting or employment relationship with the respective member of the Executive Board has already ended at the time of recovery. This shall not affect the option to assert claims for compensation against the Executive Board member.

Previous remuneration system for the Executive Board (key innovations of the current system)

The current remuneration system for the Executive Board is a further development of the existing system, which was still used for five members of the Executive Board in 2021. The old system also involves variable performance-related salaries aligned with the relevant performance indicators EBITDA and earning per share (EPS) reported in the Group's consolidated financial statements for adesso SE stakeholders in addition to fixed remuneration and perks. While the new system provides for target values, the variable remuneration in the old model is based on threshold values. The variable remuneration increases from a threshold value (TV1) of up to EUR 0 with increasing EBITDA or EPS values. The slope gradually decreases above the other threshold values (TV2 and TV3 for STI EPS and TV1 for STI EBITDA). The old system does not provide for a maximum amount for individual variable remuneration components or for the remuneration as a whole. New contracts concluded with members of the Executive Board since 2019 are the first to include a cap for variable remuneration (optional cap). In this respect, the sum of the variable remuneration resulting from the above provisions is limited to one times the basic remuneration. In the old system, non-financial sustainability targets were not accounted for in remuneration, nor were variable remuneration components with a primary focus on the future based on assessment over several years. The following target attainment curves apply in financial year 2021 for the STI EBITDA and STI EPS of the Executive Board members remunerated according to the old model, whereby the respective threshold values are defined individually for each contract according to the following table:



	Kenfenheuer'		Pothen / Prenneis		Riedel / Schroeder	
	in EUR k	Payment in EUR for each EUR 200 k above the last TV	in EUR k	Payment in EUR for each EUR 200 k above the last TV	in EUR k	Payment in EUR for each EUR 200 k above the last TV
STI EBITDA						
TV1	> 2,500	1,000	8,000	1,000	> 16,000	800
TV2	> 10,000	350	> 18,000	350	n/a	
STI EPS	in EUR	Payment in EUR for each cent above the last TV	in EUR	Payment in EUR for each cent above the last TV	in EUR	Payment in EUR for each cent above the last TV
TV1	0.15	1,000	0.50	1,000	0.50	1,000
TV2	> 1.00	350	> 1.50	350	> 1.50	350
TV3	> 1.50	180	> 2.00	180	> 2.00	180
CAP FOR STI (TOTAL)		no		no		yes, 1x basic annual remuneration

Performance-unrelated remuneration components

Fixed remuneration

The fixed remuneration of Executive Board members is paid on a monthly basis in equal instalments and constitutes secure and predictable income for Executive Board members. At present, annual fixed remuneration is between EUR 150 k and EUR 400 k.

Perks

In addition to fixed remuneration, the members of the Executive Board receive certain perks in the form of non-cash compensation; these perks consist of, as a standard benefit, a passenger car for business and private use, travel costs and other expenses in accordance with the respective tax regulations and lump sums as well as insurance premiums for a company pension scheme in the form of a direct insurance policy or a pension fund or their gross amount (employer’s contribution) in the case of an alternative personal pension scheme. In addition, Executive Board members are refunded half of the gross contributions to voluntary health and long-term care insurance that have demonstrably been paid by the respective member, but no more than an amount equal to the total social security contribution in the statutory health and long-term care insurance for statutorily insured persons with an income above the income threshold for the assessment of contributions.

Performance-based remuneration components

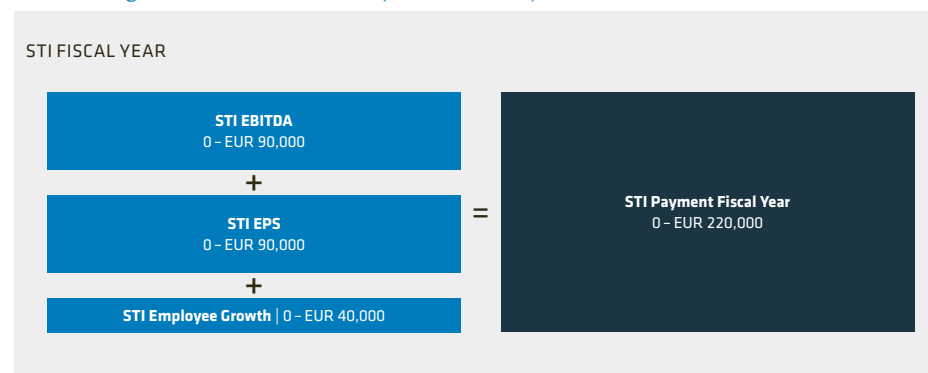
Short-term incentives (STI)

Function

STI are the short-term variable remuneration component; they lapse after one year. The STI amount is 82 % based on the development of two equally weighted core financial performance indicators of the adesso Group – the EBITDA (Earnings Before Interest, Taxes, Depreciation and Amortisation) and EPS (Earnings per Share). The remaining 18 % can be achieved through non-financial sustainability targets. Due to its significance for the adesso Group as a growth company, the sustainability target relies on achieving defined employee growth.

The Supervisory Board determines the financial targets based on the annual plan. While payment for the financial targets is limited to a maximum amount of EUR 90 k in each case, a maximum of EUR 40 k can be achieved from the non-financial target. This corresponds to a total cap of EUR 220 k for the STI. There is no guaranteed minimum target attainment; as such, there may be no payment in certain cases. This particularly applies to the non-financial target, for which no additional increments are defined. The target is either met, or not.

Calculating short-term incentives (annual bonus)



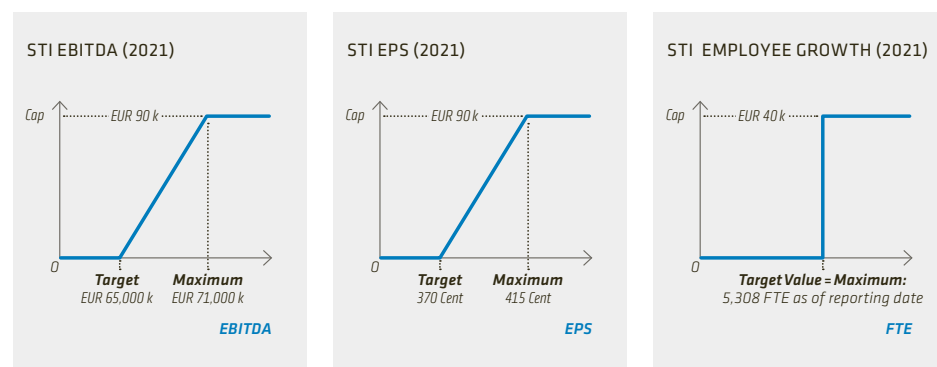
Contribution to the long-term growth of the adesso Group (sustainability targets)

The STI should ensure the ongoing implementation of operational targets moving forward and account for shareholder interests in equal measure with a balanced focus on EBITDA and EPS. Similar to employee growth, both of these aspects constitute key principles for the long-term growth of the adesso Group.

Financial performance criteria

At the start of the financial year, the Supervisory Board ruled on the target and threshold values for both financial performance criteria along with the target value for the non-financial target. The minimum target value of the respective financial performance criterion is based on the corporate strategy. No STI payments will be granted for the respective aspect until the minimum target value has been achieved. The payment shall increase linearly based on the degree to which the value was exceeded once the minimum target value has been achieved until it reaches the cap. In addition to the STI payments, which may also be generated through the financial targets, a payment amounting to the cap may be paid once the target value for the non-financial target has been achieved. If the target value is not achieved, this remuneration component will not be granted.

For financial year 2021, the following target attainment curves apply with regard to the respective financial targets and the non-financial target for the Executive Board member remunerated according to the new model.



For financial year 2021, the following total target attainment was accordingly achieved for the STI: **STI 2021 summary (table)**

	EPS	EBITDA	Employee growth	Total
Torsten Wegener – STI amounts (in EUR k)	68	68	30	165
Torsten Wegener – STI target attainment (in %)	100	100	100	100

The amounts listed in the above table will initially be paid to the recipient member of the Executive Board in March 2022. All remuneration components from the previous year will be added to the remuneration granted and owed in financial year 2021 in accordance with Section 162(1) AktG. In addition, a total of EUR 1,725 which can be allocated to this category of STI was incurred for the other members of the Executive Board who are not yet remunerated according to the new remuneration system.

Short-term incentives (STI) for financial year 2020

The STI for financial year 2020 are based on the remuneration system in place at the time. More information on this topic can be found in the remuneration report from the previous year. In this case, target attainment was likewise primarily measured based on the key performance indicators EBITDA and EPS, and in exceptional cases ‘adesso SE pre-tax earnings under commercial law’.

Long-term incentives (LTI)

Function

The LTI forms the second performance-based remuneration element, which is designed to have a long-term incentive effect with a performance period of three years or, in the case of share options, by maturing at least four years after the date on which the option was issued. The LTI consists of 62% monetary payments and 38% share options based on maximum target attainment. This aims to provide incentives to promote sustainable company growth. In addition, the share option programme is designed to encourage long-term loyalty to the company and its objectives among Executive Board members and create alignment to shareholder interests. As such, the LTI is partially share-based.

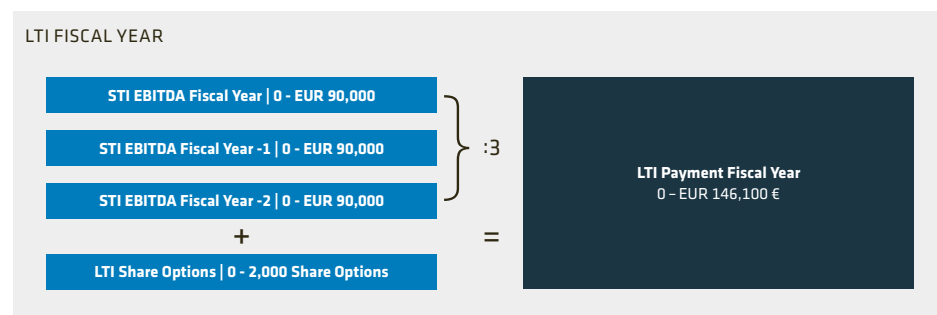
The monetary component of the LTI is based on the average actual STI target attainment for the target EBITDA over the past three years, including the recently completed financial year.^{2*}

If 80% of the STI EBITDA target described above is achieved, the members of the Executive Board will also each receive the opportunity to acquire up to 2,000 no-par bearing value shares within the scope and term of the 2020 share option programme. The 2,000 share options are granted in full, not pro rata temporis. Any subsequent changes to the targets are excluded. Each member of the Executive Board is permitted to freely dispose of the share gained from exercising the share option.

² The remuneration system first approved by the Annual Shareholders’ Meeting in 2021 was first applied for performance in financial year 2021. Due to the lack of data from the past and the restructuring, shorter assessment periods and calculation values have temporarily been applied

While the payment for the monetary target is limited to a maximum amount of EUR 90 k, a maximum of EUR 56 k can be achieved through share options (according to valuation by a bank). This corresponds to a EUR 146.1 k cap for the LTI. There is not guaranteed minimum target attainment; as such, the payment or grant may not be issued.

Calculating the long-term incentives



Contributing to the long-term growth of the adesso Group

In addition to the monetary long-term incentive effect from accounting for the average development of EBITDA target attainment within a three-year period, the share subscription of the LTIs enables the members of the Executive Board to participate in the relative and absolute development of the share price, resulting in even closer alignment of the objectives of the management team and the interests of the shareholders. This provides the Executive Board with an incentive to sustainably increase the shareholder value in the long-term.

Financial performance criteria

Annual remuneration based on target attainment levels from the last 3 financial years (table)

in EUR k	STI payment (EBITDA) 2019	STI payment (EBITDA) 2020	STI payment (EBITDA) 2021	LTI 2021 [average STI payment (EBITDA) 2019 - 2021]	LTI 2021 [average STI payment (EBITDA) 2019-2021 - pro rata temporis]
Torsten Wegener	45	45	90	60	45

Allocation of share options for the 2021 financial year

	Number of share options granted in 2021 (per option)	Valuation of share options in 2021 (EUR k)
Torsten Wegener	2,000	56

LTI target attainment in 2021

LTI 2021 summary (table)

in EUR k	Value of LTI share options granted in 2021	LTI 2021 [average STI payment (EBITDA) 2019-2021]	Total LTI (2021)
Torsten Wegener	56	45	101

Long-term incentive (LTI) for the 2020 financial year

No LTI was granted for financial year 2020.

Other remuneration terms

Share ownership guidelines

The company's current remuneration system does not require the Executive Board to acquire a certain minimum number of company shares or hold them for a period determined in advance. Only a part of the LTI involves share-based remuneration with the option to purchase share options that can first be exercised four years after the date on which they were issued. The system does not require investment in predominantly company shares, particularly as part of the variable remuneration amounts is already granted on a share-based basis. The Supervisory Board views the share-based part of the LTI included in the remuneration system for Executive Board members and its incentive effect to be adequate in terms of sustainable and long-term corporate development.

Adhering to the maximum remuneration for members of the Executive Board

Remuneration for members of the Executive Board is limited in two respects. On the one hand, upper limits have been determined for the performance-based component, which requires 100% target attainment in the current remuneration system for both the STI and LTI.

On the other hand, in accordance with Section 87(a)(1)(2)(1) AktG, the Supervisory Board has established a maximum limit for remuneration that restricts the actual total received amount of remuneration granted for a certain financial year (consisting of the fixed annual salary, pension payments or pension schemes, perks, payments from STI and LTI). Depending on the granted fixed remuneration, this amount is between € 536 k and € 806 k.

In financial year 2021, this maximum remuneration range was complied with by the acting Executive Board members, as shown in the following table:

<i>in EUR k</i>	<i>2021</i>	<i>2020</i>
		<i>Torsten Wegener (since 01/04/2021)</i>
Fixed	203	-
Perks	16	-
STI	165	-
LTI (monetary payment)	45	-
LTI (share options)	56	-
Total remuneration	485	-

Former members of the Executive Board and maximum remuneration for financial year 2019 and earlier years

A cap for variable remuneration is established for previous remuneration commitments arising from contracts concluded with members of the Executive Board since 2019, which is limited to one times the respective basic remuneration. In the case of contracts concluded with members of the Executive Board before 2019, in certain cases for variable remuneration, the choice of incorporating the ‘adesso SE pre-tax earnings under commercial law’ was offered along with variable remuneration based on EBITDA and EPS for performance-based emoluments in the variable remuneration. This maximum emolument is limited to 15% of the fixed remuneration. Exercising this option reduces the EBITDA and EPS-based variable portion of the performance-based remuneration, which is not subject to an upper limit in principle.

Benefits upon contract termination

Severance arrangements

The employment contracts concluded with members of the Executive Board include severance arrangements that correspond to the recommendations of the German Corporate Governance Code. In the event that the employment relationship is prematurely terminated prior to the

end of the agreed contract term at the instigation of the company, the member of the Executive Board may receive compensation. Redundancy payments that may be paid in the event of an early termination of the appointment by mutual consent consist of the fixed annual salary and the STI for the remaining term of the regular appointment, but for no longer than 24 months. The STI paid in the last completed financial year prior to the termination of the appointment is used to determine the STI. If the appointment ends prior to the end of the first financial year during which an STI is paid, the STI will be determined based on the target amount.

Share options granted as LTI have a term of seven years in each case, starting on the date on which they were issued. If the employment relationship ends due to the fact that a new contract of service is not established thereafter, the share options due and not yet due on the date on which the employment relationship ends may also be exercised after the termination of the employment relationship when they become due if the Executive Board member has served on the Executive Board of the company for at least three years without interruption and no special circumstance has occurred during the qualifying period that would also justify the revocation or withholding of share options. The above does not apply if the party entitled to the above is a member of the Supervisory Board of the company or an affiliated company after the end of the service or employment relationship. In this case, the share options due on the day on which the service or employment relationship is termination may be exercised without 24 months after the appointment to the Supervisory Board of the company or an affiliated company. If the employment relationship ends as a result of a standard termination by the company, the share options due on the day on which the employment relationship is terminated may be exercised for the last time in the first exercise period following the termination of the service or employment relationship. If the employment relationship is terminated due to permanent illness, which permits termination for personal reasons, or due to full reduction in earning capacity (Section 43 SGB VI), which has been verified by a corresponding certificate, the share options due on the day on which the employment relationship is terminated may be exercised during their term even after termination of the employment relationship. In all other cases, share options that are due, or not yet due, shall lose their ability to be exercised as soon as a member of the Executive Board is no longer employed in a non-terminated employment relationship with the company.

Upon termination of an Executive Board contract, the payment of outstanding variable remuneration components for the period prior to termination of the contract takes place according to the originally agreed targets and the contractually agreed due dates.

Post-contractual non-compete clause

A post-contractual non-complete clause is not currently agreed in any of the employment contracts concluded with the members of the Executive Board.

Change of control

No commitments are made in the event of premature termination of Executive Board employment due to a change of control.

Malus/Clawback

As part of the share option programme, the Supervisory Board has the option to withhold or reclaim the share-based long-term variable remuneration in full or temporarily, in particular, if one of the following reasons applies:

- > a serious misstatement of the audited financial results of the company or a major associate of the company;
- > a serious risk management failure within the company or within a major associate of the company;
- > a serious breach of regulations by the company or a major associate of the company;
- > a severe miscalculation or failure to achieve a relevant performance criterion or failure to reach the maximum remuneration;
- > serious damage to the reputation of the company or a major associate of the company; or
- > a severe breach of duty by the member of the Executive Board.

The recovery option also exists if the posting or employment relationship with the respective member of the Executive Board has already ended at the time of recovery. This shall not affect the option to assert claims for compensation against the Executive Board member.

This option was not exercised in 2021.

Third-party benefits

In the past financial year, no benefits were promised or granted to any member of the Executive Board by a third party with regard to their activities as a member of the Executive Board.

Remuneration for Supervisory Board mandates within and external to the adesso Group

The exercise of any Supervisory Board mandates within the Group is regarded as covered by the remuneration based on the respective Executive Board contract for Executive Board members. If the Executive Board receives remuneration, expense allowances or similar payments from this manner of activities, they must be offset against the standard Executive Board remuneration in the absence of any other terms.

Personalised disclosure of the remuneration of the Executive Board

Current remuneration for current members of the Executive Board for the previous financial year

The following table outlines the personalised remuneration for the acting members of the Executive Board for financial year 2021 and the previous year. This has been supplemented by information on the minimal and maximum remuneration achievable by each individual.

Granted and owed remuneration according to Section 162 AktG for financial year 2021

Granted benefits (in EUR k)	Michael Kenfenheuer (CEO)			
	2020	2021	2021 (min)	2021 (max)
Performance-unrelated remuneration				
Fixed remuneration	260	270	270	270
Perks	24	16	16	16
Pension expenses	9	16	16	16
Total	293	302	302	302
Performance-based remuneration				
Short-term performance-based variable remuneration (STI)	278	412	-	*
Long-term performance-based variable remuneration (LTI)	-	-	-	-
Total	278	412	0	-
TOTAL REMUNERATION	571	714	302	-

* Granted short-term performance-based payments are not subject to limitations.

Granted benefits (in EUR k)	Andreas Prenneis (Member of the Executive Board)			
	2020	2021	2021 (min)	2021 (max)
Performance-unrelated remuneration				
Fixed remuneration	225	225	225	225
Perks	14	9	9	9
Pension expenses	8	13	13	13
Total	248	247	247	247
Performance-based remuneration				
Short-term performance-based variable remuneration (STI)	283	417	-	*
Long-term performance-based variable remuneration (LTI)	-	-	-	-
Total	283	417	0	-
TOTAL REMUNERATION	531	664	247	-

* Granted short-term performance-based payments are not subject to limitations.

Granted benefits (in EUR k)	Dirk Pothen (Member of the Executive Board)			
	2020	2021	2021 (min)	2021 (max)
Performance-unrelated remuneration				
Fixed remuneration	200	213	213	213
Perks	13	7	7	7
Pension expenses	13	15	15	15
Total	226	235	235	235
Performance-based remuneration				
Short-term performance-based variable remuneration (STI)	283	417	-	*
Long-term performance-based variable remuneration (LTI)	-	-	-	-
Total	283	417	0	-
TOTAL REMUNERATION	509	652	235	-

* Granted short-term performance-based payments are not subject to limitations.

Granted benefits (in EUR k)	Jörg Schroeder (Member of the Executive Board)			
	2020	2021	2021 (min)	2021 (max)
Performance-unrelated remuneration				
Fixed remuneration	185	204	204	204
Perks	16	11	11	11
Pension expenses	8	13	13	13
Total	209	228	228	228
Performance-based remuneration				
Short-term performance-based variable remuneration (STI)	185	204	-	204
Long-term performance-based variable remuneration (LTI)	-	-	-	-
Total	185	204	0	204
TOTAL REMUNERATION	394	432	228	432

Granted benefits (in EUR k)	Stefan Riedel (Member of the Executive Board)			
	2020	2021	2021 (min)	2021 (max)
Performance-unrelated remuneration				
Fixed remuneration	305	305	305	305
Perks	19	14	14	14
Pension expenses	9	14	14	14
Total	333	333	333	333
Performance-based remuneration				
Short-term performance-based variable remuneration (STI)	275	275	-	275
Long-term performance-based variable remuneration (LTI)	-	-	-	-
Total	275	275	0	275
TOTAL REMUNERATION	608	608	333	608

Remuneration of the Supervisory Board in financial year 2021

Principles of the remuneration system for the Supervisory Board

The remuneration system for the Supervisory Board is governed in Article 12 of the Articles of Association and corresponds to the remuneration system approved by the Annual Shareholders' Meeting. The remuneration system takes into account the responsibility and scope of activities of the members of the Supervisory Board. The Supervisory Board contributes to the promotion of the business strategy and the long-term development of the company by monitoring the management of the Executive Board, which it is responsible for.

The remuneration and remuneration system for the Supervisory Board are regularly reviewed by the administration. In particular, the time commitments of the members of the Supervisory Board and the Supervisory Board remuneration granted by other, similar companies are key factors in this respect. If the Executive Board and Supervisory Board are of the opinion that a modification to the remuneration or remuneration system is required, they will submit a corresponding resolution proposal to the Annual Shareholders' Meeting. Every four years, at the latest, a resolution proposal on remuneration, including the remuneration system on which it is based, is submitted to the Annual Shareholders' Meeting.

Design and application of the remuneration system for the Supervisory Board in financial year 2021

In addition to the reimbursement of their expenses, members of the Supervisory Board receive an annual salary consisting of a fixed component amounting to EUR 5,000 and a variable component amounting to 0.275 % of the company's retained earnings, reduced by an amount equal to 4 % of the contributions made to the share capital. Remuneration for the chairperson is one and a half times the above amount.

Members of the Supervisory Board who have not held a post on the Supervisory Board throughout the entire financial year shall be remunerated according to their time on the Supervisory Board. Due to the special nature of the Supervisory Board remuneration granted for the work of the Supervisory Board, which fundamentally differs from the work of the employees of the company and the Group, a vertical comparison with employee remuneration is not taken into consideration.

Personalised disclosure of the remuneration of the Supervisory Board

The following table shows the fixed and variable remuneration components, including the respective relative portion as per Section 162 AktG, granted and owed in the past financial year to the current and former members of the Supervisory Board.

Granted and owed remuneration of the current and former members of the Supervisory Board in financial year 2021

<i>Information in EUR k</i>	<i>Basic salary</i>	<i>Variable component</i>	<i>Total</i>
Prof. Dr. Volker Gruhn	8	-	8
Prof. Dr. Gottfried Koch	5	13	18
Hermann Kögler	5	13	18
Heinz-Werner Richter	5	13	18
Rainer Rudolf	5	-	5
Dr. Friedrich Wöbking	5	14	19
TOTAL	33	53	86

Comparison of remuneration and earnings development

The following table shows the annual change in the remuneration granted and owed to the current and former members of the Executive Board and Supervisory Board, as well as share options granted, compared to the company's earnings performance and the average remuneration of employees on a full-time equivalent basis required for financial years 2017 to 2021 pursuant to Section 162(1)(2)(2) AktG.

	2017 (EUR k)	2018 (EUR k)	Change in %	2019 (EUR k)	Change in %	2020 (EUR k)	Change in %	2021 (EUR k)	Change in %
ACTING MEMBERS OF THE EXECUTIVE BOARD AS AT 31/21/2021									
Michael Kenfenheuer	1,038	740	-29%	491	-34%	571	16%	714	25%
Andreas Prenneis	374	429	15%	467	9%	531	14%	664	25%
Dirk Pothen ¹⁾	-	104	-	440	323%	509	16%	652	28%
Stefan Riedel	-	-	-	-	-	608	-	608	-
Jörg Schroeder ²⁾	-	-	-	131	-	394	201%	432	10%
Torsten Wegener ³⁾	-	-	-	-	-	-	-	485	-
Former members of the Executive Board									
Christoph Junge ⁴⁾	790	655	-17%	595	-9%	0	201%	134	-
Rüdiger Striemer ⁵⁾	246	138	-44%	230	-9%	106	201%	107	1%
TOTAL	2,448	2,066	18%	2,354	14%	2,719	16%	3,796	40%
Purchased share options (per option)	2017	2018	Change in %	2019	Change in %	2020	Change in %	2021	Change in %
Torsten Wegener ³⁾	-	-	-	-	-	-	-	2,000	-

	2017 (EUR k)	2018 (EUR k)	Change in %	2019 (EUR k)	Change in %	2020 (EUR k)	Change in %	2021 (EUR k)	Change in %
ACTIVE MEMBERS OF THE SUPERVISORY BOARD AS AT 31/12/2021									
Prof. Dr. Volker Gruhn	8	8	0.0%	8	0.0%	8	0.0%	8	0.0%
Prof. Dr. Gottfried Koch	10	9	-10.0%	11	22.2%	14	27.3%	18	28.6%
Hermann Kögler	8	10	25.0%	11	10.0%	14	27.3%	18	28.6%
Heinz-Werner Richter	8	10	25.0%	11	10.0%	14	27.3%	18	28.6%
Rainer Rudolf	5	5	0.0%	5	0.0%	5	0.0%	5	0.0%
Dr. Friedrich Wöbking	8	9	12.5%	11	22.2%	14	27.3%	19	35.7%
TOTAL	47	51	8.5%	57	11.8%	69	21.1%	86	24.6%

In order to calculate earnings development, along with adesso SE's annual profit, which legally needs to be reported, the key indicators EBITDA and EPS on which short-term variable remuneration is based have been taken into account.

	2017	2018	Change in %	2019	Change in %	2020	Change in %	2021	Change in %
adesso SE annual profit	6,637	9,377	41%	12,765	36%	18,778	47%	43,383	131%
EBITDA (in EUR k)	25,378	32,975	30%	48,131	46%	60,406	26%	102,418	70%
EPS (in EUR)	1.79	2.28	27.4%	2.82	23.7%	3.39	20.2%	7.65	125.7%
Employee growth (FTE/reporting date)	26%	19%	-26.7%	23%	18.6%	23%	1.7%	17%	-27.8%

The personnel expenses published in the respective annual report (wages and salaries in addition to social security contributions and expenses for pensions and support) were used and divided by the average number of employees, converted to full-time equivalents, to determine the remuneration of employees.

	2017	2018	Change in %	2019	Change in %	2020	Change in %	2021	Change in %
Personnel expenses (in EUR k)	206,266	243,052	17.8%	293,110	20.6%	350,069	19.4%	445,953	27.4%
Average FTE	2,524	3,031	20.1%	3,732	23.1%	4,373	17.2%	5,430	24.2%
Personnel expenses/average FTE (in EUR)	82	80	-1.9%	79	-2.1%	80	1.9%	82	2.6%

Auditor's Report

“Independent auditor's report

To adesso SE

Audit opinions

We have formally reviewed the Remuneration Report of adesso SE, Dortmund, Germany, for the financial year from 1 January 2021 to 31 December 2021 with the aim of ascertaining whether the disclosures in accordance with Section 162 (1) and (2) of the German Stock Corporation Act (AktG) were made in the Remuneration Report. In line with Section 162 (3) AktG, we have not reviewed the content of the Remuneration Report.

In our opinion, the disclosures in accordance with Section 162 (1) and (2) AktG have been made in all material respects in the attached Remuneration Report. Our audit opinion does not extend to the content of the Remuneration Report.

Basis of the audit opinion

We performed our audit of the Remuneration Report in compliance with Section 162 (3) AktG in observation of the IDW auditing standard “Die Prüfung des Vergütungsberichts nach § 162 Abs. 3 AktG” (IDW PS 870). Our responsibilities under this regulation and this standard are described in greater depth in the section of our note entitled “Responsibility of the auditor”. As professional auditors, we applied the IDW requirements for quality assurance in auditing practice under “Anforderungen an die Qualitätssicherung in der Wirtschaftsprüferpraxis” (IDS QS 1). We complied with the professional obligations under the German Auditors' Code (Wirtschaftsprüferordnung) and the German Professional Code of Conduct for Auditors/Chartered Accountants (Berufssatzung für Wirtschaftsprüfer/vereidigte Buchprüfer), including the requirements regarding independence.

Responsibility of the Executive Board and Supervisory Board

The Executive Board and Supervisory Board are responsible for preparing a remuneration report, including the corresponding disclosures, that complies with the requirements under Section 162 AktG. Furthermore, they are responsible for the internal controls that they consider necessary to enable the preparation of a remuneration report, including the corresponding disclosures, that is free from material misstatement, whether intentional or unintentional.

Responsibility of the auditor

Our objective is to obtain reasonable assurance as to whether the disclosures in accordance with Section 162 (1) and (2) AktG have been made in all material respects in the Remuneration Report and to submit an audit opinion in a note.

We have planned and performed our audit in such a manner that we were able to ascertain the formal completeness of the Remuneration Report by comparing the disclosures made in the Remuneration Report with the disclosures required in Section 162 (1) and (2) AktG. In line with Section 162 (3) AktG, we have not reviewed the correctness of the disclosures, the completeness of the individual disclosures or the appropriateness of the presentation of the Remuneration Report.

Dortmund, 23 March 2022

Ernst & Young GmbH
Wirtschaftsprüfungsgesellschaft

Muzzu

Wirtschaftsprüfer
[German public auditor]

Michael

Wirtschaftsprüfer
[German public auditor]

Number of shares and voting rights

At the time the meeting was convened, the company had issued 6,503,272 no-par shares, each granting one vote. The company does not hold any treasury shares.

Information on the holding of the virtual Annual Shareholders' Meeting

In light of the ongoing COVID-19 pandemic, the Annual Shareholders' Meeting of the company on 31 May 2022 shall be convened by resolution of the Executive Board with the approval of the Supervisory Board in accordance with Section 1 (1) (2) of the Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic (GesRuaCOVBekG), as amended, as a virtual without the need for shareholders or their authorised representatives (with the exception of the company proxy) to be physically present.

The entire Annual Shareholders' Meeting will be broadcast online for properly registered shareholders or their authorised representatives by means of audio and video transmission in accordance with the following provisions on 31 May 2022 from 10:00 CEST in the password-protected area of <https://www.adesso-group.de/hv/>.

Properly registered shareholders will be sent their specific login information to use the password-protected area of the company website.

Shareholders and their authorised representatives (with the exception of the company proxy) are not permitted to attend the meeting in person. The shareholders or their authorised representatives shall exercise their voting rights exclusively by means of electronic absentee voting or by granting power of proxy to the company-appointed proxies. Electronic participation in the meeting in accordance with Section 118 (1) sentence 2 AktG is not possible.

In accordance with the intended procedures, the shareholders (and, if applicable, their authorised representatives) can exercise their voting rights by means of electronic absentee voting, grant powers of representation to third parties, grant powers of representation and issue instructions to the company-appointed proxies, submit questions or raise objections for the record through the password-protected area of the website dedicated to the Annual Shareholders' Meeting. Login details are required to use the password-protected area of the website dedicated to the Annual Shareholders' Meeting. Details can be found in the "Eligibility" section below.

Eligibility

Only those shareholders who register with the company by the end of the day on 24 May 2022 and provide proof of share ownership will be entitled to attend the virtual Annual Shareholders' Meeting and exercise their voting rights. Proof of share ownership by the last intermediary as per Section 67c (3) AktG is sufficient for this purpose. The registration and proof of share ownership must be submitted to the company in written or electronic form via the following address, fax number or e-mail address:

adesso SE
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich, Germany
Fax: +49 89 8896906-33
Email: anmeldung@better-orange.de

The proof of share ownership must refer to the beginning of the twenty-first day before the Annual Shareholders' Meeting (record date), which is 10 May 2022, 0:00 CEST.

After receipt of the registration and the proof of share ownership, the shareholders will be sent the login information for the password-protected Internet area of the website ("ASM ticket"). We would ask shareholders to ensure that they register and send proof of their share ownership to the company in due time.

Meaning of the record date

The record date is the decisive date for the scope and exercising of participation and voting rights at the virtual Annual Shareholders' Meeting. Only those persons who have provided proof of share ownership as of the record date shall be regarded as shareholders with regard to their eligibility to attend the Annual Shareholders' Meeting or exercise voting rights in relation to the company. Changes in the share portfolio after the record date are irrelevant in this regard. Shareholders who acquired their shares after the record date are not entitled to participate in the Annual Shareholders' Meeting unless they are granted power of representation or authorisation to exercise rights. Shareholders who have duly registered and provided proof of share ownership are entitled to attend the Annual Shareholders' Meeting and exercise their voting rights even if they sell their shares after the record date. The record date has no effect on the saleability of the shares and is not a relevant date for dividend entitlement.

Procedure for voting through an authorised representative

Shareholders may also exercise their voting rights or their right to participate in the virtual Annual Shareholders' Meeting through an authorised representative or intermediary, a shareholder association, a proxy adviser, the proxies appointed by the company or any other third party. If a shareholder appoints more than one authorised representative, the company may reject one or more of these people.

In these cases, shareholders must also register in good time in accordance with the above provisions, submitting special proof of share ownership.

Authorised representatives are also not permitted to attend the Annual Shareholders' Meeting in person. They may only exercise the voting rights for the shareholders whom they represent within the scope of their respective power of representation by way of electronic absentee voting or by (sub-)authorisation of the proxies appointed by the company, who are bound by instructions.

The authorised representative must receive the corresponding login information in order to use the password-protected area of the company website.

Power of representation must be issued and revoked in written or electronic form. The same applies to notifying the company of the power of representation. Exceptions to this requirement for the written or electronic form may exist for intermediaries, shareholder associations, proxy advisers or persons or institutions of equivalent standing pursuant to Section 135 (8) AktG. We therefore ask that shareholders who wish to authorise an intermediary, a shareholder association, a proxy adviser or a person or institution of equivalent standing pursuant to Section 135 (8) AktG to exercise their voting rights liaise with the person to be granted power of representation regarding the form of representation.

Proof of authorised representation may be sent to the company, amended or revoked no later than 30 May 2022, 24:00 CEST, via the following postal address or e-mail address

adesso SE
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich, Germany
Email: adesso@better-orange.de

or, from 10 May 2022, 00:00 CEST, using the password-protected area of the company website at <https://www.adesso-group.de/hv/> in accordance with defined procedures. The date of receipt by the company is the relevant date in this regard.

On the day of the virtual Annual Shareholders' Meeting, power of representation can only be submitted, amended or revoked via the password-protected area of the website at <https://www.adesso-group.de/hv/> in accordance with defined procedures.

The aforementioned means of submission are also available until the specified dates if the power of representation is granted by declaration to the company. In this case, separate proof of the power of representation is not required. The revocation or amendment of authorisation already granted may also be declared directly to the company by the aforementioned means of submission until the specified dates.

Shareholders who wish to authorise another person may use the form for granting power of representation, which will be sent to them following proper registration and proof of share ownership. This form can also be downloaded from the company's website at <https://www.adesso-group.de/hv/>.

Procedure for voting via company-appointed proxy

The company offers its shareholders the option of authorising company-appointed proxies who are bound by instructions. Shareholders who wish to utilise this service must register for the virtual Annual Shareholders' Meeting in due time in accordance with the above provisions and provide proof of share ownership.

Power of representation and instructions to the company-appointed proxies may be issued, amended or revoked by post or e-mail at the address or e-mail address specified above in the section "Procedure for voting through an authorised representative" no later than 30 May 2022, 24:00 CEST, or from 10 May 2022, 00:00 CEST, by using the password-protected area of the website at <https://www.adesso-group.de/hv/> in accordance with the defined procedures, up to the start of voting at the virtual Annual Shareholders' Meeting on 31 May 2022.

A corresponding form will be sent to shareholders following proper registration and proof of share ownership and can also be downloaded from the company's website at <https://www.adesso-group.de/hv/>.

If company-appointed proxies are authorised, they must always be issued with instructions on how to exercise the voting rights. The proxies must then vote in accordance with the instruc-

tions issued to them. Even if they have been granted power of proxy, they are only authorised to exercise voting rights to the extent that an explicit instruction has been issued regarding the resolutions proposed by the Executive Board and/or Supervisory Board published in the invitation to the Annual Shareholders’ Meeting, regarding resolution proposed by shareholders – with a possible addition to the agenda in accordance with Section 122 (2) AktG – or regarding counter motions and election nominations submitted by shareholders and published prior to the Annual Shareholders’ Meeting in accordance with Sections 126 and 127 AktG. The company-appointed proxies do not accept any authorisation to raise objections against resolutions of the Annual Shareholders’ Meeting, to exercise the right to ask questions or to file motions.

If an individual vote is held on an agenda item without this having been disclosed prior to the virtual Annual Shareholders’ Meeting, an instruction regarding this agenda item as a whole shall also be regarded as a corresponding instruction for each item of the individual vote.

Procedure for electronic absentee voting

Shareholders who have properly registered may submit their votes even without attending the Annual Shareholders’ Meeting by means of electronic communication (absentee vote). Shareholders who wish to submit their votes by means of electronic absentee voting must also register in good time and submit special proof of share ownership.

Electronic absentee votes may be submitted, amended or revoked from 10 May 2022, 0:00 CEST, using the password-protected area of the company website at <https://www.adesso-group.de/hv/> in accordance with the defined procedures until the start of voting at the virtual Annual Shareholders’ Meeting on 31 May 2022.

Submitting votes by electronic absentee voting is restricted to voting on the resolution proposals by the Executive Board and/or the Supervisory Board published in the invitation to the virtual Annual Shareholders’ Meeting, on resolutions proposed by shareholders – with a possible addition to the agenda in accordance with Section 122 (2) AktG – and on counter motions and election nominations submitted by shareholders and disclosed prior to the Annual Shareholders’ Meeting in accordance with Sections 126 and 127 AktG.

If an individual vote is held on an agenda item without this having been announced prior to the Annual Shareholders’ Meeting, a vote regarding this agenda item as a whole issued by means of electronic absentee voting shall also be regarded as a corresponding vote for each item of the individual vote.

Authorised intermediaries, shareholder associations and proxy advisers or other persons and institutions of equivalent standing pursuant to Section 135 (8) AktG may also use electronic absentee voting.

Shareholders’ rights: additions to the agenda

Shareholders whose cumulative shares amount to one-twentieth of the share capital or the pro rata amount of EUR 500,000 may request that items be added to the agenda and disclosed. Each new item must be accompanied by a justification or a proposed resolution. Requests for additions to the agenda must be submitted in writing to the Executive Board and received by the company at least 30 days prior to the meeting, i.e. by the end of the day on 30 April 2022. We ask that such requests be sent to the following address:

adesso SE
Executive Board
Mr Jörg Schroeder
Adessoplatz 1
44269 Dortmund, Germany

Unless they have already been announced in the invitation to the Annual Shareholders’ Meeting, additions to the agenda to be announced will be published in the Federal Gazette immediately after receipt of the request and forwarded for publication to such media as can be expected to distribute the information throughout the European Union. Furthermore, they will also be published on the company’s website at <https://www.adesso-group.de/hv/> and disclosed to the shareholders.

Shareholders’ rights: counter motions and election nominations

Every shareholder is entitled to submit counter motions to items on the agenda or election nominations.

The company will make shareholder motions, including the name of the shareholder, any justification and any statement by the management, available on the company’s website at <https://www.adesso-group.de/hv/> if the shareholder has submitted a permissible counter motion to a proposal by the Executive Board and the Supervisory Board regarding a specific item on the agenda, including any justification, to the company at least 14 days before the meeting, i.e. by the end of the day on 16 May 2022, via the address or e-mail address listed below.

adesso SE
Executive Board
Mr Jörg Schroeder
Adessoplatz 1
44269 Dortmund, Germany
E-mail: ir@adesso.de

These provisions also apply to nominations for election of Supervisory Board members or the auditors of the financial statements and consolidated financial statements submitted by shareholders.

If a nomination does not include the name, occupation and place of residence of the nominee, the Executive Board is not obliged to make the nominee available for election. In addition, nominations for the election of members of the Supervisory Board do not have to be made available if they do not include information regarding membership of the nominee in other statutory supervisory boards. Furthermore, the Executive Board is not obliged to make counter-motions and the reasons for them available in the cases described in Section 126 (2) AktG.

Shareholders are requested to provide evidence of their share ownership at the time at which the counter-motion or election nomination is submitted.

Motions or election nominations from shareholders which must be made available in accordance with Sections 126 and 127 AktG in conjunction with Section 1 (2) clause 2 of the COVID-19 Act are regarded as having been presented to the Annual Shareholders' Meeting if the shareholder raising the motion or submitting the election nomination is duly authorised and registered for the Annual Shareholders' Meeting.

Shareholders' right to ask questions in accordance with Section 131 (1) AktG in conjunction with Section 1 (2) clause 1 no. 3, clause 2 of the COVID-19 Act

By derogation of Section 131 AktG, registered shareholders do not have a right to information at the virtual Annual Shareholders' Meeting on 31 May 2022. Instead, they have the right to submit questions prior to the Annual Shareholders' Meeting.

The shareholders' questions must be submitted at the latest one day before the meeting, i.e. no later than 29 May 2022, 24:00 CEST, via the password-protected area of the company website at <https://www.adesso-group.de/hv/> in accordance with the defined procedures.

Questions may not be asked during the virtual Annual Shareholders' Meeting.

The Executive Board will exercise due discretion when deciding how to answer the questions. The Executive Board is entitled to summarise its responses.

Video and audio transmission of the Annual Shareholders' Meeting on the internet

Registered shareholders and their authorised representatives will be able to follow the entire meeting live via video and sound transmission on the password-protected area of the company website at <https://www.adesso-group.de/hv/> from 10:00 CEST on 31 May 2022.

Once properly registration and proper proof of share ownership have been received, the shareholders will be sent login information for the password-protected area of the company website at <https://www.adesso-group.de/hv/> ("ASM ticket").

The broadcast of the Annual Shareholders' Meeting does not permit participation within the meaning of Section 118 (1) clause 2 AktG (electronic or online participation).

Objection to a resolution at the Annual Shareholders' Meeting

Registered shareholders and their authorised representatives who have exercised their voting rights by electronic absentee voting or by granting authorisation and issuing instructions to the proxies appointed by the company may utilise the password-protected area of the company website at <https://www.adesso-group.de/hv/> in accordance with the defined procedures from the beginning of the virtual Annual Shareholders' Meeting on 31 May 2022 until the end of the virtual Annual Shareholders' Meeting to raise an objection to a resolution at the Annual Shareholders' Meeting in accordance with Section 245 no. 1 AktG in conjunction with Section 1 (2) clause 1 no. 4 of the COVID-19 Act.

Information on the company's website

This invitation to the Annual Shareholders' Meeting, the documents to be presented to the Annual Shareholders' Meeting and further information associated with the Annual Shareholders' Meeting, as well as further explanations regarding the shareholders' rights, will be available on the company's website at <https://www.adesso-group.de/hv/> as soon as the meeting has been convened.

Information regarding data protection for shareholders

adesso SE processes personal data (name, address, e-mail address, number of shares, share class, share ownership type, ASM ticket number and login information, as well as, if applicable, the name, address, e-mail address, ASM ticket number and login information of the respective authorised representative) on the basis of the applicable data protection laws in order to enable the shareholders to exercise their rights within the context of the Annual Shareholders' Meeting.

The processing of your personal data is absolutely necessary to enable your participation in the Annual Shareholders' Meeting. adesso SE is the data controller in terms of data processing. The legal basis for the processing is Article 6 (1) c) of the General Data Protection Regulation.

The service providers of adesso SE, which are commissioned for the purpose of organising the Annual Shareholders' Meeting, only receive personal data from adesso SE to the extent that it is required for the provision of the commissioned services and only process the data in accordance with the instructions of adesso SE.

You have a right of access, correction, restriction, objection and deletion with regard to the processing of your personal data at any time, as well as a right to data transfer in accordance with Chapter III of the General Data Protection Regulation. You can exercise these rights vis-à-vis adesso SE free of charge via the e-mail address

datenschutz@adesso.de

or via the following contact information:

adesso SE

Adessoplatz 1
44269 Dortmund, Germany
Fax: +49 231 7000-1506

In addition, you have the right to submit a complaint to the data protection supervisory authorities in accordance with Article 77 of the General Data Protection Regulation.

You can contact our company data protection officer at:

adesso SE
Data protection officer
Adessoplatz 1
44269 Dortmund, Germany
E-mail: datenschutz@adesso.de

Further information regarding data protection is available on the company's website at www.adesso-group.de

Dortmund, Germany, April 2022
adesso SE / the Executive Board

adesso SE

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