



a smart Journey

Invitation to the (virtual) Annual Shareholders' Meeting

Tuesday, 3 June 2025
10:00 CEST

adesso | GROUP

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 blocks A to C of the annex to Implementing Regulation (EU) 2018/1212

Type of Information	Description
A. Specification of the message	
1. Unique identifier of the event	ADN1062025HV
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	03.06.2025 [format pursuant to Implementing Regulation (EU) 2018/1212: 20250603]
2. Time of the general meeting	10:00 hours (CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 08:00 UTC]
3. Type of the general meeting	Ordinary annual 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, at Adessoplatz 1, 44269 Dortmund, Germany
5. Record Date	12.05.2025, 24:00 hrs. (CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 20250512]
6. Uniform Resource Locator (URL)	https://www.adesso-group.de/hv/

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

ISIN DE000A0Z23Q5, WKN A0Z23Q
Unique identifier of the event: ADN1062025HV

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

Date:
Tuesday, 3 June 2025, 10:00 a.m. CEST

The Annual General Meeting will be held on the basis of Section 13 (5) of the Articles of Association of adesso SE in the form of a virtual Annual General Meeting in accordance with Section 118a of the German Stock Corporation Act (AktG) without the physical presence of shareholders or their proxies (with the exception of the proxies appointed by the company). The venue of the Annual General Meeting within the meaning of the AktG is the company's registered office, Adessoplatz 1, 44269 Dortmund, Germany.

The Annual General Meeting will be broadcast live in audio and video for shareholders who have duly registered and provided proof of share ownership and their proxies via the password-protected Internet service for the company's Annual General Meeting at the Internet address <https://www.adesso-group.de/hv/>. The voting rights of duly registered shareholders and their proxies will be exercised exclusively by means of electronic absentee voting or by granting power of attorney and issuing instructions to the proxies appointed by the company. The physical presence of shareholders and their proxies (with the exception of the proxies appointed by the company) at the venue of the Annual General Meeting is excluded.

For further details, please refer to the additional information and notes at the end of the invitation following the agenda under "Information on holding the Annual General Meeting as a virtual Annual General Meeting without the physical presence of shareholders or their proxies".

All members of the Executive Board and the Supervisory Board intend to attend the Annual General Meeting for its entire duration.

Note: The provisions applicable to stock corporations domiciled in Germany, in particular the German Commercial Code (HGB) and the German Stock Corporation Act (AktG), apply to the Company by virtue of the reference provisions of Art. 5, Art. 9 (1) lit. c) ii), Art. 53 and Art. 61 of Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the Statute for a European company (SE) (SE Regulation), unless otherwise provided for in more specific provisions of the SE Regulation. For reasons of clarity, these reference standards are not cited below.

Agenda

1. Presentation of the adopted annual financial statements of adesso SE and the approved consolidated financial statements as at 31 December 2024 as well as the combined management report for adesso SE and the Group (including the explanatory report on the disclosures pursuant to Sections 289a and 315a HGB) and the report of the Supervisory Board for the 2024 financial year

The Supervisory Board has approved the annual financial statements and the consolidated financial statements prepared by the Executive Board. The annual financial statements are therefore adopted in accordance with Section 172 sentence 1 AktG. The documents mentioned under this agenda item are to be submitted to the Annual General Meeting without the need for a resolution by the Annual General Meeting.

2. Resolution on the appropriation of the balance sheet profit

The Executive Board and Supervisory Board propose that the distributable profit of EUR 125,186,043.29 reported in the 2024 annual financial statements be appropriated as follows: Distribution of a dividend of EUR 0.75 per share = EUR 4,800,885.75 and carryforward of the remaining amount to new account = EUR 120,385,157.54. In accordance with Section 58 (4) AktG, the entitlement to the dividend is due on the third business day following the resolution of the Annual General Meeting, which is 6 June 2025.

3. Resolution on the discharge of the Executive Board for the 2024 financial year

The Executive Board and Supervisory Board propose that the actions of the members of the Executive Board be approved for the 2024 financial year.

4. Resolution on the discharge of the Supervisory Board for the 2024 financial year

The Executive Board and Supervisory Board propose that the actions of the members of the Supervisory Board be approved for the 2024 financial year.

5. Election of the members of the Supervisory Board

The term of office of all current members of the Supervisory Board ends at the end of the Annual General Meeting on 3 June 2025. New elections of the members of the Supervisory Board are therefore required.

In accordance with Article 40 (2) and (3) of Council Regulation (EC) No. 2157/2001 of October 8, 2001 on the Statute for a European company (SE Regulation), Section 17 of the German SE Implementation Act (SEAG), Section 21 of the German SE Employee Involvement Act (SEBG) and the agreement within the meaning of Section 21 SEBG on the involvement of employees in adesso SE (Employee Involvement Agreement) in conjunction with Section 9 no. 1 and 2 of the company's Articles of Association, the Supervisory Board is composed of six shareholder representatives. 1 and 2 of the company's Articles of Association, the Supervisory Board is composed of six shareholder representatives whose term of office - unless the Annual General Meeting resolves a shorter term of office - lasts until the end of the Annual General Meeting that resolves on their discharge for the fourth financial year after the beginning of their term of office; the financial year in which the term of office begins is not counted.

The Annual General Meeting is not bound by election proposals.

Based on a corresponding recommendation by the Nomination Committee, the Supervisory Board proposes that the following persons be elected to the Supervisory Board by way of individual election for the period until the end of the Annual General Meeting that resolves on the discharge of the Supervisory Board members for the 2029 financial year:

- a) Stefanie Kemp, Düsseldorf, Member of the Executive Board of Sana Kliniken AG (Chief Transformation Officer/CTO)
- b) Prof. Dr. Volker Gruhn, Dortmund, Head of the Software Engineering Department at University of Duisburg-Essen

- c) Dipl.-Wirtschaftsingenieur Christoph Junge, Hamburg, Group CFO of Telio BidCo Germany GmbH
- d) Michael Kenfenheuer, Frechen, independent consultant for information technology
- e) Dipl.-Inform. Rainer Rudolf, Dortmund, independent consultant for corporate strategy and organisation
- f) Michael Zorc, Dortmund, person of independent means and former sports director of Borussia 09 e.V. Dortmund (BVB) from 1998 to 2022

The Supervisory Board's election proposal takes into account the requirements laid down by the Supervisory Board for its composition in Section 2 of the Rules of Procedure for the Supervisory Board of adesso SE. The Supervisory Board has also specified concrete objectives for its composition and developed a profile of skills and expertise for the entire Board. A description of the status of implementation was published in the form of a skills matrix in the current Corporate Governance Statement.

The rules of procedure, competence profile and specific objectives for the composition of the Supervisory Board as well as the declaration on corporate governance are available at www.adesso-group.de/corporate-governance/ or from the time the Annual General Meeting is convened and also during the Annual General Meeting at www.adesso-group.de/hv/.

In the opinion of the Supervisory Board, Stefanie Kemp, Christoph Junge and Michael Zorc are to be considered independent of the company, its Executive Board and a controlling shareholder within the meaning of the German Corporate Governance Code.

The candidacy of Michael Kenfenheuer is in accordance with Section 100 para. 2 sentence 1 no. 4 AktG at the proposal of the shareholder, Chairman of the Supervisory Board and the Nomination Committee Prof. Dr. Volker Gruhn, who indirectly holds more than 25% of the voting rights in the company. The Supervisory Board has endorsed this nomination.

Michael Kenfenheuer was a member of the company's Executive Board until his departure on 31 December 2023, i.e. for the last two years.

Recommendation C.7 of the GCGC, according to which more than half of the Supervisory Board members should be independent, is no longer complied with in the case of the election of Michael Kenfenheuer. A deviation from the Code in this regard was submitted with regard to the Nomination Committee's election proposal in

advance of the convening of the meeting with an updated declaration of compliance. According to the independence criteria of the German Corporate Governance Code, Michael Kenfenheuer will also be considered independent at the end of the 2025 financial year, meaning that recommendation C.7 of the GCGC can be complied with again from 2026 with more than half of the members of the Supervisory Board being independent.

In accordance with recommendation C.14 of the German Corporate Governance Code, the CVs of all candidates, from which the relevant knowledge, skills and professional experience as well as information on the respective key activities in addition to the Supervisory Board mandate are derived, are attached after the agenda as "Appendix to agenda item 5" and can also be viewed on the company's website at www.adesso-group.de/hv/.

The Supervisory Board has ensured that all proposed persons have sufficient time to perform their duties as members of the Supervisory Board of adesso SE.

Disclosures in accordance with Section 125 (1) sentence 5 AktG and recommendation C.13 of the German Corporate Governance Code:

In addition to his Supervisory Board mandate at adesso SE, Prof. Dr. Gruhn is also Chairman of the Supervisory Board of Staige One AG, Essen, a member of the Economic Council of Borussia Dortmund, Dortmund, and a member of the University Council of the University of Leipzig, Leipzig.

Prof. Dr. Gruhn is closely associated with adesso SE as the founder and long-standing Chairman of the Supervisory Board and indirectly through a company controlled by him as the main shareholder. adesso SE has also concluded a consultancy agreement with Prof. Dr. Gruhn at standard market conditions.

In addition to his Supervisory Board mandate at adesso SE, Michael Zorc is a member of the Supervisory Board of Borussia Dortmund GmbH & Co. KGaA, Dortmund.

Michael Zorc was sports director of Borussia 09 e.V. Dortmund (BVB) from 1998 to 2022, which has been a customer of adesso SE since 2019. Sales with BVB primarily relate to consulting and software development services. Michael Zorc holds around 1% of the shares in Staige One AG, Essen. Staige One AG is an associated company of adesso SE.

Rainer Rudolf is closely associated with the company as founder, former member of the Executive Board until September 30, 2011 and as one of the main shareholders. adesso SE has concluded a consultancy agreement with Mr. Rudolf at standard market conditions.

Christoph Junge was a member of the Executive Board from 2005 to 2019. After leaving the Executive Board and the company, he was again employed by adesso as Head of Corporate Development with power of attorney from July 2021 to December 2024.

Michael Kenfenheuer was a member of the Executive Board of adesso SE from 2000 to 2023 (Co-Chairman from 2011 to 2015, Chairman from 2015 to 2023). adesso SE has concluded a consultancy agreement with Mr. Kenfenheuer at standard market conditions.

In the opinion of the Supervisory Board, there are no other personal or business relationships between the proposed candidates and the company, the executive bodies of adesso SE or the shareholders with a material interest in adesso SE, the disclosure of which is recommended by Recommendation C.13 of the German Corporate Governance Code.

Recommendation C.11 of the GCGC, according to which the Supervisory Board should not include more than two former members of the Executive Board, is no longer complied with in the case of the election of Christoph Junge and Michael Kenfenheuer, as the Supervisory Board already includes one former member of the Executive Board, Rainer Rudolf. A deviation from the Code in this regard was submitted with regard to the Nomination Committee's election proposal prior to the convening of the Annual General Meeting with an updated declaration of compliance.

In the event of his election to the Supervisory Board, it is planned to re-elect Prof. Dr. Volker Gruhn as Chairman of the Supervisory Board.

In addition, it is planned to elect Christoph Junge as Chairman of the Audit Committee if he is elected. Christoph Junge and Rainer Rudolf have expertise in the areas of accounting and auditing within the meaning of Section 100 (5) AktG. Due to their many years of experience in business enterprises, they fulfill the qualifications required for the work of the Audit Committee in accordance with recommendation D.3 of the GCGC. Both Christoph Junge and Rainer Rudolf also have expertise in the area of sustainability (ESG).

The proposed candidates as a whole are familiar with the sector in which the company operates.

6. Election of the auditor and group auditor as well as the auditor of the sustainability reporting for the 2025 financial year

Based on a corresponding recommendation by the Audit Committee, the Supervisory Board proposes that BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg, Dortmund branch, be appointed as the auditor of the annual and consolidated financial statements and as the auditor of the sustainability reporting for the 2025 financial year.

The election of the auditor of the sustainability reporting is made as a precautionary measure in the event that the German legislator, in implementing Art. 37 of the Statutory Audit Directive 2006/43/EC in the version of CSRD (EU) 2022/2464 of 14 December 2022, should require an explicit election of the auditor of the sustainability reporting by the Annual General Meeting, i.e. the audit of the sustainability reporting should not be the responsibility of the auditor anyway under German implementation law.

The Audit Committee has declared that its recommendation is free from undue influence by third parties and that no clause restricting the selection options within the meaning of Art. 16 (6) of the EU Statutory Audit Regulation has been imposed on it.

7. Resolution on the approval of the remuneration report for the 2024 financial year prepared and audited in accordance with Section 162 AktG

The Executive Board and Supervisory Board have prepared a remuneration report for the 2024 financial year in accordance with Section 162 AktG.

The remuneration report for the 2024 financial year with the independent auditor's report on the audit of the remuneration report in accordance with Section 162 para. 3 AktG is available on the company's website at <https://www.adesso-group.de/corporate-governance/> under the menu item "Remuneration" or from the time the Annual General Meeting is convened and also during the Annual General Meeting at <https://www.adesso-group.de/hv/>.

The Executive Board and Supervisory Board propose that the remuneration report for the 2024 financial year, prepared and audited in accordance with Section 162 AktG, be approved.

8. Approval of the remuneration system for members of the Executive Board

Section 120a para. 1 AktG stipulates that the Annual General Meeting of listed companies must pass a resolution on the approval of the remuneration system for members of the Executive Board submitted by the Supervisory Board every time there is a material change, but at least every four years.

The current remuneration system for Executive Board members was adopted by the Supervisory Board on 18 March 2021 and most recently approved by the Annual General Meeting on 27 May 2021. It has been regularly reviewed by the Supervisory Board since its application. With the exception of a few minor changes, the system is presented unchanged for approval

These changes relate to the new share option program 2024/25, which replaces the share option program 2020, from which no further options can be issued since December 2024. Other changes are of an editorial nature.

The updated version of the remuneration system is available on the company's website at <https://www.adesso-group.de/hv/> from the time the Annual General Meeting is convened and also during the Annual General Meeting.

The Supervisory Board proposes that the Annual General Meeting approve this remuneration system for the members of the Executive Board.

9. Resolution on the authorization to acquire and use treasury shares

The existing authorization of the Executive Board pursuant to Section 71 para. 1 no. 8 AktG to acquire and use treasury shares expires on 2 June 2025. The authorization was exercised by resolution of the Executive Board with the approval of the Supervisory Board in the 2024 financial year. adesso SE carried out a share buyback program in the period from 17.10.2024 to 10.01.2025. The total volume of shares repurchased by adesso SE during this period amounted to 121,091 shares. A total amount of around EUR 10.0 million (excluding incidental acquisition costs) was spent on these treasury shares.

In order to enable the Executive Board to continue to acquire and use the company's own shares in the future as required, the Executive Board and Supervisory Board therefore propose that the following resolution be adopted:

- a) The Executive Board is authorized, with the approval of the Supervisory Board, to acquire treasury shares up to a total of 10% of the current share capital by 2 June 2027. Together with any treasury shares acquired for other reasons that are held by the company or are attributable to it in accordance with Sections 71 a et seq. of the German Stock Corporation Act (AktG), the shares acquired on the basis of this authorization may not exceed 10% of the company's share capital at any time.
- b) The authorization to acquire and use treasury shares may be exercised in full or in several partial amounts, once or several times, for one or several purposes within the scope of the aforementioned restriction.
- c) The shares will be acquired via the stock exchange or by means of a public purchase offer to all shareholders of the company.
 - If the shares are acquired via the stock exchange, the consideration paid by the company per share (excluding incidental acquisition costs) may not exceed the opening price on the day of acquisition in Xetra trading (or a comparable successor system) by more than 10% or fall below it by more than 20%.
 - If the acquisition is made via a public purchase offer to all shareholders of the company, the purchase price offered or the limits of the purchase price range offered per share (excluding incidental acquisition costs) - subject to adjustment during the offer period - may not be more than 20% higher or lower than the mean value of the closing auction prices in Xetra trading (or a comparable successor system) during the last three trading days in Frankfurt am Main prior to the day of the public announcement of the offer. If there are not insignificant deviations in the relevant price after the public announcement, the purchase price may be adjusted. In this case, the average value of the closing auction prices in Xetra trading (or a comparable successor system) during the last three trading days in Frankfurt am Main prior to the day of the public announcement of any adjustment will be used as a basis. The purchase offer may provide for further conditions. The volume of the offer may be limited. If the total subscription of the offer exceeds this volume, acceptance must be in proportion to the shares offered. Preferential acceptance of smaller quantities of up to 100 shares of the company offered for purchase per shareholder of the company may be provided for.

- d) The Executive Board is authorized to use shares in the company that are or were acquired on the basis of the above authorization or a previous authorization for the following purposes:
- aa) With the approval of the Supervisory Board, they may be transferred to employees and managers of adesso SE and to employees and members of the management of affiliated companies as part of the 2015, 2020 and 2024/25 share option plans in fulfillment of share subscription rights. Insofar as treasury shares are to be transferred to members of the Executive Board of adesso SE in this context, the Supervisory Board of the company is authorized to do so. The respective provisions of the existing 2015, 2020 and 2024/25 share option plans will be applied. The key points of the stock option plans resolved by the Annual General Meeting are available in the commercial register as part of the notarized minutes of the company's Annual General Meetings on 2 June 2015, 3 June 2020 and 4 June 2024. They can also be viewed on the Internet at www.adesso-group.de/hv/ from the time the Annual General Meeting is convened and also during the Annual General Meeting.
 - bb) They may be sold to third parties for cash with the approval of the Supervisory Board, provided that the sale is made at a price that is not significantly lower than the stock market price and the number of shares sold does not exceed 10% of the share capital at the time the shares are used. Shares, bonds with conversion or option rights or conversion obligations and comparable instruments that are issued or sold during the term of this authorization with the exclusion of shareholders' subscription rights in direct or analogous application of Section 186 para. 3 sentence 4 AktG are to be counted towards this 10% limit.
 - cc) With the approval of the Supervisory Board, they may be sold for non-cash consideration, in particular in order to offer them to third parties in the event of mergers with companies or acquisitions of companies, parts of companies, shareholdings or other assets.
 - dd) With the approval of the Supervisory Board, they can be used to service convertible bonds or bonds with warrants, profit participation rights or participating bonds (or a combination of these instruments), each with conversion or option rights or conversion obligations, which are issued by adesso SE or an affiliated company of the company in the future.
 - ee) With the approval of the Supervisory Board, they may be offered to employees and managers of adesso SE, employees and members of the management of affiliated companies and freelancers for purchase or transferred as part of their remuneration (including free of charge).

- ff) They can be granted and transferred by the Supervisory Board to the members of the Executive Board of adesso SE as a share-based remuneration component in compliance with the principle of appropriateness of remuneration (Section 87 (1) AktG). The details of the share-based remuneration for the members of the Executive Board are determined by the Supervisory Board.
- gg) They may be redeemed with the approval of the Supervisory Board without the redemption or its implementation requiring a further resolution by the Annual General Meeting. With the approval of the Supervisory Board, they may also be retired in a simplified procedure without a capital reduction by adjusting the proportionate arithmetical amount of the remaining no-par value shares in the company's share capital. The redemption may be limited to a portion of the acquired shares. If the redemption is carried out using the simplified procedure, the Executive Board is authorized to adjust the number of no-par value shares in the Articles of Association.
- e) A subscription right of the shareholders to these treasury shares of the company is excluded insofar as these shares are used in accordance with the authorizations in d) aa) - ff).

Report of the Executive Board to the Annual General Meeting on agenda item 9 (Authorization to acquire and use treasury shares) pursuant to Section 71 para. 1 no. 8 in conjunction with Section 186 para. 3 sentence 4, para. 4 sentence 2 AktG. Section 186 para. 3 sentence 4, para. 4 sentence 2 AktG

In accordance with Section 71 (1) No. 8 AktG, the Annual General Meeting may resolve to authorize the Executive Board to acquire treasury shares, limited to a maximum of five years, which may not exceed 10% of the share capital. The Executive Board and Supervisory Board have now decided to propose to the Annual General Meeting such an authorization to acquire treasury shares, as presented under agenda item 9, in order to be able to react flexibly to the need to use treasury shares in the interest of a sustainable increase in the company's enterprise value, including for use as incentives for employees and managers of the company and affiliated companies and members of the Executive Board, on the occasion of transactions and other purposes mentioned in the proposed resolution.

In addition to purchasing shares via the stock exchange, the Executive Board should also be given the opportunity, with the approval of the Supervisory Board, to acquire treasury shares by means of a public purchase offer (tender procedure). In this variant, each shareholder of the company willing to sell can decide how many shares and, if a price range is set, at what price they would like to offer them. If the quantity offered at the fixed price exceeds the number of shares requested by the company, an allocation

must be made in proportion to the shares offered. It should be possible to provide for preferential acceptance of small offers or small parts of offers up to a maximum of 100 shares. This option serves to avoid indivisible fractional amounts when determining the quotas to be acquired and small residual holdings, thereby facilitating technical processing.

The 2015, 2020 and 2024/25 share option plans for employees, managers and Executive Board members of adesso SE and for employees and members of the management of affiliated companies are secured by conditional capital. The proposed authorization to acquire treasury shares is intended to enable the Executive Board, with the approval of the Supervisory Board, to service the 2015, 2020 and 2024/25 stock option plans by acquiring treasury shares in advance. In particular, this avoids dilution of existing shareholders through the capital increase that would otherwise be required. The decision on how the options are to be fulfilled in each individual case will be made by the responsible bodies of the company; they will be guided solely by the interests of the shareholders and the company and will report on their decision at the next Annual General Meeting.

In addition, the Executive Board is to be enabled to sell repurchased shares to third parties for cash with the approval of the Supervisory Board, excluding shareholders' subscription rights, if this is done at a price that is not significantly lower than the stock market price. The management will keep any discount on the stock market price as low as possible in accordance with the statutory provisions. Selling the shares at a price that is not significantly lower than the stock market price avoids diluting the value of the shareholders' investment. The number of shares sold in this way may not exceed 10% of the share capital at the time the shares are used, whereby shares, bonds with conversion or option rights or conversion obligations and comparable instruments that are issued or sold with the exclusion of shareholders' subscription rights in direct or analogous application of Section 186 (3) sentence 4 AktG are to be included in this limit. This opens up opportunities for the company to offer the shares to national and international investors and to expand the shareholder base, thereby stabilizing the value of the shares. It can flexibly adjust its equity to business requirements and react to favorable stock market situations.

With the approval of the Supervisory Board, the authorization granted is also intended to give the Executive Board the opportunity to have treasury shares at its disposal in order to be able to sell them for non-cash consideration, in particular as consideration for business combinations or the acquisition of companies, parts of companies and equity interests in companies. The proposed authorization is intended to give the company the necessary scope to quickly and flexibly take advantage of opportunities to acquire companies or interests in companies that arise. The proposed exclusion of subscription rights also takes this into account. There are no specific plans to make use

of this authorization. When determining the valuation ratios, the Executive Board will ensure that the interests of the shareholders are adequately safeguarded and are generally based on the stock market price of adesso SE. The Executive Board will report to the Annual General Meeting on any use of this authorization.

In addition, the Executive Board should, with the approval of the Supervisory Board, be able to offer shares to employees and managers of the company, employees and members of the management of affiliated companies, freelancers and members of the company's Executive Board or to transfer shares as part of their remuneration (including free of charge). By issuing shares to employees of the company, an additional form of share-based remuneration is to be created in order to retain employees and attract qualified new employees to the company. The objectives of motivating and retaining the company's employees are in the interests of the company. The exclusion of shareholders' subscription rights when using acquired treasury shares is a prerequisite for this. Members of the company's Executive Board should also be given the opportunity to be granted or transferred shares by the Supervisory Board as share-based remuneration. This ties the members of the Executive Board to the company and its economic success and is therefore also in the interests of the company. The members of the Executive Board have an additional interest in working towards increasing the value of the company, expressed in terms of the share price, although they also bear the share price risk. The decision on the commitment and transfer of share-based remuneration components is the sole responsibility of the Supervisory Board as the competent decision-making body, which also decides on the modalities of share-based remuneration for members of the Executive Board in compliance with the statutory requirements on appropriateness (Section 87 (1) AktG). This ensures that shareholders' subscription rights are not excluded excessively and only in the interests of the company.

The treasury shares acquired on the basis of the proposed authorization resolution may also be redeemed by the Executive Board with the approval of the Supervisory Board without a new resolution by the Annual General Meeting. Pursuant to Section 237 para. 3 no. 3 AktG, the Annual General Meeting may resolve to redeem no-par value shares without the need to reduce the share capital. The proposed authorization provides for this alternative in addition to redemption with a capital reduction. The redemption of treasury shares without a capital reduction automatically increases the notional interest of the remaining no-par value shares in the share capital. The Executive Board is therefore also to be authorized to adjust the number of no-par value shares, which is reduced by the redemption, in the Articles of Association.

10. Resolution on the partial cancellation of the conditional capital 2020 and amendment to the Articles of Association

In 2020, the company created a stock option plan for employees, managers and Executive Board members of adesso SE as well as for employees and members of the management of affiliated companies on the basis of a corresponding authorization by the Annual General Meeting in June 2020. On the basis of the 2020 share option plan, a total of 310,042 subscription rights for one company share each were issued during the issue period from the 500,000 subscription rights available. Of the options issued, 29,715 options have expired. No shares in the company have yet been issued in fulfillment of the options issued. The amount of conditional capital 2020, from which subscription rights from the 2020 share option plan are serviced, currently still amounts to EUR 500,000.00, but is to be adjusted by the subsequent resolution in line with the remaining options.

The conditional capital 2020 created to service the 2020 share option plan is to be partially canceled in accordance with the subscription rights that currently still exist and the share capital figure of the conditional capital 2020 is to be reduced accordingly.

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

Partial cancellation of the conditional capital 2020

The conditional capital pursuant to Section 3 (10) of the Articles of Association is reduced from EUR 500,000.00 to EUR 285,000.00. Otherwise, the resolution of the Annual General Meeting from 2020 regarding the share options issued and the conditional capital remain unchanged.

Section 3 (10) of the Articles of Association is revised as follows:

"The company's share capital is conditionally increased by up to EUR 285,000.00 by issuing up to 285,000 no-par value bearer shares (no-par value shares) (conditional capital 2020). The conditional capital increase serves exclusively to fulfil options granted until 15 December 2024 on the basis of the authorization granted by the Annual General Meeting on 3 June 2020. The conditional capital increase will only be carried out to the extent that the holders of the options issued exercise their right to subscribe to shares in the company and the company does not grant any treasury shares to fulfill the options. The new shares will participate in profits from the beginning of the financial year in which they exist through the exercise of options."

11. Resolution on a new authorization of the Executive Board, with the approval of the Supervisory Board, to provide for the holding of a virtual Annual General Meeting and corresponding amendment to the Articles of Association

In accordance with Section 13 (5) of the Articles of Association, the Executive Board is authorized to provide for the Annual General Meeting to be held without the physical presence of shareholders or their proxies at the venue of the Annual General Meeting (virtual Annual General Meeting). This authorization only applies to Annual General Meetings that take place before the end of 30 June 2025. This authorization will expire soon and is therefore to be renewed. This is intended to enable the Executive Board, with the approval of the Supervisory Board, to make a flexible decision regarding the format of future Annual General Meetings in the interests of the company and all its shareholders.

As in 2023, the new authorization is to be granted for a limited period of around two years, in line with legal requirements and the current expectations of various investors, shareholder associations and voting rights advisors.

After the end of the pandemic, adesso SE has held its Annual General Meetings both as a virtual Annual General Meeting (2023) and as an in-person meeting (2024). Following a detailed examination and consideration of the advantages and disadvantages associated with this, particularly in view of the broader participation opportunities for shareholders while at the same time safeguarding their participation and information rights through electronic communication, and taking into account the adesso Group's position as one of the leading IT service providers and digitalization partners, the Executive Board and Supervisory Board are of the opinion that the virtual Annual General Meeting adequately safeguards shareholders' rights and at the same time can be a practicable and shareholder-friendly alternative to the traditional in-person Annual General Meeting.

For future Annual General Meetings, the Executive Board will decide on the format of the Annual General Meeting separately on the basis of the new authorization, taking into account the respective agenda. The Executive Board will coordinate its decision closely with the Supervisory Board and obtain its approval. Both the interests of the company and the interests of the shareholders will be given due consideration. Should the decision be made in favor of the virtual format, the sufficient and appropriate protection of shareholder rights will be a key aspect that the Executive Board will take into account when deciding on the structure and implementation of a virtual format. In principle, the aim should be to grant shareholders' rights in a manner corresponding to the face-to-face format - as is also the case at this year's virtual Annual General

Meeting. In particular, this also includes refraining from submitting questions in advance of the Annual General Meeting so that shareholders can submit their questions to the company, including any follow-up questions, by means of electronic communication during the virtual Annual General Meeting.

The Executive Board and Supervisory Board therefore propose that the following new version of Section 13 (5) of the Articles of Association be adopted:

"The Executive Board is authorized, with the approval of the Supervisory Board, to provide for the Annual General Meeting to be held without the physical presence of shareholders or their proxies at the venue of the Annual General Meeting (virtual Annual General Meeting). This authorization only applies to Annual General Meetings that take place before the end of June 30, 2027.

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

The following new sentence 2 shall be added to Section 3 (6) of the Articles of Association:

"Securitization is excluded for shares that are entered as electronic shares in an electronic securities register."

12. Resolution on an amendment to Section 3 (6) of the Articles of Association to adapt to the Act on the Financing of Future-Proof Investments (Zukunftsfinanzierungsgesetz - ZuFinG)

The Act on the Financing of Investments to Secure the Future (Future Financing Act - ZuFinG) of 11 December 2023 contains, among other things, regulations that enable stock corporations to issue electronic shares in accordance with the Electronic Securities Act (eWpG). In addition, companies are given the opportunity to replace previously global certificated shares with electronic shares with the same content without the consent of the holders. The prerequisite for this is a corresponding provision in the articles of association. These changes serve to further digitalize the capital market. Electronic bearer shares embody the same rights as bearer shares securitized in a global certificate. The only difference is that they are replaced by entry in an electronic securities register in accordance with Section 2 (1) eWpG instead of a global certificate deposited with the central securities depository. A corresponding conversion is not yet planned at adesso SE. However, the following proposed amendment to the Articles of Association is intended to create the basis for electronic shares in the future.

The currently valid articles of association are available on the Internet at www.adesso-group.de/hv/.

Appendix to item 5 on the agenda:

Curriculum vitae of Stefanie Kemp

Occupation: Member of the Executive Board of Sana Kliniken AG,
Chief Transformation Officer (CTO)
Place of residence: Duesseldorf, Germany

Personal details

Year of birth (age): 1963 (61)
Nationality: German

Disclosures relating to the membership of the Supervisory Board of adesso SE

Member since: 16/01/2023
Last appointment: Election at the Annual General Meeting on 01/06/2023
End of term: Elected until the end of the Annual General Meeting that
decides on the discharge of the members of the
Supervisory Board for the financial year 2024
Position: Member of the Supervisory Board

Training and professional career

Stefanie Kemp started out in the healthcare and pharmaceutical industries, where she specialised in information technology at an early stage of her career. Her main areas of expertise are the transformation, innovation and digitalisation of companies. Ms Kemp, who lives in Düsseldorf, has been Chief Transformation Officer and a member of the management board of Sana Kliniken AG since September 2022. Her Executive Board contract was extended in 2025 by three years until 2028. Previously, Ms Kemp was head of the German operations at the US software company Oracle and Chief IT Officer at several financial service providers and international family-run companies, as well as Chief Digital Officer (CDO) at the energy company RWE/innogy SE.

Membership in other statutory supervisory boards and of similar supervisory bodies of companies in Germany and abroad

Member of the Family Advisory Council of BJB GmbH & Co. KG, Arnsberg, Germany

Personal and/or business relationships with adesso SE, the company's executive bodies and/or a major shareholder of the company

None

Curriculum vitae of Prof. Dr. Volker Gruhn

Academic degree: Dr.
Occupation: Head of the Software Engineering Department at University of Duisburg-Essen, Germany
Place of residence: Dortmund, Germany

Personal details

Year of birth (age): 1963 (61)
Nationality: German

Disclosures relating to the membership of the Supervisory Board of adesso SE

Member since: 25/07/2006
Last appointment: Election at the Annual General Meeting on 03/06/2020
End of term: Elected until the end of the Annual General Meeting that decides on the discharge of the members of the Supervisory Board for the financial year 2024
Position: Chairperson of the Supervisory Board, Chairperson of the Nomination Committee

Training and professional career

Prof. Dr. Volker Gruhn was a co-founder of adesso SE in 1997 and is now the Chairperson of the Supervisory Board. He is Head of the Software Engineering Department at University of Duisburg-Essen. His research focuses on software processes for the development of data-driven and mobile applications as well as cyber-physical systems. Prof. Dr. Gruhn is the author and co-author of more than 450 national and international publications and conference contributions. He is member of the University Council of Leipzig University and member of the board of trustees of the Fraunhofer-Institute for Software and System Technology. Furthermore he is member of the advisory council of the BIPRO initiative. The BIPRO initiative is an association of finance companies that aim to optimize cross-company processes by developing functional and technical standards.

Membership in other statutory supervisory boards and of similar supervisory bodies of companies in Germany and abroad

Chairperson of the Supervisory Board of Staige One AG, Essen, Germany
Member of the Business Council of Borussia Dortmund
Member of the University Council of the University of Leipzig, Leipzig, Germany

Personal and/or business relationships with adesso SE, the company's executive bodies and/or a major shareholder of the company

Prof. Dr. Gruhn is closely associated with adesso SE as a founder and long-standing Chairman of the Supervisory Board as well as indirectly through a company controlled by him as the main shareholder. Furthermore, adesso SE has concluded a consultancy agreement with Prof. Dr. Gruhn at arm's length conditions.

Curriculum vitae of Christoph Junge

Academic degree: Dipl.-Wirtschaftsingenieur
Occupation: Group CFO of Telio BidCo Germany GmbH
Place of residence: Hamburg, Germany

Personal details

Year of birth (age): 1970 (55)
Nationality: German

Training and professional career

Christoph Junge is Group CFO of Telio BidCo Germany GmbH, the parent company of the Hamburg-based Telio Group, which offers communication and media systems in over 20 countries, particularly for the prison system. In this role, he is responsible for finance and accounting for the fast-growing group of companies as well as for legal & compliance. Previously, the graduate industrial engineer was also responsible for finance in other companies, such as from 2020 to 2021 as Group CFO for netgo GmbH and from 2005 to 2019 as a member of the Executive Board (CFO) of adesso SE and its predecessor companies. From 2021 to 2024, as Head of Corporate Development with power of attorney, he was responsible for strategic internationalization and M&A initiatives at adesso. He began his professional career as an M&A consultant after completing his studies in Hamburg.

Membership in other statutory supervisory boards and of similar supervisory bodies of companies in Germany and abroad

None

Relevant knowledge, skills and experience

Christoph Junge has expertise in the areas of accounting and auditing within the meaning of section 100 (5) of the German Stock Corporation Act (AktG). He also has expertise in the field of sustainability (ESG). Due to his many years of activity in business enterprises, he fulfils the necessary qualifications for the work of the audit committee in accordance with recommendation D.3 of the German Corporate Governance Code. For example he was CFO of adesso SE for over 14 years. He also subsequently assumed responsibility as Group CFO of netgo GmbH until 2021 and is currently actively involved in Group finances as Group CFO of Telio BidCo Germany GmbH.

Personal and/or business relationships with adesso SE, the company's executive bodies and/or a major shareholder of the company

Christoph Junge was a member of the Executive Board of adesso SE and its predecessor companies from May 2005 to September 2019. After leaving the Executive Board and the company, he was once again employed by adesso as Head of Corporate Development with power of attorney from July 2021 to December 2024. He is therefore familiar with adesso's business and the company's key executives. Beyond this, there are no personal or business relationships with the company, the executive bodies of adesso SE or the shareholders with a material interest in adesso SE, the disclosure of which is recommended by Recommendation C.13 of the German Corporate Governance Code.

Curriculum vitae of Michael Kenfenheuer

Occupation: Independent consultant for information technology
Place of residence: Frechen, Germany

Personal details

Year of birth (age): 1958 (66)
Nationality: German

Training and professional career

Michael Kenfenheuer was a member of the Executive Board of adesso SE from 2000 to 2023. He was Co-Chairman of the Executive Board from 2011 to mid-2015 and was Chairman of the Executive Board from July 2015 until his retirement in December 2023. He successfully managed the Banking and Insurance divisions for many years. He was also responsible for Sales Support, Inside Sales, Corporate Account Management and Event Management. Based on his many years of experience in corporate management and project management, he has made a significant contribution to building and expanding the network of specialist and industry experts.

Membership in other statutory supervisory boards and of similar supervisory bodies of companies in Germany and abroad

None

Personal and/or business relationships with adesso SE, the company's executive bodies and/or a major shareholder of the company

Michael Kenfenheuer was active on the Executive Board of adesso SE from 2000 to 2023. He is therefore familiar with adesso's business and the company's key executives. adesso SE has concluded a consultancy agreement with Mr Kenfenheuer at arm's length conditions. Beyond this, there are no personal or business relationships with the company, the executive bodies of adesso SE or the shareholders with a material interest in adesso SE, the disclosure of which is recommended by Recommendation C.13 of the German Corporate Governance Code.

Curriculum vitae of Rainer Rudolf

Academic degree: Dipl.-Inform.
 Occupation: Independent consultant for corporate strategy and organisation
 Place of residence: Dortmund, Germany

Personal details

Year of birth (age): 1962 (63)
 Nationality: German

Disclosures relating to the membership of the Supervisory Board of adesso SE

Member since: 04/06/2013
 Last appointment: Election at the Annual General Meeting on 03/06/2020
 End of term: Elected until the end of the Annual General Meeting that decides on the discharge of the members of the Supervisory Board for the financial year 2024
 Position: Member of the Supervisory Board, Member of the Audit and Nomination Committees

Training and professional career

Rainer Rudolf holds a degree in computer science from the University of Dortmund, co-founded adesso SE in 1997 and determined the company's early, solid economic development in the role of CEO until 2011. His area of responsibility included the areas of finance, accounting and controlling as well as the areas of human resources, administration and legal affairs. After leaving the board in September 2011, Rainer Rudolf headed Stock Informatik GmbH & Co. KG, a leading software company in the field of occupational medicine and occupational safety, which was acquired by CompuGroup Medical Deutschland AG in 2015. From December 2016, Rainer Rudolf was responsible for the Dortmund-based software company W3L AG as a member of the Management Board and, following the sale of the company and the merger with the parent company SMF GmbH, he moved to the management of SMF GmbH in 2021 until his departure in June 2024. He currently manages the business of altabene GmbH and works as a consultant for corporate strategy and organisation.

Membership in other statutory supervisory boards and of similar supervisory bodies of companies in Germany and abroad

None

Relevant knowledge, skills and experience

Rainer Rudolf has expertise in the areas of accounting and auditing within the meaning of § 100 para. 5 AktG. He also has expertise in the field of sustainability (ESG). Due to his many years of work in commercial enterprises, he fulfils the necessary qualifications for audit committee work in accordance with recommendation D.3 of the GCGC. He served as Chairman of the Executive Board of the company for 14 years since the founding of today's adesso SE and was responsible for the company's commercial activities, among other things. Even after leaving the Executive Board, Rudolf managed various companies as a member of the Executive Board, member of the management or managing director.

Personal and/or business relationships with adesso SE, the company's executive bodies and/or a major shareholder of the company

Mr Rudolf is closely associated with the company as a founder, former member of the Executive Board until 30 September 2011 and as one of the main shareholders. adesso SE has concluded a consultancy agreement with Mr Rudolf at arm's length conditions.

Curriculum vitae of Michael Zorc

Occupation: Person of independent means, sports official
Place of residence: Dortmund, Germany

Personal details

Year of birth (age): 1962 (62)
Nationality: German

Disclosures relating to the membership of the Supervisory Board of adesso SE

Member since: 01/06/2023
Last appointment: Election at the Annual General Meeting on 01/06/2023
End of term: Elected until the end of the Annual General Meeting that decides on the discharge of the members of the Supervisory Board for the financial year 2024
Position: Member of the Supervisory Board

Training and professional career

From 1998 to 2022, Michael Zorc was sporting director of Ballspielverein Borussia 09 e.V. Dortmund (BVB). In this role, he held the highest level of management responsibility for all the football activities at the Bundesliga club, right down to the youth teams. He therefore has an excellent network in the sector, as well as proven expertise in the field of sports management. Before becoming an official, Michael Zorc was a professional footballer for Borussia Dortmund from 1981 to 1998. At the beginning of his professional career, he also studied economics at the University of Dortmund.

Membership in other statutory supervisory boards and of similar supervisory bodies of companies in Germany and abroad

Member of the Supervisory Board of Borussia Dortmund GmbH & Co. KGaA, Dortmund, Germany

Personal and/or business relationships with adesso SE, the company's executive bodies and/or a major shareholder of the company

From 1998 to 2022, Michael Zorc was sporting director of Ballspielverein Borussia 09 e.V. Dortmund (BVB), which has been a customer of adesso SE since 2019. The vast majority of sales with BVB relate to consulting and software development. Michael Zorc holds around 1% of the shares in Staige One AG, Essen. Staige One AG is an associate of adesso SE. No other personal or business relationships exist between Michael Zorc and the company, the executive bodies of adesso SE and the major shareholders of adesso SE.

Number of shares and voting rights

At the time of convening the Annual General Meeting, the company has issued 6,522,272 no-par value shares, each of which grants one vote. The total number of voting rights includes the 121,091 treasury shares held at the time the Annual General Meeting was convened, from which the company has no rights.

Information on holding the Annual General Meeting as a virtual Annual General Meeting without the physical presence of shareholders or their proxies

Virtual Annual General Meeting / transmission with video and audio / connection

On the basis of Section 13 (5) of the Articles of Association of adesso SE, the Executive Board has decided to hold the Annual General Meeting in accordance with Section 118a AktG as a virtual Annual General Meeting without the physical presence of shareholders or their proxies (with the exception of the company's proxies). The physical presence of shareholders and their proxies (with the exception of the company's proxies) at the venue of the Annual General Meeting is excluded.

For shareholders who have duly registered for the Annual General Meeting at or their proxies, the entire Annual General Meeting, including any answers to questions and voting, will be broadcast live with audio and video on the company's website at <https://www.adesso-group.de/hv/> in the password-protected internet service. The personal access data required for this (access code and password) will be sent to shareholders or their proxies together with the "AGM ticket" after registration for the Annual General Meeting. Details on this can be found below in the section "Authorization to participate".

Shareholders or their proxies may exercise their voting rights exclusively by means of electronic absentee voting or by granting power of attorney to the proxies appointed by the company. Shareholders connected to the Annual General Meeting electronically and their proxies are granted the right to speak and request information at the Annual General Meeting by means of video communication, as well as the right to submit motions and election proposals. They also have the right to object to resolutions of the Annual General Meeting by means of electronic communication. Shareholders who have duly registered for the Annual General Meeting and their proxies are also granted the right to submit statements prior to the Annual General Meeting by means of electronic communication.

Duly registered shareholders (and their authorized representatives, if applicable) can exercise their shareholder rights, among other things, via the password-protected Internet service in accordance with the procedures provided for this purpose.

The use of the password-protected Internet service by an authorized representative requires that the authorized representative receives the corresponding access data.

Authorized intermediaries, shareholders' associations, voting rights advisors and other equivalent persons pursuant to Section 135 para. 8 AktG may also use the password-protected Internet service. The company will provide them with electronic access on request.

By using the password-protected internet service and clicking on the "Enter the Annual General Meeting" button during the virtual Annual General Meeting on 3 June 2025, shareholders or their proxies will be connected electronically to the virtual Annual General Meeting. However, the electronic connection does not enable participation in the meeting within the meaning of Section 118 para. 1 sentence 2 AktG or the exercise of voting rights by way of electronic participation within the meaning of Section 118a para. 1 sentence 2 no. 2 AktG.

Eligibility to participate

Only those shareholders who register with the company by the end of 27 May 2025 and provide proof of their shareholding are entitled to participate in the virtual Annual General Meeting and exercise their voting rights. Proof of share ownership in text form by the last intermediary pursuant to Section 67c (3) AktG is sufficient for this purpose. The registration and proof must be submitted in text form to the following address, fax number or e-mail address of the company:

adesso SE
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
Fax: +49 89 8896906-33
E-mail: anmeldung@linkmarketservices.eu

Proof of share ownership must relate to the close of business on the twenty-second day before the Annual General Meeting (record date), i.e. 12 May 2025, 24:00 hours CEST.

After receipt of the registration and proof of shareholding, shareholders will be sent the access data (access code and password) for using the password-protected internet service ("AGM ticket"). We ask shareholders to ensure that they register and send proof of their shareholding to the company in good time.

Meaning of the record date

The record date is the decisive date for the scope and exercise of participation and voting rights in the virtual Annual General Meeting. In relation to the company, only those who have provided proof of share ownership on the record date are deemed to be shareholders for the purposes of attending the Annual General Meeting or exercising voting rights. Changes in shareholdings after the record date are irrelevant in this respect. Shareholders who only acquired their shares after the record date may therefore not participate in the Annual General Meeting unless they have been granted a proxy or authorized to exercise their rights. Shareholders who have duly registered and provided evidence are entitled to attend the Annual General 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 by proxy

Shareholders may also exercise their voting rights or their right to participate in the virtual Annual General Meeting by proxy, e.g. through an intermediary, a shareholders' association, a proxy advisor, the proxies appointed by the company or another third party

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

Authorized representatives cannot physically attend the Annual General Meeting either. They can only exercise the voting rights for the shareholders they represent within the scope of their respective power of attorney by means of electronic postal voting or by (sub-)authorizing the company's proxies who are bound by instructions.

The use of the password-protected Internet service by the authorized representative requires that the authorized representative receives the corresponding access data.

The granting of a proxy, its revocation and proof of authorization to the company must be in text form. Exceptions to the text form requirement may exist for intermediaries, shareholders' associations, voting rights advisors or equivalent persons or institutions pursuant to Section 135 (8) AktG. We therefore ask our shareholders who wish to authorize an intermediary, a shareholders' association, a proxy advisor or an equivalent

person or institution pursuant to Section 135 para. 8 AktG to exercise their voting rights to agree on the form of the proxy with the person or institution to be authorized.

Proof of authorization can be sent to the company no later than 2 June 2025, 24:00 CEST, at the following postal address or e-mail address

adesso
c/o Link Market Services GmbH
Landshuter Allee 10
80637 Munich
Germany
E-mail: adesso@linkmarketservices.eu

or from 13 May 2025 using the password-protected Internet service at <https://www.adesso-group.de/hv/> in accordance with the procedures provided for this purpose. The time of receipt by the company is decisive.

On the day of the virtual Annual General Meeting, proxies can only be issued, amended or revoked using the password-protected Internet service accessible at <https://www.adesso-group.de/hv/> in accordance with the procedures provided for this purpose.

The aforementioned transmission channels are also available up to the aforementioned dates if the proxy is to be granted by declaration to the company; in this case, separate proof of the granting of the proxy is not required. The revocation or amendment of a proxy already granted can also be declared directly to the company via the aforementioned transmission channels up to the aforementioned dates.

Shareholders who wish to authorize another person can use the form that will be sent to them after proper registration and proof of share ownership. A corresponding form is also available for download on the company's website at <https://www.adesso-group.de/hv/>.

Procedure for voting by company proxies

As a service, the company offers its shareholders the option of authorizing proxies appointed by the company who are bound by instructions. Shareholders who wish to make use of this option must register for the virtual Annual General Meeting in due time in accordance with the above provisions and provide proof of share ownership.

Powers of attorney and instructions to the company's proxies may be issued, amended or revoked by post or e-mail to the address or e-mail address specified above in the section "Procedure for voting by proxy" by no later than 2 June 2025, 24:00 hours CEST, or from 13 May 2025 using the password-protected Internet service accessible at <https://www.adesso-group.de/hv/> in accordance with the procedures provided for this purpose until the time the vote is closed by the chairman of the meeting at the virtual Annual General Meeting on 3 June 2025.

A corresponding form will be sent after proper registration and proof of share ownership and is also available for download on the company's website at <https://www.adesso-group.de/hv/>.

If the proxies appointed by the company are authorized, they must always be given instructions for exercising voting rights. The proxies are obliged to vote in accordance with the instructions issued to them; they are only authorized to exercise voting rights, even if they have been granted power of attorney, if they have received express instructions regarding the proposed resolutions. The company's proxies do not accept any authorizations to lodge objections to resolutions of the Annual General Meeting, to exercise the right to ask questions or to submit motions.

If an individual vote is held on an agenda item without this having been communicated in advance of the virtual Annual General Meeting, an instruction on this agenda item as a whole shall also be deemed to be a corresponding instruction for each item of the individual vote.

Procedure for voting by electronic absentee ballot

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

Electronic postal votes can be cast, changed or revoked from 13 May 2025 using the password-protected Internet service accessible at <https://www.adesso-group.de/hv/> in accordance with the procedures provided for this purpose until the time the vote is closed by the chairman of the meeting at the virtual Annual General Meeting on 3 June 2025.

If no explicit or unambiguous vote is cast for an agenda item in the electronic postal vote, this shall be deemed an abstention for this agenda item. If an individual vote is taken on an agenda item without this having been communicated in advance of the Annual General Meeting, the vote cast by electronic postal vote on this agenda item as a whole shall also be deemed to be a corresponding vote for each item of the individual vote.

Authorized intermediaries, shareholders' associations and proxy advisors or other equivalent persons and institutions pursuant to Section 135 (8) AktG may also use electronic postal voting.

Shareholders' rights: Additions to the agenda

Shareholders whose shares together account for one twentieth of the share capital or a proportionate amount of EUR 500,000 may request that items be placed on the agenda and in accordance with Art. 56 sentence 2 and sentence 3 SE Regulation, Section 50 para. 2 SEAG, which corresponds to Section 122 para. 2 sentence 1 AktG. Each new item must be accompanied by a statement of reasons or a draft resolution. Requests for additions to the agenda must be addressed to the Executive Board in writing and must be received by the company at least 30 days before the meeting, i.e. by the end of 3 May 2025. Please send such requests to the following address:

adesso SE
Executive Board
Mr. Michael Knopp
Adessoplatz 1
44269 Dortmund, Germany

A ninety-day shareholding prior to the day of the Annual General Meeting within the meaning of Section 122 para. 1 sentence 3 AktG is not a prerequisite for a motion to add an item to the agenda for an Annual General Meeting of an SE pursuant to Section 50 para. 2 SEAG.

Additions to the agenda that are to be announced will be in the Federal Gazette immediately after receipt of the request and forwarded for publication to media that can be expected to disseminate the information throughout the European Union, unless they have already been announced with the notice of the meeting. They will also be published on the company's website at <https://www.adesso-group.de/hv/> and communicated to the shareholders.

Shareholders' rights: counter motions and election proposals

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

The company will make shareholders' 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 sent the company an admissible counter-motion against a proposal by the Executive Board and Supervisory Board on a specific item on the agenda, together with any justification, to the address, fax number or e-mail address below at least 14 days before the meeting, i.e. by the end of 19 May 2025.

adesso SE
Executive Board
Mr. Michael Knopp
Adessoplatz 1
44269 Dortmund, Germany
Fax: +49 231 7000-1506
Email: ir@adesso.de

These regulations apply analogously to the proposal of a shareholder for the election of Supervisory Board members or auditors of the annual or consolidated financial statements.

If a proposal does not contain the name, profession and place of residence of the proposed person, the Executive Board does not need to make the nomination accessible. Proposals for the election of members of the Supervisory Board also do not have to be made accessible if they are not accompanied by information on the proposed person's membership of other statutory supervisory boards. Furthermore, the Executive Board does not need to make counter motions and the reasons for them accessible in the cases of Section 126 para. 2 AktG.

Shareholders are requested to provide proof of their shareholder status at the time of sending the counter motion or election proposal.

Motions or election proposals by shareholders or their proxies that are to be made accessible in accordance with Section 126 or Section 127 AktG are deemed to have been submitted at the time they are made accessible. The company enables the voting right on these motions or election proposals to be exercised from this point in time. Motions from shareholders who have not duly registered or are not duly authorized do not have to be dealt with at the Annual General Meeting.

Shareholders or their proxies who are connected to the Annual General Meeting also have the right to submit motions and election proposals at the meeting by means of video communication within the scope of their right to speak (see section "Right to speak").

Submission of comments

Duly registered shareholders or their authorized representatives have the right to submit comments on items on the agenda in text form by means of electronic communication in accordance with Section 130a (1) to (4) AktG. The password-protected internet service on the company's website at <https://www.adesso-group.de/hv/> is available to them for this purpose with the corresponding access data.

Comments in text form must be submitted as a file in PDF format with a maximum recommended file size of 50 MB in accordance with the procedure provided for this purpose.

It is possible to submit several statements. By submitting a statement, the shareholder or his/her authorized representative agrees that the statement will be made accessible on the password-protected Internet service, stating his/her name.

Statements must be submitted no later than five days prior to the Annual General Meeting, i.e. no later than 28 May 2025, 24:00 hours CEST. Submitted statements on the agenda items will be made available on the password-protected internet service on the company's website at <https://www.adesso-group.de/hv/> no later than four days before the Annual General Meeting, i.e. no later than 29 May 2025, 24:00 hours CEST, unless disclosure may be waived in exceptional cases in accordance with Section 130a para. 3 sentence 4 AktG.

Motions and election proposals, questions and objections to resolutions of the Annual General Meeting submitted in text form will not be considered at the Annual General Meeting; the submission of motions or nominations (see section "Shareholders' rights: counter motions or election proposals"), the exercise of the right to information (see section "Right to information") and the filing of objections to resolutions of the Annual General Meeting (see section "Objection to a resolution of the Annual General Meeting") is only possible in the ways described separately in this notice of invitation.

Right to speak

Shareholders or their proxies who are connected to the Annual General Meeting electronically have the right to speak at the meeting by means of video communication.

From approximately 1 hour before the start of the Annual General Meeting, a virtual registration table will be set up via the password-protected Internet service on the company's website at <https://www.adesso-group.de/hv/>, where shareholders or their proxies can register to speak.

In particular, the right to speak also includes the right to submit motions and election proposals in accordance with Section 118a para. 1 sentence 2 no. 3 AktG (see also section "Shareholders' rights: Countermotions and election proposals"), the right to request information in accordance with Section 131 para. 1 AktG (see also section "Right to information") and the right to object to a resolution of the Annual General Meeting for the minutes of the notary (see also section "Objection to a resolution of the Annual General Meeting").

Pursuant to Section 131 para. 2 sentence 2 AktG in conjunction with Section 15 (3) of the Articles of Association, the Chairman of the Annual General Meeting is entitled to impose a reasonable time limit on the shareholders' right to speak and ask questions.

The entire virtual Annual General Meeting, including video communication, is handled in the password-protected Internet service via the MeetingBase system from Better Orange IR & HV AG. Shareholders or their proxies who wish to register their speech via the virtual floor require either a non-mobile device (PC, notebook, laptop) or a mobile device (e.g. smartphone or tablet) to connect their speech. A camera and microphone that can be accessed from the browser must be available on the end devices for speeches. It is not necessary to install additional software components or apps on the end devices. Please ensure that you have a good and stable internet connection on your computer or mobile device and that you are using a current version of one of the following browsers Chrome, Edge or Safari. JavaScript must also be enabled. Persons who have registered for a speech via the virtual word registration table will be activated for their speech in the password-protected internet service. The company reserves the right to check the functionality of the video communication between the shareholder or proxy and the company during the meeting and before the speech and to reject it if the functionality is not ensured.

Right to information

Upon request, the Executive Board must provide each shareholder with information on company matters at the Annual General Meeting, insofar as this is necessary for a proper assessment of the agenda item and there is no right to withhold information. The duty to provide information also extends to the legal and business relationships of the company with an affiliated company as well as the situation of the adesso SE Group and the companies included in the consolidated financial statements of adesso SE.

It is intended that the Chairman of the Annual General Meeting will stipulate that the right to information pursuant to Section 131 para. 1 AktG may only be exercised at the Annual General Meeting by means of video communication, i.e. in the context of exercising the right to speak (see section "Right to speak") (Section 131 para. 1 et seq. AktG). The chairman of the meeting will provide further instructions on this during the Annual General Meeting. No other submission of questions by means of electronic or other communication is intended either before or during the Annual General Meeting.

Section 131 para. 4 sentence 1 AktG stipulates that if a shareholder has been provided with information outside the Annual General Meeting in his capacity as a shareholder, this information must be provided to any other shareholder or his proxy at the Annual General Meeting upon request, even if it is not necessary for the proper assessment of the agenda item.

In addition, Section 131 para. 5 sentence 1 AktG stipulates that if a shareholder is denied information, they may request that their question and the reason for which the information was denied be recorded in the minutes of the meeting.

The virtual Annual General Meeting ensures that shareholders or their proxies who are connected to the Annual General Meeting electronically can submit their request pursuant to Section 131 para. 4 sentence 1 AktG and their request pursuant to Section 131 para. 5 sentence 1 AktG not only by means of video communication, i.e. within the framework of the right to speak and the procedure provided for this purpose (above section "Right to speak"), but also by means of electronic communication via the password-protected Internet service on the company's website at <https://www.adesso-group.de/hv/> in accordance with the procedure provided for this purpose with the corresponding access data at the Annual General Meeting.

Objection to a resolution of the Annual General Meeting

Duly registered shareholders or their proxies who are connected electronically to the Annual General Meeting have the right to object to a resolution of the Annual General Meeting via the password-protected internet service accessible on the company's website at <https://www.adesso-group.de/hv/> in accordance with the procedures provided for this purpose from the beginning of the virtual Annual General Meeting on 3 June 2025 until the end of the virtual Annual General Meeting.

In addition, they also have the opportunity to raise objections for the notary's minutes as part of their right to speak (see also section "Right to speak"). The company would like to point out once again that the proxies appointed by the company do not accept instructions to raise objections.

Information on the company's website

This invitation to the Annual General Meeting, the documents to be made available to the Annual General Meeting, the information pursuant to Section 124a AktG, further information in connection with the Annual General Meeting and further explanations of shareholders' rights are available on the company's website at <https://www.adesso-group.de/hv/> as soon as the meeting has been convened. The voting results will be announced after the Annual General Meeting at the same Internet address.

Information on data protection for shareholders

adesso SE processes personal data (name, address, e-mail address, number of shares, class of shares, type of ownership of the shares and number of the AGM ticket, access data, if applicable also name, address and e-mail address as well as number of the AGM ticket, access data of the respective authorized representative) on the basis of the applicable data protection laws in order to enable shareholders to exercise their rights at the Annual General Meeting.

The processing of your personal data is mandatory for your participation in the Annual General Meeting. adesso SE is the controller responsible for the processing. The legal basis for the processing is Art. 6 (1) c) General Data Protection Regulation.

The service providers of adesso SE, which are commissioned for the purpose of organizing the Annual General Meeting, only receive personal data from adesso SE that is necessary for the execution of the commissioned service and process the data exclusively in accordance with the instructions of adesso SE.

You have the right to information, correction, restriction, objection and deletion regarding 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 against adesso SE free of charge via the e-mail address

datenschutz@adesso.de

or via the following contact details:

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

You also have the right to lodge a complaint with the data protection supervisory authorities in accordance with Article 77 of the General Data Protection Regulation.

You can reach our company data protection officer at

adesso SE
Data Protection Officer
Adessoplatz 1
44269 Dortmund, Germany
Email: datenschutz@adesso.de

Further information on data protection can be found on the company's website at www.adesso-group.de

Dortmund, April 2025

adesso SE / The Executive Board

adesso SE

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