

**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.

Dortmund, 16 April 2025

adesso SE / The Executive Board