



**SNP Schneider-Neureither & Partner SE**

Heidelberg, Germany

– ISIN DE0007203705 –

– WKN 720370 –

**Shortened Version of the Invitation to the Annual General Meeting**

We would like to invite the shareholders of our company to attend our Annual General Meeting at 10:00 a.m. on Tuesday, June 30, 2020.

This year's Annual General Meeting of SNP Schneider-Neureither & Partner SE will be held as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies (with the exception of the company's voting proxy). This virtual Annual General Meeting will be broadcast live over the Internet for registered shareholders or their proxies from the company's headquarters, Speyerer Strasse 4, 69115 Heidelberg. Registered shareholders and their proxies may follow the live video and audio broadcast of the Annual General Meeting via the **InvestorPortal** which is available via the company's website (<https://www.snpgroup.com/en/annual-general-meeting> under Investor Relations / Annual General Meeting / Annual General Meeting 2020) and may exercise their shareholder rights by means of electronic communication and, in particular, via the **InvestorPortal**.

The company's headquarters, Speyerer Strasse 4, 69115 Heidelberg, is the location of the Annual General Meeting within the meaning of the German Stock Corporation Act (AktG).

**Agenda**

1. **Presentation of the adopted annual financial statements, the approved consolidated financial statements, the management report and the Group management report (including the explanatory report on the disclosures required under Sections 289a (1) and 315a (1) of the German Commercial Code [HGB]) for SNP Schneider-Neureither & Partner SE, for the 2019 fiscal year), and presentation of the report of the Board of Directors**

**2. Resolution on the appropriation of profit**

The Board of Directors proposes to carry forward the distributable profit for the 2019 fiscal year in the amount of € 8,948,440.94 shown in the adopted annual financial statements of SNP Schneider-Neureither & Partner SE as of December 31, 2019.

**3. Resolution on the discharge of the Managing Directors**

The Board of Directors proposes to grant approval of the actions of the Managing Directors for the 2019 fiscal year.

**4. Resolution on the discharge of the members of the Board of Directors**

The Board of Directors proposes to grant approval of the members of the Board of Directors for the 2019 fiscal year.

**5. Resolution on the selection of the auditor of the annual financial statements and the consolidated financial statements, as well as the auditor for the audit review of the half-year financial report**

The Board of Directors proposes to appoint Rödl & Partner GmbH, Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft, Stuttgart,

- a) as auditor of the annual and consolidated financial statements for the 2020 fiscal year and
- b) as auditor for the audit review of the condensed financial statements and the half-year financial report for the first half of the 2020 fiscal year, should such an audit be commissioned.

**6. Resolution on authorization to issue warrant-linked and convertible bonds, to exclude the subscription right, to create a contingent capital and to amend the articles of association**

The authorization resolved by the Annual General Meeting on May 21, 2015 to issue warrant-linked and convertible bonds and the contingent capital created pursuant to Section 4 (4) of the articles of association for the grant of shares for warrant or conversion rights is due to expire on May 20, 2020.

The Board of Directors is to be newly authorized to issue warrant-linked and convertible bonds. A new contingent capital is to be created for this purpose.

The Board of Directors proposes the following:

- a) Authorization to issue warrant-linked and convertible bonds and to exclude the subscription right for these warrant-linked or convertible bonds

- aa) The Board of Directors is authorized, with the approval of the Board of Directors, in the period up to June 29, 2025 on one or more occasions to issue bearer or registered warrant-linked and/or convertible bonds ("bonds") in a total nominal amount of up to € 150,000,000.00, with or without term restrictions, and to grant or impose options on the owners or creditors of warrant-linked bonds or to grant and impose conversion rights or obligations on the owners or creditors of convertible bonds for no-par-value shares of the company with a proportional amount of the share capital of up to € 3,301,223.00 (in words: three million three hundred and one thousand two hundred and twenty three euros) in total, as stipulated in the terms of these bonds.

**7. Resolution on the authorization to purchase and sell treasury shares while excluding the shareholders' statutory subscription right**

The authorization to purchase treasury shares resolved by the Annual General Meeting on May 12, 2016 is due to expire on May 11, 2021. The company is to be newly authorized in advance to purchase treasury shares for a further period of five years.

The Board of Directors proposes that the following resolution be adopted:

- a) The existing authorization to purchase treasury shares, which was resolved by the Annual General Meeting on May 12, 2016 and is due to expire on May 11, 2021, is canceled.
- b) The company is authorized in the period from the date of the resolution up to June 29, 2025 to purchase treasury shares for up to 10% of the share capital at the time of the resolution or – if this value is lower – of the share capital at the time of utilization of the authorization for any purpose permitted by law. Together with the other shares of the company which the company has already purchased and still possesses or which are attributable to it under Section 71 et seq. of the AktG, shares purchased on the basis of this authorization may not at any time exceed 10% of the company's respective share capital. This authorization may be utilized by the company, by its Group companies or by third parties for account of the company or its Group companies in whole or in part, for one or more purposes and on one or more occasions. The company may not utilize this authorization for the purpose of trading of its own shares.

**8. Resolution on consent to the control and profit-and-loss transfer agreement between SNP Schneider-Neureither & Partner SE and ERST European Retail Systems Technology GmbH**

SNP Schneider-Neureither & Partner SE is the sole shareholder of ERST European Retail Systems Technology GmbH domiciled in Hamburg. SNP Schneider-Neureither & Partner SE and ERST European Retail Systems Technology GmbH concluded a control and profit-and-loss transfer agreement on April 24 and 30, 2020. In this control and profit-and-loss transfer agreement, ERST European Retail Systems Technology GmbH agreed to transfer all of its profits to SNP Schneider-Neureither & Partner SE. SNP Schneider-Neureither & Partner SE has agreed to absorb the losses of ERST European Retail Systems Technology GmbH under Section 302 of the AktG.

The control and profit-and-loss transfer agreement is further explained and justified in the joint report of the Board of Directors of SNP Schneider-Neureither & Partner SE and the management of ERST European Retail Systems Technology GmbH under Section 293a (1) of the AktG. No review of the control and profit-and-loss transfer agreement by an auditor under Section 293b of the AktG is required. No settlement payments or severance shall be paid to external shareholders.

The control and profit-and-loss transfer agreement requires consent of the Annual General Meeting of SNP Schneider-Neureither & Partner SE to be effective.

END OF SHORTENED VERSION