

**Sto SE & Co. KGaA**

**Stühlingen/Germany**

**Securities identification number: - 727 410 / 727 413 -  
ISIN: - DE 0007274102 / DE 0007274136 -**

**Invitation to the ordinary General Meeting  
– to be held exclusively as a virtual General Meeting –**

We hereby invite our shareholders to the ordinary General Meeting – to be held exclusively as a virtual General Meeting – on **Wednesday, 22 June 2022, 11:00 a.m.**, at the Company premises, Ehrenbachstraße 1, D-79780 Stühlingen/Germany.

**NOTE:** As this General Meeting is not a face-to-face event and will instead be held **exclusively as a virtual** General Meeting, voting rights will be exercised by way of electronic absentee ballot or by authorising and instructing the voting proxies nominated by the Company. As described in the following conditions of participation, our shareholders will be able to watch the General Meeting via the shareholder portal provided by us, delegate powers of attorney to a third party, exercise their right to ask questions and – where applicable – their right of objection, and – where applicable – cast their votes. The basis for the above format and arrangements is Section 1 of the German Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 (Gesetz über Maßnahmen im Gesellschafts-, Genossenschafts-, Vereins-, Stiftungs- und Wohnungseigentumsrecht zur Bekämpfung der Auswirkungen der COVID-19-Pandemie), which took effect on 28 March 2020 and was last amended by Article 15 of the Act on the Establishment of a 'Reconstruction Assistance 2021' Special Fund and on the Temporary Suspension of the Obligation to File an Insolvency Application due to Heavy Rainfall and Floods in July 2021, and on the Amendment of Other Acts of 10 September 2021 (Gesetz zur Errichtung eines Sondervermögens "Aufbauhilfe 2021" und zur vorübergehenden Aussetzung der Insolvenzantragspflicht wegen Starkregenfällen und Hochwassern im Juli 2021 sowie zur Änderung weiterer Gesetze vom 10. September 2021) (Federal Law Gazette I no. 63, p. 4147) (hereinafter also referred to as the 'COVID-19 Act').

**I. Agenda:**

**Item 1: Presentation of the Annual financial statement and the Consolidated annual financial statement of the Sto Group – each approved by the Supervisory Board – as at 31 December 2021, the Management reports for Sto SE & Co.**

**KGaA and the Group including the explanatory reports of the personally liable partner STO Management SE regarding the information provided pursuant to Section 289a (1) and Section 315a (1) of the German Commercial Code (HGB) and the non-financial information provided pursuant to Sections 289b and 315b of the HGB for the 2021 fiscal year, the report of the Supervisory Board; adoption of a resolution regarding approval of the annual financial statement of Sto SE & Co. KGaA as at 31 December 2021**

The personally liable partner STO Management SE and the Supervisory Board propose the adoption of the annual financial statement of Sto SE & Co. KGaA as at 31 December 2021 in its current form, which shows a net income in the amount of EUR 47,129,641.45.

With the exception of the resolution regarding approval of the annual financial statement pursuant to Section 286 (1) Sentence 1 of the German Stock Corporation Act (AktG), no further resolution by the General Meeting is planned with regard to agenda item 1. The Supervisory Board has endorsed the consolidated annual financial statement of the Sto Group pursuant to Section 171 of the German Stock Corporation Act (AktG). The prerequisites under which the General Meeting must approve and establish the consolidated annual financial statement pursuant to Section 173 (1) of the German Stock Corporation Act (AktG) do not apply. A resolution will be adopted regarding use of the net income in the context of agenda item 2.

**Item 2: Adoption of a resolution regarding use of the net income**

The personally liable partner STO Management SE and the Supervisory Board propose to use the net income in the amount of EUR 47,129,641.45 as reported in the annual financial statement as at 31 December 2021 as follows:

- 1) Payout of a dividend in the amount of EUR 0.31 and a bonus in the amount of EUR 4.69 per preference share entitled to dividends, i.e. to the 2,538,000 preference shares entitled to dividends with an aggregate nominal amount of EUR 6,497,280.00 a total dividend payout in the amount of EUR 12,690,000.00

|    |   |                   |
|----|---|-------------------|
| 2) | Payout of a dividend in the amount of EUR 0.25<br>and a bonus in the amount of EUR 4.69<br>per ordinary share entitled to dividends, i.e. to the<br>3,888,000 ordinary shares entitled to dividends with<br>an aggregate nominal amount of EUR 9,953,280.00 a<br>total dividend payout in the amount of | EUR 19,206,720.00 |
| 3) | Appropriation to other revenue reserves   | EUR 15,000,000.00 |
| 4) | Amount to be carried forward to new account   | EUR 232,921.45    |
|    |   | -----             |
|    | Net income:   | EUR 47,129,641.45 |

Subject to the adoption of the resolution regarding the proposal, the dividend is payable on the third business day following the resolution of the General Meeting, i.e. on 27 June 2022.

The number of ordinary shares entitled to dividends takes into account the fact that Sto SE & Co. KGaA holds 432,000 registered ordinary shares.

**Item 3: Adoption of a resolution regarding the approval of actions taken and granting of discharge of the personally liable partner STO Management SE for the 2021 fiscal year**

The personally liable partner STO Management SE and the Supervisory Board propose to approve actions and grant discharge to the personally liable partner STO Management SE for the 2021 fiscal year.

**Item 4: Adoption of a resolution regarding the approval of actions taken and granting of discharge of the members of the Supervisory Board for the 2021 fiscal year**

The personally liable partner STO Management SE and the Supervisory Board propose to approve actions and grant discharge to all members of the Sto SE & Co. KGaA Supervisory Board who were in office in the 2021 fiscal year for the 2021 fiscal year.

**Item 5: Selection of the auditor and Group auditor for the 2022 fiscal year**

In accordance with the recommendation of its Audit Committee, the Supervisory Board proposes that PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Stuttgart/Germany be selected as the auditor and Group auditor for the 2022 fiscal year.

In its recommendation, the Audit Committee declared that the recommendation is free from any undue influence by third parties and that no clauses of the type specified in Article 16 Paragraph 6 of the EU Regulation were imposed on the Committee (Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC).

**Item 6: Adoption of a resolution regarding the approval of the 2021 remuneration report**

In accordance with Section 120a (4) Sentence 1 of the German Stock Corporation Act (AktG), the General Meeting of a listed company is required to adopt a resolution approving the remuneration report that has been produced and reviewed by the Executive Board and Supervisory Board in accordance with Section 162 of the German Stock Corporation Act (AktG). A resolution is to be passed for the first time on the remuneration report for the 2021 fiscal year. The resolution does not create any rights or obligations. It cannot be challenged as described under Section 243 of the German Stock Corporation Act (AktG). Sto SE & Co. KGaA has a personally liable partner rather than an Executive Board due to the legal form of organisation. Therefore, the report was produced in accordance with Section 278 (3) of the German Stock Corporation Act (AktG) by the personally liable partner instead of by an Executive Board.

The remuneration report was audited by the auditor in accordance with Section 162 (3) of the German Stock Corporation Act (AktG) to determine whether the information legally required under Section 162 (1) and (2) of the German Stock Corporation Act (AktG) had been provided. The auditor's opinion based on the remuneration report audit is enclosed with the remuneration report.

The personally liable partner STO Management SE and the Supervisory Board propose the approval of the 2021 remuneration report that has been produced and reviewed in accordance with Section 162 of the German Stock Corporation Act

(AktG). The remuneration report – together with the auditor’s opinion – has been included below under 'II. Supplementary documents to agenda items 6 and 8' after the agenda in this invitation. In addition, the remuneration report will be available on the Company’s website at

**<https://www.sto.de/s/investor-relations/Vergütungsbericht>**

from the point when the General Meeting is convened. For the purpose of the resolutions, reference will be made to the statements provided below.

**Item 7: Adoption of a resolution regarding the amendment of Section 11 (2) of the Company’s Articles of association (Remuneration of the Supervisory Board)**

Ever since the Company’s Articles of association were established on 12 June 2013, the remuneration paid to the members of the Supervisory Board has consisted of an annual fixed remuneration component and a daily allowance per meeting day. The remuneration has not been adjusted since then.

In light of the constant increase in the tasks and responsibilities of the Supervisory Board over recent years, the remuneration of the members of the Supervisory Board is to be adjusted and rebalanced according to the role assumed.

Therefore, the personally liable partner STO Management SE and the Supervisory Board propose the following:

a) Amendment of the Articles of association

The Company’s Articles of association are to be amended as follows under Section 11 (2):

Section 11 (2) will be rewritten as follows:

*“(2) Aside from the expense allowance according to (1) above, the members of the Supervisory Board will receive annual fixed remuneration in the amount of EUR 35,000.00 for each full year of membership that they complete. Alongside the remuneration according to Sentence 1 above, the members of the Supervisory Board will receive the following additional annual fixed remuneration for each full year of membership that they complete as a holder of the following position(s):*

- |  |               |
|--|---------------|
| a) Chairperson of the Supervisory Board  | EUR 70,000.00 |
| b) Deputy Chairperson of the Supervisory Board   | EUR 25,000.00 |
| c) Chairperson of the Audit Committee  | EUR 25,000.00 |
| d) Chairperson of the Finance Committee  | EUR 25,000.00 |
| e) Chairperson of the Nomination Committee   | EUR 10,000.00 |
| f) Member of the Audit and/or Finance Committee without being the Chairperson of either of these committees, per committee | EUR 10,000.00 |
| g) Member of the Nomination Committee without being the Chairperson of this committee                                      | EUR 5,000.00  |

*If the Supervisory Board member is the Chairperson of more than one committee, they are only owed the highest applicable additional amount – out of the additional amounts according to letters c) to e) above – for serving as a Chairperson; furthermore, the member will merely receive the remuneration due to a committee member in accordance with letters f) or g) above for their other Chairperson role(s). If the Supervisory Board sets up further committees, participation in these committees is already covered by the remuneration according to Sentence 1 above."*

- b) Approval of the remuneration of the Supervisory Board members

The remuneration of the Supervisory Board members is to be approved in the amended version as detailed under letter a) above in accordance with Section 113 (3) of the German Stock Corporation Act (AktG).

In order to become effective as an amendment to the Articles of association, the resolution according to letter a) of this item 7 requires the approval of the personally liable partner STO Management SE.

## **Item 8 Election of the shareholder representatives to the Supervisory Board**

At the close of the General Meeting on 22 June 2022, the terms of office of the six shareholder representatives on the Supervisory Board will come to an end. For this reason, the new Supervisory Board members must be elected to the relevant extent during this year's General Meeting.

In accordance with Section 96 (1) of the German Stock Corporation Act (AktG), taken in conjunction with Section 7 (1) Sentence 1 No. 1 of the Co-Determination Act of 1976 (Mitbestimmungsgesetz 1976) and Section 7 (1) of the Articles of

association of Sto SE & Co. KGaA, six members of the Supervisory Board must be shareholders and six must be employees. Within this context, at least 30 per cent of the Supervisory Board must be women and at least 30 per cent must be men in accordance with Section 96 (2) Sentence 1 of the German Stock Corporation Act (AktG). In principle, the minimum percentage is to be met by the Supervisory Board as a whole. The shareholder and employee representatives have each vetoed the requirement for the percentage to be met as a whole as set out in Section 96 (2) Sentence 3 of the German Stock Corporation Act (AktG), with the result that the minimum percentage for this election must be met separately by the shareholders and by the employees. Currently, there are three female and three male shareholder representatives on the Supervisory Board.

To ensure that the targets set for the Supervisory Board's composition – particularly with regard to the age limit – are appropriately taken into account right from the point of the election itself and to enable a flexible response in the event of changes to the required skills, the term of office proposed for some of the candidates named below is shorter than the regular term of office of four years.

The nomination proposals of the Supervisory Board are based on the recommendations of the Nomination Committee and take account of the targets set for the Supervisory Board's composition, the skills profiles desired by the Supervisory Board, and the issue of diversity. In the case of all candidates, the Supervisory Board has assured itself that they are able to invest the time expected of the role.

A set of CVs (curricula vitae) for the proposed candidates can be found below under 'II. Supplementary documents to agenda items 6 and 8'.

In accordance with Section 5.4.3 Sentence 3 of the Deutscher Corporate Governance Kodex (German Corporate Governance Code, DCGK), you are hereby notified of the following:

In the event of his being elected to the Supervisory Board, Mr Peter Zürn is to be proposed as the candidate for the position of Chairperson of the Supervisory Board.

**Item 8.1 Resolutions regarding the election of the shareholder representatives to the Supervisory Board; nomination proposal for Maria H. Andersson**

The Supervisory Board proposes that Ms Maria H. Andersson, Munich/Germany, Family Officer / Partner, Managing Director, be elected as a member of the

Supervisory Board until the end of the General Meeting that will adopt the resolution for the approval of actions and granting of discharge for the 2026 fiscal year.

Ms Maria H. Andersson is a qualified financial expert within the meaning of Section 100 (5) of the German Stock Corporation Act (AktG). No personal or business relationships exist between her and Sto SE & Co. KGaA or its Group companies, between her and the governing bodies of Sto SE & Co. KGaA, and between her and any shareholder with a material interest in the Company within the meaning of Section C.13 of the Deutscher Corporate Governance Kodex (German Corporate Governance Code, DCGK); she is to be regarded as independent of the Company and the personally liable partner.

The person proposed for election holds – in accordance with Section 125 (1) Sentence 5 of the German Stock Corporation Act (AktG) – the following mandates on statutory Supervisory Boards or on similar supervisory bodies of industrial companies within or outside of Germany:

- STO Management SE, Stühlingen/Germany, Member of the Supervisory Board

## **Item 8.2 Resolutions regarding the election of the shareholder representatives to the Supervisory Board; nomination proposal for Catharina van Delden**

The Supervisory Board proposes that Ms Catharina van Delden, Munich/Germany, Business Consultant, be elected as a member of the Supervisory Board until the end of the General Meeting that will adopt the resolution for the approval of actions and granting of discharge for the 2026 fiscal year.

No personal or business relationships exist between Ms Catharina van Delden and Sto SE & Co. KGaA or its Group companies, between her and the governing bodies of Sto SE & Co. KGaA, and between her and any shareholder with a material interest in the Company within the meaning of Section C.13 of the Deutscher Corporate Governance Kodex (German Corporate Governance Code, DCGK); she is to be regarded as independent of the Company and the personally liable partner.

The person proposed for election does not hold – in accordance with Section 125 (1) Sentence 5 of the German Stock Corporation Act (AktG) – any mandates on statutory Supervisory Boards or on similar supervisory bodies of industrial companies within or outside of Germany.

**Item 8.3 Resolutions regarding the election of the shareholder representatives to the Supervisory Board; nomination proposal for Dr Renate Neumann-Schäfer**

The Supervisory Board proposes that Dr Renate Neumann-Schäfer, Überlingen/Germany, Business Consultant, Economist, be elected as a member of the Supervisory Board until the end of the General Meeting that will adopt the resolution for the approval of actions and granting of discharge for the 2023 fiscal year.

Dr Renate Neumann-Schäfer is a qualified financial expert within the meaning of Section 100 (5) of the German Stock Corporation Act (AktG). No personal or business relationships exist between her and Sto SE & Co. KGaA or its Group companies, between her and the governing bodies of Sto SE & Co. KGaA, and between her and any shareholder with a material interest in the Company within the meaning of Section C.13 of the Deutscher Corporate Governance Kodex (German Corporate Governance Code, DCGK); she is to be regarded as independent of the Company and the personally liable partner.

The person proposed for election holds – in accordance with Section 125 (1) Sentence 5 of the German Stock Corporation Act – the following mandates on statutory Supervisory Boards or on similar supervisory bodies of industrial companies within or outside of Germany:

- STO Management SE, Stühlingen/Germany, Member of the Supervisory Board
- R-Stahl AG, Waldenburg/Germany, Member of the Supervisory Board
- Goldhofer AG, Memmingen/Germany, Member of the Supervisory Board

**Item 8.4 Resolutions regarding the election of the shareholder representatives to the Supervisory Board; nomination proposal for Prof Dr Klaus Peter Sedlbauer**

The Supervisory Board proposes that Prof. Dr Klaus Peter Sedlbauer, Rottach-Egern/Germany, Chair of Building Physics at the Technical University of Munich, be elected as a member of the Supervisory Board until the end of the General Meeting that will adopt the resolution for the approval of actions and granting of discharge for the 2026 fiscal year.

No personal or business relationships exist between Prof. Dr Klaus Peter Sedlbauer and Sto SE & Co. KGaA or its Group companies, between him and the governing bodies of Sto SE & Co. KGaA, and between him and any shareholder with a material interest in the Company within the meaning of Section C.13 of the Deutscher Corporate Governance Kodex (German Corporate Governance Code, DCGK); despite having been a member of the Company's Supervisory Board for

more than 12 years, he is – in the view of the Supervisory Board – to be regarded as independent of the Company and the personally liable partner by virtue of his professional and personal circumstances.

The person proposed for election does not hold – in accordance with Section 125 (1) Sentence 5 of the German Stock Corporation Act (AktG) – any mandates on statutory Supervisory Boards or on similar supervisory bodies of industrial companies within or outside of Germany.

**Item 8.5 Resolutions regarding the election of the shareholder representatives to the Supervisory Board; nomination proposal for Kirsten Stotmeister**

The Supervisory Board proposes that Ms Kirsten Stotmeister, Waldshut-Tiengen/Germany, Head of Finance/Treasury at OTS Vermögensverwaltungs GmbH, be elected as a member of the Supervisory Board until the end of the General Meeting that will adopt the resolution for the approval of actions and granting of discharge for the 2026 fiscal year.

Ms Kirsten Stotmeister is a qualified financial expert within the meaning of Section 100 (5) of the German Stock Corporation Act (AktG). No personal or business relationships exist between her and Sto SE & Co. KGaA or its Group companies, between her and the governing bodies of Sto SE & Co. KGaA, and between her and any shareholder with a material interest in the Company within the meaning of Section C.13 of the Deutscher Corporate Governance Kodex (German Corporate Governance Code, DCGK) except for the fact that she is the daughter of Mr Jochen Stotmeister. As the Managing Director of Stotmeister Beteiligungs GmbH with sole power of representation, Mr Jochen Stotmeister indirectly controls how the voting right of Stotmeister Beteiligungs GmbH – which holds 3,887,996 ordinary shares in the Company – is exercised.

The person proposed for election does not hold – in accordance with Section 125 (1) Sentence 5 of the German Stock Corporation Act (AktG) – any mandates on statutory Supervisory Boards or on similar supervisory bodies of industrial companies within or outside of Germany.

**Item 8.6 Resolutions regarding the election of the shareholder representatives to the Supervisory Board; nomination proposal for Peter Zürn**

The Supervisory Board proposes that Mr Peter Zürn, Bretzfeld-Weißensburg/Germany, Merchant (Kaufmann), be elected as a member of the Supervisory Board

until the end of the General Meeting that will adopt the resolution for the approval of actions and granting of discharge for the 2026 fiscal year.

No personal or business relationships exist between Mr Peter Zürn and Sto SE & Co. KGaA or its Group companies, between him and the governing bodies of Sto SE & Co. KGaA, and between him and any shareholder with a material interest in the Company within the meaning of Section C.13 of the Deutscher Corporate Governance Kodex (German Corporate Governance Code, DCGK); despite having been a member of the Company's Supervisory Board for more than 12 years, he is – in the view of the Supervisory Board – to be regarded as independent of the Company and the personally liable partner by virtue of his professional and personal circumstances.

The person proposed for election holds – in accordance with Section 125 (1) Sentence 5 of the German Stock Corporation Act (AktG) – the following mandates on statutory Supervisory Boards or on similar supervisory bodies of industrial companies within or outside of Germany:

- STO Management SE, Stühlingen/Germany, Member of the Supervisory Board
- PERI SE, Weißenhorn/Germany, Member of the Administrative Board
- Autocom Diagnostic Partner AB, Trollhättan/Sweden, Member of the Administrative Board
- Northern Safety Company Inc., Frankfort, NY/USA, Member of the Administrative Board
- Wuerth Tangerang City/Indonesia, Member of the Administrative Board
- Saudi Arabia LLC, Riyadh/Saudi Arabia, Member of the Administrative Board

**Item 8.7 Resolutions regarding the election of the shareholder representatives to the Supervisory Board; nomination proposal for Christof Brößke as an alternate candidate**

The Supervisory Board proposes that Mr Christof Brößke, Singen/Germany, Lawyer, be elected to serve as an alternate member of the Supervisory Board until the end of the General Meeting that will adopt the resolution for the approval of actions and granting of discharge for the 2026 fiscal year in place of any of the shareholder representatives that are due to be elected as Supervisory Board members by the General Meeting.

The following business relationships exist between Mr Brößke and Sto SE & Co. KGaA or its Group companies, between him and Sto SE & Co. KGaA, and between him and any shareholder with a material interest in the Company within the meaning of Section C.13 of the Deutscher Corporate Governance Kodex (German Corporate Governance Code, DCGK): Mr Brößke is a partner in the law firm Schrade & Partner Rechtsanwälte PartmbB, which currently provides legal representation and consulting services to the Company and its affiliates on an ongoing basis. In the view of the Supervisory Board, he is therefore not to be regarded as independent of the Company and the personally liable partner within the meaning of Section C.13 of the Deutscher Corporate Governance Kodex (German Corporate Governance Code, DCGK) at the time of his election as an alternate member.

The person proposed for election does not hold – in accordance with Section 125 (1) Sentence 5 of the German Stock Corporation Act (AktG) – any mandates on statutory Supervisory Boards or on similar supervisory bodies of industrial companies within or outside of Germany.

- II. **Supplementary documents to agenda items 6 (Remuneration report for the 2021 fiscal year in accordance with Section 162 of the German Stock Corporation Act, including auditor's opinion) and 8 (Curricula vitae of the proposed candidates for the Supervisory Board)**

**Supplementary documents to item 6:**

**Remuneration report for the 2021 fiscal year in accordance with Section 162 of the German Stock Corporation Act (AktG), including auditor's opinion**

**Sto SE & Co. KGaA,  
Stühlingen/Germany**

**Remuneration report in accordance with  
Section 162 of the German Stock Corporation  
Act (AktG) for the fiscal year running from  
1 January to 31 December 2021**

## Remuneration report of Sto SE & Co. KGaA in accordance with Section 162 of the German Stock Corporation Act (AktG)

### I. Preliminary remark

This remuneration report explains the remuneration paid to the members of the Sto SE & Co. KGaA Supervisory Board, and the liability remuneration and expense allowance paid to STO Management SE as the personally liable partner. It also explains the payments made to the members of the executive body of the legal predecessor of Sto SE & Co. KGaA. This remuneration report constitutes a report in accordance with Section 162 of the German Stock Corporation Act (AktG) as amended by the Act Implementing the Second Shareholders' Rights Directive (ARUG II). In addition, the recommendations of the Deutscher Corporate Governance Kodex (German Corporate Governance Code, DCGK) and the regulations of the German Commercial Code (HGB) have been followed. Due to the legal form of organisation, Sto SE & Co. KGaA does not have an Executive Board, with the result that parts of Section 162 of the German Stock Corporation Act (AktG) are not applicable pursuant to Section 278 (3) of the German Stock Corporation Act (AktG).

### II. Remuneration of the Supervisory Board:

The remuneration of the Supervisory Board has been set by means of a unanimous confirmatory resolution passed by the General Meeting on 16 June 2021 and is governed accordingly by Section 11 of the Articles of association of Sto SE & Co. KGaA. In accordance with Section 11 of the Company's Articles of association, the Supervisory Board members receive a fixed annual remuneration which is payable after the end of the fiscal year as well as a daily allowance in the amount of EUR 500.00 per meeting day. The Chairperson of the Supervisory Board receives four times the fixed annual remuneration. The Deputy Chairperson receives two and a half times the fixed annual remuneration. The chairpersons of a committee receive an additional fixed annual remuneration per committee chair. The amount of the fixed annual remuneration is decided by the General Meeting based on a proposal by the Executive Board and Supervisory Board. Accordingly, the Company's General Meeting set the fixed remuneration at EUR 23,000.00 via a resolution passed on 21 June 2018; the set amount was then confirmed by means of the resolution detailed above that was passed by the General Meeting on 16 June 2021.

This fixed remuneration without any variable performance-based component – which is not affected by any fluctuations in business development – is deemed appropriate by the Company. This remuneration takes into account the responsibility and scope of

activity of the Supervisory Board members. By carrying out its duty to supervise how STO Management SE (the personally liable partner) manages the business, the Supervisory Board makes a major contribution to the advancement and long-term development of the Company. No further form of compensation exists and there are no arrangements for remuneration to be paid subsequent to the periods of office.

Thus, the remuneration amounts granted and owed to the Supervisory Board for the 2021 fiscal year are as follows:

| Name                             | Function  | <sup>1</sup> Fixed basic remuneration in EUR / share of total remuneration in % | <sup>1</sup> Fixed remuneration for chairing a committee in EUR / share of total remuneration in % | Expense allowance (daily allowance) in EUR / share of total remuneration in % | Total remuneration in EUR for 2021 / difference compared to 2020 in % | Total remuneration in EUR for 2020 (previous year) |
|----------------------------------|---|---|--|---|---|--|
| <b>Dr Max-Burkhard Zwosta</b>    | Chairperson of the Supervisory Board<br>Chairperson of the Nomination Committee | 92,000.00<br>/ 75.7 %   | 23,000.00<br>/ 19.0 %  | 6,500.00<br>/ 5.3 %   | 121,500.00<br>/ - 3.6 %   | 126,001.00   |
| <b>Wolfgang Dell</b>             | Deputy Chairperson of the Supervisory Board                                     | 57,500.00<br>/ 91.3 %   | -  | 5,500.00<br>/ 8.7 %   | 63,000.00<br>/ 20.0 %   | 52,500.00  |
| <b>Dr Renate Neumann-Schäfer</b> | Member of the Supervisory Board<br>Chairperson of the Audit Committee           | 23,000.00<br>/ 44.7 %   | 23,000.00<br>/ 44.7 %  | 5,500.00<br>/ 10.6 %  | 51,500.00<br>/ -7.2 %   | 55,500.00  |
| <b>Maria H. Andersson</b>        | Member of the Supervisory Board<br>Chairperson of the Finance Committee         | 23,000.00<br>/ 44.7 %   | 23,000.00<br>/ 44.7 %  | 5,500.00<br>/ 10.6 %  | 51,500.00<br>/ - 7.3 %  | 55,545.21  |

|                                      |                                 |                       |   |                      |                        |           |
|--------------------------------------|---------------------------------|-----------------------|---|----------------------|------------------------|-----------|
| <b>Cornelia Reinecke</b>             | Member of the Supervisory Board | 23,000.00<br>/ 83.6 % | - | 4,500.00<br>/ 16.4 % | 27,500.00<br>/ 1.9 %   | 27,000.00 |
|                                      |                                 |                       |   |                      |                        |           |
| <b>Prof Dr Klaus Peter Sedlbauer</b> | Member of the Supervisory Board | 23,000.00<br>/ 79.3 % | - | 6,000.00<br>/ 20.7 % | 29,000.00<br>/ 4.6 %   | 27,724.80 |
|                                      |                                 |                       |   |                      |                        |           |
| <b>Peter Zürn</b>                    | Member of the Supervisory Board | 23,000.00<br>/ 85.2 % | - | 4,000.00<br>/ 14.8 % | 27,000.00<br>/ - 6.9 % | 29,000.00 |
|                                      |                                 |                       |   |                      |                        |           |
| <b>Frank Heßler</b>                  | Member of the Supervisory Board | 23,000.00<br>/ 88.5 % | - | 3,000.00<br>/ 11.5 % | 26,000.00<br>/ - 3.7 % | 27,000.00 |
|                                      |                                 |                       |   |                      |                        |           |
| <b>Niels Markmann</b>                | Member of the Supervisory Board | 23,000.00<br>/ 86.8 % | - | 3,500.00<br>/ 13.2 % | 26,500.00<br>/ 34.2 %  | 19,750.00 |
|                                      |                                 |                       |   |                      |                        |           |
| <b>Barbara Meister</b>               | Member of the Supervisory Board | 23,000.00<br>/ 80.7 % | - | 5,500.00<br>/ 19.3 % | 28,500.00<br>/ -3.4 %  | 29,500.00 |
|                                      |                                 |                       |   |                      |                        |           |
| <b>Roland Schey</b>                  | Member of the Supervisory Board | 23,000.00<br>/ 80.7 % | - | 5,500.00<br>/ 19.3 % | 28,500.00<br>/ 5.6 %   | 27,000.00 |
|                                      |                                 |                       |   |                      |                        |           |
| <b>Martina Seth</b>                  | Member of the Supervisory Board | 23,000.00<br>/ 86.8 % | - | 3,500.00<br>/ 13.2 % | 26,500.00<br>/ - 1.9 % | 27,000.00 |
|                                      |                                 |                       |   |                      |                        |           |

1) The fixed remuneration was paid in 2021.

### III. Remuneration of the personally liable partner:

#### 1. Background

Sto SE & Co KGaA (referred to below as the '**Company**') is a 'Kommanditgesellschaft auf Aktien', which corresponds approximately to a partnership limited by shares. Due to the legal form of organisation, a 'Kommanditgesellschaft auf Aktien' does not have an Executive Board. The tasks normally performed by the Executive Board of a public limited company are instead performed by the personally liable partner because of statutory provisions contained within the German Stock Corporation Act (AktG). The sole personally liable partner of the Company is STO Management SE, which acts through its management body and is therefore responsible for managing the Company's business. For this, the personally liable partner does not receive any remuneration of the kind paid to an Executive Board under a contract for services within the meaning of Section 162 of the German Stock Corporation Act (AktG). Rather, it receives an expense allowance in accordance with Section 6 (3) and (4) of the Articles of association of Sto SE & Co. KGaA and a liability remuneration conforming to the Articles of association.

#### 2. Liability remuneration

In accordance with Section 6 (4) of the Company's Articles of association, the liability remuneration amounts to 4 % of the personally liable partner's share capital, equating to EUR 40 K per year.

#### 3. Expense allowance

In accordance with Section 6 (3) of the Company's Articles of association, the personally liable partner receives reimbursement of all the expenses it incurs in connection with managing the Company's business, which includes remuneration of the members of the executive body of the personally liable partner.

This complies with the statutory provisions contained in the German Stock Corporation Act (AktG). In the 2021 fiscal year, the expense allowance paid to STO Management SE totalled EUR 5,349 K (previous year: EUR 4,871 K). The expense allowance can be broken down into the following components: the remuneration paid to the members of the management body (Executive Board) of STO Management SE as the personally liable partner, the remuneration paid to

the supervisory body (Supervisory Board) of STO Management SE as the personally liable partner, and the miscellaneous expense allowance.

**a) Expense allowance for the management body:**

In the 2021 fiscal year, the current due payments for this totalled EUR 3,911 K (previous year: EUR 3,278 K). The long-term-incentive payments, which are also due in the short term, amounted to EUR 464 K (previous year: EUR 323 K). The current and non-current payments due amounted to a total of EUR 4,375 K (previous year: EUR 3,601 K). Expenses for future benefits after terminating the employment relationship (current service cost) amounted to EUR 314 K (previous year: EUR 327 K). Remunerations for the members of the STO Management SE management body thus total EUR 4,689 K (previous year: EUR 3,928 K).

**b) Expense allowance for the supervisory body:**

In the 2021 fiscal year, the expense allowance paid to STO Management SE to cover the remuneration of the STO Management SE Supervisory Board amounted to EUR 173 K (previous year: EUR 171 K).

**c) Miscellaneous expense allowance:**

In the 2021 fiscal year, the miscellaneous expense allowance paid to STO Management SE amounted to EUR 487 K (previous year: EUR 772 K).

**IV. Remuneration of the members of the Executive Board of Sto AG as the legal predecessor**

The Company's legal predecessor, Sto Aktiengesellschaft (entered in the commercial register of Freiburg i.Br. district court under no. HRB 620675), had an Executive Board until its transformation of legal form in accordance with Section 190 ff. of the German Transformation Act (Umwandlungsgesetz, UmwG) was completed and it became Sto SE & Co. KGaA on 26/03/2014; when the transformation took effect, the respective Executive Board office ceased to exist by operation of law.

The members of the Sto Aktiengesellschaft Executive Board were granted pension benefits in the form of a defined benefit plan.

The former members of the Executive Board of Sto Aktiengesellschaft with their remuneration granted and owed in the 2021 fiscal year are listed below. However, those who were only members for the last time before the expiry of ten years after the end of the fiscal year in which the respective member ceased to be a member of the Executive Board are not listed.

| <b>in EUR</b>      | <b>Total remuneration for 2021 / difference between 2021 and 2020<br/>in %</b> | <b>Total remuneration for 2020<br/>(previous year)</b> |
|--------------------|--|--|
| Jochen Stotmeister | 194,227.80<br>/ 1.6 %  | 191,116.20   |
| Gerd Stotmeister   | 149,122.80<br>/ 1.6 %  | 146,733.60   |

#### V. Annual change in remuneration, the Company's development of income, and the average employee remuneration over a 5-year period

The table below shows various percentages that express the annual change in remuneration, in the Company's development of income, and in the average remuneration paid to employees (calculated on a full-time equivalent basis) over the past five fiscal years. The group of employees included in the comparison consists of all active employees remunerated in accordance with the Sto tariff system but excludes the employees of Sto SE & Co. KGaA not covered by the collective bargaining agreement. The reason for excluding the employees not covered by the collective bargaining agreement is to prevent variable salary components of those employees from distorting the calculated average.

| <b>Annual change compared to previous year in %</b> | <b>2021</b>   |
|---|---|
| Executive Board remuneration                        | There is no Executive Board due to the legal form of organisation |
| Supervisory Board remuneration total                | -0.6 %  |
| Group earnings after taxes in accordance with IFRS  | + 17.3 %  |

|   |         |
|---|---------|
| Sto SE & Co. KGaA's net profit for the year in accordance with the German Commercial Code (HGB) | -34.6 % |
| Employee remuneration calculated on a full-time equivalent basis                                | + 1.1 % |

On behalf of the personally liable partner of  
 Sto SE & Co. KGaA

On behalf of the Supervisory Board

Rolf Wöhrle  
 Chief Financial Officer of the personally liable partner STO Management SE

Dr Max-Burkhard Zwosta  
 Chairperson of the Supervisory Board of Sto SE & Co. KGaA

## **Report of the independent auditor on the formal audit of the remuneration report pursuant to § 162 Abs. 3 AktG**

Note: This is a translation of the German original. Solely the original text in German language is authoritative.

To Sto SE & Co.KGaA, Stühlingen

### *Opinion*

We have formally audited the remuneration report of the , Sto SE & Co. KGaA, for the financial year from 1 January to 31 December 2021 to determine whether the disclosures pursuant to § [Article] 162 Abs. [paragraphs] 1 and 2 AktG [Aktiengesetz: German Stock Corporation Act] have been made in the remuneration report. In accordance with § 162 Abs. 3 AktG, we have not audited the content of the remuneration report.

In our opinion, the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the accompanying remuneration report. Our opinion does not cover the content of the remuneration report.

### *Basis for the opinion*

We conducted our formal audit of the remuneration report in accordance with § 162 Abs. 3 AktG and IDW [Institut der Wirtschaftsprüfer: Institute of Public Auditors in Germany] Auditing Standard: The formal audit of the remuneration report in accordance with § 162 Abs. 3 AktG (IDW AuS 870). Our responsibility under that provision and that standard is further described in the "Auditor's Responsibilities" section of our auditor's report. As an audit firm, we have complied with the requirements of the IDW Quality Assurance Standard: Requirements to quality control for audit firms [IDW Qualitätssicherungsstandard - IDW QS 1]. We have complied with the professional duties pursuant to the Professional Code for German Public Auditors and German Chartered Auditors [Berufssatzung für Wirtschaftsprüfer und vereidigte Buchprüfer - BS WP/vBP], including the requirements for independence.

### *Responsibility of the Management Board and the Supervisory Board*

The Legal representatives and the Supervisory board are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of § 162 AktG. They are also responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

### *Auditor's Responsibilities*

Our objective is to obtain reasonable assurance about whether the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the remuneration report and to express an opinion thereon in an auditor's report.

We planned and performed our audit to determine, through comparison of the disclosures made in the remuneration report with the disclosures required by § 162 Abs. 1 and 2 AktG,

the formal completeness of the remuneration report. In accordance with § 162 Abs 3 AktG, we have not audited the accuracy of the disclosures, the completeness of the content of the individual disclosures, or the appropriate presentation of the remuneration report.

Stuttgart, 21 April 2022

PricewaterhouseCoopers GmbH  
Wirtschaftsprüfungsgesellschaft

(sgd. Kai Mauden)  
Wirtschaftsprüfer  
(German Public Auditor)

(sgd. Marco Fortenbacher)  
Wirtschaftsprüfer  
(German Public Auditor)

#### **Supplementary documents to item 8:**

#### **Curricula vitae of the proposed candidates for the Supervisory Board**

#### **Regarding item 8.1:**

### **Curriculum vitae for the nomination proposal as a member of the Supervisory Board of Sto SE & Co. KGaA**

#### **Ms Maria H. Andersson**

Year of birth: 1966  
Place of birth: Halmstad, Sweden  
Nationality: Swedish  
Place of residence: Munich/Germany

#### **Professional career:**

|              |  |
|--------------|--|
| 2019 to date | Managing Director of GIWA Immobilien GmbH  |
| 2019 to date | Managing Director of GIWA Verwaltungs GmbH   |
| 2019 to date | Head of Family Office, GIWA Management GmbH & Co. KG                               |
| 2012 – 2019  | Managing Director of N4 Beteiligungsgesellschaft mbH, Munich/Germany               |
| 2002 – 2019  | Investment Manager/Head of Family Office, Neugebauer Family Office, Munich/Germany |
| 1995 – 2002  | Head of Controlling, Schulz von Siemens Vermögensbetreuung GmbH                    |
| 1994 – 1995  | Personal Secretary, Dürr com.soft GmbH, Munich/Germany                             |
| 1986 – 1994  | Personal Secretary/Controlling, Klenner Effektenberatung GmbH, Munich/Germany      |

**Education:**

1985 – 1986 International personal secretary course, University of Stockholm/Sweden  
1985 School leaving certificate for university entrance, Sannarpsskolan, Halmstad/Sweden

**Memberships on other statutory Supervisory Boards:**

STO Management SE, Stühlingen/Germany, Member of the Supervisory Board, Chairperson of the Finance Committee;

**Memberships in similar supervisory bodies of industrial companies:**

-

**Significant activities in addition to the Supervisory Board mandate:**

Member of the Board of Trustees of the Fraunhofer Institute for Building Physics IBP Partner, Mackewicz & Partner, Investment Advisers/Private Equity Consultants, Munich/Germany  
Member of the Advisory Board of Matador Partners Group AG, Sarnen/Switzerland

**Regarding item 8.2:**

## **Curriculum vitae for the nomination proposal as a member of the Supervisory Board of Sto SE & Co. KGaA**

**Ms Catharina van Delden**

Year of birth: 1984  
Place of birth: Munich/Germany  
Nationality: German  
Place of residence: Munich/Germany

**Professional career:**

Since 2022 Business Consultant  
2008 – 2021 Co-founder and Managing Director of innosabi GmbH, Munich/Germany  
2013 – 2021 Member of the Executive Committee and Treasurer, Bitkome.V., Berlin/Germany  
2019 Member of the Founding Commission of the Federal Agency for Disruptive Innovation; Federal Ministry of Education and Research, Berlin/Germany  
2005 – 2008 Student Trainee, Osram GmbH, Munich/Germany, and Osram India, Delhi/India  
2008 Intern, Anheuser-Busch InBev Germany

**Education:**

2009 – 2010 MBA, Innovation and Business Creation, Technical University of Munich/Germany, UC Berkeley, HHL Leipzig Graduate School of Management  
2005 – 2008 B. Sc., Business Administration and Life&Food Sciences, Technical University of Munich/Germany

**Memberships on other statutory Supervisory Boards:**

-

**Memberships in similar supervisory bodies of industrial companies:**

-

**Significant activities in addition to the Supervisory Board mandate:**

|              |  |
|--------------|--|
| 2021 to date | Member of the Advisory Board of Laya Technologies GmbH, Munich/Germany |
| 2021 to date | Member of the Advisory Board of cavago Pte. Ltd., Singapore            |
| 2021 to date | Member of the Advisory Board of innosabi GmbH, Munich/Germany          |
| 2017 to date | Member of the Advisory Board (South) of Deutsche Bank, Munich/Germany  |

**Regarding item 8.3:**

**Curriculum vitae for the nomination proposal as  
a member of the Supervisory Board  
of Sto SE & Co. KGaA**

**Dr Renate Neumann-Schäfer**

|                     |                                    |
|---------------------|------------------------------------|
| Year of birth:      | 1954                               |
| Place of birth:     | Hanover/Germany                    |
| Nationality:        | German                             |
| Place of residence: | Überlingen, Lake Constance/Germany |

**Professional career:**

|              |  |
|--------------|--|
| 2017 to date | Self-employed Business Consultant  |
| 2009 – 2017  | Managing Director/CFO of Putzmeister Holding GmbH, Aichtal/Germany and CEO, Putzmeister Concrete Pumps GmbH, Aichtal/Germany   |
| 2003 – 2009  | Managing Director of Alcan Packaging Singen GmbH, Singen/Germany and General Manager (CEO) of Aluminiumfolien Schweiz AG   |
| 2000 – 2003  | Commercial Manager at Alcan Packaging Singen GmbH, Singen/Germany  |
| 1998 – 2000  | Director of Finance & Information Technology at Lawson Mardon Singen GmbH and Lawson Mardon Kreuzlingen AG; Controller of the European Packaging Business Unit of the Aluminium Division of Alusuisse Lonza AG |
| 1993 – 1998  | Head of Finance, IT, and Logistics at Braun AG, Kronberg/Germany (European and North American sales companies)   |
| 1990 – 1993  | Manager, Site Reporting at Braun AG, Kronberg/Germany  |
| 1989 – 1990  | Manager, Finance IT Systems at Braun AG, Kronberg/Germany (Braun Group worldwide)  |
| 1987 – 1989  | Manager, Planning, Consolidation, Reporting at Braun AG, Kronberg/Germany (Braun Group worldwide)  |
| 1985 – 1986  | Financial Analyst at Braun AG, Kronberg/Germany, (Braun Group worldwide)   |

**Education:**

1985                                      Doctorate, Georg August University of Göttingen/Germany  
1980 – 1981                             MBA, Queens University Kingston, Ontario/Canada  
1975 – 1979                             Economics degree course, Göttingen/Germany

**Memberships on other statutory Supervisory Boards:**

STO Management SE, Stühlingen/Germany, Chairperson of the Audit Committee, Member of the Supervisory Board  
R-Stahl AG, Waldenburg/Germany, Chairperson of the Audit Committee, Member of the Supervisory Board  
Goldhofer AG, Memmingen/Germany, Deputy Chairperson of the Supervisory Board

**Memberships in similar supervisory bodies of industrial companies:**

-

**Significant activities in addition to the Supervisory Board mandate:**

Samariterstiftung / Nürtingen/Germany, Member of the Foundation Council, Chairperson of the Finance Committee  
Stiftung Zeit für Menschen, Nürtingen/Germany, Member of the Foundation Council  
Member of the Administrative Council of Samariter GmbH, Nürtingen/Germany

**Regarding item 8.4:**

## **Curriculum vitae for the nomination proposal as a member of the Supervisory Board of Sto SE & Co. KGaA**

**Prof. Dr Klaus Peter Sedlbauer**

Year of birth:                      1965  
Place of birth:                    Tegernsee/Germany  
Nationality:                       German  
Place of residence:               Rottach-Egern/Germany

**Professional career:**

Since 2014                             W3 Professor for Building Physics at the Department of Civil, Geo and Environmental Engineering, Technical University of Munich/Germany  
2007 – 2014                            Co-opted member of the Faculty of Architecture and Urban Planning, University of Stuttgart/Germany  
2006                                      Appointed to the Swiss Federal Institute of Technology, Zurich/Switzerland  
  Appointed to the Swiss Federal Laboratories for Materials Science and Technology, Dübendorf/Switzerland; appointment declined  
2003 – 2014                            W3 Professor for Building Physics at the Faculty of Civil and Environmental Engineering, University of Stuttgart/Germany  
2003 – 2022                            Head of the Fraunhofer Institute for Building Physics, Stuttgart/Germany  
2003                                      Professor of Building Physics and Building Technology at the University of Applied Sciences Rosenheim/Germany (50 %)  
2001 – 2003                            Deputy Head of the Fraunhofer Institute for Building Physics, Holzkirchen/Germany

1992 – 2001 Research Scientist at the Fraunhofer Institute for Building Physics, Stuttgart/Germany and Holzkirchen/Germany

**Education:**

2001 Doctorate, University of Stuttgart/Germany  
1992 Final degree examination in Physics, Ludwig Maximilian University of Munich/Germany  
1986 – 1992 Physics degree course, Ludwig Maximilian University of Munich/Germany

**Memberships on other statutory Supervisory Boards:**

-

**Memberships in similar supervisory bodies of industrial companies:**

-

**Significant activities in addition to the Supervisory Board mandate:**

Participation in specialised committees  
Member of the Advisory Board of agn Niederberghaus + Partner GmbH, Ibbenbüren/Germany  
Chairholder at the Institute of Building Physics of the Technical University Munich/Germany

**Regarding item 8.5:**

**Curriculum vitae for the nomination proposal as  
a member of the Supervisory Board  
of Sto SE & Co. KGaA**

**Ms Kirsten Stotmeister**

Year of birth: 1984  
Place of birth: Hanover, New Hampshire/USA  
Nationality: German/American  
Place of residence: Waldshut-Tiengen/Germany

**Professional career:**

2021 to date Family Office, Head of Finance/Treasury at OTS Vermögensverwaltungs GmbH, Stühlingen/Germany  
2017 – 2020 Family Office, Head of Finance/Treasury at Stotmeister Beteiligungs GmbH, Stühlingen/Germany

**Education:**

2018 to date Doctoral studies, Zeppelin University, Friedrichshafen/Germany  
2013 – 2015 M.A. Corporate Management and Economics, Friedrichshafen/Germany  
2010 – 2013 B. Sc. ZFH Business Administration  
2008 – 2010 Economics degree course, University of Zurich/Switzerland  
2004 – 2007 Degree in Fashion Design (Diplom-Stilistin und -Modelistin), International University of Art for Fashion ESMOD  
2003 School leaving certificate for university entrance, Kolleg St. Blasien grammar school/Germany

**Memberships on other statutory Supervisory Boards:**

-

**Memberships in similar supervisory bodies of industrial companies:**

-

**Significant activities in addition to the Supervisory Board mandate:**

-

**Regarding item 8.6:**

**Curriculum vitae for the nomination proposal as  
a member of the Supervisory Board  
of Sto SE & Co. KGaA**

**Mr Peter Zürn**

Year of birth: 1959  
Place of birth: Bad Mergentheim/Germany  
Nationality: German  
Place of residence: Bretzfeld-Weißensburg/Germany

**Professional career:**

|             |  |
|-------------|--|
| Since 2022  | Business Consultant, Merchant (Kaufmann)   |
| 2020 – 2021 | Left the Central Managing Board and his advisory role at the Würth Group           |
| 2009 – 2020 | Member of the Central Managing Board of Adolf Würth GmbH & Co. KG                  |
| 2003 – 2009 | Spokesperson of the Management Board, Adolf Würth GmbH & Co. KG                    |
| 1997        | Member of the Board of Management of the Würth Group and Head of the Auto Division |
| 1990 – 2003 | Managing Director at Adolf Würth GmbH & Co. KG and Head of the Auto Division       |
| 1986 – 1990 | Managing Director, Würth Australia   |
| 1982 – 1983 | Würth Spain  |
| 1981        | Export department of Adolf Würth GmbH & Co. KG                                     |

**Education:**

1979 – 1981 Training as an Industrial Management Assistant (Industriekaufmann), Adolf Würth GmbH & Co. KG

**Memberships on other statutory Supervisory Boards:**

Member of the Supervisory Board of STO Management SE, Stühlingen/Germany  
Member of the Administrative Board of PERI SE, Weißenhorn/Germany

**Memberships in similar supervisory bodies of industrial companies:**

Member of the Administrative Board of Autocom Diagnostic Partner AB, Trollhättan/Sweden  
Member of the Administrative Board of Northern Safety Company Inc., Frankfurt, NY/USA  
Member of the Administrative Board of Wuerth Tangerang City/Indonesia  
Member of the Administrative Board of Saudi Arabia LLC, Riyadh/Saudi Arabia

**Significant activities in addition to the Supervisory Board mandate:**

Member of the Advisory Board of the Peri Group

Regarding item 8.7:

**Curriculum vitae for the nomination proposal as  
an alternate member of the Supervisory Board  
of Sto SE & Co. KGaA**

**Mr Christof Brößke**

Year of birth: 1957  
Place of birth: Wuppertal/Germany  
Nationality: German  
Place of residence: Singen/Germany

**Professional career:**

Since 1992 Lawyer and partner in the law firm Schrade & Partner  
Rechtsanwälte PartmbB, Villingen-Schwenningen/Germany  
1986 – 1992 Akademischer Rat (assistant professor) at the University of Bay-  
reuth/Germany  
1985 – 1986 Member of the Department for Research Contracts at the Fraun-  
hofer-Gesellschaft, Munich/Germany

**Education:**

1985 Second state law examination, Munich/Germany  
1982 – 1985 Practical legal training, Bavaria (Munich/Landshut, Germany)  
1981 First state law examination, Munich/Germany  
1976 – 1981 Law degree course at the University of Munich/Germany

**Memberships on other statutory Supervisory Boards:**

-

**Memberships in similar supervisory bodies of industrial companies:**

-

**Significant activities in addition to the Supervisory Board mandate:**

-

### **III. Holding the General Meeting as a virtual General Meeting, general information on participating in the virtual General Meeting.**

In light of the continuing COVID-19 pandemic, the personally liable partner STO Management SE has decided, with the approval of the Supervisory Board, that the General Meeting will be held as a virtual General Meeting without the physical presence of the shareholders or their authorised representatives in accordance with Section 1 (1), (2) of the COVID-19 Act (COVID-19-Gesetz). At the time when the personally liable partner STO Management SE and the Supervisory Board made the decision regarding the holding of the General Meeting in April 2022, it was not yet possible to foresee an end to the pandemic development of the infection. It was therefore to be feared that the spread of the COVID-19 virus might still be ongoing at the time of the General Meeting. In order to counteract the further spread of the pandemic, it is still crucial to avoid any non-essential physical contact as far as possible. Therefore, the personally liable partner STO Management SE and the Supervisory Board believe that, in order to protect our shareholders, employees, and the general public and to best serve their interests, this year's General Meeting should be held in a form that requires as few people as possible to be physically present in the same place. In the opinion of the personally liable partner STO Management SE and the Supervisory Board, this can only be ensured by making use of the possibility of holding a virtual General Meeting as provided for by the COVID-19 Act. This means that, unfortunately, it is not possible for shareholders or their authorised representatives to be physically present at the General Meeting.

Shareholders who are properly registered for the General Meeting or their authorised representatives will be able to watch the entire General Meeting live via video and audio – as described in the following conditions of participation – via the shareholder portal made available on the Company's website at <https://www.sto.de/s/investor-relationships/hauptversammlung>, exercise their shareholder rights and – where applicable – cast their votes. Please note that this does not constitute participation in the General Meeting as defined by the German Stock Corporation Act (AktG).

The voting rights of properly registered ordinary shareholders will be exercised exclusively – even in cases where third parties have been authorised – by way of electronic absentee ballot or by authorising and instructing the voting proxies nominated by the Company. Each ordinary share carries the right to one vote at the ordinary General Meeting. The preference shares do not confer any voting rights.

Properly registered shareholders or their authorised representatives will be able to submit questions by way of electronic communication via the shareholder portal. Furthermore, shareholders who have cast their vote will be able to declare their objection to resolutions of the General Meeting.

### **Requirements for participation in the virtual General Meeting**

In accordance with Section 13 (1) of the Articles of Association, holders of ordinary shares (registered shares) who are entered in the Company's share register and who have or will have registered in text form (Section 126b of the German Civil Code (BGB)) at the following address by no later than the end of Sunday, 19 June 2022 (24:00 CEST) are entitled to attend the virtual General Meeting and exercise their voting rights:

**Sto SE & Co. KGaA**  
**Hauptversammlungsservice**  
**Ehrenbachstraße 1**  
**79780 Stühlingen**  
**E-mail: [hauptversammlung@sto.com](mailto:hauptversammlung@sto.com)**

In accordance with Section 13 (2) of the Articles of Association, those holders of preference shares (bearer shares) who have registered for the General Meeting and provided proof of their entitlement are entitled to participate in the virtual General Meeting. For this purpose, the custodian bank must provide proof of shareholding in text form (Section 126b German Civil Code (BGB)) in English or German. Alternatively, proof of the last intermediary ('Letztintermediär') in accordance with Section 67c of the German Stock Corporation Act (AktG) is sufficient. The proof is to reflect the circumstances given as per the commencement of the 21st day before the General Meeting, i.e. Wednesday, 1 June 2022 (00:00 CEST), (so-called record date).

The registration and the proof of shareholding of the holders of preference shares (bearer shares) must be received by the Company by Wednesday, 15 June 2022 (24:00 CEST) at the latest at the following address:

**Sto SE & Co. KGaA**  
**c/o Deutsche Bank AG**  
**Securities Production**  
**General Meetings**  
**P.O. box 20 01 07**  
**D-60605 Frankfurt am Main**  
**E-mail: [wp.hv@db-is.com](mailto:wp.hv@db-is.com)**

In order to ensure timely receipt of the access card, we kindly ask the shareholders to make sure that the registration and – in the case of holders of preference shares (bearer shares) – the proof of their shareholding are sent in due time and to contact their custodian bank as early as possible.

All shareholders or their authorised representatives (see the following section 'Procedure for voting through an authorised representative') entitled to participate in the virtual General Meeting and to exercise their voting rights – if any – will be sent access cards for the General Meeting by the registration office. Access cards for the General Meeting are sent by post. A password is printed on each access card. The password is required for the use of the shareholder portal provided by the Company.

### **Record date in accordance with Section 123 (3) of the German Stock Corporation Act (AktG) and its significance**

Only those holders of preference shares (bearer shares) shall be deemed to be shareholders of the Company in their relationship with same, in terms of their attendance of the General Meeting, who have submitted proof of shareholding. In the case of holders of preference shares (bearer shares), the entitlement to participate in the General Meeting shall be determined exclusively on the basis of share ownership of the holders of preference shares (bearer shares) as at the record date. The record date does not result in a period of prohibition on disposal for the shareholding. Even in the event of a complete or partial disposal of the shareholding after the record date, only the shareholding of the shareholder on the record date shall be decisive for participation, i.e. any changes in the shareholding or transfers of shares after the record date shall have no effect on the entitlement to participate in the General Meeting. The same applies to the purchase of shares after the record date. Persons who do not hold any preference shares (bearer shares) as at the record date and only become holders of preference shares (bearer shares) thereafter shall not be entitled to participate unless they are authorised or empowered to exercise the rights by shareholders who are entitled to participate.

The record date has no bearing on the dividend entitlement of holders of preference shares (bearer shares).

## **Procedure for participation in the virtual General Meeting and voting by electronic absentee ballot during the General Meeting as well as right of objection**

Shareholders have the possibility to follow the General Meeting on the Internet within the framework described below and to cast their votes – insofar as a voting right exists – by way of voting by electronic absentee ballot. In this case, too, timely registration for the General Meeting and – in the case of holders of preference shares (bearer shares) – proof of shareholding in accordance with the aforementioned provisions are required. On 22 June 2022, shareholders can sign in on the Company's website at <https://www.sto.de/s/investor-relations/hauptversammlung> by entering the required access data via the shareholder portal and follow the General Meeting from its start. Required access data are the access card number and a password. Both details can be found on the access card in the coloured box. During the General Meeting, the shareholder portal enables our shareholders to follow the General Meeting in its entirety and to cast their votes, insofar as they have a voting right. Shareholders also have the opportunity during the General Meeting and up until the start of voting to transfer their votes, if any, to the Company's voting proxy. In accordance with Section 1 (2), No. 4 of the COVID-19 Act, shareholders who have cast their votes – if any – by way of voting by electronic absentee ballot as described above or by way of issuing authorisation and instructions have the opportunity to declare objections to resolutions of the General Meeting electronically via the shareholder portal to the certifying notary present at the venue during the General Meeting.

### **Voting through an authorised representative**

Shareholders who do not attend the virtual General Meeting themselves may also be represented at the General Meeting by an authorised representative, e.g. by an intermediary, a shareholders' association or by another person, and have their voting rights, if any, exercised by the authorised representative. In this case, too, timely registration for the General Meeting and – in the case of holders of preference shares (bearer shares) – proof of shareholding in accordance with the aforementioned provisions are required.

In accordance with Section 14 (4) of the Articles of Association in conjunction with Section 134 (3) of the German Stock Corporation Act (AktG), the granting of the power of attorney, its revocation and the proof regarding the authorisation vis-à-vis the Company must be in text form. Shareholders may use the power of attorney section on the access card form they receive after registration to grant power of attorney; however, it is also possible for shareholders to grant a separate power of attorney in text form.

The proof regarding the authorisation may be submitted, amended or revoked by e-mail or post by no later than 24:00 (CEST) on Monday, 20 June 2022, to the following address or e-mail address:

**Sto SE & Co. KGaA**  
**Hauptversammlungsservice**  
**Ehrenbachstraße 1**  
**79780 Stühlingen**  
**E-mail: [hauptversammlung@sto.com](mailto:hauptversammlung@sto.com)**

Alternatively, the proof regarding authorisation can be submitted, amended or revoked via the shareholder portal on the Company's website at **<https://www.sto.de/s/investor-relations/hauptversammlung>** in accordance with the procedures provided for this purpose from 1 June 2022 until immediately before the beginning of the voting at the virtual General Meeting.

In the case of authorisation of an intermediary, an association of shareholders, a consultant on share voting rights, or persons, associations, institutes or companies equivalent to these in accordance with Section 135 (8) of the German Stock Corporation Act (AktG), the granting of power of attorney must be recorded by the authorised representative in a verifiable manner; the granting of power of attorney must be complete and may only contain the declarations associated with the exercise of voting rights. Shareholders who wish to authorise an intermediary, a shareholders' association, a consultant on share voting rights, or other persons, associations, institutes or companies equivalent to these are requested to agree on the form of the power of attorney in this case with the person to be authorised. The special procedure in accordance with Section 135 (1) Sentence 5 of the German Stock Corporation Act (AktG) is to be noted.

We offer our ordinary shareholders the option of having their voting right exercised by a voting proxy named by the Company and bound by instructions. In this case, too, timely registration for the General Meeting of shareholders entered in the share register is required in accordance with the aforementioned provisions. Powers of attorney to and instructions for the voting proxies named by the Company must also be submitted to the Company in text form. Without express instructions, the voting proxies named by the Company will not exercise the voting right.

If the voting proxies named by the Company are to be granted power of attorney prior to the General Meeting, the powers of attorney as well as the instructions must be received by the Company at the latest by Monday, 20 June 2022 (24:00 CEST) at the following address:

**Sto SE & Co. KGaA**  
**Hauptversammlungsservice**  
**Ehrenbachstraße 1**  
**79780 Stühlingen**  
**E-mail: [hauptversammlung@sto.com](mailto:hauptversammlung@sto.com)**

After the registration in due form and time as described above, a form for the granting of power of attorney and issuing of instructions will be sent to the ordinary shareholders together with the access card. Where the shareholder authorises more than one person, the Company may refuse to accept one or several of these proxies in accordance with Section 134 (3) Sentence 2 of the German Stock Corporation Act (AktG).

Alternatively, power of attorney and instructions can also be issued electronically to the voting proxies named by the Company using the shareholder portal, which the company will make available on the Company's website **<https://www.sto.de/s/investor-relations/hauptversammlung>** from 1 June 2022 until the end of the General Meeting. This shareholder portal can be used to issue, amend or revoke power of attorney and instructions to the Company's voting proxies up to the commencement of voting.

### **Confirmation of the vote count in accordance with Section 129 (5) German Stock Corporation Act (AktG)**

The shareholders will be provided with a confirmation of the vote count in accordance with Section 129 (5) German Stock Corporation Act (AktG) in the shareholder portal, which the voter can download within one month after the day of the General Meeting, i.e. by the end of 22 July 2022, 24:00 CEST.

### **Video and audio transmission of the General Meeting on the Internet**

Registered shareholders as well as their authorised representatives can follow the entire General Meeting on Wednesday, 22 June 2022 from 11:00 a.m. (CEST) live with sound and video in the shareholder portal which can be accessed via the Company's website at **<https://www.sto.de/s/investor-relations/hauptversammlung>**. In this case, too, timely registration for the General Meeting and – in the case of holders of preference shares (bearer shares) – proof of shareholding in accordance with the aforementioned provisions are required.

## **Rights of the shareholders**

### **Motions to add to the agenda in accordance with Section 122 (2) of the German Stock Corporation Act (AktG)**

Shareholders whose shares of stock, in the aggregate, are at least equivalent to one twentieth of the share capital, or to a share of EUR 500,000.00 (so-called quorum), may demand that items of business be set out in the agenda and be published by notice in accordance with Section 122 (2) of the German Stock Corporation Act (AktG). Each item of business to be newly added to the agenda must include the reasons therefor or a proposal for a resolution. The demand is to be sent in writing to the personally liable partner as the Company's representative body at the following address:

**Sto SE & Co. KGaA**  
**the personally liable partner**  
**STO Management SE**  
**Executive Board**  
**Ehrenbachstraße 1**  
**79780 Stühlingen**

This demand must be received by the Company at the latest 30 days prior to the General Meeting (the date of the General Meeting and the date of the receipt shall not be included in calculating the period), i.e. at the latest by Sunday, 22 May 2022 (24:00 CEST).

The applicants must prove that they have been the holder of the shares for at least 90 days prior to receipt of the demand (cf. Section 142 (2) Sentence 2 of the German Stock Corporation Act (AktG) in conjunction with Section 122 (1) Sentence 3, (2) Sentence 1 of the Stock Corporation Act (AktG)). A claim to transfer of title against a credit institution, a financial services provider, or an enterprise pursuing activities in accordance with Section 53 (1) Sentence 1, or Section 53b (1) Sentence 1, or (7) of the Banking Act (KWG) shall be equivalent to ownership of the share of stock. The period of ownership of a predecessor in title shall be attributed to the shareholder if he has purchased the share of stock in any of the following manners: without monetary consideration, from his or her trustee, as a universal successor, in the course of a distribution of assets among a community, or as part of a portfolio transfer pursuant to Section 13 of the Insurance Supervisory Act (VAG) or Section 14 of the Act on Savings and Loan Associations (BauSparkG) (cf. Section 70 of the German Stock Corporation Act (AktG)). The time of receipt by the Company of the demand for amendment is decisive for compliance with the deadline.

### **Counter-motions and nominations by shareholders in accordance with Sections 126 (1) and 127 of the German Stock Corporation Act (AktG)**

Shareholders are entitled to submit motions on individual items on the agenda (cf. Section 126 (1) of the German Stock Corporation Act (AktG)); this also applies to nominations for the election of members of the Supervisory Board or auditors (cf. Section 127 of the German Stock Corporation Act (AktG)).

The counter-motions and nominations of the shareholders are to be sent exclusively to the following address:

**Sto SE & Co. KGaA**  
**Hauptversammlungsservice**  
**Ehrenbachstraße 1**  
**79780 Stühlingen**  
**E-mail: [hauptversammlung@sto.com](mailto:hauptversammlung@sto.com)**

Counter-motions and nominations that are sent to any other address will not be considered.

Pursuant to Section 126 (1) of the German Stock Corporation Act (AktG), Sto SE & Co. KGaA will make counter-motions, including the name of the shareholder, the reasons for which the motions are being made, and a statement, if any has been made, by the management regarding its position accessible to the beneficiaries (among others, these are the shareholders who demand this) set out in Section 125 (1) to (3) of the German Stock Corporation Act (AktG) subject to the requirements listed therein on the Company's website at **<https://www.sto.de/s/investor-relations/hauptversammlung>** provided that the shareholder has sent, at the latest 14 days prior to the date of the Company's General Meeting, a counter-motion opposing a proposal or guidance by the personally liable partner and/or Supervisory Board regarding a certain item of business set out in the agenda, specifying the reasons therefor, to the above-mentioned address (the date of the General Meeting and the date of the receipt shall not be included in calculating the period). The counter-motions must be received by the Company by Tuesday, 7 June 2022 (24:00 CEST) at the latest.

The Company is entitled to refrain from publishing a counter-motion and the reasons for which the motion is being made under the conditions set out in Section 126 (2) of the German Stock Corporation Act (AktG). The reasons for the counter-motion need not be made accessible if they amount to more than 5,000 characters in total.

Counter-motions and nominations that are to be made accessible in accordance with Sections 126 (1) and 127 of the German Stock Corporation Act (AktG) are deemed to have been made in the Meeting in accordance with Section 1 (2) Sentence 2 of the COVID-19 Act if the person making the counter-motion or the nomination is properly legitimised and registered for the General Meeting.

In accordance with Section 127 of the German Stock Corporation Act (AktG), no reasons need to be specified for nominations by shareholders. Nominations are only made accessible if they include the name, the profession exercised and the place of residence of the person nominated for election. Beyond Section 127 Sentence 1 of the German Stock Corporation Act (AktG) in conjunction with Section 126 (2) of the German Stock Corporation Act (AktG), there are further reasons why nominations do not have to be made accessible on the website (cf. Section 127 (3) of the German Stock Corporation Act (AktG)). Moreover, the requirements and regulations for making counter-motions accessible shall apply mutatis mutandis.

Nominations by shareholders that are to be made accessible (including the name of the shareholder – and in the case of motions – the reasons therefor) will also be made accessible without undue delay after their receipt at the internet address on the Company's website at <https://www.sto.de/s/investor-relations/hauptversammlung>. A statement, if any has been made, by the management regarding its position will also be made available at the aforementioned internet address.

### **The shareholders' right to ask questions pursuant to Article 2 Section 1 (2) Sentence 2 of the COVID-19 Act**

In deviation from Section 131 of the German Stock Corporation Act (AktG), shareholders do not have the right to request information at the virtual General Meeting on 22 June 2022. Instead, duly registered shareholders or their authorised representatives have the right to submit questions in advance of the General Meeting. In accordance with Article 2 Section 1 (2) Sentence 2 of the COVID-19 Act, the Executive Board shall decide in what form it answers the questions at its duty-bound, free discretion. In this respect, the Executive Board reserves the right to answer submitted questions individually or to answer several questions together.

Questions by the shareholders must be submitted via the shareholder portal by Monday, 20 June 2022, 24:00 CEST at the latest. The shareholder portal can be accessed via the Company's website at <https://www.sto.de/s/investor-relations/hauptversammlung>. Questions submitted by other means or after the end of Monday, 20 June 2022, 24:00 CEST, will not be considered. No questions can be asked during the virtual General Meeting.

### **Objection to a resolution adopted by the General Meeting pursuant to Article 2 Section 1 (2) Sentence 1 No. 4 of the COVID-19 Act**

From the beginning of the virtual General Meeting on 22 June 2022 until the end of the virtual General Meeting, registered shareholders as well as their authorised representatives who have exercised the voting right by way of voting by electronic absentee ballot or by granting power of attorney and issuing instructions to the voting proxies of the Company have the possibility

to declare their objection to a resolution for the minutes of the notary pursuant to Section 245 No. 1 of the German Stock Corporation Act (AktG) in conjunction with Article 2 Section 1 (2) Sentence 1 No. 4 of the Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic ('Covid-19-AuswBekG') via the shareholder portal. The shareholder portal can be accessed via the Company's website at **<https://www.sto.de/s/investor-relations/hauptversammlung>**.

## **Information on the Company's website**

The information on the General Meeting pursuant to Section 124a of the German Stock Corporation Act (AktG), including the convening notice for this virtual General Meeting, the 2021 Annual Report and other documents and motions to be made accessible to the shareholders, are accessible on the Company's website at <https://www.sto.de/s/investor-relations/hauptversammlung>. In addition, these documents are available for inspection by the shareholders on the premises at the registered office of Sto SE & Co. KGaA, Ehrenbachstraße 1, D-79780 Stühlingen.

## **Information on data protection**

The Company processes personal data on the basis of the applicable data protection laws in order to enable shareholders to participate in the General Meeting and to exercise their rights in the context of the virtual General Meeting. For the virtual General Meeting, additional personal data is processed in order to make the virtualisation technically possible. This concerns, for example, your IP address, the web browser you use and the date, and time of the access. The processing of your data is necessary for the participation in the General Meeting. Sto SE & Co. KGaA, Ehrenbachstraße 1, D-79780 Stühlingen, is therefore the responsible body for the processing. The legal basis for the processing is Article 6 (1) lit. (c) of the General Data Protection Regulation (DSGVO), Sections 123 and 129 of the German Stock Corporation Act (AktG).

For the purpose of organising the virtual General Meeting, the Company engages various service providers. These shall only receive personal data from the Company which is necessary for the performance of the commissioned services and shall process this data exclusively in accordance with the instructions of the Company. Apart from that, personal data will be made available to shareholders and shareholder representatives in connection with the General Meeting within the framework of the statutory provisions.

You have a right of access, rectification, restriction, objection and deletion with regard to the processing of your personal data at any time, subject to the legal requirements, as well as a right to data transfer in accordance with Chapter III of the General Data Protection Regulation (DSGVO). You can exercise these rights free of charge vis-à-vis the Company via the following contact details:

**Sto SE & Co. KGaA**  
**Hauptversammlungsservice**  
**Ehrenbachstraße 1**  
**79780 Stühlingen**  
**E-mail: [hauptversammlung@sto.com](mailto:hauptversammlung@sto.com)**

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 (DSGVO). You can contact our data protection officer at: Sto SE & Co. KGaA, Datenschutzbeauftragter (Data Protection Officer), Ehrenbachstraße°1, D-79780 Stühlingen.

### **Total number of shares and voting rights at the time of the convening of this General Meeting**

At the time of convening this General Meeting, the share capital of Sto SE & Co. KGaA amounts to EUR 17,556,480.00 and is divided into 6,858,000 no-par shares, i.e. into 4,320,000 registered ordinary shares and 2,538,000 bearer preference shares. Only the ordinary shares are entitled to vote on the agenda items listed above; the preference shares do not grant voting rights (cf. Section 4 of the Articles of Association). At the time of convening the General Meeting, the total number of voting rights is hence 4,320,000; 432,000 of the registered shares are held by Sto SE & Co. KGaA from which the Company is not entitled to any rights.

Stühlingen/Germany, May 2022

Sto SE & Co. KGaA  
the personally liable partner  
STO Management SE  
Executive Board