

Sto SE & Co. KGaA

Stühlingen/Germany

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

Invitation to the ordinary Annual General Meeting

We hereby invite our shareholders to attend the ordinary Annual General Meeting of Sto SE & Co. KGaA

**at 10:30 a.m. on Wednesday, 21 June 2023
at the Donauhallen event centre,
An der Donauhalle 2, 78166 Donaueschingen, Germany.**

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 2022, 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 2022 financial 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 2022

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 2022 in its current form, which shows a net income in the amount of EUR 62,258,944.10.

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. The Company has exercised its right to be exempted from the obligation to supplement the Management report with a non-financial statement in accordance with Sections 289b (3) and 315b (3) of the German Commercial Code (HGB); the non-financial report (Sustainability Report) can be accessed via the Company's website at

<https://www.sto.de/s/investor-relations/nachhaltigkeit-und-csr>

Reference has been made to this report.

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 62,258,944.10 as reported in the annual financial statement as at 31 December 2022 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
and a bonus in the amount of EUR 4.69
per ordinary share entitled to dividends,
i.e. to the 3,888,000 ordinary shares entitled to dividends
with an aggregate nominal amount of EUR 9,953,280.00
a total dividend payout in the amount of EUR 19,206,720.00

3)	Appropriation to other revenue reserves	EUR 30,000,000.00
4)	Amount to be carried forward to new account	EUR 362,224.10

	Net income:	EUR 62,258,944.10

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 26 June 2023.

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 2022 financial 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 2022 financial 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 2022 financial 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 2022 financial year for the 2022 financial year.

Item 5: Selection of the auditor and Group auditor for the 2023 financial 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 2023 financial 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 2022 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). The Annual General Meeting is required to adopt a resolution approving the Remuneration report for the 2022 financial 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 report 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 2022 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 report – has been included below under 'II. Supplementary documents to agenda item 6' 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/verguetungsbericht>

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

- II. **Supplementary documents to agenda item 6 (Remuneration report for the 2022 financial year in accordance with Section 162 of the German Stock Corporation Act (AktG), including the auditor's report)**

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

**Remuneration report in accordance with
Section 162 of the German Stock
Corporation Act (AktG)
for the financial year running from
1 January to 31 December 2022**

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 'Gesetz zur Umsetzung der zweiten Aktionärsrechterichtlinie (ARUG II)' (Act Implementing the Second Shareholders' Rights Directive). 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 Annual General Meeting on 22 June 2022 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 in the amount of EUR 35,000.00 for each full year of membership that they complete which is payable after the end of the financial year. Alongside the remuneration, 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) Chairmanship of the Supervisory Board EUR 70,000.00;
- b) Deputy Chairmanship of the Supervisory Board EUR 25,000.00;
- c) Chairmanship of the Audit Committee EUR 25,000.00;
- d) Chairmanship of the Finance Committee EUR 25,000.00;
- e) Chairmanship of the Nomination Committee EUR 10,000.00;

- f) Membership of the Audit and/or Finance Committee without chairmanship of either of these committees EUR 10,000.00 per committee;
- g) Membership of the Nomination Committee without chairmanship of this committee EUR 5,000.00.

If the Supervisory Board member has chairmanship 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 respective 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 fixed remuneration.

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 the personally liable partner STO Management SE 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 2022 financial year are as follows:

Name of the Supervisory Board member in the 2022 financial year	Function until 22 June 2022	Function from 22 June 2022	Remuneration in accordance with the remuneration regulation until June 2022 (and thus pro rata 6 / 12 on annual amount)			Remuneration in accordance with the remuneration regulation from July 2022 (and thus pro rata 6 / 12 on annual amount)		Total remuneration in EUR for 2022 / difference compared to 2021 in %	Total remuneration in EUR for 2021 (previous year)
			¹ Fixed basic remuneration in EUR / share of total remuneration in %	Fixed remuneration for chairmanship of a committee in EUR / share of total remuneration in %	Expense allowance (daily allowance) in EUR / share of total remuneration in %	Fixed basic remuneration in EUR / share of total remuneration in %	Remuneration for function in EUR / share of total remuneration in %		
Maria H. Andersson	Member of SB Member of FC Chairperson of FC Member of AC	Member of SB Member of FC Chairperson of FC	11,500.00 / 20.7	11,500.00 / 20.7	2,500.00 / 4.5	17,500.00 / 31.6	12,500.00 / 22.5	55,500.00 / + 7.8	51,500.00
Thade Bredtmann	None	Member of SB Member of AC	--	--	--	17,500.00 / 77.8	5,000.00 / 22.2	22,500.00 / --	--
Klaus Dallwitz	None	Member of SB	--	--	--	17,500.00 / 100.0	--	17,500.00 / --	--
Catharina van Delden	None	Member of SB	--	--	--	17,500.00 / 100.0	--	17,500.00 / --	--
Wolfgang Dell	Member of SB Deputy Chairperson of SB Member of AC	None	28,750.00 / 92.0	--	2,500.00 / 8.0	--	--	31,250.00 / - 50.4	63,000.00
Petra Hartwig	None	Member of SB	--	--	--	17,500.00 / 100.0	--	17,500.00 / --	--
Frank Heßler	Member of SB	Member of SB	11,500.00 / 37.1	--	2,000.00 / 6.5	17,500.00 / 56.4	--	31,000.00 / + 19.2	26,000.00
Niels Markmann	Member of SB	Member of SB Deputy Chairperson of SB Member of FC	11,500.00 / 23.7	--	2,000.00 / 4.1	17,500.00 / 36.1	17,500.00 / 36.1	48,500.00 / + 83.0	26,500.00
Barbara Meister	Member of SB Member of AC Member of FC	Member of SB Member of AC Member of FC	11,500.00 / 27.7	--	2,500.00 / 6.0	17,500.00 / 42.2	10,000.00 / 24.1	41,500.00 / + 45.6	28,500.00
Dr Renate Neumann-Schäfer	Member of SB Member of AC Chairperson of AC Member of FC	Member of SB Member of AC Chairperson of AC	11,500.00 / 20.7	11,500.00 / 20.7	2,500.00 / 4.5	17,500.00 / 31.6	12,500.00 / 22.5	55,500.00 / + 7.8	51,500.00
Cornelia Reinecke	Member of SB Member of NC	None	11,500.00 / 85.2	--	2,000.00 / 14.8	--	--	13,500.00 / - 50.9	27,500.00
Roland Schey	Member of SB Member of FC	None	11,500.00 / 82.1	--	2,500.00 / 17.9	--	--	14,000.00 / - 50.9	28,500.00
Prof Dr Klaus Peter Sedlbauer	Member of SB Member of NC	Member of SB Member of NC	11,500.00 / 33.8	--	2,500.00 / 7.4	17,500.00 / 51.5	2,500.00 / 7.3	34,000.00 / + 17.2	29,000.00
Martina Seth	Member of SB	None	11,500.00 / 85.2	--	2,000.00 / 14.8	--	--	13,500.00 / - 49.1	26,500.00
Kirsten Stotmeister	None	Member of SB Member of AC Member of FC Member of NC	--	--	--	17,500.00 / 58.3	12,500.00 / 41.7	30,000.00 / --	--
Peter Zürn	Member of SB	Member of SB Chairperson of SB Member of NC Chairperson of NC	11,500.00 / 16.2	--	2,000.00 / 2.8	17,500.00 / 24.7	40,000.00 / 56.3	71,000.00 / + 163.0	27,000.00
Dr Max-Burkhard Zwosta	Member of SB Chairperson of SB Member of NC Chairperson of NC	None	46,000.00 / 76.0	11,500.00 / 19.0	3,000.00 / 5.0	--	--	60,500.00 / - 50.2	121,500.00

SB = Supervisory Board; PA = Audit Committee; FC = Finance Committee; NA = Nomination Committee

From daily allowance settlements of previous years, the following amounts in EUR were offset (,-) or paid out (,+): Wolfgang Dell + 4,000.00, Lothar Hinz + 1,000.00, Barbara Meister + 6,500.00, Roland Schey + 6,000.00, Prof Dr Klaus Peter Sedlbauer - 2,500.00, Peter Zürn - 1,500.00.

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 is a German legal form that is roughly equivalent 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 an 'Aktiengesellschaft' (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 2022 financial year, the expense allowance paid to STO Management SE totalled EUR 5,370 K (previous year: EUR 5,349 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 2022 financial year, the current due payments for this totalled EUR 3,951 K (previous year: EUR 3,911 K). The long-term-incentive payments, which are also due in the short term, amounted to EUR 448 K (previous year: EUR 464 K). The current and non-current payments due amounted to a total of EUR 4,399 K (previous year: EUR 4,375 K). Expenses for future benefits after terminating the employment relationship (current service cost) amounted to EUR 322 K (previous year: EUR 314 K). The total remuneration for the members of the STO Management SE management body thus amounts to EUR 4,721 K (previous year: EUR 4,689 K).

b) Expense allowance for the supervisory body:

In the 2022 financial year, the expense allowance paid to STO Management SE to cover the remuneration of the STO Management SE Supervisory Board amounted to EUR 178 K (previous year: EUR 173 K).

c) Miscellaneous expense allowance:

In the 2022 financial year, the miscellaneous expense allowance paid to STO Management SE amounted to EUR 471 K (previous year: EUR 487 K).

IV. Remuneration of the members of the Executive Board of Sto Aktiengesellschaft 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 March 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 2022 financial 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 financial year in which the respective member ceased to be a member of the Executive Board are not listed:

in EUR	Total remuneration for 2022 / difference between 2022 and 2021 in %	Total remuneration for 2021 (previous year)
Jochen Stotmeister	203,957.10 / 5.0 %	194,227.80
Gerd Stotmeister	156,592.68 / 5.0 %	149,122.80

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 financial years. The group of employees included in the comparison consists of all active employees remunerated in accordance with the Sto collective bargaining 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.

Annual change compared to previous year in %	2022
Executive Board remuneration	There is no Executive Board due to the legal form of organisation
Supervisory Board remuneration, total	18.2 %
Group earnings after taxes in accordance with IFRS	- 5.9 %
Sto SE & Co. KGaA's net profit for the year in accordance with the German Commercial Code (HGB)	33.1 %
Employee remuneration calculated on a full-time equivalent basis	3.4 %

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

Peter Zürn
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

To Sto SE & Co. KGaA, Stühlingen

Opinion

We have formally audited the remuneration report of the Sto SE & Co. KGaA, Stühlingen, for the financial year from January 1st to December 31, 2022 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 management board 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, April 20, 2023

PricewaterhouseCoopers GmbH
Wirtschaftsprüfungsgesellschaft

Kai Mauden
Wirtschaftsprüfer
(German Public Auditor)

Marco Fortenbacher
Wirtschaftsprüfer
(German Public Auditor)

III. General information and requirements for participating in the Annual General Meeting and exercising voting rights.

Requirements for participating in the Annual 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 will have registered in writing (Section 126b of the German Civil Code (BGB)) at the following address by no later than the end of Sunday, 18 June 2023 (24:00 CEST) are entitled to attend the Annual General Meeting and exercise their voting rights:

Sto SE & Co. KGaA
Hauptversammlungsservice
Ehrenbachstraße 1
D-79780 Stühlingen
E-mail: 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 Annual General Meeting and provided proof of their entitlement are entitled to participate in the Annual 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 ('Letzintermediär') 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 Annual General Meeting, i.e. Wednesday, 31 May 2023 (00:00 CEST), (known as the record date).

The Company must have received the registration request and proof of shareholding from the holders of preference shares (bearer shares) at the following address by no later than Wednesday, 14 June 2023 (24:00 CEST).

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

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

The registration office will send admission tickets for the Annual General Meeting to all shareholders or their authorised representatives (see the following section 'Procedure for voting through an authorised representative') entitled to participate in the Annual General Meeting and to exercise voting rights – if any. Substitute admission tickets will be available at the security checkpoint on the day of the Annual General Meeting.

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

As regards their standing with the Company, only those holders of preference shares (bearer shares) who have submitted proof of shareholding shall be deemed to be shareholders of the Company for the purpose of participating in the Annual General Meeting. 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 Annual 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 voting

After duly registering, shareholders will have the opportunity to attend the Annual General Meeting in person and to exercise their voting rights – if any – themselves.

Procedure for voting through an authorised representative

Shareholders who do not attend the Annual General Meeting themselves may also be represented at the Annual 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 Annual 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 admission ticket 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 writing.

The proof regarding the authorisation may be submitted, amended, or revoked by sending an e-mail or letter to the following e-mail address or postal address by no later than 24:00 (CEST) on Monday, 19 June 2023:

Sto SE & Co. KGaA
Hauptversammlungsservice
Ehrenbachstraße 1
D-79780 Stühlingen
E-mail: hauptversammlung@sto.com

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 Annual General Meeting, the powers of attorney as well as the instructions must be received by the Company by no later than Monday, 19 June 2023 (24:00 CEST) at the following address:

Sto SE & Co. KGaA
Hauptversammlungsservice
Ehrenbachstraße 1
D-79780 Stühlingen
E-mail: hauptversammlung@sto.com

After duly registering in accordance with the procedure and deadline described above, the ordinary shareholders will be sent a form for granting power of attorney and issuing instructions together with the admission ticket. 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).

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

On request, shareholders will be provided with a confirmation of the vote count in accordance with Section 129 (5) of the German Stock Corporation Act (AktG). This can be requested by the voter for a period of one month from the day of the Annual General Meeting, i.e. up until the end of 21 July 2023, 24:00 CEST. This request must be addressed to:

Sto SE & Co. KGaA
Hauptversammlungsservice
Ehrenbachstraße 1
D-79780 Stühlingen
E-mail: hauptversammlung@sto.com

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
D-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, 21 May 2023 (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 German 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
D-79780 Stühlingen
E-mail: 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 counter-motions are being made, and any statement made by the management regarding its position accessible on the Company's website at **<https://www.sto.de/s/investor-relations/hauptversammlung>** to the authorised persons (among others, the shareholders requesting this information) set out in Section 125 (1) to (3) of the German Stock Corporation Act (AktG). This is subject to the requirements listed therein being met and to the shareholder having sent a counter-motion opposing a proposal by the personally liable partner and/or Supervisory Board regarding a certain agenda item to the above-mentioned address no later than 14 days prior to the date of the Company's Annual General Meeting, specifying their reasons for doing so (the date of the Annual General Meeting and the date of receipt shall not be included when calculating this period). The counter-motions must be received by the Company by Tuesday, 6 June 2023 (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.

This does not affect the right of any shareholder to submit counter-motions regarding the published agenda items during the Annual General Meeting without having first sent them to Sto SE & Co. KGaA. We hereby wish to inform you that counter-motions that have been sent to the Company on time and in advance will only be considered at the Annual General Meeting if they are raised verbally there.

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.

Nomination proposals by shareholders that are to be made accessible (including the name of the shareholder – and in the case of motions – the reasons for them) 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.

Right of shareholders to request information pursuant to Section 131 (1) of the German Stock Corporation Act (AktG)

At the Annual General Meeting, any shareholder and any shareholder's representative may request information about Company matters from the personally liable partner provided that this information is necessary to enable a proper assessment of the item of business on the agenda. The obligation to disclose information also extends to the Company's legal and business relationships with an associated company, to the situation of the Group, and to the companies included in the consolidated annual financial statement of the Sto Group. The personally liable partner is entitled to withhold the information under the conditions specified in Section 131 (3) of the German Stock Corporation Act (AktG). In accordance with Section 14 (2) Sentence 2 of the Company's Articles of Association, the chairperson of the Annual General Meeting has the power to restrict, within reason, the amount of time for which shareholders are allowed to speak and ask questions.

Information on the Company's website

The information on the Annual General Meeting pursuant to Section 124a of the German Stock Corporation Act (AktG), including the convening notice for this Annual General Meeting, the 2022 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 and exercise their rights in the context of the Annual General Meeting. The processing of your data is necessary for participation in the Annual 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 Annual 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 (GDPR). 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
D-79780 Stühlingen
E-mail: 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 (GDPR). 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 2023

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