

2025

ANNUAL GENERAL
MEETING



Invitation to 2025 Annual General Meeting

28 May 2025

IVU Traffic Technologies AG
Berlin

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We hereby invite our shareholders to the Annual General Meeting of IVU Traffic Technologies AG, which will take place

on **Wednesday, 28 May 2025**

at **10:00 a.m. (CEST)**

at the premises of IVU Traffic Technologies AG at Bundesallee 88 in Berlin.

The site of the Annual General Meeting is the company headquarters at Bundesallee 88, 12161 Berlin, Germany.

AGENDA

1. Presentation of the adopted annual financial statements of IVU Traffic Technologies AG for the 2024 financial year and the approved consolidated financial statements, the Executive Board's management report for IVU Traffic Technologies AG and the Group management report as well as the Supervisory Board report for the 2024 financial year and the explanatory report on the information pursuant to Sections 289(4) and 315(4) of the German Commercial Code (Handelsgesetzbuch – HGB)

The documents specified will be available on the company's website at www.ivu.com/investors/general-meeting from the time of convocation onwards. All documents to be presented will also be available there during the Annual General Meeting and will be explained in more detail at the Annual General Meeting.

The corporate governance declaration with the corporate governance report can be found on the website www.ivu.com/investors/corporate-governance-en.

The Supervisory Board has approved the annual financial statements and consolidated financial statements prepared by the Executive Board; the annual financial statements are thus adopted. In accordance with the statutory provisions, no resolution is therefore planned for agenda item 1.

2. Resolution on the appropriation of the net profits of IVU Traffic Technologies AG

The Executive Board and Supervisory Board propose that the net profits of the company for the financial year which concluded on 31 December 2024 in the amount of 13,219,887.31 € be appropriated as follows:

Allocation to the revenue reserve		4,000,00.00 €
Distribution of a dividend of € 0.28 per share entitled to dividends	:	4,859,408.68 €
Profit carried forward:		4,360,478.63 €

Pursuant to Section 58(4) sentence 2 of the German Stock Corporation Act (Aktiengesetz – AktG), the entitlement to the payment of the dividend is due on the third business day following the Annual General Meeting resolution, and thus on 2 June 2025.

As at the time of convocation, the company holds 364,129 treasury shares. In accordance with Section 71b AktG, these are not entitled to dividends.

Should the number of value shares entitled to dividends change by the time the resolution on the appropriation of net profits is adopted, a correspondingly adjusted proposal for a resolution will be submitted to the Annual General Meeting, which will continue to provide for a dividend of 0.28 € per share entitled to dividends. The amounts for the total dividend payout and the profit carried forward will be adjusted accordingly.

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

The Executive Board and Supervisory Board propose that the members of the Executive Board in office during the 2024 financial year be discharged for that period of time.

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

The Executive Board and Supervisory Board propose that the members of the Supervisory Board in office during the 2024 financial year be discharged for that period of time.

5. Resolution on the appointment of the auditor of the annual financial statements, the auditor of the consolidated financial statements and the auditor for sustainability reporting for the 2025 financial year

The Supervisory Board proposes – based on the recommendation of its Audit Committee – that the auditing firm BDO AG Wirtschaftsprüfungsgesellschaft, Berlin, be appointed as auditors and Group auditors for the 2025 financial year and as auditors for the review of interim reports, if necessary, until the next Annual General Meeting.

Based on the recommendation of its Audit Committee, the Supervisory Board also proposes that the auditing firm BDO AG Wirtschaftsprüfungsgesellschaft, Berlin, be appointed as the auditor for sustainability reporting, as a precautionary measure, with effect from the date on which the CSRD Implementation Act comes into force. The appointment is only mandated in the event that the content of a sustainability report to be prepared for the 2025 financial year is to be audited externally by an auditor to be appointed by the Annual General Meeting.

6. Resolution on the endorsement of the remuneration report pursuant to Section 162 AktG

In accordance with Section 162 AktG, the remuneration report provides information on the remuneration granted and owed to the members of the Executive Board and the Supervisory Board in the 2024 financial year. The remuneration report has been examined by the auditor in accordance with Section 162(3) AktG to determine whether the disclosures required by law in accordance with Section 162(1) and (2) AktG have been made. The report on the formal audit of the remuneration report is attached to the remuneration report. The Supervisory Board and the Executive Board propose the endorsement of the remuneration report for the 2024 financial year as prepared and audited in accordance with Section 162 AktG. The remuneration report is

available on the company's website at www.ivu.com/investors/general-meeting from the time of convocation onwards.

Further information and notes on the Annual General Meeting

Prerequisites for attending the Annual General Meeting and exercising voting rights

Only those shareholders who have provided evidence of their entitlement in text form (Section 126b of the German Civil Code (Bürgerliches Gesetzbuch – BGB)) are entitled to attend the Annual General Meeting and exercise voting rights at the Annual General Meeting. The evidence of share ownership must be composed in German or English and pertain to the beginning of the 22nd day before the Annual General Meeting, i.e. 6 May 2025, 24:00 CEST (the “record date”). Evidence within the meaning of Section 67c(3) AktG suffices (evidence in text form pursuant to the requirements of Article 5 of Commission Implementing Regulation (EU) 2018/1212).

The company must receive the evidence of share ownership by the end of 21 May 2025, 24:00 CEST, at the latest at the following address:

IVU Traffic Technologies AG
c/o Computershare Operations Center
80249 Munich
Germany
E-Mail: anmeldestelle@computershare.de

In accordance with Section 67c AktG, registration by the aforementioned deadline, the casting of votes (including by proxies), the granting of proxies and instructions to proxies nominated by the company and the authorization of third parties can also be transmitted to the company via intermediaries in accordance with Section 67c AktG in conjunction with the Implementing Regulation (EU 2018/1212) in ISO 20022 format, also using the SWIFT address CMDHDEMMXXX [instruction according to ISO 20022; authorization via SWIFT Relationship Management Application (RMA) required], to the company.

In relation to the company, the entitlement to attend the Annual General Meeting and exercise voting rights as a shareholder applies only to persons who have submitted evidence of share ownership. In this context, the entitlement to attend and the extent of voting rights are determined solely on the basis of the shareholder's shareholdings as at the record date. The record date is not accompanied by any restrictions of the ability to sell shareholdings. Even in the event of the sale of shareholdings in full or in part after the record date, only the shareholder's shareholdings as at the record date shall be authoritative regarding attendance and the extent of voting rights, i.e. sales of shares after the record date shall have no impact on the shareholder's entitlement to attend or the scope of voting rights. The same applies for the purchase of additional shares after the record date. Persons who do not yet own shares as at the record date and only become shareholders thereafter are not entitled to attend or to voting rights.

Once evidence of share ownership is received, shareholders shall be sent admission tickets specifying the number of votes to which the holder is entitled. In order to ensure that admission tickets are received in due time, shareholders must send evidence of share ownership to the processing centre at their earliest convenience.

Proxy representation through authorisation of third parties

Shareholders who cannot attend the Annual General Meeting in person can exercise their voting right via proxies, e.g. a bank, shareholder association or other third party. The submission of proper evidence of share ownership is also required in this case. Proxy authorisation may be issued both before and during the Annual General Meeting. Authorisation can be issued to the proxy as well as to the company. If the shareholder authorises more than one person, the company may reject one or more of them.

The issuance of proxy authorisation, if not issued to an intermediary, shareholder association or person or institution of equivalent status pursuant to Sections 135(8) and (10), 125(5) AktG, the revocation thereof, and the evidence of the proxy authorisation submitted to the company must be made in text form (Section 126b BGB). In the case of authorisation of an intermediary, a shareholder association or a person or institution of equivalent status

pursuant to Sections 135(8) and (10), 125(5) AktG, the special provisions under Section 135 AktG apply, particularly in regard to the form of the issuance of proxy authorisation. The rules specified in this regard by the intermediaries, shareholder associations and persons and institutions of equivalent status must also be observed; in such cases, it is requested that shareholders coordinate with the authorised proxy in due time in consideration of the fact that the proxy may require authorisation in a specific form.

Shareholders receive a proxy authorisation form, which may be used when votes are submitted by the proxy, directly together with the admission ticket. A proxy authorisation form can also be sent to shareholders upon request at any time. This form can also be accessed online at:

www.ivu.com/investors/general-meeting

There is no obligation to use the proxy authorisation form offered by the company.

The password-protected InvestorPortal of the company at

www.ivu.com/investors/general-meeting

is available for the declaration of a power of attorney to the company and the revocation as well as the transmission of the proof of the appointment of a proxy and the revocation of such an authorization.

Alternatively, the following contact details are available for written transmission, i.e. by post or e-mail

IVU Traffic Technologies AG
c/o Computershare Operations Center
80249 Munich
Germany
E-Mail: anmeldestelle@computershare.de

In accordance with Section 67c AktG, the power of attorney can also be transmitted to the company via intermediaries, including by using the SWIFT address given above.

Shareholders who wish to authorize a third party in writing or electronically or revoke such authorization must submit this to the company by May 27, 2025, 6:00 p.m. CEST.

Evidence of authorisation can also be provided by showing the proxy authorisation at the entrance and exit checkpoint on the day of the Annual General Meeting.

Procedure for voting by issuing proxy authorisation to company proxies

Properly registered shareholders are also given the option to authorise proxies appointed by the company and to be represented in the voting by issuing instructions. The proxies are obliged to vote as instructed; they cannot exercise the voting rights at their own discretion. Proxies can only exercise voting rights with regard to agenda items for which they have received instructions. They cannot accept instructions regarding procedural motions either before or during the Annual General Meeting. The proxies will also not accept instructions to submit questions or motions or to raise objections against resolutions of the Annual General Meeting.

The authorisation and instructions for company-appointed proxies must be issued either electronically, i.e. via the company's password-protected InvestorPortal at the URL

www.ivu.com/investors/general-meeting

or in writing, i.e. by post or by e-mail to the following Annual General Meeting address:

IVU Traffic Technologies AG
c/o Computershare Operations Center
80249 Munich
Germany
E-Mail: anmeldestelle@computershare.de

The company's password-protected InvestorPortal at the URL

www.ivu.com/investors/general-meeting

can be accessed only with the personal log-in data printed on the admission ticket sent to shareholders after proper registration.

The form for issuing authorisation and instructions in writing or electronically to company-appointed proxies can be downloaded from the company's website at the following URL:

www.ivu.com/investors/general-meeting

Shareholders who wish to authorise the company-appointed proxies electronically can issue authorisations and instructions until 27 May 2025, 18:00 CEST. Shareholders who wish to authorise the company-appointed proxies in writing can send authorisation and instructions until 27 May 2025, 18:00 CEST (receipt by the company). The same applies to the amendment and revocation of issued authorisations and instructions in this manner.

Until that date, the declaration can also be submitted to the company via intermediaries in accordance with section 67c AktG, also using the SWIFT address given above.

Procedure for voting via absentee ballot

Only shareholders who have properly registered and provided evidence of entitlement are entitled to exercise voting rights by way of absentee ballot. Authorised third parties and authorised intermediaries, shareholder associations or other persons or institutions of equivalent status pursuant to Section 135(8) AktG cannot vote via absentee ballot.

Votes by way of absentee ballot are cast electronically, i.e. using the company's password protected InvestorPortal at the following URL:

www.ivu.com/investors/general-meeting

The vote via absentee ballot must be cast no later than 27 May 2025, 18:00 CEST.

Votes cast electronically can be amended or revoked electronically, i.e. via the company's password protected InvestorPortal at the URL

www.ivu.com/investors/general-meeting

until 27 May 2025, 18:00 CEST.

Until that date, the declaration can also be submitted to the company via intermediaries in accordance with section 67c AktG, also using the SWIFT address given above.

A shareholder's personal attendance or the attendance of a proxy at the Annual General Meeting automatically counts as revocation of any votes previously cast via absentee ballot.

Supplementary information on exercising voting rights

If voting rights are exercised by way of absentee ballot or proxy authorisations and any instructions are issued via multiple channels (letter, e-mail, electronically via the InvestorPortal or pursuant to Section 67c(1) and (2) sentence 3 AktG in conjunction with Article 2(1) and (3) and Article 9 (4) of Commission Implementing Regulation (EU) 2018/1212) within the deadline, they shall be considered in the following order regardless of the date of receipt: 1. electronically via the InvestorPortal, 2. pursuant to Section 67c(1) and (2) sentence 3 AktG in conjunction with Article 2(1) and (3) and Article 9 (4) of Commission Implementing Regulation (EU) 2018/1212, 3. by e-mail, and 4. by letter.

If multiple votes by absentee ballot or proxy authorisations and instructions are received via the same channel within the deadline, the most recently received declaration is binding. A later vote as such is not deemed a revocation of an earlier vote. The most recently received revocation of a declaration within the deadline is binding.

If declarations with more than one form of voting rights exercise are received via the same channel, votes via absentee ballot have priority over the issuance of proxy authorisation and any instructions to company proxies.

If an intermediary, shareholder association, voting rights advisor pursuant to Section 134a AktG or a person of equivalent status pursuant to Section 135(8) AktG is not willing to act as representative, the company proxies are authorised to act as representatives in accordance with the instructions.

Shareholder rights

Requests for additions to the agenda in accordance with Section 122(2) AktG

Shareholders whose shares collectively account for at least one twentieth of the share capital or a € 500,000.00 share of the share capital may request that additional items be added to the agenda and made public. Every new item must be accompanied by a justification or a draft resolution. The request must be addressed to the Executive Board of IVU Traffic Technologies AG in writing and must be received by the company at least 30 days before the Annual General Meeting (not including the date of receipt, in accordance with Section 122(2) sentence 3 AktG), i.e. no later than 27 April 2025, 24:00 CEST. Such requests must be sent to the following address:

IVU Traffic Technologies AG
Vorstand
Bundesallee 88
12161 Berlin
Germany

Pursuant to Section 122(2) in conjunction with (1) sentence 3 AktG, the shareholders concerned must provide evidence demonstrating that they have been holders of the necessary number of shares since at least 90 days before the date the company receives the request and that they have held the minimum number of shares until the decision on the request is made.

Countermotions and nominations in accordance with Sections 126 and 127 AktG

In addition, every shareholder has the right to submit motions and nominations regarding agenda items and the rules of procedure at the Annual General Meeting, without requiring notification, publication or other particular action before the Annual General Meeting.

The company will announce countermotions within the meaning of Section 126 AktG and nominations within the meaning of Section 127 AktG, including the name of the shareholder, the justification (although this is not necessary for nominations), and any relevant opinions of the management, at the URL

www.ivu.com/investors/general-meeting

if they have been submitted to the company at the following address at least 14 days before the Annual General Meeting (not including the date of receipt, in accordance with Section 126(1) sentence 2 AktG), i.e. no later than 13 May 2025, 24:00 CEST:

IVU Traffic Technologies AG
Investor Relations
Bundesallee 88
12161 Berlin
Germany
E-Mail: ir@ivu.de

Right to information in accordance with Section 131(1) AktG

In accordance with Section 131(1) AktG, the Executive Board must provide any shareholder with information on matters pertaining to the company upon request at the Annual General Meeting, insofar as the information is necessary in order to properly assess an agenda item and there is no right to withhold information.

The Executive Board's obligation to provide information extends to IVU Traffic Technologies AG's legal and business relations with its affiliates as well as the position of the IVU Group and the companies included in the IVU consolidated financial statements, likewise on the condition that the information is necessary in order to properly assess the agenda item in question and there is no right to withhold information.

Information on data protection for shareholders

IVU Traffic Technologies AG processes personal data (i.e. name, address, e-mail address, number of shares, share class, type of share ownership and Admission ticket) based on the applicable data protection legislation in order to enable the shareholders to exercise their rights in the context of the Annual General Meeting.

If this personal information is not specified by shareholders when submitting evidence of their share ownership, the personal data is provided to the company by the custodian bank.

The processing of the personal data of shareholders is essential in order, among other things, for the shareholders to be able to access the InvestorPortal and exercise voting rights for the Annual General Meeting. IVU Traffic Technologies AG is the data controller responsible for the processing. The legal basis for the processing has been Art. 6(1)(c) of the General Data Protection Regulation (GDPR) since 24 May 2018.

IVU Traffic Technologies AG engages various service providers for the purpose of organising the Annual General Meeting. These service providers receive only personal data from the company which is necessary for the performance of the services for which they were engaged. The service providers process the data exclusively in accordance with the instructions of IVU Traffic Technologies AG. Apart from this, personal data will also be provided to shareholders, shareholder representatives and the notary within the framework of the applicable statutory provisions, namely via the list of participants. Personal data will be stored within the framework of the applicable statutory obligations and subsequently erased.

In addition, shareholders hold rights of information, rectification, restriction, objection, and erasure in regard to the processing of their personal data under the framework of the applicable statutory provisions which may be exercised at any time. Shareholders can assert these rights to IVU Traffic Technologies AG via the following contact details:

IVU Traffic Technologies AG
Investor Relations
Bundesallee 88
12161 Berlin
Germany
E-mail: ir@ivu.de

In addition, shareholders have the right to complain to the data protection supervisory authorities pursuant to Art. 77 GDPR. They can also reach the data protection officer of IVU Traffic Technologies AG with the contact details specified above.

Information and documentation concerning the Annual General Meeting

The notice convening the Annual General Meeting including the information and explanations required by law is also accessible via the company's website at

www.ivu.com/investors/general-meeting

where the information pursuant to Section 124a AktG can also be found.

The company's website at

www.ivu.com/investors/general-meeting

also contains more extensive explanations on the rights of shareholders pursuant to Sections 122(2), 126(1), 127 and 131(1) AktG. The voting results will be announced at the same web address after the Annual General Meeting.

Total number of shares and voting rights at the time of the notice convening the Annual General Meeting

The share capital of the company amounts to € 17,719,160.00 and is divided into 17,719,160 no-par value shares. The total number of shares and voting rights as at the time of the notice convening the Annual General Meeting

is thus 17,719,160. The company holds 364,129 treasury shares as at the time of the notice convening the Annual General Meeting. The company is not entitled to any rights, particularly voting rights, from its treasury shares. The number of treasury shares is still subject to change until the date of the Annual General Meeting.

Berlin, April 2025

IVU Traffic Technologies AG
The Executive Board

IVU Traffic Technologies AG

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