

INVITATION TO  
THE ANNUAL GENERAL MEETING 2023

FIRST SENSOR AG, BERLIN

ISIN: DE0007201907  
SECURITY IDENTIFICATION NUMBER: 720190

## INVITATION

### TO THE ANNUAL GENERAL MEETING OF FIRST SENSOR AG ON APRIL 25, 2023

We hereby invite our shareholders to the  
Annual General Meeting of First Sensor AG, Berlin, which will be held

on Tuesday, April 25, 2023,  
at 10:00,  
at The Burrow Berlin,  
Lützowplatz 15, 10785 Berlin/Germany.

## I. AGENDA

- 1. Presentation of the adopted annual financial statements of First Sensor AG and the approved consolidated financial statements, in each case as of September 30, 2022 (financial year 2022), the combined management report of First Sensor AG and the Group for financial year 2022 (including the explanatory report by the Management Board in accordance with section 176 para. 1 sentence 1 German Stock Corporation Act (*AktG – Aktiengesetz*) on the disclosures required under takeover law in accordance with section 289a, section 315a HGB German Commercial Code (*HGB – Handelsgesetzbuch*) and the explanatory report by the Management Board on the key features of the internal control and risk management system with regard to the accounting process in accordance with section 289 para. 4, section 315 para. 4 German Commercial Code (*HGB – Handelsgesetzbuch*) and the report by the Supervisory Board for financial year 2022**

The aforementioned documents will be made accessible to all shareholders from the day of the convening of the Annual General Meeting on the Internet at

[www.first-sensor.com](http://www.first-sensor.com) in the "Investor Relations" section under the heading "Annual General Meeting

They will also be sent to shareholders free of charge without delay on request and will also be available for inspection by shareholders at the Annual General Meeting itself.

The Supervisory Board approved the annual financial statements and the consolidated financial statements prepared by the Executive Board on January 30, 2023. The annual financial statements are thus adopted in accordance with section 172 German Stock Corporation Act (*AktG - Aktiengesetz*). The documents referred to under this agenda item are to be presented to the Annual General Meeting without the need for a resolution by the Annual General Meeting.

- 2. Resolution on the approval of the actions of the members of the Executive Board for the financial year 2022 (Oct. 1, 2021 - Sept. 30, 2022)**

The Executive Board and the Supervisory Board propose that the acts of the members of the Executive Board holding office in the financial year 2022 (October 01, 2021 - September 30, 2022) be approved for this period.

- 3. Resolution on the approval of the actions of the members of the Supervisory Board for the financial year 2022 (Oct. 1, 2021 - Sept. 30, 2022)**

The Executive Board and the Supervisory Board propose that the acts of the members of the Supervisory Board holding office in the financial year 2022 (October 01, 2021 - September 30, 2022) be approved for this period.

- 4. Resolution on the appointment of the auditor of the annual financial statements and the auditor of the consolidated financial statements and the auditor for the review of the consolidated half-year financial report and additional interim financial information for the financial year 2023 (Oct. 1, 2022 - Sept. 30, 2023)**

Based on the proposal of its Audit Committee, the Supervisory Board proposes that BDO AG Wirtschaftsprüfungsgesellschaft, Hamburg, be elected as auditors of the annual financial statements and auditors of the consolidated financial statements for the financial year 2023 (Oct. 01, 2022 – Sept. 30, 2023) and as auditors for any review of the consolidated half-year financial report for the financial year 2023 and for any review of additional interim financial information in the financial year 2023 (Oct. 01, 2022 – Sept. 30, 2023). The Audit Committee has declared that its recommendation is free from undue influence by third parties and that no clause limiting the selection options within the meaning of Art. 16 (6) of the EU Statutory Audit Regulation has been imposed on it (Regulation (EU) No. 537/2014 of the European Parliament and of the Council of April 16, 2014).

## 5. Resolution on the approval of the remuneration report

Pursuant to section 162 German Stock Corporation Act (*AktG - Aktiengesetz*), the Management Board and Supervisory Board must prepare a remuneration report and submit it to the Annual General Meeting for approval in accordance with section 120a para. 4 German Stock Corporation Act (*AktG - Aktiengesetz*). Pursuant to section 162 para. 3 German Stock Corporation Act (*AktG - Aktiengesetz*), the remuneration report was audited by the auditors to determine whether the legally required disclosures pursuant to section 162 para. 1 and 2 German Stock Corporation Act (*AktG - Aktiengesetz*) had been made. The report on the audit of the remuneration report is attached to the remuneration report. The Supervisory Board and the Executive Board propose that the remuneration report for the financial year 2022 (Oct. 01, 2021 – Sept. 30, 2022), prepared and audited in accordance with section 162 German Stock Corporation Act (*AktG - Aktiengesetz*), be approved. The remuneration report is printed after the agenda in section II. "Annex to item 5 of the agenda" and is available from the time the Annual General Meeting is convened on our website at

[www.first-sensor.com](http://www.first-sensor.com) in the "Investor Relations" section under the heading "Annual General Meeting

accessible. Furthermore, the remuneration report will also be available for inspection by shareholders at the Annual General Meeting itself.

## 6. Resolution on amendments to the Articles of Association with regard to the authorization to hold a virtual Annual General Meeting and with regard to the virtual participation of Supervisory Board members in an Annual General Meeting

Section 118a German Stock Corporation Act (*AktG - Aktiengesetz*), newly introduced by the Act on the Introduction of Virtual General Meetings of Stock Corporations and Amendment of Other Provisions of July 20, 2022 (Federal Law Gazette of July 26, 2022, page 1166 et seq.), makes it possible to provide in the Articles of Association for the General Meeting to be held without the physical presence of the shareholders or their proxies at the location of the General Meeting (so-called virtual Annual General Meeting). The Articles of Association may also authorize the Executive Board to provide for the holding of a virtual Annual General Meeting. A corresponding provision in the Articles of Association must be limited in time, with a maximum period of five years from entry of the corresponding amendment to the Articles of Association in the Company's commercial register. In the opinion of the Executive Board and the Supervisory Board, the virtual Annual General Meeting format as such has proven its worth over the past three years. Thus, at least the possibility of holding Annual General Meetings virtually in the future should be retained. Such an authorization of the Executive Board should therefore be resolved, whereby use should not be made of the maximum possible term of five years provided for in the law. Instead, initially only an authorization to hold virtual Annual General Meetings is to be resolved for a period of two years after registration of the amendment to the Articles of Association. For future Annual General Meetings, it is to be decided separately in each case, taking into account the circumstances of the individual case, whether to make use of the authorization and hold an Annual General Meeting as a virtual Annual General Meeting. The Executive Board will make its decisions taking into account the interests of the Company and its shareholders and, in particular, the protection of shareholders' rights as well as aspects of health protection for those involved, effort and costs, and sustainability considerations.

Apart from this, pursuant to section 16 par. 6 of the Articles of Association of the Company, members of the Supervisory Board who (i) are resident abroad or (ii) are prevented from attending the Annual General Meeting for professional or health reasons may participate in the Annual General Meeting by means of video and audio transmission. This option is to be extended to include the holding of a virtual Annual General Meeting.

The Executive Board and Supervisory Board therefore propose that the following resolution be adopted:

- a) Authorization to hold a virtual shareholders' meeting

Section 16 of the Articles of Association of the Company shall be supplemented by the following new paragraph 7:

"7. The Executive Board is authorized to provide for the Annual General Meeting to be held without the physical presence of the shareholders or their proxies at the location of the Annual General Meeting (virtual Annual General Meeting) (Authorization 2023). The authorization shall apply to the holding of virtual Annual General Meetings in a period of two years after entry of this provision of the Articles of Association in the commercial register of the Company."

- b) Virtual participation of Supervisory Board members in an Annual General Meeting

Section 16 para. 6 of the Articles of Association of the Company shall be supplemented by a sentence 2 and reworded as follows:

"Members of the Supervisory Board who (i) are domiciled abroad or (ii) are prevented from attending the Annual General Meeting for professional or health reasons may participate in the Annual General Meeting by way of video and audio transmission. Members of the Supervisory Board are also permitted to participate in the Annual General Meeting by way of video and audio transmission if the Annual General Meeting is held as a virtual Annual General Meeting without the physical presence of shareholders or their proxies at the location of the Annual General Meeting."

## 7. Resolution on further amendments to the Articles of Association

- a) The Company has Conditional Capital 2017/II. Conditional Capital 2017/II is contained in section 5 para. 9 of the company's Articles of Association and still amounts to EUR 19,000,000.00. The conditional capital increase serves exclusively to grant new shares to the holders of conversion or option rights that are issued by First Sensor AG or by companies in which First Sensor AG directly or indirectly holds a majority interest in accordance with the authorization resolution of the Annual General Meeting on May 24, 2017 under agenda item 9 b). No conversion and option rights were issued under the aforementioned authorization and no more conversion and option rights can be issued due to the passage of time. Therefore, Conditional Capital 2017/II is now no longer required and can be cancelled. Having said this, the Executive Board and the Supervisory Board propose that the following resolution be adopted:

The Conditional Capital 2017/II contained in section 5 para. 9 of the Articles of Association of the Company shall be cancelled in its entirety. Section 5 para. 9 of the Articles of Association of the Company shall be deleted without replacement.

- b) The Company has Conditional Capital 2013/I at its disposal. Conditional Capital 2013/I is contained in section 5 para. 11 of the Company's Articles of Association and still amounts to EUR 185,000.00. The conditional capital increase serves exclusively to grant new shares to the holders of subscription rights under the 2013 Stock Option Plan as a result of the exercise of subscription rights. No more subscription rights can be issued or exercised under the 2013 Stock Option Plan due to the passage of time. Therefore, Conditional Capital 2013/I is now no longer required and can be cancelled. Having said this, the Management Board and Supervisory Board propose that the following resolution be adopted:

The Conditional Capital 2013/I contained in section 5 para. 11 of the Articles of Association of the Company shall be cancelled in its entirety. Section 5 para. 11 of the Articles of Association of the Company shall be deleted without replacement.

- c) The Company has Conditional Capital 2017/I at its disposal. Conditional Capital 2017/I is contained in section 5 para. 12 of the Company's Articles of Association and still amounts to EUR 1,200,000.00. The conditional capital increase serves exclusively to grant new shares to the holders of subscription rights under the Stock Option Plan 2017/I as a result of the exercise of subscription rights. No more subscription rights can be issued or exercised under the Stock Option Plan 2017/I

due to the expiry of time. Therefore, Conditional Capital 2017/I is now no longer required and can be cancelled. Having said this, the Executive Board and Supervisory Board propose that the following resolution be adopted:

The Conditional Capital 2017/I contained in section 5 para. 12 of the Articles of Association of the Company shall be cancelled in its entirety. Section 5 para. 12 of the Articles of Association of the Company shall be deleted without replacement.

- d) Section 5 of the Articles of Association of the Company is to be renumbered. Section 5 para. 5, section 5 para. 6, section 5 para. 7, section 5 para. 8, section 5 para. 10 and, after the resolution following this agenda item 7 lit. a) to c), the paragraphs section 5 para. 9, section 5 para. 11, section 5 para. 12 each read "Repealed". These paragraphs shall be deleted. The existing section 5 para. 13 of the Articles of Association shall become the new section 5 para. 5 of the Articles of Association. Having said this, the Executive Board and Supervisory Board propose that the following resolution be adopted:

Section 5 para. 5, section 5 para. 6, section 5 para. 7, section 5 para. 8, section 5 para. 1 and, after the resolution following this agenda item 7 lit. a) to c), paragraphs section 5 para. 9, section 5 para. 11, section 5 para. 12 shall be deleted. The current section 5 para. 13 of the Articles of Association will in future become section 5 para. 5 of the Articles of Association.

## II. ANNEX TO AGENDA ITEM 5

### REMUNERATION REPORT FOR THE 2022 FINANCIAL YEAR (OCT. 1, 2021 TO SEPT. 30, 2022)

The following remuneration report in accordance with section 162 of the Aktiengesetz (AktG – German Stock Corporation Act) presents and explains the remuneration of current and former members of the Management Board and the Supervisory Board of First Sensor AG in the 2021/2022 financial year, also referred to as financial year 2022. As an aid to understanding, the basic features of the remuneration system for the Management Board and the Supervisory Board applicable in the 2022 financial year are presented as well.

### REMUNERATION SYSTEM OF THE MANAGEMENT BOARD

#### Resolution on the approval of the remuneration system for the members of the Management Board

The current remuneration system for the members of the Management Board of First Sensor AG was resolved by the Supervisory Board – with outside expert assistance – in accordance with sections 87(1), 87a(1) AktG on April 29, 2021 and approved by the Annual General Meeting on June 24, 2021 with a majority of 89.78% of the capital represented. In accordance with section 120a AktG, the remuneration system is resubmitted to the Annual General Meeting every time there is a significant amendment or at least every four years.

The remuneration system is consistent with the requirements of the German Stock Corporation Act, in particular the requirements of the Gesetz zur Umsetzung der zweiten Aktionärsrechterichtlinie (ARUG II – German Act on the Implementation of the Second Shareholder Rights Directive), and is based on the recommendations of the German Corporate Governance Code as amended April 28, 2022.

#### Application of the remuneration system for the Management Board in the 2022 financial year

Since the resolution by the Supervisory Board, the current remuneration system for the Management Board has been taken into account by the company when entering into new Management Board contracts and when renewing such contracts previously entered into with the company.

If members of the Management Board, in accordance with section 162 AktG, were granted individual remuneration elements in the 2022 financial year that were committed to in previous financial years under the remuneration system in place at the time, these elements have also been presented and explained.

The remuneration system for the members of the Management Board of First Sensor AG, is reviewed by the Personnel and Nomination Committee of the Supervisory Board on an ongoing basis, in particular in conjunction with contract negotiations with existing or future members of the Management Board. However, there is no formal or regularly scheduled review.

#### Disclosures on remuneration components

The remuneration of the members of the Management Board consists of performance-based and non-performance-based components. Using this combination, the company creates an attractive incentive for members of the Management Board to contribute towards the sustainable and long-term development of the company.

Variable remuneration components provide the material incentive to pursue the aims of business policy. They motivate and reward specific action, operational performance, a strategic approach that promotes the long-term development of the company and responsible conduct.

The variable remuneration is dependent on the achievement of multiple goals set in advance by the Supervisory Board. The achievement of goals does not necessarily have to be exactly measurable, but it must be verifiable. The connection between the achievement of goals and the variable remuneration must be set in advance and cannot be subsequently altered.

The variable remuneration consists of short-term variable remuneration (short-term bonus) and long-term variable remuneration (long-term incentive program).

The short-term variable bonus is calculated according to the Annual Incentive Plan (AIP) of the TE Connectivity Group. The purpose of the AIP program is to reward managers for achieving financial or strategic performance targets. There is no guaranteed minimum achievement; it is therefore possible for the short-term variable bonus not to be paid at all. The amount of the short-term bonus

under the AIP program is determined by the Supervisory Board of the company within six months of the end of a financial year and paid to the members of the Management Board.

As long-term variable remuneration, the members of the Management Board receive restricted stock units (RSU) of TE Connectivity Ltd. in conjunction with its long-term incentive (LTI) program. TE Connectivity Ltd. uses LTI awards to offer competitive compensation that recognizes employees' contributions and aligns their remuneration with shareholder interests by focusing on long-term growth and stock performance.

REMUNERATION COMPONENT	ASSESSMENT BASE/PARAMETERS
<b>Non-performance-based remuneration</b>	
Fixed salary	Non-performance-based fixed remuneration paid in monthly installments
Fringe benefits	Use of a company car or rail card (BahnCard 100), first class; insurance premiums; other one-time or temporary (provisional) benefits on recruitment; reimbursement of costs of business travel
<b>Performance-based remuneration</b>	
Short-term variable remuneration	<p>calculated according to the Annual Incentive Plan (AIP) of the TE Connectivity Group</p> <ul style="list-style-type: none"> <li>– annual incentive target amount as a percentage of fixed salary</li> <li>– performance level on the basis of various key performance indicators, e.g. sales and operating result (60%), other KPIs and earnings per share of TE Connectivity Ltd. (40%)</li> <li>– calculation of the annual incentive award by multiplying the annual incentive target amount by weighted target achievement (0-200%) and the personal performance factor (0-200%)</li> <li>– Payment must not exceed 300% of the individual annual incentive target amount (cap).</li> </ul>
Long-term variable remuneration	<p>Share-based long-term remuneration, term 4 years: issue of restricted stock units (RSU) of TE Connectivity Ltd. in conjunction with its long-term incentive (LTI) program</p> <ul style="list-style-type: none"> <li>– award of a number of RSUs at an award date</li> <li>– four-year vesting period, i.e. members of the Management Board earn a quarter of the initially awarded RSUs per year</li> <li>– vested RSUs are provided as shares of TE Connectivity Ltd. that can be sold during a trading window.</li> </ul> <p>The value of the RSUs is determined as of the grant date. The basis assumed for this is a maximum increase by the end of the vesting period of 200% compared to the grant date (calculation of maximum remuneration).</p>
Maximum remuneration	<p>Cap on the total amount of remuneration granted for a financial year in accordance with section 87a(1) sentence 2 no. 1 AktG:</p> <ul style="list-style-type: none"> <li>– The maximum amount of remuneration for a financial year – regardless of whether this is paid in this financial year or at a later date and subject to the caps on short-term and long-term variable remuneration – is €580,000 for all members of the Management Board.</li> </ul>
Severance cap	Entitlement to payment of severance in the amount of the fixed annual salary for the remainder of the contract term, though not more than €500,000 (cap); if there is a post-contractual, non-competition clause, the severance payment does not count towards the related compensation; the severance cap and the compensation for observing the non-competition restriction are both limited to two fixed annual salaries in total
Penalty and claw-back regulations	n/a

If the conditions are satisfied in the vesting period of the next four years, the remuneration of the members of the Management Board breaks down as follows:

- fixed remuneration accounting for around 35% of maximum remuneration (fixed annual salary and other emoluments);
- short-term variable remuneration (AIP) accounting for around 30% of maximum remuneration;
- long-term variable remuneration (LTI) accounting for around 35% of maximum remuneration.

The remuneration system does not require members of the Management Board to acquire and hold shares in the company (Share Ownership Guidelines).

Former and current members of the Management Board receive no pension commitments.



### Disclosures on shares and stock options

The members of the Management Board do not receive any remuneration components in the form of shares or stock options in First Sensor AG. The long-term variable remuneration is exclusively accounted for by the TE Connectivity Ltd. restricted stock units program.

### Disclosures on the claw-back of variable remuneration components

The remuneration of members of the Management Board ensures that special achievements are appropriately rewarded and that the failure to achieve targets leads to a tangible reduction in remuneration. Given the strong need for strategic changes at First Sensor, the Supervisory Board chose not to introduce claw-back clauses when designing the remuneration system.

### Disclosures on departures from the remuneration system

The company has not entered into service contracts with any of the members of the Management Board currently appointed. All the members of the Management Board currently appointed worked for Group companies of TE Connectivity prior to working for First Sensor and are remunerated by those companies. The members of the Management Board have not received any additional remuneration for assuming a position on the Management Board of First Sensor. The First Sensor remuneration system therefore does not apply to them, but this does not constitute a departure from the remuneration system.

### Disclosures on the implementation of the Annual General Meeting's resolution

The remuneration system for the Management Board is taken into account by the company when entering into new Management Board contracts and when renewing such contracts previously entered into with the company. The members of the Management Board Sibylle Büttner, Robin Maly and Dirk Schäfer were appointed before the resolution was adopted, Thibault Kassir was appointed after the resolution. All these members of the Management Board are remunerated through their contracts with TE Connectivity Group companies, which do not contain remuneration components for their work as members of the Management Board of First Sensor AG. The remuneration system therefore does not apply to their work. The remuneration system also did not apply to the contract with Markus Resch, which was already in effect at the time the resolution was adopted and ended as of May 31, 2021.

## Disclosures on compliance with the maximum remuneration

The members of the Management Board only assume the function of a governing body within the framework of the existing control agreement. Operational management services are predominantly performed by First Sensor employees and service units of the TE Group, which also prepare the respective decision papers for the Management Board. The members of the Management Board appointed in the financial year 2021/2022 have additionally assumed the management board activities in this context and do not receive any remuneration for their management board activities at First Sensor AG either from First Sensor AG or from other TE Connectivity companies. Therefore, the remuneration system and the maximum remuneration do not apply either.

	Thibault Kassir Member of the Management Board since April 14, 2022		Robin Maly Member of the Management Board since April 20, 2021		Dirk Schäfer Member of the Management Board since June 1, 2021		Sibylle Büttner Member of the Management Board April 20, 2021 until April 13, 2022		Marcus Resch CEO/CFO March 14, 2020 until May 31, 2021	
REMUNERATION GRANTED AND OWED IN € THOU.	SFY 2021	2022	SFY 2021	2022	SFY 2021	2022	SFY 2021	2022	SFY 2021	2022
Fixed remuneration	-	0	0	0	0	0	0	0	115	0
Fringe benefits	-	0	0	0	0	0	0	0	6	0
<b>Total</b>	-	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>121</b>	<b>0</b>
One-year variable remuneration	-	0	0	0	0	0	0	0	52	0
Long-term variable remuneration (LTIP)	-	0	0	0	0	0	0	0	86	0
<b>Total</b>	-	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>138</b>	<b>0</b>
Severance	-	-	-	-	-	-	-	-	345	-
Pension expense	-	0	0	0	0	0	0	0	2	0
<b>Total remuneration</b>	-	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>606</b>	<b>0</b>
Share of fixed remuneration	-	-	-	-	-	-	-	-	46.7%	-
Share of variable remuneration	-	-	-	-	-	-	-	-	53.3%	-

2021 short financial year: January 1 to September 30, 2021; 2022 financial year: October 1, 2021 to September 30, 2022

The contract with Markus Resch was ended early as of May 31, 2021 in the 2021 short financial year. In return, he received severance pay of €345,000.

## Defined benefits from third parties

The members of the Management Board have not received any defined benefits from third parties in connection with their work as members of the Management Board of First Sensor AG. They also do not receive variable remuneration components based on the operational or strategic goals of First Sensor AG.

## Benefits in the event of regular contract termination

Separate regulations for the event of regular contract termination are not intended and no agreements have been made in this regard.

## REMUNERATION SYSTEM FOR THE SUPERVISORY BOARD

### Resolution on the remuneration system for the members of the Supervisory Board

The remuneration of the members of the Supervisory Board is resolved by the Annual General Meeting. Their remuneration is governed by Article 13 of the Articles of Association of the company. The Management Board and the Supervisory Board have reviewed the remuneration of the members of the Supervisory Board and have concluded that the current remuneration for the members of the Supervisory Board of the company is appropriate. The Management Board and the Supervisory Board therefore proposed to the Annual General Meeting on June 24, 2021 that the remuneration system for the members of the Supervisory Board be left unchanged. This proposal was approved by a majority of 99.99% of the capital represented. In accordance with section 113(3) sentence 1 and 2 AktG, the Annual General Meeting must adopt a resolution on the remuneration of Supervisory Board members at least every four years, whereby a resolution confirming the remuneration is permitted.

### Structure and application of the remuneration system for the Supervisory Board

The remuneration system for the Supervisory Board is governed by the Articles of Association and sets out both the abstract and specific framework for the remuneration of members of the Supervisory Board. This guarantees that the remuneration of the members of the Supervisory Board is always consistent with the remuneration system resolved by the Annual General Meeting.

The members of the Supervisory Board of First Sensor AG receive fixed remuneration for their work, the amount of which is dependent on their individual responsibilities within the Supervisory Board. Variable remuneration dependent on specific achievements/targets is not intended for the members of the Supervisory Board. The remuneration also covers the membership and chairmanship of committees. Members of the Supervisory Board who belong to the Supervisory Board for only part of the financial year receive pro rata temporis remuneration.

The Supervisory Board reviews the structure and appropriateness of its remuneration at irregular intervals, though not less than once every four years, with the assistance of the Personnel and Nomination Committee. Given the particular nature of Supervisory Board remuneration, which fundamentally differs from the work of the company's employees on account of its supervisory nature, there is no vertical comparison between employee and Supervisory Board remuneration.

Each member of the Supervisory Board receives basic annual remuneration of EUR 20,000. The Chairman and Deputy Chairman of the Supervisory Board receive higher remuneration in consideration of their increased organizational and administrative workloads. This amounts to EUR 50,000 for the Chairman and EUR 30,000 for the Deputy Chairman.

The company provides the members of the Supervisory Board with D&O insurance coverage appropriate to their work on the Supervisory Board; TE Connectivity pays the corresponding premiums. The company also reimburses each member of the Supervisory Board for any reasonable expenses incurred in the performance of their duties for which proof has been provided and for any VAT that is incurred on their remuneration.

The members of the Supervisory Board receive fixed remuneration only; variable remuneration dependent on specific achievements/targets is not intended for the members of the Supervisory Board. As such, remuneration can only be aligned with business strategy to a limited extent, and therefore has only a limited influence on the long-term performance of the company. However, First Sensor AG strongly believes that fixed remuneration is the most appropriate system for the objective supervisory function of the Supervisory Board and its neutral advisory activities. The Supervisory Board can thus align its decisions with the good of the company and thereby a long-term business strategy and sustainable development, without pursuing other motives.

In the 2022 financial year, the remuneration system for the Supervisory Board was applied in all aspects as governed by Article 13 of the Articles of Association. The members of the Supervisory Board did not receive any further remuneration or benefits for personally performed services, in particular consulting and or brokerage services, in the reporting year. Furthermore, the members of the Supervisory Board were not granted any loans or advances and no contingent liabilities were entered into on their behalf.

## Disclosure of personal remuneration of the Supervisory Board

The following table presents the remuneration of the members of the Supervisory Board in the 2022 financial year in accordance with section 162 AktG:

*2021 short financial year: January 1 to September 30, 2021; 2022 financial year: October 1, 2021 to September 30, 2022*

<b>€ thousand</b>		<b>SFY 2021</b>	<b>2022</b>
Michael Gerosa	member since February 18, 2021, Chairman since April 19, 2021	*	*
Peter McCarthy	member since May 1, 2020, Deputy Chairman since May 14, 2020	*	*
Stephan Itter	since May 1, 2020	15	20
Rob Tilmans	since June 24, 2021	*	*
Dirk Schäfer	until May 31, 2021	*	-
Olga Wolfenberg	since May 13, 2019	15	20
Tilo Vollprecht	until August 26, 2021	13	-
Christoph Findeisen	since August 27, 2021	2	20
<b>Total remuneration</b>		<b>45</b>	<b>60</b>

\* These members of the Supervisory Board are employees of the TE Connectivity Group and have waived their remuneration.

The members of the Supervisory Board who are employees of companies of the TE Group did not receive any Supervisory Board remuneration in the past financial year.

## Comparative presentation of development in remuneration and earnings

The following comparative presentation shows the annual change in the remuneration of current and former members of the Management Board and the Supervisory Board, the development of the company's earnings and the remuneration of all employees. The information for the latter group is based on the average wages and salaries of the Group's employees in Germany in the respective financial year.

### Remuneration of executive body members

Change in %	2018 to 2017	2019 to 2018	2020 to 2019	2021 SFY vs. 2020	2022 vs. 2021 SFY
<b>Current members of the Management Board</b>					
Thibault Kassir					
Robin Maly					
Dirk Schäfer					
<b>Current members of the Supervisory Board</b>					
Michael Gerosa					
Peter McCarthy					
Stephan Itter				13%	25% <sup>5</sup>
Rob Tilmans					
Olga Wolfenberg			48% <sup>1</sup>	-25%	25% <sup>5</sup>
Christoph Findeisen					90% <sup>3</sup>
<b>Former members of the Management Board</b>					
Sibylle Büttner (until April, 13, 2022)					
Marcus Resch (until May 31, 2021)				145%	
Dr. Dirk Rothweiler (until June 30, 2020)	41%	-9%	999% <sup>2</sup>		
Dr. Mathias Gollwitzer (until March 20, 2020)	-21%	116% <sup>2</sup>	211% <sup>2</sup>		
<b>Former members of the Supervisory Board</b>					
Tilo Vollprecht (until August 26, 2021)			48% <sup>1</sup>	-35% <sup>3</sup>	
Dirk Schäfer (May 26, 2020 to May 31, 2021)					
John Mitchell (May 1 to October 31, 2020)					
Jörg Mann (May 1 to May 26, 2020)					
Prof. Alfred Gossner (until April 30, 2020)	0%	0%	-67% <sup>3</sup>		
Prof. Christoph Kutter (until April 30, 2020)	67% <sup>3</sup>	0%	-67% <sup>3</sup>		
Marc de Jong (until April 30, 2020)	0%	0%	-67% <sup>3</sup>		
Guido Prehn (until April 30, 2020)			n/a		
Götz Gollan (until May 3, 2019)	0%	-67% <sup>3</sup>			
<b>Development of the company</b>					
Net profit of First Sensor AG (HGB)	303.0%	-78.7%	3,053.4% <sup>4</sup>	-91.4% <sup>4</sup>	-161.6%
EBIT of the First Sensor Group (IFRS)	16.0%	10.2%	991.7% <sup>4</sup>	-65.1% <sup>4</sup>	-121.8%
Average employee remuneration				3.9%	9.9%

<sup>1</sup> Member of the Supervisory Board since May 3, 2019, therefore only pro rata temporis remuneration for 2019

<sup>2</sup> Contains severance pay due to withdrawal following a change of control

<sup>3</sup> Difference due to joining/leaving the executive body during the year

<sup>4</sup> Influenced by extraordinary effects (including divestments)

<sup>5</sup> Increase as against the previous year due to change in financial year

The disclosures of the remuneration of members of the Management Board are based on the remuneration owed.

## REPORT OF THE INDEPENDENT AUDITOR ON THE AUDIT OF THE REMUNERATION REPORT IN ACCORDANCE WITH SECTION 162 (3) OF THE GERMAN STOCK CORPORATION ACT (AKTG)

To First Sensor AG, Berlin

### Audit Opinion

We have formally audited the remuneration report of First Sensor AG, Berlin, for the fiscal year from October 1, 2021 to September 30, 2022, to determine whether the disclosures pursuant to section 162 (1) and (2) AktG have been made in the remuneration report. In accordance with Section 162 (3) AktG, we have not audited the content of the compensation report.

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

### Basis for the audit opinion

We conducted our audit of the remuneration report in accordance with § 162 (3) AktG and *IDW Auditing Standards: The Audit of the Compensation Report in Accordance with Section 162 (3) AktG (IDW PS 870 (08.2021))*. Our responsibility under this provision and this standard is further described in the Auditor's Responsibility section of our report. As an auditing practice, we have complied with the requirements of the *IDW Quality Assurance Standard: Requirements for Quality Assurance in the Practice of Public Accountants (IDW QS 1)*. We have complied with the professional duties pursuant to the *Wirtschaftsprüferordnung (German Auditors' Code)* and the professional statutes for auditors / certified public accountants, including the independence requirements.

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

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

### Auditor's Responsibility

Our objective is to obtain reasonable assurance about whether the remuneration report is free from material misstatement, whether due to fraud or error, in all material respects in accordance with Section 162 (1) and (2) of the German Stock Corporation Act (AktG) and to express an opinion thereon in an auditor's report.

We planned and performed our audit to obtain evidence about the formal completeness of the remuneration report by comparing the disclosures made in the remuneration report with the disclosures required by Section 162 (1) and (2) AktG. In accordance with Section 162 (3) AktG, we did not audit the accuracy of the disclosures, the completeness of the individual disclosures or the fair presentation of the remuneration report.

### Dealing with any misleading statements

In connection with our audit, we have a responsibility to read the remuneration report, taking into account the knowledge gained from the audit of the financial statements, and to remain alert for indications as to whether the remuneration report contains misleading representations as to the accuracy of the content of the disclosures, the completeness of the content of the individual disclosures or the fair presentation of the remuneration report.

If, based on the work we have performed, we conclude that such misleading presentation exists, we are required to report that fact. We have nothing to report in this regard.

Berlin, January 30, 2023

Ebner Stolz GmbH & Co. KG

Wirtschaftsprüfungsgesellschaft Steuerberatungsgesellschaft

Karsten Bender  
Certified Public Accountant

Thorsten Sommerfeld  
Certified Public Accountant

### III. FURTHER INFORMATION AND NOTES

#### 1. Total number of shares and voting rights at the time of convocation

The share capital of the Company amounts to EUR 51,637,480.00 and is divided into 10,327,496 no-par value bearer shares with a with an arithmetical interest in the share capital of EUR 5.00 per share. The Company does not currently hold any treasury shares. At the time of convening the Annual General Meeting, the total number of shares in the Company is therefore 10,327,496 and the total number of voting rights is 10,327,496.

#### 2. Requirements for attending the Annual General Meeting and exercising voting rights

Pursuant to section 16 para. 1 of the Articles of Association of our Company, shareholders who register in text form (Section 126b German Civil Code (*BGB – Bürgerliches Gesetzbuch*)) are entitled to attend the Annual General Meeting and exercise their voting rights. The registration for participation must be received by the Company no later than six days prior to the Annual General Meeting, not including the day of receipt and the day of the meeting. Shareholders must also provide evidence of their entitlement to attend the Annual General Meeting and to exercise their voting rights. For this purpose, proof of share ownership in text form by the ultimate intermediary pursuant to section 67c para. 3 AktG shall be sufficient. If there is any doubt as to the correctness of the authenticity of the proof of entitlement, the Company is entitled to demand suitable further proof. Pursuant to section 123 para. 4 Sentence 2 AktG, the proof must relate to the beginning of the 21st day before the Annual General Meeting, i.e. the beginning of **April 4, 2023 (0:00 hours CEST)**. Registration and proof of entitlement must be submitted to the Company at the address

First Sensor AG  
c/o Computershare Operations Center  
80249 Munich / Germany  
or by e-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

by no later than the end of **April 18, 2023 (24:00 CEST)**.

In relation to the Company, only those persons who have provided proof of share ownership shall be deemed to be shareholders for the purpose of attending the meeting and exercising voting rights. The entitlement to attend and the scope of voting rights are determined exclusively by the shareholder's shareholding as of the record date. The record date does not imply any block on the saleability of the shareholding. Even in the event of a full or partial sale of the shareholding after the record date, only the shareholder's shareholding on the record date is relevant for participation and the scope of voting rights, i.e. sales of shares after the record date have no effect on the entitlement to participate and the scope of voting rights. The same applies to the acquisition of additional shares after the record date. Persons who do not yet hold shares on the record date and only become shareholders thereafter are not entitled to participate or vote. The record date has no significance for dividend entitlement.

After timely receipt of the registration and proof of share ownership at the above address, admission tickets for participation in the Annual General Meeting will be sent to the shareholders entitled to participate. Unlike registration for the Annual General Meeting, the admission tickets are merely organizational aids and not a prerequisite for attending the Annual General Meeting or exercising voting rights. To ensure timely receipt of the admission tickets, we ask shareholders to request an admission ticket from their depository bank as early as possible. In these cases, the required registration and proof of share ownership will be provided directly by the depository bank. Shareholders who have requested an admission ticket from their custodian bank in good time therefore do not need to take any further action.

#### 3. Procedure for voting by proxy

Shareholders may also exercise their voting rights at the Annual General Meeting by proxy, e.g. a bank, a shareholders' association or another person of their choice. In this case, too, timely registration of the respective shareholding with the corresponding proof is required. Proxies may be issued at any time - even during the Annual General Meeting.

The granting of the proxy, its revocation and the proof of authorization vis-à-vis the Company must be in text form (Section 126b BGB). The address and e-mail address stated for registration are available for the granting of proxy to the Company and the transmission of proof of proxy declared to the person to be authorized.

In the case of authorization of credit institutions, shareholders' associations or persons or institutions equivalent to these pursuant to section 135 para. 8 or para. 10 in conjunction with section 125 para. 5 AktG, the special provisions of section 135 AktG apply, which require, among other things, that the authorization be recorded in a verifiable manner. Exceptions to the general text form requirement may therefore apply here. However, the relevant proxy recipients may set out special rules for their own authorization. Shareholders are therefore requested to consult with the relevant proxy recipients in good time on the respective form and procedure of the authorization.

Forms for granting power of attorney and issuing instructions are enclosed with each admission ticket and are also available on the First Sensor AG website at

[www.first-sensor.com](http://www.first-sensor.com) in the "Investor Relations" section under the heading "Annual General Meeting

accessible. They will also be sent in text form upon request to any person entitled to vote. Proxies may be granted and revoked both by declaration to the Company and by declaration to the person to be authorized.

As a special service, the Company offers its shareholders the opportunity to authorize a proxy appointed by the Company and bound by instructions prior to the Annual General Meeting. Proxies issued to the Company-nominated proxy must be in text form (Section 126b German Civil Code (*BGB – Bürgerliches Gesetzbuch*)). In this case, instructions for exercising voting rights must be issued with the proxy. Instructions to him for exercising voting rights must also be in text form; without these instructions, the proxy cannot exercise the power of attorney. The proxies are obliged to vote in accordance with the instructions. The appointment of proxies nominated by the Company to declare objections and to submit motions and questions is excluded.

In addition, we offer shareholders who have registered in due form and time and who attend the Annual General Meeting the opportunity to authorize the proxies appointed by the Company to exercise their voting rights at the Annual General Meeting. A form can be used for granting powers of attorney and issuing instructions at the Annual General Meeting, which will be made available for this purpose at the Annual General Meeting. Shareholders wishing to grant power of attorney to the proxy appointed by the Company and who is bound by instructions must also be registered in good time for the Annual General Meeting.

The necessary documents and information (including proxy forms for authorizing a proxy appointed by the Company and for authorizing a proxy to be appointed by the shareholder) will be sent to shareholders together with the admission ticket; they are also available for download on the Internet at

[www.first-sensor.com](http://www.first-sensor.com) in the "Investor Relations" section under the heading "Annual General Meeting

#### [4. Information on shareholders' rights pursuant to section 122 para. 2, section 126 para. 1, section 127, section 131 para. 1 German Stock Corporation Act \(\*AktG - Aktiengesetz\*\)](#)

##### [a. Request for additions to the agenda pursuant to section 122 para. 2 German Stock Corporation Act \(\*AktG - Aktiengesetz\*\)](#)

Pursuant to section 122 para. 2 German Stock Corporation Act (*AktG - Aktiengesetz*), shareholders whose combined shareholdings amount to one-twentieth of the capital stock or a pro rata amount of EUR 500,000.00 (equivalent to 100,000 shares) may request that items be placed on the agenda and published. Each new item must be accompanied by a statement of reasons or a draft resolution. The request must be received by the Company in writing by the close of **March 25, 2023 (24:00 CET)**.



Please address a corresponding request to:

First Sensor AG  
The Board  
Attn Ms. Marie-Christin Bauermeister  
Peter-Behrens-Str 15  
12459 Berlin / Germany  
E-mail: [ir@first-sensor.com](mailto:ir@first-sensor.com)

The applicants must prove that they have held the shares for at least 90 days prior to the date of receipt of the request and that they will hold the shares until the Executive Board's decision on the request, with section 70 German Stock Corporation Act (*AktG - Aktiengesetz*) applying when calculating the period of share ownership. The day of receipt of the request shall not be counted. A transfer from a Sunday, a Saturday or a public holiday to a preceding or following working day shall not be considered. Sections 187 to 193 German Civil Code (*BGB – Bürgerliches Gesetzbuch*) shall not apply mutatis mutandis.

Additions to the agenda that are to be announced will be published immediately after receipt of the request in the Federal Gazette and forwarded for publication to such media that can be expected to disseminate the information throughout the European Union. They will also be published on the First Sensor AG website at

[www.first-sensor.com](http://www.first-sensor.com) in the "Investor Relations" section under the heading "Annual General Meeting

and notified to the shareholders in accordance with section 125 para. 1 sentence 3 German Stock Corporation Act (*AktG - Aktiengesetz*).

**b. Countermotions and nominations by shareholders pursuant to section 126 para. 1 and section 127 German Stock Corporation Act (*AktG - Aktiengesetz*)**

Every shareholder is entitled to submit countermotions to the resolutions proposed by the Supervisory Board and the Executive Board on the items on the agenda as well as election proposals. Such motions (together with any reasons) and election proposals are to be sent exclusively to:

First Sensor AG  
Attn Ms. Marie-Christin Bauermeister  
Peter-Behrens-Str 15  
12459 Berlin / Germany  
E-mail: [ir@first-sensor.com](mailto:ir@first-sensor.com)

Countermotions and election proposals addressed otherwise will not be considered.

Countermotions and election proposals from shareholders to be made accessible that are received by the Company no later than the end of **April 10, 2023 (24:00 CEST)** will be published in accordance with the statutory provisions on the Internet at

[www.first-sensor.com](http://www.first-sensor.com) in the "Investor Relations" section under the heading "Annual General Meeting

without delay. Any statements by the administration on the countermotions and election proposals will also be published on the internet at the internet address

[www.first-sensor.com](http://www.first-sensor.com) in the "Investor Relations" section under the heading "Annual General Meeting

The Company is not required to make a countermotion and its substantiation or a nomination for election accessible if one of the grounds for exclusion pursuant to section 126 para. 2 German Stock Corporation Act (*AktG - Aktiengesetz*) applies, for example because the nomination for election or countermotion would lead to a resolution of the Annual General Meeting that would be unlawful or contrary to the Articles of Association, or the substantiation contains information that is obviously false or misleading in material

respects. In addition, a nomination does not have to be made available if the nomination does not contain the name, profession and place of residence of the proposed person. The substantiation of a countermotion need not be made accessible if it exceeds 5,000 characters in total.

It is pointed out that countermotions and election proposals, even if they have been submitted to the Company in advance and in due time, will only be considered at the Annual General Meeting if they are made or submitted verbally there. The right of each shareholder to submit countermotions to the various agenda items or election proposals during the Annual General Meeting without prior communication to the Company remains unaffected.

#### c. Shareholders' right to information pursuant to section 131 para. 1 German Stock Corporation Act (*AktG - Aktiengesetz*)

At the Annual General Meeting, each shareholder or shareholder representative may request information from the Executive Board on the Company's affairs in accordance with section 131 para. 1 German Stock Corporation Act (*AktG - Aktiengesetz*) to the extent that such information is necessary for a proper evaluation of the item on the agenda. The duty to provide information also extends to the legal and business relations of the Company with an affiliated company and to the situation of the Group and the companies included in the consolidated financial statements. The information must comply with the principles of conscientious and faithful accountability. Section 131 para. 3 German Stock Corporation Act (*AktG - Aktiengesetz*) specifies the conditions under which the Executive Board may refuse to provide information.

In accordance with section 18 para. 3 sentence 1 of the Articles of Association of First Sensor AG, the chairman of the meeting may impose reasonable time limits on the shareholders' right to ask questions and speak.

Further explanations of shareholders' rights in accordance with section 122 para. 2, section 126 para. 1, section 127, section 131 para. 1 German Stock Corporation Act (*AktG - Aktiengesetz*) are available to the public on the First Sensor AG website at the following address

[www.first-sensor.com](http://www.first-sensor.com) in the "Investor Relations" section under the heading "Annual General Meeting"

## 5. Information on data privacy for shareholders

First Sensor AG processes personal data (name, address, e-mail address, number of shares, class of shares, type of ownership of the shares and number of the admission ticket; if applicable, name, first name, address and e-mail address of the shareholder representative appointed by the respective shareholder, if applicable) on the basis of the applicable data protection laws in order to enable shareholders to exercise their rights at the Annual General Meeting.

The processing of your personal data is mandatory for your participation in the Annual General Meeting. First Sensor AG is the responsible entity for the processing. The legal basis for the processing is section 6 para. 1) lit. c) of the General Data Protection Regulation.

The service providers of First Sensor AG, which are commissioned for the purpose of organizing the Annual General Meeting, only receive personal data from First Sensor AG that is required for the execution of the commissioned service and process the data exclusively in accordance with the instructions of First Sensor AG. Your data will not be transferred to a third country.

In principle, your personal data will be deleted or anonymized as soon as it is no longer required for the above-mentioned purpose and we are not obliged to continue storing it due to legal obligations to provide proof or to retain data.

You have a right of access, rectification, restriction, objection and deletion regarding the processing of your personal data at any time, as well as a right to data transfer in accordance with Chapter III of the General Data Protection Regulation.

You can exercise these rights free of charge against First Sensor AG via the e-mail address

[ir@first-sensor.com](mailto:ir@first-sensor.com)

or via the following contact details:

First Sensor AG  
Investor Relations  
Peter-Behrens-Strasse 15  
12458 Berlin / Germany

In addition, you have the right to lodge a complaint with the data protection supervisory authorities in accordance with section 77 of the General Data Protection Regulation.

You can reach our company data protection officer at:

[office@datenschutz-sued.de](mailto:office@datenschutz-sued.de)

Further information on data protection can be found on the First Sensor AG website at [www.first-sensor.com/de/unternehmen/ueber-first-sensor/unsere-verantwortung/datenschutz/](http://www.first-sensor.com/de/unternehmen/ueber-first-sensor/unsere-verantwortung/datenschutz/) and in our privacy policy at [www.first-sensor.com/de/datenschutzhinweise/](http://www.first-sensor.com/de/datenschutzhinweise/).

## 6. [Website on which the information pursuant to section 124a German Stock Corporation Act \(\*AktG - Aktiengesetz\*\) is accessible](#)

This invitation to the Annual General Meeting, the documents to be made available to the Annual General Meeting and further information in connection with the Annual General Meeting can be accessed from the time the Annual General Meeting is convened via the First Sensor AG website at [www.first-sensor.com](http://www.first-sensor.com) in the "Investor Relations" section under the heading "Annual General Meeting".

The documents to be made accessible will also be accessible during the Annual General Meeting on April 25, 2023.

Any countermotions, election proposals and requests for additions from shareholders received by First Sensor AG and subject to publication will also be made available on the above-mentioned website. The established voting results will also be published there after the Annual General Meeting.

Berlin, March 2023

First Sensor AG

The Board