

Transformation Plan
of
LPKF Laser & Electronics Aktiengesellschaft
pertaining to transformation
with a change in legal form into a European Company
(*Societas Europaea, SE*) with the name
LPKF Laser & Electronics SE

Preamble

- (1) LPKF Laser & Electronics Aktiengesellschaft ("LPKF AG" or "the Company") is a stock corporation under Germany law with its registered office in Garbsen, Germany, and entered in the Commercial Register of the Local Court of Hanover as HRB 110740. Its business address is Osteriede 7, 30827 Garbsen, Germany. The company's shares are listed for trading on the Regulated Market of the Frankfurt Securities Exchange (Prime Standard).
- (2) The purpose of the Company is to develop, manufacture, and market laser systems, machinery, electronic components, and devices, including their associated software, and to manufacture and market components manufactured using laser systems. The Company is authorized to carry out all measures and transactions that are suitable for promoting the Company's purpose. This includes establishing branch offices, acquiring and establishing other companies, and investing in other companies in Germany and abroad. The Company is also authorized to entrust its operations fully or partially to such companies.
- (3) As of today, the registered share capital of the Company totals EUR 24,496,546.00 and is divided into 24,496,546 no-par-value shares (no nominal amount). The notional value of each share in proportion to the Company's share capital is EUR 1.00. The shares have been issued as no-par-value bearer shares in accordance with Article 4, Section 3, of the Articles of Incorporation of LPKF AG.
- (4) Pursuant to Art. 2, Section 4, in conjunction with Art. 37 of Council Regulation (EC) No. 2157/2001 of 8 October 2001, on the Statute for a European Company (SE) ("SE Regulation") LPKF AG is to be transformed into a European Company (Societas Europaea, SE). Furthermore, this transformation shall be carried out while applying, in particular, the *Gesetz zur Ausführung der Verordnung (EG) Nr. 2157/2001 des Rates vom 8. Oktober 2001 über das Statut der Europäischen Gesellschaft (SE) vom 22. Dezember 2004* (SEAG – German Act Governing Implementation of Council Regulation (EC) No. 2157/2001 of 8 October 2001, on the Statute for a European company of 22 December 2004) as well as the *Gesetz über die Beteiligung der Arbeitnehmer in einer Europäischen Gesellschaft vom 22. Dezember 2004* (SEBG – German Act Governing the Involvement of Employees in a European Company of 22 December 2004).
- (5) The change in legal form into a European Company reflects the Company's current strategy of positioning itself internationally. The SE is a legal form recognized internationally, especially in Europe. As a supranational legal form, it stands for a modern, internationally oriented company, thus promoting an international corporate culture. This step can help strengthen the identification of employees – particularly foreign employees – with the LPKF Group. The SE also serves as an attractive legal form to contract partners around the world and for recruiting highly skilled workers. Finally, it allows us to maintain our proven corporate governance structure using a two-tier system of management.
- (6) The Management Board of LPKF AG therefore submits the following transformation plan:

Section 1

Plan for Transforming LPKF Laser & Electronics Aktiengesellschaft into LPKF Laser & Electronics SE

- (1) Pursuant to Art. 2, Section 4, of the SE Regulation in conjunction with Art. 37 of the SE Regulation, LPKF AG will be transformed into a European Company (Societas Europaea, SE).
- (2) LPKF AG is a stock corporation established under German law with its registered office and headquarters in Garbsen, Germany. For at least two years, it has had a subsidiary subject to the laws of a different Member State of the European Union (EU), namely LPKF Laser & Electronics d.o.o. with its registered office in Polica, Slovenia, and its business address at Polica 33, 4202 Naklo, Slovenia, company number 5711096000. Since 2014, LPKF has directly held 100% of the shares in LPKF Laser & Electronics d.o.o., thereby exercising control over LPKF Laser & Electronics d.o.o. The conditions for transformation with a change in legal form under Art. 2, Section 4, of the SE Regulation are therefore met.
- (3) As a result of the transformation with a change in legal form, the Company shall neither be dissolved, nor shall a new legal entity be founded. Instead, LPKF Laser & Electronics Aktiengesellschaft and LPKF Laser & Electronics SE ("LPKF SE") are identical legal entities. The participation of shareholders in the Company shall continue unchanged by preserving the identity of the legal entity once the transformation with a change in legal form takes effect. The transformation shall have no effect on the Company's stock market listing or the trading of its shares or on the existing inclusion of shares in stock market indices.
- (4) LPKF SE shall – like LPKF AG – have a two-tier system of governance consisting of a Management Board (management organ as defined by Art. 38b), option 1, and Art. 39, Section 1, of the SE Regulation) and a Supervisory Board (supervisory organ as defined by Art. 38b), option 1, and Art. 40, Section 1, of the SE Regulation).

Section 2

Effective Date of Transformation

The transformation shall take effect upon entry in the Company's entry in the Commercial Register of the Local Court of Hanover ("Transformation Date").

Section 3

Company Name, Registered Office, and Articles of Incorporation

- (1) The name of the company shall be LPKF Laser & Electronics SE.
- (2) The registered office of LPKF SE is in Garbsen, Germany, where its headquarters are also located.
- (3) LPKF SE shall adopt the Articles of Incorporation, attached as **Appendix 1**, which are part of the transformation plan.

Section 4

Share Capital, Authorized Capital, Contingent Capital, Amendments to Articles of Incorporation, and No Cash Settlement

- (1) The total share capital of LPKF AG in the amount existing on the Transformation Date (currently EUR 24,496,546.00) and in the no-par-value bearer shares into which it is divided on that date (currently 24,496,546) shall be the share capital of LPKF SE. The notional value of each share in proportion to the share capital (currently EUR 1.00 per share) shall remain exactly as high as it is immediately prior to the Transformation Date.
- (2) The individuals and companies that are shareholders of LPKF AG on the Transformation Date shall become shareholders of LPKF SE. They shall hold the same percentage and number of shares in LPKF SE in proportion to its share capital as they did in the share capital of LPKF AG immediately before the Transformation Date. The rights of third parties to shares of LPKF AG or to subscription of shares shall continue with respect to shares of LPKF SE.
- (3) On the Transformation Date, the Articles of Incorporation of LPKF SE shall specify the following equivalencies:
 - a. The total share capital with its division into non-par-value shares of LPKF SE pursuant to Article 4, Section 1, of the Articles of Incorporation of LPKF SE shall equal the total share capital with its division into no-par-value shares of LPKF AG pursuant to Article 4, Section 1, of the Articles of Incorporation of LPKF AG.
 - b. The amount and number of shares of Authorized Capital of LPKF SE pursuant to Article 4, Section 6, of the Articles of Incorporation of LPKF SE shall equal the amount and number of shares of Authorized Capital of LPKF AG pursuant to Article 4, Section 6, of the Articles of Incorporation of LPKF AG.
 - c. The amount and number of shares of contingent capital of LPKF SE pursuant to Article 4, Section 7, of the Articles of Incorporation of LPKF SE shall equal the amount and number of shares of contingent capital of LPKF AG pursuant to Article 4, Section 7, of the Articles of Incorporation of LPKF AG.

Any changes concerning the amount of share capital, the amounts and numbers of shares of Authorized Capital and the contingent capital of LPKF AG shall also apply to LPKF SE.

- (4) The Supervisory Board of LPKF AG (alternatively, the Supervisory Board of LPKF SE) is authorized and simultaneously instructed to make any changes arising from the above provisions and any changes upon which the court of registry stipulates that registration of the transformation depends to the version of the Articles of Incorporation of LPKF SE attached to this transformation plan, provided they concern only the wording of the Articles of Incorporation, before the transformation is entered in the Commercial Register.
- (5) Shareholders who object to transformation shall not be offered a cash settlement since the law does not provide for such offers of cash settlement.

Section 5

Continued Validity of Resolutions of the Annual General Meeting of LPKF AG

- (1) Resolutions (in particular, authorization granted outside the Articles of Incorporation) adopted by the Annual General Meeting of LPKF AG shall remain valid and apply to LPKF SE if they have not yet been executed as of the Transformation Date.
- (2) In particular, this provision applies to the following:
 - The authorization granted by resolution under item 8 of the agenda of the Annual General Meeting held on 4 June 2020, to purchase treasury shares in accordance with Section 71, para. 1, no. 8, of the AktG while also disapplying the option to sell and to use treasury shares while disapplying shareholders' statutory pre-emptive rights
 - The authorization granted by resolution under item 11 of the agenda of the Annual General Meeting held on 20 May 2021, to issue warrant bonds and/or convertible bonds while disapplying shareholders' statutory pre-emptive rights

Following the transformation, the aforementioned authorizations shall pertain to shares of LPKF SE instead of shares of LPKF AG as of the Transformation Date. In all other respects, they shall also continue to apply to LPKF SE in their respective versions and scopes as of the Transformation Date.

Section 6

No Special Rights or Special Advantages

- (1) LPKF AG has no shareholders to which special rights within the meaning of Section 194, para. 1, no. 5, of the *Umwandlungsgesetz* (**UmwG** – German Transformation Act) and/or Art. 20, Section 1, sentence 2f) of the SE Regulation have been attached and no holders of securities other than shares. Therefore, such individuals shall not be granted any rights beyond the shares named in Section 4, para. 2, in the course of the transformation, and no measures are intended and will not be proposed for such individuals.
- (2) No individuals within the meaning of Art. 20, Section 1, sentence 2g) of the SE Regulation have been, nor shall they be, granted special advantages in the course of the transformation.
- (3) As a legal precaution, we hereby state that, (i) irrespective of the responsibility of the Supervisory Board of LPKF SE under the German Stock Corporation Act, it can be assumed that the current members of the Management Board of LPKF AG are to be appointed as members of the Management Board of LPKF SE (see Section 7), and (ii) the current members of the Supervisory Board of LPKF AG named in the Articles of Incorporation of LPKF SE are to be appointed as members of the first Supervisory Board of LPKF SE (see Section 8).

Section 7

Management Organ (Management Board)

- (1) Pursuant to Article 6, Section 1, of the Articles of Incorporation of LPKF SE, the Management Board of LPKF SE shall consist of one or more persons, with the number of members on the Management Board being determined by the Supervisory Board of LPKF SE.

- (2) The term of office of every member of the Management Board of LPKF AG shall end on the Transformation Date. Irrespective of the responsibility of the Supervisory Board of LPKF SE under the German Stock Corporation Act, it can be assumed that the members of the Management Board of LPKF AG in office immediately prior to the Transformation Date will be appointed as members of the Management Board of LPKF SE. The current members of the Management Board are Dr. Klaus Fiedler (Chairman) and Mr. Christian Witt.

Section 8

Supervisory Organ (Supervisory Board)

- (1) According to Article 10, Section 1, of the Articles of Incorporation of LPKF SE, the Supervisory Board of LPKF SE shall consist of four members. Every member of the Supervisory Board of LPKF SE – as is currently the case at LPKF AG – shall be elected by the Annual General Meeting without being bound by nominations.
- (2) The term of office of every member of the Supervisory Board of LPKF AG shall end on the Transformation Date.

Pursuant to Art. 40, Section 2, sentence 2, of the SE Regulation, the members of the first Supervisory Board of LPKF SE can be appointed in the Articles of Incorporation. Pursuant to Article 10, Section 2, of the Articles of Incorporation of LPKF SE, the following individuals are to be appointed as members of the first Supervisory Board of LPKF SE:

- a. Mr. Jean-Michel Richard; residing in Leigh, Wiltshire, United Kingdom; founder and independent Senior Advisor of Fisadis Consulting Ltd, Rushall, United Kingdom
- b. Dr. Dirk Rothweiler; residing in Weimar, Germany; independent corporate consultant
- c. Ms. Julia Kranenberg; residing in Helmstedt, Germany; member of the Management Board (CHRO) of Avacon AG, Helmstedt
- d. Prof. Ludger Overmeyer, Dr.-Ing.; residing in Wunstorf, Germany; university professor and Head of the Institute for Transportation and Automation Technology at Leibniz University in Hanover

The members of the first Supervisory Board of LPKF SE shall be appointed until the end of the first Annual General Meeting that decides whether to ratify their actions for the first full or truncated financial year of LPKF Laser & Electronics SE but for no longer than until the end of 30 June 2024. The first financial year of LPKF SE shall be the financial year in which the transformation of LPKF AG into LPKF SE is entered in the Commercial Register.

Section 9

Employee Involvement Agreement Procedure Details

- (1) With respect to the participation of employees (with the term "**Employees**" encompassing all genders) of the Company, affected subsidiaries, and affected facilities, the national regulations on implementing Council Directive 2001/86/EC of 8 October 2001, supplementing the Statute for a European company with regard to the involvement of employees ("**SE Directive**"), in particular the SEBG (German Act Governing the Involvement of Employees in

a European Company). The procedure for involvement of Employees provided for in the law shall be conducted in accordance with the statutory provisions. With respect to Employees of affected subsidiaries and affected facilities outside Germany, the respective national regulations implementing the SE Directive shall also be observed.

- (2) As part of the procedure for involvement of Employees, the Company's management informed the Employee representatives (if applicable) and, where no such Employee representatives exist, it informed the Employees of the Company at its affected subsidiaries and affected facilities about the transformation plan on 24 February 2022 (the "**Information**"). In particular, the Information covered the following points:
 - a) The identity and structure of the Company, the affected subsidiaries and the affected facilities and their locations in the Member States of the EU and the other parties to the Agreement on the European Economic Area ("**Member States**")
 - b) The Employee representatives at those subsidiaries and facilities
 - c) The number of employees at each of those subsidiaries and facilities as well as the total number of Employees computed for a particular Member State
 - d) The number of Employees with rights of co-determination on the governing bodies of those companies
- (3) Furthermore, the Company's management requested that the Employee representatives (if applicable) and, where no such Employee representatives existed, it informed the Employees of the Company themselves at its affected subsidiaries and affected facilities to form a special negotiating committee ("**Special Negotiating Committee**") in accordance with the SEBG. The members of the Special Negotiating Committee shall be elected or appointed according to the regulations of the respective national laws governing implementation of the SE Directive. In Germany, that law is the SEBG. Section 5, para. 1 of the SEBG states that members of the Special Negotiating Committee are elected or appointed for the Employees of the involved companies, affected subsidiaries and affected facilities in every Member State in accordance with the national regulations of the respective Member State. For every percentage of the Employees in a Member State that equals 10% of the total number of Employees of the involved companies, affected subsidiaries and affected facilities in all Member States or even a fraction thereof, one member is to be elected or appointed from that Member State to the Special Negotiating Committee in accordance with the national regulations of the respective Member State.

The Special Negotiating Committee shall be formed pursuant to the statutory provision contained in Section 5, para. 1, of the SEBG and shall have a total of eleven (11) members based on the number of Employees of the Company and its affected subsidiaries and facilities in the individual Member States on the date the Information was issued. The members will come from the following countries: nine members from Germany and two members from Slovenia.
- (4) The Company shall attempt to conclude an agreement on the involvement of Employees in LPKF SE through the Special Negotiating Committee.
- (5) Section 11 et seq. of the SEBG shall be observed regarding the process of negotiation and the involvement of Employees in LPKF SE.

- (6) The Company's management shall send the draft of the resolution on transformation to the responsible employee representatives no later than one month before the date of the Annual General Meeting at which the resolution on a change in legal form is to be adopted (Section 194, para. 2, of the UmwG).

Section 10

Other Effects of the Transformation on Employees and Their Representatives

- (1) The transformation shall have no material effects on Employees, their employment relationships, or their representatives. Only the legal form of the Company will change. Specifically:
- (2) The transformation shall not result in a transfer of business within the meaning of Section 613a of the *Bürgerliches Gesetzbuch* (BGB – German Civil Code).
- (3) Existing employment contracts and the associated rights and obligations of Employees of the Company shall remain unaffected by the transformation and shall be continued by the future LPKF SE. There shall be no interruption in the length of employment with the Company. Employees' individual benefits shall not be affected. The transformation shall also have no effects on the location or scope of Employee's duties.
- (4) The Articles of Incorporation of the future LPKF SE provide for a two-tier system of governance, i.e., LPKF SE shall have a management organ and a supervisory organ. Sections 7 and 8 above are included by reference with respect to details. The members of the Management Board shall represent the future LPKF SE in court and out of court and shall exercise their right to issue instructions to Employees.
- (5) The transformation into a European Company shall affect neither the operating structure of the Company or its affected subsidiaries nor the organizational structure of the Company or its affected subsidiaries.
- (6) The transformation shall have no effect on the application of rules under the *Betriebsverfassungsgesetz* (German Labor-Management Relations Act) within the Company and its affected subsidiaries. Where the Company has councils of Employee representatives, they shall not be affected by the transformation.
- (7) The transformation shall have no direct effects on Employee involvement in corporate decision-making. The Company's Supervisory Board has no employee representatives as members. In all other respects, Section 9 is included by reference with respect to the details of Employee involvement in connection with the transformation.
- (8) The existing commitments made with respect to company pension plan benefits shall not be affected by the transformation. The transformation shall affect neither the existing pension benefits promised to Employees of LPKF AG nor current pension recipients.
- (9) As an identical legal entity, the future LPKF SE shall be liable for any and all claims pertaining to benefits in arrears asserted against the Company by Employees. No changes in capital are planned in connection with the transformation; the share capital shall not be reduced.
- (10) Authorizations granted to Employees (e.g., power of attorney to execute and represent) shall remain unaffected by the transformation. If necessary, the only changes made to the entry in the Commercial Register will involve clarification.

- (11) The transformation shall have no effect on the individuals holding specific offices (e.g., data protection officer, laser safety officer); they shall retain their appointments.
- (12) Terminations of employment based solely on the transformation are prohibited by law and are not planned. The right to terminate employment relationships for other reasons in accordance with statutory regulations remains unaffected.
- (13) Employees are not entitled to object to the transformation, nor does the transformation trigger any extraordinary right of termination for Employees. Section 9 is included by reference with respect to the involvement of Employees and their representatives in the transformation process (referred to as the "procedure for involvement of Employees").
- (14) No changes in operations are planned in connection with implementation of the transformation into a European Company. Independently of the transformation of LPKF AG into LPKF SE, LPKF WeldingEquipment GmbH plans to take over the LM unit of LPKF AG at its facility in Fürth. The affected Employees in Fürth will be informed of those plans and the resulting consequences for the Employees of the LPKF AG facility in Fürth in advance of the execution.

Section 11

Transformation Expenses

The Company shall cover the expenses associated with the transformation up to a total amount of EUR 250,000.00.

Section 12

Auditor

The Company appoints KPMG AG Wirtschaftsprüfungsgesellschaft of Hanover, Germany as auditor of the annual financial statements and consolidated financial statements for the first financial year of LPKF SE. The first financial year shall be the financial year in which the transformation of LPKF AG into LPKF SE is entered in the Commercial Register.

Garbsen, 22 March 2022

LPKF Laser & Electronics Aktiengesellschaft
The Management Board