



Notes on agenda item 7 – Resolution on the approval of an amended remuneration system for the members of the Management Board

The Supervisory Board last submitted a remuneration system for the members of the Management Board to the Annual General Meeting of May 23, 2023, that was approved by it with 99.94% of votes. Due to the positive development of the Company's share price since then, it is apparent that the previous amounts of the maximum remuneration for the members of the Management Board are not sufficient for any higher payments under the long-term variable remuneration. The proposed amounts also allow some leeway for further developments in remuneration.

The Supervisory Board therefore proposes to the Annual General Meeting that, with effect from January 1, 2025, the maximum remuneration in the existing remuneration system be amended as follows:

- Increase in the maximum remuneration for the chairperson of the Management Board to EUR 3,750,000.00 (previously EUR 3,000,000.00)
- Increase in the maximum remuneration for ordinary members of the Management Board to EUR 2,250,000.00 (previously EUR 1,500,000.00)

No other changes to the remuneration system are proposed.

The market conformity of Management Board remuneration in a horizontal comparison was confirmed with the help of an expert opinion prepared by an external remuneration expert (as of July 2024 based on the remuneration data for fiscal year 2023). The peer group selected for the report included all companies listed on the SDAX. Based on the criteria of sales, EBIT, employees and market capitalization, SAF-HOLLAND SE's company-specific positioning is in the 61st percentile. The proposed maximum remuneration for both the chairperson of the Management Board [57th percentile] and for ordinary members of the Management Board [51st percentile] remains below the level that would be usual for companies in the SDAX according to the expert opinion for SAF-HOLLAND.

The intention of this proposal is to continue to ensure competitive Management Board remuneration in order to reflect the new corporate strategy 2030 with regard to organic and inorganic growth. Furthermore, the proposed adjustment is also intended not only to promote incentives for current members of the Management Board, but also to ensure that the Company remains competitive in the search for the best possible candidates when filling Management Board positions in the future.