

Remuneration system for members of the Supervisory Board

1. Wording in the Articles of Association

The remuneration of the members of the Supervisory Board is specifically set out in Art. 16 of the Company's Articles of Association as follows:

- "1. Each Supervisory Board member shall receive a fixed annual remuneration of EUR 40,000.00. The Chairman of the Supervisory Board receives two-and-a-half times, the Deputy Chairman one-and-a-half times the remuneration of an ordinary Supervisory Board member.*
- 2. The Chairman of a committee shall receive an additional remuneration of EUR 20,000.00.*
- 3. For attending a meeting of the Supervisory Board or a committee, the respective member of the Supervisory Board receives an attendance fee of EUR 1,000.00 and of EUR 500.00 per telephone conference. Chairmen of a committee shall not receive an attendance fee for meetings or telephone conferences of the respective committee.*
- 4. The Company ensures that liability insurance is taken out for the benefit of the Supervisory Board members. In addition to the remuneration pursuant to the paragraphs above, the Company reimburses the Supervisory Board members for the reasonable expenses incurred by them in connection with their office as Supervisory Board member as well as for any VAT payable on their remuneration and expenses.*
- 5. Supervisory Board members who belong to the Supervisory Board for only part of a financial year or who hold the office of Chairman of the Supervisory Board or Deputy Chairman of the Supervisory Board shall receive a corresponding pro rata remuneration. This applies mutatis mutandis to the remuneration as Chairman of a committee.*

6. *The remuneration pursuant to paragraphs 1 and 2 will become payable after the end of the General Meeting receiving, or deciding on the approval of, the consolidated financial statements for the financial year for which the remuneration is paid."*

2. Contribution of remuneration to promoting business strategy and long-term development

The system complies overall with the requirements of the German Corporate Governance Code as issued on December 16, 2019.

In accordance with the recommendation of G.18 sentence 1 of the German Corporate Governance Code, the remuneration of members of the Supervisory Board consists solely of fixed components plus attendance fees and reimbursement of out-of-pocket expenses, but no variable components. Fixed remuneration bolsters the independence of the members of the Supervisory Board and therefore makes an indirect contribution towards the "long-term development of the Company" (see Section 87a (1) sentence 2 No. 2 AktG).

At the same time, the remuneration system provides an incentive for members of the Supervisory Board to proactively promote the business strategy (see Section 87a (1) sentence 2 No. 2 AktG) as it appropriately considers the greater time required of the Chairman, who is closely involved in discussing issues of strategy (D.6 of the German Corporate Governance Code), and the Deputy Chairman of the Supervisory Board as well as the Chairman and members of the committees in accordance with G. 17 of the German Corporate Governance Code.

3. Remuneration components

The fixed remuneration components, the base remuneration, the additional remuneration for work on the committees and the attendance fee for meetings and telephone conferences can be summarised as follows (see the wording in the Articles of Association):

Remuneration component	Chairperson	Deputy Chairperson	Ordinary member
Base remuneration	EUR 100,000.00	EUR 60,000.00	EUR 40,000.00
Remuneration component			
Per diem attendance fee for meetings of the Supervisory Board	EUR 1,000.00		
Per diem attendance fee for telephone conferences of the Supervisory Board	EUR 500.00		
Remuneration component	Chairperson of a committee	Ordinary member of a committee	
Committee activity	EUR 20,000.00	—	
Per diem attendance fee for meetings of a committee	—	EUR 1,000.00	
Per diem attendance fee for telephone conferences of a committee	—	EUR 500.00	

In the event that a member of the Supervisory Board is not on the board for the full financial year, remuneration is paid on a pro rata temporis basis. Furthermore, the Company ensures that liability insurance is taken out for the benefit of the Supervisory Board members. Any reasonable out-of-pocket expenses incurred from performing their duties on the Supervisory Board will be reimbursed. In addition, the Company refunds any VAT payable on the remuneration and the reimbursement of out-of-pocket expenses.

4. No variable remuneration, no remuneration-related contractual transactions

Due to the fact that the remuneration system does not contain any variable remuneration components, the disclosures required by Section 87a (1) sentence 2 No. 4, 6 and 7 AktG do not apply.

The remuneration of the members of the Supervisory Board is fixed directly in the Articles of Association. Consequently, no remuneration-related contractual transactions in the sense of Section 87a (1) sentence 2 No. 8 AktG can be entered into.

5. Postponement period

The base remuneration and the additional remuneration for the Chairman of a committee will become payable after the end of the General Meeting receiving, or deciding on the approval of, the consolidated financial statements for the financial year for which the remuneration is paid. Postponement periods for the payment of remuneration components are not provided for in the remuneration system.

6. Consideration of employee remuneration and employment conditions

A legally binding connection is not enshrined in the Articles of Association, does not correspond to the functional diversity of the non-operating Supervisory Board and would unduly restrict the shareholders' freedom of decision on the remuneration of the Supervisory Board.

7. Determination, implementation and review of the remuneration system

The remuneration system and the specific remuneration of the members of the Supervisory Board are determined by the Annual General Meeting, which passes resolutions on the remuneration of the members of the Supervisory Board at least every four years in accordance with Section 113 (3) AktG. A confirming resolution is permissible and requires a simple majority of the votes cast. If the Annual General Meeting does not pass a confirming resolution, a revised remuneration system is to be submitted at the next Annual General Meeting for approval by resolution. A material change to the remuneration system anchored in the Articles of Association and the remuneration of members of the Supervisory Board requires a majority resolution equivalent to the majority required to amend the Articles of Association.

The remuneration of the Supervisory Board is reviewed at regular intervals by the administration, primarily by the Remuneration and Nomination Committee of the Supervisory Board which addresses remuneration issues. In particular, the timing, the

scope of the tasks to be performed, and the financial situation of the Company are considered as well as the conformity of the remuneration with any new legal requirements, the recommendations of the German Corporate Governance Code, the expectations of the capital markets and the market conformity of the remuneration. If the Management Board and Supervisory Board perceive any need for a change, they will propose an amended remuneration system to the Annual General Meeting. The remuneration system will be submitted to the Annual General Meeting for approval by resolution at least every four years.

There have not been any conflicts of interest in connection with the remuneration system for the Supervisory Board in the past. Any conflicts of interest that do arise when reviewing the remuneration system are countered by the statutory allocation of authorities, as in the final instance the Annual General Meeting has the power to decide on the remuneration of the Supervisory Board and a proposal for resolution is submitted to it by both the Management Board and the Supervisory Board, thus the principle of dual control is integrated within the statutory arrangement. In all other respects the general rules governing conflicts of interest apply, which require such conflicts to be disclosed and treated fairly.

In addition, the shareholders have a right under the statutory requirements to add the remuneration system and remuneration of members of the Supervisory Board in addition to any proposed amendments to the agenda of an Annual General Meeting and propose corresponding (counter) resolutions.