

## **5. Resolution on the compensation of the members of the Supervisory Board and amendment to Article 12 of the Articles of Incorporation regarding the compensation of the Supervisory Board**

Pursuant to Section 113, Paragraph 1, Sentence 2 of the German Stock Corporation Act (AktG), compensation of the members of a company's Supervisory Board can be stipulated in its Articles of Incorporation or approved by the Stockholders' meeting. Section 113, Paragraph 3 of the AktG was also amended as of January 1, 2020 in line with the Act to Transpose the European Shareholder Rights Directive II into German Law (ARUG II). Pursuant to Section 113, Paragraph 3, Sentences 1 and 2 of the AktG, the compensation of the members of the Supervisory Board of a listed company must now be resolved upon at least every four years, a resolution that confirms this compensation being permissible.

The compensation of the Supervisory Board was last amended by the Annual Stockholders' Meeting in 2017. In light of the considerations stated in detail following Agenda Item 6, the Board of Management and the Supervisory Board believe it necessary to amend the provisions of the Articles of Incorporation regarding the compensation of the Supervisory Board. The information pursuant to Section 113, Paragraph 3, Sentence 3, and Section 87a, Paragraph 1, Sentence 2, of the AktG is also presented following Agenda Item 6.

The Board of Management and Supervisory Board propose the following resolution for adoption:

- a) Article 12 of the Company's Articles of Incorporation is amended as follows:

**“Article 12**

**Compensation of the Supervisory Board**

- (1) Each member of the Supervisory Board shall receive fixed annual compensation in the amount of EUR 160,000. Members of the Supervisory Board who are also members of a committee shall receive additional compensation.
- (a) The additional compensation shall amount to EUR 120,000 for the Chairperson of the Audit Committee and EUR 60,000 for all other members of that Committee.
- (b) The additional compensation shall amount to EUR 40,000 for the chairpersons of the Presidial Committee and the Nominations Committee and EUR 20,000 for all other members of those committees.
- (c) The additional compensation shall amount to EUR 60,000 for the chairpersons of other committees and EUR 30,000 for other members of other committees.

A Supervisory Board member who is a member of more than three committees shall receive compensation only for the three functions with the highest compensation.

- (2) Instead of the compensation according to paragraph 1, the Chairperson of the Supervisory Board shall receive fixed annual compensation of EUR 480,000, and the Vice Chairperson shall receive EUR 320,000. This fixed annual compensation also covers membership and chairmanship of committees.

- (3) Supervisory Board members who have been members of the Supervisory Board or of one of its committees or who have served as Chairperson or Vice Chairperson of the Supervisory Board or as Chairperson of one of its committees for only part of a fiscal year shall receive lower compensation on a pro rata basis.
  - (4) The members of the Supervisory Board shall additionally receive an attendance fee of EUR 1,500 each time they attend a meeting of the Supervisory Board or of a committee – whether in person, by telephone or virtually. If multiple meetings are held on one day, only one attendance fee shall be paid.
  - (5) The compensation shall be paid after the end of the fiscal year.
  - (6) The Company shall reimburse to the Supervisory Board members the expenses incurred through the exercise of their office, including any value-added tax payable on their compensation and on the reimbursement of their expenses. The Company may take out liability insurance for the benefit of the members of the Supervisory Board to cover their legal liability arising from their activities as members of the Supervisory Board.”
- b) The compensation of each member of the Supervisory Board and of the Chairperson and Vice Chairperson of the Supervisory Board for the fiscal year 2021 shall be determined on the basis of the currently valid provisions of the Articles of Incorporation for the period from January 1, 2021 to April 27, 2021 and on the basis of the proposed version of the Articles of Incorporation set forth in subsection a) of this Agenda Item for the period from April 28, 2021 to December 31, 2021; the amounts set forth in these two rules shall be adjusted on a pro rata basis. From the fiscal year 2022 the compensation of each member of the Supervisory Board and of the Chairperson and Vice Chairperson of the Supervisory Board shall be determined in accordance with the provisions of the Articles of Incorporation proposed in subsection a) of this Agenda Item.