1. Disclosures on item 6 of the agenda: remuneration report

Remuneration report 2023

The Management Board and the Supervisory Board of Encavis AG ("Encavis" or "company") have together implemented the statutory requirements on the preparation of remuneration reports in accordance with section 162 AktG in the following remuneration report.

The remuneration report describes the basic features of the remuneration system for the members of the Management Board and the Supervisory Board and provides information on the individual remuneration granted and owed in the 2023 financial year for the current and former members of the Management Board and the current and former members of the Supervisory Board.

The company has decided to have the remuneration report substantively audited by the auditor extending beyond the requirements under section 162 (3) sentence 1 AktG.

After preparation by the Personnel and Nomination Committee, the current remuneration systems for the members of the Management Board and the Supervisory Board of the company have been adopted by the Supervisory Board in accordance with section 87 (1) and section 87a (1) AktG and were approved at the Annual General Meeting on 1 June 2023. You can find detailed information on this online on the company's website at https://www.encavis.com/en/about-us/governance.

Resolution on the approval of the remuneration report for the previous financial year (2022)

A total of 107,761,785 no-par-value shares, equating to an equal number of votes and 66.92 % of the share capital, were represented at the Annual General Meeting on 1 June 2023 for the resolution on the approval of the remuneration report for the 2022 financial year, prepared and audited in accordance with section 162 AktG (agenda item 6). The resolution received 60,031,460 Yes votes (55.71 %), with 47,730,325 (44.29 %) voting against the resolution. The remuneration report for the 2022 financial year as prepared and audited was therefore approved by a majority. The company is responding to questions and comments from shareholders and shareholder representatives at previous Annual General Meetings. In the hope of increasing the approval rate, the company has enhanced the remuneration systems for the members of the Management Board and Supervisory Board with effect from 1 January 2023. The company adheres to the structure of the remuneration report resulting from the remuneration systems.

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

Based on the recommendations of the Personnel and Nomination Committee, the Supervisory Board revised the system of remuneration for the members of the Management Board that was approved by the 2021 Annual General Meeting with effect from 1 January 2023. The correspondingly adjusted abstract remuneration system for the members of the Management Board was approved at the Annual General Meeting on 1 June 2023 with retroactive effect from 1 January 2023 with an approval rate of 86.50 %.

Resolution on the approval of the amended remuneration system for the members of the Supervisory Board

Based on the recommendation of the Personnel and Nomination Committee, the Supervisory Board enhanced the remuneration system for Supervisory Board members approved by the 2021 Annual General Meeting with effect from 1 January 2023 due to the constantly increasing demands on the Supervisory Board's monitoring and advisory activities as a result of the continuously growing legal and regulatory requirements. The correspondingly adjusted abstract remuneration system for Supervisory Board members was approved at the Annual General Meeting on 1 June 2023 with retroactive effect from 1 January 2023 with an approval rate of 98.85 %.

Preliminary remarks

Since the wording in section 162 (1) AktG is not specific, it is necessary to begin by explaining and substantiating the term “granted”.

According to this section, remuneration is granted when it actually goes to the executive body member and is transferred to their assets (payment-related perspective). Alternatively, it is permitted to disclose remuneration (already) in the remuneration report for the financial year in which the activity on which the remuneration is based (one or more years) has been fully performed (vesting-related perspective). Encavis believes that this perspective allows for a reasonable comparison to be made, since the variable short-term remuneration for 2023, for instance, appears alongside the financial position for the 2023 financial year. For this reason, the company uses the vesting-related perspective for the “granted remuneration”. The company’s Management Board and Supervisory Board continue to employ the vesting-related perspective.

A. The remuneration of the Management Board in the 2023 financial year

1. Principles of the remuneration system

The remuneration system for the members of the Management Board was approved by the Annual General Meeting on 1 June 2023 by a majority of 86.50 % of the capital represented.

The remuneration system for the members of the Management Board makes an important contribution to the advancement of the business strategy and the long-term, sustainable and value-creating development of the company. In structuring the remuneration system and specifying Management Board remuneration, the Supervisory Board worked on the basis of the following principles:

Principles of the remuneration system

Promoting the corporate strategy	The aim of the remuneration system is to promote the implementation of the corporate strategy through appropriate incentivization.
Pay for Performance	The remuneration system uses adequate performance criteria as part of the performance-related variable remuneration (which represents a substantial part of the overall remuneration) to ensure that the performance of the Management Board is appropriately rewarded and that failures to reach targets are equally taken into account.
Long-term nature and sustainability	As part of the variable remuneration, a considerable part of the remuneration is issued on the basis of a multi-year performance assessment. The focus on sustainability is further strengthened in the short-term and additional long-term variable remuneration by the anchoring of performance criteria for sustainability targets in relation to environmental, social and governance criteria (ESG criteria).
Appropriateness of the remuneration	The remuneration of the members of the Management Board is customary in the market and competitive. It allows for the size, complexity and economic position of the company. Its appropriate nature is maintained by regular comparisons of management board remuneration within relevant comparison groups. The remuneration of the members of the Management Board is in appropriate proportion to the remuneration of managers and employees.
Consistency of the systems	The remuneration system is directly linked to the remuneration systems of the upper management level and employees of Encavis.
Regulatory compliance	The remuneration system complies with the German stock corporation act and incorporates the recommendations of the GCGC as far as possible.

The Supervisory Board can take extraordinary circumstances, the effects of which are not sufficiently accounted for in target achievement, into appropriate consideration in defining targets in a small number of justified cases.

The remuneration system has been defined with the aim of being simple, clear and comprehensible.

Management Board remuneration is primarily based on the financial position of the company as well as the performance of the Management Board as a whole. The company's long-term strategic growth targets as communicated in the strategy for the years leading up to 2027 represent key parameters in the short- and long-term variable remuneration.

With regard to long-term variable remuneration, the Supervisory Board has decided to introduce an additional long-term performance-related remuneration component at the recommendation of the Personnel and Nomination Committee. Every year, the members of the Management Board receive a performance-related, long-term variable bonus for the achievement of ESG targets ("ESG bonus"). In consideration of the company's specific situation and its business strategy, the Supervisory Board is generally free to select and/or combine environmental, social and governance (ESG) targets at its due discretion that are suitable for ensuring reasonable, ESG-based incentives for the members of the Management Board in consideration of the company's interests. The term of the ESG bonus is three (3) years. Multipliers to measure the degree of target attainment are defined at the time that the ESG target or targets are announced. The first long-term variable remuneration payment based on ESG targets is due at the end of the 2025 financial year if the targets are met.

To that effect, the remuneration components of the performance-related remuneration form a key part of the overall structure:

Components of Management Board remuneration

Non-performance-related remuneration	Annual salary	• Fixed annual remuneration paid in twelve equal amounts at the end of each calendar month.
	Fringe benefits	• Other contributions in kind (company vehicle, insurance, communication, etc.)
Performance-related remuneration	Short-term variable remuneration (annual bonus)	• Term: one year • Performance criteria: financial and non-financial targets • Payment: between 0 and 200 % of the target value
	Long-term variable remuneration (virtual share option programme – SOP)	• Vesting period: 3 years • Exercise period: 2 years • Performance criteria: financial targets • Granting of virtual share options (share appreciation rights – SAR) • Cap: 3 times the minimum exercise value
	Long-term variable ESG component (bonus)	• Term: three years • Performance criteria: increase in MSCI ESG rating by 2026 (for example) • Payment: between 0 and 300 % of the target value

2. Implementation and review of the remuneration system

The remuneration system applies to all members of the Management Board from 1 January 2023 as well as to all newly agreed or extended contracts with members of the Management Board and in the case of reappointment.

The Personnel and Nomination Committee regularly reviews the appropriateness and conventionality of the remuneration of the members of the Management Board and proposes amendments where necessary to the Supervisory Board in order to ensure a customary yet competitive remuneration package for the members of the Management Board. In accordance with the applicable remuneration system, the Supervisory Board has determined specific target remuneration for each member of the Management Board.

The Supervisory Board has also determined the performance criteria for each member of the Management Board in relation to the performance-related, variable remuneration components in the 2023 financial year, provided these are not already defined directly by the applicable remuneration system.

In the 2023 financial year, the Supervisory Board did not make use of the options set out in the remuneration system in accordance with the legal provisions to deviate temporarily from the remuneration system or to make adjustments when the targets are achieved in case of specific circumstances. No variable remuneration components were reclaimed in the 2023 financial year.

3. Total remuneration target

The Supervisory Board defines the total remuneration target for each member of the Management Board on the basis of the remuneration system for the upcoming financial year. The total remuneration target consists of the sum of fixed remuneration and variable remuneration.

Target total remuneration (all amounts in TEUR)	Dr Christoph Husmann Chairman of the Management Board Joined: 1 October 2014	Mario Schirru Member of the Management Board Joined: 1 August 2022
	2023	**2023**
Fixed remuneration	500	390
Short-term variable remuneration	290	220
Total	**790**	**610**
Long-term variable remuneration	280	210
Long-term variable ESG component	30	30
Regular fringe benefits*	27	24
Total remuneration	**1,127**	**874**

*A target was not set for the regular fringe benefits in the 2023 financial year. The actual values granted are therefore indicated.

4. Maximum remuneration

The Supervisory Board has defined a maximum remuneration limit in accordance with section 87a (1) sentence 2 no. 1 AktG that includes the total remuneration to be granted (total of all remuneration amounts for the financial year in question, including fixed annual salary, fringe benefits and variable remuneration components) to the members of the Management Board. The maximum remuneration for one financial year has been defined as follows:

Maximum remuneration pursuant to section 87a (1) sentence 2 no. 1 AktG	Chairman of the Management Board	Member of the Management Board
	EUR 3.2 million	EUR 3.2 million

The Supervisory Board notes that the relevant metric in terms of maximum remuneration is the total remuneration granted to a member of the Management Board for a single financial year, irrespective of the precise date of payment of individual remuneration elements (in particular short-term variable remuneration and long-term variable remuneration) and that the maximum remuneration is based on this metric. As a result, compliance with the maximum remuneration for the financial year in question cannot be reviewed until future reporting periods.

In accordance with the current remuneration system for the members of the Management Board, the maximum remuneration for the 2023 financial year will be reviewed as soon as the long-term variable remuneration is paid out.

5. Application of the remuneration system in detail

a) *Fixed remuneration components*

aa) Annual salary

The annual salary is a fixed, single-year remuneration component paid in cash in twelve equal monthly instalments.

bb) Fringe benefits

The maximum amount of fringe benefits is defined for each member of the Management Board for the respective upcoming financial year. The Supervisory Board defines an amount for this purpose in proportion to the basic remuneration. Fringe benefits granted to members of the Management Board include a company car or rental car, which can also be used privately, and a mobile phone, which likewise can also be used privately. The members of the Management Board receive an allowance for health and care insurance.

Dr Husmann received fringe benefits totalling EUR 27 thousand in the reporting period. Mario Schirru received fringe benefits totalling EUR 24 thousand in the reporting period. No pension commitments exist.

The option to grant members of the Management Board additional remuneration as part of the fringe benefits was not used in the 2023 financial year.

Fixed remuneration (all amounts in TEUR)	Dr Christoph Husmann Chairman of the Management Board Joined: 1 October 2014	Mario Schirru Member of the Management Board Joined: 1 August 2022
	2023	**2023**
Fixed remuneration	500	390
Fringe benefits	27	24
Total fixed remuneration	**527**	**414**

b) *Variable remuneration components*

aa) Short-term variable remuneration (annual bonus)

The members of the Management Board receive a performance-related, variable annual bonus for each financial year. The annual bonus provides an incentive to contribute to the implementation of the business strategy during a financial year. The annual bonus is set out at EUR 290 thousand in the Management Board contract of Dr Christoph Husmann and EUR 220 thousand in the Management Board contract of Mr Mario Schirru.

After the end of the financial year, the achievement of each individual target is determined and summarised as a weighted average. The bonus payment amount for each past financial year is calculated as the percentage of the weighted target achievement multiplied by the individual target amount.

Performance targets were based on a variety of performance criteria. The Supervisory Board is responsible for determining the choice and weighting of individual performance criteria based on the recommendations of the Personnel and Nomination Committee for the coming financial year. If members of the Management Board do not achieve their targets, variable remuneration can fall to zero. Likewise, if members of the Management Board significantly overachieve in terms of their targets, target achievement is limited to 200 % (cap).

Five strategic targets and one individual target were agreed with the members of the Management Board for the determination of target achievement in the 2023 financial year.

Target achievement by members of the Management Board	Strategic KPI	Implementation and degree of target achievement	Weighting of KPI	Target achievement of KPI
Dr Christoph Husmann Mario Schirru	Growth target: The realisation of approx. 750 GWh of growth through new solar and/or wind projects equates to target achievement of 100 %. Attainment of 900 GWh or more equates to target achievement of 200 %	In the financial year, 1,000 GWh of growth was realised through new solar and/or wind projects. The target achievement is 200 %	**25 %**	**50 %**
	EPS target: Increase operating EPS for the Group to over EUR 0.60 in 2023.	EPS of EUR 0.60 was achieved in the financial year. The target achievement is 100 %	**20 %**	**20 %**
	ESG target: Development and implementation of employee training in the areas of Code of Conduct, corruption prevention and the German Act on Equal Treatment with a coverage rate of at least 95 % of the workforce	In the financial year, the coverage rate was 92 % for corruption prevention, 95 % for the Code of Conduct and 91 % for the German Act on Equal Treatment. The target achievement is 50 %	**10 %**	**5 %**
	Strategic target: Implementation of the strategy/concept and development of the organisation for the provision of services in the area of client solutions and marketing, as well as the participation model for municipal utilities.	An investment model was established with Badenova AG & Co. KG in the financial year and three projects were acquired. In the client solutions segment, an investment was made in TokWise Ltd. The company has also entered the field of direct marketing. The target achievement is 200 %	**25 %**	**50 %**
	Cooperation: Continuation and expansion of the team concept in the Management Board to support consistency (tone from the top)	The assessment of overall performance is the responsibility of the company's Supervisory Board. The target achievement is 150 %	**10 %**	**15 %**

	Individual KPI	Implementation and degree of target achievement	Weighting of KPI	Target achievement of KPI
Dr Christoph Husmann	Content integration of equity, corporate debt, project financing and asset management story	The target achievement is 115 %	**10 %**	**11.5 %**
Mario Schirru	Maintaining the high technical performance of the PV systems (97.5 %)	The technical performance in the financial year was 98.6 %. The target achievement is 144 %	**7 %**	**10.1 %**
	Maintaining the high technical availability of the wind parks (95.5 %)	The technical performance in the financial year was 94.7 %. The target achievement is 47 %	**3%**	**1.4 %**

Overall, the Management Board members Dr Christoph Husmann and Mario Schirru achieved their targets. In summary, the Supervisory Board decided on a target achievement of 151.5 % for each member of the Management Board. Payment will be made in 2024.

Dr Christoph Husmann	TEUR 290	×	1.515	=	TEUR 440
Mario Schirru	TEUR 220	×	1.515	=	TEUR 334

Short-term variable remuneration (all amounts in TEUR)	Dr Christoph Husmann Chairman of the Management Board Joined: 1 October 2014 **2023**	Mario Schirru Member of the Management Board Joined: 1 August 2022 **2023**
Annual bonus	440	334
Total short-term variable remuneration	**440**	**334**

bb) Long-term variable remuneration

(i) The virtual share option programme

The long-term variable remuneration based on share options is granted in the form of a virtual share option programme (SOP). The SOP is a programme that, in terms of its framework and objective, is designed as an annually recurring, long-term remuneration component based on the overall performance of the Encavis share. An allotment amount defined by the Supervisory Board is converted into virtual share options known as share appreciation rights (SARs).

The Supervisory Board defines an allotment amount percentage for each Management Board member based on the fixed salary and annual bonus (at 100 % target achieved) as a target (approximately 30 %). The allotment amount is converted into a corresponding number of SARs for the respective member of the Management Board after the end of the financial year. The allocation takes place as at 1 July for the respective current financial year.

$$\text{Target value in EUR} \div \text{Option value} = \text{Amount of allotted SAR}$$

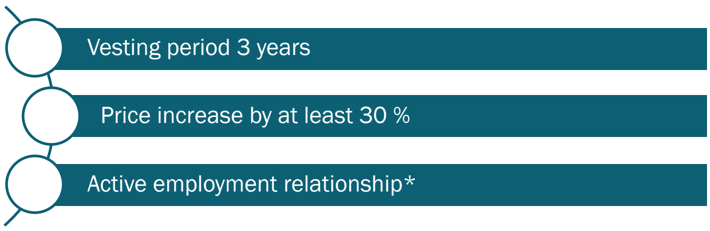
(ii) Prerequisites

One prerequisite for exercising SARs is the achievement of the financial success target, which also determines the specific amount of the remuneration. The SARs can be exercised for the first time after a vesting period of three years from the respective year of issue, after which they can be exercised at half-yearly exercise dates (30 June and 31 December) within two years of the end of the three-year vesting period. There are therefore five exercise dates in total.

A prerequisite for exercising a SAR is the achievement of a specific performance target. To achieve the performance target, the overall performance of the Encavis share in Xetra trading (or in a comparable successor system) on the Frankfurt Stock Exchange must exceed the basic price by at least 30 % (strike price) on the day on which the SAR is exercised, as measured by the interim price rise and the dividends paid since the issue of the SARs. The basic price is the arithmetic average of the daily closing prices of the Encavis share in Xetra trading on the Frankfurt Stock Exchange (or in a comparable successor system) during the six months before the allotment date of the respective SAR tranche.

The payment is based on the value of the option at the time of exercise and is capped at three times the difference between the strike price and the basic price. If a member leaves the company of their own accord, or if their employment is terminated for good cause, the programme rules stipulate that any SARs granted are forfeited in whole or in part.

An overview of the prerequisites for exercising SARs and the remuneration granted by it:

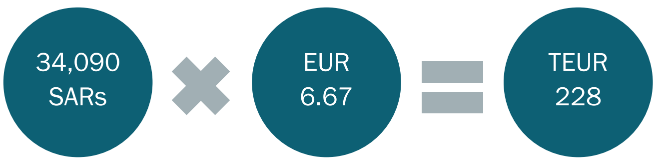


*When the employment contract of the member of the Management Board ends, the granted SARs remain in place. After the vesting period has ended, the SARs are exercised during the exercise period at the respective terms of the allotment.

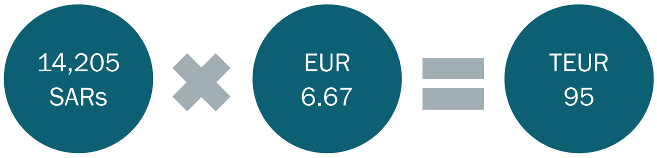
(iii) Application in the financial year 2023

In line with the vesting-related perspective, the remuneration is granted when all the postponed or resolutory exercise conditions (e.g. achievement of performance target, holding conditions, exercise declaration) associated with these remuneration components have been met.

In the 2023 financial year, Dr Christoph Husmann exercised the SARs allotted to him in 2020 in part; the performance target (strike price of EUR 14.26 as of 30 June 2023) and holding conditions had been met. The SARs allotted in the 2020 financial year had an option value of EUR 3.52 per SAR, and the target value amounted to EUR 240 thousand. Dr Christoph Husmann was issued a volume of 68,181 SARs in 2020. The option value amounted to EUR 6.67 per SAR on the exercise date (30 June 2023). Dr Christoph Husmann sold 34,090 SARs on the exercise date. The remaining 34,091 SARs were not sold in the 2023 financial year. The long-term variable share option-based remuneration for Dr Christoph Husmann therefore amounted to EUR 228 thousand in the 2023 financial year.



In the 2023 financial year, Mr Mario Schirru fully exercised the SARs allocated to him in 2020, i.e. before his appointment to the Management Board. The performance target (strike price of EUR 14.26 as at 30 June 2023) and the holding condition were met. The 14,205 SARs allotted in the 2020 financial year had an option value of EUR 3.52 per SAR, and the target value amounted to EUR 50 thousand. The option value amounted to EUR 6.67 per SAR on the exercise date (30 June 2023). The long-term variable share option-based remuneration for Mr Mario Schirru therefore amounted to EUR 95 thousand in the 2023 financial year.



Total variable remuneration (all amounts in TEUR)	Dr Christoph Husmann Chairman of the Management Board Joined: 1 October 2014	Mario Schirru Member of the Management Board Joined: 1 August 2022
	2023	**2023**
Annual bonus	440	334
Long-term variable share-based remuneration	228	95
Total variable remuneration	**668**	**429**

6. Remuneration-related legal transactions

a) *Terms and provisions for contract termination, including notice periods*

The Management Board members’ contracts have the following residual terms and are subject to the following provisions regarding termination:

- The contract with Dr Christoph Husmann expires on 24 January 2029.
- The contract with Mario Schirru expires on 24 January 2029.

The contracts are extended for the period for which the Supervisory Board resolves the reappointment of said member of the Management Board with their approval. The contract ends in the event of termination without notice for good cause or in the case of early unilateral resignation for good cause.

b) *Change of control*

There is no special right of termination due to a change of control, nor are any commitments made for the payment of any benefits due to the early termination of the Management Board contract following a change of control.

c) *Early termination of the Management Board contract at the request of the Management Board member or by the company for good cause*

The contracts contain provisions regarding settlements for early termination.

In the event of the early termination of the Management Board contract without good cause, the payments to the Management Board member, including fringe benefits, may not exceed the value of two years’ remuneration and may not provide remuneration for more than the remaining term of the contract (severance cap). The calculation of the severance cap is based on the total remuneration for the previous financial year. Under certain circumstances, it may also take into account the expected total remuneration for the current financial year.

In the event of the early termination of the Management Board contract for reasons for which the Management Board member bears responsibility, the Management Board member will not be entitled to compensation for the remuneration for the remaining term. All SARs not yet exercised will also be waived.

Once their contracts expire, the members of the Management Board are subject to a non-competition clause for a period of two years. During this period they are entitled to compensation amounting to 50 % of their last fixed annual salary plus 50 % of the annual bonus, assuming 100 % target achievement.

d) Clawback

In addition to the statutory regulations on the subsequent reduction of remuneration, the contracts of the members of the Management Board contain provisions that give the Supervisory Board the right to fully or partially retain or claw back variable remuneration components not yet paid. The Supervisory Board may exercise said right at its due discretion.

In the event of wilful violations of material provisions of the Encavis Code of Conduct and/or material breaches of contract, as well as substantial violations of the duty to exercise skill and care within the meaning of section 93 AktG, the Supervisory Board may partially or fully reduce to zero variable remuneration not yet paid for the assessment period in which the violation occurred. If it gains knowledge of any of the aforementioned violations, the Supervisory Board may demand the reimbursement of variable remuneration components already paid (compliance clawback).

In addition, the Supervisory Board may claw back any variable remuneration already paid or calculated if the payment or calculation was based on erroneous consolidated financial statements or a deficient sustainability report. The reimbursement must compensate for the difference determined in the corrected calculation (performance clawback).

A clawback is not possible if the payment was made more than three years ago.

The company’s claims to compensation for damages (especially in connection with section 93 (2) sentence 1 AktG), the right of the company to revoke the appointment and the right to terminate the contract without notice remain unaffected.

There was no subsequent reduction of remuneration in the 2023 financial year.

e) Assumption of executive functions at consolidated companies

The members of the Management Board have a contractual obligation to transfer any remuneration received for the performance of executive functions at internal group companies or consolidated companies to the company. In addition, no remuneration was paid to the members of the Management Board on the part of third parties.

7. Remuneration granted to the members of the Management Board in the 2023 financial year in accordance with section 162 AktG

Issued remuneration (all amounts in TEUR)	Dr Christoph Husmann Chairman of the Management Board Joined: 1 October 2014 2023	Relative portion in %
Fixed remuneration	500	42 %
Fringe benefits	27	2 %
Total fixed remuneration	**527**	**44 %**
Short-term variable remuneration	440	37 %
Long-term variable remuneration	228	19 %
Total variable remuneration	**668**	**56 %**
Total remuneration	**1,195**	**100 %**

Issued remuneration (all amounts in TEUR)	Mario Schirru Member of the Management Board Joined: 1 August 2022 2023	Relative portion in %
Fixed remuneration	390	46 %
Fringe benefits	24	3 %
Total fixed remuneration	**414**	**49 %**
Short-term variable remuneration	334	40 %
Long-term variable remuneration	95	11 %
Total variable remuneration	**429**	**51 %**
Total remuneration	**843**	**100 %**

B. The remuneration of the Supervisory Board in the 2023 financial year

1. Remuneration granted to the members of the Management Board in the 2023 financial year in accordance with section 162 AktG

The remuneration system for the Supervisory Board was approved retroactively with effect from 1 January 2023 by the Annual General Meeting on 1 June 2023 by a majority of 98.85 % of the capital represented.

The remuneration system is governed by article 15 of the company's Articles of Association. The remuneration ensures that the Supervisory Board competently and independently carries out its monitoring role, which stands to benefit the long-term development of the company.

2. The remuneration system at a glance

The members of the Supervisory Board receive the fixed remuneration of EUR 45 thousand defined in the Articles of Association. The Chair of the Supervisory Board receives remuneration of EUR 90 thousand. The Deputy receives EUR 67.5 thousand.

Additional remuneration is granted for committee membership. The chairperson of the ESG and Audit Committee and the chairperson of the Personnel and Nomination Committee each receive EUR 30 thousand. Each additional member of the committees receives EUR 22.5 thousand. In addition, members of the Supervisory Board also receive an attendance fee of EUR 1.5 thousand defined in the Articles of Association for attending meetings. The attendance fee is only due once for multiple Supervisory Board and/or committee meetings held on the same day.

The members of the Supervisory Board are included in the company's third-party liability insurance in accordance with the Articles of Association. The remuneration does not include any variable components or share-based components. It is tied to the length of a member's appointment. There are no commitments for redundancy payments, pension entitlements or early retirement programmes.

3. Remuneration granted to current and former members of the Supervisory Board in the 2023 financial year in accordance with section 162 AktG

The following table shows the fixed remuneration granted to the current and former members of the Supervisory Board in the past financial year in accordance with section 162 AktG. According to article 15 of the company's Articles of Association, the total Supervisory Board remuneration is payable after the end of the financial year. Payment will be made in 2024.

In TEUR	Supervisory Board remuneration	Remuneration for committee memberships	Total
	2023	**2023**	**2023**
Dr Rolf Martin Schmitz	88	48	136
Dr Manfred Krüper	84.5	42	126.5
Albert Büll	52.5	0	52.5
Dr Fritz Vahrenholt	52.5	38	90.5
Christine Scheel	52.5	0	52.5
Isabella Pfaller	52.5	33	85.5
Thorsten Testorp	52.5	28	80.5
Dr Henning Kreke	52.5	0	52.5
Dr Marcus Schenck	52.5	42	94.5
Total	**540**	**231**	**771**

C. Comparison of the development of the remuneration for members of the Management Board, members of the Supervisory Board and the remaining employees, and the development of the income of the company

In order to comply with the requirements under section 162 (1) sentence 2 no. 2 AktG, the following table shows the development of the remuneration of members of the Management Board, members of the Supervisory Board and the remaining employees (on FTE basis), as well as the development of the income of the company.

Financial year	2019	2020		2021		2022		2023	
Income development			in %*		in %		in %		in %
Annual operating revenue of the Encavis Group (in millions)	274	293	7 %	333	14 %	487	46 %	461	-5 %
Annual revenue of Encavis AG (in TEUR)	6,506	5,552	-15%	6,383	15 %	6,549	3 %	5,070	-23 %
Management Board remuneration (in TEUR)									
Dr Christoph Husmann (since 1 October 2014)	1,325	2,943	122 %	2,020	-31 %	1,571	-22 %	1,195	-24 %
Mario Schirru (since 1 August 2022)	0	0	0 %	0	0 %	292	100 %	843	189 %
Supervisory Board remuneration (in TEUR)									
Dr Rolf Martin Schmitz	0	0	0 %	22	100 %	63	186 %	136	116 %
Dr Manfred Krüper	82	102	24 %	104	2 %	104	0 %	126.5	22 %
Isabella Pfaller	0	0	0 %	0	0 %	37	100 %	85.5	131 %
Albert Büll	41	50	22 %	52	4 %	43	-17 %	52.5	22 %
Thorsten Testorp	0	0	0 %	0	0 %	35	100 %	80.5	130 %
Dr Fritz Vahrenholt	51	67	31 %	69	3 %	69	0 %	90.5	31 %
Christine Scheel	29	34	17 %	35	3 %	36	3 %	52.5	46 %
Dr Henning Kreke	29	34	17 %	35	3 %	36	3 %	52.5	46 %
Dr Marcus Schenck	19	34	79 %	35	3 %	46	31 %	94.5	105 %
Average employee remuneration (in TEUR)									
Encavis Group workforce	88	100	14 %	103	3 %	105	2 %	78	-26 %

* The statement "in %" reflects the year-on-year change expressed as a percentage.

Auditor’s report

To Encavis AG, Hamburg

We have audited the remuneration report of Encavis AG, Hamburg, created in compliance with section 162 AktG for the financial year from 1 January to 31 December 2023 including the relevant disclosures.

Responsibility of the legal representatives and of the Supervisory Board

The legal representatives and the Supervisory Board of Encavis AG are responsible for the preparation of the remuneration report including the relevant disclosures, which meets the requirements of section 162 AktG. The legal representatives and the Supervisory Board are also responsible for the internal controls that they deem to be necessary for the preparation of a remuneration report, including the relevant disclosures, which is free from material misstatement, whether intentional or unintentional.

Responsibility of the auditor

Our task is to submit a report on this remuneration report, including the relevant disclosures, based on our audit. We have conducted our audit in accordance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institute of Public Auditors in Germany (IDW). According thereto, we have to fulfil our professional responsibilities and design and conduct the audit in such a way that we can obtain reasonable assurance as to whether the remuneration report, including the relevant disclosures, is free from material misstatements.

An audit includes the performance of audit procedures to obtain audit evidence for the amounts recognised in the remuneration report, including the relevant disclosures. The auditor can select the audit procedures at their own professional discretion. This includes the assessment of risks of material misstatement, intentional or unintentional, in the remuneration report, including the relevant disclosures. When assessing the risks, the auditor takes into account the internal control system which is relevant for the preparation of the remuneration report including the relevant disclosures. The aim in doing so is to design and perform audit procedures which are appropriate in the circumstances, but not to express an audit opinion on the effectiveness of the Company’s internal control system. An audit also includes the assessment of the accounting methods applied, the viability of the figures estimated by the legal representatives and the Supervisory Board in the accounting, as well as the assessment of the overall presentation of the remuneration report including the relevant disclosures.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Audit opinion

In our opinion, based on the findings of our audit, the remuneration report for the financial year from 1 January to 31 December 2023 including the relevant disclosures complies in all material respects with the accounting provisions of section 162 AktG.

Reference to another circumstance – formal audit of the remuneration report in accordance with section 162 AktG

The audit of the remuneration report described in this audit report comprises the formal audit of the remuneration report required under section 162 (3) AktG, including the issuing of a report on this audit. Since we are expressing an unqualified audit opinion on the audit of the content of the remuneration report, this audit opinion covers the fact that the disclosures have been made pursuant to section 162 (1) and (2) AktG in all material respects in the remuneration report.

Restriction of use

We issue this audit report on the basis of the contract concluded with Encavis AG. The audit has been carried out for the purposes of the Company, and the audit report is provided only for the Company's information about the result of the audit. In accordance with our contract, our responsibility for the audit and for our audit report extends only towards the Company. The audit report is not intended for use by third parties to make decisions (regarding investments and/or assets). We therefore accept no responsibility, obligation to exercise due diligence or liability towards third parties; in particular, third parties are not covered by the scope of protection of this contract. Section 334 of the German Civil Code (BGB) has not been waived. According to this section, objections under the contract may also be raised in relation to third parties.

Hamburg, 26 March 2024

PricewaterhouseCoopers GmbH
Wirtschaftsprüfungsgesellschaft

Christoph Fehling	ppa. Christian Eden
Wirtschaftsprüfer	Wirtschaftsprüfer
[German Public Auditor]	[German Public Auditor]