

## Remuneration system for the Supervisory Board

In item 8 of the agenda, the Management Board and Supervisory Board propose confirming the remuneration of members of the Supervisory Board, as defined in article 15 of the Articles of Association, as well as the underlying remuneration system.

### Excerpt from the Articles of Association of Encavis AG

#### Article 15 Remuneration of the Supervisory Board

“1. Each member of the supervisory board shall receive an annual fixed remuneration of EUR 45,000.00, payable after the end of the financial year. For work in committees of the supervisory board the supervisory board members shall be paid an additional annual remuneration.

2. Instead of the remuneration mentioned in para. 1, first sentence, the chairman of the supervisory board shall be paid an annual fixed remuneration of EUR 90,000.00, his deputy an annual fixed remuneration of EUR 67,500.00.

3. The additional remuneration pursuant to para. 1, second sentence, for the chairman of the audit and ESG committee and the chairman of the staff and nomination committee shall be EUR 30,000.00 each and for each other member of the audit and ESG or staff and nomination committee EUR 22,500.00.

4. The remuneration for committee work in the financial year shall be dependent upon the respective committee having held meetings to carry out its tasks.

5. Members of the supervisory board and its committees shall be paid an attendance fee of EUR 1,500.00 for each supervisory board and committee meeting in which they took part as members. This shall apply irrespective of whether the members of the supervisory board are physically present at the meeting place or are merely present by telephone or in any other way or whether the meeting is held as a telephone or video conference. For several meetings of the supervisory board and/or its committees on one calendar day, the attendance fee shall be paid only once.

6. Supervisory board members who were members of the supervisory board or audit and ESG or staff and nomination committees or filled the respective position of chairman or deputy only part of the financial year shall be paid the remuneration pro rata temporis. A pro rata temporis remuneration for committee work shall be dependent up on the respective committee having held meetings to carry out its duties during the period in question.

7. Supervisory board members shall be reimbursed for the expenses incurred in the performance of the duty – including any turnover tax apportionable to the remuneration and the reimbursement of expenses. Furthermore, the supervisory board members shall be entitled to the company taking out a third-party insurance (D&O insurance) for them.”

### Remuneration system for the Supervisory Board with disclosures pursuant to sections 113 (3) sentence 3, 87a (1) sentence 2 AktG

The above provisions in the Articles of Association concerning the remuneration of Supervisory Board members are based on the following remuneration system:

The members of the Supervisory Board are entitled to suitable remuneration that takes into account, both in terms of structure and amount, the requirements of the function of Supervisory Board member and the position of the company. Providing appropriate Supervisory Board remuneration ensures that the company remains in a position to attract suitably qualified candidates for Supervisory Board positions. As a result, Supervisory Board remuneration also contributes to the advancement of the business strategy and the long-term development of the company. Unlike the Management Board, the Supervisory Board has no operative function. Instead, it contributes to the long-term development of the company by performing a monitoring role.

The remuneration system is simple, clear and coherent. The members of the Supervisory Board receive the fixed remuneration defined in the Articles of Association. The Chair receives double this amount and the Deputy Chair 1.5 times this amount. Additional remuneration is granted for committee membership. In addition, members of the Supervisory Board also receive a meeting fee defined in the Articles of Association for attending meetings.

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. The remuneration and the meeting fee are due and paid at the end of the financial year.

Remuneration for Supervisory Board members is defined in the Articles of Association. It is tied to the length of a member's appointment. There are no commitments for redundancy payments, pension entitlements or early retirement programmes.

The Supervisory Board remuneration system is resolved by the Annual General Meeting on the basis of proposals submitted by the Management Board and the Supervisory Board. The amount of the remuneration and the remuneration system for the Supervisory Board are regularly reviewed by administrators, and at least every four years. Relevant factors in terms of reviewing Supervisory Board remuneration include the necessary time commitments for members, the level of responsibility and supervisory board remuneration granted by other comparable companies. In addition, remuneration is compared with the supervisory board remuneration of comparable companies such as MDAX-listed companies and companies from a similar industry. The Supervisory Board can also obtain advice from independent external experts in this regard. If there is any reason to change the remuneration system for the Supervisory Board, or at least every four years, the Management Board and the Supervisory Board will present the revised remuneration of the Supervisory Board, including the remuneration system, to the Annual General Meeting as a resolution pursuant to section 113 (3) AktG.

Any conflicts of interest in reviewing the remuneration system are counteracted by the division of responsibilities by law, with ultimate decision-making authority on Supervisory Board remuneration lying with the Annual General Meeting, which is presented with a resolution proposed by both the Management Board and the Supervisory Board. As a result, a system of checks and balances is therefore already in place by law. General regulations regarding conflicts of interest otherwise apply, and members of the Supervisory Board are obliged by the rules of procedure to disclose any conflicts of interest.