



## REMUNERATION COMMITTEE REGULATIONS

### INTRODUCTION

The Supervisory Board appointed a Remuneration Committee, such in accordance with Article 6 of the Regulations.

Capitalised terms used in these Remuneration Committee regulations (**Remuneration Committee Regulations**) have the meaning set forth in the list of definitions as attached to the Regulations.

#### 1 General role and responsibilities

- 1.1 Without prejudice to Article 6.1 of the Regulations, the Remuneration Committee advises the Supervisory Board in relation to its responsibilities and shall prepare resolutions of the Supervisory Board in relation thereto.
- 1.2 The Remuneration Committee shall in any event have the following duties:
- (a) submitting a clear and understandable proposal to the Supervisory Board concerning the remuneration policy to be pursued with regard to the Management Board;
  - (b) preparing the Supervisory Board's decision making regarding the determination of remuneration of the individual members of the Management Board; and
  - (c) preparing the Remuneration Report (**Remuneration Report**).
- 1.3 The following aspects shall in any event be taken into consideration when formulating the remuneration policy:
- (a) the objectives for the strategy for the implementation of long-term value creation;
  - (b) the scenario analyses carried out in advance;
  - (c) the pay ratios within the Company and its affiliated enterprise;
  - (d) the development of the market price of the Shares;
  - (e) an appropriate ratio between the variable and fixed remuneration components. The variable remuneration component is linked to measurable performance criteria determined in advance, which are predominantly long-term in character;
  - (f) if Shares are being awarded, the terms and conditions governing this. Shares shall be held for at least five years after they are awarded; and
  - (g) if share options are being awarded, the terms and conditions governing this and the terms and conditions subject to which the share options can be exercised. Share options cannot be exercised during the first three years after they are awarded.



- 1.4 The proposal for the remuneration of Management Board members is drawn up in accordance with the remuneration policy that has been established and will, in any event, cover the remuneration structure, the amount of the fixed and variable remuneration components, the performance criteria used, the scenario analyses that are carried out and the pay ratios within the Company and its affiliated enterprise. When drafting the proposal for the remuneration of Management Board members, the Remuneration Committee shall take note of individual Management Board members' views with regard to the amount and structure of their own remuneration. The Remuneration Committee shall ask the members of the Management Board to pay attention to the aspects referred to in Article 1.3 of these Remuneration Committee Regulations.
- 1.5 The Remuneration Report shall in any event describe, in a transparent manner, in addition to the matters required by law:
- (a) how the remuneration policy has been implemented in the past financial year;
  - (b) how the implementation of the remuneration policy contributes to long-term value creation;
  - (c) that scenario analyses have been taken into consideration;
  - (d) the pay ratios within the Company and its affiliated enterprise and, if applicable, any changes in these ratios in comparison with the previous financial year;
  - (e) in the event that a Management Board member receives variable remuneration, how this remuneration contributes to long-term value creation, the measurable performance criteria determined in advance upon which the variable remuneration depends, and the relationship between the remuneration and performance; and
  - (f) in the event that a current or former Management Board member receives a severance payment, the reason for this payment.
- The Remuneration Report shall be made generally available and shall be posted on the Company's website.
- 1.6 The Remuneration Committee shall present all material findings and recommendations, and a report of each of its meetings, to the Supervisory Board for consideration.
- 1.7 Every member of the Supervisory Board shall have unrestricted access to all records of the Remuneration Committee.
- 1.8 If the Remuneration Committee makes use of the services of a remuneration consultant in carrying out its duties, it shall verify that the consultant concerned does not provide advice to the Management Board members.



## **2 Composition and size Remuneration Committee**

- 2.1 The Remuneration Committee shall consist of at least two members. More than half of the members of the Remuneration Committee, including the chairperson of the Remuneration Committee, shall be independent within the meaning of Article 3.5 of the Regulations.
- 2.2 All members of the Remuneration Committee must be members of the Supervisory Board.
- 2.3 The Supervisory Board shall appoint the members of the Remuneration Committee. The Supervisory Board may substitute the members of the Remuneration Committee at any time.
- 2.4 The Remuneration Committee may not be chaired by the Chairperson or by a former member of the Management Board. The chairperson of the Remuneration Committee shall be designated by the Supervisory Board.
- 2.5 Generally the term of office of a member of the Remuneration Committee will not be set in advance. It will, *inter alia*, depend on the composition of the Supervisory Board as a whole and other Committees from time to time.
- 2.6 The composition of the Remuneration Committee shall be mentioned in the Supervisory Board Report.
- 2.7 The Company Secretary shall act as the secretary to the Remuneration Committee.
- 2.8 No member of the Remuneration Committee may receive, directly or indirectly, any compensation from the Company other than remuneration paid to members of the Supervisory Board for service on the Supervisory Board or a Committee thereof.
- 2.9 The chairperson of the Remuneration Committee or one of the other Remuneration Committee members shall use its best efforts to be available to answer questions about the Remuneration Committee's activities at the annual General Meeting.

## **3 Meetings of the Remuneration Committee**

- 3.1 The Remuneration Committee shall hold at least two meetings per year and whenever one or more of its members have requested a meeting. The meetings shall generally be held at the office of the Company, but may also take place elsewhere or by means of a conference call, video-conference, or similar communications equipment provided that all members of the Remuneration Committee participating in the meeting can hear each other and none of them has objected to this way of decision making. The quorum of any meeting shall be two members.
- 3.2 The convocation notices of a Remuneration Committee meeting shall be given by e-mail, fax or mail, at such time that all the members of the Remuneration Committee are given opportunity to participate in and prepare themselves for the meeting ultimately eight days in advance. In urgent cases, the chairperson of the Remuneration Committee may determine that the meeting shall be convened upon shorter notice, but in any case no later



than two business days before the meeting. Any notice of the Remuneration Committee meeting shall contain the agenda for the meeting. The agenda stating the matters for decision, shall be drawn up by the chairperson of the Remuneration Committee. The other information and decision material for the meeting shall be circulated as soon as possible, but in any case no later than two business days before the meeting.

- 3.3 The secretary of the Remuneration Committee shall take minutes of the meeting. The minutes shall be adopted in the same meeting or in the next meeting of the Remuneration Committee, and shall be signed by the chairperson and the secretary of the Remuneration Committee. A copy of the minutes will be sent to the Supervisory Board.
- 3.4 If and when required, the chairperson of the Remuneration Committee shall provide further information to the Supervisory Board during its meetings on the results of The Remuneration Committee's discussions.
- 3.5 The number of meetings of the Remuneration Committee and the main items discussed shall be mentioned in the Supervisory Board Report.

#### **4 Amendment**

The Supervisory Board may amend these Remuneration Committee Regulations and/or revoke any powers granted by it to the Remuneration Committee.

#### **5 Regulations *mutatis mutandis* applicable**

The relevant Articles of the Regulations shall apply *mutatis mutandis* to these Committee Regulations.