

Remuneration system for members of the Supervisory Board

1. Principles of the remuneration system and procedures for determining, reviewing and implementing the remuneration system

The most important tasks of the Supervisory Board include the appointment and dismissal of members of the Management Board, the supervision and advice of the Management Board, the adoption of the annual financial statements, and the approval of important business plans and decisions. The remuneration of ElringKlinger's Supervisory Board members should be proportionate to their duties and the Company's situation. At the same time, it is in the Company's interest to be attractive to suitable candidates for the ElringKlinger Supervisory Board. Consequently, the remuneration of Supervisory Board members must also be in line with market conditions when compared with other companies. Ultimately, appropriate and market-based remuneration for Supervisory Board members supports the Company's positive long-term development.

In accordance with Section 113(3) of the German Stock Corporation Act (AktG), a resolution on the remuneration of Supervisory Board members is passed by the Annual General Meeting at least every four years. In doing so, the Annual General Meeting may confirm the remuneration system or resolve to make changes. Changes are generally made on the basis of a proposal from the Supervisory Board and the Management Board.

2. Overview of the remuneration system for Supervisory Board members

The remuneration components consist of a basic remuneration and, in accordance with Recommendation G.17 of the German Corporate Governance Code (DCGK), functional allowances for the chairmanship and deputy chairmanship of the Supervisory Board, as well as for membership or chairmanship of individual Supervisory Board committees. This takes account of the additional workload and scope of responsibility associated with the respective role.

The remuneration of Supervisory Board members is set out in Article 13 of the Articles of Association and is as follows:

2.1. Basic remuneration

Each Supervisory Board member receives a fixed remuneration of EUR 50,000 per year.

2.2. Function-related allowances

a. Chairman and Deputy Chairman of the Supervisory Board

The Chairman of the Supervisory Board receives in addition to his or her basic remuneration an annual allowance equal to twice the basic remuneration, and the Deputy Chairman of the Supervisory Board receives an allowance equal to the basic remuneration.

These allowances are justified by the fact that the Chairman of the Supervisory Board holds a special position within the Supervisory Board. He coordinates and organises the work of the Supervisory Board and is the first point of contact for the Management Board. The Deputy Chairman supports the Chairman in these tasks.

b. Committee members, committee chairs

Membership of the Audit Committee is remunerated at €15,000 and membership of the Personnel Committee at €10,000, with the Chair of the Audit Committee receiving €30,000 and the Chair of the Personnel Committee €20,000 in remuneration. Service on the Nomination and Conciliation Committee is not remunerated separately.

Serving on a committee involves an additional time commitment for committee members. With the exception of the Conciliation and Nomination Committee, the committees meet several times a year. This applies in particular to service as a member of the Audit Committee.

2.3. Attendance fee

Supervisory Board members receive an attendance fee of EUR 1,000 for each meeting of the Supervisory Board they attend, and each committee member receives an attendance fee of EUR 1,000 for each meeting of a Supervisory Board committee they attend.

2.4. Due date, pro rata payment

Remuneration for each Supervisory Board member is paid at the end of each year. The attendance fee is due after each meeting. If members of the Supervisory Board resign from the Supervisory Board, a specific role or membership of a committee during the course of the year, remuneration is granted only on a pro rata basis. The same applies in the event of joining the Supervisory Board, becoming a member of a committee or assuming a role during the course of the year.

2.5. Reimbursement of expenses

Expenses, in particular travel costs, incurred in connection with Supervisory Board activities shall be reimbursed by the Company to a reasonable extent upon presentation of receipts.

2.6. D&O insurance

The members of the Supervisory Board are included as insured members of the corporate bodies in a directors' and officers' liability insurance policy (D&O insurance) taken out by the Company at its discretion.

3. Remuneration-related legal transactions

Legal transactions relating to remuneration within the meaning of Section 87a(1), second sentence, No. 8 of the German Stock Corporation Act (AktG) are not entered into with members of the Supervisory Board.