

- Remuneration system for the members of the Board of Management of Talanx AG

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In accordance with sections 87a (1) and 120a (1) of the German Stock Corporation Act (AktG), the supervisory board of a listed stock corporation must adopt a clear and easily understandable remuneration system for the company's board of management and submit it to the annual general meeting for approval. The Supervisory Board approved the current remuneration system for the members of the Board of Management at its meeting on 12 November 2024 and submit it to the Annual General Meeting for approval.

The remuneration system meets the requirements of the German Stock Corporation Act (AktG) and the recommendations set out in the German Corporate Governance Code (DCGK) in the version dated 28 April 2022, and takes into account the relevant regulatory requirements.

1. Principles governing Board of Management remuneration

The Talanx Group's strategy aims to sustainably enhance the Group's value for its stakeholders, and particularly its investors, customers and employees. To achieve this, we focus on the principles of continuity, financial strength and profitability. The Board of Management remuneration system is a key means of advancing our Group strategy and the Talanx Group's long-term, sustainable development. The system is geared towards a transparent, performance-based incentive effect that is heavily orientated towards the Company's success. This incentive effect depends, in particular, on performance targets that are aligned with the Group's strategy and on the performance of Talanx's share price, including its relative performance compared to its competitors, while simultaneously preventing an excessive appetite for risk.

Board of Management remuneration is designed to compensate the members of the Board of Management in line with their performance and their area of activity and responsibility, taking into account the Company's situation. The provisions of the German Stock Corporation Act (AktG) and the recommendations regarding the remuneration system for management board members in section G of the German Corporate Governance Code (DCGK) form the regulatory framework for the remuneration system. In addition, the system meets the requirements laid out in the provisions of Article 275 of Delegated Regulation (EU) 2015/35 in conjunction with the German Insurance Supervision Act (VAG) and the German Remuneration Regulation for Insurance Companies (VersVergV).

When determining the amount and structure of the remuneration paid to the members of the Board of Management, the Supervisory Board is guided by the following principles:

Advancement of corporate strategy

- The remuneration system as a whole contributes to the advancement and implementation of the corporate strategy by setting ambitious and long-term performance targets that are aligned with the interests of our investors and other key stakeholders.

Long-term approach and sustainability

- The remuneration system promotes the long-term and sustainable development of the Talanx Group. In line with this, variable remuneration is predominantly share-based and paid out over several years. In addition, non-financial performance targets are included in the calculation of variable remuneration in order to promote sustainable business performance.

Pay for performance

- The performance of the Board of Management is appropriately considered and remunerated by implementing adequate and ambitious performance targets within the variable remuneration components (“pay for performance”). Variable remuneration can fluctuate between zero and a cap.

Appropriateness of remuneration

- The Supervisory Board ensures that the remuneration of the members of the Board of Management is commensurate with the tasks and performance of the respective member of the Board of Management and with the Company’s overall position.

Internal company remuneration ratios and consistency

- When determining the remuneration of the Board of Management, the Company’s internal remuneration ratios, including over time, are taken into account. Furthermore, the Supervisory Boards ensures that the remuneration systems for the Board of Management and senior executives provide essentially the same incentives (consistency).

Investor interests and relative competitive comparison

- The remuneration system plays a key role in aligning the interests of the Board of Management with the interests of our investors. Measuring success in relative terms as part of multi-year share-based variable remuneration creates incentives to ensure that we outperform our competitors on the capital markets over the long term.

Market practice

- When determining the remuneration system for the Board of Management, the Supervisory Board takes into account the current market practices of relevant peer companies.

Regulatory compliance

- When determining the remuneration system for the Board of Management, steps are taken to ensure compliance with the legal and regulatory requirements applicable to the Company.

2. Procedure for determining and reviewing the remuneration system, first-time application

In developing the remuneration system, the Supervisory Board was supported by the Personnel Committee, which, in particular, gave recommendations on how to structure the system, taking into account the defined guidelines. In the course of developing and establishing the remuneration system, the Supervisory Board took the opportunity open to it to engage an external remuneration consultant who is independent of the Board of Management and the Company.

The Supervisory Board follows the recommendations of the German Corporate Governance Code (DCGK) and the provisions of the rules of procedure for the Supervisory Board and its committees when dealing with potential conflicts of interest. This also extends to the establishment, review and implementation of the remuneration system. Provided that the remuneration system does not undergo any material changes, it must be submitted to the Annual General Meeting for approval at least every four years. In the event that material changes are made to the remuneration system, the amended remuneration system must also be submitted to the Annual General Meeting for approval. If the remuneration system adopted by the Supervisory Board is not approved by the Annual General Meeting, the Supervisory Board is required by section 120a(3) AktG to present a revised remuneration system, at the latest, at the following Annual General Meeting.

The current remuneration system for members of the Board of Management applies to the remuneration of all members of the Board of Management of Talanx Aktiengesellschaft from 1 January 2025. Entitlements to remuneration for periods prior to 1 January 2025 continue to be governed by the respective underlying contractual provisions.

3. Appropriateness of Board of Management remuneration

When establishing the remuneration of members of the Board of Management, the Supervisory Board takes the individual members' responsibilities and tasks, their individual performance, the economic situation, and the Company's success and future prospects into account.

In addition, the question of whether the remuneration is customary in relation to other, comparable companies (horizontal comparison) was examined, both in terms of the amount of remuneration and the remuneration structure that otherwise applies within the Company (vertical comparison). The companies listed on the MDAX index were used as the comparison group for the horizontal remuneration comparison. The vertical comparison was based on the ratio between the remuneration paid to the Board of Management and the remuneration paid to the Talanx Group's entire workforce in Germany. The process took both the status quo and the development of the remuneration ratios over time into account. In addition, the pay ratios between the Board of Management and the total workforce were compared with the pay ratios of selected peer group companies in the insurance industry.

4. Overview of the remuneration system

4.1 Full overview of remuneration components

The following table provides an overview of the components of the Company's remuneration system:

Remuneration component Basis of assessment/parameters

Fixed remuneration components	Fixed remuneration	The fixed remuneration is paid in cash in 12 equal monthly instalments
	Fringe benefits	Mainly: accident, liability and baggage insurance in an appropriate amount, passenger vehicles for business and private use, reimbursement of travel and other expenses incurred in the interests of the Company
	Pension scheme	Defined contribution commitments: annual financing contribution of 25% of defined basis of assessment In one case: defined benefit plan: entitlement to a retirement pension calculated as a percentage of the pensionable fixed annual remuneration
Variable remuneration components	Short-term incentive (STI)	Target bonus model Performance targets: <ul style="list-style-type: none"> ■ Talanx Group RoE ■ Individual performance criteria Cap: 200% of STI target amount
	Long-term incentive (LTI)	Performance share plan (share-based remuneration) Four-year performance period LTI award amount depends on target achievement levels determined for: <ul style="list-style-type: none"> ■ Talanx Group RoE for previous financial year ■ Individual performance criteria for previous financial year Performance targets: <ul style="list-style-type: none"> ■ Talanx's share price performance (plus dividends) ■ Relative total shareholder return (compared to relevant competitors) Cap: 400% of LTI target amount

Other components	Maximum remuneration	<p>Cap on the total remuneration granted for a financial year in accordance with section 87a (1) sentence 2 no. 1 AktG:</p> <ul style="list-style-type: none"> ■ Chairman of the Board of Management: EUR 7,000,000 ■ Head of Reinsurance Division EUR 6,000,000 ■ Other members of the Board of Management: EUR 5,000,000
	Malus and clawback	<p>Ability of the Supervisory Board not to pay out (“malus”) or to reclaim (“clawback”) variable remuneration components in whole or in part in cases of gross misconduct or errors in the consolidated financial reporting.</p>

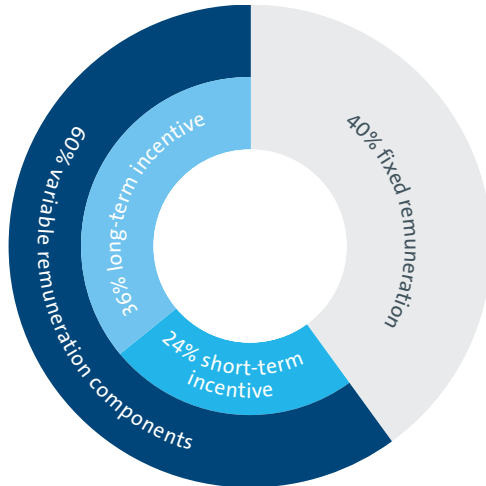
4.2 Remuneration components and structure

The Company’s remuneration system consists of fixed and variable remuneration components. The former includes the fixed remuneration, fringe benefits and pension scheme. Variable remuneration is made up of a short-term incentive (one-year variable remuneration – STI) and a long-term incentive (multi-year variable remuneration – LTI) that has a four-year performance period.

The sum of the fixed and variable remuneration components forms the target direct remuneration of the members of the Board of Management. The principle of pay for performance is underscored by the fact that the target direct remuneration consists of 40% fixed remuneration and 60% variable remuneration components.

Furthermore, the remuneration structure is geared towards the Company’s sustainable long-term development. The STI accounts for 40% of the variable remuneration components and hence for approximately 24% of the target direct remuneration. The LTI accounts for 60% of the variable remuneration components and hence for roughly 36% of the target direct remuneration.

Target direct remuneration structure



A pension scheme and fringe benefits are granted as additional components of the fixed remuneration. The annual financing contribution by the Company to the defined contribution pension scheme is currently 25% of the individual member's defined assessment basis (annual fixed remuneration). The annual service cost of the defined benefit obligation currently amounts to approximately 60% of the annual fixed remuneration; the expense is calculated annually by an expert. Generally speaking, the value of the fringe benefits granted in the last three years averaged less than 5% of the fixed remuneration.

In the case of members of the Board of Management who, when first appointed, receive a special payment to compensate for loss of remuneration from a previous employment relationship or to cover the costs arising from relocating, the proportions of the individual components may vary slightly.

4.3 Maximum remuneration

In accordance with section 87a (1) sentence 2 no. 1 AktG, the Supervisory Board has defined a maximum amount of remuneration for each

member of the Board of Management, comprising the sum of the fixed remuneration, fringe benefits, service cost for the pension scheme, STI and LTI (“maximum remuneration”). The maximum remuneration sets a limit on all payouts resulting from remuneration granted for a specific financial year. The maximum remuneration from 1 January 2025 onward has been defined as EUR 7,000,000 for the Chairman of the Board of Management and EUR 6,000,000 for the member of the Board responsible for the Reinsurance Division. For all other members of the Board of Management, the maximum remuneration was set at EUR 5,000,000 from 1 January 2025 onward.

4.4 Malus and clawback policy; risk adjustment

If a member of the Board of Management intentionally infringes one of their fundamental duties of care in accordance with section 93 AktG, a material duty under their contract of service, or other material principles of conduct set out by the Company (e.g. in the Code of Conduct or the Compliance Guidelines), the Supervisory Board can, at its reasonable discretion, reduce the as yet unpaid variable remuneration either in part or to zero (“malus”) or reclaim the gross amount of the variable remuneration that has already been paid in whole or in part (“clawback”). Clawing back payments is no longer possible if the infringement in question took place more than five years prior.

When reaching its discretionary decision, the Supervisory Board will take into account the severity of the infringement, the degree of culpability exhibited by the member of the Board of Management, and the pecuniary and non-pecuniary damage caused to the Company.

Furthermore, members of the Board of Management must repay variable remuneration that has already been paid if and to the extent that it transpires following the payout that the audited and adopted consolidated financial statements on which the calculation of the payout was based were incorrect and that they therefore have to be corrected in line with the relevant accounting standards and, based on the corrected audited consolidated financial statements and the applicable remuneration system, a lower or no payout of variable remuneration would have been due.

Any claims for damages on the part of the Company, the Company's right to revoke the member of the Board of Management's appointment and the Company's right to terminate the member of the Board of Management's contract of service without notice remain unaffected by these provisions.

Furthermore, the payout of variable remuneration components can be restricted or cancelled in full if the Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin – the Federal Financial Supervisory Authority) has issued a non-appealable or immediately enforceable order prohibiting or restricting the payout (for example if the Company's own funds are lower, or in danger of becoming lower, than the Solvency 2 capital requirement), or if this is required under Article 275(2) letter e of Commission Delegated Regulation (EU) 2015/35 of 10 October 2014.

5. The individual components of the remuneration system in detail

5.1 Fixed remuneration components

5.1.1 Fixed remuneration

The fixed remuneration is paid in cash in 12 equal monthly instalments. It is primarily based on the range of tasks performed by, and professional experience of, the member of the Board of Management concerned.

5.1.2 Fringe benefits

In addition, the members of the Board of Management receive certain non-performance-related fringe benefits; these are in line with normal market conditions and are reviewed at regular intervals. The members of the Board of Management are provided with a vehicle for their business and private use for the duration of their appointment. The tax on the non-cash benefit resulting from the private use of this company vehicle is paid by the member of the Board of Management concerned. Remuneration in kind and fringe benefits are recognised at cost in the annual report. In addition, the Company provides members of

the Board of Management with an appropriate level of insurance cover under Group contracts (accident, luggage and D&O insurance).

In addition, the Supervisory Board has the right to make special payments to new members of the Board of Management to compensate for loss of remuneration from a previous employment relationship or to cover the costs arising from relocating. Such one-off special payments are disclosed and explained separately in the remuneration report.

5.1.3 Pension scheme

The members of the Board of Management are entitled to a defined contribution-based pension scheme. Under this plan, members of the Board of Management receive a life-long retirement pension once they reach the standard retirement age and have left the Company. The amount of the monthly retirement pension is calculated according to the age on the cut-off date (year of the cut-off date minus year of birth) and the financing contribution on the cut-off date, based on the respective reinsurance provider's schedule of benefits that applies to the respective pension beneficiary. The Company makes an annual financial contribution amounting to 25% of the defined basis of assessment. Existing retirement pensions based on defined contribution plans are increased annually by at least 1% of their final (gross) amount.

The contract of service of one member of the Board of Management includes a performance-based commitment to an annual retirement pension that is calculated as a percentage of their fixed annual pensionable remuneration. The agreed maximum retirement pension is 50% of the fixed remuneration payable monthly upon leaving the Company after reaching the age of 62 in accordance with the contract.

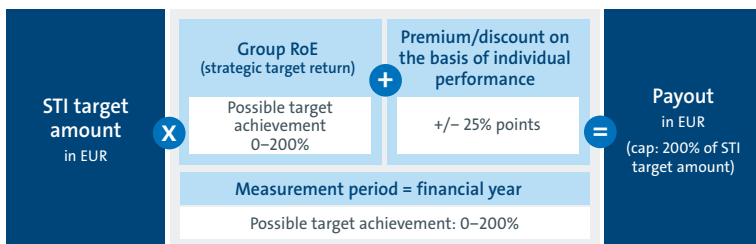
5.2 Variable remuneration components

The variable compensation components consist of a short-term incentive (STI) and a long-term incentive (LTI) with a performance period of one and four years, respectively.

5.2.1 Short-term incentive (STI)

The STI is based on the business performance of the Company in the respective financial year. In addition to the financial performance target of the Talanx Group's return on equity (RoE) as stated in the Company's consolidated financial statements ("Group RoE"), an individual premium or discount is applied when determining the amount to be paid out. This includes both financial and non-financial performance criteria (especially sustainability targets) and takes into account both the overall responsibility of the Board of Management and the divisional responsibilities of its individual members. As a result, the STI helps achieve the objective of ensuring a high, stable return on equity for the Talanx Group, promotes the implementation of focus topics assigned specifically to the Board of Management or individual areas, and reflects the interests of our customers, employees and other key stakeholders.

The basis for the payment from the STI is the contractually stipulated STI target amount based on overall target achievement of 100%. Overall target achievement can range from 0% to 200%. As a result, the payout under the STI is capped at 200% of the target amount.



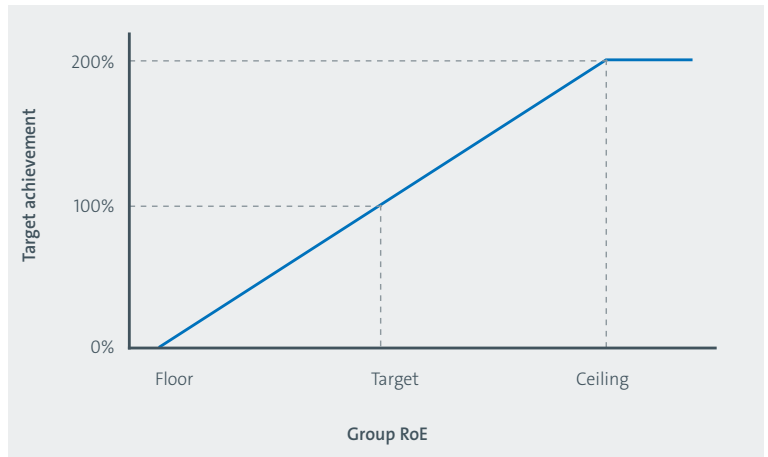
5.2.1.1 Financial performance target

The key financial performance target for the STI is the Group RoE compared with a strategic target return, with a weighting of 100%. Group RoE is one of the key performance indicators in the Company's management system and as such has also been implemented in the Board of Management's remuneration.

The Supervisory Board sets the target for Group RoE and the target corridor complete with a ceiling and floor in advance for the coming financial year. The target is based on the Talanx Group's strategic target return applicable at the time of its definition, expressed as the 5-year average risk-free interest rate plus an ambitious return premium.

If the target Group RoE is reached, the target achievement for the respective financial year equals 100%. If the Group RoE achieved is below the floor, the target achievement equals 0%. The floor is set at the risk-free rate plus zero. If the Group RoE ceiling is reached or exceeded, the target achievement equals 200%. An increase in Group RoE above the ceiling does not lead to a further increase in target achievement. If the Group RoE achieved for the respective financial year lies between the target value and the defined thresholds, the target achievement is calculated on a linearly between the floor and the ceiling.

Group RoE target achievement



The defined target value, the floor and the ceiling, and the resulting target achievement level are disclosed ex-post in the remuneration report for the respective financial year.

5.2.1.2 Individual premium/discount

In addition to the Talanx Group’s financial performance, the Supervisory Board can use individual premiums or discounts on the target achievement as regards Group RoE within the STI to take into account the individual contributions to earnings and to achieving sustainability targets made by members of the Board of Management and, where appropriate, the divisions for which they are responsible. The Supervisory Board establishes the size of the premium or discount, which can range between –25% points and +25% points, at its reasonable discretion. The Supervisory Board specifies the various criteria and indicators used to determine the individual premium/discount in advance for the coming year, and informs the members of the Board of Management of them.

When determining the premium or discount, the Supervisory Board is guided by the following matrix, whereby the determination and weighting of the criteria mentioned therein lies at the sole discretion of the Supervisory Board:

Catalogue of criteria

Chairman of the Board of Management and Chief Financial Officer

Category	Criteria	Example figures
Individual contribution to result	Performance	<covered by Group RoE performance target>
	Ability to pay dividends	Ability of Talanx AG to pay dividends
	Strategic objective	Strategic focus topic (e.g. core strategic issue, relative performance)
Sustainability	Leadership/engagement	Engagement score
	Contribution to sustainability strategy	Priority areas from the sustainability strategy

Board of Management members with responsibility for a division

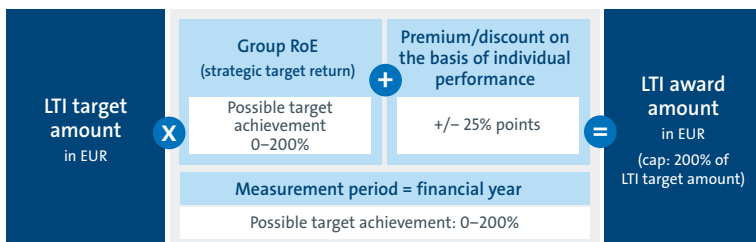
Category	Criteria	Example figures
Individual contribution to result	Performance	Segment RoE
	Ability to transfer profits	Ability of the division to transfer profits to Talanx AG
	Strategic objective	Strategic focus topic (e.g. core strategic issue, relative performance)
Sustainability	Leadership/engagement	Engagement score
	Contribution to sustainability strategy	Priority areas from the sustainability strategy

The defined targets and the resulting target achievement levels are disclosed ex-post in the remuneration report for the respective financial year.

5.2.2 Long-term incentive (LTI)

The LTI plays a key role in aligning the interests of the Board of Management with the interests of our investors. Measuring the relative performance of the Talanx shares creates incentives to ensure that we outperform our competitors on the capital markets in the long term.

The LTI is granted in the form of a performance share plan and thus offers an incentive for the members of the Board of Management to increase the value of Talanx shares in the interests of our investors. The LTI allocation value is based on the contractually agreed LTI target amount and depends on the target achievement determined for the financial performance target of Group RoE under the STI and the individual premium or discount on the financial performance target of Group RoE.

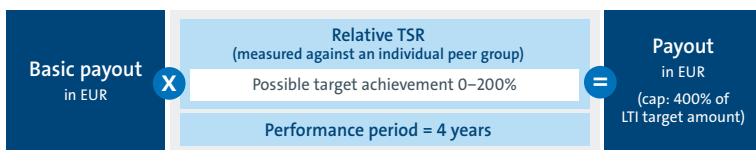


The number of Talanx performance shares awarded is determined by the LTI award amount plus the Company’s average share price in the period between the 15 exchange trading days before and the 15 exchange trading days after the Supervisory Board meeting that considers the consolidated financial statements in the year in which the shares were granted. The total term of the Talanx performance shares (“performance period”) is four years.

At the end of the four-year performance period, the basic payout is calculated in a first step based on the basis of Talanx’s share price performance. This payout is the product of the number of Talanx performance shares awarded and the Company’s average share price in the period between the 15 trading days before and the 15 trading days after the Supervisory Board meeting that considers the consolidated financial statements in the year in which the four-year performance period ends, plus the dividends paid during the performance period. The change in performance thus reflects the total shareholder return in full.



The final payout is the product of the basic payout and the target achievement for the relative total shareholder return (“relative TSR”) compared to a peer group. The peer group used for the relative TSR consists of relevant competitors in the insurance industry. The payout for the LTI is capped at 200% of the LTI award amount and can therefore amount to a maximum of 400% of the LTI target amount overall – provided that the sum of all remuneration elements does not exceed the maximum remuneration set out in section 87a(1) sentence 2 no. 1 AktG.



The main performance target for the final LTI payout is the relative TSR. By using the relative TSR, an external performance target geared to the capital markets is integrated into the variable remuneration, which enables a relative measurement of performance and the alignment of the interests of the Board of Management and investors. The relative TSR is an indicator of the Company’s share price performance during the four-year performance period, including gross dividends, compared to a peer group of relevant competitors in the insurance industry. The LTI thus incentivises the achievement of a strong, long-term and sustainable performance of Talanx shares on the capital market.

The target achievement for the relative TSR is determined by comparing the TSR for the Company’s shares with the shares of its peer group companies during the four-year performance period. This is done by comparing the TSR of Talanx’s shares during the performance period in question with the unweighted average TSR for the peer group. The peer group is reviewed by the Supervisory Board prior to commencement of each performance period of a new LTI tranche, adjusted as necessary and disclosed in the remuneration report. It currently consists of the following companies:

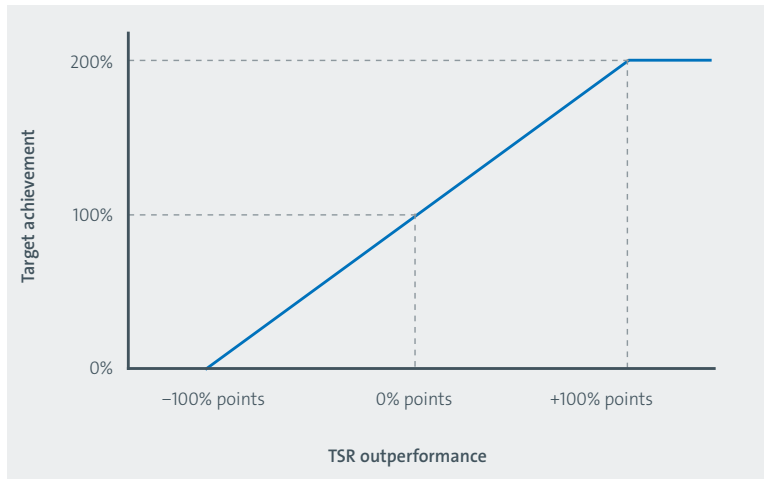
Peer group companies	
Allianz SE	Münchener Rückversicherungs-Gesellschaft AG
AXA S.A.	Swiss Re AG
Generali S.p.a.	Vienna Insurance Group AG
Mapfre S.A.	Zurich Insurance Group AG

Should individual companies in the peer group no longer exist in their current form or no longer serve as suitable peer group companies, the Supervisory Board can redefine the composition of the peer group.

If the TSR for Talanx's shares corresponds to the TSR for the peer group, the target achievement for the relative TSR is 100%. Every % point by which the TSR for Talanx's shares exceeds or fails to reach the TSR for the peer group results in a corresponding increase or decrease of the target achievement (linear scaling). If the TSR for Talanx's shares exceeds the TSR for the peer group by 100% points or more, the target achievement for the relative TSR is 200%. Any further increase in the relative TSR does not lead to a further increase in the target achievement. If the TSR for Talanx's shares is 100% points or more below the TSR for the peer group, the target achievement for the relative TSR is 0%.

The resulting target achievement level is disclosed ex-post in the remuneration report after the end of the performance period.

Relative TSR



6. Duration of Board of Management contracts of service and termination options

When appointing members of the Board of Management and determining the duration of their contract of service, the Supervisory Board complies with the requirements of company law and adheres to the recommendations set out in the German Corporate Governance Code (DCGK). The duration of the contract of service is based on the term of appointment. The appointment and dismissal of members of the Board of Management is governed by sections 84 and 85 AktG and section 31 of the German Co-determination Act (MitbestG). There are no provisions in the Company's Articles of Association that deviate from these statutory provisions.

The Supervisory Board initially appoints the members of the Board of Management for a maximum of five years. Members can subsequently be reappointed for a maximum of five further years in each case. Board of Management contracts of service do not provide for the possibility of ordinary termination; the right of either party to terminate the contract of service without notice for cause (section 626 BGB) remains unaffected.

7. Provisions governing Board of Management appointments ending during the year

7.1 Variable remuneration in the event of the premature termination of contracts of service

Short-term incentive (STI)

If the contract of service with a member of the Board of Management ends in the course of a financial year for a reason other than cause as defined by section 626(1) BGB for which the member of the Board of Management is responsible, the member of the Board of Management is entitled to a pro rata STI for that financial year. If the contract of service ends before the end of the financial year as a result of extraordinary termination by the Company for cause as defined by section 626(1) BGB for which the member of the Board of Management is responsible, the claim to the STI for that financial year shall lapse without substitution or compensation.

Long-term incentive (LTI)

If the contract of service or Board of Management appointment ends before the end of a performance period for a reason other than those stated below and prior to the end of the financial year, the member of the Board of Management is entitled to a pro rata LTI for that financial year. In this case, the variable remuneration components are determined and paid out in the normal manner as set out in the terms and conditions for the LTI plan. The premature payout of the LTI before the end of the performance period is not provided for in such cases. If the contract of service or Board of Management appointment ends in the course of a financial year due to them stepping down or resigning (exception: resignation or termination by the member of the Board of Management for good cause), if the member of the Board of Management refuses to accept an extension offering at least equal contractual conditions (exception: the member of the Board of Management has turned 60 and has been a member of the Board of Management for two terms of office), if the Company extraordinarily terminates the

member of the Board of Management's contract of service without notice for good cause or if the member of the Board of Management's appointment is terminated for good cause within the meaning of section 84 (4) AktG (exception: a vote of no confidence by the Annual General Meeting), all conditionally granted Talanx performance shares shall lapse without substitution or compensation.

7.2 Severance pay and change of control

With effect from 1 January 2025, Board of Management contracts of service include a provision regarding a severance cap under which any severance payments may not exceed the value of two years' total remuneration or the remuneration for the remaining term of the contract, whichever is lower. Similarly, the contracts of service of members of the Board of Management do not provide for any entitlements in the event of premature termination of their service on the Board as a result of a change of control.

7.3 Incapacity to work and death

In the event of a temporary incapacity to work on the part of a Board of Management member, the Company will continue to pay the fixed compensation in full until, at the latest, the expiry of the contract of service.

If the member of the Board of Management becomes permanently incapacitated during the term of the contract of service, the contract of service shall end at the end of the sixth month after the permanent incapacity to work has been established, but no later than the stipulated end of the contract of service. A permanent incapacity to work shall be deemed to exist if the member of the Board of Management is likely to be permanently unable to fully perform the duties conferred on him or her.

In addition, the contracts of service for the members of the Board of Management provide for market-standard surviving dependants' benefits.

8. Secondary professional activities of Board of Management members

The members of the Board of Management require the approval of the Supervisory Board before engaging in secondary professional activities. This ensures that neither the remuneration granted for such activities nor the time spent on them leads to a conflict with their duties on the Board of Management. If such secondary professional activities take the form of appointments to supervisory boards or comparable control committees, these are listed in the Talanx AG annual report.

The remuneration components set out above also cover any activity for companies in the interest of the Company ("Company-related appointments"). Appointments within the Group are per se Company-related appointments. Appointments outside the Group are also considered to be Company-related unless the Supervisory Board deems them to be non-Company-related when it approves the member taking up the appointment. Any remuneration received directly from a company for company-related appointments is credited against the remuneration the member receives from the Company. When approving Board of Management members taking up Non-Company-related appointments, the Supervisory Board shall decide whether and to what extent the remuneration received for such work is to be offset.

9. Temporary deviations

In special and exceptional circumstances (e.g. in the event of a severe financial or economic crisis), the Supervisory Board has the right, in accordance with section 87a(2) sentence 2 AktG, to temporarily deviate from the established remuneration system if this is necessary in the interests of the Company's long-term well-being. Adverse market developments do not constitute special and exceptional circumstances that would permit a deviation from the established remuneration system.

In the event that such a deviation is made, the remuneration must continue to be aligned with the long-term and sustainable development of the Company and be consistent with the performance of the Company and the Board of Management.

In the circumstances described, a deviation from the remuneration system is only possible by means of a corresponding resolution of the Supervisory Board, which establishes and defines the exceptional circumstances and the necessity of the deviation.

A temporary deviation from the remuneration system is possible as regards the following components: Performance targets of the one-year and multi-year variable remuneration and ranges of possible target achievements for the individual elements of the variable remuneration. If the incentive effect of the Board of Management's remuneration cannot be adequately restored by adjusting the existing remuneration components, the Supervisory Board is also authorised, under the same conditions, to grant additional remuneration components on a temporary basis or to replace individual remuneration components with other remuneration components in the event of extraordinary developments.