



REMUNERATION REPORT

REMUNERATION REPORT

The remuneration report provides detailed and specific information on the remuneration granted and owed in the 2021 fiscal year to the current and former Managing Directors and the members of the Board of Directors of SNP Schneider-Neureither & Partner SE (subsequently "SNP SE") as well as the benefits promised for the fiscal year. This report complies with the requirements of Section 162 of the AktG as well as the relevant accounting rules (HGB, IFRS). This remuneration report forms part of the declaration on company management pursuant to Sections 315d, 289f of the HGB. The remuneration system for the Managing Directors in the 2021 fiscal year is summarized in the overview "Remuneration Granted to the Managing Directors (Benefits Received)".

Remuneration of the Managing Directors

The system for the Managing Directors' remuneration is based on the size, level of complexity, and economic position of the company as well as its future prospects. It is also aligned with the company's corporate strategy and thus incentivizes successful and sustainable company management.

This remuneration system also reflects the Managing Directors' challenging task of managing and developing a global company in the dynamic and innovation-driven software in-

dustry. With this in mind, the system is intended to provide a level of remuneration which is competitive (while at all times ensuring that the company is managed on a financially sustainable basis) and can be adjusted in line with the Managing Directors' respective areas of responsibility, so as to enable SNP SE to attract highly qualified managers.

For this reason, this remuneration system is based on transparent, performance-related parameters which reflect the company's performance as well as sustainability. Long-term variable remuneration accounts for a significantly greater portion of the total remuneration amount than short-term variable remuneration, thus emphasizing the company's long-term development.

Shareholders' Confirmation of the Remuneration System

The Board of Directors resolved the remuneration system for the Managing Directors in April 2021. The shareholders of SNP SE approved this system retrospectively, i.e., from the start of the 2021 fiscal year, at the Annual General Meeting held on June 17, 2021. In particular, this system accounts for the changes in the law arising from the German Act Transposing the Second Shareholders' Rights Directive (ARUG II) as well as the new version of the German Corporate Governance Code.

Overview of the Managing Directors' Remuneration in the 2021 Fiscal Year

The following table provides an overview of the components of the Managing Directors' remuneration system applicable for the 2021 fiscal year, the individual remuneration components as well as the underlying objectives in each case:

REMUNERATION SYSTEM FOR THE MANAGING DIRECTORS IN 2021

Component	Objective	Details
Non-performance-related remuneration		
Basic remuneration	Fixed remuneration is defined as a fixed annual amount for the respective Managing Director. This is a secure and plannable income component.	<ul style="list-style-type: none"> ■ Basic annual remuneration ■ Paid out in twelve annual installments ■ CEO: € 33.3 thousand per month from March 2021, previously € 25 thousand ■ CFO: € 25 thousand per month from March 2021, previously € 20.8 thousand ■ COO: € 19.2 thousand per month
Fringe benefits		<ul style="list-style-type: none"> ■ Insurance contributions ■ Non-cash benefits from private use of a company car and car allowance
Pension	Intended to ensure an adequate pension	<ul style="list-style-type: none"> ■ Premium for direct insurance, up to € 200 per month
Performance-related remuneration		
Annual variable remuneration (STI)	Intended to support profitable growth while taking into consideration the Managing Directors' overall responsibility and their respective individual performance levels	<ul style="list-style-type: none"> ■ EBIT target (50%) ■ Revenue (25%) ■ Order entry (25%) ■ Target amount in case of 100% target achievement in 2021: CEO: € 300 thousand CFO: € 220 thousand COO: € 29 thousand ■ Floor: 0% ■ Cap: 200% of target amount: CEO: € 600 thousand CFO: € 440 thousand COO: € 58 thousand ■ Paid out in cash

REMUNERATION SYSTEM FOR THE MANAGING DIRECTORS IN 2021

Component	Objective	Details
Multi-year variable remuneration (LTI)	Intended to promote a positive long-term trend for the company's value in absolute and positive terms – while also linking the interests of the Managing Directors with those of the shareholders	<ul style="list-style-type: none"> ■ Granted in the form of a share plan in annual tranches, with an overall term of five years in each case and a mandatory four-year holding period ■ The applicable price is the volume-weighted average price of the SNP share over the final 20 trading days in the year preceding the year under assessment ■ The final number of shares will depend on the level of EBIT target achievement ■ Target amount in case of 100% target achievement in 2021: CEO: € 350 thousand CFO: € 250 thousand COO: € 42 thousand ■ Floor: 80% of the target amount: CEO: € 280 thousand CFO: € 200 thousand COO: € 33 thousand ■ Cap: 120% of target amount: CEO: € 420 thousand CFO: € 300 thousand COO: € 50 thousand
Benefits upon termination of service		
Termination of service by mutual consent	Intended to avoid inappropriately high severance payments	<ul style="list-style-type: none"> ■ Severance limited to remaining term of employment contract, but not more than two years' remuneration (severance cap)
Further remuneration rules		
Malus and clawback arrangements	Ensuring compliance and avoiding enrichment	<ul style="list-style-type: none"> ■ Possibility for the board of directors to withhold the LTI in full or to reclaim already transferred shares from the LTI in whole or in part in the event of serious violations of legal obligations or internal company codes of conduct

REMUNERATION SYSTEM FOR THE MANAGING DIRECTORS IN 2021

Component	Objective	Details
Maximum remuneration pursuant to Section 87a (1) (2) No. 1 of the AktG	Is intended to prevent uncontrolled high compensation	<ul style="list-style-type: none"> ■ Reduction of variable remuneration if the maximum limit for a fiscal year is exceeded: ■ Cap of target total remuneration CEO: € 1,200 thousand CFO: € 1,200 thousand COO: € 1,200 thousand ■ Cap of maximum total remuneration CEO: € 2,000 thousand CFO: € 2,000 thousand COO: € 2,000 thousand ■ Explanation of both caps on page 10 "Compliance with upper remuneration limits"

Variable Remuneration in the 2021 Fiscal Year

The performance criteria for the annual and multi-year variable remuneration are based on the company's strategic objectives and operational management. They are primarily intended to deliver an improved level of profitability. For this reason, the EBIT, revenue and order entry volume are the relevant performance criteria for the variable remuneration paid by the SNP Group. This is intended to reflect SNP's growth ambition, while also giving due consideration to the interests of its shareholders and other stakeholders.

At the beginning of 2021, the The Board of Directors has defined the target amounts, thresholds and maximum amounts for variable remuneration for the 2021 fiscal year within the scope of this remuneration system. The Board of Directors has ensured that the relevant goals are challenging and ambitious.

Annual variable remuneration (STI)

25% of the STI payable for the 2021 fiscal year is determined by the actual level of achievement of the budgeted order entry figure, 25% according to the actual level of achievement of the budgeted revenue figure and 50% according to the actual level of achievement of the EBIT figure in the 2021 fiscal year (order entry, revenue and EBIT jointly "KPIs"). The targets defined in the planning for the year in question are key; subsequent budget changes will not be taken into account.

EBIT is understood here as the period result reported in the consolidated income statement before financial results and income taxes of the SNP Group. The effects in connection with M&A activities on the KPIs of the STI are not taken into account when determining the respective degree of target achievement.

STI 2021		Order entry	Revenue	EBIT	Total
	Weighting	0.25	0.25	0.50	
Managing Directors	Target achievement	92.4%	94.4%	71.6%	
Michael Eberhardt	300,000	69,300	70,800	107,400	247,500
Prof. Dr. Heiner Diefenbach	220,000	50,820	51,920	78,760	181,500
Gregor Stöckler	29,167*	6,738	6,883	10,442	24,063

* Pro rata for 5 months in 2021 due to joining during the year.

Multi-year variable remuneration (LTI)

The multi-year variable remuneration is aligned with the achievement of long-term goals, in order to promote a corporate strategy which focuses on long-term growth. This remuneration held in the form of shares of SNP SE and the related obligation to hold shares for a certain period of time provides for convergence between the interests of the company's management, shareholders and other stakeholders.

The relevant final LTI amount is calculated according to the actual level of achievement of the budgeted target EBIT. See above for details of the EBIT calculation.

In order to calculate the final amount, the base amount is multiplied by the level of target achievement for the actual EBIT figure. If the actual EBIT matches the budgeted target EBIT, this represents a 100% level of target achievement. If

the actual EBIT exceeds or is lower than the budgeted target EBIT, the level of target achievement increases or decreases accordingly. If the EBIT actually achieved is 80% or less, an 80% target achievement level is recognized ("floor"); however, if the EBIT actually achieved is 120% or more, a 120% target achievement level is recognized ("cap"). The level of target achievement between the floor and cap is determined by means of linear interpolation.

The final amount thus calculated is subsequently converted into a net amount ("final net amount") by deducting a notional income tax rate of 45%. This final net amount is the amount used to calculate the number of SNP shares to be granted.

The number of SNP shares to be granted within the scope of the tranche for the year under assessment ("Final number of SNP shares") is calculated by dividing the final net amount by the SNP share price and, in order to avoid fractions, rounding the resulting amount up or down to achieve a whole number of shares. The relevant price is the volume-weighted average price of the SNP share in XETRA trading on the Frankfurt Stock Exchange (or a successor system) over the last 20 trading days (closing price on trading day) of the year preceding the year under assessment, rounded up or down to two decimal places. The applicable price for 2021 is € 54.85.

LTI 2021		EBIT	Net final amount (55%)	Final number of SNP shares
Managing Directors	Target achievement	71.6%		
	Floor	80%		
Michael Eberhardt	350,000	280,000	154,000	2,808
Prof. Dr. Heiner Diefenbach	250,000	200,000	110,000	2,005
Gregor Stöckler	41,667*	33,333	18,333	334

* Pro rata for 5 months in 2021 due to joining during the year.

Remuneration of the Managing Directors in the 2021 Fiscal Year

Remuneration granted and owed and benefits promised in the 2021 fiscal year

The following tables provide a breakdown of the remuneration (allocations) granted and owed to each of the Managing Directors in the 2021 fiscal year as well as the contractual benefits for the 2021 fiscal year. Under Section 162 of the AktG, the amounts which have fallen due in the reporting period and have already been paid to the individual Managing Director or which are due and have not yet been paid must be specified as the remuneration granted and owed (allocations).

The presentation of the contractually promised benefits in the following overview "Remuneration Granted to the Managing Directors (Benefits Received)" is in accordance with the model table previously recommended by the German Corporate Governance Code, as amended on February 7, 2017.

Details concerning allocation and benefits are each subdivided into fixed and variable remuneration components. The information concerning benefits also includes details of the pension expenses allocated for the fiscal year.

The fixed remuneration components comprise the non-performance-related basic remuneration and fringe benefits. The variable performance-related remuneration components are divided into annual and multi-year variable remuneration.

The following tables show the remuneration granted or owed in the 2021 fiscal year to the Managing Directors who held office in 2021. This "allocation" as indicated for the reporting year comprises the fixed remuneration components actually paid out in the reporting year plus the variable remuneration due and paid out in the fiscal year.

The presentation of the benefits granted shows the variable remuneration in accordance with the model table previously included in the German Corporate Governance Code and in each case indicates its amount as of the date on which the commitment was made (corresponding to a 100% level of target achievement) for the respective fiscal year. The remuneration elements are supplemented by details of the individually achievable minimum and maximum remuneration amounts.

REMUNERATION GRANTED AND OWED TO THE MANAGING DIRECTORS (BENEFITS GRANTED)

in € thousand	2020 Initial value	2020 in %	2021 Initial value	2021 in %
Michael Eberhardt				
Fixed remuneration	300	37.2%	383	35.7%
Fringe benefits	35	4.3%	38	3.5%
Total	335	41.5%	421	39.2%
One-year variable remuneration	150	18.6%	300	28.0%
Multi-year variable remuneration	320	39.7%	350	32.6%
Total	470	58.3%	650	60.6%
Pension expenses	2	0.2%	2	0.2%
Total	807	100.0%	1.073	100.0%
Prof. Dr. Heiner Diefenbach				
Fixed remuneration	250	47.2%	292	36.7%
Fringe benefits	28	5.3%	32	4.0%
Total	278	52.5%	324	40.7%
One-year variable remuneration	50	9.4%	220	27.6%
Multi-year variable remuneration	200	37.7%	250	31.4%
Total	250	47.1%	470	59.0%
Pension expenses	2	0.4%	2	0.3%
Total	530	100.0%	796	100.0%
Gregor Stöckler				
Fixed remuneration	-	-	96	53.3%
Fringe benefits	-	-	13	7.2%
Total	-	-	109	60.5%
One-year variable remuneration	-	-	29	16.1%
Multi-year variable remuneration	-	-	42	23.4%
Total	-	-	71	39.5%
Pension expenses	-	-	-	0.0%
Total	-	-	180	100.0%

REMUNERATION GRANTED TO THE MANAGING DIRECTORS (BENEFITS RECEIVED)

in € thousand	2020	in %	2021	in %
Michael Eberhardt				
Fixed remuneration	300	67.7%	383	43.7%
Fringe benefits	34	7.7%	38	4.3%
Total	334	75.4%	421	48.0%
One-year variable remuneration	107	24.2%	43	4.9%
Multi-year variable remuneration	-	0.0%	411	46.9%
Special bonus	-	0.0%	-	0.0%
Total	107	24.2%	454	51.8%
Pension expenses	2	0.4%	2	0.2%
Total	443	100.0%	877	100.0%
Prof. Dr. Heiner Diefenbach				
Fixed remuneration	250	89.3%	292	55.6%
Fringe benefits	28	10.0%	32	6.1%
Total	278	99.3%	324	61.7%
One-year variable remuneration	-	0.0%	28	5.3%
Multi-year variable remuneration	-	0.0%	171	32.6%
Special bonus	-	0.0%	-	0.0%
Total	-	0.0%	199	37.9%
Pension expenses	2	0.7%	2	0.4%
Total	280	100.0%	525	100.0%
Gregor Stöckler				
Fixed remuneration	-	-	96	88.1%
Fringe benefits	-	-	13	11.9%
Total	-	-	109	100.0%
One-year variable remuneration	-	-	0	0.0%
Multi-year variable remuneration	-	-	0	0.0%
Special bonus	-	-	0	0.0%
Total	-	-	0	0.0%
Pension expenses	-	-	0	0.0%
Total	-	-	109	100.0%

REMUNERATION GRANTED TO THE MANAGING DIRECTORS (BENEFITS RECEIVED)

in € thousand	2020	in %	2021	in %
Dr. Uwe Schwellbach* (resigned 2019)				
Fixed remuneration	-	0.0%	-	0.0%
Fringe benefits	-	0.0%	-	0.0%
Total	-	0.0%	-	0.0%
One-year variable remuneration	71	25.3%	-	0.0%
Multi-year variable remuneration	-	0.0%	150	100.0%
Compensation payment	210	74.7%	-	0.0%
Total	281	100.0%	150	100.0%
Pension expenses	-	0.0%	-	0.0%
Total	281	100.0%	150	100.0%
Frank Hohenadel** (resigned 2020)				
Fixed remuneration	200	62.3%	-	0%
Fringe benefits	69	21.5%	5	1.2%
Total	269	83.8%	5	1.2%
One-year variable remuneration	50	15.6%	25	6.2%
Multi-year variable remuneration	-	0.0%	145	35.8%
Compensation payment	-	0.0%	230	56.8%
Total	50	15.6%	400	98.8%
Pension expenses	2	0.6%	-	0.0%
Total	321	100.0%	405	100.0%

* With regard to the total remuneration provided for 2021, it should be noted that Dr. Uwe Schwellbach left the company with effect as of December 31, 2019. In the 2021 fiscal year, he received € 150 thousand for entitlements from the 2019 fiscal year.

** Frank Hohenadel left the company with effect as of December 31, 2020. In the 2021 fiscal year, he received € 405 thousand for entitlements from the 2020 fiscal year.

Compliance with Upper Remuneration Limits

The target remuneration is the amount granted to a Managing Director for a fiscal year if 100% of targets are achieved for all performance-related remuneration components ("target total remuneration"). The remuneration system permits target total remuneration of up to € 1,200 thousand for each Managing Director per fiscal year. The figure provided is the ceiling within which the Board of Directors will determine the respective target total remuneration for an individual Managing Director in accordance with this remuneration system.

The maximum total remuneration is the amount which may be paid out to a Managing Director overall for a fiscal year. It comprises all remuneration components and payments (including those made by a subsidiary or a third party) in connection with this person's service as a Managing Director ("maximum total remuneration"). The maximum total remuneration is € 2,000 thousand per fiscal year for each Managing Director.

The maximum total remuneration specified for the Managing Directors was not exceeded in the 2021 fiscal year and

the rules of the remuneration system were complied with. Please refer to the remuneration system for details regarding maximum remuneration.

Malus and Clawback Arrangements and Other Repayment Claims

The Board of Directors has the contractual right to withhold the payment under the LTI in whole or in part or, if shares have already been transferred, to claw back the SNP shares already transferred under the LTI in whole or in part in the event that the Managing Director has committed a grave breach of their obligations by law or according to an internal conduct of conduct in the respective assessment period and/or the subsequent lockup period for the tranche in question.

The Board of Directors is entitled to withhold payment or claw back shares for a period of three years following the expiry of the lockup period, even if the Managing Director's term of office or employment has already ended.

In the 2021 fiscal year, the Board of Directors made use of the option to withhold or claw back variable remuneration components. This relates to the remuneration components

resulting from the STI 2019 due to the accounting adjustment made for the 2019 fiscal year. The legal basis for portions of the STI 2019 is thus no longer applicable (Section 812 (1) (2) Alt. 1 of the German Civil Code (BGB)). The company has reached an amicable agreement with Michael Eberhardt under which the relevant amounts have been repaid to the company. The company has also asserted a claim for repayment against Dr. Uwe Schwellbach. Due to its ongoing assessment of repayment claims against the heirs of Dr. Schneider-Neureither, it has not yet fulfilled the claim for payment under the STI and LTI 2020 since an offsetting option exists.

<u>Managing Directors</u>	<u>Repayment claim in € thousand</u>
Dr. Andreas Schneider-Neureither (community of heirs)	235
Dr. Uwe Schwellbach	71
Michael Eberhardt	12

Disclosures on the Relative Change in the Remuneration Received by the Managing Directors, the Remuneration Received by the Company's Workforce and the Company's Earnings Trend

The following overview presents the relative trend for the remuneration granted and owed in the fiscal year in question to the Managing Directors who held office in the year under review, the remuneration paid to the remainder of the company's workforce as well as selected earnings ratios of the SNP Group by comparison with the previous year. The remuneration of the Managing Directors included in the table represents the remuneration granted and owed in the fiscal year as set out in the table.

In principle, the earnings trend is calculated on the basis of the trend for the SNP Group's operating result. As a core performance indicator for the Group, the latter also serves as a basis for the financial goals for the Managing Directors' variable remuneration.

The average remuneration received by the company's employees is calculated in relation to the employees of the German Group companies. EXA and Datavard, which were acquired in 2021, have not been included to ensure comparability with the previous year. The average level of remuneration has not been converted into a full-time equivalent figure, since some salary components such as overtime payments cannot be meaningfully converted in this way. On the

other hand, at under 8% the number of part-time employees in Germany is relatively low.

CHANGE IN THE LEVEL OF REMUNERATION RECEIVED BY THE BOARD OF DIRECTORS AND MANAGING DIRECTORS BY COMPARISON WITH THE REMUNERATION RECEIVED BY THE COMPANY

in %	Change in 2021 relative to 2020 ¹
Board of Directors	
Dr. Michael R. Drill	-38% (The mandate was not granted in 2021 all year round / only during the period Exercised January 1 – June 17, 2021t)
Gerhardt Burkhardt	-60% (The mandate was not granted in 2021 all year round / only during the period Exercised January 1 – April 16, 2021)
Rainer Zinow	-44% (The mandate was not granted in 2021 all year round / only during the period Exercised January 1 – June 17, 2021)
Dr. Karl Biesinger	+130%
Managing Directors²	
Michael Eberhardt	+33% (+12% adjustment due to STI relinquishment in 2020)
Prof. Dr. Heiner Diefenbach	+50% (+38% adjustment due to STI relinquishment in 2020)
Earnings ratio	
EBIT	+650% (vorläufig)
Revenue	+16%
Order entry	+4%
Workforce³	
Overall workforce in Germany	+9% +6% (adjusted for short-time working effect)

The Managing Directors' variable remuneration was revised in January 2021 and their salaries were revised in March 2021. The effect is 12% (Michael Eberhardt) and 38% (Prof. Dr. Heiner Diefenbach). In addition, in 2020 the Managing Directors dispensed with 50% of their STI, so that the changes compared with 2020 are 33% and 50% respectively.

The size of the company's workforce was largely unchanged in 2021 compared with the previous year (average headcount over the course of the year, excluding Datavard & EXA). The second half of 2020 was characterized by short-time working and thus less overtime. Accordingly, the volume of bonus payments was smaller in 2020 and no salary review took place. This salary review was then held in 2021 and there was an increased volume of overtime once again.

¹ The figures for the Managing Directors and the workforce are based on the remuneration granted and owed in the 2021 fiscal year within the meaning of Section 162 (1) (1) of the AktG. The transitional arrangement pursuant to Section 26j of the Introductory Act to the German Stock Corporation Act (EGAktG) has been made use of.

² Figures exclude Dr. Andreas Schneider-Neureither and Frank Hohenadel, neither of whom were Managing Directors in the 2021 fiscal year and therefore did not receive any remuneration as Managing Directors in 2021, and likewise Gregor Stöckler, since he only took up his position as a Managing Director on August 1, 2021, and therefore did not receive any remuneration as a Managing Director in 2020.

³ Not including severance payments.

Remuneration Received by the Members of the Board of Directors

The applicable rules for the members of the Board of Directors and their remuneration are defined in Section 11 of the articles of incorporation of SNP SE. Accordingly, the members of the Board of Directors receive annual remuneration for their service, which is approved by the Annual General Meeting.

The remuneration for the members of the Board of Directors includes no variable remuneration component and is not share-based, whereas a significant portion of the Managing Directors' remuneration in principle comprises variable remuneration components.

The remuneration of the members of the Board of Directors is limited to the fixed remuneration component without variable remuneration incentives and is independent of financial performance indicators. This enables the Board of Directors to independently monitor and control the Managing Directors. The Board of Directors' remuneration structure offers a counterbalance to the Managing Directors' remuneration and thus contributes to the company's sustainable long-term development.

Pursuant to the resolution passed by the Annual General Meeting on June 17, 2021, members of the Board of Directors will continue to exclusively receive a fixed amount of remuneration. However, the remuneration of the members of the Board of Directors has been increased so as to achieve a level of remuneration which is appropriate for the nature of their tasks, while continuing to provide exclusively fixed remuneration. This is intended to facilitate the recruitment and retention of new candidates who have the qualifications, expertise and profiles desirable for the company's further development.

Each member of the Board of Directors receives fixed annual remuneration. This amounts to € 60,000 for ordinary members. The Chairman receives a fixed annual remuneration of € 100,000, while the Deputy Chairman receives a fixed annual remuneration of € 80,000. In addition, each member of the Board of Directors will be paid an attendance fee of € 1,500 for their participation in each face-to-face meeting, video conference or telephone conference (including those of its committees). Moreover, the members of the Board of Directors will be reimbursed any value added tax amount applicable on any expenses reimbursed or their remuneration as members of the Board of Directors, insofar as they are entitled to separately bill the company for value added tax and they exercise this right. The remuneration of

the members of the Board of Directors will fall due at the end of the Annual General Meeting which receives the consolidated financial statements for the fiscal year.

In the event that the member of the Board of Directors ends or begins their service over the course of a given year, their fixed remuneration will be granted on a pro rata basis. The same applies for the higher level of remuneration received by the Chairman and Deputy Chairman of the Board of Directors.

If a member of the Board of Directors simultaneously serves as a Managing Director, according to the articles of incorporation their remuneration as a member of the Board of Directors is withheld. This includes both the fixed annual remuneration as well as the attendance fee.

Remuneration Received by the Members of the Board of Directors in the 2021 Fiscal Year

The total remuneration granted to the members of the Board of Directors in the 2021 fiscal year amounted to € 358 thousand (previous year: € 139 thousand). The following table shows the amounts received by the individual members of the Board of Directors as well as the relative trend for the overall volume of remuneration by comparison with the previous year.

2021

	Fixed remuneration		Attendance fees (incl. committee meetings)		Total remuneration	Change in 2021 vs. 2020
	in € thousand	in %	in € thousand	in %	in € thousand	in %
Prof. Dr. Claus E. Heinrich (since 2021)	54	79.4	14	20.6	67	-
Dr. Karl Benedikt Biesinger (since 2019)	52	73.2	19	26.8	71	+129.6
Prof. Dr. Christoph Hütten (since 2021)	32	57.1	24	42.9	56	-
Sebastian Reppegather (since 2021)	32	57.1	24	42.9	56	-
Richard Roy (since 2021)	32	57.1	24	42.9	56	-
Dr. Michael Drill (until 2021)	14	63.6	8	36.4	22	-37.6
Gerhard A. Burkhardt (until 2021)	7	58.3	5	41.7	12	-59.6
Rainer Zinow (until 2021)	9	52.9	8	47.1	17	-44.3
Dr. Klaus Kleinfeld (until 2020)	-	-	-	-	-	-
Total	232	64.8	126	35.2	358	157.6

2020

	Fixed remuneration		Attendance fees (incl. committee meetings)		Total remuneration
	in € thousand	in %	in € thousand	in %	in € thousand
Prof. Dr. Claus E. Heinrich (since 2021)	-	-	-	-	-
Dr. Karl Benedikt Biesinger (since 2019)	20	64.5	11	35.5	31
Prof. Dr. Christoph Hütten (since 2021)	-	-	-	-	-
Sebastian Reppegather (since 2021)	-	-	-	-	-
Richard Roy (since 2021)	-	-	-	-	-
Dr. Michael Drill (until 2021)	24	68.6	11	31.4	35
Gerhard A. Burkhardt (until 2021)	21	67.7	10	32.3	31
Rainer Zinow (until 2021)	20	64.5	11	35.5	31
Dr. Klaus Kleinfeld (until 2020)	9	81.8	2	18.2	11
Total	94	67.6	45	32.4	139

AUDITOR'S REPORT

To SNP Schneider-Neureither & Partner SE, Heidelberg

REPORT ON OUR AUDIT OF THE REMUNERATION REPORT

We have audited the attached remuneration report of SNP Schneider-Neureither & Partner SE, Heidelberg, and the related disclosures – prepared in compliance with Section 162 of the AktG – for the fiscal year from January 1, 2021, to December 31, 2021.

Responsibility of the Company's Legal Representatives and the Board of Directors

The legal representatives and the Board of Directors of SNP Schneider-Neureither & Partner SE are responsible for the preparation of the remuneration report, including the related disclosures, in compliance with the requirements of Section 162 of the AktG. The legal representatives and the Board of Directors are also responsible for the internal controls they deem necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misrepresentations, whether deliberate or unintentional.

Responsibility of the Auditor

Our responsibility is to express an opinion on this remuneration report and the related disclosures on the basis of our audit. We have conducted our audit in accordance with the German generally accepted standards for the audit of financial statements, as promulgated by the Institute of Public Auditors in Germany (IDW). Those standards require that we comply with our professional obligations and plan and perform our audit so as to obtain reasonable assurance about whether the remuneration report, including the related disclosures, is free from material misstatement.

An audit involves performing procedures to obtain audit evidence concerning the amounts shown in the remuneration report and the related disclosures. The auditor is responsible for the choice of those audit procedures. This includes the assessment of risks of material misstatement in the remuneration report, including the related disclosures, whether deliberate or unintentional. In making those risk assessments, the auditor takes into consideration the company's internal control system that is relevant for the preparation of the remuneration report, including the related disclosures. The goal is to plan and perform audit procedures that are appropriate in the given circumstances, but not to submit an audit opinion on the effectiveness of the company's internal

control system. An audit includes an assessment of the accounting policies, the reasonableness of accounting estimates made by the company's legal representatives and Board of Directors as well as an assessment of the overall picture presented by the remuneration report, including the related disclosures.

We believe that the audit evidence we have obtained is sufficient and suitable to serve as the basis for our audit opinion.

Audit Opinion

In our opinion, which is based on our audit findings, the remuneration report for the fiscal year from January 1, 2021, to December 31, 2021 – including the related disclosures – complies in all material respects with the accounting requirements set out in Section 162 of the AktG.

Additional Matter – Formal Audit of the Remuneration Report

The audit of the contents of the remuneration report described in this audit report includes the formal audit of the remuneration report that is required under Section 162 (3) of the AktG, including the issuance of a report on this audit. Since we are issuing an unqualified audit opinion on our

audit of the contents of the remuneration report, this includes the opinion that the disclosures pursuant to Section 162 (1) and (2) of the AktG have been made in all material respects in the remuneration report.

Notice on Limitation of Liability

We have carried out this engagement comprising the above-mentioned work performed on behalf of SNP Schneider-Neureither & Partner SE on the basis of the General Terms of Engagement for Auditors and Audit Firms as amended on January 1, 2017. In taking note of and using the information contained in this audit report, any recipient confirms that they have noted the provisions of these General Terms of Engagement (including the limitation of liability in Section 9 of the General Terms of Engagement to € 4 million in case of negligence) and acknowledges their applicability in relation to us.

Nuremberg, March 25, 2022

Rödl & Partner GmbH
Wirtschaftsprüfungsgesellschaft
Steuerberatungsgesellschaft

Müller
Wirtschaftsprüfer

Landgraf
Wirtschaftsprüfer