

– CONVENIENCE TRANSLATION –

**Annual General Meeting
of Mutares SE & Co. KGaA on 4 June 2024**

**Remuneration system for the members of the Shareholder Committee of
Mutares SE & Co. KGaA**

I. Determination of remuneration by the Annual General Meeting

Section 19 (2) of the Company's Articles of Association stipulates that the Annual General Meeting decides on the amount of remuneration. To date, the Annual General Meeting has not set any remuneration for the members of the Company's Shareholder Committee. In order to take account of the increased demands on the members of the Shareholder Committee and the corresponding increase in workload, the Annual General Meeting of the Company on June 4, 2024, is to resolve on an adjusted remuneration for the members of the Shareholder Committee with effect from January 1, 2024, based on the following remuneration system.

II. Contribution of remuneration to the promotion of the business strategy and long-term development

The remuneration system for the members of the Company's Shareholder Committee is based on the statutory requirements and takes individual recommendations and suggestions of the German Corporate Governance Code (GCGC) for the remuneration of the Supervisory Board into account.

The remuneration of the members of the Company's Shareholder Committee needs to be balanced overall and commensurate with their responsibilities and duties as well as the situation of the Company. The amount of the fixed annual remuneration takes the specific function and responsibility of the members of the Company's Shareholder Committee into account. At the same time, the remuneration should make the assumption of a mandate as a member sufficiently attractive to attract and retain suitably qualified candidates for the Shareholder Committee. This is a prerequisite for the best possible performance of its duties by the Shareholder Committee, which in turn makes a significant contribution to a successful business strategy and the long-term success of the Company.

In accordance with suggestion G.18 GCGC for the remuneration of the Supervisory Board, the current remuneration regulations do not provide for performance-related remuneration, but rather purely fixed remuneration for the members of the Company's Shareholder Committee. This is the best way for the Company's Shareholder Committee to perform its duties. The extent of the workload and liability risk of the members of the Company's Shareholder Committee does not generally develop in line with the Company's business success or earnings situation. Rather, it is often in difficult times, in which variable remuneration may decline, that the members of the

Company's Shareholder Committee are required to perform their duties particularly intensively. No variable remuneration components or financial or non-financial performance criteria are provided for.

III. Remuneration components

The remuneration of the members of the Shareholder Committee consists of fixed remuneration of EUR 10,000.00. In addition, the Company reimburses the members of the Shareholder Committee for necessary expenses incurred in the performance of their duties, including any VAT incurred. Furthermore, the members of the Shareholder Committee are included in a financial loss liability insurance policy for board members maintained by the Company at an appropriate level in the interests of the Company, insofar as such a policy exists.

Remuneration is payable after the end of the respective financial year. Members of the Shareholder Committee who only belong to the Shareholder Committee for part of a full financial year receive a corresponding pro rata remuneration.

IV. Determination, implementation and review of the remuneration system

The members of the Company's Shareholder Committee are appointed until the end of the Annual General Meeting that resolves on the discharge for the fourth financial year after the start of the term of office, unless the term of office is determined otherwise. The financial year in which the term of office begins is not included in this calculation. Subject to the relevant statutory provisions, members of the Shareholder Committee may be dismissed and may resign from office without good cause by giving two weeks' notice in writing to the Chairman of the Shareholder Committee – or, in the event of resignation by the Chairman, to his deputy. The Chairman of the Shareholder Committee or, in the event of resignation by the Chairman, his deputy, may shorten the notice period or waive compliance with the notice period. There is no further remuneration in the event of resignation or a provision regarding remuneration after the term of office.

The remuneration of the Shareholder Committee is reviewed regularly, but at least every four years, by the General Partner Mutares Management SE, the Supervisory Board and the Shareholder Committee of the Company. For this purpose, a horizontal market comparison with the remuneration of shareholder committees and/or supervisory boards in other companies can be drawn up. The Company's Shareholder Committee may be supported in this by an independent external remuneration expert. In the event of significant changes, but at least every four (4) years, the remuneration system and the remuneration of the members of the Shareholder Committee are submitted to the Annual General Meeting for approval. The Annual General Meeting can confirm the current remuneration system for the Shareholder Committee or pass a resolution to amend it. Corresponding proposals for resolutions are submitted to the Annual General Meeting by the General Partner, the Shareholder Committee and the Supervisory Board of the Company in accordance with the statutory allocation of powers, so that there is mutual control between the bodies. The rules for dealing with conflicts of interest laid down in the Rules of Procedure for the

Management Board and the Supervisory Board of the General Partner as well as for the Shareholder Committee and the Supervisory Board of the Company are observed in the procedures for setting up, implementing and reviewing the remuneration system. The decision on the final structure of the remuneration system is assigned to the Annual General Meeting. A system of checks and balances is therefore already enshrined in the statutory regulations.