

**– CONVENIENCE TRANSLATION –**

**Annual General Meeting**

**of Mutares SE & Co. KGaA on 3 July 2026**

**Remuneration System and Remuneration for Members of the Supervisory Board of the Company**

**A. Remuneration System for Members of the Supervisory Board of the Company**

**I. Determination of remuneration by the Annual General Meeting**

Article 13 para. 2 of the Company's Articles of Association provides for the Annual General Meeting to resolve on the amount of remuneration. The current remuneration of the members of the Supervisory Board of the Company was determined by resolution of the Annual General Meeting of the Company on 17 May 2022. Pursuant to sec. 113 para. 3 German Stock Corporation Act, listed companies must adopt a resolution regarding the remuneration of the members of the Company's Supervisory Board at least once every four years. A resolution confirming the existing remuneration is also permissible. Accordingly, the Annual General Meeting on 3 July 2026, is scheduled to adopt a resolution on this matter as required.

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

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

The remuneration of the members of the Supervisory Board of the Company shall be balanced overall and shall be commensurate with their responsibilities and tasks as well as with the situation of the Company. The respective amount of fixed annual remuneration shall take the specific function and responsibility of the members of the Supervisory Board of the Company into account. At the same time, the remuneration should make the assumption of a mandate as member or chairperson of the Supervisory Board or a committee appear sufficiently attractive to be able to attract and retain suitably qualified candidates for the Supervisory Board. This is a prerequisite for the best possible supervision and advice of the Management Board, which in turn makes a major contribution to a successful business strategy and to the long-term success of the Company.

In accordance with suggestion G.18 DCGK, the current remuneration arrangements do not provide for performance-related remuneration, but rather purely fixed remuneration for the members of the Company's Supervisory Board. This is the best way for the Company's Supervisory Board to provide independent advice and oversight to the Management Board. The extent of the workload and liability risk of the members of the Supervisory Board of the Company does not generally develop in parallel

with the business success or earnings situation of the Company. On the contrary, it is often in such difficult times, when variable remuneration may decline, that the members of the Company's Supervisory Board are required to perform their advisory and supervisory functions 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 Supervisory Board consists of fixed basic remuneration of EUR 20,000.00. In addition, the Company reimburses the members of the Supervisory Board for any necessary expenses incurred in the performance of their duties, including any value-added tax. Furthermore, the members of the Supervisory Board are included in a pecuniary loss liability insurance policy for members of executive bodies maintained by the Company at an appropriate level in the interests of the Company, insofar as such a policy exists. Appropriate account is taken of the higher time expenditure of the Chairman and Deputy Chairman of the Supervisory Board and of the Chairman and members of committees, so that recommendation G.17 GCGC is also complied with. The Chairman of the Supervisory Board receives fixed basic remuneration of EUR 45,000.00 and the Deputy Chairman fixed basic remuneration of EUR 30,000.00 for the respective financial year of the Company.

For their work on the Audit Committee of the Supervisory Board, the Chairman of the Audit Committee receives EUR 15,000.00 and each other member of the Audit Committee EUR 5,000.00 for the respective financial year of the Company. Simple membership in other committees is remunerated at an additional EUR 5,000.00 per year; committee chairpersons additionally receive twice this amount for each chairmanship.

The remuneration is payable after the end of the respective financial year. Members of the Supervisory Board who are members of the Supervisory Board or a committee of the Supervisory Board for only part of a full financial year, or who hold the office of Chairperson or Deputy Chairperson, are to receive corresponding pro rata remuneration.

### **IV. Determination, implementation and review of the remuneration system**

Unless specified otherwise, the members of the Supervisory Board of the Company are appointed at the time of election until the end of the Annual General Meeting which resolves on the ratification of the acts of the Supervisory Board for the fourth financial year after the beginning of the term of office. 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 Supervisory Board may be dismissed and may resign from office without cause by giving one month's notice in writing to the Chair of the Shareholder Committee – or, in the event of resignation by the Chair, to his or her deputy. The Chairperson of the Shareholder Committee or, in the event of resignation by the Chairperson, his or her Deputy, may shorten the notice period or

waive compliance with the notice period. There is no further remuneration in the event of resignation or any provision regarding remuneration after the term of office.

The Supervisory Board remuneration is reviewed regularly, but at least every four years, by the General Partner Mutares Management SE as well as by the Supervisory Board and the Shareholder Committee of the Company. For this purpose, a horizontal market comparison that shows the supervisory board remuneration in other companies can be drawn up. The Supervisory Board of the Company may be assisted in this by an independent external remuneration expert. In the event of significant changes, but no later than every four years, the remuneration system and the remuneration of the members of the Supervisory Board shall be submitted to the Annual General Meeting for resolution. The Annual General Meeting may confirm the respective current system of Supervisory Board remuneration or pass a resolution to amend it. Corresponding resolution proposals to the Annual General Meeting are submitted by the General Partner, the Shareholder Committee and the Supervisory Board of the Company in accordance with the legally regulated division of responsibilities, so that there is mutual control between the executive bodies. The rules for dealing with conflicts of interest set out in the Rules of Procedure for the Management Board 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 ultimate structure of the remuneration system is left to the Annual General Meeting. Thus, a system of checks and balances is already anchored in the statutory regulations.

## **B. Remuneration of the members of the Supervisory Board**

The remuneration of the members of the Supervisory Board of the Company is governed by Article 13 of the Articles of Association of the Company. Article 13 of the Company's Articles of Association reads as follows:

### “Article 13 Remuneration of the members of the Supervisory Board

- (1) The members of the Supervisory Board shall be reimbursed for necessary expenses incurred in the performance of their duties, including any value added tax.
- (2) The General Meeting shall decide on the amount of any remuneration. The General Meeting may also determine the remuneration of the Supervisory Board for the entire term of office.
- (3) The members of the Supervisory Board shall be included in a pecuniary loss liability insurance policy for members of executive bodies maintained by the Company at an appropriate level in the interests of the Company, insofar as such a policy exists. The premiums for this shall be paid by the Company.“

Pursuant to Article 13 (2) of the Articles of Association of the Company, the current remuneration of the members of the Supervisory Board of the Company was last

determined by resolution of the Annual General Meeting of the Company on 17 May 2022 under agenda item 8, as follows:

- a) Article 13 of the Articles of Association of the Company is confirmed.
- b) The members of the Supervisory Board shall receive fixed basic remuneration of EUR 20,000.00 for the respective financial year of the Company. The Chairman of the Supervisory Board shall receive fixed basic remuneration of EUR 45,000.00 and the Deputy Chairman fixed basic remuneration of EUR 30,000.00 for the respective financial year of the Company.
- c) For their work on the Audit Committee of the Supervisory Board, the Chairman of the Committee shall receive EUR 15,000.00 and each other member of the Committee EUR 5,000.00 for the respective financial year of the Company.
- d) For service on other committees of the Supervisory Board, the Chairman of the committee shall receive an additional EUR 10,000.00 and each other member of the committee EUR 5,000.00 for the respective financial year of the Company.
- e) The remuneration is payable after the end of the respective financial year. Members of the Supervisory Board who are members of the Supervisory Board or a committee of the Supervisory Board or hold the office of Chairman or Deputy Chairman for only part of a full financial year shall receive remuneration on a correspondingly pro rata basis.

The General Partner, the Shareholder Committee, and the Supervisory Board of the Company have reviewed the existing remuneration system and the remuneration for the members of the Supervisory Board of the Company and are of the opinion that these have proven effective and should be retained unchanged.