

Remuneration system of the Executive Board of Eckert & Ziegler AG pursuant to §§87a, 122a AktG / as of June 2020

In accordance with Section 120a (1) sentence 1 AktG as amended by the Act Implementing the Second Shareholders' Rights Directive (ARUG II) of December 12, 2019, the Annual General Meeting decides on the approval of the remuneration system for the members of the Management Board submitted by the Supervisory Board for each material change to the remuneration system and at least every four years. Pursuant to Section 26j (1) of the Introductory Act to the Stock Corporation Act (Einführungsgesetz zum Aktiengesetz - EGAktG), a resolution on the approval of the remuneration system for the members of the Management Board must be adopted for the first time by the end of the first Annual General Meeting following December 31, 2020. Against this background, a resolution by the Annual General Meeting of Eckert & Ziegler Strahlen- und Medizintechnik AG to approve the remuneration system would not be necessary until the 2021 Annual General Meeting.

Nevertheless, the Remuneration Committee formed by the Supervisory Board in the 2020 financial year has already discussed in the current financial year the establishment of a remuneration system for the Management Board on the basis of the existing remuneration structure and the requirements of sections 87, 87a of the German Stock Corporation Act (AktG) and on 25 April 2020 adopted the remuneration system described below, which for reasons of transparency was already submitted to the Annual General Meeting on 10 June 2020 for approval and adopted by the latter. The resolution of the Annual General Meeting does not establish any rights or obligations. In particular, it does not affect the obligation of the Supervisory Board to determine the remuneration of the members of the Management Board on its own responsibility.

The remuneration system described below for the members of the Executive Board of Eckert & Ziegler Strahlen- und Medizintechnik AG will apply from January 1, 2020.

Principles of the remuneration system for the members of the Management Board

The remuneration system for the Management Board is designed to provide an incentive for successful and sustainable long-term corporate development and to dovetail the interests of the Management Board, employees and owners even more closely. A key aspect of the remuneration system is that, in addition to fixed remuneration components, variable remuneration components with a multi-year assessment basis are also agreed, so that the members of the Executive Board participate appropriately in both positive and negative developments of the company.

When determining the total remuneration and its breakdown into individual remuneration components, the area of responsibility assigned to the respective member of the Management Board and his personal performance are especially evaluated. Furthermore, the compensation should be attractive and appropriate compared to the competitive environment.

1. Composition of the remuneration

The total remuneration of the Executive Board consists of a fixed annual basic remuneration, including certain fringe benefits, and a variable remuneration.

1.1 Basic remuneration and supplementary benefits

The basic remuneration of the Executive Board members is paid monthly pro rata as a salary. The members of the Executive Board also receive supplementary benefits in the form of non-cash compensation, consisting mainly of the use of a company car, telephone and insurance premiums, which are in principle due to all Executive Board members in the same way, but the amount may vary depending on their personal situation. As a remuneration component, these supplementary benefits are taxable for the individual Executive Board member.

1.2 Variable remuneration components

In addition to the basic remuneration, the members of the Executive Board generally receive two variable remuneration components.

a) A short-term variable component is based primarily on a percentage of the cumulative net income for the Group as a whole, whereby a segment directly responsible for the Executive Board may be weighted more heavily than other parts of the Group. The short-term variable component is payable when an annual profit has been generated and previously defined framework conditions, including non-financial parameters such as compliance with regulations, have been met. The Supervisory Board determines whether the thresholds and non-financial parameters have been reached after the company's annual financial statements have been prepared.

b) The second variable component is calculated on the base of the long-term growth of the net income for the year in the direct area of responsibility of the respective member of the Executive Board if this parameter exceeds previously agreed target figures. In addition, the bonus is paid in shares or its calculation is linked to the share price, so that the beneficiary has a material interest not only in the long-term growth of the company's profit but also in the company's market capitalization. The achievement of the financial performance indicator is also determined by the Supervisory Board at the end of the period, usually five years, when the annual financial statements of the company are prepared.

The variable remuneration components are capped at a maximum amount.

Violations of compliance with the rules and the Group-wide compliance guidelines from previous periods may also reduce current bonuses retroactively. This is intended on the one hand to underline the importance of compliance in the Eckert & Ziegler Strahlen- und Medizintechnik AG company. On the other hand, in the interests of sustainable development, the Group's reputation is to be strengthened by a modern, value-based corporate culture.

In addition, variable remuneration components may also be agreed which are based solely on an annual performance review and thus either on the achievement of specific targets or on a percentage share in the annual result, whereby such short-term remuneration components must also be limited in amount.

Short-term variable remuneration components should not exceed 40% of the target in relation to long-term variable remuneration components.

Overall, the variable remuneration components serve to promote the positive development of both the Group as a whole and the business units for which individual responsibility is assumed, and thus the further development and implementation of the overall strategy of the company. The correspondingly differentiated incentive structure is intended on the one hand to strengthen individual departmental responsibility and on the other hand to anchor the overall strategic development in the company as part of the Executive Board's activities. The multi-year evaluation basis of the majority of the variable remuneration and the partial payment of the variable remuneration in shares of the company or taking into account the share price ensures that the long-term positive development of the company is reflected accordingly in the amount of remuneration.

The Supervisory Board reserves the right to take extraordinary developments into account within reasonable limits. In justified cases, the variable remuneration may be withheld or reclaimed.

2. Determination of a maximum remuneration and ratio of fixed and variable maximum remuneration

The fixed remuneration is limited in amount and amounts to between EUR 0.3 million and EUR 0.5 million for individual Management Board members. The Supervisory Board ensures that the targets for all elements of the variable remuneration are ambitious, while at the same time ensuring a balanced risk/reward profile.

If the targets are not met, the short-term variable remuneration may fall to zero. If the targets are significantly exceeded, the short-term variable remuneration for members of the Management Board is limited to an amount between EUR 0.2 million and EUR 0.5 million.

In the case of long-term variable remuneration, the remuneration can also fall to zero. For each member of the Management Board, it is limited to a maximum amount of EUR 3 million per year, averaged over the evaluation period, for the calculation period, which generally covers five years.

A calculated maximum total remuneration can be derived from the limited variable remuneration elements, the basic remuneration and the expenses for fringe benefits. In addition, the Supervisory Board has defined an absolute euro value for the maximum payment of the remuneration granted in a financial year in accordance with Section 87a (1) sentence 2 no. 1 of the German Stock Corporation Act. It amounts to EUR 5 million per year for each member of the Management Board. The maximum total remuneration includes all fixed (including supplementary benefits) and variable remuneration components.

3. Alignment of remuneration with long-term and sustainable corporate development

The Supervisory Board determines the specific target and maximum total remuneration for each member of the Executive Board, which is commensurate with the tasks and performance of the Executive Board member and the situation of the company and which does not exceed the usual remuneration in comparison - both with other companies and with the Group - without special reasons. As a suitable peer group for assessing the customary nature of the specific total remuneration in comparison with other companies, the Supervisory Board uses companies listed

in the same stock exchange segment (Prime Standard) as the Company and which, on the one hand, have a similar balance sheet total and, on the other hand, a comparable EBIT.

The Supervisory Board has not formed a comparison group to assess the customary practice in its own company, as in its opinion no suitable assessment parameters can be derived from this.

4. Implementation and ongoing evaluation of the remuneration system

The implementation of the remuneration system resolved by the Supervisory Board will take place upon completion of the individual Executive Board employment contracts by the Supervisory Board as a whole. In addition, the Compensation Committee of the Supervisory Board reviews the compensation system on an ongoing basis and, if any need for adjustments is identified, discusses and resolves on any changes to the system and informs the Supervisory Board as a whole of any adjustments it deems appropriate or necessary. Changes to the remuneration system are resolved by the full Supervisory Board. In the event of changes, the Supervisory Board will submit the changed remuneration system to the next Annual General Meeting for approval.