

# Principles of the remuneration system for the members of the Management Board of Eckert & Ziegler SE

## (as of 02/2026)

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 remuneration should be attractive and appropriate compared to the competitive environment.

### **Composition of the remuneration**

The total remuneration of the Management Board consists of a fixed annual basic remuneration, including certain fringe benefits (collectively "Fixed remuneration"), and variable remuneration components, on the one hand with short-term ("STI"), on the other hand with long-term performance criteria ("LTI").

### **Fixed remuneration**

The fixed remuneration of the Executive Board members, consisting of salary and fringe benefits, is paid monthly on a pro rata basis. The fringe benefits in the form of non-cash remuneration, consist mainly of the use of a company car, telephone, and insurance premiums, are taxable for the individual Executive Board member. In principle all Executive Board members are due fringe benefits in the same way, but the amount may vary depending on their personal situation.

### **1. Variable remuneration components**

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

#### a) Short-term variable remuneration component, Short Time Incentive (STI)

STI 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.

As a further STI component, ESG- and project-related individual bonuses can be agreed which are based solely on an annual assessment of performance and thus either on specific target achievement or on a percentage share of the annual result. In considering ESG criteria, the company is aware of its responsibility towards the environment and therefore places particular emphasis on its waste management. In addition, employee satisfaction and cyber security are important priorities for the company.

<b>Fixed Remuneration</b>		
Annual Base Salary	fixed, contractually agreed remuneration, paid in 12 equal monthly installments	
Fringe Benefits	Company Car Telephone Subsidy for health, retirement and accident insurance Company accident insurance Directors & Officers liability insurance	
		ca. 20%
<b>Short-term variable Remuneration Components, Short Time Incentive (STI)</b>		
Plan Type	Target bonus model	
Performance Criteria	Net Profit in the respective fiscal year above certain threshold value	
	Directly responsible 4-6% of excess profits	Rest of the Group 1-2% of excess profits
Limit	120-175% of the annual fixed remuneration	
Payout	In cash, in the following year in the month after the General Meeting	
		ca. 30%
Plan Type	Reward Model	
Performance Criteria	Achievement of ESG- and project targets	
Limit	1% of the annual excess return under the short-term target bonus model	
Payout	In cash, in the month after the General Meeting	
<b>Long-term variable Remuneration Components, Long Time Incentive (LTI)</b>		
Plan Type	Target bonus model	
Performance Criteria	Cumulative excess profits of the group at the end of the contract period	
Period	Contract duration	
Limit	Number of shares	
Payout	In shares in the month following the General Meeting in the following year of the period	
		ca. 50%
<b>Maximum Remuneration</b>		
The absolute Euro value for the remuneration granted in a fiscal year is EUR 2.5 million for each member of the Board of Management and 3 million for the chairman of the board. The Maximum total remuneration includes all fixed and variable remuneration components.		

Diagram 1: Summary of the remuneration system of Eckert & Ziegler AG

#### **a) Long-term variable compensation component, Long-Term Incentive (LTI)**

The LTI is calculated based on the Group's long-term growth, provided that this parameter exceeds previously agreed target thresholds. The bonus is paid out in shares or is linked in its calculation to the share price, so that the beneficiary has not only a material interest in the long-term increase in the company's profits but also in the level of the company's market capitalization. The achievement of the financial performance indicator is determined by the Supervisory Board after the end of the period—generally five years—upon approval of the company's consolidated financial statements.

The annual 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 and sustainable 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.

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

The fixed remuneration is based on market conditions and comparative values from other companies. 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 capped at 175% of their fixed remuneration.

Long-term remuneration is paid in shares. Here the remuneration may also fall to zero. It is limited to a maximum number of shares per Management Board member over the entire duration of the contract.

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 earned in a financial year in accordance with Section 87a (1) sentence 2 no. 1 of the German Stock Corporation Act. It amounts to EUR 2.5 million per year for each member of the Management Board and 3.0 million per year for the Chair of the Management Board. The share-based component is valued at the grant price (date of conclusion of the contract). The maximum total remuneration includes all fixed (including supplementary benefits) and variable remuneration components. This Limitation may mean that the full number of shares or the full value of shares may not be paid out.

### **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 Management 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 Group and which, on the one hand, have a similar balance sheet total and, on the other hand, a comparable EBIT.

The Supervisory Board assesses the customary nature of the specific total remuneration of the Management Board members within the Company. It considers the ratio of the target total remuneration of the individual Management Board members to the average total remuneration of senior executives and to the average total remuneration of the entire workforce in Germany. In assessing the customary nature of the specific total remuneration, the Supervisory Board also considers the development over time of the ratios described above.

#### **4. Special contractual rules**

##### **4.1 Malus provision (withholding of variable remuneration)**

###### **(1) Scope of application**

The malus provision applies to all variable remuneration components of the Management Board member that have not yet been paid out, in particular for:

- the short-term variable remuneration (Short-Term Incentive – STI)
- the long-term variable remuneration (Long-Term Incentive – LTI)

###### **(2) Triggering events**

The Supervisory Board is entitled to partially or fully reduce variable remuneration components if, within the relevant assessment period or until the time of payment, one of the following events occurs:

- Serious breach of duty  
Significant violation of statutory obligations, the Articles of Association or the rules of procedure.
- Compliance violation  
Significant breach of internal policies or the Code of Conduct.
- Incorrect basis of assessment  
Subsequent material correction of the annual or consolidated financial statements that would have resulted in a lower level of target achievement.
- Serious managerial misconduct  
Conduct resulting in significant financial damage or reputational harm to the Company.

###### **(3) Legal consequence**

If a triggering event occurs, the Supervisory Board may, at its due discretion: Partially or fully reduce variable remuneration components that have not yet been paid out, or cancel claims that have already been determined but are not yet due. In such cases, no entitlement to the variable remuneration exists.

###### **(4) Exercise of discretion**

When making its decision, the Supervisory Board will in particular consider:

- the severity and duration of the breach

- the degree of fault
- the amount of damage incurred
- any contributory fault of third parties
- the material and immaterial impact on the Company

#### **(5) Procedure**

Before a decision is made, the Management Board member must be given the opportunity to provide a statement. The decision must be justified and documented together with the reasons for it.

#### **(6) Relationship to clawback**

The Company's right to reclaim variable remuneration components that have already been paid out in accordance with a separate clawback provision remains unaffected.

### **4.2 Clawback regulations**

Violations of compliance with rules and the Group-wide guidelines for compliance from previous periods can also retroactively reduce current bonuses. On the one hand, this is intended to emphasize the importance of compliance within Eckert & Ziegler SE. On the other hand, the reputation of the Group is to be strengthened in the sense of sustainable development through a contemporary, value-based corporate culture.

### **4.3 Adjustment of the remuneration**

The Supervisory Board reserves the right to consider extraordinary developments to an appropriate extent. In justified cases, the variable remuneration may be withheld or demanded back.

### **4.4 Criteria for application**

When applying the provisions set out in Sections 4.2 and 4.3 above, the criteria specified in Section 4.1 apply accordingly. In the context of Section 4.3, Section 87 (2) sentences 1–3 of the German Stock Corporation Act (AktG) shall apply accordingly.

## **5. 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 Remuneration Committee of the Supervisory Board reviews the remuneration 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 considered 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 General Meeting for approval.