

# Remuneration report



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# REMUNERATION REPORT

The remuneration report provides detailed and specific information on the remuneration granted and owed in the 2022 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 German Stock Corporation Act (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 and 289f of the HGB. The remuneration system for the Managing Directors in the 2022 fiscal year is summarized in the overview "Remuneration Granted to the Managing Directors (Benefits Received)". The 2021 Annual General Meeting approved the remuneration system for the Managing Directors and the Board of Directors. A compensation system for the Board of Directors that has changed in a few points was presented to the 2022 Annual General Meeting and approved again. The 2021 remuneration report was also approved by the Annual General Meeting on June 2, 2022.

## 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 industry. 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.

## Overview of the Managing Directors' Remuneration in the 2022 Fiscal Year

The following table provides an overview of the components of the Managing Directors' remuneration system applicable for the 2022 fiscal year, the individual remuneration components, and the underlying objectives in each case.

## REMUNERATION SYSTEM FOR THE MANAGING DIRECTORS IN 2022

Component	Objective	Details
<b>Non-performance-related remuneration</b>		
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"> <li>■ Basic annual remuneration</li> <li>■ Paid out in twelve annual installments</li> <li>■ CEO: € 33.3 thousand per month</li> <li>■ CFO: € 25 thousand per month until March 31, 2022 (departure of Prof. Dr. Diefenbach)</li> <li>■ COO: € 19.2 thousand per month</li> </ul>
Fringe benefits		<ul style="list-style-type: none"> <li>■ Insurance contributions</li> <li>■ Non-cash benefits from the private use of the company car and vehicle allowance or car allowance</li> </ul>
Pension	Intended to ensure an adequate pension.	<ul style="list-style-type: none"> <li>■ Premium for direct insurance, up to € 200 per month</li> </ul>
<b>Performance-related remuneration</b>		
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"> <li>■ EBIT (50%)</li> <li>■ Revenue (25%)</li> <li>■ Order entry (25%)</li> <li>■ If the achievement of a sub-target falls short of 70%, no payment is made for this sub-target.</li> <li>■ Target amount in case of 100% target achievement in 2022: CEO: € 300 thousand COO: € 70 thousand</li> <li>■ Floor: 0%</li> <li>■ Cap: 200% of target amount: CEO: € 600 thousand COO: € 140 thousand</li> </ul>

## REMUNERATION SYSTEM FOR THE MANAGING DIRECTORS IN 2022

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"> <li>■ 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</li> <li>■ Number of shares to be transferred is determined by:               <ul style="list-style-type: none"> <li>■ The agreed initial amount (CEO: € 350 thousand, COO: € 100 thousand)</li> <li>■ Adjustment of the initial amount depending on achievement of the EBIT target in the year under assessment (cap: 120%, floor: 80%)</li> <li>■ The average price of the SNP share over the last 20 trading days of the year preceding the year of assessment; the adjusted and tax-adjusted initial amount is divided by this average price to determine the number of shares</li> </ul> </li> </ul>
<b>Benefits upon termination of service</b>		
Termination of service by mutual consent	Intended to avoid inappropriately high severance payments	<ul style="list-style-type: none"> <li>■ Severance limited to remaining term of employment contract, but not more than two years' remuneration (severance cap)</li> </ul>
<b>Further remuneration rules</b>		
Malus and clawback arrangements	Ensuring compliance and avoiding personal enrichment	<ul style="list-style-type: none"> <li>■ In the event of serious violations of legal obligations or internal company codes of conduct, the Board of Directors is entitled to withhold the LTI in full or to claw back shares already transferred from the LTI, either in whole or in part.</li> </ul>

## REMUNERATION SYSTEM FOR THE MANAGING DIRECTORS IN 2022

Component	Objective	Details
Maximum remuneration pursuant to Section 87a (1) (2) No. 1 AktG	Is intended to prevent uncontrolled high remuneration	<ul style="list-style-type: none"> <li>■ Reduction of variable remuneration if the maximum limit for a fiscal year is exceeded:</li> <li>■ Cap of target total remuneration CEO: € 1,200 thousand CFO: € 1,200 thousand COO: € 1,200 thousand</li> <li>■ Cap of maximum total remuneration CEO: € 2,000 thousand CFO: € 2,000 thousand COO: € 2,000 thousand</li> <li>■ For an explanation of both caps, see “Compliance with Upper Remuneration Limits”</li> </ul>

### Departure of the Previous CFO and Deviating Arrangements for the Interim CFO in the 2022 Fiscal Year

At the end of March 2022, SNP parted company with its previous CFO, Prof. Dr. Heiner Diefenbach. Pursuant to the severance agreement signed with him, the following payments will be made in conjunction with the termination of his role as Managing Director ahead of schedule:

- His monthly fixed remuneration until March 31, 2022
- A compensation payment of € 506 thousand

To bridge the gap until the process of recruiting a new CFO was complete, the Board of Directors engaged Prof. Dr. Thorsten Grenz as Managing Director and interim CFO. Since it was envisaged right from the start that Prof. Dr. Grenz would only hold office for a temporary period, a remuneration structure deviating from SNP’s regular remuneration system was agreed with him. The key details are as follows:

- The new CFO will be billed on a daily and hourly basis so that there is flexibility in the event that the engagement is terminated after a new CFO has been recruited
- Due to the envisaged short-term nature of the role, this remuneration does not include any long-term variable remuneration

- Short-term variable compensation is at the discretion of the Board of Directors

Specifically, the remuneration received by Prof. Dr. Grenz consists of:

- An hourly-based portion that is capped per calendar day and
- A variable portion that is based on the company’s business performance and is at the discretion of the Board of Directors

In this exceptional case, this project-based billing method proved to be more appropriate than if the remuneration system had been followed, particularly in view of the short-term nature of Prof. Dr. Grenz’s mandate.

### Variable Remuneration in the 2022 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 growth and profitability. For this reason, the EBIT, revenue, and order entry volume as the key control parameters form the 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.

The Board of Directors has defined the target amounts, thresholds, and maximum amounts for variable remuneration at the beginning of 2022 for the 2022 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)

The STI to be paid out for the 2022 fiscal year is measured by the actual degree to which the budgeted values for the three KPIs order entry (25%), revenue (25%), and EBIT (50%) are achieved in the 2022 fiscal year. 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 result for the

period reported on the Group income statement before financial results and income taxes of the SNP Group. The effects in connection with M&A activities on the KPIs for the STI will not be taken into account when determining the respective level of target achievement.

STI 2022		Order entry	Revenue	EBIT	Total
	Target values	220,000,000	180,000,000	12,000,000	
	Weighting	0.25	0.25	0.50	
<b>Managing Directors</b>	<b>Target achievement</b>	<b>88.0%</b>	<b>96.3%</b>	<b>56.6%</b>	
Michael Eberhardt	300,000	65,989	72,260	0	138,249
Prof. Dr. Thorsten Grenz (since April 1, 2022)	not applicable*				
Gregor Stöckler	70,000	15,398	16,861	0	32,258
Prof. Dr. Heiner Diefenbach (until March 31, 2022)	not applicable**				

\* See the above information on the remuneration arrangements for Prof. Dr. Grenz that deviate from the remuneration system.

\*\* Bonus claims covered through compensation payment; see the above information on the departure of Prof. Dr. Diefenbach.

#### 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 that 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 number of shares granted under the LTI is significantly affected by the actual achievement of the budgeted target EBIT. See above for details of the EBIT calculation.

The number of shares issued is determined as follows:

- The initial amount agreed in the employment contract is multiplied by the degree of target achievement of the actual EBIT. 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 using 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%.

- 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 2022 is € 40.45.

<b>LTI 2022</b>	<b>Target achievement</b>	<b>EBIT</b>	<b>Net final amount (55%)</b>	<b>Final number SNP shares</b>
<b>Managing Directors</b>	<b>Floor</b>	<b>56.6%</b>		
Michael Eberhardt	350,000	280,000	154,000	3,807
Prof. Dr. Thorsten Grenz (since April 1, 2022)	not applicable**			
Gregor Stöckler	100,000	80,000	44,000	1,088
Prof. Dr. Heiner Diefenbach (until March 31, 2022)	not applicable*			

\* See the above information on the remuneration arrangements for Prof. Dr. Grenz that deviate from the remuneration system.

\*\* Bonus claims covered by compensation payment; see the above information on the departure of Prof. Dr. Diefenbach.

## **Remuneration of the Managing Directors in the 2022 Fiscal Year**

### **Remuneration granted and owed and benefits promised in the 2022 fiscal year**

The following tables provide a breakdown of the remuneration (allocations) granted and owed to each of the Managing Directors in the 2022 fiscal year as well as the contractual benefits for the 2022 fiscal year. Under Section 162 of the AktG, the amounts which have become 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 2022 fiscal year to the Managing Directors who held office in 2022. 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.



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

in € thousand	2021 Initial value	2021 in %	2022 Initial value	2022 in %
<b>Michael Eberhardt</b>				
Fixed remuneration	383	35.7%	400	36.8%
Fringe benefits	38	3.5%	36	3.2%
<b>Total</b>	<b>421</b>	<b>39.2%</b>	<b>436</b>	<b>40.0%</b>
Annual variable remuneration	300	28.0%	300	27.6%
Multi-year variable remuneration	350	32.6%	350	32.2%
<b>Total</b>	<b>650</b>	<b>60.6%</b>	<b>650</b>	<b>59.8%</b>
Pension expenses	2	0.2%	2	0.2%
<b>Total</b>	<b>1,073</b>	<b>100.0%</b>	<b>1,088</b>	<b>100.0%</b>
<b>Prof. Dr. Thorsten Grenz (since April 1, 2022)*</b>				
Fixed remuneration	-	0.0%	312	100.0%
Fringe benefits	-	0.0%	-	0.0%
<b>Total</b>	<b>-</b>	<b>0.0%</b>	<b>312</b>	<b>100.0%</b>
Annual variable remuneration	-	0.0%	-	0.0%
Multi-year variable remuneration	-	0.0%	-	0.0%
<b>Total</b>	<b>-</b>	<b>0.0%</b>	<b>-</b>	<b>0.0%</b>
Pension expenses	-	0.0%	-	0.0%
<b>Total</b>	<b>-</b>	<b>0.0%</b>	<b>312</b>	<b>100.0%</b>

in € thousand	2021 Initial value	2021 in %	2022 Initial value	2022 in %
<b>Gregor Stöckler</b>				
Fixed remuneration	96	53.3%	230	53.5%
Fringe benefits	13	7.2%	30	6.9%
<b>Total</b>	<b>109</b>	<b>60.5%</b>	<b>260</b>	<b>60.4%</b>
Annual variable remuneration	29	16.1%	70	16.3%
Multi-year variable remuneration	42	23.4%	100	23.3%
<b>Total</b>	<b>71</b>	<b>39.5%</b>	<b>170</b>	<b>39.6%</b>
Pension expenses	0	0.0%	0	0.0%
<b>Total</b>	<b>180</b>	<b>100.0%</b>	<b>430</b>	<b>100.0%</b>
<b>Prof. Dr. Heiner Diefenbach (until March 31, 2022)**</b>				
Fixed remuneration	292	36.7%	75	12.7%
Fringe benefits	32	4.0%	7	1.2%
<b>Total</b>	<b>324</b>	<b>40.7%</b>	<b>82</b>	<b>14.0%</b>
Annual variable remuneration	220	27.6%	0	0.0%
Multi-year variable remuneration	250	31.4%	0	0.0%
Compensation payment	0	0	506	85.9%
<b>Total</b>	<b>470</b>	<b>59.0%</b>	<b>506</b>	<b>85.9%</b>
Pension expenses	2	0.3%	1	0.1%
<b>Total</b>	<b>796</b>	<b>100.0%</b>	<b>589</b>	<b>100.0%</b>

\* See the above information on the remuneration arrangements for Prof. Dr. Grenz that deviate from the remuneration system.

\*\* See the above information on the departure of Prof. Dr. Diefenbach.

**REMUNERATION OF THE MANAGING DIRECTORS  
(BENEFITS RECEIVED)**

in € thousand	2021	in %	2022	in %
<b>Michael Eberhardt</b>				
Fixed remuneration	383	43.7%	400	47.0%
Fringe benefits	38	4.3%	36	4.2%
<b>Total</b>	<b>421</b>	<b>48.0%</b>	<b>436</b>	<b>51.2%</b>
Annual variable remuneration	43	4.9%	248	29.1%
Multi-year variable remuneration	411	46.9%	166	19.5%
Compensation payment	-	0.0%	0	0.0%
<b>Total</b>	<b>454</b>	<b>51.8%</b>	<b>414</b>	<b>48.6%</b>
Pension expenses	2	0.2%	2	0.3%
<b>Total</b>	<b>877</b>	<b>100.0%</b>	<b>852</b>	<b>100.0%</b>
<b>Prof. Dr. Thorsten Grenz (since April 1, 2022)*</b>				
Fixed remuneration	-	0.0%	217	100.0%
Fringe benefits	-	0.0%	-	0.0%
<b>Total</b>	<b>-</b>	<b>0.0%</b>	<b>217</b>	<b>100.0%</b>
Annual variable remuneration	-	0.0%	-	0.0%
Multi-year variable remuneration	-	0.0%	-	0.0%
Compensation payment	-	0.0%	-	0.0%
<b>Total</b>	<b>-</b>	<b>0.0%</b>	<b>-</b>	<b>0.0%</b>
Pension expenses	-	0.0%	-	0.0%
<b>Total</b>	<b>-</b>	<b>0.0%</b>	<b>217</b>	<b>100.0%</b>

in € thousand	2021	in %	2022	in %
<b>Gregor Stöckler</b>				
Fixed remuneration	96	88.1%	230	76.4%
Fringe benefits	13	11.9%	30	9.9%
<b>Total</b>	<b>109</b>	<b>100.0%</b>	<b>260</b>	<b>86.2%</b>
Annual variable remuneration	-	0.0%	24	8.0%
Multi-year variable remuneration	-	0.0%	17	5.8%
Compensation payment	-	0.0%	0	0.0%
<b>Total</b>	<b>-</b>	<b>0.0%</b>	<b>41</b>	<b>13.7%</b>
Pension expenses	0	0.0%	0	0.1%
<b>Total</b>	<b>109</b>	<b>100.0%</b>	<b>301</b>	<b>100.0%</b>
<b>Prof. Dr. Heiner Diefenbach (until March 31, 2022)**</b>				
Fixed remuneration	292	55.6%	75	8.6%
Fringe benefits	32	6.1%	7	0.8%
<b>Total</b>	<b>324</b>	<b>61.7%</b>	<b>82</b>	<b>9.4%</b>
Annual variable remuneration	28	5.3%	182	20.8%
Multi-year variable remuneration	171	32.6%	102	11.7%
Compensation payment	-	0.0%	506	58.0%
<b>Total</b>	<b>199</b>	<b>37.9%</b>	<b>789</b>	<b>90.5%</b>
Pension expenses	2	0.4%	1	0.1%
<b>Total</b>	<b>525</b>	<b>100.0%</b>	<b>872</b>	<b>100.0%</b>

\* See the above information on the remuneration arrangements for Prof. Dr. Grenz that deviate from the remuneration system.

\*\* See the above information on the departure of Prof. Dr. Diefenbach.

### 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 that 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 2022 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 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) (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. Andreas Schneider-Neureither, it has not yet fulfilled the claim for payment under the STI and LTI 2020 since an offsetting option exists.

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

### 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 generally 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 serves as a counterbalance to the Managing Directors' remuneration and thus contributes to the company's sustainable long-term development.

Each member of the Board of Directors receives fixed annual remuneration. This amounts to € 50 thousand for ordinary members. An additional € 50 thousand will be paid for the chairmanship of the Board of Directors and an additional € 30 thousand for the deputy chairmanship of the Board of Directors.

The following additional amounts will be paid for membership in a committee of the Board of Directors for each full fiscal year:

- An additional € 30 thousand for chairmanship of the Audit Committee, and an additional € 10 thousand for any other membership in the Audit Committee
- An additional € 5 thousand for membership in other committees of the Board of Directors

In addition, each member of the Board of Directors will be reimbursed documented, required expenses and will be paid an attendance fee of € 1.5 thousand for their attendance of any meeting of the Board of Directors (including its committees). The following rules will apply:

- An attendance fee will only be paid for meetings that last for more than one hour.

- If a committee meeting takes place on the same day as a meeting of the Board of Directors, a separate attendance fee will only be paid for this committee meeting if it lasts at least two hours.
- If several different meetings of the Board of Directors are held on the same day, they will be considered to be a single meeting for the purpose of calculation of the attendance fee. The same applies to multiple meetings of a committee.
- The total attendance fees paid for a single day may not exceed € 3 thousand.

Due to two specific issues, a total of 46 meetings of the Board of Directors were held in the 2022 fiscal year. The Audit Committee met nine times. Of this total of 55 meetings, 17 did not generate any attendance fees under the above rules.

Moreover, the members of the Board of Directors will be reimbursed for any value-added tax amount applicable on any expenses reimbursed and 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 is thus based on their individual responsibility and scope of activity.

In addition, the company will assume the costs of a loss and liability insurance policy, which it has taken out for each member of the Board of Directors to cover the performance of their duties. No deductible has been agreed.

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 (one-twelfth per commenced month). The same applies for the increased remuneration of the Chairman and Deputy Chairman as well as the chairmen and members of the committees.

#### Remuneration Received by the Members of the Board of Directors in the 2022 Fiscal Year

The total remuneration granted to the members of the Board of Directors in the 2022 fiscal year amounted to € 598 thousand (previous year: € 358 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.

#### FISCAL YEAR 2022

	Fixed remuneration (incl. remuneration for committee work)		Attendance fees (incl. committee meetings)		Total remuneration	Change in 2022 vs. 2021
	in € thousand	in %	in € thousand	in %	in € thousand	in %
Prof. Dr. Claus E. Heinrich (from 2021 until September 30, 2022)	75	71.4	30	28.6	105	+54.4
Dr. Karl Benedikt Biesinger (since 2019)	80	72.7	30	27.3	110	+54.9
Prof. Dr. Christoph Hütten (since 2021)	80	58.4	57	41.6	137	+139.3
Sebastian Repegather (since 2021)	60	51.3	57	48.7	117	+119.6
Richard Roy (since 2021)	73	56.0	57	44.0	130	+137.5
<b>Total</b>	<b>367</b>	<b>61.4</b>	<b>231</b>	<b>38.6</b>	<b>598</b>	<b>+67.0</b>

#### FISCAL YEAR 2021

	Fixed remuneration		Attendance fees (incl. committee meetings)		Total remuneration
	in € thousand	in %	in € thousand	in %	in € thousand
Prof. Dr. Claus E. Heinrich (from 2021 until September 30, 2022)	54	79.4	14	20.6	68
Dr. Karl Benedikt Biesinger (since 2019)	52	73.2	19	26.8	71
Prof. Dr. Christoph Hütten (since 2021)	32	57.1	24	42.9	56
Sebastian Repegather (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
Gerhard A. Burkhardt (until 2021)	7	58.3	5	41.7	12
Rainer Zinow (until 2021)	9	52.9	8	47.1	17
<b>Total</b>	<b>232</b>	<b>64.8</b>	<b>126</b>	<b>35.2</b>	<b>358</b>

The year-over-year increase in attendance fees in 2022 is attributable to the higher number of meetings held by the Audit Committee, which was only created in mid-2021, as well as specific issues that the Board of Directors dealt with in 2022.

**Disclosures on the Relative Change in the Remuneration Received by the Members of the Board of Directors and 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 reporting year, the remuneration paid to the remainder of the company's workforce, and the selected earnings ratios of the SNP Group compared 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 in 2021 to ensure comparability with the previous year. On the basis of the benefits received, the average remuneration mainly comprises the fixed and variable salary components as well as further additional payments and one-off payments, with the exception of severance pay.

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 salary decrease of Prof. Dr. Heiner Diefenbach in 2022 is due to his departure on March 31. Compared to 2021, Mr. Stöckler is taken into consideration with a full year (vs. 5 months in 2021).

The size of the company's workforce in 2022 slightly declined compared to the previous year (average headcount over the course of the year).

**CHANGE IN THE LEVEL OF REMUNERATION RECEIVED BY THE MEMBERS OF THE BOARD OF DIRECTORS AND BY THE MANAGING DIRECTORS BY COMPARISON WITH THE REMUNERATION RECEIVED BY THE COMPANY'S WORKFORCE AND THE EARNINGS TREND FOR THE COMPANY**

in %	Change in 2021 relative to 2020 <sup>1</sup>	Change in 2022 relative to 2021 <sup>1</sup>
<b>Members of the Board of Directors<sup>2</sup></b>		
Prof. Dr. Claus E. Heinrich (from June 17, 2021, to September 30, 2022)	-	+54.4%
Richard Roy (since June 17, 2021)	-	+137.5%
Dr. Karl Biesinger	+129.6%	+54.9%
Prof. Dr. Christoph Hütten (since June 17, 2021)	-	+139.3%
Sebastian Reppegather (since June 17, 2021)	-	+119.6%
<b>Managing Directors</b>		
Michael Eberhardt	+33.1% (+12.3% adjusted for STI relinquishment in 2020)	+1.3%
Prof. Dr. Thorsten Grenz (since April 1, 2022)	-	-
Gregor Stöckler (since August 1, 2021)	-	+139.5% <sup>4</sup>
Prof. Dr. Heiner Diefenbach (2022: January 1, 2022, to March 31, 2022)	+50.0% (+38.5% adjusted for STI relinquishment in 2020)	-26.0%
<b>Earnings ratio</b>		
EBIT	+650%	+8%
Revenue	+16%	+4%
Order entry	+4%	+1%
<b>Workforce<sup>3</sup></b>		
Overall workforce in Germany	+8.8%	+1.1%

<sup>1</sup> The figures for the Managing Directors and the workforce are based on the remuneration granted and owed in the 2022 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.

<sup>2</sup> The increase in remuneration received by the members of the Board of Directors reflects the fact that the figures for 2022 are for a 12-month period, while the previous year's figures only cover a period of 6 ½ months. In addition, the adjustment of the remuneration concept for the Chairman of the Audit Committee by the 2022 Annual General Meeting and the increased number of meetings of the Board of Directors due to specific issues resulted in higher attendance fees.

<sup>3</sup> Not including severance payments.

<sup>4</sup> The increase in remuneration received by Gregor Stöckler reflects the fact that the figures for 2022 are for a 12-month period, while the previous year's figures only cover a period of 5 months.



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