

Remuneration system for the Supervisory Board of RATIONAL Aktiengesellschaft

In accordance with article 12 (1) of the Articles of Association, the members of the Supervisory Board receive remuneration that is adopted by way of a resolution of the General Meeting of Shareholders and applies until the General Meeting of Shareholders determines otherwise. In accordance with section 113 (3) sentence 1 of the German Stock Corporation Act (Aktiengesetz, AktG), listed companies must pass a resolution at least every four years on the remuneration of Supervisory Board members. A confirmatory resolution is acceptable for this purpose. The General Meeting of Shareholders passed the last resolution on the remuneration of the members of the Supervisory Board on 12 May 2021. This means that a new resolution is required at the 2025 ordinary General Meeting of Shareholders.

The Executive Board and the Supervisory Board have taken the opportunity to use the resolution to be passed pursuant to section 113 (3) sentence 1 of the AktG to review the existing remuneration system for the Supervisory Board. At the end of this process, they concluded that the existing remuneration system with fixed remuneration should largely be retained. The only envisaged amendment is the inclusion of additional remuneration for the extra work associated with chairing the Audit Committee.

Up until the last General Meeting of Shareholders held in 2024, no additional remuneration had been required because the Chair of the Audit Committee was the Deputy Chair of the Supervisory Board at the same. Since the last General Meeting of Shareholders, that has no longer been the case. Ms Käfer has assumed the office of Chair of the Audit Committee without also receiving the increased remuneration as Deputy Chair of the Supervisory Board. Starting from fiscal year 2025, additional remuneration is therefore to be paid to the Chair of the Audit Committee, provided the Chair of the Audit Committee is neither Chair nor Deputy Chair of the Supervisory Board. For the avoidance of doubt, the resolution and the remuneration system are to specify that, if the office is assumed or laid down in the course of a fiscal year, any additional remuneration is granted only pro rata temporis.

An amendment to Supervisory Board remuneration requires a resolution by the General Meeting of Shareholders in accordance with article 12 (1) of the Articles of Association and approval of the remuneration system requires another resolution pursuant to section 113 (3) sentence 1 of the AktG.

The following applies with regard to Supervisory Board remuneration in accordance with the resolution of the General Meeting of Shareholders of 14 May 2025:

- a) Effective from the beginning of 1 January 2025, the members of the Supervisory Board receive fixed remuneration of 150,000 euros for each fiscal year; the Chairman of the Supervisory Board receives an annual fixed remuneration of 250,000 euros and each deputy chairman receives an annual fixed remuneration of 200,000 euros. Unless the Chair of the Audit Committee is also Chair or Deputy Chair of the Supervisory Board, fixed additional remuneration of 25,000.00 euros is paid for each fiscal year for the extra work associated with chairing the Audit Committee. If membership of the Supervisory Board, the term of office as Chair or Deputy Chair or of Chair of a committee begins or ends in the course of a fiscal year, the remuneration is paid pro rata temporis. The remuneration is due after the close of the fiscal year to which it relates.

- b) The company makes available to the Chair of the Supervisory Board and to each Deputy Chair one high-end passenger car each, including running costs, for performing their Supervisory Board duties; this vehicle may also be used privately free of charge.

The use of fixed remuneration supports the gearing of the Supervisory Board's advice and oversight to sustainable corporate development and corresponds to suggestion G.18 sentence 1 of the German Corporate Governance Code. In the view of RATIONAL AG, the use of fixed remuneration alone continues to be appropriate for strengthening the Supervisory Board members' independence and compensating them commensurately for their work.

In light of their higher organisational and administrative workload, the Chairman of the Supervisory Board and Deputy Chairpersons receive higher remuneration and have a vehicle at their disposal. The extra work associated with chairing the Audit Committee is to be covered by appropriate additional remuneration of 25,000.00 euros per fiscal year. This additional remuneration is, however, to be payable only if the Chair of the committee does not already receive higher remuneration as (Deputy) Chair.