

Remuneration system for the Supervisory Board of RATIONAL AG

In accordance with the new version of 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 first resolution under section 113 (3) sentence 1 of the AktG must be passed by the end of the first annual general meeting after 31 December 2020.

The Executive Board and Supervisory Board have taken the introduction of this new requirement as an opportunity to review the existing system of Supervisory Board remuneration and have decided to continue the existing fixed remuneration-based approach. The following applies with regard to Supervisory Board remuneration in accordance with the resolution of the General Meeting of Shareholders of 19 March 2015:

- a. Effective from the beginning of 1 January 2015, 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. If membership of the Supervisory Board 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. In order to conduct their Supervisory Board activities, the Chairman of the Supervisory Board and each Deputy Chairperson are each provided by the company with a premium-class car, including payment of running costs. They may also use the vehicle privately without 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 is 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.