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*Verbio*

# Remuneration Report

## 2023/2024

# Remuneration report

for the financial year from July 1, 2023 to June 30, 2024

## General information

Verbio SE (hereinafter also referred to as "the Company") is a European Company (Societas Europaea, SE). The Company is registered in the commercial register of the district court in Stendal under the number HRB 33567, and its registered office is at 06780, Zörbig, Germany. Verbio SE shares have been listed in the prime standard segment of the Frankfurt Stock Exchange since October 16, 2006 (ISIN: DE000A0JL9W6).

The information in this remuneration report is prepared by the Management and Supervisory Boards in accordance with Art. 9 (1) c) ii) of the Council Regulation (EC) No 2157/2001 of October 8, 2001 on the Statute for a European company (SE) (SE Regulation) together with § 162 of the German Stock Corporation Act (Aktiengesetz), and presents the remuneration of current and previous members of the Management and Supervisory Boards of Verbio SE. The formal requirements of the remuneration report have been audited by Grant Thornton AG Wirtschaftsprüfungsgesellschaft. The auditor's report on the results of their audit is presented in full at the end of the remuneration report.

The remuneration report for the previous financial year 2022/2023, prepared and audited in accordance with Art. 9 (1) c) ii) SE Regulation together with § 162 AktG, was endorsed by the annual general meeting in accordance with Art. 9 (1) c) ii) SE regulation together with § 120a (4) AktG on February 2, 2024.

## Composition of the Management Board in the financial year 2023/2024

- Claus Sauter, founder and Chief Executive Officer (CEO) since 2006
- Prof. Dr. Oliver Lüdtke, Deputy CEO of the Management Board and Chief Technical Officer (CTO) since 2011
- Theodor Niesmann, Chief Technical Officer (CTO) since 2011
- Olaf Tröber, Chief Financial Officer (CFO) member of the Management Board since 2022 ("new" member)
- Bernd Sauter (COO), Chief Executive Officer for Europe since 2010
- Stefan Schreiber (COO), Chief Executive Officer for North America since 2020

## Composition of the Supervisory Board in the financial year 2023/2024

- Alexander von Witzleben, Chairman, member of the Supervisory Board since 2006
- Ulrike Krämer, Vice-Chair of the Supervisory Board, member of the Supervisory Board since 2010
- Dr. Klaus Niemann, member of the Supervisory Board since 2021

# A. Remuneration of the Management Board

## 1. Remuneration system for the members of the Management Board

### 1.1 (Legal) basis

In accordance with the German Stock Corporation Act in its current version as well as the respective rules in the Supervisory Board's rules of procedure, the full Supervisory Board is responsible for the determination of remuneration paid to individual members of the Management Board. In accordance with Art. 9 (1) c) ii) SE Regulation together with § 120a (1) AktG, the annual general meeting of a listed company shall make a resolution to endorse the system for the remuneration of members of the Management Board whenever there is a significant change to the system, and at least every four years.

Should the annual general meeting not approve the proposed system of remuneration, a revised system of remuneration shall be proposed for approval no later than by the next ordinary annual general meeting. The appropriateness of the remuneration components will be reviewed on a regular basis by the Supervisory Board. If needed, the Supervisory Board may employ an external remuneration expert to develop and maintain the remuneration system and to assess the appropriateness of remuneration. An expert appointed for this purpose shall be independent of Verbio SE and its Management Board.

Due to the legal changes made on April 1, 2020 the Supervisory Board approved a new remuneration system for new Management Board employment contracts. This new system was endorsed by the annual general meeting on January 29, 2021. Under a resolution approved on December 2, 2021 the Supervisory Board made amendments to the remuneration system with respect to the long-term components of the remuneration payable to new members of the Management Board. This was endorsed by the annual general meeting on February 4, 2022 with a majority of 90.96 percent of the share capital represented at the meeting. The system of remuneration presented below has applied to the "old" members of the Management Board since July 1, 2020, to Stefan Schreiber member of the Management Board) from July 1, 2021, and to Olaf Tröber since July 1, 2022, and is valid until the end of their respective current Management Board employment contracts.

At the date the resolution on the system of remuneration for the Management Board was drawn up, use was made of the term "old Management Board" and "new Management Board". This terminology is no longer used in connection with the loyalty bonus; accordingly the members of the Management Board are specified by name.

The Supervisory Board can, in accordance with legal requirements, reduce the remuneration of the members of the Management Board should there be a significant deterioration in the position of Verbio SE. Generally, no changes can be made to the targets and target amounts during the periods set out for the achievement of those targets.

## 1.2 Basic principles of the Verbio SE system of remuneration for members of the Management Board

(GRI 2-19)\*

The system of remuneration for members of the Management Board of Verbio SE is aligned to the sustainable and long-term development of the business. Accordingly, it contributes to the Company's business strategy and to its long-term success. The Supervisory Board is responsible for the determination of the structure of the remuneration system. On the basis of the remuneration system, the Supervisory Board determines the specific remuneration payable to the individual members of the Management Board. To the extent permitted by law, the Supervisory Board intends to remunerate the members of the Management Board in line with customary market conditions, while offering competitive remuneration that will enable Verbio SE, currently and in future, to recruit and retain outstanding personalities. In determining the specific remuneration of the Management Board the Supervisory Board takes account of the following framework conditions:

- The remuneration paid to the members of the Management Board shall be reasonably commensurate to the tasks and performance of the respective members and to the commercial situation of Verbio SE, and shall be consistent with customary market conditions.
- The remuneration of members of the Management Board shall not exceed customary market conditions without good reason.

\* Sustainability information, which is integrated by referral and with reference to the Global Reporting Initiative (GRI) in the combined Group management report.

- The consistency of the remuneration compared to customary market conditions will be assessed by the Supervisory Board based on a horizontal comparison of the remuneration paid by comparable businesses. For the purposes of performing the horizontal comparison, the Supervisory Board will examine the remuneration paid by companies comparable to Verbio SE with sales revenue of up to one billion euros and with an EBITDA margin of 10–15 percent, on the basis of the system of remuneration approved by the Supervisory Board in 2020.
- A vertical comparison of the consistency of the remuneration compared to customary market conditions will be performed based on a review of the remuneration paid to the senior officers and employees of Verbio SE as a whole, taking account of changes over time. For the purposes of the vertical comparison, senior officers are defined as persons holding management positions with the highest level of responsibility and decision-making powers (managing directors and the highest executive officers).
- The variable remuneration, which is based on the achievement of long-term targets, shall exceed the short-term remuneration component in order to specifically align the remuneration payable to members of the Management Board to the Company's long-term objectives.
- The failure to achieve targets shall be reflected in an appropriate reduction of variable remuneration. However, the structure of the remuneration system shall not provide an incentive to accept inappropriate risks.

To date, conflicts of interest have not arisen for individual members of the Supervisory Board concerning decisions made in respect of the remuneration system for members of the Management Board. Should such a conflict of interest concerning the determination, implementation and examination of the remuneration system arise, the Supervisory Board will resolve the conflict of interest using the same procedures that apply to other conflicts of interest applicable to members of the Supervisory Board, with the effect that the affected member of the Supervisory Board shall not participate in the preparation of the resolution, or, in the case of a severe conflict of interest, shall not participate in discussions on the matter, and shall not have a vote on the resolution. Should a long-term and irreconcilable conflict of interest arise, the affected member of the Supervisory Board shall resign from office.

## 2. Components of the remuneration paid to the members of the Management Board

For simplification purposes, the term "old" Management Board is used in some circumstances in the text that follows to refer to Claus Sauter, Prof. Dr. Oliver Lüdtkke, Theodor Niesmann, Bernd Sauter and Stefan Schreiber, and the term "new" Management Board is used to refer to Olaf Tröber.

The Verbio SE remuneration system consists of the following non-performance-related and performance-related remuneration components:

Performance-related remuneration	Non-performance-related remuneration
Annual bonus (one year)	Fixed remuneration
Short-term Incentive (STI)	Other benefits
Long-term bonus (multiple-year)	Loyalty bonus
Long-term Incentive (LTI)	

This remuneration represents compensation for all activities performed for the Company and, unless agreed otherwise, for activities performed for affiliated companies of the Company in accordance with § 15 et seq. AktG, as well as for roles performed at industry associations. The acceptance of external supervisory board positions requires the approval of the Supervisory Board. As part of this procedure the Supervisory Board will decide if, and the extent to which, any remuneration paid shall be offset.

### 2.1 Non-performance-related remuneration components

#### 2.1.1 Fixed remuneration (basic annual salary)

Each member of the Management Board receives a non-performance-related fixed remuneration which is paid in twelve equal instalments.

### 2.1.2 Other benefits

In addition to a fixed salary, members of the Management Board are provided with other benefits. These take the form of the provision of a company car that may also be used for private purposes; All costs of maintaining and operating the car are borne by Verbio SE. In addition, the Company reimburses expenses and travel costs that are incurred by members of the Management Board in connection with performing their employment obligations based on the relevant current company guidelines. The tax burden arising on other benefits provided is borne by the respective member of the Management Board.

Verbio has entered into a financial loss and liability insurance policy (known as D&O insurance) for the benefit of the members of the Management Board. The insurance covers the personal legal liability risk of the members of the Management Board, as well as certain other members of management, in the event that claims for financial losses are made against members in connection with their activities. In accordance with the legal requirements

under § 93 (2) AktG, the excess (or deductible) to be borne by members of the Management Board is 10 percent of the damages incurred, limited to one and half times the fixed annual remuneration of the respective members of the Management Board.

In addition, the Company bears the cost of a Group accident insurance policy for the benefit of members of the Management Board.

### 2.1.3 Loyalty bonus

In addition, Claus and Bernd Sauter, Prof. Dr. Oliver Lüdtkke and Theodor Niesmann have been awarded a loyalty bonus in recognition of their long service to the Company, which is provided to the members of the Management Board instead of a traditional company-funded pension arrangement.

Half of the loyalty bonus is paid in the form of Verbio SE shares. The other half can be paid in cash, if the respective member of the Management Board so chooses, or

also paid in shares. To calculate the number of shares to be issued, the loyalty bonus to be paid in shares is divided by the weighted three-month average Verbio share price noted in the closing auction in the Xetra trading system of the Deutsche Börse AG (Xetra share price or price quoted on an appropriate successor system). The last three months of the respective financial year (April to June) are relevant for the purposes of this calculation. The members of the Management Board may only dispose of the Verbio SE shares after the termination of their respective employment contracts (holding period).

If a member of the Management Board's employment period ends during the year, the award is made on a pro rata basis. Verbio SE is entitled to demand the return of all or a portion of the shares awarded under the loyalty bonus of a member of the Management Board if the member's employment contract is ended as a result of gross breach of duty. However, there is no right to demand the return of shares issued to a member of the Management Board based on the exercise of the right to payment in shares by that member.

2.1.4 Summary of non-performance-related remuneration

Non-performance-related remuneration						
Fixed remuneration	Remuneration components	Target	Form	C. Sauter, B. Sauter, T. Niesmann, Prof. Dr. O. Lüdtke	S. Schreiber	O. Tröber
	Basic remuneration	Competitive remuneration designed to attract and retain over the long term the most suitable executives for the development of the Company and for the implementation of its strategic goals	Annual fixed remuneration which is paid in twelve equal instalments	✓	✓	✓
	Other benefits		Primarily consisting of benefits-in-kind in the form of non-cash benefits such as provision of a company car and the assumption of the associated costs, D&O insurance (excess (or deductible) of 10 percent of the damages incurred in accordance with § 93 (2) AktG, up to a 1.5 multiple of the fixed remuneration)  Group insurance policy	✓	✓	✓
	Loyalty bonus	Awarded in place of a company-funded pension plan; rewards company loyalty in line with a corporate strategy geared to long-term growth and value creation	Awarded in place of a traditional company-funded pension arrangement  Loyalty bonus is released only upon expiration of employment contract (holding period)  50% payment in shares; 50% payment awarded by election either in cash or in shares  The number of shares to be issued is calculated as follows: the loyalty bonus to be paid in shares is divided by the weighted three-month average share price (Xetra closing auction price). The last 3 months (from April to June) of the relevant financial year are used for the purposes of this calculation.	✓		

## 2.2 Performance-related remuneration components

### 2.2.1 Annual bonus (STI)

The annual bonus is intended to create an incentive to achieve ambitious targets, promoting the achievement of short- and medium-term targets that further the Company's long-term strategic objectives.

All members of the Management Board are awarded an annual bonus. However, there are different arrangements for determining the bonuses payable to "old" and "new" members of the Management Board.

The annual bonus for the "old" Management Board amounts to 1 percent of the positive consolidated net income for the period, plus the total annual bonus payable to all members of the Management Board that has already been taken into account in the consolidated net income,

provided and to the extent that it exceeds EUR 16,000,000. The annual bonus of a member of the "old" Management Board is limited to a maximum of half of the annual fixed remuneration (annual bonus cap).

The following example is provided to illustrate the calculation:

If the reported consolidated net income for the period amounts to EUR 148,966,000 and the remuneration included therein for the annual bonus payable to all members of the Management Board amounts to EUR 1,034,000, a member of the Management Board with an annual fixed remuneration of EUR 400,000 receives an annual bonus of EUR 200,000 (EUR 148,966,000 plus EUR 1,034,000 less EUR 16,000,000 multiplied by 0.01, amounting to EUR 1,340,000; limited, however, by the annual bonus cap to EUR 200,000).

The annual bonus of the "new" Management Board is based on weighted targets that are set annually by the Supervisory Board. The targets shall be determined by the Supervisory Board and communicated to the "new" Management Board by May 30 of each year for the Company's financial year that follows. At least three and no more than five targets must be agreed. The weighting by target is made in multiples of 10 percent of between 10 and 50 percent. The sum of all the individual weightings shall equal 100 percent. The financial and non-financial targets may be operating or alternatively strategic targets. For the measurement of the achievement of targets, it is necessary to define fulfilment criteria in order to be able to determine whether the target has been exceeded, met, partially met or not met. The measurement of the achievement of targets results in a weighting of the respective targets based on the level of achievement (exceeded = credited twice, met = simple credit, partially met = credited by half, or not met = no credit). The annual bonus of a member of the "new" Management Board is limited to a maximum of half of the annual fixed remuneration (annual bonus cap).

The annual bonus is then calculated using the following method:

Annual bonus = 50 percent x fixed remuneration x target achievement factor

For this purpose, the target achievement factor is determined based on the weighted assessment of the achievement of targets.

No annual bonus is payable if the target achievement factor is below 0.5.

The target achievement factor is determined based on the weighted assessment of the targets in accordance with the following example:

	Weighting of the target in % <sup>1)</sup>	Target not achieved	Target partially met	Target achieved	Target exceeded
Target 1	40			40	
Target 2	30				30
Target 3	10			10	
Target 4	10		10		
Target 5	10	10			
<b>Total</b>		a 10	b 10	c 50	d 30
<b>Weighting</b>		0	0.5	1	2
<b>Weighted Total</b>		a × 0 0	b × 0.5 5	c × 1 50	d × 2 60
<b>Total amount</b>		115			
<b>Target achievement factor</b>		(115/100) = 1.15			

<sup>1)</sup> Maximum weighting 50%, minimum weighting 10%



The following example is provided to illustrate the calculation:

With a fixed remuneration of EUR 300,000 the annual bonus is therefore EUR 172,500 (50 percent of EUR 300,000 × 1.15). However, only EUR 150,000 would then be paid as the annual bonus is limited to half of the fixed remuneration (annual bonus cap).

For both "old" and "new" members of the Management Board the following applies:

The Supervisory Board can increase the annual bonus by awarding an additional subsequent bonus to recognise special performance in the reference year, where appropriate.

The annual bonus is awarded on a pro rata basis if an employment contract ends before the end of a financial year.

### 2.2.2 Long-term bonus (LTI)

The long-term bonus is based on the development of the Verbio shares and is intended to provide an incentive for a sustainable successful management of the Company, as reflected in the performance of the shares. In doing so, sustainability aspects are also playing an increasingly important role in the implementation of the corporate strategy in terms of generating sustainable value creation for all stakeholders.

The base figure for the long-term bonus for each financial year is half of the annual fixed remuneration (reference bonus amount). The reference period is a period of three years. The long-term bonus shall be awarded to all members of the Management Board.

At September 30 of each year (the effective date) the reference bonus is converted into a number of fictional shares of Verbio SE (fictional shares) for the preceding financial year by dividing the reference bonus by the weighted three-month average of the Verbio share price in the closing auction in the Xetra trading system of the Deutsche Börse SE (Xetra share price or price quoted on an appropriate successor system). The last three months of the respective financial year are relevant for the purposes of this calculation.

Three years after the respective effective date, thus on September 30 of the respective following year (payment year), the related fictional shares are reconverted into a sum of money such that the number of fictional shares is multiplied by the Xetra price for the period of the last three months of the latest year end before payment.

The long-term bonus for each reference year is limited to double the annual fixed remuneration for the "old" Management Board, and to the amount of the annual fixed remuneration for the "new" Management Board (long-term bonus cap).

The calculation can be illustrated using the following example:

If the applicable Xetra share price in the months from April to June 2022 is EUR 50 and the reference bonus is EUR 200,000, the conversion of the reference bonus at September 30, 2022 results in 4,000 fictional shares in Verbio SE (EUR 200,000 divided by EUR 50 per share, which amounts to 4,000 shares). If the applicable Xetra share price used to convert the fictional shares in the months from April to June 2025 averages EUR 60, the conversion of the 4,000 fictional shares results in the

payment of a cash award of EUR 240,000 (EUR 60 multiplied by 4,000 fictional shares, amounting to EUR 240,000).

The Supervisory Board is entitled to substitute monetary payments of the long-term bonus by instead granting the Management Board member a corresponding number of fictional shares. The Supervisory Board is entitled to exercise the substitution right for fictional shares in any specific year; if the right is exercised the Supervisory Board can only exercise the power uniformly for all fictional shares attributable to that year. If shares are allocated to a Management Board member, the member is only permitted to sell them after the expiration of a holding period of a further period of one year after the allocation, but not before the end of the member's employment contract. Verbio SE shall ensure compliance with this provision. The long-term bonus cap does not apply when the substitution right described above is exercised.

The reference bonus for the "old" Management Board is calculated on a pro rata basis if an employment contract ends before the end of a financial year.

The due dates for payment and holding periods set out in the employment contract continue to apply for a long-term bonus that is not yet paid by the date that an employment contract ends. This ensures that the reference period of three years and a further holding period of one year on the issue of shares are also applied to periods subsequent to the end of an employment contract.

No long-term bonus is awarded if the employment contract of the member of the "new" Management Board is ended prematurely or if the member is granted a non-temporary leave of absence.

### 2.3 Compensation in the case of temporary inability to perform employment duties

If a member of the Management Board is temporarily unable to perform his or her employment duties as a result of illness, accident or for other reasons for which that member is not responsible, the member of the Management Board retains the right to receive the same fixed remuneration for a period of up to six months without interruption, but not, however, beyond the date of termination of his or her employment contract.

### 2.4 Remuneration on contract termination

The employment contracts entered into with the members of the Management Board provide for limits on termination payments in cases when the Management Board activity is prematurely ended when such termination is not based on a termination of the employment contract on important grounds. Under these provisions, termination payments may not exceed the amount of two years' salary (based on the total remuneration for the preceding financial year and, where applicable, on the expected total remuneration for the current financial year) (termination payment cap) and may not exceed the remuneration for the remaining period of the employment contract. In addition, there is a further overall upper limit on termination payments for the "old" Management Board of EUR 1,500,000.

### 2.5 "Change of control" provisions

In the event of an early termination of Management Board activity resulting from a change in control, the Management Board member has a one-off special right of termination. On exercising this right, the member may make a claim for a termination payment that is calculated by capitalisation of the expected total remuneration for the remaining contract term. However, this amount may not exceed the amount of three years' remuneration consisting of the fixed and variable contractual components.

### 2.6 Determination of the target remuneration and the maximum remuneration payable for the individual members of the Management Board

The maximum amount of remuneration payable to the respective members of the Management Board is the total of all of the individual remuneration components for the respective financial year, taking into account the annual bonus cap and the long-term bonus cap. The maximum remuneration is determined as follows:

Maximum remuneration	"Old" Management Board	"New" Management Board
<b>Basic remuneration</b>	<b>Basic remuneration</b>	<b>Basic remuneration</b>
Plus		
<b>STI</b>	50% of fixed remuneration	50% of fixed remuneration
Plus		
<b>LTI</b>	200% of fixed remuneration	100% of fixed remuneration
Plus		
<b>Other benefits</b>	yes	yes
Plus	<b>C. Sauter, B. Sauter, T. Niesmann, Prof. Dr. O. Lüdtkke</b>	
<b>Loyalty bonus</b>	50% in shares/ 50% in shares or in cash, by election	

The total amount of remuneration payable to the Management Board, consisting of six members, may not exceed EUR 9.3 million (maximum remuneration).

The Supervisory Board sets a target total remuneration for each member of the Management Board. The target total remuneration is an amount which is awarded for a 100 percent performance achievement. The target total remuneration is calculated as the total of the fixed remuneration, the STI and the LTI, based on the respective performance targets, the loyalty bonus and the other benefits. For the "old" Management Board the STI is based on the business planning approved for the respective financial year; for the "new" Management Board the STI is based on targets agreed for that period. For the LTI the respective reference bonus is included, based on a 100 percent achievement for the financial year.

2.7 Summary of performance-related remuneration

Performance-related remuneration							
Remuneration components	Target	Form	"Old" Management Board	"New" Management Board	Cap	Other	
Variable remuneration	One year variable remuneration (annual bonus or STI)	<p>Creates an incentive to achieve ambitious targets, promoting the achievement of short- and medium-term targets that further the Company's long-term strategic objectives.</p> <p>Non-financial targets should promote sustainable value creation.</p>	<p>Performance period: Financial year</p> <p>The performance criteria and assessment criteria for members of the "old" and "new" Management Board are structured differently.</p>	<p>✓</p> <p>Basis: 1% of the difference between the consolidated net income for the period plus the total annual bonus payable to all members of the Management Board already taken into account and EUR 16 million, provided that the Group result for the period exceeds EUR 16 million.</p>	<p>✓</p> <p>Based on weighted targets that are set annually. Between 3 and 5 targets will be set. The target achievement factor is determined based on their weighted evaluation. The weighting of the targets is based on the level of achievement (exceeded = credited twice, met = simple credit, partially met = credited by half, not met = no credit).</p> <p>Calculation: Annual bonus = 50% x fixed remuneration x target achievement factor</p> <p>No annual bonus is payable if the target achievement factor is below 0.5.</p>	<p>The annual bonus for the "old" and "new" Management Board is limited to 50% of the annual fixed remuneration (annual bonus cap).</p>	<p>The Supervisory Board can increase the annual bonus by awarding an additional subsequent bonus to recognise special performance in the reference year, where appropriate.</p> <p>The annual bonus is awarded on a pro rata basis if the contract ends before the end of a financial year</p>
	Long-term bonus (LTI)	<p>The long-term bonus is based on the value of shares and is intended to provide an incentive for a sustainable successful management of the Company, as reflected in the performance of the shares. In doing so, sustainability aspects are also playing an increasing role in the implementation of the corporate strategy in terms of generating sustainable value creation for all stakeholders.</p>	<p>Basis of the long-term bonus = 50% of the annual fixed remuneration (= reference bonus)</p> <p>The reference period is 3 years (period ending on September 30 of the financial year just ended)</p> <p>The reference bonus will be converted as of September 30 of each year by conversion into a number of fictional shares by dividing the reference bonus by the weighted three-month average share price (Xetra closing auction price). The last 3 months of the relevant financial year are used for the purposes of this calculation. 3 years after the respective effective date (September 30 of the respective following year = payment year), the fictional shares are reconverted into a sum of money by multiplying the number of fictional shares by the Xetra share price for the period of the last 3 months of the latest financial year before payment.</p>	<p>✓</p>	<p>✓</p>	<p>The long-term bonus is limited to 200% of the annual fixed remuneration for the "old" Management Board and to 100% of the annual fixed remuneration for the "new" Management Board (long-term bonus cap).</p>	<p>The Supervisory Board is empowered to replace the long-term bonus with awards in the form of fictional shares. If awards are made in the form of shares they may only be sold after the expiration of a holding period of one further year after the award, but, however, not before the end of the member's employment contract. The long-term bonus cap does not apply when the substitution right described above is exercised.</p> <p>No long-term bonus is awarded if the employment contract of a member of the "new" Management Board is ended prematurely or if the member is granted non-temporary leave of absence.</p> <p>If a long-term bonus is not paid by the date of the termination of the contract, the due dates and holding periods described in the contract apply.</p> <p>The reference bonus for the "old" Management Board is calculated on a pro rata basis if an employment contract ends before the end of a financial year.</p>

### 3. Remuneration of the Management Board in the financial year 2023/2024

The remuneration awarded and payable to the Management Board for the financial year 2023/2024 amounts to EUR 4.990 thousand. This total includes the variable annual bonus (STI) payable in full up to the annual bonus cap for all Executive Board members. The long-term bonus (LTI) is included using the value that is expected to be attributable to the (fictional) shares at the planned measurement date of June 30, 2027.

Shares have been issued to members of the "old" Management Board in the financial year 2023/2024 in settlement of the remuneration awarded in the financial year 2019/2020. The shares were issued in accordance with a corresponding resolution of the Supervisory Board made

in connection with a capital increase in exchange for non-cash capital contributions. The value of the shares issued in exchange for the remuneration due in respect of the financial year 2019/2020 totalled EUR 1,752 thousand at the date of payment, which was, accordingly, within the limit of the maximum amount of the long-term bonus originally anticipated.

#### 3.1 Remuneration awarded and payable to members of the Management Board (§ 162 AktG)

The remuneration awarded and payable requiring disclosure in accordance with § 162 (1) sentence 1 AktG and the respective relative amounts payable to the members of the Management Board for the reporting year and the previous year are presented in the tables below.

**Remuneration awarded and payable for the reporting year**

In EUR (thousands)	Claus Sauter		Prof. Dr. Oliver Lüdtke		Theodor Niesmann		Bernd Sauter		Stefan Schreiber		Olaf Tröber	
	2023/2024	Share in %	2023/2024	Share in %	2023/2024	Share in %	2023/2024	Share in %	2023/2024	Share in %	2023/2024	Share in %
Fixed remuneration	768	75	700	76	700	76	700	75	400	64	300	54
Other remuneration	13,8	1	10,1	1	7,3	1	15,2	2	12,7	2	4,5	1
Variable remuneration (annual bonus)	53	5	53	6	53	6	53	6	53	8	150	27
Variable remuneration (long-term bonus)	189	18	162	18	162	18	162	17	162	26	106	19
Plan name/plan duration	Fictional shares FY 2023/2024 07/2023-06/2027		Fictional shares FY 2023/2024 07/2023-06/2027		Fictional shares FY 2023/2024 07/2023-06/2027		Fictional shares FY 2023/2024 07/2023-06/2027		Fictional shares FY 2023/2024 07/2023-06/2027		Fictional shares FY 2023/2024 07/2023-06/2027	
<b>Total remuneration</b>	<b>1.024</b>	<b>100</b>	<b>925</b>	<b>100</b>	<b>922</b>	<b>100</b>	<b>930</b>	<b>100</b>	<b>628</b>	<b>100</b>	<b>561</b>	<b>100</b>

**Remuneration awarded and payable for the financial year 2022/2023**

In EUR (thousands)	Claus Sauter		Prof. Dr. Oliver Lüdtke		Theodor Niesmann		Bernd Sauter		Stefan Schreiber		Olaf Tröber	
	2022/2023	Share in %	2022/2023	Share in %	2022/2023	Share in %	2022/2023	Share in %	2022/2023	Share in %	2022/2023	Share in %
Fixed remuneration	768	62	700	64	700	64	700	64	400	71	300	53
Other remuneration	14.8	1	2.8	0	7.3	1	15.2	1	10.7	2	5.6	1
Variable remuneration (annual bonus)	234	19	200	18	200	18	200	18	200	35	142.5	25
Variable remuneration (long-term bonus)	215	17	184	17	184	17	184	17	184	33	117	21
Plan name/plan duration	Fictional shares FY 2022/2023 07/2022-06/2026		Fictional shares FY 2022/2023 07/2022-06/2026		Fictional shares FY 2022/2023 07/2022-06/2026		Fictional shares FY 2022/2023 07/2022-06/2026		Fictional shares FY 2022/2023 07/2022-06/2026		Fictional shares FY 2022/2023 07/2022-06/2026	
<b>Total remuneration</b>	<b>1,232</b>	<b>100</b>	<b>1,087</b>	<b>100</b>	<b>1,091</b>	<b>100</b>	<b>1,099</b>	<b>100</b>	<b>795</b>	<b>141</b>	<b>565</b>	<b>100</b>

The amounts reported in the table for the reporting year represent amounts actually paid for the fixed remuneration as well as the other remuneration components (primarily benefits-in-kind) for the financial year 2023/2024. For the annual bonus (STI) the presentation shows the amount on a vesting basis. The one-year variable remuneration is presented in the financial year in which the

performance measurement is completed, and is vested accordingly. The long-term bonus (LTI) is also presented on a vesting basis. The amount of the long-term bonus corresponds to the expense recognised in the financial statements prepared in accordance with German commercial law (HGB) for the financial year 2023/2024.

The amounts actually paid to members of the Management Board in the reporting period and the previous year (the payment amounts) were as follows:

#### Actual amounts of remuneration paid in the reporting year

In EUR (thousands)	Claus Sauter	Prof. Dr. Oliver Lüdtke	Theodor Niesmann	Bernd Sauter	Stefan Schreiber	Olaf Tröber	
	2023/2024	2023/2024	2023/2024	2023/2024	2023/2024	2023/2024	
Fixed remuneration	639	635	571	571	400	300	
Other remuneration	13.8	10.1	7.3	15.2	12.7	4.5	
Variable remuneration (annual bonus)	234	200	200	200	200	142.5	
Variable remuneration (long-term bonus)	491	421	421	421	0	0	
Plan name/plan duration	Fictional shares FY 2019/2020 07/2019-06/2023	Fictional shares FY 2019/2020 07/2019-06/2023	Fictional shares FY 2019/2020 07/2019-06/2023	Fictional shares FY 2019/2020 07/2019-06/2023	Fictional shares FY 2019/2020 07/2019-06/2023		
<b>Total remuneration</b>	<b>1,377</b>	<b>1,266</b>	<b>1,199</b>	<b>1,207</b>	<b>613</b>	<b>447</b>	

#### Remuneration actually paid for the financial year 2022/2023

In EUR (thousands)	Claus Sauter	Prof. Dr. Oliver Lüdtke	Theodor Niesmann	Bernd Sauter	Stefan Schreiber	Olaf Tröber	
	2022/2023	2022/2023	2022/2023	2022/2023	2022/2023	2022/2023	
Fixed remuneration	655	587	587	587	400	300	
Other remuneration	14.8	2.8	7.3	15.2	10.7	5.6	
Variable remuneration (annual bonus)	234	200	200	200	150	0	
Variable remuneration (long-term bonus)	1,034	886	886	886	0	0	
Plan name/plan duration	Fictional shares FY 2018/2019 07/2018-06/2022	Fictional shares FY 2018/2019 07/2018-06/2022	Fictional shares FY 2018/2019 07/2018-06/2022	Fictional shares FY 2018/2019 07/2018-06/2022	Fictional shares FY 2018/2019 07/2018-06/2022		
<b>Total remuneration</b>	<b>1,937</b>	<b>1,675</b>	<b>1,680</b>	<b>1,688</b>	<b>561</b>	<b>306</b>	

As at June 30, 2024 there is remuneration payable and shares that have been awarded in the financial year and in previous years under variable remuneration (long-term bonus) arrangements with members of the Management Board which have not yet been paid or issued:

In the financial year 2023/2024 the Supervisory Board did not award any retrospective increase of the annual bonus for recognition of special achievements in the reference year.

#### Value of the share-based remuneration awarded and not yet paid for the reporting year

	Claus Sauter	Prof. Dr. Oliver Lüdtko	Theodor Niesmann	Bernd Sauter	Stefan Schreiber	Olaf Tröber
<b>Fictional shares FY 2020/2021</b>						
Number of shares	5,838	4,990	4,990	4,990	3,743	0
Fair value of fictional shares on recognition in equity (in EUR/share)	40.42	40.44	40.44	40.44	40.44	-
Value (in EUR thousands)	236	202	202	202	151	0
<b>Fictional shares FY 2021/2022</b>						
Number of shares	3,913	3,344	3,344	3,344	2,508	0
Fair value of fictional shares on recognition in equity (in EUR/share)	44.20	44.22	44.22	44.22	39.5	-
Value (in EUR thousands)	173	148	148	148	99	0
<b>Fictional shares FY 2022/2023</b>						
Number of shares awarded	6,400	5,470	5,470	5,470	5,470	4,103
Fair value of fictional shares on recognition in equity (in EUR/share)	33.54	33.57	33.57	33.57	33.57	28.54
Value (in EUR thousands)	215	184	184	184	184	117
<b>Fictional shares FY 2023/2024</b>						
Number of shares	11,630	9,940	9,940	9,940	9,940	7,455
Fair value of fictional shares on recognition in equity (in EUR/share)	16.28	16.29	16.29	16.29	16.29	14.25
Value (in EUR thousands)	189	162	162	162	162	106
<b>Total number of shares</b>	<b>27,781</b>	<b>23,744</b>	<b>23,744</b>	<b>23,744</b>	<b>21,661</b>	<b>11,558</b>
<b>Total value of shares (in EUR thousands)</b>	<b>813</b>	<b>695</b>	<b>695</b>	<b>695</b>	<b>596</b>	<b>223</b>

**3.2 Comparative presentation**

The following table shows a comparison of the change in the earnings performance of the Company, the remuneration of current members of the Management Board, and the change in the average remuneration of employees on a full-time equivalent basis in the financial year.

The change in earnings is based on the financial statements of the Company prepared in accordance with German commercial law (HGB) and the EBITDA of the Group in order to present the Company's operating performance.

The disclosure of the change in "Average remuneration of employees" includes employees of German companies included in the Group who have been employed for both of the last two financial years.

Change	From 2020/2021 to 2019/2020	From 2021/2022 to 2020/2021	From 2022/2023 to 2021/2022	From 2023/2024 to 2022/2023
Net profit of Verbio SE (HGB)	22%	285%	- 61%	-48%
Group EBITDA (IFRS)	36%	203%	- 52%	-49%
Current members of the Management Board	71%	- 5 %	19.3%	-15,0%
Thereof: Claus Sauter		- 5%	3.4%	-16,9%
Thereof: Prof. Dr. Oliver Lüdtkke		- 5 %	3.5%	-14,9%
Thereof: Theodor Niesmann		- 5 %	3.3%	-15,5%
Thereof: Bernd Sauter		- 5 %	3.4%	-15,4%
Thereof: Stefan Schreiber		- 8 %	42.2%	-21,0%
Thereof: Olaf Tröber			-	-0,8%
Average remuneration of employees		3.2%	6.9%	5.4%

**4. Remuneration payable to past members of the Management Board**

In accordance with § 162 (1) sentence 1 AktG the Company is required to report on remuneration awarded and payable to past members of the Management Board of Verbio SE. No remuneration was paid to past members of the Management Board.



## B. Remuneration of the Supervisory Board

### 1. Remuneration system for the members of the Supervisory Board

#### 1.1 (Legal) basis

In accordance with § 113 (3) AktG the annual general meeting is required to make a resolution on the remuneration of members of the Supervisory Board at least every four years. Such a resolution may consist of a confirmation of the existing remuneration. Accordingly, the Management and Supervisory Boards will re-examine the remuneration of the Supervisory Board on a regular and ongoing basis and present resolutions to obtain resolutions confirming – if applicable – endorsement from the Company's shareholders at the annual general meeting in accordance with § 113 (3) (1) and (2) AktG at least every four years.

The amounts of remuneration payable to members of the Supervisory Board are to be determined by the annual general meeting and are governed by § 14 of the Company's articles of association. The remuneration system is based on the recommendations and suggestions of the German Corporate Governance Code (Deutscher Corporate Governance Kodex – GCGC).

The current system of remuneration for the Supervisory Board, and in particular the amounts thereof, are based on the resolution approved at the annual general meeting held on January 31, 2020. In order to synchronise the timing with the resolution on the remuneration of the members of the Management Board, a proposal to confirm the

remuneration of the members of the Supervisory Board was presented to the annual general meeting held on January 29, 2021. The resolution was approved by a majority of 98.60 percent of the votes exercised.

#### 1.2 Basic principles of the Verbio SE system of remuneration for members of the Supervisory Board

(GRI 2-19)\*

The payment of appropriate and competitive remuneration makes an important contribution to the Company's ability to compete for qualified personalities for appointment to the Supervisory Board. In order to continue to be able to recruit qualified personalities for appointment to the Supervisory Board of Verbio SE, the remuneration paid to members of the Supervisory Board shall, at all times, be amended to reflect customary market conditions and, in addition, reflect the increased demands of the Supervisory Board role.

### 2. Components of the remuneration paid to the members of the Supervisory Board

#### 2.1 Fixed remuneration

The system of remuneration for members of the Supervisory Board consists entirely of a fixed remuneration with no performance-related variable components and no share-based remuneration. Remuneration is also not determined by reference to financial or non-financial performance

criteria. An entirely fixed remuneration for members of the Supervisory Board is also covered by recommendation G.18 sentence 1 of the GCGC.

At the end of the business year each Supervisory Board member receives an annual fixed remuneration of EUR 45 thousand. The Chairman of the Supervisory Board receives twice this amount, and the Vice-Chair receives one and a half times this amount. This makes allowance for the greater time obligations of the Chairman and Vice-Chair of the Supervisory Board in accordance with recommendation G.17 Sentence 1 of the GCGC.

If a member is appointed or leaves office during a financial year, the remuneration shall be paid on a pro rata basis (in relation to the time served in office).

#### 2.2 Membership of committees

In accordance with recommendation G.17 of the GCGC additional remuneration should be paid to members of a Supervisory Board committee to take account of the additional time commitment required. The current articles of association governing the remuneration of members of the Supervisory Board take account of the additional time commitment required by the Chairman and Vice-Chair of the Supervisory Board. However, no provision is made for additional remuneration for holding a position as a simple member or as a Chair of a committee as the members of the committee are the same as the members of the Supervisory Board as a whole, so that there is no additional

\* Sustainability information, which is integrated by referral and with reference to the Global Reporting Initiative (GRI) in the combined Group management report.

time commitment necessary for the individual members of the Supervisory Board. The Management and Supervisory Boards are of the opinion that the remuneration system approved on January 29, 2021 already provides appropriate remuneration for the Chair of the respective committee and for the Vice-Chair.

**2.3 Reimbursement of expenses**

In addition, the Company compensates the members of the Supervisory Board for expenses appropriately incurred in connection with the performance of their duties. In addition, value added taxes shall be reimbursed to the extent that a member of the Supervisory Board is entitled to invoice the tax separately and avails him- or herself of that right.

**2.4 D&O insurance**

The Company has, in addition, taken out liability insurance ("D&O insurance") for an appropriate sum for an insurance premium at typical customary market conditions for the benefit of members of the Supervisory Board to cover the risks associated with the performance of their tasks.

**2.5 Summary of Supervisory Board remuneration**

Performance-related remuneration				
Fixed remuneration	Remuneration components	Target	Form	Other
		Fixed annual remuneration	Payment of appropriate and competitive remuneration makes an important contribution to being able to continue to recruit and retain qualified personalities for the tasks associated with an appointment to the Supervisory Board of Verbio.	Member of the Supervisory Board: EUR 45,000 Chairman of the Supervisory Board: EUR 90,000 Vice-Chair: EUR 68,000 No additional remuneration is payable for membership of committees.
Other	Remuneration components	Target	Form	Other
	Reimbursement of expenses	The members of the Supervisory Board should not suffer any financial disadvantages in connection with the exercise of their office.	Reasonable expenses incurred in connection with the performance of their duties shall be reimbursed. In addition, value added taxes shall be reimbursed to the extent that a member of the Supervisory Board is entitled to invoice the tax separately and avails him- or herself of that right.	
	D&O insurance		A liability insurance policy has been entered into for an appropriate sum for an insurance premium at typical customary market conditions for the benefit of members of the Supervisory Board to cover the risks associated with the performance of their tasks.	

### 3. Remuneration of the Supervisory Board in the financial year 2023/2024

#### 3.1 Remuneration awarded and payable to members of the Supervisory Board (§ 162 AktG)

In total, the members of the Supervisory Board were paid remuneration of EUR 202.5 thousand for their activities in the financial year 2023/2024 (2022/2023: EUR 202.5 thousand).

#### Remuneration awarded and payable for the reporting year

In EUR (thousands)	Alexander von Witzleben	Ulrike Krämer	Dr. Klaus Niemann	Total
Fixed remuneration the financial year 2023/2024	90	67.5	45	202.5
Total Supervisory Board remuneration 2023/2024	90	67.5	45	202.5

#### Remuneration awarded and payable for the financial year 2021/2022

In EUR (thousands)	Alexander von Witzleben	Ulrike Krämer	Dr. Klaus Niemann	Total
Fixed remuneration the financial year 2022/2023	90	67.5	45	202.5
Total Supervisory Board remuneration 2022/2023	90	67.5	45	202.5

The Supervisory Board members who were in office in the 2023/2024 financial year were reimbursed with a total amount of EUR 6.0 thousand (2022/2023: EUR 6.1 thousand) for cash outlays.

In the financial year 2023/2024 no other remuneration or compensation for services rendered personally, in particular for consulting or referral services, was paid to members of the Supervisory Board, and no other benefits were provided.

Past members of the Supervisory Board no longer receive remuneration for past Supervisory Board activities for Verbio SE.

#### 3.2 Comparative presentation

The following table shows a comparison of the change in the earnings performance of the Company, the remuneration of current members of the Supervisory Board and the change in the average remuneration of employees on a full-time equivalent basis in the financial year.

In EUR (thousands)	2019/2020	2020/2021	2021/2022	2022/2023	2023/2024
Net profit of VERBIO AG (HGB)	58%	22%	285%	- 61%	- 48%
Group EBITDA (IFRS)	28%	36%	203%	- 52 %	- 49%
Current members of the Supervisory Board	69%	0%	0%	0%	0%
Thereof: Alexander von Witzleben			0%	0%	0%
Thereof: Ulrike Krämer			0%	0%	0%
Thereof: Dr. Klaus Niemann			0%	0%	0%
Average remuneration of employees			3.2%	6.9%	5.4%

The disclosures on the earnings performance and average remuneration of employees are prepared on the basis described in section A 3.2.

Zörbig, September 19, 2024

For the Management Board:

Claus Sauter  
Chief Executive Officer

Prof. Dr. Oliver Lüdtke  
Deputy CEO

For the Supervisory Board:

Alexander von Witzleben  
Chairman of the Supervisory Board

Ulrike Krämer  
Vice-Chair of the Supervisory Board

# Report of the independent auditor on the audit of the remuneration report pursuant to article 9 paragraph 1 c) ii) SE Regulation together with section 162 paragraph 3 AktG

To Verbio SE

## Assurance opinion

We have formally audited the remuneration report of Verbio SE, Leipzig for the financial year from July 1 2023 to June 30, 2024 to determine whether the disclosures pursuant to article 9 paragraph 1 c) ii) on the EU Regulation on the Statute for a European Company (SE Regulation) together with section 162 paragraph 1 and 2 German Stock Corporations Act [Aktiengesetz – AktG] have been made in the remuneration report. In accordance with article 9 paragraph 1 c) ii) SE Regulation together with section 162 paragraph 3 AktG, we have not audited the content of the remuneration report.

In our opinion, the disclosures required by article 9 paragraph 1 c) ii) SE Regulation together with section 162 paragraph 1 and 2 AktG have been made in all material respects in the accompanying remuneration report. Our opinion does not cover the content of the remuneration report.

## Basis for the audit opinion

We conducted our audit of the remuneration report in accordance with article 9 paragraph 1 c) ii) SE Regulation together with section 162 paragraph 3 AktG and IDW [Institut der Wirtschaftsprüfer e.V.: Institute of Public Auditors in Germany] Auditing Standard "The formal audit of the remuneration report in accordance with section 162 paragraph 3 AktG" (IDW AuS 870 (09.2023)). Our responsibility under this provision and this standard is further described in the "Auditor's Responsibilities" section of our auditor's report. As an audit firm, we have applied the IDW Standard on Quality Management "Requirements for Quality Management in the Audit Firm" (IDW QMS 1 (09.2022)). We have complied with the professional responsibilities according to the Public Accountant Act [Wirtschaftsprüferordnung] and the German Professional Charter for Public Auditors/Sworn Auditors [Berufssatzung für Wirtschaftsprüfer und vereidigte Buchprüfer] including independence requirements.

## Responsibility of the Management Board and the Supervisory Board

The management board and the supervisory board are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of section 162 AktG. They are also responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud (i.e., fraudulent financial reporting and misappropriation of assets) or error.

## Responsibility of the assurance practitioner

Our objective is to obtain reasonable assurance about whether the disclosures required by article 9 paragraph 1 c) ii) SE Regulation together with section 162 paragraph 1 and 2 AktG are made in all material respects in the remuneration report and to express an opinion thereon in a report.

We planned and performed our audit so as to determine – by comparing the disclosures made in the remuneration report with the disclosures required by article 9 paragraph 1 c) ii) SE Regulation together with section 162 paragraph 1 and 2 AktG – the formal completeness of the remuneration report. In accordance with article 9 paragraph 1 c) ii) SE Regulation together with section 162 paragraph 3 AktG, we have not audited the accuracy of the disclosures, the completeness of the content of the individual disclosures, or the appropriate presentation of the remuneration report.

### Consideration of misleading disclosures

In connection with our audit, our responsibility is to read the remuneration report, taking into account the knowledge obtained in the audit of the financial statements, and, in doing so, to remain alert for indications that the remuneration report contains misleading disclosures in relation to the accuracy of the content of the disclosures, the completeness of the content of the individual disclosures, or the appropriate presentation of the remuneration report.

If, based on the work we have performed, we conclude that there are such misleading disclosures, we are required to report that fact. We have nothing to report in this regard.

Leipzig, September 19, 2024

Grant Thornton AG

Wirtschaftsprüfungsgesellschaft

Niclas Rauscher  
Wirtschaftsprüfer  
[German Certified  
Public Auditor]

Ludwig Hinze  
Wirtschaftsprüfer  
[German Certified  
Public Auditor]