


REMUNERATION REPORT ACCORDING TO SECTION 162 AKTG

of **init innovation in traffic systems SE, Karlsruhe**



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The remuneration report is originally drafted in
German:

This is a courtesy translation only. In case of
doubt, the German version shall prevail.

Remuneration Systems of the Managing Board and the Supervisory Board

The Managing Board and Supervisory Board prepare a remuneration report each year in accordance with the statutory provisions of Section 162 of AktG. The Shareholders' Meeting passes a resolution on the approval of the remuneration report for the preceding financial year on an annual basis. The remuneration reports and the auditor's opinion thereon can be found in the Shareholders' Meeting section of the company's website.

The contracts with the members of the Managing Board of init SE were originally concluded for three years and expired on 31 March 2022. Follow-up contracts were signed by members of the Managing Board on 1 April 2022. In the course of renewing the contracts a change to the remuneration system was proposed to the Shareholders' Meeting and approved by them on 18 May 2022. The main changes relate to the cap on the cash bonus (STI), which is set at 40 per cent of the fixed remuneration, the term of the Managing Board members' contracts, which is no longer than five years, an improved designation of the peer group, and the cash inflow principle for the company pension plan, which defines a payment for the current financial year. This new remuneration system takes effect upon any new appointments and the reappointment of Managing Board members. In addition, an adjustment was made to the minimum threshold for the cash-based short-term incentive (STI) and the share-based long-term incentive (LTI) within the variable remuneration components that applies to the full financial year 2022. As a result, both the remuneration system for the Managing Board based on the old contracts and the system approved by the 2022 Shareholders' Meeting are covered by this Remuneration Report.

Variable remuneration components are granted to the Managing Board on the basis of financial criteria. There are no variable remuneration components that are set on the basis of non-financial criteria. Sustainability criteria are already covered by the product portfolio of init and its registered business activities.

It is the strategic target of the company to achieve average long-term revenue growth of 10-15 per cent per year. Additionally, it is intended to continuously improve earnings before interest and taxes (EBIT), both in absolute and in relative figures. The company strives for a minimum EBIT yield of 10 per cent. The share price should rise appropriately. In this way, the LTI provides uniform incentives for the members of the Managing Board to achieve important long-term strategic planning targets (EBIT), also due to the five-year minimum holding period for the shares.

The init Shareholders' Meeting held on 19 May 2021 approved the remuneration system of the Supervisory Board. An adjusted remuneration system for the Supervisory Board was approved by the Shareholders' Meeting on 18 May 2022 and came into effect on the same day. The main changes relate to the reference values used for the variable remuneration – setting higher minimum thresholds – as well as the remuneration payable to committee members. As a result, both remuneration systems of the Supervisory Board apply in the 2022 financial year.

The Managing Board and Supervisory Board agree that providing variable remuneration to the members of the Supervisory Board fosters their long-term commitment to the company, thereby giving due weight to the complexity of the init SE business. Moreover, variable remuneration is aligned towards the sustained development of the company because the current measurement base is always founded on past decisions.

The 2021 remuneration report was approved by a majority of 78.79 per cent of the Shareholders' Meeting. The contents of this current report has been expanded to create greater ease of understanding. However, there was no need to make any changes to the structure of the report.



Remuneration Report

Personnel changes

Ms. Jennifer Bodenseh, CFO, left the company on 30 June 2022. It was not possible to appoint her successor by 31 December 2022. The new CFO of init SE will be appointed on 1 March 2023.

Hans Rat was a member of the Supervisory Board until the close of the Shareholders' Meeting on 18 May 2022. Andreas Thun was appointed to the Supervisory Board of init SE as his successor. Those Supervisory Board members who do not hold office for an entire financial year receive one twelfth of their basic remuneration for every month of service. Variable remuneration is calculated in the same way.

Remuneration of the Managing Board 2022

The remuneration for members of the Managing Board is set by the Supervisory Board. The remuneration of the Managing Board is determined by the size of the company, its economic and financial situation, the amount and structure of remuneration at comparable companies as well as its relationship to the salaries paid to employees.

The fixed remuneration components are paid out in twelve equal instalments denominated in euro. A bonus, such as the Christmas bonus, can also be agreed upon, which will then be treated as fixed remuneration. The Supervisory Board reviews the fixed remuneration on an annual basis and sets the level of each pay rise in April. Such increases are based on the general average salary trends within the init Group.

The short-term incentive (STI) is a short-term annual performance-based remuneration component that is granted when targets are met for the year. The STI sets uniform incentives for the members of the Managing Board to achieve important targets that arise from the management of the init Group and are reflected in the consolidated EBIT of init SE. Accordingly, the amounts payable under the STI are determined on the basis of financial performance criteria. A minimum EBIT (after deducting the costs of all bonuses paid to employees in the group) has been set as a threshold.

The Long Term Incentive (LTI) is a long-term, multi-year performance-based remuneration component that is paid-out in the form of init shares. In this way, the LTI provides uniform incentives for the members of the Managing Board to achieve important long-term strategic planning targets. Moreover, the LTI rewards members of the Managing Board for the performance of the init share price and thereby aligns management with shareholder interests. Shares are issued on an annual basis. A minimum EBIT (after deducting the costs of all bonuses paid to employees in the group) is set as a lower threshold. If met, shares are issued based on the level of EBIT reached. The maximum number of shares is capped. There may be some differences between the arrangements made with the individual members of the Managing Board. The following groups (V1 and V2) apply:

Managing Board 1: General Managing Board (V1)

Managing Board 2: Chair of the Managing Board and his/her deputy (V2)



Remuneration Report

Based on the approved remuneration system, the Supervisory Board determines the total target remuneration of the Executive Board members for the respective financial year.

Name of the Managing Board member	Fixed remuneration FY2022 in EUR'000	Incidental benefits FY 2022 in EUR'000	STI FY 2022 in EUR'000	LTI FY 2022 in EUR'000	Pension system FY 2022 in EUR'000
Gottfried Greschner (CEO)	503	28	58	337	0
Jürgen Greschner (CSO)	439	21	58	337	102
Jennifer Bodenseh (CFO) Assumption full FY	231	4	58	168	20
Matthias Kühn (COO)	280	10	58	168	28

The reported remuneration of the Managing Board in the reporting period is the consideration paid for the service rendered.

The remuneration of the Managing Board breaks down as follows:

1. Non-performance-based remuneration

A non-performance-based remuneration component is payable on a pro rata basis in 12 monthly instalments. The non-performance-based component of the Managing Board members' remuneration consists of fixed remuneration including incidental benefits and pension system, which amounted to EUR 1,550k in the year 2022 (previous year: EUR 1,556k). Jennifer Bodenseh left the company during the year, which is reflected in the pro rata values.

a) Fixed remuneration

Name of the Managing Board member	Fixed remuneration FY 2022 in EUR '000	Fixed remuneration FY 2021 in EUR '000
Gottfried Greschner (CEO)	503	497
Jürgen Greschner (CSO)	439	432
Jennifer Bodenseh (CFO) until 30 June 2022	125	201
Matthias Kühn (COO)	280	255

b) Incidental benefits

The other incidental benefits are company cars, allowances for childcare and Christmas bonuses.

Name of the Managing Board member	Other incidental benefits FY 2022 in EUR'000	Other incidental ben- efits FY 2021 in EUR'000
Gottfried Greschner (CEO)	28	28
Jürgen Greschner (CSO)	21	21
Jennifer Bodenseh (CFO) until 30 June 2022	4	7
Matthias Kühn (COO)	10	10

c) Pension system

In the place of defined pension obligations, there are defined contribution plans (annuity lump-sum payments) in place for two members of the Managing Board and one former member of the Managing Board, as well as benefit obligations (retirement pension payments or, alternatively, a capital payment with attached invalidity, widows and surviving dependents' benefits) that have been frozen at the existing level. The expenses amounted to EUR 18k in 2022 (previous year: EUR 21k).

Name of the Managing Board member	Pension obligations FY 2022 in EUR'000	Pension obligations FY 2021 in EUR'000
Jürgen Greschner (CSO)	9	9
Jennifer Bodenseh (CFO) (resigned)	3	6
Matthias Kühn (COO)	6	6

There is an additional defined contribution plan in place for two members of the Managing Board and one former member of the Managing Board. These are paid out either as recurring pension payments with the option of a lump-sum capital payment (older plans) or as one lump-sum capital payment. The expenses amounted to EUR 118k in 2022 (previous year: EUR 80k).

Name of the Managing Board member	Additional pension obligations FY 2022 in EUR'000	Additional pension obligations FY 2021 in EUR'000
Jürgen Greschner (CSO)	90	50
Jennifer Bodenseh (CFO) (resigned)	7	11
Matthias Kühn (COO)	21	19

Furthermore, occupational disability insurance has been taken out for two members of the Managing Board and one former member of the Managing Board. The expenses amounted to EUR 5k in 2022 (previous year: EUR 4k).

Name of the Managing Board member	Contributions FY 2022 in EUR'000	Contributions FY 2021 in EUR'000
Jürgen Greschner (CSO)	3	2
Jennifer Bodenseh (CFO) (resigned)	1	1
Matthias Kühn (COO)	1	1

There are also pension commitments for one of the four members of the Managing Board. These provide for fixed pension payments and an occupational disability pension plus, in the event of death, a widow's and surviving dependents' pension. It is also possible for the entitlement to be paid out in one lump-sum capital payment at the mutual agreement of the parties. The increase in pension provisions (DBO) allocable to this member of the Managing Board came to EUR 9k in 2022 (previous year: EUR 226k). The change is due to the discount rate. The increase in the pension provision and the net present value of the obligation are based on HGB (German GAAP) values.

Name of the Managing Board member	Increase pension commitments FY 2022 in EUR'000	Increase pension commitments FY 2021 in EUR'000
Gottfried Greschner (CEO)	9	226

Name of the Managing Board member	Present value Pension obligations FY 2022 in EUR'000	Present value pension obligations FY 2021 in EUR'000
Gottfried Greschner (CEO)	4,032	4,023

2. Performance-based remuneration

a) STI (Short Term Incentive)

With regard to performance-based remuneration, a variable component (the cash-based STI) is paid out that is linked to the group's earnings before interest and taxes (EBIT) but after the deduction of all bonuses and employee profit participations, and applies on a percentage basis beyond a minimum EBIT threshold of EUR 12 million (previous year: EUR 8 million). The applicable percentage for the STI is set at 0.3 per cent. The STI provides uniform incentives for members of the Managing Board to achieve important targets from managing the init Group which are reflected in the consolidated EBIT of init SE. Accordingly, the amounts payable under the STI are determined on the basis of financial criteria and are therefore purely performance-based.

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In the former contracts, the management bonuses were capped at 25 per cent of total remuneration, excluding the share-based bonus referred to in point 3. They are capped at 40 per cent of the fixed remuneration in the new contracts. The variable component of the Managing Board members totalled EUR 221k in 2022 (previous year: EUR 212k). Jennifer Bodenseh receives her STI for 2022 on a pro rata basis.

The EBIT of the init Group amounted to EUR 21.0 million as of 31 December 2022 (previous year: EUR 17.6 million), resulting in the following values for STI remuneration:

Name of the Managing Board member	STI FY 2022 in EUR'000	Achievement of maximum STI FY 2022 in per cent*	STI FY 2021 in EUR'000
Gottfried Greschner (CEO)	63	47%	53
Jürgen Greschner (CSO)	63	54%	53
Jennifer Bodenseh (CFO) until 30 June 2022	32	95%	53
Matthias Kühn (COO)	63	84%	53

* 4 months under the former contracts and 8 months under the new contracts

b) LTI (Long Term Incentive)

Another bonus that forms part of the performance-based remuneration for 2022 is the LTI share-based bonus which is paid out as 1,050 shares to the V1 board category and 2,100 shares to the V2 board category (previous year: V1: 750 / V2: 1.500 shares) provided that the group's EBIT reaches the threshold of EUR 12 million (previous year: EUR 8 million) after the deduction of all bonuses. The LTI is a long-term, multi-year performance-based remuneration paid out in the form of init shares. In this way, the LTI provides uniform incentives for the members of the Managing Board to achieve important long-term strategic planning targets (EBIT), also due to the five-year minimum holding period for the shares. Moreover, the LTI rewards members of the Managing Board for the performance of the init share price and thereby aligns management with shareholder interests. Furthermore, for each EUR 1 million of EBIT that exceeds the threshold of EUR 12 million (previous year: EUR 8 million) up to the cap of EUR 15 million, another 150/300 shares are granted as a bonus to the V1/V2 categories respectively. In addition, for each EUR 1 million of EBIT that exceeds the cap of EUR 15 million, another 300/600 shares (previous year: 250/500) are granted as a bonus to the V1/V2 categories respectively. The total number of shares for the V1/V2 categories is restricted to 10,000/20,000 (previous year: 10,000/20,000) respectively. If the EBIT target is not achieved, no shares are granted. The income tax on the pecuniary benefit of the share transfer is borne by the company. The variable component of the Managing Board members' share-based remuneration amounts to EUR 728k as of the reporting date (previous year: EUR 828k).

Some of the shares issued as part of the LTI distribution have to be returned in the event of a criminal conviction if init SE has suffered a loss as a result (clawback clause). The clawback clause was not triggered in the 2022 financial year. Finally, no remuneration was granted by third parties.

The EBIT of the init Group amounted to EUR 21.0 million as of 31 December 2022 (previous year: EUR 17.6 million) resulting in the following values for LTI remuneration:

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The total numbers of shares granted are as follows:

Name of the Managing Board member	LTI granted FY 2022 no. of shares	LTI granted FY 2021 no. of shares
Gottfried Greschner (CEO)	6,600	4,600
Jürgen Greschner (CSO)	6,600	4,600
Jennifer Bodenseh (CFO) until 30 June 2022	0	2,300
Matthias Kühn (COO)	3,300	2,300

Name of the Managing Board member	LTI granted FY 2022 in EUR'000	True-up difference in EUR'000	Total FY 2022 in EUR'000	LTI granted FY 2021 in EUR'000
Gottfried Greschner (CEO)	302	-18	273	276
Jürgen Greschner (CSO)	302	-18	273	276
Jennifer Bodenseh (CFO) until 30 June 2022	0	-9	-9	138
Matthias Kühn (COO)	151	-9	137	138

The granted share-based bonuses listed in the above table are measured using the share price of EUR 25.45 as of 31 December 2022 and EUR 33.30 as of 31 December 2021.

The true-up difference arises from the shares granted in 2021 but transferred in 2022 at a price of EUR 31.10.

The shares granted correspond to 30 per cent of the maximum number of shares that can be issued to the V1 and V2 board categories of 10,000 and 20,000 respectively.

The remuneration of the Managing Board members can be allocated to the fixed and variable components as follows:

Name of the Managing Board member	Fixed remuneration FY 2022	Incidental benefits FY 2022	Share STI FY 2022	Share LTI FY 2022	True-up
Gottfried Greschner (CEO)	57.3%	3.1%	7.2%	34.5%	-2.1%
Jürgen Greschner (CSO)	48.3%	13.5%	6.9%	33.3%	-2.0%
Jennifer Bodenseh (CFO) until 30 June 2022	76.9%	9.3%	19.4%	0.0%	-5.6%
Matthias Kühn (COO)	53.4%	7.4%	12.0%	28.9%	-1.7%

The contracts with the members of the Managing Board include a clause that limits severance payments. If a service contract is terminated prematurely, other than immediately for due cause, any severance payment



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is limited to the equivalent of two total annual remuneration packages (fixed salary, bonuses and incidental benefits) or, if less, the residual term of the service contract. No severance payment was paid out in the reporting period.

Remuneration of the Supervisory Board 2022

In addition to the reimbursement of out-of-pocket expenses, the annual remuneration paid to members of the Supervisory Board comprises a basic remuneration and a variable component. The basic remuneration component totals EUR 25,000 p.a. for the members of the Supervisory Board and EUR 50,000 p.a. for the chairperson. The variable component is split into two equal parts: 50 per cent measured on the share price and 50 per cent measured on EBIT. The relevant reference prices are the share price of EUR 28.00 (annual average of the closing prices) for the system approved by the 2022 Shareholders' Meeting and EUR 8.00 for the system approved by the 2021 Shareholders' Meeting as well as consolidated EBIT of EUR 12 million for the system approved by the 2022 Shareholders' Meeting and EUR 8 million for the system approved by the 2021 Shareholders' Meeting. The variable component is limited to 200 per cent of the basic remuneration and is calculated using the following formula:

2022 system: $V = ((0.5 \times \text{share price}/\text{EUR } 28 + 0.5 \times \text{EBIT}/\text{EUR } 12\text{m}) - 1) \times \text{fixed component}$

2021 system: $V = ((0.5 \times \text{share price}/\text{EUR } 8 + 0.5 \times \text{EBIT}/\text{EUR } 8\text{m}) - 1) \times \text{fixed component}$

Where V (variable component) is less than zero, the variable component does not apply and only the basic remuneration is payable.

Since the close of the 2022 Shareholders' Meeting, the Chairperson of the audit committee receives annual fixed remuneration of EUR 20,000.00 with the remaining members of the committee receiving annual fixed remuneration of EUR 10,000.00. The compensation for committee members is paid on a pro rata basis for each month of service.

Those Supervisory Board members who do not hold office for an entire financial year receive one twelfth of their basic remuneration for every month of service. Variable remuneration is calculated in the same way.

The references used for the variable remuneration in the 2022 financial year were significantly adjusted on the previous year, commencing from the close of the 2022 Shareholders' Meeting. A higher minimum threshold was set (EBIT of EUR 12 million instead of EUR 8 million and a share price of EUR 28.00 instead of EUR 8.00), which resulted in a significant decrease of variable remuneration in the 2022 financial year. In the 2021 financial year, the variable remuneration reached the cap of 200 per cent of the basic remuneration.

The annual average closing share price came to EUR 25.58 in the 2022 financial year (previous year: EUR 37.93). The EBIT of the init Group amounted to EUR 21.0 million as of 31 December 2022 (previous year: EUR 17.6 million).

The remuneration paid to the Supervisory Board breaks down as follows:

Name of the Supervisory Board member	Fixed component FY 2022 in EUR'000	Variable component FY 2022 in EUR'000	Fixed component FY 2021 in EUR'000	Variable component FY 2021 in EUR'000
Hans-Joachim Rühlig	63	49	50	100
Ulrich Sieg	25	25	25	50
Christina Greschner	32	25	25	50
Dr. Hans Rat (until the Shareholders' Meeting 2022)	17	6	25	50
Andreas Thun (from the Shareholders' Meeting 2022)	10	20		

Name of the Supervisory Board member	Fixed component FY 2022 in per cent	Variable component FY 2022 in per cent	Fixed component FY 2021 in per cent	Variable component FY 2021 in per cent
Hans-Joachim Rühlig	56.3	43.7	33.3	66.7
Ulrich Sieg	50.0	50.0	33.3	66.7
Christina Greschner	56.1	43.9	33.3	66.7
Dr. Hans Rat (until the Shareholders' Meeting 2022)	73.9	26.1	33.3	66.7
Andreas Thun (from the Shareholders' Meeting 2022)	33.3	66.7		

Comparative presentation

According to Section 162 (1) sentence 2 AktG a comparative presentation is made below of the annual change in remuneration, the development of the company's earnings and the average remuneration of the employees over the last five financial years on an FTE (Full Time Equivalent) basis.

The changes in earnings are shown on the basis of group revenue and group EBIT. While these are both key performance indicators, it is EBIT that affects the performance-based remuneration component of the Managing Board and the Supervisory Board.

The earnings before taxes (EBT) of init SE in accordance with the German Commercial Code (HGB) amounted to EUR 11.2 million in the 2022 financial year (previous year: EUR 14.7 million).

The remuneration granted to the members of the Managing Board and Supervisory Board in the respective financial year is presented.

The employees' average remuneration on an FTE basis is shown based on the workforce at the Karlsruhe location (excluding trainees). The Karlsruhe location comprises init SE, INIT GmbH and IMSS GmbH. An average of 551 FTEs (previous year: 526) were employed there in the 2022 financial year.

The average remuneration paid to employees consists of personnel expenses for wages and salaries, including ancillary expenses for the employer's contributions to social security as well as variable remuneration components.

Changes in earnings

EUR'000	2022	2021
Group revenue (IFRS)	191,252	176,659
Changes on the previous year (per cent)	8.26%	-2.2%
Earnings before interest and taxes (EBIT) of the group (IFRS)	21,005	17,566
Changes on the previous year (per cent)	19.58%	-11.7%
EUR'000	2022	2021
Revenue (separate HGB financial statements)	7,164	7,115
Changes on the previous year (per cent)	0.69%	-18.98%
Earnings before interest and taxes (EBIT) (separate HGB financial statements)	11,294	14,737
Changes on the previous year (per cent)	-23.36%	308.91%

Changes in employees' average remuneration

EUR'000	2022	2021
Average remuneration at the Karlsruhe location	65	64
Changes on the previous year (per cent)	0.4%	0.9%

Remuneration of the Managing Board (fixed and variable components)

EUR'000	2022	2021
Gottfried Greschner (CEO)¹	878	853
Changes on the previous year (per cent)	2.9 %	-0.6%
Percentage of maximum remuneration	17.6 %	17.06%
Jürgen Greschner (CSO)²	909	842
Changes on the previous year (per cent)	7.9 %	-5.9%
Percentage of maximum remuneration	18.2 %	16.85%
Jennifer Bodenseh (CFO)² (until 30 June 2022)	162	416
Changes on the previous year (per cent)	-61.0 %	-6.2%
Percentage of maximum remuneration	6.2 %	16.01%
Matthias Kühn (COO)²	523	481
Changes on the previous year (per cent)	8.7 %	-4.5%
Percentage of maximum remuneration	20.1 %	18.51%

¹ Does not include the increase in the pension provision and pension provisions

² Includes pension payments

The maximum remuneration was not reached.

Remuneration for former Managing Board members

No remuneration was paid out to former members of the Managing Board in the 2022 financial year after they left the company.

Remuneration of the Supervisory Board (fixed and variable components)

EUR'000	2022	2021
Hans-Joachim Rühlig	112	150
Changes on the previous year (per cent)	-25.3%	2.7%
Ulrich Sieg	50	75
Changes on the previous year (per cent)	-33.3%	2.7%
Christina Greschner	57	75
Changes on the previous year (per cent)	-24.0%	2.7%
Hans Rat (until the Shareholders' Meeting 2022)	23	75
Changes on the previous year (per cent)	-69.3%	2.7%
Andreas Thun (from the Shareholders' Meeting 2022)	30	
Changes on the previous year (per cent)	100%	

Variable remuneration is capped at 200 per cent of the basic remuneration. In contrast to 2022, the cap on remuneration was reached in 2021.

Outlook for the 2023 financial year

It is planned to establish both a nomination committee and a personnel committee from the members of the Supervisory Board of init SE. It is also planned to pay the members of these committees remuneration for their services. For this reason, the Supervisory Board will submit an amended remuneration system to the 2023 Shareholders' Meeting for approval.

init innovation in traffic systems SE

Karlsruhe, 28 March 2023

On behalf of the Managing Board

Dr. Gottfried Greschner, CEO

Dr. Jürgen Greschner, Deputy CEO and CSO

On behalf of the Supervisory Board

Dipl.-Kfm. Hans-Joachim Rühlig
Chairperson

Report of the independent auditor

init innovation in traffic systems SE
Karlsruhe

Remuneration Report pursuant to § 162 AktG for the Financial Year
from January 1 to December 31, 2022



Report of the independent auditor on the formal audit of the remuneration report pursuant to § 162 Abs. 3 AktG

To init innovation in traffic systems SE, Karlsruhe

Opinion

We have formally audited the remuneration report of the init innovation in traffic systems SE, Karlsruhe, for the financial year from January 1, to December 31, 2022 to determine whether the disclosures pursuant to § 162 Abs. 1 and 2 AktG [Aktiengesetz: German Stock Corporation Act] have been made in the remuneration report. In accordance with § 162 Abs. 3 AktG, we have not audited the content of the remuneration report.

In our opinion, the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the accompanying remuneration report. Our opinion does not cover the content of the remuneration report.

Basis for the opinion

We conducted our formal audit of the remuneration report in accordance with § 162 Abs. 3 AktG and IDW [Institut der Wirtschaftsprüfer: Institute of Public Auditors in Germany] Auditing Standard: The formal audit of the remuneration report in accordance with § 162 Abs. 3 AktG (IDW AuS 870). Our responsibility under that provision and that standard is further described in the “Auditor's Responsibilities” section of our auditor’s report. As an audit firm, we have complied with the requirements of the IDW Quality Assurance Standard: Requirements to quality control for audit firms [IDW Qualitätssicherungsstandard - IDW QS 1]. We have complied with the professional duties pursuant to the Professional Code for German Public Auditors and German Chartered Auditors [Berufssatzung für Wirtschaftsprüfer und vereidigte Buchprüfer - BS WP/vBP], including the requirements for independence.

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 § 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 or error.

Auditor's Responsibilities

Our objective is to obtain reasonable assurance about whether the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the remuneration report and to express an opinion thereon in an auditor's report.

We planned and performed our audit to determine, through comparison of the disclosures made in the remuneration report with the disclosures required by § 162 Abs. 1 and 2 AktG, the formal completeness of the remuneration report . In accordance with § 162 Abs 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.

Stuttgart, March 28, 2023

**PricewaterhouseCoopers GmbH
Wirtschaftsprüfungsgesellschaft**

Andrea Ehrenmann
Wirtschaftsprüferin
(German Public Auditor)

ppa. Birgit Pflumm
Wirtschaftsprüferin
(German Public Auditor)