

## Information on agenda item 7

Description of the remuneration system for the members of the Supervisory Board

The remuneration system for the members of the Supervisory Board is regulated conclusively in Article 13 of the Company's Articles of Association; the wording of the provision in the Articles of Association is as follows:

### § 13 Remuneration

(1) The members of the Supervisory Board shall receive a fixed annual remuneration payable at the end of the respective financial year. It amounts to EUR 50,000.00 for each individual member. This remuneration increases to EUR 75,000.00 for the Chairman and EUR 55,000.00 for the Deputy Chairman. In addition, each member of the Supervisory Board receives a performance-related remuneration payable after the adoption or approval of the annual and consolidated financial statements, which amounts to 0.15% of the assessment basis per financial year. The basis of assessment is the respective consolidated net profit for the year after minority interests, but before deduction of the performance-related remuneration for the Supervisory Board. If the assessment basis is negative, it is carried forward to the next year and offset against positive amounts. The total annual remuneration for the individual member is limited to twice the amount of the fixed annual remuneration payable in accordance with sentences 2 and 3 and para. 2.

(2) In the event that the Supervisory Board forms committees, the members of the Supervisory Board shall additionally receive a further fixed annual remuneration of EUR 3,000.00 for each office in a committee that meets at least once a year. This remuneration amounts to EUR 5,000.00 for the chairmen of the committees.

(3) Supervisory Board members who have only belonged to the Supervisory Board or a committee for part of the financial year shall receive pro rata remuneration for each month or part thereof of their activity. The Company shall reimburse the members of the Supervisory Board for reasonable expenses incurred in the exercise of their office, including training costs and any value added tax payable on the remuneration and reimbursement of expenses.

(4) The Company shall include the activities of the members of the Supervisory Board in the cover provided by a financial loss liability insurance policy it has taken out. The premiums for this are paid by the Company.

### Organisation of the remuneration system for the Supervisory Board

The system for the remuneration of Supervisory Board members of GESCO SE behind the provision in the Articles of Association is as follows, applying Section 87a para. 1 sentence 2 AktG mutatis mutandis:

The Supervisory Board remuneration consists of a fixed remuneration component and a variable remuneration component. The fixed remuneration component for each individual member amounts to EUR 50,000.00; in accordance with the recommendation in Section G.17 of GCGC 2022, this amount is increased to EUR 75,000.00 for the Chairman and EUR 55,000.00 for the Deputy Chairman. The weighting of the fixed remuneration strengthens the

neutral and objective advisory and monitoring function of the Supervisory Board and balances out the predominantly variable remuneration of the Executive Board. This strengthened objective advisory and monitoring function promotes the business strategy of GESCO SE and contributes to the long-term and sustainable development of the Company. The low additional remuneration for the Deputy Chairman is justified by the fact that in the constellation of a non-co-determined four-member Supervisory Board, the Deputy Chairman only has a limited amount of additional work compared to the other members.

Members of Supervisory Board committees receive additional fixed annual remuneration of EUR 3,000.00 for each committee position, provided that the committee meets at least once a year. For committee chairs, this remuneration increases to EUR 5,000.00 in accordance with the recommendation in Section G.17 of the GCGC 2022.

In line with the basic entrepreneurial concept of GESCO SE's business model, Supervisory Board remuneration also includes a variable remuneration component. This amounts to 0.15 % of the respective Group net income after minority interest, but before deduction of the performance-related remuneration for the Supervisory Board. If the assessment basis is negative, it is carried forward to the next year and offset against positive amounts, which is intended to ensure that the variable remuneration is paid over several years. In this way, the remuneration contributes to the realisation of the business strategy and promotes the long-term development of GESCO SE and GESCO Group. The remuneration system does not provide for the possibility of reclaiming all or part of the variable remuneration component.

The total annual remuneration for the individual member is limited to twice the amount of the fixed annual remuneration. Any additional remuneration for committee work is taken into account in the calculation. Taking the Audit Committee into account, this currently results in a possible maximum remuneration of EUR 106,000.00 (ordinary committee member) or EUR 110,000.00 (committee chairman) for the ordinary member; for the Chairman of the Supervisory Board, the possible maximum amount is EUR 156,000.00 (ordinary committee member) or EUR 160,000.00 (committee chairman) and for the Deputy Chairman of the Supervisory Board EUR 116,000.00 (ordinary committee member) or EUR 120,000.00 (committee chairman). In this case, the relative share of fixed remuneration and variable remuneration in total remuneration is 50% each.

A separate attendance fee is not provided for. The corresponding time spent by the Supervisory Board members is adequately covered by the fixed remuneration overall, meaning that a separate attendance fee is not required.

The annual fixed remuneration is payable after the end of the financial year, the variable remuneration after the adoption or approval of the annual and consolidated financial statements. Supervisory Board members who only belong to the Supervisory Board for part of a financial year do not receive the full annual remuneration, but rather a pro rata amount for each month or part month of their activity. This rule applies equally to activities on the full Supervisory Board and any committee activities. In addition to the remuneration components, the Company reimburses the Supervisory Board members for reasonable expenses incurred in the exercise of their office, including their training costs and any value added tax payable on the remuneration and reimbursement of expenses. In addition, the proposed provision in the Articles of Association stipulates that the activities of the members of the Supervisory Board are to be included in the cover provided by a D&O insurance policy taken out by the Company.

However, this only applies if such insurance actually exists. This is currently the case at the Company. The premiums for this are paid by the Company.

The remuneration of the Supervisory Board is set out in Article 13 of the Company's Articles of Association. Any amendment to this provision of the Articles of Association requires a resolution by the Annual General Meeting. The resolution of the Annual General Meeting is based on a proposed resolution submitted to the Annual General Meeting by the Supervisory Board and the Executive Board. This proposal is prepared by the Supervisory Board. The Supervisory Board regularly reviews whether the remuneration of its members is commensurate with their duties and the situation of the Company. To this end, the Supervisory Board carries out a so-called horizontal market comparison. The Supervisory Board may seek advice from an external independent expert. Due to the special nature of Supervisory Board remuneration, which is granted for activities that are fundamentally different from the activities of employees of GESCO SE and GESCO Group, a vertical comparison with employee remuneration cannot be considered when reviewing and determining remuneration. It is in the nature of things that the members of the Supervisory Board are involved in reviewing and organising the remuneration system that applies to them. The law takes account of any conflicts of interest that may arise by reserving the final decision on the structure of the remuneration system for the Annual General Meeting and requiring a resolution proposal from both the Supervisory Board and the Executive Board.

Depending on the result of the comparative analysis and the assessment by the Supervisory Board, the Supervisory Board and the Executive Board can submit a proposal to the Annual General Meeting to adjust the remuneration of the Supervisory Board. Irrespective of this, the Annual General Meeting decides on the remuneration of the Supervisory Board, including the underlying remuneration system, at least every four years in accordance with Section 113 (3) AktG. A resolution confirming the remuneration is also possible. If the Annual General Meeting does not approve the remuneration system, a revised remuneration system will be submitted to it for resolution at the following Annual General Meeting at the latest.