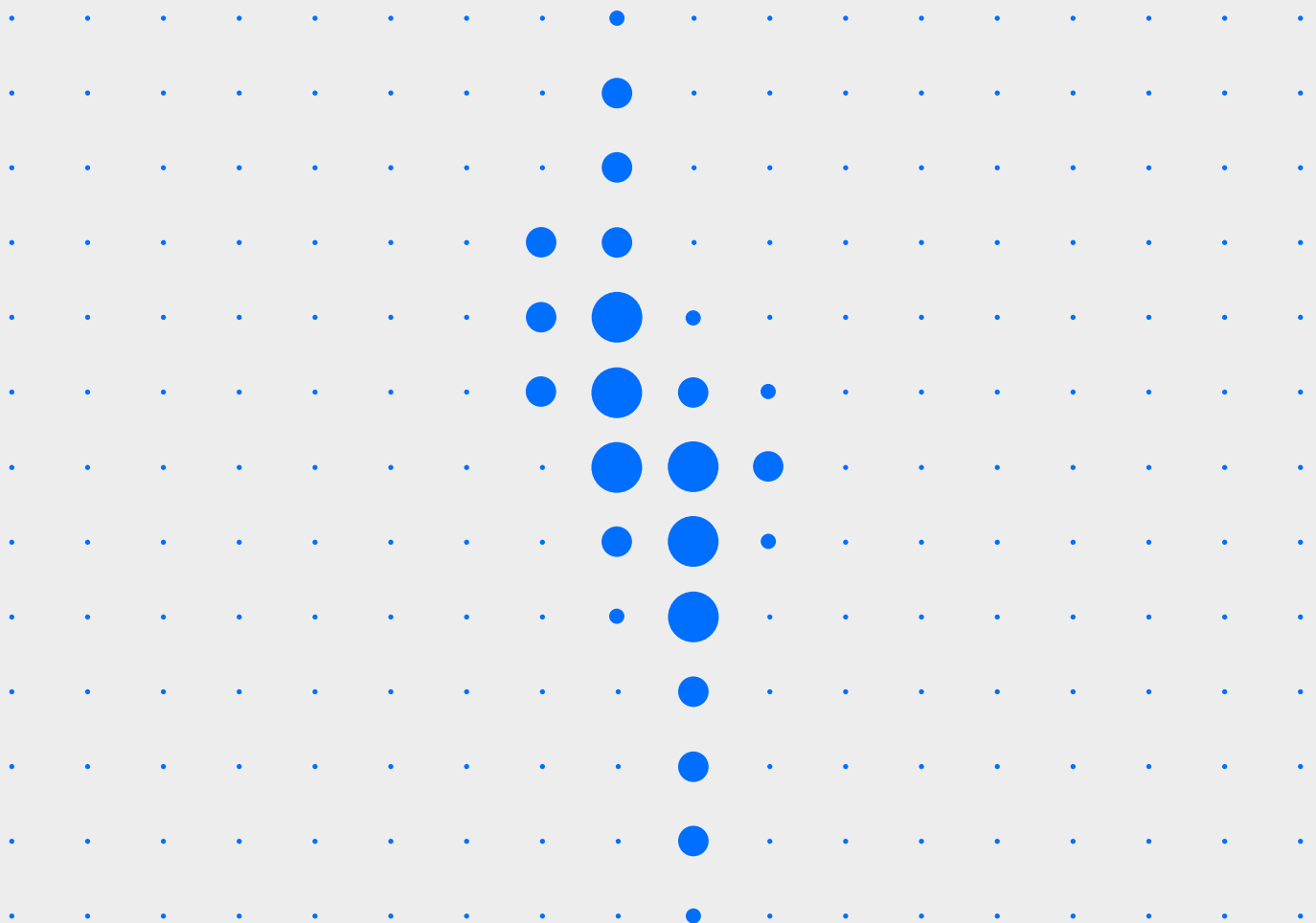


# Remuneration Report 2021

including the independent auditor's report on the audit of the remuneration report pursuant to Section 162 (3) of the German Stock Corporation Act (AktG)



# Remuneration Report

The Remuneration Report explains the remuneration of the members of the Board of Management and Supervisory Board of technotrans SE. In terms of its content the Remuneration Report is based in particular on the recommendations of the German Corporate Governance Code (the “Code”) and the statutory requirements of the German Commercial Code (HGB) and German Stock Corporation Act (AktG).

Pursuant to Section 162 AktG, the company reports on the remuneration granted to and accrued by the members of the Board of Management and Supervisory Board in the 2021 financial year. The principles applied from the remuneration systems for the 2021 financial year are also presented.

Further particulars of the remuneration of governing bodies of technotrans SE can be found in the Notes to the Consolidated Financial Statements and in the Notes section of the annual financial statements of technotrans SE.

The annual preparation of the Remuneration Report in accordance with Section 162 AktG is the responsibility of the Board of Management and Supervisory Board. The Remuneration Report and the Independent Auditor’s Report on the formal audit conducted can be accessed on the website of technotrans SE at <https://www.technotrans.com/company/corporate-governance/remuneration-board-of-management-supervisory-board>.

## Remuneration of the Board of Management

### Resolution of the Annual General Meeting

Pursuant to Section 120a (1) AktG in the version in force since January 1, 2020, after the entry into force of the Shareholder Rights Directive Implementation Act (ARUG II) dated December 12, 2019, the Annual General Meeting of a listed company is to decide on the approval of the remuneration system for the Board of Management members each time the system undergoes material changes, but at least every four years.

On February 2, 2021 the Supervisory Board resolved a new remuneration system for the Board of Management members that meets the requirements of ARUG II and takes account of the recommendations of the Code.

The Supervisory Board presented the remuneration system of the Board of Management described below to the Annual General Meeting on May 7, 2021 under agenda item 6, for its approval.

The Annual General Meeting approved this remuneration system by a majority of 83.18 %.

### Fundamentals of the Board of Management remuneration system

The aim of the remuneration system for the Board of Management agreed by the Supervisory Board of technotrans SE in February 2021 is to remunerate the individual Board of Management members appropriately in line with their duties and areas of responsibility and to reflect the performance of each Board of Management member as well as the success of the company as a whole. It seeks to incentivise a sustainable increase in the corporate value of technotrans SE and successful, performance-led corporate governance. It also aims to support attainment of the corporate targets through the defined parameters. The Board of Management remuneration system thus contributes to the promotion of the evolved Group strategy Future Ready 2025. Under the umbrella brand technotrans, the Group aims to further increase profitability and revenue in the coming years, with particular focus on four target markets. The strategic goals of the company constitute the basis on which the performance criteria for the variable remuneration are selected. In accordance with the interests of technotrans SE's stakeholders in long-term, sustainable corporate development, the company has set itself both financial and non-financial goals. For the financial goals, the Supervisory Board looked to the principal earnings indicators of technotrans SE, consolidated EBIT determined in accordance with the International Finance Reporting Standards (IFRS) and return on capital employed (ROCE), and drew up target agreements for these for the Board of Management. The target agreements are sub-divided into short-term and long-term targets. There are also three short-term non-financial goals, each of which is defined based on the categories individual performance, collective performance and stakeholders/ESG (environmental, social, governance). By considering ESG criteria, sustainable corporate development is also assured in terms of environmental aspects and social matters.

To that end, the contractually embedded remuneration system of the Board of Management uses a variety of parameters, including the size of technotrans SE and the technotrans Group, the economic environment in both regional and competitive terms, the complexity of the Board of Management activities and the current economic position of the company and its subsidiaries, as well as the performance of the overall Board of Management and the experience and performance of the individual Board member. To take appropriate account of these factors, the remuneration policy is continuously examined by the Supervisory Board.

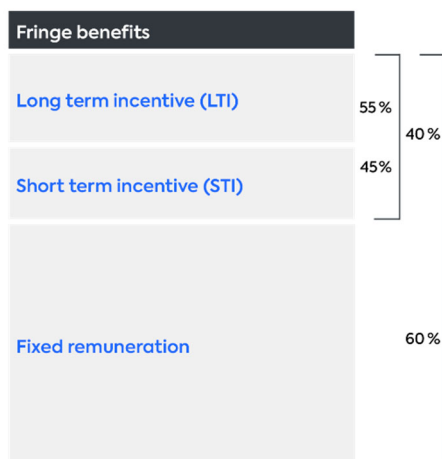
The remuneration of the Board of Management members comprises the following elements:

- \_ Fixed remuneration that is assessed for the full business year and is payable pro rata monthly,
- \_ Variable, performance-related remuneration that comprises:
  - a short-term, variable remuneration component (short term incentive – STI) that is linked to an EBIT target and is modified by attainment of individual, collective and ESG targets (environmental, social, responsible corporate governance criteria), and
  - a long-term, variable remuneration component (long term incentive – LTI) based on an ROCE target, as well as
  - fringe benefits, in particular a company car, accident and D&O insurance cover, as well as contributions to the personal pension scheme (up to € 30,000.00 p.a.) of the individual Board of Management member.

## Remuneration Report

The precise objectives for the individual Board of Management members for the short-term and long-term remuneration components are fixed on the basis of resolutions by the whole Supervisory Board in target agreements reached between the company, represented by the Supervisory Board Chair, and the respective Board of Management member.

### Board of Management remuneration components



For full target attainment, disregarding the fringe benefits the split between fixed remuneration and variable remuneration is 60:40. The split between short-term and long-term performance-related pay where targets are fully attained is the ratio of 45:55. Depending on the actual level of attainment of personal targets and the attainment of targets for financial ratios, there may naturally be departures from these splits.

The following aspects in particular were heeded in determining the composition of the target remuneration for the Board of Management:

- The fixed remuneration is a central component of Board of Management remuneration. Its level in each case reflects the areas of responsibility and duties of the individual Board of Management members. When the target remuneration is achieved, it should still exhibit a ratio of 60:40 to variable remuneration and constitute over half of all remuneration components, including fringe benefits.
- In the case of variable remuneration, which provides additional incentives that depend on the overall success of the company and rewards individual performance, the balance is skewed towards long-term performance-related pay in preference to short-term performance-related remuneration components. The aim here is to reinforce long-term sustainable corporate development. This also reflects the Group strategy for the coming years. The short-term performance-related remuneration components consider both the success of the company and individual targets of the recipient, for example by way of incentivising outstanding success in one-off projects. It is also possible to specify targets that support sustainability and ESG aspects.

## Combined Management Report

- In addition to fixed remuneration and variable remuneration the Board of Management members receive fringe benefits that are of secondary monetary importance compared with the other remuneration components. They are granted independently of performance and are intended to usefully complement the other remuneration components.
- For the individual level of Board of Management remuneration, a differentiated view is taken for each Board of Management member depending on their task area and function.

The Supervisory Board has called upon outside support in developing the remuneration model. Information on the remuneration level of the workforce and on remuneration of management boards in the market environment was also obtained.

Target-remuneration for the financial year 2021 (remuneration component)	Michael Finger Speaker of the Board of Man.	Peter Hirsch Member of the Board of Man.	Dirk Engel Member of the Board of Man. (until 07/31/2021)	Hendrik Niestert Member of the Board of Man. (until 01/31/2021)
Fixed remuneration	270,000 €	225,000 €	149,333 €	12,500 €
Short-term-incentive (STI)	80,000 €	67,000 €	-	-
Long-term-incentive (LTI)	100,000 €	83,000 €	-	-
Retirement benefits (defined contribution plans)	30,000 €	30,000 €	15,000 €	-
Sustainability oriented bonus - based on previous contracts -	-	-	110,800 €	8,000 €
<b>Total</b>	<b>480,000 €</b>	<b>405,000 €</b>	<b>275,133 €</b>	<b>20,500 €</b>

The target remuneration shown includes the variable remuneration components with 100 % target attainment. The long-term variable remuneration component (LTI) refers here to the amount to be paid out in each case for the financial year upon attainment of the long-term financial interim target, so that the actual level of this remuneration component can only be determined from the Board of Management's perspective after the end of the performance period (2022 to 2026) because of the obligation to invest this amount in shares in the company.

### Pension scheme

The pension scheme is part of the fixed remuneration and represents an important fundamental of corporate policy because it offers Board of Management members a corresponding level of pension even in retirement; this increases the attractiveness of the company to potential Board of Management members. The retirement benefits for Board of Management members are provided from a defined contribution pension scheme. The expense of the defined contribution pension scheme for the Board of Management members amounted to € 75 thousand in the 2021 financial year (previous year: € 120 thousand).

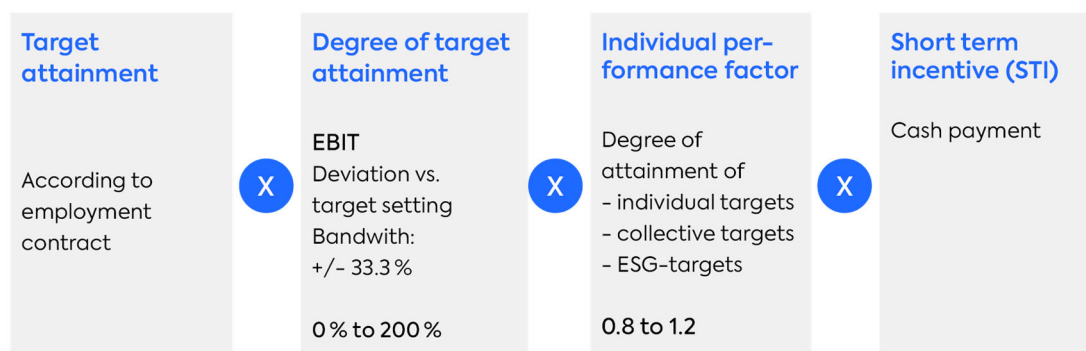
# Remuneration Report

## Setting target attainment for variable remuneration

For the remuneration system of the Board of Management, two fundamentally distinct target-setting approaches are adopted:

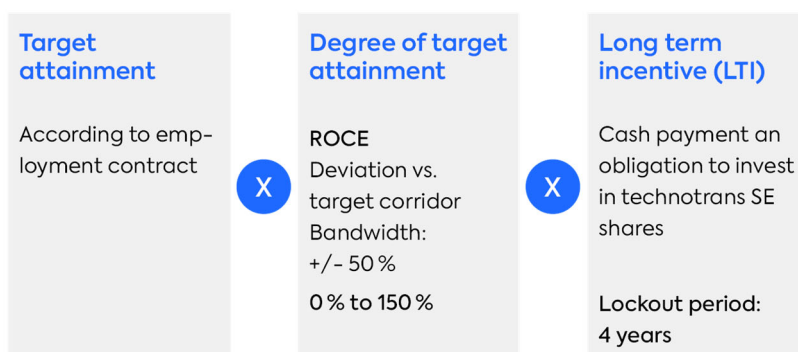
- For short-term variable remuneration (STI), the starting point is annual target-setting based on the EBIT amount in €. Every 1 % above or below the target amount results in a 3 % decrease/increase in the target amount with the result that a negative target difference of more than 33.33 % means the remuneration component lapses altogether, and a positive target difference of more than 33.33 % (equivalent to a doubling of the target amount) leads to no further increase in the remuneration component. The annually fixed personal targets, collective targets and ESG targets act as modifiers. Depending on how far these targets are deemed to have been attained, the target amount from the EBIT achieved is multiplied by 0.8 to 1.2. The targets are set annually between the Board of Management member and the Supervisory Board. Target attainment is established by the Supervisory Board after the end of the financial year, for example by reference to the financial ratios determined. The amount earned falls due and is payable at the end of the month in which the Supervisory Board approves the annual and Consolidated Financial Statements for the respective preceding year.

### Calculation of short term incentive



- Long-term variable remuneration is determined based on a planning-oriented ROCE target. The ROCE target is set with a +/- range of 1.5% points. Attainment of the lower limit (-1.5 % points ROCE compared with ROCE target) corresponds to falling short by -50 %, and attainment of the upper limit (+1.5 % ROCE compared with ROCE target) to exceeding the target by +50 %. If the ROCE figure achieved is below this range the remuneration component lapses, and if the range is exceeded there is no further increase in the remuneration component. The amount assessed from target attainment is payable after the relevant financial statements for the financial year in question have been established/approved. The Board of Management member is then to invest the paid-out amount in shares in the company within three months; these must be held for at least four years, after which they may then be freely sold in accordance with the statutory provisions. The company/Group does not share in the opportunities or risks from the development in value of the shares acquired by the individual Board of Management member.

## Calculation of long term incentive



The performance criteria and set targets for 2021 as well as the degree of target attainment are shown in the following table. This refers to the remuneration granted for the year 2021, which is paid out in the following year 2022. Payable at the end of the month in which the Supervisory Board approves the annual and Consolidated Financial Statements.

## Presentation of the performance criteria for remuneration in the 2021 financial year

### 1. Short term incentive (STI)

	performance criterion	targets 2021	IST-Wert GJ 2021	level of achievement
Michael Finger	EBIT-amount in k€	10,630	11,029	111 %
	individual target	production	achieved	
	collective target	team	achieved	Modifier of 1,2
	collective ESG-Target	enviroment	achieved	
Peter Hirsch	EBIT-amount in k€	10,630	11,029	111 %
	individual target	production	achieved	
	collective target	team	achieved	Modifier of 1,2
	collective ESG-Target	enviroment	achieved	

### 2. Long term incentive (LTI)

	performance criterion	targets 2021	IST-Wert GJ 2021	level of achievement
Michael Finger	ROCE in %	12.1 %	12.5 %	113 %
Peter Hirsch	ROCE in %	12.1 %	12.5 %	113 %

The individual and collective targets are qualitative targets. The brand target includes the introduction of the umbrella brand technotrans, the production target includes the optimisation of the manufacturing structure of a German production location, the team target addresses cooperation within the Board of Management and the ESG category reflects the Group's carbon footprint.

## Remuneration Report

### Maximum remuneration

Taking all remuneration components into account, the Supervisory Board has specified a remuneration structure for each individual Board of Management member that reflects their specific duties. The maximum remuneration for Mr Finger is set at € 850 thousand and for Mr Hirsch at € 650 thousand. This figure refers to the entitlements accrued during a calendar year, not to the payments actually made. If the cap is arithmetically exceeded, entitlements of the Board of Management member lapse (in whole or part) initially in respect of the short-term portion of the variable remuneration, and then if necessary in respect of the fixed remuneration. These amounts lapse without replacement, but only down to the point where the maximum remuneration is reached.

Mr Finger was granted total remuneration of € 547 thousand in 2021 and Mr Hirsch was granted total remuneration of € 456 thousand. The maximum remuneration totalling € 850 thousand for Mr Finger and € 650 thousand for Mr Hirsch was not achieved in the 2021 financial year. The reference figure remuneration granted comprises all remuneration entitlements acquired by Board of Management members in 2021: the fixed remuneration, pension scheme, other fringe benefits as well as the short-term and long-term variable remuneration, which is not paid out until the following year of 2022.

### Deferral periods and scope for clawback

As referred to above, deferral periods apply in respect of the sale of the shares acquired based on the long-term variable remuneration. The sale of these shares is only permissible after four years have elapsed.

In addition, the Board of Management employment contracts contain provisions under which, for material derelictions of duty, breaches of contractual obligations or breached of material principles of action, remuneration granted but not yet paid out for the financial year in which the breach occurs may be reduced in part or whole to zero (penalty). In addition, there is contractual scope under which variable remuneration components (STI and LTI) that have already been paid out can be clawed back.

There is also scope for clawback if the variable remuneration was incorrectly calculated due to defective Consolidated Financial Statements and corrected, audited company financial statements indicate a different payout amount.

### Share-based remuneration

As already indicated, remuneration components are not paid out in the form of shares. However the amount of long-term variable remuneration calculated according to the above principles and paid out must be – demonstrably – invested by the Board of Management member in question in shares in the company. These shares must be held by the Board of Management member for at least four years. The Board of Management member may thereafter dispose freely of the shares, subject to the statutory provisions. We refer in this connection to the further disclosures made in the Notes.

Under their contractual agreements Mr Finger and Mr Hirsch have undertaken to invest half of the variable sustainability-oriented management bonus for the previous year of 2020 (net amount after deduction of taxes) in shares in technotrans SE. This remuneration component was paid out in 2021. Mr Finger received a management bonus of € 55 thousand gross and acquired 1,000 shares. Mr Hirsch received a management bonus of € 82 thousand and acquired 838 shares. The former Board of Management member Mr Engel received a management bonus of € 120 thousand gross for 2020 as well



## Combined Management Report

as a management bonus of € 111 thousand gross for 2021 and acquired 2,600 shares. The former Board of Management member Mr Niestert received a management bonus of € 63 thousand gross for 2020 and a management bonus of € 8 thousand gross for 2021 and acquired 700 shares.

The contractual agreement for the 2020 management bonus differs from the current arrangements under the employment contracts for the LTI. In essence the Board of Management members have contractually undertaken to hold these shares for at least two years after acquisition.

### Remuneration-based transactions and their termination

The Board of Management remuneration system is implemented through corresponding agreements with the individual Board of Management members in their employment contracts, in addition to the target agreements and the Supervisory Board's findings on attainment of the respective targets.

For this purpose the fundamental term of the corresponding remuneration arrangements in the employment contracts corresponds to the term of the contracts or the term of office.

The contract with Mr Finger runs until December 31, 2023.

The contract with Mr Hirsch runs until December 31, 2022.

The contract with Mr Engel, which was still concluded on the basis of the previous remuneration system, ended on July 31, 2021.

The contract with Mr Niestert, which was equally concluded based on the previous remuneration system, ended on January 31, 2021.

However it is possible to adjust the remuneration agreements by mutual agreement within the respective periods, for example to reflect changes in the law. The Board of Management employment contracts with Mr Hirsch and Mr Finger were thus recently adjusted with an eye to implementing the new remuneration system described above.

There is also scope for terminating the employment contracts for cause.

The contracts do not envisage pension or early retirement arrangements under the current remuneration system.

### Special arrangements for the termination of Board of Management mandates

The Board of Management employment contracts have fixed terms but may be terminated for cause. If the employment contract is ended by termination for cause, all entitlements to payment of variable remuneration lapse where they were not already due and payable at the time that termination takes effect. If appointment as a member of the Board of Management is revoked and the company does not give effective notice to terminate the contract for cause, the continuing entitlements for the remainder of the term are replaced with an entitlement to a one-off severance payment (severance payment cap). The severance payment amounts to no more than the total remuneration actually accrued by the Board of Management member in the past financial year. Special arrangements apply in cases where the Board of Management member has not yet completed a full financial year in office or the remaining term of the Board of Management employment contract is less than one year.

## Remuneration Report

Equally, special arrangements are agreed with the Board of Management members if the appointment is revoked due to illness or being prevented from carrying out duties due to other reasons.

The above special arrangements were not used in the 2021 financial year.

### Determination of the remuneration system and individual remuneration of Board of Management members

The Board of Management remuneration system is determined by the Supervisory Board based on the proposal of the Personnel Committee.

Equally, the features and level of the remuneration of individual Board of Management members are determined by the Supervisory Board – on the proposal of the Personnel Committee – in individual contracts with the Board of Management members and through target agreements.

The Supervisory Board reviews the remuneration system and individual contractual agreements on a regular basis. The Supervisory Board will call on remuneration consultants or legal advisors for support to the extent that it deems necessary. The Supervisory Board has drawn on relevant outside expertise in determining the current remuneration of the Board of Management. Where data from the company is required, e.g. with regard to the financial ratios or employee remuneration, the information in question is prepared and presented to the Supervisory Board by the Board of Management.

Where conflicts of interest arise, they are to be disclosed in accordance with the fundamental requirements for the Board of Management and Supervisory Board. No such conflicts can currently be identified with regard to how the remuneration system, the individual Board of Management employment contracts and the target agreements are determined. The general supervisory duties of the Supervisory Board include reviewing any risks and responding where conflicts arise.

## Combined Management Report

### Granted remuneration of the Board of Management members

The members of the Board of Management received the following remuneration in the past financial year (figures in €k):

	Michael Finger		Peter Hirsch		Dirk Engel (until 07/31/2021)		Hendirk Niestert (until 01/31/2021)		Total
	Granted	Share	Granted	Share	Granted	Share	Granted	Share	
<b>Fixed remuneration 2021</b>	270	49 %	225	49 %	149	52 %	13	59 %	657
<b>Short-term incentive (STI) 2021</b>	107	20 %	89	20 %	0	0 %	0	0 %	196
<b>Long-term incentive (LTI) 2021</b>	113	21 %	94	21 %	0	0 %	0	0 %	207
<b>Bonus based on the old management contract</b>	0	0 %	0	0 %	111	39 %	8	36 %	119
<b>Pension (defined contribution plans)</b>	30	5 %	30	7 %	15	5 %	0	0 %	75
<b>Fringe benefits 2021</b>	27	5 %	18	4 %	11	4 %	1	5 %	57
<b>Total remuneration</b>	547	100 %	456	100 %	286	100 %	22	100 %	1,311
<b>Total remuneration 2020</b>	231	100 %	288	100 %	366	100 %	229	100 %	1,114
<b>Total remuneration 2019</b>	-	-	244	100 %	297	100 %	187	100 %	728
<b>Total remuneration 2018</b>	-	-	96	100 %	437	100 %	196	100 %	729
<b>Total remuneration 2017</b>	-	-	-	-	432	-	-	-	432

	Michael Finger		Peter Hirsch		Dirk Engel (until 07/31/2021)		Hendirk Niestert (until 01/31/2021)		Total
	Paid	Share	Paid	Share	Paid	Share	Paid	Share	
<b>Fixed remuneration 2021</b>	270	71 %	225	63 %	149	37 %	13	15 %	657
<b>Short-term incentive (STI) 2021</b>	0	0 %	0	0 %	0	0 %	0	0 %	-
<b>Long-term incentive (LTI) 2021</b>	0	0 %	0	0 %	0	0 %	0	0 %	-
<b>Bonus 2021 (old management contract)</b>	0	0 %	0	0 %	111	27 %	8	9 %	119
<b>Bonus 2020 (old management contract)</b>	55	14 %	82	23 %	120	30 %	63	74 %	320
<b>Pension (defined contribution plans)</b>	30	8 %	30	8 %	15	4 %	0	0 %	75
<b>Fringe benefits 2021</b>	27	7 %	18	5 %	11	3 %	1	1 %	57
<b>Total remuneration</b>	382	100 %	355	100 %	406	100 %	85	100 %	1,228

The remuneration of Mr Finger in the 2020 financial year relates to the period May 1 to December 31.

In view of the chronology for preparing the Consolidated Financial Statements, for purposes of calculating the reportable Board of Management remuneration, preliminary interim values applying a ROCE of 12.7 % (= 120 % target attainment) and an EBIT figure of € 11,180 thousand (= 116 % target attainment) were assumed. The STI and LTI remuneration commented on in this report is based on the final EBIT figure of € 11,030 thousand and a ROCE of 12.5 %. Use of the final indicators for the reporting of the short term and long term incentive programme would have led to a reduction in the personnel expenses of € 20 thousand (Mr Finger € 11 thousand and Mr Hirsch € 9 thousand).

# Remuneration Report

## Development of average remuneration of technotrans SE employees

Financial Year	Group-EBIT	Average employee remuneration (paid)
2021	11,030	49
2020	6,780	47

The basis of comparison is the average remuneration (accrued) of technotrans SE employees in full-time employment. No further remuneration components (other than provision of a company car also available for private use, as well as accident and D&O insurance cover) were granted to the Board of Management members.

The remuneration granted comprises the contractually agreed remuneration components that the Board of Management member acquired through their work performance in the 2021 financial year. Pursuant to Section 162 (1) second sentence No. 1 AktG, remuneration is reported in the financial year in which the activity underlying the remuneration was performed in full (interpretation 2 pursuant to IDW definition "IDW 2021, Questions and Answers: Preparation of a Remuneration Report pursuant to Section 162 AktG"). The personnel expenses reported in the Consolidated Financial Statements for Board of Management remuneration (including expense under IFRS 2) amount to € 1,356 thousand (previous year € 1,114 thousand) and differ from the remuneration granted as stated here due to application of IFRS 2. The remuneration paid comprises the remuneration paid out to the Board of Management in 2021, notwithstanding the year to which the work performance related.

## Year-on-year comparison of Board of Management remuneration granted in 2021 financial year

Member of the Board of Management	Change in total remuneration (paid) 2021 compared with previous year 2020
Michael Finger	137 %
Peter Hirsch	58 %
Dirk Engel (until July 31, 2021)	-22 %
Hendirk Niestert (until January 31, 2021)	-90 %

Development of Earnings	Change compared with previous year
<b>EBIT</b>	63 %

Average remuneration of full-time-employees	Change compared with previous year
Employee of the company	4 %

The change figures for Michael Finger, Dirk Engel and Hendirk Niestert are distorted as a result of their in-year entry or exit.

## Clawback of variable remuneration

The option to claw back variable remuneration had not been exercised in the 2021 financial year, in the previous year or in the year in progress up to the time of preparing the Remuneration Report.

## Departures from the remuneration system of the Board of Management

## Combined Management Report

There were no departures from the remuneration system of the Board of Management in the 2021 financial year.

### [Notes to the Consolidated Financial Statements and annual financial statements of technotrans SE](#)

We refer to the further explanations in the Notes to the Consolidated Financial Statements and annual financial statements of technotrans SE. The terms of the LTI satisfy the criteria of IFRS 2 on share-based payment transactions. The amounts recognised for such share-based payment transactions in the Consolidated Financial Statements are based on a mathematical model and are not comparable to the remuneration granted or accrued as presented in this Remuneration Report for reasons that are specific to IFRS 2.

### [Remuneration of the Supervisory Board](#)

#### [Resolution of the Annual General Meeting](#)

Pursuant to Section 113 (3) AktG in the version in force since January 1, 2020, the Annual General Meeting of a listed company must decide on the remuneration as well as the remuneration system for the members of the Supervisory Board at least every four years. The initial resolution is to be passed by the end of the first Annual General Meeting after December 31, 2020.

The remuneration arrangements for the members of the Supervisory Board of technotrans SE have been thoroughly revised on the basis of a corresponding resolution of the Annual General Meeting on May 20, 2020. The provisions of the amended German Corporate Governance Code 2019 and the requirements of ARUG II were also taken into account here. The arrangements on the remuneration of the Supervisory Board are set forth in Article 17 of the Articles of Association of technotrans SE.

The Board of Management and Supervisory Board presented the remuneration system of the Supervisory Board described below to the Annual General Meeting on May 7, 2021 under agenda item 7 for its approval.

The Annual General Meeting approved this remuneration system by a majority of 96.60 percent.

#### [Basic features, goals and components of the remuneration system for the Supervisory Board](#)

The Supervisory Board of technotrans SE oversees and advises the Board of Management of the company and is closely involved in core operational and strategic matters of corporate governance. For it to act effectively as a governing body, the Supervisory Board needs to meet its adopted skills profile and composition objectives to the best possible degree. The Supervisory Board remuneration also plays a significant role in this. According to Principle 24 of the current German Corporate Governance Code, it should be commensurate with the duties of the Supervisory Board members and the situation of the company, while also ensuring that the Supervisory Board is attractive for suitable candidates. In light of this, at the proposal of the management the Annual General Meeting in 2020 resolved a thorough review of the Supervisory Board remuneration system by amending Article 17 of the Articles of Association.

In accordance with the suggestion of the Code in item G.18 first sentence and taking up the recommendation of many investors and voting rights consultants, the Supervisory Board remuneration at technotrans SE consists exclusively of fixed remuneration.

## Remuneration Report

No variable remuneration is granted. However pursuant to Article 17 (5) of the Articles of Association the Annual General Meeting may resolve it, while setting a maximum remuneration for the Supervisory Board members.

Again following the recommendation in item G.17 of the current Code, the remuneration of the Supervisory Board members comprises basic remuneration combined with attendance fees and supplements for particular functions. This is in line with the function of the board as an independent advisory and supervisory body. This fixed remuneration guarantees the basis and incentive for the Supervisory Board to continuously supervise and perform its duties in the interests of the company, without making this dependent on external factors or specific economic developments of the technotrans Group.

### Procedure for determining, reviewing and implementing the remuneration system

The Annual General Meeting will resolve the remuneration of the Supervisory Board members at least every four years on the proposal of the Board of Management and Supervisory Board pursuant to Section 113 (3) first sentence AktG as amended. The Annual General Meeting can then either merely confirm the remuneration of the Supervisory Board or amend the provisions of the Articles of Association on the Supervisory Board remuneration.

The remuneration of the Supervisory Board of technotrans SE is currently regulated by corresponding resolutions of the Annual General Meeting in 2021 in Article 17 of the Articles of Association.

### Overview of the individual components of Supervisory Board remuneration

As described below, the remuneration of Supervisory Board members comprises basic remuneration and supplements for particular functions. This combination is intended to take appropriate consideration of the individual duties of the Supervisory Board members.

#### a. Basic remuneration

The annual basic remuneration for a Supervisory Board member is € 30,000.

#### b. Function supplements

The function supplements determined in the Articles of Association reflect the particular responsibility and increased amount of time required for individual functions, and simultaneously implements the recommendation in item G.17 of the Code.

##### (1) Supervisory Board Chair and Deputy

The annual function supplement for the Supervisory Board Chair is 100% and for the Deputy 50% of the basic remuneration. This reflects the prominent position of the Supervisory Board Chair as the point of contact for the Board of Management. The Chair moreover has the specific task of coordinating the Supervisory Board's work. The Supervisory Board Chair is supported substantially in this by the Deputy.

##### (2) Committee members

The members of the Audit Committee receive a function supplement in the amount of € 7,500 in a reflection of the special function and duties of that committee. A function supplement of € 5,000 is envisaged for membership of other committees.

##### (3) Committee chairs

The committee chairs in each case receive double the amount that an ordinary committee member receives, in a reflection of the special duties their committee work entails.

### c. Attendance fees

In addition to the remuneration described above, the Supervisory Board members receive attendance fees for Supervisory Board meetings in the amount of € 1,500 per meeting. Members of committees receive an attendance fee of € 500 for committee meetings. The committee chair receives € 1,000 for committee meetings. If a Supervisory Board member takes part in multiple meetings on one day, they are entitled to only one attendance fee.

No further remuneration components are granted.

### Cap

The remuneration of members of the Supervisory Board currently comprises exclusively fixed components. There is consequently no need to specify a maximum total remuneration for the members of the Supervisory Board.

### Due date

The remuneration is due and payable after the end of the Annual General Meeting that gives discharge of the Supervisory Board members for the respective preceding financial year (Article 17 (4) of Articles of Association).

### Pro rata membership

Supervisory Board members who have belonged to the Supervisory Board for only part of the financial year receive the Supervisory Board remuneration pro rata temporis in accordance with their period of office (Article 17 (6) of the Articles of Association).

### Reimbursement of expenses

The company reimburses members of the Supervisory Board for expenses incurred in the course of exercising their office as well as for any VAT due on the remuneration and reimbursed expenses (Article 17 (7) of Articles of Association).

### D&O insurance

An additional fringe benefits component is defrayal of the arithmetical per capita share of the third party financial loss insurance (D&O policy) taken out by the company, in which the Supervisory Board members are included (Section 17 (8) of Articles of Association).

### Remuneration-based transactions

No remuneration-based transactions according to Section 87a (1) second sentence No. 8 AktG are concluded between the company and the members of the Supervisory Board.

### Granted and accrued remuneration of the Supervisory Board members in detail

The remuneration of the individual members of the Supervisory Board was as follows for the 2021 financial year. The variable remuneration is based on the former provision in the Articles of Association up until May 31, 2020 and was granted for the year 2020 and paid out in the year 2021 on the basis of a resolution of the Annual General Meeting.

## Remuneration Report

### Remunerations granted to the members of the Supervisory Board in financial years 2021 and 2020

The members of the Supervisory Board received the following remuneration in the past financial year (figures in €k):

	2021							
	Fixed remuneration		functional allowances		attendance fee		Total	in %
		in %		in %		in %		
Peter Baumgartner (Chairman, since May 7, 2021)	35	16 %	13	16 %	8	11 %	56	15 %
Dr. Norbert Bröcker (Deputy Chairman)	45	20 %	15	18 %	12	17 %	72	19 %
Andrea Bauer	30	13 %	25	30 %	15	21 %	70	18 %
Dr.-Ing. Gottfried H. Dutiné (since May 7, 2021)	17	8 %	6	7 %	6	8 %	29	8 %
Andre Peckruhn	30	13 %	3	4 %	8	11 %	41	11 %
Thorbjørn Ringkamp	30	13 %	3	4 %	8	11 %	41	11 %
Heinz Harling (until May 7, 2021)	25	11 %	12	15 %	10	14 %	47	12 %
Dr. Wolfgang Höper (until May 7, 2021)	13	6 %	5	6 %	5	7 %	23	6 %
Dieter Schäfer (until May 20, 2020)	0	0 %	0	0 %	0	0 %	0	0 %
<b>total remuneration</b>	<b>225</b>	<b>100 %</b>	<b>82</b>	<b>100 %</b>	<b>72</b>	<b>100 %</b>	<b>379</b>	<b>100 %</b>

\* granted remuneration without expendables



## Combined Management Report

	2020							
	Fixed remuneration		functional allowances		attendance fee		Total	in %
		in %		in %		in %		
Peter Baumgartner (Chairman, since May 7, 2021)	0	0 %	0	0 %	0	0 %	0	0 %
Dr. Norbert Bröcker (Deputy Chairman)	38	20 %	8	14 %	9	19 %	55	19 %
Andrea Bauer	18	9 %	15	27 %	11	23 %	44	15 %
Dr.-Ing. Gottfried H. Dutiné (since May 7, 2021)	0	0 %	0	0 %	0	0 %	0	0 %
Andre Peckruhn	26	13 %	0	0 %	3	6 %	29	10 %
Thorbjørn Ringkamp	26	13 %	0	0 %	3	6 %	29	10 %
Heinz Harling (until May 7, 2021)	51	26 %	20	36 %	17	35 %	88	30 %
Dr. Wolfgang Höper (until May 7, 2021)	26	13 %	11	20 %	5	10 %	42	14 %
Dieter Schäfer (until May 20, 2020)	8	4 %	2	4 %	0	0 %	10	3 %
<b>total remuneration</b>	<b>193</b>	<b>100 %</b>	<b>56</b>	<b>100 %</b>	<b>48</b>	<b>100 %</b>	<b>297</b>	<b>100 %</b>

\* granted remuneration without expendables

### Remunerations accrued by the members of the Supervisory Board in the 2021 financial year

The members of the Supervisory Board received the following remuneration in the past financial year (figures in €k):

	Fixed remuneration	in %	Expendables	in %	Total	in %
Peter Baumgartner (Chairman, since May 7, 2021)	0	0 %	2	15 %	2	1 %
Dr. Norbert Bröcker (Deputy Chairman)	0	0 %	1	8 %	1	0 %
Andrea Bauer	52	19 %	2	15 %	54	19 %
Dr.-Ing. Gottfried H. Dutiné (since May 7, 2021)	0	0 %	1	8 %	1	0 %
Andre Peckruhn	29	11 %	0	0 %	29	10 %
Thorbjørn Ringkamp	29	11 %	0	0 %	29	10 %
Heinz Harling (until May 7, 2021)	105	38 %	6	46 %	111	38 %
Dr. Wolfgang Höper (until May 7, 2021)	49	18 %	1	0 %	49	17 %
Dieter Schäfer (until May 20, 2020)	12	4 %	0	8 %	13	4 %
<b>Total remuneration</b>	<b>276</b>	<b>100 %</b>	<b>13</b>	<b>100 %</b>	<b>289</b>	<b>100 %</b>

## Remuneration Report

### Year-on-year comparison of Supervisory Board remuneration granted in 2021 financial year (pursuant to Section 162 (1) No. 2 AktG)

Member of the Supervisory Board	Change in total remuneration (inflow) compared with previous year
Peter Baumgartner (Chairman; since May 7, 2021)	n.a.
Dr. Norbert Bröcker (Deputy Chairman)	22 %
Andrea Bauer	48 %
Dr.-Ing. Gottfried H. Dutiné (since May 7, 2021)	n.a.
Andre Peckruhn	45 %
Thorbjørn Ringkamp	45 %
Heinz Harling (until May 7, 2021)	-47 %
Dr. Wolfgang Höper (until May 7, 2021)	-45 %

Development of Earnings	
EBIT	63 %

Average remuneration of full-time-employees	
Employee of the company	4 %

<sup>1</sup> No details because newly appointed to Supervisory Board in 2021 financial year.

The change figures for Andrea Bauer, Heinz Harling and Dr Wolfgang Höper are distorted as a result of their intrayear entry or exit.

## **Vermerk des unabhängigen Wirtschaftsprüfers über die Prüfung des Vergütungsberichts nach § 162 Abs. 3 AktG**

An die technotrans SE, Sassenberg

### *Prüfungsurteil*

Wir haben den Vergütungsbericht der technotrans SE, Sassenberg, für das Geschäftsjahr vom 1. Januar bis zum 31. Dezember 2021 daraufhin formell geprüft, ob die Angaben nach § 162 Abs. 1 und 2 AktG im Vergütungsbericht gemacht wurden. In Einklang mit § 162 Abs. 3 AktG haben wir den Vergütungsbericht nicht inhaltlich geprüft.

Nach unserer Beurteilung sind im beigefügten Vergütungsbericht in allen wesentlichen Belangen die Angaben nach § 162 Abs. 1 und 2 AktG gemacht worden. Unser Prüfungsurteil erstreckt sich nicht auf den Inhalt des Vergütungsberichts.

### *Grundlage für das Prüfungsurteil*

Wir haben unsere Prüfung des Vergütungsberichts in Übereinstimmung mit § 162 Abs. 3 AktG unter Beachtung des IDW Prüfungsstandards: Die Prüfung des Vergütungsberichts nach § 162 Abs. 3 AktG (IDW PS 870) durchgeführt. Unsere Verantwortung nach dieser Vorschrift und diesem Standard ist im Abschnitt „Verantwortung des Wirtschaftsprüfers“ unseres Vermerks weitergehend beschrieben. Wir haben als Wirtschaftsprüferpraxis die Anforderungen des IDW Qualitätssicherungsstandards: Anforderungen an die Qualitätssicherung in der Wirtschaftsprüferpraxis (IDW QS 1) angewendet. Die Berufspflichten gemäß der Wirtschaftsprüferordnung und der Berufssatzung für Wirtschaftsprüfer/vereidigte Buchprüfer einschließlich der Anforderungen an die Unabhängigkeit haben wir eingehalten.

### *Verantwortung der gesetzlichen Vertreter und des Aufsichtsrats*

Die gesetzlichen Vertreter und der Aufsichtsrat sind verantwortlich für die Aufstellung des Vergütungsberichts, einschließlich der dazugehörigen Angaben, der den Anforderungen des § 162 AktG entspricht. Ferner sind sie verantwortlich für die internen Kontrollen, die sie als notwendig erachten, um die Aufstellung eines Vergütungsberichts, einschließlich der dazugehörigen Angaben, zu ermöglichen, der frei von wesentlichen – beabsichtigten oder unbeabsichtigten – falschen Darstellungen ist.

### *Verantwortung des Wirtschaftsprüfers*

Unsere Zielsetzung ist, hinreichende Sicherheit darüber zu erlangen, ob im Vergütungsbericht in allen wesentlichen Belangen die Angaben nach § 162 Abs. 1 und 2 AktG gemacht worden sind, und hierüber ein Prüfungsurteil in einem Vermerk abzugeben.

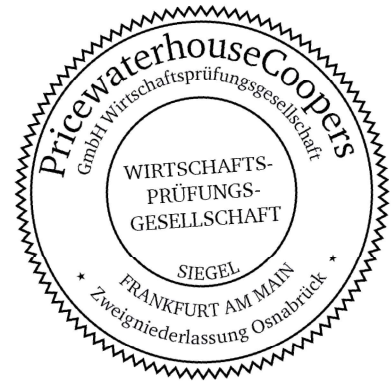
Wir haben unsere Prüfung so geplant und durchgeführt, dass wir durch einen Vergleich der im Vergütungsbericht gemachten Angaben mit den in § 162 Abs. 1 und 2 AktG geforderten Angaben die formelle Vollständigkeit des Vergütungsberichts feststellen können. In Einklang mit § 162 Abs. 3 AktG haben wir die inhaltliche Richtigkeit der Angaben, die inhaltliche Vollständigkeit der einzelnen Angaben oder die angemessene Darstellung des Vergütungsberichts nicht geprüft.

Osnabrück, den 11. März 2022

PricewaterhouseCoopers GmbH  
Wirtschaftsprüfungsgesellschaft

Dr. Achim Lienau  
Wirtschaftsprüfer

ppa. Christoph Hölscher  
Wirtschaftsprüfer



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Die Unterschriften sind als qualifizierte eSignaturen im PDF enthalten.

