



**MORE LIGHT**

## **Remuneration System for the Supervisory Board (Item 9 of the agenda)**

(as approved by the Annual General Meeting on June 15<sup>th</sup>, 2022)

### **1. Fixed Base Remuneration**

Pursuant to Section 19 of the Company's Articles of Association, each member of the Supervisory Board receives a fixed annual remuneration of 50,000 euros for its services. No variable remuneration is provided. This is intended to ensure independent supervision of the Executive Board by the Supervisory Board.

### **2. Function-based allowances**

The following function-based allowances are intended to reflect the special responsibilities and the greater time commitment associated with specific roles on the Supervisory Board. This also implements the recommendation of Section G.17 of the German Corporate Governance Code.

#### **(a) Chairman of the Supervisory Board, Deputy Chairman**

The Chairman of the Supervisory Board receives double the fixed base remuneration, and the Deputy Chairman receives one and a half times the fixed base remuneration.

#### **(b) Committees, Committee Chairs**

In addition, each member of a committee receives an annual remuneration of 5,000 euros per year. The committee chair receives double this amount. The annual remuneration for members of the Audit Committee, whose duties involve a particularly high level of work and time commitment, amounts to 10,000 euros. The chair of the Audit Committee receives double this amount, and the deputy chair one and a half times this amount.

#### **(c) Limitation of committee-related functional allowances, pro-rata payment**

No remuneration is paid for membership on committees that did not meet during the fiscal year. Supervisory Board members who served on the Supervisory Board or a committee for only part of the fiscal year receive pro-rata remuneration.

### **3. Payment due date**

All the aforementioned remuneration components are payable at the end of the fiscal year.

### **4. Attendance fees, reimbursement of expenses**

Members of the Supervisory Board shall receive an attendance fee of 1,000 euros for attending a meeting. This also applies to participation by telephone, video conference or other electronic means of communication. Where several meetings are held on the same day, only half of the 1,000 euros attendance fee shall be paid from the second meeting onwards. Proven expenses incurred in connection with a meeting are reimbursed in addition to the attendance fee, subject to a limit of 1,000 euros for meetings held within Germany. JENOPTIK AG also reimburses Supervisory Board members for any value added tax applicable to their remuneration.

## **5. D&O insurance**

Members of the Supervisory Board are covered by directors' and officers' liability insurance.

## **6. Other remuneration provisions**

In the event of resignation from the Supervisory Board, there is no provision that would entitle Supervisory Board members to remuneration after the end of their term of office. Nor are there any further remuneration-related agreements between the company and the members of the Supervisory Board that go beyond the provisions in the Articles of Association.

## **7. Review; handling of conflicts of interest**

The Supervisory Board reviews at regular intervals, at least every four years, whether the remuneration of its members is appropriate, taking into account their duties and the company's situation. The Supervisory Board has the option of conducting a horizontal market comparison and/or a vertical comparison with the remuneration of the company's employees. Due to the specific nature of the Supervisory Board's work, a vertical comparison with the remuneration of the company's employees is generally not used when reviewing Supervisory Board remuneration. Depending on the outcome of a review, the Supervisory Board may, together with the Executive Board, submit a proposal to the Annual General Meeting to adjust the Supervisory Board's remuneration.

The rules for handling conflicts of interest set out in the Rules of Procedure for the Executive Board and the Supervisory Board are observed in the processes for establishing, implementing and reviewing the Supervisor's Board remuneration system.

## **Articles of Association**

**The relevant provision in the Articles of Association reads as follows:**

### **"§ 19 Compensation of the Supervisory Board**

- (1) Each Supervisory Board member receives a fixed annual compensation of EUR 50,000.00 for his or her work. The Chairperson of the Supervisory Board receives double this amount, and his or her deputy receives 1.5 times this amount. The fixed compensation is payable after the expiry of the fiscal year.
- (2) In addition, each member of a committee receives an annual compensation of EUR 5,000.00, with the exception of the audit committee. The committee chairperson receives double this amount. Each member of the audit committee receives an annual compensation of EUR 10,000.00. The chairperson of the audit committee receives double this amount, and his or her deputy receives 1.5 times this amount. No compensation is paid for membership in committees that have not convened in the respective fiscal year. All committee compensations are payable after the expiry of the respective fiscal year.
- (3) Supervisory Board members who only belonged to the Supervisory Board or a committee during part of the fiscal year receive a prorated compensation.
- (4) For participation in an in-person session of the Supervisory Board or one of its committees, the members of the Supervisory Board additionally receive an attendance fee of EUR 1,000.00. This also applied to participation by telephone, video conference, or other electronic means of communication. Half of the attendance fee pursuant to sentence 1

shall be paid for participation in any further meeting held on the same day.

- (5) Expenses of a member of the Supervisory Board incurred in connection with the exercise of his or her office are reimbursed against proof in accordance with the generally applicable principles. The reimbursement of travel and accommodation costs in connection with participation in a session of the Supervisory Board or one of its committees occurring within Germany is limited to an amount of EUR 1,000.00 per session. There is no supplementation of the session stipend according to para. 4.
- (6) The company additionally reimburses the members of the Supervisory Board for any VAT incurred on their compensation.
- (7) The aforementioned provisions apply for the first time with effect from the end of the ordinary Annual General Meeting on June 15, 2022. § 19 of the articles of association are continuously valid in their current version for the compensation of the activities of the Supervisory Board members during the term of office, which ends upon the expiry of the ordinary Annual General Meeting on June 15, 2022."