

Branicks

# Focused on operational strength

Remuneration report 2023



# Remuneration report

This remuneration report in accordance with section 162 of the German Stock Corporation Act (Aktiengesetz – AktG) explains the amount and structure of the remuneration for the members of the Management Board and Supervisory Board in the 2023 financial year. The recommendations of the German Corporate Governance Code (DCGK) as amended 28 April 2022 have also been taken into account pursuant to the Declaration of Compliance.

## Review of the 2023 financial year from a remuneration perspective

In the 2023 financial year (reporting year), the Management Board consisted of the Chairwoman of the Management Board Sonja Wärtgtes (CEO and CFO; appointed until 30 June 2027), the Chief Investment Officer Johannes von Mutius (CIO; appointed until 31 December 2026), the Chief Institutional Business Officer Torsten Doyen (CIBO; appointed until 31 December 2025) and the Chief Operations Officer Christian Fritzsche (COO; appointed until 31 December 2025).

The following change took place on the Supervisory Board: Prof. Dr. Ulrich Reuter resigned from his post effective 31 December 2023 and left the Supervisory Board as at the end of the reporting period.

The Supervisory Board on 8 February 2021 adopted a system for the remuneration of Management Board members in accordance with section 87a AktG and on 24 March 2021 submitted it to the General Shareholders' Meeting for approval. The General Shareholders' Meeting approved the remuneration system for the Management Board members with a vote of 85.26 percent. The 2021 General Shareholders' Meeting also confirmed the remuneration for the members of the Supervisory Board and the remuneration system on which it is based (sections 113 (3), 87a (1) sentence 2 AktG) with a vote of 85.39 percent.

The remuneration system for Management Board members applies to all service agreements with Management Board members that are newly entered into, amended or renewed two months after the General Shareholders' Meeting approved the remuneration system. The existing agreements with Sonja Wärtgtes (from 1 July 2022), Johannes von Mutius (from 1 September 2022), and Torsten Doyen and Christian Fritzsche (both from 1 January 2023) thus fall under the scope of the current remuneration system.

The existing arrangements with Sonja Wärtgtes and Johannes von Mutius that apply until their respective contract extensions in the 2022 financial year were concluded before the new remuneration system came into force. The current remuneration system was thus not yet applicable to these existing arrangements in the 2023 financial year.

## Remuneration system for the Management Board

The remuneration system for the Management Board complies with the requirements of the German Stock Corporation Act and contains in particular the stipulations provided for in section 87a AktG.

The remuneration system provides for both fixed and variable remuneration elements as components of the total remuneration for the Management Board members. The total remuneration comprises (i) fixed remuneration and fringe benefits, (ii) performance-related variable remuneration (bonus) with a one-year assessment period as a short-term incentive (STI), and (iii) options on phantom stocks of the Company as a share-based remuneration element with a long-term incentive (LTI). The total remuneration adequately reflects the tasks of each member of the Management Board, their personal performance, the economic situation, the success and future prospects of Branicks Group AG, and it is also appropriate when measured against its peer group and the Company's overall remuneration structure. The remuneration structure on which the remuneration system is based establishes long-term behavioural incentives particularly through share-based payments and is generally focused on achieving a sustainable and long-term development of the Company. At the same time, remuneration is focused in such a way that it is competitive.



The Supervisory Board reviews the remuneration system and the adequacy of the Management Board's remuneration at its due discretion on a regular basis – and, if necessary, also on an ad hoc basis – but in any case at least once every four years. To this end, a vertical comparison is made between the remuneration of the Management Board and the remuneration of the management level below the Management Board as well as that of the overall workforce of Branicks Group AG and its Group companies. In order to assess whether the specific total remuneration of Management Board members is in line with usual levels compared to other enterprises, the Supervisory Board also determines an appropriate peer group of other third-party entities in the property sector. The key criterion considered for comparing Branicks Group AG with these peer group companies is their market position. For this purpose, various remuneration data of listed companies with a focus on commercial real estate investments have recently been used, including Aroundtown SA, alstria office REIT-AG, Hamborner REIT AG and DEMIRE Deutsche Mittelstands Real Estate AG.

The basic components of the remuneration system and their specifics are summarised in the following table:

Overview of remuneration components (remuneration system)	
Remuneration component	Basis for determining the amount of remuneration
<b>Non-performance-related remuneration</b>	
Fixed annual salary	The amount of the fixed remuneration is set out in the service agreement  Remuneration is paid in equal monthly instalments
Fringe benefits	Fringe benefits include the provision of a company vehicle, limited subsidies for health, long-term nursing care and pension insurance, and other market-based benefits
<b>Performance-related remuneration</b>	
STI: Annual bonus	The Supervisory Board sets company-related or personal STI targets when preparing the annual budget  Achievement of a contractually defined figure (funds from operations (FFO) generated annually in the DIC Asset Group) as an additional payment prerequisite  The amount of the STI payment is determined by the Supervisory Board at its discretion, taking into account the achievement of targets
LTI: Options on phantom stocks	Share-based remuneration element as a long-term incentive  One-time granting of options on phantom stocks for the respective term of the Management Board service agreement (usually 3–5 years)  A share-price-dependent increase factor reflecting a positive performance of the share price (maximum tripling of the payout amount)
<b>Other remuneration arrangements</b>	
Maximum remuneration	Maximum amount of the annual expense for total remuneration of each individual member of the Management Board  – Chair of the Management Board: EUR 3.0 million – Regular members of the Management Board: EUR 2.5 million



## Fixed remuneration components

### Fixed annual salary

The members of the Management Board receive the contractually agreed fixed annual salary in twelve monthly instalments, payable at the end of each calendar month.

The fixed annual salary granted to each Management Board member in the 2023 financial year is shown in the table below (Individual disclosure of remuneration granted and owed (Management Board)).

### Fringe benefits

In addition to their fixed annual salary, the members of the Management Board are granted contractually defined fringe benefits. These include an appropriate company vehicle and a mobile phone for official and private use.

The members of the Management Board are also granted subsidies amounting to 50% of the premiums paid by the respective Management Board member for health and long-term nursing care insurance as well as pension insurance (currently a maximum of EUR 700.00 per month). The members of the Management Board are furthermore covered by a directors' and officers' liability insurance (D&O insurance) with the deductible required by law, and by accident insurance.

The option of paying a relocation allowance for new appointments of Management Board members was not used in the 2023 financial year.

The expense incurred for the fringe benefits granted to the Management Board members in the 2023 financial year is shown in the table below (Individual disclosure of remuneration granted and owed (Management Board)).

### Short-term incentive (STI)

The Management Board members are granted a performance-related bonus as short-term variable remuneration (short-term incentive - STI) with a one-year assessment period.

The amount of the STI for the Management Board members who are within the scope of this remuneration system is based on the extent to which corporate and personal targets were achieved. An additional prerequisite for payment under the STI or additional performance target within the scope of the remuneration system is the achievement or degree of achievement of a threshold value defined in the director's contract or a target value defined by the Supervisory Board with regard to the funds from operations (FFO) generated by the Branicks Group in the respective financial year.

The absolute amount of the STI is not contractually capped (within the scope of the remuneration system, however, the maximum remuneration specified therein applies). The Supervisory Board decides on the bonus once a year by 31 May of the following year. The amount of the payments is determined by the Supervisory Board at its discretion, taking into account the contractual arrangements and the successful achievement of targets. The bonus is paid on the last bank working day of the month in which the Supervisory Board makes its decision on the bonus.

### Contribution to the long-term development of Branicks Group AG

Payments under the STI within the scope of the remuneration system depend on achieving a threshold value or meeting a degree of target value in terms of funds from operations (FFO), which serves as the operating result from property management. This means that the STI is linked to a key performance indicator for the strategic orientation of the Branicks Group. Defining personal and collective annual targets also allows incentives for achieving specific targets of

key significance for the Company's operational and strategic development to be set.

### Timing of the reported STI remuneration

In the reporting year, the STI (annual bonus) awarded for the work done in financial year 2022 was paid out to the Management Board members in office during the reporting period, Sonja Wärtges and Johannes von Mutius. The corresponding payment amounts are therefore deemed to have been "granted" in the reporting year as defined in section 162 (1) sentence 1 AktG and are listed in the tables below of the individual remuneration granted and owed to the Management Board members in office as defined in section 162 (1) AktG. As explained above, the STI granted in the reporting year was not yet governed by the current remuneration system until 30 June 2022 (Sonja Wärtges) and 31 August 2022 (Johannes von Mutius), but its content is basically identical. The STI granted in the reporting year for the period from 1 July 2022 (Sonja Wärtges) and 1 September 2022 (Johannes von Mutius) falls under the scope of the current remuneration system. The application of the performance criteria for the STI granted (i.e. paid out) in the reporting year is also explained or indicated below.

With regard to the STI (annual bonus) awarded for the work done in the reporting year, the achievement of the target will only be determined by the Supervisory Board in the current 2024 financial year. Since the STI will be paid out by 31 May 2024, the legal due date is not in the reporting year. The STI awarded for the work done in the reporting year is therefore in principle neither to be regarded as remuneration "granted" in the 2023 financial year nor as remuneration "owed" (i.e. received or at least due) in the 2023 financial year.



## Target achievement and payout (STI paid out in 2023)

The performance of the Management Board members in office in the 2022 financial year was assessed based on targets of major importance for the operational and strategic development of the Company as explained below. These targets were defined in advance by the Supervisory Board when the budget for the 2022 financial year was prepared. After the end of the 2022 financial year, the Supervisory Board assessed the achievement of the targets and determined the respective payment amounts, taking into account the corresponding weighting.

The initial prerequisite for receiving payments under the STI for the period until 30 June 2022 (Sonja Wärtges) and 31 August 2022 (Johannes von Mutius) according to the existing arrangements is that FFO of EUR 90 million (Branicks Group) is reached. Given that FFO of EUR 114.2 million was generated by the Group in the 2022 financial year, this minimum figure has been exceeded and the initial prerequisite has accordingly been met. For the period from 1 July 2022 (Sonja Wärtges) and 1 September 2022 (Johannes von Mutius), the Supervisory Board has set a target for the FFO per share at the end of the 2022 financial year. This target was fully achieved.

For the 2022 financial year, the Supervisory Board set the achievement of the budget as a corporate target and one relevant performance criterion for the annual bonus (STI) for Chief Executive Officer Sonja Wärtges and Chief Investment Officer Johannes von Mutius. With regard to this target, full target achievement (100%) has been determined after the end of the financial year. Taking into account a weighting of 50%, payment amounts of EUR 200,000.00 for Sonja Wärtges and EUR 100,000.00 for Johannes von Mutius were determined with regard to this target.

As further targets for 2022, the Supervisory Board set personal targets in relation to the following areas:

- Strategy/finance (Sonja Wärtges)
- Acquisitions/sales (Johannes von Mutius)

The individual targets set for the current members of the Management Board for financial year 2022 in their respective business areas were each achieved 100% in terms of strategy implementation/optimisation of the financing structure (Sonja Wärtges), and acquisition volume and sales success (Johannes von Mutius).

Payment amounts of EUR 200,000.00 for Sonja Wärtges and EUR 100,000.00 for Johannes von Mutius were determined with regard to this target.

For the 2022 financial year, the Supervisory Board accordingly determined the following payment amounts in relation to the STI (total):

### Overview of payments (STI paid out in 2023)

Management Board member	Amount paid out
Sonja Wärtges	EUR 400,000.00
Johannes von Mutius	EUR 200,000.00

The achievement of targets and payment of the STI awarded for the work done in the reporting year will be reported in the remuneration report for the current financial year (2024).

## Long-term incentive (LTI)

The members of the Management Board are granted options on so-called “phantom” stocks in Branicks Group AG as a share-based remuneration element with a long-term incentive (LTI). The options are granted once for the agreed term of the respective Management Board member’s service agreement.

The number of options granted is specified in individual contracts and capped. The options are designed such that they only grant the right to cash payment. No shares are delivered. The exercise of the options is linked to a specific number service years (vesting period). The duration of the vesting period is regulated by contract and is based on the term of the respective Management Board service agreement, which usually is three to five years. When the options are exercised, the special remuneration is generally determined as the positive difference between the average of the closing prices during a reference period of ten trading days preceding the exercise of the options and the exercise price agreed in the respective director’s contract. In addition, an increase factor dependent on the reference price is applied, with the amount paid out as special remuneration being capped at three times the original amount.

No share-based remuneration elements were paid out in the 2023 financial year.

Torsten Doyen and Christian Fritzsche were granted new options on phantom stocks of Branicks Group AG in the reporting year as part of their service agreements beginning on 1 January 2023.



The tranches contractually agreed with the members of the Management Board in office during the reporting year as at 31 December 2023 are shown below.

Options on phantom stocks		
	Number of stock options	Exercisable from
Sonja Wärntges	180,000 200,000	31.12.2023 30.06.2027
Johannes von Mutius	100,000 100,000	31.12.2023 31.12.2026
Torsten Doyen	70,000	31.12.2025
Christian Fritzsche	70,000	31.12.2025

### Contribution to the long-term development of Branicks Group AG

Granting the options on phantom stocks as a share-based remuneration element enables the members of the Management Board to benefit from increases in the share price. This means that the LTI contributes to a stronger alignment of the interests of the members of the Management Board and shareholders, thereby promoting and the strategic goal of increasing the Company's value in the long term.

### Malus/clawback

There is no clawback provision regarding variable remuneration components and, accordingly, no amounts were clawed back.

### Maximum remuneration

In accordance with the statutory requirement contained in section 87a (1) sentence 2 no. 1 AktG, the Supervisory Board in the remuneration system set a maximum remuneration for the members of the Management Board which limits the total remuneration to be granted for a financial year (sum total of all remuneration amounts expensed by the Company in the financial year, including annual base salary, variable remuneration components and fringe benefits), irrespective of the financial year in which the corresponding remuneration element is paid. The maximum remuneration for the Chairwoman/Chairman of the Management Board is EUR 3,000,000.00 and for the other regular members of the Management Board EUR 2,500,000.00 each.

Due to the payment of the STI after the end of the reporting year and the deferred payment of the LTI (options on phantom stocks), the level of compliance with the maximum remuneration limit for the reporting year is normally only clear in retrospect, once the payment in question is made. This is why the report at this point addresses compliance with the maximum remuneration for the 2022 financial year. The level of compliance with the maximum remuneration for the reporting year will therefore be reported in the remuneration report for the current 2024 financial year and will be updated accordingly.

The maximum remuneration was complied with in the 2022 financial year, as is shown in the table below.

Compliance with maximum remuneration						
Management Board member, position	Fixed remuneration		Variable remuneration		Total in EUR	Maximum remuneration in EUR
	Annual salary in EUR	Fringe benefits in EUR	STI in EUR	LTI in EUR		
Sonja Wärntges, CEO	1,075,000.02	26,949.01	500,000.00	0.00	1,601,949.03	3,000,000.00
Johannes von Mutius, CIO	650,000.00	29,242.30	375,000.00	0.00	1,054,242.30	2,500,000.00

### Third-party benefits

In the 2023 financial year, no Management Board member was promised or granted benefits by a third party with regard to their work as a member of the Management Board.

### Arrangements regarding the termination of director's contracts

The service agreements of the Management Board members do not expressly provide for severance pay. To the extent possible, the Supervisory Board takes care that any payments made to a Management Board member due to early termination of their director's contract shall not exceed twice the annual remuneration (severance cap) and shall not constitute remuneration for more than the remaining term of the employment contract.

If a Management Board member dies during the term of their Management Board service agreement, the fixed annual salary and the variable remuneration are to be paid pro rata temporis to their surviving dependants for a period of six months after the end of the month in which the Management Board member died. If a Management Board member becomes permanently incapable of working during the term of their Management Board service agreement, the contract will end three months after the end of the half-year in which the member's permanent incapacity was established. In the event of illness, the benefits will be paid for a term of six months, but no longer than until the Management Board service agreement ends.

Management Board members have not been promised a post retirement employee benefit.



## Disclosure of the remuneration granted and owed to the Management Board

The following table shows the fixed and variable remuneration components granted and owed in the past financial year (2023) to the members of the Management Board in office during the reporting year, including the respective relative share pursuant to section 162 AktG. Accordingly, the table contains all amounts that were actually received by the individual members of the Management Board in the reporting

year (“remuneration granted”), and all remuneration that is legally due but has not yet been received by the Management Board members (“remuneration owed”). The respective previous year’s figures (remuneration granted and owed in 2022) are shown in context in each case. The respective relative share of the individual remuneration elements (in %) are presented in relation to the total remuneration reported in each case.

Regarding STI remuneration, the bonus (STI) paid (“granted”) in the reporting year is presented. This is compared to the bonus (STI) paid in the previous financial year (2022).

Regarding LTI remuneration (long-term share price-related remuneration in the form of options on phantom stocks), no payments were made in the 2023 financial year. This is compared to the payments made under the LTI in the financial year prior to that (2022).

Work done by the members of the Management Board in executive management and/or supervisory functions for Branicks Group AG’s subsidiaries or investees are covered by the Management Board remuneration paid for Branicks Group AG.

### Individual disclosure of the remuneration granted and owed (Management Board)

Management Board member, position		Fixed remuneration				Variable remuneration				Total in EUR
		Annual salary		Fringe benefits		STI		LTI		
		in EUR	in %	in EUR	in %	in EUR	in %	in EUR	in %	
Sonja Wärntges, CEO	2023	<b>1,250,000.04</b>	<b>74.4</b>	<b>29,782.78</b>	<b>1.8</b>	<b>400,000.00</b>	<b>23.8</b>	<b>0.00</b>	<b>0.0</b>	<b>1,679,782.82</b>
	2022	1,075,000.02	67.1	26,949.01	1.7	500,000.00	31.2	0.00	0.0	1,601,949.03
Johannes von Mutius, CIO	2023	<b>750,000.00</b>	<b>76.2</b>	<b>33,976.11</b>	<b>3.5</b>	<b>200,000.00</b>	<b>20.3</b>	<b>0.00</b>	<b>0.0</b>	<b>983,976.11</b>
	2022	650,000.00	61.7	29,242.30	2.8	375,000.00	35.5	0.00	0.0	1,054,242.30
Torsten Doyen, CIBO	2023	<b>500,000.04</b>	<b>96.7</b>	<b>17,122.86</b>	<b>3.3</b>	<b>0.00</b>	<b>0.0</b>	<b>0.00</b>	<b>0.0</b>	<b>517,122.90</b>
	2022	n/a	–	n/a	–	n/a	–	n/a	–	n/a
Christian Fritzsche, COO	2023	<b>450,000.00</b>	<b>94.7</b>	<b>25,022.88</b>	<b>5.3</b>	<b>0.00</b>	<b>0.0</b>	<b>0.00</b>	<b>0.0</b>	<b>475,022.88</b>
	2022	n/a	–	n/a	–	n/a	–	n/a	–	n/a
<b>Total</b>	2023	<b>2,950,000.08</b>	<b>80.7</b>	<b>105,904.63</b>	<b>2.9</b>	<b>600,000.00</b>	<b>16.4</b>	<b>0.00</b>	<b>0.0</b>	<b>3,655,904.71</b>
	2022	1,725,000.02	65.0	56,191.31	2.1	875,000.00	32.9	0.00	0.0	2,656,191.33



## Benefits upon termination of directors' contracts

No benefits upon termination of directors' contracts were paid in the reporting year (2023).

## Benefits paid to former Management Board members in financial year 2023

The following table shows the fixed and variable remuneration components granted and owed in the past financial year (2023) to the former members of the Management Board, including the respective relative share pursuant to section 162 AktG.

Regarding STI remuneration, the bonus (STI) paid ("granted") in the reporting year is presented. This is compared to the bonus (STI) paid in the previous financial year (2022).

Regarding LTI remuneration (long-term share price-related remuneration in the form of options on phantom stocks), no payments were made in the 2023 financial year. This is compared to the payments made under the LTI in the financial year prior to that (2022).

Remuneration of former Management Board members										
Former Management Board member		Fixed remuneration				Variable remuneration				Total in EUR
		Annual salary		Fringe benefits		STI		LTI		
		in EUR	in %	in EUR	in %	in EUR	in %	in EUR	in %	
Patrick Weiden <sup>1</sup>	2023	<b>250,000.02</b>	<b>57.3</b>	<b>11,218.20</b>	<b>2.6</b>	<b>175,000.00</b>	<b>40.1</b>	<b>0.00</b>	<b>0.0</b>	<b>436,218.22</b>
	2022	500,000.04	59.2	20,186.63	2.4	325,000.00	38.4	0.00	0.0	845,186.67
Christian Bock <sup>1</sup>	2023	<b>225,000.00</b>	<b>67.1</b>	<b>10,128.00</b>	<b>3.0</b>	<b>100,000.00</b>	<b>29.8</b>	<b>0.00</b>	<b>0.0</b>	<b>335,128.00</b>
	2022	450,000.00	58.5	19,548.29	2.5	300,000.00	39.0	0.00	0.0	769,548.29
<b>Total</b>	2023	<b>475,000.02</b>	<b>61.6</b>	<b>21,346.20</b>	<b>2.8</b>	<b>275,000.00</b>	<b>35.6</b>	<b>0.00</b>	<b>0.0</b>	<b>771,346.22</b>
	2022	950,000.04	58.8	39,734.92	2.5	625,000.00	38.7	0.00	0.0	1,614,734.96

<sup>1</sup> Member of the Management Board until 31 December 2022





## Remuneration of Supervisory Board members in financial year 2023

Remuneration of Supervisory Board members is based on article 10 of the Articles of Association of Branicks Group AG. The Articles of Association regulate both the specific remuneration for the members of the Supervisory Board of Branicks Group AG and the remuneration system on which it is based (sections 113 (3) sentence 3, 87a (1) sentence 2 AktG). The remuneration for the members of the Supervisory Board was confirmed by the General Shareholders' Meeting on 24 March 2021.

In accordance with article 10 of the Articles of Association of Branicks Group AG, each member of the Supervisory Board receives appropriate remuneration for their work that is composed of fixed remuneration and variable performance-related remuneration. The members of the Supervisory Board receive fixed remuneration of EUR 50,000.00 for each full financial year of membership of the Supervisory Board. Such remuneration shall be payable after the end of the financial year and shall be posted as an expense. Each member also receives EUR 2,500.00 annually for each percentage of the dividend over the rate of ten percent, calculated on the amount of the share capital that is distributed, but no more than EUR 50,000.00. The Chairman is paid twice the fixed and variable remuneration, and the Vice Chairman is paid one-and-a-half times the fixed and variable remuneration.

Supervisory Board members who are members of a Supervisory Board committee that has met at least once during the financial year receive an annual remuneration of EUR 10,000.00 per committee for each full financial year of their membership of this committee, but no more than EUR 20,000.00 in total. The Chairman of a Supervisory Board committee receives double this amount of additional remuneration. In years in which their term of office begins or ends, Supervisory Board members receive this remuneration on a pro rata basis.

In addition to the remuneration, each member of the Supervisory Board receives reimbursement of their expenses, including value added tax.

By containing fixed remuneration that reflects the Supervisory Board members' functions, remuneration for the Supervisory Board takes into account the monitoring task of the Supervisory Board. By including variable remuneration that is capped and based on the dividend payout as a key performance indicator for the shareholders, the remuneration of Supervisory Board members also makes an additional contribution to promoting the Company's business strategy and long-term development.

In the 2023 financial year, all of the remuneration granted and owed to the members of the Supervisory Board was paid in accordance with the unchanged remuneration system and article 10 of the Articles of Association.



## Disclosure of the remuneration granted and owed to the members of the Supervisory Board

The following table shows the fixed and variable remuneration granted and owed to the members of the Supervisory Board in the reporting year, including the respective relative share pursuant to section 162 AktG. The remuneration of the Supervisory Board is paid after the end of each financial year. This means that the remuneration paid in the reporting year relates to the work of the Supervisory Board done in the 2022 financial year. The variable remuneration component takes into account the dividend distribution of EUR 0.75 per no-par value share carrying dividend rights (a total of EUR 62,364,274.50) adopted at the General Shareholders' Meeting held on 30 March 2023, resulting in the respective maximum amount of variable remuneration described above. There is no clawback provision regarding variable remuneration components and, accordingly, no amounts were clawed back.

A total of EUR 647 thousand (previous year: EUR 1,750 thousand) in remuneration for services purchased was paid to the law firm of Weil, Gotshal & Manges LLP, of which the Chairman of the Supervisory Board in office in financial year 2022, Prof. Dr. Gerhard Schmidt, is a partner. The Supervisory Board had approved of this retention, with the Chairman of the Supervisory Board abstaining from the vote. The fees paid for services in financial year 2023 concerned issues of corporate law and other legal issues.

Individual disclosure of the remuneration granted and owed (Supervisory Board)								
Supervisory Board member, position		Fixed remuneration		Variable remuneration		Remuneration for committee memberships		Total
		in EUR	in %	in EUR	in %	in EUR	in %	in EUR
Prof. Dr. Gerhard Schmidt <sup>1</sup> (Chairman)	2023	100,000.00	47.6	100,000.00	47.6	10,000.00	4.8	210,000.00
	2022	100,000.00	47.6	100,000.00	47.6	10,000.00	4.8	210,000.00
Dr. Angela Geerling <sup>2</sup>	2023	34,520.55	50.0	34,520.55	50.0	0.00	0.0	69,041.10
	2022	0.00	0.0	0.00	0.0	0.00	0.0	0.00
Michael Zahn (Vice Chairman)	2023	75,000.00	48.7	75,000.00	48.7	4,036.54	2.6	154,036.54
	2022	65,616.44	48.9	65,616.44	48.9	2,967.49	2.2	134,200.37
Prof. Dr. Ulrich Reuter <sup>3</sup>	2023	50,000.00	41.7	50,000.00	41.7	20,000.00	16.6	120,000.00
	2022	50,000.00	41.7	50,000.00	41.7	20,000.00	16.6	120,000.00
Eberhard Vetter	2023	50,000.00	50.0	50,000.00	50.0	0.00	0.0	100,000.00
	2022	0.00	0.0	0.00	0.0	0.00	0.0	0.00
René Zahnd	2023	50,000.00	45.4	50,000.00	45.4	10,000.00	9.2	110,000.00
	2022	50,000.00	45.4	50,000.00	45.4	10,000.00	9.2	110,000.00
Klaus-Jürgen Sontowski <sup>4</sup> (Vice Chairman)	2023	17,054.79	50.0	17,054.79	50.0	0.00	0.0	34,109.58
	2022	75,000.00	50.0	75,000.00	50.0	0.00	0.0	150,000.00
<b>Total</b>	2023	<b>376,575.34</b>	<b>47.2</b>	<b>376,575.34</b>	<b>47.2</b>	<b>44,036.54</b>	<b>5.6</b>	<b>797,187.22</b>
	2022	340,616.44	47.0	340,616.44	47.0	42,967.49	6.0	724,200.37

<sup>1</sup> Chairman of the Supervisory Board until 13 April 2024.

<sup>2</sup> Member of the Supervisory Board since 24 March 2024, Chairwoman of the Supervisory Board since 13 April 2024.

<sup>3</sup> Member of the Supervisory Board until 31 December 2023.

<sup>4</sup> Member of the Supervisory Board until 24 March 2022.

## Comparative presentation of remuneration and earnings over time

The following comparative presentation shows the percentage annual change in the remuneration granted and owed to members of the Management Board and Supervisory Board, the earnings performance of Branicks Group AG (consolidated and single-entity financial statements) and the remuneration of employees on a full-time equivalent basis. For the latter, the average wages and salaries of the total workforce of Branicks Group AG and its Group companies in Germany are compared. The table shows the changes for the past five financial years compared to the respective previous financial year (with the exception of employee remuneration, which is shown from the 2020 financial year and in accordance with statutory provisions (section 26j (2) sentence 2 EGAktG) and will be expanded gradually). Since the terms used in section 162 (1) sentence 1 AktG apply to the remuneration granted or owed to the members of the Management Board and Supervisory Board, the presentation shows the remuneration received or due in the respective financial year. Because LTI options are not granted annually, the remuneration of Management Board members may fluctuate significantly due to amounts received under the LTI options on phantom stocks after the respective vesting period has expired.

Comparative presentation of the remuneration of Management Board and Supervisory Board members and earnings over time					
	Change in 2023 vs. 2022 (in %)	Change in 2022 vs. 2021 (in %)	Change 2021 vs. 2020 (in %)	Change 2020 vs. 2019 (in %)	Change 2019 vs. 2018 (in %)
<b>Management Board members</b>					
Sonja Wärtges	5	-20	41	24	30
Johannes von Mutius	-7	-22	35	17	26
Torsten Doyen <sup>1</sup>	n/a	n/a	n/a	n/a	n/a
Christian Fritzsche <sup>1</sup>	n/a	n/a	n/a	n/a	n/a
Patrick Weiden <sup>2</sup>	-48	19	10	n/a	n/a
Christian Bock <sup>2</sup>	-56	37	189	n/a	n/a
<b>Supervisory Board members</b>					
Prof. Dr. Gerhard Schmidt <sup>3</sup> (Chairman)	0	0	100	0	0
Klaus-Jürgen Sontowski <sup>4</sup> (Vice Chairman until 24 March 2022)	-1	0	100	0	0
Michael Zahn <sup>5</sup> (Vice Chairman from 18 May 2021)	-5	277	100	-	-
Prof. Dr. Ulrich Reuter <sup>6</sup>	0	0	100	2	7
Eberhard Vetter <sup>7</sup>	0	-100	100	33	100
René Zahnd <sup>8</sup>	0	9	227	100	-
Dr. Angela Geerling <sup>9</sup>	0	n/a	n/a	n/a	n/a
<b>Results of operations (change in percent)</b>					
FFO	-55	7	11	2	40
Profit for the year	-265	-30	6	11	55
<b>Employees (change in percent)</b>					
Average wage	11	2	5	-	-

<sup>1</sup> Member of the Management Board since 1 January 2023

<sup>2</sup> Took post during 2020; member of the Management Board until 31 December 2022

<sup>3</sup> Chairman of the Supervisory Board until 13 April 2024.

<sup>4</sup> Left post during 2022.

<sup>5</sup> Took post during 2020.

<sup>6</sup> Member of the Supervisory Board until 31 December 2023.

<sup>7</sup> Took post during 2018.

<sup>8</sup> Took post during 2019.

<sup>9</sup> Member of the Supervisory Board since 24 March 2022, Chairwoman of the Supervisory Board since 13 April 2024.



Note: This is a convenience translation of the German original. Solely the original text in the German language is authoritative.

# Report of the independent auditor on the audit of the remuneration report pursuant to § 162 (3) AktG

To BRANICKS Group AG (formerly DIC Asset AG), Frankfurt am Main

## A. Audit Opinion

We have formally audited the remuneration report of Branicks Group AG (formerly DIC Asset AG) for the financial year from 1 January 2023 to 31 December 2023, to determine whether the disclosures pursuant to § 162 (1) and (2) AktG (Aktengesetz: German Stock Corporation Act) have been made in the remuneration report. In accordance with § 162 (3) AktG, we have not audited the content of the remuneration report.

In our opinion, the accompanying remuneration report complies, in all material respects, with the disclosure requirements pursuant to § 162 (1) and (2) AktG. Our audit opinion does not cover the content of the remuneration report.

## B. Basis for the Audit Opinion

We conducted our audit of the remuneration report in accordance with § 162 (3) AktG and in compliance with the IDW Auditing Standard: The Audit of the Remuneration Report pursuant to § 162 (3) AktG (IDW PS 870 (09.2023)). Our responsibilities under this regulation and this standard are further described in the “Auditor’s Responsibilities” section of our auditor’s report. Our audit firm has applied the requirements of the IDW Quality Management Standards: Quality Assurance Requirements in Auditing Practice (IDW QS 1). We have complied with our professional duties pursuant to the German Public Auditors Act (WPO) and the Professional Charter for Auditors/Chartered Accountants (BS WP/vBP), including the independence requirements.

## C. Responsibilities of the Executive Directors and the Supervisory Board

The Executive Directors and the Supervisory Board of Branicks Group AG (formerly DIC Asset AG) are responsible for the preparation of the remuneration report, including the related disclosures, in compliance with the requirements of § 162 AktG. They are also responsible for internal controls they consider to be 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.

## D. Auditor’s Responsibilities

Our responsibility is to obtain reasonable assurance about whether the remuneration report complies, in all material respects, with the disclosure requirements pursuant to § 162 (1) and (2) AktG, and to issue an auditor’s report that includes our opinion.

We planned and performed our audit to obtain evidence about the formal completeness of the remuneration report by comparing the disclosures made in the remuneration report with the disclosures required by § 162 (1) and (2) AktG. In accordance with § 162 (3) AktG, we have not audited whether the disclosures are correct or individual disclosures are complete or whether the remuneration report is fairly presented.

## E. Consideration of Misleading Representations

In connection with our audit, our responsibility is to read the remuneration report considering the knowledge obtained in the audit of the financial statements and to remain alert for indications as to whether the remuneration report contains misleading representations in relation to the correctness of the content of the disclosures, the completeness of the individual disclosures or the fair presentation of the remuneration report.

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

Hamburg, 29 April 2024

BDO AG  
Wirtschaftsprüfungsgesellschaft

Sgd. Härle	sgd. Hyckel
Wirtschaftsprüfer	Wirtschaftsprüfer
(German Public Auditor)	(German Public Auditor)

