Branicks

Extraordinary General Meeting on 9 October 2026

Remuneration system for members of the Supervisory Board and the stipulation of their remuneration in Section 10 of the Articles of Association of BRANICKS Group AG (agenda item 4)

The system of remuneration for the members of the Supervisory Board of BRANICKS Group AG, which was most recently approved by the General Meeting on 20 August 2025, under Agenda Item 7, has the following content:

System of remuneration for the members of the Supervisory Board of BRANICKS Group AG

The system of remuneration takes into account the responsibility and scope of activities of the members of the Supervisory Board. By supervising the Management Board's management activities, the Supervisory Board contributes to the promotion of the company's business strategy and its long-term development.

In addition to a fixed annual remuneration, the members of the Supervisory Board receive an annual variable remuneration based on the dividend distributed to shareholders for the respective fiscal year. The variable remuneration attainable for a fiscal year is limited in the amount. In addition, the members of the Supervisory Board will be reimbursed for their expenses and for any value-added tax payable on the remuneration.

The respective amount of remuneration considers the specific function and responsibility of the members of the Supervisory Board. In particular, the higher workload of the chairman and the deputy chairman of the Supervisory Board as well as the chairmen and members of committees are adequately taken into account.

For a member of the Supervisory Board who is not a member of a committee, the share of fixed remuneration is no less than 50% and the share of variable remuneration will not exceed 50% of the total remuneration. For a member of the Supervisory Board who is a member of a committee, the share of fixed remuneration is no less than 54.5% and the share of variable remuneration will not exceed 45.5% of the total remuneration. For a member of the Supervisory Board who is a member of more than one committee or who chairs a committee, the share of fixed remuneration is no less than 58.3% and the share of variable remuneration will not exceed 41.7% of the total remuneration.

If the deputy chairman of the Supervisory Board is not a member of a committee, the share of fixed remuneration is no less than 50% and the share of variable remuneration will not exceed 50% of his total remuneration. If the deputy chairman of the Supervisory Board is a member of a committee, the share of fixed remuneration is no less than 53.1% and the share of variable remuneration will not exceed 46.9% of his total remuneration. If the deputy 2 chairman of the Supervisory Board is a member of multiple committees, the share of fixed remuneration is no less than 55.9% and the share of variable remuneration will not exceed 44.1% of his total remuneration.

If the chairman of the Supervisory Board is not a member of a committee, the share of fixed remuneration is no less than 50% and the share of variable remuneration will not exceed 50% of his total remuneration. If the chairman of the Supervisory Board is a member of a committee, the share of fixed remuneration is no less than 52.4% and the share of variable remuneration will not exceed 47.6% of his total remuneration. If the chairman of the Supervisory Board is a member of multiple committees, the share of fixed remuneration is no less than 54.5% and the share of variable remuneration will not exceed 45.5% of his total remuneration.

The sole criterion for granting and for the amount of the variable remuneration is the amount of the dividend distributed to shareholders for the respective fiscal year. For each percent of dividend distributed in excess of a percentage of 10% calculated based on the amount of the share capital, the members of the Supervisory Board receive a capped fixed amount. The dividend payment is a key performance indicator for shareholders. Basing the remuneration of the Supervisory Board on this performance indicator contributes to promoting the company's success. A separate determination of the variable remuneration is not provided for.

The remuneration is payable after expiry of the respective fiscal year. Members of the Supervisory Board who are members of the Supervisory Board or of a committee for only part of the fiscal year, or who are chairman or deputy chairman of the Supervisory Board or chairman of the audit committee, receive remuneration reduced pro rata temporis.

Due to the special nature of the remuneration of the Supervisory Board, which is granted for the Supervisory Board's activities and which differs fundamentally from the activities of the employees of the company and the group, a so-called vertical comparison with the remuneration of employees is out of the question.

The remuneration of the members of the Supervisory Board of BRANICKS Group AG is set out in the Articles of Association. Most recently, the compensation in Section 10 of the Articles of Association was adjusted by resolution of the shareholders' meeting of 8 July 2020. The remuneration and the system of remuneration of the Supervisory Board are periodically reviewed by management. In particular, the time expended by the members of the Supervisory Board as well as the remuneration paid by other, comparable companies are critical in this regard. If the Management Board and Supervisory 3 Board see a need to adjust the remuneration or the system of remuneration, they will submit a corresponding proposal to the shareholders' meeting; in any case, a resolution proposal on the remuneration, including the underlying system of remuneration, will be submitted to the shareholders' meeting every four years, at the latest.

The above proposal to confirm the remuneration of the members of the Supervisory Board is based on the amendment to the Articles of Association resolved by the shareholders' meeting on 8 July 2020. The proposal at the time to amend the Articles of Association was discussed in detail by the Management Board and the Supervisory Board, as was this year's confirming resolution proposal.

The regulations applicable to avoidance and handling of conflicts of interest are also observed in the procedure for establishing and implementing the system of remuneration.

The remuneration of the members of the Supervisory Board is set out in Section 10 of the Articles of Association of BRANICKS Group AG as follows:

§ 10
Remuneration

1. The members of the Supervisory Board will each receive a fixed remuneration in the amount of EUR 50,000.00 for each completed fiscal year of their membership of the Supervisory Board, payable after expiration of the respective fiscal year and to be recognized through expenses. In addition, each member will receive EUR 2,500.00 per year for each percent of dividend distributed in excess of a percentage of ten percent, calculated based on the amount of the share capital, but not exceeding EUR 50,000.00. The chairman will receive twice the amount and the deputy chairman 1.5 times the amount of the fixed remuneration and the variable remuneration. Supervisory Board members who are on a Supervisory Board committee that has convened at least once in the fiscal year will also receive additional remuneration in the amount of EUR 10,000.00 per committee for each full fiscal year of their membership in such committee, but not exceeding EUR 20,000.00 in total. The chairman of a Supervisory Board committee will receive twice the amount of such additional remuneration. In the years of taking up or leaving office, members of the Supervisory Board will receive remuneration pro rata temporis.

2. In addition to the remuneration under para. 1, each member of the Supervisory Board will receive reimbursement of their expenses and any value-added tax payable on the remuneration.

This English translation is provided for convenience purposes only. Please note that the German text shall be the sole legally binding version.