



Item 6 on the agenda of the Annual General Meeting on 8 June 2021 – Resolution on the remuneration of the members of the Supervisory Board

Wording of item 6 on the agenda for the 2021 Annual General Meeting:

Resolution on the remuneration of the members of the Supervisory Board

Section 113(3) of the *Aktiengesetz* (AktG – German Stock Corporation Act) has been revised as a result of the *Gesetz zur Umsetzung der zweiten Aktionärsrechterichtlinie* (ARUG II – German Act on the Implementation of the Second Shareholder Rights Directive). In accordance with section 113(3) sentences 1 and 2 AktG, the annual general meeting of a listed company must vote on the remuneration of the members of its supervisory board at least every four years; a resolution confirming remuneration is permitted.

The remuneration of the Supervisory Board of the company is governed by Article 20 of the Articles of Association of Viscom AG and an amendment was last resolved by the Annual General Meeting on 30 May 2018.

In the opinion of the Management Board and the Supervisory Board, the remuneration for the members of the Supervisory Board stipulated in Article 20 of the Articles of Association of the company is still appropriate and should be retained unchanged.

The Management Board and the Supervisory Board propose to confirm the remuneration of the members of the Supervisory Board, as stipulated in Article 20 of the Articles of Association of the company, and to adopt the following resolution:

“In accordance with section 113(3) AktG, the Annual General Meeting confirms the regulations on the remuneration of the members of the Supervisory Board as stipulated in Article 20 of the Articles of Association of the company.”

Wording of the Articles of Association

Article 20 Remuneration of the Supervisory Board

20.1 From the start of the 2015 financial year of the Company, each member of the Supervisory Board receives fixed remuneration for each full financial year of membership. Supervisory Board members who are only members of the Supervisory Board for part of the financial year receive the fixed remuneration pro rata temporis.

20.2 The fixed remuneration amounts to EUR 18,000 per financial year and Supervisory Board member. The Chairman of the Supervisory Board receives double and the Deputy Chairman one and a half times the fixed remuneration; (1) sentence 2 applies accordingly. The Chairman of the Supervisory Board receives three times the fixed remuneration and the Deputy Chairman one and a half times the fixed remuneration from 1 June 2018 onwards; (1) sentence 2 applies accordingly.

20.3 Supervisory Board remuneration is due on the day after the Annual General Meeting that must adopt a resolution on official approval of the actions of the members of the Supervisory Board for the past financial year.

20.4 The members of the Supervisory Board are also reimbursed for all expenses and any VAT charged on their remuneration and expenses.

20.5 The members of the Supervisory Board are included in liability insurance maintained by the Company in its interests for directors and certain employees (D&O insurance) at an appropriate amount, if such insurance exists. The premiums for this are paid by the Company.

Remuneration as a contributing factor to the promotion of business strategy and long-term development in accordance with section 87a(1) sentence 2 no. 2 AktG

The system as a whole is consistent with the requirements of the German Corporate Governance Code as amended 16 December 2019 (**GCGC**).

The Supervisory Board is primarily responsible for advising and monitoring the Management Board, hence, as suggested by G.18 sentence 1 GCGC, its remuneration consists exclusively, i.e. 100%, of fixed remuneration components

plus the reimbursement of expenses, and variable remuneration elements are not intended.

The fixed remuneration enhances the independence of the members of the Supervisory Board in the performance of their monitoring duties, and thus contributes indirectly “to the long-term development of the company” (cf. section 87a(1) sentence 2 no. 2 AktG).

The remuneration system also provides an incentive for members of the Supervisory Board to proactively involve themselves in the “promotion of business strategy” (cf. section 87a(1) sentence 2 no. 2 AktG), in that, as per G.17 GCGC, consideration is given to the greater time commitment of the Chairman, who is involved particularly closely in the discussion of strategic issue (D.6 GCGC), and the Deputy Chairman of the Supervisory Board.

Remuneration components in accordance with section 87a(1) sentence 2 no. 3 AktG

In accordance with Article 20 of the Articles of Association, the members of the Supervisory Board are entitled to fixed remuneration and to reimbursement for all expenses and any VAT charged on their remuneration and expenses. The company also pays the premiums for D&O insurance entered into in the interests of the company, in which the members of the Supervisory Board are included. The fixed remuneration is based on the position of the respective member of the Supervisory Board within it as follows (see wording of Articles of Association above):

Remuneration component	Chairman of the Supervisory Board	Deputy Chairman	Ordinary member of the Supervisory Board
Fixed remuneration	54,000.00	27,000.00	18,000.00

As the remuneration system does not contain any variable remuneration components, the disclosure of the relative ratios of fixed and variable remuneration components as referred to by section 87a(1) sentence 2 no. 3 AktG has been dispensed with.

No variable remuneration, no transactions relevant to remuneration

As the remuneration system does not contain any variable remuneration components, the disclosures in accordance with section 87a(1) sentence 2 no. 4, 6, 7 AktG have been dispensed with.

The remuneration of the Supervisory Board is determined directly in the Articles of Association, hence no transactions relevant to remuneration as referred to by section 87a(1) sentence 2 no. 8 AktG have been entered into.

Postponements in accordance with section 87a(1) sentence 2 no. 5 AktG

The remuneration is due on the day after the Annual General Meeting that adopts a resolution on official approval of the actions of the members of the Supervisory Board for the financial year in question. Postponements in the stricter sense, which can mainly make sense for variable remuneration components, have not been provided for in the remuneration system as there are no variable remuneration components.

Incorporation of the remuneration and working conditions of employees in accordance with section 87a(1) sentence 2 no. 9 AktG

A legally binding connection with the remuneration and working conditions of employees has not been provided for in the Articles of Association, is not consistent with the different function performed by the non-operational Supervisory Board and would unreasonably restrict shareholders' freedom to decide the remuneration of the Supervisory Board.

Adoption, implementation and review of the remuneration system in accordance with section 87a(1) sentence 2 no. 10 AktG

The remuneration system and the specific remuneration of the members of the Supervisory Board are defined in the Articles of Association. Responsibility lies with the Annual General Meeting that, in accordance with section 113(3) AktG, must vote on the remuneration of the members of the Supervisory Board at least every four years. A confirming resolution is permitted and requires a simple majority of votes. If a confirming resolution is not adopted, a revised remuneration system must be put to the vote no later than the next Annual General Meeting. A significant amendment of the remuneration system and the remuneration of the members of the Supervisory Board as defined in the Articles of Association requires a resolution with a majority sufficient to amend the Articles of Association which, in addition to a simple majority of votes also requires a simple capital majority (cf. sections 119(1) no. 6, 133(1), 179 et seq. AktG in conjunction with Article 25.1 of the Articles of Association). The Management Board and Supervisory Board review the remuneration of the Supervisory Board as determined by the Annual General Meeting for its compatibility with any new legal regulations, the recommendations of the German Corporate Governance Code as currently amended, the expectations of the capital market and its appropriateness by market standards on an ongoing basis. If the Management Board and the Supervisory Board thus determine that an amendment is required, they will develop a revised remuneration system and put this to the Annual General Meeting for a vote in accordance with section 124(3) sentence 1 AktG. Conflicts of interest in revising the remuneration system are excluded as the Annual General Meeting has final and sole authority. Similarly, under the statutory conditions, shareholders have the option to have the remuneration system and the remuneration of the members of the Supervisory Board, as well as any proposed amendments, made an item on the agenda for the Annual General Meeting in accordance with section 122 AktG or to submit (counter-) motions in accordance with section 126 AktG.

Result of vote:

The Annual General Meeting of Viscom AG voted on the above proposal under item 6 of the agenda on 8 June 2021.

In conjunction with the vote on the remuneration of the Supervisory Board, valid votes were cast for 6,390,806 no-par value shares, corresponding to 70.85% of the registered share capital. The Annual General Meeting voted with 6,377,236 no-par value shares, corresponding to 99.79% of the valid votes, in favour of the proposal.