



8. Resolution on confirmation of remuneration for members of Supervisory Board

Pursuant to § 113 (3) AktG, a resolution has to be adopted in respect of Supervisory Board remuneration every four years. A resolution merely confirming the existing remuneration is also permitted in this regard. In accordance with § 15 (1) of the Articles of Incorporation, Supervisory Board members receive annual remuneration payable after the expiry of the financial year and a meeting allowance, the amount of which is determined by the Annual General Meeting.

The Executive and Supervisory Boards propose that the existing regulations governing the remuneration of Supervisory Board members pursuant to § 15 of the Articles of Incorporation should be confirmed in conjunction with the underlying resolutions adopted by the Annual General Meeting to specifically determine remuneration, most recently by resolution of the Annual General Meeting on 13 March 2020, as set out below.

The specific determination of remuneration as resolved by the Annual General Meeting is summarised below:

- The fixed annual remuneration of members of the Supervisory Board amounts to Euro 15,000.00. The Chairman receives twice this amount, while the Deputy Chairman receives one-and-a-half times this amount. Supervisory Board members who are not members for the full financial year receive prorated remuneration in accordance with the length of their membership.
- The fixed annual remuneration of members of the Audit Committee amounts to Euro 5,000.00. The Chairman of the Audit Committee receives twice this amount.
- The allowance paid for attending meetings of the Supervisory Board of MVV Energie AG and its committees amounts to Euro 1,000.00 per meeting. The Supervisory Board Chairman receives twice the amount of meeting allowance for meetings of the Supervisory Board, as does the Audit Committee Chairman for meetings of the Audit Committee.

The remuneration of Supervisory Board members is based on the system set out below:

The total remuneration of Supervisory Board members comprises fixed annual remuneration and the meeting allowances. The remuneration of the individual Supervisory Board member is also influenced by his or her membership of committees.



In the existing system, fixed remuneration components – excluding meeting allowances – account for 100 % of remuneration, while variable remuneration accounts for 0 %. The company believes that this fixed remuneration, which does not include any variable performance-related remuneration components, is appropriate, not least as the workload of Supervisory Board members increases in difficult company situations. It would be inappropriate to provide disincentives in such situations by potentially reducing the amount of remuneration paid. Furthermore, this approach avoids any impression that the Supervisory Board does not act independently in performing its supervisory duties. This might not be possible if the Supervisory Board were to receive performance-based remuneration.

The company believes that the stability of remuneration paid to the Supervisory Board, whose advisory and supervisory function is not affected by fluctuations in the company's performance, is appropriate to promote the company's long-term development.

Supervisory Board remuneration and meeting allowances are granted to Supervisory Board members during their term in office and are due for payment and paid upon the expiry of a financial year. Should a member leave the Supervisory Board during the financial year, the pro-rated share of annual remuneration for the respective period is also due for payment and paid upon the expiry of the respective financial year, as are any remuneration and allowances for Supervisory Board and committee meetings attended. No further compensation is paid to Supervisory Board members, neither do any remuneration regulations apply subsequent to their terms in office.

Supervisory Board remuneration is regularly reviewed by the full Supervisory Board and the Executive Board whenever necessary, and as a minimum every four years. In the event of planned changes, and otherwise at least every four years, the remuneration (and remuneration system) for the Supervisory Board are presented to the Annual General Meeting for resolution.