

## 3U HOLDING AG

Please note: The English version has been prepared for convenience reasons.  
The only binding document is the German language original.

### **Remuneration system for the members of the Management Board**

*Draft*

*in the version submitted for approval to the  
Annual General Meeting on May 20, 2021,  
including the introductory remarks by the Supervisory Board*

#### **A. Explanation of the Management Board contracts**

All members of the Management Board are currently employed under contracts dated December 30, 2016 for the period from January 1, 2017 to December 31, 2021. These contracts (and the compensation agreed therein) shall continue to apply for the time being unaffected by the Act Implementing the Second Shareholders' Rights Directive of December 12, 2019 and the Company's compensation system resolved on March 26, 2021 on the basis thereof. The Supervisory Board intends to continue the employment of the Management Board members beyond the current term and in this course to restate those agreements relating to compensation in accordance with the new compensation system.

#### **B. Explanation of special bonuses**

As part of the Company's long-term strategy to sustainably increase the value of the Company, future IPOs of successful subsidiaries are decisive events in that they reveal significant additional growth and earnings potential. This increase in value directly benefits all shareholders. It is the result of the identification of the Group's most promising business models and their consistent and successful development into outstanding positions in their respective market sectors.

In addition to compensation for the day-to-day management of the Company's and the Group's business and the ongoing strategic and operational development of the Group by the Management Board, the Supervisory Board believes that special consideration should also be given to incentivizing long-term, sustainable, exceptional value growth.

The Supervisory Board has therefore formulated ambitious long-term targets for the potential market valuation of subsidiaries and incentivized their achievement by awarding a special bonus. The Supervisory Board expects the early implementation of this overall long-term compensation instrument to have an increased and sustainable incentive effect. In order to encourage the Management Board to give higher priority to achieving the optimum valuation than to short-term implementation in the interests of the shareholders, the bonuses are staggered and the achievement of the maximum bonus amount is linked to ambitious targets.

#### **C. Wording of the remuneration system**

The remuneration system for the Management Board of 3U HODLING AG submitted to the Annual General Meeting on 20 May 2021 for approval has the following wording:

**Remuneration system  
for the members of the Management Board of 3U HOLDING AG, Marburg**

**A. Introduction and basics of the remuneration system**

The remuneration of the members of the Management Board is aligned with the entrepreneurial development of 3U HOLDING AG. The remuneration system for the Management Board follows the requirements of the German Stock Corporation Act and the recommendations of the German Corporate Governance Code in the version that came into force on March 20, 2020.

The remuneration system for the Management Board follows the requirements of the German Stock Corporation Act and the recommendations of the German Corporate Governance Code in the version that came into force on March 20, 2020 (GCGC) and aims to offer the members of the Management Board a competitive remuneration package in line with the market.

Where the compensation system deviates from the recommendations of the GCGC in individual points, this is presented and justified in the declaration of conformity pursuant to Section 161 AktG.

The compensation of the Board of Management is determined taking into account the size, complexity and economic situation of the company and the opportunities for development. It should be commensurate with the Board of Management's area of responsibility and performance. Management Board compensation under this system also serves to harmonize the interests of the Management Board, employees and shareholders and is intended to promote a sustained increase in the Company's performance.

To achieve the above principles, the compensation system includes non-performance-related ("fixed") and performance-related ("variable") components.

The fixed basic remuneration (hereinafter also referred to as "annual basic salary" or "fixed annual salary") and benefits in kind represent the non-performance-related components, with the benefits in kind being granted, among other things, in the form of company cars, subsidies for pension, health, nursing care and unemployment insurance, D&O insurance and accident insurance.

The performance-related components include a one-year variable compensation component (Short Term Incentive Plan - STI) and a multi-year compensation component (Long Term Incentive Plan - LTI). The performance-related compensation includes the option of setting individual financial and non-financial target components for Management Board members.

In line with statutory requirements, the compensation system provides for a maximum remuneration.

**B. The remuneration system in detail**

**I. Maximum remuneration (§ 87a Para 1 S. 2 no. 1 AktG)**

The total compensation to be granted to the Management Board for a financial year (total of all compensation amounts expended by the Company for all acting Management Board members in the financial year, including fixed basic compensation, variable compensation components and fringe benefits) is limited to an absolute maximum amount ("maximum compensation"), irrespective of the financial year in which a compensation element is paid out.

The maximum compensation amounts to EUR 650 thousand for the Speaker of the Board of Management and EUR 350 thousand for the individual ordinary member of the Board of Management.

In addition, agreements are made on a one-time bonus payment ("special bonus") to the Management Board members in the event that a subsidiary of 3U HOLDING AG is listed and admitted to the stock exchange (organized capital market) ("successful IPO"). This concerns the subsidiaries weclapp SE,

Frankfurt a. M., and Selfio GmbH, Bad Honnef. Only in the event of payment of a special bonus in the aforementioned cases, the maximum remuneration shall be increased as follows:

In case of a successful IPO of weclapp SE, the special bonus shall amount to EUR 250 thousand, provided that the market capitalization of weclapp SE at the time of the IPO (closing price on the first trading day) is

EUR 150 to 300 million and TEUR 500, if the market capitalization is more than EUR 300 million. In case of a market capitalization below EUR 150 million, no special bonus is due.

In the case of a successful IPO of weclapp SE and the associated special bonus, the maximum remuneration of the speaker of the Management Board amounts to EUR 1,150 thousand and of the other members of the Management Board to EUR 850 thousand.

In the event of a successful IPO of Selfio GmbH, the special bonus amounts to EUR 250 thousand, provided that the market capitalization of the subsidiary at the time of the IPO (closing price on the first trading day) is between EUR 100 and 200 million, and EUR 500 thousand, provided that the market capitalization is more than EUR 200 million. If the market capitalization is less than EUR 100 million, no special bonus is due.

In the case of the IPO of Selfio GmbH and the associated special bonus, the maximum compensation of the spokesman of the Management Board is EUR 1,150 thousand and of the other members of the Management Board EUR 850 thousand.

The special bonus is granted accordingly if the respective subsidiary is indirectly listed on the stock exchange by way of a corporate transaction. In the event of an IPO by way of a corporate transaction in which not all of the companies involved are subsidiaries of 3U HOLDING AG, the market capitalization achieved upon initial listing (closing price on the first day of trading) is to be calculated pro rata on the share of the respective subsidiary(ies); this forms the basis of assessment for the special bonus to be paid.

When stating the maximum compensation including the payment of any special bonus for a successful IPO, it is assumed that both IPOs are not realized within one financial year. If both IPOs take place in the same financial year, the maximum compensation of the members of the Board of Management increases accordingly if the other payment requirements are met (Spokesman of the Board of Management EUR 1,650 thousand, other members of the Board of Management EUR 1,350 thousand).

## **II. Contribution of the remuneration to the promotion of the business strategy and the long-term development of the company (§ 87a Para 1 S. 2 no. 2 AktG)**

The remuneration system supports the strategic orientation of 3U HOLDING AG and the Group it manages (together "3U Group").

Payments from the short-term variable remuneration ("STI") require the achievement of quantitative and qualitative targets. This enables incentivization with regard to specific targets of material importance for the operational and/or strategic development of the Company.

In addition, virtual shares in the Company are granted as long-term oriented and share-based variable compensation ("LTI"). Taking into account a performance period of several years, this compensation element promotes the strategic goal of long-term value enhancement also in the interests of the Company's shareholders.

A differentiated treatment of the Management Board members is made against the background that the Speaker of the Management Board is at the same time a major shareholder of the Company and a differentiation into STI and LTI would not contribute to an increased incentive. However, the

Supervisory Board reserves the right to adjust this rule in the future if conditions change (e.g. sale of larger share packages).

Overall, the remuneration system provides the framework for an appropriate remuneration of the Management Board members, which makes it possible to attract qualified Managements and to retain them at 3U HOLDING AG in the long term..

### **III. Remuneration components and performance criteria for variable remuneration components (§ 87a Para 1 S. 2 no. 3 und 4 AktG)**

#### **1. Overview of the remuneration components and their relative shares of total remuneration**

The remuneration of the members of the Management Board is composed of fixed and variable compensation components. The fixed components of the compensation of the Management Board members comprise a fixed annual salary and various fringe benefits.

The variable compensation components are generally variable compensation based on short-term annual targets ("STI") and long-term variable compensation ("LTI"). In the case of the Spokesman of the Management Board, this distinction is waived in favor of the STI, as he already holds a significant block of shares in 3U HOLDING AG.

The main elements of the remuneration are provided as follows:

#### **Fixed compensation components**

- Fixed annual salary:  
EUR 300 thousand Spokesman of the Board of Management,  
TEUR 200 other members of the Management Board /  
Basic salary (payment in 12 monthly installments)
- Fringe benefits:  
Company car etc. (see B III. 2.2)

#### **Variable compensation components**

- STI:  
EUR 300 thousand Spokesman of the Board of Management,  
EUR 45 thousand other members of the Management Board  
(based on 100% achievement of individually agreed quantitative and qualitative targets)
- LTI:  
TEUR 0 Speaker of the Board of Management,  
EUR 55 thousand for the other Management Board members in virtual shares

#### **MAXIMUM COMPENSATION**

- TEUR 650 thousand Spokesman of the Board of Management
- TEUR 350 other members of the Board of Management

The MAXIMUM REMUNERATION, taking into account special bonus payments in the case of the above-mentioned IPOs, amounts to EUR 1,150 thousand for the Speaker of the Board of Management and EUR 850 thousand for the other members of the Board of Management. It is assumed that both IPOs will not be realized within one fiscal year. If both IPOs were to take place in one financial year, the maximum compensation of the members of the Board of Management would increase accordingly if the other payment requirements were met (Spokesman of the Board of

Management EUR 1,650 thousand, other members of the Board of Management EUR 1,350 thousand).

The following table shows the relative shares of the individual compensation components in the expected total annual compensation ("total compensation") based on the respective expected annual expense amounts.

The share of fixed compensation components (annual salary, fringe benefits) in total compensation ranges from around 54% (Speaker of the Management Board) to around 71% (other Management Board members). The share of total compensation accounted for by fringe benefits (maximum) ranges from around 8% (Speaker of the Management Board) to around 14% (other Management Board members).

The STI as a percentage of total compensation is between 0% and around 46% (Speaker of the Management Board) and between 0% and around 13% (other Management Board members), and the LTI as a percentage of total compensation is between 0% (Speaker of the Management Board) and between 0% and around 16% (other Management Board members).

The upper limit of 100% for the fixed compensation components and the lower limit of 0% for the variable compensation components take into account that the variable compensation may not be paid at all if the performance criteria for the STI are not met or depending on the performance of the Company's share price relevant for the LTI.

## **2. Fixed compensation components**

### **2.1. • Fixed annual salary**

The members of the Management Board receive a fixed annual salary in twelve monthly instalments.

### **2.2. Fringe Benefits**

In addition, contractually agreed fringe benefits are granted to the members of the Management Board.

These fringe benefits include in particular benefits in kind, in particular company vehicle or equivalent, contributions to pension, health, long-term care and unemployment insurance,

D&O insurance, accident insurance and reimbursement of expenses.

The company cars and cell phones provided by the Company are also available to Management Board members for private use. The spokesman of the Management Board receives a fixed monthly allowance for pension insurance of EUR 448.87 and for health insurance of EUR 477.93. The allowances granted to the other members of the Management Board for pension, health and long-term care insurance are reimbursed in the amount of 50% of the contributions made by the Management Board member, up to a maximum of the employer's contribution taking into account the relevant income thresholds.

The directors' and officers' (D&O) liability insurance taken out for the members of the Management Board

("D&O insurance") includes the legally required deductible.

## **3. Variable compensation components**

The variable compensation components, including the respective performance criteria, are named below and their relationship to the business strategy and the long-term development of the Company is explained as follows.

The methods used to assess the achievement of the performance criteria are also described.

### **3.1. Short Term Incentive („STI“)**

The members of the Management Board are granted the STI, which is structured as follows:

The STI consists of a quantitative and a qualitative sub-target. In the case of the quantitative sub-target, the achievement of planning accuracy and the operating result in the compensation period are assessed.

Decisive for the achievement of the sub-target "planning reliability" is the audited value of the EBIT performance of the 3U Group in relation to the budgeted value approved by the Supervisory Board as part of the budget planning for the remuneration period.

Decisive for the achievement of the sub-target "operating result" is the audited value of the EBT performance of the 3U Group. As part of the qualitative target achievement, the Supervisory Board assesses the fulfillment of priority tasks of the Management Board as well as the fulfillment of personal targets of the Management Board set by the Supervisory Board.

### **3.2. Long Term Incentive („LTI“)**

In addition, the members of the Management Board - with the exception of the Speaker of the Management Board (see above) - are granted virtual shares in the Company as a share-based compensation element with a long-term incentive effect ("LTI"). The virtual shares granted to the Management Board members are cash-settled; no shares are delivered.

The virtual shares are granted annually for the agreed term of the Management Board service contract and have a holding period of 4 years. The number of virtual shares to be allocated annually is based on the LTI target amount divided by the arithmetic mean of the XETRA closing prices of the 3U share over the last 30 trading days before the start of the performance period.

The final payment of the LTI is linked to 3 performance criteria, which must be met at the end of the holding period:

- 40%: Average of annual target achievement by plan EBIT during the 4-year term,
- 30 %: Share price development of 3U HOLDING AG compared to the peer group as well as
- 30 %: Achievement of the agreed sustainability targets.

The payout amount is determined by multiplying the conditionally granted number of virtual shares by the arithmetic mean of the XETRA closing prices of the 3U share over the last 30 stock market trading days prior to the end of the performance period and the achievement of the performance target.

In addition, the Management Board members receive a dividend equivalent, which is measured by the sum of the dividends paid over the period for each conditionally granted virtual share.

The amount paid out to each Management Board member is limited to EUR 55 thousand per year, whereby this maximum amount includes any dividend equivalents to be paid.

The granting of virtual shares as a share-based compensation element contributes to an increased alignment of interests between members of the Board of Management and shareholders and promotes the strategic goal of increasing the value of the Company in the long term. A corresponding alignment of interests as well as an incentive of the long-term increase in value of the Company is not required with regard to the Spokesman of the Management Board via an LTI, as he already holds a significant block of shares in 3U HOLDING AG.

The material terms of the virtual shares granted, including number and value, are presented in the annual remuneration report.

**IV. Deferral periods for the payment of compensation components  
(§ 87a Para 1 S. 2 no. 5 AktG)**

The holding period of the virtual shares is 4 years.

**V. Possibilities of the company to reclaim variable remuneration components  
(§ 87a Para 1 S. 2 no. 6 AktG)**

In the event of a gross breach of duty by the Management Board member and/or his termination by the Company for good cause, the long-term variable compensation may be reclaimed (for a maximum of

4 years prior to the occurrence of the reason for clawback) can be reclaimed. Any claims for repayment against the Speaker of the Management Board shall amount to 50% of the (short-term) variable compensation for a maximum period of 4 years prior to the occurrence of the reason for repayment.

**VI. Share based compensation (§ 87a Para 1 S. 2 no. 7 AktG)**

The virtual shares of the Company granted as LTI are to be regarded as share-based compensation components within the meaning of Section 87a (1) sentence 2 no. 7 AktG. For further details, please refer to the information provided under III.3.2.

**VII. Remuneration-related legal transactions (§ 87a Para 1 S. 2 no. 8 AktG)**

**1. Terms and conditions of termination of remuneration-related legal transactions, including the respective notice periods  
(§ 87a Para 1 S. 2 no. 8 a) AktG)**

Management Board contracts are concluded for a fixed term and accordingly do not provide for any ordinary termination option.

The contracts of the Management Board members are concluded for a term of 5 years.

**2. Dismissal compensation (§ 87a Para 1 S. 2 no. 8 b) AktG)**

Die Vorstandsdienstverträge sehen keine Abfindungsansprüche oder sonstige Entlassungsentschädigungen vor.

**3. Pension schemes (§ 87a Para 1 S. 2 no. 8 c) AktG)**

Ein Ruhegehalt wird nicht gewährt. Wie unter Ziff. III.2.2. erläutert, wird lediglich ein Zuschuss zur Rentenversicherung gewährt.

**VIII. Consideration of employees' remuneration and employment conditions when determining the remuneration system (§ 87a Para 1 S. 2 o. 9 AktG)**

The Supervisory Board regularly reviews the appropriateness of the remuneration of the Management Board members, among other things, on the basis of a comparison with the Company's internal remuneration structure ("vertical comparison"). In assessing the appropriateness in vertical terms, the remuneration of the Management Board is compared with the remuneration of the employees employed in Germany in the management level below the Management Board as well as the total workforce employed in Germany of 3U HOLDING AG and its Group companies. In the context of this

vertical comparison, the ratio of the remuneration of the Management Board to the remuneration of the aforementioned employees in particular is taken into account in the development over time.

**IX. Procedures for establishing, implementing and reviewing the compensation system (§ 87a Para 1 s. 2 no. 10 AktG)**

The Supervisory Board shall adopt a clear and comprehensible compensation system for the members of the Board of Management and submit the adopted compensation system to the Annual General Meeting for approval. The Supervisory Board reviews the compensation system and the appropriateness of the Management Board's compensation at its due discretion on a regular basis and, if necessary, also on an ad hoc basis, but at least every four years. To this end, the compensation of the Board of Management is compared vertically with the compensation of the management level below the Board of Management and with that of the workforce as a whole. In addition, the compensation level and structure is compared with a peer group defined by the Supervisory Board and generally consisting of listed companies (holding companies/participations) which, among other things, have a comparable market position ("horizontal comparison").

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

In the event of significant changes, but at least every four years, the compensation system is again submitted to the Annual General Meeting for approval. If the Annual General Meeting does not approve the system presented, the Supervisory Board shall present a revised compensation system to the Annual General Meeting for approval at the latest at the following ordinary Annual General Meeting.

The Supervisory Board may temporarily deviate from the compensation system ("Procedures and Rules Governing the Compensation Structure") and its individual components or introduce new compensation components if this is necessary in the interests of the long-term well-being of the Company. Under the above circumstances, the Supervisory Board also has the right to grant special payments to newly appointed Management Board members to compensate for salary losses from a previous employment relationship. Deviations may also temporarily lead to a deviating amount of the maximum compensation. A deviation from the compensation system is only possible on the basis of a corresponding Supervisory Board resolution establishing the exceptional circumstances and the necessity for a deviation. In the event of a deviation, the specific components of the compensation system from which the deviation was made must be named in the compensation report and the necessity of the deviation explained (§ 162 para. 1 s. 2 no. 5 AktG).