

Remuneration Report

In the following remuneration report, pursuant to Section 162 of the German Stock Corporation Act (AktG), the principles applied to determining remuneration for 3U HOLDING AG's Management Board and its Supervisory Board are summarised, along with the information on and explanation of the remuneration of current and former members of 3U HOLDING AG's Management Board and its Supervisory Board in the financial year 2021.

Remuneration system of the Management Board

Resolution on the approval of the remuneration system for members of the Management Board

The system applicable to the remuneration of members of 3U HOLDING AG's Management Board was approved by the Supervisory Board – drawing on the assistance of expert external support – in accordance with Sections 87 (1), 87a (1) German Stock Corporation Act (AktG) on 26 March 2021, and by the Annual General Meeting on 20 May 2021 by a majority of 77.91 % of the capital represented ("Remuneration System 2021").

The remuneration system complies with the requirements of the German Stock Corporation Act, in particular with the requirements set out under the second Shareholders' Rights Guideline (ARUG II), and is based on the recommendations of the German Corporate Governance Code in the version dated 16 December 2019. It replaces the formerly valid 2010 remuneration system.

Application of the Management Board remuneration systems in the financial year 2021

Since the adoption of the resolution by the Supervisory Board, the current remuneration system for the company's Management Board is taken into account when new employment contracts are concluded and when the employment contracts of serving Management Board members with the company are renewed. The Management Board contracts valid until the end of the financial year 2021 for serving Management Board members Michael Schmidt and Andreas Odenbreit, as well as for Management Board member Christoph Hellrung who withdrew from the Board with effect from 31 October 2021, did remain in force unchanged, also after the 2021 remuneration system has been approved, until the end of the term on 31 December 2021. The rules on remuneration contained therein are consequently still based on the 2010 remuneration system that is also described once again in the following. The contract of employment for Management Board members signed with Uwe Knoke who was appointed to the Management Board as of 1 November 2021 reflects the 2021 remuneration system. The new Management Board employment contracts for Management Board members Michael Schmidt and Andreas Odenbreit with a five-year term starting on 1 January 2022 have been concluded in accordance with the 2021 remuneration system.

The remuneration of members of 3U HOLDING AG's Management Board is subject to ongoing review by the Supervisory Board, particularly in the context of negotiations on employment contracts with existing or future members of the Management Board. A formal review held on regular days of the calendar does not take place, however.

Basic components of the 2010 remuneration system

The structure and the amount of the remuneration of the Management Board members is determined by the Supervisory Board and regularly reviewed. The 2010 remuneration system is geared to the Act on Disclosure of Management Board Remuneration (VorstOG) which came into force on 5 August 2009.

As part of the 2010 remuneration system and the rules and regulations of the Management Board employment contracts valid in the financial year 2021, all 3U HOLDING AG Management Board members receive a fixed annual salary paid out in monthly instalments. In addition, all members of the Management Board receive a variable performance-related remuneration component. The performance-related remuneration consists of a quantitative target and a qualitative target. Quantitative target attainment is assessed by the Supervisory Board in the reporting year primarily on the basis of the audited figure for EBIT or the EBT performance of the company measured against the budgeted figure; exceptional developments may also be taken into account. Qualitative target attainment is assessed by the Supervisory Board based on the Management Board performing prioritised tasks and the achievement of personal goals set by the Supervisory Board for members of the Management Board. At the start of a financial year, the Supervisory Board defines targets, factoring in the Group's situation.

In addition, Management Board members may also be granted share options under share option plans. The purpose of granting share options is to reward the contribution of the Management Board (and also the other employees of the 3U Group) to raising the enterprise value and to promoting the company's long-term success.

Part of the performance-related remuneration in the respective financial year is paid out under the reservation that the Management Board continues to sustainably conduct the company's business in the two financial years thereafter. Sustainability takes special account of the stability of the Group's development and the structure of its holdings. The Supervisory Board assesses sustainability in the two financial years following the respective financial year and will reclaim the partial amounts of the performance-related remuneration paid subject to reservation if sustainability in managing the company has not been ensured.

Within the meaning of Section 87 (2) sentence 1 of the German Stock Corporation Act, the Supervisory Board is entitled to reduce the remuneration paid to the Management Board to an appropriate amount if the situation of the company deteriorates after these amounts have been fixed and if continuing to grant the agreed amounts would be unreasonable for the company. This also applies to the granting of any share options.

If the appointment of a Management Board member is rescinded over the course of a financial year for good cause pursuant to Section 84 (3) of the German Stock Corporation Act, there is no entitlement to performance-related remuneration for the respective financial year, nor for any further financial years until the termination of the Management Board member's employment contract.

No pension commitments have been given to the Management Board members.

2021 remuneration system

A. Introduction and background

The remuneration of Management Board members is aligned to the entrepreneurial development of 3U HOLDING AG. In this context, the Management Board remuneration system follows the standards of the German law on stock corporations and the recommendations of the German Corporate Governance Code (GCGC) in the version effective as of 20 March 2020. The aim is to offer members of the Management Board a competitive remuneration package which is customary in the market.

Insofar as the remuneration system diverges from GCGC recommendations in some instances, this is addressed and substantiated

in the Declaration of Conformity pursuant to Section 161 AktG.

The remuneration of the Management Board is determined in consideration of the size, the complexity and the financial position of the company, along with its development opportunities. Remuneration is to adequately reflect the portfolio of responsibilities and the performance of the Management Board. Furthermore, Management Board remuneration under this system serves to harmonise the interests of the Management Board, the employees and the shareholders and is designed to sustainably promote the company's productivity.

With a view to realising the aforementioned principles, the remuneration system comprises non-performance related ("fixed") and performance-related ("variable") components.

Fixed remuneration (hereinafter also "basic annual salary" or "fixed annual salary") and benefits in kind represent the non-performance-related components, with benefits also in the form of company cars, contributions to pensions, medical and long-term care and unemployment insurance, D&O insurances and accident insurances.

The performance-related components consist of one-year variable remuneration (Short Term Incentive Plan – STI) and a multi-year remuneration component (Long Term Incentive Plan – LTI). Part of performance-related remuneration provides for the possibility of determining individual financial and non-financial target components for members of the Management Board.

In accordance with the statutory requirements, the remuneration system places a cap on maximum remuneration.

B. The remuneration system in detail

I. Maximum remuneration (Section 87a (1) s. 2 item 1 German Stock Corporation Act (AktG))

The total remuneration to be granted to the Management Board (sum total of all remuneration amounts disbursed by the company for all serving Management Board members in the financial year, including fixed remuneration, variable remuneration components and fringe benefits) is to be capped at an absolute maximum amount ("maximum remuneration") regardless of the financial year in which a component of remuneration is paid.

Remuneration for the spokesman of the Management Board is capped at kEUR 650 and at kEUR 350 for each regular member of the Management Board.

In addition, agreements have been concluded on a one-off bonus payment ("special bonus") to the members of the Management Board in the event that a subsidiary of 3U HOLDING AG is floated (organised capital market) and admitted to trading on the stock exchange ("successful initial public offering [IPO]"). This concerns the subsidiaries weclapp SE, Frankfurt am Main and Selfio GmbH, Bad Honnef. Exclusively in the case of a special bonus being paid under the aforementioned circumstances, maximum remuneration is increased as follows:

- In the event of a successful listing of weclapp SE, the special bonus has been set at kEUR 250, provided that weclapp SE's market capitalisation upon flotation (closing price on the first day of trading) amounts to between EUR 150 and 300 million, and at kEUR 500 if market capitalisation exceeds EUR 300 million. If market capitalisation is below EUR 150, no special bonus is owed.
- In the event of a successful IPO of weclapp SE and the associated special bonus, the remuneration of the Management Board's spokesman is capped at kEUR 1,150 and that of the other Management Board members at kEUR 850.
- In the event of a successful listing of Selfio GmbH, the special bonus has been set at kEUR 250, provided that subsidiary's market capitalisation upon flotation (closing price on the first day of trading) amounts to between EUR 100 and 200 million, and at kEUR 500 if market capitalisation exceeds EUR 200 million. If market capitalisation is below EUR 100, no special bonus is owed.
- In the event of a successful IPO of Selfio GmbH and the associated special bonus, the remuneration of the Management Board's spokesman is capped at kEUR 1,150 and that of the other Management Board members at kEUR 850.

The special bonus will be granted accordingly if the respective subsidiary is brought to the stock exchange indirectly by way of a corporate transaction. In the event of listing by way of a corporate transaction in which not all participating companies are subsidiaries of 3U HOLDING AG, the market capitalisation achieved at initial listing (closing price on the first day of trading) is to be calculated proportionately in relation to the share of the respective subsidiary/subsidiaries; this is then taken as a basis for calculating the special bonus to be paid.

When indicating the maximum remuneration, including payment of any special bonus for a successful IPO, the assumption is that the two flotations do not take place within one financial year. If the two IPOs are to take place in one financial year, the maximum remuneration of Management Board members will increase accordingly given the different payment conditions (Management Board spokesman: kEUR 1,650; other Management Board members: kEUR 1,350).

II. Contribution of remuneration to promoting the business strategy and the long-term development of the company (Section 87a (1) s. 2 item 2 German Stock Corporation Act (AktG))

The remuneration system supports the strategy of 3U HOLDING AG and the Group under its management (together the "3U Group"). Payments from the Short Term Incentive Plan (STI) presuppose the achieving of quantitative and qualitative targets. This provides an incentive regarding specific goals which are material for the company's operational and/or strategic development.

In addition, virtual shares in the company are granted as a long-term share-based variable remuneration ("LTI"). With a view to a four-year performance period, this remuneration component promotes the strategic goal of sustainably raising the company's value, also in the interest of the its shareholders.

At this juncture, a differentiated treatment is applied to members of the Management Board for reason of the fact that the Management Board spokesman is, at the same time, a major shareholder of the company and distinguishing between STI and LTI would not contribute to greater incentivisation. The Supervisory Board reserves the right to adjust this arrangement to changing conditions (e.g., disposal of large blocks of shares) in the future.

All in all, the remuneration system provides the framework for an adequate remuneration of the Management Board members, allowing for seasoned managers to be found and for ensuring their long-term loyalty to 3U HOLDING AG.

III. Remuneration components and performance criteria for variable remuneration components (Section 87a (1) s. 2 item 3 and 4 German Stock Corporation Act (AktG))

1. Overview of the remuneration components and their relative share in overall remuneration

The remuneration of the Management Board members is made up of fixed and variable components. The fixed components of the Management Board members' remuneration consist of a fixed annual salary and various fringe benefits.

Variable remuneration is essentially provided in the form of remuneration geared to short-term annual targets ("STI") and long-term oriented variable remuneration ("LTI"). In the case of the Management Board spokesman, this differentiation is waived in favour of STI as the spokesman already holds a major share package in 3U HOLDING AG.

The essential components of remuneration are provided for as follows:

Fixed remuneration components

- Fixed annual salary:
- kEUR 300 for the spokesman of the Management Board,
- kEUR 200 for the other members of the Management Board / basic salary (payment in twelve monthly instalments)
- Fringe benefits (as described under Section 2.2)

Variable remuneration components

- STI:
 - kEUR 300 for the spokesman of the Management Board,
 - kEUR 45 for the other members of the Management Board
- (based on 100 % achievement of the individually agreed quantitative and qualitative targets)

- LTI:
- kEUR 0 for the spokesman of the Management Board,
- kEUR 55 in virtual shares for the other members of the Management Board

MAXIMUM REMUNERATION

- kEUR 650 for the spokesman of the Management Board
- kEUR 350 for the other members of the Management Board

Taking account of special bonus payments in the event of the aforementioned IPOs, maximum remuneration amounts to kEUR 1,150 for the spokesman of the Management Board and kEUR 850 for the other Management Board members. The assumption here is that the two flotations will not take place within the space of one financial year. If the two IPOs are to take place in one financial year, the maximum remuneration of Management Board members will increase accordingly given the different payment conditions (Management Board spokesman: kEUR 1,650; other Management Board members: kEUR 1,350).

The following section elaborates on the proportion of the individual remuneration components in the probable annual total remuneration ("total remuneration") based on the respective, anticipated annual amounts.

The proportion of fixed remuneration components (annual salary, fringe benefits) in the total remuneration amounts to between approx. 54 % (Management Board spokesman) and approx. 71 % (other Management Board members). The share of fringe benefits (maximum) amounts to around 8 % (Management Board spokesman) and to around 14 % (other Management Board members). The proportion of STI in total remuneration comes to between 0 % and roughly 46 % ((Management Board spokesman) and to roughly between 0 % and 13 % (other Board Management members), and the proportion of LTI to between 0 % (Management Board spokesman) and between 0 % and approx. 16 % (other Management Board members) of total remuneration.

The aforementioned cap of 100 % applicable to fixed remuneration components and the aforementioned minimum amount of 0 % applicable to variable remuneration components takes account of the fact that, if the performance criteria for the STI are not met, and depending on the stock price development of the company' share definitive for the LTI, variable remuneration may also not be paid at all.

2. Fixed remuneration components

2.1. Fixed basic salary

Members of the Management Board receive a fixed annual salary paid out in twelve monthly instalments.

2.2. Fringe benefits

In addition, members of the Management Board are granted contractually defined fringe benefits. These fringe benefits include in particular benefits in kind, in particular, a company car or equivalent, contributions to pensions, medical and long-term care and unemployment insurance, D&O insurance, accident insurance and reimbursement of expenses.

The company cars and mobile telephones which the company makes available to the Management Board members can also be used for private purposes. The spokesman of the Management Board receives a monthly contribution of EUR 448.87 to a pension scheme and of EUR 477.93 to a health insurance. The contributions for the other members of the Management Board are granted for pension schemes, for medical and long-term care insurance at 50 % of the amounts paid by the respective Management Board member, capped at the amount of the employer's contribution in consideration of the respective contribution assessment ceiling. The Directors and Officers (D&O) liability insurance includes the deductible provided for under the law.

3. Variable remuneration components

The following elaborates on the variable remuneration components, including the aforementioned respective performance criteria and the link to the corporate strategy and to the long-term development of the company.

In addition, the methods for assessing the degree to which performance criteria have been achieved are also explained.

3.1. Short Term Incentive ("STI")

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

The STI consists of a quantitative target and a qualitative target. The quantitative achievement of targets in the remuneration period is assessed on the basis of adherence to budget and the operating result.

The audited figure of EBIT performance of the 3U Group in relation to the budgeted figure, approved by the Supervisory Board in the context of budget planning for the remuneration period, is decisive for achieving the "budget adherence" subtarget.

The audited figure of the EBT performance of the 3U Group is the determinant for achieving the "operating result".

Qualitative target attainment is assessed by the Supervisory Board based on the Management Board fulfilling prioritised tasks, as well as the personal goals set by the Supervisory Board for individual members of the Management Board.

3.2. Long Term Incentive ("LTI")

Furthermore, the members of the Management Board – with the exception of the Management Board spokesman (see above) – are granted a share-based remuneration component in the form of virtual shares in the company as a long-term incentive. The virtual shares granted to members of the Management Board entail cash settlement; there is no delivery of shares.

The granting of the virtual shares is carried out once a year for the respectively agreed term of the Management Board member employment contract and provides for a holding period of four years. The number of the virtual shares to be allocated per year is calculated based on the LTI target amount divided by the 3U share's arithmetic mean of the Xetra closing prices over the last 30 trading days prior to the beginning of the performance period. The final disbursement of the LTI is linked to three performance criteria which must be in place after the holding period expires:

- 40 % average of the annual target attainment according to EBIT budgeted during the four-year period,
- 30 % share price trend of 3U HOLDING AG benchmarked against the peer group, and
- 30 % attainment of the agreed sustainability targets.

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

In addition, the Management Board members receive a dividend equivalent based on the sum total of dividend paid for each conditionally granted virtual share over the respective period.

The disbursement amount per Management Board member is capped at kEUR 55 per year, a maximum amount which includes any dividend equivalent to be paid.

The granting of virtual shares as a share-based remuneration component contributes to aligning the interests of Management Board members and shareholders more strongly and promotes the strategic goal of sustainably raising the company's value. Aligning the interests and providing incentive via the LTI for sustainably raising the company's term value is unnecessary in the case of the Management Board's spokesman as he already holds a major block of shares in 3U HOLDING AG.

The principal conditions concerning the granting of virtual shares, including the number and the value, are disclosed in the annual remuneration report.

IV. Periods of deferral for the disbursement of remuneration components (Section 87a (1) s. 2 no. 5 German Stock Corporation Act (AktG))

The holding period of the virtual shares is four years.

V. Clawback option for the company for reclaiming variable remuneration components (Section 87a (1) s. 2 item 6 German Stock Corporation Act (AktG))

If a Management Board member commits a gross breach of duty and/or the company terminates his contract for an important reason, the long-term variable remuneration (maximum of four years prior to the occurrence of the reason for repayment) can be reclaimed. Any clawback claims against the Management Board spokesman are calculated on the basis of 50 % of the (short-term) variable remuneration for a maximum period of four years prior to the occurrence of the reason for repayment.

VI. Share-based remuneration (Section 87a (1) s. 2 item 7 German Stock Corporation Act (AktG))

The company's virtual shares granted as LTI are to be regarded as share-based remuneration components within the meaning of Section 87a (1) Sentence 2 item 7 AktG. With regard to further details required, reference is made to the explanations under Section III.2.

VII. Remuneration-related transactions (Section 87a (1) s. 2 item 8 German Stock Corporation Act (AktG))

1. Terms and conditions for ending remuneration-related transactions, including the respective notice periods (§ 87a (1) s. 2 item 8a) AktG)

The employment contracts of Management Board members are concluded for a fixed period and therefore do not provide for an option of regular termination.

The employment contracts of Management Board members are concluded for a term of five years.

2. Severance payments (Section 87a (1) s. 2 item 8 b) AktG)

The employment contracts of Management Board members do not provide for settlement entitlements or other severance payments.

3. Pension scheme arrangements (Section 87a (1) s. 2 item 8 c) AktG)

No retirement pension is granted. As explained under Section III.2.2., only a pension contribution is made.

VIII. Considering the remuneration and employment conditions of employees when determining the remuneration system (Section 87a (1) sentence 2 item 9 German Stock Corporation Act (AktG))

The Supervisory Board regularly reviews the appropriateness of Management Board member remuneration, also by drawing comparisons with the remuneration structure within the company ("vertical comparison"). In assessing the appropriateness in vertical terms, the remuneration of members of the Management Board is compared with that of the employees in Germany at the management tier below the Management Board as well as the total workforce of 3U HOLDING AG and its Group companies in the country. As part of this vertical comparison, Management Board remuneration in relation to that of the aforementioned employees over time is given special consideration.

IX. Procedure for the determination and implementation, as well as for reviewing the remuneration system (Section 87 a (1) s. 2 item 10 German Stock Corporation Act (AktG))

The Supervisory Board decides on a clear and comprehensible remuneration system for members of the Management Board and submits the remuneration system to the Annual General Meeting for approval. A review of the remuneration system and of the appropriateness of Management Board remuneration is carried out regularly by the Supervisory Board at its own due discretion, and also if and when appropriate, but at least every four years. To this end, a vertical comparison of the Management Board remuneration measured against the remuneration of the senior management tier below the Management Board and the entire workforce is carried out. In addition, the amount and structure of remuneration is compared against a peer group defined by the Supervisory Board. This peer group generally consists of listed companies (holding/investment companies), i.e. those which occupy a comparable market position. The rules and regulations which apply to avoiding and handling conflicts of interest are also observed during the process of defining and implementing the remuneration system.

In the case of major amendments, at least every four years, however, the remuneration system is resubmitted to the Annual General Meeting for approval. If the Annual General Meeting does not approve the system, the Supervisory Board will submit a reviewed remuneration system to the Annual General Meeting at the next regular Annual General Meeting at the latest.

The Supervisory Board may temporarily deviate from the remuneration system ("Procedure and regulations on the remuneration structure") and its individual components or introduce new remuneration components if necessary in the interest of the company's long-term well-being. Under the aforementioned circumstances, the Supervisory Board also has the right to grant special payments to Management Board members joining the company so as to compensate them for loss of salary from a former employment relationship. Deviations may also temporarily result in an amount which diverges from the maximum remuneration. Deviations from the remuneration system are only possible if a relevant resolution has been passed by the Supervisory Board which has ascertained the unusual circumstances and the necessity of such deviation. In the event of a deviation, the relevant components of the remuneration system directly affected are to be detailed in the remuneration report and the necessity of the deviation explained (Section 162 (1) s. 2 item 5 AktG).

Report on the remuneration of members of the Management Board in the financial year 2021

Disclosure of all fixed and variable remuneration components as well as their respective relative share

Remuneration of the members of the Management Board (in kEUR)	Michael Schmidt Spokesman of the Management Board		Andreas Odenbreit Management Board		Christoph Hellrung Management Board (until 31/10/2021)		Uwe Knoke Management Board (since 1/11/2021)	
	2021	2020	2021	2020	2021	2020	2021	2020
Maximum remuneration	–	–	–	–	–	–	350	–
Fixed remuneration	300	300	150	150	125	150	25	–
Fringe benefits	36	36	15	18	99	28	3	–
Subtotal	336	336	165	168	224	178	28	–
One-year variable remuneration	276	284	46	47	38	47	7	–
Multi-year variable remuneration	0	0	0	0	0	0	9	–
Total remuneration	612	620	211	215	262	225	44	–
Share of fixed remuneration	54.9 %	54.2 %	78.2 %	78.1 %	85.5 %	79.1 %	63.6 %	–
Share of variable remuneration	45.1 %	45.8 %	21.8 %	21.9 %	14.5 %	20.9 %	36.4 %	–

In addition, Mr. Andreas Odenbreit received kEUR 47 for the previous year (2020) and Mr. Christoph Hellrung kEUR 47 in the reporting year (2021) and each received kEUR 50 in the previous year (2020) for the year 2019 as one-year variable remuneration. In the reporting year (2021), Mr. Michael Schmidt received kEUR 209 for the previous year (2020) as one-year variable remuneration and, in the previous year (2020), kEUR 25 for the year 2019.

In the reporting year (2021), Mr. Christoph Hellrung received a one-off special payment of kEUR 75 for his willingness to switch to the position of a member of subsidiary weclapp SE's Management Board. This amount is included in the fringe benefits of kEUR 99 shown in the table above.

Part of the performance-related remuneration in the respective financial year is paid out under the reservation that the Management Board continues to sustainably conduct the company's business in the two financial years thereafter.

All remuneration for Management Board activities originates from 3U HOLDING AG. The subsidiaries have not paid any emoluments to the members of the Management Board. In the period up until 31 October 2021, Mr. Uwe Knoke received a remuneration of kEUR 215 as managing director of 3U TELECOM GmbH.

The remuneration paid corresponds fully to the key features of the remuneration systems implemented. As described above, the resolution of the Annual General Meeting pursuant to Section 120a (4) AktG was applied to the Management Board contract of employment newly signed with Management Board member Uwe Knoke; the remuneration rules of the 2010 remuneration system still applied to all other Management Board members under the currently valid Management Board employment contracts. There were no divergences from the remuneration systems applied respectively.

Members of the Management Board do not receive any emoluments from other companies of the 3U Group. They have not received any payment commitments from third parties connected with their activities as members of 3U HOLDING AG's Management Board, nor were they granted any such payments.

Maximum remuneration was not reached for any of the Management Board members.

The Supervisory Board does not see any occasion to avail itself of the option of reclaiming variable remuneration components. Commitments for the eventuality of a premature or regular termination of the Board member function were neither given to serving or former members of the Management Board.

The performance criteria were applied as follows:

Application of the performance criteria	Target attainment of the Management Board for variable remuneration	Share in % 2021
Quantitative targets (in %)		
	Adherence to budget	77.6
	Operating result	100
Qualitative targets (in %)		
Michael Schmidt	Fulfilment of priority tasks	100
Michael Schmidt	Fulfilment of personal targets	100
Andreas Odenbreit	Fulfilment of priority tasks	100
Andreas Odenbreit	Fulfilment of personal targets	100
Christoph Hellrung	Fulfilment of priority tasks	100
Christoph Hellrung	Fulfilment of personal targets	100
Uwe Knoke	Fulfilment of priority tasks	100
Uwe Knoke	Fulfilment of personal targets	100

Comparative presentation of the year-on-year change in remuneration, the earnings trend of the company, as well as the average remuneration of employees based on full-time equivalents over the last five years:

Vertical comparison of Management Board remuneration (respectively year-on-year change in %)	2018	2019	2020	2021
Development of Management Board remuneration	2.93 %	-0.95 %	2.47 %	9.38 %
Earnings trend of the Group – EBIT	-9.50 %	103.25 %	8.06 %	13.80 %
Earnings trend of the Group – EBT	-3.63 %	153.68 %	13.18 %	19.49 %
Average employee remuneration	-2.77 %	4.85 %	3.23 %	3.48 %

The Group of 3U HOLDING AG has a flat management structure. In the group of employees which form the basis for the calculation of full time equivalents and their average remuneration, the following are therefore included: senior executives and the members of the management boards of subsidiaries, all managerial and other employees, including temporary and part-time staff. This corresponds to the description in the section entitled “Employees” of the combined management report.

Share option plan 2018

By way of the resolutions passed on 25 May 2016 and 3 May 2018, the Annual General Meeting created conditional capital of up to EUR 3,531,401.00 for the purpose of issuing share options to members of the Management Board, executives and employees within the framework of a share option plan and authorised the Management Board accordingly. The Management Board exercised this authorisation on 6 December 2018 and, with the approval of the Supervisory Board, set up share option plan 2018.

Information on share options as of 31 December 2021 in units:

Name	Function	Share options
Michael Schmidt	Spokesman of the Management Board	166,666 units
Uwe Knoke	Management Board	100,000 units
Andreas Odenbreit	Management Board	166,666 units

Until 31 October 2021, Mr. Christoph Hellrung still held the position of member of 3U HOLDING AG's Management Board. After switching to the position of Chief Financial Officer of subsidiary weclapp SE, he will still retain the 166,666 share options allocated to him under the share option plan 2018. These options have not expired.

No share options were allocated to Management Board member Uwe Knoke when he took up office on 1 November 2021. The 100,000 share options in his portfolio originate from his activity as managing director of several of 3U HOLDING AG's subsidiaries.

Share options can only be exercised after the expiration of defined lock-up periods (vesting period). 3U HOLDING AG is entitled to refuse the exercise of option rights to the extent that their exercise would lead to a disproportionately high remuneration of the beneficiary due to extraordinary, unforeseen developments.

All remuneration for Management Board activities at 3U HOLDING AG was paid by 3U HOLDING AG. The subsidiaries did not pay any remuneration. For components with a long-term incentive effect, please refer to the section on “Specific information on share option schemes”.

Remuneration received by the members of the Supervisory Board

The remuneration system of the Supervisory Board is defined in Article 9 of the company’s Articles of Association. It was supplemented pursuant to a Supervisory Board resolution of 26 March 2021 and submitted to the Annual General Meeting which gave its approval to the remuneration system and to the associated amendment to the Articles of Association, with each motion passed by majorities of more than 69 % of the votes cast. The remuneration and employment conditions of the employees were not included in determining the remuneration system for the Supervisory Board

As a result, total remuneration is capped at EUR 50,000.00 for the Chairman, EUR 37,500.00 for the Deputy Chairman, and EUR 25,000.00 for the other members of the Supervisory Board. Given that the Chairman of the Supervisory Board receives double and the Deputy Chairman one and a half times the basic remuneration of EUR 5,000 a year, the proportion of the fixed remuneration components in the maximum remuneration amounts to 20 % for each Supervisory Board member. The proportion of variable remuneration components actually paid depends on the degree to which the performance criteria set are attained and may therefore vary from year to year, while, however, not exceeding a share of 80 % in the maximum remuneration.

The remuneration system provides for bonuses that pertain directly to the company’s purpose of generating sustainable value.

In addition, each Supervisory Board member receives a bonus of EUR 1,000.00 per EUR 0.01 dividend distributed to the shareholders in excess of EUR 0.05 per share for the past financial year, as well as an annual remuneration based on the long-term success of the company in an amount of 1,000.00 per EUR 100,000.00 in earnings before taxes (EBT) exceeding the EBT in the consolidated financial statements for the three preceding years. Determining the dividend will be made by way of resolution by the Annual General Meeting based on the proposal of the Management Board and the Supervisory Board. Calculating the earnings trend draws on data in the adopted consolidated financial statements.

While these remuneration components reward the continuous supervision of the Management Board and the development of business, the decisive and exceptional increase in the company’s value generated by the critical and constructive support provided by the Supervisory Board have so far not been reflected in the remuneration of regular service which is capped respectively. In this respect, the Supervisory Board set ambitious, long-term goals for the Management Board with regard to the possible market valuation of subsidiaries, and embedded the reward for achieving these goals by way of special bonuses in the remuneration system. The effort involved in implementing these goals, also for the Supervisory Board, considerably exceeds the norm. The granting of a special bonus, as detailed in Article 9 of the Articles of Association, serves to proportionately reward the performance.

As a result, the Supervisory Board members will receive a one-off special bonus (“special bonus”) if weclapp SE (“weclapp”) and/or companies engaged in e-commerce affiliated with the company within the scope of the Group, in particular Selfio GmbH (e-com-

merce companies together as "Selfio"), are brought to the stock exchange (organised capital market) and admitted for trading ("successful IPO"). In the event of a successful IPO, the special bonus will amount to kEUR 100 respectively provided that weclapp's market capitalisation upon flotation (closing price on the first trading day) amounts to between EUR 150 million and EUR 300 million and/or the market capitalisation of Selfio upon flotation (closing price on the first trading day) amounts to between EUR 100 million and EUR 200 million; if, upon flotation, weclapp's market capitalisation exceeds EUR 300 million and/or the market capitalisation of Selfio exceeds EUR 200, the special bonus will amount to kEUR 200 respectively. If market capitalisation drops below EUR 150 million (weclapp) and below EUR 100 million (Selfio), the respective special bonus is not due and payable.

The respective special bonus is granted accordingly if the Group company in question is brought to the stock exchange indirectly by way of a corporate transaction. In the event of listing by way of a corporate transaction in which not all participating companies are affiliated with the company within the scope of the Group, the market capitalisation achieved at initial listing (closing price on the first day of trading) is to be calculated proportionately in relation to the share of the respective group-affiliated subsidiary/subsidiaries; this share forms the basis for calculating the special bonus to be paid.

Special bonuses were not owed in the financial year 2021.

In addition, irrespective of the maximum remuneration, each member of the Supervisory Board receives an attendance fee of EUR 2,500.00 for each Supervisory Board or committee meeting in which they participate. Attendance fees are only paid for meetings in which the Supervisory Board member actually participates.

Supervisory Board remuneration for 2021 amounted to kEUR 158 (previous year: kEUR 165). A performance-related remuneration of kEUR 90 was accrued for 2021 (previous year: kEUR 90).

Name	Fixed remuneration in kEUR		Performance related remuneration in kEUR		Attendance-fee in kEUR		Total remuneration in kEUR	
	2021	2020	2021	2020	2021	2020	2021	2020
	Ralf Thoenes (Chairman)	10	10	40	40	15	18	65
Stefan Thies (Deputy Chairman)	8	8	30	30	15	18	53	55
Jürgen Beck-Bazlen	5	5	20	20	15	18	40	43
Total*	23	23	90	90	45	53	158	165

*Deviations due to rounding in the totals line and in the Total remuneration column

In addition, Supervisory Board members are reimbursed for their travel expenses and other outlays. In the financial year 2021, Mr. Thoenes received reimbursement of his expenses an amount of kEUR 0.1 (previous year: kEUR 1.2). Mr. Thies (previous year: kEUR 0.1) and Mr. Beck-Bazlen (previous year: kEUR 0.1) did not receive any reimbursements. Mr. Thoenes also received attendance fees and reimbursement of expenses amounting to kEUR 20 for his Supervisory Board activity at weclapp SE in the financial year 2021 (previous year: kEUR 0), and at 3U ENERGY AG in an amount of kEUR 0 (previous year: kEUR 6). Mr. Thies also received atten-

dance fees and reimbursement of expenses amounting to kEUR 13 for his Supervisory Board activity at weclapp SE in the financial year 2021 (previous year: kEUR 0).

The members of the Supervisory Board do not receive any share-based remuneration components.

The Altenburger Rechtsanwälte law firm, whose partner Mr. Ralf Thoenes is Chairman of the Supervisory Board, did not receive any payments and expenses reimbursement for its consulting service for the 3U Group over the past financial year (previous year: kEUR 11.6, plus value added tax). In the previous year, 3U HOLDING AG was provided with services.

Specific information on share option schemes

By way of resolution dated 25 May 2016, the Annual General Meeting created conditional capital of up to EUR 3,531,401.00 for the issuance of share options to members of the Management Board, executives and employees as part of a share option plan and authorised the Management Board accordingly. By way of resolution dated 3 May 2018, the Annual General Meeting limited the authorisation to 24 May 2021 and confirmed the resolution in all other respects. On 6 December 2018, the Management Board, with the approval of the Supervisory Board, made use of this authorisation and established share option plan 2018.

2018 share option plan

The share option plan 2018 features the following key elements:

Beneficiaries are:

- Group 1: Members of the company's Management Board
- Group 2: The company's authorised representatives and members of the management in affiliated companies in Germany and abroad (Section 15 of the German Stock Corporation Act (AktG))
- Group 3: Employees of the company in key positions at the first management tier below the Management Board and other employees of the company
- Group 4: Employees of German and international affiliated companies (Section 15 AktG) in key positions at the first management level below the management and other employees of German and international affiliated companies (Section 15 AktG)

A total of 2,771,998 share options were issued under the share option plan 2018 as of 31 December 2021. The allocation to the individual groups is as follows:

Group	Share options issued	Maximum number of share options to be issued
Group 1:	499,998	500,000
Group 2:	1,400,000	1,900,000
Group 3:	272,000	350,000
Group 4:	600,000	781,401
Total:	2,771,998	3,531,401

The option rights under the share option plan 2018 may be exercised within eight years from the date of the issue of the option after a four-year vesting period, starting with the day on which the option is issued.

The option rights may not be exercised in the period between the tenth day of the last month of a quarter and the day of the subsequent announcement of the (preliminary) quarterly results, 1 January of each year and the day of the subsequent announcement of the (preliminary) annual results, or the tenth day of the month before the announcement of the notification convening the company's Annual General Meeting and the day of the Annual General Meeting. The option rights are not transferable.

Each option right entitles the holder to purchase one share in the company at the exercise price. The exercise price for the option rights corresponds to the average price of the closing prices of the share on the 15 trading days prior to the launch of the share option programme on 6 December 2018 in an amount of EUR 1.03, plus a premium of 20 % as performance target. The exercise price is therefore EUR 1.24 per share.

The beneficiary may only sell the shares received by exercising the share options subject to the statutory restrictions.

Of the 2,771,998 share options issued under this program up until 31 December 2020, 606,000 share options had expired as of the balance sheet date (31 December 2021).

In accordance with the conditions of the Share Option Plan, no further options will be issued.