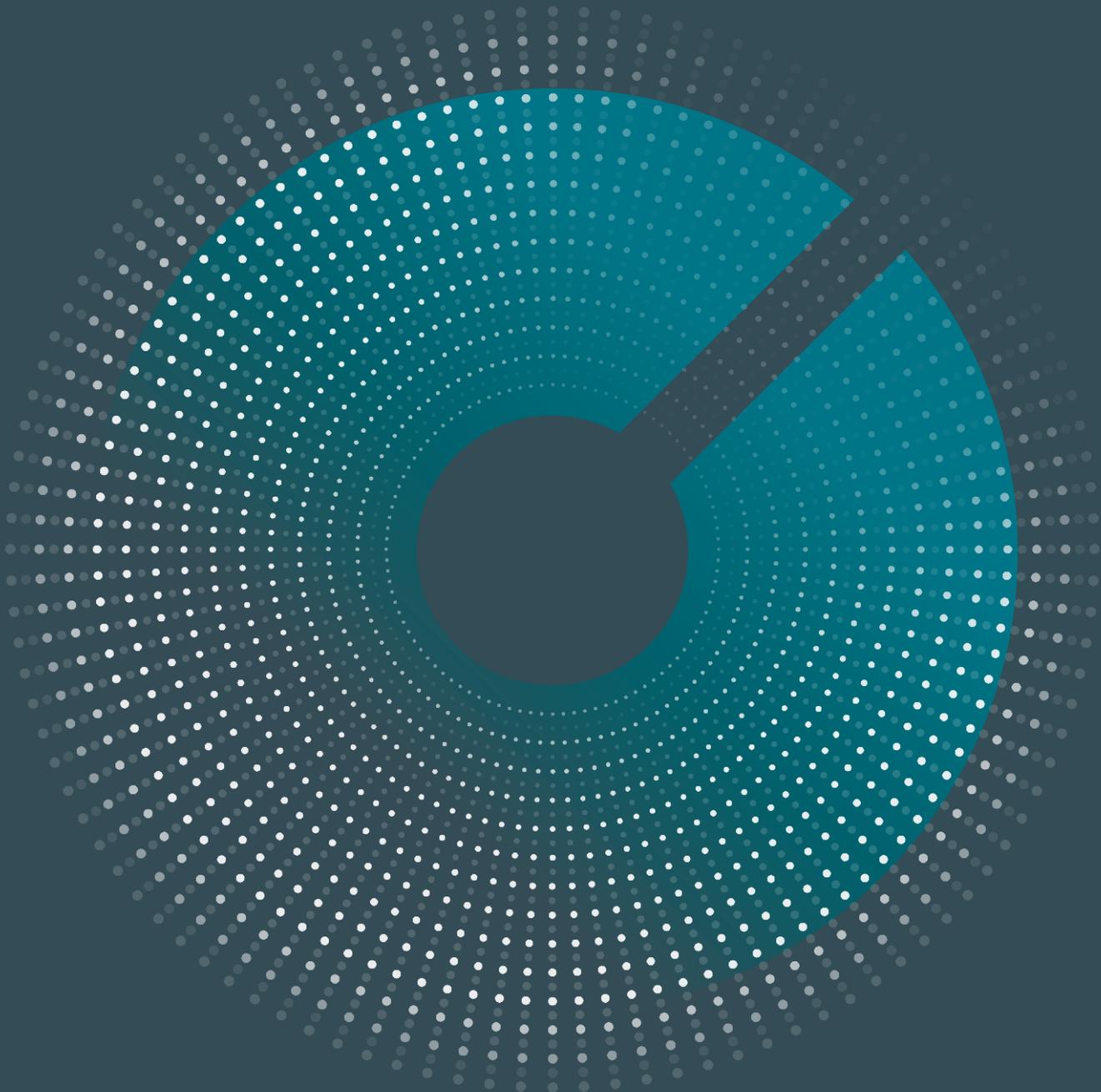


Manz AG

Compensation Report for the Fiscal Year 2021



Compensation Report 2021 of Manz AG

Preamble

The Compensation Report explains the main features of the compensation system for the members of the Managing Board and Supervisory Board, as well as the amount of individual compensation received or granted to the members of Manz AG's executive bodies in the 2021 reporting year. The report complies with the statutory requirements of Section 162 German Stock Corporation Act (AktG) and the recommendations of the German Corporate Governance Code as amended on December 16, 2019. In preparing the Compensation Report, the Managing Board and Supervisory Board of Manz AG have attached importance to clear, comprehensible, and transparent reporting. The Compensation Report was audited by the auditors in accordance with Section 162 (3) Sentences 1 and 2 German Stock Corporation Act (AktG).

A. Review of the 2021 fiscal year from a compensation perspective

I. Performance in fiscal year 2021

In fiscal year 2021, Manz AG achieved many important milestones and further sharpened its growth strategy with a focus on the automotive & e-mobility, battery production, electronics, energy, and medical technology industries. In particular, it significantly strengthened its positioning as a high-tech machine builder in the e-mobility market. While the Company achieved important strategic and operational successes, its 2021 operating performance was at the same time significantly impacted by revenue shortfalls related to the CIGS solar project and impairment of goodwill in the Solar segment.

In fiscal year 2021, Manz AG generated consolidated revenues of EUR 227.1 million (previous year: EUR 236.8 million) and earnings before interest, taxes, depreciation and amortization (EBITDA) of EUR 18.3 million (previous year: EUR 19.4 million). The EBITDA margin was 7.7% (previous year: 8.0%). Earnings before interest and taxes (EBIT) of EUR -16.1 million (previous year: EUR 7.2 million) were impacted by impairment losses of EUR 21.6 million on goodwill and a brand name in connection with the CIGS solar project in China. The EBIT margin, therefore, fell to a negative figure of -6.8% (previous year: 3.0%). Furthermore, basic earnings per share (for consolidated earnings after taxes) amounted to EUR -2.89 (previous year: EUR 0.44).

The Manz AG share started the 2021 fiscal year at a price of EUR 34.90. In the following months, the share price trend was characterized by an overall upward movement and reached its annual high of EUR 70.00 on June 25, 2021. On December 30, 2021,

Manz shares closed at EUR 50.00, which corresponds to a market capitalization of EUR 379.3 million and a price increase of around 43 % since the beginning of the year.

II. Composition of the Managing Board and Supervisory Board

There were no changes in the composition of the Managing Board and Supervisory Board of Manz AG in the 2021 reporting year. The Managing Board remained unchanged and consisted of Martin Drasch (Chairman), Manfred Hochleitner (Chief Financial Officer) and Jürgen Knie (Chief Operations Officer).

The existing members of the Supervisory Board Prof. Dr. Heiko Aurenz (Chairman), Dieter Manz (Vice Chairman), Prof. Dr.-Ing. Michael Powalla and Dr. Zhiming Xu were re-elected to the Supervisory Board for a full term of office by the Annual General Meeting on July 7, 2021.

B. Compensation of the members of the Managing Board

I. The compensation system at a glance

The system for compensating members of the Managing Board of Manz AG was resolved by the Supervisory Board on May 6, 2021, on the recommendation of its Economic Committee, and approved by the Annual General Meeting on July 7, 2021, with a majority of 98.93 %. It conforms to the regulations of the Stock Corporation Act, and observes the recommendations of the German Corporate Governance Codex (DCGK) in the version enacted by the governmental commission on the German Corporate Governance Codex on December 16th, 2019, which went into force on March 20th, 2020.

The Managing Board compensation system approved by the Annual General Meeting is available on the Company's website under <https://www.manz.com/en/investor-relations/corporate-governance/compensation/>

Manz AG's goal is to achieve a sustained increase in competitiveness with earnings-oriented growth. The Managing Board compensation system is closely linked to this strategy, and plays an important part in helping us achieve the corporate objectives described here. Based on this, the aim of the compensation system is to compensate the members of the Managing Board commensurately according to their area of activity and responsibility, taking into account not only the personal performance of each respective Managing Board member, but also the Company's overall situation and business success.

Integrating the main management indicators of Manz AG into the Managing Board compensation incentivizes increasing earning power and profitability, as well as the long-term financing power and appreciation in value of Manz AG. Furthermore, it should also incentivize performance that contributes to the strategic, technical and structural development of Manz AG. Therefore, non-financial factors, in particular from the environment, social & governance areas – "ESG" – also play an important role in Managing

Board compensation. The objective is to unite the interests of the Managing Board and shareholders with other stakeholders as well.

The compensation paid to members of the Manz AG Managing Board consists of fixed and variable components. Non performance-related components as fixed compensation components include the annual salary, benefits, and company pension plan. Performance-related components as variable components include short-term incentives (STI) and long-term incentives (LTI).

The following table shows an overview of the compensation components as well as the parameters and bases on which they are calculated:

Fixed compensation (non performance-related components)	
Fixed salary	Monthly wages Expected employer contribution to social insurance Payment in cash
Fringe benefits	Private use of company car Insurance (D&O insurance, accident insurance)
Company pension plan	Contributions to the provident fund
Variable compensation (performance-related components)	
Short-term incentives (STI): Annual cash bonus	
Type	Annual target bonus with financial performance criteria
Performance criteria	EBIT margin
Performance period	one year
Limit	160 % of annual fixed salary
Payment	Annually in cash after approval of the consolidated financial statement
Short-term incentives (STI): Non-financial STI	
Type	Annual target bonus with non-financial performance criteria
Performance criteria	Objectives related to strategic, technical and structural development, including ESG criteria according to annual individual targets
Performance period	One year
Limit	30 % of annual fixed salary
Payment	Annually in cash after determination of the amount to be paid out
Long-term incentives (LTI): Manz Performance Share Plan	
Type	Performance Share Plan (share purchasing rights)
Performance criteria	EBITDA margin (50 %) Development in corporate value (50 %)
Performance period	Four fiscal years
Vesting period	Four years
Limit	300 % of the value of the performance shares upon allocation
Payment	After the end of the vesting period and approval of the consolidated financial statement for the fourth fiscal year, generally in shares of Manz AG
Maximum compensation	
	Fixed maximum amount for each member of the Managing Board

Based on the compensation system, the Supervisory Board established a specific target total compensation for each member of the Managing Board before the start of each fiscal year. This must be appropriate to the duties and performance of the Managing Board member, as well as the position of the Company, and may not exceed customary compensation. The target total compensation is comprised of the total of all compensation components used to determine overall compensation. The target amount for the STI and LTI is based on 100% target achievement. The percentage of long-term incentives in the target total compensation exceeds the percentage of short-term incentives in the target total compensation.

The percentage of non-performance related components (annual fixed salary and bonuses) is around 41% of the target total compensation, and the percentage of performance-related components as a variable component is around 59% of the target total compensation. Therefore, the percentage of the STI target of the target total compensation is around 27%, of which the percentage of annual cash bonuses makes up around 22%, and the percentage of non-financial STI makes up around 5%. The LTI target makes up around 32% of the target total compensation. The LTI target is around 54% of the target for total variable compensation, and therefore exceeds the STI target amount (around 46%).

The following table shows an overview of the relative percentages of fixed and variable compensation components, based on the target total compensation:

Non performance-related components	Performance-related components		
41%	59%		
Monthly fixed salary	Short-term variable compensation (STI)		Long-term variable compensation (LTI)
Benefits	Annual cash bonus	Non-financial STI	Manz Performance Share Plan
Pension plan			
41%	22%	5%	32%

II. Principles of compensation determination

1. Target compensation and compensation structure

In fiscal year 2021, the compensation system presented was applied for the incumbent members of the Managing Board. In order to implement the compensation system, the Supervisory Board has agreed appropriate adjustments to the current service contracts (Managing Board contracts) for the Company with the members of the Managing Board.

The Supervisory Board has determined the amount of the target total compensation for each member of the Managing Board on the basis of the compensation system for the 2021 fiscal year. In doing so, the Supervisory Board ensured that the relative proportions of the fixed and variable compensation components in relation to the target total compensation correspond to the values specified in the compensation system.

The following table shows the individual target total compensation for each member of the Managing Board for the 2021 fiscal year, as well as the target values of the fixed and variable compensation components and their relative proportions in relation to the target total compensation:

		Martin Drasch Chief Executive Officer		Manfred Hochleitner Chief Financial Officer		Jürgen Knie Chief Operations Officer	
		in TEUR	of TTC	in TEUR	of TTC	in TEUR	of TTC
Fixed compensation	Fixed salary	319	38 %	255	37 %	258	37 %
	+ Fringe benefits	13	2 %	13	2 %	13	2 %
	+ Retirement benefits	12	1 %	12	2 %	12	2 %
	= Total	344	41 %	280	41 %	283	41 %
Variable compensation	STI (short-term)						
	+ Annual cash bonus	186	22 %	150	22 %	150	22 %
	+ Non-financial STI	47	5 %	38	5 %	38	5 %
	= Total STI	233	27 %	188	27 %	188	27 %
	LTI (long-term) Manz Performance Share Plan	271	32 %	219	32 %	219	32 %
= Target total compensation (TTC)		847	100 %	686	100 %	690	100 %

2. Maximum compensation

The total compensation to be granted to the Managing Board member for a fiscal year as the total of all compensation amounts provided for the fiscal year in question, including the annual fixed salary, benefits and variable compensation components does have a maximum upper limit ("maximum compensation"), regardless of the time at which these amounts are paid out.

In accordance with the remuneration system, the contractually agreed maximum remuneration in fiscal year 2021 was TEUR 1,800 for CEO Martin Drasch and TEUR 1,500 for each of the Executive Board members Manfred Hochleitner and Jürgen Knie. If the total compensation exceeds the maximum compensation, the Supervisory Board is entitled to reduce the amount of the cash bonus or the non-financial STI.

The following table shows for the 2021 financial year the maximum values of the fixed and variable compensation components and their relative proportions in relation to the total of the maximum compensation components and the individual contractual maximum compensation for each Executive Board member:

		Martin Drasch Chief Executive Officer		Manfred Hochleitner Chief Financial Officer		Jürgen Knie Chief Operations Officer	
		in TEUR	from MC	in TEUR	from MC	in TEUR	from MC
Fixed compensation	Fixed salary	319	26 %	255	26 %	258	26 %
	+ Fringe benefits	14	1 %	14	1 %	14	1 %
	+ Retirement benefits	12	1 %	12	1 %	12	1 %
	= Total	345	29 %	281	29 %	284	29 %
Variable compensation	STI (short-term)						
	+ Annual cash bonus	496	41 %	400	41 %	400	41 %
	+ Non-financial STI	93	8 %	75	8 %	75	8 %
	= Total STI	589	49 %	475	49 %	475	49 %
	LTI (long-term) Manz Performance Share Plan	271	23 %	219	22 %	219	22 %
= Total	1,205	100 %	974	100 %	978	100 %	
= Maximum compensation (MC)	1,800		1,500		1,500		

3. Appropriateness of the compensation

Compensation for members of the Managing Board is based on the customary amounts and structure of management compensation at comparable companies, in accordance with the law and the recommendations of the German Corporate Governance Codex, as well as based on the economic position and future prospects of the Company. In addition, the duties and performance of the Managing Board member in question and the salary structure within the Company are taken into consideration.

In order to ensure the appropriateness of Managing Board compensation, the Supervisory Board conducted a horizontal and a vertical comparison in fiscal year 2021.

In the horizontal analysis, the compensation of the members of the Managing Board of Manz AG was compared with the compensation at comparable companies. For this purpose, the compensation data of the companies SMA Solar Technology AG, Singulus Technologies AG, AIXTRON SE, and SÜSS MicroTec SE were used, as they are included in the Prime Standard of the Frankfurt Stock Exchange and operate in similar business segments as Manz AG.

In addition to the horizontal view, a vertical view was also taken. During this assessment, the internal Company compensation structure is evaluated by comparing the compensation of the Managing Board to the compensation of upper management and the workforce as a whole. The Supervisory Board has defined upper management for this purpose, including upper managers worldwide (heads of the business units and area managers, as well as managing directors of the subsidiary companies). The Supervisory Board has included employees of Manz AG in Germany who are not upper management for the vertical comparison of the entire workforce. In addition to the status quo, this assessment also considers the development of ratios over time.

The review of the appropriateness of the Managing Board's compensation for fiscal year 2021 showed that the Managing Board compensation resulting from the target achievement for fiscal year 2021 is appropriate.

III. Variable compensation in fiscal year 2021

The variable compensation components serve as a specific incentive to achieve sustained corporate growth while contributing to the Managing Board members' accumulation of personal assets and financial independence.

The variable compensation includes, firstly, an annual component tied to the Company's success in the previous year (short-term incentive), consisting of an annual cash bonus and non-financial STI, and, secondly, a share-based component with a multi-year basis for assessment, in the form of purchasing rights to Manz shares (performance shares) granted on an annual basis (long-term incentives (LTI)).

1. Annual cash bonus based on EBIT margin as short-term variable compensation (financial short-term incentive)

a) The annual cash bonus under the compensation system

(1) Mode of operation and targets of the annual cash bonus

The aim of the annual cash bonus is to allow the members of the Managing Board to participate in the Company's financial success or failure in the previous fiscal year as a result of their own personal management performance. In accordance with the financial objectives of Manz AG derived from the corporate strategy, it focuses on incentivizing improving the profitability of Manz AG, using the EBIT margin as one of the primary performance indicators at Manz AG for all members of the Managing Board. Moreover, the annual cash bonus is calculated based on the respective fixed salary of the particular Managing Board member for the given previous fiscal year (fixed annual salary).

The annual cash bonus grant requires that an EBIT margin of at least 0.1 % has been achieved. The Managing Board member receives an annual cash bonus of 1 % of the annual fixed salary with an EBIT margin of 0.1 %. Accordingly, the percentage applicable for calculating the cash bonus increases by one percentage point for each full tenth of a percentage point by which the achieved EBIT margin exceeds an EBIT margin of 0.1 %. The maximum value is set at an EBIT margin of 16 %, at which the annual cash bonus is 160 % of the annual fixed salary.

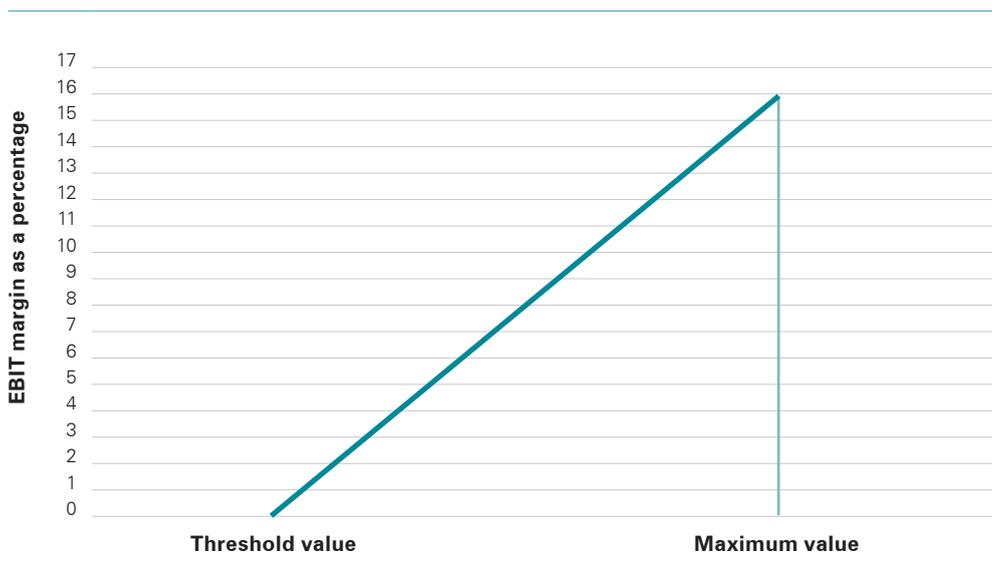
The Supervisory Board determines target achievement and the amount of the annual cash bonus at the end of each fiscal year based on the consolidated annual statement and annual fixed salary for the Managing Board member in question. Target achievement for performance criteria is calculated based on the target achievement value, and limited to a maximum target achievement of an EBIT margin of 16 %. The payment amount is calculated by multiplying the EBIT margin as a percentage by a factor of 10, and the annual fixed salary, and is therefore limited accordingly to 160 % of the fixed salary.

The following diagram shows an overview of how annual cash bonuses are calculated:

EBIT margin	X	Factor of 10	X	Annual fixed salary	=	Annual cash bonus	Cap: 160 % of the annual fixed salary
Example: 6 %	X	10	X	TEUR 260	=	TEUR 156	Cap: TEUR 416

The following graphic shows the target achievement curve for the performance criteria of EBIT margin:

Target attainment curve for cash bonuses



Annual cash bonuses are paid out in cash, and are due ten days after approval of the Manz AG consolidated financial statement.

(2) Performance criterion EBIT margin

The cash bonus is granted annually, depending on the EBIT margin of the previous respective fiscal year. The EBIT margin is calculated as the ratio of earnings before interest and taxes (EBIT) to total operating performance pursuant to the consolidated financial statements of Manz AG in accordance with IFRS. The EBIT margin serves as a key figure for reflecting the operational earnings of the Company, thereby reflecting the earnings power and profitability of the enterprise.

Therefore, directly tying annual cash bonuses to the performance criteria of the EBIT margin incentivizes and focuses the work of the Managing Board on consistently improving the earning power of the Manz Group, thereby ensuring the strategic alignment of the variable compensation. The target is decisive for all Managing Board members together. The financial performance criterion of EBIT margin is not only used at Management Board level, but also serves as a strategic orientation for business activities in the individual business areas.

b) The cash bonus in fiscal year 2021

The Supervisory Board has set a target EBIT margin of 6% for the 2021 fiscal year, resulting in an annual cash bonus of 60% of the fixed annual salary. The granting of the annual cash bonus is subject to the condition that an EBIT margin of at least 0.1% has been achieved (minimum value). The maximum value is set at an EBIT margin of 16%, at which the annual cash bonus is 160% of the annual fixed salary.

As the EBIT margin fell to a negative value of –6.8% in fiscal year 2021, no annual cash bonus was granted to the members of the Managing Board for fiscal year 2021.

2. Non-financial STI as short-term variable compensation (non-financial short-term incentive)

a) The non-financial STI according to the compensation system

(1) Calculation of the non-financial STI and payout

In addition to the annual cash bonus, the short-term variable compensation also includes a non-financial STI according to the non-financial performance criteria. The non-financial corporate and ESG division targets are used to assess the individual performance of Managing Board members. The non-financial STI is calculated based on the respective fixed salary of the particular Managing Board member for the given previous fiscal year (fixed annual salary).

The Supervisory Board calculates target attainment and the amount of the non-financial STI for the Managing Board member in question after the end of the fiscal year. Overall target attainment for the stipulated non-financial performance criteria is calculated based on the level of target attainment, and is limited to a maximum of 200%. The non-financial STI is applied based on previously defined criteria stipulated by the Supervisory Board before the start of the fiscal year, and is 15% of the annual fixed salary if all goals are achieved. The payment amount, therefore, is calculated by multiplying total target attainment by the annual fixed salary, as well as a factor of 15%. The payment amount is limited to a maximum of 30% of the annual fixed salary.

The following diagram shows an overview of how non-financial STIs are calculated:

Target attainment (up to 200%)	X	Annual fixed salary	X	Factor 15%	=	Non-financial STI	Cap: 30% of the annual fixed salary
Example:							
100%	X	TEUR 260	X	15%	=	TEUR 39	Cap: TEUR 78

The non-financial STI is paid out in cash as soon as possible after the payment amount is calculated by the Supervisory Board, and at the latest within three months after the end of the fiscal year.

(2) Performance criteria

Before the start of the financial year, the Supervisory Board selects relevant non-financial performance criteria to assess the Managing Board member for the financial year, based on the following criteria:

- long-term strategic, technical or structural corporate development
- portfolio measures, primarily successful mergers & acquisitions and relevant integration measures
- successfully tapping into new growth markets, expanding market position
- optimizations, efficiency programs/increases, restructuring measures
- successfully completing key projects
- increasing innovative capacity and delivery capability
- performance in the ESG area (environment, social & governance)

The Supervisory Board defines up to three specific goals and their proportional weights. Unless otherwise indicated, the Supervisory Board stipulates ESG targets from the diversity area (social) and sustainability area (environment); however, the Supervisory Board is entitled to stipulate other ESG targets.

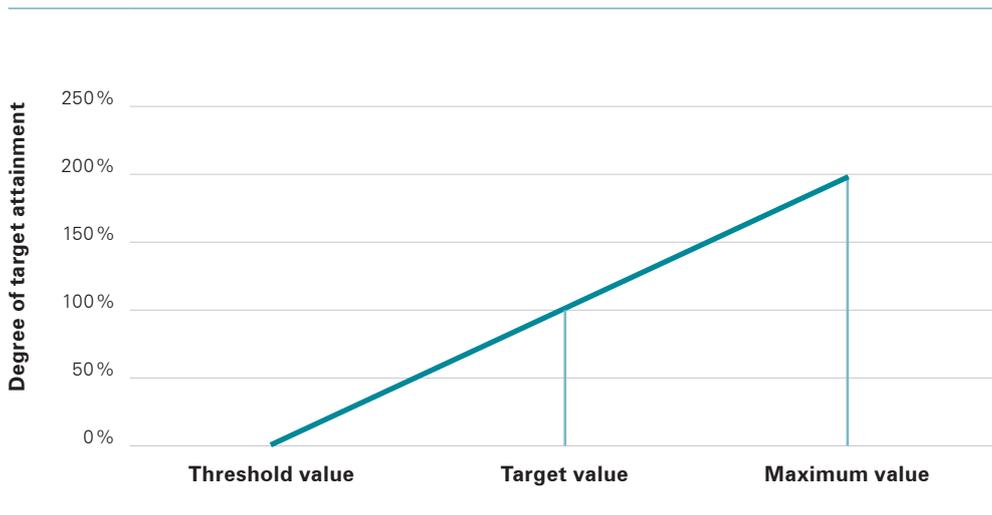
The purpose of non-financial performance criteria is to improve the competitiveness of Manz AG over the long term according to corporate objectives. In addition, the criteria should help align Managing Board activities to foster the technical and structural development of the Company, including in environmental, social and governance areas. These are individual targets of the individual Managing Board members.

(3) Setting the target

Before the start of the respective fiscal year, the Supervisory Board determines the relevant non-financial performance criteria for the respective Managing Board member, whose target achievement value can be up to 200 %, and thus the target compensation for the non-financial STI. At target attainment of 100 %, this is defined by multiplying the annual fixed salary by a factor of 15 %. The Supervisory Board defines up to three specific goals and their proportional weights.

The following graphic shows the target attainment curve for the non-financial performance criteria:

Target attainment curve for non-financial STI



b) The non-financial STI in fiscal year 2021

The table below shows the non-financial performance criteria defined by the Supervisory Board for the 2021 fiscal year for each Managing Board member and their respective pro-rata weighting, as well as the respective degree of target achievement:

	Weighting	Focus topic	Objective	Target achievement	Overall target achievement
Martin Drasch Chief Executive Officer	40 %	IPCEI-Project European Battery Innovation (EuBatIn)	Invoicing of services from project EuBatIn	74.7 %	69.9 %
	40 %	CIGS solar projects (CIGS <i>lab</i> and CIGS <i>fab</i>)	Completion of at least one project without negative effects on earnings	100 %	
	20 %	Cooperations	Acquisition of orders from cooperation partners	0 %	
Manfred Hochleitner Chief Financial Officer	20 %	Reporting	Optimization of reporting to the Supervisory Board	43.2 %	42.4 %
	40 %	Funding	Stabilization of the financing structure	0 %	
	40 %	IPCEI-Project European Battery Innovation (EuBatIn)	Recruitment of specialist personnel for the EuBatIn project	84.4 %	
Jürgen Knie Chief Operations Officer	40 %	Customer projects	Completion of certain customer projects	0 %	10.0 %
	40 %	Materials management	Reduction of inventories	0 %	
	20 %	Sustainability	Achieving sustainability goals	50 %	

The table below shows the target achievement and the amount of the non-financial STI for each Managing Board member for fiscal year 2021:

	Goal achievement	Annual fixed salary in TEUR ¹	Factor	Non-financial STI in EUR
Martin Drasch Chief Executive Officer	69.9%	310	15%	32,504
Manfred Hochleitner Chief Financial Officer	42.4%	241	15%	15,328
Jürgen Knie Chief Operations Officer	10.0%	241	15%	3,615

1) only monthly salary

In each case, the limit on the amount paid out to the maximum value of 30% of the fixed annual salary was not reached.

3. Manz Performance Share Plan as Long-Term Incentive (LTI)

The long-term incentive (LTI) is a performance share plan with a four-year performance period. The purpose of the variable compensation component, which acts as a long-term incentive, is to encourage the Managing Board member to improve internal and external corporate value over the long term by granting performance shares each year to purchase shares in Manz AG. This helps to effectively tie their interests to those of the shareholders, as well as those of other stakeholders.

a) The Manz Performance Share Plan (LTI) according to the compensation system

(1) Mode of operation and targets of the Manz Performance Share Plan

Based on the authorization of the Annual General Meeting, the Supervisory Board grants members of the Managing Board the right to purchase shares in Manz AG ("performance shares"). The wait time to exercise the performance shares ends four years after the time at which the right is issued, and is therefore over four years. When performance shares are exercised, shares in Manz AG are issued to the exercising individual at the lowest legally prescribed issue amount of 1.00 EUR per share.

The performance shares can be exercised if and insofar as the respective performance target was achieved. The stipulated performance targets for exercising performance shares are the EBITDA margin and corporate development of Manz AG. The EBITDA margin performance target is calculated as the average of the EBITDA margins according to Manz AG's consolidated financial statements during the performance period of four fiscal years beginning with the fiscal year in which Performance Shares are granted. The development of the enterprise value performance target is calculated as the increase in the market capitalization of Manz AG during the performance period of four calendar years beginning with the start of the issue period in which the Performance Shares are granted.

The following table shows an overview of the performance targets and target corridor for the performance targets EBITDA margin and growth in enterprise value.

Target	Objective	Target corridor	
		Minimum value Degree of target achievement 0 %	Maximum value 200 % target achievement
EBITDA margin	10 %	5 %	15 %
Growth in enterprise value	20 %	> 0 %	30 %

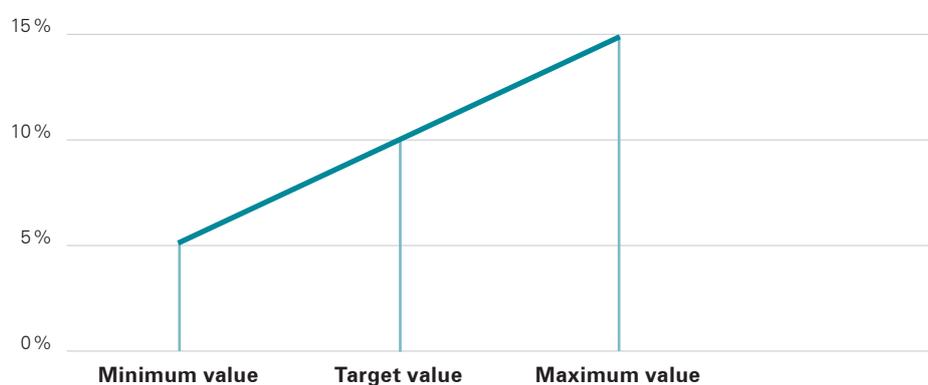
The EBITDA margin and growth in the enterprise value success target are each assigned a weighting of 50 % for measuring the total degree of target attainment. There is an "objective," a "minimum value," and a "maximum value" for each performance target. The objective defines the value at which the degree of target attainment for the respective performance target is 100 %. The minimum value designates the lower limit of the target corridor at or below which the degree of target attainment for the respective performance target is 0 %. The maximum value defines the value at or above which the degree of target attainment is 200 %.

For the EBITDA margin target, the minimum value for an EBITDA margin is 5 %. The objective is an EBITDA margin of 10 %. The maximum value for the EBITDA margin target is reached with an EBITDA margin of 15 %. The minimum value for the performance target of growth in enterprise value is positive growth in enterprise value, meaning that the enterprise value increases by more than 0 %. The objective is 20 % growth in enterprise value. The maximum value for this performance target is 30 % growth in the enterprise value.

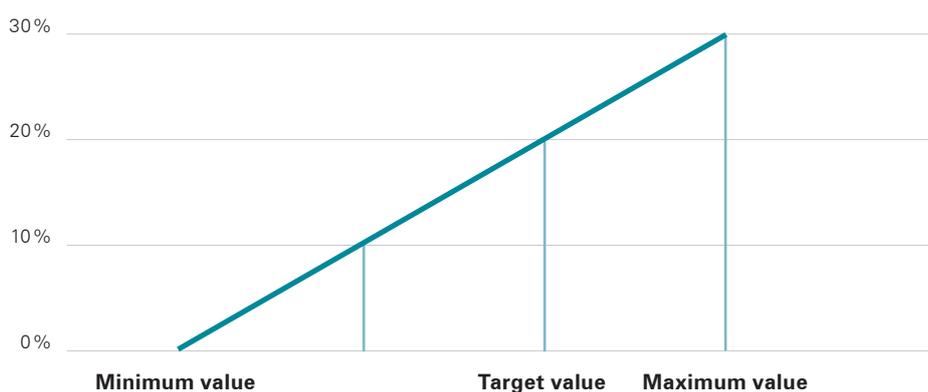
The degree of target attainment for the target is determined through linear interpolation between the minimum value for the target and the target specification, or between the target specification and maximum value for the target. The total degree of target attainment is the average for the degrees of attainment for the two performance targets. If the value attained equals or exceeds the maximum value with respect to a target, the degree of target attainment is 200 %.

The following graphics show the target attainment curves for the performance criteria of EBITDA margin and growth in enterprise value:

EBITDA margin



Growth in enterprise value



(2) Final number of performance shares and limits

The initial number of performance shares in an installment is multiplied by the degree of overall target attainment, resulting in the final number of performance shares.

The final number of performance shares is limited to 200 % of the initial number of performance shares (cap on number of units).

If the requirements for exercising the right apply, then Managing Board members are entitled to purchase Manz shares at an issue price of 1.00 EUR per share, within the scope of the final number of performance shares. Therefore, they can purchase up to two Manz AG shares for each number or partial number of performance shares, according to the overall degree of target attainment.

However, the value of the performance shares, which is calculated based on the share price of the Manz share before the end of the wait period, is limited to 300 % of the value determined based on the share price of Manz shares before issuance; if this is exceeded, the final number of performance shares is reduced accordingly (cap).

In case of extraordinary developments, the Supervisory Board is furthermore entitled to limit the ability to exercise the performance shares granted at their discretion, in particular, to ensure that compensation is appropriate in the sense of Section 87 (1) Sentence 1 German Stock Corporation Act (AktG).

(3) Performance criteria

The performance target EBITDA margin is calculated based on the ratio of earnings before interest, taxes, depreciation and amortization on property, plant and equipment and amortizations on intangible assets (EBITDA) on the revenues indicated in the Manz AG Group financial statement under the IFRS. The EBITDA margin serves as a key figure for assessing operational cash flow before taxes, and therefore for the long-term financing capacity of the Company.

The performance target of growth in enterprise value corresponds to the percentage of growth in Manz AG's enterprise value at the end of the vesting period to exercise the performance shares, in relation to the enterprise value when they were issued. The enterprise value is calculated by multiplying the share price of Manz shares by the number of total shares issued by Manz AG at the time in question, and therefore corresponds to the respective market capitalization, and therefore the enterprise value of Manz AG measured by the share price.

Connecting the performance shares to the equally weighted performance criteria of EBITDA margin and growth in enterprise value over the performance

period of four fiscal years or four calendar years, therefore, provides an incentive for aligning the work of the Managing Board towards increasing the financing capability and enterprise value of Manz AG over the long-term. Doing so thereby ensures the strategic focus of long-term variable compensation. The targets are decisive for all Managing Board members.

The financial performance criteria of the EBITDA margin and growth in enterprise value are not only used on the Managing Board level, but are also used to strategically align business activities in the individual corporate areas as well. In particular, Manz AG grants annual performance shares to selected members of the general management of affiliated companies as well, and to selected managers in key positions at Manz AG and in affiliated companies below the general management.

(4) Payment

The Supervisory Board defines the final number of performance shares and how they are to be exercised, following approval of the Group financial statement for the last fiscal year, before the end of the vesting period and the end of the respective vesting period. The performance shares can then be exercised by Managing Board members within a limited time period after the time at which both the Group financial statement for the last fiscal year has been approved before the end of the wait time, and after the wait time has expired. The Manz shares to be issued based on the exercised performance shares are transferred to the Managing Board member in return for payment of the exercise price.

Manz AG can fulfill exercised performance shares by issuing new shares from the conditional capital available for the purpose. Manz AG is also authorized to deliver treasury shares. Furthermore, in lieu of delivering shares, Manz AG is entitled to pay out the value of the shares that would have to be delivered following the exercise of Performance Shares, minus the exercise price.

There is no obligation not to sell the Manz shares issued due to the exercise of performance shares (holding period).

b) The Manz Performance Share Plan (LTI) in fiscal year 2021

(1) Issue of performance shares in fiscal year 2021

The table below shows, for each member of the Managing Board, the performance shares issued by the Supervisory Board in the 2021 fiscal year on the basis of the Manz Performance Share Plan 2019 and the assignment value based on the initial share price of EUR 53.56 applicable to the 2021 tranche, corresponding to an enterprise value of TEUR 414,773, as well as the unit cap for the shares to be issued upon exercise (200 % of the initial number of performance shares) and the cap for the value of the shares to be issued upon exercise (300 % of the assignment value):

	Assign- ment value in EUR	Initial share price in EUR	Performance Shares	Number of units cap	Cap in EUR
Martin Drasch Chief Executive Officer	248,000	53.56	4,631	9,262	744,000
Manfred Hochleitner Chief Financial Officer	200,000	53.56	3,735	7,470	600,000
Jürgen Knie Chief Operations Officer	200,000	53.56	3,735	7,470	600,000

The assignment value corresponds to the fair value of the performance shares at the time of issue.

(2) Exercise of performance shares in fiscal year 2021

In fiscal year 2021, the performance shares of the 2017 tranche from the Manz Performance Share Plan 2015 became exercisable. The mode of operation and performance criteria of the Manz Performance Share Plan 2015 correspond to those of the Manz Performance Share Plan 2019. Exercising was dependent on the average value of the EBITDA margins according to the consolidated financial statements of Manz AG during the performance period of the fiscal years 2017 to 2020, as well as the increase in the market capitalization of Manz AG during the four-year performance period from the beginning of the issue period on April 28, 2017 until the end of the vesting period ending four calendar years after the respective issue date. In accordance with the degree of target achievement, new shares of Manz AG were issued from the existing conditional capital for this purpose in the 2021 fiscal year as a result of the exercise of performance shares after the expiration of the respective vesting period.

The table below shows the target achievement levels of the performance criteria and the overall target achievement level of the performance shares of the 2017 tranche for each eligible Managing Board member:

	Martin Drasch Chief Executive Officer	Jürgen Knie Chief Operations Officer (since 07/2019)
EBITDA margin 2017 to 2020 (minimum value 5%)	4.66%	4.66%
Degree of target achievement EBITDA margin	0%	0%
Enterprise value at the beginning of the issue period	TEUR 302,716	TEUR 302,716
Enterprise value at the end of the vesting period	TEUR 405,093	TEUR 487,800
Corporate value development (maximum value: 30%)	33.8%	61.1%
Degree of target achievement Corporate value development	200%	200%
Overall degree of target achievement for the 2017 tranche	100%	100%

The table below shows, for each Managing Board member entitled to exercise performance shares, the assignment value, the initial share price and the initial number of performance shares when the performance shares were issued in 2017, as well as the number of shares issued (final number of performance shares) resulting from the total target achievement of the performance shares of the 2017 tranche:

	Assignment value 2017	Initial share price	Performance Shares	Degree of target attainment	Shares
Martin Drasch Chief Executive Officer	EUR 177,600	EUR 39.09	4,544	100 %	4,544
Jürgen Knie¹ Chief Operations Officer)	EUR 30,800	EUR 39.09	788	100 %	788

1) Member of the Managing Board since 07/2019, Managing Director of Manz Slovakia s.r.o. since 10/2010

The table below shows, for each Managing Board member entitled to exercise performance shares, the number of shares issued (final number of performance shares) resulting from the overall target achievement level of the performance shares of the 2017 tranche, the final share price and the value of the performance shares at the end of the vesting period, as well as the unit cap of the shares to be issued upon exercise (200 % of the initial number of performance shares) and the cap for the value of the shares to be issued upon exercise (300 % of the assignment value):

	Shares	End share course	Value after vesting period 2021	Number of units cap	Cap
Martin Drasch Chief Executive Officer	4,544	EUR 52.31	EUR 237,697	9,088	EUR 532,800
Jürgen Knie¹ Chief Operations Officer	788	EUR 62.99	EUR 49,636	1,576	EUR 92,400

1) Member of the Managing Board since 07/2019, Managing Director of Manz Slovakia s.r.o. since 10/2010

c) Performance shares granted

The table below shows for each Managing Board member the number of performance shares granted to him at the end of fiscal year 2021, the respective issue date and initial share price, and the respective expiry of the vesting period:

	Date of issue	Performance Shares	Initial share price	Expiration of vesting period
Martin Drasch Chief Executive Officer	May 16, 2018	6,048	EUR 31.75	May 16, 2022
	May 15, 2019	9,662	EUR 24.84	May 15, 2023
	June 18, 2020	18,721	EUR 12.82	June 18, 2024
	May 10, 2021	4,631	EUR 53.56	May 20, 2025
Manfred Hochleitner Chief Financial Officer (since 07/2018)	May 15, 2019	7,730	EUR 24.84	May 15, 2023
	June 18, 2020	14,977	EUR 12.82	June 24, 2024
	May 10, 2021	3,735	EUR 53.56	May 20, 2025
Jürgen Knie¹ Chief Operations Officer	June 15, 2018	971	EUR 31.75	July 25, 2022
	October 24, 2019	4,935	EUR 22.86	October 24, 2023
	June 18, 2020	14,977	EUR 12.82	June 24, 2024
	May 10, 2021	3,735	EUR 53.56	May 20, 2025

1) Member of the Managing Board since 07/2019, Managing Director of Manz Slovakia s.r.o. since 10/2010

If performance shares are exercised after the end of the vesting period, shares in Manz AG will be issued at the exercise price of EUR 1.00 per share.

4. Deviations from the compensation system, changes to performance criteria, and malus and clawback rules

In fiscal year 2021, there were no deviations from the compensation system for members of the Managing Board submitted for approval to the Annual General Meeting on July 7, 2021.

There has been no subsequent change to the performance criteria or the requirements for calculating the compensation components of the STI or the LTI or the caps applicable to them for the Managing Board compensation granted in fiscal year 2021.

The Managing Board contracts contain provisions allowing the reduction (malus) or clawback (clawback) of variable compensation not yet paid out or already paid out under certain conditions in the event that a Managing Board member has intentionally (or through gross negligence) breached the duties set out in Section 93 German Stock Corporation Act (AktG). These regulations apply to all variable components of Managing Board compensation, including both the STI and LTI. The Supervisory Board will make a decision in such cases at its own discretion. In fiscal year 2021, the Supervisory Board did not make use of the option to reduce or claw back variable compensation components.

5. Premature termination of professional activity

If a Managing Board member leaves office and their employment relationship prematurely, and there is no good cause, then severance payments to Managing Board members including benefits shall not exceed the amount of two year's annual compensation (severance cap), and not compensate more than the remaining term of the employment relationship. The total compensation for the last fiscal year, as well as the projected total compensation for the fiscal year at the time the relationship is ended prematurely, if applicable, shall be used to calculate the severance cap.

In the Managing Board contract of the Chairman of the Managing Board Martin Drasch, it is agreed that in the event of a change of control, the Managing Board member is entitled to terminate the Managing Board contract within six months of the occurrence of a change of control with three months' notice to the end of a calendar month and to resign from office as a member of the Managing Board with the same notice period. A change of control within the meaning of such change of control clause shall be deemed to have occurred if the Company receives a notification according to which a party subject to the notification requirement reaches or exceeds at least 25 % of the voting rights from shares in the Company belonging to or attributed to it. It is also agreed that, as a result of termination of the Managing Board member's contract due to a change of control, the Managing Board member shall be entitled to a severance payment due upon termination of the employment relationship. In this case, the severance shall generally amount to the fixed salaries and annual cash bonus (STI) for the remaining term of the employment relationship if it were not terminated, whereby the average of the last fiscal year before termination and the projected EBIT margin for the current fiscal year, based on Company budgetary figures, shall be used to calculate the severance payment. The severance

payment is limited to the value of three years' compensation (150% of the severance payment cap). Furthermore, in the event that the remaining term of the employment relationship at the time the termination takes effect is more than two years, it is agreed that the severance payment shall be reduced by 75% to the extent that it is granted for the exceeding period. The amounts to be considered in calculating the severance are subject in every case to 3% interest p.a.

Otherwise, the management contracts do not grant any severance payments in case of a premature end to the employment relationship.

IV. Compensation granted

1. Compensation granted and owed

The following table shows the compensation granted and owed to the members of the Managing Board in fiscal year 2021 in accordance with Section 162 (1) Sentence 1 German Stock Corporation Act (AktG) and their respective relative shares of the total compensation granted and owed. Accordingly, the table contains all amounts actually received by the individual Managing Board members in the reporting period ("compensation granted"), as well as all compensation legally due but not yet received ("compensation owed").

The fixed salary includes the monthly salary and the additional notional employer's contribution to social insurance. The fringe benefits (private use of company car, D&O insurance, accident insurance) are stated in the amount of the taxable non-cash benefits. The pension plan consists of the Company's contributions to the provident fund.

In the section "STI (current)", the cash bonus and the non-financial STI are considered as "compensation owed" as the underlying service has been fully rendered by the balance sheet date of December 31, 2021. Thus, the payout amounts for short-term variable compensation (STI) have been stated for the reporting year, although the payout does not take place until after the end of the respective reporting year. This enables transparent and comprehensible reporting and ensures the link between performance and compensation. The discretionary bonus was granted for services rendered in fiscal year 2020 on the basis of the previous Managing Board compensation system in fiscal year 2021 and is, therefore, presented according to the date of accrual.

The performance shares of the 2021 tranche issued in fiscal year 2021 are presented in the section "LTI (non-current)" with their assignment value corresponding to the fair value of the performance shares at the time of issue.

The compensation granted and owed to the members of the Managing Board was in each case below the amount of the maximum compensation.

		Martin Drasch Chief Executive Officer		Manfred Hochleitner Chief Financial Officer		Jürgen Knie Chief Operations Officer	
		in TEUR	of TC	in TEUR	of TC	in TEUR	of TC
Fixed compensation	Fixed salary	319	46 %	255	48 %	258	51 %
	+ Fringe benefits	11	2 %	7	1 %	14	3 %
	+ Retirement benefits	12	2 %	12	2 %	12	2 %
	= Total	342	49 %	274	52 %	284	56 %
Variable compensation	STI (short-term)						
	+ Annual cash bonus	0	0 %	0	0 %	0	0 %
	+ Discretionary bonus	75	11 %	40	8 %	20	4 %
	+ Non-financial STI	32	5 %	16	3 %	4	1 %
	= Total STI	107	15 %	56	11 %	24	5 %
	LTI (long-term) Manz Performance Share Plan	248	36 %	200	38 %	200	39 %
= Total compensation (TC)		697	100 %	530	100 %	508	100 %
	Maximum compensation	1,800		1,500		1,500	

2. Financial contributions

The following table shows the benefits granted to the members of the Managing Board in fiscal year 2021 and their respective relative shares of the total compensation granted.

In principle, the benefits granted correspond to the compensation granted and owed in accordance with Section 162 (1) Sentence 1 German Stock Corporation Act (AktG); however, in deviation from this, the new shares of Manz AG issued in the 2021 fiscal year as a result of the exercising of performance shares of the 2017 tranche from the Manz Performance Share Plan 2015 are stated in the section "LTI (long-term)". The Manz shares issued as a result of said exercising are presented at the value at the time of expiration of the vesting period ending on May 26, 2021, since the prerequisites for exercise occurred in fiscal year 2021. This ensures that the actual amount of

this compensation component can be reported in accordance with the actual inflow. Accordingly, the performance shares issued in fiscal year 2021 are not shown here in order to avoid multiple recognition of performance shares as long-term variable compensation (LTI).

The benefits granted to the members of the Managing Board were in each case below the amount of the maximum compensation.

		Martin Drasch Chief Executive Officer		Manfred Hochleitner Chief Financial Officer		Jürgen Knie Chief Operations Officer	
		in TEUR	of TC	in TEUR	of TC	in TEUR	of TC
Fixed compensation	Fixed salary	319	46%	255	77%	258	72%
	+ Fringe benefits	11	2%	7	2%	14	4%
	+ Retirement benefits	12	2%	12	4%	12	3%
	= Total	342	50%	274	83%	284	79%
Variable compensation	STI (short-term)						
	+ Annual cash bonus	0	0%	0	0%	0	0%
	+ Discretionary bonus	75	11%	40	12%	20	6%
	+ Non-financial STI	32	5%	16	5%	4	1%
	= Total STI	107	16%	56	17%	24	7%
	LTI (long-term) Manz Performance Share Plan	238	35%	0	0%	50	14%
= Total compensation (TC)		687	100%	330	100%	357	100%
	Maximum compensation	1,800		1,500		1,500	

C. Compensation of the members of the Supervisory Board

I. The compensation system at a glance

The compensation of the members of the Supervisory Board applicable for the fiscal year 2021, which is governed by Section 12 of the Company's Articles of Association, was resolved by the Annual General Meeting on July 3, 2018. In accordance with Section 113 (3) Sentence 1 German Stock Corporation Act (AktG), the Annual General Meeting resolves on the compensation of the Supervisory Board at least every four years, and may confirm or amend the compensation. The compensation system for members of the Supervisory Board of Manz AG presented to the Annual General Meeting on July 7, 2021 was approved by the Annual General Meeting with a majority of 99.94 %.

The compensation system for members of the Supervisory Board resolved by the Annual General Meeting is available on the Company's website under <https://www.manz.com/en/investor-relations/corporate-governance/compensation/>

Manz AG only compensates Supervisory Board members with fixed compensation. This reflects the function of the Supervisory Board as an independent advising and controlling body under German stock corporation law. Supervisory Board compensation at Manz AG is based on the goal of providing position-specific supplements in addition to appropriate fixed compensation, in order to adequately reflect the additional time spent by the Chair of the Supervisory Board, their deputy, and committee members. This structure implements recommendation G.17 of the German Corporate Governance Codex, in particular. Accordingly, the compensation of the members of the Supervisory Board shall take appropriate account of the higher time commitment of the Chairman and Deputy Chairman of the Supervisory Board, as well as the Chairman and members of committees. Furthermore, the time spent in individual meetings is compensated by an appropriate attendance fee.

The following overview shows the regulations governing the compensation of the members of the Supervisory Board and its committees:

Basic compensation		
Chairman of the Supervisory Board EUR 48,000	Deputy EUR 32,000	Member EUR 16,000

Additional compensation for committee work	
Chairman of the Supervisory Board EUR 16,000	Member EUR 8,000

Attendance fee
EUR 1,500

The members of the Supervisory Board also receive reimbursements for their expenditures incurred while carrying out their office.

At its own cost, the Company can insure the members of the Supervisory Board against claims under civil and criminal law, including the costs of legal defense, in conjunction with carrying out their office, and can conclude relevant D&O insurance.

II. Compensation in the fiscal year 2021

In fiscal year 2021, the Supervisory Board consisted of four members and has formed an Economic Committee consisting of two members. Compensation for members of the Supervisory Board totaled TEUR 192 in fiscal year 2021 (previous year: TEUR 189).

The following table shows the compensation granted and owed to the members of the Supervisory Board in the 2021 fiscal year in accordance with Section 162 (1) Sentence 1 German Stock Corporation Act (AktG) and their respective relative shares of the total compensation granted and owed. Accordingly, the table contains all amounts actually received by the individual members of the Supervisory Board in the reporting period ("Compensation granted"), as well as all compensation legally due but not yet received ("Compensation owed"):

	Prof. Dr. Heiko Aurenz Chairman		Dieter Manz Deputy		Prof. Dr.-Ing. Michael Powalla		Dr. Zhiming Xu	
	in TEUR	of TC	in TEUR	of TC	in TEUR	of TC	in TEUR	of TC
Basic compensation	48	48 %	32	65 %	16	73 %	16	73 %
+ Committee compensation	24	24 %	8	16 %	–	–	–	–
+ Attendance fee	27	27 %	9	18 %	6	27 %	6	27 %
= Total compensation (TC)	99	100 %	49	100 %	22	100 %	22	100 %

D. Comparative presentation of earnings development and annual change in compensation

In accordance with Section 162 (1) Sentence 2 No. 2 German Stock Corporation Act (AktG), the following overview presents Manz AG's earnings performance, the annual change in compensation for members of the Managing Board and Supervisory Board, and the annual change in average employee compensation on a full-time equivalent basis over the last five fiscal years.

The development of earnings is shown on the basis of the Group's key performance indicators of revenue, EBITDA margin, EBIT margin and earnings per share. As key performance indicators, the above-mentioned margin ratios are also components of the financial targets for the Managing Board's short-term and long-term variable compensation and, therefore, have a significant influence on the level of compensation paid to the members of the Managing Board. In addition, the development of Manz AG's net result is presented in accordance with Section 275 (3) No. 16 German Commercial Code (HGB).

For the members of the Managing Board and the Supervisory Board, the compensation granted and owed in the respective fiscal year is presented in accordance with Section 162 (1) Sentence 1 German Stock Corporation Act (AktG).

The presentation of average employee compensation is based on Manz AG's workforce in Germany, which included an average of 440 employees (full-time equivalent) in fiscal year 2021. In comparison, the Manz Group employed an average of around 1,371 employees worldwide in fiscal year 2021. Average employee compensation includes personnel expenses for wages and salaries, for fringe benefits, for employer contributions to social security, and for any short-term variable compensation components attributable to the fiscal year. Furthermore, the performance shares granted in the fiscal year are taken into account for compensation in connection with the Manz Performance Share Plan. Consequently, the presentation of employee compensation also corresponds, in principle, to the compensation granted and owed in accordance with Section 162 (1) Sentence 1 German Stock Corporation Act (AktG).

Fiscal year	2017	2018	Change	2019	Change
I. Earnings development					
Revenues in TEUR	324,967	296,920	-8.6 %	264,404	-11.0 %
EBITDA margin ¹	3.4 %	3.2 %	-0.2 %P	3.6 %	0.4 %P
EBIT margin ²	0.5 %	-1.1 %	-1.6 %P	-2.9 %	-1.8 %P
Earnings per share in EUR ³	-0.41	-1.00	-144 %	-1.43	-43 %
Net result (HGB) in TEUR	-44,398	-21,095	52 %	-37,636	-78 %
II. Average compensation of employees in TEUR					
Workforce in Germany	81.0	83.2	2.7 %	85.1	2.3 %
III. Compensation of the Managing Board in TEUR					
Martin Drasch (since 08/2015, Chairman since 10/2018)	495	384	-22.4 %	454	18.2 %
Manfred Hochleitner (since 07/2018)	-	136	-	352	-
Jürgen Knie (since 07/2019)	-	-	-	190	-
Former members of the Managing Board					
Eckhard Hörner-Marass (from 10/2016 until 09/2018)	546	604	10.6 %	-	-
Gunnar Voss von Dahlen (from 06/2017 until 03/2018)	154	66	-	-	-
Dieter Manz ⁴ (until 4.7.2017)	856	-	-	-	-
Martin Hipp (until 03/2017)	70	-	-	-	-
IV. Compensation of the Supervisory Board in TEUR					
Prof. Dr. Heiko Aurenz (since 2000)	24	75	212.5 %	131	74.7 %
Dieter Manz (since 17.8.2017)	4	33	-	60	81.8 %
Prof. Dr.-Ing. Michael Powalla (since 2011)	18	19	5.6 %	24	26.3 %
Dr. Zhiming Xu (since 17.10.2017)	2	15	-	24	60.0 %
Guoxing Yang (until 12.9.2017)	8	-	-	-	-

1) EBITDA as a percentage of total output as reported. Change in percentage points.

2) EBIT as a percentage of total output as reported. Change in percentage points.

3) Earnings per share (basic) as reported

4) Including settlement amount of pension obligation with plan assets of TEUR 478

Fiscal year	2020	Change	2021	Change
I. Earnings development				
Revenues in TEUR	236,768	-10.5 %	227,060	-4.1 %
EBITDA margin ¹	8.0 %	4.4 %P	7.7 %	-0.3 %P
EBIT margin ²	3.0 %	5.9 %P	-6.8 %	-9.8 %P
Earnings per share in EUR ³	0.44	131 %	-2.89	-757 %
Net result (HGB) in TEUR	-9,660	74 %	-15,320	- 59 %
II. Average compensation of employees in TEUR				
Workforce in Germany	87.7	3.1 %	94.6	7.9 %
III. Compensation of the Managing Board in TEUR				
Martin Drasch (since 08/2015, Chairman since 10/2018)	859	89.2 %	697	-18.9 %
Manfred Hochleitner (since 07/2018)	703	99.7 %	530	-24.6 %
Jürgen Knie (since 07/2019)	688	-	508	-26.2 %
IV. Compensation of the Supervisory Board in TEUR				
Prof. Dr. Heiko Aurenz (since 2000)	101	-22.9 %	99	-2.0 %
Dieter Manz (since 17.8.2017)	48	-20.0 %	49	2.1 %
Prof. Dr.-Ing. Michael Powalla (since 2011)	20	-16.7 %	22	10.0 %
Dr. Zhiming Xu (since 17.10.2017)	20	-16.7 %	22	10.0 %

1) EBITDA as a percentage of total output as reported. Change in percentage points.

2) EBIT as a percentage of total output as reported. Change in percentage points.

3) Earnings per share (basic) as reported

For the Managing Board



Martin Drasch
CEO Manz AG



Manfred Hochleitner
CFO Manz AG

For the Supervisory Board



Prof. Dr. Heiko Aurenz
Chairman of the
Supervisory Board of
Manz AG

Report of the independent auditor on the audit of the remuneration report pursuant to Sec. 162 (3) AktG

To Manz AG

Audit opinion

We have conducted a formal audit of the remuneration report of Manz AG, Reutlingen, for the fiscal year from 1 January to 31 December 2021 to determine whether the disclosures required by Sec. 162 (1) and (2) AktG ["Aktengesetz": German Stock Corporation Act] have been made therein. In accordance with Sec. 162 (3) AktG, we have not audited the content of the remuneration report.

In our opinion, the disclosures required by Sec. 162 (1) and (2) have been made in the accompanying remuneration report in all material respects. Our opinion does not cover the content of the remuneration report.

Basis for the opinion

We conducted our audit of the remuneration report in accordance with Sec. 162 (3) AktG and in compliance with the IDW Auditing Standard: Audit of the Remuneration Report in Accordance with Sec. 162 (3) AktG (IDW AuS 870). Our responsibilities under this provision and standard are further described in the "Responsibilities of the auditor" section of our report. As an audit firm, we applied the IDW Standard on Quality Management: Requirements for Quality Management in the Audit Firm (IDW QS 1). We complied with the professional obligations pursuant to the WPO ["Wirtschaftsprüferordnung": German Law Regulating the Profession of Wirtschaftsprüfer (German Public Auditor)] and the BS WP/vBP ["Berufssatzung für Wirtschaftsprüfer/vereidigte Buchprüfer": Professional Charter for German Public Accountants/German Sworn Auditors] including the requirements regarding independence.

Responsibilities of the management board and supervisory board

The management board and supervisory board are responsible for the preparation of the remuneration report and the related disclosures in compliance with the requirements of Sec. 162 AktG. In addition, they are responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report and the related disclosures that are free from material misstatement, whether due to fraud or error.

Responsibilities of the auditor

Our objectives are to obtain reasonable assurance about whether the disclosures required by Sec. 162 (1) and (2) AktG are made in the remuneration report in all material respects and to express an opinion thereon in a report.

We planned and performed our audit so as to determine the formal completeness of the remuneration report by comparing the disclosures made in the remuneration report with the disclosures required by Sec. 162 (1) and (2) AktG. In accordance with Sec. 162 (3) AktG,

we have not audited the accuracy of the disclosures, the completeness of the individual disclosures or the fair presentation of the remuneration report.

Consideration of misrepresentations

In connection with our audit, our responsibility is to read the remuneration report considering the knowledge obtained in the audit of the financial statements and, in doing so, remain alert for indications of whether the remuneration report contains misrepresentations in relation to the accuracy of the disclosures, the completeness of the individual disclosures or the fair presentation of the remuneration report.

If, based on the work we have performed, we conclude that there is a misrepresentation, we are required to report that fact. We have nothing to report in this regard.

Stuttgart, May 5, 2022

Ernst & Young GmbH
Wirtschaftsprüfungsgesellschaft

Maurer
Wirtschaftsprüfer
[German Public Auditor]

Ilg
Wirtschaftsprüfer
[German Public Auditor]



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