

**ACCELERATING  
GROWTH**

# PNE AG

**Cuxhaven**

– WKN A0JBPG – / – ISIN DE 000 A0J BPG 2 –

## INVITATION TO THE ANNUAL GENERAL MEETING

We hereby invite our shareholders to the Annual General Meeting,  
which will take place on

**Tuesday, May 9, 2023, 10:00 hours (CEST)**

at Veranstaltungszentrum Cuxhaven,  
Kugelbake-Halle,  
Cuxhaven-Döse, Strandstraße 80.



# AGENDA

**1. Presentation of the Adopted Annual Financial Statements of PNE AG as of December 31, 2022, the Approved Consolidated Financial Statements as of December 31, 2022, the Consolidated Management Report for PNE AG and the Group (including the explanatory report in relation to the information provided pursuant to Section 289a and Section 315a of the German Commercial Code (*Handelsgesetzbuch*, "HGB")) as well as the Supervisory Board's Report for the 2022 Fiscal Year**

The Supervisory Board has approved the annual financial statements and the consolidated financial statements, each as prepared by the Board of Management; therefore, the annual financial statements are deemed adopted pursuant to Section 172 (1) of the German Stock Corporation Act (*Aktiengesetz*). A resolution by the General Meeting is therefore not required.

**2. Resolution on the Appropriation of the Retained Profit for the 2022 Fiscal Year**

The Board of Management and the Supervisory Board propose that the retained profit for the 2022 fiscal year disclosed in the adopted annual financial statements of PNE AG and amounting to EUR 251,571,002.25 be appropriated as follows:

Distribution of a special dividend of EUR 0.04  
for each no-par value share entitled to a dividend;

with 76,336,531 no-par value shares entitled to a dividend,  
this results in EUR 3,053,461.24

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for each no-par value share entitled to a dividend;

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this results in EUR 3.053.461,24

Balance to be carried forward EUR 245,464,079.77

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**Retained profit EUR 251,571,002.25**

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In the amounts stated for the distribution of profit and the profit carried forward, the number of no-par value shares entitled to a dividend for the past fiscal year (76,336,531) at the time the proposal for the appropriation of profits is made by the Board of Management and the Supervisory Board has been taken into account. In the event that the number of the no-par value shares entitled to a dividend for the past fiscal year changes by time of the General Meeting, a resolution proposal that is adjusted accordingly and provides for an unchanged dividend of EUR 0.04 for each no-par value share entitled to a dividend and a special dividend of EUR 0.04 for each no-par value share entitled to a dividend and for a profit carried forward that is adjusted accordingly will be put to the vote in the General Meeting.

In accordance with Section 58 (4) sentence 2 of the German Stock Corporation Act, the dividend entitlement falls due for payment and will be paid on the third business day following the date of the resolution of the General Meeting, i.e., on May 12, 2023.

### **3. Resolution on the Ratification of the Actions of the Members of the Board of Management for the 2022 Fiscal Year**

The Board of Management and the Supervisory Board propose that the actions of each of the following members of the Board of Management, who were in office in the 2022 fiscal year, be ratified for that period:

1. Markus Lesser
2. Jörg Klowat

A separate vote is intended to be held on the ratification of the actions of the individual members of the Board of Management (ratification of the actions of each individual member).

### **4. Resolution on the Ratification of the Actions of the Members of the Supervisory Board for the 2022 Fiscal Year**

The Board of Management and the Supervisory Board propose that the actions of each of the following members of the Supervisory Board, who were in office in the 2022 fiscal year, be ratified for their respective term of office during the 2022 fiscal year:

1. Per Hornung Pedersen
2. Christoph Oppenauer
3. Roberta Benedetti
4. Alberto Donzelli
5. Marcel Egger
6. Florian Schuhbauer
7. Marc van't Noordende
8. Dr. Susanna Zapreva

A separate vote is intended to be held on the ratification of the actions of the individual members of the Supervisory Board (ratification of the actions of each individual member).

## **5. Appointment of the Auditor for the Annual Financial Statements and the Consolidated Financial Statements for the 2023 Fiscal Year**

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that the auditing company Deloitte GmbH Wirtschaftsprüfungsgesellschaft, based in Hamburg, be appointed as auditor and group auditor for the 2023 fiscal year.

The Audit Committee stated that its recommendation has not been improperly influenced by third parties and that no clause restricting the choice as regards the appointment of a particular statutory auditor or audit firm within the meaning of Article 16 (6) of the EU Audit Regulation has been imposed upon it.

## **6. Appointment of the Auditor for the Audit Review, if applicable, of Interim Financial Statements and Reports for the 2023 Fiscal Year and the First Quarter of the 2024 Fiscal Year**

Based on the recommendation of the Audit Committee, the Supervisory Board proposes that the auditing company Deloitte GmbH Wirtschaftsprüfungsgesellschaft, based in Hamburg, be appointed as auditor for any audit review of interim (condensed) financial statements and interim management reports for the 2023 fiscal year and the first quarter of the 2024 fiscal year.

The Audit Committee stated that its recommendation has not been improperly influenced by third parties and that no clause restricting the choice as regards the appointment of a particular statutory auditor or audit firm within the meaning of Article 16 (6) of the EU Audit Regulation has been imposed upon it.

## **7. Resolution on the Approval of the Remuneration Report for the 2022 Fiscal Year Prepared and Audited in accordance with Section 162 of the German Stock Corporation Act**

Pursuant to Section 120a (4) of the German Stock Corporation Act, the general meeting of a listed company resolves whether or not to approve the remuneration report for the past fiscal year that has been prepared and audited in accordance with Section 162 of the German Stock Corporation Act.

The Company's Board of Management and Supervisory Board have prepared in accordance with Section 162 of the German Stock Corporation Act a report on the remuneration granted and owed to the members of the Board of Management and the Supervisory Board in the 2022 fiscal year.

The remuneration report was reviewed in accordance with Section 162 (3) of the German Stock Corporation Act by the auditor as to whether the information to be included under Section 162 (1) and (2) of the German Stock Corporation Act has been included. The auditor's report on the audit of the remuneration report has been attached to the remuneration report.

The remuneration report for the 2022 fiscal year and the auditor's report are set out below under "Remuneration Report (agenda item 7)" at the end of the agenda.

The Board of Management and the Supervisory Board propose to approve the remuneration report for the 2022 fiscal year prepared and audited in accordance with Section 162 of the German Stock Corporation Act.

## **8. Resolution on the Approval of the Remuneration System for the Members of the Board of Management**

Pursuant to Section 120a (1) of the German Stock Corporation Act, the general meeting of a listed company must resolve upon every material change, but at least once every four years on the approval of the remuneration system for the members of the board of management adopted by the supervisory board in accordance with the requirements of Section 87a of the German Stock Corporation Act.

On 22 March 2023, taking into consideration the requirements of Section 87a (1) of the German Stock Corporation Act, the Supervisory Board resolved on an amended remuneration system for the members of the Board of Management. This remuneration system is described below in the section entitled "Remuneration system for the members of the Board of Management (agenda item 8)" at the end of the agenda.

The Supervisory Board proposes – based on the recommendation of the Personnel Committee – that the remuneration system for the members of the Board of Management as adopted by the Supervisory Board on 22 March 2023 be approved.

## **9. Resolution on the Amendment of Article 8 (2) of the Articles of Association (Composition, Term of Office, Resignation) to Create Flexibility with regard to the Term of Office of the Members of the Supervisory Board**

In accordance with article 8 (2) of the Articles of Association, the members of the Supervisory Board are elected for the period lasting until the end of the Annual General Meeting that resolves on the ratification of the actions for the fourth fiscal year after the beginning of the term of office of the Supervisory Board member. The fiscal year in which the term of office commenced is not included in this calculation. To date, the Articles of Association have not provided for the possibility to set shorter terms of office. In order to create flexibility in the terms of office of the members of the Supervisory Board, it is intended to modify the provision in the Articles of Association to the effect that the General Meeting may also resolve shorter terms of office.

The current Articles of Association are available on the Internet at <https://ir.pne-ag.com/en/corporate-governance>.

The Board of Management and the Supervisory Board propose to resolve:

Article 8 (2) of the Articles of Association is re-stated as follows:

“The members of the Supervisory Board are elected for the period lasting until the end of the Annual General Meeting that resolves on the ratification of the Supervisory Board members’ actions for the fourth fiscal year after the beginning of their term of office. The fiscal year in which the term commenced is not included in this calculation. The General Meeting may set a shorter term of office when electing a member of the Supervisory Board. A Supervisory Board member may not be elected for a period lasting beyond the end of the Annual General Meeting in the year in which the Supervisory Board member reaches 75 years of age. The term of office of a Supervisory Board member who is appointed to replace a Supervisory Board member who prematurely ceases to hold office ends at the same point in time at which the regular term of office of the replaced Supervisory Board member would have ended.”

**10. Resolution on the Amendment of Article 11 (3) of the Articles of Association (Remuneration – here: payment modalities) to Adjust the Remuneration of the Members of the Supervisory Board and on the Remuneration System for the Members of the Supervisory Board**

The Supervisory Board members’ remuneration is provided for in article 11 of the Company’s Articles of Association. It was last confirmed by resolution of the Annual General Meeting of May 19, 2021, together with the resolution on the remuneration system for the Supervisory Board members.

According to article 11 (1) of the Articles of Association, the members of the Supervisory Board receive fixed annual remuneration. In addition, article 11 (1) of the Articles of Association provides for additional fixed annual remuneration for membership and chairship of the Audit Committee and for chairship in other committees of the Supervisory Board. In accordance with article 11 (3) of the Articles of Association, the remuneration is payable after the end of the General Meeting that resolves on the ratification of the actions of the Supervisory Board members for the past fiscal year. This provision is to be adjusted to the effect that from now on the remuneration of the Supervisory Board members will be payable pro rata temporis after the end of each quarter. Otherwise, in the Board of Management’s and the Supervisory Board’s opinion, the remuneration of the members of the Supervisory Board stipulated in article 11 of the Articles of Association is still reasonable and, in particular, in reasonable proportion to the tasks of the Supervisory Board members and the situation of the Company.

The remuneration system on which the remuneration of the Supervisory Board members is based and that includes the information pursuant to Sections 113 (3) sentence 3, 87a (1) sentence 2 of the German Stock Corporation Act is set out below in the section entitled “Remuneration system for the members of the Supervisory Board (agenda item 10)” at the end



of the agenda taking into account the amendment proposed. This section also sets out article 11 of the Articles of Association that reflects the amendment proposed below.

The Board of Management and the Supervisory Board propose to resolve:

a) Amendment of the Articles of Association

Article 11 (3) of the Articles of Association is re-stated as follows:

“The remuneration pursuant to paragraphs 1 and 2 is payable pro rata temporis after the end of each quarter.

b) Resolution on the remuneration and the approval of the remuneration system

The provisions on remuneration that have been so adjusted and otherwise remain unchanged are confirmed and the remuneration system for the Supervisory Board members set out in the section entitled “Remuneration system for the members of the Supervisory Board (agenda item 10)” in this invitation to the Annual General Meeting is resolved.

## 11. Resolution on Adding to Article 12 of the Articles of Association an Authorization of the Board of Management to Provide for Holding a Virtual General Meeting

The German Act on the Introduction of Virtual General Meetings of Stock Corporations and on the Amendment of Provisions under the Law of Cooperative Societies and under Insolvency and Restructuring Law (*Gesetz zur Einführung virtueller Hauptversammlungen von Aktiengesellschaften und Änderung genossenschafts- sowie insolvenz- und restrukturierungsrechtlicher Vorschriften*) of July 20, 2022, provides, *inter alia*, in the newly inserted Section 118a of the German Stock Corporation Act the requirements for a virtual general meeting. According to Section 118a (1) sentence 1 of the German Stock Corporation Act, articles of association may provide or may authorize the board of management for a period of no longer than five years after registration of the amendment of the articles of association to provide that the general meeting be held as a virtual general meeting, i.e., without the shareholders or their proxies being physically present at the venue of the general meeting. After the special COVID 19 provisions have expired, the legislature intends with this Act to allow for the conduct of virtual general meetings on a permanent basis and as an equivalent alternative to general meetings requiring physical attendance.

In order to have sufficient flexibility as regards the selection of the general meeting format, it is intended to make use of this possibility for PNE AG and to resolve to authorize the Board of Management to hold a virtual general meeting. In this context, it is not intended to fully exploit the legally permitted authorization period of up to five years, but to limit it to a period up to August 31, 2025. This allows the shareholders to decide already at an earlier point in time than would be the case if full advantage was taken of the statutory framework whether they wish to

grant the Board of Management a new authorization to hold a virtual general meeting. During the term of the authorization, the Board of Management will decide anew for each individual General Meeting whether and under what conditions it is to be convened as a virtual general meeting. If the Board of Management makes use of the authorization, the further details will be communicated in the convening notice in accordance with the statutory provisions. The Board of Management will take into account the relevant specific circumstances of the individual case and make its decision on the general meeting format based on the relevant objective criteria, in particular taking into account sustainability aspects, fully safeguarding the shareholders' rights and trying to address the broadest possible group of shareholders.

The Board of Management and the Supervisory Board propose to resolve:

After article 12 (3) of the Articles of Association, the following new paragraph 4 is added:

"The Board of Management is authorized for General Meetings held until the end of August 31, 2025 to provide that the General Meeting be held without the shareholders or their proxies being physically present at the venue of the General Meeting (virtual General Meeting)."

## **12. Resolution on an Amendment of Article 13 of the Articles of Association to Allow for Members of the Supervisory Board to Attend the General Meeting by way of Video and Audio Transmission**

Pursuant to Section 118 (3) sentence 1 of the German Stock Corporation Act, the members of the supervisory board are to (physically) attend general meetings. Section 118 (3) sentence 2 of the German Stock Corporation Act allows articles of association to provide for certain cases, however, in which the members of the supervisory board may participate by means of video and audio transmission. The Articles of Association are to be amended accordingly to make use of this option.

The Board of Management and the Supervisory Board propose to resolve:

After article 13 (6) of the Articles of Association, the following new paragraph 7 is added:

"Members of the Supervisory Board are allowed, in coordination with the chairperson of the Supervisory Board, to attend the General Meeting by means of video and audio transmission if they are unable to physically attend the meeting or are only able to attend the meeting with unreasonably high effort at the venue of the General Meeting due to legal restrictions, a stay abroad, their necessary stay at another location in Germany or if their physical attendance would entail an unreasonably long travel time or if the General Meeting is held as a virtual General Meeting without the shareholders or their proxies being physically present at the venue."

### **13. Resolution on the Creation of New Authorized Capital 2023 (also with the Option to exclude the Subscription Right regarding fractional amounts) and on a Corresponding Amendment of Article 5 of the Articles of Association (Amount and Division of Share Capital)**

The authorization granted by the Annual General Meeting on May 31, 2017, to increase, with the approval of the Supervisory Board, the Company's share capital on one or more occasions on or before May 30, 2022, by up to a total amount of EUR 38,250,000.00 by issuing new no-par value registered shares against contributions in cash and/or in kind (Authorized Capital 2017) expired on May 30, 2022.

In order to maintain flexibility in equity financing, new authorized capital is to be resolved under agenda item 13 and the following agenda item 14. Under agenda item 13, a new Authorized Capital 2023 in the amount of up to EUR 30,000,000 is to be created which provides for the possibility of excluding subscription rights exclusively for fractional amounts. Under agenda item 14, an additional authorized capital (Authorized Capital 2023/II) in the amount of up to EUR 7,600,000 is to be created which moreover provides for the possibility of excluding subscription rights under the conditions of Section 186 (3) sentence 4 of the German Stock Corporation Act and in the case of capital increases against contributions in kind.

The Board of Management and the Supervisory Board propose to resolve as follows:

- a) "The Board of Management is authorized to increase, with the approval of the Supervisory Board, the Company's share capital on one or more occasions on or before May 8, 2028, by up to EUR 30,000,000 by issuing new no-par value registered shares against contributions in cash and/or in kind (Authorized Capital 2023). As a rule, shareholders will be granted subscription rights. The subscription right can also be granted to the shareholders indirectly in accordance with Section 186 (5) of the German Stock Corporation Act.

The Board of Management is authorized, with the approval of the Supervisory Board, to exclude the shareholders' subscription right regarding fractional amounts which result from the subscription ratio.

The Board of Management may avail itself of the aforementioned authorization to exclude the subscription right with the approval of the Supervisory Board in aggregate only up to such an amount that the proportionate amount of the share capital that is attributable to shares of the Company issued or sold during the term of the Authorized Capital 2023 with the exclusion of the subscription right or that relates to instruments or rights issued during the term of the Authorized Capital 2023 with the exclusion of the subscription right and which enable the subscription of shares of the Company, also from conditional capital, in aggregate does not exceed 10% of the share capital existing at the time of the authorizations taking effect or – if this value is lower – at the time the authorization is exercised.

The Board of Management will determine the content of the rights attached to the shares and the further terms of the share issue, including the issue price, with the approval of the Supervisory Board.”

- b) For the creation of the new Authorized Capital 2023, article 5 (4) of the Articles of Association is restated as follows:

“The Board of Management is authorized to increase, with the approval of the Supervisory Board, the Company’s share capital on one or more occasions on or before May 8, 2028, by up to EUR 30,000,000 by issuing new no-par value registered shares against contributions in cash and/or in kind (Authorized Capital 2023). As a rule, shareholders will be granted subscription rights. The subscription right can also be granted to the shareholders indirectly in accordance with Section 186 (5) of the German Stock Corporation Act.

- a) The Board of Management is authorised, with the approval of the Supervisory Board, to exclude the shareholders’ subscription right regarding fractional amounts which result from the subscription ratio.

The Board of Management may avail itself of the aforementioned authorization to exclude the subscription right with the approval of the Supervisory Board in aggregate only up to such an amount that the proportionate amount of the share capital that is attributable to shares of the Company issued or sold during the term of the Authorised Capital 2023 with the exclusion of the subscription right or that relates to instruments or rights issued during the term of the Authorised Capital 2023 with the exclusion of the subscription right and which enable the subscription of shares of the Company, also from conditional capital, in aggregate does not exceed 10% of the share capital existing at the time of the authorisations taking effect or – if this value is lower – at the time the authorisation is exercised.

- b) Moreover, the Board of Management is hereby authorised to determine the further details of the capital increase and its consummation with the approval of the Supervisory Board.
- c) The Supervisory Board is authorised to adjust the Articles of Association from time to time to reflect the capital increase and, if the Authorised Capital 2023 has not been used in whole by May 8, 2028, following expiry of the period of authorization.”

#### **14. Resolution on the Creation of New Authorized Capital 2023/II (also with the Option to exclude the Subscription Right) and on a Corresponding Amendment of Article 5 of the Articles of Association (Amount and Division of Share Capital)**

The Board of Management and the Supervisory Board propose to resolve as follows:

- a) "The Board of Management is authorized to increase, with the approval of the Supervisory Board, the Company's share capital on one or more occasions on or before May 8, 2028, by up to EUR 7,600,000 by issuing new no-par value registered shares against contributions in cash and/or in kind (Authorized Capital 2023/II). As a rule, shareholders will be granted subscription rights. The subscription right can also be granted to the shareholders indirectly in accordance with Section 186 (5) of the German Stock Corporation Act.

The Board of Management is authorized, with the approval of the Supervisory Board, to exclude the shareholders' subscription right regarding fractional amounts which result from the subscription ratio.

Furthermore, the Board of Management is authorized, with the approval of the Supervisory Board, to exclude the shareholders' subscription right up to an amount not exceeding 10% of the share capital existing at the time of the authorization taking effect or – if this value is lower – at the time the authorization is exercised in order to issue the new shares against contributions in cash at an issue price that is not significantly below the stock exchange price of the Company's shares of the same class carrying the same rights that are already listed (simplified exclusion of subscription rights pursuant to Section 186 (3) sentence 4 of the German Stock Corporation Act) at the time the final issue price is determined. When calculating the aforementioned 10% limit, the proportionate amount of the share capital will be taken into account which is attributable to new or reacquired shares that have been issued or disposed of during the term of this authorization with the simplified exclusion of the shareholders' subscription right under or in accordance with Section 186 (3) sentence 4 of the German Stock Corporation Act as well as the proportionate amount of the share capital to which conversion and/or option rights under bonds relate which have been issued during the term of this authorization in analogous application of Section 186 (3) sentence 4 of the German Stock Corporation Act.

Furthermore, the Board of Management is authorised to exclude the subscription right with the approval of the Supervisory Board if the capital increase is conducted against contributions in kind, in particular in the case of the acquisition of enterprises or parts thereof or of shareholdings in companies or other assets, including rights and receivables – also against the Company –, or of claims for the acquisition of assets or in the context of business combinations.

The Board of Management may avail itself of the aforementioned authorization to exclude the subscription right with the approval of the Supervisory Board in aggregate only up to such an amount that the proportionate amount of the share capital that is attributable to shares of the Company issued or sold during the term of the Authorised Capital 2023/II with the exclusion of the subscription right or that relates to instruments or rights issued during the term of the Authorised Capital 2023/II with the exclusion of the subscription right and which enable the subscription of shares of the Company, also from conditional capital, in aggregate does not exceed 10% of the share capital existing at the time of the authorisations taking effect or – if this value is lower – at the time the authorisation is exercised.

The Board of Management will determine the content of the rights attached to the shares and the further terms of the share issue, including the issue price, with the approval of the Supervisory Board.”

- b) To create the new Authorized Capital 2023/II, the following paragraph 5 is added to article 5 of the Articles of Association:

“The Board of Management is authorized to increase, with the approval of the Supervisory Board, the Company’s share capital on one or more occasions on or before May 8, 2028, by up to EUR 7,600,000 by issuing new no-par value registered shares against contributions in cash and/or in kind (Authorized Capital 2023/II). As a rule, shareholders will be granted subscription rights. The subscription right can also be granted to the shareholders indirectly in accordance with Section 186 (5) of the German Stock Corporation Act.

- a) The Board of Management is authorised, with the approval of the Supervisory Board, to exclude the shareholders’ subscription right regarding fractional amounts which result from the subscription ratio.

Furthermore, the Board of Management is authorised, with the approval of the Supervisory Board, to exclude the shareholders’ subscription right up to an amount not exceeding 10% of the share capital existing at the time of the authorisation taking effect or – if this value is lower – at the time the authorization is exercised in order to issue the new shares against contributions in cash at an issue price that is not significantly below the stock exchange price of the Company’s shares of the same class carrying the same rights that are already listed (simplified exclusion of subscription rights pursuant to Section 186 (3) sentence 4 of the German Stock Corporation Act) at the time the final issue price is determined. When calculating the aforementioned 10% limit, the proportionate amount of the share capital shall be taken into account which is attributable to new or reacquired shares that have been issued or disposed of during the term of the authorisation with the simplified exclusion of the shareholders’ subscription right under or in accordance with Section 186 (3) sentence 4 of the German Stock Corporation Act as well as the proportionate amount of the share capital to

which conversion and/or option rights under bonds relate which have been issued during the term of the authorisation in analogous application of section Section 186 (3) sentence 4 of the German Stock Corporation Act.

Furthermore, the Board of Management is authorised to exclude the subscription right with the approval of the Supervisory Board if the capital increase is conducted against contributions in kind, in particular in the case of the acquisition of enterprises or parts thereof or of shareholdings in companies or other assets, including rights and receivables – also against the Company –, or of claims for the acquisition of assets or in the context of business combinations.

The Board of Management may avail itself of the aforementioned authorization to exclude the subscription right with the approval of the Supervisory Board in aggregate only up to such an amount that the proportionate amount of the share capital that is attributable to shares of the Company issued or sold during the term of the Authorised Capital 2023/II with the exclusion of the subscription right or that relates to instruments or rights issued during the term of the Authorised Capital 2023/II with the exclusion of the subscription right and which enable the subscription of shares of the Company, also from conditional capital, in aggregate does not exceed 10% of the share capital existing at the time of the authorisations taking effect or – if this value is lower – at the time the authorisation is exercised.

- c) Moreover, the Board of Management is hereby authorised to determine the further details of the capital increase and its consummation with the approval of the Supervisory Board.
- d) The Supervisory Board is authorised to adjust the Articles of Association from time to time to reflect the capital increase and, if the Authorised Capital 2023/II has not been used in whole by May 8, 2028, following expiry of the period of authorization."

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# REMUNERATION REPORT

AGENDA ITEM 7

# REMUNERATION REPORT OF PNE AG FOR THE 2022 FISCAL YEAR

In the following remuneration report prepared by the Board of Management and Supervisory Board, the Company reports on the remuneration awarded and due to the members of the Board of Management and Supervisory Board in accordance with Section 162 (1) sentence 1 of the German Stock Corporation Act (Aktiengesetz, AktG).

## BOARD OF MANAGEMENT AND REMUNERATION OF THE BOARD OF MANAGEMENT MEMBERS

### Principles of the Currently Applicable Remuneration System for the Board of Management in the 2022 Fiscal Year

The remuneration system for the members of the Board of Management of PNE AG makes a significant contribution to promoting the business strategy of PNE AG. For this purpose, the remuneration of the Board of Management members is based on various parameters, including the size of the company and the group of companies, the economic environment, the complexity of the Board of Management activities and the position of the company and its subsidiaries as well as the performance of the Board of Management as a whole and the experience and performance of the individual board members. In order to take these factors into account appropriately and to ensure compliance with the currently applicable benchmarks, the remuneration policy of the Board of Management is regularly reviewed by the Supervisory Board of the Company.

The remuneration system is structured in a way that promotes the sustainable and long-term corporate development of PNE AG and the achievement of the strategic corporate objectives. For this purpose, total remuneration of the individual Board of Management members consists of fixed and performance-related remuneration components. In addition, these two main remuneration components are supplemented by a package of non-performance-related additional benefits, which are linked to the activity of the Board of Management members for PNE AG (incl. insurance cover, company car).

The performance-related remuneration of the Board of Management members is, in turn, based on short-term and long-term targets, with the long-term targets predominating in order to ensure sustainable corporate development. This is intended to account for the medium- and long-term development of the Company in the remuneration system. The relevant parameters for the achievement of short-term and long-term targets are defined in target agreements between the Company and the respective Board of Management member. In terms of the long-term corporate strategy, the main parameters are performance indicators such as the Group EBITDA, the price of the PNE share over a defined assessment

period as well as, with regard to the short-term performance-related remuneration, individual personal targets of the individual members of the Board of Management, which are defined as part of the target agreements.

Particularly due to the sometimes long project development periods, the fixed remuneration and long-term performance-related remuneration components are of essential importance at PNE AG.

The members of the Board of Management are not granted shares or share options as remuneration. However, the development of the Company's share price is taken into account within the framework of the targets for the long-term performance-related remuneration.

The overall structure and level of the Board of Management remuneration are determined by the Supervisory Board – based on the proposals of the Supervisory Board's Personnel Committee – through the remuneration system and the individual contracts and target agreements. The remuneration and the parameters used for determination are regularly reviewed by the Supervisory Board. In designing the currently applicable remuneration system, the Supervisory Board also sought external expertise and compiled a peer group of 15 listed companies (TecDax, ÖkoDax) to determine the remuneration level.

The Board of Management remuneration system is also determined by the Supervisory Board based on the proposals of the Personnel Committee.

The last adjustment to the Board of Management remuneration system was made in 2019 with effect from January 1, 2020.

The current remuneration system for the Board of Management has been submitted to the General Meeting of PNE AG on May 19, 2021 for approval. The General Meeting approved this remuneration system by a majority of 93.6%.

## Overview of the Remuneration Components of the Board of Management

The remuneration system of PNE AG consists of fixed remuneration of the members of the Board of Management as well as performance-related remuneration with short-term and long-term components and, in addition, further non-performance-related benefits (fringe benefits). Target and maximum amounts have been set for the individual components for the members of the Board of Management:

			<b>Mr. Lesser</b>	<b>Mr. Klowat</b>
<b>Non-performance-related remuneration</b>	Fixed remuneration	Annual amount:	EUR 370,000.00	EUR 325,000.00
		Payment in twelve equal instalments (pro rata if the contract term begins or ends during the year)		
	Fringe benefits	Annual amount approx.:	EUR 50,000.00	EUR 50,000.00
<b>Performance-related remuneration</b>	Short-term performance-related remuneration	Annual target amount:	EUR 148,000.00	EUR 130,000.00
		Maximum amount:	EUR 207,200.00	EUR 182,000.00
		The bonus is due and payable after the Supervisory Board meeting on the approval of the annual financial statements for the fiscal year that was decisive for the achievement of the relevant short-term target.		
	Long-term performance-related remuneration	Annual target amount:	EUR 222,000.00	EUR 195,000.00
Maximum amount:		EUR 499,500.00	EUR 438,750.00	
	The due dates and payment dates of the individual components of the long-term performance-related remuneration are described below in the section on long-term performance-related remuneration.			
<b>Total remuneration</b>	Target remuneration		EUR 790,000.00	EUR 700,000.00
	Maximum remuneration		EUR 1,126,700.00	EUR 995,750.00

In addition, withholding and clawback provisions are also part of the Board of Management remuneration system of PNE AG.

The following table shows the relative shares of the remuneration components fixed remuneration, short-term performance-related remuneration, long-term performance-related remuneration and fringe benefits, in the maximum remuneration of the Board of Management members:

### Relative shares of the remuneration components in annual maximum remuneration

	<b>Mr. Lesser</b>	<b>Mr. Klowat</b>
Fixed remuneration	approx. 32.84 %	approx. 32.64 %
Short-term performance-related remuneration	approx. 18.39 %	approx. 18.28 %
Long-term performance-related remuneration	approx. 44.33 %	approx. 44.06 %
Fringe benefits	approx. 4.44 %	approx. 5.02 %
<b>Maximum remuneration</b>	<b>100.00 %</b>	<b>100.00 %</b>

The following table shows the relative shares of the remuneration components fixed remuneration, short-term performance-related remuneration, long-term performance-related remuneration and fringe benefits in the target remuneration of the Board of Management members:

#### Relative shares of the remuneration components in annual target remuneration

	Mr. Lesser	Mr. Klowat
Fixed remuneration	approx. 46.84%	approx. 46.43%
Short-term performance-related remuneration	approx. 18.73%	approx. 18.57%
Long-term performance-related remuneration	approx. 28.10%	approx. 27.86%
Fringe benefits	approx. 6.33%	approx. 7.14%
<b>Target remuneration</b>	<b>100.00%</b>	<b>100.00%</b>

#### Fixed Remuneration of the Board of Management

The fixed remuneration is a fixed salary based on the full year, which is paid in twelve equal instalments after the end of a month. If a member leaves the Company during the year, the entitlement to remuneration accrues on a pro rata basis.

#### Short-term Performance-related Remuneration of the Board of Management

As part of their performance-related remuneration, the members of the Board of Management are granted short-term performance-related remuneration based on a one-year target.

The short-term performance-related remuneration is based firstly on Group EBITDA and secondly on one or two personal targets for the members of the Board of Management, which are set each year individually for each Board member as part of a corresponding target agreement. The targets should be in line with the guidance published in the forecast report. The total amount attributable to short-term performance-related remuneration (approx. 40% of variable remuneration) is allocated to the individual short-term targets (32% to the Group EBITDA target and 8% to the personal targets). With regard to the Group EBITDA as a performance criterion, the targets which are decisive for the short-term performance-related remuneration are intended to form an incentive for the Board of Management to actually achieve corresponding profitability of the Company and thus to create a central basis for sustainable and successful management of PNE; the personal targets provide the Supervisory Board with a set of instruments to establish incentives for specific individual successes of a member of the Board of Management, which simultaneously also promote the interests of the Company.

In the case of personal targets, only a target achievement rate of 100% is relevant; otherwise, the agreed target is considered not achieved.

The target achievement rate for the financial performance indicator (i.e., the Group EBITDA target) can range from 75% to 125%. Unless otherwise agreed, the Board of Management member is entitled to the full amount of this portion of the short-term performance-related remuneration if 100% of the respective target has been achieved; if less than 75% of the defined target for Group EBITDA has been achieved, the Board of Management member is not entitled to this share of short-term performance-

related remuneration; if between 75% and 100% of the target has been achieved, the respective pro-rated amount is calculated by linear interpolation using 75% as the base. From a target achievement level of 100% to 125%, the Board of Management member receives an additional bonus, which can be a maximum of 50% of this remuneration component with full achievement of this target, with this value of 50% to be applied if the target achievement is 125%. Between 100% and 125%, the value is calculated by linear interpolation. The amount of the performance-related remuneration for a particular fiscal year is determined by the Supervisory Board after approval of the consolidated financial statements for the fiscal year to which the target agreement relates.

Degree of target achievement and share of short-term performance-related remuneration to be distributed in relation to Group EBITDA:

Target achievement rate	< 75 %	75 %	100 %	>= 125 %
Percentage distribution of short-term performance-related remuneration (based on Group EBITDA)	0 %	75 %	100 %	150 %

Intermediate values are determined by interpolation.

### Long-term Performance-related Remuneration of the Board of Management

In addition to short-term performance-related remuneration, the long-term performance-related remuneration is the second component of variable remuneration for the Board of Management members. With a view to the sustainable and long-term development of the Company, greater value is placed on this component within the framework of the remuneration system. For this reason, long-term performance-related remuneration accounts for 60% of total performance-related remuneration if targets are fully achieved.

Here, one or more targets are set annually. They each relate to a period ("assessment period") of at least three years and apply to the duration of the assessment period. With a view to the long-term development of the Company, the long-term performance-related remuneration shall be divided equally between two financial performance indicators, namely (i) e.g., average Group EBITDA and (ii) e.g., the average weighted share price in the last year of the assessment period. Accordingly, the long-term performance-related remuneration of the Board of Management is based, on the one hand, on the Company's earnings development and, on the other, on the stock market value with a medium- to long-term perspective.

The target achievement rate for the long-term target "average Group EBITDA" can range from 75% to 125%, as is already the case for short-term performance-related remuneration. The decisive average Group EBITDA is determined by the Supervisory Board in a target agreement between the Board of Management member and the Company. The long-term performance-related remuneration component, which is based on Group EBITDA and currently amounts to 30% of total performance-related remuneration, is due to the Board of Management member if 100% of the target set for Group EBITDA is achieved. If less than 75% of the defined target is achieved, the Board of Management member is not entitled to this share of the performance-related remuneration. If between 75% and 100% of the target

is achieved, the Board of Management member is entitled to a pro rata amount of this remuneration component, with 75 % of this remuneration component being paid out if 75 % is achieved. From a target achievement level of 100 % to 125 %, the Board of Management member receives an additional bonus, which can be a maximum of 50 % of this remuneration component with full achievement of this target, with this value of 50 % to be applied if the target achievement is 125 %. Between 100 % and 125 %, the value is calculated by linear interpolation.

As a general rule, a target achievement rate of 100 % is taken as the basis for the long-term target "Group EBITDA" in the first year of an assessment period, irrespective of actual results, and a corresponding payment is arranged, unless the Board of Management member requests in writing that the payment be made only after the target achievement rate has been finally determined. No Board of Management member has made use of this option. Adjustments are possible in the second and third year. This is done by means of a subsequent payment, insofar as a higher target achievement is expected, or by repayment by the Board of Management member if the achievement of the target appears to be impossible. The additional payment may also be waived on the basis of a written declaration by the Board of Management member concerned. In the year following the end of an assessment period, a final settlement is made.

The target value for the average weighted share price is determined by the average weighted share price of the last year prior to the start of the assessment period with an annual increase in the value of the share of 15 % during the assessment period, with dividends actually paid within the assessment period being deducted from the average weighted share price of the last year of the assessment period. Any capital increases or decreases are also to be taken into account. The target achievement rate for the long-term target "average weighted share price of the last year of the assessment period" is determined by mutual agreement between the Supervisory Board and the Board of Management each year as part of the target agreement for the new assessment period; this is a target corridor for the share price to be achieved. The amount to which the Board of Management member is entitled for this part of the long-term performance-related remuneration is, in turn, based on the target achievement value for the long-term target. This portion of the long-term performance-related remuneration is due in full to the respective Board of Management member if the median amount of the defined target corridor (equal to 100 %) has been achieved. If the long-term target is not achieved within the corridor, the Board of Management member is not entitled to this portion of the performance-related remuneration. With a target achievement rate within the corridor, the Board of Management member receives a pro-rata amount of this portion of the long-term performance-related remuneration. Linear interpolation is performed between the values for the attainment. From a target achievement value above the mean value of the defined target corridor up to the maximum value of the target corridor, the Board of Management member is granted a bonus payment in addition to the full value of the long-term performance-related remuneration, up to a maximum of 50 % of this share of the long-term performance-related remuneration, which is granted upon achievement of the maximum value of the target corridor. Linear interpolation is performed between the mean target achievement value and the maximum value of the target corridor.

Although the Board of Management of PNE AG does not receive any shares or share options, it is intended that, in the long term, part of the members' performance-related remuneration will be linked to the development of the share price of PNE AG. For this purpose, a special payment is agreed in the event of an increase in the share value beyond the agreed corridor. However, the additional possible remuneration in the form of a special payment is capped so that the maximum remuneration per year cannot be exceeded in this way either. For this purpose, if the maximum remuneration is exceeded, the share price is reduced arithmetically until the maximum remuneration amount is no longer exceeded.

For the target "weighted average share price", too, a target achievement rate of 100% is taken as the basis in the first year of an assessment period, irrespective of the actual results, and a corresponding payment is made in full, unless the Board of Management member requests in writing that the payment be made only after the target achievement rate has been finally determined. No Board of Management member has made use of this option. Adjustments are possible in the second and third year. This is done by means of a subsequent payment, insofar as a higher target achievement is expected, or by repayment by the Board of Management member if the achievement of the target appears to be impossible. The additional payment may also be waived on the basis of a written declaration by the Board of Management member concerned. In the year following the end of an assessment period, a final calculation is made for the "weighted average share price" target.

The long-term performance-related remuneration determined in each case is due and payable after the Supervisory Board meeting on the approval of the annual financial statements for the fiscal year that was decisive for the respective achievement of the long-term target.

### **Non-performance-related Fringe Benefits for the Board of Management**

In addition to the fixed remuneration and the variable performance-related remuneration components, the members of the Board of Management receive additional non-performance-related benefits. The relative share of this remuneration component is currently approx. 4 to 5% of the possible maximum remuneration or 6 to 7% of the target remuneration. The regular fringe benefits agreed in the employment contracts of the members of the Board of Management include premiums for health, care and accident insurance, continued payment of remuneration in the event of illness, an allowance for retirement benefits and for capital-forming benefits. In addition, the members of the Board of Management are provided with a company car and a company mobile phone by PNE AG.

The fringe benefits granted to members of the Board of Management are subject to fixed regulations and are thus also limited in amount.

The members of the Board of Management of PNE AG are also included in the coverage by a financial loss liability insurance (D&O insurance) taken out by the Company, taking into account a deductible corresponding to the provisions of Section 93 (2) sentence 3 of the German Stock Corporation Act.



### **Withholding and/or Clawback Provisions relating to the Board of Management Remuneration**

The remuneration system of PNE AG and the remuneration agreements with the members of the Board of Management provide for withholding, adjustment and clawback clauses in the following cases:

- With regard to the disbursement policy concerning the long-term targets, a repayment claim has been agreed. In principle, a target achievement rate of 100% is taken as a basis in the first year of an assessment period, unless the respective Board of Management member requests that the payment be made only after the achievement of the long-term target has been finally determined. In subsequent years, repayment may be required to the extent that the achievement of the long-term target appears to be impossible. If it is determined at the end of an assessment period for a long-term target that the target achievement rate is less than 75% and therefore no entitlement exists or the share already paid out is higher than the entitlement determined at the end of the assessment period, the Company has a conclusive repayment claim regarding a long-term target. Instead of receiving a repayment, the Company is also entitled to offset it against a claim by the Board of Management member for payment of a performance-related remuneration component.
- The Supervisory Board has a unilateral right of adjustment within the meaning of Section 87 (2) of the German Stock Corporation Act in the event of an unfavorable development of the key performance indicators targeted as part of the long-term planning, which the Supervisory Board can exercise to reduce the variable remuneration amounts in the interests of the Company.
- In addition, if exceptional circumstances arise, the parameters for short-term or long-term targets may be adjusted insofar as it would be inequitable for the Board of Management to maintain them, in particular in view of developments. For example, the share price target is deemed to have been achieved if the Company were to be delisted, as the possibility of achieving a share price target would no longer be possible or only possible to a limited extent.

### **Maximum Limits for the Remuneration of the Board of Management**

Under the remuneration system agreed to date, an annual cap on the Board of Management remuneration was also set and agreed with the members of the Board of Management. This ceiling relates to the maximum remuneration (incl. provisions) granted in a year, i.e. not the remuneration actually received in a year. Payment of the remuneration granted for one year can then be made in different periods. As a result, the actual payment may exceed the maximum remuneration set for that year due to the payouts made for past periods in a year. Likewise, refunds may occur.

The maximum annual remuneration of a Board of Management member may not exceed the gross amount of EUR 1,076,700.00 in the case of Mr. Lesser and EUR 945,750.00 in the case of Mr. Klowat; this maximum amount, which is fixed in the employment contracts with the members of the Board of Management, currently excludes fringe benefits (company car, insurance, etc.). The fringe benefits may not exceed the amount of EUR 50,000.00 per member of the Board of Management.

Taking into account the highest possible fringe benefits, this results in maximum remuneration of EUR 1,126,700.00 for Mr. Lesser and EUR 995,750.00 for Mr. Klowat.

### **Benefits on Termination of the Board of Management Mandate in Special Cases**

The following special provisions regarding the termination of Board of Management mandates are included in the remuneration agreements:

- It has been agreed between the Company and the members of the Board of Management that if the term of their contract ends during the year because they are not reappointed, the performance-related remuneration for the fiscal year in question will be paid pro rata temporis. The Supervisory Board and the respective member of the Board of Management shall make an assumption as to how likely it is that the target will be achieved by the end of the relevant assessment periods and to what extent. For the year of departure, the estimated target achievement rate of the Board of Management member is decisive. For the following year, the estimate of the Board of Management member is generally decisive (unless obviously different), with the target achievement rate assumed to be at least 50%. For the following year, a target achievement rate of 100% is to be assumed – unless obviously different. The payment/repayment is made when the Board of Management member leaves the Company. There is no subsequent adjustment.
- In the event of revocation of the appointment without the Company terminating the employment contract for good cause, the Board of Management member is entitled to a one-off severance payment instead of the generally agreed remuneration claims resulting from the contract. The severance payment is subject to a severance payment cap of twice the total remuneration actually received by the Board member in the last full fiscal year – including the bonus payments made in that fiscal year for previous fiscal years – plus any provisions or liabilities recognized for long-term bonus components). If the remaining term of the employment contract on the date of revocation is less than two years, the severance cap is reduced pro rata temporis.
- In the event of a change of control, the members of the Board of Management have a special right of termination, which they can exercise within two months following the change of control by giving fourteen days' notice. A change of control has occurred if a third party notifies the Company in accordance with Section 33 of the German Securities Trading Act (WpHG) that it has reached or exceeded a participation of 50% in the voting shares of the Company. If the special right of termination is exercised, the member of the Board of Management is entitled to the agreed fixed salary for the remaining term of the contract, which is to be paid out in one amount without discounting. In addition, the respective Board of Management member is entitled to a special bonus of 100% of the bonuses expected up to the originally agreed end of the contract, limited by a severance cap of 150% of the severance cap agreed for the revocation of the appointment without termination of the employment contract.

- If a member of the Board of Management resigns and their employment contract is terminated for good cause, all claims to payment of performance-related variable remuneration shall lapse without compensation, unless they were already due and payable at the time the termination took effect.

## Individual Remuneration of the Board of Management Members in the 2022 Fiscal Year

### Remuneration Awarded and Due

The remuneration within the meaning of Section 162 (1) sentence 1 of the German Stock Corporation Act awarded and due to the members of the Board of Management in the 2022 fiscal year is illustrated below. Furthermore, it is explained to what extent the remuneration awarded and due corresponded to the remuneration system applicable to the 2022 fiscal year or to what extent it deviated from it. It also explains the performance criteria used.

In detail, the following remuneration within the meaning of Section 162 (1) sentence 1 of the German Stock Corporation Act was awarded and due to the members of the Board of Management in the 2022 fiscal year:

Remuneration awarded and due	2022		Markus Lesser 2021		2020	
	(€k)	(%)	(€k)	(%)	(€k)	(%)
Remuneration component						
Fixed remuneration	370	36.89	370	41.48	370	40.84
Short-term performance-related remuneration	207	20.64	207	23.21	148	16.34
Long-term performance-related remuneration	389	38.78	278	31.17	352	38.85
<i>of which for the 2017–2019 period</i>	–	–	–	–	63	6.95
<i>of which for the 2019–2021 period</i>	–	–	–	–	289	31.90
<i>of which for the 2020–2022 period</i>	56	5.58	278	31.17	–	–
<i>of which for the 2021–2023 period</i>	333	33.20	–	–	–	–
Fringe benefits	37	3.69	37	4.15	36	3.97
<b>Total – remuneration awarded and due</b>	<b>1,003</b>	<b>100.00</b>	<b>892</b>	<b>100.00</b>	<b>906</b>	<b>100.00</b>

Remuneration awarded and due	2022		Jörg Klowat 2021		2020	
	(€k)	(%)	(€k)	(%)	(€k)	(%)
Remuneration component						
Fixed remuneration	325	36.63	325	41.24	325	40.12
Short-term performance-related remuneration	182	20.51	182	23.10	130	16.05
Long-term performance-related remuneration	341	38.46	244	30.96	320	39.51
<i>of which for the 2017–2019 period</i>	–	–	–	–	60	7.41
<i>of which for the 2019–2021 period</i>	–	–	–	–	260	32.10
<i>of which for the 2020–2022 period</i>	49	5.49	244	30.96	–	–
<i>of which for the 2021–2023 period</i>	293	32.97	–	–	–	–
Fringe benefits	39	4.40	37	4.70	35	4.32
<b>Total – remuneration awarded and due</b>	<b>887</b>	<b>100.00</b>	<b>788</b>	<b>100.00</b>	<b>810</b>	<b>100.00</b>

### Fixed Remuneration

The basic remuneration was in line with the remuneration system applicable to the 2022 fiscal year and approved by the General Meeting. Performance criteria are not applicable with regard to the basic remuneration, as this is a fixed remuneration.

### Short-term Performance-related Remuneration

The short-term performance-related remuneration received by the members of the Board of Management in 2022 was based on the remuneration system applicable for the 2022 fiscal year. Accordingly, Mr. Lesser received short-term performance-related remuneration of EUR 207,200.00 and Mr. Klowat received short-term performance-related remuneration of EUR 182,000.00 for the 2022 fiscal year. This short-term performance-based remuneration is considered "remuneration due", as the underlying service has been fully rendered by the reporting date of December 31, 2022, but payment will not be made before April 2023. Irrespective of the fact that payment is not made until after the end of the reporting year, this is intended to achieve transparent and comprehensible reporting on short-term performance-related remuneration and to ensure a relation between activity and the agreed remuneration specific to the relevant period.

In line with the remuneration system, the short-term performance-related remuneration was based on Group EBITDA on the one hand and on personal targets agreed with the Board of Management members on the other. In this respect, a personal target was agreed with Mr. Lesser in relation to the scale up strategy 2.0 and a personal target was agreed with Mr. Klowat in relation to the Group's financing activities. In the opinion of the Supervisory Board, the personal targets were fully achieved by both members of the Board of Management. The guidance-based target for Group EBITDA in 2022 was significantly exceeded. As a result, both members of the Board of Management had reached the maximum amount of short-term performance-related remuneration for the 2022 fiscal year in accordance with the remuneration system.

### Long-term Performance-related Remuneration

As long-term performance-related remuneration, an amount of EUR 388,500.00 was paid to Mr. Lesser and an amount of EUR 341,250.00 to Mr. Klowat in April 2022; no further remuneration components were granted to the members of the Board of Management under the long-term performance-related remuneration system in the 2022 fiscal year, nor are any such benefits due. Therefore, the relevant targets for the long-term performance-related remuneration granted relate in equal parts to average Group EBITDA in a three-year assessment period and to the share price performance in an assessment period of also three years (cf. also the explanations on the system of long-term performance-related remuneration above on pp. 6 et seqq.). An amount of EUR 333,000.00 of the total amount of EUR 388,500.00 paid to Mr. Lesser as long-term performance-related remuneration was attributable to the 2021 to 2023 assessment period; the remaining amount of EUR 55,500.00 related to the 2020 to 2022 assessment period. An amount of EUR 292,500.00 of the total amount of EUR 341,250.00 paid to Mr. Klowat as long-term performance-related remuneration was attributable to the 2021 to 2023 assessment period; the remaining amount of EUR 48,750.00 related to the 2020 to 2022 assessment period. In accordance with the provisions of the remuneration system, the payment of the long-term performance-related remuneration granted in 2022 was in each case only made on a provisional basis. To determine the amounts that were paid in relation to the 2021 to 2023 assessment period, a target achievement rate of 125% was assumed for the target of 2021 to 2023 average Group EBITDA and for the target relating to the share price performance 2021 to 2023, full target achievement was assumed; for both target achievements, it was also assumed, in addition, that there will also be an entitlement to a bonus payment. Whether and in what amount the Board of Management members are finally entitled to the remuneration payments granted for the 2021 to 2023 assessment period will not be decided until after the end of 2023. If actual target achievement in terms of Group EBITDA or share price performance is lower than the amounts used as a basis for the calculation of the amounts granted, this would be offset against other payments to the Board members or otherwise repaid by the Board members. It has been determined by now, however, for the amounts paid with regard to the 2020 to 2022 assessment period, that a target achievement of 125% has been reached or exceeded for the average Group EBITDA; the target relating to the share price performance was also fully achieved and there is furthermore an entitlement to a bonus payment. Therefore, any offsetting or repayment with regard to the amount of EUR 55,500.00 EUR paid to Mr. Lesser and the amount of EUR 48,750.00 paid to Mr. Klowat no longer comes into question.

The remuneration agreements relevant in this respect were based on the objective that the long-term development of the Company is promoted if the development of Group EBITDA and the share price development are considered over a longer period of three years. Above all, the multi-year comparison periods are intended to provide an incentive to increase the Company's earning power sustainably and thus in the long term. By looking at the share price performance over a period of three years, the aim is also to create a significant incentive to achieve a sustainable and long-term increase in the enterprise value, which will also directly benefit the shareholders.

Voluntary Supplemental Disclosure:

In addition, it is pointed out that the members of the Board of Management have also been promised long-term performance-related remuneration for their activities in the 2022 fiscal year in accordance with the remuneration system applicable for the 2022 fiscal year. As a result, Mr. Lesser will receive a payment of EUR 333,000.00 and Mr. Klowat a payment of EUR 292,500.00 in April 2023. In accordance with the remuneration system, depending on how the average Group EBITDA and the price of the PNE share will have developed in the years 2022 to 2024, it will be decided whether and in what amount the members of the Board of Management are entitled to the long-term performance-related remuneration promised in the 2022 fiscal year and to be paid out in 2023. In assessing the payments scheduled for April 2023, it is to be assumed in each case that the target achievement rate in relation to both targets will be above 125% and that a corresponding bonus entitlement will also be achieved as a result. However, if the actual target achievement level is lower, this would be taken into account in 2025 through corresponding offsets or repayments to the debit of the Board of Management members.

**Fringe Benefits**

The fringe benefits were in line with the remuneration system applicable for the 2022 fiscal year. Performance criteria are not applicable to fringe benefits because, as with fixed remuneration, they are firmly agreed remuneration components.

**Additional Disclosures on the Board of Management Remuneration pursuant to Section 162 (1) and (2) of the German Stock Corporation Act**

The members of the Board of Management are not granted any shares or share options in the Company as part of their contractually agreed remuneration. However, the Supervisory Board recommends that the members of the Board of Management acquire shares in PNE AG if the long-term target "average weighted share price" is achieved, whereby hedging is to be avoided.

There was no clawback of variable remuneration components from members of the Board of Management in 2022.

There are no contractual deviations from the general remuneration system.

The remuneration system for the members of the Board of Management applied and described above on p. 1 et seqq. has been approved by the Annual General Meeting of PNE AG on May 19, 2021. The General Meeting's resolution approving the remuneration system was adopted with a majority of 93.58%. In light of this high percentage of votes in favor, there were no reasons to deviate from the application of the remuneration system.

Based on the parameters set by the Supervisory Board and the appropriately agreed targets, all members of the Board of Management did not receive more than the maximum remuneration.

No benefits were promised to the Board of Management members by third parties with regard to their activities as members of the Board of Management.

## SUPERVISORY BOARD AND REMUNERATION OF THE SUPERVISORY BOARD

### Principles of the Currently Applicable Remuneration System for the Supervisory Board in the Year 2022

The remuneration of the Supervisory Board of PNE AG is determined by corresponding resolutions of the General Meeting pursuant to § 11 of the Articles of Association. This is fixed remuneration, which increases, in addition to the basic amount and the attendance fees, if it refers to the Chairman or Deputy Chairman of the Supervisory Board and/or any committee members/chairpersons. There are no plans to include an additional variable remuneration component. This type of remuneration was resolved by the General Meeting. In addition to the relevant fixed remuneration, the actual time and effort expended by individual Supervisory Board members in attending meetings is also taken into account through attendance fees. The fixed remuneration ensures the basis of and the incentive for continuous monitoring and accomplishment of the tasks of the Supervisory Board in the interest of PNE AG, without making this dependent on external factors or specific economic developments of PNE AG.

In addition to the monetary remuneration, PNE AG also bears the costs of a financial loss liability insurance (D&O insurance) for the members of the Supervisory Board as a fringe benefit component.

The current remuneration system for the Supervisory Board was submitted to the General Meeting of PNE AG on May 19, 2021 for approval. The General Meeting approved this shareholder remuneration by a majority of 99.7%.

### Remuneration of the Supervisory Board

Pursuant to § 11 of the Articles of Association, the Supervisory Board of PNE AG receives a fixed remuneration, which is based on the position of the individual member of the Supervisory Board, their participation in the Supervisory Board meetings and their activities in the committees of the Supervisory Board. The General Meeting of the Company is responsible for determining the remuneration of the Supervisory Board.

According to the Articles of Association, the Chairman of the Supervisory Board receives EUR 120,000.00, the Deputy Chairman EUR 90,000.00 and the other members of the Supervisory Board EUR 60,000.00 as fixed remuneration; in addition, each member of the Supervisory Board receives EUR 1,000.00 per meeting. The Chairman of the Audit Committee receives fixed remuneration of EUR 30,000.00 and each other member of the Audit Committee EUR 15,000.00 as additional remuneration. The chairpersons of other Supervisory Board committees receive additional remuneration of EUR 20,000.00. The total remuneration of all members of the Supervisory Board in the 2022 fiscal year amounted to EUR 442,000.00 (prior year: EUR 409,000.00).

Mr. Donzelli, Mr. Oppenauer and Mr. van't Noordende issued a written declaration to the Company that they waive their fixed remuneration and the attendance fees granted pursuant to the Articles of Association for their term of office.

In addition, the Company bears the cost of directors' and officers' liability insurance for all members of the Supervisory Board (D&O insurance).

### Individual Remuneration of the Supervisory Board Members in the 2022 Fiscal Year

The following tables show the remuneration of the Supervisory Board members in the 2022 fiscal year and, for comparison, in the 2020 and 2021 fiscal years, in each case including the relative proportions of the individual remuneration components, i.e. fixed remuneration, remuneration for membership of committees and attendance fees.

In accordance with § 11 of the Articles of Association, the total Supervisory Board remuneration is not payable until after the end of the General Meeting in the following year. The remuneration stated in each case is therefore regarded as "remuneration due", as the underlying performance of the Supervisory Board members has been rendered in full by the reporting date of December 31, 2022. Accordingly, the tables show the amounts due to the Supervisory Board members for their activity in the 2022 fiscal year, even though payment will not be made until May 2023. Irrespective of the fact that payment is not made until after the end of the reporting year, this is intended to achieve transparent and comprehensible reporting on Supervisory Board remuneration and to ensure a relation between activity and the agreed remuneration specific to the relevant period.

Remuneration due	Per Hornung Pedersen					
	2022		2021		2020	
	(€k)	(%)	(€k)	(%)	(€k)	(%)
Remuneration component						
Fixed remuneration	120.0	77.42	120.0	80.00	120.0	79.47
Committee remuneration	20.0	12.90	20.0	13.33	20.0	13.25
Attendance fees	15.0	9.68	10.0	6.67	11.0	7.28
<b>Total</b>	<b>155.0</b>	<b>100.0</b>	<b>150.0</b>	<b>100.0</b>	<b>151.0</b>	<b>100.0</b>

Remuneration due	Marcel Egger					
	2022		2021		2020	
	(€k)	(%)	(€k)	(%)	(€k)	(%)
Remuneration component						
Fixed remuneration	60.0	56.60	60.0	58.82	60.0	57.69
Committee remuneration	30.0	28.30	30.0	29.41	30.0	28.85
Attendance fees	16.0	15.09	12.0	11.76	14.0	13.46
<b>Total</b>	<b>106.0</b>	<b>100.0</b>	<b>102.0</b>	<b>100.0</b>	<b>104.0</b>	<b>100.0</b>

Remuneration due	Dr. Susanna Zapreva					
	2022		2021		2020	
	(€k)	(%)	(€k)	(%)	(€k)	(%)
Remuneration component						
Fixed remuneration	60.0	66.67	60.0	68.97	60.0	67.42
Committee remuneration	15.0	16.67	15.0	17.24	15.0	16.85
Attendance fees	15.0	16.67	12.0	13.79	14.0	15.73
<b>Total</b>	<b>90.0</b>	<b>100.0</b>	<b>87.0</b>	<b>100.0</b>	<b>89.0</b>	<b>100.0</b>



**Christoph Oppenauer\***

Remuneration due	2022		2021		2020	
	(€k)	(%)	(€k)	(%)	(€k)	(%)
Remuneration component						
Fixed remuneration	0.0	0.00	0.0	0.00	0.0	0.00
Committee remuneration	0.0	0.00	0.0	0.00	0.0	0.00
Attendance fees	0.0	0.00	0.0	0.00	0.0	0.00
<b>Total</b>	<b>0.0</b>	<b>0.00</b>	<b>0.0</b>	<b>0.00</b>	<b>0.0</b>	<b>0.00</b>

\*Waiver declared for remuneration of the full period in office

**Alberto Donzelli\***

Remuneration due	2022		2021		2020	
	(€k)	(%)	(€k)	(%)	(€k)	(%)
Remuneration component						
Fixed remuneration	0.0	0.00	0.0	0.00	0.0	0.00
Committee remuneration	0.0	0.00	0.0	0.00	0.0	0.00
Attendance fees	0.0	0.00	0.0	0.00	0.0	0.00
<b>Total</b>	<b>0.0</b>	<b>0.00</b>	<b>0.0</b>	<b>0.00</b>	<b>0.0</b>	<b>0.00</b>

\*Waiver declared for remuneration of the full period in office

**Marc van't Noordende\***

Remuneration due	2022		2021		2020	
	(€k)	(%)	(€k)	(%)	(€k)	(%)
Remuneration component						
Fixed remuneration	0.0	0.00	0.0	0.00	0.0	0.00
Committee remuneration	0.0	0.00	0.0	0.00	0.0	0.00
Attendance fees	0.0	0.00	0.0	0.00	0.0	0.00
<b>Total</b>	<b>0.0</b>	<b>0.00</b>	<b>0.0</b>	<b>0.00</b>	<b>0.0</b>	<b>0.00</b>

\* Member of the Supervisory Board since May 2022. / Waiver declared for remuneration of the full period in office

**Roberta Benedetti\***

Remuneration due	2022		2021		2020	
	(€k)	(%)	(€k)	(%)	(€k)	(%)
Remuneration component						
Fixed remuneration	40.0	67.80	0.0	0.00	0.0	0.00
Committee remuneration	10.0	16.95	0.0	0.00	0.0	0.00
Attendance fees	9.0	15.25	0.0	0.00	0.0	0.00
<b>Total</b>	<b>59.0</b>	<b>100.00</b>	<b>0.0</b>	<b>0.00</b>	<b>0.0</b>	<b>0.00</b>

\* Member of the Supervisory Board since May 2022.

Remuneration due	Florian Schuhbauer*					
	2022		2021		2020	
	(€k)	(%)	(€k)	(%)	(€k)	(%)
Remuneration component						
Fixed remuneration	25.0	78.13	60.0	85.71	60.0	84.51
Committee remuneration	0.0	0.00	0.0	0.00	0.0	0.00
Attendance fees	7.0	21.88	10.0	14.29	11.0	15.49
<b>Total</b>	<b>32.0</b>	<b>100.0</b>	<b>70.0</b>	<b>100.0</b>	<b>71.0</b>	<b>100.0</b>

\* Member of the Supervisory Board until May 2022.

Remuneration due	Dr. Jens Kruse*					
	2022		2021		2020	
	(€k)	(%)	(€k)	(%)	(€k)	(%)
Remuneration component						
Fixed remuneration	0.0	0.00	0.0	0.00	37.5	73.89
Committee remuneration	0.0	0.00	0.0	0.00	6.3	12.32
Attendance fees	0.0	0.00	0.0	0.00	7.0	13.79
<b>Total</b>	<b>0.0</b>	<b>0.00</b>	<b>0.0</b>	<b>0.0</b>	<b>50.8</b>	<b>100.0</b>

\* Member of the Supervisory Board until May 2020.

Remuneration due	Andreas M. Rohardt*					
	2022		2021		2020	
	(€k)	(%)	(€k)	(%)	(€k)	(%)
Remuneration component						
Fixed remuneration	0.0	0.00	0.0	0.00	25.0	80.65
Committee remuneration	0.0	0.00	0.0	0.00	0.0	0.00
Attendance fees	0.0	0.00	0.0	0.00	6.0	19.35
<b>Total</b>	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>	<b>0.0</b>	<b>31.0</b>	<b>100.0</b>

\*Member of the Supervisory Board until May 2020

In addition, in accordance with the Articles of Association, the members of the Supervisory Board are entitled to reimbursement of expenses and of the value-added tax payable on their remuneration over and above the remuneration stated.

No member of the Supervisory Board provided personal services (such as consulting services) for PNE AG or its affiliated companies in the 2022 fiscal year and therefore did not receive any other remuneration based on such services.

## COMPARATIVE PRESENTATION OF THE ANNUAL CHANGE IN THE REMUNERATION OF THE CORPORATE BODIES, INCLUDING DEVELOPMENT OF EARNINGS AND THE AVERAGE REMUNERATION OF EMPLOYEES OF PNE AG

### Principles of Presentation

In the following, the percentage change in the remuneration of the members of the Board of Management as well as the members of the Supervisory Board is compared in each case with the earnings development of PNE AG and with the average remuneration of the employees on a full-time equivalent basis. The change in the 2022 and 2021 fiscal years compared to the respective previous year is considered. For years further back, PNE has not yet collected the necessary data on employee remuneration on a full-time equivalent basis. With regard to the remuneration of the members of the corporate bodies and the development of the Company's earnings, we follow the view closely based on the wording of the law, according to which only an annual change from the previous year to the reporting year is to be disclosed.

Insofar as the development of earnings is based on the development of the annual result (net income/net loss), the basis for the indicated annual change is the annual result shown in the annual financial statements of PNE AG prepared, audited and approved in accordance with the provisions of the German Commercial Code (Section 275 (2) no. 17 HGB). Insofar as the development of earnings is based on the Group EBITDA, the basis for the respective change is the Group EBITDA reported in the audited and approved consolidated financial statements of PNE AG prepared in accordance with IFRS.

The group of employees taken into account comprises the employees working for the PNE Group in Germany and abroad in the respective year, converted to full-time equivalents. The resulting average number of full-time employees for a given year was compared with the total gross remuneration paid in that year (including all special payments such as Christmas bonuses, vacation pay, supplements, lump sums, benefits in kind, etc.). From this, the average annual remuneration as a full-time employee was then determined in each case, as well as finally its stated annual change.

### Annual Change in the Remuneration of Board of Management Members in Comparison

Comparative presentation acc. to Sec. 162 (1) no. 2 AktG	Annual change 2022 vs. 2021	Annual change 2021 vs. 2020
<b>Board of Management remuneration</b>		
Markus Lesser	12%	-2%
Jörg Klowat	13%	-3%
<b>Earnings development</b>		
Annual result (net income/net loss) of PNE AG	-67%	81%
Group EBITDA	8%	24%
<b>Average remuneration of employees</b>		
Total workforce	1%	3%

The stated changes in the Board of Management remuneration are based on the total of all fixed and performance-related remuneration components received by the respective Board member in a given year. For this purpose, the standards of Section 162 (1) no. 1 of the German Stock Corporation Act were applied retrospectively in the same way as otherwise used in this remuneration report for Management Board remuneration in the 2022 fiscal year.

### Annual Change in the Remuneration of Supervisory Board Members in Comparison

Comparative presentation acc. to Sec. 162 (1) no. 2 AktG	Annual change 2022 vs. 2021	Annual change 2021 vs. 2020
<b>Supervisory Board remuneration</b>		
Mr. Hornung Pedersen	3 %	-1 %
Mr. Oppenauer	-	-
Mr. Donzelli	-	-
Dr. Zapreva	3 %	-2 %
Mr. Egger	4 %	-2 %
Mr. Schuhbauer**	-54 %	-1 %
Mr. Dr. Kruse*	-	-100 %
Mr. Rohardt*	-	-100 %
Mr. van't Noordende****	-	-
Ms. Benedetti***	100 %	-
<b>Earnings development</b>		
Annual result (net income/net loss) of PNE AG	-67 %	81 %
Group EBITDA	8 %	24 %
<b>Average remuneration of employees</b>		
Total workforce	1 %	3 %

\* Member of the Supervisory Board until May 2020. / \*\* Member of the Supervisory Board until May 2022. / \*\*\* Member of the Supervisory Board since May 2022 / \*\*\*\* Member of the Supervisory Board since July 2022.

The stated changes in the Supervisory Board remuneration are based on the total of all fixed and performance-related remuneration components received by the respective Supervisory Board member in a given year. This is the sum of the fixed remuneration, the committee remuneration and the attendance fees. To determine the remuneration obtained, the standards of Section 162 (1) no. 1 of the German Stock Corporation Act were applied retrospectively in the same way as otherwise used in this remuneration report for the Supervisory Board remuneration in the 2022 fiscal year.

## Report of the Independent Auditor on the Audit of the Remuneration Report in accordance with Section 162 (3) AktG

To PNE AG, Cuxhaven/Germany

### Audit Opinion

We conducted a formal audit of the remuneration report of PNE AG, Cuxhaven/Germany, for the financial year from 1 January to 31 December 2022, to assess whether the disclosures required under Section 162 (1) and (2) German Stock Corporation Act (AktG) have been made in the remuneration report. In accordance with Section 162 (3) AktG, we did not audit the content of the remuneration report.

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

### Basis for the Audit Opinion

We conducted our audit of the remuneration report in accordance with Section 162 (3) AktG and in compliance with the *IDW Auditing Standard: Audit of the Remuneration Report pursuant to Section 162 (3) AktG (IDW AuS 870 (08.2021))*. Our responsibilities under those requirements and this standard are further described in the "Auditor's Responsibilities" section of our auditor's report. Our audit firm has applied the requirements of the *IDW Quality Assurance Standard: Quality Assurance Requirements in Audit Practices (IDW QS 1)*. We have fulfilled our professional responsibilities in accordance with the German Public Auditor Act (WPO) and the Professional Charter for German Public Auditors and German Sworn Auditors (BS WP/vBP) including the requirements on independence.

### Responsibilities of the Executive Board and the Supervisory Board

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

### Auditor's Responsibilities

Our objectives are to obtain reasonable assurance about whether the disclosures required under Section 162 (1) and (2) AktG have been made in the remuneration report, in all material respects, and to express an audit opinion thereon as part of an auditor's report.

We planned and conducted our audit so as to be able to determine whether the remuneration report is formally complete by comparing the disclosures made in the remuneration report with the disclosures required under Section 162 (1) and (2) AktG. In accordance with Section 162 (3) AktG, we did neither audit whether the contents of these disclosures are correct, nor whether the contents of individual disclosures are complete, nor whether the remuneration report has been reasonably presented.

**Handling of possible misrepresentations**

In connection with our audit, our responsibility is to read the remuneration report taking into account our knowledge obtained in the financial statement audit while remaining attentive to any signs of misrepresentations in the remuneration report regarding the correctness of the disclosures' contents, the completeness of individual disclosures' contents or the reasonable presentation of the remuneration report.

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

Hamburg/Germany, 15 March 2023

**Deloitte GmbH**

Wirtschaftsprüfungsgesellschaft

*Signed: Christian Dinter*

Wirtschaftsprüfer

(German Public Auditor)

*Signed: Dr. Jan Fürwentsches*

Wirtschaftsprüfer

(German Public Auditor)



# REMUNERATION SYSTEM BOARD OF MANAGEMENT

AGENDA ITEM 8

# REMUNERATION SYSTEM FOR THE MEMBERS OF THE BOARD OF MANAGEMENT

## Bases and target definition of the remuneration system

The remuneration system for the Board of Management of PNE AG adopted by the Supervisory Board is to reasonably remunerate the Company's members of the Board of Management based on their scope of activities and responsibilities and to directly take into consideration the performance of each individual member of the Board of Management as well as the performance of the Company. In this context, the remuneration aims at setting incentives for a sustainable increase in the enterprise value and success-oriented business management and supporting the implementation of the corporate goals. The remuneration system for the members of the Board of Management thereby makes a substantive contribution to promoting PNE AG's business strategy. With this strategy the Company intends to become a sustainably successful "Clean Energy Solutions Provider".

## Determining the target total remuneration

Following a proposal by its Personnel Committee, the Supervisory Board determines on the basis of the remuneration system a specific target total remuneration for each member of the Board of Management that is appropriate to that member's activities and performance as well as to the situation of the Company overall and that does not exceed a level of remuneration that is customary on the market without specific reasons. In order to do so, the amount of the remuneration is based on various parameters, among other things, the size of PNE AG and of the PNE Group as a whole, the economic environment, the complexity of the activity of the Board of Management and the situation of the Company and of its subsidiaries as well as the performance of the entire Board of Management and the experience and performance of each individual member of the Board of Management.

The market conformity of the remuneration is assessed by means of an external and internal appropriateness test. In this context, the Supervisory Board is assisted by an external and independent adviser.

- Horizontal comparison (external appropriateness): For the purpose of assessing the market conformity of the remuneration, remuneration data of comparable companies is used. To that effect, a corresponding peer group is established. When selecting the companies, the Supervisory Board also takes into account whether the companies are comparable as regards market position and size of the company. The composition of the peer group used in the context of the horizontal comparison is disclosed in the remuneration report.



- Vertical comparison (internal appropriateness): In addition to the external comparison, the Supervisory Board takes into account the relationship between the remuneration of the Board of Management and the remuneration of senior managers (first management level below the Board of Management) and the rest of the PNE Group's workforce, as well as how their remuneration has developed over time.

In view of Board of Management responsibilities, remuneration amounts to be set differ for the individual members of the Board of Management in that the Chief Executive Officer receives remuneration that is higher than that of other members of the Board of Management and that distinctions are made between the other members of the Board of Management according to their responsibility, seniority and performance.

In order to take the aforementioned factors adequately into consideration, the remuneration system is reviewed by the Supervisory Board on an ongoing basis. To the extent that data is required, e.g., with regard to the economic development of the Company or for the purpose of making a comparison with the remuneration of the employees, the Supervisory Board has the Board of Management prepare and provide the relevant information.

### **Components and structure of the target total remuneration**

The remuneration of the members of the Board of Management consists of the following components:

- fixed remuneration (base remuneration), i.e., fixed remuneration for the full year,
- fringe benefits granted to each Board of Management member regardless of performance targets and
- performance-based remuneration, i.e., compensation components the payment of which depends on previously defined targets being achieved and the level of target achievement and that is divided into
  - performance-based remuneration with short-term targets, i.e., variable remuneration components that are linked to annual targets (the short-term incentive, "STI"),
  - performance-based remuneration with long-term targets where the level of target achievement is conclusively determined only after a period of three years (long-term incentive 1, "LTI 1") and
  - additional performance-based remuneration with long-term targets where the level of target achievement is determined only after a period of up to four years, but no earlier than after a period of three years (long-term incentive 2, "LTI 2").

The points of reference for the performance-based remuneration components are financial targets, environmental, social and governance (“ESG”) targets, targets relating to the total return to shareholders (“TSR”) and personal (financial or non-financial) targets of the individual Board of Management members. At the beginning of each assessment period, the specific targets for each individual member of the Board of Management are stipulated, on the basis of resolutions adopted by the Supervisory Board, in target agreements between the Company, represented by the Supervisory Board (acting through the chairperson of the Supervisory Board), and the respective Board of Management members.

The target total remuneration for each member of the Board of Management is in each case the sum of the fixed remuneration (base remuneration), the fringe benefits and the performance-based remuneration, using the target amounts that correspond to a target achievement of 100%. For the target total remuneration, earning the remuneration is the decisive factor and not its payment. The basis of LTI 2 is earned annually over a period of up to four (minimum three) years. LTI 2 is therefore taken into account in the annual target total remuneration on a *pro rata* basis, even though it is only paid once after the end of the multi-year target achievement period.

The fixed remuneration components (fixed remuneration and fringe benefits) account for approx. 45% of the target total remuneration; the variable remuneration components account for approx. 55% of the target total remuneration. This weighting demonstrates the link between the strategic short and long-term performance of the Company and the remuneration of the Board of Management members. The apportionment of the individual components may vary for the individual members of the Board of Management, in particular taking into consideration the fringe benefits granted.

In percentage terms, where target achievement is 100%, the composition of the individual components is as follows:

#### Relative shares of the remuneration components in the annual target total remuneration

Fixed remuneration (base remuneration)	approx. 40%
Fringe benefits	approx. 5%
Short-term performance-based remuneration (STI)	15%–20%
Long-term performance-based remuneration (LTI 1)	20%–25%
Long-term performance-based remuneration (LTI 2)	15%–20%
<b>Target total remuneration</b>	<b>100%</b>

### The individual remuneration components

#### 1. Fixed remuneration components

The fixed remuneration ensures that the Board of Management members receive an appropriate base income, thus discouraging them from taking inappropriate risks from the Company’s point of view. This component comprises fixed remuneration (base remuneration) and fringe benefits.

**a) Fixed remuneration (base remuneration)**

With a view to the tasks and areas of responsibility of the members of the Board of Management, the base remuneration has a material function. Therefore, even if the target total remuneration is achieved, the base remuneration is to amount to approx. 40% of the target total remuneration, not taking into consideration the fringe benefits. The base remuneration is paid in twelve equal installments at the end of each month.

**b) Fringe benefits**

In addition to base remuneration, the members of the Board of Management receive fringe benefits in the form of remuneration in kind and allowances, e.g., a company car, cellphone and premiums for accident, health and long-term care insurance. These benefits only account for a comparatively small share of the target total remuneration (approx. 5%), a share that is also subject to fluctuations – e.g., as a result of changing insurance conditions or new company cars – that are independent of the success of the individual member of the Board of Management or the Company's overall performance.

**2. Variable remuneration components**

The variable remuneration is designed to create the right incentives for the members of the Board of Management to act with the Company's corporate strategy, shareholders and other stakeholders in mind and to ensure a successful and sustainable corporate management and performance in the long term. It comprises three components: variable remuneration with a one-year assessment basis, the STI; variable remuneration with a three-year assessment basis, LTI 1; and variable remuneration with an assessment basis of up to four (and at least three) years, LTI 2.

**a) Short-term variable remuneration components (STI)**

The short-term variable remuneration is intended to reflect mainly the economic success of the current fiscal year. The STI targets are divided into financial and non-financial performance criteria. On the one hand, parameters are chosen related to the Company's overall performance. To this end, financial targets (e.g., with regard to the development of the Group EBITDA) are set for all Board of Management members. The financial targets are derived from the Company's planning and measure the achievement of budgeted figures. On the other hand, the Supervisory Board also sets personal (financial or non-financial) targets with the individual members of the Board of Management for the short-term variable remuneration. The individual targets are determined annually on a personalized and task-specific basis. Individual achievements of each individual member of the Board of Management and, for example, projects are thereby taken into consideration. In this way, incentives can also be set for achieving short-term goals that are relevant in different segments of the Group's businesses. Where target achievement is 100%, the financial targets set for all Board of Management members account for 60% and the personal (financial or non-financial) targets account for 40% of the short-term variable remuneration.

The STI financial targets are defined for a one-year period based on one or more key financial figure(s). Where a target is defined based on several key financial figures, the Supervisory Board determines the weighting when defining the targets. The non-financial personal targets are specific and individually defined for each member of the Board of Management for the upcoming year and relate to their respective responsibilities. These targets may relate to a project that is to be implemented, for example.

After the relevant fiscal year ends, the Supervisory Board reviews for each member of the Board of Management the actual level of target achievement, which is based on a comparison of the specified target values with the values achieved in the relevant fiscal year (target/actual comparison). The individual payment amount is determined based on the calculated level of target achievement.

If the level of achievement of the defined financial and non-financial targets is 100%, the member of the Management Board receives the predetermined amount (target amount) in full. In addition, the Supervisory Board determines in advance the level of target achievement starting at which a payment is made in relation to the financial and non-financial performance criteria. The Supervisory Board may determine that an additional bonus payment is made in the event of a target achievement level exceeding 100%. Overall, the payment amount in connection with short-term variable remuneration is limited (capped) to 150% of the target remuneration for the STI, even if the level of target achievement is above the corresponding threshold. Where the lower threshold for target achievement defined by the Supervisory Board is not reached, no payment is made for the STI.

#### **b) Long-term variable remuneration components**

Due to the length of the project development periods and the long-term business focus of PNE AG alone, the long-term incentives are to clearly outweigh the short-term performance-based remuneration components of the Board of Management members' performance-based remuneration. This also serves the purpose of promoting an overall sustainable increase in the enterprise value.

##### **(1) LTI 1**

LTI 1 is portioned out into annual tranches and comprises two components with different targets, each weighted at 50%: (i) TSR-based targets and (ii) ESG-based targets. The TSR-based targets take into account the development of the share price as well as dividends paid; with corrections for capital increases or decreases. The ESG-based targets aim to promote PNE AG's contribution to the expansion of renewable energies. The target achievement period for each tranche of LTI 1 is three years.

When defining the targets, the Supervisory Board determines a target corridor. In this context, the relevant member of the Board of Management receives the defined amount (target amount) in full if, at the end of the assessment period, the target corridor's median is achieved. The Supervisory Board may determine that an additional bonus payment is made in the event that the target corridor's median is surpassed. Additionally, the Supervisory Board determines in advance the amount to be paid when the level of target achievement is within the target corridor or exceeds the target corridor.

Overall, the payment in connection with LTI 1 is limited (capped) to 300% of the target remuneration for this remuneration component, even if the level of target achievement is greater than the relevant threshold. Where the lower threshold for target achievement (lower limit of the corridor) defined by the Supervisory Board is not reached, no payment is made for LTI 1.

##### **(2) LTI 2**

In addition to LTI 1, portioned out in annual tranches, the Supervisory Board may grant to the members of the Board of Management another long-term performance-related remuneration component in the form of LTI 2. Unlike LTI 1, if granted, LTI 2 is not earned in annual tranches, but is in the form of a bullet

payment upon the conclusion or the extension of a Board of Management member's service contract. The target achievement period lasts up to four, but is at least three, years. A requirement for the payment of LTI 2 – in addition to target achievement – is that the relevant member of the Board of Management is a member of PNE AG's Board of Management during the entire target achievement period.

Like LTI 1, LTI 2 also comprises two components with different targets and each component weighted at 50% (again ESG-based targets and TSR-based targets).

LTI 2 is limited (capped) to 100% of the target remuneration for this remuneration component. Where neither the ESG-based targets nor the TSR-based targets defined by the Supervisory Board for LTI 2 are achieved no payment is made for LTI 2. The Supervisory Board may define a lower limit for the targets starting at which a payment is made on a *pro rata* basis. In this context, the Supervisory Board determines in advance the amount of the (*pro rata*) payment that is made depending on the target achievement level.

### **c) Possibility to make adjustments in the event of extraordinary developments**

The financial and non-financial performance criteria, as well as the target achievement and payment ranges may not be changed for any variable remuneration components. The Supervisory Board is authorized, however, to adjust the variable remuneration components (STI, LTI 1 and LTI 2) in the event of extraordinary developments. The following are deemed extraordinary developments in particular: (i) a change in EBITDA due to acquisitions or divestments of companies or parts of companies by PNE AG, (ii) a release of hidden reserves or (iii) an internal or external event that is to be qualified as a significant change in the circumstances within the meaning (in analogous application) of Section 313 of the German Civil Code (*Bürgerliches Gesetzbuch*).

In addition, there is a unilateral right of the Supervisory Board to make adjustments within the meaning of Section 87 (2) of the German Stock Corporation Act in the event that the development of key performance indicators aimed for in the long-term planning is unfavorable, based on which the Supervisory Board may adjust the variable remuneration concept downward in the best interests of the Company if continuing to grant the defined remuneration would be inequitable to the Company.

### **3. Special bonuses, special payments**

Furthermore, the Supervisory Board may, within the limits of the maximum remuneration, grant to any member of the Board of Management a special bonus for extraordinary performance using its reasonable discretion and taking into account the principles of appropriateness set forth in Section 87 (1) of the German Stock Corporation Act. In addition, the Supervisory Board may, within the limits of the maximum remuneration, grant to newly appointed members of the Board of Management special payments (e.g., a signing bonus) using its reasonable discretion and taking into account the principles of appropriateness set forth in Section 87 (1) of the German Stock Corporation Act. In this event, the proportions of the relevant remuneration components in the target total remuneration may change.

### Maximum remuneration

For the remuneration of the members of the Board of Management, an upper limit or, to be more precise, maximum remuneration is provided for that comprises all fixed and variable remuneration components, including fringe benefits as well as special bonuses and other special payments (if any). At PNE AG, the maximum remuneration relates to each individual member of the Board of Management. The relevant maximum amount applies to the maximum remuneration earned in one year (including provisions), i.e., not the remuneration actually paid out in one year. The remuneration earned in one year may then be paid in different periods. For instance, this applies to LTI 2, the basis of which is earned annually on a *pro rata* basis, but paid only once. This may result in the actual payment amount in a given year exceeding the maximum remuneration defined for that year due to payments made for past periods. Similarly, repayments to the Company may occur.

The annual maximum remuneration is EUR 2,000,000 for the Chief Executive Officer and EUR 1,600,000 for the other members of the Board of Management.

The basis of LTI 2, which is only granted in the year in which a new service contract is concluded with a member of the Board of Management or a service contract already in place with a member of the Board of Management is extended, is earned annually on a *pro rata* basis over a period of up to four (and at least three) years. Accordingly, LTI 2 is taken into account on a *pro rata* basis in the annual maximum remuneration, even though it is only paid once.

The Supervisory Board points out that the aforementioned amounts are not the target total remuneration deemed reasonable by the Supervisory Board, but an absolute upper limit.

### Postponement periods and possible clawback

For the tranches with a three-year assessment period to be portioned out as part of LTI 1, it is provided that payment for a tranche will be initiated as a rule after the first year of the assessment period ends provided that the relevant member of the Board of Management does not request in writing that such payment be made only after the target achievement has been conclusively determined. Adjustments may be made in the second and third year. These adjustments are made by way of an additional payment if it is expected that the target achievement level will be higher or by way of a repayment made by the member of the Board of Management if it seems unlikely that the relevant target will be achieved. The additional payment may also be omitted if so requested in writing by the relevant member of the Board of Management. In the year after the end of the assessment period, the final amount is calculated. To the extent that, at the end of the assessment period for a long-term target, it is determined that the required target achievement level has not been achieved and that there is thus no entitlement or that the partial amount already paid exceeds the entitlement determined at the end of the assessment period, a final repayment entitlement exists for a long-term target. Instead of a repayment, the Company may also set off the amount to be repaid against an entitlement of the member of the Board of Management to receive payment of a performance-based remuneration component.

## Share-based remuneration

The members of the Board of Management will not be remunerated in the form of shares or share options. The development of the Company's share price is, however, taken into consideration as part of the TSR-based targets of the long-term performance-based remuneration (LTI 1 and LTI 2) (see above). Thereby, the importance of the Company's medium- and long-term share price development is accounted for without the Company granting shares or share options and having to take into consideration certain holding periods, etc.

The Supervisory Board expressly recommends to the members of the Board of Management, however, to acquire shares of PNE AG if the target that relates to the stock market price is achieved, but requests them not to engage in any hedging.

## Remuneration-related legal transactions

The remuneration system for the members of the Board of Management is implemented by agreeing on corresponding arrangements with each of the members of the Board of Management in their respective service contracts and in the target agreements. The determination of the relevant target achievement is decided by the Supervisory Board. The term of the respective remuneration arrangements in the service contracts generally corresponds to the term of the contracts, which corresponds to the term of appointment. The Board of Management members' service contracts are concluded for the term of appointment and are renewed upon reappointment for the term of the renewed appointment. In line with the provisions of Section 84 of the German Stock Corporation Act and of the German Corporate Governance Code (GCGC), the term of an appointment of a member of the Board of Management and, therefore, of his/her service contract is usually three years where the member is being appointed to the Board of Management for the first time.

During the relevant periods of time, the remuneration arrangements may be amended where necessary, e.g., due to changes in legislation. Moreover, the special provisions mentioned above apply in the event that adjustments become necessary as a result of extraordinary circumstances or in a case set forth in Section 87 (2) of the German Stock Corporation Act, as the case may be. In addition, the service contracts may be terminated for good cause (*aus wichtigem Grund*). Currently, retirement benefits (*Ruhegehalt*) and/or early retirement (*Vorruhestand*) are not provided for.

The Supervisory Board may agree on a post-contractual non-compete covenant for a period of up to two years with the members of the Board of Management. During that period, the members of the Board of Management are entitled to remuneration equal to one-twelfth of the fixed annual basic remuneration per month for observing the post-contractual non-compete covenant. Where a post-contractual non-compete covenant is agreed, the remuneration for observing the post-contractual non-compete covenant must be designed in such a way that it is set off against other payments owed by PNE AG for the period after termination of the service contract.

### Commitments in connection with the termination of Board of Management service

Special provisions are to apply to the termination of Board of Management appointments in certain cases:

- Where a member of the Board of Management ceases to hold office during a running year because the member is not reappointed, the performance-based remuneration for the relevant fiscal year is granted on a *pro rata temporis* basis. In this context, the Supervisory Board will make assumptions as to which target achievement levels, if any, are likely to be reached by the end of the relevant assessment periods. For the year in which a member leaves the Company, the estimated target achievement level of that Board of Management member is decisive. For the following year, generally the Board of Management's estimate is decisive (unless manifestly diverging), with a target achievement of at least 50% being assumed. For the following year, a 100% target achievement level is to be assumed, unless clearly diverging. Payment/repayment is made upon the Board of Management member leaving the Company. No adjustments will be made subsequently. The same rules apply if a member of the Board of Management passes away prior to the end of his/her term of office.
- Where the appointment is revoked without the Company terminating the service contract for good cause, the member of the Board of Management is entitled to receive a one-time severance payment instead of the generally agreed remuneration entitlements under the contract. The severance payment has a severance cap of twice the amount of the total remuneration earned by the member of the Board of Management in the last full fiscal year (including the provisions or liabilities made for the long-term bonus components). If, at the time of the revocation, the remaining term of the contract is less than two years, the severance cap is reduced on a *pro rata temporis* basis.
- To the extent that a member of the Board of Management leaves the Company and such member's service contract is terminated without notice for good cause, any entitlement to payment of a performance-based variable remuneration will be forfeited without replacement, provided that they are not already due and payable at the time the termination becomes effective. The same rules apply if a member of the Board of Management leaves the Company at his/her initiative.
- LTI 2 is linked to the requirement that the relevant member of the Board of Management is a member of PNE AG's Board of Management during the entire target achievement period. Where the member of the Board of Management ceases to hold office on the Board of Management before the end of the target achievement period, there is no entitlement to a payment under LTI 2 irrespective of the reason for the termination of the appointment. No *pro rata* payment is made either.
- The remuneration system does not include any special provisions applicable in the event of a change of control; in particular, it does not provide for a right to extraordinary termination or a compensation payment.



### Procedure to determine, implement and review the remuneration system

The remuneration system for the members of the Board of Management is determined by the Supervisory Board pursuant to Section 87 (1) of the German Stock Corporation Act upon proposal by its Personnel Committee. The Personnel Committee of the Supervisory Board drafts the relevant recommendations regarding the remuneration system for the members of the Board of Management, taking into account the guidelines described above and the recommendations of the GCGC, which are discussed in detail and resolved upon by the Supervisory Board. The Supervisory Board may retain external consultants if and as necessary. If the Supervisory Board retains an external remuneration expert, it must make sure that the expert is independent; in particular, the Supervisory Board must obtain confirmation of the expert's independence. The provisions governing the procedure for dealing with conflicts of interest are also observed in the Supervisory Board's determining, implementing and reviewing the remuneration system.

The Supervisory Board regularly reviews the remuneration system and the individual contractual agreements. The Personnel Committee makes the preparations for the Supervisory Board's regular review. Where necessary, the Supervisory Board resolves on amendments to the remuneration system. If material changes are made, and in any case at least every four years, the remuneration system will be re-submitted to the General Meeting for approval.

To the extent that conflicts of interest occur, they must be disclosed in accordance with the general rules for the Board of Management and the Supervisory Board. Currently, no conflicts of interest are identifiable with regard to the determination of the remuneration system and the service contracts of the individual members of the Board of Management and the target agreements. The Supervisory Board's general supervisory duties include verification of potential risks and reacting to any conflicts that occur.

### Temporary deviations from the remuneration system

In individual cases, the Supervisory Board may, pursuant to Section 87a (2) sentence 2 of the German Stock Corporation Act, deviate temporarily from the application of individual components of the remuneration system described if in the interest of the Company's long-term prosperity it is necessary. This includes, for example, adjusting the remuneration system to maintain adequate incentives despite significant changes in the Company's strategy or far-reaching changes in the economic climate that invalidate the original performance criteria and/or indicators under the remuneration system, provided that the specific effects thereof were not foreseeable. Generally unfavorable market trends are not deemed exceptional developments.

The components of the remuneration system from which the Company may deviate in exceptional cases are the procedure, the rules on the structure and amount of the remuneration, the individual remuneration components, including the performance criteria, and the maximum remuneration. Objectively, the Supervisory Board may deviate both from the respective relative shares of the individual remuneration

components and from the respectively applicable conditions. It may also, in individual cases, determine a different base salary to be paid temporarily if this is in the interest of the Company's long-term prosperity. The deviation from the remuneration system must not exceed a period of two years.

Such a deviation may be implemented only if there is an express resolution adopted by the Supervisory Board. Upon proposal by the Personnel Committee, the Supervisory Board must – with the majority of the votes cast – (i) determine that there is a situation that, in the interest of the Company's long-term prosperity, requires a temporary deviation from the remuneration system and (ii) specify what specific deviations are necessary in its view. In this context, the specific duration of the deviation must be identified. Reasons must be given for the resolution. Where the Supervisory Board temporarily adjusts the remuneration system in this way pursuant to Section 87a (2) sentence 2 of the German Stock Corporation Act, it must provide information on this adjustment in a transparent manner in the remuneration report, in particular on the procedure of how the remuneration system was adjusted and on what remuneration components were adjusted.



# REMUNERATION SYSTEM SUPERVISORY BOARD

AGENDA ITEM 10

# REMUNERATION SYSTEM FOR THE MEMBERS OF THE SUPERVISORY BOARD

The members of the Supervisory Board receive fixed annual remuneration in the amount of EUR 60,000. In accordance with the recommendation in G.17 of the German Corporate Governance Code, the remuneration of the chairperson of the Supervisory Board and of the chairperson and members of committees is increased in order to take appropriate account of the greater time commitment. The chairperson of the Supervisory Board receives remuneration in the amount of EUR 120,000. The deputy chairperson of the Supervisory Board receives EUR 90,000. Furthermore, each member of the Audit Committee receives EUR 15,000 in addition to the fixed annual remuneration; the chairperson of the Audit Committee receives an additional amount of EUR 30,000. The chairpersons of other Supervisory Board committees receive additional remuneration of EUR 20,000. The remuneration system confirmed by the General Meeting on May 19, 2021, provides for the remuneration being payable after the end of the General Meeting that resolves on the ratification of the actions of the Supervisory Board members for the past year. The amended version proposed to the General Meeting on May 9, 2023, instead provides for the remuneration to be paid pro rata temporis after the end of each quarter.

In addition to the above, the members of the Supervisory Board and the members of a Supervisory Board committee are paid an attendance fee of EUR 1,000 for each Supervisory Board meeting and committee meeting that they attend. If a committee meeting is held on the same day as a Supervisory Board meeting, no additional attendance fees are granted for attending such a committee meeting. The Supervisory Board members are included in a directors and officers (D&O) liability insurance. The D&O insurance premiums are paid by the Company. The Company reimburses all members of the Supervisory Board for any expenses incurred in the exercise of their office as well as for any value added tax imposed on their remuneration and on the reimbursement of expenses. The Company and the members of the Supervisory Board have not concluded any other agreements that go beyond the provisions of the Articles of Association. No use has been made of the option provided for in article 11 (8) of PNE AG's Articles of Association, according to which the General Meeting is entitled to adopt a remuneration deviating from article 11 of the Articles of Association.

The members of the Supervisory Board are elected for the period lasting until the end of the General Meeting that resolves on the ratification of the Supervisory Board members' actions for the fourth fiscal year after the beginning of their term of office. The fiscal year in which the term of office begins is not counted for this purpose. The amended version of article 8 (3) of the Articles of Association proposed to the General Meeting on May 9, 2023, provides for the General Meeting also having the possibility to determine a shorter term of office at the time of the election. Supervisory Board members may be removed from office subject to the applicable legal provisions and may resign prior to the end of their term of office without good cause by giving four weeks' written notice. There will be no further remuneration in the event that a Supervisory Board member leaves the Company and no determination

with regard to any remuneration for the time after their term of office. Supervisory Board members who are members of the Supervisory Board for only a portion of a fiscal year receive one twelfth of the remuneration for each commenced month of their term of office. This applies *mutatis mutandis* to the chairperson and the deputy chairperson of the Supervisory Board and the chairperson in a committee of the Supervisory Board.

The structure of the remuneration system applicable to Supervisory Board members, which provides for fixed remuneration only, serves to strengthen the independence of the Supervisory Board and deliberately deviates from the structure of the remuneration system applicable to the members of the Board of Management, which mostly consists of variable components and is geared to the growth strategy pursued by PNE AG. The fixed remuneration promotes an objective and neutral performance of the Supervisory Board's advisory and supervisory function, including independent personnel and remuneration decisions in dealings with the Board of Management. By reasonably remunerating the Supervisory Board members for carefully and conscientiously supervising the management, the remuneration contributes to promoting the business strategy and the long-term development of the Company.

The Supervisory Board conducts regular reviews as to whether the remuneration paid to its members is reasonable in light of their responsibilities and of the Company's situation. For this purpose, the Supervisory Board has the option of performing a horizontal market comparison and/or a vertical comparison with the remuneration paid to the Company's employees and of consulting an external independent expert. Due to the special characteristics of the Supervisory Board's work, a vertical comparison with the remuneration paid to the Company's employees is not usually used for purposes of reviewing the remuneration paid to the members of the Supervisory Board. Depending on the results of the comparative analysis and the evaluation of these results by the Supervisory Board, the Supervisory Board, acting jointly with the Board of Management, may present a proposal to the General Meeting on changes to the remuneration paid to the members of the Supervisory Board. The General Meeting resolves on the remuneration of the Supervisory Board members (including the underlying remuneration system) at least once every four years. The relevant resolution may also confirm the existing remuneration. If the General Meeting does not approve the proposed remuneration system, a revised remuneration system must be presented at the next Annual General Meeting at the latest.

The methods used to establish, implement and review the remuneration system are in compliance with the rules on handling conflicts of interest as set out in the Rules of Procedure for the Supervisory Board and the rules generally applicable to the Board of Management and the Supervisory Board. To the extent that external remuneration experts are involved, it is made sure that they are independent and confirm their independence.

The Supervisory Board members' remuneration is provided for in article 11 of the Company's Articles of Association. Taking into account the amendment of paragraph 3 proposed to the General Meeting on May 9, 2023, article 11 of the Articles of Association reads as follows:

### **Article 11** **Remuneration**

1. The members of the Supervisory Board receive fixed annual remuneration. The remuneration for each individual member amounts to € 60,000. The chairperson of the Supervisory Board receives two times and the deputy chairperson one and a half times the remuneration specified in sentence 1.
2. Each member of the Audit Committee receives € 15,000 in addition to the fixed annual remuneration; the chairperson of the Audit Committee receives an additional amount of € 30,000. The chairpersons of other Supervisory Board committees additionally receive a remuneration of € 20,000.
3. The remuneration pursuant to paragraphs 1 and 2 is payable pro rata temporis after the end of each quarter.
4. Supervisory Board members who are members of the Supervisory Board for only a portion of a fiscal year receive one twelfth of the remuneration for each commenced month of their term of office. This applies mutatis mutandis to the chairperson and the deputy chairperson of the Supervisory Board and the chairperson of a committee of the Supervisory Board.
5. The Company reimburses the members of the Supervisory Board for any expenses incurred in the performance of their office as well as for any value added tax imposed on their remuneration and the reimbursement of expenses.
6. In addition to the remuneration pursuant to paragraphs 1 and 2 above, the Supervisory Board members receive an attendance fee of € 1,000 for each meeting of the Supervisory Board and of Supervisory Board committees. If a committee meeting is held on the same day as a Supervisory Board meeting, no additional attendance fees are granted for attending such a committee meeting.
7. The Company bears the cost of directors and officers liability insurance for the members of the Supervisory Board.
8. The General Meeting is entitled to approve remuneration deviating from this article 11.



# REPORT BY THE BOARD OF MANAGEMENT TO THE ANNUAL GENERAL MEETING

AGENDA ITEMS 13 AND 14

# REPORT BY THE BOARD OF MANAGEMENT TO THE ANNUAL GENERAL MEETING PURSUANT TO SECTION 203 (2) SENTENCE 2, SECTION 186 (4) SENTENCE 2 OF THE GERMAN STOCK CORPORATION ACT

The Board of Management submits to the Annual General Meeting of the Company convened for May 9, 2023 in accordance with Section 203 (2) of the German Stock Corporation Act in conjunction with Section 186 (4) sentence 2 of the German Stock Corporation Act the following written report on the creation of new Authorized Capital 2023 and new Authorized Capital 2023/II proposed for resolution under agenda item 13 and 14:

The authorization granted by the Annual General Meeting on May 31, 2017, to increase, with the approval of the Supervisory Board, the Company's share capital on one or more occasions on or before May 30, 2022, by up to a total amount of EUR 38,250,000.00 by issuing new no-par value registered shares against contributions in cash and/or in kind (Authorized Capital 2017) expired on May 30, 2022. Against this background, two new authorizations are to be resolved.

The proposed authorization for Authorized Capital 2023 in the amount of up to EUR 30,000,000.00 and the proposed authorization for Authorized Capital 2023/II in the amount of up to EUR 7,600,000.00 each allow for the implementation of capital increases in cash or in kind with which the Company can procure, within a reasonable scope, equity at favorable terms in a swift and flexible manner as and when necessary. Decisions on meeting capital requirements generally have to be taken at short notice. Hence, it is key that the Company is not dependent on the cycle of its annual general meetings in this connection and that authorized capital is available at all times. By introducing the instrument of authorized capital, the legislator accommodated this particular need.

When using the authorized capital, the shareholders are in principle offered a subscription right. The Board of Management is to be authorized, however, to exclude the shareholders' subscription right with the approval of the Supervisory Board in the cases described in more detail below:

## **Exclusion of Subscription Rights for Fractional Amounts in the Event of Capital Increases**

First of all, the Board of Management is to be authorized for both the Authorized Capital 2023 and the Authorized Capital 2023/II, subject to the approval of the Supervisory Board, to exclude fractional amounts from the shareholders' subscription rights. This serves to create as few fractional shares as possible upon using the authorization and thus to facilitate the technical implementation of the capital increase. The new shares excluded as free fractional amounts from shareholder subscription rights will either be sold on the stock exchange or will otherwise be disposed of on behalf of the Company on the best possible terms. The Board of Management will seek to keep the volume of the free fractional amounts as low as possible.



The restriction of the exclusion to such fractional amounts does not result in any significant dilution of the shareholders' shareholding quota. The shareholders' pecuniary interests are protected by way of the restriction to fractional amounts and the obligation to achieve the highest possible liquidation proceeds.

### **Exclusion of Subscription Rights in the Event of a Cash Capital Increase pursuant to Section 186 (3) sentence 4 of the German Stock Corporation Act**

Furthermore, the Board of Management is authorized for the Authorized Capital 2023/II – not for the Authorized Capital 2023 –, with the approval of the Supervisory Board, to exclude the subscription right up to an amount not exceeding 10% of the share capital existing at the time of the authorization taking effect or – if this value is lower – at the time the authorization is exercised in order to issue the new shares against contributions in cash at an amount that is not significantly below the stock exchange price of the shares of the Company that are already listed. When calculating the aforementioned 10% limit, the proportionate amount of the share capital will be taken into account which is attributable to new or reacquired shares that have been issued or disposed of during the term of the authorization with the simplified exclusion of the shareholders' subscription right under or in accordance with Section 186 (3) sentence 4 of the German Stock Corporation Act as well as the proportionate amount of the share capital to which conversion and/or option rights under bonds relate which have been issued during the term of this authorization in analogous application of Section 186 (3) sentence 4 of the German Stock Corporation Act. This puts the Company in a position where it can flexibly adjust its equity capital to the business requirements and can swiftly and flexibly react to favorable stock market situations. For example, shares may be issued to institutional investors, thereby attracting additional German and foreign shareholders. In contrast to an issue with a subscription right, the issue price in a capital increase with the exclusion of subscription rights can only be set immediately before placement, avoiding an increased risk of price change for the duration of the remaining subscription period. In contrast, where a subscription right is granted, the subscription price would have to be disclosed until three days prior to the end of the subscription period in accordance with Section 186 (2) sentence 2 of the German Stock Corporation Act. In view of the frequently observed volatility on the stock markets, the market and price change risks would be immanent for a number of days, which could result in haircuts being deducted when stipulating the determination of the terms and conditions of the issue and, thus, result in conditions which are not in accordance with prevailing market terms. Also, the granting of a subscription right could jeopardize any successful placement with third parties, or result in additional expenses, as long as the uncertainty of the exercise thereof exists. On the whole, the exclusion of subscription rights thus serves the objective of achieving the highest and safest inflow of funds possible by determining the price in accordance with prevailing market terms and thus to achieve the largest possible strengthening of the Company's equity. Shareholders' pecuniary interests and voting rights are adequately protected despite the proposed exclusion of subscription rights. The pecuniary interests, in particular shareholders' protection from a dilution of the value of their shareholding, is accounted for by the fact that the new shares may only be issued at a price not substantially lower than the stock exchange price for shares of the Company of the same class carrying the same rights. The Board of Management will seek to achieve the highest sales price possible and to keep any discount on the stock exchange price at which the current shareholders can buy additional shares as low as possible. Moreover, the authorization is limited to a maximum of 10% of the Company's share capital. Thereby it can be ensured that the total number of the shares to be issued does not exceed, in aggregate, 10% of the Company's share capital; this corresponds to the requirements of Section 203 (1)

sentence 1, (2) in conjunction with Section 186 (3) sentence 4 of the German Stock Corporation Act. Thus, due to the limitation of volume to 10% of the share capital and the possibility to acquire shares in the market on roughly the same terms and conditions, any relevant losses in the proportions of their shareholdings can also be ruled out from the viewpoint of the shareholders.

### **Exclusion of Subscription Rights in the Event of a Capital Increase against Contributions in Kind**

Furthermore, the Board of Management is to be authorized for the Authorized Capital 2023/II – not for the Authorized Capital 2023 – to exclude the subscription right with the approval of the Supervisory Board if the capital increase is implemented against contributions in kind, in particular in the case of the acquisition of enterprises or parts thereof or of shareholdings in companies or other assets, including rights and receivables – also against the Company –, or of claims for the acquisition of assets or in the context of business combinations. This authorization is limited to the total amount of the Authorized Capital 2023/II of EUR 7,600,000; this corresponds to just under 10% of the Company's share capital currently existing.

In particular, this authorization is to enable the Company to have treasury shares of the Company at its disposal without having to take recourse to the stock market in order to be able to acquire, in suitable individual cases, enterprises or parts thereof or shareholdings in companies or other assets in exchange for shares in the Company. At the same time, the acquisition of an enterprise or a part thereof or of a shareholding in a company or other assets in exchange for shares allows for an acquisition to be made while preserving corporate liquidity because the Company need not make any cash payment of the purchase price in this respect and the use of debt capital instruments can be avoided. Especially acquisitions of enterprises require, as a rule, a swift decision. The proposed authorization enables the Company to react in a swift and flexible manner to opportunities to make acquisitions when advantageous offers present themselves. The same applies accordingly to the acquisition of other contributions in kind. In the determination of the value of the shares granted as consideration, their stock exchange price may be particularly important. The schematic tying in with the stock exchange price will, however, not be required, in particular to avoid that negotiation results once achieved be jeopardized by fluctuations of the stock exchange price.

In addition, by limiting the authorization to a volume of just under 10% of the share capital currently existing, a further dilution of the relevant shareholding quota of the shareholders is avoided, resulting in an appropriate protection of their interests on the whole.

### **10% Limit**

On the whole, the authorizations of the Board of Management are limited so that it can avail itself of the exclusion of subscription rights only to the extent that the proportionate amount of the share capital that is attributable to shares of the Company issued or sold during the term of the Authorized Capital 2023 and the Authorized Capital 2023/II with the exclusion of the subscription right or that relates to instruments or rights issued during the term of the Authorized Capital 2023 and the Authorized Capital 2023/II with the exclusion of the subscription right which enable the subscription of shares of the Company, also from conditional capital, in aggregate does not exceed 10% of the share capital existing at the time of the authorizations taking effect or – if this value is lower – at the time the authorizations are exercised. This is in the shareholders' interest because any further dilution of their respective shareholding quota can thus be ruled out.



## ADDITIONAL INFORMATION

# ADDITIONAL INFORMATION REGARDING THE CONVENING OF THE GENERAL MEETING

## Total Number of Shares and Voting Rights at the Time of the Convening of the General Meeting

At the time of the convening of the General Meeting, the share capital of the Company totaling EUR 76,603,334.00 is divided into 76,603,334 no-par value registered shares that entitle their holders to attend and vote at the General Meeting; each of the issued shares carries one vote. The Company is not entitled, however, to exercise any voting rights resulting from treasury shares. At the time when notice of the General Meeting is published in the Federal Gazette, the Company holds 266,803 treasury shares. The total number of exercisable voting rights consequently amounts to 76,336,531.

## Attendance at the Annual General Meeting

All shareholders that are registered in the Company's share register on the day of the General Meeting and that have registered to attend the General Meeting in such a way that their registration has reached the Company at the address below no later than on Tuesday, May 2, 2023, 24:00 hours (CEST) are entitled to attend the General Meeting and exercise their voting right.

Any shareholders registered in the share register may send their registration to the following address in writing or in text form (Section 126b of the German Civil Code (*Bürgerliches Gesetzbuch*)):

PNE AG  
c/o Computershare Operations Center  
80249 München

The registration may also be transmitted to the Company by email to [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de) or electronically using the Internet-based system on the Company website at [www.pne-ag.com/hv](http://www.pne-ag.com/hv) before the above-mentioned deadline has expired.

Shareholders wishing to register via the Internet-based system need the individual access code that is sent to them together with the registration documents. Shareholders may use the Internet-based system not only to register but also to grant power of attorney and give instructions to the Company-appointed proxies who are bound by instructions. For further information, please also refer to the registration documents that have been sent to you, or visit the above-mentioned website.

Shareholders may freely dispose of their shares even after registering. The right to attend and vote is based on the shareholding evidenced by entry in the Company's share register as at the date of the General Meeting. This number will correspond to the number of shares at the end of the registra-

tion deadline because any orders to amend the share register that are given between May 3, 2023, 00:00 hours (CEST) and May 9, 2023, (inclusive) will be processed and considered only after the day of the General Meeting. Thus, May 2, 2023, 24:00 hours (CEST), is the technical record date as regards the voting rights to be exercised on the day of the General Meeting.

## Powers of Attorney/Proxies Exercising a Voting Right

### a) Granting Power of Attorney to a Third Party

Shareholders may have their right to vote exercised by a proxy, e.g., the custodian bank, a consultant on share voting rights, a shareholders' association or another person of their choice. This also requires timely registration according to the above-mentioned conditions. Shareholders receive a proxy form together with the registration documents and the admission ticket. Shareholders may also use a proxy form which will be made available on the Internet at [www.pne-ag.com/hv](http://www.pne-ag.com/hv).

If no power of attorney pursuant to Section 135 of the German Stock Corporation Act is granted, the granting and revocation of the power of attorney, as well as the proof to the Company that the power of attorney has been granted, must have text form (Section 126b of the German Civil Code). The power of attorney may be granted or revoked by declaration made to the Company or the proxy; in the latter case, proof of the power of attorney to the Company will additionally be required.

Proof that the power of attorney has been granted must be received by the Company for organizational reasons at the following address on or before Monday, May 8, 2023, 18:00 hours (CEST), by post, or electronically by email:

PNE AG  
c/o Computershare Operations Center  
80249 München  
Email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

The same applies should a shareholder wish to revoke a power of attorney to the Company. For organizational reasons, the revocation notice must also be communicated to the Company by the deadline mentioned above.

For the granting of a power of attorney to a third party the Company also provides an internet-based system for the electronic granting of powers of attorney on its website at the following address:

**[www.pne-ag.com/hv](http://www.pne-ag.com/hv)**

The Internet-based system will be available for granting and revoking powers of attorney to third parties until Monday, May 8, 2023, 6:00 p.m. (CEST).

If a power of attorney is granted in accordance with Section 135 of the German Stock Corporation Act (granting of power of attorney to intermediaries, consultants on share voting rights, shareholders' associations or professional agents), there is no text form requirement. However, the power of attorney must be verifiably recorded by the proxy. It must also be complete and may only contain declarations associated with the exercise of voting rights. Therefore, this generally requires compliance with special rules details on which must be obtained from the relevant intended proxy.

**b) Granting Power of Attorney to the Company-appointed Proxies**

In addition, we give our shareholders the opportunity to grant power of attorney to the Company-appointed proxies bound by instructions. This also requires timely registration according to the above-mentioned conditions. The power of attorney for the Company-appointed proxies may be granted in text form and must always include instructions on how the voting right should be exercised. The power of attorney is invalid if it does not include instructions. The Company-appointed proxies are under the obligation to vote according to instructions. In order to grant power of attorney and to issue instructions to the Company-appointed proxies, shareholders may use the form that is part of the registration documents.

The Company-appointed proxies will not accept any instructions for making proposals relating to the agenda or for exercising the right to speak or ask questions.

The powers of attorney for the Company-appointed proxies bound by instructions may be transmitted to the Company's address set out under a) above before the General Meeting in order to prove that the power of attorney has actually been granted and to grant or revoke the power of attorney. In this case, the Company must receive the power of attorney by Monday, May 8, 2023, 18:00 hours (CEST) for organizational reasons. Irrespective of this, Company-appointed proxies may also be granted power of attorney during the General Meeting itself. The same applies should a shareholder wish to revoke a power of attorney. For organizational reasons, the revocation notice must also be communicated to the Company by the deadline mentioned above or be presented in text form and in person on the day and at the venue of the General Meeting.

In order to grant power of attorney to the Company-appointed proxies bound by instructions, shareholders may also grant power of attorney and issue instructions electronically, i.e., via the Internet-based system on the Company website at

**[www.pne-ag.com/hv](http://www.pne-ag.com/hv)**

Shareholders may use the Internet-based system to issue or revoke powers of attorney and instructions, or to change any instructions, to the Company-appointed proxies bound by instructions until Monday, May 8, 2023, 18:00 hours (CEST).

**c) General Information**

For further details and information on attending the Annual General Meeting and on granting powers of attorney and issuing instructions, please refer to the registration form and the accompanying notes sent to the shareholders. Information can also be found on the Company website at [www.pne-ag.com/hv](http://www.pne-ag.com/hv).

The Company would like to ask its shareholders to use the forms for granting power of attorney (proxy forms) provided in order to facilitate processing. Please note that a power of attorney may also be granted effectively in other ways provided the statutory form and other statutory conditions are met. A power of attorney may be granted even after registration or after the end of the registration period described above, and even during the Annual General Meeting itself, and may be revoked for the future at any time provided the form requirements are observed.

If a shareholder grants powers of attorney to more than one person, the Company may reject one or several of these persons.

**Procedure for Casting Votes by Postal Vote**

Shareholders who do not wish to personally attend the Annual General Meeting may cast their votes by postal vote in text form or electronically via the Internet-based system. Only those shareholders who registered for the General Meeting in due time will be entitled to exercise voting rights by postal vote. For the postal vote in text form, the shareholders may use the form that is part of the registration documents. Any votes cast by postal vote in text form must be received at the address specified below by Monday, May 8, 2023, 18:00 hours (CEST):

PNE AG  
c/o Computershare Operations Center  
80249 München  
Email: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)

Furthermore, the Company offers an Internet-based system for electronic postal votes on its website at:

**[www.pne-ag.com/hv](http://www.pne-ag.com/hv)**

The Internet-based system will be available to the shareholders for the casting of postal votes and any changes or the revocation thereof until Monday, May 8, 2023, 18:00 hours (CEST). For further details on postal votes, please refer to the registration form and the accompanying notes sent to the shareholders. Corresponding information is also available on the Internet at

**[www.pne-ag.com/hv](http://www.pne-ag.com/hv)**

### **Further information on the exercise of voting rights**

If several votes are cast by postal vote or powers of attorney and instructions are issued to the proxies of the Company for the same shareholding, these will be taken into account in the following order, irrespective of the time of receipt: 1. electronically via the InvestorPortal, 2. by e-mail, 3. by letter.

If more than one absentee ballot or proxy and voting instructions are received in due time via the same transmission channel, the last received declaration shall be binding. A later vote as such shall not be deemed to be a revocation of an earlier vote. The last revocation of a declaration received in due time shall be decisive.

If declarations with more than one form of voting right exercise are received in the same way, the following shall apply: postal votes shall have priority over the granting of power of attorney and instructions to the proxies of the Company.

Votes cast by postal vote or authorizations and instructions for agenda item 2 (appropriation of retained profit) remain valid even if the proposal for the appropriation of retained profit is amended as a result of a change in the number of shares carrying dividend rights.

If an individual vote is held on an agenda item instead of a collective vote, the absentee vote or instruction submitted on this agenda item shall apply accordingly to each item of the individual vote.



## **Shareholder Rights pursuant to Sections 122 (2), 126 (1), 127, 131 (1) of the German Stock Corporation Act**

### **Right to Add Items to the Agenda pursuant to Section 122 (2) of the German Stock Corporation Act**

Shareholders whose shares in aggregate represent a proportionate amount of EUR 500,000.00 of the share capital (corresponding to 500,000 shares) may request that items be put on the agenda and published. Each new item must be accompanied by a statement of reasons or a resolution proposal. The request must be addressed to the Board of Management in writing and must be received by the Company at the following address no later than Saturday, April 8, 2023, 24:00 hours (CEST):

PNE AG  
– Board of Management –  
Peter-Henlein-Straße 2–4  
27472 Cuxhaven

The request for addition will be taken into account only if the applicants demonstrate that they had been holders of the above-mentioned minimum shareholding for no less than 90 days prior to the receipt of the request and that they will hold the minimum shareholding until (and including) the date on which a decision on the request for addition has been made by the Board of Management. This may be demonstrated by documentation of registration in the share register. Section 121 (7) of the German Stock Corporation Act must be applied mutatis mutandis to the calculation of the period. Section 70 of the German Stock Corporation Act must be observed when calculating the minimum holding period.

Additions to the agenda which are to be published and which have not already been published together with the convening notice will be published without undue delay following the receipt of the request in the same manner as the convening notice.

### **Shareholder Countermotions and Election Proposals pursuant to Sections 126 (1), 127 of the German Stock Corporation Act**

Any countermotions to a proposal made by the Board of Management or the Supervisory Board and any election proposals by a shareholder must be addressed exclusively to the following address:

PNE AG  
– General Meeting –  
Peter-Henlein-Straße 2–4  
27472 Cuxhaven  
Email: info@pne-ag.com

Countermotions and election proposals sent to a different address will not be considered.

Any countermotions and election proposals by shareholders that need to be made available and that are received at the above-mentioned address at least 14 days before the General Meeting takes place, i.e., no later than by Monday, April 24, 2023, 24:00 hours (CEST), will be published on the Internet at [www.pne-ag.com/hv](http://www.pne-ag.com/hv) together with the name of the shareholder and any statement of reasons. Statements by the management, if any, will also be published on the above-mentioned website.

Countermotions need not be made available if one of the exclusion criteria pursuant to Section 126 (2) sentence 1 of the German Stock Corporation Act is met. Moreover, a statement of reasons need not be made available if it exceeds a total of 5,000 characters.

Election proposals made by shareholders pursuant to Section 127 of the German Stock Corporation Act are made available only if they include the name, profession exercised and place of residence of the nominee and, in the case of an election of Supervisory Board members, information on their membership in other legally required supervisory boards. Pursuant to Section 127 sentence 1 of the German Stock Corporation Act in conjunction with Section 126 (2) of the German Stock Corporation Act, there are other reasons for which election proposals do not have to be made available online. In all other respects, the requirements and rules for disclosure of motions apply *mutatis mutandis*.

The right of each shareholder to make countermotions and election proposals regarding the various agenda items during the Annual General Meeting even without prior communication to the Company remains unaffected. Please note that any countermotions or election proposals that have been sent to the Company in advance in due time will be considered only if they are made orally during the Annual General Meeting.

#### **Shareholders' right to information pursuant to Section 131 (1) of the German Stock Corporation Act**

During the General Meeting, the Board of Management will provide any shareholder with information on the affairs of the Company, including legal and business relations with affiliated companies as well as the situation of the Group and of the companies included in the consolidated financial statements, upon request to the extent that such information is necessary to allow a proper assessment of the relevant agenda items and insofar as no right to withhold information exists.

#### **Explanatory Notes**

Further explanations on the rights of shareholders pursuant to Section 122 (2), Section 126 (1), Section 127, and Section 131 (1) of the German Stock Corporation Act can be found on the Internet at [www.pne-ag.com/hv](http://www.pne-ag.com/hv)

### Information and Documents on the General Meeting and Data Protection

The documents required to be made available concerning the agenda items are available to the shareholders on the Internet at [www.pne-ag.com/hv](http://www.pne-ag.com/hv) from the time of convening the General Meeting. At the same address, the annual financial statements, the consolidated financial statements and the consolidated management and group management report of PNE AG and the Group (including the explanatory report by the Board of Management in relation to the information provided pursuant to Section 289a and Section 315a of the German Commercial Code (*Handelsgesetzbuch*)) as well as the report by the Supervisory Board for the 2022 fiscal year are available from the time of convening the General Meeting. In addition, these documents will be made available for inspection during the General Meeting.

The information and documents mentioned under Section 124a of the German Stock Corporation Act, in particular those relating to the attendance of the General Meeting, powers of attorney and instructions will also be accessible at

**[www.pne-ag.com/hv](http://www.pne-ag.com/hv)**

After the General Meeting, the voting results will also be published on that website.

Shareholders' information on data protection can be found in the Annex to this invitation.

Cuxhaven, March 2023

**PNE AG**

Board of Management

## DATA PROTECTION

In its function as the controller, PNE AG, Peter-Henlein-Straße 2-4, 27472 Cuxhaven, processes the shareholders' personal data (last name and first name, address, email address, number of shares, class of shares, type of ownership of the shares, postal votes, powers of attorney/instructions and admission ticket number) as well as personal data of proxies, where applicable, in accordance with applicable data protection laws. The shares in PNE AG are registered shares. The processing of personal data is a mandatory requirement for the proper preparation and conduct of the General Meeting of PNE AG, for attending the General Meeting, for exercising the right to speak, the right to information and the voting right, and for maintaining the share register. The legal basis for the processing is Article 6 (1) sentence 1 point (c) of the General Data Protection Regulation (GDPR) in conjunction with Sections 118 et seqq. and Section 67 of the German Stock Corporation Act. In addition, to the extent that this is required to organize the General Meeting, data may be processed on the basis of overriding legitimate interests (Article 6 (1) sentence 1 point (f) GDPR). To the extent that the shareholders do not themselves provide their personal data, PNE AG will generally obtain such data from the shareholder's depository bank.

The service providers commissioned by PNE AG for the purpose of organizing the General Meeting will process the shareholders' personal data exclusively as instructed by PNE AG and only to the extent this is necessary for the performance of the services commissioned. Each of the employees of PNE AG as well as all staff of commissioned service providers who have access to and/or process the shareholders' personal data are obliged to treat such data confidentially. Also, personal data of shareholders and/or their proxies attending the General Meeting can be viewed by other shareholders and proxies subject to applicable laws (in particular via the list of participants (Section 129 of the German Stock Corporation Act)). Personal data of shareholders and/or their proxies will also be published or made available to other shareholders and proxies in the event of motions for additions to the agenda, countermotions, election proposals or lodged objections, under certain conditions and subject to the statutory requirements.

PNE AG will erase the shareholders' personal data in accordance with the statutory provisions, specifically if the personal data are no longer required for the purposes for which they were initially collected or processed, the data are no longer required in connection with administrative or court proceedings, if any, and if no statutory record retention requirements apply.

Subject to the statutory requirements, the shareholders have the right to access their personal data that were processed and to require rectification or erasure of their personal data or the restriction of the processing. The shareholders also have the right to lodge a complaint with the supervisory authorities. If personal data are processed on the basis of Article 6 (1) sentence 1 point (f) GDPR, shareholders or their proxies, as the case may be, also have a right of objection subject to the statutory requirements.

Shareholders may address their questions or comments on the processing of personal data to the data protection officer of PNE AG at:

Stefan Schlie  
Peter-Henlein-Straße 2–4  
27472 Cuxhaven  
Email: [datenschutz@pne-ag.com](mailto:datenschutz@pne-ag.com)  
Phone: +49 4721 718 179  
Telefax: +49 47 21 718 373.

## Information pursuant to Section 125 (2) German Stock Corporation Act (AktG) in conjunction with Section 125 (5) AktG, Article 4 (1) and Table 3 of the Annex to Implementing Regulation (EU) 2018/1212

### Type of Information

### Description

#### A. Specification of the message

- |                                   |  |
|-----------------------------------|--|
| 1. Unique identifier of the event | Convocation of the Annual General Meeting<br>on May 9, 2023<br><br>Format pursuant to Implementing Regulation (EU) 2018/1212:<br><b>05d3ad4d60c9ed118143005056888925</b> |
| 2. Type of message                | Convocation of the Annual General Meeting<br><br>Format pursuant to Implementing Regulation (EU) 2018/1212:<br><b>NEWM</b>   |

#### B. Specification of the issuer

- |                   |              |
|-------------------|--------------|
| 1. ISIN           | DE000A0JBPG2 |
| 2. Name of issuer | PNE AG       |

#### C. Specification of the meeting

- |                                |   |
|--------------------------------|---|
| 1. Date of the General Meeting | May 9, 2023<br><br>Format pursuant to Implementing Regulation (EU) 2018/1212:<br><b>20230509</b>        |
| 2. Time of the General Meeting | 10:00 hours (CEST)<br><br>Format pursuant to Implementing Regulation (EU) 2018/1212:<br><b>8:00 UTC</b> |

Type of Information	Description
3. Type of General Meeting	Annual General Meeting  Format pursuant to Implementing Regulation (EU) 2018/1212: <b>GMET</b>
4. Location of the General Meeting	Veranstaltungszentrum Cuxhaven, Kugelbake-Halle, Cuxhaven-Döse, Strandstraße 80,
5. Record Date	The shareholding entered in the stock register on the day of the General Meeting is the decisive criterion for exercising participation and voting rights  For organisational reasons, applications for changes to the stock register that are received by the company after May 2, 2023, midnight (CEST)/22:00 UTC will not be registered in the share register up to and including the day of the General Meeting (registration stop). The technical record date is therefore May 2, 2023, midnight (CEST)/22:00 UTC.  Format pursuant to Implementing Regulation (EU) 2018/1212: <b>20230502</b>
6. Uniform Resource Locator (URL)	<a href="https://ir.pne-ag.com/hv">https://ir.pne-ag.com/hv</a>



**PNE AG**

Peter-Henlein-Straße 2-4  
27472 Cuxhaven  
Germany

[pne-ag.com](http://pne-ag.com)