System for the remuneration of members of the Management Board (agenda item 7)

Note: On May 14, 2026, the Supervisory Board adopted an amended remuneration system for members of the Management Board (“New Remuneration System”).

Compared to the remuneration system originally published following the convening of the Shareholders’ Meeting in the version dated March 20, 2026 (“Old Remuneration System”), the provision regarding the so-called change-of-control under Section IV. 3 was added, among other changes. To enable a clear comparison of all changes between the Old Remuneration System and the New Remuneration System, a side-by-side comparison was published on the Company’s website on May 15, 2026.

The Old Remuneration System will no longer be put to a vote. Instead, the New Remuneration System will be submitted to the Shareholders’ Meeting for approval under Agenda Item 7. The Supervisory Board proposes that the New Remuneration System be approved.

The following highlights all the changes between the old remuneration system and the new remuneration system.

REMUNERATION SYSTEM FOR THE MEMBERS OF THE MANAGEMENT BOARD OF TAKKT AG PURSUANT TO SECTION 87A PARA. 1 AKTG

I. Further development of the remuneration system

In accordance with Section 120a (1) of the German Stock Corporation Act (AktG), the Shareholders’ Meeting of a listed company must pass a resolution on the approval of the remuneration system for the members of the Management Board submitted by the Supervisory Board (say on pay) every time there is a material change, but at least every four years.

The previous remuneration system for the members of the Management Board of TAKKT AG (hereinafter "TAKKT" or "the company") was approved by a majority of 93.73 % at the Shareholders’ Meeting 2025. In the 2024 and 2025 financial years, the Supervisory Board conducted a thorough review and further development of the compensation system in line with the corporate strategy, investor feedback, and current market practices. As a result, adjustments were made to the Short-Term Incentive (STI) and a completely revised Long-Term Incentive (LTI) was introduced.

During the 2025 financial year, the Supervisory Board revisited the remuneration system for the members of the Management Board and decided to make further adjustments to the performance criteria in the Short-Term Incentive (STI). First, Adjusted EBITDA will be used instead of EBITA to ensure even better alignment with internal corporate steering. Second, sales will also be included as an additional performance target in the STI going forward. Sales are also a key performance indicator for TAKKT and provide incentives to drive the company's growth. By combining growth, profitability, and cash flow, the STI incentivizes a holistic increase in the company's operational value creation. Apart from this, the structure of the Management Board's remuneration system remains unchanged.

The revised remuneration system complies with the regulatory requirements of Section 87a (1) AktG and the principles and recommendations of the German Corporate Governance Code (GCGC) as amended on April 28, 2022.

Subject to submission to the Shareholders' Meeting, the remuneration system presented below applies to all current members of the Management Board as well as new appointments and reappointments from January 1, 2026.

II. Principles of the remuneration system

The new strategy, which has been developed since Andreas Weishaar took over as CEO and is being implemented since 2025, provides targeted new impetus to achieve the most promising positioning possible, profitable growth and a sustainable increase in value.

At the heart of the strategy are:

- Portfolio focus - concentration on strategically attractive core business and further development of high-potential areas while simultaneously optimizing the company portfolio

- Growth - Acceleration of organic growth through consistent focus on customers with complex procurement requirements and implementation of sales, product and service initiatives

- Performance - increasing profitability and strengthening cash generation through leaner cost structures, more efficient processes, greater scalability, and optimization of net working capital.

The aim of these strategic measures is to lead TAKKT into a new phase of the company's development, focusing on accelerated growth, improved profitability and a stronger market position.

The remuneration system for the Management Board is closely interwoven with TAKKT's corporate strategy and contributes significantly to the achievement of strategic corporate goals by taking strategy-derived performance criteria into account. Remuneration is based on the size of the company, its financial situation and the structure and level of Management Board remuneration at comparable companies. The members of the Management Board receive remuneration consisting of non-performance-related and performance-related components. The performance-related components are intended to provide both short-term and long-term incentives. The remuneration system is designed to strongly align the interests of the Management Board and shareholders in that the variable remuneration is predominantly share-based and the long-term variable remuneration is paid in shares of the

company. As sustainability is an integral part of TAKKT's corporate strategy, the long-term variable remuneration also includes targets from the areas of environmental, social and governance (ESG), which are derived directly from the Group-wide sustainability targets.

In addition to taking into account the requirements of the German Stock Corporation Act (AktG) and the principles and recommendations of the GCGC, the Supervisory Board and the Personnel Committee have drawn up the following guidelines for the remuneration system:

- Performance-driven structure of the remuneration system (pay for performance);
- Promoting long-term and sustainable corporate development and value creation by implementing the corporate strategy in the remuneration system;
- Ensuring competitive remuneration in line with the market.

Structure of the remuneration system

1. Remuneration system at a glance

The remuneration system for members of the Management Board of TAKKT comprises non-performance-related and performance-related remuneration components. The non-performance-related remuneration consists of a monthly fixed basic remuneration, the company pension scheme (bAV) and fringe benefits.

The performance-related (variable) remuneration is generally based on two components. It consists of a one-year short-term incentive (STI) with a partial deferral and a four-year long-term incentive (LTI). In addition, the remuneration system provides for further remuneration regulations such as the malus/clawback regulations and a maximum remuneration in accordance with Section 87a (1) sentence 2 no. 1 AktG. The following table provides an overview of the main components of the remuneration system:

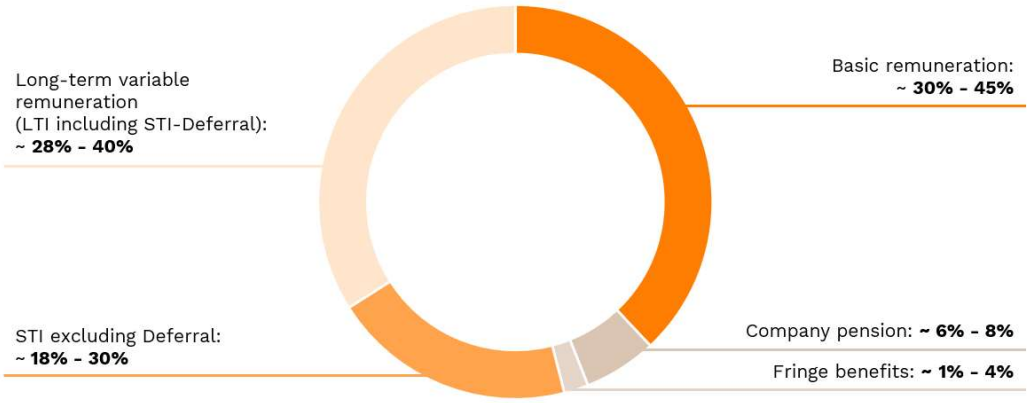
Key components and parameters of the remuneration system

Non-performance-related Remuneration	**Basic remuneration**	All members of the Management Board receive a fixed basic annual remuneration. This is paid out in twelve equal monthly installments.	
	Company pension Pension plan (bAV)	Contribution plan	• Defined contribution direct commitment to which an annual amount of 10% of the sum of basic remuneration and contractually agreed STI target amount (target achievement) is allocated. • Interest p.a.: 5 %
		Deferred compensation	• Management Board members can convert parts of their STI payments into additional pension components according to age group. • The maximum deferred compensation p.a. is € 75,000 in the age group between 61 and 65. • Interest p.a.: 4 %
	Fringe benefits	• Use of company car, Bahncard 100 and telephone • Reimbursement of expenses (in particular travel and accommodation costs) • D&O (plus a deductible of to be borne by each member of the Management Board) • One-off optional payments for new appointments (in particular to compensate for expiring remuneration entitlements)	

Variable (performance-related) Remuneration	**Short-Term Incentive (STI)**	Plan type	Target bonus
		Performance criteria	Financial performance criteria: Adjusted EBITDA (40 %), UFCF (40 %) and Sales (20 %) Target achievement: 0 % - 200 % Individual performance (modifier: 0.5-1.5)
		Limitation (cap)	300% of the target amount (target STI)
		Payout	In cash • 70 % after the end of the performance period • 30 % after a further three years depending on the total shareholder return (TSR) of the TAKKT share (deferral)
	Long-Term Incentive (LTI)	Plan type	Performance Share Plan
		Runtime	4 years (3-year performance period, 1 year holding period)
		Performance criteria	Financial performance criteria: ROCE (50 %) and cumulative net income (50 %) Target achievement: 0 % - 200 % ESG targets (modifier: 0.8-1.2)
		Limitation (cap)	200 % of the provisional number of performance share units (PSUs)
		Payout	Generally in shares at the end of the four-year term
Other remuneration regulations	**Malus / Clawback**	Compliance malus, compliance and restatement clawback for STI and LTI	
	TAKKT Performance Bonds	Voluntary participation offer in which the members of the Management Board can participate in the economic development of the TAKKT Group by subscribing to bonds	
	Maximum remuneration	Chairman of the Management Board: € 3,435 million p.a. Other members of the Management Board: € 2,437 million p.a.	

2. Remuneration structure

The target total remuneration is made up of the sum of non-performance-related remuneration (fixed basic remuneration, company pension scheme and fringe benefits) and variable (performance-related) remuneration (STI and LTI if 100% the target is achieved). The fixed basic remuneration accounts for between 30% and 45% of the total target remuneration for the members of the Management Board. The fringe benefits amount to between 1% and 4% and the contribution to the company pension scheme to between 6% and 8% of the target total remuneration. The STI excluding deferral corresponds to between 18% and 30% of the target total remuneration and the LTI including STI deferral between 28% and 40%. Consequently, the proportion of variable remuneration exceeds that of fixed remuneration. In addition, the proportion of the LTI incl. STI deferral is higher than that of the STI without deferral, meaning that the long-term remuneration components outweigh the short-term components and therefore comply with the provisions of the German Stock Corporation Act and recommendation G.6 of the German Corporate Governance Code. This also ensures the performance orientation of the remuneration system (pay for performance). As the majority of the variable remuneration is share-based and has a multi-year assessment basis, the remuneration structure is geared towards the long-term and sustainable development of TAKKT.



The relevant proportion of the individual remuneration elements may differ slightly in the case of new appointments and depending on the individual use of fringe benefits and the individual expenses for the company pension scheme. In addition, the aforementioned proportions may deviate in the case of new appointments if any payments are made on taking up office. In this case, the Supervisory Board decides on the amount of such payments at its own discretion.

III. Structure of the remuneration system in detail

1. Remuneration not dependent on performance

a) Fixed basic remuneration

All members of the Management Board receive a fixed basic remuneration. This is paid out in twelve equal monthly installments. The amount of the basic remuneration is

based on the experience of the Management Board member and the standard market remuneration for the respective function or responsibility in a horizontal comparison.

b) Company pension scheme

aa) Contribution plan

The members of the Management Board receive a retirement and surviving dependants' pension in the form of a defined-contribution direct commitment, to which an annual contribution of 10 % of the sum of the basic remuneration and the contractually agreed STI target amount (target achievement of 100 %) is allocated. The granting of the contribution is linked to the term of appointment as a member of the Management Board. Interest of 5 % p.a. is paid on the annual contributions until the pension benefits become due. An entitlement to retirement benefits exists for all commitments from 2020 from the date of departure, but at the earliest upon reaching the age of 62. In the event of disability or death, the pension credit is paid out or annuitized that would have resulted if contributions had been paid until the age of 63. The portion of this commitment that exceeds the security limit of the Pensionssicherungsverein is insured against insolvency using standard market products on the basis of a contractual trust agreement.

bb) Deferred compensation

The Management Board members can convert parts of their STI payments into additional pension components according to age group. The maximum deferred compensation p.a. is € 75,000 in the age group between 61 and 65. By waiving gross amounts of the STI payments, pension module entitlements are acquired vis-à-vis the company. The pension benefits are granted as retirement and surviving dependants' benefits and in the event of disability. Interest of 4 % p.a. is paid on the converted amounts until the insured event occurs.

c) Fringe benefits

The fringe benefits mainly comprise the use of a company car, the provision of a Bahncard 100 and a cell phone. In addition, the members of the Management Board are reimbursed for expenses incurred in the interests of the company (travel, entertainment and hospitality expenses) against proof. Furthermore, accident and luggage insurance is taken out for the members of the Management Board and contributions are made to private health insurance.

A D&O insurance policy can also be taken out as an option, which provides for a deductible to be borne by the respective Management Board member in accordance with the requirements of stock corporation law.

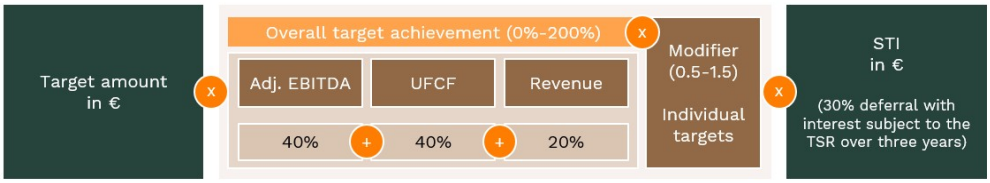
The Supervisory Board may, at its discretion, grant further payments on the occasion of new appointments and on a case-by-case basis. These payments may be payments to compensate for losses of remuneration already allocated by the former employer that arise as a result of the change to TAKKT. They may also involve the assumption of costs incurred as a result of the change (relocation costs or similar). Such one-off compensation payments are disclosed and explained separately in the remuneration report.

2. Variable (performance-related) remuneration

a) Short-Term Incentive (STI)

aa) Functionality

The STI is structured as a target bonus system and is dependent on three financial performance criteria and a multiplicative modifier with individual targets (0.5-1.5). The performance criteria are measured over a performance period of one year. In addition, 30 % of the STI resulting from the financial performance criteria and the modifier is withheld for a waiting period of three years after the end of the performance period (deferral) and during which interest is accrued based on the total shareholder return (TSR) of the TAKKT share.



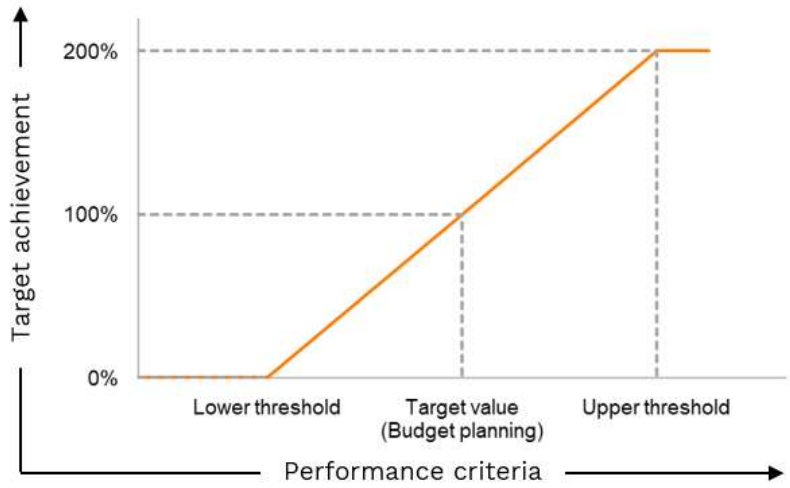
bb) Financial Performance criteria of the STI

The financial performance criteria of the STI are EBITDA adjusted for one-time effects (Adjusted EBITDA), unlevered operating free cash flow (UFCF) and sales for the respective financial year. Adjusted EBITDA and UFCF are each weighted at 40 %, and sales at 20 %. In line with the objectives of the corporate strategy, the implementation of these three indicators is intended to provide incentives to increase growth and profitability and generate a high level of cash flow. The performance indicators are derived from TAKKT's audited consolidated financial statements. They are prepared in accordance with the applicable IFRS regulations, taking into account the accounting guidelines as amended.

Prior to the start of a financial year, the Supervisory Board may replace the performance criteria with comparable key performance indicators derived from the corporate strategy, provided they are part of the regular financial reporting. In this case, the Supervisory Board ensures that the alternative key performance indicator achieves a comparable incentive effect. Should a key performance indicator deviating from those described in the remuneration system be established prior to the start of a financial year, this will be transparently explained in the remuneration report. In addition, the Supervisory Board may establish a weighting of the performance criteria that differs from the weighting described in the remuneration system if this better reflects the company’s strategic priorities in a financial year. For example, the three performance criteria could be given equal weight.

The target values for the performance criteria are derived from the annual budget planning. Target achievement is measured using a target achievement curve that sets thresholds for the minimum required fulfillment of the performance criteria and a cap on target achievement in the event of significant overachievement. Target achievement is determined by linear interpolation based on the respective target values for sales,

adjusted EBITDA and UFCF within a range defined by the Supervisory Board at the beginning of a financial year:



The overall target achievement for the financial targets is calculated from the weighted average of the respective target achievement for sales, adjusted EBITDA and UFCF. The defined target and threshold values are published transparently in the remuneration report after the end of the respective financial year.

cc) Modifier: Individual performance

The modifier offers the opportunity to take into account individual targets, which are set annually between the Supervisory Board and the respective Management Board member, including the weighting of the individual targets, and their achievement as part of the STI. When setting the targets, the Supervisory Board pays particular attention to their measurability. The factor for the modifier is calculated within a range of 0.5 to 1.5 on the basis of target achievement in the individual objectives. The individual objectives include, for example

- The implementation of important strategic initiatives
- Objectives related to the areas of responsibility of the Management Board member
- Environmental, social and governance (ESG) objectives

Target achievement in the objectives is determined by the Supervisory Board after the end of the financial year within a corridor of 50% - 150%. If the weighted target achievement is 50%, the modifier is 0.5. If the weighted target achievement is 150%, the modifier is 1.5. Intermediate values are interpolated linearly.

The defined targets and target achievements are published transparently in the remuneration report after the end of the respective financial year.

dd) Payout and Deferral

The STI is capped at 300% of the contractually agreed STI target amount. 70% of the STI is paid out in the month of the Shareholders' Meeting to which TAKKT's consolidated financial statements for the year of the performance period are presented, after deduction of any taxes and social security contributions. The details of target achievement and payment of the STI are disclosed in the remuneration report.

The remaining 30 % of the STI is retained for a waiting period of three years after the end of the performance period (deferral) and interest is paid on the total shareholder return (TSR) of the TAKKT share during the waiting period, whereby both a positive and a negative interest rate is possible. The TSR is the share price performance of the TAKKT share plus notionally reinvested gross dividends. The TSR calculated by comparing the arithmetic mean of the total return index of the TAKKT share over 30 trading days before the start and before the end of the waiting period.

In addition to the LTI, the deferral ensures that a further part of the variable remuneration is geared towards the long-term development of the company. This is intended to prevent the incentivization of Management Board members from being too strongly influenced by short-term measures to increase earnings or value.

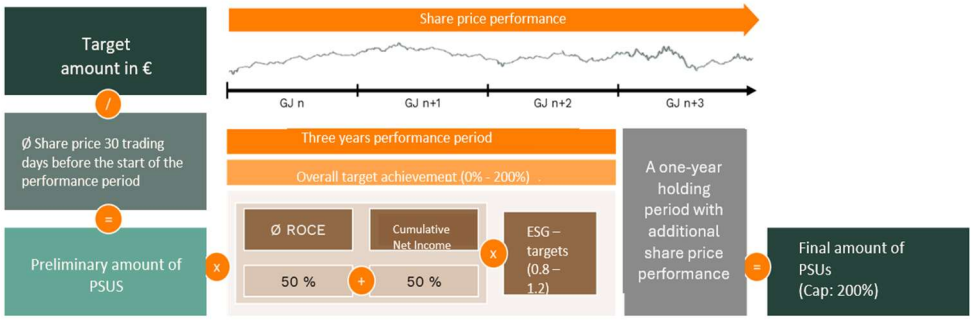
In the event of extraordinary events or developments and insofar as the corresponding effects were not taken into account when determining the threshold and target values for the STI performance criteria, the Supervisory Board is entitled to adjust the STI payout and performance criteria at its reasonable discretion in order to eliminate such extraordinary effects and ensure the ambition and appropriateness of the target. This applies in particular to effects from special items in the income statement (e.g. exemption costs or closure costs), unusually high depreciation and amortization of fixed assets, changes in accounting standards, mergers and acquisitions (special effects from acquisitions and divestments of companies and business units), significant changes in the debt/equity ratio, exceptional impacts from the previous financial year, changes in the ownership structure and portfolio changes. The payout that would have been determined without these extraordinary events or developments is taken into account by the Supervisory Board in its decision. The payment date and the form of payment for the respective STI remain unchanged. Section 87 para. 1 AktG must be observed in all cases.

b) Long-Term Incentive (LTI)

The LTI is structured as a virtual performance share plan with a plan term of four years, consisting of a three-year performance period and an additional one-year holding period. In addition to the share price performance, the payout depends on the achievement of two financial performance targets and environmental, social and governance ("ESG") targets, which are measured over the three-year performance period.

At the beginning of the plan term, each Management Board member is conditionally allocated a provisional number of performance share units (PSUs). This is determined by dividing the individual LTI target amount in € by the arithmetic mean of the closing prices of the TAKKT share on the 30 trading days before the start of the performance period. At the end of the three-year performance period, the final number of PSUs is determined by multiplying the preliminary number of PSUs for the respective tranche by the overall target achievement level (in percent) for the corresponding performance period. The target achievement or the resulting final number of PSUs is limited to 200%

of the provisional number of PSUs (cap). After a further holding period of one year for the PSUs, payment is generally made in TAKKT shares. If the shares are paid out after the dividend payment for the last year of the plan term, the members of the Management Board receive a dividend equivalent in cash for this year.

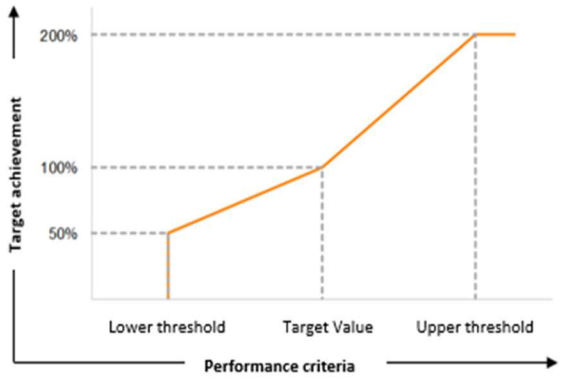


By taking into account the share price performance over the entire term of the plan, the LTI ensures that remuneration is strongly aligned with the interests of shareholders, which is further strengthened by payment in real shares after the plan term. At the same time, the financial performance criteria and ESG targets provide incentives for efficient, profitable and sustainable corporate development.

aa) Financial performance criteria

The financial performance criteria of the LTI consist of 50 % each of the average return on capital employed (ROCE) and of the cumulative net income of TAKKT over the three-year performance period. ROCE is calculated as earnings before interest and taxes (EBIT) divided by fixed assets less non-interest-bearing current liabilities, and thus measures the efficiency of capital allocation within TAKKT. Net income is calculated as EBIT less the financial result, current income taxes, deferred taxes and the result from discontinued operations. The consideration of cumulative net income is intended to incentivize long-term stable profitability, taking into account all elements of the income statement ("bottom-line"). The key figures are derived from the audited consolidated financial statements of TAKKT. They are prepared in accordance with the applicable IFRS regulations, taking into account the accounting guidelines as amended.

The target values for both performance criteria are derived from TAKKT's strategic and medium-term planning. Target achievement is measured on the basis of a target achievement curve, which provides threshold values for the minimum required fulfillment of the performance criteria and a cap on target achievement in the event of significant overachievement. The specific target and threshold values for the performance criteria are set by the Supervisory Board at the start of an LTI tranche. Target achievement is determined by linear interpolation based on the respective target values for ROCE and cumulative net income in a corridor of target achievement or in a corridor of 50% target achievement to 200% target achievement:

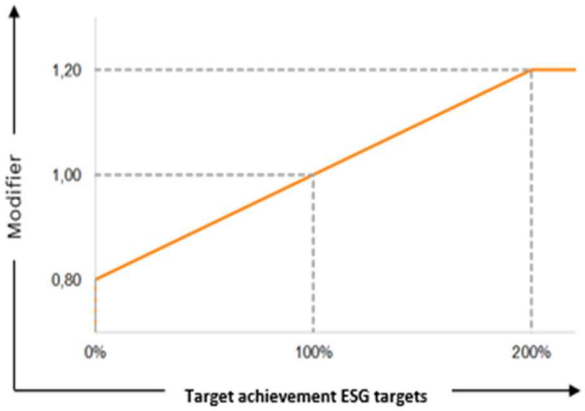


The overall target achievement for the financial targets is calculated from the equally weighted average of the respective target achievement for ROCE and cumulative net income. The defined target and threshold values are published transparently in the remuneration report after the end of the last financial year of the respective plan term.

bb) Modifier: ESG targets

Sustainability is an integral part of TAKKT's corporate strategy. The implementation of TAKKT's sustainability goals is also part of the performance measurement in the LTI. The modifier in a range of 0.8-1.2 takes into account ESG targets defined by the Supervisory Board for each tranche of the LTI, which are derived directly from TAKKT's general sustainability targets, including their target values. Due to the structure as a modifier, the LTI is only paid out if the threshold values of the financial performance criteria are reached.

Similar to the financial performance criteria, the achievement of the ESG targets is measured on the basis of predefined target and threshold values within a corridor of 0% - 200% target achievement. The modifier is then determined depending on the weighting of the individual ESG targets. For this purpose, the weighted target achievement of the ESG targets (0 % - 200 %) is assigned to the range of the modifier:



The Supervisory Board has set the following three equally weighted ESG targets for the 2026-2029 tranche:

- Sustainable product range as a percentage of the total product range
- Number of reportable accidents at work
- Percentage of compliance training courses completed

For later tranches, the Supervisory Board can also define other strategy-derived ESG targets and their weighting. The defined target and threshold values are published transparently in the remuneration report after the end of the last financial year of the respective plan term.

cc) Payout

The final number of PSUs is limited to 200 % of the provisional PSUs (cap). The LTI is paid out in TAKKT shares in the month of the Shareholders' Meeting to which the consolidated financial statements of TAKKT for the last year of the plan term are presented, after deduction of any taxes and social security contributions. The Supervisory Board also has the option of deciding to pay out the LTI in cash at the end of the four-year term. The details of target achievement and payment of the LTI are disclosed in the remuneration report.

In the event of extraordinary events or developments and if the corresponding effects were not taken into account when determining the threshold and target values for the performance criteria of the LTI, the Supervisory Board is entitled to adjust the payout and the performance criteria of the LTI at its reasonable discretion in order to eliminate such extraordinary effects and ensure the ambition and appropriateness of the target. This applies in particular to effects from special items in the income statement (e.g. exemption costs or closure costs), unusually high depreciation of fixed assets, changes in accounting standards, mergers and acquisitions (special effects from acquisitions and divestments of companies and business units), significant changes in the debt/equity ratio, extraordinary effects from the previous financial year, changes in the ownership structure and portfolio changes. Other extraordinary events and developments may include, for example, capital measures that are not taken into account in the strategy and target-setting approach but have an impact on the performance criteria. The payout that would have been determined without these extraordinary events or developments is taken into account by the Supervisory Board in its decision. The payment date and the form of payment for the respective LTI remain unchanged. Section 87 para. 1 AktG must be observed in all cases.

3. Other remuneration regulations

a) Malus/Clawback

The Supervisory Board may, at its reasonable discretion, reduce the variable remuneration allocated as part of the STI or LTI that has not been paid out (compliance malus) if a member of the Management Board intentionally commits a breach of

- an essential duty of care,

- a material obligation arising from the service contract,
- or another material external or internal principle of action

is committed. The reduction is applied to the remuneration from the STI for the financial year in which the breach occurred or to the tranche of the LTI in the year of allocation.

Under the same conditions, the Supervisory Board may, at its reasonable discretion, also reclaim part or all of the gross amount of variable remuneration already paid to the Management Board member for the financial year in which the breach occurred within a period of three years after payment (compliance clawback).

In the event that the audited and approved consolidated financial statements on which the calculation of the payout amount was based were incorrect and must therefore be corrected in accordance with the relevant accounting regulations and a lower or no payout amount would have been owed on the basis of the corrected, audited consolidated financial statements and the relevant remuneration system, the Supervisory Board may, at its reasonable discretion, reclaim variable remuneration from the STI or LTI during a period of three years after the payout (restatement clawback).

TAKKT bears the burden of presentation and proof that one of the aforementioned facts has been fulfilled by the Management Board member.

b) TAKKT Performance Bonds

Through the voluntary TAKKT Performance Bonds participation offer, not only TAKKT executives but also Management Board members can participate in the economic development of the TAKKT Group by subscribing to bonds.

c) Maximum remuneration

Both the individual variable remuneration components and the total of all remuneration components of the members of the Management Board including fringe benefits and company pension scheme (total remuneration) are capped. The maximum amount of remuneration (maximum remuneration) for the members of the Management Board in accordance with Section 87a para. 1 sentence 2 no. 1 AktG (including fringe benefits and company pension expenses) is € 3,435 million p.a. for the Chairman of the Management Board and € 2,437 million p.a. for the other members of the Management Board.

The remuneration paid out for a financial year can therefore not exceed these amounts. A possible reduction in remuneration below the defined maximum remuneration is made when the corresponding LTI tranche is paid out.

IV. Remuneration-related legal transactions

1. Term of the service contracts

The term of the service contracts is three years for initial orders and up to five years for repeat orders. There is no possibility of ordinary termination of the service contracts during the term. ~~Premature termination of the service contract is only possible for good cause.~~Employment contracts may provide that they terminate in the event of permanent incapacity ~~or by mutual agreement.~~to work. In ~~addition,~~ the event of termination of a ~~special right of termination can be agreed with the members of the~~ member's position on the Management Board ~~in the event of a change of control on condition that a de facto majority is acquired~~, the employment contract may be set to expire at the ~~Shareholders' Meeting and an intervention in~~end of a notice period in accordance with § 622(2) of the German Civil Code (BGB), but no later than the ~~department or dismissal as a member~~end of the ~~Management Board takes place ("double trigger regulation").~~regular contract term (so-called "linkage clause").

No later than nine months before the expiry of the service contract, the Supervisory Board shall notify whether and under what conditions a new appointment to the Management Board is intended. The Management Board member shall declare within one month whether the reappointment is accepted and whether the conditions offered for the continuation of the service contract are agreed to.

2. Regulations in the event of joining during the year and premature termination of the employment contract

If the employment relationship begins or ends during the course of a financial year, the remuneration, including STI and LTI, is calculated pro rata temporis for the financial year in which the joins or leaves the company. If the employment relationship begins during the year, the targets can be set based on the current forecast figures at that time.

If the employment relationship ends before the end of the STI deferral vesting period, the value of the deferral may be determined and paid out at a different time. If the employment relationship ends without good cause after the end of the first year of the performance period or plan term of an LTI tranche, but before the end of the plan term of an LTI tranche, the Management Board member retains their entitlement to the LTI tranche. The LTI is not paid out prematurely. However, if the employment relationship ends for good cause, all entitlements to payments from the current LTI tranches expire without replacement.

If the employment relationship or appointment is terminated prematurely, severance payments may be made to settle compensation claims for the remaining term of the employment contract. In the current Management Board contracts, the limitation of possible severance payments complies with the recommendations of the German Corporate Governance Code. Accordingly, any payments granted to a Management Board member in the event of premature termination of their contract ~~without good cause may not exceed the remaining term of the contract and may not exceed the value of two years' remuneration~~may compensate for no more than the remaining term of the employment contract and, at the same time, may not exceed the value of two years' compensation. In the event of revocation of the appointment following a withdrawal of confidence by the Shareholders' Meeting or in the event of the termination of the Management Board position due to a merger of the company pursuant to Section 2 of the German Merger Act (UmwG), without there being, at the time the merger takes effect, good cause that would justify a dismissal pursuant to Section 84(4) of the German Stock Corporation Act (AktG) (with the exception of a vote of no

confidence), STI and LTI may be settled for the year of termination based on an assumed 100% achievement of targets.

3. Change of Control

A special termination right may be agreed upon with members of the Management Board in the event of a change of control, provided that a de facto majority at the Shareholders' Meeting has been acquired and other conditions are met ("double trigger provision").

In the event that a member of the Management Board exercises such a special termination right or the LTI becomes fundamentally unfeasible due to a change of control, a target achievement of 100% is assumed for all LTI tranches whose term has not yet expired, and settlement is based on the average share price over the six weeks preceding the date of termination or unfeasibility. In these cases, there is no pro-rata reduction. For the STI, a 100% target achievement is also assumed in the event of the exercise of the special termination right. In these cases, the value of the deferral is calculated as of December 31 of the previous year and paid out with the next possible payroll.

~~3.~~4. Post-contractual non-competition clause

There is no post-contractual non-competition clause. There is an obligation to maintain confidentiality, which also applies after the departure of the respective member of the Management Board. Accordingly, all business matters and transactions which by their nature are not intended for third parties, in particular business and trade secrets, must be kept secret.

~~4.~~5. Remuneration of mandates

Remuneration for activities from Supervisory Board mandates or as a member of the management of companies in which TAKKT holds a direct or indirect interest or for which the Management Board member acts in the interests of TAKKT is offset against the STI. The offsetting takes place in such a way that the remuneration received in the course of a financial year is offset against the STI to be paid by the company for that year.

V. Determination, review and implementation of the remuneration system

The remuneration system for the members of the Management Board was adopted by the Supervisory Board following preparation by the Personnel Committee in accordance with Sections 87 para. 1 and 87a para. 1 of the German Stock Corporation Act (AktG). The Personnel Committee is responsible for preparing the resolutions of the Supervisory Board on the remuneration system and its regular review.

The Personnel Committee regularly reviews the market conformity, competitiveness and appropriateness of the Management Board remuneration and the individual remuneration components on the basis of appropriateness reports and makes proposals to the Supervisory Board for adjustments where necessary. The assessment of the market conformity, competitiveness and appropriateness of the remuneration takes into account comparable companies (peer group) based on the economic situation of the company and its future prospects as well as the tasks and performance of the respective Management Board

member. The Supervisory Board regularly carries out a horizontal and vertical comparison for this purpose.

In the horizontal comparison, comparable companies are used, while in the vertical comparison, the remuneration of the members of the Management Board is compared with the remuneration of senior management (level n-1) and the entire workforce within the company and also considered over time. In the horizontal comparison, the SDAX companies and an individual peer group are considered. The peer group consists of the companies 4imprint Group plc, Amadeus FiRe AG, CEWE Stiftung & Co. KGaA, F.I.L.A. – Fabbrica Italiana Lapis ed Affini S.p.A., Frauenthal Holding AG, Hawesko Holding SE, HNI Corporation, IMCD N.V., ITAB Shop Concept AB (publ), Jungheinrich AG, Klöckner & Co. SE, MillerKnoll Inc., Société BIC S.A., Surteco Group SE, The Platform Group SE & Co. KGaA, Westwing Group SE. The peer groups are regularly reviewed by the Supervisory Board.

The Supervisory Board submits the remuneration system it has adopted to the Shareholders' Meeting for approval after each significant change, but at least every four years. If the Shareholders' Meeting does not approve the system presented, the Supervisory Board submits a revised remuneration system to the Shareholders' Meeting for approval at the following Shareholders' Meeting at the latest.

The Supervisory Board and the Personnel Committee take appropriate measures to ensure that conflicts of interest of the members of the Supervisory Board involved in discussing and deciding on the remuneration system are avoided and - where they exist - resolved. Each member of the Supervisory Board is obliged to report conflicts of interest to the Chairman of the Supervisory Board. The Chairman of the Supervisory Board must disclose conflicts of interest to his deputy. The Supervisory Board decides on how to deal with a conflict of interest on a case-by-case basis. In particular, a Supervisory Board member affected by a conflict of interest may not be allowed to participate in a meeting or individual discussions or decisions of the Supervisory Board or the Personnel Committee.

VI. Temporary deviation from the remuneration system for Management Board members

In special and exceptional circumstances - for example in the event of a serious economic or financial crisis - the Supervisory Board may temporarily deviate from the remuneration system in accordance with Section 87a (2) sentence 2 AktG if this is necessary in the interests of the long-term well-being of TAKKT. General unfavorable market developments are expressly not considered exceptional circumstances. The need for such a temporary deviation is reviewed by the Personnel Committee. It informs the Supervisory Board of the result of its review. The Supervisory Board determines the necessity of a deviation in the form of a resolution.

Even in the event of a deviation, the remuneration of the members of the Management Board must comply with the aforementioned principles of the remuneration system and take the guidelines into account. The possibility of temporary deviation is limited to the performance-related (variable) remuneration components. The performance criteria, the calculation logic and the weighting of the variable remuneration components can be adjusted or new remuneration components added as part of the existing plan system.

If a deviation is resolved, the circumstances, in particular the necessity of the deviation, must be explained in the remuneration report and the remuneration components affected must be named in accordance with Section 162 para. 1 no. 5 AktG.