



BERENTZEN-GRUPPE
Thirst for life

Compensation
Report

2021

Compensation report

Compensation Report of Berentzen-Gruppe Aktiengesellschaft for the 2021 financial year

The present Compensation Report presents in a clear and comprehensible manner the compensation individually granted and owed by Berentzen-Gruppe Aktiengesellschaft to the present and former members of its Executive Board and Supervisory Board in the 2021 financial year and includes, by name, the necessary details and explanations to the extent such information is actually available.

This Compensation Report was compiled jointly by the Executive Board and Supervisory Board of Berentzen-Gruppe Aktiengesellschaft in accordance with the statutory requirements of the German Stock Corporations Act (Section 162 AktG).

According to Section 162 (3) sentence 1 AktG (German Stock Corporations Act), the independent auditor is obliged to audit the Compensation Report. Within the scope of this statutory audit duty, the independent auditor must review whether the information pursuant to Section 162 (1) and (2) AktG has been provided, i.e. the independent auditor is only obliged to perform an audit of formal requirements. Furthermore, the Supervisory Board voluntarily engaged the independent auditor for the consolidated financial statements and the annual financial statements of Berentzen-Gruppe Aktiengesellschaft at December 31, 2021, PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Osnabrück, with a review of the content of the Compensation Report for the 2021 financial year. The review of the Compensation Report is a separate review pursuant to the German Stock Corporations Act and is not part of the audit of financial statements.

(1) Compensation of members of the Executive Board

(1.1) Compensation system for Executive Board members

(1.1.1) Method of setting, reviewing and implementing the compensation system for the members of the Executive Board

The compensation system for the members of the Executive Board and compensation for individual members of the Executive Board are set by the Supervisory Board of Berentzen-Gruppe Aktiengesellschaft, with preparation of the corresponding Supervisory Board resolutions having been transferred to the Supervisory Board's Personnel Committee. The Supervisory Board and its Personnel Committee may consult external advisers as necessary. When external compensation experts are engaged, it is ensured that they are independent of the Executive Board and the Company.

As a general principle, the Supervisory Board's Personnel Committee prepares the regular Supervisory Board reviews of the system of compensation of the Executive Board members. When necessary, the Personnel Committee makes recommendations for changes to the Supervisory Board.

In the event of material changes, but no less than once every four years, the compensation system is presented to the annual general meeting for approval. If the annual general meeting does not approve the compensation system submitted to it for voting, a reviewed compensation system will be submitted for resolution no later than the subsequent ordinary general meeting.

(1.1.2) Voting of the annual general meeting on the compensation system for the members of the Executive Board

On December 10, 2020, the Supervisory Board passed at the recommendation of the Supervisory Board's Personnel Committee an amended system for compensation of the Executive Board members to take effect as of January 1, 2021 and submitted this compensation system to the annual general meeting of Berentzen-Gruppe Aktiengesellschaft for approval pursuant to Section 120a (1) sentence 1 AktG on May 11, 2021; this amended system took account of the provisions of Section 87a (1) AktG that was newly created with the Act to Implement the Second Shareholder Rights Directive of December 12, 2019 (ARUG II) and the corresponding recommendations of the German Corporate Governance Code (DCGK) in the version of December 16, 2019. The compensation system was approved by this annual general meeting with a majority of 82.54% of the votes cast.

If there are any material changes to the compensation system, it will be submitted to the annual general meeting again for approval, but no later than the ordinary general meeting held in the year 2025.

In their preparation of the amended compensation system for the members of the Executive Board, the Supervisory Board and its Personnel Committee received assistance from independent external compensation experts from Deloitte Consulting GmbH, Düsseldorf. As part of this process, an assessment was performed at the same time of the customariness and appropriateness of the Executive Board compensation under the amended compensation system in accordance with the requirements of stock corporation law and the recommendations of the DCGK in this context.

(1.1.3) Application of the compensation system for the members of the Executive Board

The compensation system for the members of the Executive Board as changed with effect as of January 1, 2021 and approved by the annual general meeting was applied to all current members of the Executive Board in the 2021 financial year. To this end, the existing employment contracts of the current members of the Executive Board were correspondingly amended to be retroactively effective from January 1, 2021.

Furthermore, the members of the Executive Board were granted individual compensation components in the 2021 financial year that had been committed in previous financial years under the compensation system valid at that time for the members of the Executive Board and under their employment contracts. Such compensation components are presented and explained in section (1.2) below.

(1.1.4) Fundamentals and general objective of the compensation system for the members of the Executive Board

The system of Executive Board compensation promotes the implementation of the long-term corporate strategy of profitable growth. It promotes implementation of non-financial strategic objectives and provides incentives for creating long-term and sustainable value while, at the same time, avoiding undue risks. In addition, this approach also specifically promotes the interests of the shareholders in an appropriate long-term return. It is intended for the Executive Board members to be granted, within the relevant legal framework, a market-based but competitive compensation package in order to encourage the loyalty of qualified Executive Board members to Berentzen-Gruppe Aktiengesellschaft and to attract new Executive Board members to the Company.

The compensation system for the members of the Executive Board of Berentzen-Gruppe Aktiengesellschaft consists of non-performance-based (fixed) and performance-based (variable) components. In the event of performance targets being 100% reached in each case, the ratio of the short-term, single-year variable compensation (short-term incentive, STI) to long-term, multiple-year variable compensation (long-term incentive, LTI) stands at 40:60 after rounding. In the case of special achievements or special project successes, which in particular make a contribution to sustainable corporate performance, the Supervisory Board may further decide to award an additional voluntary special allowance.

The following overview provides a summary of the individual components of the compensation system in place and approved by the annual general meeting for the members of the Executive Board and of the underlying objectives including the link to strategy and the specific structure of the individual compensation components. These are explained in detail in section (1.1.6) below.

The variable compensation components granted and owed in the 2021 financial year and their structure that, due to commitments from financial years prior to the entry into effect of the compensation system that has been definitive for the members of the Executive Board since January 1, 2021, did not correspond to the latter system are presented in section (1.2) below.

Compensation component	Structure / parameter	Purpose / Link to strategy
Target total compensation	<p>Composition: Fixed and variable compensation components</p> <p>Ratio of single-year to multiple-year variable compensation (STI / LTI): around 40:60 with a degree of target achievement of 100% in each case</p> <p>Voluntary variable special allowance possible</p>	
Fixed compensation components		
Basic compensation	Annual basic compensation, paid in twelve monthly instalments	Basis for attracting and retaining highly qualified members for the Executive Board for implementing the long-term corporate strategy of profitable growth and further corporate objectives
Fringe benefits	<p>Company car, including private use</p> <p>Pensions: Designated payment of EUR 12 thousand p.a.</p> <p>Continued remuneration in the event of illness</p> <p>Accident insurance</p> <p>D&O insurance with deductible</p>	Granting of an overall market-based but competitive compensation package
Variable compensation components		
Single-year variable compensation (STI)	<p>Performance parameter: Consolidated operating profit (consolidated EBIT)</p> <p>Performance period: Financial year</p> <p>Range of degree of target achievement: 75 to 120% of the target value The target value corresponds to the value of the performance parameter (consolidated EBIT) resulting from the business plan approved by the Supervisory Board for the respective performance period (the financial year in question).</p> <p>STI target amount (degree of target achievement 100%): EUR 140 thousand</p> <p>Cap: 200% of the STI target amount</p>	Taking account of the operating result in a financial year, compensation for the annual contribution on the part of the Executive Board members to the operational implementation of the corporate strategy and supporting the stakeholders' interests in an appropriate long-term return
Multiple-year variable compensation (LTI)	<p>Performance period: 4 years</p> <p>LTI target amount (degree of target achievement 100%): EUR 210 thousand</p>	Consideration of successful implementation of the corporate strategy over the long term

Compensation component	Structure / parameter		Purpose / Link to strategy
	Share-based performance parameter (TSR)	Weighting: 87.5% of the LTI	Incentivisation with regard to a sustainable return on the Berentzen-Gruppe Aktiengesellschaft share, consideration of the quantitative shareholder interests
		Performance parameter: Total shareholder return (TSR) (1) Ratio of the change in the share price plus dividends paid at the end of the performance period to the share price at the beginning of the performance period (2) Comparison of the TSR determined pursuant to (1) with the development of the TSR in SDAX-listed companies	
		Range of degree of target achievement: Range of degree of target achievement: 0 to 200% depending on the percentile rank achieved (minimum 25 th , maximum 75 th percentile rank)	
	Non-financial performance parameter	Weighting: 12.5% of the LTI	Consideration of the Executive Board's contribution to implementation of the corporate strategy and to the long-term development of the Company
		Performance parameter: (1) Derivation of two to four, generally identically weighted non-financial targets from the CSR strategy and from the corporate strategy (2) Parameters are defined when setting the non-financial targets and can be of a qualitative and quantitative nature	
		Range of degree of target achievement: 0 to 200%. Degree of target achievement of 100% is defined when setting the non-financial targets	

Compensation component	Structure / parameter	Purpose / Link to strategy
Voluntary special allowance	One-off payment without legal entitlement	Consideration of the contribution of individual Executive Board members to sustainable business performance
	Performance parameter: Special achievements on the part of an Executive Board member or special project successes which in particular make a contribution to sustainable corporate performance	
	Definition at the reasonable discretion of the Supervisory Board - on an individual basis - to the extent that special achievement/special project success not already considered in the single-year variable compensation for the relevance performance period	
	Cap: Total of voluntary special allowance + single-year variable compensation < target amount for multiple-year variable compensation in the relevant performance period	
Maximum compensation (cap on total compensation granted pursuant to Section 87a (1) Sentence 2 No. 1 AktG)	Total of the maximum amount of all fixed and variable compensation components for the financial year in question – irrespective of whether these will be paid out in the financial year in question or at a later point in time – taking into consideration the respective upper limits (cap or highest percentage of the range) of the single- and multiple-year compensation components	
Other compensation policies		
Reduction in (malus) and reclaiming of (clawback) variable compensation components	Malus: In the event of breaches of duty or compliance violations, the Supervisory Board may reduce variable compensation components. The Supervisory Board will decide on the extent of the reduction depending on the severity of the breach of duty at its reasonable discretion.	
	Clawback: Possibility to reclaim variable compensation payments that is linked to the achievement of the relevant targets and were wrongly paid out on the basis of incorrect data (difference). The Supervisory Board will decide at its reasonable discretion on whether this reservation is exercised.	
Payments in the event of premature termination of Executive Board activity (severance cap)	Severance payment in the event of premature termination of the employment contract for good cause for a reason for which the member of the Executive Board is not responsible and – where agreed in the employment contract – due to a “change of control” event having occurred	
	Cap: A maximum of two total compensation payments or of an amount corresponding to the total compensation pro rata temporis that would have been payable overall for the remaining term of the contract	

(1.1.5) Target total compensation

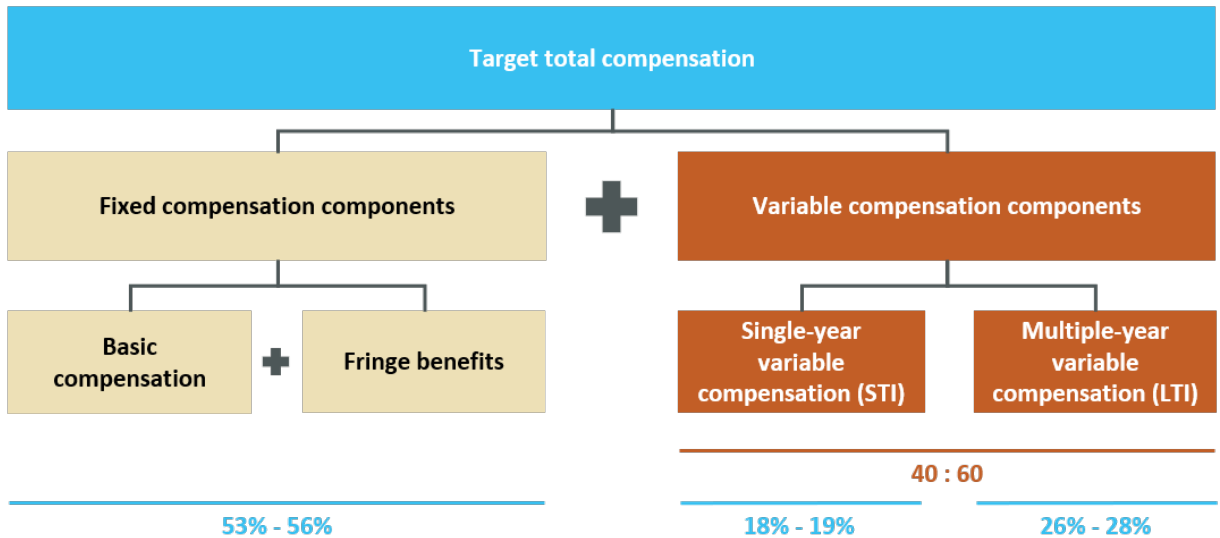
The target total compensation is such compensation that would be paid to an Executive Board member for a financial year (performance period) as an aggregate of all fixed and variable compensation components that would be paid overall if the degree of target achievement amounts to 100% in both of the two compensation components, STI and LTI. This is independent of whether the individual compensation component is granted or owed in the financial year in question or at a later point in time.

The Supervisory Board determines in compliance with the compensation system the amount of the target total compensation for each Executive Board member. In this context, the Supervisory Board not only takes into consideration an appropriate relationship to the tasks and performance of the Executive Board member but also the economic situation of Berentzen-Gruppe Aktiengesellschaft.

The following table contains an overview of the relative shares of the individual compensation components in the target total compensation:

Composition of target total compensation

with a degree of target achievement in relation to the variable compensation components of 100%



(1.1.6) Compensation components

The compensation of the members of the Executive Board of Berentzen-Gruppe Aktiengesellschaft generally consists of the fixed compensation components of basic compensation and fringe benefits as well as the variable compensation components of STI and LTI. Furthermore, it is possible under certain circumstances to additionally pay a voluntary variable special allowance.

(1.1.6.1) Basic compensation

Each Executive Board member receives a fixed annual basic compensation. This amount is paid out in twelve monthly instalments.

Together with the other compensation components, the annual basic compensation forms the basis for attracting and retaining highly qualified members for the Executive Board in order to be able to implement the long-term corporate strategy of profitable growth and further corporate objectives.

(1.1.6.2) Fringe benefits

The fringe benefits comprise in detail:

- Company car that individual Executive Board members may also use for private purposes
- Designated payment of an annual amount of EUR 12 thousand for use of a financial instrument suitable for a pension plan
- Continued remuneration for a period of up to six weeks and subsequent sick pay of the difference between the – hypothetical – sick pay of the statutory health insurance for a period of up to nine months but no longer in each case than until termination of the employment contract as a member of the Executive Board

- Accident insurance (in the form of participation in the group accident insurance with an annual amount of EUR 1,500)
- D&O insurance with deductible as specified in the Stock Corporations Act (AktG)

The fringe benefits are intended to create an attractive working environment for the members of the Executive Board and furthermore contribute to granting the Executive Board members a both market-based and competitive compensation package overall.

(1.1.6.3) Single-year variable compensation (STI)

(1.1.6.3.1) Performance parameter and computation of STI

The performance parameter for STI is the consolidated operating profit of Berentzen-Gruppe Aktiengesellschaft (consolidated EBIT).

For this purpose, the Supervisory Board sets a target value for the consolidated EBIT at the beginning of the financial year for the respective STI performance period. This target value corresponds to the value of the consolidated EBIT resulting from the business plan approved by the Supervisory Board for the respective financial year. Target achievement is determined after the end of the financial year on the basis of the audited consolidated financial statements as a comparison of the target value with the consolidated EBIT actually achieved for the respective financial year, expressed as a degree of target achievement.

The degree of target achievement relevant to the STI ranges between 75% and 120% of the target value.

A degree of target achievement of 75% forms the lower limit for the STI, i.e. in the event of a degree of target

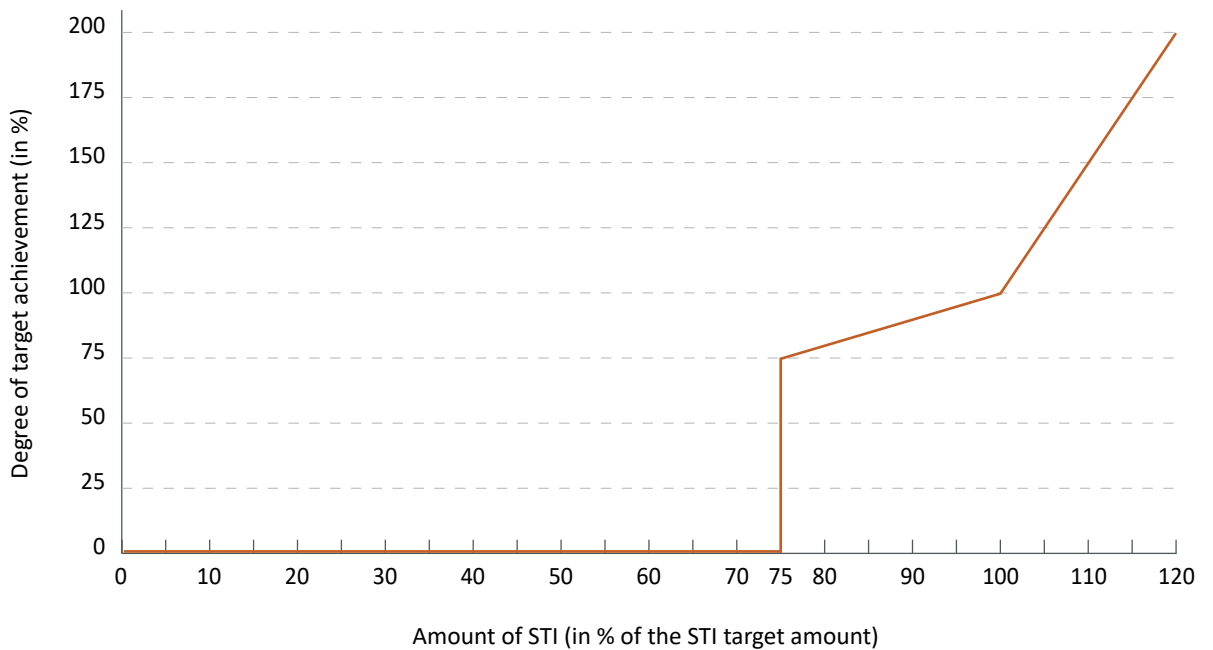
achievement of less than 75%, no STI will be granted. capped at 200% of the STI target amount.

The degree of target achievement is capped at 120% of the target value, which in turn means that the STI is capped at 200% of the STI target amount. The ratio between the degree of target achievement and the amount of the STI correlates in detail as follows:

Degree of target achievement (in % of the target value)	Amount of STI (% of target amount)
< 75	No STI is granted
= 75	75% of the STI target amount
> 75 to 100	Straight line increase from 75% to 100% of the STI target amount
> 100 to 120	100% of the STI target amount plus 5% per percentage point that the target value is exceeded, thus a maximum of 200% of the STI targets amount

The following overview contains a graphic representation to any adjustment in the event of extraordinary of the relationship between the degree of target developments (for more details on this, see section achievement and the resulting amount of STI, subject (1.1.6.3.3)):

Ratio of degree of target achievement to the amount of STI



(1.1.6.3.2) Objective of the STI

With the consolidated EBIT being the definitive performance parameter for the STI, the granting of the STI takes into account the operating performance in a financial year (STI performance period) and at the same time compensation is made for the contribution in that year by the Executive Board members to operational implementation of the corporate strategy. Furthermore, the shareholder interests in an appropriate long-term return are promoted in this way.

(1.1.6.3.3) Setting and payment of the STI

The STI for the financial year in question is set in two steps:

In a first step, the degree of target achievement is multiplied by the STI target amount. In the event of extraordinary developments, the Supervisory Board may adjust the resulting computed result by using a discretionary multiplier of between 80% and 120%. Any adjustment to more than 200% of the STI target amount is excluded.

In a second step, the Supervisory Board reviews whether any breaches of duty or compliance violations on the part of the Executive Board member in the STI performance period make it necessary to adjust downwards the STI determined in the first step. The Supervisory Board will decide on the extent of the reduction depending on the severity of the breach of duty at its reasonable discretion.

The STI determined following conclusion of the second step constitutes its amount payable and is paid out to the Executive Board member in cash. This amount is due as of March 31 of the financial year following the STI performance period in question to the extent that the consolidated financial statements of Berentzen-Gruppe Aktiengesellschaft have already been approved by the Supervisory Board at this point; otherwise, it is due

immediately after approval of the consolidated financial statements by the Supervisory Board.

(1.1.6.4) Multiple-year variable compensation (LTI)

(1.1.6.4.1) Performance parameters of the LTI

The LTI is intended to take into account successful implementation of the corporate strategy over the long term. It comprises a share-based performance parameter and a non-financial performance parameter. The performance period for the LTI is four years (LTI performance period), beginning with the financial year for which the specific LTI is committed.

Share-based performance parameter (TSR) – objective, computation and weighting

The share-based performance parameter has the purpose of incentivising the members of the Executive Board with regard to a sustainable return on the Berentzen-Gruppe Aktiengesellschaft share and the associated broad consideration of the quantitative interests of its shareholders. Concrete incentivisation is achieved with the performance parameter of total shareholder return (TSR) that represents at the same time the share-based portion of the variable compensation. TSR is weighted at a value of 87.5% of the LTI.

TSR includes the total return received by the shareholder over the LTI performance period and is calculated from the ratio of the price development of the share plus dividends paid at the end of the LTI performance period to the share price at the beginning of the LTI performance period.

In order to reduce the effects of random and short-lived price developments, the definitive share prices are calculated as follows: the average commercially rounded closing price in Xetra trading of the last 90 trading days

prior to the beginning of the LTI performance period is used as the beginning share price. The ending share price is determined on the basis of the average of the closing prices of the last 90 trading days prior to the end of the LTI performance period.

The average period for calculating the beginning share price is not part of the LTI performance period.

For final use in the LTI, the TSR of Berentzen-Gruppe Aktiengesellschaft determined according to these calculation parameters is compared with the development of the TSR of the chosen benchmark companies in the LTI performance period. The companies listed in the German SDAX share index of Deutsche Börse AG, Frankfurt am Main over the entire LTI performance period is used as the group of benchmark companies.

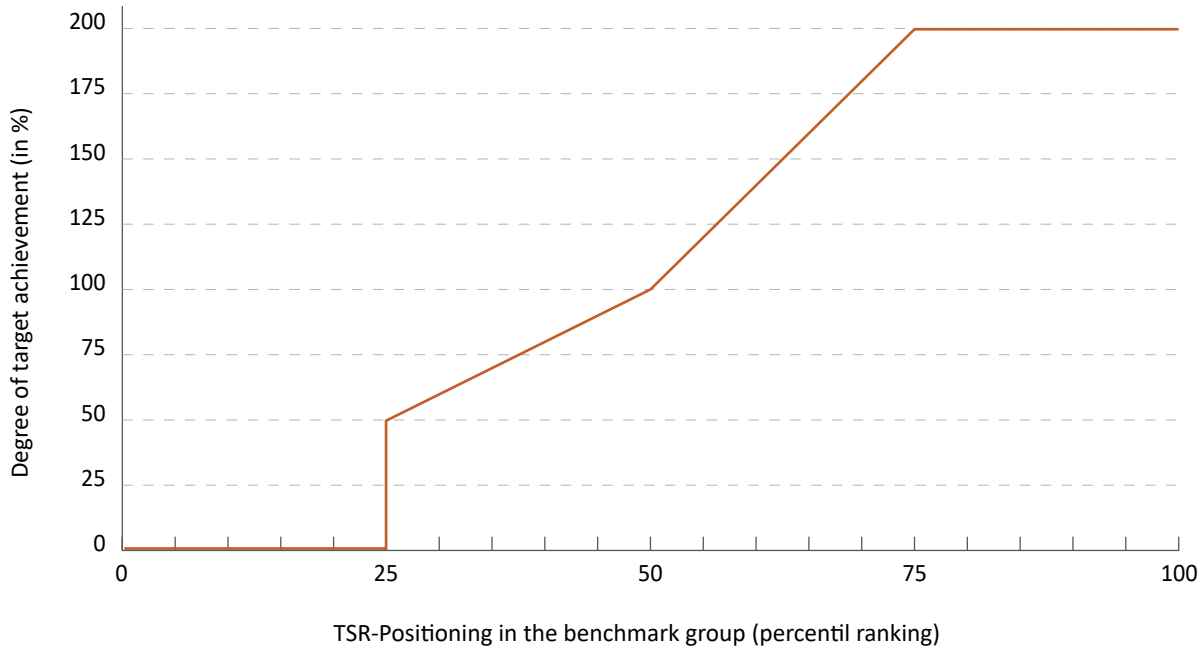
To determine the target achievement for TSR, the TSR of Berentzen-Gruppe Aktiengesellschaft and the TSR of the benchmark group are ranked against each other and the relative position is expressed on the basis of the percentile ranking achieved. Target achievement for the TSR is determined according to the following system of percentiles: the possible degree of target achievement has a range from 0% to a maximum of 200%.

In the event of a position below the 25th percentile, the degree of target achievement is 0%. In the event of a position at the 25th percentile (threshold value), the degree of target achievement will be 50%. If the relative TSR of Berentzen-Gruppe Aktiengesellschaft achieved corresponds to the meridian (50th percentile) of the benchmark group, the degree of target achievement corresponds to 100%. For the maximum degree of target achievement of 200%, at least the 75th percentile must be achieved. Both in the case of a positive and a negative deviation, interim values will be interpolated on a straight-line basis in each case.

The reference for setting the rankings is the composition of the SDAX on the last day of the LTI performance period, adjusted for those companies that were not included in the SDAX until after the beginning of the LTI performance period. The composition of the group of benchmark companies may be adjusted for future changes in the market or business environment.

The following overview contains a graphic representation of the relationship between the position on the basis of the percentile ranking achieved and the degree of target achievement in relation to the target achievement for the TSR:

LTI/TSR – ratio between the positioning on the basis of the percentile ranking achieved and the degree of target achievement



Non-financial performance parameters – objective, determination and weighting

The non-financial performance parameter is intended to take into consideration the contribution by the Executive Board to implementation of the corporate strategy and thus also to the long-term development of the Company. It is weighted with a value of 12.5% of the LTI.

The non-financial objectives are derived from the Corporate Social Responsibility (CSR) strategy and from Berentzen-Gruppe Aktiengesellschaft’s corporate strategy.

The Supervisory Board sets the specific non-financial objectives at the beginning of the LTI performance period in question. Overall, two to four non-financial targets can be set that in principle have the same weighting. When setting the specific non-financial targets, the criteria under which the respective target is deemed “fully fulfilled” (degree of target achievement is 100%) and the parameters used to assess the degree of target achievement are defined. The parameters can be of a qualitative and quantitative nature. Target achievement

for the individual non-financial target is determined on the basis of the following potential degree of target achievement:

Objective	Degree of target achievement (in %)
Very considerably exceeded	200
Considerably exceeded	150
Exceeded	125
Fully fulfilled	100
Substantially fulfilled	75
Partially fulfilled	50
Not fulfilled	0

(1.1.6.4.2) Setting and payment of the LTI

Setting of the LTI for the performance period in question is performed in two steps:

The weighted total degree of target achievement for the LTI, consisting of the degrees of target achievement for the share-based performance parameter and for the

non-financial performance parameter, is determined in a first step. This total degree of target achievement is subsequently multiplied by the LTI target amount.

In a second step, the Supervisory Board reviews whether any breaches of duty or compliance violations on the part of the Executive Board member in the LTI performance period make it necessary to adjust downwards the LTI determined in the first step. The Supervisory Board will decide on the extent of the reduction depending on the severity of the breach of duty at its reasonable discretion.

The LTI determined following conclusion of the second step constitutes its amount payable and is paid out to the Executive Board member in cash. The Supervisory Board sets the LTI at the first Supervisory Board meeting in the financial year following the LTI performance period. The amount of the LTI paid out is due by the end of the calendar month following the date on which it is set by the Supervisory Board.

(1.1.6.5) Voluntary special allowance

In the case of special achievements on the part of an Executive Board member or in the case of special project successes which in particular make a contribution to sustainable corporate performance, the Supervisory Board may grant an Executive Board member or more than one Executive Board member an additional voluntary, variable special allowance. The potential granting of the voluntary special allowance is intended to take into consideration the contribution of the individual Executive Board member to the sustainable business performance.

The setting of this allowance is at the reasonable discretion of the Supervisory Board. The Supervisory Board will only make use of this possibility in individual cases if and to the extent this is necessary to ensure appropriate compensation of the Executive Board members in the given special situation if the Company

obtains at the same time an additional material and/or immaterial advantage from the granting of the specific voluntary special allowance (for example additional consolidated earnings and/or long-term cost savings from the special performance or from the special project success; incentive effect towards the other Executive Board members or active or potential executives) and if the special performance or the special project success has not already been taken into consideration in the STI granted for the relevant performance period. When setting any voluntary special allowance, the Supervisory Board takes account of the parameters guiding their reasonable discretion that the total of any voluntary special allowance set for the relevant performance period and the single-year variable compensation (STI) actually set is lower than the target amount of the multiple-year variable compensation (LTI) (cap).

Any voluntary special allowance being set in specific circumstances will be treated as a one-off payment to which there will not be any legal entitlement for the future.

The Supervisory Board assesses and sets any voluntary special allowance for the relevant performance period at the Supervisory Board meeting in which it sets the STI for the relevant performance period. The voluntary special allowance determined is paid out in cash. This amount is due as of March 31 of the financial year following the performance period in question to the extent that the consolidated financial statements of Berentzen-Gruppe Aktiengesellschaft have already been approved by the Supervisory Board at this point; otherwise, it is due immediately after approval of the consolidated financial statements by the Supervisory Board.

(1.1.7) Maximum compensation

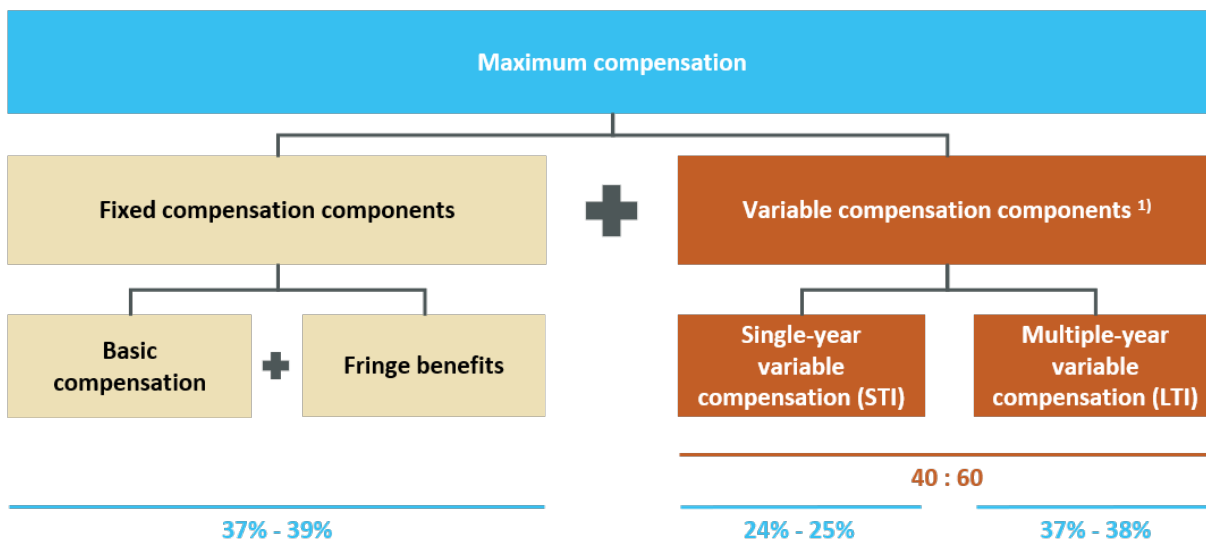
The maximum compensation corresponds to the total of the maximum amount of all fixed and variable compensation components for the financial year in question for the Executive Board member in question – irrespective of whether they will be paid out in the financial year in question or at a later point in time – taking into consideration the respective upper limits (cap or highest percentage of the range of 200% of the target amount in each case)

of the single- and multiple-year variable compensation components (STI and LTI). The maximum compensation is determined by the Supervisory Board as an amount for each Executive Board member.

The following table contains an overview of the relative shares of the individual compensation components in the maximum compensation:

Composition of the maximum compensation

with a maximum degree of target achievement in relation to the variable compensation components of 200%



¹⁾ Variable compensation components without any voluntary special allowance. By its very nature, any voluntary special allowance is not included in any consideration of the maximum compensation as in the event of maximum compensation the STI actually set for the specific performance period exceeds the LTI target amount.

(1.1.8) Reduction in (malus) and reclaiming of (clawback) variable compensation components

Malus

In the event of breaches of duty or compliance violations on the part of an Executive Board member, the Supervisory Board may reduce the variable compensation components. The Supervisory Board will decide on the

extent of the reduction depending on the severity of the breach of duty at its reasonable discretion. The severity of the specific breach of duty will be assessed on the basis of the standard contained in Section 93 AktG. According to this standard, relevant breaches of duty may comprise breaches of statutory, supervisory or contractual duties or infringement of the Company’s internal regulations, specifically compliance violations. Before the malus regulation can take effect a sufficiently serious breach

of duty on the part of the Executive Board member must have taken place that, subject to considerations of proportionality, justifies an effect on the variable compensation. Any claims for damages against the Executive Board member remain unaffected.

Clawback

If variable compensation components that are linked to the achievement of relevant targets were wrongly paid out on the basis of incorrect data, Berentzen-Gruppe Aktiengesellschaft reserves the right to reclaim the difference resulting from the recalculation of the amount of the variable compensation in comparison to the payout made. The Supervisory Board will decide at its reasonable discretion on whether this reservation is exercised.

(1.1.9) Payments in the event of premature termination of Executive Board activity

In the event of premature termination of the employment contract, in no case will payments be made to the Executive Board member that – including fringe benefits – exceed two total compensation payments or an amount corresponding to the total compensation pro rata temporis that would have been payable overall for the remaining term of the contract (severance cap). For the calculation of the severance cap, reference is made to the total compensation of the past financial year and, where necessary, to the expected total compensation for the current financial year in which the premature termination of the employment contract is taking place. If the employment contract is terminated for good cause pursuant to Section 626 BGB (German Civil Code) for a reason for which the Executive Board member is responsible, no payments will be made to the Executive Board member.

The employment contract of individual Executive Board members can specify that a severance payment of the above maximum amount will be granted after termination

of the Executive Board member in connection with a “change of control” event. A “change of control” event in the above meaning has occurred (1) upon the coming into existence of a takeover obligation pursuant to the German Securities Acquisition and Takeover Act (WpÜG) relating to the Company’s shares or (2) in the event of approval by the annual general meeting of a merger with another company in which Berentzen-Gruppe Aktiengesellschaft would be the disappearing entity or by way of which the existing shareholders of Berentzen-Gruppe Aktiengesellschaft hold less than 50% of the shares in the company or Berentzen-Gruppe Aktiengesellschaft receives a principal shareholder that would be obliged to perform a takeover transaction in the event of a share purchase pursuant to the German Securities Acquisition and Takeover Act, or (3) in the event of approval of the annual general meeting to a domination or profit and loss transfer agreement with Berentzen-Gruppe Aktiengesellschaft as the dependent entity.

No payments in excess of this severance payment will be granted.

(1.2) Individual compensation for Members of the Executive Board in the 2021 financial year

In accordance with the Articles of Association, the Executive Board was composed of two members for the entire 2021 financial year:

(1.2.1) Composition of the Executive Board

Name	Duration of membership of the Executive Board	Responsibilities
Ralf Brühöfner	since June 18, 2007	Finance, Controlling, Human Resources, Information Technology, Legal Affairs, Corporate Communication, Investor Relations, Corporate Social Responsibility
Oliver Schwegmann	since June 1, 2017	Marketing, Sales, Production and Logistics, Purchasing, Research and Development

(1.2.2) Objective and maximum compensation of the members of the Executive Board

The compensation payments actually granted and owed to the members of the Executive Board for variable compensation components are payable to them depending on the relevant target achievement and not until after the end of the 2021 financial year or the relevant performance period in each case.

The following table contains an overview of the absolute and relative shares of the individual compensation components in the target total compensation and in the maximum compensation of the members of the Executive Board for the 2021 financial year, broken down by the individual Executive Board members.

Target total compensation / maximum compensation Current members of the Executive Board	Oliver Schwegmann				Ralf Brühöfner			
	2021		2021		2021		2021	
	Target total compensation EUR'000	Maximum compensation %	Target total compensation EUR'000	Maximum compensation %	Target total compensation EUR'000	Maximum compensation %	Target total compensation EUR'000	Maximum compensation %
Fixed compensation components								
Basic compensation	400.0	50.0	400.0	34.8	360.0	48.0	360.0	32.7
Fringe benefits	50.0	6.3	50.0	4.3	40.0	5.3	40.0	3.6
	450.0	56.3	450.0	39.1	400.0	53.3	400.0	36.4
Variable compensation components ¹⁾								
Single-year variable compensation (STI)	140.0	17.5	280.0	24.3	140.0	18.7	280.0	25.5
Multiple-year variable compensation (LTI)	210.0	26.3	420.0	36.5	210.0	28.0	420.0	38.2
	350.0	43.8	700.0	60.9	350.0	46.7	700.0	63.6
	800.0	100.0	1,150.0	100.0	750.0	100.0	1,100.0	100.0

¹⁾ Variable compensation components without any voluntary special allowance. By its very nature, any voluntary special allowance is not included in any consideration of the maximum compensation as in the event of maximum compensation the STI actually set for the specific performance period exceeds the LTI target amount.

The above definitions of the terms “granted” and “owned” was applied retroactively along the same lines for the 2020 financial year, i.e. those amounts were also determined for the 2020 financial year that would have been stated as granted and owed compensation in each case if the provision of Section 162 (1), sentence 1, sentence 2 No. 1 AktG had already been applicable as of the 2020 financial year.

In detail, the members of the Executive Board were granted and owed the following compensation as defined in Section 162 (1) Sentence 1 AktG in the 2021 financial year – exclusively by Berentzen-Gruppe Aktiengesellschaft:

Granted and owed compensation of the members of the Executive Board Current members of the Executive Board	Oliver Schwegmann				Ralf Brühöfner			
	2021		2020		2021		2020	
	EUR'000	%	EUR'000	%	EUR'000	%	EUR'000	%
Fixed compensation components								
Basic compensation	400.0	68.2	350.0	67.2	360.0	68.2	330.0	57.5
Fringe benefits	48.2	8.2	38.7	7.4	30.9	5.9	36.7	6.4
	448.2	76.5	388.7	74.6	390.9	74.1	366.7	63.9
Variable compensation components ¹⁾								
Single-year variable compensation (STI)								
STI 2020	93.8	16.0	-	-	70.3	13.3	-	-
STI 2019	-	-	132.5	25.4	-	-	132.5	23.1
Multiple-year variable compensation (LTI)								
LTI 2018 - 2020	44.2	7.5	-	-	66.3	12.6	-	-
LTI 2017 - 2019	-	-	-	-	-	-	74.6	13.0
	138.0	23.5	132.5	25.4	136.6	25.9	207.0	36.1
	586.2	100.0	521.2	100.0	527.5	100.0	573.7	100.0

¹⁾ The variable compensation components granted and owed in the 2021 financial year are based on commitments from financial years prior to the entry into effect of the compensation system that has been definitive for the members of the Executive Board since January 1, 2021.

(1.2.3.1) Basic compensation

The basic compensation granted in the 2021 financial year corresponded to the compensation system that has been definitive since January 1, 2021 and was approved by the annual general meeting of Berentzen-Gruppe Aktiengesellschaft on May 11, 2021. These

compensation payments were granted to promote the long-term development of the Company in the manner described in section (1.1.6.1). Performance criteria are not applicable to the basic compensation as it constitutes fixed compensation.

(1.2.3.2) Fringe benefits

The fringe benefits granted in the 2021 financial year similarly corresponded to the approved compensation system that has been definitive since January 1, 2021. The granting of these compensation payments was intended to promote the long-term development of the Company in the manner described in section (1.1.6.2). Again, performance criteria are not applicable to the fringe benefits as, like the basic compensation, they constitute agreed fixed compensation components.

(1.2.3.3) Variable compensation components

(1.2.3.3.1) Single-year variable compensation (STI)

The single-year variable compensation granted in the 2021 financial year was not yet aligned to the compensation system that has been definitive since January 1, 2021 but is still based on the compensation agreements in the service contracts made with the members of the Executive Board for the 2020 financial year. The performance criterion for the compensation granted in each case was the consolidated EBIT presented in the consolidated financial statements of Berentzen-Gruppe Aktiengesellschaft for the 2020 financial year. A certain total amount for the variable compensation was initially derived from this consolidated EBIT using a percentage individually agreed with each Executive Board member. The Executive Board members were then entitled to a partial amount of 45% of the amount derived in this way as single-year variable compensation that was accordingly granted in the 2021 financial year.

The performance criteria and their application are presented in detail in the following overview in section (1.2.3.3.3).

The compensation agreements definitive in this respect were based on the objective that the long-term development of the Company is promoted by the consolidated EBIT, and thus the operating profitability of the Company, being of material importance for the performance-based Executive Board compensation.

(1.2.3.3.2) Multiple-year variable compensation (LTI)

The multiple-year variable compensation granted in the 2021 financial year was likewise not yet aligned to the compensation system that has been definitive since January 1, 2021 but is based on the compensation agreements in the service contracts made with the members of the Executive Board for the 2018 financial year. The performance criterion for the amount granted was, as a starting point, the consolidated EBIT presented in the consolidated financial statements of Berentzen-Gruppe Aktiengesellschaft for the 2018 financial year. A certain total amount for the variable compensation was derived from this consolidated EBIT using a percentage individually agreed with each Executive Board member. A partial amount of up to 55% of the amount derived in this way then became payable in the 2021 financial year as multiple-year variable compensation. The amount was based on the ratio of the average consolidated EBIT for the 2018 to 2020 financial years to the average consolidated EBIT of the 2015 to 2017 financial years.

In detail, the ratio between the degree of target achievement and the amount of the LTI correlates as follows:

Degree of target achievement (ratio \emptyset consolidated EBIT in %)	Amount of LTI (% of target amount)
< 50	No LTI is granted
>= 50 to 150	Straight-line increase from 1% to 100% of the LTI target amount

The performance criteria and their application are presented in detail in the following overview in section (1.2.3.3.3).

The compensation agreements definitive in this respect were based on the objective that the long-term development of the Company is promoted if the level and development of the consolidated EBIT seen over multiple-year comparative periods is of material importance for the performance-based Executive Board compensation. Most of all, the multiple-year comparative periods are intended to provide an incentive to achieve a sustainable, and thus long-term, increase in the Company's profitability.

(1.2.3.3.3) Summarised presentation of the performance criteria and their application for the variable compensation components

The following overview presents a summary of the performance criteria and their application for the single- and multiple-year variable compensation components granted and owed in the 2021 financial year.

Compensation of the members of the Executive Board granted and owed Variable compensation components ¹⁾ - Application of the performance criteria Current members of the Executive Board	Consolidated EBIT		Variable compensation						2021 EUR'000
	Financial year	EUR'000	Assessment base (AB) for STI and LTI		STI EUR'000	LTI EUR'000	Ratio ∅ consolidated EBIT = degree of target achievement ²⁾	Amount of LTI ^{2) 3)} % of target amount	
			% of consolidated EBIT	EUR'000					
Oliver Schwegmann									
Single-year variable compensation (STI)									
STI 2020	2020	5,209	4.0	208.4	93.8	-	-	-	93.8
Multiple-year variable compensation (LTI)									
LTI 2018 - 2020	2018	9,802	2.0	196.0	-	107.8	91.0	41.0	44.2
	2019	9,812							
	2020	5,209							
	∅ 2018–2020	8,274							
	2015	7,575							
	2016	10,515							
	2017	9,221							
	∅ 2015–2017	9,104							
Ralf Brühöfner									
Single-year variable compensation (STI)									
STI 2020	2020	5,209	3.0	156.3	70.3	-	-	-	70.3
Multiple-year variable compensation (LTI)									
LTI 2018 - 2020	2018	9,802	3.0	294.1	-	161.7	91.0	41.0	66.3
	2019	9,812							
	2020	5,209							
	∅ 2018–2020	8,274							
	2015	7,575							
	2016	10,515							
	2017	9,221							
	∅ 2015–2017	9,104							

¹⁾ The variable compensation components granted and owed in the 2021 financial year are based on commitments from financial years prior to the entry into effect of the compensation system that has been definitive for the members of the Executive Board since January 1, 2021.

²⁾ According to compensation agreements in the service contracts, rounded to the nearest whole number in accordance with commercial practice.

³⁾ The percentage to be applied to the target amount to determine the amount of the LTI is derived from the degree of target achievement according to the presentation in section (1.2.3.3.2).

(1.2.3.3.4) Voluntary special allowance

No voluntary special allowance was granted or owed in the 2021 financial year.

(1.2.4) Compliance with the maximum compensation

(1.2.4.1) Compensation committed for the 2021 financial year

The maximum compensation of the members of the Executive Board according to the approved compensation system that has been definitive since January 1, 2021 and how it is set is presented in sections (1.1.7) and (1.2.2) above.

According to this system, the compensation of members of the Executive Board is capped in two ways. Firstly, upper limits (cap or highest percentage of the range of 200% of the target amount in each case) have been set for the single- and multiple-year variable compensation components (STI and LTI). Taking account of these caps, the Supervisory Board further sets a maximum amount of compensation for each Executive Board member that corresponds to the maximum amount of all fixed and variable compensation components for the financial year in question – independent of whether they are paid out in the financial year in question or at a later date.

Due to the composition of compensation under the compensation system, it is not possible to retroactively review compliance with this maximum compensation until all compensation components that have been committed to the members of the Executive Board for the financial year in question have accrued – with regard to the variable compensation components depending on the target achievement in each case. As a four-year performance period applies for the multiple-year variable compensation components, compliance with the maximum compensation overall for the financial year in

question consequently can only be reviewed retroactively after expiry of this performance period.

In line with this, compliance with the maximum compensation of the members of the Executive Board for the 2021 financial year will only be reviewed and reported on after the end of the 2024 financial year.

(1.2.4.2) Compensation granted and owed in the 2021 financial year

The variable compensation payments granted to the members of the Executive Board in the 2021 financial year taking account of the accrual principle are not yet aligned to the compensation system that has been definitive since January 1, 2021 but were still based on commitments for the 2020 financial year (single-year variable compensation components) and the 2018 financial year (multiple-year variable compensation components) in accordance with their employment contracts under the compensation system valid at that time.

For the performance parameter relevant for these two variable compensation components resulting from the calculation (consolidated EBIT), upper limits of EUR 18 million and EUR 12 million, respectively, had been determined. Furthermore, an upper limit of 100% of the LTI target amount applied for the multiple-year variable compensation component. These upper limits were complied with without exception with regard to the variable compensation payments granted to the members of the Executive Board in the 2021 financial year, as can be seen from the summarised presentation in this regard in section (1.2.3.3.3) above.

(1.2.5) Reduction in (malus) and reclaiming of (clawback) variable compensation components

In the 2021 financial year, there was neither a reduction in nor any clawback of variable compensation components

as the Supervisory Board determined there was no justification for either. In addition, there was also no legal basis anyway for a potential clawback in relation to the variable compensation components granted and owed in the 2021 financial year as the service agreements definitive in this respect had not yet provided for such a possibility.

(1.2.6) Payments in the event of premature termination of Executive Board activity

Within the scope of the existing employment contracts with the current members of the Executive Board amended to be retroactively effective from January 1, 2021, a special right of termination has been agreed in the event of a “change of control” event – as specified in the compensation system that has been definitive since January 1, 2021 and described in section (1.1.9).

In the 2021 financial year, no payments were issued in connection with special termination rights falling under this provision.

(1.3) Individual compensation of members of the Executive Board for the 2021 financial year (supplementary voluntary explanation)

The compensation granted and owed to the current members of the Executive Board in the 2021 financial year as defined in Section 162 (1) sentence 1, sentence 2 No. 1 AktG is presented in section (1.2) according to the accrual principle in fulfilment of these legal requirements as explained there.

In the interest of clear and understandable reporting, the following overview creates in transparent manner a closer link, in terms of the period in which the entitlement arises, between compensation for and the Company’s performance during the same financial year, thus

additionally taking account of the “pay for performance” concept.

This states all compensation components, independently of their accrual, for the financial year in which the single- or multiple-year activity underlying the compensation was fully performed. This comprises both the fixed and variable compensation components. Consequently, also those variable compensation components whose performance period ended in the corresponding financial year and that, according to the compensation system, are not paid out until the financial year following the respective performance period or financial year are classified as compensation to be allocated to the performance period, i.e. the corresponding financial year, and presented accordingly.

On the basis of the above explanations, the compensation of the members of the Executive Board for the 2021 financial year is as follows:

Compensation for members of the Executive Board for the 2021 financial year (supplementary voluntary explanation)	Granting (accrual) ¹⁾	Oliver Schwegmann		Ralf Brühöfner	
		2021		2021	
		EUR'000	%	EUR'000	%
Current members of the Executive Board	Financial year				
Fixed compensation components					
Basic compensation	2021	400.0	53.8	360.0	50.7
Fringe benefits	2021	48.2	6.5	30.9	4.4
		448.2	60.3	390.9	55.1
Variable compensation components ¹⁾					
Single-year variable compensation (STI)					
STI 2021	2022	280.0	37.7	280.0	39.4
Multiple-year variable compensation (LTI)					
LTI 2019 - 2021	2022	14.6	2.0	38.9	5.5
		294.6	39.7	318.9	44.9
		742.8	100.0	709.7	100.0

¹⁾ Granting of the variable compensation components (STI and LTI) and their amount is subject to setting by the Supervisory Board in accordance with the compensation system for the members of the Executive Board that has been definitive since January 1, 2021.

(1.3.1) Fixed compensation components

The fixed compensation components taken into account in the above overview for the 2021 financial year, i.e. the basic compensation and the fringe benefits corresponded to the approved compensation system that has been definitive since January 1, 2021.

(1.3.2) Variable compensation components

(1.3.2.1) Single-year variable compensation (STI)

Likewise, the single-year variable compensation for the 2021 financial year stated in the above overview corresponds to the approved compensation system that has been definitive since January 1, 2021.

The performance criteria for this compensation component described in sections (1.1.4) and (1.1.6.3) above and application of the same are presented in detail in the overview below:

Compensation for members of the Executive Board for the 2021 financial year (supplementary voluntary explanation) Variable compensation component STI ¹⁾ – application of the performance criteria Current members of the Executive Board	Variable compensation STI ¹⁾						2021
	Consolidated EBIT				STI target amount	Amount of STI	
	Target value	Value actually achieved	Degree of target achievement		STI target amount	Amount of STI	
	EUR'000	EUR'000	(computed)	(relevant) ²⁾			% of target amount
				EUR'000		EUR'000	
Oliver Schwegmann							
Single-year variable compensation (STI)							
STI 2021	5,004	6,711	134.1	120.0	140.0	200.0	280.0
Ralf Brühöfner							
Single-year variable compensation (STI)							
STI 2021	5,004	6,711	134.1	120.0	140.0	200.0	280.0

¹⁾ Granting and amount of the single-year variable compensation (STI) is subject to setting by the Supervisory Board in accordance with the compensation system for the members of the Executive Board that has been definitive since January 1, 2021.

²⁾ According to the compensation system for the members of the Executive Board that has been definitive since January 1, 2021, the range of the degree of target achievement relevant for the single-year variable compensation (STI) comes to an amount between 75% and 120% of the target value. For this, see the presentation in section (1.1.6.3.1).

(1.3.2.2) Multiple-year variable compensation (LTI)

The multiple-year variable compensation presented in the overview above for the 2021 financial year is, in contrast, not yet aligned to the approved compensation system that has been definitive since January 1, 2021 but is based on the compensation agreements in the service contracts made with the members of the Executive Board for the 2019 financial year. The performance criterion for this is, as a starting point, the consolidated EBIT presented in the consolidated financial statements of Berentzen-Gruppe Aktiengesellschaft for the 2019 financial year.

A certain total amount for the variable compensation is derived from this consolidated EBIT using a percentage individually agreed with each Executive Board member. A partial amount of up to 55% of the amount derived in this way may then become payable in the 2022 financial year as multiple-year variable compensation. The amount is based on the ratio of the average consolidated EBIT for the 2019 to 2021 financial years to the average consolidated EBIT of the 2016 to 2018 financial years.

In detail, the ratio between the degree of target achievement and the amount of the LTI correlates as follows:

Degree of target achievement (ratio Ø consolidated EBIT in %)	Amount of LTI (% of target amount)
Oliver Schwegmann	
< 70	No LTI is granted
>= 70 to 115	Straight line around 2.2% per percentage point of the amount by which the lower limit of the degree of target achievement is exceeded, up to a maximum of 100% of the LTI target amount
Ralf Brühöfner	
< 50	No LTI is granted
>= 50 to 150	Straight-line increase from 1% to 100% of the LTI target amount

The performance criteria for this compensation component and application of the same are presented in detail in the overview below:

Compensation for members of the Executive Board for the 2021 financial year (supplementary voluntary explanation) Variable compensation component LTI ¹⁾ – application of the performance criteria Current members of the Executive Board	Consolidated EBIT		Variable compensation LTI ¹⁾					2021 EUR'000
	Financial year	EUR'000	Assessment base (AB) for LTI	LTI	Ratio $\bar{\emptyset}$ consolidated EBIT = degree of target achievement ²⁾	Amount of LTI ^{2) 3)}	% of target amount	
			% of consolidated EBIT	EUR'000	EUR'000	%		
Oliver Schwegmann								
Multiple-year variable compensation (LTI)								
LTI 2019 - 2021	2019	9,812	3.0	294.4	161.9	74.0	9.0	14.6
	2020	5,209						
	2021	6,711						
	$\bar{\emptyset}$ 2019–2021	7,244						
	2016	10,515						
	2017	9,221						
	2018	9,802						
	$\bar{\emptyset}$ 2016–2018	9,846						
Ralf Brühöfner								
Multiple-year variable compensation (LTI)								
LTI 2019 - 2021	2019	9,812	3.0	294.4	161.9	74.0	24.0	38.9
	2020	5,209						
	2021	6,711						
	$\bar{\emptyset}$ 2019–2021	7,244						
	2016	10,515						
	2017	9,221						
	2018	9,802						
	$\bar{\emptyset}$ 2016–2018	9,846						

¹⁾ Granting and amount of the multiple-year variable compensation (LTI) is subject to setting by the Supervisory Board in accordance with the compensation system for the members of the Executive Board that has been definitive since January 1, 2021.

²⁾ According to compensation agreements in the service contracts, rounded to the nearest whole number in accordance with commercial practice.

³⁾ The percentage to be applied to the target amount to determine the amount of the LTI is derived from the degree of target achievement according to the presentation above in this section (1.3.2.2).

(1.4) Other disclosures

No compensation payments were granted or owed to the current or former members of the Executive Board of Berentzen-Gruppe Aktiengesellschaft in the 2021 financial year by companies in the same group as defined in Section 290 of the German Commercial Code (HGB) for activities as current or former member of the Executive Board.

Likewise, neither Berentzen-Gruppe Aktiengesellschaft nor companies in the same group as defined in Section 290 of the German Commercial Code (HGB) granted loans or advances to current or former members of the Executive Board nor did they assume contingent liabilities in favour of such members in the 2021 financial year.

(2) Compensation of the members of the Supervisory Board

(2.1) System of compensation of the members of the Supervisory Board

(2.1.1) Legal basis of compensation of members of the Supervisory Board

The basis for compensation of the members of the Supervisory Board is Section 14 of the Articles of Association of Berentzen-Gruppe Aktiengesellschaft. Under this section, the Supervisory Board members receive fixed compensation for their activities, the individual amount of which depends on the tasks assumed in the Supervisory Board or its committees. No variable compensation dependent on the achievement of specific successes or targets is intended for Supervisory Board members.

Section 14 of the version of the Articles of Association current in effect dated July 2, 2020 reads as follows:

“Section 14 Compensation

1. Every Supervisory Board member shall receive EUR 17,000.00 as compensation for each full financial year. The annual compensation of the Supervisory Board Chairman shall be double the amount referred to in Sentence 1; for the Deputy Supervisory Board Chairman, it shall be one and one half times the aforementioned amount. In addition to the compensation set forth in Sentence 1, members shall receive one quarter of the annual compensation for each membership on a committee for each full financial year and half of the aforementioned annual compensation for each chairmanship of a committee.
2. The compensation shall be due after the end of the respective financial year.
3. Supervisory Board members who were not in office during the entire financial year, shall receive one twelfth of the compensation for every month or partial month of their service.
4. Finally, the Supervisory Board members shall be reimbursed for their expenses, and any value-added tax incurred for their compensation shall be refunded.”

The following overview summarises the compensation of the members of the Supervisory Board:

Compensation component	Structure
Supervisory Board fixed compensation	Annual compensation EUR 17.0 thousand
	Chairman: double the annual compensation (EUR 34.0 thousand)
	Deputy Chairman: one and one half times the annual compensation (EUR 25.5 thousand)
	Members: single annual compensation (EUR 17.0 thousand)
Fixed compensation for Supervisory Board committees	Chairman: additional 50% of the respective annual compensation
	Members: additional 25% of the respective annual compensation
Maximum compensation	The German Stock Corporations Act does not provide for the setting of maximum compensation for members of the Supervisory Board. Such a maximum amount is unnecessary anyway as the compensation of the members of the Supervisory Board is comprised exclusively of fixed compensation components.
Other compensation policies	
Due date of the compensation	After the end of the relevant financial year
Expenses	Reimbursement of expenses
Value added tax	Reimbursement of the value added tax incurred on the fixed compensation
D&O insurance	D&O insurance without deductible

(2.1.2) Method of setting, reviewing and implementing the compensation system for members of the Supervisory Board

The Supervisory Board reviews, where necessary consulting independent external advisers, the appropriateness of the structure and the amount of its compensation on a regular basis but no later than every four years.

For this purpose, the Supervisory Board evaluates the Supervisory Board compensation at other comparable companies and compares it to the compensation of the Supervisory Board of Berentzen-Gruppe Aktiengesellschaft both with regard to the components and the amount of the compensation (horizontal comparison).

On the basis of this analysis, the Supervisory Board will decide on any change to its compensation that may be necessary. In the event that the involvement of the annual general meeting then becomes necessary (Section 113 (3) sentence 1 AktG) then becoming necessary, the Executive Board and the Supervisory Board will present the compensation system to the annual general meeting for approval. To the extent there is good reason to change the compensation system for the Supervisory Board, the Executive Board and Supervisory Board will in this context also submit a proposal to the annual general meeting for a corresponding amendment to Section 14 of the Articles of Association of Berentzen-Gruppe Aktiengesellschaft.

Within the scope of its last review of the appropriateness of the structure and amount of the Supervisory Board compensation in the fourth quarter of 2020, the Supervisory Board received assistance from independent external compensation experts from Deloitte Consulting GmbH, Dusseldorf.

(2.1.3) Voting of the annual general meeting on the compensation system for the members of the Supervisory Board

The current compensation of the Supervisory Board was specified in Section 14 of the Articles of Association by resolution of the annual general meeting of May 19, 2017. Pursuant to Section 113 (3) AktG, the Executive Board and Supervisory Board submitted the compensation of the Supervisory Board members governed by Section 14 of the Articles of Association, including the system on which this compensation is based, to the annual general meeting of Berentzen-Gruppe Aktiengesellschaft on May 11, 2021, for confirmation. The compensation system was confirmed by this annual general meeting with a majority of 88.47% of the votes cast.

However, a new submission to the annual general meeting for the passing of a resolution on approval of the compensation of the Supervisory Board members will otherwise take place no later than at the annual general meeting in 2025 in the event of an amendment to the Company's Articles of Association in this context.

(2.1.4) Application of the compensation system for the members of the Supervisory Board

The compensation system for the members of the Supervisory Board specified in the Articles of Association of Berentzen-Gruppe Aktiengesellschaft and confirmed by the annual general meeting was applied to all current members of the Supervisory Board in the 2021 financial year.

(2.1.5) Content structure and general objective of the compensation system

The compensation system has a simple, clear and comprehensible structure. The Supervisory Board members receive the fixed compensation specified in the Articles of Association. The Chairman of the Supervisory Board receives double the amount, his deputy one and one half times the amount of this compensation. For membership on committees, an additional compensation of one quarter of the annual compensation is granted to the individual committee members and one half of the annual compensation is granted for the chairmanship of each committee for each full financial year.

In contrast to the Executive Board, the Supervisory Board is not involved in operating activities and does not make any decisions on business strategy. On the contrary, the Supervisory Board makes a contribution to the Company's long-term development through its supervisory activities.

The granting of fixed compensation only, without variable components, has proven effective and corresponds to common practice on other listed companies and the relevant suggestion contained in G.18 sentence 1 of the German Corporate Governance Code. Exclusively fixed compensation for the members of the Supervisory Board is best suited to take account of the control function of the Supervisory Board that must be fulfilled independently of the corporate performance. Such a system of compensation allows the Supervisory Board to make its decisions for the benefit of the Company and thus aligned to the long-term business strategy and to the sustainable development of the Company without pursuing ulterior motives which it could otherwise be derived from performance-related compensation. For this reason, the compensation of the Supervisory Board does not contain any variable compensation components or any share-based components.

Pursuant to Section 14 (2) of the Articles of Association, the compensation is payable after the end of the financial year. There are no deferral periods for the payment of compensation components.

All provisions governing the compensation of Supervisory Board members are contained in the Articles of Association; there are no ancillary agreements. Compensation is linked to the duration of the appointment.

According to Section 8 of the Articles of Association, the Supervisory Board of Berentzen-Gruppe Aktiengesellschaft is composed of six members, four of whom are elected individually at an Annual General Meeting (Supervisory Board members of the shareholders or shareholder representatives). Two members are elected by the employees of the Company (Supervisory Board members of the employees or employee representatives) in accordance with the German One-third Participation Act (Drittelbeteiligungsgesetz).

(2.2) Individual compensation for Members of the Supervisory Board in the 2021 financial year

In the 2021 financial year, the following members belonged to the Company's Supervisory Board:

(2.2.1) Composition of the Supervisory Board

Name	Duration of membership of the Supervisory Board Supervisory Board member representing the shareholders / employees	Function in the Supervisory Board / in a Supervisory Board committee
Uwe Bergheim	since May 3, 2018 Supervisory Board member representing the shareholders	Chairman of the Supervisory Board Chairman of the Personnel and Nomination Committee Member of the Finance and Audit Committee
Frank Schübel	since May 19, 2017 Supervisory Board member representing the shareholders	Deputy chairman of the Supervisory Board Member of the Personnel and Nomination Committee Member of the Finance and Audit Committee
Dagmar Bottenbruch	since July 2, 2020 Supervisory Board member representing the shareholders	Member of the Personnel and Nomination Committee
Heike Brandt	since May 22, 2014 Supervisory Board member representing the employees	Member of the Personnel Committee
Bernhard Düing	since June 24, 1999 Supervisory Board member representing the employees	Member of the Finance and Audit Committee
Hendrik H. van der Lof	since May 19, 2017 Supervisory Board member representing the shareholders	Chairman of the Finance and Audit Committee

(2.2.2) Compensation granted and owed

The compensation as defined in Section 162 (1) sentence 1 AktG that was granted and owed to the members of the Supervisory Board in the 2021 financial year is explained below. Furthermore, there are explanations of how the compensation granted and owed corresponded to the compensation system that was definitive for the 2021 financial year or to what extent there were any deviations. In addition, there are explanations of how the compensation is intended to promote the long-term development of the Company. In contrast, explanations of the performance criteria applied are not necessary as performance criteria are not applicable to the Supervisory Board compensation as pure fixed compensation.

The statements on compensation related to the compensation components “granted and owed” in the financial year in question. This is based on the following definitions of the terms: a compensation component is “granted” if it is actually (de facto) accrued by the member of the Supervisory Board and is thus transferred to their ownership irrespective of the financial year for which this compensation component was accrued (accrual principle). A compensation component is “owed” if the entity paying the compensation has an existing legal obligation towards the member of the Supervisory Board that is due but not yet fulfilled.

According to the provision of Section 14 of the Articles of Association definitive in this respect, the compensation of the members of the Supervisory Board is not due until after the end of the relevant financial year.

The above definitions of the terms “granted” and “owed” was applied retroactively along the same lines for the 2020 financial year, i.e. those amounts were also determined for the 2020 financial year that would have been stated as granted and owed compensation in each case if the provision of Section 162 (1), sentence 1 AktG had already been applicable as of the 2020 financial year.

In detail, the members of the Supervisory Board were granted and owed – exclusively by Berentzen-Gruppe Aktiengesellschaft – the following compensation as defined in Section 162 (1) Sentence 1 AktG in the 2021 financial year :

Granted and owed compensation of the members of the Supervisory Board	Fixed compensation for Supervisory Board activities				Fixed compensation for activities on a Supervisory Board committee				Total compensation				
	2021		2020		2021		2020		2021		2020		
	EUR '000	%	EUR '000	%	EUR '000	%	EUR '000	%	EUR '000	%	EUR '000	%	
Current members of the Supervisory Board													
Uwe Bergheim	34.0	57.1	34.0	57.1	25.5	42.9	25.5	42.9	59.5	100.0	59.5	100.0	
Frank Schübel	25.5	66.7	25.5	70.6	12.8	33.3	10.6	29.4	38.3	100.0	36.1	100.0	
Dagmar Bottenbruch	8.5	85.7	-	-	1.4	14.3	-	-	9.9	100.0	-	-	
Heike Brandt	17.0	80.0	17.0	80.0	4.3	20.0	4.3	20.0	21.3	100.0	21.3	100.0	
Bernhard Düing	17.0	80.0	17.0	80.0	4.3	20.0	4.3	20.0	21.3	100.0	21.3	100.0	
Hendrik H. van der Lof	17.0	66.7	17.0	66.7	8.5	33.3	8.5	33.3	25.5	100.0	25.5	100.0	
	119.0	67.7	110.5	67.5	56.7	32.3	53.1	32.5	175.7	100.0	163.6	100.0	
Former members of the Supervisory Board ¹⁾													
Johannes C.G. Boot	-	-	7.1	80.0	-	-	1.8	20.0	-	-	8.9	100.0	
Adolf Fischer	-	-	7.1	100.0	-	-	-	-	-	-	7.1	100.0	
Prof. Dr. Roland Klose	-	-	7.1	100.0	-	-	-	-	-	-	7.1	100.0	
Daniël M.G. van Vlaardingen	9.9	80.0	17.0	80.0	2.5	20.0	4.3	20.0	12.4	100.0	21.3	100.0	
	9.9	80.0	38.2	86.4	2.5	20.0	6.0	13.6	12.4	100.0	44.3	100.0	
	128.9	68.5	148.7	71.5	59.2	31.5	59.2	28.5	188.1	100.0	207.9	100.0	

¹⁾ In accordance with the resolution to change the Articles of Association passed by the annual general meeting on May 3, 2018, the Supervisory Board of Berentzen-Gruppe Aktiengesellschaft consisted of a total of nine members until the close of the scheduled annual general meeting on May 22, 2019; of these nine, six were Supervisory Board members of the shareholders or shareholder representatives and three were Supervisory Board members of the employees or their representatives. Since that date, the Supervisory Board has consisted of a total of six members, of which four are Supervisory Board members of the shareholders or representatives of the shareholders and two are Supervisory Board members of the employees or their representatives.

The fixed compensation for the activities on the meeting on May 11, 2021.

Supervisory Board and on its three committees corresponded to the compensation system for the members of the Supervisory Board definitive according to the Articles of Association of Berentzen-Gruppe Aktiengesellschaft and confirmed by the annual general

These compensation payments were made to promote the long-term development of the Company in the manner described in section (2.1.5) above.

(2.3) Individual compensation for members of the Supervisory Board for the 2021 financial year (supplementary voluntary explanation)

The compensation granted and owed to the current or former members of the Supervisory Board in the 2021 financial year as defined in Section 162 (1) sentence 1 AktG is presented in section (2.2) according to the accrual principle in fulfilment of these legal requirements as explained there.

In the interest of clear and understandable reporting, the following overview presents the compensation for the financial year in line with the period in which the entitlement arises.

This states the fixed compensation, independently of its accrual, as the single compensation component of the compensation of the Supervisory Board for the financial year in which the (single-year) activity underlying the compensation was fully performed.

On the basis of the above explanations, the compensation of the members of the Supervisory Board for the 2021 financial year, which corresponded to the compensation system for the members of the Supervisory Board that was definitive in accordance with the Articles of Association of Berentzen-Gruppe Aktiengesellschaft and confirmed by its annual general meeting on May 11, 2021 is as follows:

Compensation for members of the Supervisory Board for the 2021 financial year (supplementary voluntary explanation) Current members of the Supervisory Board	Granting (accrual) Financial year	Fixed compensation for Supervisory Board activities		Fixed compensation for activities on a Supervisory Board committee		Total compensation	
		2021		2021		2021	
		EUR'000	%	EUR'000	%	EUR'000	%
Uwe Bergheim	2022	34.0	57.1	25.5	42.9	59.5	100.0
Frank Schübel	2022	25.5	66.7	12.8	33.3	38.3	100.0
Dagmar Bottenbruch	2022	17.0	80.0	4.3	20.0	21.3	100.0
Heike Brandt	2022	17.0	80.0	4.3	20.0	21.3	100.0
Bernhard Düing	2022	17.0	80.0	4.3	20.0	21.3	100.0
Hendrik H. van der Lof	2022	17.0	66.7	8.5	33.3	25.5	100.0
		127.5	68.2	59.5	31.8	187.0	100.0

(2.4) Other disclosures

No compensation payments were granted or owed to the current or former members of the Supervisory Board of Berentzen-Gruppe Aktiengesellschaft by companies in the same group as defined in Section 290 of the German Commercial Code (HGB) for activities on the Supervisory Board and on its committees in the 2021 financial year.

Furthermore, no present or former member of the Supervisory Board rendered directly or indirectly any other services to Berentzen-Gruppe Aktiengesellschaft or to a company in the same group as defined in Section 290 of the German Commercial Code (HGB) in the 2021 financial year other than the activities on the Supervisory Board and its committees and accordingly also did not receive any compensation for such services. This does not affect the services rendered as part of their respective employment relationships by those members of the

Supervisory Board that belong to the same as Supervisory Board members or representatives of the employees and for which they received compensation in accordance with their service agreements with Berentzen-Gruppe Aktiengesellschaft or with a company in the same group as defined in Section 290 of the German Commercial Code.

Finally, neither Berentzen-Gruppe Aktiengesellschaft nor companies in the same group as defined in Section 290 of the German Commercial Code (HGB) granted loans or advances to current or former members of the Supervisory Board nor did they assume contingent liabilities in favour of such members in the 2021 financial year.

(3) Comparison of the annual change in compensation of the members of the corporate bodies with the Company's earnings performance and the average employee compensation

(3.1) Basis for presentation

The percentage change in the compensation of the members of the Executive Board and of the members of the Supervisory Board is shown below, compared in each case with Berentzen-Gruppe Aktiengesellschaft's earnings performance and with the average compensation of the employees on the basis of full-time equivalents. The change over the last five financial years is examined in each case.

The presentation takes into account the compensation granted and owed to the members of the Executive Board and the Supervisory Board in the relevant financial year according to the accrual principle, i.e. in the definition of the term "granted and owed" as specified in Section 162 (1) sentence 1 AktG, as used as a basis for the presentation of the individual compensation of the members of the

Executive Board in section (1.2.3) and of the Supervisory Board in section (2.2.2). This definition of the term was applied retroactively along the same lines for all financial years prior to the 2021 financial year, i.e. those amounts were also determined for the 2017 to 2020 financial years that would have been stated as granted and owed compensation in each case if the provision of Section 162 (1), sentence 1 AktG had already been applicable as of the 2017 financial year.

Where reference is made to the development of the net income (net profit/net loss pursuant to Section 275 (2) No. 17 HGB) in the presentation of the Company's earnings performance, the earnings performance presented in the annual financial statements of Berentzen-Gruppe Aktiengesellschaft prepared according to the provisions of the German Commercial Code is the basis for the stated annual change. Where reference is made to the consolidated EBIT with regard to the earnings performance the normalised consolidated EBIT presented in the consolidated financial statements of Berentzen-Gruppe Aktiengesellschaft prepared in accordance with International Financial Reporting Standards (IFRS) is the basis for the change in each case.

For the comparison with the average compensation of the employees, reference is made to a group comprising the workforce employed in the group of Berentzen-Gruppe Aktiengesellschaft in Germany and in Austria in the relevant financial year, beginning with the first management level beneath the Executive Board. This group was also used as the benchmark group for the review of the appropriateness of the compensation of the members of the Executive Board referred to in section (1.1.2). Conversion of the number of employees to full-time equivalents for a financial year was performed in line with the methodology applied in the annual and consolidated financial statements of Berentzen-Gruppe Aktiengesellschaft on the basis of the average in each case at the end of every quarter of the financial year in question. The average compensation of the employees

was likewise determined according to the accrual principle and as an average value of a financial year in line with the compensation of the corporate bodies. Where employees simultaneously receive compensation as a member of the Supervisory Board of Berentzen-Gruppe Aktiengesellschaft, such compensation was not taken into consideration in this respect.

(3.2) Comparison of the annual change in compensation of the members of the Executive Board

Comparison of the annual change in compensation of the members of the Executive Board	2021 2020 %	2020 2019 %	2019 2018 %	2018 2017 %
Compensation of the members of the Executive Board ¹⁾²⁾				
Current members of the Executive Board				
Ralf Brühöfner	- 8.1	- 14.7	+ 9.2	- 3.9
Oliver Schwegmann	+ 12.5	+ 15.6	+ 4.0	+ 122.3
Earnings performance				
Net income of Berentzen-Gruppe Aktiengesellschaft	- 85.1	- 17.3	- 14.8	+ 105,6
Consolidated EBIT of Berentzen Group (group)	+ 28.8	- 46.9	+ 0.1	+ 6.3
Average compensation of employees				
Employees of Berentzen Group (group) Germany and Austria	+ 1.7	- 1.5	+ 4.0	+ 3.1

¹⁾ Compensation granted and owed as defined in Section 162 (1) sentence 1, sentence 2 No. 1 AktG.

²⁾ Rates of change not adjusted for changes in connection with the date of joining the Executive Board, duration of membership of the Executive Board and departure from the Executive Board.

(3.3) Comparison of the annual change in compensation of the members of the Supervisory Board

Comparison of the annual change in compensation of the members of the Supervisory Board	2021 2020 %	2020 2019 %	2019 2018 %	2018 2017 %
Compensation of the members of the Supervisory Board ^{1) 2) 3)}				
Current members of the Supervisory Board				
Uwe Bergheim	0.0	+ 50.0	-	-
Frank Schübel	+ 5.9	+ 13.3	+ 50.0	-
Dagmar Bottenbruch	-	-	-	-
Heike Brandt	0.0	0.0	+ 7.1	+ 132.7
Bernhard Düing	0.0	0.0	0.0	+ 99.5
Hendrik H. van der Lof	0.0	0.0	+ 50.0	-
Former members of the Supervisory Board				
Daniël M.G. van Vlaardingen	- 41.6	0.0	+ 7.1	+ 598.1
Earnings performance				
Net income of Berentzen-Gruppe Aktiengesellschaft	- 85.1	- 17.3	- 14.8	+ 105.6
Consolidated EBIT of Berentzen Group (group)	+ 28.8	- 46.9	+ 0.1	+ 6.3
Average compensation of employees				
Employees of Berentzen Group (group) Germany and Austria	+ 1.7	- 1.5	+ 4.0	+ 3.1

¹⁾ Compensation granted and owed as defined in Section 162 (1) sentence 1 AktG.

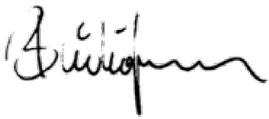
²⁾ The compensation granted and owed in the 2017 financial year is based on the version of Section 14 (1) of the Articles of Association of Berentzen-Gruppe Aktiengesellschaft applicable until December 31, 2016, the compensation payments granted and owed in the financial years from 2018 are based on the version applicable since January 1, 2017 that has not been changed since.

³⁾ Rates of change not adjusted for changes in connection with the date of joining the Supervisory Board and its committees, the duration of membership of the Supervisory Board and its committees and departure from the same in each case.

Haselünne, March 16, 2022

Berentzen-Gruppe Aktiengesellschaft

For the Executive Board



Ralf Brühöfner

Member of the Executive Board



Oliver Schwegmann

Member of the Executive Board

For the Supervisory Board



Uwe Bergheim

Chairman of the Supervisory Board

Auditor's Report

To Berentzen-Gruppe Aktiengesellschaft, Haselünne

We have audited the remuneration report of Berentzen-Gruppe Aktiengesellschaft, Haselünne, for the financial year from 1 January to 31 December 2021 including the related disclosures, which was prepared to comply with § [Article] 162 AktG [Aktiengesetz: German Stock Corporation Act].

Responsibilities of the Executive Directors and the Supervisory Board

The executive directors and the supervisory board of Berentzen-Gruppe Aktiengesellschaft are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of § 162 AktG. The executive directors and the supervisory board are also responsible for such internal control as they determine is 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 responsibility is to express an opinion on this remuneration report, including the related disclosures, based on our audit. We conducted our audit in accordance with German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany) (IDW). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report, including the related disclosures, is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts including the related disclosures stated in the remuneration report. The procedures selected depend on the auditor's judgment.

This includes the assessment of the risks of material misstatement of the remuneration report including the related disclosures, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the preparation of the remuneration report including the related disclosures. The objective of this is to plan and perform audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the executive directors and the supervisory board, as well as evaluating the overall presentation of remuneration report including the related disclosures.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Audit Opinion

In our opinion, based on the findings of our audit, the remuneration report for the financial year from 1 January to 31 December 2021, including the related disclosures, complies in all material respects with the accounting provisions of § 162 AktG.

Reference to an Other Matter – Formal Audit of the Remuneration Report according to § 162 AktG

The audit of the content of the remuneration report described in this auditor's report includes the formal audit of the remuneration report required by § 162 Abs. [paragraph] 3 AktG, including the issuance of a report on this audit. As we express an unqualified audit opinion on the content of the remuneration report, this audit opinion includes that the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the remuneration report.

Restriction on use

We issue this auditor's report on the basis of the engagement agreed with Berentzen-Gruppe Aktiengesellschaft. The audit has been performed only for purposes of the company and the auditor's report is solely intended to inform the company as to the results of the audit. Our responsibility for the audit and for our auditor's report is only towards the company in accordance with this engagement. The auditor's report is not intended for any third parties to base any (financial) decisions thereon. We do not assume any responsibility, duty of care or liability towards third parties; no third parties are included in the scope of protection of the underlying engagement. § 334 BGB [Bürgerliches Gesetzbuch: German Civil Code], according to which objections arising from a contract may also be raised against third parties, is not waived.

Osnabrück, March 17, 2022

**PricewaterhouseCoopers GmbH
Wirtschaftsprüfungsgesellschaft**

Prof. Dr. Gregor Solfrian

Stefan Geers

Independent German
Public Auditor

Independent German
Public Auditor

Company Information

Berentzen-Gruppe Aktiengesellschaft

Ritterstraße 7

49740 Haselünne

Germany

T: +49 (0) 5961 502 0

F: +49 (0) 5961 502 268

E: info@berentzen.de

Internet: www.berentzen-gruppe.de/en

Corporate Communications

& Investor Relations

T: +49 (0) 5961 502 215

F: +49 (0) 5961 502 550

E: pr@berentzen.de

E: ir@berentzen.de

Publication date: March 24, 2022

Disclaimer

The trademarks and other brand names that are used in this report and may be protected by third parties are governed by the provisions of the applicable trademark law and the rights of the registered owners. The copyright and reproduction rights for trademarks and other brand names created by Berentzen-Gruppe Aktiengesellschaft itself remain with the company unless it expressly agrees otherwise.

This report is also available in an English-language version for information purposes. In the event of discrepancies the German-language version alone is authoritative and takes precedence over the English-language version.

Berentzen-Gruppe Aktiengesellschaft

Ritterstraße 7

49740 Haselünne

Deutschland

T: +49 (0) 5961 502 0

F: +49 (0) 5961 502 268

E: info@berentzen.de

Internet: www.berentzen-gruppe.de