

## Remuneration Policy for the Supervisory Board of S&T AG

### Remuneration policy principles

The full Supervisory Board is responsible for drawing up and regularly reviewing the remuneration policy for the Supervisory Board. However, the remuneration of the Supervisory Board is ultimately determined by the Annual General Meeting in accordance with § 98 of the Austrian Stock Corporation Act.

The Supervisory Board remuneration generally consists of a lump sum as well as an attendance fee for Supervisory Board and committee meetings. In view of the greater responsibility and the wider scope of activities, the Chairman of the Supervisory Board, his deputy and the Chairman(s) of the Audit Committee may be granted a higher lump-sum remuneration than the ordinary members of the Supervisory Board. In addition, the members of the Supervisory Board are entitled to reimbursement of their cash expenses.

If members of the Supervisory Board take on a special activity in the company, they may be granted special remuneration for this by resolution of the Annual General Meeting.

The remuneration for the Supervisory Board is intended to promote the business strategy and long-term development of the Company by taking into account the responsibility and scope of activities of the individual members of the Supervisory Board as well as the economic situation of the Company. In order to ensure unbiased monitoring of the management of the Company by the Supervisory Board, the members of the Supervisory Board are not granted variable remuneration, bonuses or share-based payments.

The remuneration of the members of the Supervisory Board is determined in such a way that it is in line with the tasks and situation of the company. In order to attract, motivate and retain the most suitable Supervisory Board members, remuneration is determined in line with market conditions. In determining the market-compliant remuneration, not only domestic but also foreign companies, in particular from the DACH region (Germany, Austria, Switzerland), are used as benchmarks. This is necessary in order to be able to offer attractive compensation to highly qualified foreign candidates in view of the global activities of S&T AG. The remuneration is paid annually in arrears on the basis of the approval of the Annual General Meeting.

Management Board members who hold supervisory board mandates in Group companies do not receive any remuneration. Compensation paid to members of the Supervisory Board for mandates in Group companies must be disclosed.

The company has taken out a "Directors and Officers" (D&O) insurance policy for the members of the Supervisory Board. This is included in a general policy covering all members of the Management Board and senior management. *A deductible is not provided for.*

### Derogation from the remuneration policy in exceptional circumstances

In exceptional circumstances, the Annual General Meeting may temporarily adjust the amount of Supervisory Board remuneration and the attendance fees to the situation of the Company if this is necessary for the long-term development of the Company or to ensure its profitability.

**Terms and termination of Supervisory Board mandates**

The members of the Supervisory Board are generally appointed for the maximum period of five years permitted by law; in exceptional cases, a shorter appointment is possible. In order to maintain continuity in the Supervisory Board, care is taken to ensure that the appointments do not predominantly expire on the same date.

The appointment of the members of the Supervisory Board may be revoked by the Annual General Meeting before the end of the term of office by a three-quarters majority resolution. The Supervisory Board remuneration for the financial year in question is payable on a pro rata basis (calculated on a monthly basis).