



BERENTZEN-GRUPPE  
Thirst for life

Invitation to the  
Annual General Meeting

2022

**Minimum information pursuant to section 125 para. 1 German Stock Corporation Act (AktG) in conjunction with. § Section 125 (5) AktG, Article 4 (1) and Table 3 Blocks A to C of the Implementing Regulation (EU) 2018/1212**

Type of Information	Description
<b>A. Specification of the message</b>	
1. Unique identifier of the event	BEZ052022oHV
2. Type of message	meeting notice of a General Meeting [format pursuant to Implementing Regulation (EU) 2018/1212: NEWM]
<b>B. Specification of the issuer</b>	
1. ISIN	DE0005201602
2. Name of issuer	Berentzen-Gruppe Aktiengesellschaft
<b>C. Specification of the meeting</b>	
1. Date of the General Meeting	18.05.2022 [format pursuant to Implementing Regulation (EU) 2018/1212: 20220518]
2. Time of the General Meeting	10:00 hrs. (CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 08:00 UTC]
3. Type of the General Meeting	Ordinary General Meeting [format pursuant to Implementing Regulation (EU) 2018/1212: GMET]
4. Location of the General Meeting	Virtual General Meeting: <a href="http://www.berentzen-gruppe.de/en/investors/annual-general-meeting">www.berentzen-gruppe.de/en/investors/annual-general-meeting</a>  Within the meaning of the German Stock Corporation Act: Stadhalle Haselünne, Friedrich-Berentzen-Weg 2, 49740 Haselünne, Germany
5. Record Date	27.04.2022 (00:00 hrs. CEST) [format pursuant to Implementing Regulation (EU) 2018/1212: 20220426]
6. Uniform Resource Locator (URL)	<a href="http://www.berentzen-gruppe.de/en/investors/annual-general-meeting">www.berentzen-gruppe.de/en/investors/annual-general-meeting</a>

## Convenience Translation

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(The text decisive for the invitation to the annual general meeting of Berentzen-Gruppe Aktiengesellschaft is the one written in the German language.)

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**Berentzen-Gruppe Aktiengesellschaft**  
**with its registered office in Haselünne, Germany**

**German Securities Identification Number (WKN)**  
520 160

**International Securities Identification Number (ISIN)**  
DE0005201602

### **Invitation to the Annual General Meeting**

We hereby invite our shareholders to attend the (virtual) annual general meeting to be held at 10 a.m. (Central European Summer Time – CEST) on Wednesday, May 18, 2022.

The annual general meeting will be held as a virtual meeting at the premises of the Stadthalle Haselünne at Friedrich-Berentzen-Weg 2, 49740 Haselünne, Germany, without the physical presence of the shareholders and their authorised representatives (with the exception of a proxy appointed by the Company). This is also the venue of the annual general meeting as defined by the German Stock Corporation Act (Aktiengesetz – AktG).

**Please note that shareholders and their authorised representatives will not be able to follow the virtual annual general meeting on site.**

The annual general meeting will be held as a virtual general meeting without the physical presence of the shareholders and their authorised representatives (with the exception of a proxy appointed by the Company) in accordance with Section 1 (2) of the Act on Measures in Corporate Law, the Law Governing Cooperatives, Associations and Foundations, and Residential Property Law to Combat the Effects of the COVID-19 Pandemic (Art. 2 of the Act to Mitigate the Consequences of the COVID-19 Pandemic in Civil, Insolvency and Criminal Procedure Law dated March 27, 2020, Federal Law Gazette I 2020, p. 569), last amended by Section 11 of the Act on the Further Shortening of Residual Debt Relief Proceedings and on the Adjustment of Pandemic-Related Provisions in Corporate Law, the Law Governing Cooperatives, Associations and Foundations, and in Tenancy and Patent Law of December 22, 2020, Federal Law Gazette I 2020, p. 3328, last amended by Section 16 of the Act on Establishing a “2021 Reconstruction Aid” Special Fund and Temporarily Suspending the Obligation to File for Insolvency Due to Heavy Rainfalls and Floods in July 2021 and to amend further acts dated September 10, 2021, Federal Law Gazette I 2021, p. 4147 (hereinafter “COVID-19 Act”). For details of the rights of shareholders and their authorised representatives, please refer to the additional information printed after the agenda.

## Agenda

### 1. **Presentation of the adopted Annual Financial Statements and the approved Consolidated Financial Statements at December 31, 2021, the Combined Management Report for Berentzen-Gruppe Aktiengesellschaft and the corporate group complete with the explanatory report of the Executive Board regarding disclosures in accordance with Section 289a and Section 315a of the German Commercial Code (Handelsgesetzbuch – HGB) and the Report of the Supervisory Board for the 2021 financial year**

Pursuant to Section 172 Sentence 1 German Stock Corporation Act (Aktiengesetz – AktG), the Supervisory Board approved the annual financial statements prepared by the Executive Board on March 22, 2022. The annual financial statements are thus adopted. The Supervisory Board approved the consolidated financial statements at the same time.

Pursuant to Section 173 (1) AktG, approval of the annual financial statements and adoption of the consolidated financial statements by the general meeting are not necessary as a consequence. The other documents listed above are also only made available to the general meeting without the need for a resolution to be adopted – apart from the adoption of a resolution regarding the utilisation of the distributable profit.

The documents listed above and the proposal of the Executive Board regarding the utilisation of the distributable profit can be accessed via the Company website at [www.berentzen-gruppe.de/en/investors/annual-general-meeting](http://www.berentzen-gruppe.de/en/investors/annual-general-meeting).

### 2. **Adoption of a resolution regarding the utilisation of the distributable profit for the 2021 financial year**

The Executive Board and the Supervisory Board propose that the distributable profit of EUR 14,434,793.39 shown in the annual financial statements for the 2021 financial year be utilised as follows:

- |    |  |                  |
|----|--|------------------|
| a) | To pay a dividend of EUR 0.22 per share of common stock eligible for dividends for the 2021 financial year | EUR 2,066,612.02 |
|----|--|------------------|

and

- |    |  |                   |
|----|--|-------------------|
| b) | to carry forward the remaining amount of to new account. | EUR 12,368,181.37 |
|----|--|-------------------|

The proposal for the utilisation of the distributable profit includes the 206,309 own (treasury) shares held directly or indirectly by the Company on the date when the invitation to the annual general meeting was published in the Federal Gazette, which pursuant to Section 71b AktG are not eligible for dividends. The number of shares eligible for dividends may change up until the annual general meeting. If this is the case, an accordingly amended motion regarding the utilisation of the distributable profit may be submitted to the annual general meeting while retaining unchanged the payout of EUR 0.22 per common share eligible for dividends.

Pursuant to Section 58 (4) Sentence 2 AktG entitlement to the dividend is due on the third business day after the annual general meeting, i.e. on May 23, 2022.

### 3. **Adoption of a resolution regarding the approval of the actions of the Executive Board in the 2021 financial year**

The Executive Board and the Supervisory Board propose that the following resolution be adopted:

Approval is hereby granted to the serving members of the Executive Board in the 2021 financial year for their actions in the said period.

#### **4. Adoption of a resolution regarding the approval of the actions of the Supervisory Board for the 2021 financial year**

The Executive Board and the Supervisory Board propose that the following resolution be adopted:

Approval is hereby granted to the serving members of the Supervisory Board in the 2021 financial year for their actions in the said period.

The intention is to have the annual general meeting vote on the formal approval of the actions of the members of the Supervisory Board individually.

#### **5. Election of the independent auditor of the annual and consolidated financial statements for the 2022 financial year and the auditor for a possible audit review of the abridged financial statements and interim management report in the 2022 financial year and the auditor for a possible audit review of additional information during the year**

In line with a corresponding recommendation made by the Finance and Audit Committee, the Supervisory Board proposes that the following resolution be adopted:

The PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, with registered offices in Osnabrück, is appointed to act as independent auditor of the annual and consolidated financial statements for the 2022 financial year and the auditor for a possible audit review of the abridged financial statements and interim management report pursuant to Section 115 (5) and Section 117 No. 2 of the German Securities Trading Act (Wertpapierhandelsgesetz) in the 2022 financial year and the auditor for a possible audit review of additional financial information during the year pursuant to Sections 115 (7) and 117 No. 2 of the German Securities Trading Act in financial year 2022, and in 2023 until the next annual general meeting.

In accordance with Article 16 (2) Subparagraph 3 of Regulation (EU) No. 537/2014, the Finance and Audit Committee declared that its recommendation is free from any undue influence by third parties and that no contractual clause limiting the choices of the annual general meeting has been imposed upon it within the meaning of Article 16 (6) of the Regulation (EU) No. 537/2014.

#### **6. Resolution on approval of the remuneration report for the 2021 financial year**

Pursuant to the Act Transposing the Second Shareholder Rights Directive of December 12, 2019, Federal Law Gazette. I 2019, p. 2637 ("ARUG II"), which entered into force on January 1, 2020, the Executive Board and Supervisory Board shall, for the first time for the first financial year beginning after December 31, 2020, prepare a clear and comprehensible report annually in accordance with Section 162 of the German Stock Corporation Act (AktG) on the remuneration granted and owed in the last financial year to each individual current or former member of the Executive Board and the Supervisory Board by the Company and by companies of the same group (Section 290 of the German Commercial Code) (remuneration report). The remuneration report shall be audited by the statutory auditor to determine whether the information required by law pursuant to Section 162 (1) and (2) AktG has been furnished and to issue an opinion on the audit of the remuneration report, which shall be appended to the remuneration report.

Pursuant to Section 120a (4) AktG, the remuneration report that has been prepared and audited in accordance with Section 162 shall be presented to the annual general meeting for approval. The vote by the annual general meeting on the approval of the remuneration report is recommendatory in nature.

The remuneration report of Berentzen-Gruppe Aktiengesellschaft for the 2021 financial year has been audited by the auditor in accordance with Section 162 (3) AktG to determine whether the legally required disclosures pursuant to Section 162 (1) and (2) AktG were made. The auditor also audited the content above and beyond the legal requirements. The opinion on the audit of the remuneration report is appended to the remuneration report.

The audited remuneration report of Berentzen-Gruppe Aktiengesellschaft for the 2021 financial year is presented below after agenda item 6 under "Remuneration report of Berentzen-Gruppe Aktiengesellschaft for

the 2021 financial year (agenda item 6)” and will be presented to the annual general meeting for approval.

The Executive Board and Supervisory Board propose that the remuneration report of Berentzen-Gruppe Aktiengesellschaft for the 2021 financial year which has been prepared and audited in accordance with Section 162 AktG be approved.

## **Remuneration report of Berentzen-Gruppe Aktiengesellschaft for the 2021 financial year (agenda item 6)**

### **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 Per-

sonnel 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
<b>Target total compensation</b>	Composition: Fixed and variable compensation components	
	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	
	Voluntary variable special allowance possible	
<b>Fixed compensation components</b>		
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	Company car, including private use	Granting of an overall market-based but competitive compensation package
	Pensions: Designated payment of EUR 12 thousand p.a.	
	Continued remuneration in the event of illness	
	Accident insurance	
	D&O insurance with deductible	
<b>Variable compensation components</b>		
Single-year variable compensation (STI)	Performance parameter: Consolidated operating profit (consolidated EBIT)	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
	Performance period: Financial year	
	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).	
	STI target amount (degree of target achievement 100%): EUR 140 thousand	
	Cap: 200% of the STI target amount	
Multiple-year variable compensation (LTI)	Performance period: 4 years	Consideration of successful implementation of the corporate strategy over the long term
	LTI target amount (degree of target achievement 100%): EUR 210 thousand	
	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 <sup>th</sup> , maximum 75 <sup>th</sup> percentile rank)	



Compensation component	Structure / parameter	Purpose / Link to strategy
	<p>Non-financial performance parameter</p> <p>Weighting: 12.5% of the LTI</p> <p>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</p> <p>Range of degree of target achievement: 0 to 200%. Degree of target achievement of 100% is defined when setting the non-financial targets</p>	Consideration of the Executive Board's contribution to implementation of the corporate strategy and to the long-term development of the Company
Voluntary special allowance	<p>One-off payment without legal entitlement</p> <p>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</p> <p>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</p> <p>Cap:            Total of voluntary special allowance + single-year variable compensation &lt; target amount for multiple-year variable compensation in the relevant performance period</p>	Consideration of the contribution of individual Executive Board members to sustainable business performance
<b>Maximum compensation</b> (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	
<b>Other compensation policies</b>		
Reduction in (malus) and reclaiming of (clawback) variable compensation components	<p>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.</p> <p>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.</p>	
Payments in the event of premature termination of Executive Board activity (severance cap)	<p>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</p> <p>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</p>	

### (1.1.5) Target total compensation

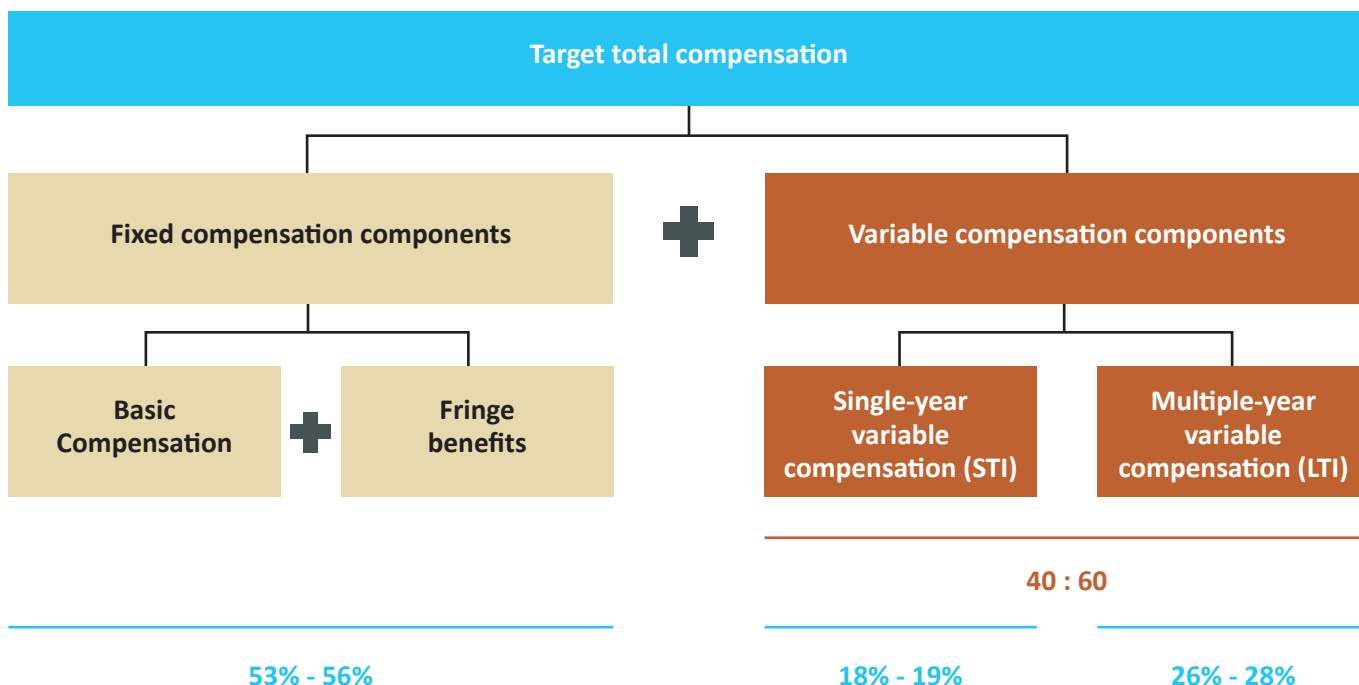
The target total compensation is such compensation that would be paid to an Executive Board member for a financial year (performance period) as an aggregate of all fixed and variable compensation components that would be paid overall if the degree of target achievement amounts to 100% in both of the 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.

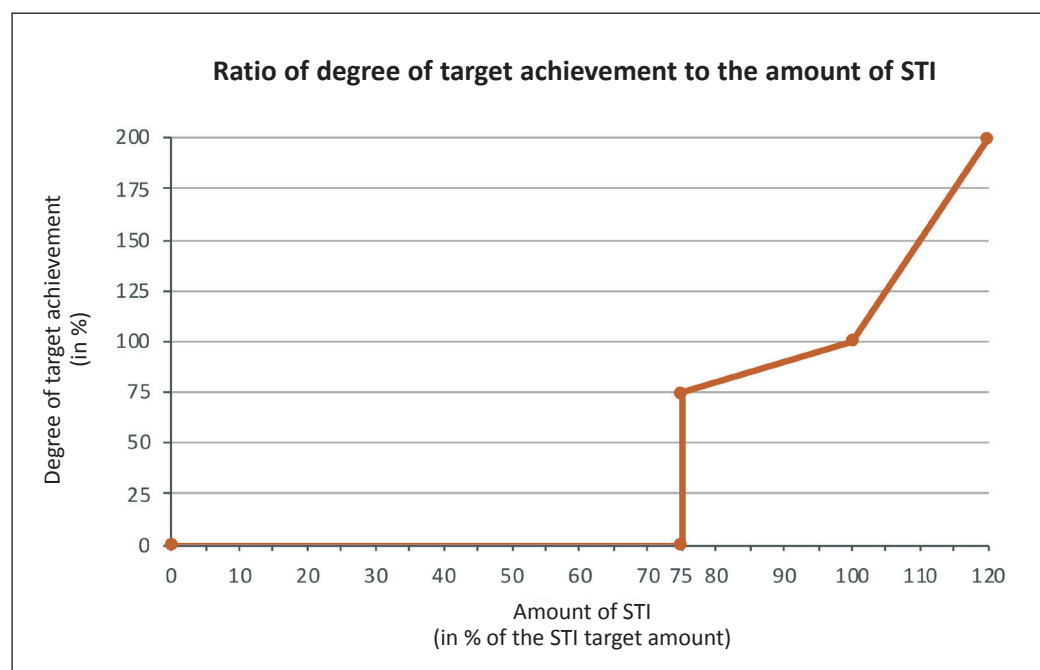
A degree of target achievement of 75% forms the lower limit for the STI, i.e. in the event of a degree of target achievement of less than 75%, no STI will be granted.

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



### **(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.

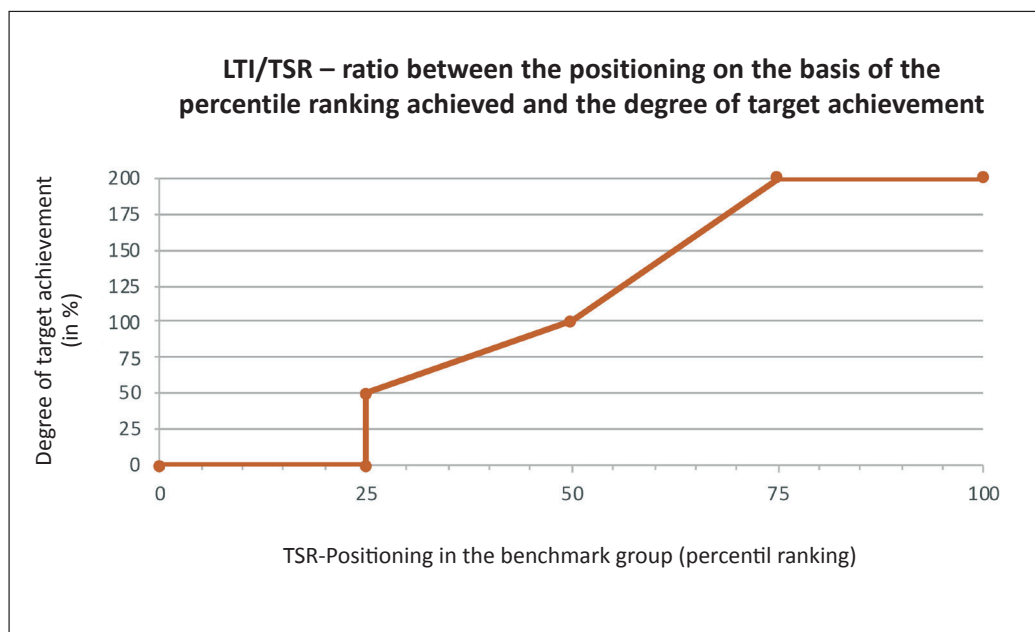
The average period for calculating the beginning share price is not part of the LTI performance period.

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 25<sup>th</sup> percentile, the degree of target achievement is 0%. In the event of a position at the 25<sup>th</sup> percentile (threshold value), the degree of target achievement will be 50%. If the relative TSR of Berentzen-Gruppe Aktiengesellschaft achieved corresponds to the meridian (50<sup>th</sup> 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 75<sup>th</sup> 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:



### 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**

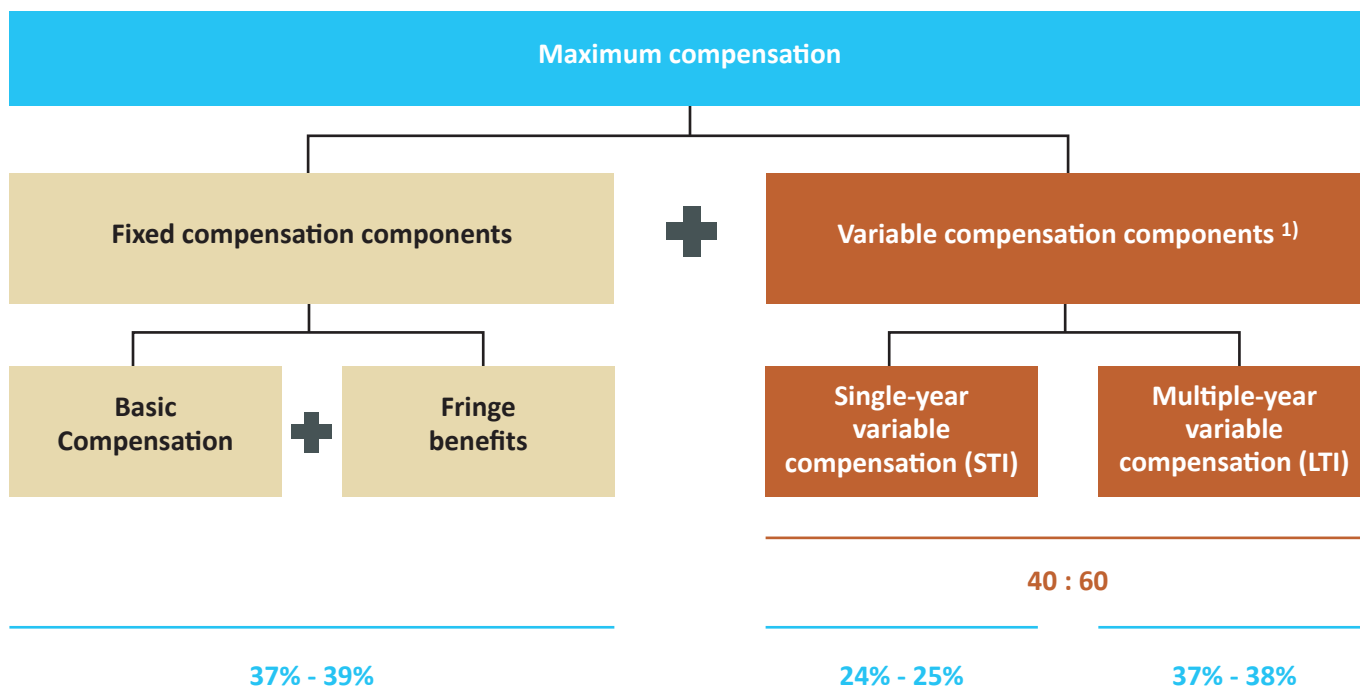
The maximum compensation corresponds to the total of the maximum amount of all fixed and variable compensation components for the financial year in question for the Executive Board member in question – irrespective of whether they will be paid out in the financial year in question or at a later point 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**

#### **(1.2.1) Composition of the Executive Board**

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

<b>Name</b>	<b>Duration of membership of the Executive Board</b>	<b>Responsibilities</b>
<b>Ralf Brühöfner</b>	since June 18, 2007	Finance, Controlling, Human Resources, Information Technology, Legal Affairs, Corporate Communication, Investor Relations, Corporate Social Responsibility
<b>Oliver Schwegmann</b>	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 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.

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.

Target total compensation / maximum compensation Current members of the Executive Board	Oliver Schwegmann				Ralf Brühöfner			
	2021				2021			
	Target total compensation		Maximum compensation		Target total compensation		Maximum compensation	
	EUR'000	%	EUR'000	%	EUR'000	%	EUR'000	%
<b>Fixed compensation components</b>								
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
	<b>450.0</b>	<b>56.3</b>	<b>450.0</b>	<b>39.1</b>	<b>400.0</b>	<b>53.3</b>	<b>400.0</b>	<b>36.4</b>
<b>Variable compensation components <sup>1)</sup></b>								
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
	<b>350.0</b>	<b>43.8</b>	<b>700.0</b>	<b>60.9</b>	<b>350.0</b>	<b>46.7</b>	<b>700.0</b>	<b>63.6</b>
	<b>800.0</b>	<b>100.0</b>	<b>1.150.0</b>	<b>100.0</b>	<b>750.0</b>	<b>100.0</b>	<b>1.100.0</b>	<b>100.0</b>

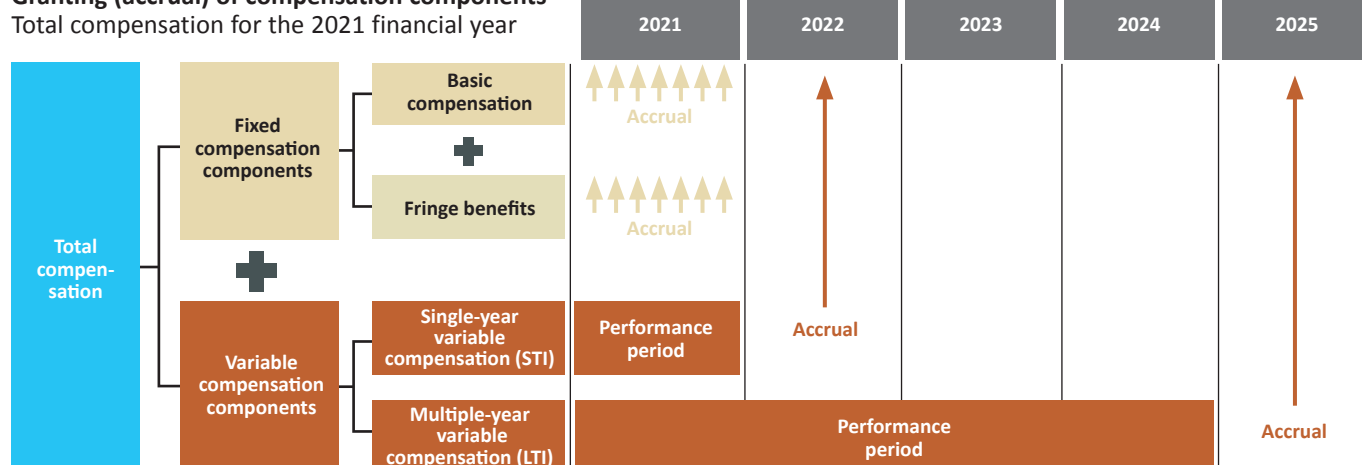
1) Variable compensation components without any voluntary special allowance. By its very nature, any voluntary special allowance is not included in any consideration of the maximum compensation as in the event of maximum compensation the STI actually set for the specific performance period exceeds the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

### (1.2.3) Compensation granted and owed

The compensation as defined in Section 162 (1) sentence 1, sentence 2 No. 1 AktG that was granted and owed to the members of the Executive 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 has been definitive since January 1, 2021 or – with further explanations – if there were any deviations. Furthermore, the performance criteria applied are explained. Finally, there are explanations of how the compensation promotes the long-term development of the Company.

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 Executive 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 Executive Board that is due but not yet fulfilled.

#### Granting (accrual) of compensation components



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	%
<b>Fixed compensation components</b>								
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
	<b>448.2</b>	<b>76.5</b>	<b>388.7</b>	<b>74.6</b>	<b>390.9</b>	<b>74.1</b>	<b>366.7</b>	<b>63.9</b>
<b>Variable compensation components <sup>1)</sup></b>								
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
	<b>138.0</b>	<b>23.5</b>	<b>132.5</b>	<b>25.4</b>	<b>136.6</b>	<b>25.9</b>	<b>207.0</b>	<b>36.1</b>
	<b>586.2</b>	<b>100.0</b>	<b>521.2</b>	<b>100.0</b>	<b>527.5</b>	<b>100.0</b>	<b>573.7</b>	<b>100.0</b>

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:

<b>Degree of target achievement (ratio Ø consolidated EBIT in %)</b>	<b>Amount of LTI (% of target amount)</b>
< 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 <sup>1)</sup> - Application of the performance criteria	Consolidated EBIT		Variable compensation						2021
	Financial year	EUR'000	Assessment base (AB) for STI and LTI	STI	LTI	Ratio Ø consolidated EBIT = degree of target achievement <sup>2)</sup>	Amount of LTI <sup>2) 3)</sup>	EUR '000	
Current members of the Executive Board			% of consolidated EBIT	45% of AB	55% of AB = target amount	%	% of target amount		
<b>Oliver Schwegmann</b>									
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							
	<b>Ø 2018-2020</b>	<b>8,274</b>							
	2015	7,575							
	2016	10,515							
	2017	9,221							
	<b>Ø 2015-2017</b>	<b>9,104</b>							
<b>Ralf Brühöfner</b>									
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							
	<b>Ø 2018-2020</b>	<b>8,274</b>							
	2015	7,575							
	2016	10,515							
	2017	9,221							
	<b>Ø 2015-2017</b>	<b>9,104</b>							

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) Current members of the Executive Board	Granting (accrual) <sup>1)</sup> Financial year	Oliver Schwegmann		Ralf Brühöfner	
		2021		2021	
		EUR'000	%	EUR'000	%
<b>Fixed compensation components</b>					
Basic compensation	2021	400.0	53.8	360.0	50.7
Fringe benefits	2021	48.2	6.5	30.9	4.4
		<b>448.2</b>	<b>60.3</b>	<b>390.9</b>	<b>55.1</b>
<b>Variable compensation components <sup>1)</sup></b>					
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
		<b>294.6</b>	<b>39.7</b>	<b>318.9</b>	<b>44.9</b>
		<b>742.8</b>	<b>100.0</b>	<b>709.7</b>	<b>100.0</b>

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 <sup>1)</sup> – application of the performance criteria  Current members of the Executive Board	Variable compensation STI <sup>1)</sup>						2021  EUR '000
	Consolidated EBIT			STI			
	Target value	Value actually achieved	Degree of target achievement	STI target amount	Amount of STI	% of target amount	
	EUR'000	EUR'000	(computed) %	(relevant) <sup>2)</sup> %	EUR'000		
<b>Oliver Schwegmann</b>							
Single-year variable compensation (STI)							
STI 2021	5,004	6,711	134.1	120.0	140.0	200.0	280.0
<b>Ralf Brühöfner</b>							
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 $\emptyset$ consolidated EBIT in %)	Amount of LTI (% of target amount)
<b>Oliver Schwegmann</b>	
< 70	No LTI is granted
$\geq$ 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
<b>Ralf Brühöfner</b>	
< 50	No LTI is granted
$\geq$ 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 <sup>1)</sup> – application of the performance criteria Current members of the Executive Board	Consolidated EBIT		Variable compensation LTI <sup>1)</sup>					2021 EUR '000
	Financial year	EUR'000	Assessment base (AB) for LTI		LTI 55% of AB = target amount EUR'000	Ratio Ø consolidated EBIT = degree of target achievement <sup>2)</sup> %	Amount of LTI <sup>2)3)</sup> % of target amount	
			% of consolidated EBIT	EUR'000				
<b>Oliver Schwegmann</b>								
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						
	<b>Ø 2019-2021</b>	<b>7,244</b>						
	2016	10,515						
	2017	9,221						
	2018	9,802						
	<b>Ø 2016-2018</b>	<b>9,846</b>						
<b>Ralf Brühöfner</b>								
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						
	<b>Ø 2019-2021</b>	<b>7,244</b>						
	2016	10,515						
	2017	9,221						
	2018	9,802						
	<b>Ø 2016-2018</b>	<b>9,846</b>						

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
<b>Supervisory Board fixed compensation</b>	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)
<b>Fixed compensation for Supervisory Board committees</b>	Chairman: additional 50% of the respective annual compensation
	Members: additional 25% of the respective annual compensation
<b>Maximum compensation</b>	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.
<b>Other compensation policies</b>	
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.

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

#### **(2.2.1) Composition of the Supervisory Board**

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).



In the 2021 financial year, the following members belonged to the Company's 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
<b>Uwe Bergheim</b>	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
<b>Frank Schübel</b>	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
<b>Dagmar Bottenbruch</b>	since July 2, 2020  Supervisory Board member representing the shareholders	Member of the Personnel and Nomination Committee
<b>Heike Brandt</b>	since May 22, 2014  Supervisory Board member representing the employees	Member of the Personnel Committee
<b>Bernhard Düing</b>	since June 24, 1999  Supervisory Board member representing the employees	Member of the Finance and Audit Committee
<b>Hendrik H. van der Lof</b>	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 "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 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	%
<b>Current members of the Supervisory Board</b>												
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	-	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
	<b>119.0</b>	<b>67.7</b>	<b>110.5</b>	<b>67.5</b>	<b>56.7</b>	<b>32.3</b>	<b>53.1</b>	<b>32.5</b>	<b>175.7</b>	<b>100.0</b>	<b>163.6</b>	<b>100.0</b>
<b>Former members of the Supervisory Board <sup>1)</sup></b>												
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
	<b>9.9</b>	<b>80.0</b>	<b>38.2</b>	<b>86.4</b>	<b>2.5</b>	<b>20.0</b>	<b>6.0</b>	<b>13.6</b>	<b>12.4</b>	<b>100.0</b>	<b>44.3</b>	<b>100.0</b>
	<b>128.9</b>	<b>68.5</b>	<b>148.7</b>	<b>71.5</b>	<b>59.2</b>	<b>31.5</b>	<b>59.2</b>	<b>28.5</b>	<b>188.1</b>	<b>100.0</b>	<b>207.9</b>	<b>100.0</b>

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 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 meeting on May 11, 2021.

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)	Granting (accrual)	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	%
Current members of the Supervisory Board	Financial year						
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
		<b>127.5</b>	<b>68.2</b>	<b>59.5</b>	<b>31.8</b>	<b>187.0</b>	<b>100.0</b>

#### (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 %
<b>Compensation of the members of the Executive Board <sup>1) 2)</sup></b>				
<b>Current members of the Executive Board</b>				
Ralf Brühöfner	- 8.1	- 14.7	+ 9.2	- 3.9
Oliver Schwegmann	+ 12.5	+ 15.6	+ 4.0	+ 122.3
<b>Earnings performance</b>				
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
<b>Average compensation of employees</b>				
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 %
<b>Compensation of the members of the Supervisory Board<sup>1) 2) 3)</sup></b>				
<b>Current members of the Supervisory Board</b>				
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	-
<b>Former members of the Supervisory Board</b>				
Daniël M.G. van Vlaardingen	- 41.6	0.0	+ 7.1	+ 598.1
<b>Earnings performance</b>				
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
<b>Average compensation of employees</b>				
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 [Aktengesetz: 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  
Independent German Public Auditor

Stefan Geers  
Independent German Public Auditor



## General information on the virtual annual general meeting

The annual general meeting of the Company on May 18, 2022 will be held, with the consent of the Supervisory Board, as a virtual general meeting without the physical presence of the shareholders or their authorised representatives (with the exception of a proxy appointed by the Company) in accordance with the Art. 2 COVID-19 Act.

An audio and video broadcast of the entire annual general meeting will be available on the Internet for duly registered shareholders or their authorised representatives in accordance with the following provisions on May 18, 2022 from 10:00 a.m. (CEST) via the Company's website at

[www.berentzen-gruppe.de/en/investors/annual-general-meeting](http://www.berentzen-gruppe.de/en/investors/annual-general-meeting)

in the password-protected Internet service. Physical participation of shareholders and their authorised representatives (with the exception of a proxy appointed by the Company) is excluded. Shareholders or their authorised representatives will exercise their right to vote exclusively by means of electronic postal voting or by authorising the proxies appointed by the Company in accordance with the provisions described below. Electronic participation in the meeting as defined by Section 118 (1) sentence 2 AktG is not possible.

Duly registered shareholders (and their authorised representatives, if applicable) can use the password-protected Internet service, among other things, to exercise the shareholder rights granted to them, grant authorisations, submit questions or submit objections for the record in accordance with the procedures provided for this purpose.

## Conditions for attending the virtual annual general meeting and exercising voting rights

Shareholders are entitled to attend the virtual annual general meeting and to exercise their voting rights provided they have registered themselves prior to the meeting and submitted evidence of their shareholding to the Company. Registration must be in text form in either German or English. Documentation of the authorisation to participate in the annual general meeting or exercise voting rights must be provided. For this purpose, documentation of the shareholding in text form from the last intermediary suffices in accordance with Section 67c (3) AktG. The evidence must relate to the beginning of the twenty-first day prior to the general meeting, meaning April 27, 2022, 00:00 hrs. (CEST), (the "evidence date").

Both the registration and the evidence of shareholding must reach the Company by midnight (CEST) on May 11, 2022 at the latest at the following address, fax number or email address:

Berentzen-Gruppe Aktiengesellschaft  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 Munich  
Germany

Fax: +49 (0) 89 889 690 633  
Email: [anmeldung@better-orange.de](mailto:anmeldung@better-orange.de)

After receipt of proper registration and proper documentation of their shareholding by May 11, 2022, midnight (CEST) at the latest, the access details ("AGM-Ticket") for using the password-protected Internet service on the Company's website at [www.berentzen-gruppe.de/en/investors/annual-general-meeting](http://www.berentzen-gruppe.de/en/investors/annual-general-meeting) will be sent to the shareholders. We ask shareholders to register and submit their documentation of the shareholding to the Company as early as possible.

Only those parties who have provided the evidence of shareholding in an orderly manner as described above are deemed shareholders in relation to the Company for the purposes of attending the virtual annual general meeting and exercising voting rights. The evidence date and/or the evidence itself do not constitute a block on the ability to sell the evidenced shares. Even in the event of the (complete or partial) sale of the shares after the evidence date, solely the shareholding at the evidence date is definitive for attendance and the scope of the voting rights in relation to the Company; in other words, sales of shares after the evidence date have no impact in relation to the Company

on the entitlement to attend the virtual general meeting or the scope of the voting rights. The same holds true analogously for the acquisition or additional acquisitions of shares after the evidence date. Any party who is not a shareholder at the evidence date, but acquires shares prior to the annual general meeting, is not a shareholder in relation to the Company for the purposes of attendance and voting rights. The evidence date has no significance for the entitlement to receive dividends.

### **Details of the Internet service**

As of April 27, 2022, 0:00 hours (CEST), the password-protected Internet service will be available on the Company's website at [www.berentzen-gruppe.de/en/investors/annual-general-meeting](http://www.berentzen-gruppe.de/en/investors/annual-general-meeting). Shareholders (or their authorised representatives) can use this password-protected Internet service to exercise their voting rights by way of electronic postal voting in accordance with the procedures provided for this purpose, authorise and instruct the Company's proxies electronically, submit questions and object to a resolution of the annual general meeting, in each case as described in more detail in the following sections. After receipt of proper registration and proper proof of the shareholding, the access details for using the password-protected Internet service will be sent to the shareholders.

### **Procedure for voting**

#### **Authorisation**

Shareholders may choose to be represented by an authorised representative, e.g. an intermediary, a shareholders' association, a voting rights advisor or another person of their choice, with regard to participating in the virtual general meeting and exercising their voting rights in the virtual general meeting.

Even if an authorised representative is appointed, timely registration and proof of entitlement to participate in the virtual annual general meeting and exercise voting rights are required (see above under "Conditions for attending the virtual annual general meeting and exercising voting rights"). If the shareholder authorises more than one person, the Company may refuse to accept one or several of them in accordance with Section 134 (2) AktG.

The authorisation, its revocation, and proof of authorisation provided to the Company must be in text form. The authorisation may be declared vis-à-vis the person to be authorised or the Company. Proof of authorisation may be sent, changed or revoked by email, post or fax no later than May 17, 2022 midnight (CEST), to the following postal address, fax number or email address:

Berentzen-Gruppe Aktiengesellschaft  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 Munich  
Germany

Fax: +49 (0) 89 889 690 655

Email: [berentzen@better-orange.de](mailto:berentzen@better-orange.de)

or, as of April 27, 2022, 0:00 hours (CEST), sent, changed or revoked via the password-protected Internet service on the Company's website at [www.berentzen-gruppe.de/en/investors/annual-general-meeting](http://www.berentzen-gruppe.de/en/investors/annual-general-meeting) in accordance with the procedures provided for this purpose before and during the annual general meeting.

On the day of the virtual annual general meeting on May 18, 2022, authorisations can only be submitted, amended or revoked via the password-protected Internet service, which is accessible on the Company's website at [www.berentzen-gruppe.de/en/investors/annual-general-meeting](http://www.berentzen-gruppe.de/en/investors/annual-general-meeting).

Shareholders who wish to authorise another person may do so by using the form that will be sent to them after proper registration and submitting the documentation of their shareholding. Such a form is also available for download on the Company's website at [www.berentzen-gruppe.de/en/investors/annual-general-meeting](http://www.berentzen-gruppe.de/en/investors/annual-general-meeting) together with the information on the 2022 annual general meeting.

The aforementioned transmission channels are also available until the aforementioned points in time if the authorisation is to be granted by declaration to the Company; in this case, separate proof of granting the authorisation is not required. Authorisations may also be revoked or changed up until the aforementioned points in time by notifying the Company directly using the aforementioned transmission channels.

If an intermediary, a shareholders' association, a voting rights advisor or persons, associations, institutes or companies considered equivalent in accordance with Section 135 (8) AktG are authorised, the authorised representative must record the authorisation in a verifiable manner; the authorisation must be complete and may only contain the declarations associated with the exercise of voting rights. Shareholders who wish to authorise an intermediary, a shareholders' association, a voting rights advisor or other persons, associations, institutions or companies considered equivalent are requested to agree on the form of the authorisation with the person to be authorised. Reference is made to the special procedure pursuant to Section 135 (1) sentence 5 AktG.

Authorised representatives will also not be able to participate physically in the annual general meeting. They may exercise the voting right for the shareholders they represent within the scope of their authorisation only by electronic postal vote or by authorising the proxies appointed by the Company, who are then obligated to follow their instructions.

In order for a proxy to use the password-protected Internet service, the proxy must receive the relevant access details:

#### ***Voting by proxy through instruction-bound Company proxies***

Shareholders can also have their shares voted by the Company-appointed proxies, who are required to follow their voting instructions (Company proxy). In this case, too, timely registration and proof of entitlement to participate in the virtual annual general meeting and exercise voting rights are required (see above under "Conditions for attending the virtual annual general meeting and exercising voting rights"). The authorization of the proxies and its revocation must be in text form. If proxies appointed by the Company are authorised, instructions for exercising the voting rights must be issued to them in any case.

Authorisations and instructions to the Company-appointed proxies may be issued, changed or revoked by post, fax or email to the address, fax number or email address stated above in the section "Authorisation" by the end of May 17, 2022 midnight (CEST), at the latest, or, as of April 27, 2022, 0:00 hours (CEST), by using the password-protected Internet service on the Company's website at [www.berentzen-gruppe.de/en/investors/annual-general-meeting](http://www.berentzen-gruppe.de/en/investors/annual-general-meeting) in accordance with the procedures provided for this purpose up until the start of voting in the virtual annual general meeting. Such a form will be sent to shareholders after proper registration and providing documentation of their shareholding. Such a form is also available for download on the Company's website at [www.berentzen-gruppe.de/en/investors/annual-general-meeting](http://www.berentzen-gruppe.de/en/investors/annual-general-meeting) together with the information on the 2022 annual general meeting.

If the proxies appointed by the Company are authorised, they must be given instructions for exercising the shareholder's voting right. The proxies are obligated to vote according to the instructions given to them. They shall not accept any authorisations for filing objections to shareholder resolutions, exercising the right to ask questions or submitting motions.

If individual votes are taken on an agenda item without this having been announced in advance of the virtual annual general meeting, any instruction issued regarding this agenda item overall is also deemed to be a corresponding instruction for each item of the individual vote.

#### ***Voting by electronic postal vote***

Shareholders may also cast their votes by postal vote electronically using the password-protected Internet service. In this case, too, proper registration and proper documentation of the shareholding are required (see above under "Conditions for attending the virtual annual general meeting and exercising voting rights").

Postal votes, as of April 27, 2022, 0:00 hours (CEST), may be cast, changed or revoked by using the password-protected Internet service on the Company's website at [www.berentzen-gruppe.de/en/investors/annual-general-meeting](http://www.berentzen-gruppe.de/en/investors/annual-general-meeting) in accordance with the procedures provided for this purpose up until the start of voting in the virtual annual general meeting.

If individual votes are taken on an agenda item without this having been announced in advance of the annual general meeting, the vote cast by postal vote on this agenda item overall is also deemed to be a corresponding vote for each item of the individual vote.

Duly authorised intermediaries, shareholders' associations, voting rights advisors, or other persons or associations, institute or companies considered equivalent under Section 135 (8) AktG may also utilise the option of electronic voting by post.

### **Audio and video broadcast of the annual general meeting over the Internet**

An audio and video broadcast of the entire annual general meeting will be available for registered shareholders and their authorised representatives on May 18, 2022 from 10:00 a.m. (CEST) in the password-protected Internet service of the Company's website at [www.berentzen-gruppe.de/en/investors/annual-general-meeting](http://www.berentzen-gruppe.de/en/investors/annual-general-meeting).

After receipt of proper registration and proper documentation of their shareholding (see above under "Conditions for attending the virtual annual general meeting and exercising voting rights"), the access details for using the password-protected Internet service on the Company's website at [www.berentzen-gruppe.de/en/investors/annual-general-meeting](http://www.berentzen-gruppe.de/en/investors/annual-general-meeting) will be sent to the shareholders.

The broadcast of the annual general meeting does not enable participation as defined in Section 118 (1) sentence 2 AktG (electronic or online participation).

### **Raising objections to annual general meeting resolutions**

Registered shareholders and their authorised representatives who have exercised their voting rights by electronic postal vote or by authorising and instructing the Company-appointed proxies have the opportunity to object to a resolution adopted by the annual general meeting by means of electronic communication for the notary's record via the password-protected Internet service accessible on the Company's website at [www.berentzen-gruppe.de/en/investors/annual-general-meeting](http://www.berentzen-gruppe.de/en/investors/annual-general-meeting) in accordance with the procedures provided for this purpose up from the beginning of the virtual annual general meeting on May 18, 2022 until the end of the virtual annual general meeting in accordance with Section 245 no. 1 AktG in conjunction with Section 1 (2) no. 4 COVID-19 Act.

**Information on shareholder rights in accordance with Section 122 (2), Section 126 (1), Section 127, Section 131 (1) AktG in conjunction with Section 1 COVID-19 Act**

**1. Requests for additions to the meeting agenda pursuant to Section 122 (2) AktG**

Shareholders whose combined holdings are equal to at least one-twentieth (5%) of the capital stock, or EUR 1,248,000.00 (corresponding to 480,000 shares at the present time), or the proportional amount of EUR 500,000.00 (– round up to the nearest full number of shares – corresponding to 192,308 shares at the present time), may request that items be added to the agenda or announced. A justification or nomination must be included with every new item on the agenda. The request must be addressed to the Executive Board in writing or in electronic form as defined by Section 126a of the German Civil Code (Bürgerliches Gesetzbuch – BGB (i.e. with a qualified electronic signature) and must reach the Company by midnight (CEST) on April 17, 2022 at the latest. The address of the Executive Board is as follows:

Berentzen-Gruppe Aktiengesellschaft  
The Executive Board  
Ritterstraße 7  
49740 Haselünne  
Germany

E-mail (with qualified electronic signature): [ir@berentzen.de](mailto:ir@berentzen.de)

Provided they were not already published with the invitation to the annual general meeting, additions to the agenda that are to be announced will be published in the Federal Gazette without delay upon receipt of the request and forwarded for publication to such media for which it can be assumed that they will disseminate the information throughout the European Union. They will also be made available on the Company's website at

[www.berentzen-gruppe.de/en/investors/annual-general-meeting](http://www.berentzen-gruppe.de/en/investors/annual-general-meeting)

and notified to the shareholders.

Applicants shall prove pursuant to Section 122 (2) Sentence 1 in conjunction with Section 122 (1) Sentence 3 AktG that they owned their shares for at least 90 days prior to the date on which the request is received and that they will hold their shares until a decision on their request has been made by the Executive Board.

**2. Counter-motions and nominations pursuant to Section 126 (1) and Section 127 AktG in conjunction with Section 1 (2) Sentence 3 COVID-19 Act**

Shareholders may send counter-motions (including any supporting statements) to a proposal (provided these concern items on the agenda) made by the Executive Board and/or Supervisory Board with regard to a specific item of the agenda as well as nominations to the Company. No counter-motions or nominations can be submitted during the virtual annual general meeting.

Counter-motions within the meaning of Section 126 AktG (including any statement explaining the reasons for submitting them) and nominations within the meaning of Section 127 AktG will be made available – together with name of the shareholder, and any comments by the management – on the Company's website at

[www.berentzen-gruppe.de/en/investors/annual-general-meeting](http://www.berentzen-gruppe.de/en/investors/annual-general-meeting)

provided they are received by the Company by midnight (CEST) on May 3, 2022 at the latest at the following address, fax number or email address

Berentzen-Gruppe Aktiengesellschaft  
Investor Relations  
Ritterstraße 7  
49740 Haselünne  
Germany

Fax: +49 (0) 5961 502 550  
Email: [ir@berentzen.de](mailto:ir@berentzen.de)

and the other requirements conferring an obligation upon the Company to publish in accordance with Section 126 and Section 127 AktG are fulfilled.

Counter-motions or nominations for election by shareholders which must be made available pursuant to Section 126 or Section 127 AktG shall be deemed to have been made at the annual general meeting if the shareholder submitting the motion or the nomination is duly authorised and has duly registered for the annual general meeting.

### **3. Right of shareholders to ask questions in accordance with Section 1 (2) sentence 1 no. 3 sentence 2 COVID-19 Act**

Registered shareholders have the right to submit questions in advance of the virtual annual general meeting to be held on May 18, 2022. The Executive Board will decide, at its discretion in keeping with its obligations, how it will respond to questions.

Questions from shareholders must be submitted to the password-protected Internet service available on the Company's website at [www.berentzen-gruppe.de/en/investors/annual-general-meeting](http://www.berentzen-gruppe.de/en/investors/annual-general-meeting) in accordance with the procedures provided for this purpose up no later than one day prior to the meeting, i.e. no later than May 16, 2022, midnight (CEST).

No questions can be asked during the virtual annual general meeting.

#### **Submission of written statements and video messages by shareholders**

Shareholders or their authorised representatives may not speak on the agenda at the virtual annual general meeting. The Executive Board, with the consent of the Supervisory Board, therefore decided to give shareholders and their authorised representatives – above and beyond the requirements of the COVID-19 Act – the opportunity to comment on the agenda by means of written statements and video messages so as to further increase the appeal of the annual general meeting and to enhance dialogue between management and shareholders as well as among the shareholders.

Duly registered shareholders and their authorised representatives therefore have the opportunity to submit written statements and video messages relating to the agenda in German via the password-protected Internet service on the Company's website at <https://www.berentzen-gruppe.de/en/investors/annual-general-meeting/> in accordance with the procedures provided for this purpose until 24:00 (CEST) on May 13, 2022 for publication by the Company in the password-protected Internet service. The chair of the meeting is free to decide whether the video messages shall be made public through inclusion in the live stream of the annual general meeting, giving due consideration to the possible interest of all co-shareholders in the content of the message and to the time needed to answer questions asked at the annual general meeting. A written statement may be submitted as a file in PDF format. Its total length must not exceed 10,000 characters. Furthermore, only statements made by the shareholder or their authorised representative are admissible. The video message must not exceed four minutes in length. Similarly, only video messages in which the shareholder or their authorised representative appears are admissible. Video messages that can be duly reproduced must be submitted electronically as an MPEG-4 or MOV file using the password-protected Internet service via the normal channels and must not exceed a file size of one gigabyte (1 GB).



In submitting a written statement or video message, the shareholder or the authorised representative agrees that the written statement or video message will be made public in the password-protected Internet service or in the livestream of the annual general meeting, as appropriate, mentioning their name. Please note that shareholders do not have a legal entitlement to have their written statement or video message made public. The Company reserves the right not to make public any written statements or video messages containing content which is offensive, discriminatory, obviously false or misleading or could lead to criminal prosecution, or to disclose content that makes no reference to the agenda or has been submitted in a language other than German. The same applies to video messages of more than four minutes and to written statements and video messages that do not meet the technical requirements. Only one written statement or video message per shareholder shall be made public.

The written statements or video messages are intended to give shareholders and their authorised representatives the opportunity to comment. For questions as well as counter-motions and nominations, on the other hand, the procedure described above applies. Please note that no consideration shall be given to questions, counter-motions and nominations contained in a written statement or video message that was not submitted in the manner described above.

### **Additional explanations and information on the Company's website / documents**

The Company's website at [www.berentzen-gruppe.de/en/investors/annual-general-meeting](http://www.berentzen-gruppe.de/en/investors/annual-general-meeting) contains the information to be published pursuant to Section 124a AktG and additional explanations of the rights of shareholders pursuant to Sections 122 (2), 126 (1), 127, 131 (1) AktG in conjunction with Section 1 COVID-19 Act. The voting results will be published at the same Internet address after the annual general meeting.

During the annual general meeting, the documents to be made available by law will also be accessible on the Company's website at [www.berentzen-gruppe.de/en/investors/annual-general-meeting](http://www.berentzen-gruppe.de/en/investors/annual-general-meeting).

The Company also intends to publish on its website at [www.berentzen-gruppe.de/en/investors/annual-general-meeting](http://www.berentzen-gruppe.de/en/investors/annual-general-meeting) the speeches of the two members of the Executive Board to be delivered at the annual general meeting in advance of the annual general Meeting, probably on May 11, 2022.

### **Data protection information for shareholders**

The Company processes personal data in order to conduct the virtual annual general meeting and to enable shareholders to participate in and exercise their rights at the virtual annual general meeting. In addition, these data are used for related purposes and to fulfil other legal obligations (e.g. verification or storage obligations).

Further information on data protection can be obtained at the following Internet address [www.berentzen-gruppe.de/en/investors/annual-general-meeting](http://www.berentzen-gruppe.de/en/investors/annual-general-meeting). Berentzen-Gruppe Aktiengesellschaft will also send out this information in printed form on request.

### **Total number of shares and voting rights**

At the date when the invitation to the virtual annual general meeting was published, the Company's capital stock was divided in 9,600,000 no-par-value shares of common stock conferring the same number of voting rights. Accordingly, the total number of voting rights at the date when the invitation to the virtual annual general meeting was published was 9,600,000. This total figure includes the 206,309 treasury shares held by the Company at the time the virtual annual general meeting was convened. The Company is not entitled to any voting rights based on these shares.

Haselünne, April 2022

**Berentzen-Gruppe Aktiengesellschaft**

The Executive Board

**Berentzen-Gruppe Aktiengesellschaft**

Ritterstraße 7

49740 Haselünne

Deutschland

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