



# **Cooperation between the Management Board and Supervisory Board**

## Cooperation between the Management Board and Supervisory Board

As a German stock corporation, 2G Energy AG is subject to a two-tier management and supervisory structure with a Management Board and Supervisory Board. The Management Board manages the company on its own, joint responsibility. The Supervisory Board monitors the activities of the Management Board and is responsible for the appointment and dismissal of members of the Management Board.

In the interest of the best possible management of the Company, we attach great importance to the fact that the Management Board and the Supervisory Board are in constant dialogue with each other and work together efficiently and in a trust-based manner for the benefit of the Company. The Management Board informs the Supervisory Board regularly, promptly and comprehensively about all issues relevant to the company, in particular planning, business development, risk situation and risk management as well as the internal control system.

### 1. The Management Board

The Management Board manages the company on its own, joint responsibility. It is bound by the interests of the Company and committed to achieving the sustained increase in enterprise value. The Board specifies the corporate goals and defines the strategies by which these goals are to be achieved. The Management Board decides on all matters of fundamental and material importance to the Company.

The members of the Management Board must disclose any conflicts of interest to the Supervisory Board without delay and inform their colleagues on the Management Board of any such conflicts.

Information on the members of our Management Board can be found at

<https://www.2-g.com/de/management-2g/>

### 2. Supervisory Board

The Supervisory Board advises and monitors the Management Board in the management of the company.

The members of the Supervisory Board must disclose any conflicts of interest to the Supervisory Board without delay and inform the Supervisory Board accordingly.

Transactions of fundamental importance and other Management Board decisions with a significant, material impact on the Company's business activities and net assets, financial position or results of operations require the approval of the Supervisory Board.

The Management Board informs the Supervisory Board of 2G Energy AG at least quarterly about the business development and the situation of the Group. The Management Board also regularly reports to the Supervisory Board on the measures taken within the company to comply with the law and the

company's internal regulations (compliance). The Supervisory Board is also responsible for reviewing and approving the Company's annual financial statements, the consolidated financial statements and the Company's Group management report. The Supervisory Board also deals with the effectiveness of the internal control system, the risk management system and the internal audit system, as well as the audit of the financial statements.

Moreover, the Chairman of the Supervisory Board is in regular contact with the Management Board and in particular with the Chairman of the Management Board and discusses with him the strategy, business development and risk management of the company. The Chairman of the Supervisory Board is regularly informed by the Chairman of the Management Board about important events that are of material importance for the assessment of the situation and development as well as for the management of the company.

Information on the members of our Supervisory Board can be found at

<https://www.2-g.com/de/management-2g/>

### **3. Remuneration of the executive bodies**

#### **3.1. Management Board**

The remuneration system for the Management Board of 2G Energy AG is based on the corporate strategy and is geared to contributing to a sustainable increase in the value of the company and responsible corporate governance. The attractiveness of 2G Energy AG in the competition for highly qualified executives is to be ensured, while at the same time complying with legal and regulatory requirements. The amount and appropriateness of the remuneration for the Management Board members are regularly reviewed by the Supervisory Board and adjusted as required.

##### **3.1.1. Remuneration structure**

The remuneration consists of a non-performance-related component and an annual incentive. This bonus amounts to 1% to 1.2% of the profit from ordinary activities as reported in the audited consolidated financial statements of the Company (i.e. earnings after taxes plus income taxes before all bonuses), and is generally capped at 1.5 times the basic compensation of the respective Executive Board member. The members of the Management Board do not receive any pension commitments.

##### **3.1.2. Remuneration of the Management Board in fiscal year 2022**

The total remuneration for the activities on the Board of Management amounted to €1,592 thousand in financial year 2022. Of this amount, € 702 thousand was attributable to the non-performance-related component and € 890 thousand to the bonus (prior-year comparison: total remuneration € 1,415 thousand, fixed € 661 thousand and variable € 754 thousand).

## **3.2. Supervisory Board**

### **3.2.1. Remuneration structure**

The remuneration of the members of the Supervisory Board takes the responsibility and scope of activities of the Supervisory Board members into account and consists exclusively of a fixed component and an attendance fee for participation in Supervisory Board meetings. The members of the Supervisory Board are not eligible for performance-related remuneration.

### **3.2.2. Remuneration of the Supervisory Board in fiscal year 2022**

The compensation of the members of the Supervisory Board for each fiscal year - pro rata temporis of the term of office - amounts to €22 thousand as fixed compensation for the individual member in accordance with § 13 (1) of the Articles of Association. The Chairman of the Supervisory Board receives double and the Deputy Chairman one and a half times the amount of the fixed compensation; the total compensation of the Supervisory Board per fiscal year is therefore €99 thousand. In addition, each Supervisory Board member receives an attendance fee of €2 thousand for each Supervisory Board meeting he or she attends.

Total Supervisory Board compensation in fiscal year 2022 amounted to €129 thousand, of which €99 thousand was fixed compensation and €30 thousand was attendance fees for all Supervisory Board members attending all five regular Supervisory Board meetings (prior-year comparison: €123 thousand, of which €99 thousand was fixed compensation and €24 thousand was attendance fees for four regular Supervisory Board meetings)

## **4. D&O insurance**

There is a D&O insurance, which 2G Energy AG has taken out with a leading German insurance company (among others) for the members of the Management Board and the Supervisory Board.

The sum insured is 10,000,000 euros per insured event and year. There is no deductible under the insurance taken out; in deviation from this, the provisions of Section 93 (2) of the German Stock Corporation Act (AktG) apply, according to which members of the Executive Board must bear 10% of the loss, but no more than 1.5 times their respective annual compensation per year. This deductible is to be insured independently by the insured persons if necessary or at their own discretion.