

# REMUNERATION REPORT

The Remuneration report is based on the "Recommendations of the German Corporate Governance Code". It summarises the principles which are applied in setting the remuneration of the Management Board of YOC AG and explains the amount and structure of the Management Board members' income. It also describes the principles according to which the Supervisory Board members are remunerated and the amount of their remuneration.

The Remuneration report further contains particulars which, under German commercial law, must be included as part of the notes to the consolidated financial statements pursuant to Sect. 314 HGB [German Commercial Code] and the Group Management Report pursuant to Sect. 315 HGB.

## REMUNERATION OF THE MANAGEMENT BOARD

The Supervisory Board is responsible for setting the Management Board's remuneration. In doing so, it considers the company's size and activities, the company's economic and financial position, the duties of the Management Board member in question and, for comparative purposes, the amount and structure of management board remuneration elsewhere in the industry.

Management Board remuneration is performance-based. The remuneration is designed to be competitive in the market for highly qualified management personnel and to offer an incentive for successful performance. It is generally comprised of a fixed basic remuneration amount plus a variable component.

- The basic remuneration is cash remuneration in a fixed amount for the year as a whole which is specific to the Management Board member's area of responsibility and is paid out in twelve monthly instalments.
- The variable component consists of cash remuneration as profit-sharing on YOC AG's results (EBITDA) according to IFRS and is subject to an upper limit.
- With the participation in the phantom stock option program set up in 2014, members of the Management Board selected by the Supervisory Board receive phantom stock options. The phantom stock option program simulates a stock option program with an actual share in the company's equity capital by the beneficiaries. Other than in a stock option program with "actual" stock options, the exercising of phantom options does not authorise to subscribe to company shares, but rather entitle the holder to claim a certain amount of money in cash from the company as further defined in the option terms and conditions. The phantom options do not give the holder any participation rights in the company under commercial law, in particular no share-based claim to rights of information or participation, voting rights or participation in net profit.

The YOC AG Management Board remuneration in financial year 2018 included a fixed component of altogether kEUR 150 (2017: kEUR 165). No variable component was paid in financial year 2018 (2017: kEUR 5).

In addition, the exercising of the phantom stock option program set up in financial year 2014 led to payments in the amount of kEUR 69 (2017: kEUR 0). The exercise of a further 20,000 virtual stock options is linked to a takeover offer for the shares of YOC AG pursuant to Sections 29, 35 WpÜG with an indefinite term. No resulting liabilities were recognized as of the balance sheet date.

Hence, kEUR 219 of the ongoing Management Board remuneration were due for payment in financial year 2018 (2017: kEUR 170).

Other than these, no prepayments, credits, securities, pension promises, or similar advantages were issued to the Management Board.

## REMUNERATION OF THE SUPERVISORY BOARD

Supervisory Board remuneration was set by the General Meeting of YOC AG on the basis of a proposal by the Management Board and Supervisory Board.

Supervisory Board remuneration is fixed at kEUR 12.5 for one financial year. The chairman of the Supervisory Board receives twice this amount and the deputy chair 1.5 times this amount. For each face-to-face meeting of the Supervisory Board, each member of the Supervisory Board receives the amount of kEUR 1.0; the chairman of the Supervisory Board receives twice that; and the deputy chair 1.5 times that amount.

No remuneration was granted for personally rendered services apart from the board activities, particularly for any consulting or referral services.

Remuneration for the activities of the Supervisory Board came to a total of kEUR 79 in financial year 2018.

### REMUNERATION MANAGEMENT SUPERVISORY BOARD 2018 (IN KEUR)

NAME	FIXED REMUNERATION	ATTENDANCE FEE	TOTAL
Dr Nikolaus Breuel (Chairman)	25	10	35
Konstantin Graf Lambsdorff	19	8	26
Sacha Berlik	13	5	18
<b>TOTAL</b>	<b>56</b>	<b>23</b>	<b>79</b>