

# REMUNERATION REPORT OF YOC AG

## REMUNERATION SYSTEM

In accordance with Section 120a (1) AktG, the Annual General Meeting of a listed company resolves to approve the remuneration system for the members of the Management Board, as submitted by the Supervisory Board, whenever a material change is made to the system, but at least every four years.

The first resolution had to be passed by the end of the first Annual General Meeting following December 31, 2020.

Against this background, the Supervisory Board of YOC AG decided on a remuneration system for members of the Management Board that is based on the principles of performance orientation and the sustainable increase of company value for the benefit of all stakeholders as well as the requirements of ARUG II which is based on the recommendations of German Corporate Governance.

The remuneration system for Management Board members was approved for the first time on June 30, 2021 and most recently on June 22, 2023 in a slightly adjusted form by the Annual General Meeting of YOC AG with a majority of 94.4 %.

In accordance with legal requirements, the Supervisory Board applies this remuneration system to employment contracts with members of the company's Management Board that are newly concluded, amended or extended within two months of the initial approval of the remuneration system by the Annual General Meeting (Section 87a (2) sentence 1 AktG, Section 26j (1) sentence 2 EGAktG).

Detailed information on the new remuneration system can be found on the company's website at <https://yoc.com/management-corporate-governance>.

## DESCRIPTION OF THE REMUNERATION SYSTEM FOR MEMBERS OF THE MANAGEMENT BOARD

The remuneration of the Management Board under the remuneration system is performance-based. It is competitive on the market for highly qualified managers and provides an incentive for successful work.

In the financial year 2024, it consisted of a fixed basic salary, a variable component and participation in the virtual share option program:

- The basic remuneration is a fixed cash payment for the year, which is based on the area of responsibility of the respective Management Board member and is paid in twelve monthly instalments.
- The one-year variable component is a cash payment as a profit-sharing bonus, which is based on the operating result according to IFRS (EBITDA) of YOC AG and is capped.

- By participating in the phantom stock option program launched in 2014, members of the company's Management Board, determined by the Supervisory Board receive virtual share options (phantom stocks). The phantom stock option program replicates a stock option program aimed at the actual participation of the beneficiaries in the company's equity. In contrast to an option program backed by "real" share options the "virtual" options do not entitle the beneficiary to subscribe to shares in the company when exercised, but instead grant the beneficiary a claim against the company for payment of a certain cash amount in accordance with the option conditions. As part of the virtual share option program, virtual share options could be issued until 2017 to any member of the company's Management Board whose employment relationship is valid at the time of the respective allocation of virtual share options and does not expire with effect for a terminated by notice, a termination agreement or a time limit with effect from one year after the grant date. The exercise of the virtual share option by the option holder originally required that a) the waiting period of three years has expired and b) a share price-based performance target has been achieved at the time of exercise. By agreement dated October 1, 2014, the Management Board member Dirk-Hilmar Kraus was granted a total of 40,000 virtual share options on the grant date of September 1, 2014. After one of 20,000 virtual share options in 2018, 20,000 of the virtual share options granted are still outstanding. These 20,000 virtual share options can be exercised in accordance with an amendment agreement to the option conditions December 28, 2017 with an indefinite term. According to the amendment agreement, their exercise is not linked to a share price-based performance target, but to a takeover bid for the shares of YOC AG pursuant to Sections 29, 35 WpÜG.
- In addition, the employment contract of the Management Board member Dirk-Hilmar Kraus, which runs until March 31, 2026, includes a one-off, performance-related payment subject to the condition of a change of control following a takeover bid.

## APPLICATION OF THE MANAGEMENT BOARD REMUNERATION SYSTEM IN THE FINANCIAL YEAR 2024

The remuneration system was fully implemented and applied as part of the remuneration of the Management Board in the financial year 2024. In accordance with the remuneration system, the Supervisory Board has defined a specific target remuneration with the member of the Management Board. Furthermore, the Supervisory has defined the performance criteria in relation to the performance-related, variable remuneration components for the financial year 2024.

As a result, the remuneration of the Management Board of YOC AG in the financial year 2024 includes a fixed component totaling kEUR 225 gross (2023: kEUR 200 gross) and a variable salary component of a further kEUR 75 gross (2023: kEUR 50 gross) in the event of 100 % target achievement. The fixed salary component was paid out in full in 2024. The variable salary component is due two weeks after the annual financial statements of the company and will therefore be paid out in 2025. Beyond this, no advances, loans, security payments, pension commitments or similar benefits were granted to the Management Board. For the financial year 2023, a variable salary component of kEUR 49 gross was paid to Mr Dirk-Hilmar Kraus in the financial year 2024.

## REMUNERATION GRANTED AND OWED TO THE CURRENT MEMBER OF THE MANAGEMENT BOARD IN THE PAST FINANCIAL YEAR IN ACCORDANCE WITH SECTION 162 AKTG

The following table shows the remuneration granted (paid) to the current member of the granted (paid out) and owed (i.e. due in 2024) to the current member of the fixed and variable remuneration components including the respective relative share in accordance with Section 162 AktG.

This relates to the fixed annual remuneration paid out in the financial year 2024, the reimbursement of expenses incurred in the financial year 2024 and the variable remuneration paid out in the financial year 2024 for the financial year 2023.

NAME	FIXED REMUNERATION			VARIABLE REMUNERATION		EXTRA-ORDINARY PAYMENTS	PENSION EXPENSES	TOTAL REMUNERATION	RATIO OF FIXED AND VARIABLE REMUNERATION
	Basic salary	Allowances	Reimbursement of expenses	Annual	Perennial				
<b>Dirk-Hilmar Kraus</b>	225 KEUR (for the financial year 2024)	-	11 KEUR	49 KEUR (for the financial year 2023)	-	-	-	285 KEUR	Firm: 79 % Variable: 21 %

The following table shows the fulfillment of the agreed performance criteria for the variable remuneration component paid out in the financial year 2024:

NAME	PERFORMANCE CRITERION	RELATIVE WEIGHT OF THE PERFORMANCE CRITERION	INFORMATION ON THE PERFORMANCE TARGET		A) TARGET ACHIEVEMENT
			a) Minimum target b) corresponding remuneration	a) Maximum target b) corresponding remuneration	B) AMOUNT AMOUNT
<b>Dirk-Hilmar Kraus</b>	Achievement of the budgeted EBITDA in 2023	100 %	a) 65 % b) 32.5 KEUR	a) 150 % b) 75 KEUR	a) 98 % b) 49 KEUR

## CONTRIBUTION TO THE LONG-TERM DEVELOPMENT OF SOCIETY

Through the composition of fixed and variable remuneration components, the components promotes the long-term development of the company. Purely fixed remuneration would not be suitable for promoting the company's focus on sustainable development characterized by innovation.

Rather, a strategic growth course requires both fixed and variable, incentive-based remuneration components in order to allow management, as drivers of innovation and vision, to participate appropriately and with a sense of proportion in the company's success.

The agreement of a variable remuneration component, which is linked to the achievement of the company's budgeted EBITDA promotes the long-term development of the YOC Group, because the remuneration is thus linked to the strategic earnings target, which in turn is intended to serve the long-term development of the company.

## COMMITMENTS IN THE EVENT OF PREMATURE TERMINATION OF MANAGEMENT BOARD ACTIVITY

In the event that Mr Dirk-Hilmar Kraus is released from his duties as a member of the Management Board during the term of his contract, he will continue to receive the agreed fixed remuneration plus the pro rata performance-related remuneration that has accrued up to the time of his release in the relevant year. Other remuneration received by Mr Dirk-Hilmar Kraus during his leave of absence from self-employment and/or employed work are taken into account and reduce the fixed remuneration. Payments made to Mr Dirk-Hilmar Kraus in the event of premature termination of his Board activity without good cause, including reimbursement of expenses, are limited to the value of two years' remuneration.

## FURTHER MANDATORY DISCLOSURES PURSUANT TO SECTION 162 AKTG

- No shares or share options were granted or promised in the financial year 2024.
- No use was made of the option to reclaim variable remuneration components was exercised, as no breaches of duty by the Management Board have come to light.
- There was no deviation from the remuneration system.
- Due to the approval of the 2022 remuneration report and the renewed approval of the only slightly adjusted remuneration system by the Annual General Meeting on June 22, 2023 there is no reason to question the remuneration system, its implementation or the way in which it is reported.
- The Executive Board member was not promised or granted any benefits by a third party with regard to his activities as a member of the Executive Board.
- No benefits have been promised to the member of the Executive Board in the event of the regular termination of his duties.
- No former members of the Executive Board who ended their activities during the last financial year were Board members who terminated their employment during the last financial year were promised benefits in this connection and granted them during the last financial year.
- The maximum remuneration for each member of the Management Board is limited to EUR 2.8 million per year. This high maximum amount does not represent the target annual remuneration but is merely intended to guarantee the possibility of a special one-off payment, as the amount of this is also limited by the maximum remuneration set. The remuneration granted and owed to the current member of the Management Board in the past financial year, amounting to kEUR 285, is within the maximum remuneration set by the remuneration system.

## DESCRIPTION OF THE REMUNERATION SYSTEM FOR MEMBERS OF THE SUPERVISORY BOARD

The remuneration system for members of the Supervisory Board is based on the statutory and takes into account the recommendations and suggestions of the German Corporate Governance Code.

The Supervisory Board advises and monitors the Management Board and is closely involved in important operational and strategic management issues. The remuneration of the Supervisory Board is also decisive for effective action by the Supervisory Board.

This should be proportionate to the duties of the Supervisory Board members and the situation of the company (cf. Section 113 Para. 1 Sentence 3 AktG). Appropriate Supervisory Board remuneration in line with the market thus promotes the business strategy and the long-term development of YOC AG.

In accordance with Section 113 (3) sentences 1 and 2 AktG, the Annual General Meeting of listed companies must pass a resolution on the remuneration of Supervisory Board members at least every four years, whereby a resolution confirming the remuneration is permissible. The last resolution in this regard was passed on June 30, 2021.

Pursuant to Section 16 sentence 1 of the Articles of Association of YOC AG, the members of the Supervisory Board receive a fixed remuneration to be determined by the General Meeting of Shareholders. The remuneration system for the Supervisory Board adopted by the General Meeting sets out both the abstract and the concrete framework for the remuneration of Supervisory Board members.

This ensures that the remuneration of Supervisory Board members always corresponds to the remuneration system approved by the Annual General Meeting.

## STRUCTURE AND APPLICATION OF THE REMUNERATION SYSTEM FOR THE SUPERVISORY BOARD IN THE FINANCIAL YEAR 2024

In amendment to the resolution of the General Meeting of Shareholders of 30 May 2007, the members of the Supervisory Board of YOC AG have received the following remuneration since the financial year 2012:

The annual remuneration for each member of the Supervisory Board amounts to EUR 12,500.00. The Chairman of the Supervisory Board receives twice this amount, the Deputy Chairman receives 1 ½ times this amount. For each Supervisory Board meeting that is an in-person meeting, each Supervisory Board member receives an amount of EUR 1,000.00, the Supervisory Board Chairman of the Supervisory Board twice this amount and the Deputy of the Supervisory Board 1 ½ times this amount.

The fixed remuneration, the attendance fees and the waiver of performance-related Supervisory Board remuneration is also intended to promote the independence of the Supervisory Board members in particular.

The long-term development of the company is to be promoted by the Supervisory Board's appropriate exercise of its supervisory and advisory activities.

The Management Board and Supervisory Board are of the opinion that the concept of fixed, non-performance-related remuneration for the members of the Supervisory Board, which was established by the resolution of the Annual General Meeting on August 21, 2012 members of the Supervisory Board, which was approved by the Annual General Meeting on June 30, 2021, has proven its worth.

This remuneration model is practiced by the majority of listed companies and corresponds to the suggestion and complies with suggestion G.18 of the German Corporate Governance Code in the version dated April 28, 2022. The Management Board and Supervisory Board believe that the existing regulations on the remuneration of Supervisory Board members should be retained in the future.

Accordingly, the previous remuneration set by resolution of the Annual General Meeting on August 21, 2012 was also set for the financial year 2021 and for the subsequent financial years beginning on or after January 01, 2022.

## REMUNERATION OF THE SUPERVISORY BOARD IN THE FINANCIAL YEAR 2024

On 30 June 2021, the Annual General Meeting of YOC AG reconfirmed and approved the Annual General Meeting on 21 August 2012 and approved it. In the financial year 2024, the remuneration system for the Supervisory Board was applied in all aspects as regulated in Section 16 of the company's Articles of Association.

In the reporting year, the members of the Supervisory Board did not receive any further remuneration or benefits for personally rendered services, in particular consulting and mediation services. Furthermore, the members of the Supervisory Board were not granted any loans or advances, nor were any contingent liabilities entered into in their favor.

Accordingly, the remuneration for the activities of the Supervisory Board in the financial year 2024 amounted to a total of kEUR 79 (2023: kEUR 79). The remuneration is due at the end of the financial year 2024 and will therefore not be paid out until the financial year 2025.

SUPERVISORY BOARD REMUNERATION (IN KEUR)	FIXED REMUNERATION	SESSION MONEY	TOTAL
Dr. Nikolaus Breuel (Chairman)	25	10	35
Konstantin Graf Lambsdorff (Deputy)	18	8	26
Sacha Berlik	13	5	18
<b>TOTAL</b>	<b>56</b>	<b>23</b>	<b>79</b>

As the fixed Supervisory Board remuneration for the financial year 2023 was not due until 2024, the payment was also not made until the financial year 2024.

The following table shows the remuneration paid to the members of the Supervisory Board in 2024 for the financial year 2023:

SUPERVISORY BOARD REMUNERATION (IN KEUR)	FIXED REMUNERATION	SESSION MONEY	TOTAL
Dr. Nikolaus Breuel (Chairman)	25	10	35
Konstantin Graf Lambsdorff (Deputy)	18	8	26
Sacha Berlik	13	5	18
<b>TOTAL</b>	<b>56</b>	<b>23</b>	<b>79</b>

## COMPARATIVE PRESENTATION OF REMUNERATION AND EARNINGS PERFORMANCE

The following comparative presentation shows the annual change in the remuneration granted and owed to the current members of the Management Board and Supervisory Board, the company's earnings performance and the remuneration of employees on a full-time equivalent basis in accordance with Section 162 AktG, whereby the latter is based on the average wages and salaries of the employees of all Group companies in Germany in the respective financial year. The internal comparison group is deliberately limited to Germany because this is where the majority of employees work.

	REMUN- ERATION GRANTED AND OWED IN 2024		CHANGE 2024 COMPARED TO 2023		CHANGE 2023 COMPARED TO 2022		CHANGE 2022 COMPARED TO 2021		CHANGE 2021 COMPARED TO 2020	
	KEUR	KEUR	KEUR	%	KEUR	%	KEUR	%	KEUR	%
<b>Current members of the Management Board</b>	<b>285</b>	<b>249</b>	<b>36</b>	<b>14</b>	<b>6</b>	<b>2</b>	<b>-165</b>	<b>-40</b>	<b>266</b>	<b>186</b>
Dirk-Hilmar Kraus	285	249	36	14	6	2	-165	-40	266	186
<b>Current members of the Supervisory Board</b>	<b>79</b>	<b>79</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Dr Nikolaus Breuel	35	35	0	0	0	0	0	0	0	0
Konstantin Graf Lambsdorff	26	26	0	0	0	0	0	0	0	0
Sacha Berlik	18	18	0	0	0	0	0	0	0	0
<b>Average salary Employees (Germany)</b>	<b>78</b>	<b>83</b>	<b>-5</b>	<b>-7</b>	<b>3</b>	<b>4</b>	<b>1</b>	<b>2</b>	<b>15</b>	<b>23</b>

	FINANCIAL YEAR 2024		CHANGE 2024 COMPARED TO 2023		CHANGE 2023 COMPARED TO 2022		CHANGE 2022 COMPARED TO 2021		CHANGE 2021 COMPARED TO 2020	
	KEUR	KEUR	KEUR	%	KEUR	%	KEUR	%	KEUR	%
Consolidated profit for the period of YOC AG	3.718	2.900	818	28	564	24	271	13	1.753	562
Net income for the year of YOC AG	4.181	3.323	858	26	796	32	792	46	2.454	341

# REPORT OF THE INDEPENDENT AUDITOR ON THE FORMAL AUDIT OF THE REMUNERATION REPORT

[ In accordance with Section 162 (3) AktG ]

## OPINION

We have formally audited the remuneration report of the YOC AG, Berlin, for the financial year from 1 January to 31 December 2024 to determine whether the disclosures pursuant to § [Article] 162 Abs. [paragraphs] 1 and 2 AktG [German Stock Corporation Act] have been made in the remuneration report. In accordance with § 162 Abs. 3 AktG, we have not audited the content of the remuneration report.

In our opinion, the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the accompanying remuneration report. Our opinion does not cover the content of the remuneration report.

## BASIS FOR THE OPINION

We conducted our formal audit of the remuneration report in accordance with § 162 Abs. 3 AktG and IDW [Institut der Wirtschaftsprüfer: Institute of Public Auditors in Germany] Auditing Standard: The formal audit of the remuneration report in accordance with § 162 Abs. 3 AktG (IDW AuS 870 (09.2023)). Our responsibility under that provision and that standard is further described in the “Auditor's Responsibilities” section of our auditor’s report.

As an audit firm, we have complied with the requirements of the IDW Quality Management Standard: Requirements to quality management for audit firms [IDW Qualitätsmanagementstandard - IDW QMS 1 (09.2022)].

We have complied with the professional duties pursuant to the Professional Code for German Public Auditors and German Chartered Auditors [Berufssatzung für Wirtschaftsprüfer und vereidigte Buchprüfer - BS WP/vBP], including the requirements for independence.

## RESPONSIBILITY OF THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD

The management board and the supervisory board are responsible for the preparation of the remuneration report, including the related disclosures, that comply with the requirements of § 162 AktG. They 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 (i.e., fraudulent financial reporting and misappropriation of assets) or error.



## RESPONSIBILITY OF THE MANAGEMENT BOARD AND THE SUPERVISORY BOARD

Our objective is to obtain reasonable assurance about whether the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the remuneration report and to express an opinion thereon in an auditor's report.

We planned and performed our audit to determine, through comparison of the disclosures made in the remuneration report with the disclosures required by § 162 Abs. 1 and 2 AktG, the formal completeness of the remuneration report. In accordance with § 162 Abs 3 AktG, we have not audited the accuracy of the disclosures, the completeness of the content of the individual disclosures, or the appropriate presentation of the remuneration report.

Berlin, April 16, 2025

**PricewaterhouseCoopers GmbH**  
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