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Remuneration report for the
financial year 2021/22

Contents

Remuneration report for the financial year 2021/22.....	4
Remuneration of the members of the Executive Board	4
Applicable remuneration systems	4
Current remuneration system for the Executive Board of CropEnergies AG ..	4
CropEnergies AG's new remuneration system for its Executive Board.....	7
Level of Executive Board remuneration during the 2021/22 financial year ..	16
Remuneration of the members of the Supervisory Board	21
Report of the independent auditor on the formal audit of the remuneration report pursuant to § 162 Abs. 3 AktG	24

Remuneration report for the financial year 2021/22

of

CropEnergies AG
Mannheim

Remuneration report for the financial year 2021/22

The remuneration report for the financial year 2021/22 provides detailed and individualised information on the remuneration granted or owed by CropEnergies AG to active and former members of the Executive Board and Supervisory Board in the financial year 2021/22 as well as the fringe benefits and pension commitments.

The report meets the requirements of Section 162 AktG and also contains an individual breakdown of the remuneration approved for the 2021/22 financial year.

Remuneration of the members of the Executive Board

Applicable remuneration systems

Currently, CropEnergies AG has two remuneration systems relevant for the members of the Executive Board of CropEnergies AG.

For the Executive Board member Jürgen Böttcher, who joined the Executive Board before 1 March 2021 and has not opted for the new remuneration system, the remuneration system of CropEnergies AG applicable to him so far still continues to apply.

The remuneration system that will apply to Executive Board members Dr Stephan Meeder and Dr Fritz Georg von Graevenitz will be the one presented to the Annual General Meeting of CropEnergies AG on 13 July 2021 for agreement under Item 6 and which was approved with a majority of 98.01%.

Current remuneration system for the Executive Board of CropEnergies AG

The remuneration system that has applied to Executive Board members to date will continue to apply to Executive Board members who joined the Executive Board before 1 March 2021 for the duration of their appointment until such appointment expires unless they have opted into the new Executive Board remuneration system.

The switch to the new remuneration system is mandatory once the service agreements of serving Executive Board members are renewed.

The current remuneration system for the Executive Board of CropEnergies AG includes a fixed annual salary, variable compensation, a company pension scheme as well as benefits in kind.

There is no provision for a share-based element of compensation or similar long-term elements of remuneration. Remuneration of the Executive Board is determined by the plenary session of the Supervisory Board, following preparatory work by the HR committee, and reviewed at regular intervals. In the case of listed companies, the remuneration structure should be aimed at sustainable corporate development; variable elements of remuneration should be based on assessments over several years. Multi-year performance is taken into account in the previous compensation system of CropEnergies AG in that the variable compensation is based on the average operating profit of the CropEnergies Group over the past three financial years in addition to the achievement of agreed targets; this rule is applicable to Jürgen Böttcher and is stated as multi-year variable compensation in the presentation of the compensation granted or owed.

Remuneration in detail

Fixed salary

The Executive Board members receive an annual fixed salary in the form of a cash remuneration which is determined according to the Executive Board member's duties and responsibilities and is paid in twelve equal instalments.

Variable remuneration

The variable remuneration for Executive Board member Jürgen Böttcher comprises a Performance Bonus based on his personal performance. This is a maximum of 30% of the gross annual fixed salary for the financial year for which his performance was assessed. Personal performance will be assessed by the Supervisory Board within two calendar months of the end of the financial year, in each case for the financial year just ended. In addition, Mr Böttcher receives a share of 1.22% of the average operating result (IFRS) of the CropEnergies Group for the previous three financial years, up to a maximum of 50% of the gross fixed salary that Mr Böttcher actually received in the previous financial year. Contrary to the above, the share in the results

for the 2020/21 financial year will be based solely on the operating results for the 2020/21 financial year and the share in the results for the 2021/22 financial year will be based solely on the operating results for the 2020/21 and 2021/22 financial years.

Benefits in kind and other fringe benefits

Each member of the Executive Board also receives the following remuneration in kind and fringe benefits:

- Provision of a company car, which may also be used privately
- Luggage insurance
- D&O insurance with an excess pursuant to Section 93(2) sentence 3 AktG.
- Accident insurance
- Participation in preventive health programmes.

Occupational pension

Jürgen Böttcher's occupational pension consists of a performance-based commitment under the "SÜDZUCKER Versorgungsordnung (SVO)" (SÜDZUCKER Occupational Pension Scheme) works agreement as amended from time to time. The level of the pension is calculated from a percentage of the contractually determined assessment basis. Furthermore, a retirement pension agreement exists with Mr Böttcher according to which he will receive a pension of at least 17.5% of the monthly gross fixed salary upon termination of his employment contract after reaching the age of 60 or in the event of incapacity to work. The pension increases by 0.5% of the last gross fixed salary received for each full year of employment after the age of 40, up to a maximum of 25% of that salary. Half of the pension benefits that Mr Böttcher receives under the works agreement mentioned above are to be offset against all payments under the pension agreement.

Payments where an Executive Board mandate is terminated

No payment commitments exist in the event of premature or regular termination of Jürgen Böttcher's activities.

CropEnergies AG's new remuneration system for its Executive Board

The objective of the Executive Board remuneration system and strategic approach

The objective of the new remuneration system for the Executive Board of CropEnergies AG is to remunerate the members of the Executive Board appropriately in accordance with their tasks and performance. At the same time, more incentives are needed than previously for sustainable management of the business and a sustainable approach to increasing the value of the company. The new remuneration for the Executive Board has five components: a fixed basic payment which is not performance-related and is payable monthly, a one-year, performance-based variable payment and a multi-year performance-based variable payment which is paid through the transfer of shares in CropEnergies AG; in addition, a contributions-based pension and the normal fringe benefits are payable.

The objectives and business targets for the one-year and multi-year variable remuneration are derived from the corporate planning of the CropEnergies AG Group. The strategic goals are oriented towards sustainability aspects, which create incentives for corporate management and sustainable commitment geared towards long-term development. The sustainability aspect is further emphasised through the fact that multi-year variable payments make up more than half of the variable remuneration components; the long-term variable remuneration is thus given a higher priority than the short-term variable remuneration, which should also oblige and induce the board members to commit themselves to sustainable corporate governance. The introduction of malus and clawback provisions strengthens the position of the Supervisory Board in the event of gross breaches of duty by the members of the Executive Board.

Determination of specific maximum remuneration

In accordance with the remuneration system, the Supervisory Board shall determine the amount of the target and maximum remuneration for the members of the Executive Board members for each respective upcoming financial year (Section 87a(1) no. 1 AktG). Target remuneration means the amount paid as a variable remuneration component in addition to the fixed salary (or in the case of multi-year variable remuneration paid by transferring shares) if the targets set by the Executive Board are reached at a rate of 100%. However, the maximum remuneration describes the sum of all remuneration components including other fringe benefits and pension costs ("Maximum Remuneration"); it is fixed by the Supervisory Board as the maximum amount that can be paid out in any financial year.

The guiding principle for determining the Maximum Remuneration is that the members of the Executive Board are remunerated appropriately in view of their duties and performance as well as the situation of the company and that the remuneration does not exceed the usual remuneration without there being special reasons. When determining the amount of remuneration, the Supervisory Board shall also ensure that the share of the long-term variable remuneration components outweighs that of the short-term remuneration components so that the remuneration structure provides long-term incentives for the Executive Board, thus supporting the sustainable business strategy and development of CropEnergies AG.

With regard to the amount of the target and maximum remuneration, the Supervisory Board is required to take appropriate account of the role and area of responsibility of each Executive Board member. At its due discretion, the Supervisory Board may therefore differentiate between different roles, taking into account parameters such as tasks and business area, the experience of the respective member of the Executive Board and customary market practice. In doing so, the Supervisory Board shall ensure that the variable remuneration components account for around half of the total remuneration, i.e. the sum of the fixed salary, variable remuneration and other non-cash fringe benefits, and that the long-term variable remuneration is weighted higher than the short-term variable remuneration.

Maximum remuneration is set and adjusted on the basis of the above market comparison (horizontal comparison) and the comparison with the remuneration performance within senior management and the wider company workforce (vertical comparison).

According to the comparisons carried out, the Supervisory Board has for the time being set the Maximum Remuneration as follows: for the CEO (spokesperson for the Executive Board) the Maximum Remuneration is € 939,400.00, for the CTO the Maximum Remuneration is € 745,400.00 and for the CSO the Maximum Remuneration is € 664,800.00. In each case, the Maximum Remuneration covers all payments and other non-cash benefits for the remuneration agreed in one financial year.

In each case, about 23% of the said Maximum Remuneration is only payable if the target increases in the CropEnergies AG share price are achieved and therefore does not impose an additional burden on the liquidity of the company.

Remuneration in detail

The Executive Board remuneration generally provides for fixed non-performance-related and variable performance-related remuneration components.

The non-performance-related remuneration components comprise the fixed salary, other fringe benefits and pension payments.

The variable performance-related remuneration components consist of a one-year variable remuneration and a multi-year variable remuneration.

In order to foster the sustained and long-term business strategy and performance of CropEnergies AG and to put in place appropriate incentives for the Executive Board members, fixed salary only accounts for about 47% to 50% of direct payments (variable target remuneration including fixed salary), the one-year variable target remuneration accounts for between 24% and 25% and the multi-year variable target remuneration between 27% and 30% of direct payments.

The variable remuneration elements are intended to be both an opportunity and a necessary correction of the total Executive Board remuneration should targets not be met. If the targets set are not achieved to a certain minimum degree as determined by the Supervisory Board, the relevant variable remuneration is forfeited. Where Executive Board members consciously breach their obligations, the Supervisory Board may reduce the variable remuneration to zero (malus) or may demand its repayment (clawback). If the targets are significantly exceeded, the gross payment of the short-term

remuneration is capped at 130% and the gross amount of the long-term variable remuneration at 300% of the particular target remuneration set by the Supervisory Board, which assumes a target attainment of 100%. No circumstances have arisen in the 2021/22 financial year that would require the application of the malus or clawback provision.

Fixed salary

The Executive Board members receive an annual fixed salary in the form of a cash remuneration which is determined according to the Executive Board member's duties and responsibilities and is paid in twelve equal instalments.

Benefits in kind and other fringe benefits

Each member of the Executive Board also receives the following remuneration in kind and fringe benefits:

- Provision of a company car, which may also be used privately
- Luggage insurance
- D&O insurance with an excess pursuant to Section 93(2) sentence 3 AktG.
- Accident insurance
- Participation in preventive health programmes

As part of the Maximum Remuneration, the Executive Board member may be granted the usual subsidies for social security premiums and tax-deductible insurance products.

One-year variable remuneration

The performance-related one-year variable remuneration (OVR) is derived from the achievement of an economic target, here an EBITDA set by the Supervisory Board as a target for the Group, and the achievement of strategic goals. Both these objective values are multiplied by the target remuneration set by the Supervisory Board at the beginning of a financial year (OVR Target Remuneration). The result of that multiplication is the OVR payment amount.

The target values for the EBITDA and the strategic goals are discussed with the entire Executive Board by the Supervisory Board before the beginning of each financial year based on a proposal from the Supervisory Board's HR Committee, set by the Supervisory Board at its reasonable discretion and sent to the Executive Board member in the form of a target notification.

EBITDA as economic target value

At the beginning of each financial year, the Supervisory Board, in consultation with the entire Executive Board, sets a target value, a minimum value and a maximum value for the Group EBITDA to be achieved in that financial year.

The EBITDA target value reflects a 100% achievement of the target. The lower and upper thresholds for the OVR payment range from a minimum of 50% to a maximum of 130% of the EBITDA target value.

If the minimum value for EBITDA is not achieved, the OVR is forfeited even if the strategic goals are met. The pay-out is determined in a linear way in a range between the minimum and target value and between the target and maximum value.

The consolidated financial statements of CropEnergies AG approved by the Supervisory Board are the basis in each case for determining the EBITDA actually achieved. Subsequent changes to the consolidated financial statements based on external tax audits or other reasons will not affect the findings already made.

Strategic goals

In addition to their contribution to strategic growth (e.g. the identification of new areas of business), in particular, the strategic goals also cover the contributions to environmental goals (e.g. measures to reduce CO2 emissions) and to the HR strategy (e.g. diversity and management culture). At the end of the financial year, the Supervisory Board determines the level of target attainment following consultation with the Executive Board. Unlike with EBITDA, the objective grades for the strategic goals are not converted into a percentage but into a modifier. This is between 0.8 and 1.2; the number 1.0 represents 100% target attainment.

Maximum OVR

The maximum factor to be set in the calculation for EBITDA is 130%. The maximum amount that can be paid out as OVR is therefore 130% of the OVR target remuneration multiplied by the maximum level of attainment of the strategic goals (1.2), i.e. 156% of the OVR target remuneration ($130\% \times 1.2 = 156\%$).

Multi-year variable remuneration

On top of the fixed salary and the OVR, Executive Board members receive a multi-year variable remuneration ("MVR").

Performance-based share programme

The MVR consists of a share in the performance-based share programme applied by the Supervisory Board (Performance Share Plan) in the form of a share package which the company purchases at the beginning of each financial year (for those appointed during the year, when their employment begins) for each Executive Board member and which is held on deposit with the company for a period of, in each case, three years ("Vesting Period") until achievement of the target is assessed. At the end of the Vesting Period, the Supervisory Board ascertains to what extent the business target it had set has been achieved. The number of shares ultimately allocated to the Executive Board member depends on the achievement of the target. If the set minimum target achievement value is not achieved, the MVR ceases to apply.

Initial share package to be allocated (Initial Grant)

The number of shares to be allocated to the Executive Board member at the beginning of the respective Vesting Period ("Initial Grant") is calculated on the basis of the target remuneration for MVR as determined by the Supervisory Board for the respective Executive Board member ("MVR Target Remuneration"), divided by the average share price for the last 3 months prior to the end of the financial year preceding the allocation. When allocating the Initial Grant, there is an assumption that the target values will be achieved in full (100% target achievement). The number of shares is rounded up to full units.

The shares from the Initial Grant are acquired by CropEnergies AG via the stock exchange and held in a share deposit account opened by the company for the duration of the relevant Vesting Period until the final number of shares to be allocated to the Executive Board member has been determined. Consequently, the Executive Board

member is unable to dispose of the particular Initial Grant until the relevant Vesting Period has expired and the final allocation (Final Grant) has been determined. The dividends payable on the Final Grant during the relevant Vesting Period are added at the end of the Vesting Period and allocated to the Final Grant in the form of additional shares in accordance with the following section.

Final share package (Final Grant), ROCE

The number of shares to be allocated to the Executive Board member after the expiry of the Vesting Period ("Final Grant") depends on the extent to which the economic target value set by the Supervisory Board for the CropEnergies AG Group for the Return on Capital Employed (ROCE) has actually been achieved. The target value for the ROCE in the CropEnergies AG Group is set by the Supervisory Board at the beginning of the Vesting Period with a minimum, maximum and one hundred percent value. The commitments relate to the average value of the three years of the particular Vesting Period.

The Final Grant comprises the shares earned by the Executive Board member according to the ROCE target achievement and the shares that correspond in value to the dividend payments accruing on the shares earned during the Vesting Period. In order to include the dividends in the calculation of the Final Grant, the dividends are converted into shares. This conversion is based on the same share price as is used to calculate the Final Grant based on achievement of the ROCE target, i.e. the ex-dividend price on the first stock exchange trading day following the Annual General Meeting in which the consolidated financial statements for the last financial year of the respective Vesting Period are presented.

To calculate the Final Grant, the Initial Grant is multiplied by the actual ROCE percentage target achievement in accordance with the explanations set out below.

Depending on the target attainment, the number of shares is increased or reduced after the end of the Vesting Period. Where the Initial Grant needs to be increased, CropEnergies AG purchases additional shares to be paid out to the particular Executive Board member; where the Initial Grant needs to be reduced, CropEnergies AG may dispose of the balance of the shares at its discretion. The Final Grant determined according to the above mechanism (including the shares equating to the dividend value) is then transferred to the Executive Board member via a personal securities account for them to dispose of freely; the number of shares to be transferred is capped at 150% of the number of shares allocated to the Executive Board member as an Initial Grant, plus the shares equating to the dividend value. To calculate the Final Grant, the

target achievement value for the ROCE is only applied if it reaches the relevant minimum threshold. If the minimum threshold is not reached, the Initial Grant is forfeited.

The share price used to calculate the gross amount of the Final Grant is the ex-dividend price on the first stock exchange trading day following the Annual General Meeting in which the consolidated financial statements for the last financial year of the respective Vesting Period are presented. If the value of the Final Grant based on that share price exceeds the maximum limit of 300% of the MVR target remuneration, the number of shares allocated as the Final Grant shall be reduced accordingly. As a result of this regulation, the Executive Board member can, in view of the moderate nature of his fixed salary and the variable target remuneration for OVR and MVR, benefit from rises in the share up to the maximum value of 300% of the relevant MVR target remuneration without an additional burden being placed on the liquidity of the company.

The ROCE actually achieved can be adjusted to allow for the effects of certain exceptional measures approved by the Supervisory Board (e.g. investments in new business areas or acquisitions) on the operating result and the capital employed unless these exceptional measures were taken into consideration when the target value for the ROCE was set. On the recommendation of the Executive Board, the Supervisory Board shall in that case, at the same time as deciding on the exceptional measure, stipulate whether and to what extent the impact that the exceptional measure has on the ROCE shall be disregarded when determining the ROCE generated in the relevant period.

Member joins Executive Board in the course of a financial year

When a member joins the Executive Board in the course of a financial year, the one-year and multi-year variable remuneration is paid on a pro rata basis (pro rata temporis).

Pension scheme

A defined-contribution pension scheme is envisaged as the standard retirement pension scheme. For each Executive Board member, the Company shall take out an insurance policy or a pension contract with an insurance company, pension fund or provident fund with an irrevocable right of receipt in favour of the Executive Board member or their surviving dependants. For this purpose, the Company will pay the insurance company, pension fund or provident fund an annual contribution up to a maximum of €75,000.00 for the CEO and an annual amount up to a maximum of €50,000.00 for other members of the Executive Board (defined-contribution plan). The Executive Board member shall pay any related tax and social security contributions.

For Executive Board members already appointed prior to 1 March 2021, the existing agreements on pension commitments can continue unchanged even if their employment relationship is otherwise subject to or is to be subject to the new remuneration system. The Executive Board members involved must not be placed in a better or worse position as a result of this.

Payments where an Executive Board mandate is terminated

The new CropEnergies AG remuneration system does not provide for any special payments to the relevant Executive Board member should their period of office end prematurely or in a regular manner.

The one-year variable remuneration and the multi-year variable remuneration are paid to the Executive Board member concerned together with the fixed salary until the date the employment arrangement ends, provided the variable remuneration components have been earned up until then.

If the Executive Board member resigns before the end of the assessment period relevant for the one-year variable remuneration and the multi-year variable remuneration, the one-year variable remuneration and the multi-year variable remuneration shall be granted pro rata temporis, taking into account the results actually achieved by the end of the particular assessment period.

Where Executive Board members resign early, they receive payment in the amount of the direct remuneration agreed for the remaining contractual term (variable remuneration including fixed salary), but capped at an amount corresponding to the direct remuneration for two full financial years. The variable remuneration components shall only be paid at the time and in the amount at which they would have been granted had the employment continued.

The benefits described above will not be paid if the employment contract is effectively terminated for cause or the employment contract ends merely as a result of the expiry of its term and is not renewed.

Deviations from the remuneration system of the Executive Board

The Supervisory Board has not approved any deviations under Section 87a(2) sentence 2 AktG from the Executive Board remuneration system approved by the Annual General Meeting on 13 July 2021.

Level of Executive Board remuneration during the 2021/22 financial year

Remuneration agreed for the 2021/22 financial year

The following table shows the remuneration elements for the individual members of the Executive Board of CropEnergies AG agreed for the 2021/22 financial year.

€	Remuneration agreed for the 2021/22 financial year			
	Fixed remuneration	One-year variable remuneration (OVR)	Multi-year variable remuneration (MVR)	Total agreed remuneration
Executive board member				
Dr Stephan Meeder	250,000	130,000	140,000	520,000
Jürgen Böttcher	183,336	50,436	91,668	325,440
Dr Fritz Georg von Graevenitz	160,000	80,000	100,000	340,000
Total	593,336	260,436	331,668	1,185,440

The agreed remuneration for the 2021/22 financial year represents the fixed remuneration and the variable elements derived from the different remuneration systems in a comparable manner. The one-year variable remuneration of the Executive Board members in the existing Executive Board remuneration system (in future, only Mr Böttcher) depends on their personal performance which will be assessed by the Supervisory Board within two calendar months of the end of the financial year, in each case for the financial year just ended. The multi-year variable remuneration for the 2021/22 financial year (in future, only for Mr Böttcher) is measured based on the average operating results for the 2020/21 and 2021/22 financial years. Where Executive Board members are remunerated under the new system (in future, Dr Meeder and Dr von Graevenitz), the one-year variable remuneration is based on actual achievement of targets and the multi-year variable remuneration on the achievement of targets anticipated in view of the current position.

The pro rata fixed remuneration accrued in the 2021/22 financial year is shown in the following section on remuneration granted and owed.

Remuneration granted and owed in the 2021/22 financial year

The table below shows the remuneration granted and owed (incomings) to each Executive Board member in the 2021/22 financial year and the contractual contributions for the 2021/22 financial year. According to the provisions of Section 162(1) sentence 1 AktG, the amounts to be disclosed as remuneration granted (inflows) and remuneration owed are those that became due in the reporting period and have already accrued to the individual Executive Board member or have not yet been paid despite being due in the past financial year.

Executive board member	Financial year	Salary accrued during the financial year					Total salary		
		Fixed remuneration	Pension scheme	Fringe benefits	One-year variable remuneration	Multi-year variable remuneration	Total salary	of which fixed (%)	of which variable (%)
Dr Stephan Meeder	2021/22	250,000	101,583	18,214	61,078	111,010	541,885	68.2%	31.8%
	2020/21	222,020	69,966	20,483	49,014	97,950	459,433	68.0%	32.0%
Jürgen Böttcher	2021/22	183,336	20,682	19,649	41,265	75,000	339,932	65.8%	34.2%
	2020/21	150,000	33,809	16,387	0	0	200,196	100.0%	0.0%
Dr Fritz Georg von Graevenitz	2021/22	160,000	23,824	25,154	42,916	78,000	329,894	63.3%	36.7%
	2020/21	156,000	20,022	24,492	17,882	32,500	250,896	79.9%	20.1%
Total	2021/22	593,336	146,089	63,017	145,259	264,010	1,211,711	66.2%	33.8%
	2020/21	528,020	123,797	61,362	66,896	130,450	910,525	78.3%	21.7%

Information on the inflow and contractual benefits is divided in each case into fixed and variable remuneration components. The fixed elements include fixed payments that are not performance-related, fringe benefits, contributions-based pension payments and remuneration from subsidiaries. The variable performance-related elements of remuneration are subdivided into one-year and multi-year elements.

For Jürgen Böttcher (CTO) the multi-year variable remuneration is measured based on the operating results for the CropEnergies Group for the 2020/21 financial year (€ 107.0 million).

On top of that (in each case determined according to IFRS), based on a direct commitment by the company to Jürgen Böttcher (CTO) a reserve of € 1.5 million and a current service cost of € 21,000 have been included in the 2021/22 financial year.

Information on share-based elements of remuneration granted and promised

As described above, only the Executive Board remuneration system approved by the 2021 General Meeting, which currently applies to Dr Stephan Meeder (CEO/CFO) and Dr Fritz Georg von Graevenitz (CSO), provides for a share-based element of remuneration.

Based on a MVR target remuneration for Dr Stephan Meeder of € 140,000 for the 2021/22 financial year, determinable over a period of 36 months, a target remuneration arises of € 140,000. For Dr Fritz Georg von Graevenitz, the target remuneration generated based on a MVR target remuneration of € 100,000 for 36 months is € 100,000. Based on the average price of the shares of CropEnergies for the period from 1 December 2020 to 28 February 2021 of € 12.572 a share, the resulting purchase of shares in CropEnergies amounts to 19,091. As a result, CropEnergies AG has purchased some of its own shares during the 2021/22 financial year for the Vesting Period 2021/22 to 2023/24.

Executive board member	Significant conditions of the performance-based share programme					Shares agreed in the 2021/22 financial year
	Service period (financial years)	Target: average ROCE for service period	Beginning of the Vesting Period	End of the Vesting Period		
Dr Stephan Meeder	2021/22 -					
	2023/24	15 %	1. März 2021	29 February 2024		11,136
Dr Georg Fritz von Graevenitz	2021/22 -					
	2023/24	15 %	1. März 2021	29 February 2024		7,955

Information on the performance of the Executive Board remuneration compared with remuneration of the other employees and earnings performance

The following overview depicts the relative performance of the remuneration of the Executive Board members granted or owed in the relevant financial year and the remuneration of the other employees compared with the previous year. The changes to the remuneration of Executive Board members contained in the table reflect the remuneration granted or owed during the financial year in line with what is shown in the table.

The performance of the Executive Board remuneration compared with employee remuneration and the earnings performance of the company	Changes in 2021/22 compared with 2020/21 as a % ¹
Executive Board	
Dr Stephan Meeder	17.9
Jürgen Böttcher	69.8
Dr Fritz Georg von Graevenitz	31.5
Earnings performance	
EBITDA - CropEnergies consolidated financial statements (IFRS)	13.7
Operating results - CropEnergies consolidated financial statements (IFRS)	18.6
Earnings after tax - CropEnergies AG (German commercial code)	-1.3
Employees	
Total employees in Germany	0.3

¹ The information for the members of the Executive Board and for the employees depend on the remuneration granted or owed in the 2021/22 financial year within the meaning of Section 162(1) sentence 1 AktG. At the same time, use is made of the transition provision pursuant to Section 26j of the Introductory Act to the German Stock Corporation Act [EGAktG]

Remuneration of the members of the Supervisory Board

The Supervisory Board shall receive remuneration that is commensurate with the duties of the Supervisory Board members and the situation of the company. The amount of remuneration and the remuneration system for the Supervisory Board are regularly reviewed by the Supervisory Board. In particular, the time taken up by the members of the Supervisory Board, their responsibilities and the Supervisory Board remuneration granted by other, comparable companies are decisive. Due to the special nature of supervisory board activities, which are fundamentally different from the activities of the employees of the company and the Group, no “vertical comparison” with employee remuneration comes into consideration. It follows that it is also not possible to define a group of employees to be included in such a comparison.

The Supervisory Board contributes to the promotion of the business strategy and the long-term development of the Company by monitoring and advising the Executive Board incumbent upon it. The appropriateness of the Supervisory Board remuneration ensures that CropEnergies AG continues to be in a position to attract outstandingly qualified candidates for membership of the Supervisory Board. As a result, the Supervisory Board remuneration makes a sustainable contribution to the promotion of the business strategy and the long-term development of the Company.

The remuneration of the members of the Supervisory Board is conclusively regulated in Article 12 of the Articles of Association of CropEnergies AG; there are no collateral or supplementary agreements. The remuneration rules apply equally to shareholder representatives as well as employee representatives on the Supervisory Board.

The unchanged remuneration system for the Supervisory Board was presented to the Annual General Meeting on 13 July 2021 for agreement and approved with a majority of 89.92%.

In addition to reimbursement for their cash expenses and any VAT payable in connection with their Supervisory Board activities, all members of the Supervisory Board shall receive a fixed remuneration of € 20,000.00 payable at the end of the financial year and a variable remuneration of € 1,000.00 for each € 0.01 or part thereof of the dividend distributed on the no-par value share exceeding € 0.20. Tax-based special dividends are ignored for the purposes of calculating remuneration.

The Chairman shall receive double and his deputy one and a half times these allowances. Should a Presiding Committee be elected on the basis of the rules of procedure of the Supervisory Board, members of the Presiding Committee who are not members of the Supervisory Board in the capacity of Chairman or Deputy Chairman shall also receive one and a half times these remunerations. The fixed remuneration will increase by 25% for each membership of a Supervisory Board committee; the rate of increase shall be 50% for the chair of a committee. This assumes that the particular committee has met during the financial year. This remuneration provision does not apply to membership of the Presiding Committee.

The Supervisory Board remuneration is paid in the subsequent year.

Group Supervisory Board remuneration (including group mandates)

€	2021/22	2020/21	+/- in %
Prof Dr Markwart Kunz Chairman	112,500	87,500	28.6
Dr Thomas Kirchberg Deputy Chairman since 17/05/21	84,375	51,042	65.3
Thomas Kölbl Deputy chairman until 17/05/21	84,375	87,500	-3.6
Dr Hans-Jörg Gebhard	67,500	35,000	92.9
Franz-Josef Möllenberg	56,250	52,500	7.1
Norbert Schindler	45,000	35,000	28.6
Total	450,000	348,542	29.1

Information on the performance of the Supervisory Board remuneration compared with remuneration of the other employees and earnings performance

The following overview depicts the relative performance of the remuneration of the Supervisory Board members active during the reporting year granted or owed in the relevant financial year and the remuneration of the other employees compared with the previous year. The changes to the remuneration of Supervisory Board members contained in the table reflect the remuneration granted or owed during the financial year in line with what is shown in the table. Also shown in the table are the changes in earnings performance in the reporting year compared with the previous year.

The performance of the Supervisory Board remuneration compared with employee remuneration and the earnings performance of the company	Changes in 2021/22 compared with 2020/21 as a % ¹
Supervisory Board	29.1
Earnings performance	
EBITDA - CropEnergies consolidated financial statements (IFRS)	13.7
Operating results - CropEnergies consolidated financial statements (IFRS)	18.6
Earnings after tax - CropEnergies AG (HGB, German commercial code)	-1.3
Employees	
Total employees in Germany	0.3

¹ The information for the members of the Supervisory Board and for the employees depend on the remuneration granted or owed in the 2021/22 financial year within the meaning of Section 162(1) sentence 1 AktG. At the same time, use is made of the transition provision pursuant to Section 26j of the Introductory Act to the German Stock Corporation Act [EGAktG]

Mannheim, May 16, 2022

Dr Stephan Meeder

Jürgen Böttcher

Dr Fritz Georg von Graevenitz

Chief Executive Officer (CEO)/
Chief Financial Officer (CFO)

Chief Technical Officer (CTO)

Chief Sales Officer (CSO)

Prof Dr Markwart Kunz
Chairman of the supervisory board

Dr Hans-Jörg Gebhard
Member of the supervisory board
Chairman of the personnel committee

Report of the independent auditor on the formal audit of the remuneration report pursuant to § 162 Abs. 3 AktG

To CropEnergies AG, Mannheim

Opinion

We have formally audited the remuneration report of the CropEnergies AG, Mannheim, for the financial year from March 1, 2021 to February 28, 2022 to determine whether the disclosures pursuant to § [Article] 162 Abs. [paragraphs] 1 and 2 AktG [Aktiengesetz: 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). 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 Assurance Standard: Requirements to quality control for audit firms [IDW Qualitätssicherungsstandard - IDW QS 1]. 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 complies 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 or error.

Auditor's Responsibilities

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.

Frankfurt am Main, May 16, 2022

PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft

Stefan Hartwig

Wirtschaftsprüfer
(German Public Auditor)

ppa. Nils Kern

Wirtschaftsprüfer
(German Public Auditor)