

Annex to agenda item 7: Description of the remuneration for the supervisory board members

I. Provision in the articles of association pertaining to the remuneration for the supervisory board

The remuneration for the supervisory board is set out in § 12 of the company's articles of association. The provision reads as follows:

- (1) In addition to being reimbursed for cash outlays and the VAT that applies to the activities on the supervisory board, every member of the supervisory board also receives a fixed remuneration (payable after the end of the financial year) of EUR 20,000.00 as well as variable remuneration of EUR 1,000.00 for each started EUR 0.01 distributed dividend for the no-par-value share, which exceeds EUR 0.20. Special dividends for tax reasons are not considered in the calculation of the remuneration.
- (2) The chairperson receives double, and the deputy chairperson receives one and a half times these remunerations. In the event that an executive committee is elected on account of the supervisory board's internal rules of procedure, members of the executive committee who are not chairpersons or deputy chairpersons of the supervisory board also receive one and a half times these remunerations.
- (3) The amounts pursuant to para. 1 increase by 25% for each membership in a supervisory board committee; and by 50% for a chairperson position in a committee. The above is contingent on the committee having met during the financial year. Memberships in the executive committee are exempt from this remuneration provision.
- (4) Changes in the supervisory board and/or its committees are taken into account in the remuneration in relation to the duration of the office, whereby amounts are rounded up or down to full mandates.

II. Remuneration system for the supervisory board

1. Process for verifying the structure and the amount of the remuneration

According to § 113 (section 1 sentence 3) of the Companies Act, the supervisory board is supposed to receive remuneration that is commensurate to the members' tasks and the company's situation. The amount of the remuneration and the remuneration system for the supervisory board are regularly reviewed by the supervisory board. The time spent by the supervisory board members, their responsibility as well as supervisory board remuneration paid by other comparable companies represent the main criteria in this regard. Because of the special nature of the supervisory board mandate, which is fundamentally different from the activities carried out by the employees in the company and the group, it is not possible to use a so-called vertical comparison with the remuneration for employees. Accordingly, it is also not possible to define a group of employees that must be included in such a comparison.

Due to the monitoring and advisory function that is incumbent on the supervisory board, it contributes to the business strategy and the long-term growth of the company. The commensurate nature of the supervisory board remuneration ensures that CropEnergies AG will continue to be in a position to attract excellently qualified candidates to the supervisory board. In this way, the remuneration for the supervisory board contributes to promoting the business strategy and the company's long-term growth.

The remuneration for members of the supervisory board is conclusively set out in § 12 of the CropEnergies AG articles of association; there are no side or supplemental agreements.

2. Conflicts of interest

The members of the supervisory board are included in the process for reviewing their remuneration system due to the legally stipulated division of competencies. The resulting conflict of interest is addressed by the fact that the decision about the final design of the remuneration system is assigned to the annual general meeting by operation of law, and that the corresponding draft resolution is submitted by the executive board and the supervisory board.

3. Remuneration components

3.1 Fixed and variable remuneration

In addition to being reimbursed for cash outlays and the VAT that applies to the activities on the supervisory board, the members of the supervisory board also receive an annual remuneration that consists of a fixed and variable remuneration portion. The fixed remuneration that is payable after the end of the financial year is EUR 20,000.00. In addition, the members of the supervisory board receive a variable remuneration of EUR 1,000.00 for each started EUR 0.01 in distributed dividend for the no-par-value share, which exceeds EUR 0.20. Hence the variable remuneration is granted solely on the basis of the dividend of CropEnergies AG. Special dividends for tax reasons are not considered in the calculation of the remuneration. An obligation to buy shares and the company's option to request the repayment of variable remuneration components do not exist.

The executive board and the supervisory board firmly believe that a combination of a fixed remuneration component and a variable remuneration component are best suited to consider and properly address the important position, the growing and increasingly complex tasks and the responsibility of the members of the supervisory board. Linking

the variable remuneration to the dividend provides the supervisory board with a simple and uncomplicated way to participate equally in the shareholders' interests to grow the company's performance, which means that the supervisory board also contributes to the company's success. In the opinion of the executive board and the supervisory board, the structure and amount of the existing remuneration continues to be commensurate - also with regard to the remuneration paid to supervisory boards at other comparable companies.

3.2 Increased remuneration for chairpersons and deputy chairpersons of the supervisory board

The chairperson of the supervisory board receives double, and the deputy chairperson receives one and a half times the remuneration for a regular supervisory board member.

The increased remuneration addresses the increased time spent by the chairperson and the deputy chairperson and corresponds to Recommendation G.17 of the German Corporate Governance Code.

3.3 Remuneration for committee activities

The supervisory board of CropEnergies AG has an audit and a nomination committee. No executive committee has been appointed.

Membership in a committee increases the amounts shown under aa) by 25% each; and by 50% for chairperson positions in such committees. An increase in remuneration due to a committee membership is contingent on the respective committee actually having met during the financial year.

The increased remuneration addresses the increased time spent on committee matters and corresponds to Recommendation G.17 of the German Corporate Governance Code.

3.4 Remuneration for persons who join or leave the supervisory board during the year; payment of remuneration

Supervisory board and committee members who do not belong to the supervisory board or a committee for a full financial year receive a pro-rated remuneration based on the duration of the mandate. Mandates are rounded up or down to full mandates. The remuneration for the members of the supervisory board is paid at the beginning of a financial year, with retroactive effect for the past financial year. There are no deferral periods for the payment of remuneration components.

4. D&O insurance

CropEnergies AG is included in the D&O insurance policy (financial loss - liability insurance) of the Südzucker Group. Its cover also includes the activities of the CropEnergies AG supervisory board members.