



cropenergies

Innovation from Biomass

Invitation and agenda for the
REGULAR, VIRTUAL
ANNUAL GENERAL MEETING

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Invitation and Agenda

for the

**Regular, Virtual
Annual General Meeting**

of

**CropEnergies AG
Mannheim**

on Tuesday, 12 July 2022 at 10 am (CEST)

German Securities Code Number (WKN): A0LAUP
ISIN DE 000A0LAUP1

We invite our shareholders¹ to the

Regular, Virtual Annual General Meeting

taking place on Tuesday, 12 July 2022, at 10 am (CEST).

PLEASE NOTE:

Based on Section 1 of the Act Concerning Measures Under the Law of Companies, Cooperative Societies, Associations, Foundations and Commonhold Property to Combat the Effects of the COVID-19 Pandemic Federal Code for Notaries dated 27 March 2020 as amended by the Act for the Establishment of a Special Fund "Development Aid 2021" and on the Temporary Suspension of the Insolvency Filing Obligation Due to Heavy Rainfall and Floods in July 2021 as well as to Amend Other Laws dated 10 September 2021 ("**COVID 19 Act**"), the ordinary Annual General Meeting shall be held, by resolution of the board with the agreement of the supervisory board, as a virtual general meeting without the shareholders or their representatives (other than the company's voting proxies) being physically present.

The shareholders and their representatives (other than the company's voting proxies) are not entitled to attend nor do they have any possibility of attending the place where the general meeting is being held.

Please also note the advice in Section IV below "Additional Information and Notes on the Annual General Meeting".

The entire Annual General Meeting will be broadcast live in audio and video on the online shareholder portal of CropEnergies AG for those shareholders properly registered or their representatives. The portal can be accessed via the company's website at

www.cropenergies.com
(caption: Investor Relations/Annual General Meeting)

For the purposes of the German Stock Corporation Act (Aktiengesetz), the location of the Annual General Meeting shall be the Congress Centre Rosengarten, Rosengartenplatz 2, 68161 Mannheim.

¹ For ease of reading we make no differentiation based on gender. The form selected shall apply to persons of whatever gender.

I. AGENDA

1. Present the adopted annual financial statements and management report (including notes to the statements pursuant to section 289a (1) of the German Commercial Code (HGB)) for the financial year 2021/22, the approved consolidated financial statements and management report (including notes to the disclosed information pursuant to section 315a (1) HGB) for the fiscal year 2021/22 and the report of the Supervisory Board
2. Resolution on the appropriation of the net profit
3. Resolution on the actions of the members of the Executive Board for the financial year 2021/22
4. Resolution on the actions of the members of the Supervisory Board for the financial year 2021/22
5. Election to the Supervisory Board
6. Resolution on the election of the auditors and group auditors for the financial year 2022/23 and the auditor for a potential review of any financial information during the year
7. Resolution on the amendment of Article 2(1) (Company purpose), Article 6(1) (Composition and rules of procedure) and Article 12 (Remuneration of the Supervisory Board) of the company's Articles of Association
8. Resolution on the remuneration report for the financial year 2021/22 compiled and audited under Section 162 German Stock Corporation Act

II. PROPOSED RESOLUTIONS

ITEM 1

Present the adopted annual financial statements and management report (including notes to the statements pursuant to section 289a (1) of the German Commercial Code (HGB)) for the financial year 2021/22, the approved consolidated financial statements and management report (including notes to the disclosed information pursuant to section 315a (1) HGB) for the fiscal year 2021/22 and the report of the Supervisory Board

In its meeting on 16 May 2022, the Supervisory Board approved the annual financial statements and consolidated financial statements prepared by the Executive Board; the annual financial statements are thus adopted. In accordance with applicable law, there is thus no resolution required regarding this item. The documents are available on the company's website at

www.cropenergies.com
(caption: Investor Relations/Annual General Meeting)

and will be sent to the shareholders upon request.

ITEM 2

Resolution on the appropriation of the net profit

The Executive Board and the Supervisory Board propose that CropEnergies AG's net profit for the 2021/22 financial year of € 42,829,582.30 be used as follows:

Distribution of a dividend of € 0.45 per share	€ 39,245,084.55
on 87,231,306 no-par value shares	
Allocation to revenue reserves	€ 3,000,000.00
Carried forward to new account (profit carried forward)	€ 584,497.75
Net profit	€ 42,829,582.30

In the current proposal for the appropriation of earnings, the total number of 87,250,000 shares is reduced by 38,701, being the number of the company's own shares. This means there are 87,211,299 dividend-bearing shares.

The number of dividend-bearing shares for the 2021/22 financial year may change by the date of the Annual General Meeting. In that case, an amended recommendation on the appropriation of retained earnings will be presented to the Annual General Meeting, which will reflect an unchanged dividend of € 0.45 per dividend-bearing share as well as amended earnings carried forward accordingly.

In accordance with section 58 (4) sentence 2 of the German Stock Corporation Act ("AktG"), the entitlement to payment of the dividend becomes due on the third business day following the Annual General Meeting, i.e. on 15 July 2022.

ITEM 3
Resolution on the actions of the members of the Executive Board for the financial year 2021/22

The Supervisory Board and the Executive Board propose that formal approval of the actions of the members of the Executive Board be given for the financial year 2021/22.

ITEM 4
Resolution on the actions of the members of the Supervisory Board for the financial year 2021/22

The Supervisory Board and the Executive Board propose that the actions of the members of the Supervisory Board be formally approved for the financial year 2021/22.

ITEM 5
Election to the Supervisory Board

The term of office of all members of the Supervisory Board will end upon completion of the Annual General Meeting taking place on 12 July 2022. The Annual General Meeting therefore needs to appoint new members to the Supervisory Board.

Under article 8(1) of CropEnergies AG's articles of association, the Supervisory Board consists of six members. Under sections 96(1) and 101(1) AktG, the Supervisory Board shall be composed solely of Supervisory Board members representing the shareholders.

The Supervisory Board submits the following nominations on the basis of the requirements of the German Corporate Governance Code and taking into account the targets specified by the Supervisory Board for its composition (Supervisory Board Diversity Policy dated 5 April 2022). The Supervisory Board's nominations are based on the recommendations of the Supervisory Board's nominations committee. The General Meeting is not bound by the nominations.

The Supervisory Board proposes that the following persons, be elected to the Supervisory Board as shareholder representatives until the end of the Annual General Meeting that resolves on the discharge for the fourth financial year after the beginning of the term of office (not counting the financial year in which the term of office begins):

5.1 Helmut Friedl

Egling a. d. Paar
Agricultural Operations Manager in Egling and Chairman of the Executive Board of the Verband bayerischer Zuckerrübenanbauer e. V. (Association of Bavarian Sugar Beet Growers)

Membership in other statutory German supervisory boards
Südzucker AG, Mannheim

Membership in similar supervisory bodies in Germany or abroad
AGRANA Beteiligungs-Aktiengesellschaft, Vienna/Austria
AGRANA Zucker, Stärke und Frucht Holding AG, Vienna/Austria
BMG Donau-Lech eG, Mering

The following is noted in relation to Recommendation C.13 of the German Corporate Governance Code:

Mr Helmut Friedl is a beet grower and as such a supplier to Südzucker AG which is the company's majority shareholder. He is Chairman of the Executive Board of the Verband bayerischer Zuckerrübenanbauer e.V.; the latter is a member of the Verband Süddeutscher Zuckerrübenanbauer e.V. (VSZ) (Association of South German Sugar Beet Growers) which in turn is a member of the Süddeutsche Zuckerrübenverwertungs-Genossenschaft eG (SZVG), which is a major shareholder in Südzucker AG. Mr Friedl is a member of the Executive Board of the VSZ and the Chairman of the Executive Board of SZVG.

5.2 Dr Hans-Jörg Gebhard

Eppingen

Self-employed farmer in Eppingen and former Chairman of the Executive Board of the Verband Süddeutscher Zuckerrübenanbauer e. V.

Membership in other statutory German supervisory boards

Südzucker AG, Mannheim

Membership in similar supervisory bodies in Germany or abroad

AGRANA Beteiligungs-Aktiengesellschaft, Vienna, Austria (First Deputy Chairman)

AGRANA Zucker, Stärke und Frucht Holding AG, Vienna, Austria (Second Deputy Chairman)

Süddeutsche Zuckerrübenverwertungs-Genossenschaft eG, Stuttgart (Deputy Chairman)

Vereinigte Hagelversicherung VVaG, Giessen

The following is noted in relation to Recommendation C.13 of the German Corporate Governance Code:

Dr Hans-Jörg Gebhard is a beet grower and as such a supplier to Südzucker AG which is the company's majority shareholder. He used to be Chairman of the Executive Board of the Verband Süddeutscher Zuckerrübenanbauer e.V. (VSZ) which in turn is a member of the Süddeutsche Zuckerrübenverwertungs-Genossenschaft eG (SZVG), which is a major shareholder in Südzucker AG. Dr Hans-Jörg Gebhard is the Deputy Chairman of the Supervisory Board of the SZVG.

5.3 Dr Thomas Kirchberg

Würzburg

COO of Südzucker AG, Mannheim

Membership in other statutory German supervisory boards

Ekosem-Agrar AG, Walldorf

Membership in similar supervisory bodies in Germany or abroad

AGRANA Beteiligungs-Aktiengesellschaft, Vienna, Austria*

Forum Moderne Landwirtschaft e.V., Berlin

Südzucker Versicherungs-Vermittlungs-GmbH, Mannheim*

The following is noted in relation to Recommendation C.13 of the German Corporate Governance Code:

Dr Thomas Kirchberg is a member of the Executive Board of Südzucker AG which is the company's majority shareholder.

* Membership which the candidate holds as the legal representative of a controlling company of a group in companies belonging to the group (membership in group bodies)

5.4 Thomas Kölbl

Speyer

CFO of Südzucker AG, Mannheim

Membership in other statutory German supervisory boards

K+S Aktiengesellschaft, Kassel

Membership in similar supervisory bodies in Germany or abroad

Südzucker Versicherungs-Vermittlungs-GmbH, Mannheim (Chairman)*

The following is noted in relation to Recommendation C.13 of the German Corporate Governance Code:

Mr Thomas Kölbl is a member of the Executive Board of Südzucker AG which is the company's majority shareholder.

* Membership which the candidate holds as the legal representative of a controlling company of a group in companies belonging to the group (membership in group bodies)

5.5 Dr Stefan Streng

Uffenheim

Self-employed farmer and Managing Director of Saatucht Streng-Engelen GmbH & Co. KG in Uffenheim and Chairman of the Executive Board of the Verband Süddeutscher Zuckerrübenanbauer e.V.

Membership in other statutory German supervisory boards

Südzucker AG, Mannheim

Membership in similar supervisory bodies in Germany or abroad

Süddeutsche Zuckerrübenverwertungs-Genossenschaft eG (South German Sugar Beet Use Cooperative), Stuttgart (Chairman)

The following is noted in relation to Recommendation C.13 of the German Corporate Governance Code:

Dr Stefan Streng is a beet grower and as such a supplier to Südzucker AG which is the company's majority shareholder. He is Chairman of the Executive Board of the Verband Süddeutscher Zuckerrübenanbauer e.V. (VSZ) which in turn is a member of the Süddeutsche Zuckerrübenverwertungs-Genossenschaft eG (SZVG), which is a major shareholder in Südzucker AG. Dr Streng is Chairman of the Supervisory Board of SZVG.

5.6 Dr Susanna Zapreva-Hennerbichler

Hanover

Chair of the Executive Board of enercity AG, Hanover

Membership in other statutory German supervisory boards

Pure New Energy AG, Cuxhaven

Membership in similar supervisory bodies in Germany or abroad

None

The following is noted in relation to Recommendation C.13 of the German Corporate Governance Code:

According to the assessment of the Supervisory Board, Dr Zapreva-Hennerbichler has no personal or business connections with CropEnergies AG or its group companies, the executive bodies of CropEnergies AG or a major shareholder of CropEnergies AG, for which disclosure is recommended under C.13 of the German Corporate Governance Code.

The Supervisory Board has satisfied itself that all the nominated candidates can invest the time which is expected for the office.

Further information on the proposed candidates can be found in their CVs in section III of this invitation, which can also be accessed via the company's website at:

www.cropenergies.com

(caption: Investor Relations/Annual General Meeting)

It is intended that the Annual General Meeting shall decide on the candidates put forward by way of an individual vote.

At the constitutional meeting of the Supervisory Board to be held immediately after the Annual General Meeting, it is intended that Dr Thomas Kirchberg will be proposed as Chairman of the Supervisory Board.

ITEM 6

Resolution on the appointment of the auditor and of the group auditor for the financial year 2022/23 and the auditor for a potential review of any financial information during the year

Based on the recommendation of the audit committee under Article 16(2) of Regulation (EU) No 537/2014 of the European Parliament and of the Council of 16 April 2014 (EU Audit Regulation), the Supervisory Board proposes to appoint PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main as the auditor and group auditor for the financial year 2022/23 and as auditor for a potential review of any financial information during the financial year 2022/23 and for the first quarter of the financial year 2023/24.

In its recommendation, the Audit Committee stated that it is free from undue influence by third parties and that no clause of the kind referred to in Article 16(6) of the EU Statutory Audit Regulation has been imposed on it.

ITEM 7

Resolution on the amendment of article 2(1) (Company purpose), Article 6(1) (Composition and rules of procedure) and Article 12 (Remuneration of the Supervisory Board) of the Articles of Association of the company

The Company purpose should be updated and consequently revised in article 2(1) of the articles of association of CropEnergies AG.

The Executive Board and the Supervisory Board therefore propose that the following resolutions be adopted:

article 2(1) of the articles of association of CropEnergies AG be amended and revised as follows:

“(I) The Company’s purpose is the acquisition, holding and management of shares in and the establishment of other enterprises directly or indirectly involved in the production and sale of ethanol (ethyl alcohol) and its derived products and other products produced from renewable raw materials, in particular agricultural and non-agricultural biomass, including the production and sale of incidental products such as energy from renewable sources. The Company may itself also be active in the areas described.”

The composition of the Executive Board should be updated and article 6(1) of the articles of association of CropEnergies AG consequently revised.

The Executive Board and the Supervisory Board therefore propose that the following resolutions be adopted:

That article 6(1) of the articles of association of CropEnergies AG be amended and revised as follows:

“(I) The Executive Board shall consist of at least three persons. The Supervisory Board shall determine the number of members of the Executive Board. It may appoint the Chairman of the Executive Board and a deputy Chairman of the Executive Board.”

The remuneration of the Executive Board should be updated and article 12 of the articles of association of CropEnergies AG revised accordingly.

The Executive Board and the Supervisory Board therefore propose that the following resolutions be adopted:

That Article 12 of the articles of association of CropEnergies AG be amended and revised as follows:

“(I) 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 € 30,000.00 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.”

“(II) 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.

“(III) The amounts under paragraph 1 shall increase by 50% for membership of the Supervisory Board’s audit committee; for the Chairman of the Supervisory Board’s audit committee the rate shall increase by 75%. For membership of a different Supervisory Board committee the amounts under paragraph 1 shall increase by 25% per membership or 50% for committee chairs. This assumes that the particular committee has met during the financial year. This remuneration provision does not apply to membership of the Presiding Committee.

“(IV) Changes to the Supervisory Board and/or its committees shall be reflected in remuneration pro rata to the length of office rounded up or down to complete months.”

ITEM 8

Resolution on the remuneration report for the financial year 2021/22 compiled and audited under Section 162 AktG

Pursuant to Section 120a(4) sentence 1 AktG, the annual general meeting formally approves the remuneration report for the previous financial year compiled and audited under Section 162 of the Act. The remuneration report has been prepared by the Executive Board and Supervisory Board. The remuneration report has been audited by PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Frankfurt am Main pursuant to Section 162(3) AktG and the audit opinion prepared pursuant to Section 162(3) sentence 3 AktG.

The remuneration report for the 2021/22 financial year and the auditor's opinion are included in the annex to section III. of this invitation and can be accessed under

www.cropenergies.com

(caption: Investor Relations/ Corporate Governance/Remuneration systems)

The Executive Board and Supervisory Board propose that the remuneration report for the financial year 2021/22 be formally approved.

III. ANNEXES TO THE AGENDA ITEMS 5 AND 8

1. Annex to ITEM 5: CVs of Supervisory Board candidates

Helmut Friedl

Dipl.-Ing. agr. (graduate agricultural engineer)
Self-employed farmer in Egling and Chairman
of the Executive Board of the Verband bayerischer
Zuckerrübenanbauer e. V.



Personal information

Born in 1965
Place of birth Munich
Place of residence Egling an der Paar

Education

1985 Abitur (A levels) at Rhabanus-Maurus-Gymnasium in St. Ottilien
1985 – 1987 National service, Officer of the Reserve (mountain infantry)
1987 – 1993 Studied Agricultural Sciences in Weißenstephan, Freising, specialising in Economics and Social Sciences of Agriculture
1998 Dipl.-Ing. agr. (graduate agricultural engineer)
State Examination for higher agricultural consulting and technical school service

Professional career

since 1993 Manager of his parents' agricultural business in Egling
1996 – 1998 Period of training as a post-graduate for civil services in Rosenheim, Uffenheim, Würzburg and Brussels, Belgium
1998 – 2005 Head of Department of the Agriculture Office at Ausburg-Friedberg (focusing on providing socio-economic advice to agricultural businesses)
2005 – 2015 Teacher at the Agricultural Education Centre at Landsberg am Lech
since 2007 Manager of a second agricultural business

Other positions held

Chairman of the Executive Board of the Verband bayerischer Zuckerrübenanbauer e. V.
Member of the Verband Süddeutscher Zuckerrübenanbauer e. V.
Chairman of the Executive Board of Süddeutsche Zuckerrübenverwertungsgenossenschaft e. G.

Membership in other statutory German supervisory boards

Südzucker AG, Mannheim

Membership in similar supervisory bodies in Germany or abroad

AGRANA Beteiligungs-AG, Vienna, Austria
AGRANA Zucker, Stärke und Frucht Holding AG, Vienna, Austria
BMG Donau-Lech eG, Mering

Dr Hans-Jörg Gebhard

Graduate agricultural engineer
Self-employed farmer in Eppingen
Former Chairman of the Executive Board of the
Verband Süddeutscher Zuckerrübenanbauer e.
V.

Personal information

Born in 1955
Place of birth Eppingen
Place of residence Eppingen

Education

1975 – 80 Degree course in General Agricultural Sciences at the University of Hohenheim, specialising in the Economics and Social Sciences of Agriculture
1980 Final examination (Dipl.-Ing. agr.)

Professional career

1980 – 85 Research assistant at the Institute for Farm Management at the University of Hohenheim [(Professor Dr Weinschenck); various research assignments, including for the Ministry of Agriculture Baden-Württemberg, Advisory Council on the Environment at the Federal Ministry of Agriculture, Bonn]
since 1985 Takeover and management of the arable farm of the parents in Eppingen (Heilbronn District)
1989 Public appointment and swearing-in as Agricultural Expert by the Regional Council of Stuttgart
12/1995 – 12/1996 Deputy Chairman of the Executive Board of the Süddeutsche Zuckerrübenverwertungsgenossenschaft eG, Stuttgart/Wurzburg
12/1996 – 12/2000 Chairman of the Executive Board of the Süddeutsche Zuckerrübenverwertungsgenossenschaft eG, Stuttgart/Wurzburg



Other positions held

since 04/1991 Member of the Executive Board of the Verband Süddeutscher Zuckerrübenanbauer e. V.
04/1992 – 03/2004 Chairman of the Verband Baden-Württembergischer Zuckerrübenanbauer e. V.
since 01/1995 Member of the Executive Board of Südzucker AG, Mannheim
since 06/1996 Member of the Executive Board of the Wirtschaftliche Vereinigung Zucker e.V. (WVZ), Bonn
since 07/2000 Chairman of the Executive Board of the Verband Süddeutscher Zuckerrübenanbauer e. V., Würzburg
since 08/2000 Chairman of the Supervisory Board of Südzucker AG, Mannheim
since 05/2002 Member of the advisory board of the DZ Bank, Frankfurt
since 11/2002 Chairman of the Executive Board of WVZ, Bonn
12/2002 – 12/2004 President of the International Sugar Beet Research Institute (IIRB), Brussels, Belgium
01/2004 – 2016 Member of the supervisory board of the International Sugar Beet Research Institute (IIRB), Brussels, Belgium
since 08/2006 Member of the Supervisory Board of CropEnergies AG, Mannheim
12/2012 – 12/2014 President of the International Sugar Beet Research Institute (IIRB), Brussels, Belgium

Membership in other statutory German supervisory boards

Südzucker AG, Mannheim

Membership in similar supervisory bodies in Germany or abroad

AGRANA Beteiligungs-Aktiengesellschaft, Vienna, Austria (First Deputy Chairman)
AGRANA Zucker, Stärke und Frucht Holding AG, Vienna, Austria (Second Deputy Chairman)
Süddeutsche Zuckerrübenverwertungs-Genossenschaft eG, Stuttgart (Deputy Chairman)
Vereinigte Hagelversicherung VVaG, Giessen

Dr Thomas Kirchberg

Graduate agricultural engineer
Member of the Board of Management of
Südzucker AG, Mannheim

Personal information

Born in 1960
Place of birth Bad Neuheim
Place of residence Würzburg

Education

10/1980 Commencement of an
agricultural degree
course in Göttingen
03/1985 Final examination
03/1985 – 03/1988 Dissertation at the Institute for Sugar Beet Research, Göttingen

Professional career

01/89 – 08/97 Employee at the Raw Materials Department of Südzucker AG, most recently responsible for the raw materials sector in five sugar factories
09/97 – 09/07 Managing Director, Südzucker International GmbH
until 12/03 Development and management of Südzucker Moldova S.A., Drochia, Moldova
01/04 – 08/07 Spokesperson of the Board of Slaska Spółka Cukrowa / Südzucker Polska, Breslau, Poland
since 09/07 Member of the Executive Board of Südzucker AG, COO Industrial markets / R&D



Areas of responsibility:

- CropEnergies
- Sugar (Südzucker)
- Agriculture
- Human Resources
- New Business Development
- Research, Development & Services
- Sustainability

Other positions currently held

Member of the BDI Executive Board and of the Presiding Board of the BDI Eastern Committee
Chairman of the Verbindungsstelle Landwirtschaft/Industrie (VLI)
Member of the Supervisory Board of the Modern Agriculture Forum (Forum Moderne Landwirtschaft (FML))
Member of various committees of the Sugar Industry Association (Verein der Zuckerindustrie (VdZ)) and the Wirtschaftliche Vereinigung Zucker (WVZ)

Membership in other statutory German supervisory boards

Ekosem-Agrar AG, Walldorf

Membership in similar supervisory bodies in Germany or abroad

AGRANA Beteiligungs-Aktiengesellschaft, Vienna, Austria*
Forum moderne Landwirtschaft e.V. (deputy Chairman), Berlin
Südzucker Versicherungs-Vermittlungs-GmbH, Mannheim*

*Membership which the candidate holds as the legal representative of a controlling company of a group in companies belonging to the group (membership in group bodies).

Thomas Kölbl

Business school graduate
Member of the Board of Management of
Südzucker AG

Personal information

Born in 1962
Place of birth Heilbronn
Place of residence Speyer

Education

1983 – 1985 Vocational training as
an industrial business
management assis-
tant/commercial assistant
1985 - 1990 Studied Business Administration at the University of Mann-
heim specialising in audit/trusts, business taxation/tax law
management and industrial management. Degree: Busi-
ness school graduate

Professional career

05/1990 – 07/1997 Trainee in the Central Shareholder Management depart-
ment of Südzucker AG, Mannheim
08/1997 – 05/2004 Head of the Central Shareholder Management department
of Südzucker AG, Mannheim
since 01/98 also as Head of the General Secretariat of the Executive
Board
since 01/03 also assumed responsibility for the areas of Strategic Busi-
ness Planning and Group Development
since 06/2004 Member of the Executive Board of Südzucker AG, Mann-
heim
07/2005 – 05/2021 Member of the Executive Board of AGRANA Beteiligungs-
AG, Vienna, Austria
since 01/2006 Chief Financial Officer at Südzucker AG, Mannheim



Other positions currently held

Member of the Board of Management of Südzucker AG

Areas of responsibility:

- Controlling & Economics
- Finance
- Investor Relations
- Legal
- Taxes
- Purchase/Investments
- Real Estate/Insurance

Membership in other statutory German supervisory boards

K+S Aktiengesellschaft, Kassel

Membership in similar supervisory bodies in Germany or abroad

Südzucker Versicherungs-Vermittlungs-GmbH, Mannheim (Chairman)*

*Membership which the candidate holds as the legal representative of a controlling company of a group in
companies belonging to the group (membership in group bodies).

Dr Stefan Streng

Graduate agricultural engineer Agricultural Engineer
Self-employed farmer and Managing Director of
Saatzucht Streng-Engelen GmbH & Co. KG in Uffenheim

Personal information

Born in 1968
Place of birth Würzburg
Place of residence Uffenheim

Education

1988 – 1989 National service
1989 – 1995 Degree course in Agricultural Science specialising in Plant Production at the Munich-Weihenstephan Technical University, graduated as an agricultural engineer



Professional career

05/1996 - 04/1997 Research assistant at the Institute for Resistance Genetics of the Federal Centre for Breeding Research on Cultivated Plants in Grünbach
07/1996 – 12/1996 Grant-supported research at the John Innes Centre in Norwich, Great Britain
05/1997 – 06/1999 Research assistant at the Institute for Plant Genetics and Research on Cultivated Plants in Gatersleben
Dissertation (10/1999) "Strategies for Market Saturation in the area of the rym4 resistance locus in barley"
09/1999 Joined the family business, Saatzeit Streng-Engelen GmbH & Co. KG, as a plant grower
07/2002 Took over the agricultural business of his parents in Aspachhof, Uffenheim
since 07/2007 Sole managing limited partner in Saatzeit Streng-Engelen GmbH & Co. KG, Aspachhof, Uffenheim

Other positions held

Executive Board Member of the Verband Süddeutscher Zuckerrübenanbauer e. V.
Chairman of IG Pflanzenzucht GmbH, Munich
Executive board member of the Bundesverband Deutscher Pflanzenzüchter e. V.
Vice-President of the Board of the Forum Moderne Landwirtschaft e. V.

Membership in other statutory German supervisory boards

Südzucker AG, Mannheim

Membership in similar supervisory bodies in Germany or abroad

Süddeutsche Zuckerrübenverwertungs-Genossenschaft eG (Chairman)

Dr Susanna Zapreva-Hennerbichler
Doctor of Electrical Engineering
Graduate in Business Administration
Chair of the Executive Board of enercity AG,
Hanover

Personal information

Born in 1973
Place of birth Vienna
Place of residence Hanover

Education

03/1992 – 03/1997 Degree course in Electrical Engineering, Vienna Technical University; Degree: Diplom-Ingenieurin
04/1997 – 09/2000 Doctorate in the Technical Sciences, Vienna Technical University; Degree: Doktor-techn.
03/2002 – 11/2012 Business Administration course at Vienna University of Economics and Business; Degree: Diplom-Betriebswirtin

Professional career

04/1997 – 03/2001 University assistant at Vienna Technical University, Institute of Electrical Systems, Vienna, Austria
04/1997 – 03/2001 Freelance consultant
04/2001 – 03/2011 WIENSTROM GmbH, Vienna, Austria
10/2007 – 03/2009 Prokurist (holder of a special statutory authority)
03/2009 – 03/2011 Managing director
04/2010 – 02/2016 Managing director; WIEN ENERGIE GmbH, Vienna, Austria
06/2010 – 02/2016 Supervisory Board member; Energie Comfort GmbH, Vienna, Austria
02/2011 – 09/2016 Supervisory Board member; Energie Burgenland GmbH, Eisenstadt, Austria
04/2012 – 02/2016 Executive Board member; Austrian Energy Agency, Vienna, Austria
since 03/2016 Chair of the Executive Board; enercity AG, Hanover



Other positions held

since 05/2016 Member of the advisory board of:
• Norddeutsche Landesbank
• Hanover Airport
• Deutsche Messe AG
since 06/2016 Executive Board member in the Bundesdeutscher Verband für Energie und Wasser (German Association of Energy and Water Industries)
since 10/2016 member of the Presiding Committee and Executive Board of the Verband Kommunalen Unternehmen (German Association of Local Public Utilities)
since 05/2018 Chair of the Governmental Commission of the State Government of Lower Saxony
since 09/2020 Member of the Hydrogen Council of the German Federal Government

Membership in other statutory German supervisory boards

since 04/2016 Pure New Energy AG, Cuxhaven

Membership in similar supervisory bodies in Germany or abroad

None

2. Annex to ITEM 8: Remuneration report including auditor's opinion under Section 162 AktG for the financial year 2021/22

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				
	Service period (financial years)	Target: average ROCE for service period	Beginning of the Vesting Period	End of the Vesting Period	Shares agreed in the 2021/22 financial year
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)



Prof Dr Markwart Kunz
Chairman of the supervisory Board

Chief Technical Officer (CTO)



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

Chief Sales Officer (CSO)

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 [Aktien-gesetz: 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)

IV. ADDITIONAL INFORMATION AND NOTES ON THE ANNUAL GENERAL MEETING

1. TOTAL NUMBER OF SHARES AND VOTING RIGHTS AT THE TIME THE MEETING WAS CALLED

At the time the meeting was called, the company's share capital totalled € 87,250,000.00 consisting of 87,250,000 no-par value bearer shares. Each share is granted one vote at the Annual General Meeting. Both the total number of shares and voting rights at the time of calling the Annual General Meeting is thus 87,250,000. At the time the Annual General Meeting was called, the Company held none of its own shares, from which no rights accrue to the Company.

2. Holding of the Annual General Meeting as a virtual Annual General Meeting without the physical presence of shareholders and their proxies

The COVID-19 Act opens up the possibility of holding annual general meetings without the physical presence of shareholders or their proxies until 31 August 2022 (virtual annual general meeting). In view of the continuing COVID-19 pandemic, the Executive Board, with the consent of the Supervisory Board, has decided to make use of this option. The Annual General Meeting of the company to be held on 12 July 2022 will therefore be a **virtual Annual General Meeting without the physical presence of shareholders or their proxies** (with the exception of the proxies appointed by the company). **Consequently, shareholders and their proxies (with the exception of the proxies appointed by the company) will not be able to physically attend the Annual General Meeting.** Instead, you have the options set out below for participating in the virtual Annual General Meeting via the virtual Annual General Meeting room referred to as the **"Shareholder Portal"**.

You can access the shareholder portal at

www.cropenergies.com
(caption: Investor Relations/Annual General Meeting)

with the access data that you received with the registration confirmation for the virtual Annual General Meeting.

We ask shareholders and their proxies to pay special attention to the following information covering registering for the virtual Annual General Meeting, exercising voting rights as well as other shareholder rights. The times given in this invitation are in Central European Summer Time (CEST), which is the standard time in Germany. Based on Coordinated Universal Time (UTC), UTC is CEST minus two hours. Holding the Annual General Meeting as a virtual meeting will in particular lead to the following modifications to the running of the Annual General Meeting and the rights of shareholders:

a) Audio and video transmission on the internet

The introductory remarks by the chair of the meeting and the report by the Executive Board will be transmitted live on the internet on the day of the Annual General Meeting from **10:00 am (CEST)** with no access restriction for interested members of the public at

www.cropenergies.com

(caption: Investor Relations/Annual General Meeting)

This part will also be available as a recording after the Annual General Meeting.

Shareholders eligible to participate and their proxies can follow the entire Annual General Meeting live on the internet via audio and video transmission. Please use the **"Livestream" function** in the shareholder portal (see no. 2 above).

The live broadcast of the Annual General Meeting does not enable attendance at the Annual General Meeting within the meaning of Section 118(1) sentence 2 AktG.

b) Exercise of voting rights

Only shareholders eligible to participate and their proxies may exercise their voting rights by electronic postal vote or by issuing a mandate and instructions to the company proxies. Further explanations regarding the exercise of voting rights, the procedure for casting votes and changes in the exercise of voting rights can be found under no. 3.

c) Right to ask questions

Shareholders eligible to participate and their proxies have a right to ask questions. These can be asked by means of electronic communication. Shareholders eligible to participate and their proxies may submit questions **until midnight on 10 July 2022 (CEST)**. Please use the **“Ask a question”** function in the shareholder portal (see no. 2 above). You can find further explanations regarding the options for asking questions in no. 3.

d) Opposition to the resolutions of the Annual General Meeting

Shareholders eligible to participate and their proxies who have exercised their voting rights in accordance with b) may object to one or more resolutions of the Annual General Meeting during the Annual General Meeting, i.e. by no later than the end of the Annual General Meeting. This is only possible via the shareholder portal (see no. 2 above). Please use the **“Objection”** function.

e) Please note

The company cannot guarantee that transmission on the internet will run smoothly with no technical hitches and will reach every shareholder eligible to participate. We therefore recommend that you make early use of the options described above, particularly as far as exercising your voting rights.

The shareholder portal will be open to shareholders eligible to participate or their proxies **from 21 June 2022**, and will also be available to them on the day of the Annual General Meeting and for its full duration. Here, they can also exercise their voting rights by electronic postal vote on the day of the Annual General Meeting until voting starts and issue mandates and instructions to the company-appointed proxies. The person chairing the meeting will announce the start of voting at the Annual General Meeting. In addition, eligible shareholders or their proxies are able, where necessary, to object there to a resolution of the Annual General Meeting from the beginning of the meeting until it ends.

3. PARTICIPATION IN THE VIRTUAL ANNUAL GENERAL MEETING AND EXERCISE OF VOTING RIGHTS

a) Conditions for participation in the virtual Annual General Meeting

Only those shareholders who have registered with the company on time and provided evidence of their eligibility will be entitled to participate in the virtual Annual General Meeting and to exercise their voting rights.

Registration must be received by the Company in text form and in German or English at the following address by **no later than midnight on 5 July 2022 (CEST)**:

CropEnergies AG
c/o Computershare Operations Center
80249 Munich
Germany

Email: anmeldestelle@computershare.de

According to Article 15(2) of the Articles of Association of CropEnergies AG, shareholders also have to provide evidence of their entitlement to participate in the Annual General Meeting. As proof of entitlement under Article 15(2) of the Articles of Association of CropEnergies AG, presentation of proof of ownership of the shareholding in text form by the last intermediary pursuant to Section 67c(3) AktG shall be sufficient. Proof of shareholding must relate to the beginning of the twenty-first day prior to the Annual General Meeting, i.e. **midnight on 21 June 2022, (CEST)** (record date). As is the case for registration, proof of ownership of shares of the Company must also be received at the above address no later than **midnight on 5 July 2022 (CEST)**. The registration and proof of share ownership must be submitted in either German or English.

To participate in the virtual Annual General Meeting and exercise voting rights, only those who have provided proof shall be deemed to be shareholders. The entitlement to participate in the Annual General Meeting and the scope of the voting right depend - in addition to the necessity to register - on the shareholding of the shareholder on the record date. The record date is not linked to any block on the sale of shares; in particular, they may be acquired and sold irrespective of the record date. Even where a complete or partial sale of the shareholding occurs after the record date, participation and the scope of the voting right shall depend solely on the shareholding on the

record date. Sales of shares after the record date therefore have no effect on the entitlement to participate or on the scope of the voting right. The same applies to share acquisitions after the record date. Those who do not yet hold any shares on the record date and become shareholders only thereafter are entitled to participate and vote for the shares held by them only to the extent that they act as a proxy or are appointed to exercise such rights.

The record date has no significance for an entitlement to dividends.

Following timely receipt of registration and proof of share ownership at the said central registration office of CropEnergies AG, the registration office will send shareholders eligible to participate confirmation of registration for the virtual Annual General Meeting along with access data for the "shareholder portal". Together with the confirmation of registration, forms for the authorisation of third parties and the proxies appointed by the company will also be sent. To guarantee timely receipt of the confirmation of registration, we ask our shareholders to ensure that registration and evidence be sent in good time, if necessary via their custodian institutions (last intermediaries).

b) Exercising voting rights

Shareholders eligible to participate are entitled to vote.

We would like to point out that in relation to the company and for the purpose of participating in the Annual General Meeting and exercising voting rights, only those who have provided proof of their entitlement to participate in the Annual General Meeting and exercise their voting rights shall be deemed to be shareholders. If the correctness or authenticity of the proof is in doubt, the company is entitled to demand further appropriate evidence. After proper registration, you can exercise your voting rights.

Should voting rights be exercised on time in multiple different ways (letter, email, electronically via the shareholder portal or pursuant to Section 67c(1) and (2) sentence 3 AktG in conjunction with Article 2(1) and (3) and Article 9(4) of the Council Implementing Regulation (EU) 2018/1212 through a postal vote and, where relevant, instructions given, these shall be taken into account in the following order of precedence irrespective of when they arrived: 1. electronically via the shareholder portal 2. pursuant to Section 67c(1) and (2) sentence 3 AktG in conjunction with Article 2(1) and (3) and Article 9(4) of the Council Implementing Regulation (EU) 2018/1212, 3. by email and 4. by letter.

In the same way, should declarations be received with voting rights exercised in more than one form, the following shall apply: Postal votes take precedence over the giving of a proxy and, where relevant, instructions to the company proxy.

Should an intermediary, an association of shareholders, a company proxy pursuant to Section 134a AktG or a person of equivalent standing under Section 135(8) not be willing to act on a shareholder's behalf, the company proxy shall be entitled to act on behalf of the same, according to the instructions.

The withdrawal within the time limit of the last declaration to be received shall be binding.

Votes cast by postal vote or proxy and, where relevant, instructions on Agenda Item 2 (Appropriation of retained earnings) shall remain valid where the proposed appropriation is adjusted as a result of a change in the number of dividend-bearing shares. Should an individual vote be held on an agenda item instead of a collective vote, the postal vote or instruction given for that agenda item shall apply for each point of the individual vote.

c) Procedure for voting by electronic postal vote

Shareholders and their proxies may exercise their voting rights by electronic postal vote. Timely registration by the shareholder for the Annual General Meeting and proper evidence of the shareholding according to the above provisions are also required (see a)).

The shareholder portal will be available to shareholders eligible to participate or their proxies to submit electronic postal votes or to revoke or change them **from 21 June 2022** (see no. 2 and no. 3a)). Please use the **“Vote by postal vote”** function.

Voting by electronic postal vote, including revocation or a change in a vote via the shareholder portal, is possible until voting begins.

d) Procedure for voting by proxy

Properly registered shareholders can also cast their votes at the Annual General Meeting by proxy, e.g. an intermediary, a shareholders' association, or other person of their choice. The following should be noted:

Timely registration and proper evidence of share ownership are also required if shareholders choose a proxy. If shareholders assign more than one person to act as their proxy, the company is entitled to reject one or more of these.

The appointment or cancellation of a proxy and evidence of the appointment must be provided to the company in text form unless an appointment is made pursuant to Section 135 AktG, or alternatively the shareholder portal can be used. Proxies may also only exercise voting rights by electronic postal vote or by issuing a (substitute) mandate, in particular to the company-appointed proxies.

The form sent to shareholders together with the registration confirmation for the virtual Annual General Meeting after registration can be used to appoint a proxy.

Proof of appointment of a proxy can be submitted to the company at the following address:

CropEnergies AG
c/o Computershare Operations Center
80249 Munich
Germany

Email: anmeldestelle@computershare.de

by **midnight (CEST) on 11 July 2022**. Compliance shall be judged based on time of receipt by the company.

Alternatively, a mandate can also be given, altered or revoked **electronically** via the shareholder portal (see no. 2 and no. 3. a)) up until the end of the Annual General Meeting. This simultaneously provides evidence of the mandate having been granted. Please use the **“Mandate to third parties”** function in the shareholder portal.

When authorising intermediaries, shareholders' associations, voting consultants or persons or institutions treated as such pursuant to Section 135(8) AktG, special considerations must generally be taken into account, which should be requested from the particular proxy. We therefore ask shareholders who wish to appoint intermediaries, shareholders' associations, voting consultants or persons or institutions treated as such pursuant to Section 135(8) AktG to vote on their behalf, to please coordinate with such party regarding the proper form of proxy.

e) Procedure for voting by company proxies

Shareholders and their proxies can also assign power of attorney to a proxy designated by the company who will vote on their behalf in accordance with their voting instructions. Shareholders who wish to grant a mandate to proxies appointed by the company ahead of the Annual General Meeting can also do so following registration using the form sent to shareholders with the registration confirmation for the virtual Annual General Meeting. Alternatively, mandates can be granted or revoked via the shareholder portal on the website of the company.

Prompt registration for the Annual General Meeting and proper proof of the shareholding according to the above provisions are also required if proxies appointed by the company are to be granted a mandate (see no. 3. a) above).

Proxies appointed by the company shall only exercise the voting right on the basis of explicit and unambiguous instructions. Therefore, shareholders must give explicit and unambiguous instructions on the agenda items on which they wish to exercise their voting rights. The proxies appointed by the company are obliged to vote according to these instructions. In the absence of explicit and unambiguous instructions, proxies appointed by the company shall abstain from voting on the particular voting item. The proxies appointed by the company do not accept any verbal communications, file objections to Annual General Meeting resolutions, ask questions or table motions on behalf of shareholders. They are only available for voting on proposed resolutions of the Executive Board, the Supervisory Board or shareholders published under this convening notice or subsequently pursuant to Section 124(1) or (3) AktG.

Mandates, including instructions to the company proxies, can be assigned or revoked **electronically** via the shareholder portal (see no. 2 and no. 3. a)) up until voting begins. This simultaneously provides evidence of the mandate having been granted. Please use the **“Mandate and instructions to company proxies”** function in the shareholder portal.

Alternatively, a mandate including instructions to the company proxies may be issued in text form and proof of such authorisation submitted to the company **by midnight (CEST) on 11 July 2022** to the following address:

CropEnergies AG
c/o Computershare Operations Center
80249 Munich
Germany

Email: anmeldestelle@computershare.de

Time of receipt by the company is decisive. Please note that in the event of an additional proxy via the shareholder portal, the assignment of proxies and instructions submitted to the Company in text form will become invalid.

4. Information on shareholder rights pursuant to Sections 122(2), 126(1), 127, 131(1) AktG and Section 1(2) COVID-19 Act

a) Requests for additions to the agenda pursuant to Section 122(2) AktG

Shareholders whose shares together make up 5% of the share capital (corresponding to €4,362,500.00 or 4,362,500 shares) or the pro rata amount of €500,000.00 of the share capital (corresponding to 500,000 shares) may demand that items be added to the agenda and published. Each new item must be accompanied by reasons or by a draft resolution. The request shall be made in writing addressed to the Executive Board of CropEnergies AG and must be received by the company at least thirty days prior to the Annual General Meeting; the day of receipt and the day of the Annual General Meeting shall not be counted. The deadline for acceptance is thus **midnight on 11 June 2022 (CEST)**. Requests for additions received after this date will not be considered.

Please send any requests to the following address:

CropEnergies AG
Executive Board
Maximilianstraße 10
68165 Mannheim
Germany

Requests for additions to the agenda addressed elsewhere will not be considered.

The applicants must prove that they have held the shares for at least ninety days prior to the day on which their request was received and that they will hold the shares until the Executive Board's decision regarding the request. Section 121(7) AktG must be applied to calculate the deadline.

To the extent they were not already published with the announcement for the Annual General Meeting, amendments to the agenda shall be published in the German Federal Gazette (Bundesanzeiger) immediately after receipt of the request and forwarded to those media that can be expected to distribute the information throughout the entire European Union. In addition, they will be published at:

www.cropenergies.com
(caption: Investor Relations/Annual General Meeting)

and communicated to the shareholders.

b) Counter-motions and nominations pursuant to Sections 126(1) and 127 AktG in conjunction Section 1(2) sentence 3 of the COVID-19 Act

Shareholders of the company can submit counter-motions against recommendations of the Executive Board and/or Supervisory Board on certain agenda items as well as make recommendations regarding the nomination of external auditors and on the election of members of the Supervisory Board. Such counter-motions (including reasons) and nominations must be exclusively submitted to:

CropEnergies AG
Investor Relations
Maximilianstraße 10
68165 Mannheim
Germany

or by email to: ir@cropenergies.de

Counter-motions and/or nominations sent to another address will not be considered.

Reasons must be given for counter-motions; this does not apply to nominations.

Proper counter-motions and nominations submitted by shareholders and received at the aforementioned address at least fourteen days prior to the date of the Annual General Meeting, i.e. **no later than midnight on 27 June 2022 (CEST)**, will be published immediately on the following website:

www.cropenergies.com
(caption: Investor Relations/Annual General Meeting)

Any comments from management regarding counter-motions or nominations will also be published at the said address.

The company may decline to publish a counter-motion and its reasoning or a nomination should one of the conditions for exclusion pursuant to Section 126(2) AktG (in conjunction with Section 127 sentence 1 AktG) be met; for example, because the nomination or counter-motion would result in a resolution of the Annual General Meeting that contravenes either the law or the articles of association. The reason for a counter-motion need not be published if it is longer than 5,000 characters. A nomination does

not need to be published either if it does not include the name, profession and place of residence of the nominee or information pursuant to Section 125(1) sentence 5 AktG (cf. Section 127 sentence 3 in conjunction with Section 124(3) sentence 4 and Section 125(1) sentence 5 AktG).

Shareholders are asked to prove the extent of their existing shareholdings at the same time as they submit the counter-motion or nomination.

Counter-motions and/or nominations to be published by the company pursuant to Section 126 or Section 127 AktG shall be deemed to have been brought at the Annual General Meeting if the shareholder making the proposal is duly authorised and has registered for the Annual General Meeting.

c) Right of the shareholder to ask questions

Pursuant to Section 131(1) and (4) AktG, shareholders have no right to request information verbally from the Executive Board during the virtual Annual General Meeting. Pursuant to Section 1(2) sentence 1 no. 3 COVID-19 Act, participating shareholders and their proxies are, however, granted the right to ask questions electronically. Questions will be answered during the audio and video transmission of the virtual Annual General Meeting.

The Executive Board, with the consent of the Supervisory Board, has stipulated that questions must be submitted electronically no later than one day prior to the Annual General Meeting, i.e. by **midnight on 10 July 2022 (CEST)**. According to Section 1(2) sentence 2 of the COVID-19 Act, the Executive Board decides on its own best judgement or discretion how it will answer questions.

We reserve the right to publish answers to frequently asked questions in advance on the website of the company. When answering questions, the Executive Board also reserves the right to explicitly name those providing the questions providing they have given their consent to being explicitly named whilst submitting the questions or there is another data privacy justification for this.

Shareholders eligible to participate or their proxies can only submit their questions electronically via the shareholder portal available at

www.cropenergies.com
(caption: Investor Relations/Annual General Meeting)

Please use the "Ask a question" function in the shareholder portal. Questions may be submitted via the shareholder portal from 21 June 2022 until midnight on 10 July 2022 (CEST). Questions submitted in any other way or after the above deadline will not be considered. There will be no opportunity to ask questions during the Annual General Meeting.

d) Possibility of appealing against resolutions of the Annual General Meeting

For an explanation of the right of the shareholders eligible to participate and their proxies to object to resolutions of the Annual General Meeting, we refer to the information under no. 2 d).

e) Confirmation of votes pursuant to Section 118(1) sentences 3 to 5, (2) sentence 2 AktG or evidence of votes counted pursuant to Section 129(5) AktG

Under Section 118(1) sentence 3, (2) sentence 2 AktG, voters that cast their votes electronically must receive confirmation from the company online that their votes have been received in line with the requirements of Article 7(1) and Article 9(5)(1) of the Council Implementing Regulation (EU) 2018/1212. Where this is confirmed via an intermediary, the latter must, pursuant to Section 118(1) sentence 4 AktG, forward the confirmation to the shareholder without delay.

Furthermore, voters may, within one month of the date of the general meeting, request information from the company pursuant to Section 129(5) sentence 1 AktG as to whether and how their votes were counted. The company must provide such confirmation in line with the requirements of Article 7(2) and Article 9(5)(2) of the Council Implementing Regulation (EU) 2018/1212. Where this is confirmed via an intermediary, the latter must, pursuant to Section 129(5) sentence 3 AktG, forward the confirmation to the shareholder without delay.

f) Further explanations

Further explanations regarding shareholder rights pursuant to Sections 122(2), 126(1), 127 AktG and Section 1(2) COVID-19 Act are available on the company's website at:

www.cropenergies.com

(caption: Investor Relations/Annual General Meeting)

V. ADDITIONAL INFORMATION AND DOCUMENTS FOR THE VIRTUAL ANNUAL GENERAL MEETING

1. Information on the company's website

This invitation to the virtual Annual General Meeting, the documents and motions of shareholders to be made available as well as further information, in particular on participation in the virtual Annual General Meeting, postal voting and the appointment of proxies and giving of instructions as well as the information pursuant to Section 124a AktG are available on the website of the company from the time the Annual General Meeting is called at

www.cropenergies.com

(caption: Investor Relations/Annual General Meeting)

The above documents and information can also be accessed during the virtual Annual General Meeting on the company's website above. The voting results will also be available here following the Annual General Meeting.

2. Information on data protection for shareholders and proxies

The
CropEnergies AG
Maximilianstraße 10
68165 Mannheim

as the controller pursuant to Article 4 No 7 of Regulation (EU) 2016/679 (General Data Protection Regulation, "GDPR"), processes the following personal data (surname and first name, address, email address (if applicable), telephone number (if applicable), number of shares, type of ownership of the shares and access details for access to the shareholder portal; if applicable, surname, first name and address of a proxy appointed by the shareholder) on the basis of the applicable data protection laws, in particular for the purpose of enabling shareholders and proxies to participate in the Annual General Meeting and exercise their rights within the framework of the Annual General Meeting.

The entire Annual General Meeting (including answers to transmitted questions) is transmitted in audio and video in real time via the livestream function of the shareholder portal on the internet. This shareholder portal is only accessible to properly registered shareholders and proxies who have the corresponding registration confirmation. Video and audio transmission via a separate, secure channel will also be available to employees involved in the organisation of the Annual General Meeting, if applicable, to board members who will not physically attend the Annual General Meeting, to guests and representatives of the broadcasting, print or online media ("journalists") who we have admitted and to any CropEnergies AG service providers used to conduct the Annual General Meeting. Please note that it is possible that the personal data you provide when making enquiries - in particular your names - may be made public at the meeting in accordance with this privacy notice and may also be accessed by the journalists and guests present. Therefore, please do not provide us with such information unless it is absolutely necessary for your enquiry. We shall only make your personal data public at the meeting if it is requested by you, required to process your enquiry or is in our legitimate interest. Further details on the conduct of the Annual General Meeting can be found in the above section IV. The shareholder portal is accessible on the company's website at:

www.cropenergies.com
(caption: Investor Relations/Annual General Meeting)

In addition to this data protection information, please note the data protection information provided at this internet address by the operator of the website.

Specifically,

the processing of the personal data described above is vital for the preparation and implementation of the Annual General Meeting and the participation of the shareholders and proxies, as well as for the exercise of their rights within the framework of the Annual General Meeting and for the fulfilment of requirements under German stock corporation legislation (e.g. for the compilation of a list of attendees) or so that your questions can be answered during the Annual General Meeting. The legal basis for this processing is the German Stock Corporation Act (AktG) and the relevant provisions of the German COVID-19 Act, each in conjunction with Article 6(1) sentence 1(c) GDPR. Furthermore, we may also process this personal data in order to fulfil other legal obligations, such as regulatory requirements and storage obligations under securities, commercial and tax legislation; the legal basis for processing is the relevant statutory provisions in conjunction with Article 6(1) sentence 1(c) GDPR.

We also process personal data to safeguard legitimate interests, such as the preparation and conduct of the Annual General Meeting in compliance with the law. The legal basis for this is Article 6(1) sentence 1(f) GDPR. If personal data are transmitted to us in connection with an enquiry, unless they are already required to be processed to safeguard legitimate interests under the previous sentence, the legal basis for processing them is Article 6(1) sentence 1(a) GDPR for the purpose of the response. You may withdraw your consent with future effect at any time in whatever form and without providing reasons.

After the virtual Annual General Meeting, shareholders can view the data recorded on all participants in the Annual General Meeting in accordance with Section 129(4) sentence 2 AktG.

If we do not receive the personal data listed above directly from the shareholder concerned, it is made available to us by financial or credit institutions.

CropEnergies AG service providers engaged for the purpose of hosting the Annual General Meeting shall only receive such personal data from CropEnergies AG as are required to carry out the commissioned service, and process the personal data exclusively in accordance with instructions from CropEnergies AG. Each of our employees and all employees of service providers who have access to and/or process the personal data referred to above are obliged to treat this data as confidential.

Journalists and guests may also have access to your personal data, insofar as these data are disclosed to the general meeting, in particular during the answering of questions. We have no control over the processing - by the journalists or guests present - of personal data publicly disclosed at the Annual General Meeting in accordance with this privacy notice and nor are we the controller in this regard for the purposes of the GDPR.

Under certain circumstances, CropEnergies AG may be obliged to transmit personal data to other recipients who take their own responsibility for processing the personal data (Article 4 No. 7 GDPR), in particular to public bodies such as the competent supervisory authority.

Personal data is stored within the scope of legal obligations and subsequently erased unless a justified interest on the part of CropEnergies AG justifies longer retention (e.g. in the event of imminent or actual judicial or extrajudicial disputes in connection with the Annual General Meeting).

With regard to the processing of personal data, shareholders or proxies have a right of information, rectification, restriction, objection and erasure with regard to the processing of their personal data at any time under the legal requirements, as well as a right to data transmission in accordance with Articles 15 to 22 GDPR.

These rights can be asserted vis-à-vis CropEnergies AG at no charge via the email address datenschutz@cropenergies.de or by using the following contact details of the controller's data protection officer:

CropEnergies AG
Data Protection Officer
Maximilianstraße 10
68165 Mannheim
Germany

In addition, shareholders or proxies have a right to lodge a complaint with the data protection supervisory authorities under Article 77 GDPR.

More detailed data protection information is available on the website of the company at:

www.cropenergies.com
(caption: Investor Relations/Annual General Meeting)

3. Voting results

The voting results determined by the chairperson of the Annual General Meeting will be published on the website of the company at:

www.cropenergies.com
(caption: Investor Relations/Annual General Meeting)

4. Publication of the invitation

The invitation to the Annual General Meeting shall be published in the German Federal Gazette (Bundesanzeiger) from 25 May 2022 and has been forwarded for publication to those media that can be expected to distribute the information throughout the entire European Union as defined by Section 121(4a) AktG.

Mannheim, May 2022

CropEnergies AG

The Executive Board

GROUP FIGURES OVERVIEW

IFRS/IAS		2021/22	2020/21	2019/20	2018/19	2017/18
Result						
Revenues	€ thousands	1,075,345	833,116	899,175	778,612	881,963
EBITDA	€ thousands	168,800	148,404	146,139	72,051	110,821
in % of revenues	%	15.7	17.8	16.3	9.3	12.6
Operating profit	€ thousands	126,966	107,033	103,893	32,783	71,660
in % of revenues	%	11.8	12.8	11.6	4.2	8.1
Income from operations	€ thousands	127,209	108,203	104,090	43,087	70,769
Net earnings	€ thousands	89,400	84,916	74,551	21,263	50,809
in % of revenues	%	8.3	10.2	8.3	2.7	5.8
Cash flow and capital expenditures						
Cash flow	€ thousands	130,113	122,277	120,196	59,094	89,609
in % of revenues	%	12.1	14.7	13.4	7.6	10.2
capital expenditures in property, plant and equipment*	€ thousands	35,774	28,829	29,884	13,222	19,502
Balance sheet						
Total assets	€ thousands	982,746	742,433	669,628	585,748	592,293
Net financial assets	€ thousands	229,919	154,647	107,309	36,813	36,874
Equity	€ thousands	696,419	566,146	502,881	448,711	445,678
in % of total liabilities and shareholders' equity	%	70.9	76.3	75.1	76.6	75.2
Performance						
Property, plant and equipment*	€ thousands	361,129	360,415	371,521	371,369	396,301
Goodwill	€ thousands	6,095	6,095	6,095	6,095	6,095
Working Capital	€ thousands	125,144	104,441	78,491	84,877	55,434
Capital Employed	€ thousands	492,368	470,951	456,107	462,341	457,830
ROCE	%	25.8	22.7	22.8	7.1	15.7
Shares						
Market capitalization	€ million	1,087	975	812	462	545
Total shares issued of 28/29 February	million	87,25	87,25	87,25	87,25	87,25
Closing price per 28/29 February	€	12,46	11,18	9,31	5,29	6,25
Earnings per share	€	1,02	0,97	0,85	0,24	0,58
Dividend per € 1 share	€	0,45**	0,35	0,30	0,15	0,25
Yield as of 28/29 February	%	3.6	3.1	3.2	2.8	4.0
Production						
Ethanol	1,000 m ³	1,051	987	1,002	967	1,149
Employees						
Number of employees (full-time equivalents)		455	450	450	433	414

* including intangible assets

** Proposed

LETTER TO SHAREHOLDERS

Dear Shareholders,

We look back on a turbulent and yet very successful 2021/22 financial year. Against the background of numerous challenges, we are particularly proud that we were able to close the year with a new record result!

The markets were marked by sometimes drastic, unprecedented price fluctuations in the last financial year: Raw material prices rose massively and energy prices even increased several times over. At the same time, we witnessed ethanol prices in Europe that eclipsed all previous records: On the spot market, the price of ethanol reached its all-time high, at 1,519 €/m³, on 11 November 2021. At the end of the financial year, the spot price was € 950/m³. We were also able to increase the sales prices for protein-containing food and animal feed products. The increased sales prices enabled us to more than offset the higher raw material and energy costs, and we are now proud of record revenues of € 1,075 (833) million. Operating profit reached € 127 (107) million. The executive board and supervisory board will propose to the annual general meeting on 12 July 2022 that a dividend of 45 (35) euro cents per share be distributed.

At this juncture, we would like to offer our particular thanks to our employees, as the coronavirus pandemic again presented us with huge challenges. And yet, despite new virus variants and restrictions, we were able, with the aid of comprehensive protection schemes, to protect our employees from infections and maintain operations at all sites and at all times.

In last year's annual report, we gave you a detailed presentation of our new strategy, with the aid of which we intend to broaden our base in future. We want to offer our customers further sustainable alternatives and contribute even more to climate neutrality. Furthermore, we have visually emphasized relevant highlights throughout the annual report to enable you to gain a better overview of what we are working on, what we plan to do and what has already been achieved.

We have already presented various new projects to you in the course of the financial year: Our aspiration is to achieve more sustainability through innovations from biomass. We have taken the first step towards sustainable biochemicals and are currently examining the construction of a new plant for producing renewable ethyl acetate (acetic ester). The ethyl acetate, which is traditionally manufactured on the basis of fossil raw materials, would then be produced from our ethanol using renewable energies. Renewable ethyl acetate reduces the fossil carbon footprint of the end products in many branches of industry (including cosmetics, packaging, paint and food). Domestic production would also increase security of supply.

The fleet tests with our Super Eco 20 fuel, a petrol with an ethanol content of 20 vol.-%, were extended in the past financial year. The fuel is being used in Stuttgart Airport's vehicle fleet, among others. Higher ethanol content in fuel continues to be one of the most efficient ways of making the transport sector more climate-friendly already today using the existing infrastructure.

Considerable progress was made at the European level in the 2021/22 financial year: The United Kingdom and Sweden also introduced Super E10 at filling stations in the autumn of 2021, thereby almost doubling their ethanol blending – a successful step, both for the climate and, of course, for the CropEnergies subsidiary Ensus in Northern England, at which ethanol and animal feed are produced mainly for the British market. While E10 has been a great success from day one in other European countries, progress is slower in Germany. We would like to provide clarification here and have therefore launched the platform www.umtanken.info, which provides useful information on all matters pertaining to filling up with fuel ethanol. In December 2021, the share of E10 in total petrol sales already rose to 21%. To implement climate-friendly mobility effectively and in a technology-neutral manner, CropEnergies joined eFuel Alliance e.V. in 2021.

For us, manufacturing sustainable products from biomass is and remains our core business. That is why we are setting ourselves ambitious targets. For example, we aim to make our production climate-neutral even before 2045. We are working on this and, as an intermediate target, intend to halve our fossil CO2 emissions in production compared with 2018, by the year 2030.

We would like to continue along this path to a climate-friendly future together with you, dear shareholders, and we thank you for your trust and support.

With kind regards,



Dr Stephan Meeder

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



Jürgen Böttcher

Chief Technical Officer
(CTO)



Dr Fritz Georg von
Graevenitz

Chief Sales Officer
(CSO)



Financial calendar

Statement for the 1 st quarter of 2022/23	6 July 2022
Annual general meeting 2022	12 July 2022
Report 1 st half-year of 2022/23	12 October 2022
Statement for the 1 st to 3 rd quarter	11 January 2023
Annual press and analysts' conference financial year 2022/23	24 May 2023

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