

Compensation system for members of the Supervisory Board of Manz AG

1. Basic principles of the compensation system and how Supervisory Board member compensation supports the business strategy and long-term development of the company

With years of expertise in the areas of automation, laser processing, vision and metrology, wet chemistry, and roll-to-roll processes, Manz AG is a global, high-tech equipment manufacturer which offers manufacturers and their suppliers innovative production solutions in the areas of photovoltaics, electronics and lithium-ion battery technology. The core of the company's strategy is to make use of the technology portfolio across all industries and regions. This cross-segment exchange of technology and expertise not only offers a high level of flexibility in the realization of individual customer solutions, but also the possibility of generating internal synergies and making economic use of them. Manz AG's goal is to achieve a sustained increase in competitiveness with earnings-oriented growth.

The Supervisory Board advises and monitors the Managing Board, and is therefore closely involved in important operational and strategic issues related to corporate management. In order for the Supervisory Board to act effectively, it must be composed of members who fulfill the profile of competence and target objectives it has resolved as well as possible. Compensation plays a key role in this respect. Compensation should be appropriate for the duties of Supervisory Board members and

the position of the company (cf. Section 113 (1) Sentence 3 Stock Corporation Act (AktG), and should be in line with market conditions so as to ensure that the Supervisory Board is competitive and attractive to suitable candidates. Appropriate compensation in line with market conditions supports the business strategy and the long-term development of Manz AG.

Manz AG only compensates Supervisory Board members with fixed compensation. This reflects the function of the Supervisory Board as an independent advising and controlling body under German stock corporation law.

2. Process for defining, implementing and reviewing the compensation system

Compensation for members of the Supervisory Board of Manz AG is stipulated in Section 12 of the Articles of Incorporation.

In accordance with Section 113 (3) Sentence 1 Stock Corporation Act (AktG), the Annual General Meeting enacts a resolution on Supervisory Board compensation at least every four years, and may confirm or modify the compensation. In order to prepare for the resolution of the Annual General Meeting, the Managing Board and Supervisory Board each review whether the Supervisory Board compensation, in particular the amount and form of compensation, is appropriate for the duties of Supervisory Board members and the position of the company. If necessary, the Managing Board and Supervisory Board suggest suitable adjustments to the Annual General Meeting.

3. Components of compensation for members of the Supervisory Board

Supervisory Board compensation at Manz AG is based on the goal of providing position-specific supplements in addition to appropriate fixed compensation, in order to adequately reflect the additional time spent by the Chair of the Supervisory

Board, their deputy, and committee members. This structure implements recommendation G.17 of the German Corporate Governance Codex, in particular. Furthermore, the time spent in individual meetings is compensated by an appropriate attendance fee.

a) Base compensation

Each member of the Supervisory Board receives fixed compensation of 16,000.00 euros per financial year.

b) Attendance fee

In addition, the members of the Supervisory Board shall receive an attendance fee of 1,500.00 euros for each time they attend a meeting of the Supervisory Board and its committees. Attendance fees are to be granted only once when several sessions take place in one day.

c) Committee work

Supervisory Board members shall receive an additional fixed compensation for work on Board committees in the amount of 8,000.00 euros for each member of a committee. Committee activities are to be considered for a maximum of two committees.

Committees make a key contribution to the effective work of the board. Generally, membership in a committee does require a significant amount of time.

d) Chair of the Supervisory Board and Deputy Chair

The Chairman of the Supervisory Board receives three times the aforementioned compensation. The Deputy Chair receives twice the fixed compensation of 16,000.00 euros.

The Chair of the Supervisory Board has an elevated position. They serve as the primary contact person for the Managing Board, both outside of and between meetings of the Managing Board and its committees. They coordinate and organize the activities of the Supervisory Board. The Chair is supported primarily by their deputy.

4. Due date and pro rata temporis payments

The base compensation and attendance fee, as well as position-specific supplements, are due for payment after the end of the financial year for which the compensation is owed.

Supervisory Board members who belonged to the Supervisory Board or a committee for only part of the financial year, or who were only chair or deputy chair of the Supervisory Board for part of the year, receive a portion of the fixed compensation calculated on a pro rata temporis basis.

5. Reimbursing expenditures

The members of the Supervisory Board also receive reimbursements for their expenditures incurred while carrying out their office.

6. D&O insurance

At its own cost, the company can insure the members of the Supervisory Board against claims under civil and criminal law, including the costs of legal defense, in conjunction with carrying out their office, and can conclude relevant D&O insurance.