



## **Remuneration of the members of the Supervisory Board**

Pursuant to section 113 (3) sentences 1 and 2 of the German Stock Corporation Act (AktG), the Annual General Meeting of Sixt SE held on 16 June 2021 resolved under agenda item 8, with a majority of 98.2745% of the valid votes cast, to amend the remuneration of the members of the Supervisory Board as follows:

a. Under the same heading, article 15 of the Articles of Association (Remuneration) shall be reworded to read:

“The remuneration of the members of the Supervisory Board is determined by resolution of the Annual General Meeting.”

b. The new stipulations for the remuneration of the members of the Supervisory Board are as follows:

- (1) The members of the Supervisory Board shall receive a fixed remuneration of EUR 50,000.00 for each full fiscal year of their membership on the Supervisory Board. The Chairman shall receive twice this amount. If the office as member and/or Chairman of the Supervisory Board is shorter than a full fiscal year or if a fiscal year is shorter than a calendar year, the above remuneration shall be granted on a pro rata temporis basis, depending on the term of office as a Supervisory Board member or its Chairman. The remuneration shall be due for payment after the end of every fiscal year.
- (2) In addition, the Company shall provide the Chairman of the Supervisory Board with a premium-segment company car, which is also available for private use, and shall assume all costs for this – also regarding private use – in particular insurance, fuel and maintenance costs.
- (3) Moreover, the members of the Supervisory Board shall be reimbursed for their expenses including payment of value-added tax on their remuneration and expenses.
- (4) The Company may take out directors and officers liability insurance (D&O) on behalf of the members of the Supervisory Board at reasonable terms as are customary on the market.

The provision under item (2) above becomes effective as of the end of this Annual General Meeting. In all other respects, the above provisions shall enter into force when the amendment to the Articles of Association proposed for resolution under lit. a. above is entered in the commercial register. The above provisions shall apply until they are amended by resolution of the Annual General Meeting.

c. The remuneration of the members of the Supervisory Board described above under lit. b. shall be based on the following remuneration system in accordance with sections 113 (3) sentence 3, 87a (1) sentence 2 of the German Stock Corporation Act (AktG):

The remuneration of the members of the Supervisory Board is structured as a purely fixed remuneration without variable components, which is in line with predominant market practices at listed companies in Germany. The Managing Board and the Supervisory Board believe that a purely fixed remuneration of the members of the Supervisory Board is best suited to strengthen the independence of the Supervisory Board

and to ensure that it fulfils its advisory and monitoring function irrespective of the Company's performance. The amount and structure of the remuneration of the Supervisory Board shall ensure that the Company remains able to recruit highly qualified candidates to fill positions on its Supervisory Board; the Supervisory Board remuneration thus contributes to promoting the Company's strategy and to developing the Company over the long term. Resolutions on the system for the remuneration of the members of the Supervisory Board are passed by the Annual General Meeting based on the proposal of the Managing Board and the Supervisory Board. The remuneration of the members of the Supervisory Board is reviewed regularly, at least every four years, by the Managing Board and the Supervisory Board to assess whether amount and structure are still in line with the market and reflect the responsibilities of the Supervisory Board and the situation of the Company in an appropriate manner. In the opinion of the Managing Board and the Supervisory Board, the remuneration of the members of the Supervisory Board is still appropriate in its current structure. While the structure will no longer be defined in the Articles of Association in the future but determined by ordinary resolution of the Annual General Meeting, its content will otherwise remain unchanged and will only be supplemented by a newly introduced company car provision for the Chairman of the Supervisory Board (cf. above (2) under lit. b). The remuneration and employment conditions of the employees were not and are not considered in the structure of the remuneration system for the members of the Supervisory Board, as the remuneration for members of the Supervisory Board is granted for an activity that is fundamentally different from the activity of employees due to the advisory and monitoring role of the Supervisory Board. Any conflicts of interest in the review of the remuneration system are counteracted by the legal separation of powers, as the decision-making power on the remuneration of the Supervisory Board is assigned to the Annual General Meeting, and the Managing Board and Supervisory Board together submit a proposal for resolution to the Annual General Meeting. This means that a system of checks and balances is already anchored in the statutory provisions.

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