

# ZUMTOBEL Group

## Remuneration policy for members of the Supervisory Board of Zumtobel Group AG

### 1. Establishment of the remuneration policy principles

In accordance with Section 98a in conjunction with Section 78b (1) of the Austrian Stock Corporation Act (AktG), the remuneration policy for the Supervisory Board must be submitted to the General Meeting for a vote at least every fourth financial year and whenever a significant change is made. In accordance with the requirements of stock corporation law, the remuneration policy was presented for the first time at the General Meeting on 24 July 2020 and approved with a majority of 99.99% ("**2020 remuneration policy**"). The 2020 remuneration policy was not changed in subsequent years.

The following principles of remuneration (remuneration policy) for the members of the Supervisory Board of Zumtobel Group AG elected by the General Meeting were established by resolution of the Supervisory Board on 28 June 2024 and are to be applied after submission to the 48<sup>th</sup> Annual General Meeting of Zumtobel Group AG.

In accordance with Section 98a in conjunction with Section 78b (1) AktG, the remuneration policy must be submitted to the General Meeting for a vote at least every fourth financial year and whenever a significant change is made.

### 2. Objective

The remuneration for members of the Supervisory Board should correspond to their area of activity and responsibility. It is also intended to ensure the objectivity and independence of the Supervisory Board. It should also be ensured that the total remuneration of the members is commensurate with the situation of the Company and the usual remuneration in comparable companies.

The remuneration must also be attractive enough to attract and retain suitably qualified individuals for carrying out the responsibilities of a supervisory board in a globally active, listed company. The remuneration system should therefore be designed to be competitive and in line with the market.

The remuneration system should comply with recognised national and international standards of good corporate governance, including the provisions of the Austrian Stock Corporation Act (AktG) and the rules of the Austrian Corporate Governance Code. This includes ensuring that remuneration is transparent and easy to understand.

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

The remuneration of the Supervisory Board is decided by the General Meeting. The respective amount of remuneration is based on the various functions (e.g. Chairperson, Deputy Chairperson, membership in the Supervisory Board and the committees).

The employee representatives on the Supervisory Board perform their function on a voluntary basis and do not receive any Supervisory Board remuneration. Each member of the Supervisory Board, including the employee representatives on the Supervisory Board, is entitled to reimbursement of reasonable cash expenses.

#### 3.1. Fixed remuneration

The members of the Supervisory Board receive fixed annual remuneration. The fixed remuneration is paid in equal monthly instalments. No additional attendance fee is payable for Supervisory Board meetings of the full Supervisory Board or for the General Meeting.

#### 3.2. Attendance fee

The elected members of the Supervisory Board committees receive an attendance fee for attending each committee meeting. Attendance fees are only paid to members present in person and are paid one week after the meeting in question.

#### 3.3. Other remuneration components

Each member of the Supervisory Board is included in the criminal defence insurance taken out by the Company and in the third-party financial loss liability insurance (D&O insurance policy). The premiums incurred for this are to be paid by the Company.

### **4. Promoting the business strategy and long-term development of the Company**

In line with the market standard, the Supervisory Board's remuneration policy does not include performance-related remuneration for the Supervisory Board, which could result in a conflict of objectives with its supervisory function. By promoting a balanced and broadly qualified composition of the Supervisory Board, the remuneration policy also supports sustainable corporate development.

### **5. Remuneration and employment conditions of employees**

The Management Board regularly reports to the Supervisory Board on the remuneration and employment conditions of employees. The Supervisory Board then regularly reviews the Company's remuneration policies, taking into account the development of employee remuneration, and ensures an appropriate relationship with the development of the remuneration of the Management Board and the Supervisory Board.

## **6. Term of office of the Supervisory Board**

Unless the General Meeting resolves otherwise, new Supervisory Board members are always elected for the maximum term in accordance with Section 87 (7) AktG. Unless they are elected for a shorter term of office, the Supervisory Board members are elected for the period until the end of the General Meeting that adopts a resolution on discharge for the fourth financial year after the election. The financial year in which the individual Supervisory Board member is elected is not included in this calculation.

Apart from the appointment resolutions of the General Meeting, there are no contractual relationships under labour law between the Zumtobel Group and the members of the Supervisory Board. Information on the terms of the contracts of the members of the Supervisory Board, the relevant termination notice periods, the main features of supplementary pension schemes and early retirement programmes as well as the conditions for termination and the payments to be made is therefore omitted.

Employee representatives delegated by the Works Council can be appointed or dismissed by the Works Council at any time.

## **7. Procedure concerning the remuneration policy**

This remuneration policy was established by resolution of the Supervisory Board on 28 June 2024 and will be submitted to the 48<sup>th</sup> Annual General Meeting of Zumtobel Group AG for approval.

The Supervisory Board must pass a resolution on the remuneration policy at least every fourth financial year and whenever there is a significant change to its remuneration policy and submit a corresponding resolution proposal to the General Meeting.

The remuneration policy must then be submitted to the General Meeting for a vote.

The General Meeting makes a binding decision on the remuneration entitlement of Supervisory Board members, thereby avoiding conflicts of interest for Supervisory Board members in connection with the remuneration policy.

## **8. Significant changes to the remuneration policy**

This version of the remuneration policy for the Supervisory Board does not contain any significant changes to the 2020 remuneration policy.