

Remuneration report pursuant to Section 162 AktG

The remuneration report explains the remuneration of former and current members of the Management Board, the remuneration of members of the Supervisory Board of secunet Security Networks Aktiengesellschaft in accordance with the Articles of Association in the 2021 financial year and the other benefits paid to the current members of the Management Board. It contains detailed information on the remuneration system which is necessary for understanding the disclosures, covering the remuneration of and benefits paid to members of the Management Board, the remuneration of members of the Supervisory Board and explanations of how the remuneration promotes the long-term development of secunet Security Networks Aktiengesellschaft. Preparation of the remuneration report in accordance with Section 162 AktG is the responsibility of the Management Board and the Supervisory Board. The remuneration report and the auditor's report on the substantive audit carried out are available on the secunet Security Networks Aktiengesellschaft website (www.secunet.com under >> About Us >> Investors). Information on the respective current remuneration systems can also be found on the website. The remuneration report is based in particular on the new requirements arising from the Act Implementing the Second Shareholder Rights Directive (ARUG II) and the recommendations of the German Corporate Governance Code (GCGC) as amended on 16 December 2019 (GCGC 2020).

Remuneration system of the members of the Management Board

Changes to and approval of the remuneration system

The changes essentially concern the following points:

- » Change in multi-year variable remuneration (agreement on new non-financial performance targets from the area of environmental, social and corporate governance (ESG) criteria as well as capital market targets)
- » Introduction of a malus/clawback provision (Section 162 (1), sentence 2, no. 4 AktG)
- » Determination of maximum remuneration for Management Board members (Section 162 (1), sentence 2, no. 7 AktG)

The current remuneration system was presented for approval for the first time at the Annual General Meeting on 12 May 2021. The remuneration system presented was adopted with an approval rate of 97.44%. Pursuant to the provisions of Section 120a AktG, the Supervisory Board must present the remuneration system for approval at the Annual General Meeting whenever there is a significant change, but at least every four years. The remuneration agreements of the active Management Board members have been adjusted to the amended remuneration system.

Remuneration system of the Management Board as of the 2021 financial year

General principles of remuneration

The system for the remuneration of Management Board members makes a significant contribution to implementation of the corporate strategy of secunet Security Networks AG (hereinafter also secunet AG). The structure of the individual remuneration components is to be linked to the achievement of key Company targets. In this respect, Management Board remuneration is based in particular on long-term and sustainable growth, increased profitability, competitiveness and sustainability targets. Besides key financial indicators, it also takes non-financial performance indicators into account, which are equally essential to the long-term and sustainable success of the Company. These incentives align the interests of the Management Board with those of shareholders, employees, customers and other stakeholders for the benefit of the Company's successful development. The remuneration system also ensures that the members of the Management Board are remunerated appropriately according to their performance and respective area of responsibility.

When structuring the remuneration of the Management Board, the Supervisory Board takes into account the following principles in particular:

- » Promotion of the corporate strategy
- » Long-term and sustainable development
- » Appropriateness
- » Pay for performance
- » Alignment with shareholder interests
- » Market conformity
- » Consistency of the remuneration system

Procedures for establishing, implementing and reviewing the remuneration system

General procedure

The remuneration system for the Management Board is determined by the Supervisory Board pursuant to the provisions of Sections 87 (1) and 107 (3), sentence 7 of the Stock Corporation Act. The Supervisory Board may, if necessary, make use of external consultants for developing the system. When appointing remuneration consultants, particular attention is paid to their independence.

In structuring the remuneration system, due consideration is given to the appropriateness of Management Board remuneration. When determining the variable remuneration parameters, the Supervisory Board also ensures consistency with the remuneration system in relation to the employees of secunet AG by fundamentally applying at least partially identical performance criteria for the variable remuneration of employees as for the Management Board.

The requirements of the German Stock Corporation Act, the requirements of the Act Implementing the Second Shareholder Rights Directive (ARUG II), in particular, and the recommendations of the German Corporate Governance Code in the version adopted on 16 December 2019 (GCGC 2020) for handling conflicts of interest on the Supervisory Board are also observed in the establishment, implementation and review of the remuneration system. Members of the Supervisory Board are required to disclose any potentially conflicting interests. In such cases, the members concerned shall not be involved in the items subject to conflict.

The present system for remuneration of the members of the Management Board of secunet AG has been in force since 1 January 2021. Granted remuneration, including that from previously relevant provisions on variable remuneration, for periods prior to 1 January 2021 is based on the respective underlying contracts of the Management Board members. Where relevant, this remuneration is also presented and explained below.

Determination of the appropriate target remuneration by the Supervisory Board for the 2021 financial year

In keeping with the remuneration system, the Supervisory Board determines the amount of the total target remuneration for the individual members of the Management Board as well as the assessment basis or performance criteria for the variable remuneration components. In this context, care is taken to ensure that the total target remuneration is commensurate with the duties and performance of the Management Board member as well as the situation of the Company, is geared towards the long-term and sustainable development of the Company and does not exceed the customary remuneration without special reasons. When assessing the customary level of remuneration of the respective Management Board member, both the comparable external corporate environment (horizontal comparison) and the internal Company remuneration (vertical comparison) are taken into account:

Horizontal comparison

In horizontal terms, reference is made to an appropriate comparison group (so-called peer group) when determining the remuneration level. Generally, the peer group is selected using the criteria of sales, market capitalisation, balance sheet total, company location, number of employees and sector comparability. Against the background of the Company's specialisation in IT security solutions, the Supervisory Board normally takes into account a representative number of comparable IT companies headquartered in Germany as the peer group.

Vertical comparison

In the vertical comparison, the appropriateness of the remuneration is reviewed with due regard to the remuneration of the group of senior executives (in the sense of the first level below the Management Board without the central divisions (secunet Services and staff departments)) and the relevant total workforce, also taking into account the development of remuneration over time.

The target remuneration of the Management Board members for the 2021 financial year is as follows:

Remuneration component (in euros)	Deiningер (full member of the Management Board from 1 January 2018 to 31 May 2019, Chairman of the Management Board since 1 June 2019)	Henn (full member of the Management Board since 1 June 2019)	Dr Martius (full member of the Management Board since 1 June 2019)	Pleines (full member of the Management Board since 18 March 1999)
Basic remuneration	270,000.00	205,000.00	205,000.00	250,000.00
Fringe benefits ¹	27,708.00	24,925.00	31,190.00	28,058.00
Short-term variable remuneration	130,000.00	100,000.00	100,000.00	100,000.00
Long-term variable compensation	140,000.00	105,000.00	105,000.00	110,000.00
Pension benefits ²	24,567.00	12,750.00	12,750.00	37,298.00
Total	592,275.00	447,675.00	453,940.00	525,356.00

¹ In the case of fringe benefits, the actual value of the financial year is used, as no cap amount has been established here.

² Deiningер and Pleines: allocation in accordance with IFRS to the pension provisions for direct pension commitments;
Henn and Dr Martius: pension remuneration for indirect pension commitments

Compared to the remuneration system that applied in the 2020 financial year, the target remuneration decreased on average by -3.4%.

The options existing in the remuneration system for deviating from the remuneration system were not exercised in determining the target remuneration for the financial year nor in determining the remuneration granted and owed.

The Supervisory Board considers the remuneration for the 2021 financial year to be appropriate.

Overview of the remuneration system structure

The remuneration of the members of the Management Board comprises performance-based and non-performance-based components. An overview of the remuneration system is outlined below:

Overview of the remuneration system

Remuneration component		Purpose	Contractual design	
Non-performance-based components	Basic remuneration	Assurance of an appropriate income Consideration of portfolio / duties of the Management Board member	Fixed contractually agreed remuneration paid in twelve equal monthly instalments	
	Fringe benefits	Assumption of costs / compensation for disadvantages	Benefits in kind and other benefits; essentially the granting of private use of company cars and insurance allowances (accident insurance, allowances for health, long-term care and pension insurance), conclusion of a D&O insurance policy as well as continued payment of remuneration in the event of illness, and death grants	
	Pension commitment	Establishment of private pension assets	<p>Different pension commitments depending on the date of joining the Management Board: lifelong pension with surviving dependants' benefits or payment of a monthly pension contribution.</p> <p>For one Management Board member who was already appointed to the Company's Management Board in 1999, a defined benefit pension commitment applies in accordance with the pension scheme of Rheinischer Westfälischer TÜV in its currently valid version, with the pensionable remuneration as the assessment parameter being individually capped</p> <p>For the Management Board member appointed in 2017, a defined contribution, module-based pension commitment in the form of a direct commitment with a fixed annual pension module applies</p> <p>For the other members of the Management Board who joined after this date and for any new Management Board members joining in the future who are to be remunerated in accordance with this remuneration system, a defined contribution plan applies, which is generally implemented externally and provides for an annual pension contribution in the amount of a specific percentage</p>	
Performance-based components	Short-term (one-year) variable remuneration	Achievement of Company targets for the current financial year	Type	Bonus (paid in cash)
			Assessment period	Financial year
			Bonus cap	200% of target achievement 200% payment of target value
			Performance criteria	Financial Company targets related to the financial year (e.g. earnings target (EBIT) and growth target (sales)), where the targets and their weighting can be redefined for each financial year

Remuneration component		Purpose	Contractual design	
Performance-based components	Short-term (one-year) variable remuneration	Achievement of Company targets for the current financial year	Type	Bonus (paid in cash)
			Option of adjustment in the event of extraordinary developments	Adjustment by decreasing or increasing the calculated bonus by up to 20% possible in the event of extraordinary developments, but limited by the bonus cap; if the calculated payout amount is zero, an increase to up to 10% of the target bonus amount can be made
			Payout	In the following financial year, one month after adoption of the annual financial statements for the respective previous financial year
	Long term (multi-year) variable remuneration	Incentive to sustainably increase the Company's success Special consideration of shareholder interests	Plan type	Virtual (forward-looking) Performance Share Plan (cash payout)
			Assessment period	Four years
			Limitation/ Cap	150% of target achievement 200% payment of target amount
			Performance criteria	Capital market target, e.g. relative total shareholder return (TSR) compared to benchmark index Strategic targets Environmental, social, governance (ESG) targets/sustainability targets
			Option of adjustment in the event of extraordinary developments	Adjustment by decreasing or increasing the calculated PSP payout amount by up to 20% possible in the event of extraordinary developments, but limited by the cap; if the calculated PSP payout amount is zero, an increase to up to 10% of the target bonus amount can be made
			Payout	Payment with the next possible salary statement after adoption of the Company's consolidated financial statements following the end of the respective performance period, but not later than 31 December of the financial year following the end of the performance period

Remuneration component		Purpose	Contractual design
Other remuneration arrangements	Maximum remuneration	Inappropriate levels of disbursement are avoided	The highest possible maximum remuneration under this remuneration system is set at 1,000,000 euros gross per year for the Chairman of the Management Board and at 900,000 euros gross per year for each of the other members of the Management Board; a lower maximum remuneration may be agreed contractually
	Malus and clawback	Compliance Rectification of incorrect bases	Partial or complete reduction (malus) or recovery (clawback) of the variable remuneration if the variable remuneration is determined on the basis of incorrect data or in case of intentional or grossly negligent breach of duty
	Early termination of contract	Limitation of inappropriately high severance payments in case of (early) termination of contract	Linking clause with severance pay entitlement (limited to max. two years' salary or remuneration for the remaining term) So-called good leaver / bad leaver arrangements in relation to outstanding tranches under the Performance Share Plan

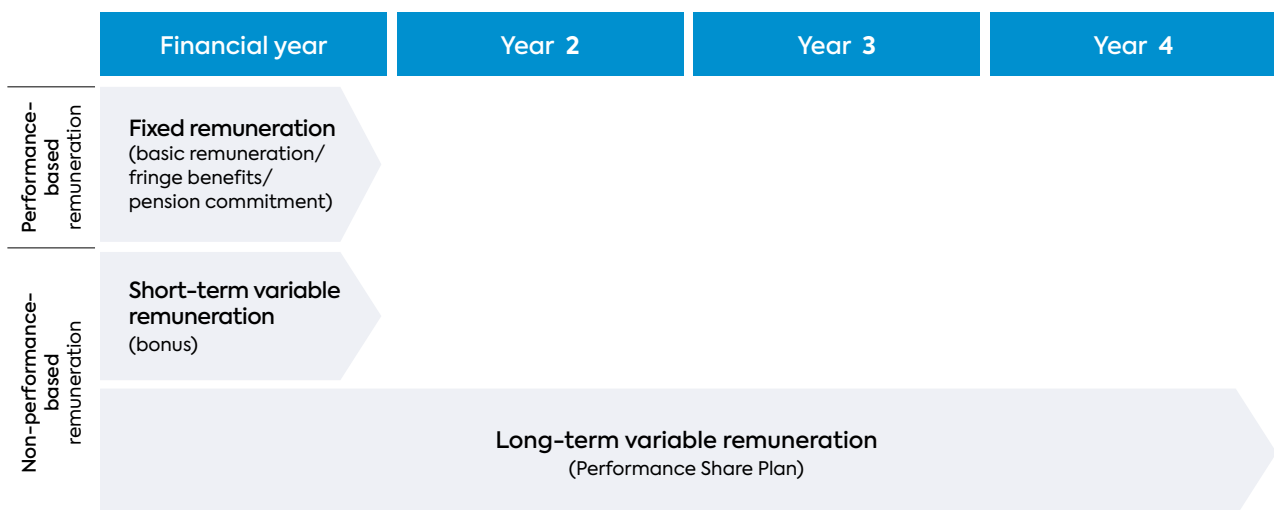
Structure of the remuneration elements in detail

The remuneration system comprises all non-performance-based (fixed) and performance-based (variable) remuneration components, the sum of which constitutes the total remuneration of the respective Management Board members and is presented below in its individual components.

The non-performance-based fixed remuneration consists of basic remuneration as well as benefits in kind and other benefits (so-called fringe benefits) as well as pension benefits.

The performance-based remuneration of the Management Board members comprises a short-term and a long-term variable component. The short-term variable remuneration is paid in the form of a bonus. The long-term variable remuneration is based on a (virtual) Performance Share Plan.

In this remuneration structure, the target level of long-term variable remuneration exceeds the target level of short-term variable remuneration.



Depending on the Management Board member, the basic remuneration is between approximately 50% and 55% of the target direct remuneration (i.e. excluding fringe benefits and company pension benefits). The short-term variable remuneration (bonus) represents approximately 21% to 25% of the target direct remuneration (i.e. excluding fringe benefits and company pension benefits), while the long-term variable remuneration (Performance Share Plan) contributes between approximately 23% and 26% to the target direct remuneration (i.e. excluding fringe benefits and company pension benefits), thereby ensuring that long-term variable remuneration exceeds short-term variable remuneration in the target amounts (i.e. for 100% target achievement).

The share of the fixed remuneration components in the total target remuneration for one year (i.e. including fringe benefits and company pension benefits) thus lies between approximately 55% and 62%, with the performance-based variable remuneration components being set at the value for 100% target achievement, while the variable remuneration components account for between approximately 38% and 45% of the total target remuneration. Minor shifts of a few percentage points may occur due to fluctuating valuation of the pension costs and fringe benefits, which, for the purposes of the percentage shares of the target total remuneration stated here, were set at a lump sum amount based on past experience with a small supplement.

This can be summarised as follows:

Fixed remuneration components (basic remuneration, fringe benefits and pension benefits)	55% – 62%
Variable remuneration components in case of 100% target achievement	38% – 45%
Total target remuneration	100%

Non-performance-based (regular) remuneration

Basic remuneration

The basic remuneration is a fixed cash remuneration based on the full year and paid in twelve equal monthly instalments. The amount of the respective basic remuneration is based on the role on the Management Board (Chairman, full member), the area of responsibility, the experience and the position of the respective Management Board member.

The basic remuneration for 2021 is as follows:

Basic remuneration / in thousand euros	2021	2020
Deinger (full member of the Management Board from 1 January 2018 to 31 May 2019, Chairman of the Management Board since 1 June 2019)	270,000.00	255,000.00
Henn (full member of the Management Board since 1 June 2019)	205,000.00	175,000.00
Dr Martius (full member of the Management Board since 1 June 2019)	205,000.00	175,000.00
Plaines (full member of the Management Board since 18 March 1999)	250,000.00	235,000.00
Total	930,000.00	840,000.00

Fringe benefits

In addition, each member of the Management Board receives benefits in kind and other benefits (so-called fringe benefits). These essentially include the granting of private use of company cars, continued payment of remuneration in the event of illness and allowances for insurance. In particular, Management Board members receive accident insurance as well as allowances for private health, long-term care and pension insurance and participate in a D&O insurance policy (with the usual deductible provided for by law). In addition, a death grant is paid to their dependants in the event of their death. All members of the Management Board are essentially entitled to the same benefits in kind, although the amount may vary depending on their personal situation. The taxes attributable to the pension and accident insurance allowances are borne by the Company. The Supervisory Board may grant other or additional fringe benefits customary in the market, such as the possibility of private use of company mobile devices or, in the case of newly appointed members, the assumption of relocation costs.

Pension commitment (benefits in the event of regular termination of employment)

The Company provides a pension commitment to the members of the Management Board. Depending on the date of appointment of the Management Board member, there are performance-related, contribution-related and indirect commitments. In particular, the following agreements have been made:

The pension commitment for the Chairman of the Management Board, Mr Deinger, is based on a direct commitment from 2017 with a fixed annual pension component (defined contribution), which is credited to a personal pension account. The pension module allocated annually to the pension account is determined on the basis of a fixed notional pension contribution and an age-related actuarial transformation factor valid at the time of annual allocation. The sum of the earned pension components results in the pension capital to which the Management Board member is entitled upon reaching the age of 67 and which at the same time forms the assessment basis for pension benefits to be paid prematurely, namely due to early retirement benefits (from the age of 62 at the earliest), disability benefits and benefits to surviving dependants in the event of death. If the Management Board member leaves the Management Board prior

to the occurrence of a pension event, the entitlement to pension benefits achieved at that time shall be maintained in the amount of the pension modules earned at that time. Irrespective of this, there is a minimum survivor benefit, which in principle amounts to twice the relevant annual fixed salary of the Management Board member in accordance with the employment contract when the insured event occurs. In the event of early retirement before the requirements for the payment of a pension benefit are met, the minimum survivor benefit based on twice the annual fixed salary last paid by the Company is multiplied by the ratio of the actual length of service from entry into service to the possible length of service up to the fixed retirement age. In principle, the Management Board member can choose between payment as a one-time capital benefit or as a regular monthly pension, where in the latter case the Company can redefine the implementation method (for example, through a pension fund). In addition, the Management Board member is entitled to pension benefits from a previous pension commitment as an employee (in the form of a defined contribution plan).

Mr Pleines' pension is based on a defined benefit pension commitment from 1999 in accordance with the pension scheme of Rheinischer Westfälischer TÜV in the currently valid version, from which he is entitled to a retirement pension or, if applicable, to an early retirement pension upon reaching a certain age limit or an occupational or disability pension or a widower's/widow's pension, with the pensionable remuneration as the assessment parameter being individually capped.

The allocations to pension provisions determined in accordance with IFRS regulations and the total amounts accrued under IFRS are shown in the following table.

in euros	Pension cost		Defined benefit obligation (DBO)	
	2021	2020	2021	2020
Current members of the Management Board				
Deiningner	24,567.00	25,975.00	607,363.00	646,093.00
Pleines	37,298.00	40,719.00	1,151,052.00	1,215,961.00
Total	61,865.00	66,694.00	1,758,415.00	1,862,054.00

For the other members of the Management Board, there are indirect pension commitments in the form of a lifelong pension with surviving dependants' benefits, which is managed externally. For these purposes, secunet AG pays an annual contribution (in 2021: 12,750 euros; previous year: 9,000 euros) amounting to 4% of the fixed annual salary (basic remuneration) plus the target value of the short-term one-year variable remuneration (bonus). The pension commitment comprises old-age pension benefits and benefits to surviving dependants in the event of death. In the event of the premature departure of a Management Board member, any pension benefit is maintained. The amount of the entitlement acquired up to that point corresponds to the benefits from the reinsurance exempted from premium payment at the time of departure. With regard to payment of the pension benefit, the member of the Management Board can generally choose between payment as a one-time capital benefit or as a regular monthly pension, with the Management Board member and his surviving dependants remaining bound by the decision regarding payment once it has been made. In the event of death of the Management Board member before drawing an old-age pension benefit, the surviving spouse as beneficiary receives a one-off capital payment as a survivor benefit. Regular pension benefits are increased annually by at least 1% of their last payment amount, commencing one year after the start of payment. If profit participation from the reinsurance policy taken out by the provident fund results in a higher adjustment, this higher adjustment shall be granted.

Performance-based (variable) remuneration

The variable remuneration is intended to promote sustainable development of the Company and the ambitious strategic orientation of secunet AG by focusing on both short-term and long-term success. The performance-based variable remuneration consists of the short-term oriented bonus and the long-term oriented variable remuneration from the Performance Share Plan.

The parameters for short-term (bonus) and long-term (Performance Share Plan) variable remuneration differ primarily with regard to the assessment period and the respective performance criteria. While the bonus is based exclusively on financial performance criteria, the Performance Share Plan also takes into account non-financial (in particular ESG or sustainability) targets. When selecting the respective performance criteria, the Supervisory Board pays attention to measurability, at least in the case of the financial performance criteria, as well as to strategic relevance, which means the key performance indicators are geared in particular to the growth and increase in profitability of secunet AG. To the extent that non-financial performance criteria are assessed on a discretionary basis, the Supervisory Board shall ensure that the assessment is transparent. The consideration of various performance categories under the Performance Share Plan ensures a holistic and comprehensive representation of the Company's success.

In addition, even after setting the relevant performance criteria and targets, the Supervisory Board may take appropriate account of extraordinary developments in the context of determining the achievement of targets in justified exceptional cases, in particular by eliminating the resulting special effects. In the event of extraordinary developments, this may lead to an increase (but not exceeding the respective cap for the variable remuneration component) as well as to a reduction of the variable remuneration component by up to 20% in each case; if the variable remuneration component is zero, the Supervisory Board may increase the variable remuneration component in such cases to up to 10% of the respective target amount in order to take appropriate account of extraordinary developments. Extraordinary developments during the year include, in particular, unusually far-reaching changes in the economic environment, provided that neither they nor their concrete effects were foreseeable. In contrast, any normal fluctuations in market developments are not considered to be extraordinary developments. The option of reduction pursuant to Section 87 (2) of the German Stock Corporation Act shall remain unaffected.

Short-term variable remuneration (bonus)

The one-year variable remuneration (bonus) aims to reward the respective contribution to the operational implementation of secunet AG's strategy within a specific financial year.

The target achievement for the bonus in the 2021 financial year is determined on the basis of the financial targets for the Company, the earnings target (EBIT) and the growth target (sales). The Company's financial targets as well as the relevant financial target values are set annually with the approval of annual planning. For the 2021 financial year, the EBIT target was set at 38 million euros and the sales target at 260 million euros. Both targets are weighted equally (50% each). Performance measurement for each of the defined performance targets is based on the ratio of the achieved result at the end of the financial year to the respective planned target. The bonus is based on a target amount specified in the employment contract, assuming 100% target achievement. The total payout amount from the bonus is capped at 200% of the target amount (bonus cap).

Before the beginning of each financial year, the Supervisory Board determines for each target a target value derived from the budget (with 100% target achievement being assumed if this is reached) as well as a target corridor with a minimum value and a maximum value. If the target value for a set target is reached, the target achievement level is 100% in each case. The minimum value forms the lower end of the target corridor, at which the target achievement level is 50% for the respective target. The maximum value forms the upper end of the target corridor, at or above which the target achievement level is 200% for the respective target. If the value achieved in respect of a target falls below the minimum value, the target achievement level for this target corresponds to 0%. If the value achieved exceeds the target value but does not reach the maximum value, the target achievement level for the target in question is determined by linear interpolation between the respective minimum and target values or between the respective target and maximum values.

In accordance with the relative weighting of the target categories, an overall target achievement level is determined from the calculated individual target achievement levels, on the basis of which the payout amount, limited by the bonus cap, is calculated with the aid of the bonus target amount:

$$\text{Total target achievement level} \times \text{bonus target amount} = \text{bonus payout amount (not exceeding the bonus cap)}$$

Target achievement is determined for each year as part of the annual financial statements of secunet Group. Any bonus shall be paid for the respective past financial year in the month following the adoption of the annual financial statements in the financial year following the financial year to which the bonus relates.

Short-term variable remuneration (bonus)
Achievement of targets for the financial performance criteria

Company financial target	Weighting	Threshold value for 50% target achievement	Target value for 100% target achievement	Threshold value for 200% target achievement	Result 2021	Target achievement in %
EBIT (in million euros)	50%	31.70	38.00	50.70	63.90	200%
Sales (in million euros)	50%	238.30	260.00	303.30	337.60	200%

For the 2021 financial year, this results in the following overall target achievement for the bonus:

in euros	Target amount	EBIT target achievement (50% weighting)	Sales target achievement (50% weighting)	Overall target achievement	Bonus amount
Deiningger (full member of the Management Board from 1 January 2018 to 31 May 2019, Chairman of the Management Board since 1 June 2019)	130,000.00	200%	200%	200%	260,000.00
Henn (full member of the Management Board since 1 June 2019)	100,000.00	200%	200%	200%	200,000.00
Dr Martius (full member of the Management Board since 1 June 2019)	100,000.00	200%	200%	200%	200,000.00
Pleines (Full member of the Management Board since 18 March 1999)	100,000.00	200%	200%	200%	200,000.00
Total	430,000.00	200%	200%	200%	860,000.00

The bonus is paid in the subsequent year following the adoption of the annual financial statements.

Payment of the short-term variable remuneration and the special bonus for the 2020 financial year

The short-term variable remuneration paid after the 2021 Annual General Meeting and the special bonus for the 2020 financial year are to be included in the remuneration granted and owed in the 2021 financial year in accordance with Section 162 (1) AktG.

The short-term variable remuneration as well as the special bonus are based on the remuneration system valid in the previous year. The target achievement for the short-term variable remuneration is measured using the key performance indicators of EBIT and sales revenue with equal weighting (50% each).

When assessing the sales target, the percentage increase in sales revenue on the previous year's sales revenue is used. An increase in sales revenue of less than 5% means a target achievement of 0%. A 10% increase in sales revenue results in a 100% target bonus. Sales growth of 15% and above means a 200% bonus. The bonus for all values in between are determined on a linear basis. The bonus for the sales target is capped at 200%.

In 2020, Group sales revenue of 285.6 million euros was generated. Group sales revenue for the 2019 financial year amounted to 226.9 million euros. The increase in sales revenue from 2019 to 2020 is thus more than 25%. This means a bonus for the sales target of 200%.

The EBIT target was assessed on the basis of the target figure of 32 million euros set for the 2020 financial year.

The bonus was determined using a linear function between 50% target achievement (0% bonus) and 150% target achievement with a 200% bonus payout. A target achievement of 100% meant 100% of the target bonus.

For 2020, a Group EBIT of 51.6 million euros was generated. This corresponds to a target achievement of over 161% and a bonus payout of 200%.

The special bonus may be granted by the members of the Supervisory Board at their discretion for exceptional performance in the financial year.

This discretion was exercised for the 2020 financial year.

Overall, the following payments were made in 2021 for 2020:

Remuneration in 2021 for activities in 2020

in euros	Short-term variable remuneration						Special bonus	Total remuneration
	EBIT target amount	EBIT target achievement	EBIT bonus amount	Sales target amount	Sales target achievement	Sales bonus amount		
Deiningger (full member of the Management Board from 1 January 2018 to 31 May 2019, Chairman of the Management Board since 1 June 2019) ³	37,500.00	200%	76,000.00	37,500.00	200%	76,000.00	100,000.00	252,000.00
Henn (full member of the Management Board since 1 June 2019)	25,000.00	200%	50,000.00	25,000.00	200%	50,000.00	100,000.00	200,000.00
Dr Martius (full member of the Management Board since 1 June 2019)	25,000.00	200%	50,000.00	25,000.00	200%	50,000.00	100,000.00	200,000.00
Pleines (Full member of the Management Board since 18 March 1999) ⁴	32,500.00	200%	66,000.00	32,500.00	200%	66,000.00	100,000.00	232,000.00
Total	120,000.00	200%	242,000.00	120,000.00	200%	242,000.00	400,000.00	884,000.00

³ Due to rounding, there was a slight overpayment for the 2020 bonus in 2021. This will be corrected in 2022.

⁴ Due to rounding, there was a slight overpayment for the 2020 bonus in 2021. This will be corrected in 2022.

Long-term variable remuneration (Performance Share Plan)

Overview of the functional principle of the Performance Share Plan

The Performance Share Plan of secunet AG implements the new recommendations of the GCGC 2020 with regard to the granting of share-based variable remuneration components, including the four-year blocking period for long-term remuneration components (GCGC 2020 G.10, sentences 1 and 2).

The Performance Share Plan is divided into three consecutive steps, beginning with the allocation of virtual shares, followed by the measurement of target achievement during the four-year forward-looking performance period, and ending with determination of the payout amount.

In the first step, a tranche of virtual shares (performance shares) is allocated annually. This is done by converting the contractually agreed target amount into virtual shares in accordance with the initial price of the secunet share (commercially rounded to the nearest full number of virtual shares). The initial price corresponds to the average Xetra closing price of the secunet share – rounded to two decimal places – on the last 30 trading days before the start of the respective performance period. Allocation of the virtual shares takes place on 1 January of each year. The four-year assessment period for the respective tranche also begins at this time. It ends on 31 December of the third following year (four-year performance period).

For the performance share tranche issued in the 2021 financial year, a total of 1,866 virtual shares (performance shares) were provisionally allocated to the members of the Management Board:

Long-term variable remuneration in 2021 – Allocation

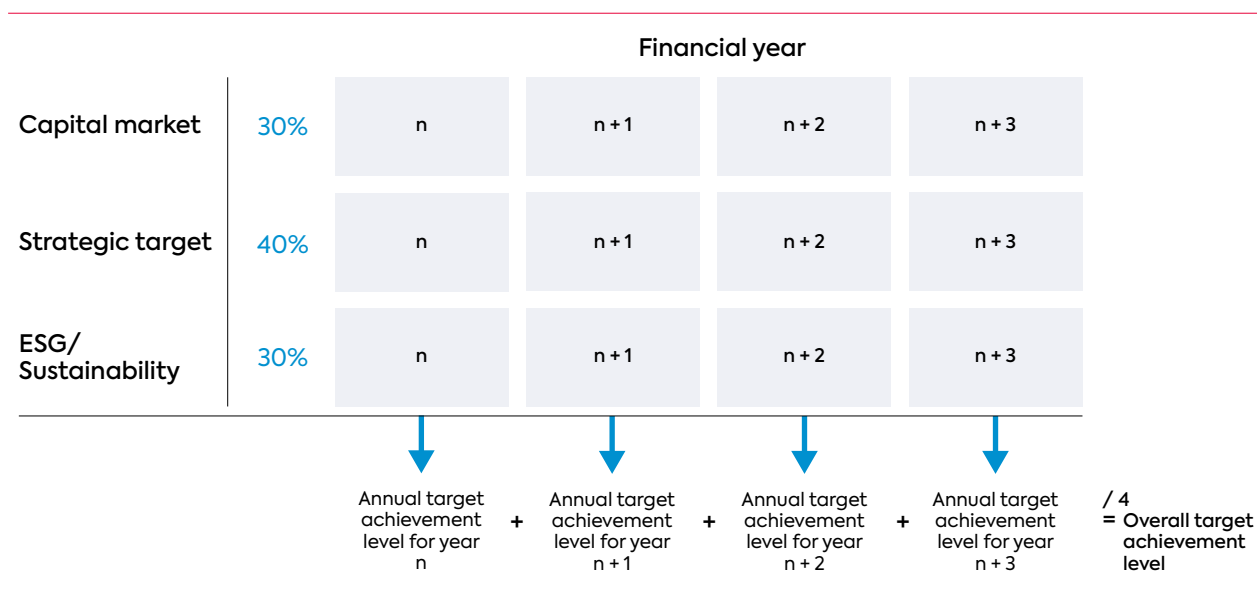
	Allocation value (euros)	Allocation price (euros) (Ø price of the secunet share)	Number of virtual shares provisionally allotted	Maximum possible number of virtual shares (150% target achievement)
Deiningger (full member of the Management Board from 1 January 2018 to 31 May 2019, Chairman of the Management Board since 1 June 2019)	140,000.00	246.43	568	852
Henn (full member of the Management Board since 1 June 2019)	105,000.00	246.43	426	639
Dr Martius (full member of the Management Board since 1 June 2019)	105,000.00	246.43	426	639
Pleines (full member of the Management Board since 18 March 1999)	110,000.00	246.43	446	669
Total	460,000.00	246.43	1,866	2,799

In the second step, performance is measured on the basis of the performance targets in three performance categories, taking into account their relative weighting over a forward-looking performance period of four years.

In the third step, the final number of virtual shares is determined according to the overall target achievement level and the payout amount is calculated on this basis. For this purpose, the annual target achievement levels for the four years of the performance period are first determined. These are derived from the sum of the target achievement levels for the three performance categories, taking into account their relative weighting, with the target achievement level for each performance target being limited to 150%. The average overall target achievement level for the performance period is then determined on the basis of the annual target achievement levels.

The payout amount corresponds to the product of the final number of performance shares and the sum of the arithmetic mean of the Xetra closing prices on the last 30 trading days before the end of the performance period (commercially rounded to two decimal places) and the dividends paid per share during the performance period. No interest is calculated for the dividends, nor are they reinvested. The payout amount is limited to 200% of the target amount. In the event of a capital increase from Company funds or a capital reduction without repayment of contributions, the number of performance shares allocated shall increase or decrease in the same proportion as the total amount of the share capital. In the case of other measures under company law that affect the value of a share, the Supervisory Board shall adjust the initially allocated number of performance shares in such manner as is reasonably necessary to take account of the relevant measure.

In principle, the annual measurement of the performance targets over the four-year performance period is carried out as summarised in the following overview:



The payout amount will be paid with the next possible salary statement after adoption of the Company's consolidated financial statements following the end of the respective performance period, but not later than 31 December of the financial year following the end of the performance period.

Performance criteria of the Performance Share Plan in detail

The Performance Share Plan links target achievement to three performance categories, namely (i) a capital market target, generally based on the relative total shareholder return (TSR) compared to a peer group, (ii) at least one strategic target and (iii) sustainability targets or environmental, social, governance (ESG) targets. These three performance categories are in principle weighted at (i) 30%, (ii) 40%, (iii) 30%. The specific targets within the performance categories as well as their relative weighting can be redefined with each new performance period.

Performance Share Plan

Performance criteria	Influence on the corporate strategy
Capital market, e.g. relative TSR (generally 30%)	For example, relative performance measurement and incentivisation for long-term outperformance on the capital market
Strategic target (generally 40%)	For example, incentivising profitable and profit-oriented management For example, generating long-term and sustainable growth by achieving the strategic targets of secunet AG
ESG/Sustainability (generally 30%)	Holistic implementation of the sustainability strategy relevant to secunet AG, taking account of employee interests, compliance structures and environmental and social issues by setting relevant sustainability targets on an annual basis

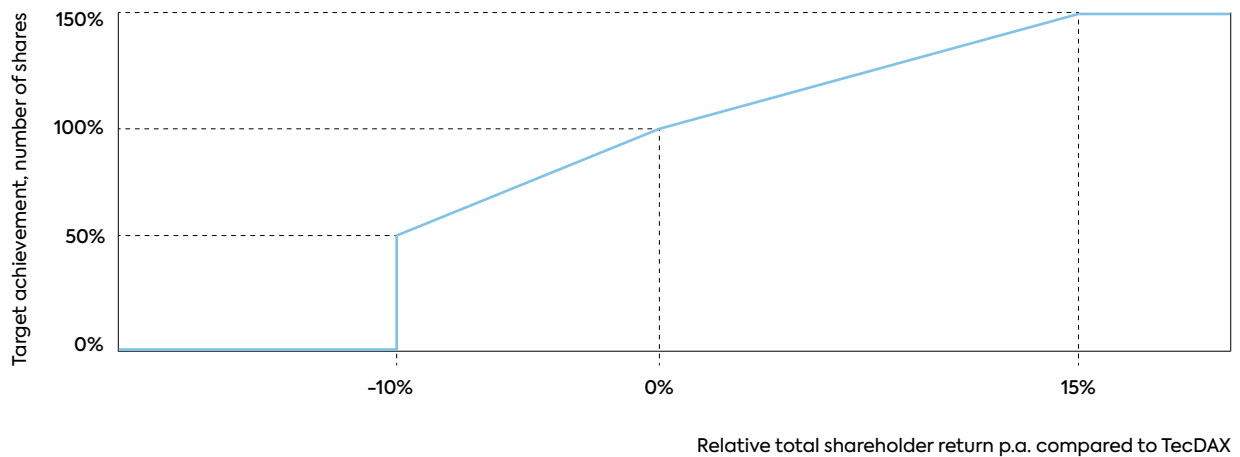
- » The capital market target is included in the long-term variable remuneration with a basic weighting of 30% and is an external performance criterion geared to the capital market. In particular, the relative total shareholder return comes into consideration as the capital market target. This takes into account the share price performance of secunet AG plus notionally reinvested gross dividends during the four-year assessment period compared to a benchmark index.

The relative performance measurement of the TSR directly links the interests of the Management Board with those of the shareholders. In this way, long-term outperformance on the capital market and thus the attractiveness of the capital investment for shareholders are particularly incentivised. In principle, the TecDAX is to be used as the benchmark index for measuring the TSR, as long as this constitutes an adequate peer group for secunet AG as an IT service company. However, the Supervisory Board may also use a different suitable stock exchange index as a benchmark if the Company were to be listed in another index in the future.

To calculate the TSR of the secunet AG share and the relevant benchmark index, the arithmetic mean of the Xetra closing prices over the last 30 trading days before the start of each year of the performance period and over the last 30 trading days before the end of the respective year of the performance period is determined for each year of the performance period. The annual TSR of the secunet AG share thus calculated is compared with the annual TSR of the benchmark index. The notionally reinvested gross dividends of the secunet shares are also taken into account when determining the arithmetic mean of the closing prices at the end of the respective year.

TSR target achievement is 100% if the TSR performance of the secunet share equals the TSR performance of the benchmark index. If the TSR performance of the secunet share is 10 percentage points below the TSR performance of the benchmark index, the target achievement is 50% (minimum threshold). If the TSR performance of the secunet share is 15 percentage points or more above the TSR performance of the benchmark index, the target achievement is 150% (cap). If the TSR performance falls below the minimum threshold, the target achievement is 0%. The levels of target achievement between the defined reference values are determined by linear interpolation. When each new tranche of performance shares is issued, the Supervisory Board may redefine the target or threshold values for determining the target achievement levels.

Target achievement measurement for capital market target “Relative TSR”:



- » As a further performance category, strategic objectives are included in the assessment, generally with a weighting of 40%. The strategic objective is initially based on the strategic target of sales growth in the sense of a sustainable increase in the share of business both in the private sector and in the international environment. The background to this is the incentive to align secunet AG in a profit-oriented manner and thus ensure long-term profitability. In this context, appropriate account is taken of secunet AG’s strategic orientation, particularly with regard to securing and expanding its good market position with German public authorities, expanding business in the (national) private sector as well as internationalisation.

Against this backdrop, the strategic target is initially assessed on the basis of the planned sales figures in the Business and International segments. For this purpose, target sales values are set for these segments as well as a minimum threshold and a maximum threshold. If the sales volume falls below the minimum threshold, the target achievement is 0%. If the minimum threshold is reached, the target achievement for the strategic target is 50%. If the target value is reached, the target achievement level is 100%. If the maximum threshold is reached or exceeded, the target achievement is 150% (cap). Between the individual target or threshold values, the level of target achievement is determined by linear interpolation.

When each new tranche of performance shares is issued, the Supervisory Board may redefine the specific strategic targets – including targets other than the aforementioned sales growth targets – or the thresholds for determining the target achievement levels.

- » As an integral element of corporate strategy, the topic of sustainability is also reflected in the long-term variable remuneration as a performance criterion, generally with a weighting of 30%. As an innovation and market leader in the field of IT security solutions, secunet AG is committed to the goal of contributing to societal development and economic sustainability – particularly in the thematic cluster of IT security and combating cybercrime – through high-performance software and hardware products and services as well as state-of-the-art corporate structures. In doing so, the Supervisory Board focuses primarily on the needs of the employees, an effective compliance strategy and consideration of environmental and social issues.
- » Against this backdrop, the Supervisory Board usually defines up to three different sustainability or ESG targets each year. Examples include diversity targets within the workforce, junior staff development and the attractiveness of secunet AG as an employer, occupational health and safety, as well as training and further education goals. Attention to environmental concerns or the creation and maintenance of compliance structures, for example, can also be included in the sustainability performance category.

The progress of the corresponding measures in the area of the relevant annual sustainability targets is assessed at yearly intervals (in particular on the basis of a sustainability report) and the respective performance of the Management Board member is evaluated on a scale from 50% to 150%, with the aim of achieving measurability of target achievement as far as possible. To the extent that measurability of target achievement is not ensured, the Supervisory Board shall determine target achievement in relation to all sustainability/ESG targets at its due discretion. If the minimum performance of 50% of the set sustainability targets is not attained, the target achievement is 0%. It is not possible to exceed the 150% threshold.

In summary, the following chart illustrates the annual target achievement levels of the performance criteria for the PSP tranche launched in the 2021 financial year:

	Performance criterion	Weighting	Threshold value for 50% target achievement	Target value for 100% target achievement	Threshold value for 150% target achievement	Result 2021	Target achievement
Capital market	Total shareholder return (TSR)	30%	= -10%	- %	15%	40%	150%
Strategy	Sales revenue of Business and International segments (in million euros)	40%	= 50	75	100	88,7	127%
	Employee satisfaction	10%	= 3.02	2,59	2,16	1,94	150%
ESG	Net Promoter Score (NPS)	10%	= -13	2	17	25	150%
	Reduction of the CO ₂ value (t/employee)	10%	= 4.84	4,15	3,46	2	150%

Payment of the multi-year variable remuneration according to the profit sharing model in 2021

The multi-year variable remuneration paid after the 2021 Annual General Meeting for the 2020 financial year is to be included in the remuneration granted and owed in the 2021 financial year in accordance with Section 162 (1) AktG.

The multi-year variable remuneration is based on the remuneration system valid in the previous year. It is a long-term bonus within the framework of a profit sharing model. The assessment parameter for profit sharing is EBIT (IFRS), averaged over the past three financial years. Of the amount exceeding the average 3-year EBIT (here 2018–2020) of 2 million euros, 2% is distributed as a profit share up to a maximum of 100,000 euros gross per Management Board member. The minimum is 0 euros.

Calculation for 2020

in euros	
EBIT 2018	26,909,088
EBIT 2019	33,179,668
EBIT 2020	51,639,259
Average value	37,242,672
Base value	2,000,000
Amount exceeding the base value	35,242,672
Profit sharing (2%)	704,853
Maximum limit	100,000

The following amounts were thus paid out in the 2021 financial year:

Remuneration in 2021 for activities in 2020

in euros	Multi-year variable remuneration (in euros)
Deiningger (full member of the Management Board from 1 January 2018 to 31 May 2019, Chairman of the Management Board since 1 June 2019)	100,000.00
Henn (full member of the Management Board since 1 June 2019)	100,000.00
Dr Martius (full member of the Management Board since 1 June 2019)	100,000.00
Pleines (full member of the Management Board since 18 March 1999)	100,000.00
Total	400,000.00

Other provisions relevant to remuneration

Amount and determination of maximum remuneration

The variable remuneration is intended to appropriately reflect both opportunities and risks of the Management Board's activities. If the targets are not met, the entire variable remuneration may be forfeited. For the performance-based remuneration promised and granted in the previous financial years up to and including 2020, the maximum remuneration is 200% of the target amount for the short-term bonus and a maximum of 100,000 euros for the multi-year variable remuneration according to the profit sharing model. For the performance-based remuneration components promised in the 2021 financial year, the payment in later financial years is limited to 200% of the respective target amount.

Taking into account the new version of Section 87a (1), sentence 2, no. 1 of the German Stock Corporation Act as well as the GCGC 2020, the Supervisory Board has also set an amount as the upper limit for the maximum total remuneration (overall cap) per Management Board member. This maximum total remuneration represents the highest value that may accrue to a member of the Management Board for a financial year in accordance with this remuneration system and includes all fixed and variable remuneration components. The amount of the maximum total remuneration is therefore composed of the basic remuneration, the one-year and multi-year variable remuneration components, fringe benefits and the expense for benefits under the company pension scheme, including allocations to pension provisions. The maximum possible remuneration determined by the Supervisory Board under this remuneration system is thus 1,000,000 euros gross per year for the Chairman of the Management Board and 900,000 euros gross per year for each of the other full members of the Management Board. A lower maximum remuneration may be agreed contractually. Use was made of this within the framework of the current Management Board service agreements.

The contractually agreed remuneration and maximum remuneration are shown in the table below:

Remuneration component (in euros)	Deiningер (full member of the Management Board from 1 January 2018 to 31 May 2019, Chairman of the Man- agement Board since 1 June 2019)	Henn (full member of the Management Board since 1 June 2019)	Dr Martius (full member of the Management Board since 1 June 2019)	Pleines (full member of the Management Board since 18 March 1999)
Maximum contractual remuneration	880,000.00	675,000.00	675,000.00	760,000.00
Maximum remuneration	1,000,000.00	900,000.00	900,000.00	900,000.00

The determination of the actual total remuneration (and thus compliance with the contractual maximum remuneration) for the 2021 financial year cannot be reviewed or assured until 2025, as only then will the final remuneration component for the 2021 financial year be established and accrue to the Management Board member.

No maximum remuneration was defined for the former Management Board member Dr Baumgart. Dr Baumgart received consultancy fees in addition to the current pension benefits. This was contractually granted and owed to him at a daily rate of 1,500 euros. The contract does not provide for any further maximum limits in terms of amount.

Malus and clawback provisions

The remuneration system approved by the Annual General Meeting on 12 May 2021 gives the Supervisory Board the option of reducing variable remuneration components that have not yet been paid out and/or of reclaiming variable remuneration components that have already been paid out if the contractual preconditions are met.

In the event of a breach of duty that has led to or would justify a legally effective extraordinary termination, or in the event of a grossly negligent or intentional breach by a member of the Management Board of one of his material duties of care within the meaning of Section 93 of the German Stock Corporation Act, the Supervisory Board may reduce the variable remuneration components (bonus or payout amounts under the Performance Share Plan) at its due discretion (if necessary also to “zero”): malus.

If the variable remuneration components in question have already been paid out, the Supervisory Board may, at its due discretion and in accordance with the contractual preconditions, demand partial or full return of the amounts of variable remuneration paid out: clawback.

If variable remuneration components were determined or paid out on the basis of incorrect data (for example, due to incorrect consolidated financial statements), the Supervisory Board may correct the determination or reclaim remuneration components already paid out that are affected by the incorrect data.

In the event of breaches of duty in the aforementioned sense, the reduction or recovery shall in principle apply to the variable remuneration for the year in which the significant breach of duty was committed. The clawback period ends one year after payment of the respective variable remuneration component. Recovery is also still possible if the term of office or the employment relationship with the respective Management Board member has already ended.

Any obligation of the Management Board member to pay damages to secunet AG remains unaffected by the reduction or recovery of variable remuneration components.

For the 2021 financial year, there are no circumstances giving rise to the need to make use of the above-mentioned provisions.

Third-party benefits

No member of the Management Board has been promised or granted any remuneration in the financial year by a third party in respect of his activity as a member of the Management Board.

Remuneration due to internal and external mandates

Any remuneration received by a member of the Management Board for activities in corporate bodies (for example, supervisory boards, advisory boards, executive boards, management) of companies in which the Company holds an interest, which are in a group relationship with the Company, or which the member performs at the request of the Company, shall be offset against the remuneration of the Management Board member in accordance with this remuneration system. In the event of the acceptance of supervisory board mandates outside the Group, the Supervisory Board shall decide whether and to what extent any remuneration paid for such mandates is to be offset.

Benefits upon premature termination of contract

Contract term and premature termination

The employment contracts of the members of the Management Board are concluded for a fixed term covering the period of appointment. When appointing members of the Management Board, the Supervisory Board observes in particular the legal requirements of Section 84 of the German Stock Corporation Act. In accordance with the provisions of company law, the employment contracts do not provide for the possibility of ordinary termination; the right of both parties to terminate for good cause without notice (cf. Section 626 (1) of the German Civil Code) remains unaffected, however. Additionally, according to the Management Board service contracts, personal suitability is a prerequisite for Management Board activity; this also includes a positive result of the official security clearance.

The Supervisory Board is entitled to revoke the appointment to the Management Board for good cause within the meaning of Section 84 (3), sentence 2 of the German Stock Corporation Act. In this case and in the event that the Management Board member for his part resigns from office for good cause prematurely and unilaterally, the employment contract shall automatically terminate upon the expiry of a notice period in accordance with statutory periods of notice, but no later than the end of the regular term of office of the Management Board member.

In the event of a Management Board member's appointment being revoked or resignation from office for good cause for which the Company is responsible, the employment contracts for the Management Board members provide for a severance payment, the amount of which shall be limited to the remuneration for the remaining term of the employment contract, but no more than two years' total remuneration (severance payment cap). In other cases of premature termination, too, any payments shall be limited to a maximum of two years' total remuneration or the remuneration for the remaining term of the employment contract. Calculation of the severance payment or severance payment cap is based on the total remuneration for the financial year preceding the premature termination of the Management Board activity and, under certain circumstances, on the expected total remuneration for the current financial year. No severance payment shall be made in the event of extraordinary termination by the Company for good cause or in the event of premature termination of the Management Board activity at the request of the Management Board member or if the result of the security clearance is negative for good cause for which the Management Board member is responsible.

In the event of premature termination of the employment contract due to death or permanent disability, the performance shares already granted whose four-year performance period has not yet expired will, by way of exception, be converted into a payout amount and paid out early. The payout amount corresponds to the respective allocation value (i.e. the target value) of the relevant tranche of the Performance Share Plan.

Appointment or departure during the year

If a member of the Management Board joins or leaves the board during an ongoing financial year, the total remuneration – including the short-term variable remuneration and the allocation value under the long-term Performance Share Plan – shall be reduced pro rata temporis in accordance with the length of the employment relationship in the relevant financial year. For certain departure situations (so-called bad leaver cases), performance shares for performance periods that have not yet expired shall lapse without compensation.

Deviations from the remuneration principles

The Supervisory Board may temporarily deviate from the remuneration system if this is necessary in the interests of the welfare of secunet AG. Extraordinary developments in this sense include, in particular, unusually far-reaching changes in the economic environment. Generally unfavourable market developments are explicitly not regarded as extraordinary developments.

However, such deviations from the remuneration system are only possible through a corresponding Supervisory Board resolution. In particular, the latter shall establish the extraordinary circumstances and the necessity of a deviation.

Temporary deviations in this sense are possible with regard to the performance criteria for the short-term and long-term variable remuneration elements and the total maximum remuneration as well as the relation between fixed and variable remuneration components and also the temporary expenses for extraordinary fringe benefits.

If an adjustment of the existing remuneration components is not sufficient to restore the incentive effect of the remuneration of the Management Board member, the Supervisory Board retains the option of temporarily granting additional remuneration components in the event of extraordinary developments within the term of the Management Board contracts.

Furthermore, the Supervisory Board has the right to grant special payments to newly appointed members of the Management Board to compensate for salary losses from a previous employment relationship or to cover costs arising from a change of location.

Individual remuneration of the members of the Management Board in the 2021 financial year (disclosure pursuant to Section 162 AktG)

Remuneration granted and owed to the current members of the Management Board in the past financial year pursuant to Section 162 AktG

The following table shows the fixed and variable remuneration components granted and owed to the current members of the Management Board in the past financial year, including the relative share pursuant to Section 162 AktG. This comprises the basic remuneration paid out in the financial year, the fringe benefits accrued in the financial year, the one-year variable remuneration paid out for 2020 in the financial year, the special bonuses paid out for 2020 in the financial year and the multi-year variable remuneration paid out for the 2018–2020 profit share in the financial year. By definition, ongoing expenses for pension commitments are not taken into account.

	Deiningger			
	Full member of the Management Board from 1 January 2018 to 31 May 2019, Chairman of the Management Board since 1 June 2019			
	2021		2020	
	in euros	in %	in euros	in %
Non-performance-based remuneration				
Basic remuneration	270,000	41.6%	255,000	42.7%
Fringe benefits	27,708	4.3%	26,904	4.5%
Pension remuneration	0	–%	0	–%
Total	297,708	45.9%	281,904	47.2%
Performance-based remuneration				
One-year variable remuneration				
Financial year 2019	0	–%	115,096	19.3%
Financial year 2020	152,000 ⁵	23.4%	0	–%
Special bonus				
Financial year 2019	0	–%	100,000	16.8%
Financial year 2020	100,000	15.4%	0	–%
Multi-year variable remuneration				
Profit share 2017–2019	0	–%	100,000	16.8%
Profit share 2018–2020	100,000	15.4%	0	–%
Total	352,000	54.2%	315,096	52.9%
Total remuneration	649,708	100.0%	597,000	100.0%

⁵ Due to rounding, there was a slight overpayment for the 2020 bonus in 2021. This will be corrected in 2022.

Henn

Full member of the Management Board since 1 June 2019

	2021		2020	
	in euros	in %	in euros	in %
	Non-performance-based remuneration			
Basic remuneration	205,000	37.8%	175,000	44.1%
Fringe benefits	24,925	4.6%	27,588	7.0%
Pension remuneration	12,750	2.3%	9,000	2.3%
Total	242,675	44.7%	211,588	53.4%
Performance-based remuneration				
One-year variable remuneration				
Financial year 2019	0	–%	51,979	13.1%
Financial year 2020	100,000	18.4%	0	–%
Special bonus				
Financial year 2019	0	–%	75,000	18.9%
Financial year 2020	100,000	18.4%	0	–%
Multi-year variable remuneration				
Profit share 2017 – 2019	0	–%	58,333	14.7%
Profit share 2018 – 2020	100,000	18.4%	0	–%
Total	300,000	55.2%	185,312	46.7%
Total remuneration	542,675	100.0%	396,900	100.0%

Dr Martius

	Full member of the Management Board since 1 June 2019			
	2021		2020	
	in euros	in %	in euros	in %
Non-performance-based remuneration				
Basic remuneration	205,000	37.3%	175,000	41.4%
Fringe benefits	31,190	5.7%	53,421	12.6%
Pension remuneration	12,750	2.3%	9,000	2.1%
Total	248,940	45.3%	237,421	56.1%
Performance-based remuneration				
One-year variable remuneration				
Financial year 2019	0	–%	51,979	12.3%
Financial year 2020	100,000	18.2%	0	–%
Special bonus				
Financial year 2019	0	–%	75,000	17.7%
Financial year 2020	100,000	18.2%	0	–%
Multi-year variable remuneration				
Profit share 2017 – 2019	0	–%	58,333	13.8%
Profit share 2018 – 2020	100,000	18.2%	0	–%
Total	300,000	54.6%	185,312	43.8%
Total remuneration	548,940	100.0%	422,733	100.0%

Plaines

	Full member of the Management Board since 18 March 1999			
	2021		2020	
	in euros	in %	in euros	in %
Non-performance-based remuneration				
Basic remuneration	250,000	41.0%	235,000	41.0%
Fringe benefits	28,058	4.6%	32,832	5.7%
Pension remuneration	0	–%	0	–%
Total	278,058	45.6%	267,832	46.7%
Performance-based remuneration				
One-year variable remuneration				
Financial year 2019	0	–%	104,700	18.3%
Financial year 2020	132,000 ⁶	21.6%	0	–%
Special bonus				
Financial year 2019	0	–%	100,000	17.5%
Financial year 2020	100,000	16.4%	0	–%
Multi-year variable remuneration				
Profit share 2017–2019	0	–%	100,000	17.5%
Profit share 2018–2020	100,000	16.4%	0	–%
Total	332,000	54.4%	304,700	53.3%
Total remuneration	610,058	100.0%	572,532	100.0%

⁶ Due to rounding, there was a slight overpayment for the 2020 bonus in 2021. This will be corrected in 2022.

Remuneration granted and owed to former members of the Management Board in the past financial year pursuant to Section 162 AktG

	Dr Baumgart ⁷			
	2021		2020	
	in euros	in %	in euros	in %
Performance-based remuneration⁸				
One-year variable remuneration				
Financial year 2019	0	–%	44,553	26.3%
Multi-year variable remuneration				
Profit share 2017 – 2019	0	–%	41,667	24.6%
Miscellaneous				
Retirement pension benefits	44,100	52.0%	44,100	26.0%
Fees for consulting services	40,678	48.0%	39,251	23.1%
Total	84,778	100.0%	83,351	49.1%
Total remuneration	84,778	100.0%	169,571	100.0%

⁷ Member of the Management Board from 31 May 1999 to 31 January 2001; Chairman of the Management Board from 1 February 2001 to 31 May 2019

⁸ Pro rata temporis for the period of service as Chairman of the Management Board from 1 January 2019 to 31 May 2019

Supervisory Board remuneration in the 2021 financial year

General

The provisions and remuneration for the members of the Supervisory Board are set out in Article 17 of the Articles of Association of secunet Security Networks AG, which are permanently accessible to the public on the Internet. The Supervisory Board remuneration is reviewed at appropriate time intervals. The time expected to be spent on exercising the office as well as the usual practice at companies of comparable size and complexity and in a similar industry are taken into account when doing so.

At the Annual General Meeting on 12 May 2021, a resolution was passed to change the remuneration of the members of the Supervisory Board and to amend the Articles of Association accordingly. The approval rate was 99.98%. The remuneration applies to financial years beginning after 1 January 2021.

Remuneration system of the Supervisory Board

The remuneration system of the Supervisory Board as set out in the Articles of Association is designed to attract and retain highly qualified members on the Supervisory Board. This promotes the efficiency of the Supervisory Board's work and the long-term development of secunet AG.

The members of the Supervisory Board receive a remuneration of 12,000 euros on completion of the financial year. The Chairman of the Supervisory Board receives 24,000 euros, the Vice Chairman of the Supervisory Board 16,000 euros. Proven expenses and any value-added tax payable by the members are reimbursed in addition.

Until the Annual General Meeting on 15 May 2019, the remuneration for Supervisory Board members amounted to 8,000 euros. The Chairman of the Supervisory Board received 16,000 euros, the Vice Chairman 12,000 euros.

In the event of changes on the Supervisory Board during the year, remuneration is granted on a pro rata basis.

At the Annual General Meeting on 12 May 2021, the Supervisory Board remuneration was adjusted as follows:

In addition to the reimbursement of proven expenses, the members of the Supervisory Board receive a fixed amount of 15,000 euros, payable at the end of the financial year. The Chairman of the Supervisory Board receives twice this amount, and his deputy 1.5 times this amount.

For their work in committees of the Supervisory Board, the members of the Supervisory Board receive an additional annual remuneration of 5,000 euros per committee.

Any value-added tax payable on their remuneration shall be reimbursed to the members of the Supervisory Board by the Company.

According to Article 17 (5) of the Articles of Association, the members of the Supervisory Board may receive further remuneration, provided that this is resolved by the Annual General Meeting with the required majority.

In addition, the members of the Supervisory Board are covered by a D&O insurance policy taken out in the interest of the Company for an appropriate amount. The premiums for this are paid by the Company. There is a deductible, for the amount of which the Supervisory Board members may take out private insurance.

Since the remuneration of Supervisory Board members does not consist of variable, but rather of fixed components only, there is no need to determine a maximum total remuneration.

The following table shows the remuneration granted and owed to current and former Supervisory Board members in the 2021 financial year pursuant to Section 162 AktG. The payment in the financial year is made for the remuneration of the previous year in each case. The remuneration paid for the 2020 financial year in 2021 and for the 2019 financial year in 2020 is 100% attributable to the fixed remuneration for Supervisory Board activities in each case. No attendance fees or remuneration for committee work were paid.

Remuneration for Supervisory Board activities

	2021		2020	
	in euros	in %	in euros	in %
Dr Wintergerst (Chairman)	24,000.00	100%	21,063.01	100%
Dr Zattler (Vice Chairman)	16,000.00	100%	14,531.51	100%
Kunz (Member of the Supervisory Board) ⁹	0.00	–%	2,958.90	100%
Dr Legge (Member of the Supervisory Board)	12,000.00	100%	10,531.51	100%
Marx (Member of the Supervisory Board) ¹⁰	12,000.00	100%	7,594.52	100%
Moritz (Member of the Supervisory Board) ¹¹	0.00	–%	2,958.90	100%
Rustemeyer (Member of the Supervisory Board) ¹²	12,000.00	100%	7,594.52	100%
Prof Dr Schäfer (Member of the Supervisory Board)	12,000.00	100%	10,531.51	100%
Total remuneration	88,000.00	100%	77,764.38	100%

⁹ Member of the Supervisory Board until 15 May 2019

¹⁰ Member of the Supervisory Board since 15 May 2019, employee representative

¹¹ Member of the Supervisory Board until 15 May 2019

¹² Member of the Supervisory Board since 15 May 2019, employee representative

In the 2021 financial year, proven expenses amounting to 611.78 euros were reimbursed.

Apart from the work performed by the employee representatives under their employment contracts, the members of the Supervisory Board did not perform any personal services, such as consulting or agency services, for secunet AG or its subsidiaries in the 2021 financial year and therefore did not receive any additional remuneration for such services.

Comparative presentation of remuneration and earnings development

The following comparative presentation shows the annual change in the remuneration granted and owed to current and former members of the Management Board and Supervisory Board as well as the development of the Company's earnings and the remuneration of secunet AG employees on a full-time equivalent basis.

For the comparison with the development of the average remuneration of employees, the average remuneration of permanent, domestic employees is taken as a basis – since comparable remuneration structures can be assumed here. If employees also receive remuneration as a member of the Supervisory Board of secunet AG, this remuneration has not been taken into account. To ensure comparability, the remuneration of part-time employees was extrapolated to the full-time equivalent.

The remuneration of the employees includes the agreed fixed salaries, including benefits in kind for company cars as well as the bonuses and coronavirus payments paid in the financial year.

Comparative presentation of remuneration and earnings development for members of the Management Board

	Remuneration granted and owed in 2021	Remuneration granted and owed in 2020	Change 2021 vs 2020	
	in thousand euros	in thousand euros	in thousand euros	in %
Current members of the Management Board				
Deiningner	649.7	597.0	52.7	9%
Henn	542.7	396.9	145.8	37%
Dr Martius	548.9	422.7	126.2	30%
Pleines	610.1	572.5	37.6	7%
Former members of the Management Board				
Dr Baumgart	84.8	169.6	-84.8	(50%)
Employees				
Ø salary of employees	75.7	71.7	4.0	6%
Earnings development				
Group profit (in million euros)	42.9	35.0	7.9	23%
secunet AG net income for the year (in million euros)	43.5	32.8	10.7	33%

Comparative presentation of remuneration and earnings development for members of the Supervisory Board

	Remuneration granted and owed in 2021	Remuneration granted and owed in 2020	Change 2021 vs 2020	
	in thousand euros	in thousand euros	in thousand euros	in %
Current members of the Supervisory Board				
Dr Wintergerst	24.0	21.1	2.9	14%
Dr Zattler	16.0	14.5	1.5	10%
Dr Legge	12.0	10.5	1.5	14%
Marx	12.0	7.6	4.4	58%
Rustemeyer	12.0	7.6	4.4	58%
Prof Dr Schäfer	12.0	10.5	1.5	14%
Former members of the Supervisory Board¹³				
Kunz	0.0	3.0	-3.0	(100%)
Moritz	0.0	3.0	-3.0	(100%)
Employees				
Ø salary of employees	75.7	71.7	4.0	6%
Earnings development				
Group profit (in million euros)	42.9	35.0	7.9	23%
secunet AG net income for the year (in million euros)	43.5	32.8	10.7	33%

¹³ Member of the Supervisory Board until 15 May 2019

Independent auditor's report on the audit of the remuneration report pursuant to Section 162 AktG

To secunet Security Networks Aktiengesellschaft, Essen.

We have audited the remuneration report of secunet Security Networks Aktiengesellschaft, Essen, prepared in accordance with Section 162 of the German Stock Corporation Act (AktG) for the financial year from 1 January to 31 December 2021 including the related disclosures.

Responsibilities of the executive directors and the Supervisory Board

The executive directors and the Supervisory Board of secunet Security Networks Aktiengesellschaft are responsible for the preparation of the remuneration report, including the related disclosures, in compliance with the requirements of Section 162 AktG. The executive directors and the Supervisory Board are also responsible for such internal controls as they deem 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 responsibility

Our responsibility is to express an opinion on this remuneration report, including the related disclosures, based on our audit. We conducted our audit in accordance with generally accepted standards in Germany for the audit of financial statements set out by the Institute of Public Auditors in Germany (IDW). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report, including the related disclosures, is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the valuations and the related disclosures contained in the remuneration report. The audit procedures are selected at the auditor's due discretion. This includes assessing the risks of material misstatement, whether due to fraud or error, of the data in the remuneration report including the related disclosures. In assessing these risks, the auditor considers the internal control system relevant to the preparation of the remuneration report, including the related disclosures. The objective is to plan and perform audit procedures that are appropriate in the specific circumstances, but not to express an audit opinion on the effectiveness of the Company's internal control system. An audit also includes an assessment of the accounting principles used and the reasonableness of accounting estimates made by the executive directors and the Supervisory Board, as well as an evaluation of the overall presentation of the remuneration report, including the related disclosures.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Audit opinion

In our opinion, based on the findings of our audit, the remuneration report for the financial year from 1 January to 31 December 2021, including the related disclosures, complies in all material respects with the accounting provisions of Section 162 AktG.

Reference to any other matter – Formal audit of the remuneration report pursuant to Section 162 AktG

The substantive audit of the remuneration report described in this auditor's report includes the formal audit of the remuneration report required by Section 162 (3) of the German Stock Corporation Act (AktG), including the issuance of a report on this audit. As we express an unqualified audit opinion on the substantive audit of the remuneration report, this audit opinion includes the conclusion that the disclosures pursuant to Section 162 (1) and (2) AktG have been made in all material respects in the remuneration report.

Restriction on use

We issue this auditor's report on the basis of the engagement concluded with . The audit was conducted for the purposes of the Company and the auditor's report is intended solely to inform the Company about the results of the audit. Our responsibility for the audit and for our auditor's report is to the Company alone in accordance with this engagement. The auditor's report is not intended for any third parties to base any (investment and/or financial) decisions thereon. We therefore do not assume any responsibility, duty of care or liability towards third parties; in particular, no third parties are included in the scope of protection of this contract. Section 334 of the German Civil Code (BGB), according to which objections arising from a contract may also be raised against third parties, is not waived.

Essen, 23 March 2022

PricewaterhouseCoopers GmbH
Wirtschaftsprüfungsgesellschaft

Lutz Granderath Michael Herting
German Public Auditor German Public Auditor