

9. Other Notes

9.1 Remuneration report

The remuneration report summarises the principles used to determine the remuneration of the Management Board of secunet AG and sets out the amount and structure of the income received by its members. In addition, it outlines the principles behind, and the amount of, Supervisory Board remuneration, and also provides information on the shareholdings of Management Board and Supervisory Board members.

9.1.1 Remuneration of the Management Board

The Supervisory Board of secunet AG is responsible for determining the remuneration of the Management Board.

In the 2020 financial year, the remuneration package for the members of the Management Board active in the corresponding financial year was made up of five components: a fixed annual salary, a variable bonus, a special bonus, ancillary non-cash benefits and a contribution to the retirement pension.

The Management Board remuneration package is broken down as follows:

- » The fixed remuneration is paid monthly in the form of a salary.
- » The variable remuneration is based on the Group's results. It consists of a short-term component and a long-term component. The short-term component is measured on the basis of sales revenue and EBIT for the current financial year (2020 in this case), while the long-term component is measured based on the average EBIT of the past three financial years (2018–2020 in this case).
- » At its discretion, the Supervisory Board can award each of the members of the Management Board a special bonus for exceptional contributions in the financial year.
- » Non-cash and other benefits essentially comprise the taxable values of company car usage.
- » The retirement pension contributions paid to individual members of the Management Board are set out in their individual contracts of employment. These pension commitments provide for either a lifelong pension with surviving dependants' benefits or the payment of a monthly pension contribution.

Management Board contracts do not expressly provide for any severance payment in the event that the employment relationship is prematurely terminated. In addition, Management Board contracts do not include any specific regulations to govern the event that a “change of control” occurs – that is when one or several shareholders acting jointly obtain the majority voting rights of secunet AG and exert a dominating influence, causing secunet AG to become a dependent company by means of the conclusion of an intercompany agreement within the meaning of Section 291 of the German Stock Corporation Act (Aktiengesetz, AktG), or in the event of the merger of secunet AG with other companies.

The Management Board members do not receive any additional remuneration for the performance of their duties in the subsidiaries.

Following the recommendations of the German Corporate Governance Code (Deutscher Corporate Governance Kodex, DCGK), the remuneration of the secunet AG Management Board is constituted as follows:

Benefits granted

in euros	Dr Rainer Baumgart ¹ Chairman			
	2019	2020	2020 (min)	2020 (max)
Fixed remuneration	108,333	0	0	0
Ancillary benefits	13,380	0	0	0
Total	121,713	0	0	0
One-year variable remuneration	25,000	0	0	0
Multi-year variable remuneration				
Profit sharing 2019	41,667			
Profit sharing 2020		0	0	0
Special bonus	0	0	0	0
Total	66,667	0	0	0
Pension expense (IFRS)	0	0	0	0
Total remuneration	188,380	0	0	0

¹ Until 31 May 2019

Axel Deininger²
Management Board member / Chairman

in euros	2019	2020	2020 (min)	2020 (max)
Fixed remuneration	240,425	255,000	255,000	255,000
Ancillary benefits	26,785	21,631	21,631	21,631
Total	267,210	276,631	276,631	276,631
One-year variable remuneration	64,584	75,000	0	150,000
Multi-year variable remuneration				
Profit sharing 2019	100,000	0	0	0
Profit sharing 2020	-	100,000	0	100,000
Special bonus	100,000	100,000	0	100,000
Total	264,584	275,000	0	350,000
Pension expense (IFRS)	530	25,975	25,975	25,975
Total remuneration	532,324	577,606	302,606	652,606

² Appointed Chairman of the Management Board with effect from 1 June 2019

Thomas Pleines
Management Board member

in euros	2019	2020	2020 (min)	2020 (max)
Fixed remuneration	228,750	235,000	235,000	235,000
Ancillary benefits	28,595	28,996	28,996	28,996
Total	257,345	263,996	263,996	263,996
One-year variable remuneration	58,750	65,000	0	130,000
Multi-year variable remuneration				
Profit sharing 2019	100,000			
Profit sharing 2020		100,000	0	100,000
Special bonus	100,000	100,000	0	100,000
Total	258,750	265,000	0	330,000
Pension expense (IFRS)	36,418	40,719	40,719	40,719
Total remuneration	552,513	569,715	304,715	634,715

Dr Kai Martius³
Management Board member

in euros	2019	2020	2020 (min)	2020 (max)
Fixed remuneration	102,083	175,000	175,000	175,000
Ancillary benefits	16,420	49,851	49,851	49,851
Total	118,503	224,851	224,851	224,851
One-year variable remuneration	29,166	50,000	0	100,000
Multi-year variable remuneration				
Profit sharing 2019	58,333	0	0	0
Profit sharing 2020		100,000	0	100,000
Special bonus	75,000	100,000	0	100,000
Total	162,499	250,000	0	300,000
Pension expense (IFRS)	0	0	0	0
Total remuneration	281,002	474,851	224,851	524,851

³ Appointed to the Management Board with effect from 1 June 2019

Torsten Henn⁴
Management Board member

in euros	2019	2020	2020 (min)	2020 (max)
Fixed remuneration	102,083	175,000	175,000	175,000
Ancillary benefits	17,430	22,427	22,427	22,427
Total	119,513	197,427	197,427	197,427
One-year variable remuneration	29,166	50,000	0	100,000
Multi-year variable remuneration				
Profit sharing 2019	58,333			
Profit sharing 2020		100,000	0	100,000
Special bonus	75,000	100,000	0	100,000
Total	162,499	250,000	0	300,000
Pension expense (IFRS)	0	0	0	0
Total remuneration	282,012	447,427	197,427	497,427

⁴ Appointed to the Management Board with effect from 1 June 2019

The following payments were made for the remuneration of the members of the Management Board in the 2020 financial year:

Inflow

in euros	Dr Rainer Baumgart Chairman ⁵		Axel Deininger Management Board member / Chairman ⁶		Thomas Pleines Management Board member		Dr Kai Martius Management Board member ⁷		Torsten Henn Management Board member ⁸	
	2019	2020	2019	2020	2019	2020	2019	2020	2019	2020
Fixed remuneration	108,333	0	240,425	255,000	228,750	235,000	102,083	175,000	102,083	175,000
Ancillary benefits	13,380	0	26,552	21,631	28,595	28,996	16,420	49,851	17,430	22,427
Total	121,713	0	267,210	276,631	257,345	263,996	118,503	224,851	119,513	197,427
One-year variable remuneration	44,515	0	114,996	150,000	104,609	130,000	51,934	100,000	51,934	100,000
Multi-year variable remuneration										
Profit sharing 2019	41,667		100,000		100,000		58,333	0	58,333	
Profit sharing 2020		0		100,000		100,000	0	100,000	0	100,000
Special bonus	0	0	100,000	100,000	100,000	100,000	75,000	100,000	75,000	100,000
Total	86,182	0	314,996	350,000	304,609	330,000	185,267	300,000	185,267	300,000
Pension expense (IFRS)	0	0	530	25,975	36,418	40,719	0	0	0	0
Total remuneration	207,895	0	582,736	652,606	598,372	634,715	303,770	524,851	304,780	497,427

⁵ Until 31 May 2019

⁶ Appointed Chairman of the Management Board with effect from 1 June 2019

⁷ Appointed to the Management Board with effect from 1 June 2019

⁸ Appointed to the Management Board with effect from 1 June 2019

Total remuneration of the members of the Management Board in the 2020 financial year was 2,243 thousand euros (previous year: 1,961 thousand euros)

in euros	Dr Baumgart		Deininger		Pleines		Dr Martius		Henn	
	2019	2020	2019	2020	2019	2020	2019	2020	2019	2020
Non-performance-based components	121,713	0	267,210	276,631	257,345	263,996	118,503	224,851	119,513	197,427
Performance-based components	44,515	0	214,996	250,000	204,609	230,000	126,934	200,000	126,934	200,000
Components entailing long-term incentive	41,667	0	100,000	100,000	100,000	100,000	58,333	100,000	58,333	100,000
Total remuneration	207,895	0	582,206	626,631	561,954	593,996	303,770	524,851	304,780	497,427

The pension entitlements of the Management Board members were as follows as at 31 December 2020:

in euros	In accordance with IFRS			In accordance with HGB		
	Present value	Current service cost	Past service cost	Obligation amount	Provision	Premium
Deiningner	646,093	25,975	0	421,183	421,183	67,119
Pleines	1,215,961	40,719	0	850,522	829,925	134,249

As at 31 December 2019, the pension entitlements of the Management Board members were as follows:

in Euro	In accordance with IFRS			In accordance with HGB		
	Present value	Current service cost	Past service cost	Obligation amount	Provision	Premium
Dr Baumgart	1,242,739	0	0	984,673	950,337	80,924
Deiningner	554,830	530	0	354,064	354,064	63,716
Pleines	1,050,823	36,418	0	721,422	695,676	118,433

Owing to the right, in accordance with Article 67 (1) and (2) of the Introductory Act to the German Commercial Code (Einführungsgesetz zum Handelsgesetzbuch, EGHGB), to choose to annually add 1/15 to the difference resulting from the change in valuation under the German Accounting Law Modernisation Act (Bilanzrechtsmodernisierungsgesetz, BilMoG), there is a shortfall between the amount of the HGB obligation and the provision set aside, totalling 21 thousand euros.

As at 31 December 2020, the members of the Management Board held a total of 880 shares (previous year: 880 shares) in secunet.

The members of the Management Board of the Company were not granted any loans during the reporting period.

Furthermore, in the past financial year no member of the Management Board was promised or granted any benefits by a third party in respect of his activity as a member of the Management Board.

9.1.2 Remuneration of the Supervisory Board

The remuneration of the Supervisory Board is laid down in Article 17 of the Articles of Association of secunet AG. It is based on the tasks and responsibilities of the members of the Supervisory Board.

Remuneration of the Supervisory Board was revised at the Annual General Meeting of secunet AG on 15 May 2019. The members of the Supervisory Board receive a fixed remuneration of 12 thousand euros. The Chairman of the Supervisory Board receives remuneration of 24 thousand euros, and the Vice Chairman of the Supervisory Board receives 16 thousand euros. The total annual remuneration of the Supervisory Board thus amounts to 88 thousand euros. If changes are made within the Supervisory Board during the year, remuneration is granted on a pro rata basis. Travel expenses associated with Supervisory Board activities are reimbursed separately according to travel expense reports.

For the 2020 financial year, Supervisory Board remuneration totalled 88.0 thousand euros (previous year: 77.8 thousand euros). The increase is due to the fact that the higher remuneration after the 2019 Annual General Meeting was only applied pro rata temporis.

For the individual members of the Supervisory Board, the entitlements can be presented as follows:

Remuneration of the Supervisory Board

in euros	2020	2019
Wintergerst	24,000.00	21,063.01
Zattler	16,000.00	14,531.51
Kunz ⁹	0.00	2,958.90
Legge	12,000.00	10,531.51
Marx ¹⁰	12,000.00	7,594.52
Moritz ¹¹	0.00	2,958.90
Rustemeyer ¹²	12,000.00	7,594.52
Schäfer	12,000.00	10,531.51
	88,000.00	77,764.38

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

The members of the Supervisory Board do not receive any loans from the Company.

As on the same reporting date in the previous year, no Supervisory Board members held any shares in secunet AG as at 31 December 2020.

In the year under review, members of the Supervisory Board did not receive any other remuneration or benefits for services provided personally, in particular consulting and agency services.