Remuneration Report in accordance with Section 162 of the German Stock Corporation Act

The remuneration report, prepared jointly by the Executive Board and the Supervisory Board of GRAMMER AG in accordance with Section 162 of the German Stock Corporation Act (AktG), describes the basic features of the remuneration system for both the Executive Board and the Supervisory Board. The remuneration report provides information on the remuneration awarded and due to current and former members of the Executive Board and Supervisory Board in the fiscal year 2025 in accordance with the remuneration system applicable for the fiscal year 2025. The report takes into account the recommendations and suggestions of the German Corporate Governance Code (GCGC) in the version dated April 28, 2022 (published on June 27, 2022).

In accordance with Section 162 (3) AktG, BDO AG has formally audited the remuneration report. The remuneration report and the note regarding the audit are published on the website of GRAMMER AG (www.grammer.com).

On May 22, 2026 the remuneration report is expected to be submitted to the Annual General Meeting for approval in accordance with the requirements of Section 120a (4) AktG.

The Executive Board and Supervisory Board of GRAMMER AG submitted the remuneration report for fiscal year 2025 prepared in accordance with section 162 of the German Stock Corporation Act (AktG) to the Annual General Meeting on May 22, 2025 for resolution. It has been approved with a 99.76% approval rate. The Executive Board and Supervisory Board of GRAMMER AG regard this high approval rate as a clear confirmation of the form and content of the remuneration report and will therefore maintain the previous structure when preparing the remuneration report for fiscal year 2025.

1. Review of the fiscal year 2025

Group performance in 2025 was marked by persistent macroeconomic and sector specific uncertainty. Demand across large parts of the passenger car and commercial vehicle industries remained subdued. These conditions were further intensified over the year by significant trade policy uncertainty. Against this backdrop, Group revenue amounted to EUR 1,821.2 million, below the prior year's EUR 1,921.7 million. Despite the challenging market environment, GRAMMER AG significantly increased its operating earnings to EUR 75.1 million. This improvement was driven principally by the disciplined implementation of the „Top 10" program, including restructuring measures, efficiency improvement initiatives and the mitigation of higher costs through customer contributions, and by the restructuring and future collective bargaining agreements concluded in 2025 for the sites in the Amberg area.

During the past fiscal year, Chief Financial Officer Jurate Keblyte elected to leave the company at her own request, effective March 31, 2025. The Supervisory Board accepted her resignation and appointed Thomas Strobl to the Executive Board effective April 1, 2025. Effective June 20, 2025 Thomas Strobl left the company by mutual agreement with the Supervisory Board; his service agreement ended on July 31, 2025. Effective August 1, 2025, Kelvin (Bangben) Wang was appointed to the Executive Board as Group Chief Financial Officer.

Effective January 1, 2025, and until the closing of the Annual General Meeting that voted to grant discharge to the Supervisory Board for the 2024 fiscal year, Caterina Messina was appointed by the District Court (Register Court) of Amberg as employee representative on the Supervisory Board, succeeding Antje Wagner.

Effective April 1, 2025, and until the closing of the Annual General Meeting that decided on discharge for the Supervisory Board for the 2024 fiscal year, the District Court (Register Court) of Amberg appointed Dr. Markus Lauer, Jian Shi, Xiaolu Tang, Yiping Wang and Sijun Zhang to the Supervisory Board. The appointments followed the resignations of Dr. Martin Kleinschmitt, Dipl.-Ing. Jürgen Kostanjevec, Dipl.-Volkswirtin Dagmar Rehm, Gabriele Sons and Prof. Dr.-Ing. Birgit Vogel Heuser, who ended their mandates effective March 31, 2025. Dr.-Ing. Ping He assumed the chairmanship of the Supervisory Board with effect from April 1, 2025. Since January 1, 2026, Dr. Markus Lauer has served as Chairman of the Supervisory Board.

At the Annual General Meeting of GRAMMER AG on May 22, 2025, the court appointed Supervisory Board members Dr. Markus Lauer, Jian Shi, Xiaolu Tang, Yiping Wang and Sijun Zhang were confirmed as members of the Supervisory Board.

Dr.-Ing. Ping He, whose term expired at the close of the Annual General Meeting on May 22, 2025, was re elected to the Supervisory Board by the shareholders.

At the end of April 2025, employees of GRAMMER AG elected their representatives, Klaus Bauer, Andrea Elsner, Udo Fechtner, Martin Heiß, Caterina Messina and Nicole Schobert, to the Supervisory Board, effective at the close of the Annual General Meeting on May 22, 2025.

In light of the continued challenging operating environment and as a cost reduction measure, the members of the Executive Board incumbent at the end of the fiscal year declared that they would partially waive performance based remuneration under the Short term incentive (STI) for fiscal years 2025 and 2026 and would also partially waive pension entitlements for 2025 and 2026. Members of the Supervisory Board likewise declared a partial waiver of their fixed remuneration components.

2. Overview of the Remuneration system of the Executive Board

2.1 Principles

On June 23, 2021 the remuneration system for the members of the Executive Board of GRAMMER AG described below was approved for the first time by the Annual General Meeting with an approval rate of 99.89% and has been in place since the fiscal year 2021 for all active members of the Executive Board. It was reapproved by the Annual General Meeting on May 22, 2025, with 99.76% shareholder support and therefore applies to all incumbent members of the Executive Board in the 2025 reporting year.

The remuneration system adopts a clear pay-for-performance approach, setting ambitious targets that are aligned with the corporate strategy. In addition, the remuneration system is more closely oriented to the capital market by offering a revised Long-term incentive in the form of a performance share plan. Among other things, the Short-term incentive includes ESG objectives, i.e. environmental aspects, social objectives, and responsible corporate governance, in order to provide an incentive for sustainable and responsible development at GRAMMER AG.

The principles of the remuneration system are explained below.

2.2 Remuneration elements

The remuneration system of the Executive Board of GRAMMER AG consists of both fixed and variable components. In this context, a high proportion of the remuneration is performance-related. The variable remuneration components comprise a Short-term incentive (STI) and a Long-term incentive (LTI). The table below shows the main principles of the remuneration system.

Fixed components	
Fixed remuneration	Contractually agreed fixed remuneration paid in twelve equal monthly installments
Ancillary benefits	Standard ancillary benefits (including company car and insurance cover)
Retirement benefits	Cash amount that can be used by the member of the Executive Board for private pension savings
Variable components	
Short-term incentive (STI)	
Plan type	Annual target bonus plan
Cap	170% of the target amount
Performance criteria	• Net income, EBIT or EBT (determined annually by the Supervisory Board) • Free cash flow (FCF) • Strategic and ESG goals, e.g. compliance, environmental protection, economic stability and growth
Payout	In cash after the end of the financial year
Long Term Incentive (LTI)	
Plan type	Performance share plan
Cap	200% of the target amount
Performance criteria	• Total shareholder return (TSR) relative to the SDAX • ROCE
Performance period	Four years
Payout	In cash after four-year performance period
Further contractual regulations	
Maximum remuneration	• EUR 2,700,000 for the Chairman of the Executive Board • EUR 1,800,000 for the other members of the Executive Board
Penalty / claw-back	Possibility of reducing or reclaiming performance-related remuneration in the event of serious breaches of duty or misstatements in the consolidated financial statements
Cap on termination benefits	Termination benefits may not exceed the value of two years' total remuneration

Fixed remuneration

The fixed remuneration is paid in twelve equal monthly installments at the end of each month. The members of the Executive Board do not receive any separate remuneration for accepting intra-Group mandates.

Benefits in kind

The members of the Executive Board are granted customary ancillary benefits such as insurance benefits in line with market practice as well as a company car.

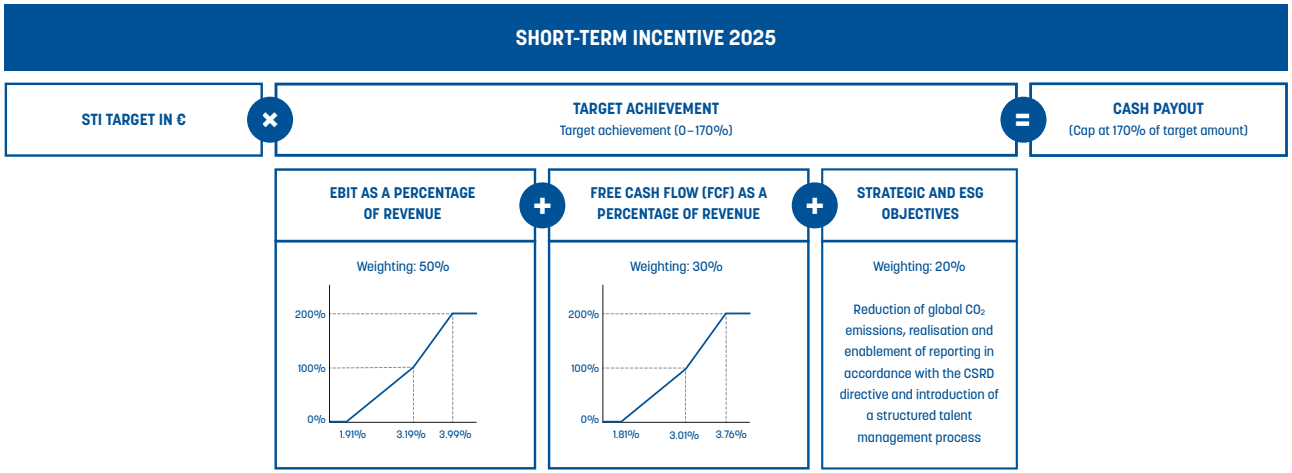
Pension substitute payment

Pension substitute payments are granted to the members of the Executive Board. This cash amount will be paid in December and can be used for private retirement provisions. A company financed pension plan does not exist. For the fiscal year 2025, the members of the Executive Board incumbent at the end of the fiscal year waived 10% of the pension substitute payments by letter dated November 3, 2025, and subsequent acceptance of the waiver by the Chairman of the Supervisory Board.

Short-term incentive

The Short-term incentive is structured as a target bonus system and includes financial, strategic, and ESG targets. The financial performance criteria are derived directly from the financial planning strategy and thus take into account the company's profitability and liquidity. In addition, the strategic and ESG objectives are intended to ensure the sustainability of the company's development.

The Short-term incentive (STI) 2025 complies with the remuneration system of GRAMMER AG, approved by the Annual General Meeting, and is described in the graphic below:



The Supervisory Board again set EBIT (Earnings Before Interest and Taxes) and Free Cash Flow, each as a percentage of revenue, as financial performance criteria for the STI and determined the individual weightings for the fiscal year 2025. Thus, the Supervisory Board considers profitability and liquidity of GRAMMER AG and supports the implementation of the financial planning strategy through the use of these core performance indicators.

EBIT as a percentage of revenue (50%) and Free Cash Flow (30%) are weighted at 80% of the total.

The reduction of global CO_2-emissions in terms of annual revenue, the realisation and enablement of reporting in accordance with the CSRD directive, as well as People & Culture with a focus on succession planning to achieve the targeted women quota and DEIB (Diversity, Equity, Inclusion & Belonging) and the WoW Pulse Survey as strategic and ESG objectives. Those strategic and ESG criteria were selected by the Supervisory Board from a catalog of criteria derived from the materiality analysis of sustainability reporting. Strategic and ESG targets are weighted at 20%. The individual targets were equally weighted at 6.7%.

For all performance criteria, a target achievement between 0% and 200% can be achieved. Target achievements at intermediate values are interpolated linearly.

The following table shows target achievements and objectives for every performance criterion of the Short-term Incentive for the fiscal year 2025:

STI 2025

	Weighting	Lower threshold	Target value	Upper threshold	Actual value	Target achievement
Earnings before Interest and Taxes (EBIT) (EBIT as % of revenue)[1]	50%	1.91%	3.19%	3.99%	3.15%	97%
Free Cash Flow as % of revenue	30%	1.81%	3.01%	3.77%	2.27%	38%
Reduction of global CO_2 emissions in terms of annual revenue	6.7%	Previous year's value (16.7g)	–4% compared to previous year's value (16.0g)	–8% compared to previous year's value (15.4g)	15.85 g	125 %
Realisation and enablement of reporting in accordance with the CSRD directive	6.7%	Assessment of target achievement at the dicretion of the Supervisory Board				100%
People & Culture focusing on succession planning to achieve the targeted women quota and DEIB and WoW Survey	6.7%	Assessment of target achievement at the dicretion of the Supervisory Board				94%
Total target achievement	100%					**81%**

[1] For the purpose of this calculation, EBIT adjusted for the effects of the collective future agreement was used instead of the officially reported EBIT.

The basis for STI payments is the STI target amount specified in the service contracts, which is multiplied by overall target achievement of the financial, strategic, and ESG performance criteria. The STI payment is made in cash and capped at 170% of the STI target amount.

This results in the target and payout amounts shown in the table below for the 2025 short-term incentive: However, the members of the Executive Board incumbent at the end of the fiscal year, Jens Öhlenschläger, Guoqiang Li, and Kelvin (Bangben) Wang, waived 20% of their payouts from the STI for the fiscal year 2025 and 2026, as well as 10% of the payouts from pension substitute payments for the fiscal years 2025 and 2026 by letter dated November 3, 2025 and subsequent acceptance of the waiver by the Chairman of the Supervisory Board on November 11, 2025.

Target and payout amounts STI 2025

	Target value in EUR k	Target achievement in %	Calculated amount in EUR k	Payout in EUR k
Jens Öhlenschläger	276	81	224	179
Guoqiang Li	230	81	186	149
Kelvin (Bangben) Wang[1]	69	81	78	62
Former members of the Executive Board				
Jurate Keblyte[2]	63	81	51	51
Thomas Strobl[3]	53	81	43	43

[1] Pro-rated target value due to appointment as member of the Executive Board on August 1, 2025.

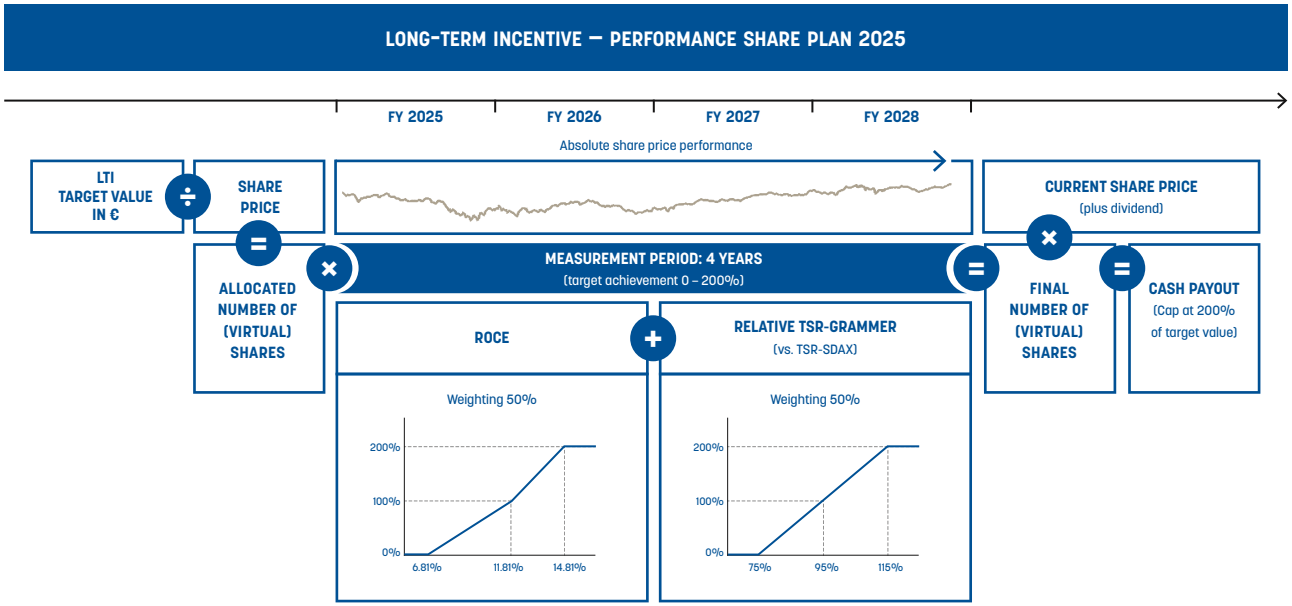
[2] Pro-rated target value due to resignation as member of the Executive Board on March 31, 2025.

[3] Pro-rated target value due to appointment as member of the Executive Board on April 1, 2025 and termination of the Service Agreement on July 31, 2025.

[4] The members of the Executive Board incumbent on December 31, 2025 waived 20% of the payouts from the variable compensation of the STI for the fiscal year 2025 by letter dated November 3, 2025 and subsequent acceptance of the waiver by the Chairman of the Supervisory Board.

Long-term incentive – Performance Share Plan

The Long-term incentive (LTI) 2025 is structured as a Performance Share Plan and corresponds to the remuneration system of GRAMMER AG approved by the Annual General Meeting.



With a performance period of four years, the LTI is geared towards the long-term development of GRAMMER AG and, through its orientation to the share price, provides an incentive for achieving continuous growth in enterprise value. By additionally taking into account the Company's share performance relative to the SDAX, the interests of the Executive Board and shareholders are further aligned and GRAMMER AG's competitiveness in the capital market enhanced.

Under the performance share plan, a number of virtual shares are contingently allocated at the beginning of the performance period. The number of virtual shares is determined by dividing the LTI target by the arithmetic mean of the closing prices for the GRAMMER AG share over the last 60 trading days before the start of the performance period (initial reference price).

For the performance share plan 2025 the following allocations of virtual shares were made:

LTI tranche 2025 allocation

	Target value in EUR k	Initial reference price in EUR	Number of virtual shares allocated
Jens Öhlenschläger	444	6.06	73,267
Guoqiang Li[1]	370	6.06	61,056
Kelvin (Bangben) Wang	154	6.06	25,440
Former members of the Executive Board			
Jurate Keblyte[2]	102	6.06	16,790
Thomas Strobl[3]	–	6.06	–

[1] Pro-rated target value due to appointment as member of the Executive Board on August 1, 2025.

[2] Pro-rated target value due to resignation as member of the Executive Board on March 31, 2025.

[3] The Supervisory Board and Mr. Strobl agreed on not granting long-term variable compensation for his tenure as member of the Executive Board due to a fixed-term appointment of one year.

In addition to the virtual share's performance target achievement is determined by the Return on Capital Employed (ROCE) and the relative total shareholder return (TSR).

ROCE is the ratio of earnings before interest and taxes (EBIT) reported for the applicable fiscal year to average operating assets in the same fiscal year, expressed as a percentage. ROCE provides an incentive for maximizing the long-term profitability and efficiency of GRAMMER AG's business activities. It is measured as an average over the performance period. For ROCE, the target for each LTI tranche is derived from the long-term forecast.

The relative total shareholder return (TSR) is based on GRAMMER AG's share performance as well as (notionally) reinvested dividends in comparison with the SDAX and thus places a particular focus on the development of the Company's enterprise value as well as its capital market orientation. This particularly strengthens the alignment between the interest of the Executive Board and those of the shareholders.

For the performance share plan's 2025 tranche the following target achievements for ROCE and relative TSR have been agreed on:

LTI tranche 2025 targets

	Lower threshold	Target value	Upper threshold
	0%	**100%**	**200%**
ROCE	6.81%	11.81%	14.81%
relative TSR	75%	95%	115%

The final number of virtual shares reached at the end of the performance period is multiplied by the arithmetic mean of the closing prices of the GRAMMER AG share during the last 60 trading days prior to the end of the performance period 2028 plus dividends paid per GRAMMER AG share during the performance period. The resulting payout amount is limited to 200% of the LTI target amount. Payout is in cash and will be described in the remuneration report in 2028.

The performance period of the 2022-2025 LTI Tranche was concluded with the end of fiscal year 2025 The following table shows the target achievements and objectives for every performance criterion of the LTI Tranche 2022-2025:

LTI Tranche 2022–2025

	Lower threshold	Target value	Upper threshold	Actual Value	Target achievement
	0%	100%	200%		
ROCE	4.25%	9.25%	12.25%	1.82%	0%
relative TSR	75%	95%	115%	32.48%	0%
Total target achievement					**0%**

For the LTI Tranche 2022-2025 the target achievement is 0%, resulting in no payout.

Payout amounts LTI Tranche 2022–2025

	Allocated number of virtual shares	Target achievement in %	Final number of virtual shares	Closing share price plus dividends in EUR	Payout in EUR k[1]
Members of the Executive Board incumbent at the end of the fiscal year					
Jens Öhlenschläger	19,372	0%	0	6.28	0
Former members of the Executive Board					
Jurate Keblyte	19,372	0%	0	6.28	0
Thorsten Seehars[1]	11,990	0%	0	6.28	0

[1] Pro-rated target value due to resignation as member of the Executive Board on May 31, 2022.

Corresponding to a total target achievement of 0% the payout of the LTI Tranche 2022-2025 for the CEO Jens Öhlenschläger, the previous CFO Jurate Keblyte and the previous CEO Thorsten Seehars is EUR 0, and hence no remuneration awarded or due under the Long-Term Incentive is currently to be reported within the meaning of Section 162 AktG.

Malus and Clawback

The remuneration system defines malus and clawback provisions, which allow the Supervisory Board, in certain cases, to reduce variable remuneration components that have not yet been paid (malus) or reclaim variable remuneration components that have already been paid (clawback).

In the event of a significant breach of duty or a compliance violation on the part of a member of the Executive Board, the Supervisory Board may reduce the variable remuneration components (STI or LTI) in part or in full at its due discretion (malus). If variable remuneration components have already been paid, the Supervisory Board may also demand partial or full repayment of the variable remuneration amounts received in such cases (clawback).

If variable remuneration components are determined or paid on the basis of incorrect data, e.g. misstatements in the consolidated financial statements, the Supervisory Board may correct the determination or reclaim the remuneration components already paid.

This does not prejudice the Executive Board member's potential liability towards the Company for damages under Section 93 (2) AktG.

For fiscal year 2025, the Supervisory Board did not see any reason to make any reductions or claims for repayment against a member of the Executive Board.

Termination of the service contract

In the event of the premature termination of the service contract with a member of the Executive Board other than for good cause, payments to members of the Executive Board may not exceed the value of two years' worth of total remuneration and may not exceed the total remuneration for the remaining term of the service contract. The total annual remuneration as defined above comprises the fixed remuneration, the STI, the LTI and the pension substitute payment. If the service contract is terminated for good cause for reasons for which the member of the Executive Board is responsible, no LTI payments are made to him or her.

In the event of incapacity due to illness or accident, the member of the Executive Board concerned receives fixed remuneration for a further nine months. If the member of the Executive Board is entitled to illness-related benefits from third parties (e.g. sick pay), the claims are reduced accordingly. In the event of protracted incapacity over more than six months, the target STI and LTI amounts are reduced on a time-prorated basis.

In the event of the death of a member of the Executive Board, the surviving dependents (spouse and dependent children) continue to receive fixed remuneration for the month of death (time-proportionate) as well as for a further period of six months starting at the end of the month of death as joint creditors.

In the event of premature termination of the service contract, any outstanding variable remuneration components attributable to the period up until the date of termination of the contract are paid on the basis of the originally agreed targets and performance criteria on the due dates specified above. There is no early payout.

All entitlement accruing under outstanding LTI tranches lapse without any remuneration if the service contract is terminated by the Company before the end of the performance period for good cause for which the member of the Executive Board concerned is responsible, his or her appointment is revoked due to gross breach of duty, or he or she steps down other than for good cause and without the Company's consent. Notwithstanding this, all outstanding LTI tranches are settled immediately at the agreed targets (100% target achievement) and paid to the member of the Executive Board or his or her heirs if the service contract lapses due to disability or the death of the member of the Executive Board.

No severance payments were made during fiscal year 2025. The service agreements of Jurate Keblyte and Thomas Strobl were terminated by mutual agreement effective March 31, 2025 and July 31, 2025, respectively. The variable remuneration components STI and LTI of Jurate Keblyte, and STI of Thomas Strobl, were correspondingly reduced on a pro rata basis for fiscal year 2025. Payments under the variable remuneration components are made at the end of the contractually agreed upon plan terms and no early payments will be made.

2.3 Individual disclosure of the Executive Board remuneration

Target remuneration

When determining the specific target total remuneration of the members of the Executive Board, the Supervisory Board ensures that it is commensurate with the duties and performance of the member of the Executive Board in question and the Company's situation and thus conforms to the requirements of the German Stock Corporation Act and the recommendations of the GCGC. The target total remuneration is set at a level that ensures competitiveness in the market for highly qualified executives but does not exceed the customary remuneration in the absence of any special justification.

To ensure this, the Supervisory Board regularly reviews the target total remuneration of the members of the Executive Board of GRAMMER AG. External as well as internal comparisons are applied for this purpose: On the one hand, an external comparison is made with companies that are comparable in terms of size, country, and sector. Hence, the Supervisory Board performed a comparison with the companies listed on the SDAX.

In addition, an internal comparison is used to assess the remuneration structure within GRAMMER AG. For this purpose, the remuneration of the Executive Board is compared with the two highest pay scale groups and the non-pay scale employee remuneration, and the status quo of and changes in these ratios over time are analyzed.

The following table presents the target remuneration for the fiscal year 2024 and the target remuneration and respective relative share of every remuneration component for the fiscal year 2025:

Target remuneration (of the members of the Executive Board incumbent on December 31, 2025)

	Jens Öhlenschläger **Spokesman of the Executive Board** **CEO** Executive Board Member since January 1, 2019			**Guoqiang Li** **COO** Executive Board Member since April 1, 2024			**Kelvin (Bangben) Wang** **CFO** Executive Board Member since August 1, 2025		
	2025		**2024**	**2025**		**2024**	**2025**		**2024**
	in EUR k	**in %**	**in EUR k**	**in EUR k**	**in %**	**in EUR k**	**in EUR k**	**in %**	**in EUR k**
Fixed remuneration	488	35	488	435	36	326	181	37	–
Benefits in kind	17	1	11	39	3	24	9	2	–
Pension substitute payment	150	11	150	125	10	94	52	11	–
									–
Short-term variable remuneration	276	20	276	230	19	173	96	19	–
Short-term incentive 2024	–	–	276	–	–	173	–	–	–
Short-term incentive 2025	276	–	–	230	–	–	96	–	–
Long-term variable remuneration	444	32	444	370	31	278	154	31	–
Long-term incentive 2024–2027	–	–	444	–	–	278	–	–	–
Long-term incentive 2025 – 2028	444	–	–	370	–	–	154	–	–
									–
Total remuneration	**1,375**	**100**	**1,369**	**1,199**	**100**	**894**	**492**	**100**	–

Remuneration Awarded and Due

The following table shows the remuneration awarded and due individually for the fiscal year 2025 in accordance with Section 162 AktG (fixed remuneration, short-term incentive, long-term incentive, expenses for benefits) and their relative share. The term "remuneration awarded and due" describes remuneration for which the underlying activity has been fully performed as of the end of fiscal year 2025.

In addition, the remuneration awarded and due in fiscal year 2024 is presented.

Remuneration awarded and due for the fiscal year (of the members of the Executive Board incumbent on December 31, 2025)

	Jens Öhlenschläger **Spokesman of the Executive Board** **CEO** Executive Board Member since January 1, 2019			**Guoqiang Li** **COO** Executive Board Member since April 1, 2024			**Kelvin (Bangben) Wang** **CFO** Executive Board Member since August 1, 2025		
	2025		**2024**	**2025**		**2024**	**2025**		**2024**
	in EUR k	**in %**	**in EUR k**	**in EUR k**	**in %**	**in EUR k**	**in EUR k**	**in %**	**in EUR k**
Fixed remuneration	488	60	488	435	59	326	181	61	–
Benefits in kind	17	2	11	39	5	24	9	3	–
Pension substitute payment[1]	135	16	150	113	15	94	47	16	–
Short-term variable remuneration	179	22	0	149	20	0	62	21	–
Short Term Incentive 2024[2]	–	–	–	–	–	–	–	–	–
Short Term Incentive 2025[1]	179	–	0	149	–	0	62	–	–
Long-term variable remuneration	0	0	0	0	0	0	0	0	–
Long Term Incentive 2021 – 2024[2]	–	–	–	–	–	–	–	–	–
Long Term Incentive 2022 – 2025	0	–	0	–	–	–	–	–	–
Other	–	0	–	–	0	–	–	0	–
Remuneration awarded and due in accordance with section 162 AktG	**818**	**100**	**649**	**736**	**100**	**444**	**299**	**100**	**–**

[1] The members of the Executive Board waived 10% of the pension substitute payment and 20% of the payouts from the variable compensation of the STI for the fiscal year 2025 by letter dated November 3, 2025 and subsequent acceptance of the waiver by the Chairman of the Supervisory Board.

[2] The members of the Executive Board waived the payouts from the variable compensation from the STI for the fiscal year 2024 and the LTI Tranche 2021-2024 by letter dated October 15, 2024 and with the subsequent Supervisory Board resolution dated November 12, 2024.

Remuneration awarded and due for the first fiscal year (former members of the Executive Board)

	Jurate Keblyte **CFO** Executive Board Member since August 1, 2019 until March 31, 2025			**Thomas Strobl** **CFO** Executive Board Member since April 1, 2025 until June 20, 2025 (termination of the Service Agreement on July 31, 2025)		
	2025		**2024**	**2025**		**2024**
	in EUR k	**in %**	**in EUR k**	**in EUR k**	**in %**	**in EUR k**
Fixed remuneration	112	55	449	145	72	–
Benefits in kind	5	2	18	13	6	–
Pension substitute payment	34	17	138	0	0	–
Short-term variable remuneration	51	25	0	43	21	–
Short Term Incentive 2024[1]	–	–	0	–	–	–
Short Term Incentive 2025	51	–	–	43	–	–
Long-term variable remuneration	0	0	0	0	0	–
Long Term Incentive 2021 – 2024[1]	–	–	0	–	–	–
Long Term Incentive 2022 – 2025	0	–	–	–	–	–
Other	–	0	–	–	0	–
Remuneration awarded and due in accordance with section 162 AktG	**203**	**100**	**604**	**201**	**100**	–

[1] The members of the Executive Board waived the payouts from the variable compensation from the STI for the fiscal year 2024 and the LTI Tranche 2021-2024 by letter dated October 15, 2024 and with the subsequent Supervisory Board resolution dated November 12, 2024.

Maximum remuneration

Appropriate remuneration for members of the Executive Board is ensured by two types of caps: Firstly, a maximum cap of 170% on the STI and 200% on the LTI relative to the respective target amount is set for the variable components.

Secondly, pursuant to Section 87a (1) sentence 2 No 1 AktG, the Supervisory Board has defined maximum remuneration which caps the total amount of remuneration paid out for a given fiscal year irrespective of the date payment. The maximum remuneration amounts to EUR 2,700,000 for the Chairman of the Executive Board and EUR 1,800,000 for the other members of the Executive Board.

In fiscal year 2025, the total of the fixed remuneration, benefits in kind, retirement benefits and short-term Incentive is EUR 818 thousand for Jens Öhlenschläger, EUR 203 thousand for Jurate Keblyte, EUR 736 thousand for Guogiang Li, and EUR 299 thousand for Kelvin (Bangben) Wang. Even if the 2025-2028 long-term incentive were to pay out at its maximum the total of all remuneration components would not exceed the maximum remuneration. For Thomas Strobl compliance with the maximum remuneration can already be confirmed as he was not granted a long-term Incentive.

Maximum remuneration for the fiscal year 2025 (of the members of the Executive Board incumbent on December 31, 2025)

EUR k

	Jens Öhlenschläger **Spokesman of the Executive Board** **CEO** Executive Board Member since January 1, 2019	**Guoqiang Li** **COO** Executive Board Member since April 1, 2024	**Kelvin (Bangben) Wang** **CFO** Executive Board Member since August 1, 2025
	in EUR k	**in EUR k**	**in EUR k**
Fixed remuneration 2025	488	435	181
Benefits in kind 2025	17	39	9
Retirement benefits 2025	135	113	47
Short-term incentive 2025	179	149	62
Payout limit for the Performance Share Plan (2025–2028)	888	740	308
Maximum Value of the remuneration for the fiscal year 2025	**1,706**	**1,476**	**608**
Maximum remuneration Section 87a (1) sentence 2 No. 1 AktG	**1,800**	**1,800**	**1,800**

Maximum remuneration for the fiscal year 2025 (former members of the Executive Board)

EUR k

	Jurate Keblyte **CFO** Executive Board Member since August 1, 2019 until March 31, 2025	**Thomas Strobl** **CFO** Executive Board Member since April 1, 2025 until June 20, 2025
	in EUR k	**in EUR k**
Fixed remuneration 2025	112	145
Benefits in kind 2025	5	13
Retirement benefits 2025	34	–
Short-term incentive 2025	51	43
Performance Share Plan (2025–2028)[1]	204	–
Maximum Value of the remuneration for the fiscal year 2025	**406**	**201**
Maximum remuneration Section 87a (1) sentence 2 No. 1 AktG	**1,800**	**1,800**

[1] The Supervisory Board and Mr. Strol agreed on not granting long-term variable compensation for his tenure as member of the Executive Board due to a fixed-term appointment of one year.

With the conclusion of the performance period for the LTI Tranche 2022–2025 in fiscal year 2025 and the related pay-out, all remuneration components granted for fiscal year 2022 have been fully settled. The maximum remuneration pursuant to Section 87a (1) sentence 2 no.1 of the German Stock Corporation Act (AktG) applicable to fiscal year 2022 has been complied with.

Maximum remuneration for the fiscal year 2022

EUR k

	Thorsten Seehars **CEO** until May 31, 2023	**Jurate Keblyte** **Executive Board Member** until March 31, 2025	**Jens Öhlenschläger** **Executive Board Member** Spokesman of the Executive Board since June 1, 2022
	in EUR k	**in EUR k**	**in EUR k**
Fixed remuneration 2022	292	390	390
Benefits in kind 2022	6	24	25
Retirement benefits 2022	67	125	125
Short Term Incentive 2022	87	74	74
Performance Share Plan (2022–2025)	0	0	0
Maximum Value of the remuneration for the fiscal year 2022	**910**	**1,353**	**1,354**
Maximum remuneration Section 87a (1) sentence 2 No. 1 AktG	**2,700**	**1,800**	**1,800**

3. Remuneration System for the Supervisory Board

For each full year of membership, each member of the Supervisory Board receives fixed remuneration that is paid after the end of the year in question. In addition, the members of the committees, with the exception of the Nomination Committee and the Chairman's Committee, receive fixed remuneration for each full fiscal year of their membership of the respective committee. The members of the Supervisory Board receive a fixed attendance fee for each Supervisory Board meeting and for each committee meeting they attend in person. The attendance fee is not paid for participation in meetings of the Nomination Committee. Members of the Supervisory Board or a committee for only part of the fiscal year receive fixed remuneration on a pro rata basis. Remuneration is differentiated by function and is based on the recommendations of the GCGC. In addition, the Company shall reimburse the members of the Supervisory Board for expenses incurred in the performance of their duties, including any value-added tax payable on the remuneration and the reimbursement of expenses.

The following table presents the remuneration awarded and due individually for members of the Supervisory Board for the fiscal years 2025 and 2024 as well as their relative share of total remuneration. The members of the Supervisory Board incumbent at the end of the fiscal year waived 20% of the payouts of the fixed remuneration for the fiscal year 2025 by letter dated December 16, 2025.

Supervisory Board remuneration

	2025					2024				
	Fixed remuneration[1]		Attendance fees		Total remuneration	Fixed remuneration		Attendance fees		Total remuneration
	in EUR k	in %	in EUR k	in %	in EUR k	in EUR k	in %	in EUR k	in %	in EUR k
Dr. Ping He (ChSB from April 1, 2025)	57	79	15	21	**72**	35	88	5	13	**40**
Udo Fechtner (deputy ChSB)	42	69	19	31	**61**	54	78	15	22	**69**
Klaus Bauer	28	78	8	22	**36**	35	88	5	13	**40**
Andrea Elsner	36	75	12	25	**48**	45	83	9	17	**54**
Martin Heiss	32	68	15	32	**47**	45	80	11	20	**56**
Dr. Markus Lauer (from April 1, 2025)	27	73	10	27	**37**	–	–	–	–	**–**
Caterina Messina (from January 1, 2025)	35	85	6	15	**41**	–	–	–	–	**–**
Nicole Schobert (from May 22, 2025)	22	76	7	24	**29**	–	–	–	–	**–**
Jian Shi (from April 1, 2025)	21	78	6	22	**27**	–	–	–	–	**–**
Xiaolu Tang (from April 1, 2025)	33	79	9	21	**42**	–	–	–	–	**–**
Yiping Wang (from April 1, 2025)[2]	–	–	–	–	**–**	–	–	–	–	**–**
Sijun Zhang (from April 1, 2025)	27	75	9	25	**36**	–	–	–	–	**–**
Former Supervisory Board members										
Dr. Martin Kleinschmitt (ChSB / until March 31, 2025)	24	78	7	22	**31**	99	84	19	16	**118**
Peter Kern (until May 22, 2025)	14	82	3	18	**17**	35	88	5	13	**40**
Jürgen Kostanjevec (until March 31, 2025)	9	90	1	10	**10**	35	88	5	13	**40**
Dagmar Rehm (until March 31, 2025)	14	82	3	18	**17**	55	86	9	14	**64**
Gabriele Sons (until March 31, 2025)	11	69	5	31	**16**	45	83	9	17	**54**
Prof. Dr. Birgit Vogel-Heuser (until March 31, 2025)	11	85	2	15	**13**	45	90	5	10	**50**

[1] The Supervisory Board members incumbent on December 31, 2025 (excluding Caterina Messina) waived 20% of the payout of the fixed remuneration for the fiscal year 2025.
[2] Yiping Wang waived 100% of the payouts of the fixed remuneration and attendance fees for the fiscal year 2025.

4. Comparative presentation of remuneration and earnings development

The table below describes the development of the remuneration awarded and due of present and former members of the Executive Board and the Supervisory Board in accordance with Section 162 AktG, the development of the average employee remuneration, as well as the performance development of GRAMMER AG over the past two years.

The average personnel expenses (IFRS) on a full-time equivalent basis are used for employee remuneration. For this purpose, employees in Germany are taken into account.

Net income is used as the earnings indicator, as it is a key performance indicator and an indicator of the profitability of business activities. Net income also serves as a possible performance target in the STI.

Comparative presentation

	2025 in EUR k	2024 in EUR k	Change 2025 / 2024 in %	Change 2024 / 2023 in %	Change 2023 / 2022 in %	Change 2022 / 2021 in %	Change 2021 / 2020 in %
Executive Board members[1]							
Jens Öhlenschläger	818	649	26	–21	33	6	23
Guoqiang Li	736	444	66	n/a	n/a	n/a	n/a
Kelvin (Bangben) Wang	299	n/a	n/a	n/a	n/a	n/a	n/a
Former Executive Board members							
Jurate Keblyte	203	604	–66	–20	23	6	32
Thorsten Seehars	0	0	n/a	n/a	–100	204	20
Thomas Strobl	201	n/a	n/a	n/a	n/a	n/a	n/a
Supervisory Board members[2]							
Dr. Ping He (ChSB from April 1, 2025)	72	40	81	–2	–2	14	90
Udo Fechtner (deputy ChSB)	61	69	–11	252	n/a	n/a	n/a
Klaus Bauer	36	40	–10	–2	–2	14	164
Andrea Elsner	48	54	–11	–2	–4	36	–2
Martin Heiss	47	56	–16	–3	–5	33	0
Dr. Markus Lauer (from April 1, 2025)	37	n/a	n/a	n/a	n/a	n/a	n/a
Caterina Messina (from January 1, 2025)	41	n/a	n/a	n/a	n/a	n/a	n/a
Nicole Schobert (from May 22, 2025)	29	n/a	n/a	n/a	n/a	n/a	n/a
Jian Shi (from April 1, 2025)	27	n/a	n/a	n/a	n/a	n/a	n/a
Xiaolu Tang (from April 1, 2025)	42	n/a	n/a	n/a	n/a	n/a	n/a
Yiping Wang (from April 1, 2025)[3]	0	n/a	n/a	n/a	n/a	n/a	n/a
Sijun Zhang (from April 1, 2025)	36	n/a	n/a	n/a	n/a	n/a	n/a

Former Supervisory Board members							
Dr. Martin Kleinschmitt (ChSB / until March 31, 2025)	31	118	–73	–2	69	n/a	n/a
Peter Kern (until 22.05.2025)	17	40	–58	–2	–2	14	90
Jürgen Kostanjevec (until March 31, 2025)	10	40	–76	3	–7	14	90
Dagmar Rehm (until March 31, 2025)	17	64	–74	–2	67	n/a	n/a
Gabriele Sons (until March 31, 2025)	16	54	–70	–2	–4	30	87
Prof. Dr. Birgit Vogel-Heuser (until March 31, 2025)	13	50	–74	–7	17	28	0
Employees							
Average	77	85	–9	16	4	–1	2
Earnings performance							
Net Income (earnings after taxes) Group[4]	23,476	–92,761	n/a	–2,817	104	–12,261	101
Net Income GRAMMER AG	17,198	–115,237	n/a	–674	74	–2,247	97

[1] The members of the Executive Board incumbent on December 31, 2025 waived 10% of the pension substitute payment and 20% of the payouts from the variable compensation of the STI for the fiscal year 2025 by letter dated November 3, 2025 and subsequent acceptance of the waiver by the Chairman of the Supervisory Board.

[2] The Supervisory Board members incumbent on December 31, 2025 (excluding Caterina Messina) waived 20% of the payout of the fixed remuneration for the fiscal year 2025.

[3] Yiping Wang waived 100% of the payouts of the fixed remuneration and attendance fees for the fiscal year 2025.

[4] Continuing and discontinued operations.