

**DATA MODUL Aktiengesellschaft**  
**Produktion und Vertrieb von elektronischen Systemen**

**Compensation Report**

The following compensation report pursuant to section 162 AktG outlines and explains the compensation individually granted and/or due in the fiscal year 2023 to current and former members of the Executive Board and Supervisory Board of DATA MODUL AG.

The compensation report for the previous fiscal year 2022 was approved by the Annual General Meeting of the Company on 9 May 2023. The compensation system also approved there pursuant to section 120a para. 1 AktG has been observed in this compensation report.

**A. Compensation of the Executive Board**

**Compensation system for Executive Board members**

On 23 March 2023, pursuant to sections 87 para. 1, 87a para. 1 AktG, the Supervisory Board resolved on changes to the previously applicable compensation system for the Executive Board as approved by the Annual General Meeting on 6 May 2021. The changes are effective as from 1 January 2023.

On 9 May 2023, the compensation system was submitted to the Annual General Meeting pursuant to section 120a para. 1 AktG and approved by the required majority vote.

In the fiscal year 2023, the Supervisory Board did not make use of any of the options established in the compensation system to deviate temporarily from the compensation system.

**Overview of the compensation system**

The compensation of Executive Board members of DATA MODUL AG is based on its size and global activities, its business and financial position, its profitability, and its prospects as well as the amount and structure of Executive Board compensation of comparable companies in and outside Germany.

In addition, the responsibilities and personal performance of the Executive Board are taken into account.

The compensation structure is designed to be competitive and to provide an incentive for successful work for sustainable corporate development.

The following chart presents the components of the compensation system as well as the annual target amounts. Thereafter, the components, and how they were actually applied in the fiscal year 2023, are explained in detail.

*Fixed components*

1.	Basic salary	Annual target amount: EUR 250,000.00
2.	Bonus for retention	Annual target amount: EUR 100,000.00
3.	Fringe benefits	Annual target amount: EUR 20,000.00

### *Performance-based components*

1. EBIT-related executive bonus / Annual target amount: EUR 250,000.00  
Performance Bonus

The annual target amounts may be exceeded up to the amount of the maximum compensation.

### **Compensation components in detail**

The basic salary is a fixed annual salary, payable in twelve equal instalments at the end of each calendar month.

In order to pay tribute to his loyalty to the group, the Company grants the sole Executive Board member a bonus payment in the amount of EUR 100,000.00, if he is still employed by the Company at the end of the fiscal year.

The fringe benefits mainly consist of the provision of a company car, contribution subsidies for accident, life and health insurance and the inclusion in the D&O insurance policy.

No company pension commitments have been made with regard to the sole Executive Board member.

The performance-based variable compensation in the form of the executive bonus depends on the attainment of certain financial targets. The executive bonus is an incentive for the contribution made by the Executive Board to the implementation of DATA MODUL AG's business strategy in the respective fiscal year.

To ensure that the executive bonus has a long-term incentive effect, only 2/3 of the executive bonus will be paid out after adoption of the annual financial statements and approval of the consolidated financial statements for the past fiscal year. The outstanding 1/3 of the executive bonus is only paid out in the following fiscal year if the DATA MODUL Group continues to develop positively.

The basis for calculating the executive bonus is the EBIT of the DATA MODUL Group, as reported in the consolidated financial statements for the past fiscal year.

The amount of the executive bonus paid out is staggered and depends on the percentage of DATA MODUL Group's actual EBIT compared with DATA MODUL Group's budgeted EBIT. The maximum executive bonus payout amounts to EUR 250,000 if targets are met 100%. Before the beginning of the respective fiscal year, the Supervisory Board approves a budgeted EBIT figure for DATA MODUL Group.

The figures reported in the adopted consolidated financial statements of the Company for the respective past fiscal year are decisive for the actual EBIT achieved by DATA MODUL Group.

If the EBIT performance exceeds the EBIT target by up to 200%, the Executive Board member is entitled to a performance bonus of up to EUR 250,000. The amount paid out as a performance bonus depends on the percentage of the DATA MODUL Group's actual EBIT in relation to the DATA MODUL Group's planned EBIT.

### **Observance of the maximum compensation**

The Supervisory Board has determined that the total compensation that an Executive Board member can receive in a fiscal year under the current compensation system may not

exceed an amount of EUR 870,000.00 (maximum compensation). This is ensured by a cap on the variable compensation. The sole Executive Board member observed and undercut the maximum compensation in the fiscal year 2023 with regard to the granted and/or due fixed and variable compensation.

## Review of the appropriateness

The Supervisory Board regularly reviews the appropriateness and the conventionality of the Executive Board's compensation. The Supervisory Board includes companies from the Company's sector as well as other companies listed in the Prime Standard. In addition, the Supervisory Board considers the compensation of the senior management team and the total number of employees of DATA MODUL Group.

## Executive Board compensation individually disclosed

### *Compensation of the sole Executive Board member*

The following chart presents the fixed and variable compensation components granted and/or due in the fiscal year 2023 to the sole Executive Board member, including their relative share, pursuant to section 162 AktG and states the comparative values for the fiscal years 2021 and 2022. The actual compensation includes the basic annual salary paid out in the fiscal year 2023, the fringe benefits accrued in the fiscal year 2023, the retention bonus paid out in the fiscal year 2023, 2/3 of the executive bonus based on EBIT for the fiscal year 2022 and 1/3 of the executive bonus based on EBIT for the fiscal year 2021 as well as the performance bonus for fiscal year 2022, paid out in the fiscal year 2023.

<b>Dr. Florian Pesahl</b> <b>CEO</b> <b>since 1 January 2010</b>							
		2021		2022		2023	
		in kEUR	in % <sup>1</sup>	in kEUR	in %	in kEUR	in %
<b>Fixed compensation</b>	Basic salary	224 <sup>2</sup>	35	230	35	250	31
	Fringe benefits	18	3	18	3	19	2
	Retention bonus	100	16	100	16	100	13
<b>Subtotal</b>		<b>342</b>	<b>54</b>	<b>348</b>	<b>54</b>	<b>369</b>	<b>46</b>
<b>Performance-based compensation</b>	EBIT-related executive bonus (2/3)	147	23	147	23	147	18
	EBIT-related executive bonus (1/3)	37	6	37	6	73	9
	Discretionary bonus / performance bonus	110	17	110	17	220	27
<b>Subtotal</b>		<b>294</b>	<b>46</b>	<b>294</b>	<b>46</b>	<b>440</b>	<b>54</b>
<b>Total compensation</b>		<b>636</b>	<b>100</b>	<b>642</b>	<b>100</b>	<b>809</b>	<b>100</b>

<sup>1</sup> The relative share relates to the total compensation shown at the bottom of the chart.

<sup>2</sup> Dr. Pesahl voluntarily waived 10% of his basic salary during the months of short-time work at the Company in the fiscal year 2021.

### *Compensation of former Executive Board members*

The following chart contains the fixed and variable compensation components granted and/or due in the fiscal year 2023 to former Executive Board members who have terminated their activity within the last ten fiscal years, including their relative share, pursuant to section 162 AktG. The actual compensation includes company pensions paid out in the fiscal year 2023.

	<b>Peter Hecktor (terminated his activity in the fiscal year 2014)</b>					
	2021		2022		2023	
	in kEUR	in %	in kEUR	in %	in kEUR	in %
<b>Company pension paid out</b>	24	100	25	100	26	100
<b>Sum</b>	<b>24</b>	<b>100</b>	<b>25</b>	<b>100</b>	<b>26</b>	<b>100</b>

In addition, company pension in the amount of kEUR 31 was paid in the fiscal year 2023 to a further former Executive Board member who has terminated his activity more than ten years ago.

### **Clawback of variable compensation components**

In the fiscal year 2023, the Supervisory Board did not find any cause to make use of the option provided for under the compensation system to reclaim variable compensation components.

### **Third-party benefits and termination benefits**

In the fiscal year 2023, no third-party benefits or loans were granted to the sole Executive Board member, nor were any similar benefits granted. The sole Executive Board member does not receive any compensation from mandates for group companies.

There are no contractual agreements with the sole Executive Board member regarding the procedure in the event of premature termination of the Executive Board member's contract without good cause. The Supervisory Board is of the opinion that this is not appropriate because the Executive Board generally has no influence on a termination decision without good cause.

There is a severance payment provision in the event of a change of control at DATA MODUL AG amounting to a maximum of two years' compensation.

## **B. Compensation of the Supervisory Board**

### **Compensation system for Supervisory Board members**

Pursuant to section 113 para. 3 AktG, the Annual General Meeting of listed stock corporations shall resolve on the compensation of Supervisory Board members at least every four years.

Accordingly, on 6 May 2021, the Annual General Meeting confirmed the compensation of Supervisory Board members, as set forth in section 8 para. 5 of the articles of association of DATA MODUL AG, and the applicable compensation system for Supervisory Board members.

## Overview of the compensation system

Pursuant to section 8 para. 5 of the articles of association of DATA MODUL, the Supervisory Board members receive a fixed annual compensation payable following the close of the fiscal year.

For individual Supervisory Board members, the annual fixed compensation amounts to EUR 20,000.00, the chairwoman receives twice this amount, and the deputy chairman receives 1.5 times this amount. Attendance fees are not paid.

In the fiscal year 2023, the compensation system for DATA MODUL AG's Supervisory Board was applied in all aspects as set forth in section 8 para. 5 of the articles of association.

## Supervisory Board compensation individually disclosed

The following chart presents the fixed and variable compensation components granted and/or due in the fiscal year 2023 to the Supervisory Board members, including their relative share, pursuant to section 162 AktG. The actual compensation includes the annual fixed compensation paid out in the fiscal year 2023.

	Fixed compensation	
	in kEUR	in %
Kristin D. Russell	40	100
<b>Total compensation</b>	<b>40</b>	<b>100</b>
Rick Seidlitz	30	100
<b>Total compensation</b>	<b>30</b>	<b>100</b>
Eberhard Kurz	20	100
<b>Total compensation</b>	<b>20</b>	<b>100</b>
In total	<b>90</b>	

Supervisory Board members are reimbursed for their expenses incurred in connection with the performance of their office and for any value-added tax payable on their compensation.

Supervisory Board members do not receive loans from the Company.

## C. D&O Insurance

The Company provides D&O insurance for Group board members. The insurance covers personal liability in cases of pecuniary loss claims brought against insured persons in connection with the performance of their duties. The insurance policy for the fiscal year 2023 stipulates a deductible for the Executive Board member in line with the German Stock Corporation Act and German Corporate Governance Code.

## D. Comparative chart of changes in compensation and company performance

The following chart presents the annual change of the compensation granted and/or due to current and former Executive Board and Supervisory Board members, DATA MODUL AG's earnings performance and the compensation awarded to employees on a full-time equivalent basis, with the latter being based on the average wages and salaries of the employees of Group companies in Germany. In accordance with section 26j para. 2 sentence 2 EGAktG, the comparison presented begins with the financial year 2021.

		<b>2021 in kEUR</b>	<b>2022 in kEUR</b>	<b>2023 in kEUR</b>	<b>Δ in %</b>
<b>Executive Board</b>	Dr. Florian Pesahl	636	642	809	26
	Peter Hecktor	24	25	26	4
<b>Supervisory Board</b>	Kristin D. Russell (Chairwoman)	40	40	40	0
	Rick Seidlitz (Deputy Chairman)	30	30	30	0
	Eberhard Kurz	20	20	20	0
<b>Employees</b>	Average employee salary in Germany on full-time equivalent basis	56	58	60	3
<b>Company performance</b>	EBIT of DATA MODUL Group according to IFRS (in EUR million)	13	27	22	-18

***For the Executive Board  
Dr. Florian Pesahl  
CEO  
of DATA MODUL AG***

***For the Supervisory Board  
Kristin D. Russell  
Chairwoman of the Supervisory Board  
of DATA MODUL AG***

## **Independent auditor's report**

To DATA MODUL Aktiengesellschaft Produktion und Vertrieb von elektronischen Systemen, Munich

### **Audit opinion**

We have formally audited the remuneration report of DATA MODUL Aktiengesellschaft Produktion und Vertrieb von elektronischen Systemen, Munich for the financial year from 1 January to 31 December 2023 to determine whether the disclosures pursuant to § 162 (1) and (2) German Stock Corporation Act (*Aktiengesetz, AktG*) have been presented in the remuneration report. In accordance with § 162 (3) AktG, we have not audited the content of the remuneration report.

According to our assessment, the enclosed remuneration report provides, in all material respects, the information required by § 162 (1) and (2) AktG. Our audit opinion does not cover the content of the remuneration report.

### **Basis for the audit opinion**

We conducted our audit of the remuneration report in accordance with § 162 (3) AktG and in compliance with the IDW auditing standard: The audit of the remuneration report (*Die Prüfung des Vergütungsberichts*) in accordance with § 162 (3) AktG (IDW PS 870 (09.2023)). Our responsibility pursuant to that provision and standard is further described in the section "Responsibility of the auditor" of our report.

As an auditing firm, we have applied the requirements of the International Standard on Quality Management (ISQM 1). We have complied with the professional duties pursuant to the German Auditors' Code (*Wirtschaftsprüferordnung*) and the professional statutes for auditors/sworn auditors (*Berufssatzung für Wirtschaftsprüfer/vereidigte Buchprüfer*), including the requirements of independence.

### **Responsibility of the management board and supervisory board**

The management board and the supervisory board are responsible for the preparation of the remuneration report, including the related disclosures, which complies with the requirements of § 162 AktG. Furthermore, they are responsible for the internal controls that they determine are necessary to enable the compilation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

### **Responsibility of the auditor**

Our objective is to obtain reasonable assurance about whether the disclosures pursuant to § 162 (1) and (2) AktG in the remuneration report have been made in all material respects, and to express an opinion thereon in a report.

We planned and performed our audit to obtain evidence about the formal completeness of the remuneration report by comparing the disclosures made in the remuneration report with the disclosures required by § 162 (1) and (2) AktG. In accordance with § 162 (3) AktG, we have not audited the accuracy of the content of the disclosures, the completeness of the content of the individual disclosures or the adequate presentation of the remuneration report.

### **Dealing with any misleading representations**

In connection with our audit, we have a responsibility to read the remuneration report, taking into account the knowledge gained from the audit of the financial statements, and to remain alert for indications as to whether the remuneration report contains misleading representations as to the accuracy of the content of the disclosures, the completeness of

the content of the individual disclosures or the fair presentation of the remuneration report.

If, based on the work we have performed, we conclude that such misleading representation exists, we are required to report that fact. We have nothing to report in this regard.

Munich, 21 March 2024

Mazars GmbH & Co. KG  
Wirtschaftsprüfungsgesellschaft  
Steuerberatungsgesellschaft

In the original German version signed by:

***Helge Schäfer***  
***German Public Auditor***

***Christian Schönhofer***  
***German Public Auditor***