

On Agenda Item 9: Remuneration System for the members of the Supervisory Board

The remuneration of members of the Supervisory Board of Ströer SE & Co. KGaA shall be determined by the General Meeting with the consent of the General Partner in accordance with Art. 15 of the Company's Articles of Association.

Current Remuneration

In connection with the first adoption of the remuneration system according to the requirements of the Act Implementing the Second Shareholders' Rights Directive (ARUG II), the remuneration of Supervisory Board members was reviewed in 2021. On the basis of Art. 15 of the Company's Articles of Association, the General Meeting therefore resolved a new remuneration of Supervisory Board members and a switch to fixed remuneration on 3 September 2021 with the consent of the General Partner. Hence, the current remuneration of Supervisory Board members is in line with the common practice of listed companies today as well as Suggestion G.18 sentence 1 of the German Corporate Governance Code. The current remuneration model also complies with Recommendation G.17 of the German Corporate Governance Code, according to which the greater time commitment of the Chairman and Deputy Chairman of the Supervisory Board as well as the Chairman and members of committees should be adequately taken into account.

The following remuneration rules currently apply to Supervisory Board members:

Chairman of the Supervisory Board	EUR 25,000
Deputy Chairman of the Supervisory Board	EUR 15,000
Ordinary member of the Supervisory Board	EUR 6,000
Chairman of the Audit Committee	EUR 15,000
ESG Officer of Ströer's Supervisory Board in the Audit Committee	EUR 15,000
Ordinary member of the Audit Committee	EUR 5,000
Chairman of the Nomination Committee	EUR 10,000
Ordinary member of the Nomination Committee	EUR 5,000

A Chairman of the Supervisory Board who exercises further functions in committees of the Supervisory Board shall always receive only the remuneration of an ordinary committee member in the committees. In addition, the Chairman of the Supervisory Board and his Deputy shall not receive any additional remuneration as an ordinary member of the Supervisory Board. The Chairmen of the Supervisory Board committees shall not receive any additional remuneration as an ordinary member of the respective committee, nor shall the ESG Officer in the Audit Committee receive any additional remuneration as an ordinary member of the Audit Committee. In all other cases the individual remunerations shall be added together if the member holds several offices or functions.

The remuneration of Supervisory Board members relates to the fiscal year. Supervisory Board members who have served on the Supervisory Board or a committee or have held the aforementioned offices only for part of the fiscal year shall receive a lower remuneration pro rata temporis.

Furthermore, Supervisory Board members shall be reimbursed for their proven reasonable expenses (in particular travel expenses) in connection with the attendance of in-person meetings of the Supervisory Board as well as any value-added tax payable on the remuneration of the Supervisory Board.

This remuneration system shall apply with effect from 1 October 2021.

New remuneration

Following a review of the remuneration, the General Partner and the Supervisory Board have come to the conclusion that the remuneration for an ordinary member of the Audit Committee should be increased from EUR 5,000 to EUR 10,000 per fiscal year in order to take account of the increased statutory requirements for the Audit Committee and the work of its members. This adjustment shall apply with effect from 1 October 2022. Otherwise, the remuneration of Supervisory Board members shall remain unchanged. The adjustment of the remuneration for ordinary members of the Audit Committee also takes account of Recommendation G.17 of the German Corporate Governance Code, according to which the greater time commitment of committee members should be adequately taken into account.

The following amendment of the remuneration shall therefore be proposed to the General Meeting under item 9 on the agenda:

The remuneration of an ordinary member of the Audit Committee shall be EUR 10,000 as of 1 October 2022.

Otherwise, the remuneration of Supervisory Board members as resolved by the General Meeting of 3 September 2021 shall remain unchanged. The remuneration scheme effective as of 1 October 2022 is presented in its entirety once again below:

Chairman of the Supervisory Board	EUR 25,000
Deputy Chairman of the Supervisory Board	EUR 15,000
Ordinary member of the Supervisory Board	EUR 6,000
Chairman of the Audit Committee	EUR 15,000
ESG Officer of Ströer’s Supervisory Board in the Audit Committee	EUR 15,000
Ordinary member of the Audit Committee	EUR 10,000
Chairman of the Nomination Committee	EUR 10,000
Ordinary member of the Nomination Committee	EUR 5,000

A Chairman of the Supervisory Board who exercises further functions in the committees of the Supervisory Board shall always receive only the remuneration of an ordinary committee member in the committees. In addition, the Chairman of the Supervisory Board and his Deputy shall not receive any additional remuneration as an ordinary member of the Supervisory Board. The Chairmen of the Supervisory Board committees shall not receive any additional remuneration as an ordinary member of the respective committee, nor shall the ESG Officer in the Audit Committee receive any additional remuneration as an ordinary member of the Audit Committee. In all other cases the individual remunerations shall be added together if the member holds several offices or functions.

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The remuneration of Supervisory Board members relates to the fiscal year. Supervisory Board members who have served on the Supervisory Board or a committee or have held the aforementioned offices only for part of the fiscal year shall receive a lower remuneration *pro rata temporis*.

Furthermore, Supervisory Board members shall be reimbursed for their proven reasonable expenses (in particular travel expenses) in connection with the attendance of in-person meetings of the Supervisory Board as well as any value-added tax payable on the remuneration of the Supervisory Board.

Specific design of the remuneration of the Supervisory Board

The amount of the remuneration for members of the Supervisory Board of Ströer SE & Co. KGaA depends on their responsibilities on the supervisory board or its committees in accordance with Recommendation G.17 of the German Corporate Governance Code, for which reason a staggered remuneration of Supervisory Board members is envisaged, taking account of the workload involved.

Accordingly, the Chairman of the Supervisory Board shall receive EUR 25,000. The Deputy Chairman of the Supervisory Board as well as the Chairman of the Audit Committee and the ESG Officer of the Supervisory Board in the Audit Committee shall each receive a remuneration of EUR 15,000. Furthermore, the Chairman of the Nomination Committee shall receive EUR 10,000 and the ordinary members of the Nomination Committee shall each receive EUR 5,000. The ordinary members of the Audit Committee shall receive EUR 10,000 and an ordinary member of the Supervisory Board shall receive EUR 6,000.

In this context, the remuneration for the individual functions on the Supervisory Board generally takes into account the respective workload of each Supervisory Board member. Experience has shown that the Chairman of the Supervisory Board and his Deputy, as well as the Chairmen and members of the formed committees have a greater workload, so that a higher remuneration is envisaged to this end. Furthermore, the higher workload of members of the Audit Committee in relation to other committee members is also adequately taken into account.

Appropriateness of the Remuneration of the Supervisory Board

The Supervisory Board and the General Partner believe that this remuneration is appropriate for the members' services on the Supervisory Board. It is based in particular on the workload and liability risk of the Supervisory Board members.

The amount and design of the Supervisory Board remuneration also corresponds to local market practices - also with regard to the remuneration of Supervisory Board members of similar listed companies in Germany, and in particular in view of the structure of the legal form of a partnership limited by shares.

The special feature of the legal form of an SE & Co. KGaA, is that the General Partner - in this case Ströer Management SE - has an additional Supervisory Board that directly monitors the Management Board of this company and thus has more extensive control and monitoring options and rights. The members of the Supervisory Board of the General Partner also receive remuneration from this company based on the time and work involved, with the members of the two Supervisory Boards being largely identical with the exception of the staff

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representatives. The remuneration of the General Partner's Supervisory Board is disclosed separately in the annual report of Ströer SE & Co. KGaA. Particularly in view of this special feature of having two Supervisory Boards and their different function-specific tasks, working methods and responsibilities in the legal form of an SE & Co. KGaA, the remuneration of the Supervisory Board members of Ströer SE & Co. KG is appropriate and also corresponds to local market practices.

Contribution to promoting the business strategy and the company's long-term development

As already explained, the proposed remuneration of the Supervisory Board is a fixed remuneration only. It includes no variable remuneration that would be dependent on specific achievements or targets. This corresponds to Suggestion G.18, sentence 1 of the German Corporate Governance Code, which advocates a fixed remuneration only. According to this structure the Supervisory Board remuneration can only be aligned with the business strategy and long-term development of the company to a limited extent (cf. section 113 para. (3) sentence 3 in conjunction with section 87a para. (1) sentence 1 no. 2 of the German Stock Corporation Act (AktG)). However, the Supervisory Board is convinced that a fixed remuneration only best serves its neutral and objective advisory and supervisory function.

Procedures for determining, implementing and reviewing the remuneration of the Supervisory Board

The remuneration of the Supervisory Board is resolved by the General Meeting on the basis of a proposal by the Supervisory Board and the General Partner. In future, the General Meeting must pass a resolution on the remuneration of Supervisory Board members at least every four years in accordance with section 113 para. (3) sentences 1 and 2 of the German Stock Corporation Act (AktG), a confirmatory resolution being permissible. Prior to this resolution by the General Meeting, the remuneration system will be reviewed in good time.

It is in the nature of things that the members of the Supervisory Board are involved in the design of the remuneration system that is to apply to them. However, the inherent conflicts of interest are counteracted by the fact that the decision on the ultimate design of the remuneration system is assigned by law to the General Meeting and a resolution proposal is submitted to it by both the Supervisory Board and the General Partner for this purpose.

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