



Description of the remuneration of members of the Supervisory Board

I. Provision in the Articles of Association on Supervisory Board remuneration

The remuneration of the Supervisory Board is dealt with in section 12 of the Company's Articles of Association. The provision in the Articles of Association reads as follows:

- (1) In addition to reimbursement of their cash expenses and any value added tax payable on their Supervisory Board activities, each member of the Supervisory Board receives a fixed remuneration of €60,000.00 payable at the end of the financial year and a variable remuneration of €500 for each €0.01 or part thereof of dividends distributed on the ordinary share in excess of €0.50. Special dividends for tax purposes are not taken into account when calculating the remuneration.
- (2) The Chairman of the Supervisory Board receives three times and the Deputy Chairman one-and-a-half times this remuneration. Should a Presiding Committee be elected on the basis of the rules of procedure of the Supervisory Board, the members of the Presiding Committee who are not members of the Supervisory Board also receive one and a half times this remuneration as Chairman and Deputy Chairman.
- (3) The amounts under paragraph 1 will increase by 25% for each membership of a committee of the Supervisory Board; the rate of increase shall be 50% for the chairmanship of a committee. This is subject to the respective committee having met in the financial year. Membership of the Presiding Committee and the Mediation Committee is exempt from this remuneration arrangement.
- (4) Changes to the Supervisory Board and/or its committees shall be taken into account for the remuneration in proportion to the term of office, rounded up or down to full months.

II. Remuneration system for the Supervisory Board

1. Procedure for reviewing the structure and level of remuneration

Pursuant to section 113(1) sentence 3 AktG, the Supervisory Board shall receive remuneration that is commensurate with the duties of the Supervisory Board members and the Company's situation. The amount of remuneration and the remuneration system for the Supervisory Board are regularly reviewed by the Supervisory Board. In particular, the time taken up by the members of the Supervisory Board, their responsibilities and the Supervisory Board remuneration granted by other, comparable companies are decisive. Due to the special nature of supervisory board activities, which are fundamentally different from the activities of the employees of the company and the Group, a so-called vertical comparison with employee remuneration cannot be considered. Accordingly, it is not possible either to define a group of employees to be included in such a comparison.

The Supervisory Board contributes to the promotion of the business strategy and the long-term development of the Company by monitoring and advising the Executive Board incumbent upon it. The appropriateness of the Supervisory Board remuneration ensures that Südzucker AG continues to be in a position to attract outstandingly qualified candidates for membership of the Supervisory Board. As a result, the Supervisory Board remuneration makes a sustainable contribution to the promotion of the business strategy and the long-term development of the Company.

The remuneration of the members of the Supervisory Board is exhaustively dealt with in Article 12 of the Articles of Association of Südzucker AG; there are no collateral or supplementary agreements. The remuneration rules apply equally to shareholder representatives as well as employee representatives on the Supervisory Board.

2. Conflicts of interest

The members of the Supervisory Board are involved in the procedure for reviewing their remuneration system due to the division of responsibilities provided for by law. The associated conflict of interest is countered by the fact that the decision on the ultimate structure of the remuneration system is assigned by law to the Annual General

Meeting and the corresponding resolution proposal is submitted by the Executive Board and the Supervisory Board.

3. Remuneration components

3.1 Fixed and variable remuneration

In addition to reimbursement of their cash expenses and the value-added tax chargeable to them for their Supervisory Board activities, the members of the Supervisory Board receive an annual remuneration consisting of a fixed remuneration and a variable remuneration. The fixed remuneration, payable at the end of the financial year, is €60,000.00. In addition, the members of the Supervisory Board receive a variable remuneration of €500.00 for each €0.01 or part thereof of the dividend distributed on the ordinary share in excess of €0.50. The granting of the variable remuneration is therefore based exclusively on the dividend of Südzucker AG. Special dividends for tax purposes are not taken into account when calculating the remuneration. There is no obligation to purchase shares and no possibility for the company to reclaim variable remuneration components.

The Executive Board and the Supervisory Board are convinced that a combination of a fixed remuneration component and a variable remuneration component is best suited to take into account and adequately reflect the prominent position, the growing and increasingly complex tasks as well as the responsibility of the members of the Supervisory Board. Linking the variable remuneration to the dividend enables the Supervisory Board to participate in the Company's performance in a simple and uncomplicated way in line with the interests of the shareholders and thus, in the opinion of the Executive Board and the Supervisory Board, contributes to the Company's success. In the opinion of the Executive Board and the Supervisory Board, the existing remuneration continues to be appropriate in terms of structure and amount - also with regard to Supervisory Board remuneration at other comparable companies.

3.2 Increased remuneration for Chairman and Deputy Chairman of the Supervisory Board

The Chairman of the Supervisory Board receives three times and the Deputy Chairman one-and-a-half times the remuneration of an ordinary member of the Supervisory Board.

The increased remuneration takes into account the higher time commitment of the Chairman and the Deputy Chairman as well as the members of the Presiding Committee and complies with recommendation G.17 of the German Corporate Governance Code.

3.3 Remuneration for committee activities

The members of the Presiding Committee who are not members of the Supervisory Board as Chairman and Deputy Chairman also receive one and a half times the remuneration shown under 3.1).

In the case of membership of a committee other than the Presiding Committee, the amounts shown under 3.1) will increase by 25% in each case; for the chairmanship of a committee the rate of increase shall be 50%. The increase in remuneration as a result of committee work is subject to the respective committee having met in the financial year. Membership of the Presiding Committee and the Mediation Committee is exempt from this remuneration arrangement.

The increased remuneration takes into account the greater amount of time required for committee work and complies with recommendation G.17 of the German Corporate Governance Code.

3.4 Remuneration if members join or leave the Supervisory Board during the year; payment of remuneration

Supervisory Board and committee members who have not belonged to the Supervisory Board or committee for a full financial year shall receive pro rata remuneration in proportion to their term of office. The number of months is rounded up or down to full months.

The payment of remuneration to the members of the Supervisory Board is made at the beginning of each financial year with retroactive effect for the previous financial year. There are no deferral periods for the payment of remuneration components.

4. D&O insurance

Südzucker AG has taken out D&O insurance (pecuniary loss liability insurance). It covers the activities of the members of the Supervisory Board of Südzucker AG.