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Consumer Packaging

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# REMUNERATION REPORT OF MAYR-MELNHOF KARTON AG

## FOR THE FINANCIAL YEAR 2024

Dear Shareholders,

with this report we provide a comprehensive overview of the remuneration granted and owed to the members of the Management Board and Supervisory Board in 2024 and implement the requirements of Section 78 c and Section 98 a of the Austrian Stock Corporation Act (AktG). This remuneration report prepared by the Management Board and the Supervisory Board is to be submitted to the 31<sup>st</sup> Annual General Meeting on April 30, 2025 for voting. The report concept is based on shareholders' experiences and reactions with regard to the disclosure of the previous year's remuneration.

To increase transparency, the Group introduced a new corporate structure in the second quarter of 2024, which resulted in the division and expansion of the previous MM Packaging division into two divisions: MM Food & Premium Packaging (MMPF) and MM Pharma & Healthcare Packaging (MMPP). The MM Board & Paper division remained unchanged.

As in the previous year, the financial year 2024 was marked by a challenging economic environment, which was reflected in particular in the MM Board & Paper division. This is also mirrored in this year's key figures. The development of the company reflects the structure of the annual variable remuneration, while the performance of the 3-years-operating profit-margin takes into account sustainable development of the MM Group. Additionally, also the non-financial components as occupational accidents and CO<sub>2</sub> reductions were included.

The annual management bonus scheme relates uniformly to the financial performance indicators EBITDA, earnings per share and return on capital employed (ROCE) as well as the above mentioned non-financial performance indicators.

The Management Board and the Supervisory Board of Mayr-Melnhof Karton AG have set themselves the goal of increasing the transparency of remuneration in the remuneration report in order to allow shareholders to comprehensively and fully understand the remuneration granted and owed as well as to align the disclosure with international standards. The result of the vote at the 30<sup>th</sup> Annual General Meeting and reactions from the shareholders were taken into account through an in-depth discussion of the remuneration components.

For the financial year 2024, the remuneration policy which was put to vote at the 28<sup>th</sup> Annual General Meeting on April 27, 2022, is applied unchanged.

In May 2024, the Management Board was increased to three members. Roman Billiani is responsible for the MM Food & Premium Packaging division, having previously served as Managing Director for "Food & Specialities Packaging" within the former MM Packaging division. His Management Board mandate runs from May 1, 2024 to April 30, 2027.

## Financial year 2024

The MM Group was able to successfully stand its ground in an environment of persistently weak consumption and highly intense competition in the core European markets in 2024.

The MM Food & Premium Packaging division showed a strong performance due to productivity increases, cost reductions and volume acquisitions, although profitability did not quite reach the previous year's level.

The MM Pharma & Healthcare Packaging division recorded a decline in volume due to a weaker demand and a change in pricing policy. In addition, there were further costs, including those incurred by the start-up of new machines, resulting in an adjusted operating profit slightly below the previous year's level.

At the MM Board & Paper division, the weak earnings situation persisted despite a considerable volume increase and cost reduction measures. This is mainly due to significantly lower average prices resulting from the weak market situation, while several costs, such as recovered paper, wood and personnel, increased. That resulted in a small operating loss at the level of the previous year.

The decline in adjusted operating profit to EUR 190.0 million after EUR 229.2 million in 2023 was mainly caused by the division MM Food & Premium Packaging. The Group's adjusted operating margin therefore was 4.7 % (2023: 5.5 %) and the return on capital employed reached 5.6 % (2023: 6.5 %). Adjusted EBITDA totalled EUR 418.5 million (2023: EUR 450.2 million), resulting in an adjusted EBITDA margin of 10.3 % (2023: 10.8 %).

Financial income increased to EUR 27.1 million (2023: EUR 8.7 million). The increase in financial expenses from EUR -58.3 million to EUR -82.9 million resulted in particular from higher interest rates for variable-interest financing. "Other financial result - net" changed to EUR -19.9 million (2023: EUR -11.4 million), mainly owing to currency translations.

Profit before tax totalled EUR 114.3 million after EUR 136.7 million in the previous year. Income tax expense decreased to EUR 3.8 million (2023: EUR 47.6 million), mainly due to the capitalisation of loss carryforwards of the former Essentra Packaging, resulting in an effective Group tax rate of 3.4 % (2023: 34.8 %). The Group's standard tax rate is 19.0 % (2023: 24.4 %).

Profit for the year increased to EUR 110.5 million (2023: EUR 89.1 million), resulting in the net profit margin slightly increasing to 2.7 % (2023: 2.1 %).

# 1 PRESENTATION OF THE TOTAL REMUNERATION OF THE MEMBERS OF THE MANAGEMENT BOARD

## 1.1 Main Features of the Remuneration Policy

The valid principles of the remuneration policy of the members of the Management Board and the Supervisory Board of Mayr-Melnhof Karton AG were drawn up based on the proposal of the Committee for the Management Board Matters (Presidium), which also assumes the tasks of a Compensation Committee, by resolution of the Supervisory Board at its meeting on March 14, 2022 and presented for resolution at the 28<sup>th</sup> Annual General Meeting on April 27, 2022. The complete Remuneration Policy is available on the Company's website at [www.mm.group/investors/corporate-governance/](http://www.mm.group/investors/corporate-governance/).

The remuneration policy is intended to ensure that the total remuneration of the Management Board includes appropriate incentives to promote the implementation of corporate strategy as well as the long-term development of the Company. The remuneration of the Management Board is to be commensurate with the Company's situation and in line with market conditions for usual remuneration in comparable companies. In order to attract and retain qualified members of the Management Board, remuneration in industrial companies of comparable and ascending size from the international labour market and beyond the DACH region is taken into account.

The remuneration of members of the Management Board includes both fixed and variable components. The **variable components of remuneration** are granted on the condition that several performance criteria are met and provide an incentive for corporate development with sustainable value creation at reasonable risk.

The remuneration of the Management Board is made up as follows:

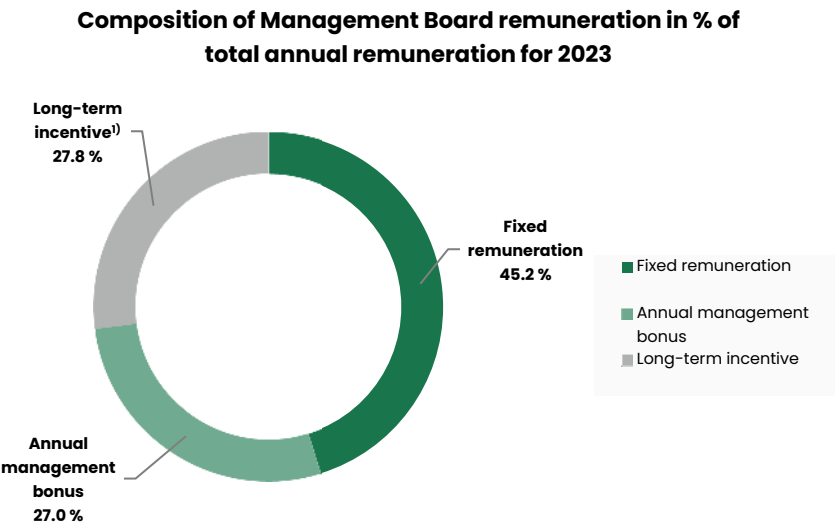
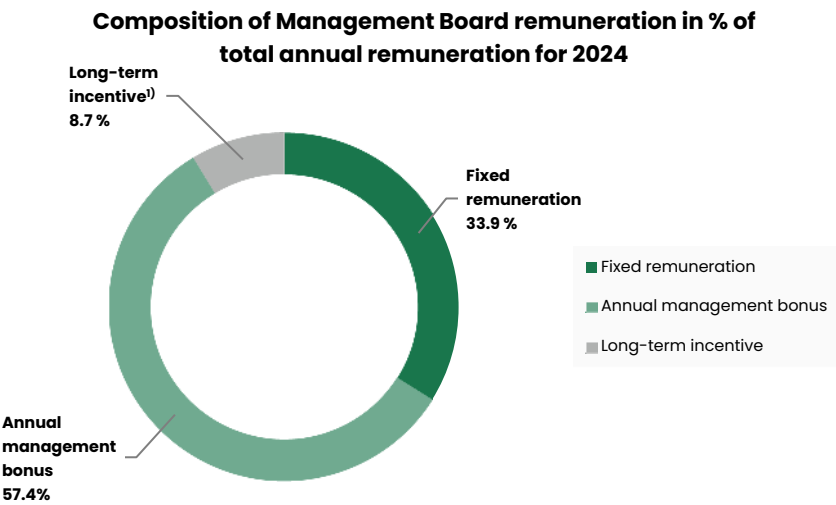
Remuneration components <sup>1)</sup>	Description
<b>Fixed remuneration</b>	
Base salary	The base salary is intended to be a competitive income that takes into account the scope of responsibility and duties of the individual board members as well as the complexity of the tasks.
Other remuneration	Other remuneration includes accident and D&O insurance as well as the right to a company car. The Chairman of the Management Board is also provided with a driver.
Pension provision	Depending on the contractual arrangement: pension contributions to an inter-company pension fund or pension replacement benefits
<b>Variable remuneration</b>	
Performance-related bonus	Annual management bonus, measured by Group key or divisional indicators for EBITDA, profit for the year and return on capital employed (ROCE) as well as by non-financial performance indicators
Long-term incentive	Management bonus over an observation period of three years based on a target-operating profit-margin within the framework of the multi-year plan. To be applied for the first time as of the financial year 2021. Payment will be made in the year of the Annual General Meeting that decides on the last year of the three-year plan.

<sup>1)</sup> The cappings, the minimum amount and the target values of the management bonus as well as the bonus for the reduction in the non-financial key figures for Peter Oswald and Franz Hiesinger are value-hedged annually by the CPI 2015.

The total remuneration that is composed of the fixed and variable remuneration components is provided with a maximum limit. Furthermore, the included annual performance related component as well as the long-term incentive component are also limited to a maximum gross amount per annum.

For 2024, Peter Oswald and Franz Hiesinger have waived value protection due to economic developments.

The total annual remuneration of the Management Board in 2024 and 2023 (incl. long-term incentive) is divided based on the actual target achievement as follows:



The individual components and their basis of calculation are explained in detail below.

## 1.2 Variable remuneration – annual management bonus

One part of the variable remuneration for the financial year 2024 consists of a performance-related bonus, measured by the following quantitative Group and divisional key indicators:

- a) **EBITDA** (Earnings before Interest, Income Taxes, Depreciation and Amortisation) is calculated as operating profit plus depreciation, amortisation and impairment of property, plant and equipment and intangible assets. This measure reflects the operating profitability of the Mayr-Melnhof Group.
- b) **Earnings per share and profit for the year for the divisional results** are taken into account as a short-term financial performance indicator for the annual result.
- c) **Return on capital employed (ROCE)** is calculated as operating profit divided by the sum of average total equity, average current and non-current interest-bearing financial liabilities including lease liabilities according to IFRS 16, less average cash and cash equivalents. ROCE is a key indicator for assessing capital efficiency and profitability and is intended to ensure economically balanced growth.

These key indicators are adjusted on the basis of the IFRS consolidated financial statements for non-recurring income and non-recurring expenses if they exceed EUR 10 million and were not included in the budget (e.g., restructuring, gains/losses from disposals of assets, etc.). In addition, in case of acquisitions and company disposals during a financial year, the financial ratios are adjusted according to the periods in which these acquisitions and company disposals affect the ratios.

In addition to financial targets, the annual management bonus scheme also takes into account the achievement of non-financial performance indicators:

- Reduction of occupational accidents for all members of the Management Board
- Reduction of CO<sub>2</sub> consumption per tonne of cartonboard: additionally for Peter Oswald and Roman Billiani

For the change in non-financial targets compared with the previous year, acquisitions in the year of acquisition and the following year are not to be taken into account. In case of disposals of companies, the corresponding figures for the previous year are to be adjusted in a way that these companies are also excluded for the previous year.

The majority of the variable remuneration is based on financial targets.

The target values of the performance indicators are determined by the Committee for Management Board Matters (Presidium) within the framework of the periodic budgets. Targets are set in each case for a board period or also annually.

**Table 1: Targets for the annual bonus per Management Board member based on achievement of the performance indicators**

Performance indicator (in thousands of EUR)	Peter Oswald		Franz Hiesinger		Roman Billiani <sup>1)</sup>			
	100 % target achievement	Capping <sup>2)</sup>	100 % target achievement	Capping <sup>2)</sup>	100 % Target Achievement		Capping	
					Group	Division MMPF	Group	Division MMPF
EBITDA	936	-	397	639	-	-	-	-
Earnings per share (Group)	936	-	397	639	-	-	-	-
ROCE	936	-	397	639	-	-	-	-
Reduction of occupational accidents	110	110	66	66	-	-	-	-
Reduction CO <sub>2</sub> /t cartonboard	110	110	-	-	-	-	-	-
<b>Total</b>	<b>3,030</b>	<b>4,063</b>	<b>1,256</b>	<b>1,983</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

<sup>1)</sup> Roman Billiani will receive a fixed bonus of thous. EUR 800 for the short year 2024 if the EBIT threshold for the Group and the MM Food & Premium Packaging division is reached, as he was only appointed to the Management Board on May 1, 2024.

If the total entitlement to the annual management bonus achieved in the respective financial year is less than thous. EUR 1,393 (2023: thous. EUR 1,393), taking into account the additions or deductions resulting from the deviation between target figures and actual target achievement, the annual management bonus for the Chairman of the Management Board is at least thous. EUR 1,393 (2023: thous. EUR 1,393). There is no such minimum bonus for Franz Hiesinger and Roman Billiani. If the total entitlement exceeds the total maximum amount, the cap applies. With exception of the Chairman of the Management Board, the entitlements resulting from the achievement of the individual target key indicators are also capped by a maximum amount (see Table 1).

With exception of the Chairman of the Management Board, the annual management bonus in the Group is linked to the condition that the budgeted operating profit threshold for the respective financial year is not undercut by more than 20 %. In addition and cumulatively, Roman Billiani's annual profit share is linked to the condition that the budgeted operating profit threshold for the MM Food & Premium Packaging division is not undercut by more than 20 %. If this threshold is not reached, no annual management bonus is due.

#### Calculation of the annual management bonus

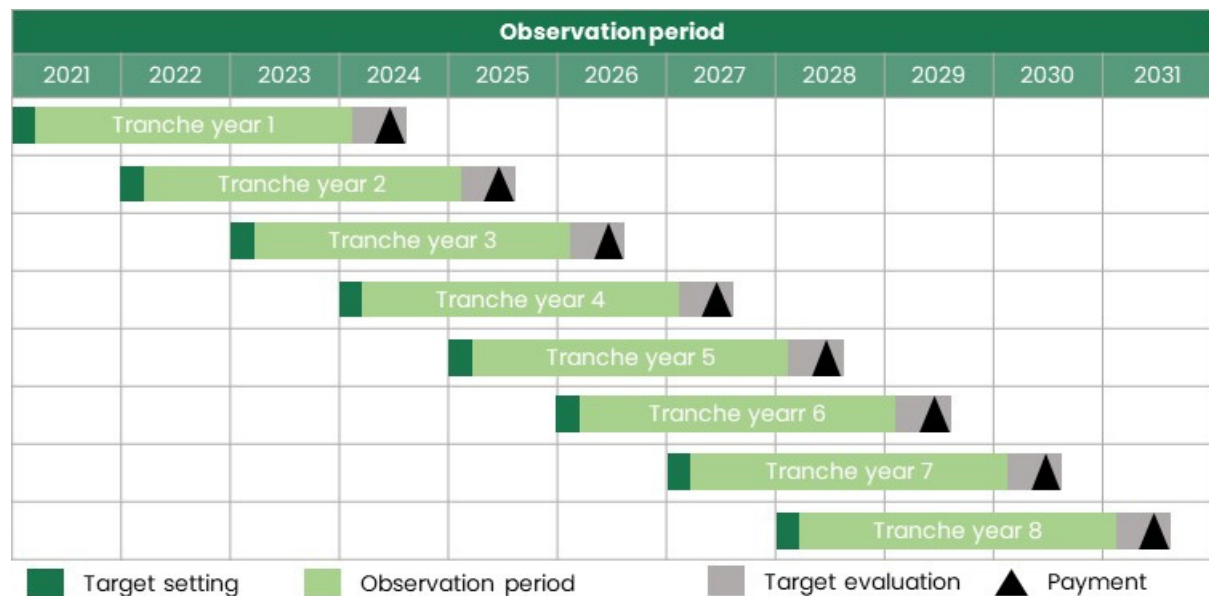


If occupational accidents are reduced compared to the previous year, the amount of the premium related to this indicator is the target bonus. If remaining unchanged or increasing, the target bonus from this non-financial target does not apply (taking into account a possible minimum limit for Peter Oswald with regard to the total bonus). The same applies to the reduction of specific CO<sub>2</sub> emissions per tonne cartonboard for Peter Oswald.

## 1.1.2. Variable remuneration – long-term incentive ("LTI")

The basis for the LTI is the planning of the Operating Profit margin for the next three years based on a three-year plan. For an Operating Profit margin determined at the beginning, the Management Board is entitled to a bonus in a defined amount. Deviations from this average Operating Profit margin lead to additions or deductions from this amount. The first payment of long-term incentive was made in the year of the Annual General Meeting (2024) which decided on the last year (2023) of the three-year plan (2021–2023).

### Process of the long-term incentive scheme:



**Table 2: Long-term incentive p.a. (LTI):**

	Peter Oswald <sup>1)</sup>			Franz Hiesinger <sup>1)</sup>			Roman Billiani <sup>2)</sup>		
(in thousands of EUR)	100 % Target achievement	Capping	Minimum	100 % Target achievement	Capping	Minimum	100 % Target achievement	Capping	Minimum
LEB	936	1,393	348	397	551	–	300	400	–

<sup>1)</sup> The cappings and the minimum amount of the long-term incentive of Peter Oswald and Franz Hiesinger are adjusted annually by the CPI 2015. Due to the economic development, the Management Board has waived value protection for 2024, which is therefore suspended.

<sup>2)</sup> The first-time long-term profit participation for Roman Billiani is due for the 2025 financial year and is calculated on the basis of the parameters for the years 2025–2027.

If the total entitlement to the long-term incentive achieved at the end of the observation period is less than thous. EUR 348, taking into account the additions or deductions resulting from the deviation between the target key indicator and the actual target achievement, the long-term incentive for the Chairman of the Management Board is at least thous. EUR 348. There is no such minimum long-term incentive for Franz Hiesinger and Roman Billiani.

### 1.3 Presentation of the total remuneration of the Management Board

**Table 3: Remuneration granted or owed per Management Board member in the financial years 2023 and 2024:**

	Peter Oswald		Franz Hiesinger		Roman Billiani <sup>1)</sup>	
(in EUR)	2024	2023	2024	2023	2024	2023
<b>Fixes remuneration (non-performance related)</b>	<b>1,544,331</b>	<b>1,544,331</b>	<b>720,178</b>	<b>720,178</b>	<b>446,217</b>	-
Base salary	1,276,894	1,276,894	578,294	578,294	366,881	-
Other remuneration (company car, insurance)	12,058	12,058	11,884	11,884	6,003	-
Contribution to the intercompany pension fund	-	-	130,000	130,000	73,333	-
Pension replacement payment	255,379	255,379	-	-	-	-
<b>Variable remuneration (performance related)</b>	<b>3,130,543</b>	<b>2,361,580</b>	<b>1,345,145</b>	<b>387,361</b>	<b>800,000</b>	-
Annual management bonus <sup>2)</sup>	2,671,493	1,392,976	1,111,301	-	800,000	-
Payment from previous year(s)	2,375,561	3,687,615	411,997	1,800,000	-	-
Long-term incentive	459,050	968,604	233,844	387,361	-	-
<b>Other remuneration</b>	-	-	-	-	-	-
<b>Total</b>	<b>4,674,874</b>	<b>3,905,911</b>	<b>2,065,323</b>	<b>1,107,537</b>	<b>1,246,217</b>	-
thereof relative share non-performance related	33.0 %	39.5 %	34.9 %	65.0 %	35.8 %	-
thereof relative share performance related	67.0 %	60.5 %	65.1 %	35.0 %	64.2 %	-

<sup>1)</sup> Roman Billiani will receive a fixed bonus of thous. EUR 800 for the short year 2024 if the EBIT threshold for the Group and the MM Food & Premium Packaging division is reached, as he was only appointed to the Management Board on May 1, 2024. As Roman Billiani joined the Management Board during the year, there are no comparative figures.

<sup>2)</sup> incl. minimum bonus

The remuneration granted relates to remuneration components that are economically attributable to this reporting period based on legal or contractual obligations; their final determination and payment will, however, take place only in (a) later period(s). This concerns the respective annual tranches within the 3-year observation period of the long-term incentive scheme. This does not include allocations to provisions for severance payments and pensions. These can be found in the notes to the consolidated financial statements, section 15.

The remuneration owed includes the amounts actually received by the member of the Management Board within the reporting period which are attributable to this reporting period as well as the entitlements finally acquired for this period, even if payment is not made until a later period. This concerns, inter alia, the base salary, non-monetary remuneration, pension and insurance contributions as well as the annual management bonus. The non-monetary remuneration (e.g., for company cars) is stated with taxable non-monetary remuneration values.

In the financial year 2024, post-employment benefits totaling EUR 1,417,804 (2023: EUR 4,407,649) were paid to former members of the Management Board, of which EUR 199,766 (2023: EUR 3,200,483) were paid to Andreas Blaschke.

Andreas Blaschke resigned from the Management Board with effect from October 31, 2022. The employment contract ended by mutual agreement on April 30, 2023. The annual management bonus for the financial year 2022 was paid out after the Annual Shareholders' Meeting in 2023 in accordance with the results and the contract. For the period from January 1 to April 30, EUR 199,766 were paid to Andreas Blaschke in 2024 as a compensation for non-competition.

## 1.4 Determination of the variable remuneration

Based on the achievement of the financial and non-financial performance indicators and the exceeding of the operating profit threshold as a condition for the annual management bonus, the Remuneration Committee decided on an annual management bonus for the past financial year in the following amount:

**Table 4: Entitlement to annual bonus per Management Board member in 2024**

	Peter Oswald	Franz Hiesinger <sup>1)</sup>	Roman Billiani <sup>2)</sup>
<b>Bonus for 100 % target achievement (in EUR)</b>	<b>3,029,824</b>	<b>1,256,001</b>	<b>-</b>
+ Additions/deductions per deviation from target figure			-
EBITDA	(149,556)	(59,822)	-
Earnings per share or profit for the year by divisional profit	(47,870)	(20,516)	-
ROCE	(160,905)	(64,362)	-
Reduction of occupational accidents	0	0	-
Reduction CO <sub>2</sub> /t cartonboard	0	-	-
<b>Total addition/deduction</b>	<b>(358,331)</b>	<b>(144,700)</b>	<b>-</b>
<b>Annual management bonus (without minimum bonus)</b>	<b>2,671,493</b>	<b>1,111,301</b>	<b>800,000</b>
Minimum bonus	4,062,846	1,983,158	
<b>Annual management bonus</b>	<b>2,671,493</b>	<b>1,111,301</b>	<b>800,000</b>

<sup>1)</sup> Franz Hiesinger has an additional minimum target of 80 % of the budgeted Group's operating profit for the achievement of a variable management bonus. This was not achieved in 2024.

<sup>2)</sup> Roman Billiani will receive a fixed bonus of thous. EUR 800 for the short year 2024 if the operating profit threshold for the Group and the MM Food & Premium Packaging division is reached, as he was only appointed to the Management Board on May 1, 2024.

**Table 5: Weighting of key figures in relation to annual management bonus in 2024 and 2023**

	Peter Oswald		Franz Hiesinger		Roman Billiani <sup>1)</sup>	
	2024	2023	2024	2023	2024	2023
<b>Annual management bonus (in EUR)</b>	2,671,493	1,392,976	1,111,301	0	800,000	-
<b>Weighting in %</b>						
EBITDA	29.5 %	n.a.	30.3 %	n.a.	-	-
Earnings per share or profit for the year by divisional result	33.3 %	n.a.	33.8 %	n.a.	-	-
ROCE	29.0 %	n.a.	29.9 %	n.a.	-	-
Reduction of occupational accidents	4.1 %	n.a.	6.0 %	n.a.	-	-
Reduction CO <sub>2</sub> /t cartonboard	4.1 %	n.a.	-	n.a.	-	-
<b>Total</b>	<b>100 %</b>	<b>n.a.</b>	<b>100 %</b>	<b>n.a.</b>	<b>-</b>	<b>-</b>

<sup>1)</sup> Roman Billiani will receive a fixed bonus of thous. EUR 800 for the short year 2024 if the operating profit threshold for the Group and the MM Food & Premium Packaging division is reached, as he was only appointed to the Management Board on May 1, 2024. As Roman Billiani joined the Management Board during the year, there are no comparative figures.

The weighting is not shown, as no annual management bonus was granted in the previous year. In the case of the Chairman of the Management Board, the minimum amount is granted.

**Table 6: Target achievement of the key figures in 2024 and 2023**

Key figures	Target achievement in %	
	2024	2023
EBITDA	89.1 %	68.7 %
Earnings per share	87.8 %	35.6 %
Profit for the year by divisional results	n.a.	n.a.
ROCE	83.6 %	60.2 %
Reduction of occupational accidents	100 %	100 %
Reduction CO <sub>2</sub> /t cartonboard	100 %	100 %

For the key indicators for the annual management bonus and the long-term incentive, the results of acquired companies since belonging to the Group and expenses in connection with the acquisitions are not taken into account. Furthermore, the key figures were adjusted for non-recurring income and non-recurring expenses exceeding EUR 10 million if not included in the budget. There were no adjustments in the financial years 2024 and 2023.

For the change in non-financial targets compared to the previous year, acquisitions in the year of acquisition and the following year are not to be taken into account.

Based on the expected target achievement of the average operating profit margin for the periods 2021 – 2023, 2022 – 2024 and 2023 – 2025, the following long-term incentive was granted for the 2024 and 2023 tranches:

**Table 7: Entitlement to the long-term incentive (tranche 2021–2023)**

	Peter Oswald	Franz Hiesinger
<b>Bonus for 100 % target achievement (in EUR)</b>	<b>936,491</b>	<b>396,632</b>
+ Additions/deductions per deviation from expected average operating profit margin	46,094	15,365
<b>LTI total</b>	<b>982,585</b>	<b>411,997</b>
<b>LTI tranche 2023</b>	<b>552,585</b>	<b>217,553</b>

This tranche was paid out after the 30<sup>th</sup> Annual Shareholders' Meeting on April 24, 2024.

**Table 8: Entitlement to the long-term incentive (tranche 2022–2024)**

	Peter Oswald	Franz Hiesinger
<b>Bonus for 100 % target achievement (in EUR)</b>	<b>936,491</b>	<b>396,632</b>
+ Additions/deductions per deviation from expected average operating profit margin	(140,131)	(46,710)
<b>LTI total</b>	<b>796,360</b>	<b>349,922</b>
<b>LTI tranche 2024</b>	<b>269,233</b>	<b>117,901</b>

This tranche will be paid out after the 31<sup>st</sup> Annual Shareholders' Meeting on April 30, 2025.

**Table 9: Expected entitlement to the long-term incentive (tranche 2023-2025)**

	Peter Oswald	Franz Hiesinger
<b>Bonus for 100 % target achievement (in EUR)</b>	<b>936,491</b>	<b>396,632</b>
+ Additions/deductions per deviation from expected average operating profit margin	(604,629)	(201,543)
<b>LTI total</b>	<b>348,244</b>	<b>195,089</b>
<b>LTI tranche 2024</b>	<b>18,271</b>	<b>30,605</b>

**Table 10: Expected entitlement to the long-term incentive (tranche 2024-2026)**

	Peter Oswald	Franz Hiesinger
<b>Bonus for 100 % target achievement (in EUR)</b>	<b>936,491</b>	<b>396,632</b>
+ Additions/deductions per deviation from expected average operating profit margin	(421,852)	(140,617)
<b>LTI total</b>	<b>514,639</b>	<b>256,015</b>
<b>LTI tranche 2024</b>	<b>171,546</b>	<b>85,338</b>

A possible clawback of variable components according to the remuneration policy was not applied in the financial years 2023 and 2024.

## 1.5 Annual change in total remuneration, economic performance of the Company and average remuneration of other employees of the Company

**Table 11: Annual change**

	Value for the 2024 financial year	2023 vs. 2024		2022 vs. 2023		2021 vs. 2022		2020 vs. 2021	
		Relative change	Absolute change	Relative change	Absolute change	Relative change	Absolute change	Relative change	Absolute change
(in thousand of EUR)									
Total remuneration of the Management Board members									
Peter Oswald	4,674,874	+19.7 %	768,963	-31.2 %	-1,775	-3.1 %	-180	+13.8 %	+711
Franz Hiesinger	2,065,323	+86.5 %	957,786	-59.6 %	-1,635	+25.6 %	+559	-1.9 %	-43
Roman Billiani	1,246,217	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.	n.a.
Economic performance <sup>1)</sup> (Company Performance)									
ROCE	5.6 %	-13.8 %	-90 bp	-65.6 %	-1,070 bp	+27.3 %	+350 bp	-6.6 %	-90 bp
Operating profit margin	4.7 %	0 %	0 bp	-56.5 %	-620 bp	+23.9 %	+210 bp	+3.3 %	30 bp
Earnings per share (EUR)	5.4	+24.1 %	+1.0	-74.6 %	-12.8	+82.5 %	+7.8	+17.4 %	+1.4
EBITDA (in millions of EUR)	418.5	-0.1 %	-0.5	-42.6 %	-310.9	+73.4 %	+308.9	+5.5 %	+22.1
Average remuneration of other employees (full-time equivalents)									
Employees in Austria	73.7	+5.0 %	+3	+3.2 %	+2	+7.3 %	+5	+3.3 %	+2

<sup>1)</sup> The KPIs shown are unadjusted values. For information on adjustments, please refer to table 6.

## 2 PRESENTATION OF THE TOTAL REMUNERATION OF THE MEMBERS OF THE SUPERVISORY BOARD

### 2.1 Basic Features of the Remuneration Policy

The remuneration of the shareholder representatives on the Supervisory Board for the current financial year is decided by the Shareholders' Meeting in the following year and is paid subsequently. The members of the Supervisory Board receive a basic remuneration as well as attendance fees for their work. The basic remuneration is indexed to the CPI.

### 2.2 Presentation of the total remuneration of the Supervisory Board

The members of the Supervisory Board receive an attendance fee of EUR 1,500 per presence at the meetings of the Supervisory Board or of a Committee as well as a reimbursement of their cash expenses. The respective chairman receives an additional EUR 1,500 per meeting. For several meetings personally attended on one day, the attendance fee is paid only once.

The attendance fees were paid on the basis of the following presence at meetings:

**Table 12: Overview of attendance at meetings per Supervisory Board member**

	Plenum	Presidium <sup>1)</sup>	Audit and Sustainability Committee <sup>2)</sup>	Total
Wolfgang Eder	6/6	14/15	2/2	22/23
Nikolaus Ankershofen	6/6	15/15	2/2	23/23
Johannes Goess-Saurau	5/6	14/15	1/2	20/23
Klaus Rabel	6/6	-	2/2	8/8
Alexander Leeb	6/6	-	-	6/6
Georg Mayr-Melnhof	6/6	-	-	6/6
Ferdinand Mayr-Melnhof-Saurau	6/6	-	-	6/6

<sup>1)</sup> whereby a Presidium meeting and a Supervisory Board meeting were held on the same day three times

<sup>2)</sup> whereby each Audit Committee meeting was held on the same day as a Supervisory Board meeting

The Presidium of the Supervisory Board assumes the tasks of the Personnel and Remuneration Committee, among others.

The total Supervisory Board remuneration for 2024 amounted to EUR 740,014. EUR 70,500 thereof were attributable to attendance fees for Supervisory Board activities and EUR 72,000 for committee activities.

**Table 13: Total remuneration per Supervisory Board member**

		Basic remuneration <sup>1)</sup> in EUR	Attendance fees in EUR	Total amount		
				SUM	% fix	% variable
Member of the Supervisory Board						
	<b>2024</b>	<b>175,740</b>	<b>51,000</b>	<b>226,740</b>	<b>77.5 %</b>	<b>22.5 %</b>
Wolfgang Eder Chairman (since April 26, 2023)	2023	114,829	45,000	159,829	71.8 %	28.2 %
	<b>2024</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Rainer Zellner Chairman (until April 26, 2023)	2023	57,414	12,000	69,414	82.7 %	17.3 %
	<b>2024</b>	<b>87,869</b>	<b>27,000</b>	<b>114,869</b>	<b>76.5 %</b>	<b>23.5 %</b>
Nikolaus Ankershofen Deputy Chairman	2023	86,121	28,500	114,621	75.1 %	24.9 %
	<b>2024</b>	<b>87,869</b>	<b>25,500</b>	<b>113,369</b>	<b>77.5 %</b>	<b>22.5 %</b>
Johannes Goess-Saurau Deputy Chairman	2023	86,121	28,500	114,621	75.1 %	24.9 %
	<b>2024</b>	<b>70,296</b>	<b>12,000</b>	<b>82,296</b>	<b>85.4 %</b>	<b>14.6 %</b>
Klaus Rabel Chairman Audit and Sustainability Committee	2023	68,897	12,000	80,897	85.2 %	14.8 %
	<b>2024</b>	<b>58,580</b>	<b>9,000</b>	<b>67,580</b>	<b>86.7 %</b>	<b>13.3 %</b>
Alexander Leeb	2023	57,414	9,000	66,414	86.4 %	13.6 %
	<b>2024</b>	<b>58,580</b>	<b>9,000</b>	<b>67,580</b>	<b>86.7 %</b>	<b>13.3 %</b>
Georg Mayr-Melnhof	2023	57,414	7,500	64,914	88.4 %	11.6 %
	<b>2024</b>	<b>58,580</b>	<b>9,000</b>	<b>67,580</b>	<b>86.7 %</b>	<b>13.3 %</b>
Ferdinand Mayr-Melnhof-Saurau	2023	57,414	9,000	66,414	86.4 %	13.6 %
	<b>2024</b>	<b>597,514</b>	<b>142,500</b>	<b>740,014</b>	<b>80.7 %</b>	<b>19.3 %</b>
<b>Total</b>	2023	585,624	151,500	737,124	79.4 %	20.6 %

<sup>1)</sup>Rainer Zellner received the basic remuneration for the 2023 financial year on a pro rata basis.

Vienna, March 17, 2025

Peter Oswald  
Chairman of the Management Board

Wolfgang Eder  
Chairman of the Supervisory Board

*This English version is a translation of the German original text.*