

## Corporate Governance

Practised corporate governance is of great significance to OVB. It strengthens the confidence of investors, financial markets, business partners, financial advisors, employees and the general public in the Company's management and supervision and represents an essential cornerstone of sustained business success. Executive Board and Supervisory Board feel committed to safeguard the Company's existence and a sustained increase in shareholder value through responsible corporate management with a long-term horizon.

In the following chapter, the Executive Board reports – also on behalf of the Supervisory Board – on corporate governance at OVB Holding AG in accordance with No. 3.10 of the German Corporate Governance Code. The chapter includes the statement on corporate governance pursuant to Section 289a HGB (German Commercial Code) as well as the remuneration report pursuant to Section 314 (1) no. 6 HGB.

### Statement on corporate governance

The statement on corporate governance is part of the management report.

### Working methods of Executive Board and Supervisory Board

In accordance with the statutory provisions for a German stock corporation, OVB Holding AG has a dual board system consisting of Executive Board and Supervisory Board. The third corporate body is the General Meeting of shareholders. Executive Board and Supervisory Board cooperate closely for the benefit of the Company and maintain an intensive and open dialogue on a regular basis.

### Direction and management – the Executive Board

The Executive Board of OVB Holding AG directs the Company and the Group managed by the Company on its own authority. The Board assumes its management tasks, particularly including corporate planning, the Group's strategic orientation and its control and supervision as well as the Group's financing as a corporate body. Overall responsibility of all Executive Board members notwithstanding, the individual Board members manage the responsibilities assigned to them within the scope of Executive Board resolutions on their own authority. They work together as

colleagues and inform one another constantly about the measures and transactions of relevance in their respective areas of responsibility.

The Executive Board's work is defined in detail by the rules of procedure adopted by the Supervisory Board which also determines the topics that are subject to the Executive Board's decision in full session and other formalities for the Executive Board's resolutions. The specific scope and content of the areas of responsibility assigned to the members of the Executive Board derives from a distribution-of-business plan which is part of the rules of procedure.

The Executive Board consults the Supervisory Board on the Company's strategic orientation in detail and discusses the strategy and its implementation with the Supervisory Board in regular intervals. The Executive Board reports to the Supervisory Board on all aspects of relevance to the Company relating to business development, assets and liabilities, financial position and profit/loss, planning and the achievement of goals, risk position and risk management regularly, timely and comprehensively. Deviations of the course of business from the scheduled plans and targets are discussed and explained within this framework. The Executive Board's regular and in-depth reports in the meetings of the Supervisory Board and the Audit Committee also include the subject of compliance, i.e. measures for the observance of statutory provisions and corporate guidance.

Certain Executive Board decisions of special importance require the approval of the Supervisory Board. Those cases are defined in the Executive Board's rules of procedure and relate to e.g. the acquisition of non-current assets exceeding a certain amount. The formation, acquisition, liquidation and disposal of investments require approval as well.

Executive Board resolutions are adopted in meetings held regularly – at least once a month – and chaired generally by the Chairman of the Executive Board. Furthermore, any Board member may call for the convening of a meeting. Insofar as not required otherwise by law, the Executive Board decides by simple majority. In case of a tie of votes, the Chairman has the casting vote.

### Compliance as an essential management task of the Executive Board

Compliance as a body of measures for the adherence to the law and to corporate guidelines as well as their observance by the Group companies is considered an essential

task of management and supervision at OVB. Compliance principles were implemented already in financial year 2008. Moreover, a compliance management system (CMS) was introduced, based on the three pillars “Prevent – recognize – respond”, subject to a continuous internal update process and constant review in consideration of changing legal requirements. With the regular advancement of OVB’s CMS, an important contribution is made to the systematic expansion of prevention and control measures toward the fulfilment of the value proposition OVB has made.

The paramount goal of OVB’s compliance strategy is to prevent or minimize risks from non-adherence to applicable law, internal standards and processes by taking preventive measures. In the best interest of OVB as well as its clients, shareholders and employees, the Executive Board is given support in its task of seeing to the adherence to statutory provisions and corporate guidelines and creating consistent standards for all Group companies. With the help of the compliance management system, the continuous development of OVB’s internal standards of conduct and the implementation of internal and external requirements are managed and controlled. The entire OVB management team has made it their job to bring compliance to life and to be role models in terms of compliance.

The Chief Compliance Manager is entrusted by the Executive Board with the management, monitoring and development of the organisation of compliance. He directly reports to the Executive Board member responsible for compliance. The management teams of the subsidiaries are responsible for compliance with the respective national regulations and provisions, supported by their compliance officers. Apart from the implementation and observation of all Group-internal compliance guidelines, the subsidiaries are responsible for reporting, the processing of compliance-relevant incidents, the continuous analysis of workflows with respect to potential compliance risks and the regular training and counselling of the employees.

Based on regular reports given by the Chief Compliance Manager, the Executive Board, the Supervisory Board’s Audit Committee and the Supervisory Board in full session are informed about recent developments in this field. The compliance reports also find entry into OVB’s risk management reporting. Furthermore, the compliance department is available to all employees and third parties in all issues of compliance for communication and advice. This holds true for any information (also anonymous information) relating to criminal acts or breaches of compliance regulations as well.

Appointed Members of the Executive Board of OVB Holding AG are at present:

*Michael Rentmeister*

(born 1965, on the Board since 2012, appointed until 31 December 2016)  
CEO, OVB Holding AG and  
OVB Vermögensberatung AG

*Oskar Heitz*

(born 1953, on the Board since 2001, appointed until 31 December 2015)  
CFO and COO, OVB Holding AG and  
OVB Vermögensberatung AG

*Mario Freis*

(born 1975, on the Board since 2010, appointed until 31 December 2015)  
CSO, OVB Holding AG

### Supervising and advising company management – the Supervisory Board

The Supervisory Board supervises and advises the Executive Board, appoints its members and is involved in all decisions of essential relevance to the Company. The Chairman of the Supervisory Board coordinates the corporate body’s work and chairs its meetings. Maintaining constant exchange with the Executive Board, the Supervisory Board is always informed about the business policy, corporate planning and the strategy. The Supervisory Board also adopts or rather approves the separate and consolidated financial statements as well as the management report and consolidated management report of OVB Holding AG based on its own examination and in consideration of the audit reports provided by the auditor. Within the framework of its report to the General Meeting, the Supervisory Board informs the shareholders about its work.

According to Section 10 (1) of the Articles of Association, the Supervisory Board consists of six members all of whom are elected by the General Meeting of shareholders.

The terms of the Supervisory Board members elected by the General Meeting expire as of the end of the Annual General Meeting in the year 2018 that will decide on the formal approval of the actions of the Executive Board and the Supervisory Board for financial year 2017.

The Supervisory Board has established two permanent committees to support a focused discussion of topics and

the Board's efficient performance of its tasks, providing assistance to the work in full session: the Audit Committee and the Nomination and Remuneration Committee. Within their respective scope of responsibility, the committees prepare the resolutions of the Supervisory Board as well as the topics to be addressed in full session. In each following Supervisory Board meeting a report is given on the committees' work. Completing the rules of procedure of the Supervisory Board, there are separate rules of procedure for the Audit Committee and the Nomination and Remuneration Committee.

#### **Audit Committee**

In preparing resolutions for the Supervisory Board, the four committee members particularly addresses the diligent examination of the separate and consolidated financial statements as well as the management report and the consolidated management report. The Audit Committee also concerns itself with issues of financial accounting, risk management and compliance and it examines the required independence of the auditor before the audit assignment is commissioned. The committee determines the focal points of the audit together with the auditor and decides on a fee agreement with the auditor. The Audit Committee also discusses the quarterly and half-year financial reports with the Executive Board prior to their publication.

#### **Nomination and Remuneration Committee**

This committee, consisting of the Chairman of the Supervisory Board and one other member, prepares the body of work for the Supervisory Board's full-session consideration and suggests suitable candidates to the Supervisory Board for its election proposals to the General Meeting. It also concerns itself with the composition of the Executive Board and its succession planning as well as with issues relating to the remuneration of Executive Board members.

#### **Working methods of Supervisory Board in full session and of its committees**

The Supervisory Board fulfils its supervisory and advisory functions with special diligence. Even outside of the framework of meetings, the Chairmen of Supervisory Board and Audit Committee maintain a regular exchange of information with the Executive Board. They report on significant events in the following Supervisory Board or committee meeting at the latest.

The Supervisory Board regularly reviews its own efficiency. This is generally done by way of self-inspection by analysing the answers given by Supervisory Board members on a questionnaire. The analysis and the following discussion in the Supervisory Board meeting result in suggestions for the further improvement of its work, to be implemented in full session by the Supervisory Board and by the committees if applicable.

Each Supervisory Board member discloses conflicts of interest resulting from his involvement to the Supervisory Board without delay. The Supervisory Board informs about any conflicts of interest and how they have been dealt with in its report to the General Meeting of shareholders.

The Supervisory Board of OVB Holding AG currently consists of the following members:

#### *Michael Johnigk*

(born 1953, on the Board since 2001, elected until 2018)  
Chairman of the Supervisory Board

Member of the Executive Boards of Deutscher Ring Krankenversicherungsverein a.G., Hamburg; SIGNAL Krankenversicherung a.G., Dortmund; IDUNA Vereinigte Lebensversicherung aG für Handwerk, Handel und Gewerbe, Hamburg; SIGNAL Unfallversicherung a.G., Dortmund; SIGNAL IDUNA Allgemeine Versicherung AG, Dortmund; SIGNAL IDUNA Holding AG, Dortmund

#### *Dr. Thomas A. Lange*

(born 1963, on the Board since 2013, elected until 2018)  
Deputy Chairman of the Supervisory Board

Chairman of the Executive Board of NATIONAL-BANK Essen

#### *Markus Jost*

(born 1961, on the Board since 2013, elected until 2018)  
Member of the Executive Boards of Basler Securitas Versicherungs-AG, Bad Homburg; Basler Lebensversicherungs-AG, Hamburg; Basler Sachversicherungs-AG, Bad Homburg; Managing Director of Basler Saturn Management B.V. in its capacity as general partner of Basler Versicherung Beteiligungen B.V. & Co.KG, Hamburg

#### *Wilfried Kempchen*

(born 1944, on the Board since 2012, elected until 2018)  
Businessman (ret.); former Chairman of the Executive Board of OVB Holding AG

*Jan De Meulder*

(born 1955, on the Board since 2010, elected until 2018) Chairman of the Executive Boards of Basler Lebensversicherungs-AG, Hamburg and Basler Sachversicherungs-AG, Bad Homburg; General Representative of Basler Leben AG Direktion für Deutschland and Basler Versicherung AG Direktion für Deutschland, Bad Homburg; Managing Director of Basler Saturn Management B.V. in its capacity as general partner of Basler Versicherung Beteiligungen B.V. & Co.KG, Hamburg; Member of the Corporate Executive Committee of Baloise Group, Basel, Switzerland

*Winfried Spies*

(born 1953, on the Board since 2010, elected until 2018) Chairman of the Executive Boards of Generali Versicherung AG, Munich, Generali Lebensversicherung AG, Munich, Generali Beteiligungs- und Verwaltungs AG, Munich

An overview of the members of the Executive Board, the Supervisory Board and the Supervisory Board committees of OVB Holding AG in financial year 2013 as well as their memberships in comparable corporate bodies can be found in this Report's chapter "Corporate Governance" beginning on page 103.

**Objectives for the composition of the Supervisory Board**

The decision of the Supervisory Board on election proposals to be made to the General Meeting of shareholders shall be oriented solely towards the Company's best interest. The deciding criteria are the respective candidates' individual expert knowledge and professional experience. This also applies for the independent financial expert within the meaning of Section 100 (5) AktG (German Stock Corporation Act). For the benefit of the Company, the Supervisory Board is particularly dependent on its members' specific knowledge and experience relating to the Company's business activity, the distributed products and the markets in which the Group companies operate. The Supervisory Board members' in-depth knowledge of the peculiarities of the insurance industry as well as of the market and the competition enable them to assume the statutory task of supervision efficiently and to be available to the Executive Board as competent contacts and advisors for the Company's strategic orientation and for issues of its future development. This objective with respect to the Supervisory Board's fulfilment of its tasks forbids the defi-

inition of fixed targets for its composition to be reached at a certain point in time.

**Declaration of conformity**

Section 161 AktG (German Stock Corporation Act) requires the Executive Board and the Supervisory Board of listed German stock corporations to declare at least once a year if and to what extent the German Corporate Governance Code was and is complied with and which of the Code's recommendations were or are deviated from, and for what reason.

As of 26 July 2013, Executive Board and Supervisory Board of OVB Holding AG have released the following declaration of conformity pursuant to Section 161 (1) sentence 1 AktG with respect to the recommendations of the Government Commission on the German Corporate Governance Code in its version of 13 May 2013, released in the Federal Gazette of 10 June 2013, as follows:

**» Declaration of conformity**

Section 161 AktG (German Stock Corporation Act) requires the Executive Board and the Supervisory Board of German listed stock corporations to state annually if and to what extent the German Corporate Governance Code was, and is, complied with and which of the Code's recommendations were, or are, deviated from, and for what reason.

Executive Board and Supervisory Board of OVB Holding AG hereby declare in accordance with Section 161 (1) sentence 1 AktG that the recommendations of the Government Commission on the German Corporate Governance Code in the version of 13 May 2013, released in the Federal Gazette on 10 June 2013, have been and will be complied with in the future, subject to the following deviations:

**Recommendations:**

*No. 3.8 (3) GCCG (Directors & Officers (D&O) liability insurance)*  
OVB Holding AG has so far not provided for a deductible in the D&O liability insurance policy taken out for the members of the Supervisory Board. The members of the Supervisory Board attend to their duties responsibly and in the Company's best interest. In the opinion shared by Executive Board and Supervisory Board, a deductible is not an appropriate means of further improving the Board members' sense of responsibility.

*No. 4.1.5 GCCG (consideration of diversity for executive positions)*  
According to the recommendations of the German Corporate Governance Code, the Executive Board shall pay attention

to the aspect of diversity in filling executive positions and aim for the adequate consideration of women. The Executive Board of OVB Holding AG pursues the goal of promoting women and aims at having more women assume executive positions. Women are represented in the executive hierarchies of the Group companies both in Germany and abroad. However, the Executive Board holds the view that the aspect of diversity which includes the consideration of women is not a deciding criterion for filling executive positions. For the benefit of the Company, the right choice much rather depends on management and leadership qualities, expert knowledge in response to the respective executive areas and responsibilities and professional experience.

*No. 5.1.2 (1) sentence 2 GCGC (consideration of diversity for composition of the Executive Board)*

The Supervisory Board of OVB Holding AG does not comply with the recommendation to aim for an adequate consideration of women in the composition of the Executive Board insofar as the Board feels committed to be guided in the composition of the Executive Board in the interest of the Company and its shareholders – as it was in the past – decisively by the specialist know-how, capabilities and experiences of the candidates in their respective fields of business and area of responsibility.

*No. 5.4.1 (2) GCGC (consideration of women)*

In the composition of the Supervisory Board, the aspect of diversity is generally taken into account. In the interest of the Company, the Supervisory Board will be governed in its election proposals to the Annual General Meeting by the knowledge, capabilities and expert experience of the candidates to

be suggested and not by their sex. Fixed targets to be reached at a specific point in time have not been determined, however, leading in effect to a deviation from No. 5.4.1 (2) GCGC.

*No. 5.4.5 (2) GCGC (appropriate support of the Supervisory Board members in training and further education measures)*  
Supervisory Board members shall be supported adequately by the Company in taking measures for training and further education required for fulfilling their tasks. The Company generally supports the members of the Supervisory Board in taking necessary measures for training and further education yet has not adopted any formal procedures or guidance. Therefore a deviation from No. 5.4.5 (2) GCGC is declared preventively.

*No. 5.4.6 (1) sentence 2, (2) sentence 2 GCGC (remuneration of the Supervisory Board)*

Contrary to the recommendation of the Code, the remuneration of the members of the Supervisory Board does not account for membership or chairmanship of the Supervisory Board's committees. In the opinion shared by the Company's Executive Board and Supervisory Board, the duties performed are adequately compensated by the remuneration provided for. The performance-based remuneration of the members of the Supervisory Board is not particularly oriented toward the Company's sustained development. Supervisory Board remuneration was decided by the General Meeting of shareholders; the performance-based remuneration is governed by Section 14 of the Articles of Association of OVB Holding AG and is particularly transparent and appropriate in the opinion shared by the Company's Executive Board and Supervisory Board.

Cologne, 26 July 2013

On behalf of the Executive Board



Michael Rentmeister



Oskar Heitz



Mario Freis



Michael Johnigk

On behalf of the Supervisory Board

Detailed information on this subject is also available on our website. All previously released declarations of conformity are permanently available on the website.

## Additional information on corporate governance at OVB Holding AG

### Implementation of the German Corporate Governance Code

Executive Board and Supervisory Board of OVB Holding AG concerned themselves thoroughly with conformity with the provisions of the German Corporate Governance Code (GCGC) once again in the year under review. Following intense discussion, as of 20 March 2013 and 26 July 2013 Executive Board and Supervisory Board released declarations of conformity pursuant to Section 161 (1) AktG (German Stock Corporation Act), reproduced in their entirety on the Company's website at [www.ovb.ag/InvestorRelations/CorporateGovernance/Entsprechenserklärungen](http://www.ovb.ag/InvestorRelations/CorporateGovernance/Entsprechenserklärungen), presenting and explaining the respective deviations from the recommendations and suggestions of the Code.

### Directors' dealings

In order to guarantee that potential insider information is handled in compliance with the law, OVB Holding AG keeps an insider directory, including all persons whose access to information that might have the quality of insider information is indispensable. In addition to that, directors' dealings are recorded and announcements of reportable transactions of this kind are released without delay on the Internet at [www.ovb.ag/InvestorRelations/CorporateGovernance](http://www.ovb.ag/InvestorRelations/CorporateGovernance).

### Share ownership

As of the reporting date 31 December 2013, no member of the Executive Board or the Supervisory Board held directly or indirectly more than 1 per cent of the shares issued by the Company. Even combined, the members of the Executive Board and the Supervisory Board hold an interest of less than 1 per cent in the Company's share capital. A disclosure of share ownership as required by No. 6.3 GCGC is therefore not necessary.

### Corporate Governance of OVB Holding AG on the Internet

[www.ovb.ag/InvestorRelations/CorporateGovernance](http://www.ovb.ag/InvestorRelations/CorporateGovernance)

- Directors' dealings
- Statements on corporate governance and corporate governance reports
- Declarations of conformity
- Executive Board and Supervisory Board of OVB Holding AG
- Articles of Association of OVB Holding AG
- Information on the committees

## Remuneration report

The remuneration report is part of the management report.

### Executive Board remuneration

The system of Executive Board remuneration implemented at OVB aims at giving incentive to a successful management of the Company based on sustainability. The determination of the individual remuneration of the Executive Board members is exclusively the responsibility of the Supervisory Board, following preparatory work performed by its Nomination and Remuneration Committee.

The appropriateness of the amount of remuneration is regularly reviewed by the Supervisory Board. The following criteria are considered for this review: the Company's economic situation, success and prospects, the individual Board member's respective responsibilities and functions as well as personal performance, and a horizontal and vertical comparison, taking also into consideration the relation of Executive Board remuneration compared to the remuneration of next-level executives and the staff as a whole.

The remuneration of the Executive Board members is composed of non-performance-based and performance-based components.

### *Fixed remuneration and fringe benefits*

The non-performance-based components (50 and 60 per cent of the total remuneration of the Chairman of the Executive Board and the Board's other members, respectively) consist of a fixed annual basic remuneration, paid monthly in fixed rates. The members of the Executive Board are also granted fringe benefits as remuneration in kind; these are essentially the usage of company cars and insurance premiums. As part of the remuneration these fringe benefits are generally granted to all members of the Executive

Board equally; the amounts paid depend on individual agreements.

#### *Performance-based components*

The performance-based component (50 and 40 per cent of the of the total remuneration of the Chairman of the Executive Board and the Board's other members, respectively) consists of an aggregate bonus of which half is determined on the basis of annual bonus targets (annual bonus) and half on the basis of long-term bonus criteria (variable performance component for sustained success). The volume of the variable performance component for sustained success is recorded in a bonus account allowing for a penalty rule and carried forward to the next year. The amount of the annual bonus depends on the extent to which certain quantitative targets (such as the performance of sales and earnings) and qualitative targets (such as the successful realisation of significant projects in terms of corporate strategy) have been achieved. The target figures are determined and evaluated each year in advance on the basis of the budget prepared by the Executive Board and adopted by the Supervisory Board. Quantitative targets (70 per cent company-specific targets and 10 per cent individual targets) are rated at 80 per cent and qualitative targets at 20 per cent. The bandwidth of the target definition (target corridor) for the annual bonus ranges from 75 per cent to 125 per cent relating to quantitative targets and to 150 per cent relating to qualitative targets. The annual bonus is paid in the following year after the Supervisory Board has determined the target achievement levels on the basis of the adopted separate financial statements. Criteria of the variable performance component with sustained incentive effect are the performances of EBIT and sales in the Group. The assessment basis of the variable remuneration compo-

nent derives from the moving average of the actuals achieved over the past two years and the achievement of the target in the current year. The variable remuneration component is respectively paid at one third of the balance in the following year. If the targets are partly met, the bonus is determined on a pro-rata basis. If the target level of 60 per cent is not reached, the accumulated bonus account balance is reduced (penalty rule).

Payment commitments to Executive Board members upon premature termination of Executive Board contracts in case of a change of control, so-called change-of-control clauses, are not included in the contracts of employment. The contracts provide for a severance pay cap in case of premature termination of the Executive Board contract without good cause, compliant with the recommendation under No. 4.2.3 of the German Corporate Governance Code. For the determination of the amount of severance pay, the total remuneration for the past financial year and, if applicable, the probable total remuneration for the current financial year would be taken into account.

There are no pension or benefit commitments or payments of retirement annuities in favour of or to Executive Board members acting in the reporting period by OVB Holding AG. In the event of death, the remuneration continues to be paid to the surviving dependents for a period of six months. The pension obligations to a former member of management amount to EUR 651 thousand as of the reporting date 31 December 2013 (EUR 593 thousand in the year 2012).

The Executive Board's total remuneration in 2013 was Euro 1.8 million. The total remuneration paid to Executive Board members covers all remuneration received for services to the parent and to subsidiary companies. The following table shows the remuneration paid to the individual members of the Executive Board, broken down into the respective components:

in EUR'000	Variable remuneration components										
	Fixed remuneration components		Short-term		Long-term		Fringe benefits		Total remuneration		
	2012	2013	2012	2013	2012	2013	2012	2013	2012	2013	
<b>Executive Board</b>											
Michael Rentmeister	511	509	154	176	0	201	33	38	698	924	
Oskar Heitz	321	323	64	63	64	83	27	30	476	499	
Mario Freis	236	255	44	63	48	60	10	17	338	395	
<b>Total</b>	<b>1,068</b>	<b>1,087</b>	<b>262</b>	<b>302</b>	<b>112</b>	<b>344</b>	<b>70</b>	<b>85</b>	<b>1,512</b>	<b>1,818</b>	

In addition to the remuneration listed above, a former member of the Executive Board was paid an amount of EUR 48 thousand in 2012.

Due to changes in the remuneration system as of 2013, prior-year amounts are comparable only to a limited extent. The significant increase of the variable remuneration components paid to the CEO, who assumed his position in 2012, is due to the first opportunity for the fulfilment of the decisive condition for granting the remuneration according to the previous remuneration system. This does not entail an adjustment of the contractually agreed remuneration, especially not a significant increase in remuneration.

The D&O liability insurance policy taken out for the members of the Executive Board includes the statutory deductible for Executive Board members.

#### Supervisory Board remuneration

The Supervisory Board's remuneration is governed by Section 14 of the Articles of Association of OVB Holding AG and is composed as follows:

- a fixed annual remuneration

The fixed annual remuneration is Euro 5,000 per Supervisory Board member. The Chairman of the Supervisory Board

receives 2 times and the Deputy Chairman receives 1.5 times that amount.

- a variable component

The variable component consists of a payment of 0.8 per mil of the consolidated net income for the year as reported in the approved consolidated financial statements of OVB Holding AG, issued with an unqualified audit opinion.

Supervisory Board members are also reimbursed for out-of-pocket expenses incurred in connection with their work. No additional remuneration is paid for committee memberships. Based on the consolidated net income for the year of Euro 8.0 million, total remuneration (including reimbursements) paid to Supervisory Board members in the past financial year was roughly EUR 76.0 thousand. Based on a consolidated net income of OVB Holding AG in the amount of Euro 8.1 million, the previous year's Supervisory Board remuneration (including reimbursements) had come to roughly EUR 76.7 thousand. In accordance with the guidelines, the following fixed and variable components were paid to the members of the Supervisory Board on a pro-rata-temporis basis:

in EUR'000	Fixed remuneration		Variable remuneration		Total	
	2012	2013	2012	2013	2012	2013
<b>Supervisory Board</b>						
Michael Johnigg, Chairman	10.0	10.0	6.5	6.4	16.6	16.4
Dr. Thomas A. Lange (Deputy Chairman since 21 June 2013)	0	4.0	0	3.4	0	7.4
Christian Graf von Bassewitz (Deputy Chairman until 21 June 2013)	6.4	3.5	6.5	3.0	13.0	6.5
Dr. Frank Grund (member until 21 June 2013)	5.0	2.4	6.5	3.0	11.5	5.4
Markus Jost (member since 21 June 2013)	0	2.7	0	3.4	0	6.1
Wilfried Kempchen	2.9	5.0	3.7	6.4	6.6	11.4
Jan De Meulder	5.0	5.0	6.5	6.4	11.5	11.4
Winfried Spies	5.0	5.0	6.5	6.4	11.5	11.4
<b>Total</b>	<b>34.3</b>	<b>37.6</b>	<b>36.2</b>	<b>38.4</b>	<b>70.7</b>	<b>76.0</b>

In addition to the remuneration listed above, a former member of the Supervisory Board was paid an amount of EUR 6 thousand in 2012 (EUR 3.2 thousand as fixed remuneration, EUR 2.8 thousand as variable remuneration).

No loans have been extended to members of the Executive Board or the Supervisory Board.