



**Remuneration report according to
Section 162 AktG of OVB Holding AG
for financial year 2021**



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Remuneration report according to Section 162 AktG of OVB Holding AG for financial year 2021

The remuneration report for financial year 2021 provides information about the individual remuneration of the acting and former members of the Executive Board and the Supervisory Board of OVB Holding AG. It includes detailed information on the remuneration policy, crucial for an understanding of the data, the remuneration of the services of the Executive Board members, the remuneration of the Supervisory Board members and explanations how the remuneration promotes the long-term development of OVB Holding AG.

The remuneration report has been prepared by the Executive Board and the Supervisory Board together and meets the requirements of Section 162 AktG. The Company has decided to have the report audited, beyond the scope stipulated by Section 162 (3) sentences 1 and 2 AktG, also with respect to its content by the auditor. The audit certificate prepared by the auditor, summarizing the findings of the audit, is annexed to this report. The remuneration report at hand will be submitted to the Annual General Meeting of OVB Holding AG on 15 June 2022 for approval.

Detailed information on the remuneration policies for the members of Executive Board and Supervisory Board of OVB Holding AG are available on the Company's website <https://www.ovb.eu/english/investor-relations/corporate-governance>. The remuneration report and the audit certificate on the auditor's content audit are also available for download on the website of OVB Holding AG (<https://www.ovb.eu/english/investor-relations/corporate-governance>).

Rounding makes it possible that individual numbers stated in this report will not add up exactly to stated totals and that percentages stated will not exactly reflect the absolute values they refer to.

A. Review of financial year 2021

Despite the ongoing COVID-19 pandemic and the uncertainty and challenges connected to it, financial year 2021 was a very successful financial year for OVB Holding AG. Executive Board, employees and financial agents have contributed excellent performances in these difficult times. The Company raised its forecast twice in the course of the year and closed the financial year with new record amounts for brokerage income (Euro 320.7 million after Euro 270.6 million in the previous year) and operating result (EBIT), coming to Euro 21.8 million (after Euro 14.9 million in the previous year).

The remuneration policy for Executive Board members particularly reflects the Company's orientation and economic position. As the remuneration of the members of the Executive Board is therefore closely linked to the Company's success, the outstanding performance in financial year 2021 has a direct effect on Executive Board remuneration as well.

B. Remuneration of the members of the Executive Board

The remuneration of the members of the Executive Board of OVB Holding AG for financial year 2021 as described in the following is based on the Executive Board remuneration policy adopted by the Supervisory Board on 17 March 2021 - following preparatory work performed by the Nomination and Remuneration Committee -, in effect as of 1 January 2021, developed in accordance with Section 87a (1) AktG and approved by the General Meeting of Shareholders held on 9 June 2021 with a majority of 99.99 per cent of the votes. Pursuant to Section 120a (1) AktG, the General Meeting of Shareholders of a listed company decides on the approval of the remuneration policy for Executive Board members submitted by the Supervisory Board in case of any material changes to the remuneration policy and routinely at least every four years. The Executive Board remuneration policy was applied for all acting Executive Board members in financial year 2021.

The remuneration policy approved by the General Meeting of Shareholders on 9 June 2021 is distinguished from the previous remuneration policy by establishing a remuneration ceiling. Apart from that, the performance-based variable remuneration has been adjusted to the effect that the share of long-term incentives (LTI) exceeds that of the short-term incentives (STI).

B.1 Overview of the Executive Board remuneration policy in financial year 2021

The remuneration policy for the Executive Board of OVB Holding AG targets the Company's sustained and long-term development and is aligned with the economic situation and future prospects of the Company as well as the individual performances of each Executive Board member. The Supervisory Board of OVB Holding AG is responsible for the arrangement of the remuneration policy.

The remuneration of the members of the Executive Board is composed of non-performance-based, performance-based and other remuneration components. They include:

- non-performance-based: base salary, fringe benefits and contributions to individual retirement provision
- performance-based: short-term variable remuneration (short-term incentive, STI) and long-term variable remuneration (long-term incentive, LTI)

– other components: commitments in the event of termination of Executive Board membership

The following table offers a comprehensive overview of the components of the remuneration policy applicable for Executive Board members in financial year 2021, the arrangement of the separate remuneration components and the respective objectives these components are based on.

Executive Board remuneration policy 2021

Remuneration components	Objective	Arrangement
Non-performance-based remuneration		
Base salary	Aligned with the scope of responsibilities of the respective Executive Board member; adequate base income and adequate fringe benefits as the foundation of a competitive and customary remuneration package intended to prevent inadequate risk taking	<ul style="list-style-type: none"> – Annual base salary – Monthly payment in twelve installments – CEO: EUR 440 thousand – CFO: EUR 215 thousand – COO: EUR 258 thousand
Fringe benefits		Use of company cars, provision of communication devices, assumption of costs of insurance premiums and employer's social security contributions
Retirement provision	Adequate retirement provision as the foundation of a competitive and customary remuneration package	Annual contribution of a fixed amount to a defined benefit pension fund covered by congruent reinsurance: <ul style="list-style-type: none"> – CEO: EUR 50 thousand – CFO: EUR 15 thousand – COO: EUR 30 thousand
Performance-based remuneration		
One-year variable remuneration (annual bonus, STI)	Securing and increasing the Company's success and shareholder value; long-term strengthening of profitability and market position; consideration of the overall responsibility of the Executive Board; promoting the Executive Board members' individual performances; focusing on the Group's key performance indicators	<ul style="list-style-type: none"> – EBIT: target/actual comparison (40 %) – Brokerage income: target/actual comparison (20 %) – Further individual financial and operational targets (20 %) – Individual qualitative business and sustainability targets (20 %) – Target amount at 100 % target achievement 2021: <ul style="list-style-type: none"> – CEO: EUR 132 thousand – CFO: EUR 65 thousand – COO: EUR 78 thousand – Payment in cash
Multi-year variable remuneration (LTI)	Safeguarding the Company's sustained development	<ul style="list-style-type: none"> – EBIT: average of the actuals achieved in the last two financial years as well as the budgeted amount for the current financial year (70 %) – Brokerage income: average of the actuals achieved in the last two financial years as well as the budgeted amount for the current financial year (30 %) – Target amount at 100 % target achievement in 2021: <ul style="list-style-type: none"> – CEO: EUR 162 thousand – CFO: EUR 80 thousand – COO: EUR 94 thousand – Payment in cash
Benefits in the event of termination of employment		
Consensual termination	Preventing inappropriately high severance payments	Severance limited to remaining term of employment contract or rather no more than twice the annual remuneration (severance cap)
Other remuneration provisions		
Maximum remuneration according to Section 87a (1) sentence 2 no. 1 AktG	Preventing uncontrolled high payments	Cap on variable remuneration at reaching the ceiling defined for any financial year: <ul style="list-style-type: none"> – CEO: EUR 1,100 thousand – CFO: EUR 560 thousand – COO: EUR 700 thousand

B.2 Target remuneration and remuneration ceiling

B.2.1 Target remuneration

In accordance with the remuneration policy, the respective target remuneration amounts have been determined for each Executive Board member. In defining the components, the Supervisory Board took into consideration the responsibilities and functions of each member of the Executive Board and thus also the different requirements directed at the respective Executive Board member. The Supervisory Board also particularly factored into its decision the Company's economic situation, market environment and future prospects.

The total target compensation encompasses all remuneration components and is the total of any given year's

remuneration amounts in case of target achievement at one hundred per cent. As the total target compensation applies only upon the achievement of all predefined targets, it offers an incentive for the Executive Board members' performances and thus also for a strong business performance. An overachievement of the predefined targets can lead to an increase in total remuneration which however is limited by the respectively determined remuneration ceiling (B.2.2).

The following table shows the individual total target remuneration of each Executive Board member as well as the separate remuneration components of the total target remuneration. The percentages indicating the relative share of the remuneration components in the total target compensation can be found in the table in brackets after the corresponding amounts.

Target remuneration for financial year 2021			
EUR'000 (%)			
Remuneration component	Mario Freis CEO	Frank Burow CFO	Thomas Hücker COO
Base salary	440.0 (58.7)	215.0 (54.6)	258.0 (55.1)
Fringe benefits	15.8 (2.1)	34.5 (8.7)	37.8 (8.1)
One-year variable remuneration (STI)	132.0 (17.6)	65.0 (16.5)	78.0 (16.7)
Multi-year variable remuneration (LTI)	162.0 (21.6)	80.0 (20.3)	94.0 (20.1)
Target total remuneration	750.0	395.0	468.0
Retirement provision (annual benefits)	50.0	15.0	30.0

B.2.2 Remuneration ceiling

In accordance with Section 87a (1) sentence 2 no. 1 AktG, the Supervisory Board provided for a binding maximum remuneration (remuneration ceiling) in the remuneration policy with respect to the annual total remuneration of each individual Executive Board member, comprising all non-performance-based and performance-based remuneration components.

The remuneration ceiling thus represents a total ceiling amount for the individual Executive Board members and corresponds to the maximum accrual of funds for the respective financial year. The following table depicts the remuneration ceiling of the individual Executive Board members for financial year 2021.

Remuneration ceiling of Executive Board members 2021			
EUR'000			
Remuneration component	Mario Freis CEO	Frank Burow CFO	Thomas Hücker COO
Base salary	440.0	215.0	258.0
Fringe benefits	15.8	34.5	37.8
Ceiling one-year variable remuneration	171.6	84.5	101.4
Ceiling multi-year variable remuneration (bonus account)	324.0	160.0	188.0
Retirement provision (annual benefits)	50.0	15.0	30.0
Remuneration ceiling (maximum remuneration amount)	1,100.0	560.0	700.0

Compliance with the remuneration ceiling in financial year 2021 can only be reviewed or rather safeguarded in the year 2024 as only then the final remuneration

component for financial year 2021 will be determined and accrued by the members of the Executive Board.

B.3 Separate remuneration components and amounts of Executive Board remuneration for financial year 2021

B.3.1 Non-performance-based remuneration

Fixed non-performance-based remuneration components include base salary and fringe benefits.

Fringe benefits contain the use of company cars, the provision of communication devices and technology, the payment of insurance premiums all Executive Board members are generally entitled to equally yet subject to different amounts depending on each member's personal situation, and employer's social security contributions.

The Executive Board members also receive contributions to a defined benefit pension fund with congruent reinsurance coverage in support of the Executive Board member and his or her surviving dependents. Further information on this can be found in chapter B.4 "Contributions to a defined benefit pension fund with congruent reinsurance coverage".

B.3.2 Variable remuneration

Variable performance-based remuneration consists of short-term variable remuneration (short-term incentive, STI) and long-term variable remuneration (long-term incentive, LTI).

Both components are linked to the Executive Board's performance and aim at the sustained increase in shareholder value and a performance-based corporate management.

They are intended to promote the Executive Board's orientation towards long-term and sustainable management. For this reason the share of multi-year performance-based remuneration components is adequately high. At the same time, the responsibilities and the performances of the Executive Board as a whole and of each of its members are taken into consideration.

B.3.2.1 Short-term variable remuneration (short-term incentive, STI)

The STI is aligned with OVB Group's financial, business, operational and strategic successes achieved over the financial year. Prior to the beginning of each financial year, the Supervisory Board considers the recommendations of the Nomination and Remuneration Committee and determines the specific performance criteria, indicators and focus topics including the methods for performance evaluation based on corporate budgeting prepared by the Executive Board and approved by the Supervisory Board and defines the respective shares in the STI.

OVB Holding AG prioritizes securing and increasing the business success as well as the shareholder value in all aspects of relevance. Thus profitability and market position of OVB Holding AG are intended to be strengthened for the long term. Profitable and efficient management is also meant to be incentivized. Apart from classic earnings indicators, objectives that are essential for the Company's sustained development such as the implementation of the corporate strategy, the development of new business areas and markets or an optimization of the current market position are taken into account in particular. Sustainability targets are also accounted for. The performance criteria are determined on the basis of suitable key indicators established in the Company. The Supervisory Board ascertains that its definition of targets is challenging and ambitious.

Quantitative targets account for 80 per cent of the STI, qualitative targets amount to 20 per cent. The relative composition provides for 40 per cent for the operating result (EBIT), 20 per cent for brokerage income (sales), 20 per cent for other financial and operational targets and another 20 per cent for qualitative targets with one sustainability target among them. The target corridor for the annual bonus ranges from 75 per cent to 125 per cent of the STI regarding quantitative targets and up to 150 per cent regarding qualitative targets.

In the first Supervisory Board meeting after the end of any financial year, the actual STI target achievement of each Executive Board member is established by the Supervisory Board on the basis of the adopted annual financial statements.

The following table depicts the achievement of the STI target criteria in financial year 2021:

	Presentation of performance criteria for the STI 2021	Relative share	Target value (100% target achievement)	Actual FY 2021	Target achievement in %
OVV Holding AG (CEO, CFO and COO)					
	EBIT Group 2021 (EUR million)	40 %	14.7	21.8	125.0*
	Brokerage income Group 2021 (EUR million)	20 %	272.4	320.7	117.7
	EBIT Southern and Western Europe segment (EUR million)	10 %	6.6	9.1	125.0*
	Expansion of productivity in sales	10 %	Expansion of sales capacity		81.1
	Sustained corporate development based on strategy "OVV Evolution 2022"	10 %	Significant progress in ongoing digitization; notable increase in share of digital contract signings; positive feedback in sales strategy committee 02/2022		125.0*
	Assessment criteria are among others the completion of the implementation schedule for 2021, particularly with respect to sustainability promoting strategic measures such as "digitization of sales documents" or "introduction of OVV EASY"				
Mario Freis, CEO	Sustained expansion of the sales force	10 %	Further expansion of digital platforms such as "Personal Development" and "Leadership Control" optimizes the induction of new financial agents; sales executives are supported in their management functions even more systematically		125.0*
	Assessment criteria are among others further qualitative strategic measures for the sustained expansion of the financial agent base				
Frank Burow, CFO	Further development of compliance, risk and internal control management systems	10 %	Launch of the project Compliance 2.0; further expansion of risk management; extension of anti-money-laundering compliance system		100.0
	One of the assessment criteria is the further improvement of the risk position				
Thomas Hücker, COO	Implementation of key topics of IT portfolio management for OVV Group	10 %	Successful rollout of "OVV EASY" in Italy and Croatia, project launch Switzerland/Belgium and introductory project Slovenia, EU data centre migration Belgium; introductory project "OVV EASY" Slovenia		100.0
	Assessment criteria are among others the Group-wide rollout management "OVV EASY" and the support of IT and processes in select operating subsidiaries				

*Target achievement is limited to 125.0 % due to a defined target corridor.

The STI for this financial year resulting from the achievement of the target criteria in financial year 2021 is depicted in the following table:

Amount of annual bonus in financial year 2021	Target achievement in %	2021 in EUR'000
Executive Board		
Mario Freis, CEO	119.15	157.3
Frank Burow, CFO	116.65	75.8
Thomas Hücker, COO	116.65	91.0

Full consideration of the performances rendered over the period from 1 January 2021 to 31 December 2021 entails that the payment of the aforementioned amounts

can only be made after the end of the year under review. The STI amounts disclosed in the table reflect the accruals in financial year 2022.

B.3.2.2 Long-term variable remuneration (long-term incentive, LTI)

With respect to long-term variable remuneration (long-term incentive, LTI), earnings targets are intended to be achieved over a longer period of time for the purpose of safeguarding the Company's sustained development. Share-based payment is not provided for. Remuneration is meant to be based solely on factors the Executive Board is able to influence.

In order to be able to adequately consider the performances of each Executive Board member and the Executive Board as a whole, the LTI is paid as key indicator based remuneration referring to a three-year performance period and administered as an individual balance within the framework of a bonus account. A penalty rule applies to long-term variable remuneration.

The LTI is based on two financial targets representing two key performance indicators of OVB Holding AG (operating result (EBIT) and brokerage income). The relative shares are 70 per cent for the operating result and 30 per cent for brokerage income.

Prior to the beginning of each financial year, the LTI target amount is determined.

The basis of calculation of the LTI of any financial year is derived from the moving average of the actuals achieved over the last two financial years as well as the achievement of the budgeted value in the financial year. From target achievement of 80 per cent up to 200 per cent, the achieved bonus amount is credited to the bonus account. Target achievement of between 60 per cent and 79.99 per cent does not impact the balance in the bonus account. If the target achievement level is below 60 per cent (between 0 and 59.99 per cent target achievement), the accumulated balance in the bonus account is reduced by the respective negative amount (penalty rule).

In the first Supervisory Board meeting after the end of any financial year, the actual LTI target achievement of each Executive Board member is established by the Supervisory Board.

The balance in the bonus account remaining after allocation to the account or offsetting against the penalty is paid at one third of the balance respectively in the following year together with the STI after the close of the Annual General Meeting.

The following table shows the achievement of the LTI target criteria in financial year 2021:

Performance criteria for the LTI 2021	Relative share	Target value (100% target achievement)	Actual FY 2021	Target achievement in %
OVB Holding AG (CEO, CFO and COO)				
EBIT Group 2021 (EUR million)	70 %	14.6	21.8	148.8*
Brokerage income Group 2021 (EUR million)	30 %	266.9	320.7	119.7*

*calculation based on EUR'000

Based on the agreed targets and target achievement in financial year 2021, the resulting annual LTI bonus pay-

ments to the individual Executive Board members come to the following amounts:

Annual bonus payment for financial year 2021	Actual target achievement in % for financial year 2021	Annual bonus LTI payment 2021 (for services performed in 2021) in EUR'000
Executive Board		
Mario Freis, CEO	140.07	164.6
Frank Burow, CFO	140.07	37.4
Thomas Hücker, COO	140.07	95.0

The amounts disclosed in the table above reflect the LTI accrual in financial year 2022. The basis of LTI calculation is derived from the average of the actuals

achieved in financial years 2019 and 2020 as well as the achievement of the budgeted amount in financial year 2021.

B.3.2.3 Benefits linked to the termination of employment

In case of termination of an Executive Board member's employment contract, outstanding variable remuneration components due for the period up to termination of the contract are paid in the following year. The remaining balance in the bonus account as of termination of Executive Board membership is offset against the LTI target achievement amount of the previous financial year. The entire payment of the existing balance in the bonus account is also made in the following year after adoption of the annual financial statements.

B.3.2.4 Severance cap

In case of premature termination of Executive Board membership and consensual termination of the employment contract, the total amount of the benefits to be paid by the Company to the respective Executive Board member within the framework of such an agreement is limited to the amount of the total remuneration owed

by the Company for the initially remaining term of the employment contract and cannot exceed the amount of twice the annual remuneration.

Commitments for benefits to Executive Board members in the event of premature termination of Executive Board membership as a result of a change of control are not part of the employment contracts concluded.

B.4 Contributions to a defined benefit pension fund with congruent reinsurance coverage

The Executive Board members receive contributions to a defined benefit pension fund with congruent reinsurance coverage in support of the Executive Board member and his or her surviving dependents. In fulfillment of that pension commitment, the Company makes contributions paid either in twelve monthly installments, annually or semi-annually to the pension fund. The amounts of such payments are determined individually. The amounts of the respective commitments for financial year 2021 are disclosed in the following table.

Annual contributions to pension fund	2021 in EUR'000
Executive Board	
Mario Freis, CEO	50.0
Frank Burow, CFO	15.0
Thomas Hücker, COO	30.0

B.5 Remuneration paid and owed with respect to financial year 2021

The following table contains a list of remuneration paid and owed to all acting members of the Executive Board of OVB Holding AG. Former members of the Executive Board have not been paid remuneration for financial year 2021.

Paid remuneration is the remuneration of the financial year in which the services on which the remuneration is based have been performed completely.

Owed remuneration is such remuneration which is due but has not been paid yet.

The fixed remuneration components stated in the table correspond to the paid base salary and the applicable fringe benefits.

The short-term variable remuneration (short-term incentive, STI) disclosed in the table corresponds to the remuneration for which the underlying services have been performed fully in financial year 2021. Stated are insofar the accruals in financial year 2022.

The amounts of long-term variable remuneration (long-term incentive, LTI) disclosed in the table reflect the accruals in financial year 2022. The basis of LTI calculation is derived from the average of the actuals achieved in financial years 2019 and 2020 as well as the achievement of the budgeted amount in financial year 2021.

Pursuant to Section 162 (1) sentence 2 no. 1 AktG, the remuneration report also includes the relative share of all fixed and variable remuneration components in the total remuneration, in addition to the remuneration amounts.

Paid and owed remuneration of the members of the Executive Board

Acting Executive Board members	Fixed components			Share of fixed remuneration in total remuneration	Variable components			Share of STI in total remuneration	Share of LTI in total remuneration	Total remuneration
	Base salary	Fringe benefits	Total		STI (short-term incentive)	LTI (long-term incentive)	Total			
	EUR'000	EUR'000	EUR'000		%	EUR'000	EUR'000			
Mario Freis, CEO	440.0	15.8	455.8	58.6	157.3	164.6	321.9	20.2	21.2	777.7
Frank Burow, CFO	215.0	34.5	249.5	68.8	75.8	37.4	113.2	20.9	10.3	362.7
Thomas Hücker, COO	258.0	37.8	295.8	61.4	91.0	95.0	186.0	18.9	19.7	481.8
Total	913.0	88.1	1,001.1	61.7	324.1	296.9	621.1	20.0	18.3	1,622.2

Benefits to members of the Executive Board have been neither promised nor paid by any third party with respect to their membership of the Executive Board of OVB Holding AG in financial year 2021. If a member of the Executive Board takes on a position on a Supervisory Board within the Group, such activity is deemed fully compensated by that member's remuneration for his or her membership of the Executive Board of OVB Holding AG.

B.6 Review of appropriateness of Executive Board remuneration

The Supervisory Board has reviewed the amounts and the structure of Executive Board remuneration in financial year 2021 once again.

After commissioning an independent remuneration expert, fringe benefits such as the provision for surviving dependents and disability pensions have been analyzed on the basis of a peer group of companies compiled for comparability with OVB Holding AG in as many aspects as possible regarding the criteria company size, business sector, country and international orientation, legal form, capital market orientation and relevant job market. This resulted in the finding that the amounts of the corporate pension scheme are in the lower range of the market of comparison both in relation to the base salary and in absolute terms. It has also been identified that neither a disability pension nor a provision for surviving dependents (survivor's pension) is provided for and that harmonization is indicated among the members of the Executive Board with respect to the different arrangement of

the non-forfeiture of corporate pension scheme benefits. Against this backdrop, the Supervisory Board of OVB Holding AG has adopted an amendment to the Executive Board remuneration policy in its meeting of 18 March 2022, to be submitted to the General Meeting of Shareholders on 15 June 2022 for approval.

B.7 Outlook financial year 2022

The STI will continue to include quantitative targets at 80 per cent and qualitative targets at 20 per cent (relative share: 40 per cent for the operating result (EBIT), 20 per cent for brokerage income, 20 per cent for other financial and operational targets, 20 per cent for qualitative targets, one of which will be a sustainability target) in financial year 2022.

The LTI is based on two financial targets (operating result and brokerage income). The relative shares are 70 per cent for the operating result and 30 per cent for brokerage income.

The Supervisory Board of OVB Holding AG has determined the performance criteria for STI and LTI of financial year 2022 in its meeting of 7 December 2021.

In order not to reveal information in advance that is of relevance to the competition and thus confidential, the selection of financial performance criteria will be disclosed and explained ex post. Non-financial performance criteria are not explained in depth in view of conflicting strategically important objectives.

C. Remuneration of the members of the Supervisory Board

C.1 Supervisory Board remuneration policy

The remuneration policy for the members of the Supervisory Board for financial year 2021 was adopted by the General Meeting of Shareholders on 5 June 2018, in effect as of the beginning of the 2018 financial year. It is included in Section 14 of the Articles of Association. In accordance with Section 113 (3) AktG, the remuneration of the members of the Supervisory Board including the Supervisory Board remuneration policy has been approved by resolution of the General Meeting of Shareholders held on 9 June 2021 with a majority of 99.99 per cent of the share capital represented. The provision included in the Articles of Association is available on the Company's website at www.ovb.eu/english/investor-relations/corporate-governance.

Compliant with Section 14 of the Articles of Association of OVB Holding AG, Supervisory Board remuneration is arranged as fixed remuneration solely. The Chairperson of the Supervisory Board receives a fixed remuneration of EUR 30,000 per financial year. His or her deputy is paid EUR 22,500. The other members of the Supervisory Board are paid a fixed annual remuneration of EUR 15,000. Committee membership is remunerated in addition to that as follows:

The members of the Audit Committee receive an additional annual compensation of EUR 7,500. This amount is raised to EUR 15,000 for the chairperson of this committee.

The members of the Nomination and Remuneration Committee receive an additional compensation of EUR 5,000 per financial year. This amount is raised to EUR 10,000 for the chairperson of this committee.

The value-added tax levied on Executive Board remuneration is reimbursed as well.

Apart from the remuneration, members of the Supervisory Board receive payments in reimbursement of their expenses.

If members of the Supervisory Board leave the Supervisory Board or one of its committees whose membership is additionally remunerated in the course of a financial year, their remuneration is paid pro rata temporis.

The fixed remuneration as well as the remuneration for committee membership is due as of the end of the respective financial year. Members of the Supervisory Board neither receive loans nor advance payments by the Company.

C.2 Amounts of Supervisory Board remuneration for financial year 2021

Total remuneration of the members of the Supervisory Board (expenses not included) added up to EUR 165.1 thousand in financial year 2021 (previous year: EUR 165.1 thousand). Of this amount, EUR 52.5 thousand (previous year: EUR 52.5 thousand) were accounted for by remuneration for membership of the Supervisory Board committees.

The following table depicts the Supervisory Board remuneration in accordance with Section 162 (1) sentence 1 AktG paid and owed to all persons who were members of the Supervisory Board in the years 2021 and 2020. The payment of Supervisory Board remuneration for financial year 2021 is made in March 2022.

Pursuant to Section 162 (1) sentence 2 no. 1 AktG, the remuneration report also includes the relative share of all remuneration components in the total remuneration, in addition to the remuneration amounts. The respective percentages can be found in the following table in brackets after the corresponding amounts.

(EUR'000)	Fixed remuneration		Committee remuneration		Total remuneration	
	2020 (%)	2021 (%)	2020 (%)	2021 (%)	2020	2021
Michael Johnigk	30.0 (70.6)	30.0 (70.6)	12.5 (29.4)	12.5 (29.4)	42.5	42.5
Dr. Thomas A. Lange	22.5 (60.0)	22.5 (60.0)	15.0 (40.0)	15.0 (40.0)	37.5	37.5
Maximilian Beck	15.0 (66.7)	6.6* (66.7)	7.5 (33.3)	3.3* (33.3)	22.5	9.9*
Markus Jost	15.0 (46.2)	15.0 (46.2)	17.5 (53.8)	17.5 (53.8)	32.5	32.5
Wilfried Kempchen	15.0 (100)	15.0 (100)	0 (0)	0 (0)	15.0	15.0
Harald Steirer	15.0 (100)	15.0 (100)	0 (0)	0 (0)	15.0	15.0
Julia Wiens	0 (0)	8.5** (66.7)	0 (0)	4.2** (33.3)	0	12.7**
Total		97.5	52.5	52.5	165.0	165.1

* Pro rata temporis remuneration for 160 days (Member of the Supervisory Board until 9 June 2021)

** Pro rata temporis remuneration for 206 days (Member of the Supervisory Board since 9 June 2021)

D. Comparative presentation of the development of remuneration and earnings

The following table depicts the relative annual change in the remuneration of Executive Board and Supervisory Board members, the average remuneration of the employees of OVB Holding AG based on full-time employment as well as the earnings performance of OVB Holding AG in the year under review compared to the previous year. The earnings performance is indicated by the key figure of the Group's operating result (EBIT) according to IFRS on the one hand. The Group's brokerage income is also stated according to

IFRS. As key performance indicators of the Group, both figures are also basic data for the financial targets included in the variable remuneration of the Executive Board. In addition to that, the net income of OVB Holding AG according to HGB is disclosed.

For the members of the Executive Board and the Supervisory Board, the presentation refers to the remuneration paid and owed in the financial year in accordance with Section 162 (1) sentence 1 AktG.

The presentation of the average remuneration of employees is based on the employees of Cologne based OVB Holding AG, the Group's parent company.

Development of Executive Board and Supervisory Board remuneration in relation to the remuneration of the Company's employees and the Company's earnings performance

	2021 over 2020 Change in %
Remuneration of board members	
Acting Executive Board members	
Mario Freis	+ 6.3
Frank Burow (Member of the Executive Board since 1 January 2021)	n/a
Thomas Hücker	+7.1
Acting Supervisory Board members	
Michael Johnigk	0
Dr. Thomas A. Lange	0
Markus Jost	0
Wilfried Kempchen	0
Harald Steirer	0
Julia Wiens (Member of the Supervisory Board since 9 June 2021)	n/a
Earnings performance of the Company	
Brokerage income - Group (IFRS)	+ 18.5
EBIT - Group (IFRS)	+ 46.2
Net income of OVB Holding AG (HGB)	+ 30.9
Average remuneration of employees	+1.5

The information provided for members of the Executive Board and the Supervisory Board as well as the employees of OVB Holding AG is based on the remuneration paid and owed in financial year 2021 in accordance with Section 162 (1) sentence 1 AktG. The transitional provision pursuant to Section 26j Introductory Act to the Stock Corporation Act has been applied.

E. Other information

OVB Holding AG has purchased D&O liability insurance for board members as well as certain employees of the Company and OVB Group. This insurance covers the personal liability risk in the event that the insured per-

sons are held liable for financial losses incurred in the course of their work. For members of the Executive Boards of OVB Holding AG and OVB Vermögensberatung AG, respective insurance policies provide for a deductible in compliance with Section 93 (2) sentence 3 AktG.

Auditor's Report

OVB Holding AG
Cologne

Remuneration Report pursuant to § 162 AktG for the
Financial Year from 1 January to 31 December 2021

Auditor's Report

To OVB Holding AG, Cologne

We have audited the remuneration report of OVB Holding AG, Cologne, for the financial year from 1 January to 31 December 2021 including the related disclosures, which was prepared to comply with § [Article] 162 AktG [Aktiengesetz: German Stock Corporation Act].

Responsibilities of the Executive Directors and the Supervisory Board

The executive directors and the supervisory board of OVB Holding AG are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of § 162 AktG. The executive directors and the supervisory board are also responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibilities

Our responsibility is to express an opinion on this remuneration report, including the related disclosures, based on our audit. We conducted our audit in accordance with German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (Institute of Public Auditors in Germany) (IDW). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report, including the related disclosures, is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts including the related disclosures stated in the remuneration report. The procedures selected depend on the auditor's judgment. This includes the assessment of the risks of material

misstatement of the remuneration report including the related disclosures, whether due to fraud or error.

In making those risk assessments, the auditor considers internal control relevant to the preparation of the remuneration report including the related disclosures. The objective of this is to plan and perform audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the executive directors and the supervisory board, as well as evaluating the overall presentation of remuneration report including the related disclosures.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Audit Opinion

In our opinion, based on the findings of our audit, the remuneration report for the financial year from 1 January to 31 December 2021, including the related disclosures, complies in all material respects with the accounting provisions of § 162 AktG.

Reference to an Other Matter - Formal Audit of the Remuneration Report according to § 162 AktG

The audit of the content of the remuneration report described in this auditor's report includes the formal audit of the remuneration report required by § 162 Abs. [paragraph] 3 AktG, including the issuance of a report on this audit. As we express an unqualified audit opinion on the content of the remuneration report, this audit opinion includes that the information required by § 162 Abs. 1 and 2 AktG has been disclosed in all material respects in the remuneration report.

Restriction on use

We issue this auditor's report on the basis of the engagement agreed with OVB Holding AG. The audit has been performed only for purposes of the company and the auditor's report is solely intended to inform the company as to the results of the audit. Our responsibility for the audit and for our auditor's report is only towards the company in accordance with this engage-

ment. The auditor's report is not intended for any third parties to base any (financial) decisions thereon. We do not assume any responsibility, duty of care or liability towards third parties; no third parties are included in the scope of protection of the underlying engagement. § 334 BGB [Bürgerliches Gesetzbuch: German Civil Code], according to which objections arising from a contract may also be raised against third parties, is not waived.

Düsseldorf, 31 March 2022

PricewaterhouseCoopers GmbH
Wirtschaftsprüfungsgesellschaft

Michael Peters
Wirtschaftsprüfer
(German Public Auditor)

Michael Kilbinger
Wirtschaftsprüfer
(German Public Auditor)