

Annex to item 6

Remuneration system members of the Supervisory Board in accordance with Sections 113(3), 87a (1) sentence 2 AktG

1. Text of Article 21 of the Articles of Association

“Article 21 Remuneration of the Supervisory Board

- (1) The Annual General Meeting resolves the payment of any remuneration to members of the Supervisory Board and its amount in accordance with the statutory provisions.
- (2) The members of the Supervisory Board are included in a financial loss liability insurance policy taken out by the company for the members of the Management Board and the Supervisory Board at standard market conditions.
- (3) Each member of the Supervisory Board is reimbursed for expenses incurred in the performance of his duties. Furthermore, the members of the Supervisory Board will be reimbursed for any VAT payable on the reimbursement of expenses or Supervisory Board remuneration resolved by the Annual General Meeting, provided that they are entitled to bill the company for VAT separately and exercise this right.”

2. Wording of the proposed resolution to the Annual General Meeting on June 24, 2021

“The members of the Supervisory Board of NFON AG receive – in addition to reimbursement of expenses in accordance with the Articles of Association of NFON AG – the following cash remuneration:

- a) an annual basic remuneration payable after the end of the financial year of EUR 75,000.00 for the Chairman of the Supervisory Board, EUR 60,000.00 for the Deputy Chairman of the Supervisory Board and EUR 40,000.00 for the other members of the Supervisory Board (in each case plus any value added tax);
- b) for each meeting of the Supervisory Board (plenary session), in which they have participated in full, an additional attendance fee payable at the end of the financial year of EUR 1,000.00 (plus any VAT that may be payable in each case)

This remuneration also compensates members for being members of and chairing committees. Supervisory Board members, who are members of the Supervisory Board or chair the Supervisory Board for only part of the financial year, receive the relevant remuneration in lit. a) pro rata temporis. It is rounded up to whole months.

The compensation pursuant to the above lit. a) and b) shall also be paid to the members of the Supervisory Board for the period from July 1, 2021 in the following fiscal years, unless the Annual General Meeting resolves otherwise.”

3. Principles of the remuneration system

The Supervisory Board advises and monitors the Management Board. It is closely involved in key operational and strategic issues affecting the company. The Supervisory Board remuneration should therefore be appropriate to the tasks of Supervisory Board members and the situation of the company. Appropriate Supervisory Board remuneration that is in line with the market promotes business strategy and the long-term development of the company.

Following the suggestion of the German Corporate Governance Code, the company’s Supervisory Board remuneration consists solely of a fixed remuneration. This is consistent with the Board’s function as an independent advisory and supervisory body within the framework of German stock corporation law.

4. Procedures for determining, reviewing and implementing the remuneration system

In accordance with Section 113(3) sentence 1 AktG, a resolution on the remuneration of members of the Supervisory Board is adopted by the Annual General Meeting following a proposal by the Supervisory Board and the Management Board at least every four years. Here, the Annual General Meeting may either only confirm the remuneration of the Supervisory Board or amend the regulations of the Articles of Association on the Supervisory Board or the amount and structure of the remuneration by resolution.

At regular intervals, but at least every four years, the Supervisory Board and Management Board will carry out a review to determine whether the amount and structure of the remuneration are still in line with the market and are appropriate to the tasks of the Supervisory Board and the situation of the company. The Supervisory Board will carry out a horizontal market comparison for this purpose. It may seek advice from an independent expert for this purpose. If there are grounds for amending the remuneration system for the Supervisory Board, the Supervisory Board and Management Board will submit a proposal to amend the regulations governing the Supervisory Board's remuneration to the Annual General Meeting.

5. Overview of the components of the Supervisory Board's remuneration

In addition to an appropriate basic remuneration, the structure of the Supervisory Board remuneration at NFON take account of the additional workload incurred by the Chairman of the Supervisory Board, the Deputy Chairman and the expenditure incurred in attending meetings.

a) Basic compensation

The annual basic compensation for a Supervisory Board member amounts to EUR 40,000.00.

b) Supplements for additional responsibilities

The Chairman of the Supervisory Board receives an annual basic salary of EUR 75,000.00.

The higher basic salary paid to the Chairman of the Supervisory Board is due to his elevated position. He is available as the primary point of contact for the Chairman of the Management Board and other Management Board members outside meetings and between meetings. He coordinates and organises the work of the Supervisory Board. In his function as Deputy Chairman, he receives an annual basic remuneration of EUR 60,000.00.

c) Attendance fees

Supervisory Board members receive an attendance fee of EUR 1,000.00 for attending a meeting of the Supervisory Board.

6. Due date; pro rata payment

The basic salary and the attendance fee are payable in each case after the end of a financial year. Supervisory Board members, who are members of the Supervisory Board or chair the Supervisory Board for only part of a financial year, receive the respective basic salary or attendance fee pro rata temporis rounded up to whole months.

7. Reimbursement of expenses

Members of the Supervisory Board will be reimbursed for expenses incurred in exercising their duties and for any VAT that is legally owed by them.

8. D&O insurance

The members of the Supervisory Board are included in a financial loss liability insurance policy taken out at standard market conditions (D&O insurance).

9. Remuneration-related legal transactions

Remuneration-related legal transactions in accordance with Section 87a(1) sentence 2 number 8 are not concluded with members of the Supervisory Board.

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