

Remuneration Report 2023

The following remuneration report (the “**remuneration report**”) proves a clear and intelligible presentation and supplementary explanations of the individual remuneration granted and owed to the present and former members of the Board of Directors and Supervisory Board of InTiCa Systems SE (subsequently referred to as “the company”), which still operated for part of 2023 as a German joint stock company under the name "InTiCa Systems AG")- Remuneration “granted” is deemed to be all amounts that were paid to the individual members of the Board of Directors and Supervisory Board in 2023, while remuneration “owed” is deemed to be all amounts that are legally due but have not yet been paid. The remuneration report complies with the requirements of sec. 162 of the German Companies Act (AktG) and reports transparently and in full on the remuneration of the Board of Directors and Supervisory Board in 2023.

To enhance readability, the masculine form is used for all persons referred to in this report. It refers to persons of all genders.

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A. Review of the 2023 financial year

I. Economic conditions in 2023

Global economic growth continued to weaken slightly in 2023. While the global economy initially posted significant growth in the first quarter of the year, in the summer half-year the pace of expansion was only moderate and momentum declined further towards the end of the year. Moreover, momentum varied considerably between regions. In the advanced economies, the US economy remained strong throughout the year (+2.5%), whereas the euro-zone economy increasingly trod water (+0.5%). The Germany economy (-0.3%) slowed considerably relative to other major European countries in 2023. Companies were held back by poor sentiment, high uncertainty and unfavourable financing conditions. In view of the structural problems in Germany, recovery from the economic low is likely to be prolonged. Even globally, there is no sign of a strong upswing.

The geopolitical uncertainty and the transformation of the industrial landscape are bringing changes that InTiCa Systems cannot escape. As a consequence, considerably higher volatility of order offtake is again visible in both segments. Customers often make changes at very short notice, so the quality of planning by OEMs is no longer as stable as in the past. Orders on hand remained solid at around EUR 99 million at year-end (December 31, 2022: around EUR 95 million), but the volatility of order offtake has recently increased again.

For more detailed information on the economic position of InTiCa Systems SE and the Group in 2023, please see the Annual Report of InTiCa Systems SE. The Annual Report of InTiCa Systems SE for 2023 is available on the company's website at <https://www.intica-systems.com/pre/publications.html>.

II. Composition of the company's Board of Directors and Supervisory Board

The company's Annual General Meeting on July 15, 2022 resolved to alter the legal form of InTiCa Systems AG to a European corporation (*Societas Europaea, SE*) operating as "InTiCa Systems SE". The conversion became effective on March 10, 2023, when it was entered in the commercial register at Passau district court. The term of office of the members of the Board of Directors of InTiCa Systems AG ended when the conversion to an SE became effective. The Supervisory Board of InTiCa Systems AG – which is identical to the Supervisory Board of InTiCa Systems SE – appointed Dr. Gregor Wasle and Mr. Günther Kneidinger, whom it had previously appointed as members of the Board of Directors of InTiCa Systems AG, as members of the Board of Directors of InTiCa Systems SE. The members of the company's Supervisory Board remained in office when the conversion to an SE became effective; the members of the Supervisory Board of InTiCa Systems AG therefore became members of the Supervisory Board of InTiCa Systems SE when the change took effect (principle of continuity of functions).

Subsequently, the following changes in the members of the Board of Directors occurred in 2023:

Mr. Günther Kneidinger, until then a member of the Board of Directors, left the board by mutual agreement on September 30, 2023. The employment contract with Mr. Kneidinger was terminated by mutual consent as of January 31, 2024. Until the appointment of a successor, responsibility for Mr. Kneidinger's tasks was assumed by the Chairman of the Board of Directors, Dr. Gregor Wasle. With effect from January 15, 2024, Mr. Bernhard Griesbeck, who holds a degree in business administration, was appointed as a new member of the Board of Directors. Since then, the Board of Directors has once again comprised two members: Mr. Griesbeck and the Chairman of the Board of Directors, Dr. Wasle.

Mr. Bernhard Griesbeck has been appointed for the period to the end of January 14, 2027; his employment contract ends on this date. The Chairman of the Board of Directors, Dr. Gregor Wasle, had previously been appointed as a member and Chairman of the company's Board of Directors until the end of December 31, 2024; his employment contract runs until the same date.

There were no changes to the members of the Supervisory Board in 2023.

In this context, please see the corporate governance statement, including the corporate governance report, in the Annual Report of InTiCa Systems SE for the 2023 financial year. The Annual Report of InTiCa Systems SE for 2023 is available on the company's website at <https://www.intica-systems.com/pre/publications.html>.

III. Resolution on the remuneration report for 2022

A remuneration report pursuant to sec. 162 of the German Companies Act (AktG) was prepared for the 2022 financial year and audited by the external auditor in accordance with sec. 162 paragraph 3 AktG. At the company's Annual General Meeting on June 19, 2023, the remuneration report for 2022 was approved by a majority of 99.92%. In view of the high approval of the remuneration report for 2022 – and prior to that, of the remuneration report for 2021 – the management saw no reason to alter the format of the report.

B. Remuneration of the members of the Board of Directors of InTiCa Systems SE

I. Remuneration system for the members of the Board of Directors

In 2021, the Supervisory Board of InTiCa Systems AG adopted a resolution on the remuneration system for the members of the Board of Directors of InTiCa Systems AG with effect from August 1, 2021 (the “**Board of Directors’ remuneration system 2021**”) as required by sec. 87a paragraph 1 sentence 1 AktG and presented this to the company's Annual General Meeting on July 16, 2021 for approval in accordance with sec. 120a paragraph 1 sentence 1 AktG. The Annual General Meeting approved the Board of Directors’ remuneration system 2021 with the necessary majority.

The Board of Directors’ remuneration system 2021 applies for all contracts with the Board of Directors newly concluded or extended on or after August 1, 2021. For more detailed information on the Board of Directors’ remuneration system 2021, please refer, in particular, to the invitation to the company’s Annual General Meeting of July 16, 2021, item 6 and section II of the invitation. The invitation to the company's Annual General meeting on July 16, 2021 is available on the company's website at <https://www.intica-systems.com/pr/hauptversammlung.html> [available in German only].

Following the change in the company’s legal form to a European corporation (SE), the remuneration system for the members of the Board of Directors of InTiCa Systems SE remains in force unchanged.

The employment contracts concluded with the present members of the Board of Directors, Dr. Gregor Wasle and Mr. Bernhard Griesbeck, are in conformance with the Board of Directors’ remuneration system 2021; this also applied to the employment contract with the former member of the Board of Directors, Mr. Günther Kneidinger.

II. Overview of the remuneration system 2021

The members of the Board of Directors receive a performance-unrelated fixed base salary and certain fringe benefits. In addition, they receive performance-related variable remuneration, comprising a short-term and a long-term remuneration component. The amount of the fixed and variable remuneration components depends, among other things, on the position and function of the individual members of the Board of Directors and on the business and financial performance of the company, namely its earnings position. This is designed as an incentive for sustainable, long-term management of the company and, at the same time, a link between the interests of the members of the Board of Directors and those of the shareholders.

The remuneration of the members of the Board of Directors complies with the applicable provisions of the German Companies Act (AktG) and the German Corporate Governance Code (“GCGC”) at the date of conclusion of the relevant employment contracts, except where a deviation from the recommendations of the GCGC is declared in the declaration of conformity pursuant to sec. 161 AktG. The scope and appropriateness of the remuneration is reviewed annually by the Supervisory Board and adjusted where necessary. So far, the Supervisory Board has not consulted any external remuneration experts on the remuneration of the members of the Board of Directors.

The target total remuneration for the members of the Board of Directors under the remuneration system 2021 comprises the following elements:

Structure of the target total remuneration of the members of the Board of Directors of InTiCa Systems SE	
Fixed base salary	approx. 45%
Short-term performance-related variable remuneration	approx. 10%
Long-term performance-related variable remuneration	approx. 38%
Fringe benefits and pension expense	approx. 7%
Target total remuneration	100%

The Supervisory Board is entitled to define a different target total remuneration depending on the function of each member of the Board of Directors (chairman or ordinary member of the Board of Directors), their areas of responsibility, or their experience or period of service on the Board of Directors. Furthermore, the Supervisory Board may adjust the individual remuneration components at the annual review of the remuneration of the Board of Directors, taking into account customary market practice and appropriateness.

The maximum remuneration for a financial year – irrespective whether it is paid out in the financial year or at a later date, and taking into account the maximum limits for short-term and long-term remuneration – is EUR 490,000.00 for the Chairman of the Board of Directors and EUR 460,000.00 for other members of the Board of Directors.

III. Overview of the principal remuneration elements in the remuneration system 2021

1. Performance-unrelated remuneration components

a. Base salary

The members of the Board of Directors receive a contractually agreed fixed base salary, which is normally paid monthly.

b. Fringe benefits

In addition to their base salary, the members of the Board of Directors receive fringe benefits, principally benefits in kind comprising the use of company cars and smartphones for business and an appropriate amount of private use and allowances for social security contributions (health care and nursing care insurance) and pension contributions; they are also included in the company's collective accident insurance. There are no commitments to pay a pension to members of the Board of Directors in the future.

2. Performance-related remuneration components

a. Short-term variable compensation (annual bonus)

The members of the Board of Directors receive short-term performance-related variable remuneration in the form of an annual bonus as a reward for operational implementation of the corporate strategy of the InTiCa Systems Group in the past financial year. The level of the annual bonus depends on the attainment of financial and non-financial performance criteria and ESG targets. The bonus is paid out

in the following financial year shortly after approval of the annual financial statements for InTiCa Systems SE and the consolidated financial statements.

The main performance criterion for the annual bonus is the EBIT (after adjustment for one-off effects) of the InTiCa Systems Group in the past financial year as reported in the consolidated financial statements approved by the Supervisory Board. The other targets set for the applicable financial year – especially non-financial performance parameters and ESG targets – are defined by the Supervisory Board for each member of the Board of Directors before the start of the financial year and set out in the target agreement. The Supervisory Board therefore sets ambitious qualitative targets that reflect both operational and, above all, strategic objectives and may relate to InTiCa Systems SE and/or the InTiCa Systems Group. Within this framework, in addition to the EBIT of the InTiCa Systems Group, for each member of the Board of Directors the Supervisory Board normally agrees up to two further relevant performance criteria and their relative weighting. The criteria are selected by the Supervisory Board from the areas “implementation of the corporate strategy” and “ESG”. For this purpose, individual – where possible clearly defined and measurable – targets for each member of the Board of Directors are derived from the focus topics for their areas of responsibility in the applicable financial year and are used to measure the performance of the members of the Board of Directors. Identical targets may be set for all members of the Board of Directors if the Supervisory Board deems that this is expedient and serves the purpose of incentivization.

At the start of the following financial year, in the context of the auditing and approval of the annual financial statements of the company and the consolidated financial statements, the Supervisory Board measures the percentage attainment of each relevant performance target in a range of 0% to 150%. Based on the percentage attainment of each performance criterion determined in this way, the Supervisory Board calculates the total target attainment for the previous financial year in percent. For this purpose, the EBIT of the InTiCa Systems Group is given a weighting of 80% and the other targets, especially the non-financial and ESG targets set out in the target agreement, are given a total weighting of 20%, with the relative weighting of the components within this set by the Supervisory Board. In exceptional circumstances, the Supervisory Board may apply a different weighting between the EBIT of the InTiCa Systems Group on the one hand and the other agreed performance criteria on the other, if it deems this to be expedient and appropriate with regard to the specific targets and relevant circumstances.

The total target attainment is then multiplied by the target amount (target bonus payment) defined for the respective member of the Board of Directors in the target agreement. The resulting amount is the annual bonus payment for the past financial year; however, the disbursement resulting from this calculation is capped in each case at 150% of the individual target amount. The annual bonus for the past financial year is paid out shortly after approval of the annual financial statements of the company and the consolidated financial statements.

b. Long-term variable remuneration/payments with a long-term incentive effect

The long-term variable remuneration of the members of the Board of Directors is determined from the EBIT margin of the InTiCa Systems Group in the past financial year. If the EBIT margin for the relevant financial year (reference year) achieves a defined threshold, a basic amount of the long-term variable remuneration is due. This is calculated as a percentage of the fixed base salary of the relevant member of the Board of Directors (initial bonus rate). If the EBIT margin exceeds this threshold, the corresponding bonus rate increases. The relevant long-term variable remuneration is paid out in cash in three

instalments of different amounts after approval by the Supervisory Board of the annual financial statements of the company and the consolidated financial statements; moreover, half of each instalment is only payable if the EBIT margin in the financial year preceding payment of the respective tranche has not deteriorated by more than 25% compared with the reference year.

The threshold for the EBIT margin is 4.00% of Group sales. The initial bonus rate is 20.00%. For every one tenth of a percentage point that the EBIT margin exceeds the 4.00% threshold, the initial bonus rate is increased by one tenth of a percentage point, multiplied by a factor of 10. The amount of long-term variable remuneration that can be disbursed is capped at the amount of the annual fixed base salary of the respective member of the Board of Directors.

The long-term variable remuneration for the relevant financial year is paid to the members of the Board of Directors in cash in three instalments of differing amounts. 50% of the long-term variable remuneration for a financial year is paid out shortly after approval by the Supervisory Board of the annual financial statements of the company and the consolidated financial statements for the reference year. A further 30% of the long-term variable remuneration for the reference year is paid out shortly after approval by the Supervisory Board of the annual financial statements of the company and the consolidated financial statements for the following financial year, provided that the EBIT margin of the InTiCa Systems Group in that financial year has not deteriorated by more than 25% compared with the reference year. The remaining 20% of the long-term variable remuneration for the reference year is paid shortly after approval by the Supervisory Board of the annual financial statements of the company and the consolidated financial statements for the reference year, provided that the EBIT margin of the InTiCa Systems Group in that financial year has not deteriorated by more than 25% compared with the reference year.

3. Other remuneration rules

a. *Penalty and claw-back clauses*

The employment contracts with the members of the Board of Directors contain clauses on withholding or clawing back short-term and/or long-term variable remuneration. This enables the Supervisory Board, in the event of serious intentional or grossly negligent breach of internal rules of conduct or statutory obligations by a member of the Board of Directors, to withhold all or part of the short-term variable remuneration or to allow the long-term variable remuneration to lapse in full or in part without substitution (*penalty clause*). Further, in such cases the Supervisory Board may reclaim in full or in part any variable remuneration that has already been paid (*claw-back clause*). If variable remuneration components that are contingent upon on the attainment of specific targets were paid out erroneously on the basis of incorrect data, the Supervisory Board is also entitled to reclaim the difference based on the new calculation. The scope to reclaim payments also exists if the term of office or employment contract with the member of the Board of Directors has ended when the claim to repayment is asserted.

b. Termination benefits, change of control

The employment contracts with the members of the Board of Directors may be terminated with good cause. If a member of the Board of Directors is dismissed without good cause before the end of his contract as a member of the Board of Directors in accordance with sec. 84 paragraph 4 AktG (in the version valid since August 12, 2021, previously sec. 84 paragraph 3 AktG), the member of the Board of

Directors is entitled to his pro rata fixed base salary and fringe benefits, including the pension subsidy, for the remaining term of the contract and to continued payment of any amounts for earnings incapacity provided that such incapacity is not the fault of the member. The dismissal of a member of the Board of Directors also constitutes termination of the employment contract in compliance with the statutory period of notice to month-end, unless the employment contract would have ended before this date. In this case, termination of the contract takes effect at the end of the contractual term. Payments to a member of the Board of Directors in the event of early termination of his term of office and may not exceed the value of two years' remuneration (cap on termination benefits), and may not extend beyond the remaining term of the contract. The calculation of the cap on termination benefits should be based on the total remuneration in the previous full financial year and, where applicable, the expected total remuneration for the current financial year.

The employment contracts with the members of the Board of Directors do not contain any rules on resignation or termination or cancellation of the employment contract by the member of the Board of Directors in the event of a change of control.

c. Non-compete clause

The employment contracts with the members of the Board of Directors generally provide for a two-year non-compete period when the contract ends. In this case, the company pays the relevant member of the Board of Directors compensation of 100% of the agreed annual fixed base salary. Any termination benefits are deducted from this compensation payment. Prior to the ending of the employment contract, the company may waive the non-compete clause; in this case it is exempt from paying the compensation from the end of a period of six months following such waiver.

IV. Individualized disclosure of the remuneration of the members of the Board of Directors for 2023

1. Remuneration granted and owed to the members of the Board of Directors who held office in 2023, in accordance with sec. 162 AktG

In the 2023 financial year, the members of the Board of Directors who held office during the year, Dr. Wasle and Mr. Kneidinger, received remuneration totalling EUR 503,800.00.

The following table shows the fixed and variable remuneration components granted and owed to the members of the Board of Directors in 2023 and 2022 in accordance with sec. 162 paragraph 1 sentence 1 AktG. Accordingly, the table contains all amounts paid to the individual members of the Board of Directors in these two financial years (remuneration "granted") and all amounts that are legally due but have not yet been paid to them (remuneration "owed").

In addition to the absolute amounts, in accordance with sec. 162 paragraph 2 sentence 2 no. 1 AktG, the amounts of all fixed and variable remuneration components are presented as a percentage of total remuneration (relative amounts). These relative amounts show the respective percentage of the remuneration components granted and owed in the relevant financial year in accordance with sec. 162 paragraph 1 sentence 1 AktG.

		Dr. Gregor Wasle Chairman of the Board of Directors				Günther Kneidinger Member of the Board of Directors			
		2023		2022		2023		2022	
		in EUR '000	in %	in EUR '000	in %	in EUR '000	in %	in EUR '000	in %
Performance-unrelated remuneration	Base salary	215	81.5	215	88.8	190	79.2	190	86.1
	Fringe benefits	19.5	7.4	27	11.2	20.5	8.5	31	13.9
Total:		234.5	88.9	242	242	210.5	87.7	221	100
Performance-related remuneration	Short-term variable remuneration	29.4	11.1	0	0.0	29.4	12.3	0	0.0
	Long-term variable remuneration	0	0	0	0	0	0	0	0
Total:		29.4	11.1	0	0.0	29.4	12.3	0	0.0
Total = Total remuneration as defined by sec. 162 paragraph 1 sentence 1 AktG		<u>263.9</u>	<u>100</u>	<u>242</u>	<u>100</u>	<u>239.9</u>	<u>100</u>	<u>221</u>	<u>100</u>

a. Performance-unrelated remuneration components for 2023

In 2023, the annual base salary was EUR 200,000.00 for the Chairman of the company's Board of Directors, Dr. Wasle, and EUR 190,000.00 for the other member, Mr. Günther Kneidinger, who held this position until the end of September 30, 2023. In the agreement terminating the previous employment contract with Mr. Kneidinger, it was agreed that Mr. Kneidinger would continue to receive his fixed annual base salary until the contractually agreed date of termination of his employment contract (January 31, 2024), and thus during the whole of the 2023 financial year (for details see section 2 below). For his position and function as Chairman of the company's Board of Directors, Dr. Wasle received a supplementary function allowance of EUR 15,000.00 as part of his base salary in 2023.

In 2023, the Chairman of the Board of Directors, Dr. Wasle, received fringe benefits with a total value of EUR 19,500.00; the other member of the Board of Directors, Mr. Günther Kneidinger, received fringe benefits with a total value of EUR 20,500.00 in 2023.

b. Variable remuneration for 2023

In accordance with the remuneration system 2021, the amount of the short-term variable remuneration for the 2023 financial year will only be determined and paid out in the 2024 financial year (for details, see section B.III.2.a. above); this also applies to the long-term variable remuneration for the 2023 financial year, specifically the first instalment thereof (see section B.III.2.b. above). Therefore, within the meaning of sec. 162 paragraph 1 sentence 1 AktG, both forms of variable remuneration are granted and owed in the 2024 financial year and therefore only have to be disclosed in detail in the remuneration report for the 2024 financial year (for information on the variable remuneration of the members of the Board of Directors for the 2022 financial year, which was paid out in 2023, and thus the remuneration granted and owed in the 2023 financial year within the meaning of sec. 162 paragraph 1 sentence 1 AktG, , see subsection c below).

Irrespective of this, in the interests of transparency, the following voluntary disclosures are made with regard to the variable remuneration for 2023.

Target remuneration

The Supervisory Board set the target total remuneration for the two members of the Board of Directors for 2023 in a resolution of February 13, 2023. This resolution of the Supervisory Board resulted in a partial deviation of the relative weighting of the individual remuneration components in the target total remuneration for 2023 compared with those set out in the remuneration system 2021. This is due to the fact that, in view of the incalculable market situation for both volume sales and procurement in 2023, the Supervisory Board based its assessment of the long-term variable remuneration on an EBIT margin of 3.4%% – which was below the EBIT margin of 4.00% set as the threshold for granting a long-term variable remuneration component – instead of the higher EBIT margin assumed in the drafting and approval of the remuneration system 2021. In the opinion of the Supervisory Board at the time, this was necessary in the long-term interests of the company and the InTiCa Systems Group.

On this basis, the structure of the target total remuneration for the Chairman of the Board of Directors, Dr. Wasle, for 2023 was as follows:

Remuneration component	Target amount in EUR	Percentage (%)
Fixed base salary	215,000.00	approx. 78%
Short-term performance-related variable remuneration	30,000.00	approx. 11%
Long-term performance-related variable remuneration	0.00	0%
Fringe benefits and pension expense	30,000.00	approx. 11%
Target total remuneration	275,000.00	100%

For the other member of the Board of Directors, Mr. Kneidinger, this results in the following structure of target total remuneration for 2023:

Remuneration component	Target amount in EUR	Percentage (%)
Fixed base salary	190,000.00	approx. 76%
Short-term performance-related variable remuneration	30,000.00	approx. 12%
Long-term performance-related variable remuneration	0.00	0%
Fringe benefits and pension expense	30,000.00	approx. 12%
Target total remuneration	250,000.00	100%

Short-term variable remuneration

The target amount for measurement of the short-term variable remuneration for 2023 in the event of 100 percent target attainment was set at EUR 30,000.00 per member in the target agreements with the two members of the Board of Directors. In addition, the target agreements set the following performance criteria: (i) attainment of a Group ratio of costs (indirect personnel costs) relative to total output, (ii) an increase in sales in the IE segment and (iii) SOP at the new Ukraine site; “SOP” at the Ukraine site refers to the start of production, generating sales revenues for the parent company. The performance criteria have a weighting of one-third in the measurement of total target attainment.

In view of the actual target attainment of each criterion in the 2023 financial year, total target attainment was 100 percent. A detailed breakdown of target attainment will be provided in the remuneration report for the 2024 financial year. On this basis, short-term variable remuneration in the form of a bonus payment of EUR 30,000.00 for 2023 is derived for the Chairman of the Board of Directors, Dr. Wasle. In the termination agreement with the former member of the Board of Directors, Mr. Kneidinger, who left the board as of the end of September 30, 2023, it was agreed that Mr. Kneidinger would have no claim to payment of short-term variable remuneration for the 2023 financial year (or subsequent years).

As already outlined, the short-term variable remuneration for 2023 is allocated to the remuneration granted and owed in 2024 within the meaning of sec. 162 paragraph 1 sentence 1 AktG. The short-term variable remuneration for 2023 to be paid to Dr. Wasle in 2024 will therefore be disclosed in the remuneration report for 2024, together with a detailed breakdown of the target attainment for the three key performance criteria. In accordance with the provisions of his termination agreement, Mr. Kneidinger has no entitlement to short-term remuneration payments for the 2023 financial year.

Long-term variable remuneration

The long-term variable remuneration of the members of the Board of Directors is determined from the EBIT margin of the InTiCa Systems Group in the past financial year. For 2023, the EBIT margin is calculated as follows:

Group sales (in EUR million)	86.9
EBIT (in EUR million)	0.3
EBIT margin (in % of Group sales)	0.3,3

Consequently, the EBIT margin threshold of 4.00% of Group sales was not achieved. Therefore, no long-term remuneration is due to the members of the Board of Directors for 2023. Irrespective of this, in the termination agreement with the former member of the Board of Directors, Mr. Kneidinger, who left the board as of the end of September 30, 2023, it was agreed that Mr. Kneidinger would have no claim to payment of long-term variable remuneration for 2023 (or subsequent years).

c. Variable remuneration for 2022 (paid out in 2023)

Short-term variable remuneration

The target amount for measurement of the short-term variable remuneration for 2022 in the event of 100 percent target attainment was set at EUR 30,000.00 per member in the target agreements with the two members of the Board of Directors at the time, Dr. Wasle and Mr. Kneidinger. The target agreements set the following performance criteria: (i) scrap rate, (ii) savings in the procurement of materials and (iii) SOP at the Ukraine site; "SOP" at the Ukraine site refers to the start of production, generating sales revenues for the parent company. Each of the performance criteria has a weighting of one-third in the measurement of total target attainment.

The relevant target amounts and the attainment levels for the three criteria specified above are as follows:

Performance criterion	Weighting	Target (corresponds to 100% target attainment)	Minimum (corresponds to 0% target attainment)	Maximum (cap) (corresponds to target 150% target attainment)	Target attainment curve	Level attained
Scrap rate	1/3	2.2% (Group-wide)	2.7% (Group-wide)	1.6% (Group-wide)	linear gradient	1.67% (Group-wide)
Savings in the procurement of materials	1/3	EUR 980,000.00	EUR 800,000.00	EUR 1,150,000.00	linear gradient	EUR 3,255,588.00
SOP at the Ukraine site	1/3	EUR 900,000.00	EUR 500,000.00	EUR 1,200,000.00	linear gradient	EUR 0

In view of the actual target attainment of each criterion in the 2022 financial year, total target attainment was 98.1%. From this, short-term variable remuneration in the form of a bonus payment of EUR 29,430.00 each for 2022 was derived for the two members of the Board of Directors at the time, Dr. Wasle and Mr. Kneidinger. This was paid in May 2023; the short-term variable remuneration for 2022 was therefore remuneration granted and owed in 2023 within the meaning of sec. 162 paragraph 1 sentence 1 AktG and therefore has to be disclosed in the present remuneration report on 2023.

Long-term variable remuneration

The EBIT margin threshold of 4.00% of Group sales was not achieved in 2022. Therefore, no long-term variable remuneration was due to the members of the Board of Directors for the 2022 financial year; accordingly, this remuneration report does not disclose any long-term variable remuneration for the 2022 financial year as remuneration granted or owed in 2023 within the meaning of sec. 162 paragraph 1 sentence 1 AktG.

For details of the calculation of the short-term and long-term remuneration for the 2022 financial year, please refer to the corresponding information in the remuneration report for 2022, section IV.1.b.

d. Maximum remuneration

The maximum remuneration set out in the remuneration system 2021 for the members of the Board of Directors was complied with in the 2023 financial year, particularly given that no long-term remuneration is due for either the 2022 or the 2023 financial year.

e. Claw back

In the 2023 financial year, the Supervisory Board did not make use of the scope outlined in section III.3.a above to claw back, in full or in part, any variable remuneration already paid to members of the Board of Directors.

2. Remuneration granted and owed to the former member of the Board of Directors, Mr. Günther Kneidinger, in the 2023 financial year in accordance with sec. 162 AktG

The following remuneration and benefits were granted and owed to the former member of the Board of Directors, Mr. Günther Kneidinger, who terminated his service with effect from September 30, 2023, for his period of service 2023:

In connection with the ending of Mr. Kneidinger's term of office on the Board of Directors as of the end of September 30, 2023, the company and Mr. Kneidinger signed an agreement terminating Mr. Kneidinger's previous employment contract. In this termination agreement, it was agreed that Mr. Kneidinger's employment contract would end at the end of January 31, 2024. Until this date ("**termination date**"), Mr. Kneidinger was released from his duties. On the basis of this termination agreement, Mr. Kneidinger's fixed annual base salary was paid unchanged until the termination date – in other words, during the whole of the 2023 financial year. By contrast, it was agreed with Mr. Kneidinger that he would have no further entitlement to the payment of short-term or long-term variable remuneration for 2023 or beyond.

Furthermore, until the termination date, Mr. Kneidinger received the contractual fringe benefits, including coverage by the company's accident insurance and Directors' and Officers' (D&O) liability insurance (see section E).

Finally, in connection with the termination of his period of office on the Board of Directors and his employment contract, Mr. Kneidinger received a severance payment of EUR 204,166.67, which was due as of the termination date and was paid by the company in 2024. In the termination agreement, the previous non-compete clause agreed with Mr. Kneidinger for the period after his term of office, was waived by mutual consent as of the end of April 30, 2024; the waiver of the non-compete clause did not entail any compensation and Mr. Kneidinger has no further claims on the company for payment of compensation therefor. In view of the severance payment received, Mr. Kneidinger has no claim to payment of compensation for the non-compete agreement, even after April 30, 2024.

3. Remuneration granted and owed to (other) former members of the Board of Directors in the 2023 financial year in accordance with sec. 162 AktG

No fixed or variable remuneration components were granted or owed to other former members of the company's Board of Directors – apart from Mr. Kneidinger – for the 2023 financial year.

C. Remuneration of the members of the Supervisory Board of InTiCa Systems SE

I. Resolution approving a remuneration system for the members of the Supervisory Board

The Annual General Meeting of the company on July 16, 2021 also passed a resolution on a remuneration system for the members of the company's Supervisory Board (the "**Supervisory Board remuneration system 2021**") and a corresponding new version of sec. 11 of the company's articles of incorporation. The Supervisory Board remuneration system 2021 took effect on January 1, 2022.

For more detailed information on the Supervisory Board's remuneration system 2021, please refer, in particular, to the invitation to the company's Annual General Meeting of July 16, 2021, item 7 and section III of the invitation. The invitation to the company's Annual General meeting on July 16, 2021 is available on the company's website at <https://www.intica-systems.com/pr/hauptversammlung.html> [available in German only].

Following the change of legal form to a European corporation (SE), the Supervisory Board remuneration system 2021 applies unchanged for the members of the Supervisory Board of InTiCa Systems SE. Sec. 11 of the articles of incorporation of InTiCa Systems AG was taken over unchanged as sec. 12 of the articles of incorporation of InTiCa Systems SE.

II. Fixed compensation of the members of Supervisory Board

In accordance with the version of sec. 11 paragraph 1 sentence 1 of InTiCa Systems AG's articles of incorporation applicable for the 2023 financial year and – from the date when the legal change of status to an SE took effect – the identical sec. 12 paragraph 1 sentence 1 of the articles of incorporation of InTiCa Systems SE, alongside reimbursement of expenses and the individual value-added tax liability, each member of the Supervisory Board receives remuneration due after the end of the financial year comprising a fixed payment of EUR 15,000.00 per financial year and an attendance fee of EUR 750.00 for each meeting of the Supervisory Board attended; the annual fixed payment is EUR 20,000.00 for the Chairman of the Supervisory Board and EUR 17,500.00 for the Deputy Chairman.

In accordance with the version of sec. 11 paragraph 1 sentence 1 of InTiCa Systems AG's articles of incorporation applicable for the 2022 financial year, this also applied for the remuneration of the members of the Supervisory Board for the 2022 financial year.

III. Variable remuneration of the members of the Supervisory Board

Under the provisions of the Supervisory Board remuneration system 2021, the members of the Supervisory Board do not receive any variable remuneration. This is deemed to be commensurate with the role of the Supervisory Board as an independent advisory and oversight body and to ensure that all members of the Supervisory Board take decisions impartially and objectively. Therefore, the Supervisory Board remuneration system 2021 does not provide variable, and thus performance-related, remuneration for Supervisory Board members. Consequently, the members of the Supervisory Board did not receive any variable remuneration, either for 2022 or for the 2023 financial year, which as just ended.

IV. Individualized disclosure of the remuneration of the members of the Supervisory Board for 2023

1. Remuneration granted and owed to the present members of the Supervisory Board in the 2023 financial year in accordance with sec. 162 AktG

For the 2023 financial year, the present members of the Supervisory Board received total remuneration of EUR 66,000.00. The following table shows the remuneration components granted and owed to the present members of the company's Supervisory Board for 2023 and 2022 in accordance with sec. 162 paragraph 1 sentence 1 AktG (net amounts excluding VAT). As an exception, taking into account the company's previous financial reporting, this remuneration report is based on the corresponding expenses

shown in the income statement for the relevant financial year, irrespective of when the corresponding amounts were actually paid to the members of the Supervisory Board:

	Year	Fixed remuneration		Attendance fee		Total = Total re- muneration as defined by sec. 162 paragraph 1 sentence 1 AktG in EUR '000
		in EUR '000	in %	in EUR '000	in %	
Udo Zimmer	2022	20.0	79.2	5.25	20.8	25.25
	2023	20.0	81.6	4.5	18.4	24.50
Werner Paletschek	2022	17.5	76.9	5.25	23.1	22.75
	2023	17.5	79.5	4.5	20.5	22.00
Christian Fürst	2022	15.0	74.1	5.25	25.9	20.25
	2023	15.0	76.9	4.5	23.1	19.50

2. Remuneration granted and owed to former members of the Supervisory Board in the 2023 financial year in accordance with sec. 162 AktG

No fixed or variable remuneration components were granted or owed to former members of the Supervisory Board of InTiCa Systems AG in 2023.

D. Comparative overview of the development of remuneration and earnings

The following table provides a comparative overview in accordance with sec. 162 paragraph 1 sentence 2 no. 1 AktG of the annual change in the remuneration of the members of the Board of Directors and Supervisory Board, the earnings performance of the company and the annual change in the average remuneration of the workforce of the company based on full-time equivalents (FTEs) in the past five financial years. The internal reference group is deliberately restricted to InTiCa Systems SE (previously InTiCa Systems AG) because most members of the workforce are employed at this company.

The earnings performance of the company is based on EBIT.

For the members of the Board of Directors and Supervisory Board, the remuneration granted and owed in the financial years 2022 and 2023 within the meaning of sec. 162 paragraph 1 sentence 1 AktG is presented. For the financial years 2018 to 2021, the remuneration disclosed is based on the remuneration report for the relevant financial year. For the presentation of the average remuneration of the workforce, the workforce of InTiCa Systems SE in Germany (excluding apprentices) is used; in 2023, this comprised an average of 77.75 employees (FTEs). The average remuneration of the workforce comprises the personnel expense for wages and salaries, fringe benefits, employer contributions to social security, and the short-term variable remuneration components (bonuses) for the relevant financial year.

[Absolute amounts in EUR '000]

Financial year	2018	Change in %	2019	Change in %	2020	Change in %	2021	Change in %	2022	Change in %	2023
Development of the company's earnings											
EBIT	-945	-323.1	2,108	-65.1	736	361.4	3,396	-945	2,345	88.5	270
Average remuneration of the workforce											
Employees	62	3.2	64	-1.6	63	4.8	66	2	68	2.9	70
Remuneration of the Board of Directors											
Dr. Gregor Wasle	213	0	213	5.2	224	8.0	242	0	242	9.0	2
Günther Kneidinger	210	0	210	5.2	221	-0.5	220	0.3	221	8.6	239.9
Remuneration of the Supervisory Board											
Udo Zimmer	19.5	15.4	22.5	-10.0	20.25	14.8	23.25	8.6	25.25	3.0	24.50
Werner Paletschek	17.75	9.9	19.5	-5.1	18.5	5.4	19.5	16.7	22.75	3.3	22.00
Christian Füst	15.25	8.2	16.5	-3.0	16	7.8	17.25	17.4	20.25	3.7	19.50

E. Other

InTiCa Systems SE has a Directors' & Officers' (D&O) insurance policy for the members of the Board of Directors and Supervisory Board, which provides cover of up to EUR 8 million. The insurance premiums incurred for this in 2023 were paid by InTiCa Systems SE. The insurance covers the personal liability risk in the event of claims for financial damage being made on the members of the Board of Directors or Supervisory Board in relation to the performance of their duties. The insurance cover for the members of the Board of Directors contains a deductible in conformance with the provisions of the German Companies Act (AktG); there is no deductible for the members of the Supervisory Board.

F. Auditor's report

Independent auditor's report on the audit of the remuneration report pursuant to sec. 162 paragraph 3 AktG

To InTiCa Systems SE, Passau

Audit opinion

We have conducted a formal audit of the remuneration report of InTiCa Systems SE for the financial year January 1, 2023 to December 31, 2023 to establish whether the remuneration report provides the disclosures required by sec. 162 paragraphs 1 and 2 of the German Companies Act (AktG). In compliance with sec. 162 paragraph 3 AktG, we did not audit the content of the remuneration report.

In our opinion, in all material respects the attached remuneration report contains the disclosures required by sec. 162 paragraphs 1 and 2 AktG. Our audit opinion does not include the content of the remuneration report.

Basis for the audit opinion

We conducted our audit of the remuneration report in conformance with sec. 162 paragraph 3 AktG, taking into account the IDW standard on auditing the remuneration report pursuant to sec. 162 paragraph 3 AktG (IDW PS 870 (09.2023)). Our responsibility under this legislative provision and this standard is described in the section "Responsibility of the auditor" in this auditor's report. We applied the IDW Standard on Quality Management: Requirements for Quality Management in the Audit Firm (IDW QS 1). We complied with the professional obligations set out in the German legislation on chartered public accountants (Wirtschaftsprüferordnung) and the professional code of conduct for auditors/certified accountants, including the requirements on independence.

Responsibility of the Board of Directors and the Supervisory Board

The Board of Directors and Supervisory Board are responsible for the preparation of the remuneration report, including the related disclosures, in accordance with the requirements of sec. 162 AktG.

Furthermore, they are responsible for the internal controls they have defined as necessary to ensure that the remuneration report, including the related disclosures, is free from material misstatements due to fraud (e.g. manipulation of financial accounting in misappropriation of assets) or error.

Responsibility of the auditor

Our objective is to obtain reasonable assurance that the remuneration complies in all material respects with the disclosures pursuant to sec. 162 paragraphs 1 and 2 AktG, and to express our opinion in an audit report.

We planned and performed the audit so as to be able to establish the formal compliance of the remuneration report by comparing the disclosures made in the remuneration report with the disclosures required by sec. 162 paragraphs 1 and 2 AktG. In compliance with sec. 162 paragraph 3 AktG, our audit did not include an assessment of the completeness of the content of individual disclosures or the appropriate presentation of the remuneration report.

Regensburg, June 6, 2024

Rödl & Partner GmbH
Wirtschaftsprüfungsgesellschaft

Landgraf
Wirtschaftsprüfer (Auditor)

Leupold
Wirtschaftsprüfer (Auditor)

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