



PVA TePla AG

Remuneration Report 2025

I. Introduction

This Remuneration Report describes the basic principles and structure of the remuneration for the Management Board and the Supervisory Board of PVA TePla AG in the fiscal year 2025. In addition, the remuneration granted and owed to the individual members of the Management Board and the Supervisory Board is disclosed on an individual basis.

The Remuneration Report was prepared by the Management Board and Supervisory Board of PVA TePla AG in accordance with the requirements of Section 162 of the German Stock Corporation Act (AktG) and taking into account the recommendations and suggestions of the German Corporate Governance Code (DCGK).

To clarify which information relates to the parent company and which relates to the corporate group, "PVA TePla AG" is always used for the parent company, and "PVA TePla Group" or "corporate group" is used for information concerning the Group. Where the above distinctions do not apply and no other specific notes are provided, the information applies equally to the Group and the parent company.

The absolute values and percentages presented in the compensation report may not add up exactly in individual cases due to rounding.

II. Review of the 2025 Fiscal Year

Results of the 2025 Annual General Meeting

The compensation report for the 2024 fiscal year received a 96% approval rating at the 2025 Annual General Meeting. This represents a 50-point improvement in the voting result compared to the previous year.

Management Board Compensation in Fiscal Year 2025

In the 2025 fiscal year, the Management Board consisted of Jalin Ketter, Chairwoman of the Management Board; Carl Markus Groß (since January 1, 2025), Chief Financial Officer; and Oliver Höfer (until June 30, 2025), Chief Production, Quality Management, and Human Resources Officer, COO.

For Jalin Ketter and Carl Markus Groß, the current Management Board compensation system, which was approved by the 2024 Annual General Meeting with a 97.72% approval rate ("2025 Compensation System"), applied in fiscal year 2025. Since Oliver Höfer's employment contract has not been renewed since the introduction of the 2021 compensation system, the compensation system valid through 2021 still applied to him under grandfathering provisions. The differences between these compensation systems are explained in the compensation report.

Supervisory Board Compensation in Fiscal Year 2025

The current compensation system for members of the Supervisory Board was approved by the 2024 Annual General Meeting. It was applied without deviation to all members of the Supervisory Board in fiscal year 2025.

At the 2025 Annual General Meeting, Ingrid De Wolf and Rudolf Weichert were elected to the Supervisory Board. Gernot Hebestreit stepped down from the Supervisory Board at the conclusion of the 2025 Annual General Meeting.

III. Compensation of the Members of the Management Board in Fiscal Year 2025

1. Remuneration Governance

In accordance with the statutory requirement under Section 87a (1) sentence 1 of the German Stock Corporation Act (AktG), the Supervisory Board, acting as a whole, adopts a clear and comprehensible compensation system for the members of the Management Board. Pursuant to Section 120a (1) sentence 1 of the German Stock Corporation Act (AktG), the Supervisory Board submits the compensation system to the Annual General Meeting for approval upon any material change, but at least every four years.

In addition, the Supervisory Board sets the target compensation for the members of the Management Board. When determining the compensation of the Management Board, the Supervisory Board ensures that, in accordance with Section 87 (1) of the German Stock Corporation Act (AktG), it is commensurate with the duties of the individual Management Board member, their personal performance, and the company's financial situation, and that the contractually agreed compensation is not exceeded without good cause.

The Supervisory Board regularly reviews the compensation system as well as the appropriateness and customary nature of the Management Board's compensation. To assess the appropriateness and customary nature of the compensation, a comparison is made not only with other companies (horizontal comparison) but also with the company's internal compensation structure (so-called vertical comparison). This includes the compensation of both the senior management of the Group and the total workforce employed domestically at the level of the stock corporation and its subsidiaries. A key component of the vertical comparison is, in particular, the ratio of Management Board compensation to this comparison group over time.

The appropriateness and customary nature of the compensation for Management Board members was most recently reviewed and confirmed by the Supervisory Board in fiscal year 2024 in collaboration with an independent external compensation expert. The review was conducted through a horizontal comparison with SDAX companies, which were selected as a peer group for a market comparison based on their comparable size, measured by revenue and market capitalization, and governance structures. The peer group included Carl Zeiss AG, Jenoptik AG, Pfeiffer Vacuum Technology AG, SÜSS MicroTec SE, Aixtron SE, and Manz AG.

2. Overview of the Compensation System

For Jalin Ketter and Carl Markus Groß, the 2025 compensation system was applied without deviations in the 2025 fiscal year. It consists of non-performance-based (fixed) and performance-based (variable) compensation components. In addition, the 2025 compensation system includes other contractual provisions, such as the maximum compensation under Section 87a of the German Stock Corporation Act (AktG). The key features of the 2025 compensation system can be summarized as follows:

Fixed Compensation Components

Base compensation	Fixed, contractually agreed compensation paid in twelve equal monthly installments.
Fringe benefits	In particular, mobility benefits (e.g., company cars, "BahnCard"), and contributions toward health and long-term care insurance.
Company pension plan	No individual company pension commitments, but only pension contributions that are paid out with the salary or deposited into an insurance policy with a defined-contribution commitment.

Variable compensation components

Short-term Incentive (STI)	Plan type: Target bonus Term: 1 year Performance criteria: <ul style="list-style-type: none"> - EBITDA 45% - Revenue 25% - Individual, strategy-derived (non-financial) targets (including ESG) 30% Cap: 140% of the target amount Payment: in cash
Long-term Incentive (LTI)	Plan type: Performance Share Plan Term: 4 years with annual grant Performance criteria: <ul style="list-style-type: none"> - EBITDA margin 40%

- Revenue growth 30%
- Strategy-derived (non-financial) targets (including ESG) 30%

Cap: 150%

Cap payout: 200% of the target amount

Payout: in cash or in shares

Additional contractual provisions

Malus and clawback	In the event of a serious breach of duty by a member of the Management Board or an incorrect consolidated financial statement, the variable compensation may be withheld in whole or in part or reclaimed.
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Share Ownership Guideline	Obligation to acquire shares worth 50% of the annual fixed compensation (gross). Vesting period: 5 years.
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Maximum compensation pursuant to Section 87a of the German Stock Corporation Act (AktG) p.a.	CEO: EUR 1,400,000 Ordinary Management Board members: EUR 1,200,000
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Since Oliver Höfer's employment contract had not yet been renewed following the introduction of the 2021 compensation system, the compensation system valid through 2021 still applied to him under the grandfathering provision for existing contracts. The resulting differences from the 2021 compensation system can essentially be summarized as follows:

- In the STI, only Group EBIT is considered as a performance criterion, and it is capped at 100% of the base compensation.
- The LTI is contractually capped at EUR 250,000.
- The maximum remuneration under Section 87a of the German Stock Corporation Act (AktG) does not apply. However, potential payouts from the individual performance-based compensation components remain limited as described.
- The Share Ownership Guideline as well as the malus and clawback provisions do not apply.

3. Remuneration of the members of the Management Board for the 2025 fiscal year in detail

3.1 Fixed compensation components

3.1.1 Base compensation

Each member of the Management Board receives a fixed, contractually agreed remuneration, which is paid out in twelve equal monthly installments.

3.1.2 Fringe Benefits

Members of the Management Board are granted contractually defined fringe benefits, which can essentially be summarized as follows:

The company provides each member of the Management Board with an appropriate company car for private use as well. In addition, members of the Management Board receive subsidies equal to the maximum employer contribution toward statutory health and long-term care insurance. Finally, the company covers the premiums for accident insurance.

3.1.3 Company Pension Plan

No company pension commitments have been agreed upon with the members of the Management Board, so the company is not required to set aside pension provisions. Instead of a company-funded commitment, contributions to private pension plans are paid to the members of the Management Board along with their salaries.

3.2 Variable compensation components

The variable compensation components include a short-term variable component (Short-term Incentive; STI) with a term of one year and a long-term variable component (Long-term Incentive; LTI) with a term of typically four years.

By placing a strong emphasis on variable compensation components within total compensation and setting ambitious targets, the compensation system helps motivate the Management Board to effectively implement the business strategy. By incorporating the Group's key performance indicators (EBITDA and revenue) into the

STI, the additional inclusion of non-financial metrics, and the high weighting of the LTI, the compensation system also makes a significant contribution to the long-term and sustainable development of the Group.

3.2.1 Short-term Incentive (STI)

The STI is aligned with the financial performance target of improving the Group's operating result before financial results, taxes, and depreciation and amortization (EBITDA), Group revenue, and the achievement of individual performance targets for each member of the Management Board. Consolidated operating result (EBITDA) and consolidated revenue are among the Group's key performance indicators. The inclusion of EBITDA and revenue supports the implementation of the business strategy to operate profitably and efficiently.

The performance criteria of EBITDA, revenue, and individual performance derived from the strategy are weighted at 45%, 25%, and 30% for Jalin Ketter and Carl Markus Groß, respectively. The amount of the STI payout is capped at 140% of the target amount for each respective member of the Management Board. The STI target amount for the 2025 fiscal year is EUR 220,000 for Jalin Ketter and EUR 200,000 for Carl Markus Groß.

For Oliver Höfer, the STI is based 100% on the EBIT performance criterion due to his existing contract. The amount of the STI payout is capped at 100% of the base compensation.

EBITDA Performance Criterion

The decisive factor is the Group's operating result (EBITDA) in accordance with IFRS principles, based on the audited consolidated financial statement of PVA TePla AG.

To determine the payout amount, the Supervisory Board sets a threshold for each member of the Management Board prior to the start of the respective fiscal year.

A payout for the EBITDA performance criterion in fiscal year 2025 requires a minimum target achievement of 50%, which is reached with an EBITDA of EUR 34 million. Target achievement increases linearly from there to 100% with an EBITDA of EUR 36.5 million and further to the maximum value of 140% with an EBITDA of EUR 39 million.

The individual thresholds, as well as the actual EBITDA achieved and the resulting amounts for the 2025 fiscal year, are as follows:

	Schwellenwert für 0% Zielerreichung in EUR	Schwellenwert für 50% Zielerreichung in EUR	Schwellenwert für 100% Zielerreichung in EUR	Schwellenwert für 140% Zielerreichung in EUR	Tatsächliches EBITDA in EUR	Zielerreichung in %
Jalin Ketter	< 34.000.000	≥ 34.000.000	≥ 36.500.000	≥ 39.000.000	25.316.151	0
Carl Markus Groß	< 34.000.000	≥ 34.000.000	≥ 36.500.000	≥ 39.000.000	25.316.151	0

Performance criterion: Revenue

The decisive factor is consolidated revenue in accordance with IFRS principles, based on the audited consolidated financial statement of PVA TePla AG.

For the revenue component, target achievement is calculated on a sliding scale based on the actual revenue generated during the fiscal year. To determine the payout amount, the Supervisory Board sets a threshold for each member of the Management Board prior to the start of the respective fiscal year.

Starting at revenue of at least EUR 260 million, 50% of the target will be achieved in fiscal year 2025. Full target achievement (100%) is attained with revenue of at least EUR 270 million. With revenue of at least EUR 280 million, target achievement increases to a maximum of 140%. If revenue is below EUR 260 million, no payment is made.

The individual thresholds, as well as the actual revenue achieved and the resulting amounts for the 2025 fiscal year, are as follows:

	Schwellenwert für 0% Zielerreichung in EUR	Schwellenwert für 50% Zielerreichung in EUR	Schwellenwert für 100% Zielerreichung in EUR	Schwellenwert für 140% Zielerreichung in EUR	Tatsächlicher Umsatz in EUR	Zielerreichung in %
Jalin Ketter	< 260.000.000	≥ 260.000.000	≥ 270.000.000	≥ 280.000.000	244.256.836	0
Carl Markus Groß	< 260.000.000	≥ 260.000.000	≥ 270.000.000	≥ 280.000.000	244.256.836	0

Performance Criterion: EBIT

For Oliver Höfer, the Group's operating result (EBIT) in accordance with IFRS principles, increased by items such as Management Board bonuses and other bonuses included therein as expenses, is decisive. Since Oliver Höfer's employment contract was not renewed following the introduction of the 2021 compensation system, the compensation system valid through 2021 still applied to him under the grandfathering provision for existing contracts.

A payout from the STI requires the threshold to be met in the respective fiscal year. If the actual EBIT is below the threshold, no payout from the STI is made. If the actual EBIT in the fiscal year is above the threshold, the difference between the actual EBIT and the threshold is decisive. The payout amount for the EBIT performance criterion is calculated by multiplying this amount by the individual percentage participation rate. Thus, only the portion of EBIT that exceeds the threshold is used as the basis for the payout amount. If the employment contract ends during the fiscal year, the bonus is granted on a pro-rata basis.

The threshold, the participation rate, the actual EBIT achieved, and the resulting amount for the 2025 fiscal year are as follows for Mr. Höfer:

	Schwellenwert EBIT in EUR	Tatsächliches EBIT ¹ in EUR	Differenz in EUR	Individuelle Beteiligungsrate	Betrag in EUR
Oliver Höfer	1.000.000	15.625.446	14.625.446	2%	292.509

¹ Das tatsächliche EBIT entspricht dem Konzern-Betriebsergebnis nach IFRS-Grundsätzen im Geschäftsjahr 2025 erhöht um darin als Aufwand etwa enthaltene Vorstandstantiemen und sonstige Boni.

Performance criterion “Individual Performance”

For Jalin Ketter and Carl Markus Groß, the STI takes into account not only the financial performance criteria of EBITDA and revenue, but also the performance criterion of “individual performance,” which typically encompasses non-financial goals and, in particular, goals related to strategy as well as environmental, social, and governance (ESG) factors. This allows for the setting of objectives based on the specific strategic challenges facing the Group. To this end, the Supervisory Board sets new targets annually for the upcoming fiscal year, including the corresponding weighting.

For the year 2025, the Supervisory Board has defined the target “Recommendation rate / employee satisfaction or surrogate: baseline measurement” for Jalin Ketter and Carl Markus Groß.

The target achievement levels defined for the 2025 fiscal year and the actual target achievement are as follows:

Ziel	Zielerreichungsgrad	Zielerreichung in 2025
Durchgeführten Pulse Check bzw. kurze Intranetbefragung.	50 %	
Wissenschaftlich konzipiertem, benchmarkfähigen Full Survey (extern beauftragt oder/ und intern konzipiert)	100 %	140 %
Maßnahmenplan auf Basis der durchgeführten Vollbefragung	140 %	

Taking into account the STI target amount attributable to the “Individual Performance” performance criterion of EUR 66,000 for Jalin Ketter and EUR 60,000 for Carl Markus Groß, the actual target achievement rate of 140% results in a payout amount of EUR 92,400 EUR and 84,000 EUR for Carl Markus Groß.

In total, the following payment amounts result from the STI for the 2025 fiscal year:

	Zielwert (bei 100 % Zielerreichung)	Betrag Leistungskriterium Umsatz in EUR (Gewichtung: 25%)	Betrag Leistungskriterium EBITDA in EUR (Gewichtung: 45 %)	Betrag Leistungskriterium Individuelle Performance in EUR (Gewichtung: 30%)	Betrag Leistungskriterium EBIT in EUR (Gewichtung: 100%)	Auszahlungsbetrag STI in EUR
Jalin Ketter	220.000	0	0	92.400	-	92.400
Carl Markus Groß	200.000	0	0	84.000	-	84.000
Oliver Höfer	240.000	-	-	(-)	120.000	120.000

The payment amount is due within one month of the Supervisory Board’s resolution approving the 2025 consolidated financial statement.

3.2.2 Long-term Incentive (LTI)

For Jalin Ketter, both the 2025 compensation system and the 2021 compensation system apply with regard to long-term variable compensation (LTI). The 2021 compensation system was replaced by the new 2025 compensation system on January 1, 2025. The new compensation system, introduced on January 1, 2025, stipulates an annual allocation of the LTI. For this reason, the 2023–2026 tranche, which was granted as a one-time allocation on July 1, 2023, for a period of three years, will be prorated. The prorated 2023–2026 LTI tranche will continue to run in accordance with the originally agreed terms and will be paid out upon expiration of the regular term.

For Carl Markus Groß, only the 2025 compensation system applies to the LTI.

For Oliver Höfer, the LTI is derived 100% from the 2021 compensation plan based on his existing contract. Mr. Höfer left the company in June 2025, so his allocated 2023–2026 tranche is also prorated accordingly as of June 2025.

The LTI from the 2025 compensation system typically has a term of four years (performance period) and is granted in annual tranches. The members of the Management Board receive the allocation of the annual LTI tranche on January 1 of the respective fiscal year, beginning on January 1, 2025. The performance period ends on December 31 of the third calendar year following the year of allocation.

As part of the allocation of the LTI tranche, the Management Board member is provisionally granted (virtual) shares. To determine the provisionally granted shares, the LTI target amount is divided by the reference price of the PVA TePla share at the time the allocation was granted. The grant price is the average of the daily closing prices in XETRA trading of Deutsche Börse AG over the last 60 trading days prior to the start of the performance period. The number of provisionally granted shares is rounded up to the nearest whole number.

Payment of the LTI may be made in cash or through a stock-based settlement.

The final number of (virtual) shares from the LTI is determined based on the financial performance targets of Group earnings before interest, taxes, depreciation and amortization of property, plant and equipment, and depreciation and amortization of intangible assets relative to revenue (EBITDA margin), as well as Group revenue growth and non-financial performance criteria. The non-financial performance criteria include targets derived from the strategy and the ESG area. The performance criteria EBITDA margin, revenue growth, and non-financial performance criteria are weighted at 40%, 30%, and 30%, respectively, for Jalin Ketter and Carl Markus Groß. This creates incentives for long-term growth and sustainable conduct by the members of the Management Board in the interests of the shareholders.

The Supervisory Board is authorized to set a different weighting for a newly allocated tranche of the LTI at the beginning of the allocation year. The weighting is specified in the allocation letter and cannot be adjusted retroactively after allocation. The maximum target achievement is capped at 150% for each performance criterion and in total.

The LTI from the 2021 compensation system typically has a term of three years. Members of the Management Board receive an allocation of an LTI tranche at the beginning of their appointment. The amount of the payout from the LTI is calculated based on the increase in the market capitalization of PVA TePla AG over the respective term.

The payout from an LTI tranche under the 2025 compensation system (LTI tranche 2025–2028) is generally capped at 200% of the target amount. The target amount is EUR 264,000 for Jalin Ketter and EUR 240,000 for Carl Markus Groß.

Payout from an LTI tranche under the 2021 compensation plan (LTI tranche 2023–2026) is generally capped at the amount of the base compensation. The LTI tranche 2023–2026 was granted to both Ms. Ketter and Mr. Höfer in June 2023. It has an initial term of three years and runs until June 2026. The payout amount for Oliver Höfer is a maximum of EUR 250,000 and was prorated to EUR 166,287 due to his departure on June 30, 2025. For Jalin Ketter, the payout amount is capped at EUR 900,000.

The Supervisory Board determines the amount of the payment from the LTI following the performance period, and this payment becomes due one month after the consolidated financial statements are approved.

Performance Criterion: EBITDA Margin

The decisive factor is the Group's earnings before interest, taxes, depreciation and amortization of property, plant and equipment, and depreciation and amortization of intangible assets in relation to revenue (EBITDA margin) in accordance with IFRS principles based on the audited consolidated financial statement of PVA TePla AG.

To determine the payout amount, the Supervisory Board sets a threshold for each member of the Management Board at the beginning of the respective tranche.

A payout for the EBITDA margin performance criterion requires that the threshold be met by at least 50% in the respective fiscal year. An EBITDA margin of at least 18% constitutes 50% target achievement. Full target achievement (100%) is achieved with an EBITDA margin of at least 20%. Starting at an EBITDA margin of at least 22%, target achievement is capped at 150%. No payment is made if the EBITDA margin is below 18%.

The individual thresholds for the EBITDA margin for the 2025–2028 tranche are as follows:

	Schwellenwert für 0% Zielerreichung in %	Schwellenwert für 50% Zielerreichung in %	Schwellenwert für 100% Zielerreichung in %	Schwellenwert für 150% Zielerreichung in %
Jain Ketter	< 18%	18 %	20 %	≥ 22 %
Carl Markus Groß	< 18%	18 %	20 %	≥ 22 %

Performance Criterion: Revenue Growth

The average revenue growth over the four fiscal years of the performance period is decisive. A payout for the revenue growth performance criterion requires that the threshold be met by at least 50% in the respective fiscal year. A target achievement of 50% is reached with revenue growth to at least EUR 450,000,000. Full target achievement (100%) is achieved with revenue growth to at least EUR 500,000,000.

If revenue reaches at least EUR 550,000,000, the maximum target achievement is 150%. If revenue grows to less than EUR 450,000,000, no payment will be made.

The individual revenue growth thresholds for the 2025–2028 tranche are as follows:

	Schwellenwert für 0% Zielerreichung in EUR	Schwellenwert für 50% Zielerreichung in EUR	Schwellenwert für 100% Zielerreichung in EUR	Schwellenwert für 150% Zielerreichung in EUR
Jain Ketter	< 450.000.000	450.000.000	500.000.000	≥ 550.000.000
Carl Markus Groß	< 450.000.000	450.000.000	500.000.000	≥ 550.000.000

Performance Criterion "Non-financial Performance"

The non-financial performance criteria include targets derived from the strategy, including ESG targets. The Supervisory Board sets the specific targets and their respective weightings annually at the beginning of each tranche. For the 2025–2028 tranche, gross CO2 emission intensity and the implementation of an ESG rating were established, each with a weighting of 15%.

The individual thresholds are shown in the following table:

	aus der Strategie abgeleitete Ziele	Schwellenwert für 0% Zielerreichung	Schwellenwert für 50% Zielerreichung	Schwellenwert für 100% Zielerreichung	Schwellenwert für 150% Zielerreichung
Jalin Ketter	CO ₂ - Bruttoemissionsintensität Implementierung Rating	> 3,3/6*5 kg CO ₂ e pro EURt Umsatz < 30 Punkte	3,3/6*5 kg CO ₂ e pro EURt Umsatz ≥ 30 Punkte	> 3,3/6*4 kg CO ₂ e pro EURt Umsatz ≥ 50 Punkte	≤ 3,3/6*3 kg CO ₂ e pro EURt Umsatz ≥ 70 Punkte
Carl Markus Groß	CO ₂ - Bruttoemissionsintensität Implementierung Rating	> 3,3/6*5 kg CO ₂ e pro EURt Umsatz < 30 Punkte	3,3/6*5 kg CO ₂ e pro EURt Umsatz ≥ 30 Punkte	> 3,3/6*4 kg CO ₂ e pro EURt Umsatz ≥ 50 Punkte	≤ 3,3/6*3 kg CO ₂ e pro EURt Umsatz ≥ 70 Punkte

Performance Criterion: Market Capitalization of PVA TePla AG

For Oliver Höfer, the LTI is based 100% on the 2021 compensation system due to his existing contract. The decisive factor is the increase in the market capitalization of PVA TePla AG (in EUR) over the term of the LTI. To this end, the difference between the market capitalization at the beginning of the measurement period and the market capitalization at the end of the measurement period is calculated. For the comparison, the average closing price of PVA TePla AG's shares on XETRA in the six months prior to the start and prior to the end of the measurement period is used, respectively. The amount of the LTI payout is calculated by multiplying an individually agreed percentage by the absolute increase in market capitalization. One-time effects, such as increases in market capitalization due to capital increases, are excluded from the calculation. If the market capitalization does not increase over the term, there is no LTI payout.

LTI Tranches in Fiscal Year 2025

Jalin Ketter and Oliver Höfer were granted a new tranche of the LTI with a three-year term in fiscal year 2023 ("LTI 2023–2026"). In fiscal year 2025, Jalin Ketter and Carl Markus Groß were granted another tranche of the LTI with a term of four years ("LTI 2025–2028"). No current tranche expired in fiscal year 2025. Therefore, there were no payouts from the LTI in fiscal year 2025.

For the tranche granted in fiscal year 2023, the individual percentage, which is multiplied by the absolute increase in market capitalization to determine the payout amount, is 0.3% for Jalin Ketter and 0.5% for Oliver Höfer. To account for the pro-rata calculation, the individual percentage for Jalin Ketter was reduced by a factor of 1/2.

For Oliver Höfer, the pro-rata calculation is reflected in the reduction of the maximum payout amount.

The starting price at the beginning of the measurement period was approximately EUR 21. For Jalin Ketter, for example, full vesting of the LTI requires a price increase of around 50% over the three-year term. The payment of this tranche will be made for both Ms. Ketter and Mr. Höfer after the end of the measurement period in 2026 and will be reported in the 2026 Compensation Report.

For the tranche allocated in fiscal year 2025, the initial price at the start of the measurement period was approximately EUR 13. At this price, the preliminary number of allocated virtual shares is 20,889 for Jalin Ketter and 18,990 for Carl Markus Groß. Payment of this tranche will occur after the end of the measurement period and will be reported in the 2028 Compensation Report.

4. Remuneration-Related Legal Transactions

4.1 Contract Terms

Initial appointments are made for a maximum period of three years; subsequent appointments are limited to a maximum period of five years. In accordance with the provisions of stock corporation law, the Management Board service contracts do not provide for ordinary termination; the mutual right to terminate the Management Board service contract without notice for cause remains unaffected.

4.2 Provisions in the Event of Early Termination of Service on the Management Board

In the event of early termination of service on the Management Board, payments to the Management Board member, including fringe benefits, shall not exceed the value of two years' compensation ("severance cap") and shall not cover more than the remaining term of the employment contract. The severance cap is calculated based on the total compensation for the past fiscal year and, if applicable, also on the projected total compensation for the current fiscal year.

If the employment contract is terminated for cause attributable to the Management Board member, no payments shall be made to the Management Board member.

If a member joins or leaves the Management Board during the fiscal year, compensation is calculated pro rata temporis. This does not apply to compensation in the event of extraordinary termination of the Management Board member by the Company for cause attributable to the Management Board member; in this case, there is no entitlement to payment of variable compensation for the fiscal year of departure.

No severance payments were made in the 2025 fiscal year.

4.3 Post-Contractual Non-Compete Clause

In the event of a member of the Management Board leaving the company, a post-contractual non-competes clause may be agreed upon. Compensation for the non-competes period promised to the member of the Management Board as part of such an agreement will be offset against any agreed severance payments.

4.4 Compensation for Activities in Affiliated Companies

In principle, no separate compensation is paid if members of the Management Board hold supervisory board positions within the Group or undertake activities in associations or honorary positions. Should compensation be granted in exceptional cases, it will be offset against the Management Board member's compensation. In the case of supervisory board mandates taken over from outside the Group, the Supervisory Board decides whether and to what extent the remuneration is to be offset.

4.5 Penalties and Clawbacks

The Supervisory Board may reduce the payment amount from the STI to zero, in whole or in part, for the variable compensation not yet paid for the year in which the violation occurred, in the event of a breach of the company's internal Code of Conduct, a breach of material obligations under the employment contract, grossly negligent or unethical conduct, or breaches of duty within the meaning of Section 93 of the German Stock Corporation Act (AktG). ("Malus")

The Supervisory Board may also, at its discretion, reclaim part or all of the gross amount of variable compensation already paid for the year in which the violation

occurred. (“Clawback”) The right to reclaim compensation expires if the violation occurred more than five years ago.

In fiscal year 2025, following a thorough review by the Supervisory Board, there were no circumstances that would have prompted or justified a clawback of variable compensation components for members of the Management Board.

4.6 Share Ownership Guidelines

Each member of the Management Board is obligated to acquire PVA TePla shares in an amount equal to 50% of their gross annual fixed salary and to hold them for the duration of their employment contract. The investment target must be met no later than five years after the Share Ownership Guidelines take effect. The obligation to purchase and hold shares under the Share Ownership Guidelines (SOG) begins upon the initial appointment as a member of the Management Board or, for existing members of the Management Board, upon the entry into force of the SOG plan conditions. Shares acquired under the LTI program may be used to fulfill the SOG condition. Shares that have been counted toward the fulfillment of the investment target may not be sold in the event of a rise in the share price.

For both Jalin Ketter and Carl Markus Groß, the obligation to acquire shares of PVA TePla begins on January 1, 2025.

As of the reporting date of December 31, 2025, Jalin Ketter has fulfilled 98% of the shareholding obligation and Carl Markus Groß has fulfilled 100%. The following table shows the current status of the Share Ownership Guidelines as of December 31, 2025:

	Gemäß SOG zu haltende PVA TePla Aktien in EUR	Gemäß SOG zu haltende PVA TePla Aktien in % des brutto Festgehalts	Aktienbestand am 31.12.2025 in Stück	Aktienbestand am 31.12.2025 in EUR	Aktienbestand am 31.12.2025 in %
Jalin Ketter	132.000	50%	8.500	129.190	98%
Carl Markus Groß	120.000	50%	8.400	123.529	103%

5. Individual Compensation in Fiscal Year 2025

5.1 Compensation granted and payable in fiscal year 2025

In accordance with Section 162 of the German Stock Corporation Act (AktG), the compensation report for the 2025 fiscal year discloses the compensation granted and owed to members of the Management Board based on the so-called “vesting principle.” The granted and payable compensation includes all compensation components that have been earned by the end of the fiscal year, i.e., for which the performance requirements were fully met by the end of fiscal year 2025, even if payment is not made until fiscal year 2026. This allows for a clear understanding of the relationship between the company’s performance during the fiscal year and the resulting compensation.

For the 2025 fiscal year, the granted and payable compensation therefore comprises

- the base compensation for the 2025 fiscal year,
- the fringe benefits in the 2025 fiscal year,
- the pension contributions for the 2025 fiscal year, as well as
- the payment amount from the STI 2025, which will be paid to the members of the Management Board in the 2026 fiscal year.

Since no LTI term expired in fiscal year 2025, there is no LTI to be reported as granted and accrued compensation.

The following table shows the compensation granted and payable in fiscal year 2025, including the percentage shares of the individual compensation components:

	Jalin Ketter (Vorstandsmitglied seit Juni 2020; Vorstandsvorsitzende seit Juli 2023)				Carl Markus Groß (Vorstandsmitglied seit Januar 2025)				Oliver Höfer (Vorstandsmitglied Dezember 2013 bis Juni 2025)			
	2025		2024		2025		2024		2025		2024	
	in TEUR	in %	in TEUR	in %	in TEUR	in %	in TEUR	in %	in TEUR	in %	in TEUR	in %
Grundvergütung	260	68%	240	49%	240	69%	(-)	(-)	120	38%	240	47%
Nebenleistungen	22	6%	16	3%	14	4%	(-)	(-)	12	4%	21	4%
Altersversorgung	9	2%	8	2%	9	3%	(-)	(-)	5	2%	10	2%
Karenzentschädigung	(-)	(-)	(-)	(-)	(-)	(-)	(-)	(-)	60	19%	(-)	(-)
Short-term Incentive												
2024	(-)		221	46%	(-)	0	(-)	(-)	(-)		240	47%
2025	92	24%	(-)		84	(-)	(-)	(-)	120	38%	(-)	
Gewährte und geschuldete Vergütung	383	100%	485	100%	347	100%	0	0%	317	100%	511	100%

In the 2025 fiscal year, Mr. Höfer received a compensation payment of EUR 60,000 (2024: EUR 0) under his post-employment non-compete agreement, which remains in effect until June 30, 2027.

5.2 Maximum Compensation

In addition to the cap on individual variable compensation components, the total of all compensation payments made by the Company for the respective fiscal year, including base salary, variable compensation, pension contributions, fringe benefits, and any recognition bonuses, is capped as a maximum compensation. The maximum compensation refers to the Company's expenses for a fiscal year, regardless of when the specific amounts are actually paid out.

This maximum remuneration amounts to EUR 1,400,000 for the Chair of the Management Board and EUR 1,200,000 for the other members of the Management Board.

In fiscal year 2025, the established maximum compensation for members of the Management Board was not exceeded: The compensation granted and owed to Jalin Ketter for fiscal year 2025 amounts to EUR 383,000. Taking into account the annualized provision for the LTI 2023–2026 of EUR 92,000 and the LTI 2025–2028 in the amount of EUR 52,000, the maximum remuneration set pursuant to Section 87a of the German Stock Corporation Act (AktG) in the amount of EUR 1,400,000 was not exceeded. The remuneration granted and owed to Carl Markus Groß amounts to EUR 347,000 for the 2025 fiscal year. Taking into account the annualized provision for the LTI 2025–2028 in the amount of EUR 47,000, the maximum remuneration of EUR 1,200,000 specified in Section 87a of the German Stock Corporation Act (AktG) was not exceeded.

Since the compensation system valid until 2021 applies to Oliver Höfer, the maximum compensation of EUR 1,200,000 does not apply to him. Irrespective of this, his compensation is mathematically capped at EUR 730,000 due to the upper limits for STI and LTI. This upper limit is not exceeded for the compensation granted and owed.

5.3 Remuneration granted and owed in fiscal year 2025 for former members

For former Management Board member Peter Abel (Management Board member until June 22, 2017), compensation (pension payments) in fiscal year 2025 amounted to EUR 45,000 (2024: EUR 45,000).

Dr. Andreas Mühe (Member of the Management Board until June 30, 2023) received a compensation payment of EUR 24,000 (2024: EUR 97,000) in the 2025 fiscal year under his post-employment non-compete clause, which remains in effect until June 30, 2025.

IV. Remuneration for the Members of the Supervisory Board in Fiscal Year 2025

1. Remuneration System for the Supervisory Board

The remuneration of the Supervisory Board is governed by Section 14 of the Articles of Association of PVA TePla AG. The currently valid remuneration system for the Supervisory Board was most recently approved by the Annual General Meeting on August 30, 2024 (approval rate: 93.37%).

Supervisory Board compensation consists solely of a fixed amount. Members of the Supervisory Board receive a fixed annual compensation of EUR 40,000. The Chair of the Supervisory Board receives EUR 100,000 and the Vice Chair EUR 60,000.

Furthermore, the compensation policy takes into account the greater time commitment required for chairing and serving on Supervisory Board committees. For chairing a committee, a Supervisory Board member receives additional annual compensation of EUR 20,000, and EUR 10,000 annually for serving on a committee.

If a member of the Supervisory Board is the chair and/or a member of multiple Supervisory Board committees, remuneration is paid for a maximum of two committee activities.

The members of the Supervisory Board undertake to purchase shares of PVA TePla AG annually in an amount equivalent to 20% of their fixed annual compensation and to hold these shares until the end of their term of office. In this way, a significant portion of the remuneration increase resulting from the current remuneration system is

invested in the purchase of shares, thereby establishing a sustainable shareholder culture within the Supervisory Board. This strengthens the alignment of interests between the Supervisory Board and the shareholders of PVA TePla AG. The following table provides an overview of the structure of Supervisory Board remuneration:

Feste Vergütung		
Aufsichtsratsvorsitz	Stellvertretender Aufsichtsratsvorsitz	Ordentliches Aufsichtsratsmitglied
100.000 €	60.000 €	40.000 €
Ausschussvergütung		
Vorsitz	Mitglied	
20.000 €	10.000 €	
Maximale Ausschussvergütung		
Ist ein Aufsichtsratsmitglied in mehr als zwei Ausschüssen vertreten, werden maximal zwei Ausschussvergütungen ausbezahlt.		
Selbstverpflichtung zum Aktienwerb		
Selbstverpflichtung zur persönlichen Investition in Aktien von der PVA TePla AG (20 % des jährlichen Brutto der festen Vergütung) mit einer Halteverpflichtung für die Dauer der Amtszeit.		

In the event of changes to the Supervisory Board or its committees during the year, remuneration is paid on a pro-rata basis, rounded up to full months.

2. Breakdown of Remuneration for the 2025 Fiscal Year

The following table shows the remuneration granted and owed to the members of the Supervisory Board in the 2025 fiscal year as well as in the previous year, including the relative proportions of the individual remuneration components:

	Feste Vergütung				Ausschussvergütung				Gesamtvergütung	
	2025		2024		2025		2024		2025	2024
	in TEUR	in %	in TEUR	in %	in TEUR	in %	in TEUR	in %	in TEUR	in TEUR
Dr. Myriam Jahn	100	77%	40	86%	30	(-)	7	14%	130	47
Christoph von Seidel	60	67%	13	80%	30	33%	3	20%	90	17
Rudolf Weichert (Mitglied seit Juni 2025)	23	66%	(-)	(-)	12	34%	3	(-)	35	(-)
Prof. Dr. Ingrid De Wolf (Mitglied seit April 2025)	30	100%	(-)	(-)	(-)	(-)	3	(-)	30	(-)
Prof. Dr. Gernot Hebestreit (Mitglied bis Juni 2025)	20	(-)	35	81%	10	(-)	8	19%	30	43
Gewährte und geschuldete Vergütung	233	74%	88	83%	82	26%	25	23%	315	107

V. Comparative Presentation of Compensation and Earnings Trends

The following table presents the remuneration trends for current and former members of the Management Board and the Supervisory Board of PVA TePla AG, as well as for

employees, in comparison to the earnings trends of the company in accordance with the requirements of Section 162 (1) Sentence 2 No. 2 of the German Stock Corporation Act (AktG).

For the comparison with the trend in average employee compensation, the average compensation of the workforce of the parent company PVA TePla AG and its major subsidiaries is used as a basis. This includes the compensation of both the senior management of the corporate group and the total workforce employed in Germany at the level of the stock corporation and its subsidiaries.

Earnings performance is generally presented based on the development of the net income of PVA TePla AG in accordance with Section 275(3)(16) of the German Commercial Code (HGB). Since the compensation of the members of the Management Board also depends significantly on the business performance of the PVA TePla Group, the development of earnings before interest, taxes, depreciation and amortization (EBITDA) and earnings after taxes in accordance with IFRS for the PVA TePla Group is also reported.

	2025	2024	2025/2024	2024/2023	2023/2022	2022/2021
In 2025 aktive Vorstandsmitglieder						
Jalin Ketter	383	485	-21%	-29%	15%	0%
Carl Markus Groß	347	(-)	(-)	(-)	(-)	(-)
Oliver Höfer	317	511	-38%	-33%	0%	4%
Ehemalige Vorstandsmitglieder						
Dr. Andreas Mühe	24	97	-75%	-79%	-26%	0%
Peter Abel	45	45	0%	2%	2%	0%
Aufsichtsratsmitglieder						
Dr. Myriam Jahn (seit Juli 2023)	130	47	179%	2	(-)	(-)
Christoph von Seidel (seit August 2024)	90	17	(-)	(-)	(-)	(-)
Rudolf Weichert (Mitglied seit Juni 2025)	23	(-)	(-)	(-)	(-)	(-)
Prof. Dr. Ingrid De Wolf (Mitglied seit April 2025)	30	(-)	(-)	(-)	(-)	(-)
Prof. Dr. Gernot Hebestreit	20	43	-54%	-13%	0%	43%
Mitarbeitende						
Durchschnittliche Vergütung der Mitarbeitenden ²			3,94%	3,64%	6%	2%
Finanzielle Performance						
EBITDA der PVA TePla-Gruppe (IFRS)	25	48	-48%	15%	37%	37%
Ergebnis nach Steuern der PVA TePla-Gruppe (IFRS)	8	27	-70%	11%	38%	30%
Jahresüberschuss der PVA TePla AG (HGB)	5	27	-81%	84%	21%	110%

¹Die Vergütungsentwicklung der Vorstandsmitglieder für 2020/2021 bis 2022/2023 beruht aus Konsistenzgründen mit vorigen Veröffentlichungen weiterhin auf der Logik der gewährten und geschuldeten Vergütung, die im jeweiligen Vergütungsbericht genutzt wurde. Für die Vergütungsentwicklung ab 2023/2024 wird die gewährte und geschuldete Vergütung nach dem Erdienungsprinzip herangezogen.

²Mitarbeiter der wesentlichen Konzerngesellschaften der PVA TePla-Gruppe