

## Annex to item 6 of the agenda:

### Remuneration report for fiscal year 2023

The remuneration report explains the structure and amount of the remuneration paid to current and former members of the Executive Board and the Supervisory Board of Beiersdorf AG in fiscal year 2023. It was prepared in accordance with the statutory provisions of § 162 *Aktiengesetz* (German Stock Corporation Act, *AktG*) as amended by the *Gesetz zur Umsetzung der zweiten Aktionärsrechterichtlinie* (German Act on the Implementation of the Second Shareholders' Rights Directive, *ARUG II*) and also contains additional information on Executive Board and Supervisory Board remuneration for added clarity and transparency. The auditor has examined whether the remuneration report contains the information required in accordance with § 162 (1) and (2) *AktG*. The auditor's report is included in this remuneration report.

On April 13, 2023, the Annual General Meeting approved the remuneration report for fiscal year 2022, which was prepared and audited in accordance with § 162 *AktG*, with a majority of approximately 76% of the votes cast. Following the 2023 Annual General Meeting, the Executive Board and Supervisory Board have again given very careful consideration to the comments made to the company by investors with regard to the remuneration system and the 2022 Remuneration Report. Wherever the Supervisory Board and Executive Board deemed it reasonable and appropriate, they have been taken into account in the preparation of this remuneration report. In addition, the remuneration system is to be aligned with the further development of the business strategy. Therefore, it was decided to make changes to the Executive Board remuneration system starting from the 2025 fiscal year and to submit the new system to the 2025 Annual General Meeting for approval. The revision of the remuneration system has already begun.

## 1. Remuneration of the Executive Board

The Supervisory Board is responsible for setting the remuneration of the members of the Executive Board. It addressed the structure and appropriateness of Executive Board remuneration, as well as individual remuneration questions, at its meetings on February 3, 2023, February 21, 2023, April 13, 2023, May 26, 2023, and December 1, 2023. On February 5, 2024, the Supervisory Board determined the remuneration of the Executive Board for fiscal year 2023. All decisions by the Supervisory Board in relation to Executive Board remuneration were prepared by the Presiding Committee of the Supervisory Board.

### Remuneration system and process

The remuneration system for the Executive Board was revised in line with the *AktG*, as amended by *ARUG II*, as of January 1, 2021, and approved by the Annual General Meeting on April 1, 2021, with a majority of 87% of the votes cast. The remuneration system is published on the website at [www.beiersdorf.com/investor-relations/corporate-governance/remuneration-of-executive-board-and-supervisory-board](http://www.beiersdorf.com/investor-relations/corporate-governance/remuneration-of-executive-board-and-supervisory-board). The main elements of the remuneration system are also summarized in this remuneration report.

The remuneration system applies to all members of the Executive Board appointed from 2021 on. In accordance with the underlying legal framework, the service agreements currently in force with the members of the Executive Board appointed prior to 2021, in particular the long-term variable compensation components, are in principle unaffected. Nevertheless, the Supervisory Board has agreed in principle with serving Executive Board members that the remuneration system shall apply to them effective January 1, 2021.

An enhanced remuneration system will be presented again for approval at the 2025 Annual General Meeting.

## Link to strategy and guiding principles of the remuneration system

The remuneration system for the Executive Board makes a material contribution to furthering and implementing the C.A.R.E.+ business strategy both in its entirety and with its individual components by creating incentives for sustained and value-oriented corporate development and taking into account the interests of the shareholders, customers, employees, business partners, environment, and society (stakeholders).

The business strategy is rooted in the clear ambition to grow competitively and sustainably through strategic priorities and the will to create added value for people and society in the long term. In this way, Beiersdorf wants to expand its position in the skin care market and ensure sustained profitability.

The C.A.R.E.+ strategy entails the following five strategic priorities:

- Digital transformation: strengthen consumer proximity through new digital channels and technologies
- Skin care: gain consumers' favor with superior skin care innovations and a strong portfolio of global brands
- Growth potential: tap new growth markets and business areas and leverage global growth potential
- Increasing productivity: accelerate growth through increased productivity
- Sustainability and Core Values: With the four Core Value attributes (Care, Simplicity, Courage and Trust), culture, sustainability, compliance as well as our employees' capabilities and skills, we are building on a strong foundation.

The structure of the remuneration system and the actual remuneration awarded on the basis of this system give the members of the Executive Board an incentive to pursue and achieve the goals defined in the strategy and thus work toward achieving sustainable and long-term growth of the company's enterprise value. In 2023, both the short- and long-term variable remuneration therefore included specific performance criteria geared toward the five priorities of the C.A.R.E.+ strategy.

Beyond this strategic link, the Supervisory Board is guided by the following additional factors in structuring the remuneration system and determining the amount of remuneration:

Company's situation	The remuneration system is based on the company's operating, financial, and economic situation as well as its successes and outlook for the future.
Duties and performance of the Executive Board	The remuneration system takes into account the duties and performance of the Executive Board as a whole as well as of the individual members.
Pay for performance	The remuneration system defines appropriate performance indicators for determining the performance-tied variable remuneration, which accounts for most of the total remuneration, to ensure that the Executive Board's performance is appropriately rewarded, while taking due account of any failure to achieve the defined targets.
Appropriateness	The structure and amount of the Executive Board remuneration reflects customary market practice and is competitive. This is ensured by means of regular benchmarking against the relevant peer groups. In addition, the remuneration for the Executive Board is appropriately balanced in relation to the remuneration for the company's senior management and employees.
Consistency	The remuneration system for the Executive Board and senior management create comparable incentives and have predominantly uniform objectives (consistency of the remuneration system). In addition, the corporate targets for employees' variable remuneration are defined on the basis of the corporate goals defined for the remuneration of the Executive Board. This ensures consistent incentives and, hence, a uniform control effect.
Regulatory conformity	The remuneration system for the Executive Board is consistent with the German Stock Corporation Act and takes account of the recommendations and suggestions of the German Corporate Governance Code.

### Procedure for determining, implementing, and reviewing the remuneration system

The Supervisory Board has drawn up and approved the remuneration system in accordance with the statutory requirements and in the light of the recommendations and suggestions of the German Corporate Governance Code (except where the company has declared a deviation from that Code). In doing so, it was advised and supported by external remuneration advisors and by its Presiding Committee, particularly on questions concerning the appropriateness and market conformity of the amount of the remuneration, and by the Personnel Committee, particularly on questions concerning the remuneration structure.

The Supervisory Board regularly reviews the remuneration system, particularly with regard to its appropriateness, including in relation to comparable companies (horizontal comparison) and within the company in relation to senior management and the workforce as a whole (vertical comparison). The review of the remuneration system is prepared by the Presiding Committee, which recommends any necessary adjustments to the remuneration system to the Supervisory Board. The Supervisory Board submits the remuneration system for approval by the Annual General Meeting in accordance with § 120a AktG in the event of any material change to the remuneration system and at least every four years.

### Definition of specific target total remuneration and determination of the amount of remuneration

On the basis of the remuneration system, the Supervisory Board defines the specific target total remuneration for the individual members of the Executive Board comprising all fixed and variable remuneration components for the year including ancillary benefits.

The Supervisory Board defines the performance criteria for all variable compensation components for the fiscal year ahead at the recommendation of its Presiding Committee within the framework of the remuneration system. When defining the performance criteria, the Supervisory Board also determines the weighting of the individual performance criteria within the specific remuneration component. In addition, it ensures that the target remuneration under the variable remuneration components is generally tied more closely to strategic objectives than to operational ones and that the amount of the target remuneration under long-term remuneration components is higher than that under the short-term remuneration component. For the short-term variable remuneration applicable in 2023, the Supervisory Board set the performance criteria in December 2022 following submission of the multi-year planning prepared by the Executive Board.

After the end of the fiscal year (or, in the case of long-term variable remuneration, after the end of the last fiscal year of the assessment period), the Supervisory Board determines the specific target achievement at the recommendation of its Presiding Committee. For this purpose, achievement of the financial targets is determined in connection with the preparation and approval of the annual and consolidated financial statements. Achievement of the non-financial targets is determined after detailed consultation derived from a comparison of the target/actual achievement of individual performance criteria. The Supervisory Board sets the variable remuneration and the total remuneration for the previous fiscal year on the basis of the target achievement. For the 2023 variable bonus, the Supervisory Board determined the specific target achievement at its meeting on February 5, 2024 (see also e) in the "Remuneration structure and elements" section below).

### Appropriateness and market conformity of the remuneration / comparison with market environment and employee remuneration

In determining remuneration, the Supervisory Board pays particular attention to ensuring that the target remuneration appropriately reflects the duties (including division responsibilities) and performance of the member of the Executive Board. In addition to distinctions based on specific functions, e.g., the

position of Chairman of the Executive Board and regional responsibilities, the Supervisory Board may also, at its own due discretion, take account of other criteria such as location, experience, and length of service. The Supervisory Board also ensures that the remuneration of the Executive Board appropriately reflects the company's net assets, financial position, results of operations, and prospects for the future and does not exceed the customary remuneration without reason.

In assessing appropriateness and market conformity, the Supervisory Board particularly considers the specific competitive situation (horizontal comparison). For this purpose, the Supervisory Board considers relevant peer groups, which are selected on the basis of Beiersdorf's market position (particularly country, sector, and size). The peer groups, whose composition is disclosed in the remuneration system, comprise companies listed in the German DAX and MDAX equity indexes, on the one hand, and an international sector peer group, on the other. The horizontal comparison is also intended to ensure that the Executive Board receives competitive remuneration that conforms to standard market practice.

To ensure appropriate Executive Board remuneration in conformance with standard market practice, the Supervisory Board also considers its relationship to the company's internal remuneration structure (vertical comparison). To this end, it compares the amount of the average annual target remuneration paid to senior management, comprising the first and second management group of the Consumer Business Segment in Germany below the Executive Board, with the Executive Board remuneration. Moreover, the Executive Board remuneration is compared with the amount of the average annual remuneration across all employees in the Consumer Business Segment in Germany (including senior management). The ratio thus determined is also reviewed over time.

The Supervisory Board recently reviewed and confirmed the appropriateness and market conformity of the Executive Board remuneration in setting the specific target remuneration for 2024. As part of the current further development of the remuneration system that will apply from 2025, its appropriateness and market conformity will again be reviewed with the support of an external remuneration expert.

## **Remuneration structure and elements**

### a) Overview

The total remuneration payable to the members of the Executive Board is composed of fixed and variable elements. The fixed remuneration, which is not tied to performance, comprises the base remuneration plus ancillary benefits. The variable remuneration is composed of a short-term variable bonus with annual targets (Variable Bonus) and a long-term variable bonus (LTP). It may also contain a multi-annual bonus (MAB) that is tied primarily to the targets defined for the area of responsibility of that member of the Executive Board. In addition, the members of the Executive Board may be offered a reappointment bonus (may also be tied to performance).

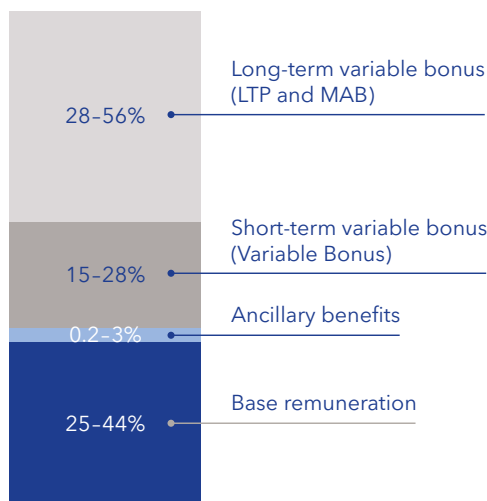
The LTP can be converted into a defined contribution benefit commitment (see g) below). Other than this, there are no pension commitments for the serving members of the Executive Board.

Remuneration components

Non-performance-tied remuneration	Base remuneration	Fixed annual amount paid in 12 equal instalments at the end of the calendar month.
	Ancillary benefits	Customary benefits, such as company car, insurance, reimbursement of job-related relocation costs. In addition, secondment related benefits may be granted.
Performance-tied remuneration	Retention and claw-back	Variable Bonus <ul style="list-style-type: none"> <li>• Period: one year</li> <li>• Performance criteria: performance of the Consumer Business Segment; joint (financial/non-financial) and individual targets</li> <li>• Cap: 200%</li> </ul>
		LTP <ul style="list-style-type: none"> <li>• Period: four years</li> <li>• Performance criteria: strategy-related and / or non-financial targets</li> <li>• Cap: 200%</li> </ul>
		MAB <ul style="list-style-type: none"> <li>• Period: duration of the appointment or at least three years</li> <li>• Performance criteria: annual growth and increase in market shares or other KPIs from the respective Executive Board member's area of responsibility</li> <li>• Cap: 200%</li> </ul>
Maximum remuneration	The maximum total remuneration is €9 million per year for the Chairman of the Executive Board and €6 million per year for each ordinary member of the Executive Board	

As a rule, the relative share of the base remuneration, on the one hand, and the short-term and long-term variable remuneration, on the other hand, breaks down as follows (including regular benefits but excluding any secondment-related benefits and reappointment bonuses):

Relative Shares of the Remuneration Components



In this description of the relative shares, long-term variable remuneration components (MAB and LTP) are included with an annual target value on a prorated basis, notwithstanding the fact that they are not due for payment until the end of the period. If a member of the Executive Board is granted a reappointment bonus, this is generally up to 50% of the annual target total remuneration at the beginning of the appointment period. The secondment-related benefits may equal an amount of up to 100% of the base remuneration depending on the location (see c) below for a breakdown of ancillary benefits). The relative shares accounted for by the other remuneration components are modified correspondingly in these cases.

The variable remuneration is predominantly measured over a multi-year period. In addition, the share of variable remuneration from long-term targets exceeds the share from short-term targets.

The remuneration of the individual members of the Executive Board in 2023, including the relative shares of the remuneration components granted and owed (within the meaning of § 162 (1) sentence 2 no. 1 AktG) is reported in the "Remuneration of the individual Executive Board members in 2023" section.

#### b) Base remuneration

The base remuneration is a fixed annual amount paid in 12 equal installments at the end of each calendar month. If the service agreement begins or ends part way through a fiscal year, the base remuneration for that fiscal year is paid pro rata.

Together with the other remuneration components, the base remuneration forms the basis for recruiting and retaining the highly qualified members required by the Executive Board to develop and implement the business strategy. The remuneration should reflect both the duties and performance of the individual Executive Board members and their skills and experience.

#### c) Ancillary benefits

Each Executive Board member receives customary non-cash remuneration components and other ancillary benefits. The regular benefits may include:

- Provision of a company car, which may also be used for private purposes. In accordance with the Group's "Green Car Policy," the emissions produced by the company car must not exceed a certain carbon threshold. In lieu of a company car, a monthly "cash for car" allowance may also be granted.
- Customary insurance cover, including contributions to health and accident insurance, as well as to any invalidity and surviving dependents policies
- Reimbursement of job-related relocation costs
- Allowance for school expenses

If, at the request of the company, a member of the Executive Board relocates work location or residence or does not maintain them at the headquarters of the company, other benefits may be granted. Such secondment-related benefits may particularly include:

- Foreign-secondment allowance to cover the cost of accommodation at the place of residence
- Cost of flights for the member of the Executive Board and corresponding family to and from the place of residence
- Further health insurance expenses

d) Reappointment

In individual cases, the Supervisory Board may agree on a bonus payable in the event of reappointment. As a rule, this reappointment bonus is due upon the reappointment taking effect (“reappointment bonus”).

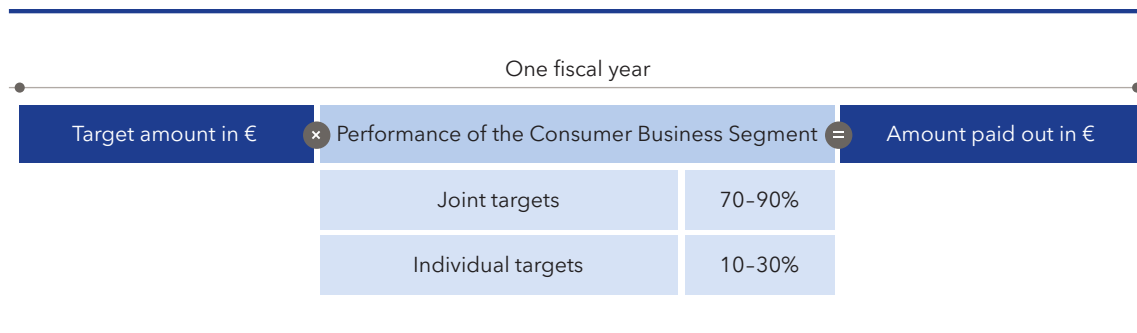
The Supervisory Board may at its own due discretion determine the structure of the reappointment bonus, in particular as a performance-related bonus, to which the performance criteria defined for the Variable Bonus (see e) below) or the MAB (see f)) apply.

e) Variable Bonus

The members of the Executive Board receive for each fiscal year a Variable Bonus tied to the performance of the Consumer Business Segment, which is paid out after the Annual General Meeting of the year following the fiscal year in question.

The Variable Bonus is composed of joint and individual performance criteria that are tied to the company’s financial and non-financial performance as well as its strategic and operational development. The joint targets are given a weighting of 70-90% and the individual targets a weighting of 10-30%.

Variable Bonus



The Supervisory Board determines the selection and weighting of the individual performance criteria at the recommendation of the Presiding Committee for the new fiscal year. With respect to the total Variable Bonus, the individual performance criteria for the joint targets generally have a weighting of 10-40% and the individual targets a weighting of 5-20%.

In accordance with the remuneration system, the following performance criteria may be used for the Variable Bonus (at the discretion of the Supervisory Board):

Joint financial targets	Revenue	Revenue growth in the Consumer Business Segment could be subject to elimination of exceptional effects, e.g. currency-translation effects and M&A.
	EBIT margin	Increase in earnings before interest in tax in the Consumer Business Segment as a percentage of revenues, subject to elimination of exceptional effects, e.g. currency-translation effects and M&A.
	Market shares and position	Increase in market shares and position in the relevant categories, particularly skin care, also in new channels and markets.
Joint non-financial targets	Innovations	Strategic skin care initiatives and innovations.
	Digitalization	Strategic digitalization initiatives, e.g. shares of digital media, e-commerce, infrastructure, data analytics, and processes.
	Sustainability	Implementation of the sustainability agenda, particularly with a view to the seven focus areas, e.g.: <ul style="list-style-type: none"> <li>• Reduction of CO<sub>2</sub>e emissions</li> <li>• Increase in the proportion of recyclable resources and packaging</li> <li>• Use of renewable raw materials</li> </ul>
	People	Measures in connection with human resources management, e.g.: <ul style="list-style-type: none"> <li>• Succession planning, including identification and development of suitable candidates for the Executive Board and management</li> <li>• Reinforcement and development of Beiersdorf employee's skills and capabilities</li> </ul>
	Diversity	Measures for enhancing diversity, e.g. <ul style="list-style-type: none"> <li>• Increase in the proportion of internationally active employees or foreign transfers</li> <li>• Promotion of gender diversity</li> </ul>
Individual targets	Contribution to joint targets from functional or regional responsibilities or other personal targets.	

The performance criteria underlying the Variable Bonus create an incentive for the Executive Board to increase the company's enterprise value on a sustained and long-term basis in line with the C.A.R.E.+ strategy. In particular, sales is to be increased by opening up new growth markets and areas of business, while profitability is to be improved by means of simultaneous investments in innovations. Market shares are to be widened and market positions strengthened by reinforcing the global brands and improving consumer proximity as well as through new digital channels and technologies. The performance criteria defined in the sustainability agenda and those related to diversity also reflect - in line with the Core Values underlying the strategy - the responsibility that the Executive Board has for creating long-term value for people, the environment, and society.

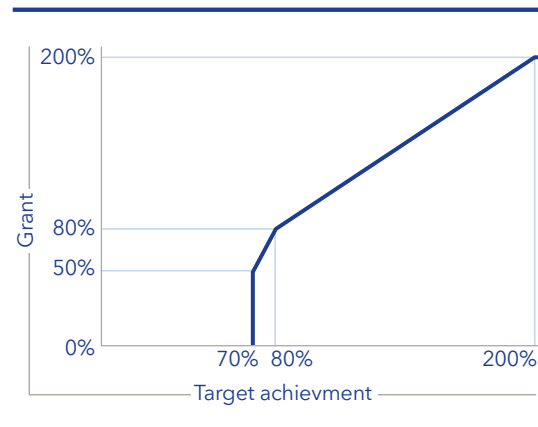
As a general rule, the targets defined for the performance criteria are based on the applicable annual planning. Similarly, measurable criteria are defined for the non-financial targets as far as possible. Depending on the individual case, these may be derived from the annual planning, strategic projects, or other activities. The achievement of non-financial targets is determined by comparing actual with target achievement.



On this basis, the Supervisory Board defines percentage target-achievement levels for the components of the Variable Bonus after the end of the fiscal year. The following target-achievement levels apply:

- The applicable components are omitted if target achievement is less than 70%.
- 50% of the target amount defined for the component in question is granted for target achievement of 70%.
- 80% of the target amount defined for the component in question is granted for target achievement of 80%.
- 200% of the target amount defined for the component in question is granted for target achievement of 200%. A cap is applied to target achievement of above 200%.
- The intermediate values are interpolated on a linear basis.

Target Achievement levels Variable Bonus



Subsequently, the total target achievement for and the amount of the Variable Bonus are calculated on the basis of the target achievement for the individual components.

To allow for extraordinary developments, the Supervisory Board may at its own due discretion raise or lower the Variable Bonus by up to 20%. Additionally, the members of the Executive Board are able to transfer bonus entitlements to the long-term variable remuneration LTP; no use was made of this option in 2023.

For the 2023 Variable Bonus, the Supervisory Board set the joint and individual performance targets shown in the table below and, on February 5, 2024, determined the level of target achievement (also shown below) and resulting payment amount. In view of the end of the measurement period on December 31, 2023, the 2023 Variable Bonus was "granted" to the Executive Board members in fiscal year 2023, even though it is not paid out until after the 2024 Annual General Meeting.

## Variable Bonus 2023

## Joint Targets

Performance criteria	Target level (100% target achievement)	Actuals 2023	Weighting	Target achievement
Net sales growth Consumer	5.5% net sales growth (gatekeeper: 12.5% return on sales)	12.6%	24.5%	200.0%
Skin Care in-market performance	Outperforming relevant skin care market: increase in sell-out above market by +180bps in 2023	117 bps	24.5%	89.5%
NIVEA and Derma innovation	Increase in share of net sales of most important innovation projects to 14.5% in 2023	14.6%	7.0%	112.5%
	Increase of net sales W630 (NIVEA LUMINOUS630®; Thiamidol; Lumidose) by 28% (vs. 2022)	49%		
Digital transformation	Over proportional growth of e-commerce: increase in ecommerce net sales by 38% (vs. 2022)	22%	7.0%	88.0%
	Upskilling of digital marketing experts (375 employees trained)	1,342 employees		
	Digital upskilling of employees (5,000 employees trained)	9,117 employees		
Organizational development & people	Enhance employee engagement in regard to specific topics like "learn and grow" and "open communication" by 1.0 points on average (gatekeeper: delivery of high quality development plans)	1.0 points	7.0%	100.0%
Target achievement for joint targets				144.5% <sup>1</sup>

<sup>1</sup> The target achievement contains an increase that the Supervisory Board has set at its own due discretion in accordance with the remuneration system. Due to a stronger weighting of the sales and market growth target with the respective results of the Pharmacy & Selective business, the achievement of the joint targets for Patrick Rasquinet totals 133,1%.

## Individual Targets

	Performance criteria	Weighting	Target achievement
Vincent Warnery	CEO: Development Skin Care business; S4/HANA implementation; set up of new Beiersdorf HQ	30.0%	165.0%
Oswald Barckhahn	Europe/North America: Net sales growth; outperforming relevant Skin Care market, derived from market share; results of employee survey and employee development	30.0%	131.3%
Astrid Hermann	Finance: S4/HANA implementation; finance and IT functional organization and efficiency	30.0%	160.4%
Nicola D. Lafrentz	HR: Succession planning and development, set-up and move to new Beiersdorf Campus, development of HR organization, with focus on diversity	30.0%	141.7%
Grita Loeb sack	NIVEA: Bigger and better innovations, delivery of sustainability targets, accelerate digital marketing, team development and increase diversity	30.0%	131.3%
Ramon A. Mirt	Emerging Markets: Net sales growth; outperforming relevant skin care market, derived from market share; new markets; development of lead team, including women in leadership	30.0%	139.2%
Patrick Rasquinet	Pharmacy & Selective: Development of Derma and Chantecaille business; leadership development	30.0%	80.0%

## Target remuneration and achievement

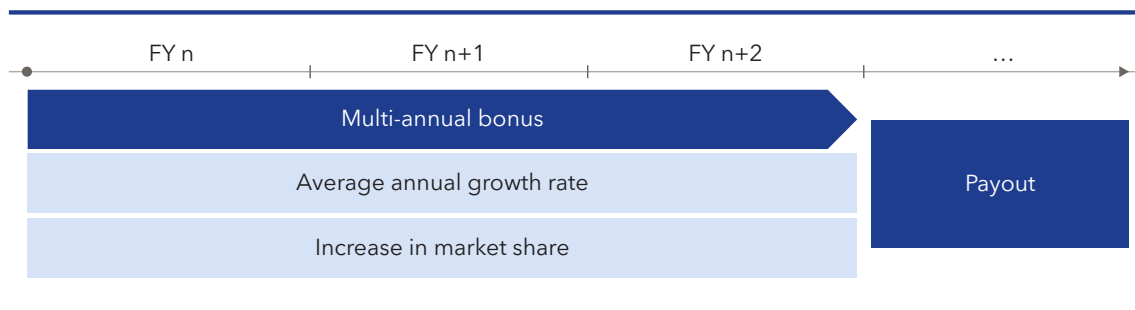
	Target remuneration Variable Bonus (in € thousand)	Overall target achievement	Payment amount (in € thousand)
Vincent Warnery	1,000	150.7%	1,507
Oswald Barckhahn	300	140.6%	422
Astrid Hermann	300	149.3%	448
Nicola D. Lafrentz	300	143.7%	431
Grita Loeb sack	300	140.6%	422
Ramon A. Mirt	300	142.9%	429
Patrick Rasquinet	300	117.2%	352

### f) Multi-annual bonus (MAB)

Under the currently still applicable remuneration system, the long-term variable remuneration for the members of the Executive Board may additionally include a multi-annual bonus (“MAB”). The MAB particularly has the strategic purpose of strengthening Beiersdorf in regional growth markets or specific business areas.

The performance criteria for the MAB are derived from the targets defined for the areas of responsibility assigned to the members of the Executive Board. In particular, target achievement may be measured on the basis of growth according to annual or multi-annual corporate planning and by reference to the growth in market shares in the applicable region or business area during the appointment of the relevant member of the Executive Board or over a period of at least three years.

#### Multi-annual bonus



Percentage target achievement is also measured in accordance with the arrangements for the Variable Bonus (see description for target achievement levels for Variable Bonus in e) above). To allow for any extraordinary developments, the Supervisory Board may at its own due discretion raise or lower the MAB by up to 20%.

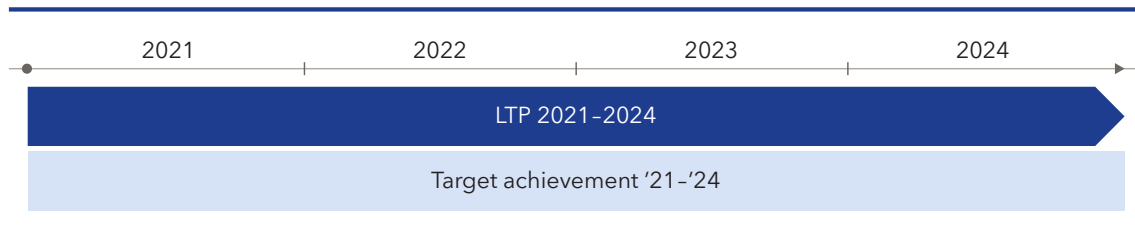
Of the serving Executive Board members, only Ramon A. Mirt was offered an MAB in 2023 (target amount: €500 thousand p.a.) for his activities in Group companies. This MAB relates to a measurement period from January 1, 2019, to December 31, 2024, and is calculated based among other things on the average annual growth rate in accordance with corporate planning in the regions for which Ramon A. Mirt is responsible and on the increase in market shares throughout his term of office as a member of the Executive Board. After the end of the term of this MAB for Ramon A. Mirt, no further MAB will be granted to any member of the Executive Board.

## g) Long-term bonus (LTP)

**LTP 2021-2024**

Executive Board members receive a multi-annual bonus measured on the basis of the targets for the achievement of strategic criteria after the expiry of a four-year bonus period from 2021 through 2024 (LTP 2021-2024). For Executive Board members appointed during the current LTP 2021-2024 bonus period, a prorated bonus period up to the end of 2024 applies. The LTP 2021-2024 is due for payment to the serving members of the Executive Board after the 2025 Annual General Meeting; the LTP 2021-2024 for serving members of the Executive Board is therefore not “granted and owed” in 2023 within the meaning of § 162 (1) AktG.

## Long-term Bonus



The LTP 2021-2024 makes a material contribution to advancing the company's C.A.R.E.+ strategy by giving the Executive Board an incentive for securing sustainable and profitable growth particularly by strengthening the focus on skin care, sustainability, digitalization, opening up new growth markets and business areas, innovations, and human resource development.

Joint targets for all members of the Executive Board apply to the LTP 2021-2024 and are tied to the company's strategic development. They can be weighted individually depending on the duties involved. For this purpose, the Supervisory Board defines measurable non-financial or financial criteria, which are primarily derived from the implementation of the C.A.R.E.+ strategy and the multi-annual planning required to be submitted to the Supervisory Board for approval.

On the recommendation of its Presiding Committee, the Supervisory Board has set the following performance criteria and weightings for the LTP 2021-2024:

<b>Strategic targets</b>	Target level (100% target achievement)	Weighting
Digital Transformation	Increase in e-commerce sales by 95% (vs. 2021) up to 2024, the successful go-live of S4/HANA, increase of digital 1-on-1 consumer connections	<b>20%</b>
Win with Skin Care	Positioning as a leading skin care company through the implementation of a new innovation management process and by increasing the innovation share to 10% (of net sales)	<b>20%</b>
Opening up new growth markets and areas of business	Accelerate sales growth in the USA, China and the Emerging Markets through enlarged presence and the delivery of business plans	<b>20%</b>
Sustainability	Reduction of global Scope 1, 2 & 3 emissions by 20% (vs. 2018) and increasing the share of recycled materials in plastic packaging by 20%, each by 2024	<b>20%</b>
Diversity and employee development	Increasing the proportion of women at management levels MG 1-4 to 45% and succession planning for MG 1-4, including increase in internal and international promotions	<b>20%</b>
<b>Performance metrics (applicable if strategic targets <math>\geq</math> 90%)</b>		
Value Above Market	Outperforming relevant skincare market (market share, measured as net value creation, adjusted for portfolio mix effects)	<b>50%</b>
Net Sales	Net sales above market (nominal) from 2021-2024 (gatekeeper: EBIT target p.a. of the annual business plan +/- 10%)	<b>50%</b>

After the expiry of the bonus period, the Supervisory Board defines the percentage target achievement levels between 0 and 200% for the strategic targets of the LTP 2021-2024. At or above an overall target achievement of 90%, target achievement for the aforementioned strategic targets is weighted with the target achievement for the performance metrics (if target achievement  $\geq$  100%) from the multi-year planning adopted in 2021. Nominal sales growth exceeding the market (with an EBIT gatekeeper of +/-10% deviation from plan) accounts for half of these performance criteria. Outperformance of the relevant skin care market (based on market shares and measured as net value added, excluding market growth and portfolio mix effects) in the Consumer categories accounts for the other half. In addition, the Supervisory Board may at its own due discretion raise or lower the target achievement for the LTP and the resultant bonus by up to 20% for objective reasons, for example in response to extraordinary developments.

The members of the Executive Board also have the option, effective expiry of the bonus period in 2024, of converting all or part of the LTP into a pension commitment in the form of a defined contribution commitment for which a reinsurance policy can be concluded.

#### **LTP Enterprise Value Component under the old remuneration system**

As per their contracts, the serving Executive Board members appointed prior to 2021 received a share in the increase in enterprise value for the Consumer Business Segment in the form of a multi-annual bonus (LTP Enterprise Value Component), which was based on a mathematical formula drawn from the annual financial statements at the beginning and end of their terms of office, provided it had not already been settled. The Supervisory Board has agreed on rules in this respect to prevent inappropriately high remuneration as a result of the LTP Enterprise Value Component and the LTP 2021-2024.

Under the LTP Enterprise Value Component, Executive Board members are allocated a notional share of the enterprise value (Base Virtual Units, BVU) at the start of their period of appointment or reappointment. The Executive Board member will be paid their share of the percentage increase in the LTP Enterprise Value Component once their period of appointment or reappointment has ended and following, where applicable, an additional vesting period ("bonus period"), if the Annual General Meeting approves the Executive Board member's actions.

The increase in enterprise value corresponds to the percentage share of the Executive Board member's (notionally allocated) Enterprise Value Component that will be paid to them. For the Executive Board members appointed before 2017, the enterprise value is calculated as a multiple of sales and EBIT as reported in the consolidated financial statements. The increase in value is the increase in enterprise value from the beginning to the end of the bonus period. In each case, this is calculated as an average over three years. For Executive Board members appointed from 2017 onward, the increase in enterprise value is calculated from the increase in sales from the beginning to the end of the bonus period, unless EBIT deviates by more than 10% from plan.

As with the Variable Bonus, sales are adjusted for special factors. If applicable, EBIT is adjusted for, among other things, any deviations from the plan for marketing expenses as well as expenses for research and development compared with the start of the bonus period. In individual cases, the Supervisory Board is also entitled to make adjustments following due assessment of the circumstances, for instance by adjusting for special factors and inflation or by increasing or decreasing the LTP Enterprise Value Component for objective reasons by up to 20%.

With the LTP Enterprise Value Component, the Executive Board members can also share in the enterprise's performance by making a personal investment and acquiring Covered Virtual Units (CVU). These are acquired by retaining bonus payments due under the Variable Bonus, by the Executive Board member providing collateral (e.g., by pledging a suitable asset), or by way of annual allotment (Bonus CVUs). The Covered Virtual Units generally participate in positive and negative percentage changes in the value of the Enterprise Value Component; however, the Bonus CVUs only participate in positive changes. They vest immediately and are paid out in full or in part, or not paid out, after being adjusted on the basis of the enterprise value performance. For Covered Virtual Units, the Executive Board member may receive a further Enterprise Value Component in the same amount (Matching Virtual Units, MVU), corresponding to the Base Virtual Units.

As a rule, the LTP Enterprise Value Component is limited to a maximum amount for each member of the Executive Board (200% cap, corresponding to around 10% p.a.). This does not apply to Covered Virtual Units acquired through personal investment, since the Executive Board member is also exposed to a risk of loss in this case. If an Executive Board member is active for a period shorter than the respective member's period of appointment, the LTP Enterprise Value Component is reduced pro rata. The LTP Enterprise Value Component is forfeited in the event that an Executive Board member's contract is terminated prematurely at the request of the Executive Board member or by the company for good cause.

For the serving Executive Board members in 2023, the bonus period for the offered LTP Enterprise Value Component is still ongoing only for Ramon A. Mirt.

#### **Capping of the variable remuneration and maximum remuneration**

The amount of all variable remuneration elements (Variable Bonus, LTP, and MAB, if granted) is capped at 200% of the applicable individual target amount. The amount of the maximum total remuneration is determined on the basis of this relative cap taking into account all fixed and other remuneration components that may be granted to a member of the Executive Board depending on the individual case.

The maximum remuneration is €9 million per year for the Chairman of the Executive Board and €6 million per year for each ordinary member of the Executive Board. This maximum remuneration contains the amounts of the long-term variable remuneration (MAB and LTP) with an annual maximum value (200%) on a prorated basis, notwithstanding the fact that they are not due for payment until the end of the period. In principle, it is not possible to report on adherence to maximum remuneration within the meaning of § 162 (1) sentence 2 no. 7 AktG until after the long-term variable remuneration

has been paid out. Nevertheless, the remuneration granted and owed to the individual Executive Board members in the reporting year is compared against the maximum remuneration, even when the long-term variable remuneration has not been paid out in the individual case (see the tables in the following section "Remuneration of the individual Executive Board members in 2023").

#### **Retention and claw-back arrangements**

The Supervisory Board has the possibility of reducing or retaining at its own due discretion the variable remuneration by up to 20% to appropriately take account of exceptional circumstances.

Under the applicable remuneration system, variable remuneration components that have already been determined or paid may be retained or claimed back by the Supervisory Board if the basis for calculating the original target achievement, particularly the applicable consolidated financial statements, subsequently proves to be materially incorrect due to new facts or evidence ("claw-back"). However, this possibility is barred no later than three years after payment. This does not prejudice any other remedies that the company may have to recover damages from the member of the Executive Board, particularly under § 93 (2) AktG. The Supervisory Board did not make use of this possibility in 2023.

#### **Rules in relation to termination of Executive Board members' duties**

In the event of the premature termination of the office or activities of a member of the Executive Board for reasons beyond that member's control, the Executive Board service agreements provide for a cap on the termination benefits or other payments of twice the value of the base remuneration and twice the value of the Variable Bonus and any MAB or a cap equaling the total target remuneration for the remaining period of the service agreement.

If the contract of a member of the Executive Board is terminated, the disbursement of any remaining variable remuneration components attributable to the period up until the termination of the contract is based on the originally agreed targets and comparison parameters as well as the due dates or holding periods stipulated in the contract.

Upon the premature termination of the Executive Board member's duties at the company's request, except in the case of termination for good cause for reasons within the member's control, the Variable Bonus (depending on entitlement) and the long-term variable remuneration are granted on a prorated basis. If the member of the Executive Board resigns at his or her own instigation or for good cause for reasons within the respective member's control, all claims under the long-term variable remuneration will lapse. Claims under the short-term Variable Bonus for the year of resignation will also lapse unless higher target achievement can be clearly demonstrated.

There are no commitments covering the premature termination of the contract of a member of the Executive Board due to a change of control.

For the duration of the post-contractual noncompete agreement of regularly 24 months, the relevant members of the Executive Board are entitled to claim compensation equaling half the most recently agreed annual base remuneration and half their short-term Variable Bonus. The company may waive enforcement of the post-contractual noncompete agreement at any time, however no later than six months before the termination of the contract and, in the event of the contract's premature termination, also waive this six-month period. In this respect, no compensation may be claimed.

The 2022 Remuneration Report reported on the specific arrangements in connection with the termination of the Executive Board membership of Thomas Ingelfinger and Zhengrong Liu in fiscal year 2022. No members stepped down from the Executive Board in 2023.

## Remuneration of the individual Executive Board members in 2023

The tables below show the individual remuneration of the serving members of the Executive Board in 2023.

They show the targets along with the achievable minimum and maximum figures, which corresponds to "benefits granted" ("*gewährte Zuwendungen*") within the meaning of the German Corporate Governance Code in the version dated February 7, 2017 ("2017 Code"). They also show the prorated target remuneration (p.a.) for the annual allotments of long-term variable remuneration (MAB and LTP) even if the relevant bonus period/measurement period has not yet ended and they have not yet been paid out.

The tables also show the remuneration granted and owed in the fiscal year within the meaning of § 162 (1) sentence 1 *AktG*. Remuneration is reported as having been "granted" ("*gewährt*") in the fiscal year if the (one-year or multi-year) activities on which it is based have been fully performed as of the end of that fiscal year, meaning that the remuneration has been earned, even if it is not received (i.e., paid out) until the following fiscal year. Remuneration "owed" ("*geschuldet*") is remuneration that is due but has not (yet) been received. Disclosing remuneration earned in the respective fiscal year ensures clearer, more transparent reporting and comparability of performance and remuneration during the reporting period. In particular, the Variable Bonus earned in a fiscal year can be compared against the results of operations for that fiscal year.

On this basis, remuneration granted and owed in the table below includes, in addition to base remuneration and ancillary benefits for fiscal year 2023, the 2023 Variable Bonus, for which the measurement period ended on December 31, 2023, and which will not be paid out until after the 2024 Annual General Meeting. In contrast, the LTP 2021-2024 is not shown, as its measurement period has not yet ended. The MAB and LTP Enterprise Value Component are only included if their measurement period ended in fiscal year 2023 or an advance was paid. This corresponds to "benefits received" ("*Zufluss*") within the meaning of the 2017 Code.

The table below also shows the relative shares of fixed and variable remuneration. These shares also relate to the remuneration granted and owed in the relevant fiscal year within the meaning of § 162 (1) sentence 1 *AktG*. Therefore, they are not comparable with the relative shares in the description of the remuneration system in accordance with § 87a (1) no. 3 *AktG*, which refer to the respective targets or, in the case of long-term variable remuneration, to the annual target values on a prorated basis (see "Remuneration structure and elements" above). The tables also compare the maximum remuneration set by the remuneration system for the Executive Board members with the remuneration granted and owed in the reporting year. In accordance with § 162 (1) sentence 2 no. 7 *AktG*, it is explained that the maximum remuneration was adhered to for each member in 2023; however, a definitive statement is only possible in cases where the long-term variable remuneration is granted and owed.



## Remuneration granted and owed to serving Executive Board members in accordance with § 162 (1) AktG (in € thousand)

### Vincent Warnery

Chairman of the Executive Board (since May 1, 2021)

Date joined: February 15, 2017

	Target remuneration and min./max.-remuneration				Granted and owed remuneration in accordance with § 162 (1) AktG			
	2022 Target amount	2023 Target amount	2023 Min.	2023 Max.	2022	Share	2023	Share
Base remuneration	1,000	1,000	1,000	1,000	1,000	38.3%	1,000	39.8%
Ancillary benefits and other remuneration	10	5	5	5	10	0.4%	5	0.2%
<b>Total fixed remuneration</b>	<b>1,010</b>	<b>1,005</b>	<b>1,005</b>	<b>1,005</b>	<b>1,010</b>	<b>38.6%</b>	<b>1,005</b>	<b>40.0%</b>
Variable Bonus	1,000	1,000	–	2,000	1,604	61.4%	1,507	60.0%
Multi-year variable remuneration								
LTP 2021-2024 (term 1/2021-12/2024)	2,000	2,000	–	4,000	–	–%	–	–%
<b>Total variable remuneration</b>	<b>3,000</b>	<b>3,000</b>	<b>–</b>	<b>6,000</b>	<b>1,604</b>	<b>61.4%</b>	<b>1,507</b>	<b>60.0%</b>
<b>Total remuneration</b>	<b>4,010</b>	<b>4,005</b>	<b>1,005</b>	<b>7,005</b>	<b>2,614</b>	<b>100.0%</b>	<b>2,512</b>	<b>100.0%</b>
Maximum remuneration (remuneration system)					9,000		9,000	

### Oswald Barckhahn

Member of the Executive Board

Date joined: October 15, 2021

	Target remuneration and min./max.-remuneration				Granted and owed remuneration in accordance with § 162 (1) AktG			
	2022 Target amount	2023 Target amount	2023 Min.	2023 Max.	2022	Share	2023	Share
Base remuneration	500	500	500	500	500	44.4%	500	46.1%
Ancillary benefits and other remuneration	169	163	163	163	169	15.0%	163	15.0%
<b>Total fixed remuneration</b>	<b>669</b>	<b>663</b>	<b>663</b>	<b>663</b>	<b>669</b>	<b>59.5%</b>	<b>663</b>	<b>61.1%</b>
Variable Bonus	300	300	–	600	456	40.5%	422	38.9%
Multi-year variable remuneration								
LTP 2021-2024 (term 10/2021-12/2024)	1,550	1,550	–	3,050	–	–%	–	–%
<b>Total variable remuneration</b>	<b>1,850</b>	<b>1,850</b>	<b>–</b>	<b>3,650</b>	<b>456</b>	<b>40.5%</b>	<b>422</b>	<b>38.9%</b>
<b>Total remuneration</b>	<b>2,519</b>	<b>2,513</b>	<b>663</b>	<b>4,313</b>	<b>1,125</b>	<b>100.0%</b>	<b>1,085</b>	<b>100.0%</b>
Maximum remuneration (remuneration system)					6,000		6,000	

## Astrid Hermann

Member of the Executive Board/CFO

Date joined: January 1, 2021

	Target remuneration and min./max.-remuneration				Granted and owed remuneration in accordance with § 162 (1) AktG			
	2022 Target amount	2023 Target amount	2023 Min.	2023 Max.	2022	Share	2023	Share
Base remuneration	500	500	500	500	500	52.2%	500	52.2%
Ancillary benefits and other remuneration	10	10	10	10	10	1.0%	10	1.0%
<b>Total fixed remuneration</b>	<b>510</b>	<b>510</b>	<b>510</b>	<b>510</b>	<b>510</b>	<b>53.3%</b>	<b>510</b>	<b>53.2%</b>
Variable Bonus	300	300	–	600	447	46.7%	448	46.8%
Multi-year variable remuneration								
LTP 2021-2024 (term 1/2021-12/2024)	434	1,083	–	2,090	–	–%	–	–%
<b>Total variable remuneration</b>	<b>734</b>	<b>1,383</b>	<b>–</b>	<b>2,690</b>	<b>447</b>	<b>46.7%</b>	<b>448</b>	<b>46.8%</b>
<b>Total remuneration</b>	<b>1,244</b>	<b>1,893</b>	<b>510</b>	<b>3,200</b>	<b>957</b>	<b>100.0%</b>	<b>958</b>	<b>100.0%</b>
Maximum remuneration (remuneration system)					6,000		6,000	

## Nicola D. Lafrentz

Member of the Executive Board/Labor Director

Date joined: May 1, 2022

	Target remuneration and min./max.-remuneration				Granted and owed remuneration in accordance with § 162 (1) AktG			
	2022 Target amount	2023 Target amount	2023 Min.	2023 Max.	2022	Share	2023	Share
Base remuneration	333	500	500	500	333	48.8%	500	52.9%
Ancillary benefits and other remuneration	60	14	14	14	60	8.8%	14	1.5%
<b>Total fixed remuneration</b>	<b>393</b>	<b>514</b>	<b>514</b>	<b>514</b>	<b>393</b>	<b>57.5%</b>	<b>514</b>	<b>54.4%</b>
Variable Bonus	200	300	–	600	290	42.5%	431	45.6%
Multi-year variable remuneration								
LTP 2021-2024 (term 05/2022-12/2024)	304	455	–	860	–	–%	–	–%
<b>Total variable remuneration</b>	<b>504</b>	<b>755</b>	<b>–</b>	<b>1,460</b>	<b>290</b>	<b>42.5%</b>	<b>431</b>	<b>45.6%</b>
<b>Total remuneration</b>	<b>897</b>	<b>1,269</b>	<b>514</b>	<b>1,974</b>	<b>683</b>	<b>100.0%</b>	<b>945</b>	<b>100.0%</b>
Maximum remuneration (remuneration system)					4,000		6,000	

## Grita Loeb sack

Member of the Executive Board

Date joined: January 1, 2022

	Target remuneration and min./max.-remuneration				Granted and owed remuneration in accordance with § 162 (1) AktG			
	2022	2023	2023	2023	2022	Share	2023	Share
	Target amount	Target amount	Min.	Max.				
Base remuneration	500	500	500	500	500	32.9%	500	31.9%
Ancillary benefits and other remuneration	572	645	645	645	572	37.7%	645	41.2%
<b>Total fixed remuneration</b>	<b>1,072</b>	<b>1,145</b>	<b>1,145</b>	<b>1,145</b>	<b>1,072</b>	<b>70.6%</b>	<b>1,145</b>	<b>73.1%</b>
Variable Bonus	300	300	–	600	447	29.4%	422	26.9%
Multi-year variable remuneration								
LTP 2021-2024 (term 1/2022-12/2024)	1,300	1,300	–	2,600	–	–%	–	–%
<b>Total variable remuneration</b>	<b>1,600</b>	<b>1,600</b>	<b>–</b>	<b>3,200</b>	<b>447</b>	<b>29.4%</b>	<b>422</b>	<b>26.9%</b>
<b>Total remuneration</b>	<b>2,672</b>	<b>2,745</b>	<b>1,145</b>	<b>4,345</b>	<b>1,519</b>	<b>100.0%</b>	<b>1,567</b>	<b>100.0%</b>
Maximum remuneration (remuneration system)					6,000		6,000	

## Ramon A. Mirt

Member of the Executive Board

Date joined: January 1, 2019

	Target remuneration and min./max.-remuneration				Granted and owed remuneration in accordance with § 162 (1) AktG			
	2022	2023	2023	2023	2022	Share	2023	Share
	Target amount	Target amount	Min.	Max.				
Base remuneration	500	500	500	500	500	10.6%	500	16.2%
Ancillary benefits and other remuneration	1,515	1,013 <sup>1</sup>	1,013 <sup>1</sup>	1,013 <sup>1</sup>	1,515	32.1%	1,013 <sup>1</sup>	32.8%
<b>Total fixed remuneration</b>	<b>2,015</b>	<b>1,513</b>	<b>1,513</b>	<b>1,513</b>	<b>2,015</b>	<b>42.7%</b>	<b>1,513</b>	<b>48.9%</b>
Variable Bonus	300	300	–	600	456	9.7%	429	13.9%
Multi-year variable remuneration								
MAB (term 1/2019-12/2024)	500	500	–	600	1,500	31.8%	800 <sup>2</sup>	25.9%
LTP 2021-2024 (term 1/2021-12/2024)	600	600	–	1,200	–	–%	–	–%
LTP - Enterprise Value BVU (term 1/12-12/2024)	–	–	–	–	750	15.9%	350 <sup>3</sup>	11.3%
<b>Total variable remuneration</b>	<b>1,400</b>	<b>1,400</b>	<b>–</b>	<b>2,400</b>	<b>2,706</b>	<b>57.3%</b>	<b>1,579</b>	<b>51.1%</b>
<b>Total remuneration<sup>4</sup></b>	<b>3,415</b>	<b>2,913</b>	<b>1,513</b>	<b>3,913</b>	<b>4,721</b>	<b>100.0%</b>	<b>3,092</b>	<b>100.0%</b>
Maximum remuneration (remuneration system)					6,000		6,000	

<sup>1</sup> This includes an advance of €500 thousand on the reappointment bonus awarded in 2022, which is linked to the MAB performance criteria and which was granted to Ramon A. Mirt for his early agreement to extend his appointment as a member of the Executive Board and continue his activities in Group companies. The advance is subject to the final calculation of the MAB and the acceptance of the reappointment following the resolution by the Supervisory Board.

<sup>2</sup> Ramon A. Mirt received an advance payment in this amount on the MAB for his activities in Group companies. This is subject to the final calculation.

<sup>3</sup> Ramon A. Mirt received an advance payment in this amount on the LTP Enterprise Value Component for his activities in Group companies. This is subject to the final calculation.

<sup>4</sup> Of these totals, remuneration of €2,301 thousand/target value, €901 thousand/min. p.a., and €3,301 thousand/max. p.a. was offered and €2,480 thousand granted in 2023 for activities in Group companies.

## Patrick Rasquinet

Member of the Executive Board

Date joined: July 1 , 2021

	Target remuneration and min./max.-remuneration				Granted and owed remuneration in accordance with § 162 (1) AktG			
	2022 Target amount	2023 Target amount	2023 Min.	2023 Max.	2022	Share	2023	Share
Base remuneration	500	500	500	500	500	46.4%	500	48.7%
Ancillary benefits and other remuneration	175	174	174	174	175	16.2%	174	17.0%
<b>Total fixed remuneration</b>	<b>675</b>	<b>674</b>	<b>674</b>	<b>674</b>	<b>675</b>	<b>62.7%</b>	<b>674</b>	<b>65.7%</b>
Variable Bonus	300	300	–	600	402	37.3%	352	34.3%
Multi-year variable remuneration								
LTP 2021-2024 (term 7/2021-12/2024)	700	700	–	1,400	–	–%	–	–%
<b>Total variable remuneration</b>	<b>1,000</b>	<b>1,000</b>	<b>–</b>	<b>2,000</b>	<b>402</b>	<b>37.3%</b>	<b>352</b>	<b>34.3%</b>
<b>Total remuneration<sup>1</sup></b>	<b>1,675</b>	<b>1,674</b>	<b>674</b>	<b>2,674</b>	<b>1,077</b>	<b>100.0%</b>	<b>1,026</b>	<b>100.0%</b>
Maximum remuneration (remuneration system)					6,000		6,000	

<sup>1</sup> Of these totals, remuneration of €673 thousand/target value, €273 thousand/min. p.a., and €1,073 thousand/max. p.a. was offered and €414 thousand granted in 2023 for activities in Group companies.

For 2023, the remuneration granted and owed to all serving Executive Board members in the reporting year amounted to €11,185 thousand (previous year: €14,256 thousand). Of this total, fixed remuneration accounted for €4,000 thousand (previous year: €4,558 thousand), ancillary benefits for €2,024 thousand (previous year: €2,654 thousand), the short-term Variable Bonus for €4,011 thousand (previous year: €4,794 thousand), and the MAB and LTP for €1,150 thousand (previous year: €2,250 thousand). The ratio of fixed to variable remuneration is therefore 53.9% to 46.1% (previous year: 50.6% to 49.4%). The prior-year figures include remuneration for the former Executive Board members Thomas Ingelfinger and Zhengrong Liu, who stepped down in 2022.

In the interests of consistent reporting, the table below goes beyond the statutory requirements of §162 (1) sentence 1 AktG to show the total remuneration offered for fiscal year 2023, including the annual allotments of long-term variable remuneration from the LTP in the form of changes in the provisions, even though these were not granted and owed in the reporting year for the serving members of the Executive Board. This corresponds to the HGB reporting in individualized form, in which remuneration is to be reported only up to the end of the appointment, on a prorated basis, in cases where an appointment to the Executive Board is terminated early prior to the regular end of the service agreement. Moreover, long-term variable remuneration components that are already to be reported as remuneration granted and owed in accordance with § 162 (1) AktG are not recorded in this amount if they were already reported on a prorated basis in previous years during their respective measurement period. Lastly, the total amount set aside for the LTP since it was awarded is shown.

## Total remuneration with values awarded p.a.

(in € thousand)

	Base remuneration		Ancillary benefits and other remuneration		Variable Bonus		Changes in provisions for the LTP		Total remuneration in accordance with HGB		Total amount set aside for the LTP	
	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023
Vincent Warnery	1,000	1,000	10	5	1,604	1,507	4,000	3,000	<b>6,614</b>	<b>5,512</b>	6,000	9,000
Oswald Barckhahn	500	500	169	163	456	422	2,455	2,312	<b>3,580</b>	<b>3,397</b>	2,765	5,077
Astrid Hermann	500	500	10	10	447	448	835	1,579	<b>1,792</b>	<b>2,537</b>	1,265	2,844
Nicola D. Lafrentz	333	500	60	14	290	431	467	621	<b>1,150</b>	<b>1,566</b>	467	1,088
Grita Loeb sack	500	500	572	645	447	422	1,950	1,950	<b>3,469</b>	<b>3,517</b>	1,950	3,900
Ramon A. Mirt	500	500	2,015	1,513 <sup>1</sup>	456	429	1,200	900	<b>4,171</b>	<b>3,342<sup>2</sup></b>	2,150	2,700
Patrick Rasquinet	500	500	175	174	402	352	1,225	1,050	<b>2,302</b>	<b>2,076<sup>3</sup></b>	1,575	2,625
<b>Total</b>	<b>4,558</b>	<b>4,000</b>	<b>3,154</b>	<b>2,524</b>	<b>4,794</b>	<b>4,011</b>	<b>14,906</b>	<b>11,412</b>	<b>27,412</b>	<b>21,947</b>	<b>25,265</b>	<b>27,234</b>

<sup>1</sup> This figure includes an amount of €500 thousand (target amount p.a.) for the MAB offered and the advance granted on the reappointment bonus; see the explanations in the section above on the remuneration granted and owed.

<sup>2</sup> €2,730 thousand of this amount was allotted as remuneration for activities in Group companies.

<sup>3</sup> €834 thousand of this amount was allotted as remuneration for activities in Group companies.

For 2023, total remuneration corresponding to HGB reporting for all serving member of the Executive Board amounted to €21,947 thousand (previous year: €27,412 thousand). Of this total, fixed remuneration accounted for €4,000 thousand (previous year: €4,558 thousand), ancillary benefits for €2,524 thousand (previous year: €3,154 thousand), the short-term Variable Bonus for €4,011 thousand (previous year: €4,794 thousand), and the changes in provisions for the LTP for €11,412 thousand (previous year: €14,906 thousand). The prior-year figures include remuneration for the former Executive Board members Thomas Ingelfinger and Zhengrong Liu, who stepped down in 2022.

**Former Executive Board members**

The table below shows the fixed and variable remuneration components granted and owed in 2023 to former Executive Board members in accordance with § 162 AktG and their relative share of total remuneration. For the sake of clarity, the amounts are shown as relating to the entire reporting year, even if the appointment of the relevant Executive Board member was terminated during the year and prior to the regular expiry of their service agreement. In accordance with § 162 (5) AktG, personal remuneration is reported until the expiry of ten years after the end of the fiscal year in which the Executive Board member concerned terminated their activity. For Executive Board members who left longer ago, a total figure is reported.

A total of €50,845 thousand (previous year: €54,674 thousand) has been accrued for pension obligations to former members of the Executive Board and their surviving dependents. Since 2007, newly concluded service agreements no longer contain any corresponding pension commitments.

## Remuneration granted and owed to former Executive Board members in accordance with § 162 (1) AktG

(in € thousand)

	Base remuneration		Ancillary benefits and other remuneration		Short term variable remuneration		Long term variable remuneration		Pension payments		Total		Maximum remuneration
	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2022	2023	2023
Stefan De Loecker <sup>1</sup>	1,000	500	156	3	1,000	500	–	–	–	–	<b>2,156</b>	<b>1,003</b>	<b>4,500</b>
Relative share	46.4%	49.9%	7.2%	0.3%	46.4%	49.9%	–%	–%	–%	–%	<b>100.0%</b>	<b>100.0%</b>	
Zhengrong Liu <sup>2</sup>	500	–	137	100	435	–	–	3,450 <sup>3</sup>	–	–	<b>1,072</b>	<b>3,550</b>	<b>6,000<sup>4</sup></b>
Relative share	46.6%	–%	12.8%	2.8%	40.6%	–%	–%	97.2%	–%	–%	<b>100.0%</b>	<b>100.0%</b>	
Members who stepped down prior to 2013	–	–	–	–	–	–	–	–	1,775	2,168	<b>1,775</b>	<b>2,168</b>	n/a
Relative share	–%	–%	–%	–%	–%	–%	–%	–%	100.0%	100.0%	<b>100.0%</b>	<b>100.0%</b>	

<sup>1</sup> Appointment until June 30, 2021; service agreement until June 30, 2023<sup>2</sup> Appointment and service agreement until December 31, 2022<sup>3</sup> The LTP Enterprise Value Component for Zhengrong Liu ran out in 2023 and is due after the 2024 Annual General Meeting. See the explanations in the following section.<sup>4</sup> The maximum remuneration p.a. set by the remuneration system contains the long-term variable remuneration with an annual maximum value on a prorated basis. Upon payment of such remuneration components, the maximum remuneration must therefore be increased by the total of the annual maximum values throughout its term for the purpose of verifying adherence to it. The maximum remuneration over the full term under the LTP Enterprise Value Component awarded to Zhengrong Liu is therefore €7,922 thousand. In addition, this LTP Enterprise Value Component was awarded under the remuneration system applicable until 2020, meaning that the maximum remuneration set for the current remuneration system does not apply. The amount is nevertheless shown for reasons of transparency; this shows that the maximum remuneration was adhered to.

At the close of December 31, 2023, the term of the LTP Enterprise Value Component of Zhengrong Liu, who had already left the Board effective December 31, 2022, that was awarded to him until 2020 came to an end. The associated bonus has thus been earned and is due for payment after the 2024 Annual General Meeting. It is therefore reported as “granted and owed” in 2023 in the table above. The table below shows how this earned LTP Enterprise Value Component and the associated bonus were calculated. As long-term variable remuneration for the last two years of his appointment, Zhengrong Liu was awarded the LTP 2021-2024 on a prorated basis in 2021 and 2022; this has a term until the end of 2024 and is not yet due.

## LTP Enterprise Value Component earned in 2023

	Term	Target (= 100% target achievement)	Target remuneration over entire term <sup>1</sup> (in € thousand)	Actual (adjusted for special factors)	Target achievement (in %)	Payment amount (in € thousand)
Zhengrong Liu	July 2014 to Dec. 2022	Average annual increase in sales and EBIT of 5% p.a. during measurement period from 2013 to 2022 <sup>2</sup> , with a sales multiple of 1.75x and an EBIT multiple of 8x	Virtual Units: 5,200 Bonus CVU: 880 Total: 6,080	Sales increase: 2.95% p.a. EBIT increase: 2.20% p.a.	51.0	Virtual Units: 2,651 Bonus CVU: 799 Total: 3,450

<sup>1</sup> Includes all virtual units offered at the beginning of or during the bonus period (BVU, MVU, CVU) and Bonus CVUs annually allotted during the bonus period (including offered MVUs). Bonus CVUs only participate in enterprise value performance beyond the respective allotment value. The allotment value is in total €700 thousand for Zhengrong Liu.<sup>2</sup> The first and last year of the measurement period is calculated as an average over three years. Example: At the end of the measurement period in 2022, the last year is calculated as the average from the years 2021, 2022, and 2023.

## Commitments for Executive Board members stepping down in 2023

No members left the Executive Board in 2023; accordingly, no benefits were offered to Executive Board members terminating their activity in the past year. The benefits promised to the members of the Executive Board who left the company in 2022 were reported in the 2022 remuneration report.

## 2. Remuneration of the Supervisory Board

The remuneration of the Supervisory Board (§ 15 of the Articles of Association) takes into account the responsibilities and scope of tasks of the individual members of the Supervisory Board as well as the company's economic situation and is in line with the applicable principles, recommendations, and suggestions of the German Corporate Governance Code.

The existing provisions in § 15 of the Articles of Association reasonably and sufficiently reflect these requirements as the remuneration takes due account in terms of both structure and amount of the requirements arising from the specific duties of the members of the Supervisory Board and the time required by them to duly and properly perform these duties. Moreover, the remuneration of the Supervisory Board members has consisted exclusively of fixed remuneration components.

In addition to the reimbursement of their expenses, the members of the Supervisory Board receive fixed remuneration of €85,000 plus an attendance fee of €1,000 for participating in the meetings of the Supervisory Board and its committees. The Chairman of the Supervisory Board receives two-and-a-half times and his deputy one-and-a-half times this amount. Members of committees - with the exception of the Nomination Committee and the Committee established in accordance with § 27 (3) *Mitbestimmungsgesetz* (German Co-determination Act, *MitbestG*) - receive separate remuneration of €20,000 per full fiscal year for their duties on these committees; the members of the Audit Committee receive twice this amount. The chair of a committee receives two-and-a-half times the remuneration of a committee member. If a member of the Supervisory Board simultaneously holds several offices for which increased remuneration is granted, the respective member only receives the remuneration for the highest-paying office.

The amount of the remuneration for members of the Supervisory Board is also appropriate in comparison to the remuneration paid to members of the supervisory boards of other large listed companies in Germany. The appropriateness of the remuneration for the Supervisory Board ensures that Beiersdorf Aktiengesellschaft remains in a position to attract qualified candidates for an office on its Supervisory Board; in this way, the remuneration for the Supervisory Board helps to promote the company's business strategy and its long-term development on a sustained basis. The remuneration for the members of the Supervisory Board is regularly reviewed for its appropriateness.

The following table shows the remuneration granted and owed (within the meaning of § 162 (1) *AktG*) to the Supervisory Board, including the relative shares of the fixed amount, attendance fees, and committee fees.

Supervisory board remuneration granted and owed in accordance with § 162 (1) AktG <sup>1</sup>

(in €)

	Fixed		Attendance fees		Committee fees		Total	
	2022	2023	2022	2023	2022	2023	2022	2023
Hong Chow	85,000	85,000	8,000	9,000	20,000	20,000	113,000	114,000
Relative share	75%	75%	7%	8%	18%	18%	100%	100%
Reiner Hansert	85,000	85,000	17,000	13,000	40,000	40,000	142,000	138,000
Relative share	60%	62%	12%	9%	28%	29%	100%	100%
Wolfgang Herz	85,000	85,000	9,000	9,000	20,000	20,000	114,000	114,000
Relative share	75%	75%	8%	8%	18%	18%	100%	100%
Uta Kemmerich-Keil (since August 1, 2022)	35,630	85,000	4,000	12,000	13,260	40,000	52,890	137,000
Relative share	67%	62%	8%	9%	25%	29%	100%	100%
Andreas Köhn	85,000	85,000	9,000	8,000	20,000	20,000	114,000	113,000
Relative share	75%	75%	8%	7%	18%	18%	100%	100%
Jan Koltze	85,000	85,000	6,000	6,000	–	–	91,000	91,000
Relative share	93%	93%	7%	7%	–%	–%	100%	100%
Dr. Dr. Christine Martel	85,000	85,000	12,000	13,000	100,000	100,000	197,000	198,000
Relative share	43%	43%	6%	7%	51%	51%	100%	100%
Olaf Papier	85,000	85,000	14,000	12,000	40,000	40,000	139,000	137,000
Relative share	61%	62%	10%	9%	29%	29%	100%	100%
Frédéric Pflanz (Deputy Chairman)	85,000	85,000	20,000	16,000	50,000	50,000	155,000	151,000
Relative share	55%	56%	13%	11%	32%	33%	100%	100%
Prof. Dr. Reinhard Pöllath (Chairman)	212,500	212,500	11,000	11,000	–	–	223,500	223,500
Relative share	95%	95%	5%	5%	–%	–%	100%	100%
Prof. Manuela Rousseau (Deputy Chairwoman)	127,500	127,500	11,000	8,000	–	–	138,500	135,500
Relative share	92%	94%	8%	6%	–%	–%	100%	100%
Kirstin Weiland	85,000	85,000	6,000	7,000	20,000	20,000	111,000	112,000
Relative share	77%	76%	5%	6%	18%	18%	100%	100%
<b>Total amounts<sup>2</sup></b>	<b>1,214,685</b>	<b>1,190,000</b>	<b>135,000</b>	<b>124,000</b>	<b>323,260</b>	<b>350,000</b>	<b>1,672,945</b>	<b>1,664,000</b>

<sup>1</sup> Presented exclusive of value added tax.<sup>2</sup> The prior-year figures also include the following amounts paid to the former Supervisory Board member Martin Hansson, who stepped down on July 31, 2022: €74,055 (fixed, 90.3% of remuneration granted in 2022), €8,000 (attendance fee, 9.7% of remuneration granted in 2022), and €82,055 (total).



### 3. Comparative view of the annual change in remuneration and earnings performance

The following table presents a comparative view, in accordance with § 162 (1) sentence 2 no. 2 *AktG*, of the annual change in Executive Board and Supervisory Board remuneration, the earnings performance of Beiersdorf AG and the Consumer Business Segment, and the average remuneration of employees.

The change in Executive Board and Supervisory Board remuneration shown relates to the remuneration granted or owed within the meaning of § 162 (1) sentence 1 *AktG*. Relative changes in Executive Board and Supervisory Board remuneration may therefore be attributable solely to individuals joining or leaving the boards during the year or changing roles, or to the payment of variable remuneration components.

Earnings performance is shown based on the development of Beiersdorf AG's profit after tax in accordance with § 275 (2) no. 17 *Handelsgesetzbuch* (German Commercial Code, *HGB*). Since the remuneration of Executive Board members also depends to a large extent on the development of other key performance indicators in the Consumer Business Segment, the development of organic sales and the EBIT margin (excluding special factors) for the Consumer Business Segment is also shown.

The comparison with the development of the remuneration of employees is based on the average remuneration of the workforce in the Beiersdorf companies belonging to the Consumer Business Segment on a full-time equivalent basis. Since the remuneration structures, particularly in the foreign subsidiaries, are many and varied, the comparison should be based only on the development of average remuneration for the workforce in Germany. The remuneration granted and owed for the total workforce in the fiscal year (including senior management and executive staff within the meaning of § 5 (3) *Betriebsverfassungsgesetz* (Works Constitution Act, *BetrVG*)) was taken into account in that. If employees additionally received remuneration as a member of the Supervisory Board of Beiersdorf AG, this was not taken into account. To enable comparison, the remuneration of part-time employees was calculated on a full-time equivalent basis. This comparison group was also used to review the appropriateness of the remuneration of Executive Board members.

#### Comparison of annual change in Executive and Supervisory Board remuneration in accordance with §162 *AktG*

	2023 in EUR	2022 in EUR	2023 vs. 2022 in %	2022 vs. 2021 in	2021 vs. 2020 in %	2020 vs. 2019 in %
<b>Executive Board remuneration (in € thousand)</b>						
Vincent Warnery (Chairman since May 1, 2021)	2,512	2,614	-3.9%	-62.9%	744.3%	-13.4%
Oswald Barckhahn (since October 15, 2021)	1,085	1,125	-3.6%	364.9%	-%	-%
Astrid Hermann (since January 1, 2021)	958	957	0.1%	-6.8%	-%	-%
Nicola D. Lafrentz (since May 1, 2022)	945	683	38.4%	-%	-%	-%
Grita Loesack (since January 1, 2022)	1,567	1,519	3.2%	-%	-%	-%
Ramon A. Mirt (since January 1, 2019)	3,092	4,721	-34.5%	243.3%	12.2%	-20.6%
Patrick Rasquinet (since June 1, 2021)	1,026	1,077	-4.7%	63.4%	-%	-%
<b>Executive Board members who resigned prior to 2023</b>						

Thomas Ingelfinger ( until June 30, 2022)	–	2,391	–100.0%	170.2%	14.0%	–18.1%
Zhengrong Liu (until December 31, 2022)	3,550	1,072	231.2%	7.5%	24.2%	–16.0%
Stefan De Loecker (until June 30, 2021)	1,003	2,156	–53.5%	–69.2%	–229.9%	–36.1%
Ralph Gusko (until December 31, 2019)	–	458	–100.0%	–50.1%	–16.2%	–23.9%
Asim Naseer (until April 5, 2021)	–	507	–100.0%	–42.5%	2.1%	–32.4%
Dessi Temperley (until April 5, 2021)	–	–	–%	–100.0%	–42.8%	–43.3%
<b>Supervisory Board remuneration (in € thousand)</b>						
Prof. Dr. Reinhard Pöllath (Chairman since April 30, 2008)	224	224	–%	–1.3%	12.3%	–13.7%
Hong Chow (since April 20, 2017)	114	113	0.9%	–11.4%	6.1%	8.4%
Reiner Hansert (since April 20, 2017)	138	142	–2.8%	–9.3%	2.6%	6.7%
Wolfgang Herz (since April 29, 2020)	114	114	–%	–2.6%	23.8%	–%
Uta Kemmerich-Keil (since August 1, 2022)	137	53	159.0%	–%	–%	–%
Andreas Köhn (since April 1, 2021)	113	114	–0.9%	32.4%	–%	–%
Jan Koltze (since April 17, 2019)	91	91	–%	–2.2%	17.4%	–13.9%
Dr. Dr. Christine Martel (since April 26, 2012)	198	197	0.5%	–6.9%	6.1%	–12.6%
Olaf Papier (since April 17, 2019)	137	139	–1.4%	3.6%	33.8%	–13.8%
Frédéric Pflanz (Deputy Chairman since September 2, 2022)	151	155	–2.6%	–7.2%	33.9%	17.4%
Prof. Manuela Rousseau (Deputy Chairwoman since April 17, 2019)	136	139	–2.2%	–8.9%	–2.0%	–1.3%
Kirstin Weiland (since April 17, 2019)	112	111	0.9%	–3.5%	14.7%	–12.7%
<b>Supervisory Board members who resigned prior to 2023</b>						
Frank Ganschow (until April 17, 2019)	–	–	–%	–100.0%	–50.1%	–51.5%
Martin Hansson (until July 31, 2022)	–	82	–100.0%	–46.4%	2.6%	6.7%
Michael Herz (until April 29, 2020)	–	–	–%	–100.0%	–79.1%	39.1%
Thorsten Irtz (until April 17, 2019)	–	–	–%	–100.0%	–50.1%	–49.1%
Matthias Locher (until April 17, 2019)	–	–	–%	–100.0%	–50.1%	–51.5%
Tomas Nieber (until April 17, 2019)	–	–	–%	–100.0%	–50.1%	–58.7%
Regina Schillings (until April 1, 2021)	–	–	–%	–100.0%	–25.1%	–11.9%
Poul Weihrauch (until April 17, 2019)	–	–	–%	–100.0%	–50.1%	–48.8%
<b>Earnings performance</b>						
Profit after tax Beiersdorf AG in accordance with HGB (in € million)	265	308	–14.0%	150.4%	–36.9%	2.9%
EBIT margin Consumer Business Segment (in %)	12.9%	12.3%	0.6%	0.2%	–0.2%	–1.8%
Sales Consumer Business Segment (in € million); changes vs. previous year in % (organic)	7,780	7,131	12.5%	10.5%	8.8%	–6.6%
<b>Average remuneration of employees (in € thousand)</b>						
Remuneration of total workforce in the Consumer Business Segment (Germany)	95	92	3.3%	2.7%	1.5%	3.1%

## Independent auditor's report on the audit of the Remuneration Report in accordance with Section 162 (3) AktG

To Beiersdorf Aktiengesellschaft

### Audit opinions

We have formally audited the Remuneration Report of Beiersdorf Aktiengesellschaft, Hamburg, Germany for the fiscal year from January 1 to December 31, 2023, to ascertain whether the disclosures required under § 162 (1) and (2) *Aktiengesetz* (German Stock Corporation Act, *AktG*) were made in the Remuneration Report. In accordance with § 162 (3) *AktG*, we have not audited the substance of the Remuneration Report.

In our opinion, the attached Remuneration Report makes the disclosures required under §162 (1) and (2) *AktG* in all material respects. Our audit opinion does not cover the substance of the Remuneration Report.

### Basis of the audit opinion

We conducted our audit of the Remuneration Report in accordance with § 162 (3) *AktG*, taking into account the IDW Auditing Standard "The Audit of the Remuneration Report in Accordance with § 162 (3) *AktG*" (IDW PS 870 (09.2023)). Our responsibility under this provision and this standard is further described in the section entitled "Auditor's responsibility" of our report. As auditing practice, we applied the requirements of IDW Quality Assurance Standard "Requirements for Quality Assurance Applicable to German Auditing Practices (IDW QS 1). We have complied with the professional duties under the German Act on the Code of Professional Practice for German Public Auditors (*Wirtschaftsprüferordnung*) and the Professional Code of Conduct for Auditors/Certified Accountants, including the requirements for independence.

### Responsibility of the Executive Board and Supervisory Board

The Executive Board and Supervisory Board are responsible for preparing the Remuneration Report, including the related disclosures, in compliance with the requirements of § 162 *AktG*. Furthermore, they are responsible for the internal controls that they deem necessary to enable the preparation of a remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud (i.e., manipulation of the financial statements and misstatement of assets) or error.

### Auditor's responsibility

Our aim is to ascertain with reasonable assurance whether the disclosures required in accordance with § 162 (1) and (2) have been made in all material respects and to issue an audit opinion on this in a report.

We planned and conducted our audit in such a way that, by comparing the disclosures made in the Remuneration Report to the disclosures required under § 162 (1) and (2) *AktG*, we can determine whether the Remuneration Report is formally complete. In accordance with § 162 (3) *AktG*, we did not audit the completeness of the substance of the individual disclosures or the appropriate presentation of the Remuneration Report.

### Dealing with Any Misrepresentations

In connection with our audit, we are responsible for reading the Remuneration Report, taking account of insights gained from the audit of the financial statements, and in this process for remaining alert to indications as to whether the Remuneration Report contains misrepresentations in relation to the correctness or completeness of the substance of the individual disclosures or in relation to the appropriate presentation of the Remuneration Report.

If, on the basis of the activities that we have performed, we conclude that there has been any such misrepresentation, we are obliged to report that fact. We have nothing to report in this respect.

Hamburg, February 21, 2024  
Ernst & Young GmbH  
Wirtschaftsprüfungsgesellschaft

**Dr. Janze**  
**Wirtschaftsprüfer**

(German Public Auditor)

**Siemer**  
**Wirtschaftsprüferin**

(German Public Auditor)