



REMUNERATION REPORT 2024 OHB SE



REMUNERATION REPORT OF OH B SE FOR 2024

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1 INTRODUCTION

The system of remuneration for the Management Board members is determined by the Supervisory Board in accordance with Section 87 (1) of the German Stock Corporation Act. The focus is on appropriateness in the light of the duties and performance of the Management Board members as well as the Company's situation in tandem with its orientation towards sustainable and long-term development. The remuneration of the Management Board thus contributes to the implementation of the Company's business strategy and growth.

In accordance with Section 120a (1) Clause 1 of the German Stock Corporation Act, the shareholders pass a resolution approving the remuneration system for the members of the Management Board as proposed by the Supervisory Board within the meaning of Section 87a of the German Stock Corporation Act whenever there is any significant change to the remuneration system, however no less than once every four years. Accordingly, the shareholders passed a resolution to approve the remuneration system currently in place with a majority of 96.01% of the votes cast at OHB SE's annual general meeting on June 1, 2022.

After close consideration, particularly of the legal requirements, the provisions of the German Corporate Governance Code in the version dated December 16, 2019 (the "Code") valid at that time and the relevant aspects in the light of the Company's interests, the Supervisory Board adopted the remuneration system for the members of OHB SE's Management Board described below in April 2022. In this context, the Supervisory Board also took into account the fact that the Company is a family-run business and that the Chief Executive Officer, Mr. Marco R. Fuchs, is a member of the founding and owner family. Under the legal structure, the remuneration system is applicable to all members of the Company's Management Board. However, the corresponding basic requirements for appropriate remuneration vary due to the aforementioned circumstances – for example, in the case of Mr. Fuchs, a separate incentive based on the share price is not necessarily appropriate due to the number of the shares which he holds in the Company. For this reason, the Supervisory Board considers it necessary to be able to determine remuneration individually within the framework of the remuneration system, where necessary. In the opinion of the Supervisory Board, the remuneration system must take this into account. The remuneration system provides the appropriate options for ensuring this.

The remuneration report prepared and audited for 2023 in accordance with Section 162 of the German Stock Corporation Act was approved by a majority of 98.14% of the shareholders at the annual general meeting on June 26, 2024 in accordance with Section 120a (4) of the German Stock Corporation Act. Therefore, no aspects with regard to the remuneration system or its implementation need to be included in the remuneration report.

The Management Board and the Supervisory Board are responsible for the preparation of the annual remuneration report in accordance with Section 162 of the German Stock Corporation Act. The remuneration report and the auditor's opinion on the formal audit performed are available on [OHB SE's website](#). Information on the current remuneration systems can also be found on the website.

2 REMUNERATION SYSTEM FOR THE MEMBERS OF THE MANAGEMENT BOARD

The structure of the Management Board's remuneration directly supports the sustainable and long-term development of OHB SE and its subsidiaries ("OHB Group"). It thus makes a significant contribution to the successful implementation of the business strategy and to increasing the value of the Company in the light of modern and sustainable corporate governance on the part of the Management Board. Its structure strictly follows the "pay for performance" principle, which is reflected in moderate fixed salaries compared with the market and a clear link between the variable remuneration elements and the profit actually achieved.

Under Section 162 (1) Clause 2 No. 1 of the German Stock Corporation Act, the remuneration report must contain a report on the remuneration paid in the year in which the activities on which the remuneration is based were performed in full (Interpretation 2 as defined by IDW).¹

The constant validity of the agreed components over the entire individual term of each Management Board member's appointment in the absence of any further review/adjustment is the principle underlying the determination of Management Board remuneration. The Supervisory Board bases this on standard market practice and the application of market benchmarks for the agreed remuneration.

The remuneration system described below does not apply to members of the Board of Management who were appointed or whose appointment was extended by resolution of the Supervisory Board prior to the approval of the remuneration system by the Annual General Meeting (see section 1). In this respect, the remuneration system does not apply to the service relationship of Daniela Schmidt (resolution on appointment dated 17 December 2021).

2.1 Remuneration component

The remuneration of the Management Board is subject to a system that meets the requirements of the Act on the Transposition of the Second Shareholder Rights Directive and the recommendations and suggestions contained in the German Corporate Governance Code. The basic remuneration components are summarized in the following table.

Remuneration component	Structure of the remuneration component
Fixed salary	- Fixed amount depending on the duties and performance of the respective Management Board member - Paid in twelve equal monthly amounts
One-year variable remuneration	- Based on financial and/or non-financial performance criteria, particularly with reference to corresponding annual targets - Primary focus on achieving annual earnings - Financial performance criteria linked to a pre-determined percentage of the economic indicator achieved - At least 70 percent of the defined rate of increase in the economic indicators must be achieved - In the case of 70 percent target achievement, 70 percent of the remuneration to be granted for 100 percent achievement - Beyond this, the one-year variable remuneration increases on a straight-line basis - If the targets are not achieved, the bonus component is cancelled in full
Multi-year variable remuneration	- In line with the one-year variable remuneration with parameters linked to a multi-year assessment basis or reference period - Here as well, the focus is on the contribution made to generating positive financial results - Reference period of up to three years but no less than one year
Fringe benefits	- Grant of appropriate fringe benefits at the reasonable discretion of the Supervisory Board, which, for example, - cover mobility requirements, ensure technical accessibility and the provision of adequate working conditions - and may also be used privately - Adequate insurance cover and pension provisions

If a Management Board member joins or leaves the Company during the year, the one-year variable remuneration is calculated and determined on a time-proportionate basis.

¹ IDW 2021, Questions and Answers: Preparation of a Remuneration Report Pursuant to Section 162 of the German Stock Corporation Act

2.2 Structural parameters

The Supervisory Board's structural parameters for the variable remuneration components of the Management Board are as follows:

Structural parameters	Definition of the structural parameters
Target remuneration	- Determination of the total target remuneration by the Supervisory Board individually for each Management Board member based on the current forecast - Target total remuneration is based on achievement of financial and non-financial performance targets
Weighting of the remuneration components	- Fixed salary (including fringe benefits) 1/3 - 2/3 - One-year variable remuneration 0 - 2/3 - Multi-year variable remuneration 0 - 2/3
Payment of the remuneration	- One-year variable remuneration - Primarily in cash or - Fully or partially in OH B SE shares - Multi-year variable remuneration - Fully or partially in OH B SE shares - If the Management Board member in question is not a member of the owner family: multi-year variable remuneration primarily in shares - Award of stock options or other share-based payment instruments possible

No subsequent changes may be made to the targets or comparison parameters for variable remuneration after the beginning of the reference period relevant for the respective variable remuneration.

No legally binding percentages have been specified. This ensures that the Supervisory Board is able to appropriately set the target total remuneration in accordance with the principles of this remuneration system in the light of the Company's situation. This does not prejudice the determination of the maximum remuneration.

2.3 Procedure for setting and reviewing remuneration

The following points are taken into account in determining the remuneration:

- Duties, functional responsibilities and performance of the Management Board member,
- Remuneration levels of comparable companies (external or horizontal comparison),
- The remuneration of the Company's senior executives and the workforce as a whole (internal or vertical comparison), taking into account changes in remuneration over time, and
- The Company's situation.

In considering the remuneration paid by comparable companies, the Supervisory Board draws on suitable peer groups, taking into account both the business segment and the size and market positioning of the OH B Group to the extent possible in light of the fact that this segment is relatively small in Germany and there are few listed companies in the relevant sector. Where appropriate, the Supervisory Board relies on remuneration studies in this context in order to broaden the basis for comparison.

The Supervisory Board has the option of determining the remuneration for each Management Board member individually. The target parameters for variable remuneration are set in advance by the Supervisory Board.

The Supervisory Board determines the actual variable remuneration of the individual Management Board members at the end of the respective assessment periods and the one-year variable remuneration at the end of the financial year after the annual financial statements have been prepared.

Remuneration is regularly reviewed by the Supervisory Board under the leadership of its Chairman, particularly with regard to the aforementioned aspects.

Should any conflicts of interest arise in connection with the determination, implementation or review of the Management Board's remuneration system in the future, the Supervisory Board member concerned is required to disclose such conflict to the Supervisory Board in accordance with its rules of procedure and, if necessary, abstain from voting on the adoption of the relevant resolutions or, in the event of particularly serious conflicts of interest, participating in the preceding deliberations.

2.4 Deviation from the remuneration system

The Supervisory Board may take extraordinary developments into account to an appropriate extent when granting and paying out variable remuneration components. This requires a determination of the extraordinary circumstances and a resolution by the Supervisory Board approving such exception. In addition, in the event of any deterioration in the Company's situation, the Supervisory Board may exercise the rights under Section 87 (2) of the German Stock Corporation Act. Such exceptional circumstances include but are not limited to:

- the need to maintain the incentive effect of the Management Board member's remuneration² or
- the existence of exceptional and far-reaching changes in the economic situation (for example, due to a severe economic crisis).

Such an exception may apply to all remuneration components but may not exceed the maximum remuneration.

2.5 Contribution of remuneration to promoting the OHB Group's business strategy and long-term development

The remuneration system makes a material contribution to expanding the OHB Group's position as an end-to-end solutions provider of space-based systems, space launch systems and components as well as related services, enhancing the OHB Group's overall performance and profitability.

Appropriate incentives are set by means of:

- the short-term (one-year) variable remuneration (short-term incentive, "STI"), which is primarily tied to the achievement of a positive financial result, and
- the multi-year variable remuneration (long-term incentive, "LTI"), which, in addition to the targeted financial results, may also be based on the successful long-term achievement of key non-financial targets as part of the corporate strategy.

² If an adjustment of the existing remuneration components is not sufficient to restore the incentive effect of the Management Board member's remuneration, the Supervisory Board may temporarily grant additional remuneration components subject to the same conditions in the event of any extraordinary developments.

At the discretion of the Supervisory Board, which may also determine the weighting of the multiple target parameters and calculate an average over multiple target parameters, the following target parameters in particular may be considered for both the one-year and the multi-year remuneration:

Financial targets (based on IFRS accounting), i.e. aligned with such parameters as

- EBT (earnings before taxes),
- EBIT (earnings before interest and taxes),
- Net leverage
- Sales / total revenues

Share performance

Non-financial targets i.e. aligned with such parameters as

- ESG policy
- Succession planning
- Diversity
- Compliance

The remuneration system thus also helps to attract qualified management personnel, retain them in the long term and promote the business strategy on a sustained basis. The share price performance aligns the interests of the Management Board members with those of the shareholders.

Where remuneration is granted in the form of shares or share-based payments, the aforementioned aspects apply accordingly. In addition, remuneration in the form of shares in the Company or share-based payments can in principle be made in a way that preserves the Company's liquidity, particularly if the Company itself issues the corresponding shares. In this way, additional funds can be invested in the Company's operations, the advancement and implementation of its business strategy and the long-term development of the Company.

2.6 Specific aspects of the remuneration system

2.6.1 Maximum remuneration

The remuneration granted for a given year, consisting of the fixed salary, one-year variable remuneration, multi-year variable remuneration as well as fringe benefits and, if applicable, special allowances, is capped at a maximum amount of EUR 7,500,000.00 gross ("maximum remuneration") for all Management Board members. For each Management Board member beyond the number of five members, the maximum remuneration of EUR 7,500,000.00 gross is increased by 20%, i.e. EUR 1,500,000.00 gross.

In the calculation of the maximum remuneration, payments of the one-year variable remuneration are allocated to the year preceding the year of payment (however, any subsequent variable remuneration payments under remuneration models adopted in the past are excluded). Payments of multi-year variable remuneration are allocated in equal parts (average) to the years contained in the respective reference period.

In each case, maximum remuneration relates to the total of all payments resulting from the remuneration arrangements for a given year. In the case of share awards, the relevant year is the year in which the shares are awarded. In the case of stock options, the year in which the Company is required to recognize these remuneration elements for the first time is decisive.

2.6.2 Special allowances

In addition, the Supervisory Board may approve the payment of a limited special allowance for individual Management Board members who have performed exceptionally well in the relevant period. This includes but is not limited to services rendered by the Management Board member in connection with the implementation of a corporate action or restructuring within the OHB Group.

In order to recruit new Management Board members, the Supervisory Board may in individual cases additionally enter into agreements with the new Management Board member to compensate him or her for forfeited remuneration entitlement accruing under a previous employment contract and agree on sign-ons arrangements in the form of cash, shares in the Company or share-based payments.

2.6.3 Recovery or reduction of variable remuneration (Claw Back)

In accordance with a corresponding provision in the Management Board service contracts, the Company may in the event of any serious breaches of duty demand full or partial repayment of the one-year variable remuneration from the Management Board member concerned and/or the multi-year variable remuneration for the year in which the serious breach of duty occurred. Recovery of this amount is possible even after the Management Board member has left the Company. The involvement of an advisory committee is permissible, but the decision on any recovery and the amount of such recovery is made by the full Supervisory Board. If the applicable variable remuneration has not yet been paid out, it is reduced accordingly. This does not prejudice any other legal remedies that may be available to the Company, particularly the recovery of damages.

2.6.4 Remuneration-related legal transactions and other elements of the remuneration system

2.6.4.1 Terms of service contracts of the Management Board members

The term of Management Board contracts is generally three to five years. The Supervisory Board may deviate from this in justified individual cases, taking into account the statutory provisions (in particular Section 84 of the German Stock Corporation Act).

2.6.4.2 Termination benefits

Any contractually agreed termination benefits payable to Management Board members in the event of the premature termination of their service contracts are capped at two times the annual remuneration, i.e. total remuneration within the meaning of Section 285 No. 9 a) of the German Commercial Code (HGB), (including fringe benefits) in line with the recommendation of the German Corporate Governance Code (severance payment cap) and may not exceed the remuneration for the remaining term of the service contract that would have accrued in the absence of the premature termination. If a post-contractual non-competition clause applies, the severance payment counts towards the compensation stipulated in the service contracts in accordance with the recommendation of the German Corporate Governance Code.

If the service contract is terminated, any outstanding variable remuneration components accruing in the period prior to termination are paid out in accordance with the originally agreed targets or comparison parameters and on the agreed dates.

2.6.4.3 Secondary activities of Management Board members

The fixed remuneration covers all activities performed by the Management Board members for the OHB Group companies (including OHB SE). This particularly includes supervisory board mandates at Group companies. Any remuneration claims accruing against affiliated companies are generally deemed to be covered by the fixed remuneration. The Supervisory Board may at its own reasonable discretion permit an exception from this rule, particularly when service contracts that do not provide for such arrangement are renewed.

The Supervisory Board decides on a case-by-case basis whether and to what extent remuneration paid for exercising supervisory board mandates outside the Group is to be offset against the fixed remuneration.

2.6.4.4 D&O insurance

OHB SE takes out D&O insurance (pecuniary loss liability insurance) for the Management Board members subject to a deductible in line with the requirements of Section 93 (2) Clause 3 of the German Stock Corporation Act.

2.7 Remuneration of the Management Board members

2.7.1 Composition of the Management Board

The Management Board of OHB SE consisted of five members in financial year 2024.

By resolution of the Supervisory Board on August 6, 2023, the appointment of Marco R. Fuchs [CEO] was extended by a further four years as a member of the Management Board until June 30, 2028. Klaus Hofmann [CHRO] was reappointed as a member of the Management Board until December 31, 2024 by resolution of the Supervisory Board on October 11, 2022, and his appointment was extended until March 31, 2025 by resolution of the Supervisory Board on December 5, 2024.

Kurt Melching [CEO] was also reappointed as a member of the Management Board until March 31, 2026 by resolution of the Supervisory Board on October 11, 2022 [his service contract runs from April 1, 2023 to March 31, 2026]. By resolution of the Supervisory Board dated December 17, 2021, Ms Daniela Schmidt was appointed Chief Integrity & Sustainability Officer [CISO] for the period from January 1, 2022 to December 31, 2024; by resolution of the Supervisory Board dated June 18, 2024, this appointment was extended until December 31, 2027.

Dr. Markus Moeller was appointed as a member of the Management Board [Business Development] for the period from 1 July 2023 to 30 June 2027 by resolution of the Supervisory Board on 14/16 March 2023.

Dr. Lutz Bertling left the Management Board of OHB SE at the end of December 31, 2023.

2.7.2 Remuneration components

The remuneration of all members of the Management Board comprises a fixed salary, one-year variable remuneration and fringe benefits.

The underlying obligations due were applied to the remuneration components explained and presented below in greater detail. Remuneration is deemed to have been granted if the activity on which the remuneration is based (one or more years) has been performed in full in the year in question (IDW Interpretation 2).

2.7.3 Composition of the variable component

Variable remuneration is tied to financial and non-financial performance criteria.

The following table shows the performance criteria for variable remuneration applied for 2024 and the respective target achievement. It should be noted that, as explained in detail below, not all criteria apply to all Management Board members:

	Targets	Target amount	Target achievement
Financial performance criteria	EBIT of OHB SE	€85 million	€14,121 million ³
Non-financial performance criteria	Design of staffing & succession planning in areas of the Management Board of OHB SE and Executive Committee of OHB SE	Ensuring that known vacancies on the Management Board and in management positions in the OHB Group are filled without any interruption	114%
	Personnel policy / employer branding	- Implementation of a group-wide employee survey - Further development of the employer brand to increase attractiveness - Remuneration policy measures	114%
	Contributions to the fulfillment of the value creation plan	Implementation of the defined Target Operating Model	114%
	Increased efficiency / Digitalization / Group-wide collaboration	- Optimization of common usage of resources at group level in defined areas through defined measures - Promotion of group wide collaboration - Further development of Digitalization in defined areas (e.g. Finance, development of reporting system, ...)	128%
	Sustainability	- Carrying out various analyses to limit emissions for the Group - Development of a group wide ESG Strategy and define the fields of action - Publication of OHB's sustainability report	100%

³ Including the consideration of special effects.

	Targets	Target amount	Target achievement
	Integrity	- Review of the group wide compliance management system - Introduction of a group wide reporting structure in export control	100%
	Corporate security	- Introduce Business Continuity Management System (BCM) - Implementation of requirements	100%
	Legal	- Introduce a Legal Group Directive - Adjustment of responsibilities on current Business Unit structure	100%
	Securing the OHB Group's economic success / increasing earnings	- Securing defined parameters both at Group level and for defined subsidiaries - Implementation of necessary efficiency-related adjustments	128%

The performance-tied remuneration accruing to Marco R. Fuchs equals 1.5% of EBT as reported in OHB SE's consolidated financial statements.

In the case of Klaus Hofmann, the performance-related remuneration comprises two components: firstly, a percentage of profit (0.2 % of EBT as reported in OHB SE's consolidated financial statements) and secondly, the degree to which non-financial performance criteria are met. The focus of the non-financial performance criteria for the year under review was on design of appointment and succession planning within the OHB SE Management Board and Executive Committee, on measures increasing the Group's attractiveness as an employer, and in contributions to the fulfillment of the Value Creation Plan. Additional targets were agreed in connection with the OHB Group's transformation processes.

Kurt Melching's performance-related remuneration is also made up of two components: firstly, a percentage of profit (0.2 % of EBT as reported in OHB SE's consolidated financial statements) and, secondly, the degree to which non-financial performance criteria have been achieved. In financial year 2024, the focus of the non-financial performance criteria was on securing the economic success and increasing the earnings of the OHB Group and on optimizing the joint use of resources through defined measures (including the expansion of reporting structures).

For Daniela Schmidt, the level of achievement of non-financial performance criteria is relevant for the amount of performance-related remuneration. In line with her area of responsibility, these are sustainability, integrity, legal and corporate security targets such as the implementation of various analyses to limit emissions for the entire Group or the introduction of a Group Directive Legal.

Dr. Markus Moeller's performance-related remuneration amounts to 1.5% of the EBT reported in OHB SE's consolidated financial statements. Two additional parameters (EBIT target and fulfilment of a growth rate of at least 70% compared to the previous year) must be met for this performance-related remuneration.

Including the consideration of special effects, EBT according to the consolidated financial statements amounted to EUR -820 thousand in financial year 2024. The special effects were not taken into account for the purpose of determining the performance-related remuneration of Mr. Hofmann and Mr. Melching. As a result, the EBT calculation base days for the performance-related remuneration components for Mr. Hofmann and Mr. Melching amount to EUR 57,104 thousand. Further information on the determination of the calculation basis can be found in the notes to the consolidated financial statements of the section „Calculation of alternative performance indicators“ and in the income statement.

Based on the above performance criteria, the achievement of the non-financial performance criteria for each member of the Executive Board is as follows:

	Target achievement in the year under review
Klaus Hofmann	114.0% / 60.0%
Kurt Melching	128.0%
Daniela Schmidt	100.0%

2.7.4 Other remuneration

Marco R. Fuchs and Dr. Lutz Bertling also receive remuneration for their duties on the Management Board of OHB Italia S.p.A., Milan, Italy, and Marco R. Fuchs as Chairman of the Supervisory Board of MT Aerospace AG, Augsburg. Klaus Hofmann receives an additional allowance of EUR 11,000.00 per year towards rental expenses.

Dr. Markus Moeller receives an additional allowance of EUR 12,000.00 per year towards rental expenses.

Dr. Markus Moeller, Klaus Hofmann and Kurt Melching will each receive a special bonus of EUR 36,354.00 [Kurt Melching and Klaus Hofmann] and EUR 1,105,000.00 [Dr. Markus Moeller] for extraordinary services in connection with the expansion of the OHB Group's order backlog and the ongoing transformation of the OHB Group.

2.7.5 Target remuneration

On the basis of the performance criteria as well as the target achievement of the individual Management Board members, the following individual total remuneration arose in 2024

	Marco R. Fuchs	Klaus Hofmann	Kurt Melching	Daniela Schmidt	Dr. Markus Moeller	Total
Basic remuneration	320,000.04 €	290,000.04 €	249,999.96 €	150,000.00 €	320,000.04 €	1,330,000.08 €
Fringe benefits	56,075.00 €	59,827.85 €	26,184.40 €	30,638.31 €	27,246.95 €	199,972.51 €
One-year variable remuneration	- €	265,408.33 €	242,208.33 €	50,000.00 €	- €	557,616.66 €
Multi-year variable remuneration	- €	- €	- €	- €	- €	- €
Share-based payment	- €	- €	- €	- €	- €	- €
Special Bonus	- €	36,354.00 €	36,354.00 €	- €	1,105,000.00 €	1,177,708.00 €
Retirement benefits	10,168.28 €	8,425.80 €	20,000.00 €	16,851.60 €	83,000.00 €	138,445.68 €
Total	386,243,32 €	660,016.02 €	574,746.69 €	247,489.91 €	1,535,246.99 €	3,403,742.93 €

The following table sets out the remuneration due to each individual Management Board member, the proportion of variable remuneration relative to total remuneration, the proportion of fixed remuneration relative to total remuneration and the changes compared with the previous year.

		Non-performance-tied remuneration component								Performance-tied remuneration component					
Name	Year	Monthly remuneration	Annual remuneration	Company car	Pension benefits	Health insurance	Direct insurance	Accident insurance	Other remuneration	Bonus	Special allowances	Share-based payment	Total remuneration	Ratio of variable to fixed remuneration	Change over the previous year
Marco Fuchs	2020	26,666.67 €	320,000.04 €	12,844.80 €	7,254.00 €	4,415.64 €	1,742.48 €	159.16 €	40,635.76 €	447,250.00 €	- €	- €	834,301.88 €	56.4 %	
Marco Fuchs	2021	26,666.67 €	320,000.04 €	12,455.20 €	7,923.60 €	4,614.96 €	1,742.48 €	159.16 €	32,065.18 €	623,912.00 €	- €	- €	1,002,872.62 €	64.3 %	20.2 %
Marco Fuchs	2022	26,666.67 €	320,000.04 €	8,169.60 €	7,867.80 €	4,614.96 €	1,742.48 €	139.83 €	31,576.00 €	749,691.40 €	- €	- €	1,123,802.11 €	68.6 %	12.1 %
Marco Fuchs	2023	26,666.67 €	320,000.04 €	8,169.60 €	8,146.80 €	4,847.88 €	1,742.48 €	139.83 €	42,704.45 €	436,290.00 €	- €	- €	822,041.08 €	56.0 %	-26.9 %
Marco Fuchs	2024	26,666.67 €	320,000.04 €	8,169.60 €	8,425.80 €	5,061.12 €	1,742.48 €	139.83 €	42,704.45 €	- €	- €	- €	386,243.32 €	0.0 %	-53.0 %
Klaus Hofmann	2020	24,166.67 €	290,000.04 €	7,541.01 €	7,254.00 €	4,415.64 €	- €	159.16 €	- €	154,000.00 €	- €	- €	463,369.85 €	33.2 %	
Klaus Hofmann	2021	24,166.67 €	290,000.04 €	5,423.40 €	7,923.60 €	4,160.16 €	- €	159.16 €	- €	163,188.00 €	- €	- €	470,854.36 €	34.7 %	1.6 %
Klaus Hofmann	2022	24,166.67 €	290,000.04 €	5,423.40 €	7,867.80 €	4,178.28 €	- €	139.83 €	6,000.00 €	179,958.85 €	- €	- €	493,568.20 €	36.5 %	4.8 %
Klaus Hofmann	2023	24,166.67 €	290,000.04 €	5,423.40 €	8,146.80 €	4,847.88 €	- €	139.83 €	106,000.00 €	138,172.00 €	- €	- €	552,729.95 €	25.0 %	12.0 %
Klaus Hofmann	2024	24,166.67 €	290,000.04 €	10,200.00 €	8,425.80 €	5,025.72 €	- €	139.83 €	44,462.30 €	265,408.33 €	36,354.00 €	- €	660,016.02 €	42.6 %	19.4 %
Kurt Melching	2020	18,333.33 €	219,999.96 €	8,300.85 €	- €	4,215.96 €	10,000.00 €	159.16 €	- €	100,000.00 €	- €	- €	342,675.93 €	29.2 %	
Kurt Melching	2021	18,333.33 €	219,999.96 €	5,140.44 €	- €	5,122.92 €	10,000.00 €	159.16 €	- €	100,000.00 €	- €	- €	340,422.48 €	29.4 %	-0.7 %
Kurt Melching	2022	18,333.33 €	219,999.96 €	5,140.44 €	- €	4,437.96 €	10,000.00 €	139.83 €	- €	123,206.58 €	- €	- €	362,924.77 €	33.9 %	6.6 %
Kurt Melching *	2023	20,208.33 €	242,499.96 €	5,055.42 €	- €	4,662.36 €	10,000.00 €	139.83 €	129,000.00 €	158,172.00 €	- €	- €	549,529.57 €	28.8 %	51.4 %
Kurt Melching	2024	20,833.33 €	249,999.96 €	4,587.81 €	- €	4,533.36 €	20,000.00 €	139.83 €	16,923.40 €	242,208.33 €	36,354.00 €	- €	574,746.69 €	45.0 %	4.6 %
Daniela Schmidt	2022	12,500.00 €	150,000.00 €	7,527.27 €	15,225.33 €	4,644.00 €	- €	139.83 €	- €	36,000.00 €	- €	10,635.00 €	224,171.43 €	16.9 %	k.A.
Daniela Schmidt	2023	12,500.00 €	150,000.00 €	7,365.12 €	15,652.20 €	4,695.24 €	- €	139.83 €	150,000.00 €	40,000.00 €	- €	9,690.00 €	377,542.39 €	10.9 %	68.4 %
Daniela Schmidt	2024	12,500.00 €	150,000.00 €	7,365.12 €	16,851.60 €	4,533.36 €	- €	139.83 €	18,600.00 €	50,000.00 €	- €	- €	247,489.91 €	20.2 %	-34.4 %
Dr. Markus Moeller	2023	26,666.67 €	160,000.02 €	3,116.40 €	- €	2,409.00 €	41,500.02 €	69.92 €	216,000.00 €	218,145.00 €	- €	- €	641,240.36 €	34.0 %	k.A.
Dr. Markus Moeller	2024	26,666.67 €	320,000.04 €	5,720.82 €	- €	4,533.36 €	83,000.00 €	139.83 €	16,852.94 €	- €	1,105,000.00 €	- €	1,535,246.99 €	0.0 %	139.4 %
Total remuneration 2024		110,833.34 €	1,330,000.08 €	36,043.35 €	33,703.20 €	23,686.92 €	104,742.48 €	699.15 €	139,543.09 €	557,616.66 €	1,177,708.00 €	- €	3,403,742.93 €		
		*average monthly reference, more precise breakdown: 01-03/2023 = 18,333.33 € 04-12/2023 = 20,833.33 €													

As the total remuneration for all members of the Management Board comes to approximately EUR 3,403 million for 2024, the maximum remuneration of EUR 7,500 million specified in the remuneration system will be complied with. The actual total remuneration of all Management Board members in 2024 amounts to 45.38% of the specified maximum remuneration.

The following table shows the compensation obligations due to the former Management Board and the changes compared with the previous year. The remuneration received in the year under review relates to compensation for serving on the Board of Directors of OHB Italia S.p.A.' Milan [see Section 2.7.4. of this report].

Name	Year	Non-performance-tied remuneration component								Performance-tied remuneration component				
		Monthly remuneration	Annual remuneration	Company car	Pension benefits	Health insurance	Direct insurance	Accident insurance	Other remuneration	Bonus	Share-based payment	Total remuneration	Ratio of variable to fixed remuneration	Change over the previous year
Dr. Lutz Bertling	2020	26,666.67 €	320,000.04 €	7,500.00 €	7,254.00 €	4,303.20 €	- €	159.16 €	16,935.59 €	447,250.00 €	430,000.00 €	1,233,401.99 €	56.9 %	
Dr. Lutz Bertling	2021	26,666.67 €	320,000.04 €	7,500.00 €	7,923.60 €	5,122.92 €	- €	159.16 €	17,065.18 €	547,430.00 €	434,375.00 €	1,339,575.90 €	61.6 %	8.6 %
Dr. Lutz Bertling	2022	30,416.67 €	365,000.04 €	7,500.00 €	7,867.80 €	4,586.04 €	- €	139.83 €	407,055.00 €	749,691.40 €	- €	1,541,840.11 €	49.0 %	15.1 %
Dr. Lutz Bertling	2023	31,666.67 €	380,000.04 €	7,500.00 €	8,848.95 €	5,225.05 €	- €	139.83 €	545,118.20 €	436,290.00 €	- €	1,383,122.07 €	32.0 %	-10.3 %
Dr. Lutz Bertling (retired at the end of December 31, 2023)	2024	- €	- €	- €	- €	- €	- €	- €	19,554.20 €	- €	- €	19,554.20 €	k.A.	-98.6 %
Total remuneration 2024		- €	- €	- €	- €	- €	- €	- €	19,554.20 €	- €	- €	19,554.20 €		

2.7.6 Other commitments

In the event of the death of a Management Board member, their surviving dependents are entitled to continued payment of the non-performance-tied remuneration of the deceased for the month of death plus a further period of up to six months. Under the individual service contracts, this entitlement equals six months for Marco R. Fuchs, five months for Kurt Melching, and three months for Klaus Hofmann, Daniela Schmidt and Dr Markus Moeller.

Accident insurance has been taken out in favor of the Management Board members. The insurance benefits are:

- EUR 125,000.00 in the event of death,
- EUR 250,000.00 as basic sum in the event of disability,
- a sum of EUR 875,000.00 is available in the event of total disability due to progression.

The Company bears the income tax payable on the insurance premiums.

3 REMUNERATION SYSTEM FOR MEMBERS OF THE SUPERVISORY BOARD

The Supervisory Board appoints, monitors and advises the Management Board and is directly involved in all decisions of fundamental importance for the Company. It exercises its duties in accordance with the relevant statutory provisions, the Company's bylaws, the rules of procedure for the Supervisory Board and the resolutions which it passes. Since the resolution to expand the Supervisory Board passed at the annual general meeting on June 1, 2022 took effect, it has consisted of five members, whereby it was composed of four members for a few month following the departure until Claire Wellby was appointed by the court as a member of the Supervisory Board in November 2024. The Supervisory Board primarily passes resolutions at its meetings as well as in writing or by using other forms of communication.

3.1 Composition of the Supervisory Board

The Supervisory Board consists of Robert Wethmar (Chairman), Ingo Kramer (Deputy Chairman), Dr. Hans-Jörg Königsmann, Raimund Wulf and Claire Wellby. The term of office of Supervisory Board member Christa Fuchs ended at the end of the Annual General Meeting on June 26, 2024.

The Supervisory Board would like to thank OHB founder Christa Fuchs for her term of office and the corresponding services.

Since November 18, 2024, Claire Wellby has supplemented the Supervisory Board of OHB SE by appointment by the Bremen local court.

3.2 Remuneration components

Article 13 of OHB SE's articles of incorporation entitled "Remuneration of Supervisory Board members" was amended in a resolution passed at the annual general meeting on May 26, 2021. Under this amendment, each member of the Supervisory Board receives fixed annual remuneration of EUR 20 thousand plus reimbursement of the expenses incurred in the performance of his or her activities. The Chairperson of the Supervisory Board receives two and a half times this amount and the Deputy Chairperson one and a half times. The fixed remuneration is payable after the end of the annual general meeting at which a resolution is passed to ratify the actions of the Supervisory Board in the previous year.

In addition, each member of a committee receives annual remuneration of EUR 5 thousand. The committee chairperson receives three times this amount. No remuneration is paid for membership of committees that have not met in the year in question. All committee remuneration is payable after the end of the annual general meeting at which a resolution is passed to ratify the actions of the Supervisory Board in the previous year.

Supervisory Board members who have not belonged to the Supervisory Board or a committee for a full year receive time-proportionate remuneration in accordance with the duration of their membership of the Supervisory Board or committee.

The Company reimburses each member of the Supervisory Board for the value-added tax payable on his or her remuneration and expenses.

The above provisions were applied for the first time in 2021 and will remain in force until they are reaffirmed by the shareholders in accordance with Article 13 of OHB SE's articles of incorporation. These rules were applied in 2024.

3.3 Remuneration of the members of the Supervisory Board

Under the current remuneration system, the members of the Supervisory Board will receive the following remuneration for 2024.

Members of the Supervisory Board		Members of the Personnel Committee	Members of the Audit Committee	Members of the Corporate Governance & Sustainability Committee	Fixed remuneration	Committee remuneration	Total remuneration
Robert Wethmar	Chairman	Chairman	x	Chairman	50,000.00 €	35,000.00 €	85,000.00 €
Christa Fuchs	x (until 26.06.2024)				9,726.00 €	- €	9,726.00 €
Ingo Kramer	Deputy Chairman	x	Chairman		30,000.00 €	20,000.00 €	50,000.00 €
Dr Hans-Jörg Königsmann	x	x		x	20,000.00 €	10,000.00 €	30,000.00 €
Raimund Wulf	x		x	x	20,000.00 €	10,000.00 €	30,000.00 €
Claire Wellby	x (from 18.11.2024)				2,404.00 €	- €	2,404.00 €

3.4 Other payments in favor of Supervisory Board members

Ms. Christa Fuchs received surviving dependents' benefits of EUR 22,000 from OHB System AG for the Management Board member Prof. Manfred Fuchs, who passed away in 2014.

4 DISCLOSURES ON THE RELATIVE DEVELOPMENT OF REMUNERATION AND THE COMPANY'S EARNINGS

The following table sets out the relative development of the remuneration of the members of the Management Board, the Supervisory Board, the other employees and the development of Company's earnings: The latter on the basis of the Company's sales revenue and EBT (for the 2024 financial year without taking into account the special effects, as presented in section 2.7.3, i.e. in the amount of EUR 57,104 thousand).

OHB SE's EBT is a key performance indicator and one of the financial performance criteria for determining the Management Board's one-year variable remuneration. It therefore has a material influence on the amount of remuneration paid to the members of the Management Board. The reference to the Company's revenues is justified due to the constancy of this performance indicator in the ratio of revenues to the number of employees in the Group. Other key earnings indicators are volatile and tied to annual occurrences at the individual subsidiaries and therefore do not provide a meaningful basis for comparison over the years.

The average remuneration paid to full-time equivalent employees is based on the total number of employees of OHB SE as of December 31, 2024.

	Change in 2021 compared to 2020	Change in 2022 compared to 2021	Change in 2023 compared to 2022	Expected change in 2024 compared to 2023
Management Board				
Marco R. Fuchs	20.2 %	12.1 %	-26.9 %	-53.0 %
Klaus Hofmann	1.6 %	4.8 %	12.0 %	19.4 %
Kurt Melching	-0.7 %	1.6 %	51.4 %	4.6 %
Daniela Schmidt	k.A.	k.A.	68.4 %	-34.4 %
Dr. Markus Moeller	k.A.	k.A.	k.A.	139.4 %
Former board members				
Dr. Lutz Bertling (until 31.12.2023)	8,6 %	15.1 %	-10.3 %	-98.6 %
Supervisory Board				
Robert Wethmar	132.1 %	21.4 %	0.0 %	0.0 %
Christa Fuchs (until 26.06.2024)	28.1 %	15.4 %	-20.1 %	-59.4 %
Ingo Kramer	56.1 %	29.0 %	15.1 %	8.6 %
Dr. Hans-Jörg Königsmann	k.A.	k.A.	129.3 %	7.0 %
Raimund Wulf	k.A.	k.A.	k.A.	65.2 %
Claire Wellby	k.A.	k.A.	k.A.	k.A.
Former supervisory board members				
Prof. Heinz Stoewer (until 25.05.2023)	42.4 %	11.1 %	-60.3 %	k.A.
Financial indicator				
EBT of OHB SE	39.5 %	20.2 %	-41.8 %	96.3 %
Revenues	2.8 %	4.4 %	10.9 %	-4.4 %
Average remuneration of full-time equivalent employees				
Employees of OHB SE	4.2 %	11.2 %	5.7 %	14.3 %

The change in Supervisory Board remuneration approved in 2021 was only applied on a time-proportionate basis to committee remuneration payments in financial year 2021. The first full payment was made in 2022. As it was applied in full, there was an increase in Supervisory Board remuneration in 2022.

Bremen, April 11, 2025

For the Management Board

Marco R. Fuchs
Chief Executive Officer

For the Supervisory Board

Robert Wethmar
Chairman of the
Supervisory Board