

Specific objectives for composition of Supervisory Board of q.beyond AG including competence profile

With due consideration of

- its own size (six members, of which four shareholder representatives and two employee representatives)
- the business field in which the Company operates
- the size and structure of the Company
- the national focus of the Company's activities, and
- the Company's public listing and current ownership structure

the Supervisory Board updated its resolution dated 23 May 2017 and on 25 November 2020 hereby resolved to aim to meet the following specific objectives in respect of its composition:

Preamble

The Supervisory Board of q.beyond AG aims to achieve a composition which ensures it can provide the Management Board with suitably qualified supervision and advice. The Supervisory Board should be composed such that its members collectively possess the knowledge, skills and professional expertise required to properly perform their duties. The knowledge, skills and professional expertise of individual Supervisory Board members should complement each other in such a way as to ensure that adequate specialist expertise is available at all times for the activities of the Supervisory Board per se and for each material company division. This should guarantee on a permanent basis that the Company's activities can be professionally and efficiently supervised and the Management Board accompanied in an advisory capacity.

Requirements in individual Supervisory Board members

Competence profile for individual Supervisory Board members. Each Supervisory Board member should satisfy the following criteria:

- Entrepreneurial and/or business experience
- The ability to assess the correctness, economic viability, expedience and lawfulness of business decisions requiring evaluation
- The ability to assess documents pertaining to the annual financial statements, if need be with assistance from the auditor
- The willingness and ability to make a suitable commitment to the work involved.

Age limit. As a general rule, only candidates who are younger than 75 should be proposed for election to the Supervisory Board.

Requirements in composition of overall board

Competence profile for overall board. The Supervisory Board as a whole should collectively possess the specialist knowledge required to supervise the business activities of q.beyond AG. It should therefore be ensured that the skills listed below are at least available in individual Supervisory Board members:

- The Supervisory Board as a whole must collectively be familiar with the business fields of Cloud, SAP and the Internet of Things, and here in particular with the market environment, customer needs and market segment in which q.beyond AG operates. At least two Supervisory Board members should therefore have extensive experience of these business fields.
- At least one member of the Supervisory Board must have specialist expertise in the fields of accounting or auditing.
- At least one member of the Supervisory Board should have in-depth knowledge of the German SME sector.

Independence. In respect of its shareholder representatives, the Supervisory Board should include an appropriate number of independent members as defined in Recommendation C.6 of the German Corporate Governance Code in its version dated 16 December 2019 (DCGK 2019). Within the meaning of this recommendation, a Supervisory Board member is considered independent if he or she is independent from the Company and its Management Board, and independent from any controlling shareholder.

The Supervisory Board therefore stipulates that more than half of the shareholder representatives should be independent from the Company and its Management Board. According to the definition provided in Recommendation C.7 DCGK 2019, a Supervisory Board member is independent from the Company and its Management Board when he or she has no personal or business relationship with the Company or its Management Board that may cause a substantial and not merely temporarily conflict of interest. In assessing the independence of its members, the Supervisory Board considers whether the Supervisory Board member or a close family member of such:

- Was a member of the Company's Management Board in the two years prior to the appointment
- Currently is maintaining or has maintained a material business relationship with the Company or one of the entities dependent upon the Company (e.g. as customer, supplier, lender or advisor) in the year up to his or her appointment, directly or as a shareholder, or in a leading position of a non-group entity
- Is a close family member of a Management Board member, or
- Has been a member of the Supervisory Board for more than 12 years.

If one or more of the indicators listed above are met and the Supervisory Board nevertheless considers that the respective Supervisory Board member is independent, the reasons for this should be given in the Corporate Governance Statement.

The Supervisory Board further stipulates that at least two shareholder representatives should be independent from any controlling shareholder. According to Recommendation C.9 DCGK 2019, a Supervisory Board member is independent from the controlling shareholder if he or she, or a close family member, is neither a controlling shareholder nor a member of the executive governing body of the controlling shareholder, and does not have a personal or business relationship with the controlling shareholder that may cause a substantial and not merely temporary conflict of interest.

Availability of sufficient time and limit on number of mandates. Each member of the Supervisory Board should be able to make sufficient time available to discharge his or her duties and take due account of the limit on the number of mandates made in Recommendations C.4 and C.5 DCGK 2019. A Supervisory Board member who is not a member of any Management Board of a listed company should not accept more than five Supervisory Board mandates at non-group listed companies or comparable functions, with an appointment as Chair of the Supervisory Board being counted twice. Members of the Management Board of a listed company should not have, in aggregate, more than two Supervisory Board mandates in non-group listed companies or comparable functions, and should not accept the Chairmanship of a Supervisory Board in a non-group listed company.

No functions at significant competitors. Supervisory Board members should not be members of governing bodies of, or exercise advisory functions at, significant competitors of the Company, and should not hold any personal relationships with a significant competitor.

Suitable participation of women. The participation of women is basically viewed as a joint responsibility on the part of shareholder and employee representatives alike. Women should account for at least 16.6% of the Supervisory Board members. This target should be reached in the period to 30 June 2022. As the Supervisory Board does not have any influence on the election of employee representatives, the shareholder representatives assume responsibility for accounting for this target when compiling the list of candidates to be proposed to the Annual General Meeting for election as shareholder representatives.

Former Management Board members. The Supervisory Board should not include more than two former members of the Management Board of q.beyond AG.

In preparing and adopting its selection of candidates to be proposed to the Annual General Meeting for election as Supervisory Board members, the Supervisory Board will be guided in each case by the Company's best interests. The objectives concerning the suitable participation of women and the age limit are therefore subject to the proviso that the other targets must be met at all times and that suitably qualified candidates are available to assume a position on the Supervisory Board when required. The Supervisory Board regularly reviews the objectives listed above. It publishes its objectives and their implementation status each year in the Corporate Governance Statement.