Remuneration system for members of the Management Board of q.beyond AG

1. Guidelines on the remuneration system for members of the Management Board

With effect from 1 January 2021, the Supervisory Board has adopted a new remuneration system for the current Management Board and all future members of the Management Board. The remuneration system for members of the Management Board is designed to be clear and understandable. It complies with the requirements of the German Companies Act (AktG) as amended by the Act Implementing the Second Shareholder Rights Directive (SRD II) of 12 December 2019 and the recommendations of the German Corporate Governance Code as amended on 16 December 2019.

The Supervisory Board has based the design of the remuneration system on the following guiding principles:

- **Strategy reference:** illustration of the strategy of q.beyond by means of corresponding key figures and thus incentives to achieve the relevant goals

- **Harmonisation:** alignment of the interests of shareholders and other stakeholders with those of the Management Board

- **Pay for performance:** ensuring an appropriate and ambitious link between performance and pay

- **Consistency:** guaranteeing consistency of the remuneration system between Management Board and other executives

- **Sustainability & long-termism:** promotion of sustainable and long-term development of q.beyond

- **Conformity:** consideration of current market practice as well as statutory and regulatory requirements

The new remuneration system is closely linked to the implementation of the "2020plus" growth strategy. This strategy aims to sustainably increase the value of the Company. Such an increase is based on successes in the operating business. The Management Board has set clear targets for turnover, EBITDA margin and free cash flow. The ongoing digital transformation of companies offers q.beyond numerous growth opportunities in this regard. For the Management Board and Supervisory Board, the resulting business success and corporate responsibility for the environment and society belong together. Sustainability is therefore an integral part of q.beyond's corporate strategy.

Against this background, the remuneration system of the Management Board represents an important steering element and is geared towards achieving the central goals of the corporate strategy. The performance criteria of the remuneration system set incentives for successful and sustainable corporate growth and link the remuneration of the Management Board to the short-term and long-term development of the company.

2. Procedure to establish, implement and review the remuneration system

Pursuant to Section 87a (1) AktG, the plenary session of the Supervisory Board decides on a remuneration system for the Management Board based on the proposal of the HR Committee. After the resolution has been passed by the Supervisory Board, the remuneration system is submitted to the Annual General Meeting for approval. If the Annual General Meeting does not give its approval, the Supervisory Board presents a revised remuneration system at the next ordinary Annual General Meeting at the latest pursuant to Section 120a (3) AktG.

For each financial year, the Supervisory Board determines the specific target total remuneration for the Management Board in accordance with the remuneration system submitted to the Annual General Meeting. Furthermore, for the upcoming financial year, the Supervisory Board sets the underlying targets for the performance criteria defined in the remuneration system to measure the performance of the Management Board.

The Supervisory Board also regularly reviews the structure of the remuneration system and the appropriateness of Management Board remuneration. The preparation is carried out by the HR Committee, which makes proposals for adjustments to be discussed in detail by the Supervisory Board. If the assistance of an external consultant is used in the course of reviewing or developing the remuneration system, it is always ensured that the consultant is independent from the Management Board and the Company.

The remuneration system is submitted for approval by the Annual General Meeting every four years at the latest, provided that no significant changes are made. In the event of significant changes to the remuneration system, it is submitted for approval at the next Annual General Meeting at the latest.

The recommendations of the German Corporate Governance Code (GCGC) on dealing with conflicts of interest are also observed in the establishment, implementation and review of the remuneration system. Supervisory Board members must disclose conflicts of interest to the Chairman of the Supervisory Board, for example. The latter decides on participation in the vote if conflicts of interest only relate to individual matters to be dealt with by the Supervisory Board. Material and not merely temporary conflicts of interest lead to the termination of the mandate.

3. Determining the specific target total remuneration, appropriateness of the Management Board remuneration

When determining the specific target total remuneration of the Management Board members, the Supervisory Board ensures – in accordance with the requirements of the German Companies Act (AktG) and the German Corporate Governance Code (GCGC) – that it is commensurate with the tasks and performance of the Management Board member and the situation of the Company. The remuneration is measured in such a way that it is competitive on the market for highly qualified executives. In addition, it should be geared towards the long-term and sustainable development of q.beyond and should not exceed the usual remuneration without special reasons.

To ensure this, the Supervisory Board, with the support of the HR Committee, regularly reviews the target total remuneration of the members of the Management Board of q.beyond. External as well as internal comparisons are used for this purpose. On the one hand, a horizontal comparison is made with comparable companies in terms of size, country and industry. On the other hand, a vertical comparison is made, which examines q.beyond's internal remuneration structure. For this purpose, the remuneration of the Management Board is compared with that of senior management and the workforce, and the status quo as well as the development of these ratios over time are examined. The Supervisory Board defines the term "senior management" within the meaning of G.4 GCGC as the group of all managers who, in addition to the Management Board, are members of the management of q.beyond AG. The term "workforce" refers to all employees of the q.beyond Group employed in Germany.

4. Overview of the remuneration system for the Management Board

4.1. The components of the remuneration system

The following table presents the basic components of the remuneration system.

Non-performance-related components	
Fixed remuneration	• Contractually agreed fixed remuneration, paid in 12 equal monthly instalments
Fringe benefits	• Company car and standard insurance benefits
Pension benefits	• Fixed contribution to Company pension scheme (e.g. provident fund)

Performance-related components	
Short-Term Incentive (STI)	
Plan type	• Annual target bonus plan
Cap	• 150% of the target amount
Performance criteria	• Turnover (as reported) • EBITDA (as reported) • Free cash flow (as reported) • Respective weighting (20% – 50%) to be stipulated on an annual basis • Criteria-based modifier (0.8 – 1.2) to take account of non-financial / ESG targets and extraordinary developments
Payment	• In cash after completion of the financial year
Long-Term Incentive (LTI)	
Plan type	• Performance Share Plan
Cap	• 150% of the target amount
Performance criteria	• Relative Total Shareholder Return (TSR) • ESG targets • Respective weighting (30% – 70%) to be stipulated per tranche
Performance period	• Four years
Payment	• Basically in cash, alternatively in shares, after four-year performance period

Other contractual provisions	
Maximum remuneration p.a.	• Maximum remuneration of € 900,000 per member of the Management Board
Share ownership requirements	• Obligation to buy and hold shares in q.beyond AG in an amount of 200% (Chairman of the Management Board, CEO or sole managing director) or 100% (ordinary Management Board members) of the annual fixed remuneration • Obligation to hold for the entire term of office and for two years thereafter
Malus / claw back	• Possibility to reduce or demand the return of the performance-related remuneration in the case of serious breaches or faulty consolidated accounts
Compensation cap	• Compensation payment restricted to twice the fixed annual remuneration, but to a maximum of the fixed remuneration to which the Management Board member is entitled for the remainder of the contract of employment

4.2. Relative shares of the components in the target total remuneration (remuneration structure)

The remuneration contains non-performance-related and performance-related components. A high proportion of the remuneration is performance-related and thus anchors a corresponding performance orientation (pay for performance) in the remuneration structure. In addition, the majority of the performance-related remuneration is linked to the achievement of long-term goals. Therefore, the target remuneration structure as a whole is geared towards the long-term and sustainable development of the Company.

The fixed remuneration amounts to 35% – 40% of the target total remuneration, the fringe benefits amount to 1% – 2% and the pension benefits to 0% – 3%. The STI target amount contributes approx. 20% – 25% to the target total remuneration, and the LTI target amount has a share of some 30% – 35% in the target total remuneration.

Since the value of fringe benefits is subject to annual fluctuations, the remuneration structure of a specific financial year may deviate from the target remuneration structure in individual cases.

4.3. Restriction of the remuneration components and maximum total remuneration

Appropriate remuneration for members of the Management Board is ensured by a cap in two respects. On the one hand, a maximum limit of 150% of the respective target amount is set for each of the performance-related components. On the other, pursuant to Section 87a (1) Sentence 2 No. 1 AktG, the Supervisory Board has set a maximum remuneration which limits the total amount of remuneration paid out for a given financial year, irrespective of the time of payment. The maximum remuneration for each member of the Management Board amounts to € 900,000.

5. Detailed consideration of the individual remuneration components

5.1. Non-performance-related components

5.1.1. Fixed remuneration

The fixed remuneration takes into account the performance of the respective Management Board member as well as the function and responsibility assigned to that member. It is paid in 12 equal monthly instalments at the end of each calendar month. The members of the Management Board do not receive any separate remuneration for assuming other mandates within the Group.

5.1.2. Fringe benefits

The fringe benefits granted to members of the Management Board mainly comprise the provision of a company car for business and private use (the Company bears all costs of maintenance and use) or the payment of a car allowance, a half contribution to the contributions for an existing health and long-term care insurance as well as other insurance benefits customary in the market.

5.1.3. Pension benefits

The Company may grant pension benefits to the members of the Management Board. These are fixed contributions to the Company pension scheme, e.g. in the form of an employer-financed provident fund.

5.2. Performance-related components

The performance-related components support the implementation of the corporate strategy and are geared towards the achievement of operational annual targets as well as the long-term and sustainable development of q.beyond. The selected performance criteria reflect q.beyond's growth strategy and provide incentives for achieving the relevant goals. At the same time, the pursuit of q.beyond's sustainability strategy is incentivised and the interests of the Management Board and shareholders are aligned. The performance-based components consist of the Short-Term Incentive (STI) with a one-year performance period and the Long-Term Incentive (LTI) with a four-year performance period. A clear "pay for performance" approach is pursued, which provides for both ambitious internal targets and external performance comparison with comparable listed companies in relation to the performance portfolio of q.beyond. The granting of performance-related remuneration components solely at the discretion of the Supervisory Board (such as special remuneration for exceptional performance as the Supervisory Board deems fair and just) is not permitted.

5.2.1. Short-Term Incentive (STI)

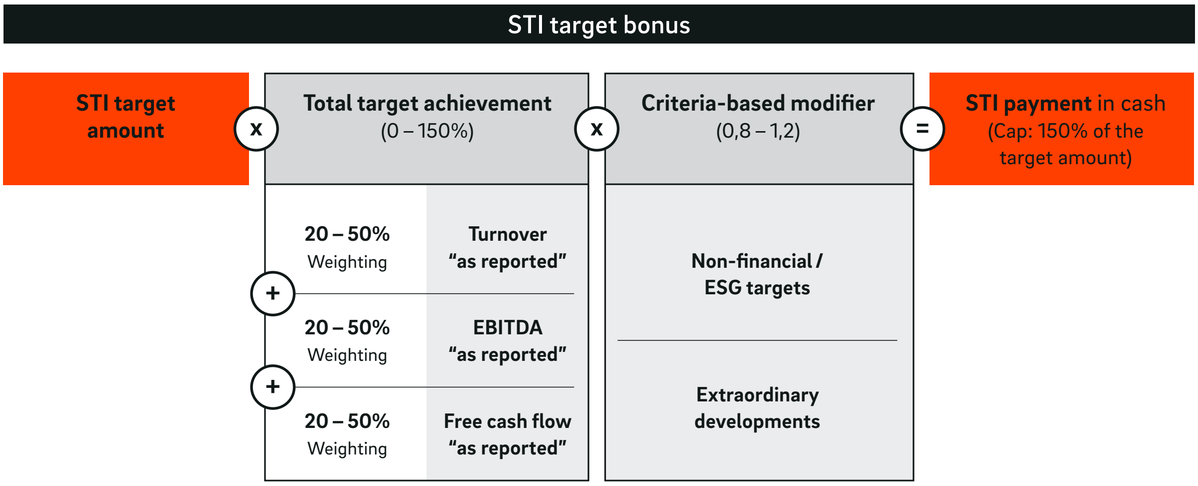
5.2.1.1. Basic features of the STI

The STI is designed as a target bonus system and takes into account non-financial and ESG targets in addition to the financial performance criteria of turnover, EBITDA and free cash flow. The financial performance criteria are derived directly from the Company's growth strategy. This aims at increasing revenues (turnover), while liquidity (free cash flow) and profitability (EBITDA) should continue to be ensured. The sustainability of the growth strategy is to be ensured at the same time through the additional consideration of non-financial and ESG targets.

The financial performance criteria are linked additively and each weighted with 20% to 50%, whereby the weightings of the three performance criteria must add up to 100%. The weighting is determined annually by the Supervisory Board within these ranges in order to be able to set relevant annual priorities based on the corporate strategy and the development of q.beyond. The total target achievement for the financial targets can be between 0% and 150%.

The non-financial and ESG goals are taken into account with the help of a criteria-based modifier. For this purpose, the Supervisory Board annually selects relevant priorities from a catalogue of criteria (derived from sustainability control) and determines concrete ESG targets for the respective financial year. In addition, the Supervisory Board – following the recommendation of the GCGC – has the option to take into account extraordinary developments appropriately via the modifier. The criteria-based modifier can be set within a range of 0.8 to 1.2 and is applied multiplicatively to the target achievement resulting from the financial performance criteria.

The basis for payments from the STI is the STI target amount specified in the employment contracts, which is multiplied by the overall target achievement from the financial performance criteria and the criteria-based modifier. In determining target achievement, the Supervisory Board has the option to take into account significant unplanned extraordinary effects or developments. Such effects or developments may be, for example, changes in accounting, changes in the scope of consolidation, the occurrence of significant special effects and/or extraordinary developments within the meaning of Section 87 (1) Sentence 3 2nd Half-sentence AktG. The payment from the STI is made in cash and is limited to 150% of the STI target amount.



5.2.1.2. Financial performance criteria of the STI

The first performance criterion concerns the consolidated turnover of the respective financial year. The relevant figures are the revenues published in the annual financial reporting approved by the Supervisory Board on the basis of the consolidated income statement. The Supervisory Board annually determines a target value for the consolidated turnover and may, in particular, take into account the respective annual planning. In addition, the Supervisory Board determines for each financial year a lower and upper threshold value as well as a target achievement curve on the basis of which the achievement of the performance criterion of turnover is determined.

The target achievement is 100% if the turnover of the business year corresponds to the target value. If the turnover reaches the upper threshold, the maximum value of 150% target achievement is reached. A Group turnover above the upper threshold value does not lead to a further increase in target achievement. If the turnover falls short of the lower threshold, the minimum value of 0% target achievement is reached. Target achievements between the respective defined target achievement points (0%; 100%; 150%) are interpolated linearly.

Another performance criterion is the Group's EBITDA. EBITDA is defined as earnings before interest, taxes, amortisation of deferred non-cash share-based payments and unscheduled impairment of customer-related inventories and amortisation and unscheduled impairment of property, plant and equipment and intangible assets. The relevant figure is the EBITDA value reported in the annual financial reporting approved by the Supervisory Board on the basis of the consolidated income statement. The Supervisory Board sets the target value for EBITDA annually and may, in particular, take into account the respective annual planning. In addition, the Supervisory Board determines a lower and upper threshold value for each financial year as well as a target achievement curve on the basis of which the target achievement of the performance criterion of EBITDA is determined.

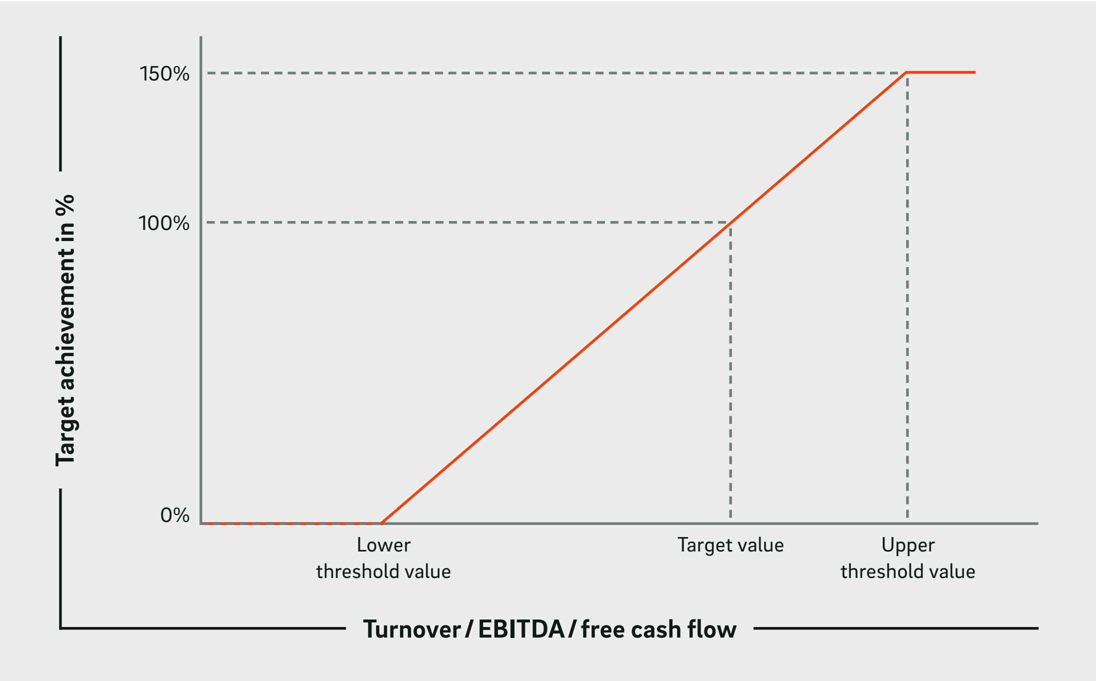
The target achievement is 100% if the EBITDA corresponds to the target value. If the EBITDA reaches the upper threshold, the maximum value of 150% target achievement is reached. Further increases in EBITDA above the upper threshold do not lead to a further increase in target achievement. If the EBITDA is below the lower threshold, the minimum value of 0% target achievement is reached. Target achievements between the respective defined target achievement points (0%; 100%; 150%) are interpolated linearly.

The Group's free cash flow is used as a third performance criterion. This represents the change in net liquidity/debt before acquisitions and distributions, including divestments. The value of the free cash flow reported in the annual Group reporting approved by the Supervisory Board on the basis of the Group cash flow statement is decisive. The Supervisory Board determines the target value for the free cash flow annually and may take into account the respective annual planning in particular. In addition, the Supervisory Board determines a lower and upper threshold value for each financial year as well as a target achievement curve on the basis of which the achievement of the free cash flow performance criterion is determined.

The target achievement is 100% if the free cash flow corresponds to the target value. If the free cash flow reaches the upper threshold, the maximum value of 150% target achievement is reached. Further increases in free cash flow above the upper threshold do not lead to a further increase in target achievement. If the free cash flow is below the lower threshold, the minimum value of 0% target achievement is reached. Target achievement between the respective defined target achievement points (0%; 100%; 150%) is interpolated linearly.

The following graph is an exemplary representation of a target achievement curve in relation to the financial performance criteria.

STI target achievement curves for financial performance criteria



The target and threshold values set by the Supervisory Board for the respective financial year, as well as the actual results achieved and the resulting target achievements, as well as possible adjustments due to extraordinary effects or developments, are published transparently ex-post in the remuneration report for each financial performance criterion.

5.2.1.3. Criteria-based modifier

The criteria-based modifier allows the Supervisory Board to take into account non-financial and ESG targets as well as any extraordinary developments that may have occurred, in addition to the financial target achievement.

At the beginning of each financial year, the Supervisory Board selects relevant focal points from the catalogue of criteria derived from the sustainability strategy and derives specific ESG targets for measurement for the respective financial year. The ESG criteria are derived from sustainability control and are highly relevant for the business resilience of q.beyond, whereby this comprises the dimensions of resilience and adaptability.

Criteria catalogue for ESG targets

Resistance		Adaptability		
Sustainable growth	Robust core processes	Satisfied and innovative employees	Systematic customer focus	Portfolio that reacts quickly enough to the development of the economy, ecology and society

Furthermore, in accordance with the recommendation of the GCGC, the Supervisory Board may take into account any extraordinary developments that may have occurred during the financial year within the framework of the criteria-based modifier. Extraordinary developments are rare special situations that are not adequately covered by the previously defined performance targets. For example, extraordinary, far-reaching changes in the economic situation can be considered as extraordinary developments. Generally unfavourable market developments are explicitly not considered extraordinary developments.

The criteria-based modifier can be set within a range of 0.8 to 1.2 and is at the discretion of the Supervisory Board. The determination of the modifier, the non-financial and ESG targets as well as any extraordinary developments taken into account are reported transparently ex-post in the remuneration report.

5.2.2. Long-Term Incentive (LTI)

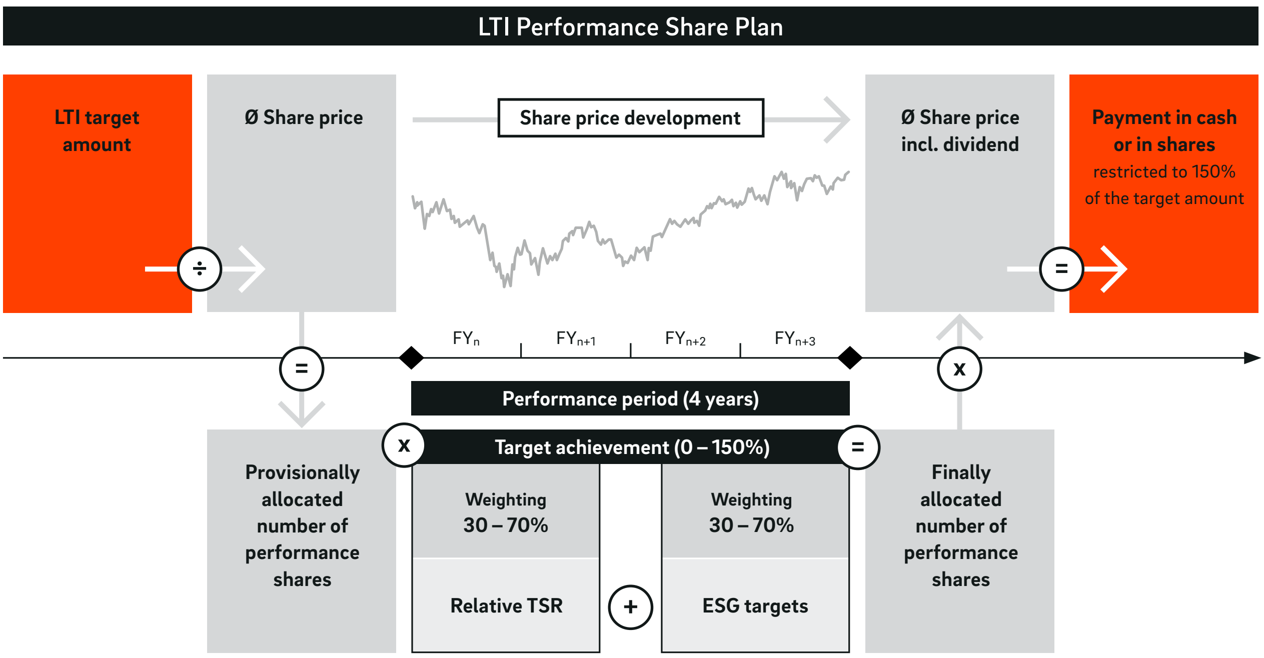
5.2.2.1. Basic features of the LTI

The LTI is designed as a performance share plan and, in addition to relative total shareholder return (relative TSR), also takes ESG targets into account. With a performance period of four years, the LTI is geared towards the long-term and successful development of q.beyond and, through its share price orientation, incentivises the continuous increase in the Company value targeted in the growth strategy. The additional consideration of relative share performance compared to companies in a selected peer group further aligns the interests of the Management Board and shareholders. Furthermore, the focus is placed on sustainable corporate development through ESG targets.

The performance share plan is granted in annual tranches on 1 January of the respective financial year. At the beginning of each tranche, the LTI target amount specified in the employment contracts is divided by the arithmetic mean of the closing prices of the q.beyond share over the last 60 stock exchange trading days prior to the beginning of the performance period. The resulting number of virtual performance shares is provisionally allocated.

The final number of virtual shares granted at the end of the four-year performance period varies with the performance determined, and any virtual performance shares provisionally granted may also be forfeited. The final number is determined at the end of the performance period based on the two performance criteria of relative TSR and ESG targets. The two performance criteria are additively linked and each weighted between 30% and 70%, whereby the weightings of both performance targets must add up to 100%. The weighting is determined by the Supervisory Board before the start of each tranche in order to be able to set relevant priorities for the respective performance period. The target achievement of the two performance criteria can be between 0% and 150% each. The overall target achievement is calculated on the basis of the target achievement of the two performance criteria and the weighting determined in advance. At the end of the performance period, the overall target achievement is multiplied by the number of provisionally allocated virtual performance shares to determine the final number of virtual performance shares.

The final number of performance shares achieved at the end of the performance period is then multiplied by the arithmetic mean of the closing prices of the q.beyond share during the last 60 stock exchange trading days before the end of the performance period. This amount is increased by the dividends that have accrued for q.beyond shares during the performance period and paid out. The resulting pay-out is limited to 150% of the LTI target amount. The pay-out is generally made in cash. In addition, the Supervisory Board reserves the right to make a pay-out by alternatively transferring q.beyond shares.



When determining the pay-out, the Supervisory Board has the option of taking into account significant unplanned extraordinary effects or developments. Extraordinary effects or developments are rare special situations that are not adequately covered by the performance targets. Generally unfavourable market developments are explicitly not considered extraordinary developments. In this context, the Supervisory Board will be guided by the pay-out that the Management Board member would have been entitled to without the extraordinary development.

The weighting of the two performance criteria, the selected ESG targets, the respective target achievements of the two performance criteria as well as the determination of the pay-out amount and possible adjustments are reported transparently ex-post in the remuneration report.

5.2.2.2. Performance criterion of relative TSR

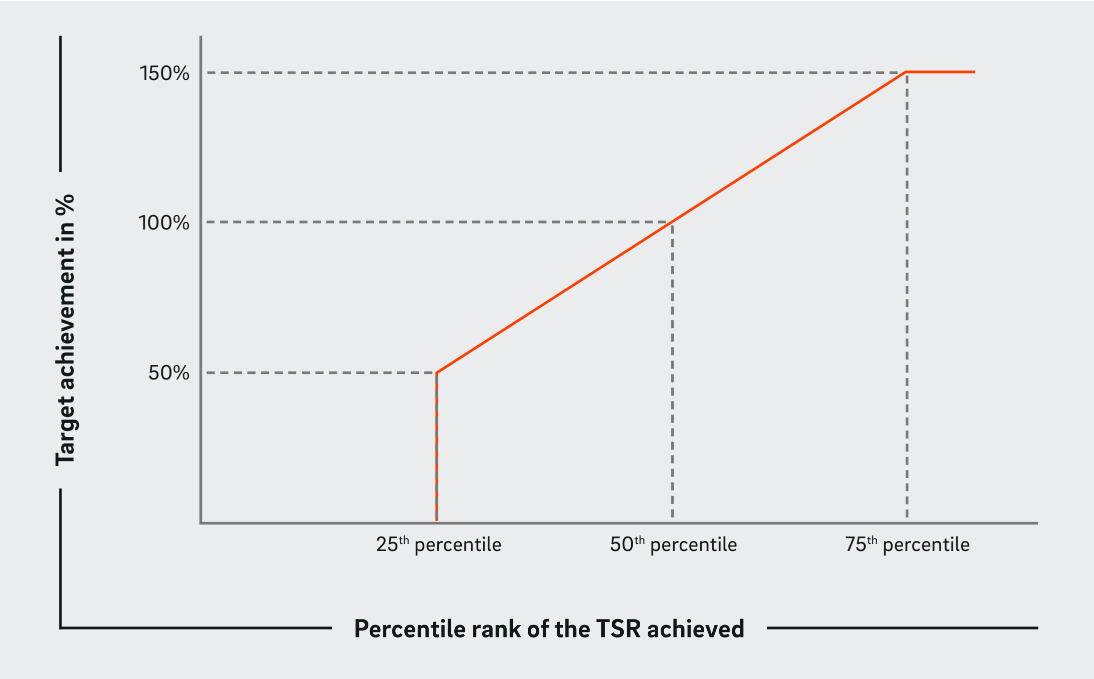
Total shareholder return (TSR) refers to the share price performance plus notionally reinvested gross dividends. In determining the relative TSR, the TSR of the q.beyond share during the four-year performance period is compared with the TSR of companies in a selected peer group.

The peer group currently consists of the following companies: adesso SE, All for One Group SE, Allgeier SE, Bechtle AG, Cancom SE, CENIT AG, Datagroup SE, GFT Technologies SE, KPS AG, PSI Software AG, S+T System Integration & Technology Distribution AG, secunet Security Networks AG, SNP Schneider-Neureither & Partner SE and Softing AG. Should individual companies in the peer group cease to exist in their current form in the future or no longer be appropriate as comparable companies, the Supervisory Board reserves the right to remove companies from the peer group or add new, suitable companies before the start of a new tranche. The number of companies in the peer group is at least ten companies.

The degree of target achievement depends on the percentile rank of the TSR achieved by q.beyond over the performance period compared to the TSR values of the companies in the peer group. If the achieved percentile rank of q.beyond falls below the 25th percentile, the degree of target achievement for the relative TSR target corresponds to 0%. If the percentile rank of q.beyond reaches the 25th percentile, the degree of target achievement for the relative TSR target corresponds to 50%. If the percentile rank of q.beyond reaches or exceeds the 75th percentile, the degree of target achievement for the relative TSR target is 150%. If the percentile rank of q.beyond exceeds the 25th percentile but does not reach the 75th percentile within the peer group, the target achievement level for the relative TSR target is determined by linear interpolation between the target achievement of 50% at the 25th percentile and the maximum target achievement of 150% at the 75th percentile.

The following graph is an exemplary representation of a target achievement curve in relation to the relative TSR:

LTI target achievement for the relative TSR



5.2.2.3. Performance criterion of ESG targets

The ESG targets are derived from q.beyond's sustainability control, which currently covers the two dimensions of resilience and adaptability. The Supervisory Board selects specific ESG targets for the respective tranche before the start of the performance period and determines the weighting between the individual ESG targets.

For the respective ESG targets, the Supervisory Board also determines the target value before the start of the performance period, as well as a lower and upper threshold value and a target achievement curve on the basis of which the target achievement of the ESG targets is determined. The target achievement from the ESG targets can amount to a maximum of 150% in total.

The target achievement is 100% if the respective ESG target corresponds to the target value. If the respective ESG target reaches the upper threshold value, the maximum value of 150% target achievement is reached. Further increases of the respective ESG target above the upper threshold value do not lead to a further increase in target achievement. If the respective ESG target is below the lower threshold value, the minimum value of 0% target achievement is reached. Target achievements between the respective defined target achievement points (0%; 100%; 150%) are interpolated linearly.

The ESG targets selected for the respective tranche and their achievement are reported transparently ex-post in the remuneration report. Subject to future amendments, the following key performance indicators from the catalogue of criteria have been determined for the ESG targets:

ESG targets for LTI 2021				
Resistance		Adaptability		
Sustainable growth	Robust core processes	Satisfied and innovative employees	Systematic customer focus	Portfolio that reacts quickly enough to the development of the economy, ecology and society
	Greenhouse gas emissions in tonnes of CO_2	Willingness of employers to recommend (NPS)	Willingness of customers to recommend (NPS)	Revenue share of digital sustainability solutions in total revenues Percentage of digital sustainability solutions in overall portfolio

5.3. Malus and claw back

In justified cases, the Supervisory Board has the option of reducing or reclaiming the performance-related remuneration in whole or in part (malus and claw back regulation). This possibility exists in the event of a serious violation of legal or contractual duties or of main principles of the Company (e.g. from the code of conduct or the compliance guidelines).

In addition, the Company has a claim against the member of the Management Board for repayment of the performance-related remuneration paid if it emerges after payment that the audited and approved consolidated financial statements on which the calculation of the payment amount is based were objectively incorrect and must therefore be corrected in accordance with the relevant accounting regulations and that a lower amount or no amount of the performance-related remuneration would have been owed on the basis of corrected consolidated financial statements. It is not necessary for the Management Board member to be at fault with regard to the necessity of a correction of the consolidated financial statements. The claim for repayment falls due as soon as the error(s) has/have been corrected in the context of audited and approved consolidated financial statements. The claim for repayment exists in the amount of the difference between the amounts paid out for the performance-related remuneration and the amounts of the performance-related remuneration that should have been paid out on the basis of the corrected consolidated financial statements.

The possibility of withholding remuneration or requesting its repayment also exists if the office or employment relationship with the Management Board member has already ended at the time the right of withholding arises or the claim for requesting repayment of remuneration falls due. The repayment of performance-related remuneration is excluded if the remuneration was paid more than two years ago.

Statutory sanction rights and rights to request repayment against the Management Board member, in particular the assertion of damages pursuant to Section 93 AktG as well as the right to dismiss the Management Board member for good cause or to terminate the employment contract, remain unaffected.

5.4. Share Ownership Guidelines (SOG)

In order to further align the interests of the Management Board and the shareholders and to focus even more strongly on the long-term and sustainable development of q.beyond, the Management Board is obliged to acquire and hold q.beyond shares. The amount of the share ownership obligations (SOG target) is 200% of the respective annual gross fixed remuneration for the Chairman of the Management Board, CEO or a sole member of the Management Board and 100% for an ordinary member of the Management Board. Until the SOG target is reached, each Management Board member is obliged to invest a share of 25% of his or her paid performance-related remuneration in shares of q.beyond each year. Shares already held and/or voluntarily acquired are counted towards meeting this SOG target. The share ownership period extends over the entire period of service of the respective Management Board member and two years thereafter.

6. Remuneration-related legal transactions

6.1. Term of contract and termination options

The employment contracts of members of the Management Board are concluded for the respective duration of the appointment. As a rule, this is three years. There is no provision for ordinary termination. The right of termination for good cause (Section 626 German Civil Code – BGB) by both parties is not affected by this.

In the event of a premature termination of the Management Board member's appointment as a member of the Management Board due to effective revocation of the appointment or justified resignation from office by the Management Board member, the employment contract ends upon expiry of the statutory notice period pursuant to Section 622 (1) and (2) BGB, without requiring a separate notice of termination for this purpose.

Furthermore, the employment contract for the member of the Management Board ends without notice being required if the Management Board member becomes permanently incapacitated for work during the term of this employment contract, at the latest at the end of the third month after the month in which the permanent incapacity for work is determined.

6.2. Provisions in the case of entry or exit during a year

If a member of the Management Board enters or leaves the services of q.beyond in the current financial year, the total remuneration for the respective financial year (including STI and LTI) is reduced accordingly pro rata temporis

6.3. Premature termination

6.3.1. Compensation

In the event of premature termination of the Management Board position, payments to the Management Board member (including fringe benefits) may not exceed the value of two years' fixed remuneration (compensation cap) and the value of the annual fixed remuneration for the remaining term of the employment contract.

In the event of premature termination of this employment contract at the request of the Management Board member or for good cause for which the Management Board member is responsible, the Management Board member is not be entitled to any payments.

6.3.2. Incapacity for work and death

In the event of temporary incapacity to work due to illness, accident or another reason for which the Management Board member is not responsible, the Company will pay the Management Board member the remuneration, including STI and LTI, in the unchanged amount for an uninterrupted period of six months, but no longer than until the end of the term of the employment contract.

If the Management Board member dies during the term of the employment contract, his widow and his children, insofar as they have not yet reached the age of 25, are entitled as joint creditors to the undiminished continued payment of the annual basic remuneration for the remainder of the month of death and the three following months, but at the longest until the end of the term of the employment contract – without the death of the Management Board member.

6.3.3. Performance-related remuneration in the event of premature termination

In principle, in the event of premature termination of the employment contract, any outstanding variable remuneration components attributable to the period up to the termination of the contract are paid out in accordance with the originally agreed targets and comparison parameters and in accordance with the due dates or holding durations specified in the contract. Premature payment is not made.

In the event of premature termination by way of an extraordinary notice of termination for good cause pursuant to Section 626 (1) BGB by the Company or as a result of an effective revocation of the appointment for good cause within the meaning of Section 626 (1) BGB or due to gross breach of duty within the meaning of Section 84 (3) AktG or due to self-initiated termination or cancellation of the employment contract or laying down of the Management Board mandate without good cause within the meaning of Section 626 (1) BGB by the Management Board member (without agreement with the Company), the performance-related remuneration is forfeited without replacement or compensation.

In the event of termination due to permanent incapacity or death of the Management Board member, all performance-related remuneration components are paid out immediately after the end of the employment contract. The amount of payment corresponds to the cumulative target amount of all outstanding tranches.

The Supervisory Board is entitled to deviate from the regulations in individual cases at its reasonable discretion.

6.4. Side-line activity of members of the Management Board

If, at the request of the Company, a member of the Management Board assumes duties in companies in which the Company holds a direct or indirect interest and receives separate remuneration for assuming such positions and offices, such remuneration shall be credited against the member's contractually agreed remuneration entitlements (primarily against the fixed remuneration).

In principle, the member of the Management Board is required to devote his working time exclusively to q.beyond. The assumption of any other professional activity, whether paid or unpaid, as well as any honorary activity, requires the prior written consent of the Supervisory Board, which may be revoked at any time. The same applies to the retention of such functions already exercised at the beginning of the employment contract. In this context, the Supervisory Board also decides on a possible crediting of the remuneration for the side-line activity.

7. Temporary deviations from the remuneration system

The Supervisory Board may temporarily deviate from the remuneration system under special and exceptional circumstances in accordance with Section 87a (2) Sentence 2 AktG if this is necessary in the interest of the long-term well-being of q.beyond. Special and exceptional circumstances explicitly do not include unfavourable market developments. Rather, these are cases such as a severe corporate or economic crisis in which, for example, an adequate incentive effect can no longer be ensured by the present remuneration system and thus a temporary deviation becomes necessary. These special and exceptional circumstances are determined by resolution of the Supervisory Board. Even in the event of a temporary deviation from the remuneration system, the remuneration of the Management Board must be geared towards the long-term and sustainable development of q.beyond and be in an appropriate relationship to the social situation and the Management Board's performance.

If an exceptional circumstance has been identified by a Supervisory Board resolution, the Supervisory Board is permitted, at its discretion, to temporarily deviate from the following components of the remuneration system: the relative shares of the remuneration components, the performance criteria of the STI and LTI, their performance periods and their respective ranges of possible target achievements, the fringe benefits in the event of a temporary requirement for other fringe benefits, and the amount of the maximum remuneration. The Supervisory Board also has the option to compensate new Management Board members for salary losses from previous employment resulting from the move to q.beyond or costs incurred due to a change of location by means of special payments on joining the Company.

At all events, in cases in which a temporary deviation from the remuneration system occurs, the necessity for this deviation as well as the procedure will be explained in the remuneration report and the affected remuneration components specified in accordance with Section 162 (1) Sentence 2 No. 5 AktG.