

medigene

Medigen AG

Planegg/Martinsried

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The Annual General Meeting of Medigene AG resolved under agenda item 5 on 16 December 2020 the following remuneration system for the Supervisory Board of Medigene AG:

5. Remuneration system of the members of the Supervisory Board of Medigene AG

Article 14 of the Articles of Association of Medigene AG envisages the possibility of granting members of the Company's Supervisory Board a suitable remuneration along with the reimbursement of their expenses and VAT. Details shall be resolved by the Annual General Meeting.

The Annual General Meeting on 11 August 2016 last amended the resolution regarding remuneration of the Supervisory Board under item 7 of the Agenda. With the exception of additional remuneration for committee chairpersons in accordance with G.17 of the German Corporate Governance Code in the version dated 16 December 2019, this resolved remuneration shall remain unchanged and after four years, shall be submitted to the Annual General Meeting of the Company again for resolution (Section 113 AktG), and this applies also in terms of the Act Implementing the Second Shareholders' Rights Directive (ARUG II) which came into force on 1 January 2020. Supplemental explanations on the remuneration system of the Supervisory Board according to Section 113 (3) and Section 87a (1) sentence 2 of the German Stock Corporation Act (AktG) is provided under III hereof.

The Executive Management Board and Supervisory Board propose that the resolution passed by the Annual General Meeting on 11 August 2016, under Agenda item 7 in accordance with Article 14 of the Company's Articles of Association shall be revised as follows:

- a) Each member of the Supervisory Board shall receive, in addition to reimbursement of his or her expenses, remuneration of €16,000.00 for each full financial year of membership of the Supervisory Board. The Chairman of the Supervisory Board shall receive remuneration of €32,000.00 and the Deputy Chairman shall receive remuneration of €24,000.00. The remuneration of the Supervisory Board shall be payable to members of the Supervisory Board in

four equal instalments, specifically on 31 March, 30 June 30 September and 31 December of each financial year. Members of the Supervisory Board who have not served on the Supervisory Board for a full financial year shall receive remuneration pro rata temporis in accordance with the duration of their membership of the Supervisory Board.

- b) In addition, each member of the Supervisory Board shall receive a flat-rate remuneration of €3,000.00 per financial year for each Supervisory Board committee of which they are a member. The chairman of a committee shall receive remuneration in the amount of €6,000.00. The above remuneration for committee activities of Supervisory Board members shall be granted by the Company for activities in a maximum of two (2) committees. Due dates and, if applicable pro rata temporis, payment modalities of the respective remuneration are set forth in paragraph a).
- c) In addition to the remuneration pursuant to a) and b) above, each member of the Supervisory Board shall receive an attendance fee of €2,000.00 for attending each meeting of the Supervisory Board. In the event of telephone or electronic (virtual) participation in meetings, the above-mentioned amounts of the attendance fees shall be reduced by 50% in each case. For each member of the Supervisory Board, the Company shall grant an attendance fee for attending a maximum of five (5) meetings per financial year. The attendance fee shall be due for payment to the members of the Supervisory Board together with the remuneration of the Supervisory Board in accordance with a) and b) above.
- d) The Company shall reimburse each member of the Supervisory Board for the value-added tax payable on their remuneration.
- e) The above provisions shall apply for the first time from the date following the end of the Annual General Meeting 2020; the remuneration pursuant to a) and b) above shall be paid from that date pro rata temporis in relation to the current financial year 2020, calculated from the calendar day following the end of the Annual General Meeting 2020. The resolution of the Annual General Meeting under Agenda item 7 on 11 August 2016, remains effective until effectiveness of the above mentioned stipulations.
- f) The Executive Management Board shall be authorized to take out a D&O (Directors' and Officers') liability insurance for members of the Supervisory Board. All premiums for the D&O (Directors' and Officers') liability insurance shall be covered by the Company on behalf of the members of the Supervisory Board.

Planegg / Martinsried, December 2020

The Executive Management Board