

**Amendment to the remuneration policy with regard to
remuneration of the members of the Supervisory Board of
Kontron AG, Linz, FN 190272**

**related to item 6 on the agenda of the
24th Annual General Meeting on 22 May 2023**

**in accordance with Section 78a in conjunction with 98a of the Austrian Stock Corpora-
tion Act**

The supervisory board of a listed company is obliged to draw up the principles for the remuneration of the members of the supervisory board pursuant to Section 78a in conjunction with Section 98a of the Austrian Stock Corporation Act (remuneration policy). The remuneration policy shall be submitted to the general meeting for voting at least every fourth financial year (as well as in the event of any significant change). At Kontron AG (formerly S&T AG), the resolution on the principles of the remuneration policy for the Supervisory Board of Kontron AG as well as on the amount of remuneration was adopted at the Annual General Meeting on 16 June 2020. The Supervisory Board of Kontron AG has now discussed the principles for the remuneration of the members of the Supervisory Board pursuant to Section 78a in conjunction with Section 98a of the Austrian Stock Corporation Act (AktG), in particular against the backdrop of inflation and the general trends in Supervisory Board remuneration in Germany and Austria in recent years, as well as the increased workload for the Supervisory Board of Kontron AG. The discussion also took into account the increased liability requirements and the increased importance of additional topics such as ESG.

The Executive Board and the Supervisory Board of Kontron AG propose that the Annual General Meeting resolve that the elected members of the Supervisory Board (capital representatives) shall be remunerated annually as follows from the financial year 2023 (inclusive) until further notice:

- | | |
|--|-----------------|
| - Remuneration Chair of the Supervisory Board | EUR 85,000 p.a. |
| - Remuneration Deputy Chair of the Supervisory Board | EUR 70,000 p.a. |
| - For each additional member | EUR 50,000 p.a. |

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- Chair of the Audit Committee EUR 35,000 p.a.
- Deputy Chair of the Audit Committee EUR 20,000 p.a.
- Attendance fee for Board meeting EUR 2,500 per meeting
- Attendance fee for committee meeting EUR 2,500 per meeting

No additional fees for the Remuneration and Nomination Committee

This is the first increase of Supervisory Board remuneration since it was set in 2020. The proposed remuneration for the Supervisory Board members of Kontron AG is at an appropriate level compared to other listed companies of the same size.