



Hypoport SE

Lübeck

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Publication of the resolution on the adoption of the remuneration system for Supervisory Board members in accordance with section 113 (3) in conjunction with section 120a (2) of the German Stock Corporation Act (AktG)

At the Annual Shareholders' Meeting of Hypoport SE on Friday, 3 June 2022, the remuneration system for the Supervisory Board of Hypoport SE was put to a vote under agenda item 7 'Adoption of a resolution on the remuneration for Supervisory Board members in accordance with section 113 (3) AktG and amendment of the statutes'.

The proposed remuneration system for the Supervisory Board of Hypoport SE was adopted with the following voting result:

4,687,759	shares were represented through submission of a valid vote (= 72.19 per cent of the subscribed capital)
4,636,799	votes in favour (98.91 per cent)
50,960	votes against (1.09 per cent)
106	abstentions

The remuneration system for the Supervisory Board of Hypoport SE has been formulated as follows:

Remuneration system for the Supervisory Board of Hypoport SE

The remuneration system for the Supervisory Board of Hypoport SE is structured in accordance with relevant statutory requirements and the recommendations of the German Corporate Governance Code as amended on 19 December 2019 ('DCGK').

I. Remuneration components

The currently applicable remuneration rules for the Supervisory Board, as set out in clause 14 of the statutes of Hypoport SE, were adopted by means of a resolution at the Annual

Shareholders' Meeting on 3 June 2022. Clause 14 of the statutes of Hypoport SE is as follows:

“14.1 The members of the Supervisory Board receive annual remuneration of €60,000.00. The chairman of the Supervisory Board receives double the amount of remuneration, the vice-chairman one and a half times the amount. From 2022, committee chairs also receive one and a half times the amount of annual remuneration.

14.2 Members of the Supervisory Board who have served for less than a full financial year receive pro rata fixed remuneration in proportion to the period for which they have served on the Supervisory Board.

14.3 The Company reimburses the members of the Supervisory Board for out-of-pocket expenses and any value added tax paid in respect of their remuneration and out-of-pocket expenses. Supervisory Board members are also reimbursed for the proportion of the premium paid by them for the directors' and officers' liability insurance policy that the Company takes out for the members of the Management Board and Supervisory Board.”

The remuneration of the members of the Supervisory Board of Hypoport SE thus comprises annual fixed remuneration, special remuneration for the chairman and vice-chairman of the Supervisory Board and the committee chairs, reimbursement of Supervisory Board members' out-of-pocket expenses and any value added tax paid in respect of their remuneration and out-of-pocket expenses. In addition, Hypoport SE bears the cost of maintaining a reasonable level of cover under a directors' and officers' liability insurance policy.

In line with recommendation G.17 of the DCGK, the remuneration of the Supervisory Board is designed to appropriately reflect the additional time commitment that the roles of chairman and vice-chairman of the Supervisory Board and committee chair require. Moreover, members of the Supervisory Board should receive only fixed remuneration in accordance with suggestion G.18 of the DCGK in order to ensure the Supervisory Board's independence and enable it to perform its advisory and supervisory functions in an objective manner. The remuneration system does not provide for variable remuneration components because the workload and liability risk of Supervisory Board members do not always correlate with the success and/or financial performance of the Company.

The remuneration of the members of the Supervisory Board should be well balanced and appropriate to both the duties and responsibilities of the Supervisory Board members and the situation of the Company; the remuneration rules used by other major listed companies should also be taken into consideration. At the same time, taking up a position as a member, the chairman or the vice-chairman of the Supervisory Board or as a committee chair needs to hold sufficient appeal to attract and retain suitable members. This is a prerequisite for ensuring that the Management Board is supervised and advised in the best possible way, which – in turn – is key to a successful business strategy and the long-term success of the Company.

II. Processes

The Supervisory Board should regularly review the appropriateness of the remuneration rules and remuneration system for the Supervisory Board and may consult external remuneration experts as necessary. The decision about the final structure of the remuneration system lies with the Annual Shareholders' Meeting.

Pursuant to section 113 (3) AktG, the Annual Shareholders' Meeting must vote on a resolution concerning the remuneration of the Supervisory Board at least every four years. Notwithstanding this requirement, the Annual Shareholders' Meeting may also adopt such a resolution in the event that proposals for changes to the remuneration system are made. The Annual Shareholders' Meeting can thus either confirm the existing Supervisory Board remuneration system or adopt a resolution to change it.

The Management Board and the Supervisory Board jointly prepare a report about the remuneration granted and owed to each individual member of the Supervisory Board in the reporting year in accordance with section 162 AktG and present this report to the independent auditor for review and subsequently to the Annual Shareholders' Meeting for approval.

In line with recommendation E.1 of the DCGK, all members of the Supervisory Board must immediately disclose any potential conflicts of interest to the chairman of the Supervisory Board. The Supervisory Board's report to the Annual Shareholders' Meeting discloses any conflicts of interest that arose and the manner in which they were addressed. If a member of the Supervisory Board is affected by a material conflict of interest that is not temporary in nature, their Supervisory Board appointment should be terminated.