

Remuneration report

Principles of Executive Board remuneration

The effective remuneration system provides for a fixed basic annual salary and also variable remuneration (in the form of a bonus) (see table). The basic figure for the bonus payment is determined based on the income statement of the MLP Group in accordance with the respective (international) accounting standards applied in the Group. The EBIT of the MLP Group in the past financial year for which the bonus is to be paid forms the basis of assessment here. The key figure is therefore the earnings before tax (EBT) that would result without deduction of profit-sharing payments. If continuing operations and discontinued operations were to be recognized in the financial year, the basis of assessment is formed by the total of the EBITs of operations to be continued and discontinued respectively. No costs and income directly related to the discontinuation/sale of business segments are included in the basis of assessment. If the employment contract begins or ends in the course of the financial year, the basic bonus figure is reduced pro rata temporis.

45% of the bonus calculated in this way is to be paid as an immediate payment following presentation of the company's adopted financial statements. The remaining 55% is only to be paid as a "deferred payment" after presentation of the financial statements for the financial year two years after the year of the immediate payment. The level of deferred payment effectively to be made to the member of the Executive Board is also subject to upwards or downwards adjustment, based on the ratio of the average EBIT recorded in the base year and the three subsequent years to the EBIT in the base year.

In contractually more closely specified boundaries, the immediate payment and the deferred payment are also subject to an adjustment right, which can be used at the discretion of the Supervisory Board. Here, the Supervisory Board is authorized, at its reasonable discretion, to increase or reduce the immediate payment by up to 30% and the deferred payment by up to 10% based on its assessment of the individual performance of the respective member of the Executive Board or extraordinary developments.

In addition to this, the service contract provides for a cap of the immediate payment and the deferred payment in €. For both bonus parts, a maximum of 150% of the basic figure is stipulated as the cap with an assumed EBIT of € 100 million.

Under the remuneration system, the members of the Executive Board are entitled to unrestricted use of a company car and payments from a life and disability insurance policy.

The Chairman of the Board, Dr. Uwe Schroeder-Wildberg, also has an individual occupational benefit plan entitlement. An old-age pension upon reaching 62 years of age, a disability pension, a widow's pension and orphan's benefits have been guaranteed. The benefit entitlement for the old-age pension is specified separately in an addendum to the employment contract. The disability pension and widow's pension is 60% of the contractually agreed old-age or disability pension benefit. The level of orphan's benefit payable per eligible child is calculated on a case by case basis. The total of the widow's pension and orphan's benefit of all entitled persons together must not exceed 100% of the old-age pension. However, the members of the Executive Board, Manfred Bauer and Reinhard Loose, receive employer-financed, defined contribution benefits in an occupational pension scheme.

The service contracts of all members of the Group Executive Board comprise change-of-control clauses granting the right to termination for cause in the event that

- the company's share of voting rights changes in accordance with §§ 21, 22 of the German Securities Trading Act.
- the company is reorganized in line with the provisions of the German Reorganization of Companies Act (UmwG). This does not apply if the company changes its corporate form, outsourcings in line with § 123 (3) of the German Reorganization of Companies Act or for mergers in accordance with the provisions of the Reorganization of Companies Act, in which the company is the incorporating legal entity.

If a member of the Executive Board resigns on the basis of the aforementioned conditions, he is entitled to compensation of no more than two annual salaries, on the condition that the termination takes place more than two years before the end of contract. After that the regulations apply on a pro-rata-temporis basis.

To comply with the relevant supervisory requirements, the service contracts of all members of the Executive Board also include the following provisions:

- In the event of negative performance or misconduct on the part of the Executive Board member in question in the sense of § 5 (7) of the Ordinance on the Supervisory Requirements for Institutions' Remuneration Systems (InstitutsVergV), the Supervisory Board is entitled to reduce the benefits to which said member is entitled at its discretion when said member resigns from his position voluntarily.
- The members of the Executive Board undertake not to engage in any personal hedging or other counter-measures as a way of limiting or even eliminating the risk-orientation of remuneration.
- Pursuant to § 25a (5) of the German Banking Act (KWG), the variable remuneration component must not exceed 200% of the fixed remuneration component for each member of the Executive Board. An AGM resolution that proposes increasing the variable remuneration cap from 100% to 200% of the fixed remuneration component, and thereby deviates from § 25a (5) Sentence 2 of the German Banking Act (KWG), has been submitted.

In accordance with the recommendation of the German Corporate Governance Code, individualized Executive Board remuneration is disclosed on the basis of the specimen tables provided as appendices to the Code.

Individualised Executive Board remuneration in line with the German Corporate Governance Code (DCGK)

Allocation	Dr. Uwe Schroeder-Wildberg		Reinhard Loose		Manfred Bauer		Muhyddin Suleiman	
	Chairman of the Board		Chief Financial Officer		Member of the Board for Products and Services		Member of the Board for Sales	
	since Jan 1, 2003		since Feb 1, 2011		since May 1, 2010		until Mar 31, 2014	
All figures in €'000	2015	2016	2015	2016	2015	2016	2015	2016
Fixed compensation	550	550	360	360	360	360	0	0
Fringe benefits	30	30	17	17	27	26	0	0
Total fixed compensation	580	580	377	377	387	386	0	0
One-year variable compensation	239	194	158	129	160	129	0	0
Multi-year variable compensation	290	216	186	151	232	172	0	209
Bonus 2011 (2011-2014)	290	0	186	0	232	0	0	209
Bonus 2012 (2012-2015)	0	216	0	151	0	172	0	0
Other	-27	0	-17	0	-23	0	0	0
Total fixed and variable compensation	1,083	990	703	657	756	688	0	209
Pension benefits	297	224	140	140	150	150	0	0
Total compensation (in accordance with the German Corporate Governance Code (DCGK))	1,380	1,213	843	797	906	838	0	209

Granted remuneration

Benefits granted	Dr. Uwe Schroeder-Wildberg				Reinhard Loose			
	Chairman of the Board				Chief Financial Officer			
	since Jan 1, 2003				since Feb 1, 2011			
	All figures in €'000	2015	2016	2016 (Min)	2016 (Max)	2015	2016	2016 (Min)
Fixed compensation	550	550	550	550	360	360	360	360
Fringe benefits	30	30	30	30	17	17	17	17
Total fixed compensation	580	580	580	580	377	377	377	377
One-year variable compensation	194	130	91	169	129	87	61	113
Multi-year variable compensation	283	376	0	990	189	250	0	660
Bonus 2015 (2015-2018)	283	0	0	0	189	0	0	0
Bonus 2016 (2016-2019)	0	376	0	990	0	250	0	660
Total fixed and variable compensation	1,058	1,086	671	1,740	695	714	438	1,150
Pension benefits	297	224	224	224	140	140	140	140
Total compensation (in accordance with the German Corporate Governance Code (DCGK))	1,354	1,310	895	1,963	835	854	578	1,290

Benefits granted	Manfred Bauer				Muhyddin Suleiman			
	Member of the Board for Products and Services				Member of the Board for Sales			
	since May 1, 2010				until Mar. 31, 2014			
	All figures in €'000	2015	2016	2016 (min.)	2016 (max.)	2015	2016	2016 (min.)
Fixed compensation	360	360	360	360	0	0	0	0
Fringe benefits	27	26	26	26	0	0	0	0
Total fixed compensation	387	386	386	386	0	0	0	0
One-year variable compensation	129	87	61	113	0	0	0	0
Multi-year variable compensation	189	250	0	660	0	0	0	0
Bonus 2015 (2015-2018)	189	0	0	0	0	0	0	0
Bonus 2016 (2016-2019)	0	250	0	660	0	0	0	0
Total fixed and variable compensation	705	724	447	1,159	0	0	0	0
Pension benefits	150	150	150	150	0	0	0	0
Total compensation (in accordance with the German Corporate Governance Code (DCGK))	855	874	597	1,309	0	0	0	0

As of December 31, 2016, pension provisions totalling € 16,139 thsd (€ 17,631 thsd) were in place for former members of the Executive Board.

Remuneration of the members of the Supervisory Board

In addition to compensation for their expenses for the financial year, the members of the Supervisory Board receive a fixed annual remuneration of € 40,000 in accordance with the Articles of Association. The Chairman of the Supervisory Board receives twice and his deputy one and a half times this amount. Additional, special remuneration is granted for work on the Audit Committee and the Personnel Committee. This comes to € 25,000 for the Audit Committee and € 15,000 for the Personnel Committee. The chairman of the respective committee receives twice the stated level of remuneration. The fixed portion of remuneration is paid after the end of the financial year. No member of the Supervisory Board receives any variable or share-based remuneration payments.

Individualised Supervisory Board remuneration

All figures in €'000 (without tax)	Remuneration 2016	Remuneration 2015
Dr. Peter Lütke-Bornefeld (Chairman)	135	135
Dr. h. c. Manfred Lautenschläger (Vice Chairman)	100	100
Dr. Claus-Michael Dill	90	90
Johannes Maret*	–	25.3
Tina Müller**	55	23.6
Burkard Schlingermann	55	55
Alexander Beer	65	65
Total	500	494

* until June 18, 2015

** as of June 18, 2015

In the financial year 2016 € 17 thsd (previous year: € 17 thsd) was paid as compensation for expenses.