

V. 2022 Remuneration Report

The remuneration report prepared by the Executive Board and Supervisory Board for the 2022 financial year has the following content:

Remuneration Report

The remuneration report provides detailed, individualised information about the remuneration awarded and due to active and former members of the Executive Board and Supervisory Board of Deutsche Lufthansa AG in the 2022 financial year, as well as the target remuneration granted for the 2022 financial year. The report complies with the requirements of Section 162 AktG and the relevant financial reporting standards (HGB, IFRS). An overview of the remuneration system for the Executive Board in the 2022 financial year can be found in table [T183](#) below. Further detailed information about the remuneration systems for the members of the Executive Board and Supervisory Board of Deutsche Lufthansa AG is provided on the Company's website investor-relations.lufthansagroup.com/en/events/annual-general-meeting/annual-general-meeting-2020.html.

Remuneration of Executive Board members

The remuneration system for Executive Board members takes account of the Company's size, complexity and economic situation, as well as its prospects. It is also aligned with the Company strategy thereby creating an incentive for successful and sustainable management. At the same time, it takes into account the responsibilities and performance of the Executive Board as a whole and of the individual members, as well as the Company's current position. For this reason, the remuneration system is based on transparent, performance-related parameters relevant for Company performance and sustainability.

The Supervisory Board is responsible for the structure of the remuneration system for Executive Board members and for defining the individual benefits. The Steering Committee assists the Supervisory Board, monitors the appropriateness of the remuneration system and prepares the Supervisory Board's resolutions. In the event of material changes to the remuneration system, but at least every four years, the remuneration system is presented at the Annual General Meeting for approval.

The current remuneration system for the members of the Executive Board has been in place since 2020 and was approved by the Annual General Meeting on 5 May 2020 in accordance with Section 120a Paragraph 1 AktG with a majority of 88.2%.

Remuneration year 2022

FROM AN ECONOMIC POINT OF VIEW, THE LUFTHANSA GROUP HAS NOW PUT THE CORONAVIRUS CRISIS BEHIND IT

In January 2022, the 2022 financial year was still subject to numerous sources of uncertainty. In the context of the coronavirus pandemic, the Omicron variant and the risk of further highly contagious virus variants meant that the prospects for the recovery of the aviation sector remained unclear. Moreover, in February there was also uncertainty over the effects of the war in Ukraine and the consequences for the global economy.

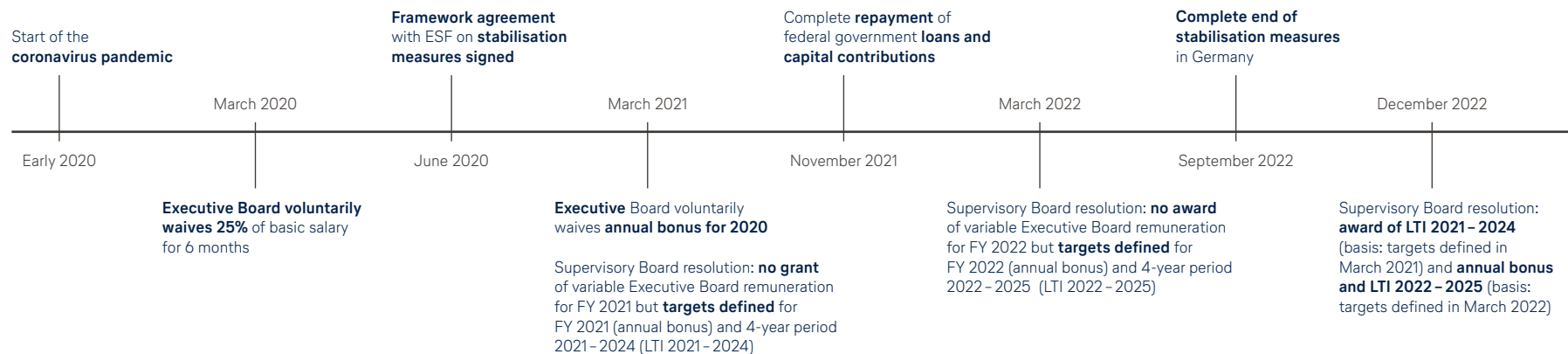
However, from an economic point of view, the Lufthansa Group's 2022 financial year was ultimately shaped above all by the recovery in demand for flights which materialised considerably faster than had been expected. For this reason, the passenger airlines' result significantly improved over the course of the year. At the same time, the Logistics and MRO segments achieved record results in 2022. In this context, the forecast was successively adjusted upwards in the financial year.

ESF STABILISATION MEASURES FULLY BROUGHT TO A CLOSE

Following the early repayment of the KfW loan of EUR 1bn and the repayment or termination of all of the Silent Participations held by the Federal Republic of Germany, all of the loans and deposits provided by the German government had already been repaid at the end of the 2021 financial year. The stabilisation measures implemented in support of Deutsche Lufthansa AG were successfully brought to a close following the full sale of the remaining shares held by the Economic Stabilisation Fund of the Federal Republic of Germany (ESF) in September 2022.

Now that these stabilisation measures have been fully brought to a close, the restrictions under the framework agreement concluded between Deutsche Lufthansa AG and the ESF (including the ban on the payment of bonuses to the members of the Executive Board of Deutsche Lufthansa AG) no longer apply.

C32 OVERVIEW OF MATERIAL EVENTS CONCERNING EXECUTIVE BOARD REMUNERATION 2020 – 2022



VARIABLE REMUNERATION COMMITMENT FOR THE 2021 AND 2022 FINANCIAL YEARS

In particular against the background of the equity interest still held at this time and the remuneration restrictions thus applicable under the framework agreement with the ESF, at its meetings in March 2021 and March 2022 the Supervisory Board initially resolved to suspend the commitment of one-year and long-term variable remuneration for the members of the Executive Board for the 2021 and 2022 financial years. At the same time, against the background of corporate management, the Supervisory Board set specific targets for the Executive Board members, both for the financial year in question (2021 and 2022) and for the current four-year period (2021–2024 or 2022–2025), i.e. matching the terms of the suspended variable remuneration elements.

In view of the stabilisation of the Company's economic situation, with the stabilisation measures having been fully brought to a close, at its meeting held in December 2022 the Supervisory Board decided to return to the Executive Board remuneration system approved by the Annual General Meeting and to once again provide economic incentives for the Executive Board via the achievement of financial and non-financial targets. In this context, the Supervisory Board has granted the members of the Executive Board the long-term variable remuneration for the period of the financial years 2021 to 2024 (LTI 2021–2024) as well as the one-year and long-term variable remuneration for the 2022 financial year and the period of the financial years 2022 to 2025 (annual bonus and LTI 2022–2025, see [p. 33](#) for further details). This commitment was made on the basis of the target remuneration which

had been contractually agreed before the crisis. Furthermore, the performance criteria and targets already specified by the Supervisory Board during the stabilisation period at the start of the respective performance periods apply. This reflects the steering philosophy firmly established in the remuneration system in support of the Company's strategy and its efforts to retain personnel.

DEVIATION FROM REMUNERATION SYSTEM IN THE 2021 AND 2022 FINANCIAL YEARS

In the context of the changed requirements as a result of the coronavirus pandemic, the Supervisory Board has selected performance criteria which deviate from the remuneration system for the long-term variable remuneration for the 2021 financial year (LTI 2021–2024) and for the one-year variable remuneration for the 2022 financial year (annual bonus 2022). The selection of indicators reflects, above all, the focus on overcoming the crisis in the short and long term, restructuring the Company, bringing the government stabilisation measures to a close and returning to profitability.

For the LTI with performance period 2021–2024, the key area of focus is repayment of the stabilisation measures which entailed high costs as well as restrictions and to return to profitability, measured by the cumulative Adjusted EBIT for the period from 2022 to 2024 (instead of the Adjusted ROCE and the relative total shareholder return) (for more on the LTI 2021–2024, see [p. 40](#)).

For the 2022 financial year, with operating cash flow and net debt (instead of the Adjusted EBIT margin and the Adjusted ROCE), the Supervisory Board also specified performance criteria which deviate from the remuneration system for the annual bonus. It has thus responded to the need to reduce the level of debt, which had significantly increased during the pandemic, and to maintain and reinforce the Company's investment capability (for details on the annual bonus 2022, see [p. 33](#)).

This means that in the 2021 financial year there is a deviation from the remuneration structure, as a one-year variable component was not granted for the 2021 financial year. In view of the economic situation, the government stabilisation measures and the restrictions associated with these stabilisation measures, this was in the interests of the Company's long-term prosperity.

C33 DEVIATIONS FROM THE REMUNERATION SYSTEM IN 2021 AND 2022

	One-year variable remuneration (Annual bonus)	Long-term variable remuneration (LTI)
Remuneration system as approved by the Annual General Meeting 2020	Financial performance criteria: – Adjusted EBIT margin (42.5%) – Adjusted ROCE (42.5%)	Financial performance criteria: – TSR in relation to the DAX (42.5%) – Adjusted ROCE over 4 years (42.5%)
Financial year 2021	No award	Financial performance criteria: – Repayment of stabilisation measures by 31 December 2024 (42.5%) – Cumulative Adjusted EBIT 2022 – 2024 (42.5%); Condition: Adjusted EBIT 2021 > Adjusted EBIT 2020
Financial year 2022	Financial performance criteria: – Operating cash flow (42.5%) – Net debt without pensions (42.5%)	Financial performance criteria: – TSR in relation to the DAX (42.5%) – Adjusted ROCE over 4 years (42.5%)

The underlying performance criteria for the long-term (LTI 2021–2024) and the one-year (annual bonus 2022) variable remuneration for the 2021 and 2022 financial years also differed from the remuneration system approved by the Annual General Meeting 2020. These deviations

are consistent with the changes in focus as a result of the coronavirus crisis in terms of the corporate and financial strategy and are thus in the interests of the Company's long-term prosperity.

VOTE ON THE REMUNERATION REPORT FOR THE 2021 FINANCIAL YEAR AT THE ANNUAL GENERAL MEETING 2022

The remuneration report prepared pursuant to Section 162 AktG for the remuneration awarded and due to each individual member of the Executive Board and the Supervisory Board of Deutsche Lufthansa for the 2021 financial year was presented to the Annual General Meeting on 10 May 2022 in order for a resolution to be passed. The Annual General Meeting approved this report with a majority of 89.2%.

Generally speaking, the Lufthansa Group received very positive responses from investors regarding the structure and transparency of the remuneration report for the 2021 financial year. Any suggested improvements were taken into consideration in this remuneration report for the 2022 financial year. In particular, this report has adjusted its interpretation of the term “awarded” pursuant to Section 162 AktG in line with evolving interpretation of the law and the resulting reporting practices (see [p. 43](#)). This improves the level of transparency and understandability of the remuneration reporting, so that the level of performance in a reporting year matches the level of remuneration. In addition, in this remuneration report absolute figures have been added to the details of the relative changes in Executive Board and Supervisory Board remuneration, the remuneration of the rest of the workforce and Company profitability (from [p. 50](#)).

CHANGES TO THE REMUNERATION SYSTEM FOR THE EXECUTIVE BOARD FROM THE 2023 FINANCIAL YEAR ONWARDS

Within the scope of its decisions regarding the return to the remuneration system for the Executive Board, the Supervisory Board has undertaken a comprehensive review of the Executive Board remuneration system. In December 2022, the Supervisory Board therefore adopted changes to the remuneration system in place since 2020, which take effect from the 2023 financial year.

The revised remuneration system will be presented to the Annual General Meeting on 9 May 2023 for approval. A summary of the key changes can be found from [p. 46](#) in this report and online in the invitation to the Annual General Meeting 2023.

Overview of the remuneration system

The following table provides an overview of the components of the remuneration system for Executive Board members for 2022, the structure of the individual remuneration components and the targets on which these are based.

T183 EXECUTIVE BOARD REMUNERATION SYSTEM 2022

Component	Objective	Structure
Performance-unrelated remuneration		
Basic salary	Shall reflect the role and responsibilities in the Executive Board. Should ensure a reasonable basic income and prevent unreasonable risk-taking	<ul style="list-style-type: none"> Annual basic salary Paid in twelve monthly rates <ul style="list-style-type: none"> Chairman of the Executive Board and CEO: EUR 1,634,000 Ordinary Executive Board members: EUR 860,000
Ancillary benefits		<ul style="list-style-type: none"> Company car with driver, industry-standard concessionary flights for private travel in accordance with IATA standards for airline employees, insurance premiums
Retirement benefits	Shall ensure adequate retirement benefits	<ul style="list-style-type: none"> Annual allocation of a fixed amount <ul style="list-style-type: none"> Chairman of the Executive Board and CEO: EUR 855,000 Ordinary Executive Board members: EUR 450,000
Performance-related remuneration		
One-year variable remuneration (annual bonus)	As steps are still necessary to overcome the crisis, this is particularly intended to support the maintenance of sufficient available capital and the reduction of debt, taking the collective responsibility of the Executive Board and the individual performance of its members into account	<ul style="list-style-type: none"> Operating cash flow target (42.5%) Net debt (without pensions)²⁾ against target (42.5%) Total and individual business and sustainability targets (15%) <ul style="list-style-type: none"> Individual performance factor (coefficient of 0.8 - 1.2) Cap: 200% of target amount Payable in cash or shares
Long-term variable remuneration (LTI)	Intended to promote a sustainable absolute and relative increase in enterprise value, while aligning the interests of the Executive Board members with those of shareholders	<ul style="list-style-type: none"> Allocation of virtual Lufthansa shares with a four-year duration Final number of virtual shares dependent on: <ul style="list-style-type: none"> Average Adjusted ROCE during the performance period versus target (42.5%) Relative TSR of Lufthansa share versus DAX (42.5%) Strategic and sustainability targets (15%) Performance depending on 60-day average price of Lufthansa share at end of period and dividend payments during the programme Cap: 200% of target amount Payable in cash or shares

Component	Objective	Structure
End-of-service benefits		
Einvernehmliche Beendigung Not used in the 2022 financial year	Shall avoid unreasonably high severance payments	<ul style="list-style-type: none"> Severance payment limited to remainder of service contract or two times annual remuneration (cap)
Post-contractual non-compete clause Not used in the 2022 financial year	Protects the Company's interests	<ul style="list-style-type: none"> One-year non-compete clause after leaving the Executive Board, with payment of compensation of 50% of basic salary Company may waive non-compete clause (with six months' notice)
Change of control Not used in the 2022 financial year	Shall ensure independence in takeover situations	<ul style="list-style-type: none"> Severance payment corresponding to the remuneration owed for the remainder of the service contract, up to 100% of the cap on severance pay
Other compensation rules		
Share Ownership Guidelines	Shall strengthen the equity culture and align interests of Executive Board members and shareholders	<ul style="list-style-type: none"> Obligation to invest in Lufthansa shares over a period of four years <ul style="list-style-type: none"> Chairman of the Executive Board and CEO: 200% of basic salary Ordinary Executive Board members: 100% of basic salary Holding obligation for the duration of work on the Executive Board: graduated annual reduction of 25% of shareholding after leaving the Executive Board
Compliance and performance clawback Not used in the 2022 financial year	Shall ensure sustainable Company development	<ul style="list-style-type: none"> Supervisory Board has the right to withhold annual bonus and LTI or recover remuneration already paid
Maximum remuneration in accordance with Section 87a Paragraph 1 Sentence 2 No. 1 AktG	Shall prevent uncontrolled high payments	<ul style="list-style-type: none"> Reduction in variable remuneration if maximum for a financial year is exceeded: <ul style="list-style-type: none"> Chairman of the Executive Board and CEO: EUR 9.5m Ordinary Executive Board members: EUR 5.0m

¹⁾ Instead of the Adjusted EBIT margin provided for in the remuneration system approved by the Annual General Meeting 2020.

²⁾ Instead of the Adjusted ROCE provided for in the remuneration system approved by the Annual General Meeting 2020.

Target remuneration

The following table shows the remuneration granted to the members of the Executive Board for the 2022 and 2021 financial years, with a breakdown for the Chairman of the Executive Board and the other members of the Executive Board.

T184 TARGET REMUNERATION AND RELATIVE PROPORTION IN 2022 AND 2021

	Chairman of the Executive Board				Ordinary Executive Board members			
	2022 in € thousands	2022 Proportion	2021 in € thousands	2021 Proportion	2022 in € thousands	2022 Proportion	2021 in € thousands	2021 Proportion
Fixed remuneration								
Basic salary	1,634	33.6%	1,634	43.9%	860	33.6%	860	43.9%
Variable remuneration								
One-year variable remuneration ¹⁾	1,140	23.4%	-	-	600	23.4%	-	-
Long-term variable remuneration ²⁾ LTI 2022 - 2025 (LTI 2021 - 2024)	2,090	43.0%	2,090	56.1%	1,100	43.0%	1,100	56.1%
Target remuneration	4,864	100%	3,724	100%	2,560	100%	1,960	100%

¹⁾ No award of one-year variable remuneration to Executive Board members for the 2021 financial year.

²⁾ Award of LTI 2021-2024 to Executive Board members as voted by the Supervisory Board in December 2022.

Maximum remuneration

In addition to the caps on the one-year and long-term variable remuneration, in accordance with Section 87a Paragraph 1 Sentence 2 No. 1 AktG the Supervisory Board has capped the total amount of remuneration received by each Executive Board member in a given financial year. This maximum remuneration is EUR 9.5m for the Chairman of the Executive Board and CEO and EUR 5m for an ordinary Executive Board member and relates to the actual expense or the actual payment of remuneration granted for a financial year (including ancillary benefits and retirement benefit commitments). If remuneration for a financial year exceeds this cap, the variable remuneration is reduced accordingly.

Since the amount paid out for the long-term variable remuneration in 2022 will only be known on 31 December 2025 due to the four-year performance period, definitive information about compliance with the remuneration cap for the remuneration granted in the 2022 financial year can only be provided in the remuneration report for the 2025 financial year.

COMPLIANCE WITH THE MAXIMUM REMUNERATION LIMIT FOR THE 2019 FINANCIAL YEAR

For the 2019 financial year, the Supervisory Board had already specified a maximum amount for the overall remuneration granted for each member of the Executive Board for a given financial year. Following the end of the performance period for the long-term variable remuneration 2019 - 2022 on 31 December 2022, it is clear that none of the Executive Board members active in the 2019 financial year achieved this maximum amount. The following table [T185](#), provides a detailed overview of the amounts of remuneration granted for the individual Executive Board members for the 2019 financial year, including the respective maximum amounts.

T185 MAXIMUM REMUNERATION FOR FINANCIAL YEAR 2019

	Carsten Spohr, Chairman of the Executive Board Chairman since 1 May 2014; Member of the Executive Board since 1 Jan 2011		Harry Hohmeister Member of the Executive Board since 1 Jan 2013		Detlef Kayser Member of the Executive Board since 1 Jan 2019		Ulrik Svensson Member of the Executive Board until 30 Apr 2020		Thorsten Dirks Member of the Executive Board until 30 Jun 2020		Bettina Volkens Member of the Executive Board until 31 Dec 2019	
in € thousands	2022	2019 (max)	2022	2019 (max)	2022	2019 (max)	2022	2019 (max)	2022	2019 (max)	2022	2019 (max)
Fixed remuneration												
Basic salary	1,634	1,634	860	860	860	860	860	860	860	860	860	860
Ancillary benefits	28	28	18	18	12	12	15	15	15	15	22	22
Total	1,662	1,662	878	878	872	872	875	875	875	875	882	882
Variable remuneration												
One-year variable remuneration 2019	576	2,280	303	1,200	303	1,200	303	1,200	303	1,200	303	1,200
Long-term variable remuneration (LTI 2019 – 2022)	199	4,180	104	2,200	104	2,200	104	2,200	104	2,200	104	2,200
Total	775	6,460	407	3,400	407	3,400	407	3,400	407	3,400	407	3,400
Service cost	920	920	486	486	450	450	471	471	486	486	478	478
Total remuneration	3,357	9,042	1,771	4,764	1,729	4,722	1,753	4,746	1,768	4,761	1,767	4,760
Maximum remuneration as defined in Section 87a Paragraph 1 Sentence 2 No. 1 AktG		9,500		5,000		5,000		5,000		5,000		5,000

Review of the appropriateness of Executive Board remuneration

In the 2022 financial year, in particular given the Company's current position, the Supervisory Board once again reviewed the appropriateness of the Executive Board's remuneration with regard to its amount and structure.

When reviewing the appropriateness of Executive Board remuneration, the Supervisory Board also considers whether it is market-standard by examining the amount and structure of Executive Board remuneration at comparable companies and the relationship between the remuneration for the Executive Board and for senior managers and the workforce as a whole, also over time (➔ T200).

To determine whether it is appropriate and market-standard, the target and maximum remuneration are assessed on the basis of Deutsche Lufthansa AG's position in a comparable market, as defined by reference to revenue, employees and market capitalisation. The comparable market consists of companies listed on the DAX and MDAX, since they are of a similar size as of the assessment date.

For the vertical appropriateness review, the Supervisory Board looks at the remuneration of both senior executives and the workforce as a whole, with regard to the German Group companies in the Lufthansa collective bargaining group.

Variable remuneration in the 2022 financial year

The performance criteria for the one-year and long-term variable remuneration are derived from the Company's strategic targets and operational management. For the 2022 financial year, in the context of the continuing need for short- and long-term crisis management they are intended, above all, to ensure that sufficient capital is available and to reduce the Company's debts, while also giving consideration to environmental sustainability. Taking into account the interests of shareholders and other stakeholders, this is intended to ensure the sustainability of the business and reflect the Lufthansa Group's social and ecological responsibilities.

In this context, the Supervisory Board has specified operating cash flow and net debt (instead of the Adjusted EBIT margin and the Adjusted ROCE, as envisaged in the remuneration

system approved by the Annual General Meeting) as the relevant performance criteria for the annual bonus 2022. The performance criteria stipulated in the remuneration system, Adjusted ROCE and relative total shareholder return by comparison with the DAX companies, will continue to apply for the long-term variable remuneration for 2022.

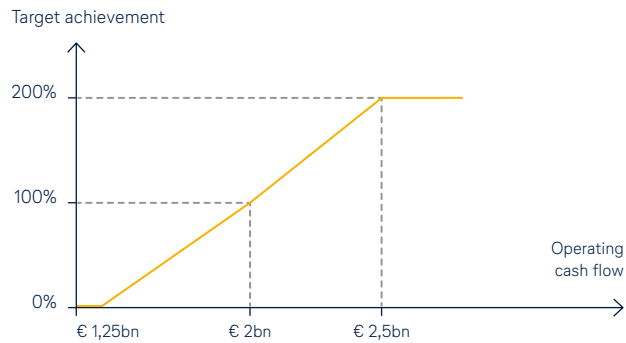
On the basis of the remuneration system and the performance criteria which differ in relation to the annual bonus, the Supervisory Board determined the targets and minimum and maximum amounts – for financial targets as well as the focus topics for the non-financial targets – for the variable remuneration for the 2022 financial year. The Supervisory Board ensured that the targets were demanding and ambitious.

For both the annual bonus and long-term variable remuneration, the possible range of the target achievement for the individual financial and non-financial targets is between 0% and 200%.

ONE-YEAR VARIABLE REMUNERATION (ANNUAL BONUS 2022)

85% of the one-year variable remuneration for 2022 is based on financial targets and 15% on overall and individual business and sustainability targets. The Supervisory Board specifies focus topics for the latter in each year.

C34 ANNUAL BONUS 2022: TARGET AND TARGET ACHIEVEMENT OPERATING CASH FLOW

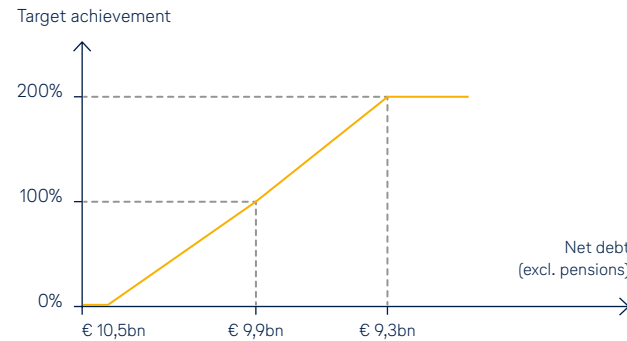


Operating cash flow 2022: EUR 5.17bn | Target achievement: 200%

For the purpose of the annual bonus 2022, operating cash flow and net debt (excluding pensions) each accounted for 42.5% of the financial targets. For the 2022 financial year, the Supervisory Board defined “Customers” and “Employees” as focus topics for the business and sustainability targets in the one-year variable remuneration and thus took the key stakeholders’ interests into consideration.

The financial targets are set by the Supervisory Board on the basis of the medium-term Group budget for the upcoming financial year. The target for operating cash flow in the 2022 financial year was EUR 2bn. For the net debt (excluding pensions), the target was EUR 9.9bn. The performance curves are linear in relation to the defined targets.

C35 ANNUAL BONUS 2022: TARGET AND TARGET ACHIEVEMENT NET DEBT

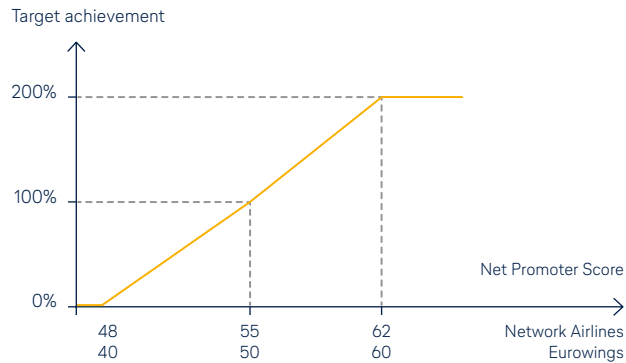


Net debt (excl. pensions) 2022: EUR 6.87bn | Target achievement: 200%

Overall, the level of target achievement for the financial targets for the one-year variable remuneration for the 2022 financial year is 200%.

For the sustainability parameter “Customers”, the Net Promoter Score¹⁾ (Annual Report 2022, Combined non-financial declaration, p. 93ff.), i.e. the proportion of customers recommending the Company, is used. The corresponding results are taken from the Network Airlines (Lufthansa German Airlines, SWISS, Austrian Airlines and Brussels Airlines) and from Eurowings, with three quarters weighted for the Network Airlines and one quarter for Eurowings. The performance curve is linear.

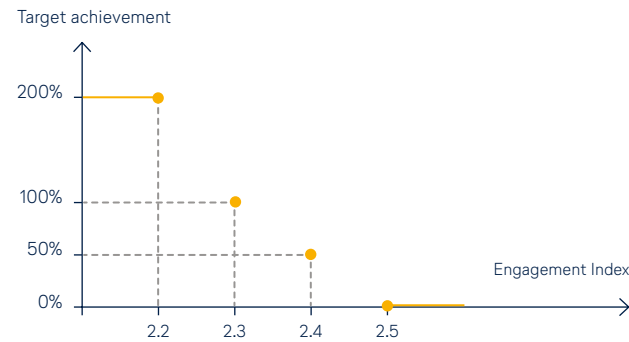
C36 ANNUAL BONUS 2022: SUSTAINABILITY TARGET “CUSTOMER”



Network Airlines: 35, Eurowings: 37 | Target achievement: 0%

The “Engagement Index” is used for the parameter “Employees” (Annual Report 2022, Combined non-financial declaration, p. 93ff.). It measures the extent to which employees identify with the Company, as well as their commitment and willingness to recommend the Company to others. Each index score corresponds to a performance level. The 100% target is based on the average external benchmark.

C37 ANNUAL BONUS 2022: SUSTAINABILITY TARGET “EMPLOYEE”



Engagement Index: 2.4 | Target achievement: 50%

The “Customers” and “Employees” targets each account for 7.5% of the annual bonus. The following table shows the target achievement for the business and sustainability targets for the 2022 financial year.

T186 ANNUAL BONUS 2022: TARGET ACHIEVEMENT BUSINESS AND SUSTAINABILITY TARGETS

	Weighting	100% target	Actual value	Target achievement
Customer (NPS)	7.5%			0.0%
Network Airlines (3/4)		55	35	0.0%
Eurowings (1/4)		50	37	0.0%
Employee (Engagement Index)	7.5%	2.3	2.4	50.0%
Total	15.0%			25.0%

¹⁾ The Net Promoter Score is a registered service mark of Bain & Company, Inc., Fred Reichheld and Satmetrix Systems, Inc.

In addition, the Supervisory Board can apply an individual performance factor (bonus/malus factor) of 0.8 to 1.2 when assessing the performance of each individual Executive Board member for the annual bonus. This is based on the individual performance targets set annually by the Supervisory Board and the individual Executive Board members. In addition to the targets for the individual Executive Board members, these comprise over-arching targets for the entire Executive Board to reflect the collective responsibility of its members as a decision-making body. At the end of the financial year, these are reviewed by the Steering Committee and the Supervisory Board. The following table summarises the topics included in the individual performance targets agreed for the reporting year.

T187 INDIVIDUEL TARGETS 2022

Executive Board	Topics for individual targets
Carsten Spohr	<ul style="list-style-type: none"> – Implementation of long-term Group strategy – Restructuring of the Lufthansa Group – Cross-functional, project-based organisational structure – Political and regulatory activities – Promote entrepreneurial and customer-centric conduct
Christina Foerster	<ul style="list-style-type: none"> – Improve product and service quality – Continued development of customer experience – Implement ESG strategy – Drive the digitalisation of the Lufthansa Group – Modernise and harmonise the IT architecture
Harry Hohmeister	<ul style="list-style-type: none"> – Drive the market focus of offer/revenue management units – Strengthen the competitiveness of digital and global distribution – Further development of the multi-traffic system – Actively drive the consolidation of the airline industry – Expand the leisure travel segment
Detlef Kayser	<ul style="list-style-type: none"> – Improve operating performance – Drive systematic fleet modernisation – Harmonise and digitise operations processes – Develop and execute new cooperation models with system partners
Michael Niggemann	<ul style="list-style-type: none"> – Continue to develop collective bargaining partnerships – Make working hours and employment models more flexible – Drive the cultural transformation – Attract and retain talent – Diversity, with a focus on gender diversity
Remco Steenbergen	<ul style="list-style-type: none"> – Financial strategy with a focus on medium-term goals – Refinancing and debt reduction plan – Safeguard investment capability – Optimise portfolio by means of M&A projects

The following table provides an overview of the joint targets set for the entire Executive Board by the Supervisory Board for the reporting year.

T188 OVER-ARCHING TARGETS FOR THE ENTIRE EXECUTIVE BOARD 2022

Topic	Targets
Flexibilisation	<ul style="list-style-type: none"> – Ensure flexible processes and structures for effective responses to the still volatile market environment
Put corporate strategy into operation and drive transformation of the Lufthansa Group	<ul style="list-style-type: none"> – ESG measures – Customer focus: shape a premium digital travel experience – Digitisation: exploit cross-functional potential for innovation and digitisation – Value-based management: achieve a solid balance sheet structure and efficient capital allocation – Modernise the leadership and corporate culture – Retain talent: staff loyalty and diversity

The Steering Committee and Supervisory Board assessed performance against the individual targets at the end of the 2022 financial year. For each Executive Board member, the factor of between 0.8 and 1.2 was then multiplied with the overall target achievement from the financial and the business and sustainability targets.

The following table shows the overall level of target achievement and the resulting amount paid for the annual bonus 2022 for each individual member of the Executive Board.

T189 OVERALL TARGET ACHIEVEMENT AND PAYMENT AMOUNTS ANNUAL BONUS 2022

Executive Board	Target amount	Overall target achievement	Payment amount
Carsten Spohr	1,140,000 €	200% ¹⁾	2,280,000 €
Christina Foerster	600,000 €	174%	1,042,500 €
Harry Hohmeister	600,000 €	200% ¹⁾	1,200,000 €
Detlef Kayser	600,000 €	174%	1,042,500 €
Michael Niggemann	600,000 €	191%	1,146,750 €
Remco Steenbergen	600,000 €	200% ¹⁾	1,200,000 €

¹⁾ Including the cap of 200% of the target amount for payment of the annual bonus 2022.

LONG-TERM VARIABLE REMUNERATION (LTI)

To promote the long-term, sustainable development of the Company, the long-term variable remuneration, and therefore the majority of variable remuneration, depends on the achievement of long-term targets. Taking the absolute and relative share performance into account aligns the interests of Executive Board members closely with those of shareholders.

The current long-term variable remuneration includes still ongoing programmes from several financial years, which are partly based on remuneration systems in effect before 1 January 2020. This includes, on the one hand, the long-term variable remuneration granted in the 2019 financial year (LTI 2019–2022). Until 2018, the Executive Board members also participated in share programmes for Lufthansa Executive Board members and managers (LH-Performance).

Long-term variable remuneration commitment 2022 (LTI 2022 – 2025)

Since financial year 2020, the long-term variable remuneration commitment for Executive Board members is share-based. At the beginning of the performance period, the Executive Board members receive a number of virtual shares corresponding to the value of the contractually granted target amount. The number of virtual shares is determined by reference to the average price of the Lufthansa share in the first 60 trading days after the four-year performance period begins. The average price for the LTI 2022 – 2025 is EUR 7.00. The following table shows the number of conditionally committed virtual shares to the individual Executive Board members as LTI in the reporting year.

T190 CONDITIONALLY COMMITTED VIRTUAL SHARES LTI 2022 – 2025 – ALLOCATION PRICE: EUR 7.00

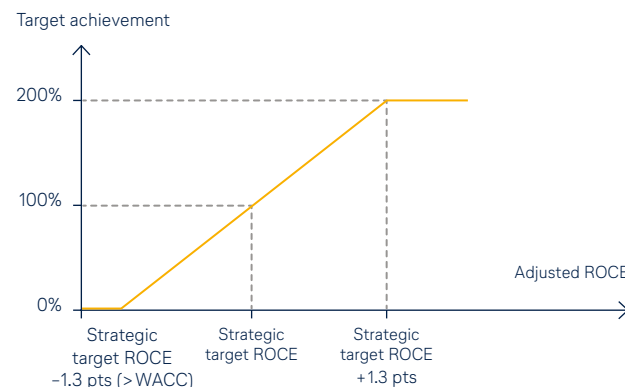
	Target amount	Number of conditionally committed virtual shares
Executive Board		
Carsten Spohr	€ 2,090,000	298,571
Christina Foerster	€ 1,100,000	157,143
Harry Hohmeister	€ 1,100,000	157,143
Detlef Kayser	€ 1,100,000	157,143
Michael Niggemann	€ 1,100,000	157,143
Remco Steenbergen	€ 1,100,000	157,143

The final number of virtual shares depends on the achievement of the financial performance targets Adjusted ROCE (42.5%) and relative total shareholder return (42.5%), as well as the non-financial strategic and sustainability targets (15%).

The Supervisory Board has specified the “Environment” parameter as a focus topic for the strategic and sustainability targets in the LTI 2022 – 2025. This provides a long-term incentive for the environmental target of reducing CO₂ emissions.

Performance against the target of Adjusted ROCE is measured by comparing average Adjusted ROCE over the four-year performance period with a strategic target set by the Supervisory Board at the beginning of the four year performance period. The Supervisory Board refers to the Group’s four-year operational planning for the purpose of this measurement. The lower limit may not fall below what is required to cover the cost of capital employed (“weighted average cost of capital”). This is in accordance with the strategic objective of earning a return on capital employed that is higher than the cost of capital.

C38 LTI 2022 – 2025: TARGET ADJUSTED ROCE



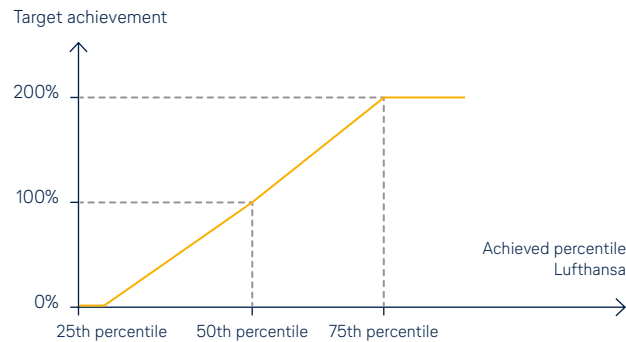
For the LTI 2022 – 2025, the strategic target Adjusted ROCE is 6.3%. The actual average Adjusted ROCE reached and the resulting level of target achievement are published in the remuneration report for the financial year at the end of the respective performance period.

TSR performance for the LTI 2022 – 2025 is calculated at the end of the four-year performance period. This involves comparing the average share price for the last 60 trading days before the start of the performance period with the average share price for the last 60 trading days before the end of the performance period. Dividends are taken into account as notionally reinvested. The companies in the DAX are used as the peer group for the relative TSR, both those in the index at the beginning and at the end of the performance period. The TSR performance of all companies is ranked and the relative performance of Deutsche Lufthansa AG determined by its percentile position. Target achievement is 100% if the TSR of Deutsche Lufthansa AG corresponds to the median (50th percentile) for the peer group. If performance is on or below the 25th percentile, the level of target achievement is 0%. The maximum score of 200% is achieved in the event of a TSR performance on or above the 75th percentile. Interim figures are linearly interpolated.

The “Environment” sustainability target is based on the Lufthansa Group’s long-term strategy. Since 2022, the Lufthansa Group’s targets for reducing its CO₂ emissions have been aligned with the “Science Based Targets” (SBT) which are recognised internationally and in multiple industries and are based on the achievement of the targets defined in the Paris Climate Agreement. The Lufthansa Group thus undertakes to achieve a scientifically based intensity target relating to its specific CO₂ emissions, measured in terms of grams per sold tonne-kilometre. The reduction target for the LTI 2022 – 2025 is based on the long-term target of a 30.6% reduction in specific CO₂ emissions by 2030 (Annual Report 2022, Combined non-financial declaration, p. 93 ff.) by comparison with the 2019 base year. The target is a 13 percentage point reduction by the end of the performance period on 31 December 2025. The end points of the range are defined by a deviation of +/-2 percentage points from the target. Interim figures are linearly interpolated.

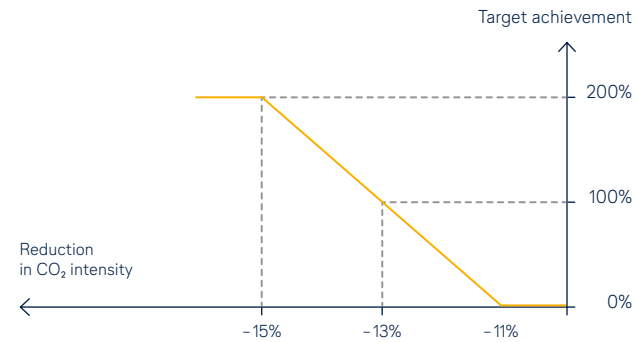
C39 LTI 2022 – 2025: TARGET RELATIVE TOTAL SHAREHOLDER RETURN

Total Shareholder Return of the Lufthansa share compared with the DAX



C40 LTI 2022 – 2025: SUSTAINABILITY TARGET “ENVIRONMENT”

Reduction in CO₂ intensity compared to the base year 2019



To calculate performance, the level of target achievement in terms of the reduction of specific CO₂ emissions is determined at the end of the four-year performance period. This is then counted towards the overall level of target achievement for the LTI 2022 – 2025 at the end of the performance period with a weighting of 15%.

At the end of the performance period, the number of virtual shares granted conditionally is multiplied by the total target achievement, which is made up of the financial and non-financial target achievement, in order to obtain the final number of virtual shares. To calculate the payment amount, the final number of virtual shares is multiplied by the average price of the Lufthansa share over the last 60 trading days of the performance period, plus dividends paid during the performance period. Payment is generally in cash.

Long-term variable remuneration 2019 (LTI 2019 – 2022)

The main difference between the LTI 2019 – 2022 and the LTI 2022 – 2025 is that, for the 2019 financial year, the commitment was not based on virtual shares. All the other parameters, particularly the underlying performance criteria, are the same as in the LTI 2022 – 2025. Please see the detailed comments in the remuneration report 2019 (Annual Report 2019, p. 119ff.).

The relative total shareholder return (TSR) by comparison with the DAX companies and the Adjusted Return on Capital Employed (Adjusted ROCE) each account for 42.5% of the LTI 2019 – 2022, while the “Environment” sustainability parameter specified by the Supervisory Board accounts for 15%.

Performance against the target of Adjusted ROCE is measured by comparing the average Adjusted ROCE over the four-year performance period with a strategic target set by the Supervisory Board at the beginning of the performance period. This was derived from the Group’s operational planning and amounted to 7% for the LTI 2019 – 2022. The end points of the range were defined by a deviation of +/-3 percentage points from the target. Interim figures are linearly interpolated.

As a rule, TSR performance is calculated analogously to the procedure for the LTI 2022 – 2025. However, the average share price over the last 30 trading days (instead of 60 as for the LTI 2022 – 2025) is referred to at both the start and the end of the performance period for the purpose of the LTI 2019 – 2022. Target achievement is 100% if the TSR of Deutsche Lufthansa AG corresponds to the median (50th percentile) for the peer group. If performance is on or below the 25th percentile, the level of target achievement is 0%. The maximum score of 200% is achieved in the event of a TSR performance on or above the 75th percentile. Interim figures are linearly interpolated.

T191 LTI 2019 – 2022: FINANCIAL TARGETS – TARGET AND TARGET ACHIEVEMENT

	Target			Target achievement	
	0%	100%	200%		in %
Adjusted ROCE	4%	7%	10%	-2.88%	0%
Relative TSR compared with the DAX	25th percentile	50th percentile	75th percentile	5th percentile	0%
Total					0%

The Supervisory Board specified the “Environment” parameter as a core sustainability target for the LTI 2019 – 2022. In this context the IATA targets for fuel efficiency were used, i.e. the average kerosene consumption to carry a passenger 100 kilometres (Annual Report 2022, Combined non-financial declaration, p. 93ff.), which provide for an improvement of 1.5% p.a. in specific fuel consumption and thus an improvement in specific CO₂ emissions. A target of 100% was therefore defined as an annual improvement of 1.5% in specific fuel consumption. The end points of the range are defined by a deviation of +/-1.5 percentage points from the annual target. Interim figures are linearly interpolated.

Since the average specific kerosene consumption figures for a given financial year were only available in the middle of the following financial year until the 2018 financial year, the Supervisory Board decided to compare the previous year’s fuel efficiency figures with those for the year before that when setting the targets for the LTI 2019 – 2022. For the 2022 financial year, the environmental target is therefore measured on the basis of a comparison between the specific CO₂ emissions in the 2021 and 2020 financial years.

To calculate performance, the achievement of the environmental target is determined by the Supervisory Board annually over the four-year performance period. These annual target achievement figures then account for one quarter of the total performance against the sustainability target at the end of the performance period.

The levels of target achievement for the “Environment” parameter for the LTI 2019 – 2022 are presented in the following table. On this basis, the overall level of target achievement for the “Environment” parameter is 63.33%.

T192 TARGET ACHIEVEMENT FOR SUSTAINABILITY TARGET IN LTI 2019 – 2022

Annual reduction in CO ₂ emissions	Reference years	Target achievement	Weighting
Year of performance period			
2019	2018 to 2017	53.33%	1/4
2020	2019 to 2018	0%	1/4
2021	2020 to 2019	0%	1/4
2022	2021 to 2020	200%	1/4
Total		63.33%	

Overall, the level of target achievement for the long-term variable remuneration for the 2019 financial year is thus 9.5%. The amounts paid for the individual Executive Board members active in the 2019 financial year are presented in table [T197](#) below.

Payment of share-based remuneration – LH-Performance 2018

Up to and including the 2018 financial year, the Executive Board members were obliged to take part in the share programmes for Lufthansa Executive Board members. The shares were awarded in November of the financial year in question, with a performance period of four years.

Participation in the LH-Performance programme for Executive Board members required an investment in Lufthansa shares in tranches of EUR 4k. The Chairman of the Executive Board and CEO was obliged to participate via Lufthansa shares valued at EUR 180k and an ordinary Executive Board member to participate via Lufthansa shares valued at EUR 120k in each year. The Lufthansa Group granted a 50% discount. The shares held could not be sold until the end of the four-year performance period. The amount of any possible entitlement under the share programmes is linked both to the absolute performance of the Lufthansa share (performance option) and to the performance of the Lufthansa share compared with a notional index of European competitors' shares (outperformance option). The performance and outperformance of the Lufthansa shares are calculated on the principle of total shareholder return. This means that cash dividends, subscription rights, capital rights and other special rights are included in the calculation of performance/outperformance, as well as the change in the share price. The performance option for 2018 results in a cash payment if the share price goes up by more than 22%. The option is capped at a performance of more than 33%.

For the outperformance option, participants receive a payment for each percentage point of outperformance. When this is more than 20 percentage points, it is capped at a defined amount. The maximum is EUR 20k per tranche for both the performance and the outperformance options. The LH-Performance 2018 programme ended on 30 October 2022. Further information about the ongoing LH-Performance programmes can be found in [Annual Report 2022, notes to the consolidated financial statements, Note 39, p. 222ff.](#)

T193 LH-PERFORMANCE 2018: TARGET ACHIEVEMENT

	Hurdle rate	Cap	Actual value	Payment per tranche
Performance Lufthansa share	22%	33%	-57.68%	€ 0
Outperformance compared with peer group	+1 pts	+20 pts	+2.87 pts	€ 2k

Payments are only made to Executive Board members under the options if they were still active members of the Executive Board of Deutsche Lufthansa AG at the end of the programme. If the Executive Board member has retired or steps down once their appointment comes to an end, a payment is made pro rata temporis for the portion of the programme during which the participant was still a member of the Executive Board. Information about the LH-Performance 2018 payments made in the 2022 financial year for the Executive Board members can be found in table [T197](#) below.

Malus and clawback clause

In the event of an intentional or grossly negligent breach of statutory obligations or internal policies (compliance penalty or clawback), or if variable remuneration components dependent on achieving certain targets are paid on the basis of false data (performance clawback), the Supervisory Board has the right to withhold or demand repayment of the one-year and long-term variable remuneration. Enforcement of the withholding or repayment claim is at the professional discretion of the Supervisory Board.

The Supervisory Board did not make use of the right to withhold or demand repayment of variable remuneration components in 2022.

Current LTI programmes

The following tables provide an overview of the current LTI programmes for the members of the Executive Board, including the performance criteria specified by the Supervisory Board and the development in the 2022 financial year of the portfolio of conditionally committed virtual shares to the members of the Executive Board active in the financial year within the scope of these programmes.

C41 CURRENT LTI PROGRAMMES AS OF 31 DECEMBER 2022

Financial year		2020	2021	2022	2023	2024	2025
LTI 2020 – 2023							
Performance criteria (0% - 200% target achievement)	<ul style="list-style-type: none"> – TSR in relation to the DAX (42.5%) – Adjusted ROCE (Ø 4 years, 42.5%) – Reduction in specific CO₂ emissions per passenger-kilometre flown (15%) 	1 January 2020		31 December 2023			
▲—— Performance period							
LTI 2021 – 2024							
Performance criteria (0% - 200% target achievement)	<ul style="list-style-type: none"> – End stabilisation measures¹⁾ (42.5%) – Cumulative Adjusted EBIT 2022 - 2024¹⁾ (42.5%) Condition: Adjusted EBIT 2021 > Adjusted EBIT 2020 – Reduction in specific CO₂ emissions per passenger-kilometre flown (15%) 	1 January 2021		31 December 2024			
LTI 2022 – 2025							
Performance criteria (0% - 200% target achievement)	<ul style="list-style-type: none"> – TSR in relation to the DAX (42.5%) – Adjusted ROCE (Ø 4 years, 42.5%) – Reduction in CO₂ intensity in grammes of CO₂ per revenue-tonne kilometre (15%) 	1 January 2022		31 December 2025			

¹⁾ Performance criteria differing from those in the remuneration system approved by the Annual General Meeting 2020.

T194 CHANGE IN NUMBER OF CONDITIONALLY COMMITTED VIRTUAL SHARES IN FINANCIAL YEAR 2022

Executive Board	Number at start of 2022	Allocation LTI 2021 - 2024 (price: € 7.93)	Allocation LTI 2022 - 2025 (price: € 7.00)	Number at end of 2022
Carsten Spohr	157,261	263,556	298,571	719,389
Christina Foerster	82,769	138,714	157,143	378,626
Harry Hohmeister	82,769	138,714	157,143	378,626
Detlef Kayser	82,769	138,714	157,143	378,626
Michael Niggemann	82,769	138,714	157,143	378,626
Remco Steenbergen	-	138,714	157,143	295,857

Share Ownership Guidelines

The Share Ownership Guidelines (SOG) have been an integral part of the remuneration system for the Executive Board since 2019. They oblige the Chairman of the Executive Board and CEO to acquire Lufthansa shares worth twice his basic salary and ordinary Executive Board members to acquire shares worth one year's gross basic salary and to hold them for their term of office and beyond. Executive Board members must demonstrate annually that they meet this obligation.

The minimum number of Lufthansa shares to be purchased by the Executive Board members is determined at the beginning of the term of office based on the average share price over the 125 trading days before the service contract begins. Shares are to be acquired over a four-year period. Existing shareholdings can be included in the calculation.

In connection with the restrictions on Executive Board remuneration for the duration of the ESF stabilisation measures, the Supervisory Board has decided to suspend the four-year acquisition period for as long as the stabilisation measures are in place, starting on 21 June 2020. After the stabilisation measures were fully brought to a close on 13 September 2022, this period has now resumed and will be extended accordingly.

T195 SHAREHOLDINGS OF CURRENT EXECUTIVE BOARD MEMBERS

Executive Board	Number of Lufthansa shares according to SOG	Shareholdings as of 31 Dec 2022
Carsten Spohr	155,969	309,950
Christina Foerster	56,126	18,408
Harry Hohmeister	41,044	152,096
Detlef Kayser	41,044	44,640
Michael Niggemann	56,126	100,000
Remco Steenbergen	99,113	100,000

The shares acquired in accordance with the SOG are to be held until the end of the service contract with the Executive Board member. After they leave, Executive Board members may sell 25% of their SOG shares per year.

Retirement benefits

The members of the Executive Board receive retirement benefit commitments based on a defined contribution plan. Since the 2019 financial year, for the duration of their employment, every Executive Board member has received a fixed annual amount. This amounts to EUR 855k for the Chairman of the Executive Board and CEO and EUR 450k for an ordinary Executive Board member and is credited to their personal pension account.

The investment guidelines are based on the investment concept for the Lufthansa Pension Trust, which also applies to employees of Deutsche Lufthansa AG.

Retirement benefits are paid when the beneficiary reaches the retirement age of 60 years (if they are no longer an Executive Board member) or in the event of disability or death. If employment ends before retirement age is reached, the beneficiaries or their surviving dependants acquire a retirement benefit credit as defined in the investment concept. Deutsche Lufthansa AG guarantees the amounts paid into the retirement benefit account.

A supplementary risk capital sum will be added to the pension credit in the event of a claim for a disability pension or a pension for surviving dependants. This sum will consist of the average contributions paid into the pension account over the past three years multiplied by the number of full years by which the claimant is short of the age of 60 from the time a pension entitlement arises.

The pension credit is paid out in ten instalments. On application by the Executive Board member or their surviving dependants, a payment as a lump sum or in fewer than ten instalments may also be made, subject to approval by the Company. The pension credits received until 31 December 2018 by Carsten Spohr and Harry Hohmeister may also be paid as an annuity, on application and with the approval of the Company.

Under his contract as a pilot, which is currently not active, Carsten Spohr is entitled to a transitional pension in accordance with the wage agreement "Transitional pensions for cockpit staff". If Carsten Spohr leaves the Executive Board before he reaches the age of 60 and resumes his employment as a pilot, he is entitled to draw a "Transitional pension for cockpit staff at Lufthansa" once he becomes 60 or on request once he turns 55, in accordance with the provisions of the wage agreement. This additional benefit is paid if certain conditions of eligibility are met and provides for a monthly pension of up to 60% of the last modified salary until the beneficiary reaches the age of 63.

Pension entitlements in financial year 2022

The total amount of pension entitlements earned by active Executive Board members in the 2022 financial year was EUR 3.0m (previous year: EUR 3.0m) according to HGB and EUR 3.2m (previous year: EUR 3.2m) according to IFRS and was recognised in staff costs (current service cost). The individual service cost and present values of pension entitlements are as follows:

T196 PENSION ENTITLEMENTS ACCORDING TO HGB AND IFRS

in € thousands	HGB		HGB		IFRS		IFRS	
	Current service costs		Settlement amount of pension obligations		Current service costs		Defined-benefit obligations (DBO)	
	2022	2021	31 Dec 2022	31 Dec 2021	2022	2021	31 Dec 2022	31 Dec 2021
Carsten Spohr	810	810	8,730	9,413	865	871	8,728	9,415
Christina Foerster	427	428	1,411	1,114	459	461	1,398	1,118
Harry Hohmeister	435	431	4,018	4,265	451	453	4,017	4,265
Detlef Kayser	431	430	1,983	1,828	453	457	1,982	1,828
Michael Niggemann	433	435	1,457	1,154	464	467	1,438	1,159
Remco Steenbergen	450	513	909	513	482	450	907	514
Total	2,986	3,047	18,508	18,287	3,174	3,159	18,470	18,299

Remuneration awarded and due in 2022 pursuant to Section 162 AktG

Pursuant to Section 162 AktG, the remuneration report must disclose the remuneration awarded and due to each current or former member of the Executive Board or the Supervisory Board in the past financial year.

Remuneration will be considered to have been awarded if it has fallen due in the reporting period and the individual Executive Board member has actually received it (“payment-based perspective”). According to the emerging legal understanding regarding the interpretation of the term “awarded” in Section 162 AktG, remuneration components may, as an alternative, already be presented in the remuneration report for the reporting year in which the one-year or long-term activity constituting the basis for this remuneration has been performed in full (“vesting-based perspective”). In this context, the payment-oriented perspective which applied for the 2021 remuneration report has been changed over to a vesting-based perspective as regards the term “awarded” under Section 162 AktG for the present report.

Accordingly, the amounts paid out for the annual bonus are already indicated for the reporting year, even though they will only be paid out after the end of the reporting year in question. Analogously, the amounts paid out for the long-term variable remuneration components are indicated in the reporting year in which the performance period ends, even though here too the payment will only be made in the following year. This perspective enables transparent reporting that is easy to understand, with the level of performance in the respective reporting year matching the level of remuneration.

Since the Supervisory Board did not grant any annual bonus for the members of the Executive Board in the 2021 financial year due to the coronavirus pandemic, from the vesting-based perspective too no variable remuneration is either awarded or due for the 2021 reporting year. The figures for the 2021 financial year are thus identical to the amounts reported in the 2021 remuneration report.

The following section shows the remuneration awarded and due to each individual active and former Executive Board member in 2022, in accordance with Section 162 Paragraph 1 Sentence 1 AktG.

As well as the annual bonus for the 2022 financial year, the variable remuneration components awarded in this sense in the financial year include the payments under the LTI 2019 – 2022 and the option programme, LH-Performance 2018.

EXECUTIVE BOARD MEMBERS ACTIVE IN THE FINANCIAL YEAR

Table T197 shows the remuneration awarded and due to Executive Board members active in 2022 as defined in Section 162 Paragraph 1 Sentence 1 AktG, as well as the relative proportions of individual fixed and variable remuneration components. Although the expenses for retirement benefit commitments are not classified as awarded or due remuneration within the meaning of Section 162 Paragraph 1 Sentence 1 AktG, they are also shown in the following tables for the sake of transparency and correspond to the service cost for pensions and other contractually agreed retirement benefits in accordance with IAS 19.

T197 REMUNERATION AWARDED AND DUE IN ACCORDANCE WITH SECTION 162 PARAGRAPH 1 SENTENCE 1 AKTG – EXECUTIVE BOARD MEMBERS ACTIVE IN 2021

in € thousands	Carsten Spohr, Chairman of the Executive Board Chairman since 1 May 2014; Member of the Executive Board since 1 Jan 2011				Christina Foerster Member of the Executive Board since 1 Jan 2020				Harry Hohmeister Member of the Executive Board since 1 Jan 2013			
	2022	2022 ¹⁾	2021	2021 ¹⁾	2022	2022 ¹⁾	2021	2021 ¹⁾	2022	2022 ¹⁾	2021	2021 ¹⁾
Fixed remuneration												
Basic salary	1,634	38.5%	1,634	97.5%	860	44.6%	860	95.1%	860	38.1%	860	95.4%
Ancillary benefits	38	0.9%	42	2.5%	27	1.4%	44	9.4%	34	1.5%	41	4.6%
Total	1,672	39.4%	1,676	100.0%	887	46.0%	904	100.0%	894	39.6%	901	100.0%
Variable remuneration												
One-year variable remuneration 2022 (2021) ²⁾	2,280	53.8%	-	0.0%	1,042	54.0%	-	-	1,200	53.1%	-	0.0%
Long-term variable remuneration ³⁾												
LTI 2019 - 2022	199	4.7%	-	0.0%	-	-	-	-	104	4.6%	-	0.0%
Payment option programmes LH-Performance 2018 (LH-Performance 2017)	90	2.1%	-	0.0%	-	-	-	-	60	2.7%	-	0.0%
Total	2,569	60.6%	0	0.0%	1,042	54.0%	0	0.0%	1,364	60.4%	0	0.0%
Total remuneration as defined in Section 162 AktG	4,241	100.0%	1,676	100.0%	1,929	100.0%	904	100.0%	2,258	100.0%	901	100.0%
Service cost	865	-	871	-	459	-	461	-	451	-	453	-
Total remuneration	5,106	-	2,547	-	2,388	-	1,365	-	2,709	-	1,354	-

¹⁾ The relative proportions indicated here relate to the total remuneration shown in the table as defined in Section 162 AktG excluding retirement benefit expenses.

²⁾ The Supervisory Board did not award any one-year variable remuneration to Executive Board members for financial year 2021.

³⁾ The performance period for the last long-term component of the remuneration system in effect before 1 January 2019 (Deferral 2018, see the comments in the Remuneration Report 2020, p. 259) came to an end on 31 December 2020. In response to the crisis, Carsten Spohr, Harry Hohmeister, Thorsten Dirks and Bettina Volkens decided in March 2021 to defer the payment until further notice. After the government stabilisation measures had been repaid in full, their claims under the Deferral 2018 were settled in September 2022.

T197 REMUNERATION AWARDED AND DUE IN ACCORDANCE WITH SECTION 162 PARAGRAPH 1 SENTENCE 1 AKTG – EXECUTIVE BOARD MEMBERS ACTIVE IN 2021 (continued)

in € thousands	Detlef Kayser Member of the Executive Board since 1 Jan 2019				Michael Niggemann Member of the Executive Board since 1 Jan 2020				Remco Steenberg Member of the Executive Board since 1 Jan 2021			
	2022	2022 ¹⁾	2021	2021 ¹⁾	2022	2022 ¹⁾	2021	2021 ¹⁾	2022	2022 ¹⁾	2021	2021 ¹⁾
Fixed remuneration												
Basic salary	860	42.3%	860	96.3%	860	42.2%	860	95.3%	860	27.8%	860	45.3%
Ancillary benefits	26	1.3%	33	3.7%	32	1.6%	42	4.7%	61	2.0%	63	3.3%
Total	886	43.6%	893	100.0%	892	43.7%	902	100.0%	921	29.7%	923	48.6%
Variable remuneration												
One-year variable remuneration 2022 (2021) ²⁾	1,042	51.3%	-	0.0%	1,147	56.3%	-	-	1,200	38.8%	-	-
Long-term variable remuneration ³⁾												
LTI 2019 - 2022	104	5.1%	-	-	-	-	-	-	-	-	-	-
Payment option programmes LH-Performance 2018 (LH-Performance 2017)	-	-	-	-	-	-	-	-	-	-	-	-
Total	1,146	56.4%	-	0.0%	1,147	56.3%	0	0.0%	1,200	38.8%	-	-
Other ⁴⁾	-	-	-	-	-	-	-	-	975	31.5%	975	51.4%
Total remuneration as defined in Section 162 AktG	2,032	100.0%	893	100.0%	2,039	100.0%	902	100.0%	3,096	100.0%	1,898	100.0%
Service cost	453	-	457	-	464	-	467	-	482	-	450	-
Total remuneration	2,485	-	1,350	-	2,503	-	1,369	-	3,578	-	2,348	-

¹⁾ The relative proportions indicated here relate to the total remuneration shown in the table as defined in Section 162 AktG excluding retirement benefit expenses.

²⁾ The Supervisory Board did not award any one-year variable remuneration to Executive Board members for financial year 2021.

³⁾ The performance period for the last long-term component of the remuneration system in effect before 1 January 2019 (Deferral 2018, see the comments in the Remuneration Report 2020, p. 259) came to an end on 31 December 2020. In response to the crisis, Carsten Spohr, Harry Hohmeister, Thorsten Dirks and Bettina Volkens decided in March 2021 to defer the payment until further notice. After the government stabilisation measures had been repaid in full, their claims under the Deferral 2018 were settled in September 2022.

⁴⁾ The Supervisory Board agreed to a one-off gross payment of EUR 2,925,000 to Remco Steenberg in compensation for his loss of benefits from his previous employer. The compensation was paid in three instalments of EUR 975k each in the years 2021, 2022 and 2023, and is not offset against the maximum remuneration for those years as defined in Section 87a Paragraph 1 Sentence 2 No. 1 AktG.

In 2022, the members of the Executive Board received no benefits or promises of benefits from third parties relating to their work on the Executive Board.

FORMER EXECUTIVE BOARD MEMBERS

Table T198 shows the remuneration awarded and due to former Executive Board members in 2022 in accordance with Section 162 Paragraph 1 Sentence 1 AktG. In accordance with Section 162 Paragraph 5 AktG, no personal data was disclosed for former Executive Board members who left the Executive Board before 31 December 2012.

T198 REMUNERATION AWARDED AND DUE IN ACCORDANCE WITH SECTION 162 PARAGRAPH 1 SENTENCE 1 AKTG FOR FORMER EXECUTIVE BOARD MEMBERS

in € thousands	Fixed and variable remuneration			Pensions		Total
	Ancillary benefits	LH-Performance 2018	LTI 2019 - 2022	Annuity	Capital payment	
Thorsten Dirks Member of the Executive Board until 30 June 2020	-	60	-	-	-	60
Ulrik Svensson Member of the Executive Board until 30 April 2020	1	22	104	-	2,031	2,158
Bettina Volkens Member of the Executive Board until 31 December 2019	-	40	104	-	-	144
Karl Ulrich Garnadt Member of the Executive Board until 30 April 2017	1	-	-	-	129	130
Stefan Lauer Member of the Executive Board until 6 May 2012	2	-	-	377	-	379

Total current payments and other benefits to former Executive Board members (including the individual payments shown in Table T198) and their surviving dependants came to EUR 6.1m in the reporting year (previous year: EUR 5.6m). This also includes non-cash benefits and concessionary travel. Pension obligations toward former Executive Board members and their surviving dependants amount to EUR 51.3m (previous year: EUR 67.2m).

Further development of the remuneration system for the Executive Board members for financial years from 2023

The Supervisory Board has adopted changes to the remuneration system approved by the Annual General Meeting on 5 May 2020 which take effect from the 2023 financial year. The changes are based on a comprehensive review of the existing remuneration system by the Supervisory Board. In particular, they are intended to reflect the changes in the underlying conditions. The new remuneration system is to enter into force from 1 January 2023 for all current Executive Board members and will be applied to new appointments and contract renewals.

The revised remuneration system adopted by the Supervisory Board will be presented at the Annual General Meeting on 9 May 2023 for approval in accordance with Section 120a Paragraph 1 AktG. The key changes to the remuneration system for the members of the Executive Board are shown below. Shareholders are referred to the invitation to the Annual General Meeting for a complete description of the system being put to the vote.

C42 CHANGES TO THE REMUNERATION SYSTEM 2023

Remuneration system until financial year 2022	Aspect	Remuneration system from financial year 2023	
Performance targets: <ul style="list-style-type: none"> – 42.5% Adjusted EBIT margin – 42.5% Adjusted ROCE – 15% Collective and individual commercial and sustainability targets 	One-year variable remuneration (Annual bonus)	Performance targets: <ul style="list-style-type: none"> – 40% Adjusted EBIT – 40% Adjusted free cash flow – 20% Strategic and sustainability targets 	<ul style="list-style-type: none"> – Sets growth incentive above absolute figure – Material amount in the context of Group management – Elimination of double-counting of Adjusted ROCE in STI and LTI – Reflects increasing importance of ESG topics
Performance targets: <ul style="list-style-type: none"> – 42.5% Relative total shareholder return compared with the DAX – 42.5% Adjusted ROCE – 15% Strategic and sustainability targets 	Long-term variable remuneration (LTI)	Performance targets: <ul style="list-style-type: none"> – 30% Relative total shareholder return compared with the sector index – 50% Adjusted ROCE – 20% Strategic and sustainability targets 	<ul style="list-style-type: none"> – Focus on actual competitors via sector index – Reflects increasing importance of ESG topics
Differentiation in the amount payable to the CEO (EUR 9.5m) and to ordinary Executive Board members (EUR 5m)	Maximum remuneration	Increase in maximum remuneration for the CEO (max. EUR 11m) and for an outstandingly qualified Executive Board member (max. EUR 6.5m)	Makes it possible to competitively remunerate Executive Board members of outstanding importance for the Company in the event of exceptional performance

INCREASED WEIGHTING OF NON-FINANCIAL TARGETS FOR THE ONE-YEAR AND LONG-TERM VARIABLE REMUNERATION

The increase in the weighting of the business and sustainability targets for the annual bonus and the strategic and sustainability targets for the LTI to 20% in each case (previously 15% in each case) is intended to reflect the growing importance of environmental, social & governance (ESG) topics.

CHANGE IN FINANCIAL TARGETS FOR THE ONE-YEAR VARIABLE REMUNERATION

In future, the financial performance targets for the annual bonus are to be based on the Adjusted EBIT (40%) and Adjusted free cash flow (40%) targets. The relative target of the Adjusted EBIT margin, which has been relevant for the annual bonus to date, has thus been replaced with an absolute value which corresponds to the key ratio applied for the purpose of the Group’s management. At the same time, this establishes a growth incentive.

In addition, the previous duplication of Adjusted ROCE as a target for both one-year and long-term variable remuneration is to be removed and replaced by Adjusted free cash flow for the purpose of the annual bonus. This gives consideration to the importance of liquidity management (including investing activities) and the importance of achieving strong cash flows from a shareholder perspective.

CHANGE IN FINANCIAL TARGETS FOR THE LONG-TERM VARIABLE REMUNERATION

In future, 30% of the long-term variable remuneration is to be based on the relative total shareholder return (TSR) and 50% on the Adjusted ROCE.

With regard to the relative TSR, the intention is that a sector index should serve as a peer group instead of the DAX 40 companies in future. This removes the comparison with a broad national index and instead focuses on the actual competitors of the Lufthansa Group airlines. Specifically, the “NYSE Arca Global Airline Index” is to serve as the basis for comparison, since this includes key European and international airlines. At the same time, for the purpose of performance measurement, the previous ranking method is to be changed to outperformance measurement.

CHANGES TO THE MAXIMUM REMUNERATION

The maximum remuneration for the Chairman of the Executive Board and CEO is to be increased to EUR 11m. Moreover, the maximum remuneration for a prominent member of the Executive Board is to be raised to EUR 6.5m. The Supervisory Board determines the maximum remuneration when specifying the remuneration for the individual members of the Executive Board. The individual maximum remuneration limits specified by the Supervisory Board are reported in detail in the remuneration report.

Remuneration of Supervisory Board members

Structure of Supervisory Board remuneration

The rules for the remuneration of Supervisory Board members applicable in financial year 2022 are based on a resolution passed by the Annual General Meeting on 8 May 2012. Since financial year 2013, remuneration has consisted solely of fixed remuneration plus an attendance fee. It reflects the responsibility assumed by the members of the Supervisory Board and the scope of their work. Additional remuneration is an appropriate reflection of the higher time commitment by the Chairman and the Deputy Chairman of the Supervisory Board, and by the members and Chairman of the committees.

Section 113 Paragraph 3 AktG stipulates that the Annual General Meeting of a listed company must pass a resolution on Supervisory Board remuneration at least every four years. A resolution confirming the remuneration is permitted. The Annual General Meeting passed such a confirmatory resolution on 4 May 2021 approving the remuneration system – which has not changed since 2013 – and the remuneration of Supervisory Board members by a majority of 97.6%.

Ordinary Supervisory Board members receive remuneration of EUR 80k for each financial year in accordance with Section 14 Paragraph 1 of the Articles of Association. The Chairman receives EUR 240k and the Deputy Chairman EUR 120k. The Chairman of the Audit Committee receives an additional EUR 60k; other members of the Audit Committee receive an additional EUR 30k. Chairs of other committees receive an additional EUR 40k and other members of other committees receive an additional EUR 20k. Remuneration for committee work is subject to the proviso that the committee must have met at least once in the financial year.

If Supervisory Board members leave the Supervisory Board or a position on one of its committees for which additional remuneration is paid during the course of a financial year, they receive their remuneration pro rata temporis. Pro rata temporis remuneration for committee work is subject to the proviso that the committee must have met at least once before their departure.

Fixed remuneration and remuneration for committee work are due at the end of each financial year; attendance fees are due in principle at the end of each meeting. Attendance fees were paid directly after the meetings in financial year 2022. Supervisory Board remuneration was paid in January 2023.

Remuneration awarded and due in financial year 2022 pursuant to Section 162 AktG

The remuneration awarded and due to Supervisory Board members for the 2022 financial year (fixed remuneration, remuneration for committee work and attendance fees) amounted to EUR 2,229k (previous year: EUR 2,197k).

Table [T199](#) shows the amounts for the individual Supervisory Board members. The revised interpretation of the term “awarded” has not resulted in any change to the reporting of the remuneration awarded and due to the members of the Supervisory Board. Attendance fees are already paid in the respective financial year. In contrast, the fixed remuneration and the remuneration for committee work is the remuneration due for the financial year in question, since this remuneration falls due at the close of that financial year.

T199 REMUNERATION AWARDED AND DUE IN ACCORDANCE WITH SECTION 162 PARAGRAPH 1 SENTENCE 1 AKTG – SUPERVISORY BOARD MEMBERS

	2022 ¹⁾							2021 ²⁾						
	Fixed remuneration		Remuneration for committee work		Attendance fees		Total Supervisory Board remuneration	Fixed remuneration		Remuneration for committee work		Attendance fees		Total Supervisory Board remuneration
	in € thousands	in %	in € thousands	in %	in € thousands	in %		in € thousands	in %	in € thousands	in %	in € thousands	in %	
Karl-Ludwig Kley	240	78.7	60	19.7	5.0	1.6	305	240	79.6	60	19.9	1.5	0.5	302
Christine Behle	120	84.2	20	14.0	2.5	1.8	143	120	85.1	20	14.2	1.0	0.7	141
Alexander Behrens	80	70.2	30	26.3	4.0	3.5	114	80	71.1	30	26.7	2.5	2.2	113
Jörg Cebulla	80	69.6	30	26.1	5.0	4.3	115	80	71.1	30	26.7	2.5	2.2	113
Erich Clementi	80	97.6	-	0.0	2.0	2.4	82	80	98.8	-	-	1.0	1.2	81
Thomas Enders	80	64.5	40	32.3	4.0	3.2	124	80	66.1	40	33.1	1.0	0.8	121
Jürgen Jennerke	80	97.0	-	0.0	2.5	3.0	83	80	98.8	-	-	1.0	1.2	81
Michael Kerkloh	80	70.2	30	26.3	4.0	3.5	114	80	71.7	30	26.9	1.5	1.3	112
Carsten Knobel	80	71.4	30	26.8	2.0	1.8	112	80	72.1	30	27.0	1.0	0.9	111
Holger Benjamin Koch	80	98.2	-	0.0	1.5	1.8	82	80	98.8	-	-	1.0	1.2	81
Harald Krüger	80	48.5	80	48.5	5.0	3.0	165	80	56.1	60	42.1	2.5	1.8	143
Birgit Rohleder	80	97.0	-	0.0	2.5	3.0	83	80	98.8	-	-	1.0	1.2	81
Miriam Sapiro	80	98.2	-	0.0	1.5	1.8	82	80	99.4	-	-	0.5	0.6	81
Ilja Schulz	80	76.9	20	19.2	4.0	3.8	104	80	78.8	20	19.7	1.5	1.5	102
Britta Seeger (since 4 May 2021)	80	99.4	-	0.0	0.5	0.6	81	53	98.1	-	-	1.0	1.9	54
Birgit Spineux	80	97.0	-	0.0	2.5	3.0	83	80	98.8	-	-	1.0	1.2	81
Astrid Stange	80	97.6	-	0.0	2.0	2.4	82	80	98.8	-	-	1.0	1.2	81
Olivia Stelz	80	97.0	-	0.0	2.5	3.0	83	80	98.8	-	-	1.0	1.2	81
Stephan Sturm (until 4 May 2021)	-	-	-	-	-	-	-	27	57.4	20	42.6	0.0	0.0	47
Angela Titzrath	80	98.2	-	0.0	1.5	1.8	82	80	99.4	-	-	0.5	0.6	81
Klaus Winkler	80	69.9	30	26.2	4.5	3.9	115	80	71.1	30	26.7	2.5	2.2	113
Total	1,800	80.8	370	16.6	59.0	2.6	2,229	1,800	81.9	370	16.8	26.5	1.2	2,197

¹⁾ Remuneration for financial year 2022 due according to Section 162 AktG, paid in January 2023.²⁾ Remuneration for financial year 2021 due according to Section 162 AktG, paid in January 2022.

The contributions made for the insurance premium for the members of the Supervisory Board within the scope of Deutsche Lufthansa AG's group accident insurance policy totalled EUR 3k (previous year: EUR 3k). Furthermore, the Supervisory Board members of Deutsche Lufthansa AG were paid EUR 21k (previous year: EUR 26k) for their work on supervisory boards of Group companies.

Disclosures on relative changes in Executive Board and Supervisory Board remuneration, the remuneration of the rest of the workforce and Company profitability

Table [T200](#) shows the annual change in remuneration for members of the Executive Board and the Supervisory Board, the average remuneration of the remaining workforce and the annual change in this remuneration, as well as year-on-year changes in selected earnings indicators for the Lufthansa Group. The remuneration of Executive Board members and Supervisory Board members shown in tables [T197](#) and [T199](#), represents the remuneration awarded and due in the financial year within the meaning of Section 162 Paragraph 1 Sentence 1 AktG.

Profitability is partly shown by reference to revenue and Adjusted EBIT for the Lufthansa Group. The latter is a key performance indicator for the Group and forms the basis for the financial targets in the variable remuneration of the Executive Board. The net profit for the year for Deutsche Lufthansa AG is also shown.

The presentation of average remuneration for FTE employees is based on the employees of the German companies in the Lufthansa collective bargaining group (without Lufthansa CityLine GmbH and Germanwings GmbH). A further distinction is made between the total workforce and those covered by collective bargaining agreements. The increase in the remuneration paid to the Company's employees by comparison with the 2021 financial year is mainly attributable to the renewed payment of variable remuneration components, the end of short-time work and other crisis measures as well as to wage increases.

T200 COMPARATIVE PRESENTATION OF CHANGES IN THE REMUNERATION OF THE EXECUTIVE BOARD, THE SUPERVISORY BOARD AND THE WORKFORCE, AS WELL AS THE DEVELOPMENT OF PROFITABILITY¹⁾

in € thousands	2019	2020	Change 2020/2019	2021	Change 2021/2020	2022	Change 2022/2021
I. Executive Board²⁾							
Active Executive Board members							
Carsten Spohr	4,587	2,888	-37.0%	1,676.0	-42.0%	4,241	153.0%
Christina Foerster (since 1 January 2020)	-	775	-	904.0	16.6%	1,929	113.4%
Harry Hohmeister	2,711	1,700	-37.3%	901.0	-47.0%	2,258	150.6%
Detlef Kayser	1,175	780	-33.6%	893.0	14.5%	2,032	127.5%
Michael Niggemann (since 1 January 2020)	-	775	-	902.0	16.4%	2,039	126.1%
Remco Steenberg (since 1 January 2021)	-	-	-	1,898.0	-	3,096	63.1%
Former Executive Board members							
Thorsten Dirks (until 30 June 2020)	1,538	709	-53.9%	-	-100.0%	60	-
Ulrik Svensson (until 30 April 2020)	1,718	639	-62.8%	-	-100.0%	2,158	-
Bettina Volkens (until 31 December 2019)	2,715	914	-66.3%	-	-100.0%	144	-
Karl-Ulrich Garnadt (until 30 April 2017)	254	-	-100.0%	1	-	130	12,900.0%
Stefan Lauer (until 6 May 2013)	364	370	1.6%	371	0.3%	379	2.2%
II. Workforce²⁾							
Overall workforce in Germany	69,253	59,814	-13.6%	59,117	-1.2%	79,780	35.0%
Pay-scale staff in Germany	63,705	55,939	-12.2%	55,237	-1.3%	72,350	31.0%
III. Earnings indicators							
Net profit/loss for the year Deutsche Lufthansa AG	595	-780	-231.1%	-2,310	-196.2%	-2,664	-15.3%
Adjusted EBIT ³⁾	2,026	-5,451	-369.1%	-1,666	69.4%	1,509	190.6%
Revenue in €m	36,424	13,589	-62.7%	16,811	23.7%	32,770	94.9%

¹⁾ Figures for Executive Board and Supervisory Board members and the workforce are based on remuneration awarded and due in 2022 within the meaning of Section 162 Paragraph 1 Sentence 1 AktG. Use is made of the transitional rules pursuant to Section 26 of the Introductory Act to the German Stock Corporation Act.

²⁾ Because of the changes to the definition of the term "awarded" in accordance with Section 162 AktG, the figures in this remuneration report differ from those in the remuneration report for 2021.

³⁾ Definition of performance indicators altered from 2022 Figures for the previous year adjusted accordingly.

T200 COMPARATIVE PRESENTATION OF CHANGES IN THE REMUNERATION OF THE EXECUTIVE BOARD, THE SUPERVISORY BOARD AND THE WORKFORCE, AS WELL AS THE DEVELOPMENT OF PROFITABILITY⁴⁾ (continued)

in € thousands	2019	2020	Change 2020/2019	2021	Change 2021/2020	2022	Change 2022/2021
IV. Remuneration Supervisory Board⁴⁾							
Karl-Ludwig Kley	305	265	-13.1%	302	13.8%	305	1.2%
Christine Behle	143	124	-13.3%	141	13.7%	143	1.1%
Alexander Behrens	114	97	-14.9%	113	16.0%	114	1.3%
Jörg Cebulla	114	98	-14.0%	113	14.8%	115	2.2%
Erich Clementi (since 5 May 2020)	-	45	-	81	80.0%	82	1.2%
Thomas Enders (since 5 May 2020)	-	57	-	121	112.3%	124	2.5%
Jürgen Jennerke (since 8 December 2020)	-	5	-	81	1,520.0%	83	1.9%
Michael Kerkloh (since 2 September 2020)	-	33	-	112	237.9%	114	2.2%
Carsten Knobel	113	97	-14.2%	111	14.4%	112	0.9%
Holger Benjamin Koch	82	71	-13.4%	81	14.1%	82	0.6%
Harald Krüger (since 5 May 2020)	-	46	-	142	209.1%	165	16.0%
Birgit Rohleder	82	71	-13.4%	81	14.1%	83	1.9%
Miriam Sapiro	82	70	-14.6%	81	15.0%	82	1.2%
Ilja Schulz	104	90	-13.5%	102	12.8%	104	2.5%
Britta Seeger (since 4 May 2021)	-	-	-	54	-	81	49.3%
Birgit Spineux (since 1 January 2021)	-	-	-	81	-	83	1.9%
Astrid Stange (since 5 May 2020)	-	45	-	81	80.0%	82	1.2%
Olivia Stelz	82	71	-13.4%	81	14.1%	83	1.9%
Angela Titzrath (since 2 September 2020)	-	25	-	81	222.0%	82	1.2%
Klaus Winkler	82	70	-14.6%	113	60.7%	115	1.8%

⁴⁾ In contrast to the remuneration report for 2021, the remuneration of Supervisory Board members shown here also includes the attendance fees paid for the respective financial year.

For the Supervisory Board
Dr Karl-Ludwig Kley, Chairman

For the Executive Board
Carsten Spohr, Chairman

Report of the independent auditor on the audit of the remuneration report pursuant to Sec. 162 (3) AktG [“Aktengesetz”: German Stock Corporation Act]

To Deutsche Lufthansa Aktiengesellschaft

Opinion

We have audited the remuneration report of Deutsche Lufthansa Aktiengesellschaft, Cologne, for the fiscal year from 1 January to 31 December 2022 to formally verify whether the disclosures required by Sec. 162 (1) and (2) AktG [“Aktengesetz”: German Stock Corporation Act] have been made. In accordance with Sec. 162 (3) AktG, we have not audited the content of the remuneration report.

In our opinion, the disclosures required by Sec. 162 (1) and (2) have been made in the attached remuneration report in all material respects. Our opinion does not cover the content of the remuneration report.

Basis for the opinion

We conducted our audit of the remuneration report in accordance with Sec. 162 (3) AktG with due regard to the IDW Auditing Standard: Audit of the Remuneration Report in Accordance with Sec. 162 (3) AktG (IDW AsS 870). Our responsibilities under this provision and standard are further described in the “Auditor’s responsibilities” section of our report. As an audit firm, we applied the standards set forth in IDW Standard on Quality Control: Requirements for Quality Control in Audit Firms (IDW QS 1). We have complied with the German professional responsibilities in accordance with the WPO [“Wirtschaftsprüferordnung”: German Law Regulating the Profession of Wirtschaftsprüfer (German Public Auditors)] and the BS WP/vBP [“Berufssatzung für Wirtschaftsprüfer/vereidigte Buchprüfer”: Professional Charter for German Public Accountants/German sworn auditors], including the independence requirements.

Responsibility of the Executive Board and Supervisory Board

The Executive Board and Supervisory Board are responsible for the preparation of the remuneration report and the related disclosures in compliance with the requirements of Sec. 162 AktG. In addition, they are responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report and the related disclosures that are free from material misstatement, whether due to fraud or error.

Auditor’s responsibilities

Our objective is to obtain reasonable assurance about whether the disclosures required by Sec. 162 (1) and (2) AktG are made in the remuneration report in all material respects and express an opinion on this in a report.

We planned and performed our audit so as to determine the formal completeness of the remuneration report by comparing the disclosures made in the remuneration report with the disclosures required by Sec. 162 (1) and (2) AktG. In accordance with Sec. 162 (3) AktG, we have not audited the accuracy of the content of the disclosures, the completeness of the content of the individual disclosures or the appropriate presentation of the remuneration report.

Consideration of misrepresentations

In connection with our audit, our responsibility is to read the remuneration report taking into account the knowledge obtained from the audit of the financial statements and, in so doing, remain alert for indications of whether the remuneration report contains misrepresentations in relation to the accuracy of the content of the disclosures, the completeness of the content of the individual disclosures or the appropriate presentation of the remuneration report.

If, based on the work we have performed, we conclude that there is a misrepresentation, we are required to report that fact. We have nothing to report in this regard.

Eschborn/Frankfurt am Main, 1 March 2023

Ernst & Young GmbH
Wirtschaftsprüfungsgesellschaft

Jörg Bösser	Siegfried Keller
Wirtschaftsprüfer	Wirtschaftsprüfer
[German Public Auditor]	[German Public Auditor]