



Profile of required skills and expertise for members of the Supervisory Board of Deutsche Lufthansa AG

The Supervisory Board is to be composed in such a way that ensures qualified control and advice for the Executive Board of Deutsche Lufthansa AG (DLH) in accordance with the German Stock Corporation Act.

First of all, it is imperative that each Supervisory Board member fulfils a set of general requirements. Furthermore, the Supervisory Board is to be composed in such a way that its members collectively possess the knowledge, skills and professional experience required for the proper performance of their duties. It cannot be expected that each individual member of the Supervisory Board possesses all of the necessary knowledge and experience. However, at least one member of the Supervisory Board should be available as an expert point of contact for each aspect of the Supervisory Board's activities, meaning that the extensive knowledge and experience is shown by the Supervisory Board as a whole.

General requirements for Supervisory Board members

- (1) All Supervisory Board members shall have
 - integrity and good character, as well as
 - the willingness and ability for sufficient and substantive engagement.
- (2) Supervisory Board members being an Executive Board Member of a listed company shall not sit on more than two Supervisory Boards of non-Group listed companies or similar bodies and shall not accept the Chairmanship of a Supervisory Board of a non-Group listed company.
- (3) Supervisory Board members, who are not a member of any Management Board of a listed company shall not accept more than five Supervisory Board mandates at non-Group listed companies or comparable functions, with an appointment as Chair of the Supervisory Board being counted twice.
- (4) Each Supervisory Board member ensures that they have sufficient time to perform their Supervisory Board duties and that they can perform these duties with due regularity and care.
- (5) No Supervisory Board member shall be member of governing bodies or exercise advisory functions at significant competitors or shall hold any personal relationship with a significant competitor.
- (6) Before a candidate is nominated, a review will be conducted of the candidate's business and personal relations to DLH, its governing bodies, any shareholder with a sizeable investment in DLH and the Group's competitors. These relations shall be disclosed as far as they may cause a conflict of interest.

Requirements for the composition of the Supervisory Board as a whole

- (1) The Supervisory Board shall consist of at least eight independent shareholder representatives. Supervisory Board members are deemed to be independent if they are independent from the Company and the Executive Board and from any controlling shareholder. This is the case, if the Supervisory Board member itself or a close family member is not a controlling shareholder or does belong to the Management Board of a controlling shareholder and has no significant business or personal relations to DLH, a member of the DLH Executive Board or any controlling shareholder of DLH that may cause a substantial and not merely temporary conflict of interest.
- (2) When assessing the independence of the shareholder representatives the Supervisory Board particularly takes into consideration whether the respective Supervisory Board Member or a close family member
 - a. has been a member of the DLH Executive Board in the two years prior to appointment;
 - b. is a close family member of a member of the DLH Executive Board;
 - c. is currently maintaining or has maintained a material business relationship with DLH or one of the entities dependent upon DLH (e.g. as customer, supplier, lender or advisor) in the year up to the appointment, directly or as a shareholder or in a leading position of a non-Group entity.
 - d. has been a member of the Supervisory Board for more than 12 years.
- (3) In total, no more than two former members of the Executive Board shall belong to the Supervisory Board.
- (4) In principle, no individual having reached the age of 72 should be nominated for election to the Supervisory Board.



Requirements regarding the knowledge, skills and professional experience of the Supervisory Board as a whole/diversity concept

When searching for qualified members of the Supervisory Board, attention shall be paid to achieving sufficient diversity. When preparing nominations for election, the impact of different and mutually complementary professional profiles, professional backgrounds and life experience, as well as a balanced mix of ages, different personalities and the appropriate representation of genders, should be considered on a case-by-case basis. In accordance with legal requirements, a gender quota (m/f) of 30% is to be maintained, both for the Supervisory Board as a whole as well as according to the principle of separate fulfilment.

Requirements for shareholder representatives

The following requirements constitute the basis for the selection process of the Nomination Committee, proposing suitable candidates to the Supervisory Board for its nomination to the Annual General Meeting.

As a whole, the Supervisory Board shall be knowledgeable about the aviation sector. Furthermore, the members of the Supervisory Board shall meet the following requirements:

- expertise in the areas of accounting or auditing (financial expert), internal control processes and the capital market (at least 2 members);
- experience in the management or supervision of listed companies or similar organisations (at least 5 members);
- experience in the areas of marketing, sales, customer relations (at least 3 members);
- experience in the areas of HR, organisation (at least 4 members);
- experience in the areas of politics, industry associations or science (at least 1 members);
- experience in the area of digitalisation (at least 3 members);
- experience in the area of sustainability (at least 2 members);
- experience in the area of legal affairs and compliance (at least 1 members).

While paying due regard to the aforementioned requirements, care shall be taken to ensure a reasonably international composition of the Supervisory Board, e.g. by seeking members with extensive professional experience outside Germany.

Current composition

In its current composition, the Supervisory Board fulfils the objectives detailed above as described below. In particular, the Supervisory Board as a whole is knowledgeable about the aviation sector. As a whole, its members contribute a broad range of specialist knowledge to the Supervisory Board's work and possess international experience and specialist knowledge of one or more of the Company's key markets outside Germany.

The ages of the current Supervisory Board members range from 43 to 69. The average age is 56.

Furthermore, it is the assessment of the Supervisory Board that none of the shareholder representatives currently show any indication of relevant circumstances or relationships that could give rise to a significant and lasting conflict of interest. In particular, no member of the Supervisory Board is a close family member of an Executive Board member. Likewise, no member of the Supervisory Board himself or a close family member has had – with the exception described below – or continues to have a business relationship with DLH or any of its dependent companies. Karl-Ludwig Kley is the only former member of the Executive Board that belongs to the Supervisory Board. He has been elected to the Supervisory Board after a five-year cooling-off period. No members of the Supervisory Board exercise board or advisory functions at a significant competitor or hold a personal relationship with a significant competitor. No Supervisory Board member belongs to the Supervisory Board for more than twelve years.

The Supervisory Board member Michael Kerkloh has been Chairman of the Management Board and Labor Director of Flughafen München GmbH until 31 December 2019 with whom Deutsche Lufthansa AG has a regular business relationship. In the opinion of the Supervisory Board, however, no material conflict of interest results from this already terminated relationship of Mr. Kerkloh. The Supervisory Board rather sees him, with his distinctive aviation expertise, as a significant enrichment for the work of the Supervisory Board of Deutsche Lufthansa AG.

Mrs. Titzrath has been appointed by the Wirtschaftsstabilisierungsfonds according to the Framework agreement between Deutsche Lufthansa AG and the Wirtschaftsstabilisierungsfonds, and was appointed to the Supervisory Board by court order as of 2 September 2020. Beside her mandate as CEO of Hamburger Hafen und Logistik AG she currently holds a total of three Supervisory Board mandates in non-group listed companies or similar bodies. Mrs. Titzrath has declared to Deutsche Lufthansa AG that she has sufficient time to perform her Supervisory Board duties and that she can perform these duties with due regularity and care.

The Supervisory Board report contains information on any conflicts of interest that arose during the financial year.

The statutory gender quota (m/f) of 30% has been achieved on both the shareholder and employee side.