Remuneration system for members of the Management Board of Sixt SE

The Supervisory Board of Sixt SE adopted the existing remuneration system for the members of the Management Board on 23 April 2021, which was subsequently approved by the Annual General Meeting of Shareholders on 16 June 2021. The Supervisory Board has decided to further develop and revise the existing remuneration system. The main reason for this decision was the Supervisory Board's wish to firmly establish the sustainability strategy (ESG strategy) of the Sixt Group in the remuneration system and to take into account the increased expectations of the capital market on the structure of remuneration systems. The following new elements in particular are worth noting:

- In future, one part of the Short Term Incentive (STI) variable remuneration component will depend on ESG targets being achieved. Another part of the STI will depend on one or more key financial indicators being achieved. For a third part, earnings before taxes (EBT) will continue to be the determining factor.
- The Long Term Incentive (LTI) remuneration component will still comprise the allotment of virtual shares. In future, however, 1/3 of the allotted virtual shares will be adjusted following a four-year vesting period according to the performance of the Sixt share in an MDAX comparison over the vesting period (referred to as the total shareholder return, or TSR performance). A further 1/3 of the virtual shares will depend on the ESG targets being achieved and will be adjusted on the basis of the average ESG target achievement over the vesting period.
- Share ownership guidelines will also be introduced.

On this basis, the Supervisory Board of Sixt SE has adopted the following remuneration system.

1. Key features of the remuneration system and its contribution to supporting the business strategy and long-term performance of Sixt SE

Sixt SE aims to further the growth of the Sixt Group and to position Sixt as the world's leading international provider of mobility services. As a provider of mobility services, the Sixt Group is changing how the world moves. Its main product is car rentals, which is complemented by an entire mobility ecosystem. By placing the customer at the centre of its focus, Sixt creates a genuine premium experience and makes mobility as easy and flexible as possible. At the same time, Sixt's ambitious goals are driving forward the shift to green mobility, also taking into account social, economic and environmental sustainability.

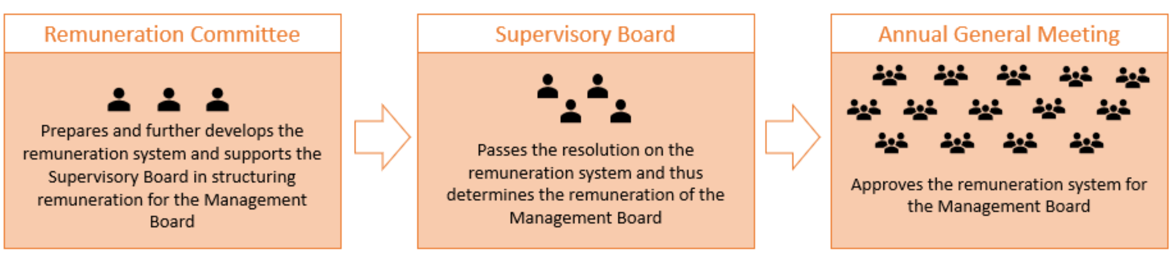
The remuneration system for the Management Board of Sixt SE plays a key role in implementing and promoting the business strategy and long-term success of the Sixt Group. Given its structure with fixed remuneration on the one hand as well as variable Short Term Incentive (STI) and Long Term Incentive (LTI) remuneration components, the system provides an incentive for performance-based, sustainable corporate governance. This is reinforced by the fact that the LTI remuneration exceeds that of the STI component. The Management Board's remuneration is measured by the performance of the Management Board members and the commercial success of Sixt SE. This also includes the extent to which environmental, social and governance (ESG) targets are met. The firm establishment of ESG targets will ensure that Company operations are sustainable and future-oriented and is to help Sixt live up to its responsibilities in these areas.

The remuneration system is transparent and clearly structured. It meets the requirements of the German Stock Corporation Act (AktG) as amended by the German Act on Implementing the Second Shareholder Rights Directive (ARUG II) dated 12 December 2019 (Federal Law Gazette I 2019, No. 50 dated 19 December 2019) as well as the recommendations and proposals of the German Corporate Governance Code in the version that entered into force on 27 June 2022. The structure of the remuneration system also takes shareholders' interests into consideration. The Supervisory Board used the following guidelines and principles in designing the remuneration system for the Management Board:

- The remuneration system makes a significant contribution to promoting the business strategy.
- The remuneration system and the performance criteria of the variable components provide incentives for the strategic actions of the Management Board and promote sustainable growth of the Sixt Group. Variable remuneration components are mostly long-term and share-based, and are thus aligned with shareholder interests.
- The remuneration system provides for appropriate and competitive Management Board remuneration in line with the market.
- Sustainability and Environmental-Social-Governance (ESG) aspects are taken into consideration to ensure future-oriented, sustainable, responsible and social Board action.
- The total remuneration of each individual Management Board member depends on the Managing Board member's individual responsibilities and performance. The remuneration system ensures that both positive and negative developments are appropriately reflected in the remuneration ("pay for performance").
- Total remuneration, both in terms of amount and structure, is in line with market practice and takes into account the size and international nature, the complexity and the economic situation of the Company.

2. Responsibility and procedure for setting, implementing and reviewing the remuneration system

The Supervisory Board is responsible for setting and regularly reviewing the Management Board remuneration system in accordance with article 9 (1) point (c) ii) of the SE Regulation in conjunction with section 87a (1) of the German Stock Corporation Act (AktG). The Supervisory Board has formed a Remuneration Committee. Based on the above principles and guidelines, in compliance with legal requirements and considering the recommendations of the German Corporate Governance Code as amended, the Remuneration Committee develops the remuneration system for members of the Management Board and presents this to the full Supervisory Board for consultation and resolution.



If necessary, the Remuneration Committee and Supervisory Board may consult external remuneration experts and other external advisors for guidance in further developing the remuneration system and assessing how appropriate the remuneration is. In doing so, they must ensure they are independent of the Management Board and the Company. External remuneration experts have regularly been consulted in the past to assess the appropriateness of the remuneration.

To avoid any potential conflicts of interest, the members of the Supervisory Board are required to disclose any conflicts of interest to the Supervisory Board. If there is a conflict of interest, the Supervisory Board or Committee member in question may not take part in any relevant discussions and may not vote in the Supervisory Board or Remuneration Committee meetings.

The Supervisory Board regularly reviews the remuneration system for the Management Board on the basis of the provisions and recommendations of the Remuneration Committee. If necessary, the Supervisory Board decides on amendments. The remuneration system is presented to the Annual General Meeting for approval after every major amendment, or at least every four years. If the Annual General Meeting does not approve the remuneration system, a revised remuneration system shall be presented to it no later than at the next Annual General Meeting.

The present remuneration system will go into effect once the system has been approved by the Annual General Meeting on 23 May 2023, to take effect on 1 January 2024 for all members of the Management Board whose employment contracts are concluded or renewed after the remuneration system is approved. For the members of the Management Board already appointed when the remuneration system is approved by the Annual General Meeting, the new remuneration system will go into effect starting 1 January 2024. In order to implement the remuneration system, the Supervisory Board will reach out to the already appointed members of the Management Board with the aim to reach an agreement with them on the relevant changes to the employment contracts on behalf of Sixt SE. As the number of members on the Management Board increased in autumn 2022, the cap for the annual remuneration of the entire Board will be replaced by individual caps for each member starting in the 2023 financial year following approval by the Annual General Meeting.

3. Remuneration structure

3.1 Overview

The remuneration system for the members of the Management Board of Sixt SE consists of a non-performance-related component (fixed remuneration) and two performance-related (variable) components, the sum of which make up the total remuneration of the Management Board.

The fixed component comprises a set basic salary and customary fringe benefits.

The variable component is comprised of a short-term variable remuneration, also referred to as the Short Term Incentive (STI), and a long-term variable remuneration, referred to as the Long Term Incentive (LTI).

Members of the Management Board do not receive pension benefits or a company pension. The Supervisory Board deliberately rejected these due to the greater degree of complexity they would create and because the Supervisory Board did not believe they would appreciably contribute to the Company’s long-term success.

The following table provides an overview of the remuneration system components and other contractual agreements. All remuneration components are explained in detail under item 4 below.

Non-performance-related remuneration	Fixed remuneration	Fixed basic remuneration paid out as salary in 12 monthly instalments.	
	Fringe benefits	Provision of up to two cars, option of a chauffeur service, use of a company mobile phone, bodyguard if appropriate (in the presence of certain risks), monthly contribution to health and nursing care insurance, accident insurance, D&O insurance and legal expenses insurance	
	Other	For new appointees in individual cases: Possibility of a signing bonus and/or reimbursement of moving expenses	
Performance-related remuneration	Variable Short Term Incentive (STI)	Assessment period	1 year
		Targets	70% EBT 20% ESG (one or more non-financial sustainability targets) 10% other financial indicators(s) (other KPIs)
		Payment	Maximum payment is limited by a cap. If certain minimum EBT thresholds are not met, the entire STI is forfeited. If minimum thresholds for ESG or other KPI targets are not met, the respective portion is forfeited in its entirety.
	Variable Long Term Incentive (LTI)	• Virtual stock programme • Four-year vesting period • Caps are set for the maximum allotment and maximum payment • 1/3 of the volume of allotted virtual shares is subject to adjustment based on a “Sixt share vs. MDAX” total shareholder return (0 – 150%) • 1/3 of the volume of allotted virtual shares is subject to adjustment based on the average ESG target achievement over the vesting period (0 – 150%) • The payment amount depends on the performance of the Sixt ordinary share price and corresponds to the number of virtual shares (adjusted depending on the target achievement) multiplied by the average share price in a reference period immediately prior to payment	
Other requirements	Share ownership guideline	The members of the Management Board are required to invest the equivalent of at least 50% of their gross annual fixed remuneration in preference or ordinary shares of the Company (own investment contribution). The holding period concludes one year after the end of the employment contract.	
	Maximum remuneration (cap)	Co-chairs of the Management Board: € 8,000,000 For all other Management Board members: € 4,000,000	

	Malus and clawback provisions	Malus and clawback provisions in the event of an intentional or grossly negligent breach of the requirements set out in section 93 of the German Stock Corporation Act (AktG) as well as serious violations of legal regulations subject to administrative fines or punitive damages (compliance violation). A clawback is also possible if it is revealed that the variable remuneration was paid unjustly, either in full or in part, due to the payment amount having been calculated on the basis of incomplete or false information.
	Severance pay cap	No contractual commitments to pay severance compensation in the event of premature termination of a Management Board member's term of office. Any severance compensation to be paid including any fringe benefits may not exceed the value of two annual remunerations, and is limited to the remuneration amount owed for the remaining term of the contract.
	Change of control	No severance compensation agreements in the event of a change of control or takeover offer.

3.2 Specification and composition of target total remuneration

a) Specification

The remuneration system stipulates that the Supervisory Board specify the concrete target total remuneration (i.e., the total remuneration to be paid out if 100% of the targets are achieved) for each member of the Management Board. In doing so, the Supervisory Board is to consider the size and global focus, economic situation, performance, and future prospects of the Sixt Group. The amount of remuneration should also be sufficient to attract international talent among executives, thereby incentivising qualified Management Board members to join the Company and remain for the long term. The amount determined should also take into account the complexity and magnitude of each Management Board member's responsibilities as well as their experience and contribution to the Company's success. The Supervisory Board regularly examines the appropriateness of the Management Board's remuneration.

Horizontal comparison

The Supervisory Board shall use both a horizontal and a vertical comparison to assess the appropriateness of the Management Board members' remuneration. To determine the normal level in a horizontal comparison, enterprises comparable to Sixt in terms of relevant criteria like sector and size (as measured by sales revenue, profitability, employees and market capitalisation) are used. Most of the comparable enterprises are German (most recently: MDAX), but companies headquartered outside of Germany may also be considered.

Vertical comparison

The Supervisory Board shall also compare the level of remuneration of Management Board members in relation to the Sixt Group's remuneration structure on the basis of the fixed and variable remuneration if one hundred percent of the targets are (assumed to be) achieved. In this vertical comparison, the Supervisory Board considers the remuneration structure and the amount received by senior managers and executives below the Management Board level as well as by the managing directors at the consolidated companies of the Sixt Group (in particular the operating national subsidiaries) and the rest of the workforce.

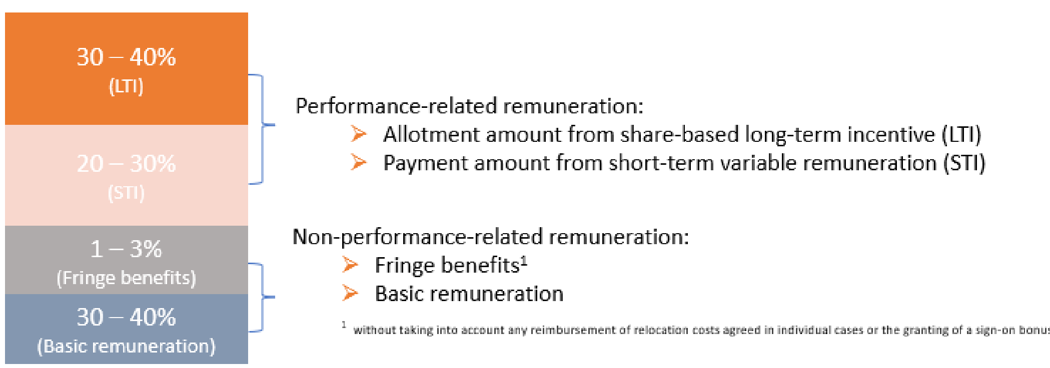
Differentiation by department demands
The remuneration system gives the Supervisory Board the flexibility to set the target total remuneration at an amount that differentiates between the various demands of each management board function as well as market conditions, qualification, experience and length of tenure.

b) *Composition of the Management Board*

The Management Board member's contribution to the long-term performance of Sixt SE should be recognised with an explicitly dominant share of performance-related (variable) remuneration. In contrast, not meeting the set targets will result in a significant reduction of the variable remuneration. Furthermore, in accordance with the recommendations of the German Corporate Governance Code, the Supervisory Board shall ensure that the variable remuneration arising from long-term targets being achieved (i.e., LTI) exceeds the short-term variable remuneration (STI). This ensures that the remuneration system remains focused on the long-term success of the Sixt Group and is aligned with the interests of shareholders.

In order to offer individualised and adequate remuneration packages to current and future members of the Management Board, the Supervisory Board has determined the following ranges for the individual elements of the remuneration structure.

Target remuneration structure for the Management Board



3.3 Upper limits (caps) and maximum remuneration

Limits are placed on both the amount of the Management Board's remuneration based on individual variable remuneration components and the entirety of all remuneration components pursuant to section 87a (1) sentence 2 no. 1 of the German Stock Corporation Act (AktG) (maximum remuneration). The maximum remuneration comprises the basic remuneration, fringe benefits, variable short-term remuneration, variable long-term share-based remuneration, and any special payments to compensate for the loss of wages from a prior employment contract and/or any reimbursements of real estate agent fees and moving expenses or costs relating to running two households for new appointments. This is determined for the financial year for which it is granted, regardless of when the respective remuneration component is paid out. LTI payments are allocated to the financial year in which the tranche was allotted. If the maximum amount is exceeded, the LTI payment is reduced accordingly.

The maximum remuneration for a financial year is EUR 8,000,000 for each co-chair and EUR 4,000,000 for each other member of the Management Board, regardless of whether the remuneration is paid in that financial year or at a later date.

The maximum remuneration stipulated in the remuneration system merely constitutes the maximum scope permitted within the remuneration system and not the remuneration amount targeted by the Supervisory Board. The Supervisory Board is not obliged to fully utilise this scope.

4. Remuneration components in detail

4.1 Non-performance-related (fixed) remuneration

The (fixed) non-performance-related remuneration for members of the Management Board is comprised of a basic remuneration, individually set fringe benefits, and other benefits granted to new appointees in certain exceptions.

a) Basic remuneration
The members of the Management Board receive a fixed basic salary per financial year that is paid out monthly in twelve equal instalments. The fixed basic remuneration ensures an adequate base salary and deters members of the Management Board from taking undue risks to achieve short-term targets. The amount of the basic salary is based on the range of duties, the area of responsibility and the experience of the Management Board member in question.

b) Fringe benefits
The non-performance-related remuneration also includes fringe benefits in kind. This refers to the provision of up to two cars for private and business-related use, the possibility to use a chauffeur service, the use of a company mobile phone for business-related as well as private purposes and, in the presence of certain risks, a bodyguard. The members of the Management Board also receive contributions to health and nursing care insurance. Moreover, Sixt SE may, within reasonable limitations, take out insurance policies for its Management Board members. At present, accident insurance, D&O insurance with deductible, and legal expenses insurance have been taken out on behalf of the Management Board members.

The amount of contractual fringe benefits that each member of the Management Board is entitled to is limited to a contractually defined gross total amount per financial year.

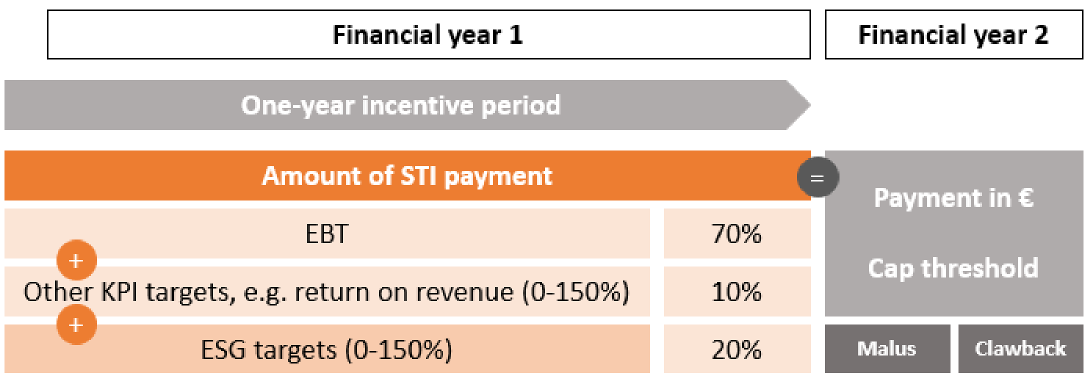
c) Other
Furthermore, the Supervisory Board may decide in individual cases to grant new appointees to the Management Board one-off payments, in particular to compensate for payments no longer received for previous employment and/or to cover real estate agent fees and moving expenses or the cost of running two households.

4.2 Performance-related remuneration

The performance-related (variable) component is comprised of a short-term variable remuneration, also referred to as the Short Term Incentive (STI), and a long-term variable remuneration, referred to as the Long Term Incentive (LTI). The performance-related remuneration incentivizes sustainable, results-driven corporate governance in line with the Sixt Group's strategy.

a) Short Term Incentive (STI)

The STI is a bonus based on performance measured over a period of one year. The key criteria for assessing performance are the earnings before taxes (EBT) as reported in the consolidated financial statements of Sixt SE, as well as one other financial indicator determined by the Supervisory Board (e.g., return on revenue of the Sixt Group) – referred to as the other KPIs – and a non-financial sustainability (environmental, social and governance, or ESG) target. The Supervisory Board may also set multiple other KPIs and ESG targets.



The Supervisory Board uses Sixt SE's forecasts for the coming financial year to set the EBT and other KPIs targets. For the other KPIs target, the Supervisory Board identifies one or more financial figures relevant to the management of the Sixt Group (e.g., return on revenue) prior to the start of the financial year. It may also agree to key segment-related or individual financial figures as targets, if appropriate in light of the respective Management Board member's range of duties.

The Supervisory Board uniformly determines the non-financial sustainability (ESG) targets for all members of the Management Board prior to the start of the financial year in question. This may comprise one or more targets. The target, derived from Sixt SE's sustainability strategy, shall reflect the Company's environmental, social and societal responsibility. The Supervisory Board strives to set a quantitative goal for the sustainability target. If this does not seem feasible, the targets set may be qualitative instead. Based on the recently adopted sustainability strategy, environmental targets, for example, may be a certain increase in the number of electric vehicles in the fleet or a reducing the Company's CO_2 footprint (e.g., at the branches) to a certain degree.

The individual elements of the STI are weighted in such a way that for 100% target achievement, 70% of the STI is paid for meeting the EBT target, 10% for the other KPI target and 20% for the ESG target. In the event that the Supervisory Board sets several financial or ESG targets, it must determine how the targets will be weighted at the time they are set, prior to the start of the respective financial year.

EBT is Sixt SE's main key performance indicator; as an earnings-related target geared toward the Company as a whole, this indicator provides an incentive for sustainable, earnings-oriented growth of the Sixt Group. Minimum, i.e. threshold, EBT values are determined in each Management Board member's employment contract. If such thresholds are not reached, the Board member is not entitled to the STI payment.

After the end of the financial year, the Supervisory Board evaluates the extent to which the targets in each criterion were achieved and determines the STI amount for that financial year. Retroactive changes to the target figures are not permitted.

To calculate the STI payment, each Management Board member's employment contract shall stipulate how much will be deducted from or added to the STI target figure for every million euro amount that the actual EBT figure exceeds or falls short of the EBT target.

The EBT target represents 70% of the amount calculated. The remaining portion is determined depending on the extent to which the ESG and other KPIs targets are achieved, and this portion is adjusted as follows.

The proportion that refers to the ESG targets (20%) is raised or lowered depending on the degree of ESG target achievement. If the target achievement exceeds 100%, the payment relating to the ESG target is increased on a straight-line basis up to 150% of target achievement. No additional increase is allowed beyond the ESG target achievement of 150% (ESG cap). If the target achievement is below 100%, the payment relating to the ESG target is decreased on a straight-line basis to 60% of target achievement. If the target achievement is below 60% (ESG threshold), the payment relating to the ESG target is EUR 0.

The proportion that refers to the other KPI target (10%) is raised or lowered depending on the degree of other KPI target achievement. If the target achieved exceeds 100%, the payment relating to the other KPI target is increased on a straight-line basis up to 150% of the target achievement. No additional increase is allowed beyond the other KPI target achievement of 150% (KPI cap). If the target achievement is below 100%, the payment relating to the other KPI target is decreased on a straight-line basis to 60% of the target achievement. If the target achievement is below 60% (other KPI threshold), the payment relating to the other KPI target is EUR 0.

Finally, the STI payment is calculated as the adding the figures determined for each of the three elements together (EBT amount, other KPIs amount and ESG amount).

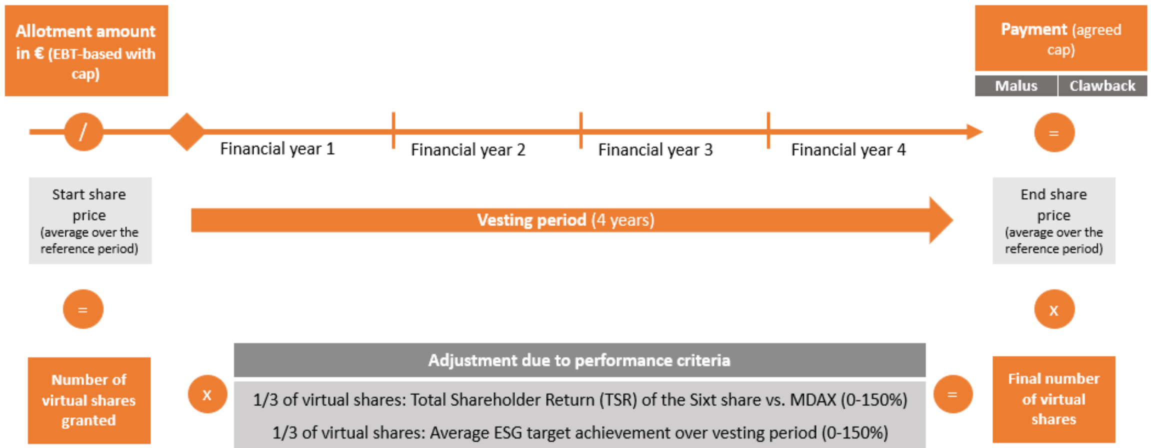
The total annual STI payment is capped at a maximum amount in the employment contract of each member of the Management Board. The STI payment may also be eliminated entirely if the minimum threshold set for EBT is not reached.

The payment is made after having been confirmed by the Supervisory Board. In cases where the Management Board member's employment contract begins and/or ends during the respective financial year, the STI is paid out pro rata temporis.

The EBT, other KPI (e.g., targeted return on revenue), and sustainability target(s) as well as the target achievement for each financial year are disclosed **ex post** in the remuneration report for that financial year.

b) Long Term Incentive (LTI)

LTI at a glance



The variable Long Term Incentive (LTI) is a performance-based remuneration element spanning several years and is awarded in annual tranches. The LTI is a virtual stock programme, for which annual tranches of virtual ordinary shares are allocated. The allotment amount is set out individually in the employment contract and depends on the EBT figure reached in the respective financial year, presuming a minimum threshold has been reached.

If the conditions set out below have been met, the member of the Management Board is entitled to payment four years after the allotment of the virtual ordinary shares (vesting period).

After four years, the number of virtual shares to be paid out is adjusted as follows:

1/3 of the virtual shares will be adjusted according to the performance of the Sixt share compared to the MDAX over the vesting period (total shareholder return, or TSR performance).

1/3 of the number of virtual shares will be adjusted according to the average ESG target achievement over the vesting period.

1/3 of the virtual shares will not be adjusted.

The TSR performance factor is calculated on the basis of the total shareholder return (TSR). It is assumed here that all dividends would have been reinvested. To calculate the TSR performance factor, the overall performance of the Sixt SE ordinary share (Sixt TSR) is compared with that of the MDAX Performance Index (MDAX TSR) during the vesting period. This ensures that the interests of the Management Board largely align with those of the shareholders and creates an incentive to outperform the capital market.

The Supervisory Board has identified MDAX companies as a comparison group given their comparability to Sixt in terms of market value, size and reputation. In the event of an index change, the Supervisory Board may instead shift its focus to the index in which Sixt's ordinary share is managed at the time of payment.

To calculate the performance factor, the difference between Sixt's TSR and that of the MDAX is determined.

This calculation is then used to adjust the number of virtual shares allotted. With regard to the TSR performance factor, 1/3 of the allotted virtual shares are subject to adjustment. If the difference between the two TSR figures is 0, the target achievement is 100%. For a difference of -25 (threshold), the TSR target achievement is 75%. Below this threshold, the TSR target achievement is 0%.

For a difference in excess of 50, the maximum TSR target achievement is capped at 150%. Between these points, the calculation runs on a straight-line basis. As a next step, 1/3 of the allotted virtual shares are adjusted according to the degree of target achievement. If the TSR target achievement is 0%, 1/3 of the allotted virtual shares are eliminated and not paid out.

The ESG performance factor is calculated using the average achievement figure for the ESG targets determined via the STI over the vesting period (e.g., average target achievement of 100% over four years). This is intended to incentivise the ESG targets being reached over the long term as well.

This calculation is then used to once again to adjust the number of allotted virtual shares. With regard to the ESG performance factor, another 1/3 of the allotted virtual shares are subject to adjustment. If the ESG performance factor is 100%, the ESG target achievement is 100%. If the ESG performance factor is 75% (threshold), the target achievement is 75%. Below this threshold, the ESG target achievement is 0%. If the ESG performance factor reaches or exceeds 150%, the maximum ESG target achievement is capped at 150%. Between these points, the calculation runs on a straight-line basis. If the ESG target achievement is 0%, 1/3 of the allotted virtual shares are eliminated and not paid out.

Virtual ordinary shares are allotted and the LTI is paid out as follows, and under the following conditions:

- The allotment amount is set out individually in the employment contract and varies depending on the EBT figure reached in the respective financial year, presuming a minimum threshold has been reached. The number of virtual ordinary shares is determined by the allotment amount, which is capped at an individually agreed maximum amount, divided by the weighted closing price of the ordinary share in the XETRA trading system of the Frankfurt Stock Exchange during a certain reference period prior to the allotment date of the virtual ordinary shares. If a member of the Management Board is appointed during the year, the allotment is calculated on a pro rata temporis basis for each full month in office.
- After the four-year vesting period, the Supervisory Board adjusts the final number of virtual shares relating to the payment based on the process outlined above (i.e., depending on how much of the performance target is reached).

- If the member of the Management Board leaves office before the end of the vesting period, the payment is calculated after the vesting period on a pro rata basis for the time the Management Board member was in office during that period.
- The amount of the cash payment equals the number of virtual ordinary shares ultimately determined after adjustment multiplied by the weighted closing price of the ordinary shares for a certain reference period before the date of payment, up to an agreed maximum cap. At its own discretion, the Supervisory Board is authorised to issue ordinary or preference shares of Sixt SE to the member of the Management Board in place of a cash payment.

The calculations underlying the long-term share-based performance-related remuneration component are clear, transparent and simple. Linking these to the long-term share price performance and a relative comparison with MDAX companies reflects the interests of shareholders, while ensuring a sustainable corporate strategy.

5. Share ownership guidelines

The share ownership guidelines aim to align the interests of the Management Board with those of the shareholders, thereby promoting sustainable corporate governance. They are a key component of the Management Board's remuneration system. The members of the Management Board are obliged to invest the equivalent of at least 50% of their gross annual fixed remuneration in preference or ordinary shares of the Company (own investment contribution). The preference or ordinary share price at the time of purchase is relevant in this regard. The own investment contribution must be reached within five years, whereby the members of the Management Board are entitled to contribute existing shares. The shares can be held directly or indirectly. The own investment contribution may be exceeded at any time. The minimum share ownership holding period ends one year after the end of the employment contract.

6. Remuneration-related transactions

6.1 Management Board employment contract terms

The Supervisory Board complies with the requirements set out by the German Stock Corporation Act (section 84 AktG) for the appointment of members of the Management Board and the terms of Management Board employment contracts. The appointment period and contract term for new appointees to the Management Board is generally three years. Reappointments are possible for a maximum of five years. In the case of a reappointment, the term of the Management Board employment contract is extended accordingly and must be adjusted accordingly if the remuneration system is amended in the meantime. The Supervisory Board determines an age limit when considering the duration of the appointment and term of the employment contracts.

6.2 Premature termination

No commitments have been made to pay severance compensation in the event of premature termination of a Management Board member's term of office. Nevertheless, any severance compensation to be paid including any fringe benefits may not exceed the value of two annual remunerations, and is limited to the remuneration amount owed for the remaining term of the contract. In general, annual remuneration is calculated as the basic remuneration and the last STI payment.

A contractually agreed non-competition clause stipulates that if a Management Board member's term of office is terminated prematurely, any severance payment must be offset against compensation from the non-competition clause.

6.3 Change of control

No severance compensation agreements exist in the event that a Management Board member's term ends prematurely due to a change of control or a takeover offer.

6.4 Post-contractual non-competition clause

The Supervisory Board may agree to a post-contractual non-competition clause of up to two years with members of the Management Board. A monthly compensation payment is earmarked for the duration of a post-contractual non-competition agreement, against which other income can be offset. Any severance payment must be taken into account in the calculation of compensation payment in accordance with the recommendations of the German Corporate Governance Code. The Company reserves the right to unilaterally waive compliance with a post-contractual non-competition clause so as not to be obligated to pay compensation.

7. Malus and clawback

Malus and clawback provisions are additional components of the employment contracts. In the event of an intentional or grossly negligent breach of the requirements set out in section 93 of the German Stock Corporation Act (AktG) or of serious violations of legal regulations subject to administrative fines or punitive damages (compliance violations), the Supervisory Board may, at its dutiful discretion, withhold any unpaid variable remuneration components in part or in full ("**malus**"). In such cases, the Supervisory Board may also, at its dutiful discretion, reclaim any already paid variable remuneration components in part or in full ("**clawback**"). The Supervisory Board may also temporarily refuse payment if reasonable suspicion of such a violation exists.

Furthermore, the Supervisory Board may, at its dutiful discretion, reclaim any already paid variable remuneration components in part or in full if it determines such variable remuneration to have been paid out partially or entirely unjustly as a result of the payment amount having been calculated on the basis of incomplete or false information ("**performance clawback**").

Such payments may also be withheld after the Management Board member has left office and/or following the end of the Board member's employment contract. The Supervisory Board may – even after the Management Board mandate has ended – enforce a clawback up to two years after the end of the employment contract.

Furthermore, in the event of an extraordinary termination of the employment contract by the Company, any unpaid LTI and STI claims are forfeited.

8. Secondary employment and remuneration for holding office

Any paid or unpaid secondary employment requires prior approval by the Supervisory Board of Sixt SE. This also includes the assumption of public office or positions on supervisory boards, advisory committees and other similar positions as well as work on scientific panels.

For Management Board members holding office at affiliates, any remuneration shall, in principle, count towards their remuneration as a member of the Company's Management Board. The same applies to positions held at joint venture companies and those in which the Company directly or indirectly holds an equity interest of more than 20%, as well as positions within organisations and similar associations belonging to the Company based on its commercial activities.

The Supervisory Board makes decisions relating to how remuneration from external supervisory board positions shall count towards the fixed remuneration.

9. Exceptional developments

Pursuant to the recommendations of the German Corporate Governance Code, in special cases where justified, the Supervisory Board may consider exceptional developments or events within reason when determining STI and LTI target achievement.

Exceptional developments or events are deemed to exist if circumstances have occurred or are extremely likely to occur that could not have been foreseen when setting the targets for the variable remuneration components, and that have a material influence on the total remuneration of the members of the Management Board. Specifically, this may include major acquisitions, significant changes to accounting requirements, or similar events.

10. Temporary deviation

Pursuant to section 87a (2) sentence 2 of the German Stock Corporation Act (AktG), in exceptional cases, there may be temporary deviations from individual components of the described remuneration system if deemed necessary for the Company's long-term well-being. Examples include a severe economic or Company crisis.

In such a case, the Supervisory Board identifies the exception and, at the recommendation of the Remuneration Committee, determines what deviations are necessary. In doing so, the Supervisory Board must also identify the circumstances leading to the deviation. When a deviation occurs, the remuneration must continue to be aligned with the Company's long-term, sustainable performance and remain consistent with the Company's success and the performance of the Management Board member. The remuneration system components that may be deviated from are the procedure, the remuneration structure and amount, and the individual remuneration components and their relation to one another. In such cases, the Supervisory Board may also introduce new remuneration components.

The exceptional situation and any changes made must be described in the remuneration report.