

Supervisory Board committees

Nomination Committee

Pedro López Jiménez (Chairman)
José Luis del Valle Pérez
Christine Wolff

The Nomination Committee shall be responsible for suggesting suitable candidates to the Supervisory Board for its proposals to the General Shareholders' Meeting for the election of the members of the Supervisory Board. The Nomination Committee shall consist of the Chairman of the Supervisory Board and two Supervisory Board shareholder representatives. The Chairman of the Supervisory Board shall be the Chairman of the Nomination Committee.

Human Resources Committee

Pedro López Jiménez (Chairman)
Beate Bell
José Luis del Valle Pérez
Christine Wolff
Arno Gellweiler
Nicole Simons
Klaus Stümper

The Human Resources Committee shall prepare the personnel decisions for the Supervisory Board. Except for compensation regulations, the Human Resources Committee shall decide on behalf of the Supervisory Board on the conclusion, amendment and termination of employment contracts with the members of the Executive Board, on other legal transactions involving the members of the Executive Board pursuant to Section 112 of the German Stock Corporations Act (AktG), on the approval of key transactions pursuant to Point 4.3.4 Sentence 3 of the German Corporate Governance Code, on the consenting to other activities on the part of a member of the Executive Board pursuant to Section 88 of the German Stock Corporations Act (AktG) and on the consenting to other subsidiary activities, and in particular to the taking up of positions in supervisory boards or comparable supervisory bodies at companies external to the Group, on the granting of loans to the circle of individuals set out in Sections 89 and 115 of the German Stock Corporations Act (AktG) and on the consenting to contracts with members of the Supervisory Board pursuant to Section 114 of the German Stock Corporations Act (AktG). The Human Resources Committee shall regularly discuss the long-term succession planning for the Executive Board. It shall take due account of the management planning of the company in this respect.

The Human Resources Committee shall consist of the Chairman of the Supervisory Board and of three Supervisory Board shareholder representatives and three Supervisory Board employee representatives respectively. The Chairman of the Supervisory Board shall be the Chairman of the Human Resources Committee.

Audit Committee

Ángel García Altozano (Chairman)
José Luis del Valle Pérez
Patricia Geibel-Conrad

Luis Nogueira Miguelsanz
Carsten Burckhardt
Matthias Maurer
Sabine Roth
Klaus Stümper (Deputy)

The Supervisory Board establishes an Audit Committee within the meaning of Section 107 (3) Sentence 2 AktG which deals in particular with issues relating to the supervision of the accounting process, the efficiency of the internal control system, the risk management systems and the internal audit system as well as the auditing of financial statements, in particular the selection and independence of the auditor of financial statements and the performances which are additionally rendered by the auditor. The Audit Committee may issue recommendation proposals to ensure the integrity of the accounting process. The Audit Committee submits to the Supervisory Board a reasoned recommendation for the appointment of the auditor, which comprises at least two candidates if the audit engagement is put out to tender. The Audit Committee monitors the auditor's independence and concerns itself with the additional services rendered by the auditor, the issuance of the audit engagement, the determination of the key audit areas and the fee agreement. Additionally the Audit Committee deals on a regular basis with Compliance and all essential matters of sustainability and corporate responsibility.

Half-year and quarterly financial reports must be discussed by the Audit Committee together with the Executive Board prior to publication unless these reports are discussed by the Supervisory Board.

The Chairman of the Audit Committee shall have specialist knowledge and experience in the application of accounting principles and internal controlling procedures. She/He shall not be any former member of the Executive Board of the company whose term of office ended less than two years previously. The Chairman of the Supervisory Board shall not chair the Audit Committee.

The Audit Committee consists of four Supervisory Board shareholder representatives and four Supervisory Board employee representatives respectively.

Mediation Committee

Pedro López Jiménez (Chairman)
Beate Bell
Matthias Maurer
Nikolaos Paraskevopoulos

Immediately after the election of the Chairman and Deputy Chairman of the Supervisory Board, the Supervisory Board shall establish a committee to attend to the tasks set out in Section 31 (3) Sentence 1 of the German Codetermination Act (MitbestG). This committee shall consist of the Chairman of the Supervisory Board, the Deputy Chairman and two further members, of which one shall be elected with a majority of the votes cast by the Supervisory Board shareholder representatives and one shall be elected with a majority of the votes cast by Supervisory Board employee representatives.