

Symrise FactBook

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Corporate governance

Dual management system

Competencies

Executive Board responsible for managing the company's business operations in the interest of the company with a view to create sustainable value for all stakeholders.

Supervisory Board advises and oversees the Executive Board. It is involved in strategy and planning as well as all other decisions of fundamental significance to the company.

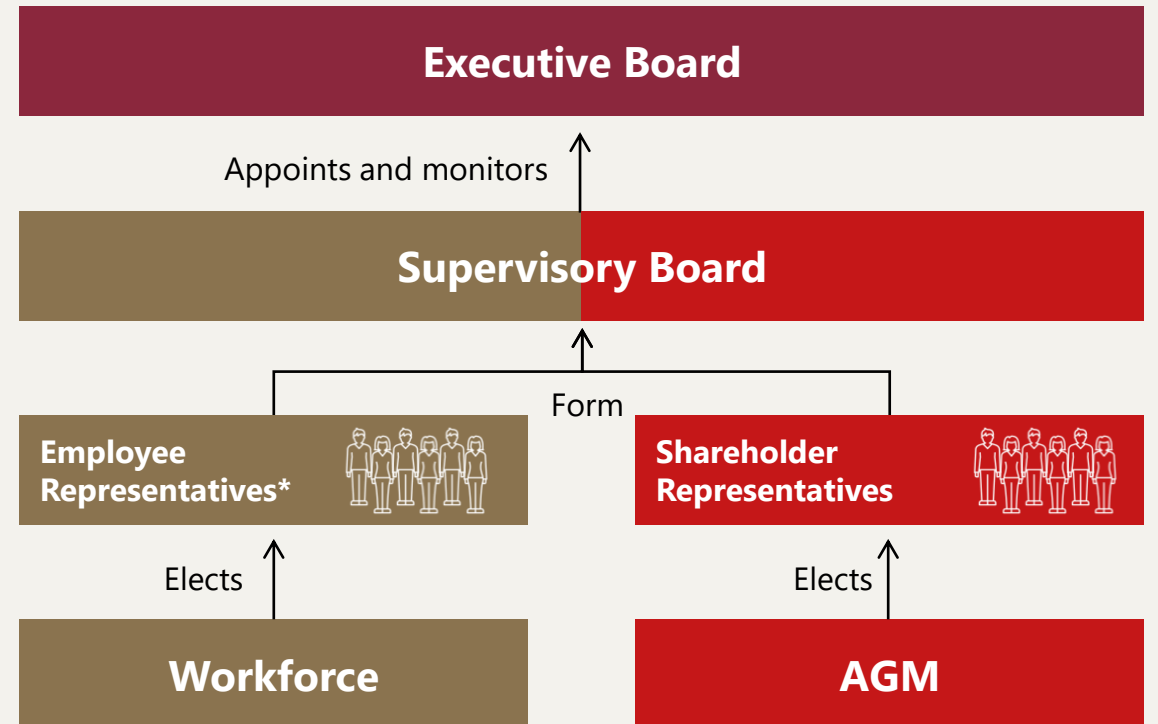
Dual Management System

Dual board in accordance with German Corporate Law (Co-determination) and Corporate Governance Codex 2020. Both bodies cooperate closely and in a spirit of trust in managing and overseeing the company.

*In accordance with the German Co-determination Act, a supervisory board with six employee representatives must include four employee representatives of the company and two union representatives.



Two-tier system



Executive Board Representatives



Dr. Heinz-Jürgen Bertram
CEO & Interim President Scent & Care
(appointed until October 2025)

- Born 18/09/1958 in Landwehr
- Degree and PhD in Chemistry in 1987
- Joined Haarmann & Reimer in 1985
- Various management positions within the company
- Board member since 2006 and CEO since 2009



Olaf Klinger
CFO
(appointed until January 2024)

- Born 09/05/1965 in Heide
- Awarded degree in business administration in 1992
- Various finance positions for other companies (e.g. Merck, AMEOS group)
- Joined Symrise in 2016 as CFO



Dr. Jean-Yves Parisot
President Taste, Nutrition & Health
(appointed until September 2024)

- Born in 07/02/1964 in Lunéville, France
- Degree in veterinary medicine & MBA HEC Paris
- Various management positions (e.g. at Air Liquide, Danisco)
- Joined the Diana group in 2009 before becoming president of Nutrition at Symrise in 2016

Age limit for the executive board: No appointment after 65th birthday
Read the Rules of Procedure for the Executive Board [here](#).

Supervisory Board Representatives



<p>Michael König * 03/09/1963 in Iserlohn CEO Nobian Industrial Chemicals B.V. Since 2020 (Chairman since 2020)</p>	<p>Harald Feist * 05/11/1962 in Stadtoldendorf Chairman of the works council and Chairman of the general works council at Symrise AG Since 2013 (Vice Chairman since 2018)</p>	<p>Ursula Buck * 24/10/1961 in Ulm Managing Director of Top Managementberatung BuckConsult Since 2016</p>	<p>Jeannette Chiarlitti * 15/03/1982 in Schoenebeck Deputy Regional Head of IG BCE for the North region Since 2016</p>
<p>André Kirchhoff * 20/08/1965 in Stadtoldendorf Independent member of the works council at Symrise AG Since 2016</p>	<p>Bernd Hirsch * 24/07/1970 in Ellwangen CFO COFRA AG Since 2018</p>	<p>Dr. Jakob Ley * 01/03/1967 in Bonn Director Research Biobased Ingredients Research & Technology Taste, Nutrition & Health at Symrise AG Since 2021</p>	<p>Horst-Otto Gerberding * 08/07/1952 in Goettingen Owner and Chairman of the Advisory Board of Gottfried Friedrichs GmbH & Co. KG Since 2006</p>
<p>Prof. Dr. Andrea Pfeifer * 26/09/1957 in Munich CEO AC Immune S.A. Since 2011</p>	<p>Andrea Püttcher * 04/10/1977 in Holzminden Vice Chairperson of the works council and Vice Chairperson of the general works council at Symrise AG Since 2018</p>	<p>Peter Vanacker * 11/03/1966 in Wervik (Belgium) President & CEO NESTE Corp. Since 2020</p>	<p>Peter Winkelmann * 17/10/1958 in Wuppertal Regional Head, IG BCE District South Lower Saxony 2006 – 2011 and since 2014</p>

The maximum term of office for a
Supervisory Board member is

four years

and must end at the conclusion of the
AGM following the member's

70th birthday.

The maximum limit for membership in the
Supervisory Board is four terms of office.

Read the Rules of Procedure for the
Supervisory Board [here](#).

Supervisory Board

Committees and its members



Personnel Committee

Responsible for matters pertaining to the Executive Board including the appointment of new members, succession planning and the development of the remuneration system.

Members

Michael König · Chairman

Harald Feist

Horst-Otto Gerberding

Dr. Jakob Ley

Prof. Dr. Andrea Pfeifer

Peter Winkelmann

Auditing Committee

Focuses on matters relating to the annual financial statements including monitoring of the accounting process, effectiveness of the internal controlling and risk management system and independence of the auditor.

Members

Bernd Hirsch · Chairman

Ursula Buck

Jeannette Chiarlitti

Harald Feist

Michael König

Andrea Püttcher

Arbitration Committee

Makes a proposal in case no two-third majority is reached for the appointment or the cancellation of an appointment of Executive Board members.

Members

Michael König · Chairman

Ursula Buck

Harald Feist

André Kirchhoff

Nominations Committee

Recommends suitable candidates to represent shareholders when new Supervisory Board elections are coming up.

Members

Michael König · Chairman

Horst-Otto Gerberding

Prof. Dr. Andrea Pfeifer



Supervisory Board

Six experienced shareholder representatives



Michael König

(*1963)
Graduate Engineer in
Chemical Process
Engineering, Univ.
Dortmund

CEO
Nobian Industrial
Chemicals B.V.

Expert in Chemistry,
ESG and broad
international expertise
in Asia, especially China



Bernd Hirsch

(*1970)
Degree in Business
Economics, University of
Würzburg

CFO
COFRA AG

Expert in Finance
(profound knowledge of
internal company
processes) and IT



Ursula Buck

(*1961)
Degree in Business
Economics, University of
Augsburg

Managing Director
of Top Management-
beratung BuckConsult

Expert in Fragrances,
fast-moving consumer
goods industry, brands
and brand
communication



Prof. Dr. Andrea Pfeifer

(*1957)
PhD in Toxicology, Univ.
Würzburg; habilitation
University of Lausanne

CEO
AC Immune S.A.

Expert in Life Science
and Bio-Technology,
especially Nutrition and
consumer health



Horst-Otto Gerberding

(*1952)
Degree in Business
Administration, Western
Washington University,
USA

Owner and Chairman of
the Advisory Board of
Gottfried Friedrichs
GmbH & Co. KG

Expert in the F&F
industry with profound
inside knowledge of
Symrise



Peter Vanacker

(*1966)
MSc. Chemical
Engineering, University
of Gent

President & CEO
Neste Corp.

Expert in green
chemistry, ESG, lean
processing, cyber
security, and broad
international expertise
esp. Americas

Read the supervisory board members' full CVs [here](#).

Supervisory Board

Competence matrix shareholder representatives



Role		Competences										Diversity criteria			
Independency	Initial election	General management / corp. governance	Food & flavor industry expertise	Fragrance industry expertise	Financial expert	Risk management	International experience	Innovation / R&D management	Executive position	IT & IT security expertise	ESG expertise	Year of birth	Nationality	Gender	
Ursula Buck	Yes	2016	✓	✗	✓	○	✓	✓	✓	✓	✗	○	1961	German	F
Horst-Otto Gerberding	Yes	2006	✓	✓	✓	○	✗	✓	○	✓	✗	○	1952	German	M
Bernd Hirsch	Yes	2018	✓	○	○	✓	✓	✓	○	✓	✓	○	1970	German	M
Michael König (Chairman)	Yes	2020	✓	○	✗	✓	✓	✓	○	✓	○	✓	1963	German	M
Prof. Dr. Andrea Pfeifer	Yes	2011	✓	✓	○	✓	✓	✓	✓	✓	○	○	1957	Swiss + German	F
Peter Vanacker	Yes	2020	✓	○	○	✓	✓	✓	✓	✓	✓	✓	1966	Belgian + German	M

Executive Board

New remuneration system 2022 compared to remuneration system 2021



Aspect	Adjustment	Reason for adjustment
Remuneration structure	<ul style="list-style-type: none"> • New target remuneration structure: <ul style="list-style-type: none"> – Fixed remuneration: 30% (previously 35%) – Short-term incentive: 30% (previously 30%) – Long-term incentive: 40% (previously 35%) 	<ul style="list-style-type: none"> • Even stronger focus on the company's long-term development • Strengthening the pay-for-performance link of the remuneration system
Short-term incentive	<ul style="list-style-type: none"> • Specification of the financial performance criteria and their weighting: <ul style="list-style-type: none"> – organic net sales growth (30%) – EBITDA margin (30%) – business free cash flow as % of sales (20%) 	<ul style="list-style-type: none"> • Reduced complexity due to the reduction of financial performance criteria • Significant increase in transparency as concrete financial performance criteria and weightings are determined in the remuneration system and disclosed
Long-term incentive	<ul style="list-style-type: none"> • Use of performance share plan (previously performance cash plan) • Performance period extended from three to four years • Earnings per share and ESG goals included as performance criteria in addition to relative TSR (previously only relative TSR) • No accelerated vesting in case of change of control 	<ul style="list-style-type: none"> • Stronger link to the share price development of Symrise • Increased alignment with wider shareholder and stakeholder interests • Stronger long-term orientation • Increased focus on profitability and sustainability • Alignment with German Corporate Governance Code recommendations
Other contractual aspects	<ul style="list-style-type: none"> • Maximum remuneration at €5.2 million for CEO and €3.4 million for ordinary Executive Board members • Decreased severance pay cap from three to two years (also in case of change of control), still limited to remaining term • Offsetting of termination benefits against waiting allowance 	<ul style="list-style-type: none"> • Level of maximum remuneration in line with market practice • Alignment with German Corporate Governance Code recommendations and consideration of best practice

Remuneration System

Non-performance-related components



Remuneration component		Assessment basis/ parameters
Non-performance-related (30%)*	Fixed remuneration	<ul style="list-style-type: none"> Contractually agreed fixed amount, which will as a rule be paid out in twelve equal monthly amounts
	Supplementary payments	<ul style="list-style-type: none"> Supplementary payments in the form of fringe benefits, in particular: <ul style="list-style-type: none"> – Company car, including for private use – Contributions to a group accident insurance policy (death/invalidity) – Employer contribution to social security For persons joining Symrise, in some cases payments compensating for forfeiture of variable remuneration from a previous employer or other financial disadvantages
	Retirement provision	<ul style="list-style-type: none"> No company-funded pension plan for Executive Board members Ability to accumulate deferred compensation retirement benefits through salary conversion There may be some individual contractual pension commitments due to previous employment relationships with the company

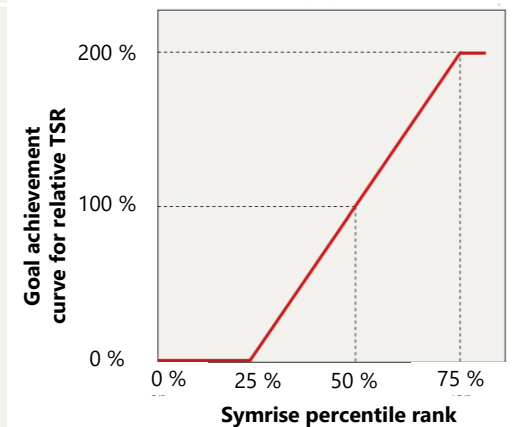
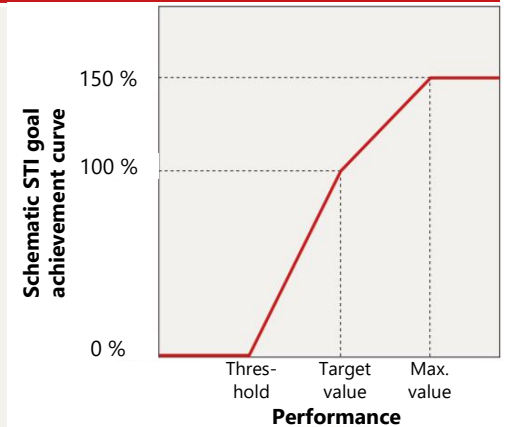
* Of target direct remuneration

Remuneration System

Performance-related components



Remuneration component		Assessment basis/ parameters
Performance-related (70%)*	Short-term incentive (STI) (30%)*	<ul style="list-style-type: none"> Type: Target bonus Term: one year Performance criteria: <ul style="list-style-type: none"> – Financial criteria: net sales growth (30 %), EBITDA margin (30 %) and business free cash flow (20 %) – Non-financial criteria (20 %) ESG goals and strategic goals Cap: 150 % of the target amount Payment form: cash No special bonuses
	Long-term incentive (LTI) (40%)*	<ul style="list-style-type: none"> Type: performance share plan (annual tranches) Term: four years Performance criteria: <ul style="list-style-type: none"> – Financial criteria: relative TSR (40 %) and EPS (40 %) – Non-financial criteria (20 %) ESG goals Cap: 200 % of the target amount Payment form: cash or shares



* Of target direct remuneration

Remuneration System

Peer group and ESG/ strategic goals example



Peer Group

Relative TSR – peer group			
Beiersdorf	Givaudan	LANXESS	CHR Hansen
Henkel	Novozymes	Croda	IFF
Südzucker	DSM	Kerry Group	Wacker Chemie
Evonik	KWS		

Other contractual aspects	
<p>Malus & Clawback</p> <p>Keeping state-of-the-art performance and compliance malus & clawback provisions for variable remuneration</p>	<p>Ensuring regulatory conformity</p>
<p>Maximum remuneration</p> <p>Determination of maximum remuneration (CEO: €5.2 million and Ordinary Board Members: €3.5 million)</p>	
<p>Severance payments</p> <p>Severance payments are limited to a maximum of two years' remuneration or the remaining term of the contract (also in case of change of control)</p>	
<p>Offset of severance payments</p> <p>Severance payments are offset against compensation for postemployment noncompete clause</p>	



Authorized and Conditional Capital

Authorization to issue up to 40.56m shares

