Corporate Governance Presentation
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.
Executive Board

Representatives

Dr. Heinz-Jürgen Bertram  
CEO & Interim President Scent & Care  
(appointed until October 2022)
- 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

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 Flavor & Nutrition  
(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.

Updated 01/04/2021.
Supervisory Board

Representatives

Updated 30/08/2021.

<table>
<thead>
<tr>
<th>Name</th>
<th>Date of Birth</th>
<th>Place of Birth</th>
<th>Current Role</th>
<th>Since</th>
</tr>
</thead>
<tbody>
<tr>
<td>Michael König</td>
<td>03/09/1963</td>
<td>Iserlohn</td>
<td>CEO Elkem ASA</td>
<td>2020</td>
</tr>
<tr>
<td>Ursula Buck</td>
<td>24/10/1961</td>
<td>Ulm</td>
<td>Managing Director Top Management Consulting</td>
<td>2016</td>
</tr>
<tr>
<td>Harald Feist</td>
<td>05/11/1962</td>
<td>Stadoldendorf</td>
<td>Chairman Works Council (Vice Chairman since 2018)</td>
<td></td>
</tr>
<tr>
<td>André Kirchhoff</td>
<td>20/08/1965</td>
<td>Stadoldendorf</td>
<td>Independent Member Works Council</td>
<td>2016</td>
</tr>
<tr>
<td>Horst-Otto Gerberding</td>
<td>08/07/1952</td>
<td>Goettingen</td>
<td>Managing Partner Gottfried Friedrichs GmbH &amp; Co. KG</td>
<td>2006</td>
</tr>
<tr>
<td>Bernd Hirsch</td>
<td>24/07/1970</td>
<td>Ellwangen</td>
<td>CFO COFRA Holding AG</td>
<td>2018</td>
</tr>
<tr>
<td>Jeannette Chiarlitti</td>
<td>15/03/1982</td>
<td>Schoenebeck</td>
<td>IG BCE Trade Union Secretary for the North Region</td>
<td>2016</td>
</tr>
<tr>
<td>André Kirchhoff</td>
<td>20/08/1965</td>
<td>Stadoldendorf</td>
<td>Independent Member Works Council</td>
<td>2016</td>
</tr>
<tr>
<td>Prof. Dr. Andrea Pfeifer</td>
<td>26/09/1957</td>
<td>Munich</td>
<td>CEO AC Immune S.A.</td>
<td>2011</td>
</tr>
<tr>
<td>Peter Vanacker</td>
<td>11/03/1966</td>
<td>Wervik (Belgium)</td>
<td>President &amp; CEO Neste Corp.</td>
<td>2020</td>
</tr>
<tr>
<td>Andrea Pütchter</td>
<td>04/10/1977</td>
<td>Holzminden</td>
<td>Vice Chairperson Works Council</td>
<td>2018</td>
</tr>
<tr>
<td>Peter Winkelman</td>
<td>17/10/1958</td>
<td>Wuppertald</td>
<td>Regional Head of the IG BCE district Alfeld</td>
<td>2006-2011 and since 2014</td>
</tr>
<tr>
<td>Dr. Jakob Ley</td>
<td>01/03/1967</td>
<td>Bonn</td>
<td>Director Research Biobased Ingredients Res. &amp; Tech. F&amp;N</td>
<td>2021</td>
</tr>
</tbody>
</table>

The maximum term of office for a Supervisory Board member is five 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](#).

- **Employee representatives.**
- **Shareholder representatives.**
### Supervisory Board Committees and its members

Updated 30/08/2021.

<table>
<thead>
<tr>
<th>Personnel Committee</th>
<th>Auditing Committee</th>
<th>Arbitration Committee</th>
<th>Nominations Committee</th>
</tr>
</thead>
<tbody>
<tr>
<td>Responsible for matters pertaining to the Executive Board including the appointment of new members, succession planning and the development of the remuneration system.</td>
<td>Focuses on matters relating to the annual financial statements including monitoring of the accounting process, effectiveness of the internal control ling and risk management system and independence of the auditor.</td>
<td>Makes a proposal in case no two-third majority is reached for the appointment or the cancellation of an appointment of Executive Board members.</td>
<td>Recommends suitable candidates to represent shareholders when new Supervisory Board elections are coming up.</td>
</tr>
</tbody>
</table>

#### Members

**Personnel Committee**
- Michael König (Chairman)
- Harald Feist
- Horst-Otto Gerberding
- Dr. Jakob Ley
- Prof. Dr. Andrea Pfeifer
- Peter Winkelmann

**Auditing Committee**
- Bernd Hirsch (Chairman)
- Ursula Buck
- Harald Feist
- Jeannette Chiarlitti
- Michael König
- Andrea Pütcher

**Arbitration Committee**
- Michael König (Chairman)
- Ursula Buck
- Harald Feist
- André Kirchhoff

**Nominations Committee**
- Michael König (Chairman)
- Horst-Otto Gerberding
- Prof. Dr. Andrea Pfeifer

- Employee representatives.
- Shareholder representatives.
## Supervisory Board

**Six experienced shareholder representatives**

<table>
<thead>
<tr>
<th>Name</th>
<th>Image</th>
<th>Experience</th>
</tr>
</thead>
</table>
CEO Elkem ASA  
Expert in Chemistry, ESG and broad international expertise in Asia, especially China |
| Ursula Buck (*1961)         | ![Ursula Buck] | Degree in Business Economics, University of Augsburg  
Managing Director of BuckConsult  
Expert in Fragrances, fast-moving consumer goods industry, brands and brand communication |
| Horst-Otto Gerberding (*1952) | ![Horst-Otto Gerberding] | Degree in Business Administration, Western Washington University, USA  
Owner and Chairman of Gottfried Friedrichs GmbH & Co. KG  
Expert in the F&F industry with profound inside knowledge of Symrise |
| Bernd Hirsch (*1970)        | ![Bernd Hirsch] | Degree in Business Economics, University of Würzburg  
CFO COFRA Holding AG  
Expert in Finance (profound knowledge of internal company processes) and IT |
| Prof. Dr. Andrea Pfeifer (*1957) | ![Prof. Dr. Andrea Pfeifer] | 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 |
| Peter Vanacker (*1966)      | ![Peter Vanacker] | 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 candidates’ full CVs [here](#).  
For more information on governance topics, read our Corporate Governance Presentation [here](#).  

*Updated 05/05/2021.*
### Supervisory Board

**Competence matrix shareholder representatives**

Updated 05/05/2021.

<table>
<thead>
<tr>
<th>Role</th>
<th>Competences</th>
<th>Diversity criteria</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
<td>Year of birth</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Nationality</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Gender</td>
</tr>
<tr>
<td></td>
<td>Initial election</td>
<td></td>
</tr>
<tr>
<td></td>
<td>Indepency</td>
<td></td>
</tr>
</tbody>
</table>

#### Competences

- **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**

#### Diversity criteria

- **Year of birth**
- **Nationality**
- **Gender**

<table>
<thead>
<tr>
<th>Name</th>
<th>Role</th>
<th>Indepency</th>
<th>Initial election</th>
<th>General management / corp. governance</th>
<th>Food &amp; flavor industry expertise</th>
<th>Fragrance industry expertise</th>
<th>Financial expert</th>
<th>Risk management</th>
<th>International experience</th>
<th>Innovation / R&amp;D management</th>
<th>Executive position</th>
<th>IT &amp; IT security expertise</th>
<th>ESG expertise</th>
<th>Year of birth</th>
<th>Nationality</th>
<th>Gender</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ursula Buck</td>
<td>Yes</td>
<td>2016</td>
<td>✓</td>
<td>✓</td>
<td>x</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>x</td>
<td>O</td>
<td>1961</td>
<td>German</td>
<td>F</td>
</tr>
<tr>
<td>Horst-Otto Gerberding</td>
<td>Yes</td>
<td>2006</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>x</td>
<td>✓</td>
<td>✓</td>
<td>O</td>
<td>1952</td>
<td>German</td>
<td>M</td>
</tr>
<tr>
<td>Bernd Hirsch</td>
<td>Yes</td>
<td>2018</td>
<td>✓</td>
<td>✓</td>
<td>O</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>O</td>
<td>1970</td>
<td>German</td>
<td>M</td>
</tr>
<tr>
<td>Michael König (Chairman)</td>
<td>Yes</td>
<td>2020</td>
<td>✓</td>
<td>✓</td>
<td>O</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>O</td>
<td>1963</td>
<td>German</td>
<td>M</td>
</tr>
<tr>
<td>Prof. Dr. Andrea Pfeifer</td>
<td>Yes</td>
<td>2011</td>
<td>✓</td>
<td>✓</td>
<td>O</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>O</td>
<td>1957</td>
<td>Swiss + German</td>
<td>F</td>
</tr>
<tr>
<td>Peter Vanacker</td>
<td>Yes</td>
<td>2020</td>
<td>✓</td>
<td>✓</td>
<td>O</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>✓</td>
<td>O</td>
<td>1966</td>
<td>Belgian + German</td>
<td>M</td>
</tr>
</tbody>
</table>

In accordance with C.I.C.1 of the German Corporate Governance Code 2020.

✓ = Expert, O = Competent, x = Familiar.

F = Female, M = Male.
Executive Board
Remuneration system at a glance

Updated 05/05/2021.

**Long-term variable component**
(equivalent to 35% of the target total remuneration)

- Revolving variable cash remuneration based on total shareholder return performance over a three-year period
- Performance is measured against an index of selected listed F&F firms and suppliers in the food and cosmetics industry
  - **Threshold:** ≥ 25% than peer group for the incentive plans 2019–2021, 2020–2022 and 2021-2023
  - **Cap:** 200%

**Annual variable component**
(equivalent to 30% of the target total remuneration)

- Annual cash bonus based on the achievement of financial absolute goals (i.e. sales, EBITDA, EPS), financial margin goals (i.e. EBITDA margin, BFCF) and qualitative goals
  - **Thresholds:** 85% of total STI (85% of absolute goals; 96% of margin goals; 50% of qualitative goals)
  - **Cap:** 150% of agreed annual bonus (150% for absolute goals; 105% for margin goals; 100% for qualitative goals)

**Fixed remuneration and supplementary payments**
(equivalent to 35% of the target total remuneration)

- Base salary paid out in equal monthly payments
- Supplementary payments include non-monetary benefits e.g. use of company car, payments for insurance

As a result of the Act Implementing the Second Shareholders’ Rights Directive (ARUG II), the AGM will resolve on the approval of the remuneration system for the Executive Board members whenever there is a significant change to the compensation system, but at least every four years.

Last ‘Say on Pay’ approval at AGM 2021.

New Executive Board employment contracts are subject to a malus and clawback provision, as established by resolution of the Supervisory Board in the 2020 fiscal year.
### Authorized and Conditional Capital

**Authorization to issue up to 40.56m shares**

*Updated 26/08/2021.*

<table>
<thead>
<tr>
<th>Authorized Capital</th>
<th>Conditional Capital</th>
</tr>
</thead>
<tbody>
<tr>
<td>9 Authorized and Conditional Capital</td>
<td><strong>Authorization to issue up to 40.56m shares</strong></td>
</tr>
<tr>
<td><strong>with subscription rights</strong></td>
<td><strong>with subscription rights</strong></td>
</tr>
<tr>
<td>contribution in cash and/or in kind</td>
<td>contribution in cash and/or in kind</td>
</tr>
<tr>
<td>up to EUR 25,000,000 i.e. 25m shares until May 21, 2024</td>
<td>up to EUR 4,356,000, i.e. 4.356m shares (convertible bond issued 2017, conversion period ends on September 27, 2021*) and up to EUR 15,560,000, i.e. 15.56m shares (conditional capital 2019)</td>
</tr>
</tbody>
</table>

*On 26 August 2021, Symrise AG has resolved to redeem the convertible bonds due 2024 pursuant to §6 (3) of the terms and conditions of the convertible bonds.*

*Thereof available as of Dec 31, 2020*

- EUR 25,000,000, i.e. 25m shares until May 21, 2024
- EUR 15,560,000, i.e. 15.56m shares until May 21, 2024