

**f) Summary of severance payments for members of the Executive Management Board due to the exercise of a special right of termination (change of control)**

**SUMMARY OF SEVERANCE PAYMENTS DUE TO THE EXERCISE OF A SPECIAL RIGHT OF TERMINATION**

EXECUTIVE MANAGEMENT BOARD	TERMINATED BY:	RIGHT TO A SEVERANCE PAYMENT OF	CAPS
Prof. Dolores Schendel, Chief Executive Officer	Company	<ol style="list-style-type: none"> <li>1. Gross remuneration (fixed component) until the regular end of the agreement</li> <li>2. Pro rata share of bonus (excluding stock options) until the regular end of the agreement, and</li> <li>3. 2.5 times the annual remuneration (excluding stock options)</li> </ol>	3.0 times the annual remuneration (fixed remuneration plus bonus)
	Executive Management Board	<ol style="list-style-type: none"> <li>1. 3.0 times the annual remuneration (fixed remuneration plus bonus) for each full year of service, but</li> <li>2. At least 12 gross monthly amounts (lower limit)</li> </ol>	3.0 times the annual remuneration (fixed remuneration plus bonus)
Dr. Kai Pinkernell (since April 1, 2018)	Company	<ol style="list-style-type: none"> <li>1. Gross remuneration (fixed component) until the regular end of the agreement</li> <li>2. Pro rata share of bonus (excluding stock options) until the regular end of the agreement, and</li> <li>3. 2.5 times the annual remuneration (excluding stock options)</li> </ol>	3.0 times the annual remuneration (fixed remuneration plus bonus)
	Executive Management Board	<ol style="list-style-type: none"> <li>1. 3.0 times the annual remuneration (fixed remuneration plus bonus) for each full year of service, but</li> <li>2. At least 12 gross monthly amounts (lower limit)</li> </ol>	3.0 times the annual remuneration (fixed remuneration plus bonus)
Axel Sven Malkomes (since April 1, 2019)	Company	<ol style="list-style-type: none"> <li>1. Gross remuneration (fixed component) until the regular end of the agreement</li> <li>2. Pro rata share of bonus (excluding stock options) until the regular end of the agreement, and</li> <li>3. 2.5 times the annual remuneration (excluding stock options)</li> </ol>	3.0 times the annual remuneration (fixed remuneration plus bonus)
	Executive Management Board	<ol style="list-style-type: none"> <li>1. 3.0 times the annual remuneration (fixed remuneration plus bonus) for each full year of service, but</li> <li>2. At least 12 gross monthly amounts (lower limit)</li> </ol>	3.0 times the annual remuneration (fixed remuneration plus bonus)

The following table presents the benefits contained in the remuneration of the members of the Executive Management Board, which amounted to €1,557 k in 2019 (2018: €1,689 k).

#### REMUNERATION OF THE EXECUTIVE MANAGEMENT BOARD – BENEFITS GRANTED

IN € K	PROF. DOLORES J. SCHENDEL		DR. KAI PINKERNELL		AXEL SVEN MALKOMES		FORMER MEMBERS OF THE EXECUTIVE MANAGEMENT BOARD	
	CHIEF EXECUTIVE OFFICER		MEMBER OF THE EXECUTIVE MANAGEMENT BOARD		MEMBER OF THE EXECUTIVE MANAGEMENT BOARD			
	SINCE 2/1/2016 (MEMBER OF THE BOARD SINCE 5/1/2014)		SINCE 4/1/2018		SINCE 4/1/2019			
	2019	2018	2019	2018	2019	2018	2019	2018
Fixed remuneration	350	334	300	225	225	0	0	264
Fringe benefit <sup>1)</sup>	0	0	31	24	48	0	0	62
<b>Total</b>	<b>350</b>	<b>334</b>	<b>331</b>	<b>249</b>	<b>273</b>	<b>0</b>	<b>0</b>	<b>326</b>
Variable performance-based components <sup>2)</sup>	94	120	90	90	68	0	0	194
<b>Total</b>	<b>444</b>	<b>454</b>	<b>421</b>	<b>339</b>	<b>341</b>	<b>0</b>	<b>0</b>	<b>520</b>
Variable components in the form of stock options								
Number of stock options in the year	15,000	20,000	12,500	17,500	65,000	0	0	20,000
Fair value	43	114	36	100	272	0	0	162
<b>Total</b>	<b>487</b>	<b>568</b>	<b>457</b>	<b>439</b>	<b>613</b>	<b>0</b>	<b>0</b>	<b>682</b>

<sup>1)</sup> The fringe benefits paid to members of the Executive Management Board include co-payments to pension plans of €53 k (2018: €42 k), leased company cars of €7 k (2018: €9 k), accommodation subsidies of €12 k (2018: €0 k) and expenses for the cost of maintaining dual households of €7 k (2018: €35 k).

<sup>2)</sup> Including an annual bonus on the basis of the accruals for 2019/2018 (without discounting) and a 100% payout based upon an estimated target achievement of 60%/80% in 2019 and 80% in 2018.

The following table presents the remuneration paid to the members of the Executive Management Board, which amounted to €1,336 k in the 2019 fiscal year (2018: €1,356 k).

#### REMUNERATION OF THE EXECUTIVE MANAGEMENT BOARD - PAYMENTS MADE

IN € K	PROF. DOLORES J. SCHENDEL		DR. KAI PINKERNELL		AXEL SVEN MALKOMES		FORMER MEMBERS OF THE EXECUTIVE MANAGEMENT BOARD	
	CHIEF EXECUTIVE OFFICER		MEMBER OF THE EXECUTIVE MANAGEMENT BOARD		MEMBER OF THE EXECUTIVE MANAGEMENT BOARD			
	SINCE 2/1/2016 (MEMBER OF THE BOARD SINCE 5/1/2014)		SINCE 4/1/2018		SINCE 4/1/2019			
	2019	2018	2019	2018	2019	2018	2019	2018
Fixed remuneration	350	334	300	225	225	0	0	264
Fringe benefit <sup>3)</sup>	0	0	31	24	48	0	0	62
<b>Total</b>	<b>350</b>	<b>334</b>	<b>331</b>	<b>249</b>	<b>273</b>	<b>0</b>	<b>0</b>	<b>326</b>
Variable performance-based components								
thereof for 2018 <sup>4)</sup>	61	0	54	0	0	0	98	44
thereof for 2017 <sup>4)</sup>	0	91	0	0	0	0	0	174
thereof for 2015 <sup>5)</sup>	51	0	0	0	0	0	118	0
thereof for 2014 <sup>5)</sup>	0	31	0	0	0	0	0	107
<b>Total</b>	<b>112</b>	<b>122</b>	<b>54</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>216</b>	<b>325</b>
<b>Total remuneration paid out</b>	<b>462</b>	<b>456</b>	<b>385</b>	<b>249</b>	<b>273</b>	<b>0</b>	<b>216</b>	<b>651</b>

<sup>3)</sup> Fringe benefits paid to members of the Executive Management Board include pension expenses and leased of company cars, accommodation allowance and the cost of maintaining dual households.

<sup>4)</sup> Corresponds to 50% and 65% of the variable components of the respective previous year

<sup>5)</sup> Corresponds to 35% of the variable components in 2015/2014 plus interest

The members of the Executive Management Board do not hold any positions on comparable governing or supervisory boards and/or similar bodies.

## (49) Supervisory Board

### a) Supervisory Board remuneration

Supervisory Board remuneration amounted to €210 k in 2019 (2018: €197 k). The total remuneration paid to the members of the Supervisory Board comprised fixed remuneration as well as attendance fees. In addition, expenses were reimbursed. The greater scope of activities of the Chairman of the Supervisory Board and his deputy is taken into account and accordingly reflected by higher remuneration. Details regarding the subscription rights of members of the Supervisory Board and Executive Management Board are provided in → note (50) on p. 93. No advances were paid to members of the Supervisory Board and Executive Management Board.

SUPERVISORY BOARD REMUNERATION 2019		
SUPERVISORY BOARD MEMBERS	FIXED REMUNERATION IN € K	MEETING FEES IN € K
Dr. Gerd Zettlmeissl (Chairman since May 23, 2019)	26	13
Prof. Horst Domdey, co-founder (Chairman until May 22, 2019)	22	11
Antoinette Hiebeler-Hasner	24	11
Dr. Frank Mathias	16	11
Dr. Keith Manchester	16	7
Yita Lee, PhD	16	10
Ronald Scott	16	11
<b>Total</b>	<b>136</b>	<b>74</b>

### b) Supervisory Board members of Medigene AG

The Supervisory Board of the Company had seven members as at December 31, 2019. On May 22, 2019, the Annual General Meeting elected all of the members to the Supervisory Board anew, as all of the terms of the incumbent members had expired. The following members were proposed by the Nominations Committee and the Remuneration Committee and elected onto the Supervisory Board, each in individual motions: Dr. Gerd Zettlmeissl (Chair of the Supervisory Board), Antoinette Hiebeler-Hasner (Deputy Chair of the Supervisory Board), Prof. Horst Domdey, Dr. Yita Lee, Ronald Scott, Dr. Keith Manchester and Dr. Frank Mathias.

The term of all members of the Supervisory Board commenced upon the close of the Annual General Meeting on May 22, 2019. The terms of Dr. Yita Lee and Prof. Horst Domdey expire upon the close of that Annual General Meeting that ratifies the results of the first fiscal year following the commencement of their term of office, in other words the 2020 Annual General Meeting. The terms of Ronald Scott and Dr. Gerd Zettlmeissl expire upon the close of that Annual General Meeting that ratifies the results of the second fiscal year following the commencement of their term of office, in other words the 2021 Annual General Meeting. The terms of Antoinette Hiebeler-Hasner, Dr. Keith Manchester and Dr. Frank Mathias expire upon the close of that Annual General Meeting that ratifies the results of the third fiscal year following the commencement of their term of office, in other words the 2022 Annual General Meeting.