UPDATE TO VISCOM AG'S DECLARATION OF COMPLIANCE

On 26 February 2021, in accordance with Section 161 AktG, the Executive Board and Supervisory Board of Viscom AG declared compliance with the recommendations of the Government Commission on the German Corporate Governance Code, stating that the remuneration system would be revised and adapted.

In accordance with Section 87a(1) Sentence 1 AktG, the Supervisory Board has now resolved on the remuneration system for the Executive Board members.

Given the new remuneration system, the Executive Board and Supervisory Board declare that, in addition to the deviations described in the declaration of 26 February 2021, the following recommendations of the German Corporate Governance Code in the version dated 16 December 2019 ***(the Code)*** are also not applied.

1. Deviation from the concept of target total remuneration that is different from the maximum remuneration with the definition of annual targets and share-based remuneration (deviation from G.1 bullet points 1 & 3, G.2, G.7, G.10 of the Code).

After detailed discussion, the Supervisory Board has decided largely to retain the previous remuneration system and to augment it with ESG criteria. The Executive Board members are remunerated according to a clear, transparent and appropriate remuneration system, whereby the annual total remuneration including additional benefits for each Executive Board member is limited to EUR 450,000.00 (maximum remuneration). The total variable remuneration components (Bonus I and Bonus II) are also capped at 100 % of fixed annual gross remuneration of currently EUR 208,000.00 (relative cap). The performance criteria for the determination of variable remuneration (consolidated EBIT; long-term consolidated EBIT; employee turnover; energy consumption) are specifically defined in figures for the entire duration of employment in the new remuneration system and the Executive Board contracts to be concluded on this basis.

In this context, the Supervisory Board does not define any separate "target total remuneration" that depends on the achievement of annually defined performance criteria (deviation from G.1 bullet point 1, G.7 of the Code). Accordingly, the relative shares of the remuneration components in the remuneration system are also defined in relation to each other or to the total remuneration on achievement of the relative cap and not in relation to target total remuneration (cf. G.1 bullet point 3 of the Code). Likewise, the Supervisory Board does not define "target total remuneration" on the basis of the remuneration system, but rather the fixed remuneration and the resulting cap in total remuneration due to the relative cap on variable remuneration. This is appropriate to the Executive Board member's own tasks and performance as well as to the enterprise's overall situation and performance and does not exceed the usual level of remuneration without specific reasons (cf. G.2 of the Code). As declared and explained on 26 February 2021, remuneration is not granted in shares or in share-based form only accessible to the Executive Board member after a period of four years (deviation from G.10 of the Code).

In the Supervisory Board's opinion, the retention of the previous remuneration system as against the Code's model has the advantage of clarity, simplicity and continuity. The remuneration model systematically precludes short-term disincentives and conflicts of interest due to the restrictive maximum remuneration, the relative cap and pre-defined numerical performance criteria that are specifically determined in the remuneration system, i.e. presented to the Annual General Meeting. At the same time, the simple design of the remuneration system avoids a hidden upward spiral.

2. Long-term targets do not exceed short-term targets (deviation from G.6 of the Code). Overall, the Supervisory Board is of the opinion that the variable remuneration components provide both a long-term and positive forward-looking incentive effect.

The variable remuneration comprises firstly a remuneration component calculated according to the year's consolidated EBIT (Bonus I) and secondly long-term variable remuneration based on a three-year period (Bonus II), which individually and together are limited to the amount of the fixed remuneration. 60 % of Bonus II is calculated on the basis of average consolidated EBIT for the last three years in conjunction with the achievement of a defined minimum average EBIT over the assessment period and positive EBIT in the past financial year. The (lowest possible) employee turnover in the three-year assessment period and the (lowest possible) energy consumption of Viscom AG each contribute 20 % of Bonus II. In abstract terms, Bonus I and Bonus II are limited to the same amount, so neither can exceed the other (deviation from G.6 of the Code).

The Executive Board and Supervisory Board are nevertheless of the opinion that, even with this variable remuneration structure, the Executive Board must always keep the long-term success of its activities in mind. Initially, the restrictive limit of the amount of variable remuneration prevents short-term disincentives and in particular precludes disproportionate remuneration for extraordinary (non recurring) events. Even in the event of good business performance, the Executive Board is generally reliant on the long-term remuneration component in order to consistently achieve the total possible variable remuneration. The Executive Board can only expect to receive Bonus II as at the end of the respective three-year period if average EBIT develops positively during this period. The aim of sustainable long-term EBIT at the same time as low employee turnover and low energy consumption rewards strategic targets with a long-term and forward-looking positive effect on the development of the company.

Overall, therefore, the remuneration structure has a positive forward-looking incentive effect that is oriented towards the company's sustainable and long-term development.

The declaration of 26 February 2021 otherwise remains unaffected.

Hanover, 19 April 2021

The Executive Board The Supervisory Board