

Compensation system

Compensation system for the Supervisory Board members of SYNLAB AG

Overview

The members of the Supervisory Board (the “**Supervisory Board**”) advise and monitor the members of the Management Board (the “**Management Board**”) of SYNLAB AG (“**SYNLAB**” or the “**Company**”). In addition, the Supervisory Board supports the Management Board in developing and executing a long term strategy. These tasks require a Supervisory Board of appropriate seniority and experience together with a high level of responsibility and engagement. Therefore, the Supervisory Board members receive appropriate and reasonable compensation, which considers the seniority and the duties of each individual board member. Furthermore, SYNLAB ensures attractive compensation, which is a prerequisite for qualified candidates and hence the development of the Company. Currently the Supervisory Board consists of 12 members, including the chair (the “**Chairperson**”) and his / her deputy (the “**Deputy Chairperson**”). Overall, six members of the Supervisory Board represent the shareholders (the “**Shareholder Representatives**”) and a further six members represent the employees (the “**Employee Representatives**”).

The compensation consists of three elements, including an annual base compensation for the Supervisory Board function (the “**Base Compensation**”), compensation for membership in a committee (the “**Committee Compensation**”) as well as an attendance fee for meetings (the “**Attendance Fee**”).

The compensation for the Shareholder Representatives and for the Employee Representatives elected by the employees in accordance with the German Co-determination Act (Mitbestimmungsgesetz) is determined by the Annual General Meeting (“**AGM**”) / set out in the articles of association as of April 28th, 2021 (“**AoA**”) upon proposal by the Supervisory Board.

Every four years at the latest, the AGM passes a resolution on the Supervisory Board compensation system and the compensation. The resolution may also confirm the current compensation. If the AGM does not approve the proposed compensation system, a revised compensation system needs to be presented at the latest at the following ordinary AGM.

Determining, implementing, and reviewing compensation

The compensation of the Supervisory Board members is determined by the AGM / set out in the AoA and reviewed and resolved upon by the AGM at least every four years.

Compensation system

The compensation of the members of the Supervisory Board is based on Article 12 of the AoA. The rules pursuant to Article 12 have been applied since May 1st, 2021.

Compensation for Supervisory Board function (Base Compensation)

The Supervisory Board members receive a Base Compensation of EUR 80,000 for each full fiscal year. The Chairperson's Base Compensation amounts to EUR 220,000, and the Deputy Chairperson receives EUR 110,000. If membership does not last for the full 12 months of a fiscal year, compensation is paid on a pro-rated basis.

Compensation for membership in a committee (Committee Compensation)

In addition to the Base Compensation, the Supervisory Board members receive compensation for each committee membership .

Five committees exist within the Supervisory Board: the Presiding Committee, the Environmental, Social and Governance (ESG) Committee, the Audit and Risk Committee, the Nomination Committee and the Conciliation Committee.

The Committee Compensation differs between the chairperson and members of the each committee as shown in the table below:

| Compensation (EUR) | | |
|-------------------------|-----------------------|------------------|
| | Committee chairperson | Committee member |
| Presiding | 30,000 | 15,000 |
| ESG | 30,000 | 15,000 |
| Audit & risk | 80,000 | 20,000 |
| Nomination | - | - |
| Conciliation | - | - |

The Nomination Committee and the Conciliation Committee members do not receive any additional annual compensation. Furthermore, the remuneration of additional committees shall be determined by the AGM. If membership in a committee begins or ends during a year, compensation is paid on a pro-rated basis.

Attendance Fee

In addition to the Base Compensation and the Committee Compensation, the Supervisory Board members receive an Attendance Fee of EUR 2,000 per Supervisory

Board meeting. However, the person chairing the Supervisory Board meeting receives EUR 4,000 per meeting.

The Attendance Fee for a committee meeting amounts to EUR 1,000 per meeting for members and EUR 2,000 for the person chairing the meeting.

If more than one meeting is held on a single day, the highest Attendance Fee is paid once, for all meetings of the Supervisory Board and of the committees combined.