

# **Remuneration Policy 2026 pursuant to Section 78a of the Stock Corporation Act**

for

**the Executive Board of CPI Europe AG**

Table of Contents

- I. **Basis for the Remuneration Policy of the Executive Board**..... 3
  - A. **General conditions** ..... 3
  - B. **Responsibilities and dealing with conflicts of interest**..... 3
- II. **Remuneration Policy for the Executive Board**.....4
  - A. **Key adjustments to the Remuneration Policy** ..... 4
  - B. **Principles and objectives**..... 4
  - C. **Elements of the Executive Board remuneration** ..... 4
    - 1. **Base salary** ..... 5
    - 2. **Additional benefits** ..... 5
    - 3. **Multi-year variable remuneration – Long-term performance- and success-based remuneration** ..... 6
    - 4. **Special bonus** ..... 7
    - 5. **Malus and clawback clauses** ..... 7
    - 6. **Terms of Executive Board contracts and termination of contracts**..... 7
    - 7. **Deviations from the Executive Board Remuneration Policy**..... 8

## **I. Basis for the Remuneration Policy of the Executive Board**

### **A. General conditions**

For CPI Europe AG as a listed company, the Personnel and Nominating Committee of the Supervisory Board has revised the principles for the remuneration of the Executive Board members in the Remuneration Policy 2026. The Remuneration Policy fulfills the disclosure requirements from the Stock Corporation Act and also follows the recommendations of Austrian Corporate Governance Code. Internal requirements of CPI Europe AG that result from the articles of association and rules of procedure are also taken into account in the Remuneration Policy.

Pursuant to Section 78b of the Stock Corporation Act, the revised Remuneration Policy will be put to vote at the Annual General Meeting held in the 2026 financial year, and thereafter at least every fourth financial year as well as upon any significant change. The Remuneration Policy and the result of the vote of the Annual General Meeting on the policy are published on the CPI Europe AG website. The revised Remuneration Policy will be applied retroactively from January 01, 2026, subject to approval by the Annual General Meeting.

A comprehensive overview of the remuneration granted to the members of the Executive Board during the last financial year under the respective Remuneration Policy is provided annually in the form of a Remuneration Report which is also published on the CPI Europe AG website.

### **B. Responsibilities and dealing with conflicts of interest**

The competence to develop the Remuneration Policy for the Executive Board has been delegated by the Supervisory Board of CPI Europe AG to the Personnel and Nominating Committee. The Personnel and Nominating Committee decides on the Remuneration Policy. The Supervisory Board submits the Remuneration Policy to the Annual General Meeting. The Personnel and Nominating Committee is responsible for the ongoing monitoring of compliance with the Remuneration Policy and for its evaluation. The Remuneration Policy takes into account the requirements of our shareholders as well as the strategic alignment of the company, in particular to facilitate the sustainable economic success of CPI Europe AG. The annual Remuneration Report is prepared jointly by the Supervisory Board and the Executive Board.

The members of the Supervisory Board as well as the members of the Executive Board are obliged to act in the interests of the company and must disclose any conflicts of interest without delay. Members of the Supervisory Board also do not exercise executive functions in companies that compete with CPI Europe AG.

## II. Remuneration Policy for the Executive Board

### A. Key adjustments to the Remuneration Policy

The revised Remuneration Policy introduces changes to the variable remuneration and omits the Share Ownership Guidelines. As a multi-year variable remuneration, a performance- and success-based remuneration replaces both the previous one-year variable remuneration (short-term incentive, STI) designed as target bonus as well as the previous multi-year variable remuneration (long-term incentive, LTI) designed as Performance Cash Plan. These changes are intended to simplify the Remuneration Policy while aligning incentives with the company's long-term performance. All other remuneration elements remain unchanged from the Remuneration Policy 2022.

### B. Principles and objectives

The core strategy of CPI Europe AG includes the professional and sustainable rental and management of the existing property portfolio as well as the active development of the portfolio through investment, acquisition and project development. The aim is to achieve value-creating growth and to support a sustainable long-term development of the company. The revised Remuneration Policy for the Executive Board helps facilitate this business strategy of CPI Europe AG.

The Executive Board remuneration includes fixed and variable remuneration elements. The variable remuneration element is a multi-year performance- and success-based remuneration and ensures a strong focus long-term company development. The relevant financial performance indicator Funds from Operations I (FFO I) (after tax) is derived from the corporate strategy and reflects a key steering parameter of CPI Europe AG.

Next to the legal requirements of the Stock Corporation Act and the recommendations of the Austrian Corporate Governance Code, the expectations and requirements of shareholders with regard to Executive Board remuneration are taken into account.

The following overview table presents the objectives of this Remuneration Policy in greater detail and describes the instruments used to achieve these objectives.

Objective	Instruments
<b>Foster the company's long-term interests and sustainable development („pay for performance“)</b>	<ul style="list-style-type: none"><li>• Use of a key steering parameter of CPI Europe AG as performance indicator</li><li>• Strong focus on earnings measure in line with the corporate strategy</li></ul>
<b>Transparency</b>	<ul style="list-style-type: none"><li>• Reduced complexity of the variable remuneration and simplification of the Remuneration Policy</li><li>• Clear disclosure of the financial result and the resulting payout amounts under the performance- and success-based remuneration in the Remuneration Report</li><li>• Transparent process for establishing, reviewing and implementing the Remuneration Policy as well as any deviations therefrom</li></ul>
<b>Consideration of employment conditions of the employees</b>	<ul style="list-style-type: none"><li>• Information of the employee representatives on the Supervisory Board about the Remuneration Policy</li><li>• Use of consistent performance indicators for variable remuneration for the Executive Board as well as employees of CPI Europe AG</li><li>• Continuous strive to achieve market-driven and competitive remuneration including a balanced mix of fixed and variable elements also for the employees</li></ul>

### C. Elements of the Executive Board remuneration

The main elements of the Executive Board remuneration including the remuneration structure in % of maximum remuneration (sum of base salary, pension contributions, further

benefits and maximum payout amount from the multi-year performance- and success-based remuneration) are shown in the following overview:

<b>Fixed remuneration (65% - 70% of maximum remuneration)</b>	
<b>Base salary</b>	Aligned with the scope of activities and responsibilities of the respective Executive Board member
<b>Additional benefits</b>	<ul style="list-style-type: none"> <li>• Defined-contribution pension fund (APK Pensionskasse AG)</li> <li>• Accident insurance</li> <li>• D&amp;O insurance</li> <li>• Legal protection insurance</li> <li>• Additional fringe benefits (e.g., company car)</li> </ul>
<b>Multi-year variable remuneration – long-term performance- and success-based remuneration (30% - 35% of maximum remuneration)</b>	
<b>Plan type</b>	Performance- and success-based remuneration
<b>Performance indicator</b>	Funds from Operations I (FFO I) after tax (three-year average)
<b>Cap</b>	Maximum payout amount in EUR (50% of the respective base salary)
<b>Payment</b>	Payment with the next possible salary payment after approval of the annual financial statement for the respective financial year
<b>Special bonus (up to 100% of base salary)</b>	
<b>Occasion-related decision of the Supervisory Board</b>	Extraordinary performance, e.g., in connection with M&A transactions and implementation of major projects with significant volumes of strategic importance
<b>Miscellaneous</b>	
<b>Malus and clawback clauses</b>	Option to withhold and reclaim variable remuneration contractually implemented

## 1. Base salary

The base salary is paid in fourteen equal installments on the usual salary dates at the end of each month. If the contract begins or ends in the current financial year, the base salary for this financial year is paid pro rata temporis.

The amount of the remuneration is determined in an appropriate relationship to the Executive Board members' scope of activities and responsibilities and to the situation of the company. In addition, consideration is given to the customary level of remuneration compared with other listed real estate companies in German-speaking countries, in order to ensure appropriate and competitive remuneration.

## 2. Additional benefits

Additional benefits may include, firstly, annual payments to the APK Pensionskasse AG, amounting to 10% of the base salary. Pension entitlements of Executive Board members are based on contributions. The pensionable age is based on the statutory provisions.

Secondly, the premiums for the following insurance benefits are borne by the company:

- Insurance against accidents and aircraft accidents
- Directors' and officers' liability insurance (D&O insurance)
- Legal protection insurance

Additional fringe benefits may include payments to the employee pension fund and the assumption of costs for the provided company car or the granting of a car allowance for the Executive Board member. Furthermore, Executive Board members may receive a monthly housing allowance.

Any taxes incurred on taxable fringe benefits are to be borne by the Executive Board members. The type and scope of fringe benefits are regularly reviewed by the Supervisory Board's Personnel and Nominating Committee.

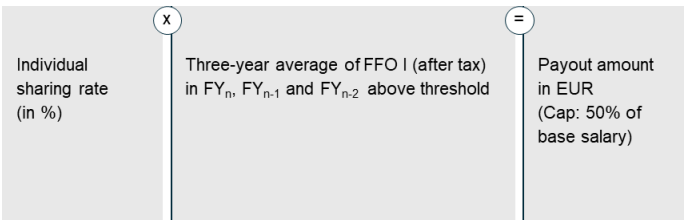
In addition, the Personnel and Nominating Committee is entitled to grant special payments to newly joining Executive Board members to compensate for salary losses from a previous employment relationship or to offset the costs incurred by a change of location. In this, the relations for the remuneration elements presented above may differ.

**3. Multi-year variable remuneration – Long-term performance- and success-based remuneration**

The long-term performance- and success-based remuneration is determined by an individual sharing rate (specified as a percentage) and the three-year average of Funds from Operations I (FFO I) (after tax) of CPI Europe AG. The three-year average is calculated based on the figures reported in the annual financial statements for the current year and the two immediately preceding years.

The FFO I provides an indication of core recurring earnings and is calculated as net profit for the period adjusted by non-cash revenues/expenses (like deferred tax, net valuation gain/loss, impairment, amortisation/depreciation, goodwill etc.) and non-recurring (both cash and non-cash) items. The calculation also excludes accounting adjustments for unconsolidated partnerships and joint ventures.

The design of the performance- and success-based remuneration is shown in the following graphic.



To trigger a performance- and success-based payout, the average FFO I (after tax) must reach a minimum threshold defined by the Personnel and Nominating Committee. This threshold secures a minimum level of company performance and reinforces the pay for performance principle. The amount above this threshold constitutes the basis amount for the performance- and success-based remuneration. The final payout amount for each Executive Board member is calculated by multiplying that basis amount by the members' individual sharing rate. The minimum threshold as well as the individual sharing rate for the Executive Board members will be presented in the Remuneration Report for the respective financial year.

The Personnel and Nominating Committee may determine certain cases in which the performance indicator can be adjusted (e.g., due to (re)valuation or tax effects) in order to achieve an allocation aligned with the applicable period and the actual performance. Should the Personnel and Nominating Committee make use of this possibility, the adjustments made will be subsequently explained in the Remuneration Report along with the reasons for it.

The final payout amount of the performance- and success-based remuneration will be

determined after approval of the annual financial statement for the respective financial year and will be paid out with the next possible salary payment.

The final payout amount is limited to 50% of the respective base salary.

#### **4. Special bonus**

Exceptional performance in a financial year that is not fully reflected in the performance- and success-based remuneration may, at the discretion of the Personnel and Nominating Committee, result in the granting of a special bonus. Exceptional performance may be, for example, an M&A transaction or implementation of a major project with significant volume and strategic importance that was not included in the planning. The special bonus is limited to 100% of the respective base salary. If a special bonus is granted in a financial year by the Personnel and Nominating Committee, the recitals are explained in detail in the Remuneration Report for the financial year.

#### **5. Malus and clawback clauses**

The contracts of the Executive Board members contain malus and clawback clauses for variable remuneration. These clauses govern how payments are to be handled in verifiable cases of intentional gross violations of material internal principles of conduct or material contractual obligations or the violation of material duties of care as defined by Section 84 of the Stock Corporation Act, as well as in the case of incorrect consolidated financial statements that have led to incorrect payment of the variable remuneration elements. The malus clause allows the final payment amount to be partially reduced or set to zero if such a violation occurs during a performance period. The clawback clause allows the partial or complete reclaim of variable remuneration already paid out within three years of the violation being committed or after the incorrect consolidated financial statements were prepared. The Personnel and Nominating Committee decides on the application of malus and clawback provisions. When the Personnel and Nominating Committee makes a discretionary decision, the severity of the violation, its consequences for the company (in particular financial damage and sustained serious damage to the company's reputation with economic consequences) and the degree of culpability on the part of the Executive Board member must be taken into account.

#### **6. Terms of Executive Board contracts and termination of contracts**

Executive Board contracts are generally concluded for a period of three to five years. The terms of the current Executive Board contracts correspond to the periods of appointment.

Both the Executive Board member and CPI Europe AG may terminate the employment relationship prematurely without notice for good cause also prior to the expiry of the term. In any case, all reasons that would entitle the Supervisory Board to revoke the appointment of the Executive Board member pursuant to § 75 para. 4 of the Stock Corporation Act as well as, without limitation, other important reasons that are attributable to the fault of the Executive Board member and result from the analogous application of § 27 of the Salaried Employees Act shall be considered good cause for the termination of the employment relationship by the Company.

In the event that the Executive Board member is removed from the Executive Board before the end of the term, i.e., even if the Executive Board member is not at fault for the removal, the Company shall be entitled to terminate the agreement in writing on the last day of any month, subject to a one-month notice period. In the event of such termination without good cause, the following shall apply: The Executive Board member is entitled to a severance payment equal to 12 times the last gross monthly salary received. If the termination takes place within the first six months after appointment as a member of the Executive Board, the Executive Board member is entitled to continued payment of the full compensation until the

end of the six-month contract period (except in the case of termination for good cause during these six months).

In the event that the employment relationship expires at the end of the term and the Executive Board member's mandate is not extended by the Company, the Executive Board member is entitled to a severance payment of 12 times the last applicable gross monthly salary. This does not apply if the mandate is not extended for good cause.

In the event of termination of the contract for reasons for which the Executive Board member is not responsible, such as for example, a resignation at the instigation of the Company, termination of the contract by mutual consent, reaching retirement age, or the end of the contract term, it is stipulated that the pro-rata temporis payout from the performance- and success-based remuneration be made regularly after the end of the respective financial year.

If an Executive Board member resigns from their position on the Executive Board or their contract is terminated at the instigation of the Executive Board member without good cause or if the Executive Board member is prematurely dismissed at the instigation of the Company for good cause, the payout from the performance- and success-based remuneration shall be forfeited in full.

## **7. Deviations from the Executive Board Remuneration Policy**

Pursuant to Section 78a (8) of the Stock Corporation Act, temporary deviations from the Remuneration Policy may be made under exceptional circumstances. Exceptional circumstances are situations in which a deviation from the Remuneration Policy is necessary for the long-term development of the Company or for ensuring its viability.

The Personnel and Nominating Committee is responsible for reviewing and assessing whether such an exceptional circumstance exists that requires a temporary deviation from the Remuneration Policy. The Personnel and Nominating Committee must report to the Supervisory Board on the decision to temporarily deviate from the Remuneration Policy due to exceptional circumstances.

Even in the event of a deviation from the Remuneration Policy, the remuneration of the Executive Board must be geared towards the long-term, sustainable development of CPI Europe AG and take into account the Company's overall situation as well as the Executive Board's performance.

Deviations are possible for the following remuneration elements:

- temporary expenses for extraordinary fringe benefits,
- parameters of the performance- and success-based remuneration (i.e., individual sharing rate, performance indicator, threshold)
- structure of the Executive Board remuneration.