



**Remuneration Policy Supervisory Board 2024**

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Annex ./2

## **Preamble**

SCHOELLER-BLECKMANN OILFIELD EQUIPMENT AG is committed to the effective and sustained involvement of shareholders on the topic of remuneration (Say on Pay). Pursuant to Section 98a in conjunction with Section 78b (1) Austrian Stock Corporation Act (AktG), we invite the Annual General Meeting to a recommendatory vote at least every four years and on any significant changes to the remuneration policy.

The principles for the remuneration for Supervisory Board members of SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft was approved by the Annual General Meeting on 23 April 2020. SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft has used this as an opportunity to review the Remuneration Policy of the Supervisory Board members 2020 and found no need for amendment.

This remuneration policy 2024 has been editorially revised and contains no substantive changes compared to the remuneration policy 2020 apart from the reduction of the terms of office of the Supervisory Board item 6.

## **Remuneration Policy for Supervisory Board members of SCHOELLER- BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft**

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## **Remuneration Policy for Supervisory Board members of SCHOELLER- BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft**

### **1. Establishment of principles for the Remuneration Policy**

The following principles for the remuneration of the members of the Supervisory Board of SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft (Remuneration Policy) were established by resolution of the Nomination and Remuneration Committee and confirmation of the Supervisory Board in accordance with C-Rule 50 in conjunction with C-Rule 43 of the Austrian Corporate Governance Codex on 19 March 2024 and are to be applied after submission to the Annual General Meeting of SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft on 25 April 2024.

In accordance with Section 98a in conjunction with Section 78b (1) of the Austrian Stock Corporation Act (AktG), the Remuneration Policy must be submitted to the Annual General Meeting for voting at least every fourth financial year.

### **2. Objective**

The purpose of the Remuneration Policy is to ensure that the Supervisory Board members receive remuneration for their activities which is appropriate to their tasks, responsibilities and the economic situation of the Company. It is intended to promote the business strategy and long-term development of SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft while at the same time ensuring the objectivity and independence of the Supervisory Board.

The Supervisory Board remuneration must be in line with market conditions and be competitive enough to attract suitably qualified individuals to work for an internationally operating listed company. It is intended to promote the long-term development of the Company and the execution of our strategy 2030. It must also allow for a professionally and personally balanced composition of the Board, paying particular attention to diversity in terms of representation of all sexes and a balanced age structure and professional background of members.

### **3. Remuneration components**

The remuneration is resolved by the Annual General Meeting. If the members of the Supervisory Board have not been in tenure to the Board for the entire financial year, the remuneration is paid on a pro rata basis (calculated on a monthly basis). The total annual remuneration is paid in full after the Annual General Meeting.

The total remuneration consists of the remuneration components below:

### 3.1 Annual fixed base remuneration

The respective amount of the fixed base remuneration for supervisory activities varies according to function (chairperson, member of the Supervisory Board).

### 3.2. Attendance fee

Each member of the Supervisory Board receives an attendance fee for each Supervisory Board meeting attended.

### 3.3. D&O insurance

The Supervisory Board members are included in a D&O insurance policy with risk-adequate coverage. The associated premiums are to be paid by the Company.

## **4. Promotion of business strategy and long-term development**

The Remuneration Policy promotes a balanced and broadly qualified composition of the Supervisory Board, thereby supporting a sustainable development of the Company.

## **5. Remuneration and employment conditions of employees**

The total remuneration of a Supervisory Board member, calculated on a full-time basis, is in reasonable proportion to the remuneration and employment conditions of the Company's employees.

## **6. Terms of office of the Supervisory Board**

New Supervisory Board members are elected at the proposal of the Supervisory Board for a period not exceeding the end of the Annual General Meeting that resolves on the discharge for the third financial year after the election. The financial year in which the Supervisory Board member was elected is not counted

Pursuant to the Company's Articles of Association, at least one member resigns from the Supervisory Board each year upon conclusion of the Annual General Meeting. This ensures effective control by the shareholder community. The departing member is immediately eligible for re-election.

Apart from the appointment resolutions of the Annual General Meeting, there are no contractual relationships under labor law between SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft and the Supervisory Board members.

## **7. Derogation from the Remuneration Policy in exceptional circumstances**

In exceptional circumstances, the Company may temporarily adjust the amount of the base remuneration and the attendance fees to the situation of the Company if this is necessary for the long-term development of the Company or to ensure its profitability.

## **8. Procedure regarding the Remuneration Policy**

This Remuneration Policy was established by resolution of the Nomination and Remuneration Committee and confirmation of the Supervisory Board on 19 March 2024 and will be submitted to the Annual General Meeting of SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft on 25 April 2024 for voting.

The Remuneration Committee consists exclusively of members of the Supervisory Board. They must report any conflicts of interest on their own initiative and abstain from voting if necessary.

At least every fourth financial year, the Nomination and Remuneration Committee reviews the remuneration policy - if necessary, with the assistance of internal and external experts - and evaluates whether a revision is necessary.

The Nomination and Remuneration Committee decides and the Supervisory Board confirm the remuneration policy. The same applies to any premature material change to the remuneration policy.

Thereafter, the Remuneration Policy has to be submitted to the Annual General Meeting for voting.

The Annual General Meeting adopts a binding resolution on the entitlement to remuneration of Supervisory Board members, thereby avoiding conflicts of interest of Supervisory Board members with respect to the Remuneration Policy.

## **9. Significant changes to the Remuneration Policy**

The Remuneration Policy 2020 of the members of the Supervisory Board of SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft was approved by the Annual General Meeting on 23. April 2020 by a majority of 99,99 % (Remuneration Policy 2020). Pursuant to Section 98a in conjunction with Section 78b (1) Austrian Stock Corporation Act the Remuneration Policy must be presented to the General Meeting for voting in every fourth financial year, thus to the General Meeting on 25. April 2024. SCHOELLER-BLECKMANN OILFIELD EQUIPMENT Aktiengesellschaft has used this as an opportunity to review the Remuneration Policy of the Supervisory Board members 2020 and found no need for amendment.

This remuneration policy 2024 has been editorially revised and contains no substantive changes compared to the remuneration policy 2020 apart from the reduction of the terms of office of the Supervisory Board item 6.