



Remuneration Report

Remuneration of the Supervisory Board and the Management Board

From the 2022 financial year, Voltabox AG will expand the content of the remuneration report in accordance with the requirements of ARUG II to include a comparative presentation of the annual change in remuneration, the Company's earnings performance and the average remuneration of employees over the last five financial years, as well as information on whether and how use was made of the option to reclaim variable remuneration components.

The compensation report is available on the Company's website in the Investor Relations section for ten years (<https://ir.voltabox.ag/>, under „Publications / Annual Financial Reports“). The auditor's report is filed accordingly.

Remuneration of the Management Board

The compensation of the members of the Executive Board comprises an annual fixed compensation, fringe benefits and a one-year variable compensation. In addition to the fixed compensation and the fringe benefits, in the fiscal year remuneration was granted to a former member of the Executive Board for services rendered after termination of the employment relationship and was received in part in the reporting year. There is no cap (minimum/maximum) on the variable compensation component. A multi-year variable compensation component has not been agreed.

The total compensation of the Board of Management includes salaries and short-term benefits of € 138 thousand (previous year: € 657 thousand) and comprises fixed components of € 134 thousand (previous year: € 657 thousand) and variable components and bonuses of € 5 thousand (previous year: € 0 thousand).

The benefits granted and received were in accordance with the relevant compensation system.

The following table shows the benefits granted to members of the Executive Board in the reporting year:

	Jürgen Pampel CEO Entry date: 08/09/2017 Exit date: 03/16/2022		Dr. Burkhard Leifhelm CTO Entry date: 05/26/2020 Exit date: 06/30/2021		Patrick Zabel CFO Entry date: 05/26/2020 Exit date: 12/31/2021	
Grants awarded	2022	2021	2022	2021	2022	2021
In €						
Fixed remuneration	54,000	248,990	0	86,301	*	169,600
Benefits after termination of employment	79,812.84	0	0	90,000	0	85,000
Variable compensation	4,537.11	152,569	0	3,561	0	0
Total	138,349.59	401,559	0	179,862	0	254,600
Share of total remuneration	61.9 %	48.0 %	0.0 %	21.5 %	0 %	30.5 %
Annual amount to be credited to multi-year variable compensation	0	0	0	0	0	0
Total	138,349.59	401,559	0	179,862	0	254,600
Share of total compensation	61.9 %	48.0 %	0.0 %	21.5 %	0 %	30.5 %
Total compensation	138,349.59	401,559	0	179,862	0	254,600

* In addition, there is the third-party remuneration mentioned below.

No shares were granted or promised. Furthermore, no stock options were executed. Moreover, no use was made of the option to reclaim variable compensation components.

Regarding the compensation of each individual member of the Board of Management, pursuant to Section 162 (2) no. 1 AktG the compensation report shall also contain details of benefits promised to a member of the Board of Management by a third party in respect of his activity as a member of the Board of Management or granted in the financial year. Disclosure is required not only of benefits for, but also of benefits in respect of the activity as a member of the Board of Management. This means that all benefits which have a material connection to the activity as a member of the Executive Board must be disclosed over and above the actual compensation for the activity as a member of the Executive Board. In the past financial year, Patrick Zabel received third-party benefits pursuant to §162 (2) no. 1 of the German Stock Corporation Act (AktG) in the amount of € 192 thousand.

The third-party remuneration results from a service agreement concluded between Trionity Invest GmbH and Voltabox AG and relates to the activities of the Management Board. Voltabox AG paid Trionity Invest GmbH € 75 thousand for this in fiscal year 2022.

In € thousand or as stated	2019	2020	2021	2022
Remuneration granted Jürgen Pampel	262	325	402	138
Remuneration granted Dr. Burkhard Leifhelm	0	124	180	0
Remuneration granted Patrick Zabel	0	108	255	0
EBITDA development compared with the prior year	-250 %	-69 %	79 %	38 %

Average compensation of all salaried employees on a full-time equivalent basis worldwide in relation to	2019	2020	2021	2022
Executive Board compensation	2 %	3 %	11 %	23 %

There were no deviations from the compensation system. The resolution of the Annual General Meeting on the new compensation structure will be taken into account in new Executive Board contracts.

In fiscal year 2021, the Management Board member Patrick Zabel was promised compensation for the early termination of his contract. Patrick Zabel was recalled as a member of the Management Board of Voltabox AG as of October 19, 2021. He resigned from the Company as of December 31, 2021. Of this amount, € 85 thousand was still paid by the Company in fiscal year 2022.

On March 16, 2022, Mr. Zabel rejoined the Executive Board and was appointed CEO.

As a member of the voluntary Supervisory Board of ForkOn GmbH, Patrick Zabel received no remuneration.

Voltabox AG recognized a provision of € 119 thousand for pension claims against members of the Management Board for the first time in the 2020 financial year. The claim did not exist against any member of the Management Board as of December 31, 2022. The provision was therefore reduced to € 0 thousand as of December 31, 2022.

Remuneration of the Supervisory Board

In accordance with the Articles of Association, the compensation of the members of the Supervisory Board is determined by the Annual General Meeting, which resolves on the ratification of the actions of the members of the Supervisory Board.

In accordance with the Articles of Association, the members of the Supervisory Board receive fixed remuneration of € 10 thousand. The Chairman of the Supervisory Board receives € 20 thousand and the Deputy Chairman of the Supervisory Board receives € 15 thousand per financial year. If a member belongs to the Supervisory Board for only part of the financial year, the remuneration is determined pro rata temporis.

The members of the Supervisory Board are included in a pecuniary loss liability insurance policy taken out by the Company for the benefit of the members of the Board of Management and the Supervisory Board at standard market conditions.

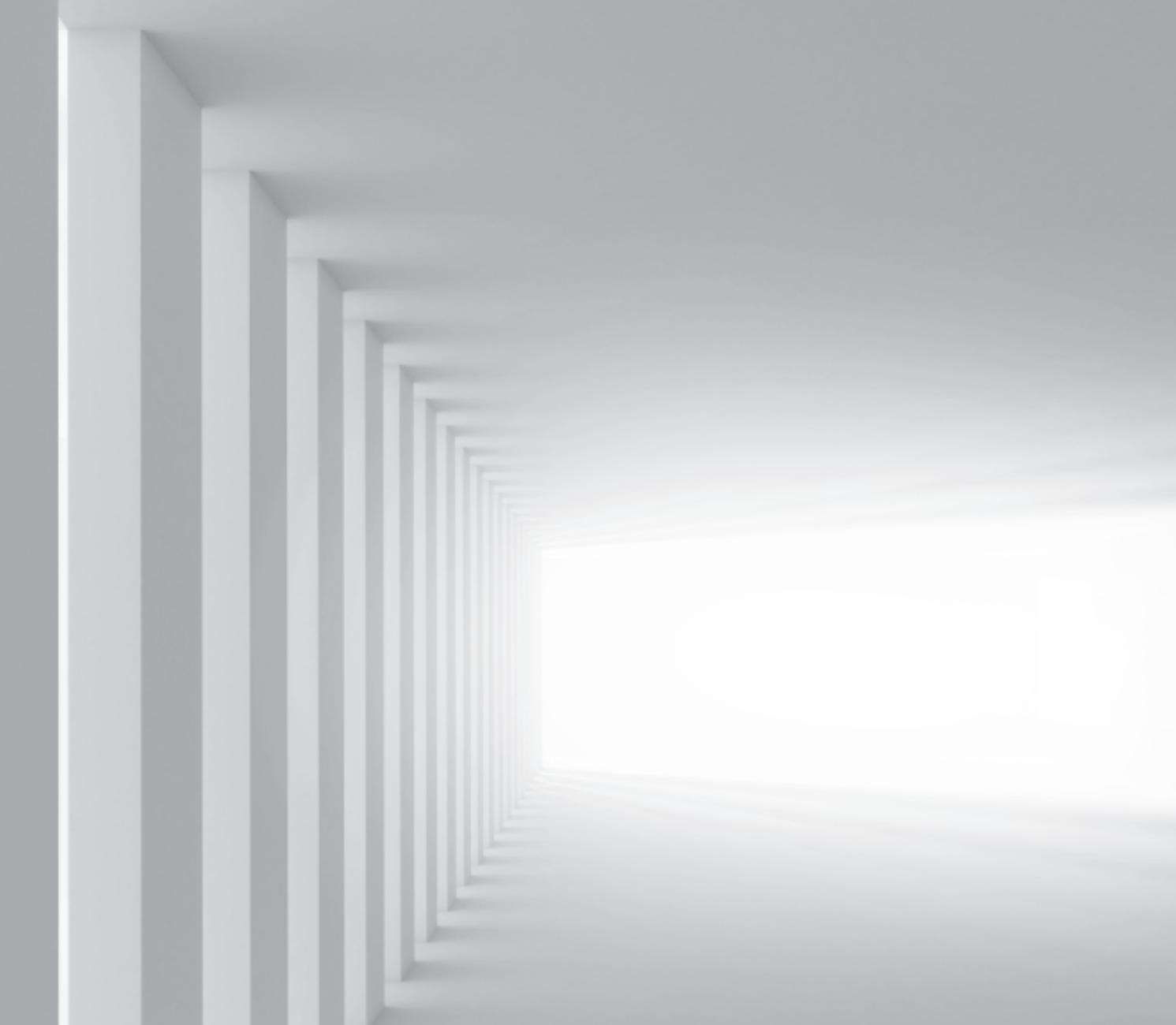
In addition, the members of the Supervisory Board shall be reimbursed for their reasonable and proven expenses incurred in the performance of their duties and for any value-added tax payable on the remuneration of the Supervisory Board, insofar as they are entitled to invoice the Company separately for value-added tax and exercise this right.

In the year under review, the members of the Supervisory Board received fixed remuneration of € 45 thousand (previous year: € 51 thousand).

The following table shows the compensation of the

members of the Supervisory Board:

In €	Klaus Dieter Frers Chairman of the Supervisory Board until Nov. 15, 2021		Hermann Börneimeier Deputy Chairman of the Supervisory Board until Nov. 12, 2021		Walter Schäfers Member of the Supervisory Board until Nov. 12, 2021		Herbert Hilger Chairman of the Supervisory Board from Nov. 22, 2021		Roland Mackert Deputy Chairman of the Supervisory Board from Nov. 22, 2021		Toni Junas Member of the Supervisory Board from Nov. 22, 2021	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
Fixed remuneration	0	17,479	0	13,110	0	8,740	20,000	5,000	15,000	3,750	10,000	2,500
Total remuneration	0	17,479	0	13,110	0	8,740	20,000	5,000	15,000	3,750	10,000	2,500



**INDEPENDENT AUDITOR'S REPORT ON THE AUDIT OF THE
REMUNERATION REPORT PURSUANT TO SECTION 162 (3) OF
THE GERMAN STOCK CORPORATION ACT (AKTG)**

To Voltabox AG, Paderborn

Audit Opinion

We have formally audited the remuneration report of Voltabox AG for the fiscal year from January 1 to December 31, 2022, to determine whether the disclosures pursuant to section 162 (1) and (2) AktG have been made in the remuneration report. In accordance with Section 162 (3) AktG, we have not audited the content of the remuneration report.

In our opinion, the accompanying remuneration report complies, in all material respects, with the disclosures pursuant to § 162 (1) and (2) AktG. Our audit opinion does not cover the content of the remuneration report.

Basis for the Audit Opinion

We conducted our audit of the remuneration report in accordance with Section 162 (3) AktG and IDW Auditing Standard: The audit of the remuneration report in accordance with Section 162 (3) AktG (IDW PS 870(08.2022)). Our responsibility under this provision and this standard is further described in the Auditor's Responsibility section of our report. As an auditing practice, we have complied with the requirements of the IDW Quality Assurance Standard: Requirements for Quality Assurance in the Practice of Public Accountants (IDW QS 1). We have complied with the professional duties pursuant to the German Auditors' Code and the professional statutes for auditors / certified public accountants, including the requirements for independence.

Responsibility of the Board of Management and the Supervisory Board

The Management Board and the Supervisory Board are responsible for the preparation of the remuneration report, including the related disclosures, which complies with the requirements of Section 162 AktG. They are further responsible for such internal control determined as necessary to enable the preparation of the remuneration report, including the related disclosures, that is free from material misstatement, whether due to fraud or error.

Responsibility of the Auditor

Our objective is to obtain reasonable assurance about whether the disclosures pursuant to section 162 (1) and (2) AktG have been made in all material respects in the remuneration report and to express an opinion thereon in an audit report.

We planned and performed our audit to obtain evidence about the formal completeness of the remuneration report by comparing the disclosures made in the remuneration report with the disclosures required by Section 162 (1) and (2) AktG. In accordance with Section 162 (3) AktG, we did not verify the accuracy of the disclosures, the completeness of the individual disclosures or the fair presentation of the remuneration report.

Bielefeld, April 27, 2023

Rödl & Partner GmbH
Auditing firm
Tax consulting company

gez. Fischer
Certified Public Accountant

gez. Schumacher
Certified Public Accountant