

Compensation Report for financial year 2023/2024

Report on the principles of the Company's Compensation System (Compensation Report under stock corporation law pursuant to § 162 AktG)

Definition of "granted and owed" within the meaning of § 162 (1) AktG

For the purposes of the following Compensation Report, benefits granted are defined as having been received in the financial year. Compensation is owed if the Company has a legally existing obligation to the board member which is due but not yet fulfilled. In financial years 2022/2023 as well as 2023/2024, DKR settled all obligations to its board members when due at the end of the month, so that the compensation "granted" in each of the financial years 2022/2023 and 2023/2024 is identical in amount to the compensation "owed" in each case, according to the definition chosen for the purposes of this Compensation Report.

In addition, the compensation earned by the Management Board members in the respective financial year is also presented. This comprises the fixed compensation agreed for the respective financial year, including fringe benefits, and the variable compensation calculated on the basis of target achievement, the short-term component (STI) of which is paid out in the following financial year and the long-term component (LTI) of which is only paid out after three subsequent years.

Compensation System for the Supervisory Board

The members of the Supervisory Board receive a fixed cash compensation of TEUR 5 for each full financial year of service on the Supervisory Board. The Deputy Chairman receives 1.5 times this basic remuneration, while the Chairman of the Supervisory Board receives two times this amount. Deutsche Konsum takes out appropriate directors' and officers' liability insurance (D&O insurance) for the members of the Supervisory Board and pays the premium.

The members of the Audit Committee receive additional fixed remuneration of EUR 2.5 thousand for their work. The Deputy Chairman of the Audit Committee receives 1.5 times this basic remuneration each year, while the Chairman of the Audit Committee receives twice this amount each year. The Supervisory Board has also set up a Conflicts Committee, whose members do not receive any additional remuneration. No attendance fees are paid. Variable remuneration based on the success of the company or other criteria is not granted.

The compensation of the Supervisory Board (by definition, benefits granted and thus received) in financial year 2023/2024 amounted to TEUR 43.1 (2022/2023: TEUR 38.3) plus expenses. Supervisory Board compensation is distributed as follows:

Supervisory Board	2023/2024 (TEUR)	2022/2023 (TEUR)
Hans-Ulrich Sutter (Former Chairman – resigned on 13 July 2023)	0.0	7.9
Rolf Elgeti (Chairman from 13 July 2023 to 13 November 2023, Member since 13 November 2023)	8.1	3.1
Achim Betz (Deputy Chairman)	12.5	8.7
Kristian Schmidt-Garve (Former Second Deputy Chairman – resigned on 13 July 2023)	0.0	5.9

Supervisory Board	2023/2024 (TEUR)	2022/2023 (TEUR)
Antje Lubitz (Member since 13 July 2023)	8.1	2.8
Johannes C.G. (Hank) Boot	5.0	5.0
Nicholas Cournoyer (resigned on 5 May 2023)	0.0	3.0
Cathy Bell-Walker (resigned on 11 November 2022)	0.0	0.6
Sebastian Wasser (Member since 13 July 2023 and Chairman since 13 November 2023)	9.4	1.3
Total	43.1	38.3

In accordance with the recommendations of the German Corporate Governance Code, the compensation of the members of the Supervisory Board consists exclusively of fixed components plus reimbursement of expenses and insurance coverage, and not of variable components. The fixed compensation strengthens the independence of the Supervisory Board members and thus makes an indirect contribution to the long-term development of the Company.

Compensation System for the Management Board

Basic Compensation System

The members of DKR's Management Board receive a non-performance-related basic compensation as well as a performance-related variable compensation based on short-term and long-term targets.

The non-performance-related basic compensation consists of the fixed annual salary, which is paid in twelve monthly installments. One current Management Board member and the former Management Board member use company cars, which are taxed as non-cash benefits. In addition, pension insurance contributions are paid for one current and the former member of the Management Board. Furthermore, one member of the Management Board receives travel allowances up to a contractually stipulated maximum of EUR 600.00 per month due to the private commitment to another location. No other benefits are granted as other compensation.

The Management Board contracts do not establish pension entitlements.

For the variable compensation, there is a Compensation System which is based on operational targets and which is fundamentally based on a fixed calculation scheme that includes short-term and long-term components. Only in exceptional cases, the Supervisory Board can resolve something different with regard to special situations and/or special performance of the individual Management Board member. The Supervisory Board may also change the weighting of individual criteria in the event of exceptional developments. In the event of the regular departure of a Management Board member, he or she is entitled to payment of the variable compensation components to which he or she is entitled but which have not yet been paid out. There are no further claims in the event of regular departure.

In the event of other early termination of employment, the contracts of the members of the Management Board generally contain the provision that payments may not exceed the value of two years' compensation (severance cap). Due to its term until 31 May 2025, the contract of the new Executive Board member does not contain a corresponding provision. When calculating the severance payment cap, the variable remuneration components are generally based on the previous financial year and the fixed variable remuneration is therefore extrapolated to two full years. If the variable remuneration set by the Supervisory Board for the current financial year, assuming 100% target achievement, is higher than

that achieved in the previous financial year, both the bonus for the previous financial year and the bonus for the current financial year must be taken into account equally in the calculation.

In this case, a target achievement of 100% is to be assumed for the current financial year, unless it is clear that this level will not be achieved (for which the company bears the burden of proof). If it is likely that the targets will be achieved by more than 100% in the current financial year, the Supervisory Board may take this into account accordingly up to the agreed cap on the bonus of 150%. It is obliged to do so if it is sufficiently certain that the targets will be exceeded.

In the event of a change of control, i.e. if a shareholder or several shareholders acting jointly acquire at least 30% of the voting rights in DKR, one member of the Management Board has the right to resign from the Management Board with a notice period of two months to the end of the month and to terminate their employment contract at the same time. This special right of termination only exists within one month of the date on which the Management Board member becomes aware of the actual change of control. The company is also entitled to this special right of termination, whereby this is based on the knowledge of the Chairman of the Supervisory Board of the change of control that has actually taken place. If this special right of termination is exercised, the Management Board member is entitled to a severance payment due at the time of his departure, which corresponds to the remuneration to be paid by the company during the remaining term of the employment contract, but not exceeding the severance payment cap.

Variable compensation for financial year 2023/2024

Against the background of the 2017 update of the German Corporate Governance Code (“DCGK”), which recommends a multi-year, forward-looking assessment basis with regard to variable compensation, the Supervisory Board addressed an update of the variable compensation of the Management Board in October 2017 and resolved a new arrangement at its meeting on 11 March 2022, which has been valid since the 2022/2023 financial year.

By resolution of the Supervisory Board of 16 December 2020, the target weighting of the variable compensation of the Management Board was aligned to the focus on FFO growth and the achievable variable compensation was increased due to the growth in the size of the Company. Furthermore, the Compensation System was adjusted with regard to the long-term variable compensation component in line with the recommendations of the GCGC, which make the variable compensation of the Management Board even more long-term. By further resolution of the Supervisory Board on 13 December 2021, a minor modification was made to a target indicator: Due to a redefinition by EPRA, instead of an increase in EPRA NAV per share, the focus is now on an increase in EPRA NTA per share. By resolution dated 15 December 2022, the target achievement levels for FFO per share and EPRA NTA per share were lowered.

Due to the current economic situation, the Supervisory Board has agreed that there are no targets for the past financial year 2023/2024 and therefore no variable remuneration to be achieved.

Compensation earned by the Management Board in financial year 2023/2024

The compensation of the Management Board earned in the past financial year amounts to TEUR 372.3 (2022/2023: TEUR 371.0).

Individual Management Board compensation was as follows based on target achievement in financial year 2023/2024 (2022/2023):

in TEUR	Alexander Kroth CIO				Christian Hellmuth (until 6 June 2024) CFO		Kyrill Turchaninov (since 6 June 2024) CFO			
	2023/ 2024	2023/ 2024	2023/ 2024	2022/ 2023	2023/ 2024	2022/ 2023	2023/ 2024	2023/ 2024	2023/ 2024	2022/ 2023
	(Ist)	(Min.)	(Max.)	(Ist)	(Ist)	(Ist)	(Ist)	(Min.)	(Max.)	(Ist)
Earned compensation										
Fixed compensation	150.0	150.0	150.0	142.5	102.5	142.5	68.7	68.7	68.7	0.0
Fringe benefits	30.5	30.5	30.5	18.0	13.0	11.4	4.6	4.6	4.6	0.0
Total	180.5	180.5	180.5	160.5	115.5	153.9	73.3	73.3	73.3	0.0
STI	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
LTI	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Inflation equalisation premium	1.5	1.5	1.5	1.5	1.5	1.5	0.0	0.0	0.0	0.0
Total	1.5	1.5	1.5	1.5	1.5	1.5	0.0	0.0	0.0	0.0
Total compensation	182.0	182.0	182.0	162.0	117.0	155.4	73.3	73.3	73.3	0.0

Compensation granted and owed to the Management Board in financial year 2023/2024

In accordance with the statutory provisions of § 162 (1) sentence 1 AktG, the compensation granted and owed for the financial year must be disclosed. As already described above, DKR has opted for an

interpretation in accordance with the inflow principle.

Accordingly, following the aforementioned definition of “granted” and “owed”, the following compensation components result for the financial year 2023/2024:

in TEUR	Alexander Kroth CIO		Christian Hellmuth (until 6 June 2024) CFO		Kyrill Turchaninov (from 6 June 2024) CFO	
	2023/2024 (Actual)	2022/2023 (Actual)	2023/2024 (Actual)	2022/2023 (Actual)	2023/2024 (Actual)	2022/2023 (Actual)
Compensation granted and owed						
Fixed compensation	150.0	142.5	102.5	142.5	68.7	0.0
Fringe benefits	30.5	18.0	13.0	11.4	4.6	0.0

in TEUR	Alexander Kroth CIO		Christian Hellmuth (until 6 June 2024) CFO		Kyrill Turchaninov (from 6 June 2024) CFO	
	2023/2024 (Actual)	2022/2023 (Actual)	2023/2024 (Actual)	2022/2023 (Actual)	2023/2024 (Actual)	2022/2023 (Actual)
Total	180.5	160.5	115.5	153.9	73.3	0.0
Payment of STI for financial years 2020/2021 and 2021/2022, respectively	0.0	20.0	0.0	20.0	0.0	0.0
Payment of LTI for financial years 2018/2019 and 2019/2022, respectively	0.0	35.9	0.0	35.9	0.0	0.0
Inflation equalisation premium	1.5	1.5	1.5	1.5	0.0	0.0
Total	1.5	57.4	1.5	57.4	0.0	0.0
Total compensation	182.0	217.9	117.0	211.3	73.3	0.0

The performance criteria were applied in financial year 2023/2024 as follows:

No variable compensation components were paid out in the reporting period due to a lack of target achievement in previous periods. In addition, no targets were set for the 2023/2024 financial year and therefore no variable remuneration to be achieved.

The relevant Compensation System was therefore complied with in fiscal year 2023/2024. No variable compensation components were clawed back.

Comparative presentation pursuant to § 162 (1) Sentence 2 No. 2 AktG

For the purpose of comparing the compensation of the Management Board and the Supervisory Board with the average compensation of employees, two comparison groups were formed: All permanent commercial employees working at DKR's headquarters (excluding temporary interns) and the janitors or property managers working at various property locations.

For the development of Management Board compensation, the amounts received (granted) in the financial year have been stated.

EPRA NAV per share was calculated for the last time for financial year 2022/2023 for the purposes of Management Board compensation. EPRA NAV per share was replaced by EPRA NTA per share in financial year 2022/2023.

Comparative presentation	2023/2024	2022/2023	2021/2022	2020/2021	2019/2020
Earnings performance					
Net income Deutsche Konsum REIT-AG according to IFRS financial statements in TEUR	1,967.7	-180,992.1	60,386.7	91,373.0	34,174.0
Change in %	101.1%	-399.7%	-33.9%	167.4%	-35.7%
FFO per share in EUR	0.80	0.94	1.17	1.17	1.06
Change in %	-14.9%	-19.5%	0.0%	10.9%	25%
EPRA NAV per share in EUR	n/a	n/a	n/a	13.31	11.11
Change in %	n/a	n/a	n/a	19.8%	11.9%

Comparative presentation	2023/2024	2022/2023	2021/2022	2020/2021	2019/2020
EPRA NTA per share in EUR	7.55	7.64	10.98	10.10	n/a
Change in %	-1.2%	-30.4%	8.7%	n/a	n/a
Average employee compensation					
Average value commercial employees	58.9	63.4	58.5	52.8	n/a
Change in %	-7.1%	8.3%	10.8%	n/a	n/a
Average value property manager	27.3	37.3	32.9	29.7	n/a
Change in %	-26.8%	13.5%	11.0%	n/a	n/a
Development of Management Board compensation granted					
Rolf Elgeti (compensation granted in TEUR)	-	53.6	71.4	85.5	71.3
Change in %	-	-24.9%	-16.5%	19.9%	0.0%
Factor for Management Board compensation based on average salary of a commercial employee	-	0.85	1.22	1.62	n/a
Factor for Management Board compensation based on average salary of a property manager	-	1.44	2.17	2.88	n/a
Alexander Kroth (compensation granted in TEUR)	182.0	217.9	244.1	228.6	213.3
Change in %	-16.5%	-10.7%	6.8%	7.2%	11.0%
Factor for Management Board compensation based on average salary of a commercial employee	3.09	3.44	4.17	4.33	n/a
Factor for Management Board compensation based on average salary of a property manager	6.66	5.84	7.41	7.71	n/a
Christian Hellmuth (compensation granted in TEUR)	117.0	211.3	237.8	219.0	129.4
Change in %	-44.6%	-11.1%	8.6%	69.2%	-49.3%
Factor for Management Board compensation based on average salary of a commercial employee	1.99	3.33	4.07	4.15	n/a
Factor for Management Board compensation based on average salary of a property manager	4.28	5.66	7.22	7.38	n/a
Kyrill Turchaninov (compensation granted in TEUR)	73.3	-	-	-	-
Change in %	n/a	-	-	-	-
Factor for Management Board compensation based on average salary of a commercial employee	1.20	-	-	-	-
Factor for Management Board compensation based on average salary of a property manager	2.68	-	-	-	-

Comparative presentation	2023/2024	2022/2023	2021/2022	2020/2021	2019/2020
Development of compensation granted to the Supervisory Board					
Hans-Ulrich Sutter (Compensation granted in TEUR)	–	7.9	10.0	–	–
<i>Change in %</i>	<i>n/a</i>	<i>–21.4%</i>	<i>n/a</i>	–	–
Achim Betz (Compensation granted in TEUR)	12.5	8.7	7.5	–	–
<i>Change in %</i>	<i>43.7%</i>	<i>16.7%</i>	<i>n/a</i>	–	–
Kristian Schmidt-Garve (Compensation granted in TEUR)	–	5.9	7.5	–	–
<i>Change in %</i>	<i>n/a</i>	<i>–21.5%</i>	<i>n/a</i>	–	–
Johannes C.G. (Hank) Boot (Compensation granted in TEUR)	5.0	5.0	5.0	–	–
<i>Change in %</i>	<i>0.0%</i>	<i>0.0%</i>	<i>n/a</i>	–	–
Nicholas Cournoyer (Compensation granted in TEUR)	–	3.0	5.0	–	–
<i>Change in %</i>	<i>n/a</i>	<i>–40.5%</i>	<i>n/a</i>	–	–
Rolf Elgeti (Compensation granted in TEUR)	8.1	3.1	–	–	–
<i>Change in %</i>	<i>161.3%</i>	<i>n/a</i>	–	–	–
Antje Lubitz (Compensation granted in TEUR)	8.1	2.8	–	–	–
<i>Change in %</i>	<i>189.3%</i>	<i>n/a</i>	–	–	–
Sebastian Wasser (Compensation granted in TEUR)	9.4	1.3	–	–	–
<i>Change in %</i>	<i>623.1%</i>	<i>n/a</i>	–	–	–

Contribution of compensation to the promotion of the business strategy and the long-term development of the Company

Fixed basic compensation and respective fringe benefits are in line with labor market practices and are thus in many cases a condition for concluding new and renewing existing Management Board contracts. The members of the Management Board thus receive a basic income that appropriately reflects the duties and responsibilities associated with the respective position and prevents inappropriate risks from being taken. The basic income as a non-performance-related compensation component is also intended to ensure that the Management Board members devote their full efforts to the Company even if the targets agreed as part of the variable compensation cannot be achieved or can only be achieved to an insignificant extent.

The variable compensation components are intended to provide incentives for the long-term and sustainable development of DKR. The aim is to create long-term corporate value along the entire value chain of the Company. The variable compensation helps to further harmonize the

interests of shareholders with those of the Management Board. Furthermore, it contributes to the long-term commitment of the members of the Management Board.

The long-term portions of the variable Management Board compensation exceed the short-term portions and reflect the Company's performance over a short-term period based on the respective financial year and a long-term three-year period.

Maximum compensation

The gross annual fixed salary in the 2023/2024 financial year for the members of the Management Board was TEUR 150.0 resp. TEUR 215.0 p.a.

There is only a cap on fringe benefits (such as the use of a company car) in the case of travel allowances for a member of the Management Board. The fringe benefits claimed by the Management Board members are within the usual range.

The maximum compensation (excluding fringe benefits) for the current members of the Management Board is therefore as follows:

In EUR Mio.	Alexander Kroth		Kyrill Turchaninov	
	2023/2024	2022/2023	2023/2024	2022/2023
(pro rata) Fixed compensation	150.0	142.5	68.7	n/a
STI	0.0	84.4	0.0	n/a
LTI	0.0	103.1	0.0	n/a
Gesamt	150.0	330.0	68.7	n/a

The defined maximum compensation was complied within in the financial year.

Approval of the Compensation Report for the previous financial year

The Annual General Meeting of DKR on 31 May 2024 approved the remuneration report for the 2022/2023 financial year with the required majority.

Report of the independent auditor on the audit of the Compensation Report pursuant to § 162 (3) of the German Stock Corporation Act (AktG)

To Deutsche Konsum REIT-AG, Broderstorf

Audit opinion

We have formally audited the Compensation Report of Deutsche Konsum REIT-AG for the financial year from 1 October 2023 to 30 September 2024 to determine whether the disclosures pursuant to § 162 (1) and (2) of the German Stock Corporation Act (AktG) have been made in the Compensation Report. In accordance with § 162 (3) of the German Stock Corporation Act (AktG), we have not audited the content of the Compensation Report.

In our opinion, the accompanying Compensation Report includes, in all material respects, the disclosures required by § 162 (1) and (2) of the German Stock Corporation Act (AktG). Our audit opinion does not cover the content of the Compensation Report.

Basis for the audit opinion

We conducted our audit of the compensation report in accordance with § 162 (3) of the Stock Corporation Act and the *IDW Auditing Standard: The Audit of the Compensation Report in Accordance with § 162 (3) AktG (IDW PS 870 (09.2023))*. Our responsibility under that provision and standard is further described in section “Responsibility of the auditor” of our report. As an auditing practice, we have applied the requirements of the *IDW Quality Assurance Standard: Requirements for Quality Assurance in the Auditing Practice (IDW QMS 1 (09.2022))*. We have complied with the professional duties pursuant to the Auditors’ Code and the Professional Statutes for Auditors/Sworn Auditors including the requirements for independence.

Responsibility of the Management Board and Supervisory Board

The Management Board and Supervisory Board are responsible for the preparation of the Compensation Report, including the related disclosures, which complies with the requirements of § 162 German Stock Corporation Act (AktG). They are also responsible for such internal control as they determine is necessary to enable the preparation of a Compensation Report that is free from material misstatement, whether due to fraud (i.e. accounting fraud or fraudulent misrepresentation) or error.

Responsibility of the auditor

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

We planned and performed our audit to obtain evidence about the formal completeness of the Compensation Report by comparing the disclosures made in the Compensation Report with the disclosures required by § 162 (1) and (2) of the German Stock Corporation Act (AktG). In accordance with § 162 (3) of the German Stock Corporation Act (AktG), we have not audited the accuracy of the content of the disclosures, the completeness of the content of the individual disclosures or the fair presentation of the Compensation Report.

Berlin, dated 17 December 2024

DOMUS Steuerberatungs-AG
Wirtschaftsprüfungsgesellschaft

Fechner
Auditor

Rohmann
Auditor