



DEUTSCHE BÖRSE

16 May 2023

Notice of

Annual General Meeting of
Deutsche Börse Aktiengesellschaft

Deutsche Börse Aktiengesellschaft, Frankfurt/Main

Dear Shareholders,¹

We cordially invite you to attend the 2023 Annual General Meeting on 16 May 2023, commencing at 10.00 a.m. CEST. It will take place as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies at the venue of the Annual General Meeting. Duly registered shareholders and their proxies may join the Annual General Meeting by means of electronic communication via the Company's online service at www.deutsche-boerse.com/agm. Further information and instructions are provided in section III of this notice of meeting. The entire Annual General Meeting will also be streamed live online (video and audio) at www.deutsche-boerse.com/agm.

I. Agenda

1. Presentation of the adopted annual financial statements and approved consolidated financial statements, the combined management report of Deutsche Börse Aktiengesellschaft and the Group as at 31 December 2022, the report of the Supervisory Board, the proposal for the appropriation of the unappropriated surplus and the explanatory report on disclosures pursuant to sections 289a and 315a of the German Commercial Code (*Handelsgesetzbuch* – HGB)

The documents pertaining to this agenda item are available online on the Company's website at www.deutsche-boerse.com/agm. In accordance with the statutory provisions, no resolution by the Annual General Meeting is required as the Supervisory Board has approved the annual financial statements and the consolidated financial statements prepared by the Executive Board.

2. Resolution on the appropriation of unappropriated surplus

The Executive Board and the Supervisory Board propose that the unappropriated surplus reported in the adopted annual financial statements as at 31 December 2022 totalling EUR 700,000,000.00 be appropriated as follows:

to pay a dividend of EUR 3.60 for each no-par value share carrying dividend rights, i.e., EUR 661,460,202.00 in total; and

to allocate EUR 38,539,798.00 to "other retained earnings".

The proposal for the appropriation of the unappropriated surplus takes into account the treasury shares held either directly or indirectly by the Company as at the date on which the annual financial statements for financial year 2022 are prepared that do not carry dividend rights in accordance with section 71b of the German Stock Corporation Act (*Aktiengesetz* – AktG). The number of shares carrying dividend rights for financial year 2022 may change prior to the Annual General Meeting. In such cases, an appropriately adjusted proposal shall be put to the Annual General Meeting with regard to the appropriation of the unappropriated surplus, based on an unchanged distribution of EUR 3.60 for each no-par value share carrying dividend rights.

1) This translation is intended for convenience purposes only and solely the German version of the notice of the Annual General Meeting of Deutsche Börse Aktiengesellschaft (incl. the agenda) is legally binding.

3. Resolution on the ratification of the acts of the members of the Executive Board

The Executive Board and the Supervisory Board propose that the actions of the Executive Board members who held office in financial year 2022 be ratified for said period.

4. Resolution on the ratification of the acts of the members of the Supervisory Board

The Executive Board and the Supervisory Board propose that the actions of the Supervisory Board members who held office in financial year 2022 be ratified for said period.

5. Resolution on amendments to the Articles of Incorporation relating to the Annual General Meeting

- a) With the “Act on the Introduction of Virtual General Meetings for Stock Corporations and the Amendment of other Provisions” dated 27 July 2022 (Federal Law Gazette (*Bundesgesetzblatt*) I no. 27 2022, p. 1166 *et seq.*), the legislator has now permanently codified the format for virtual general meetings. Pursuant to section 118a (1) of the AktG, the Company’s Articles of Incorporation may provide or authorise the Executive Board to provide for the meeting to be held without the shareholders or their proxies being physically present at the venue of the Annual General Meeting (virtual general meeting). Any such provision or authorisation must be limited to a maximum of five years according to section 118a (5) of the AktG.

The format of the Company’s Annual General Meetings in the future shall not be pre-defined in the Articles of Incorporation. However, the Executive Board and the Supervisory Board believe it is in the Company’s interest to provide for the possibility of holding its future Annual General Meetings virtually by means of an authorisation to that effect in the Articles of Incorporation. For future Annual General Meetings, a decision shall be taken separately in each case, taking into account the circumstances of the individual case and the interests of the Company and its shareholders, as to whether to make use of the authorization and hold the meeting as a virtual Annual General Meeting. This can take into account, among other things, the experience gained in previous years, health protection concerns of the participants as well as sustainability considerations, effort and costs. Shareholders’ rights will be adequately protected in the virtual format as well. The legislator has modelled the virtual general meeting on the physical general meeting and regards both formats as equivalent. The Company currently intends to structure any future virtual shareholders’ meetings essentially in a similar way to this year’s Annual General Meeting, including refraining from submitting and answering questions in advance of the general meeting. The planned authorisation will also be limited until the close of the Annual General Meeting which resolves on the ratification of the actions of the members of the Executive Board and the Supervisory Board for financial year 2024, i.e., to about two years.

The Executive Board and the Supervisory Board propose the following resolution:

Article 15 of the Articles of Incorporation shall be amended to include the following subsection (2):

“(2) The Executive Board shall be authorised, until the close of the Annual General Meeting which resolves on the ratification of the actions of the members of the Executive Board and the Supervisory Board for financial year 2024, to provide for the meeting to be held without the shareholders or their proxies being physically present at the venue of the Annual General Meeting (virtual general meeting).”

The existing content of Article 15 shall become Article 15 (1).

- b) As a rule, the members of the Supervisory Board also attend the meeting at the venue of the Annual General Meeting. However, section 118 (3) sentence 2 of the AktG provides that the Articles of Incorporation may provide members of the Supervisory Board the option to participate in the Annual General Meeting by way of audio/video transmission in certain cases. This option is intended to enable virtual participation particularly in situations where physical attendance at the venue of the Annual General Meeting would not be possible or would be possible only with considerable effort or where the meeting is being held as a virtual general meeting. The Company considers this facilitated participation option for Supervisory Board members in these cases to be appropriate, in particular due to modern communication options and taking into account costs and sustainability considerations.

The Executive Board and the Supervisory Board propose the following resolution:

Article 16 of the Articles of Incorporation shall be amended to include the following subsection (6):

“(6) Subject to consultation with the Chairman of the Supervisory Board, Supervisory Board members shall be permitted to participate in the Annual General Meeting by way of audio/video transmission in those cases where, because they reside abroad or because their presence is required at another location, physical attendance at the venue of the Annual General Meeting would not be possible or would be possible only with considerable effort or where the meeting is being held as a virtual general meeting without the physical presence of the shareholders or the proxies at the venue of the Annual General Meeting.”

- c) The German Stock Corporation Act (AktG) contains detailed and binding provisions on the notice period and form of convening general meetings. Therefore, for editorial reasons and for greater clarity with regard to the wording of the applicable regulatory framework, quotations of individual statutory provisions in particular will be deleted from the Articles of Incorporation.

The Executive Board and the Supervisory Board propose the following resolution:

The existing Article 15 Sentence 2 of the Articles of Incorporation shall be revised. Sentences 3 and 4 shall be deleted. The new Article 15 (1) will read as follows:

“Article 15

(1) Unless other persons are authorised by law to do so, the Shareholders’ Meetings shall be convened by the Executive Board or the Supervisory Board. Notice of meeting shall be given at least within the period prescribed by law.”

The designation as subsection (1) is made following and in accordance with the resolution adopted under agenda item 5a).

6. Resolution on amendment to the Articles of Incorporation relating to entries in the share register

The statutory provision in section 67 (1) of the AktG on the information to be provided when entering registered shares in the share register is being amended by the German Partnership Modernisation Act (*Gesetz zur Modernisierung des Personengesellschaftsrechts – MoPeG*) dated 10 August 2021 (Federal Law Gazette I no. 53 2021, p. 3436 *et seq.*). This amendment shall enter into force on 1 January 2024.

Article 4 (1) Sentence 2 of the Company’s Articles of Incorporation, which follows the wording of the current statutory provision, shall therefore be amended such that, in future, reference will only be made to the information required by law.

The Executive Board and the Supervisory Board propose the following resolution:

The existing Article 4 (1) Sentence 2 of the Articles of Incorporation shall be revised and amended to include an additional Sentence 3. The new Sentences 2 and 3 of Article 4 (1) will read as follows:

“The registered shares shall be listed in the Corporation’s share register. The shareholders shall provide the Corporation with the information required by law for entry in the share register.”

7. Resolution on the approval of the remuneration report

The Executive Board and the Supervisory Board have prepared a remuneration report for financial year 2022 in accordance with section 162 of the AktG, in which they report on the remuneration paid and owed to the members of the Executive Board and the Supervisory Board in the previous financial year.

The remuneration report has been audited by the auditor in accordance with section 162 (3) of the AktG to determine whether the disclosures required under section 162 (1) and (2) of the AktG were made. Beyond the statutory requirements, the auditors have also performed a substantive review. The report on the audit of the remuneration report is appended to the remuneration report.

The audited remuneration report for financial year 2022 is appended as part of this notice in the section entitled: “Information on agenda item 7: Remuneration report 2022” and is available online at www.deutsche-boerse.com/agm.

Section 120a (4) of the AktG stipulates that the Annual General Meetings of listed companies must resolve to approve the remuneration report for the previous financial year prepared and audited in accordance with section 162 of the AktG.

The Executive Board and the Supervisory Board therefore propose that the remuneration report for financial year 2022, which has been prepared and audited in accordance with section 162 of the AktG, be approved as published in the notice for the Annual General Meeting on 16 May 2023.

8. Resolution on the election of the auditor and Group auditor for financial year 2023 as well as the auditor for the review of the condensed financial statements and the interim management report for the first half of financial year 2023

The Supervisory Board proposes the election of PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft with its registered office in Frankfurt/Main as auditor and Group auditor for financial year 2023, as well as auditor for the review of the condensed financial statements and the interim management report for the first half of financial year 2023, to the extent that these are subject to an auditor’s review.

The Supervisory Board’s proposal relating to the auditor under this agenda item 8 is based on the recommendation of the Audit Committee of the Supervisory Board.

The Audit Committee has stated that its recommendation is free of any undue influence by third parties and that it is not subject to any clauses restricting its choice within the meaning of article 16 (6) of the EU regulation on statutory audits (Regulation (EU) No. 537/2014 of the European Parliament and of the Council of 16 April 2014).

II. Further information and reports on the agenda items

Information on agenda item 7: Remuneration report 2022

Under agenda item 7, the Executive Board and the Supervisory Board propose in accordance with section 120a (4) of the AktG that the remuneration report of Deutsche Börse Aktiengesellschaft for financial year 2022, prepared and audited in accordance with section 162 of the AktG, be approved. The content of the report is as follows:

Remuneration report

I Introduction

The remuneration report describes the principles and the structure of the remuneration of the Executive Board and Supervisory Board of Deutsche Börse AG and reports on the remuneration awarded and due to members of the Executive Board and Supervisory Board in 2022. The report was prepared by the Executive Board and Supervisory Board in accordance with the requirements of section 162 Aktiengesetz (Stock Corporation Act, AktG) and follows the recommendations and suggestions of the German Corporate Governance Code (GCGC) as amended on 28 April 2022. It also takes into account the current version of the guidelines of the Working Group for sustainable Management Board remuneration systems, which is made up of the Supervisory Board Chairs of listed companies in Germany, as well as representatives of institutional investors, academics and corporate governance experts.

Above and beyond the requirements of section 162 (3) AktG, the remuneration report was reviewed by PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft both in a formal as well as material audit. The remuneration report and the attached memorandum on the review of the remuneration report can be found on the Deutsche Börse AG website under <https://www.deutsche-boerse.com/dbg-en/investor-relations/corporate-governance/remuneration-overview>.

II Review of the 2022 financial year

This review of the 2022 financial year explains the context in which the remuneration decisions were taken and enables their comprehensive perception.

Approval of the remuneration report 2021 by the Annual General Meeting 2022

The regulatory changes made by the Gesetz zur Umsetzung der zweiten Aktionärsrechterichtlinie (Act to Transpose the Second Shareholder Rights Directive, ARUG II) required the remuneration report to be presented to the Annual General Meeting in 2022 for the first time for approval. The Annual General Meeting approved the remuneration report for 2021 by a majority of 95.93 per cent. This is the first report on the implementation of the remuneration system that was approved by the Annual General Meeting in 2021 with a majority of 94.97 per cent (2021 remuneration system).

Thereafter the Supervisory Board discussed the feedback from shareholders and proxy advisers provided as part of the consultation on the remuneration report. In view of the high approval rate and the positive feedback from shareholders and proxy advisers the Supervisory Board does not currently see any reason to alter the remuneration report.

Approval of the amended remuneration system for the Supervisory Board by the Annual General Meeting 2022

A slightly amended remuneration system for the Supervisory Board was presented to the Annual General Meeting 2022 for approval, and was approved by a majority of 99.90 per cent. The conditions for payment of the attendance fee were changed. To reflect the greater use of electronic communications technology to hold meetings of the Supervisory Board and its committees, the attendance fee will now also be paid for virtual attendance at meetings. This change reflects Deutsche Börse AG's increasingly sustainable and resource-efficient business practices. In addition, the payment is made per meeting day, and not as previously once for consecutive meeting days (meeting block).

Performance and target achievement in 2022

The Supervisory Board believes it is vitally important for there to be a clear link between Executive Board members' remuneration and their performance ("pay for performance"). A large proportion of Executive Board remuneration therefore consists of performance-based remuneration components. For this reason and because strategically relevant indicators are used as performance criteria, the amount of Executive Board remuneration is closely linked to the performance of Deutsche Börse Group.

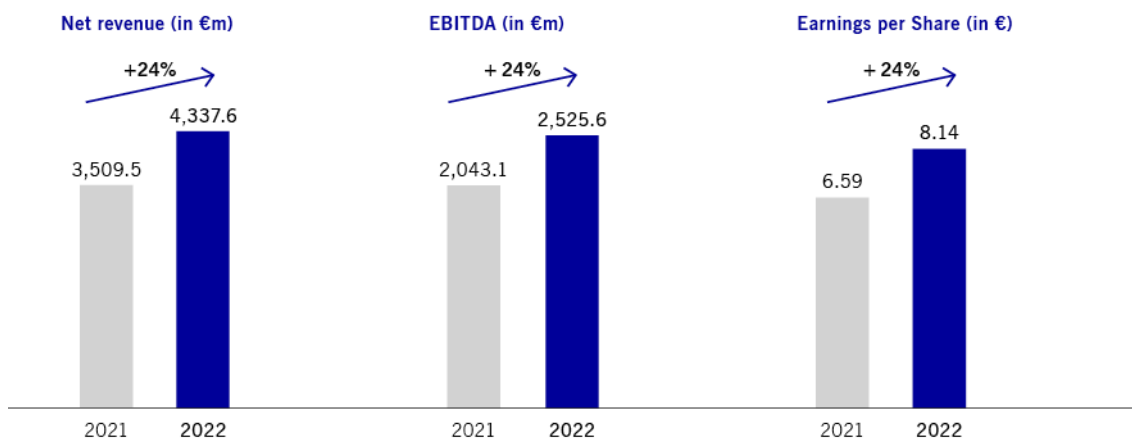
Deutsche Börse Group revised its forecast upwards several times in 2022 and was able to meet it in full. Furthermore, the medium-term goals of the Compass 2023 strategy were achieved a year earlier than originally planned. Both net revenue and EBITDA increased by 24 per cent in 2022. EPS went up by 24 per cent, too.

Business performance was characterised by further secular growth and dominated by cyclical factors. Higher average market volatility resulted in a significantly higher trading volume in the Trading & Clearing segment. At the same time, index derivatives, gas products and forex trading saw sharp increases due to the rise of the US dollar. Higher volatility in this segment and market participants' greater hedging requirements led to a higher volume of interest rate derivatives and OTC clearing on the one hand, and to higher net revenue from collateral deposited in the clearing business on the other. The increases in base rates by central banks to curb high inflation also had a positive impact on net interest income in the Securities Services segment. The secular growth in net revenue is partly due to higher demand for innovative products, to winning new customers and gaining additional market share in the Trading & Clearing segment, and partly to higher demand for ESG products in the Data & Analytics segment. By acquiring the leading European fund data specialist Kneip Communication S.A., Deutsche Börse Group strengthened its growth areas of fund services and data and expanded its range of data services.

Deutsche Börse Group substantially strengthened its strategic position in key growth markets overall, and again improved its line-up for further organic growth. Investments in new asset classes, such as digital assets, as well as increased capital expenditure on new technologies, further strengthened the foundations for Deutsche Börse Group's future competitiveness. Finally, Deutsche Börse Group continued to manage its investment portfolio very actively, both in terms of disposals and with further minority investments in the context of the Group's corporate venturing activities.

The successful implementation of the corporate strategy Compass 2023 again significantly improved a number of key financial indicators, which are also used as criteria for the performance-based components of Executive Board remuneration.

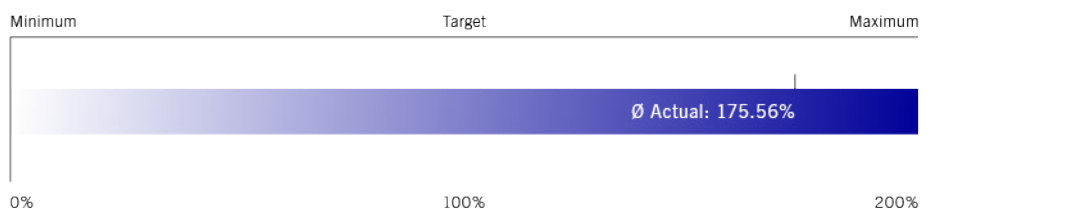
Development in 2022



In view of this successful growth, a proposal will be made at the Annual General Meeting 2023 to increase the dividend again to €3.60 for financial year 2022. The successful performance in 2022, which included significantly outperforming ambitious targets for further increases in net revenue and EBITDA, was also reflected in the average achievement of 175.56 per cent for the Performance Bonus. Net revenue and EBITDA are the performance criteria for the Performance Bonus, in addition to individual targets.

The following chart shows the average overall target achievement of the Executive Board members in the Performance Bonus for 2022:

Overall target achievement Performance Bonus 2022

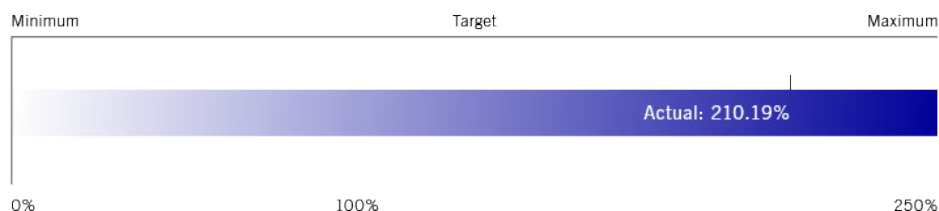


A detailed description of the performance criteria, target achievement and resulting payouts can be found in the chapter “Performance Bonus”.

The tranche of the Performance Share Plan (PSP) granted in 2018 (PSP Tranche 2018) ended at the close of the 2022 financial year. Overall target achievement in the PSP Tranche 2018 of 210.19 per cent reflects Deutsche Börse Group’s strong growth over the five-year performance period. Targets were exceeded for both the criterion “Adjusted Net Income Growth” and the criterion “Total Shareholder Return (TSR) Performance”. The maximum target achievement for relative TSR not only reflects the strong absolute performance of the Deutsche Börse share on the capital market, but also its above-average relative performance compared with the relevant peer group.

Overall target achievement of the Executive Board members for the PSP Tranche 2018 is as follows:

Overall target achievement PSP Tranche 2018



A detailed description of the performance criteria, target achievement and resulting payouts can be found in the section “Overall target achievement and payouts from the PSP Tranche 2018”.

Composition of the Executive Board and Supervisory Board

There were no changes among the members of the Executive Board in 2022. The Supervisory Board voted on 29 September 2022 to reappoint Ms Heike Eckert for a term of five years with effect from 1 July 2023. Ms Heike Eckert is responsible on the Executive Board for Governance, People & Culture and is the Director of Labour Relations of Deutsche Börse AG.

The Annual General Meeting 2022 elected Ms Shannon A. Johnston to the Supervisory Board with a majority of 99.76 per cent. She succeeds Mr Karl-Heinz Flöther, who resigned from the Supervisory Board after more than ten years at the close of the Annual General Meeting 2022. Ms Shannon A. Johnston has chaired the Technology Committee since being elected to the Supervisory Board.

Oliver Greie has been a member of the Supervisory Board since 29 April 2022. As a trade union representative he succeeds Katrin Behrens, who voluntarily resigned her seat on 28 April 2022.

III Executive Board remuneration in 2022

Principles of Executive Board remuneration

Executive Board remuneration serves as an important steering element for the strategic direction of Deutsche Börse Group and makes a key contribution to advancing and implementing the corporate strategy, as well as to the sustainable long-term development of Deutsche Börse AG. Choosing suitable performance criteria for performance-based remuneration sets incentives to manage the company sustainably and successfully over the long term and to drive the realisation of its strategic objectives.

In order to support a strong equity culture and further align the interests of the Executive Board and shareholders, most of the performance-based remuneration components are share-based.

Executive Board remuneration is based on the principle that Executive Board members should receive appropriate remuneration in line with their performance, functions and responsibilities. By setting ambitious performance criteria, the Supervisory Board follows a strict pay-for-performance approach. The long-term structure of the remuneration system, as expressed in the largely multi-year assessment basis for the performance-based remuneration components, also avoids creating incentives for taking unreasonable risks.

The following overview shows the main guidelines applied by the Supervisory Board for the Executive Board remuneration:

Applicable guidelines

Applicable guidelines	
✓	Clear alignment with the corporate strategy "Compass 2023"
✓	Conformity with the requirements of the German Stock Corporation Act (AktG) and the recommendations and suggestions of the German Corporate Governance Code (GCGC) as well as orientation towards the Guidelines for sustainable Management Board remuneration systems
✓	Ensuring the appropriateness of remuneration
✓	Long-term orientation and strong capital market focus
✓	Performance Bonus and Performance Shares are completely performance-based and can entirely lapse
✓	Strengthening responsible action by using ESG targets

1.1 Process for determining, implementing and reviewing the remuneration system

The Supervisory Board, being advised by its Nomination Committee, determines the remuneration system for the members of the Executive Board. The remuneration system adopted by the Supervisory Board is presented to the Annual General Meeting for approval. The Supervisory Board reviews the remuneration system regularly with the support of its Nomination Committee. After any significant changes, but not less than every four years, the Supervisory Board again presents the remuneration system to the Annual General Meeting for approval.

1.2 Appropriateness of Executive Board remuneration

The remuneration of Executive Board members is determined by the Supervisory Board on the basis of the remuneration system, whereby the Nomination Committee prepares the Supervisory Board's decision. The Supervisory Board ensures that remuneration is appropriate to the corresponding Executive Board member's tasks and performance, as well as to the company's financial situation, and that it does not exceed common market pay levels without special justification. For this purpose, the Supervisory Board conducts a regular horizontal and vertical peer group comparison, generally every other year.

To do so, the Supervisory Board may engage external experts who are independent of the Executive Board and the Company. The horizontal comparison is based on relevant national and international peer groups. The Supervisory Board selects the peer groups based on the criteria country, size and industry sector as stipulated in AktG. Based on the country criterion and given their comparable size, DAX-listed companies are included as a suitable peer group for the purpose of the horizontal comparison. In order to reflect the industry sector criterion, European financial institutions were used as customers and competitors of Deutsche Börse Group, as well as international stock exchange operators as additional peer groups.

In order to assess whether the remuneration is in line with usual levels within the Company (vertical comparison), the Supervisory Board – in accordance with the recommendations of the GCGC – also takes into account the ratio of Executive Board remuneration to the remuneration of senior managers and the workforce as a whole, and how the various salary grades have developed over time. In this context, senior managers mean the two management levels below the Executive Board. The Supervisory Board considers the remuneration ratio in respect of both the employees of Deutsche Börse AG and the employees of Deutsche Börse Group as a whole.

The results of the review are taken into account by the Supervisory Board when setting the target remuneration for the Executive Board members, which also ensures that the Executive Board remuneration is appropriate.

The last review of appropriateness took place in the 2021 financial year. The Supervisory Board was supported by an independent external advisor and the Executive Board remuneration was found to be appropriate.

1.3 Target remuneration

In their service contract, each Executive Board member is promised a target remuneration in line with common market levels, which depends largely on their relevant knowledge and experience for the role. It is also based on the target remuneration for the other Executive Board members. Target remuneration for the Executive Board members was not changed in 2022. Differences in total target remuneration result from the volatility of fringe benefits and the service cost for pension purposes.

Target remuneration (part 1)

	Theodor Weimer (CEO)				Christoph Böhm (CIO/COO)			
	2022		2021		2022		2021	
	€ thous.	%	€ thous.	%	€ thous.	%	€ thous.	%
Base salary	1,500.0	25.8	1,500.0	25.7	720.0	26.2	720.0	25.9
Fringe benefits	60.5	1.1	60.5	1.0	28.4	1.0	28.5	1.0
One-year variable remuneration	1,100.0	19.0	1,100.0	18.8	560.0	20.3	560.0	20.1
Performance Bonus (cash component)	1,100.0	–	1,100.0	–	560.0	–	560.0	–
Multi-year variable remuneration	2,400.0	41.3	2,400.0	41.1	1,120.0	40.7	1,120.0	40.3
Performance Bonus (Restricted Stock)	1,100.0	–	1,100.0	–	560.0	–	560.0	–
Performance Shares Tranche 2021-2025	0	–	1,300.0	–	0	–	560.0	–
Performance Shares Tranche 2022-2026	1,300.0	–	0	–	560.0	–	0	–
Pension expense	745.9	12.8	782.4	13.4	324.2	11.8	351.8	12.7
Total target remuneration	5,806.4	100.0	5,842.9	100.0	2,752.6	100.0	2,780.3	100.0

Target remuneration (part 2)

Thomas Book
(responsible for Trading & Clearing)

Heike Eckert
(responsible for Governance, People & Culture,
Director of Labour Relations)

	2022		2021		2022		2021	
	€ thous.	%	€ thous.	%	€ thous.	%	€ thous.	%
Base salary	650.0	24.2	650.0	23.8	650.0	25.7	650.0	25.3
Fringe benefits	26.7	1.0	27.2	1.0	25.7	1.0	25.7	1.0
One-year variable remuneration	516.7	19.3	516.7	18.9	516.7	20.4	516.7	20.1
Performance Bonus (cash component)	516.7	–	516.7	–	516.7	–	516.7	–
Multi-year variable remuneration	1,033.4	38.5	1,033.4	37.9	1,033.4	40.8	1,033.4	40.2
Performance Bonus (Restricted Stock)	516.7	–	516.7	–	516.7	–	516.7	–
Performance Shares Tranche 2021-2025	0	–	516.7	–	0	–	516.7	–
Performance Shares Tranche 2022-2026	516.7	–	0	–	516.7	–	0	–
Pension expense	455.7	17.0	502.1	18.4	306.1	12.1	345.0	13.4
Total target remuneration	2,682.5	100.0	2,729.4	100.0	2,531.9	100.0	2,570.8	100.0

Target remuneration (part 3)

Stephan Leithner
(responsible for Pre- & Post-Trading)

Gregor Pottmeyer
(CFO)

	2022		2021		2022		2021	
	€ thous.	%	€ thous.	%	€ thous.	%	€ thous.	%
Base salary	720.0	26.3	720.0	26.0	720.0	26.3	720.0	26.1
Fringe benefits	21.7	0.8	22.3	0.8	35.9	1.3	35.8	1.3
One-year variable remuneration	560.0	20.4	560.0	20.2	560.0	20.5	560.0	20.3
Performance Bonus (cash component)	560.0	–	560.0	–	560.0	–	560.0	–
Multi-year variable remuneration	1,120.0	40.8	1,120.0	40.5	1,120.0	41.0	1,120.0	40.6
Performance Bonus (Restricted Stock)	560.0	–	560.0	–	560.0	–	560.0	–
Performance Shares Tranche 2021-2025	0	–	560.0	–	0	–	560.0	–
Performance Shares Tranche 2022-2026	560.0	–	0	–	560.0	–	0	–
Pension expense	321.9	11.7	346.4	12.5	297.9	10.9	319.8	11.7
Total target remuneration	2,743.6	100.0	2,768.7	100.0	2,733.8	100.0	2,755.6	100.0

1.4 Compliance with maximum remuneration

The Supervisory Board has defined a maximum remuneration for Executive Board members in accordance with section 87a (1) sentence 2 no. 1 AktG, which limits the maximum payouts of compensation promised in one financial year. In the 2021 remuneration system the maximum remuneration for the Chief Executive Officer is €12,000,000 and for the ordinary Executive Board members €6,000,000. The maximum remuneration includes all payouts of non-performance-based remuneration (base salary, fringe benefits, pension and risk protection) and performance-based remuneration components (Performance Bonus, Performance Shares), whereby the pension and risk protection are based on the service cost.

It will only be possible to report on compliance with maximum remuneration for 2022 after the payout for the tranche of Performance Shares granted in 2022. To the extent that the payout from Performance Shares would result in the maximum remuneration being exceeded, the payout would be reduced accordingly to ensure compliance with the maximum remuneration.

A maximum remuneration figure also existed prior to the 2021 remuneration system to cap the annual payouts from remuneration components. It was set at €9,500,000 for each active Executive Board member and was always complied with.

2. Overview of the remuneration system for Executive Board members

In structuring the remuneration, the Supervisory Board strives to ensure that the overall framework for remuneration within the Executive Board is as uniform as possible. The remuneration system for Executive Board members consists of non-performance-based and performance-based components.

The non-performance-based remuneration components consist of base salary, contractual fringe benefits and provisions for retirement and risk protection. The performance-based component consists of the Performance Bonus and the Performance Shares.

In addition, the company's share ownership guidelines require Executive Board members to invest a substantial amount in Deutsche Börse AG shares during their term of office.

The main elements of the 2021 remuneration system are illustrated in the following overview:

Overview 2021 remuneration system

Components	Current remuneration system since 2021 financial year
Base salary	<ul style="list-style-type: none"> ▪ Fixed, contractually agreed remuneration paid out in twelve equal instalments ▪ Amount based on knowledge and experience relevant to position
Contractual fringe benefits	<ul style="list-style-type: none"> ▪ Company car, insurance cover, reimbursement of expenses for maintaining a second home, relocation costs, assumption of security costs, possible one-off compensation payments to newly appointed Executive Board members for forfeited variable remuneration from previous employers
Pension and risk coverage	<ul style="list-style-type: none"> ▪ In principle defined contribution pension scheme ▪ Benefit generally paid out in the form of a monthly pension ▪ Risk benefits in the case of permanent occupational disability or death
Performance Bonus (inclusive Restricted Stock)	<ul style="list-style-type: none"> ▪ Plan type: Performance Bonus Plan ▪ Performance criteria: <ul style="list-style-type: none"> ▪ 1/3 net revenue (market consensus & absolute growth) ▪ 1/3 EBITDA (market consensus & absolute growth) ▪ 1/3 individual targets (incl. ESG targets¹) ▪ Target achievement: 0–200% ▪ Cap: 200% of target amount ▪ Payout: 50% in cash, 50% for Restricted Stock with four-year blocking period
Performance Shares	<ul style="list-style-type: none"> ▪ Plan type: Performance Share Plan ▪ Performance criteria: <ul style="list-style-type: none"> ▪ 50% relative TSR² ▪ 25% EPS³ growth rate ▪ 25% ESG targets ▪ Target achievement: 0–242% ▪ Cap: 400% of target amount ▪ Performance period: Five years ▪ Payout: Payout following five-year performance period in one tranche with requirement to fully invest in shares
Malus/clawback	<ul style="list-style-type: none"> ▪ Compliance clawback and malus clause ▪ Performance clawback
Share ownership guidelines	<ul style="list-style-type: none"> ▪ Amount: 200% (CEO)/100% (ordinary Board members) of gross base salary ▪ Build-up period: Four years
Maximum remuneration	<ul style="list-style-type: none"> ▪ Differentiation between CEO and ordinary Board members ▪ CEO: €12,000,000 ▪ Ordinary Board members: €6,000,000

1) ESG targets = Environmental, social, governance targets

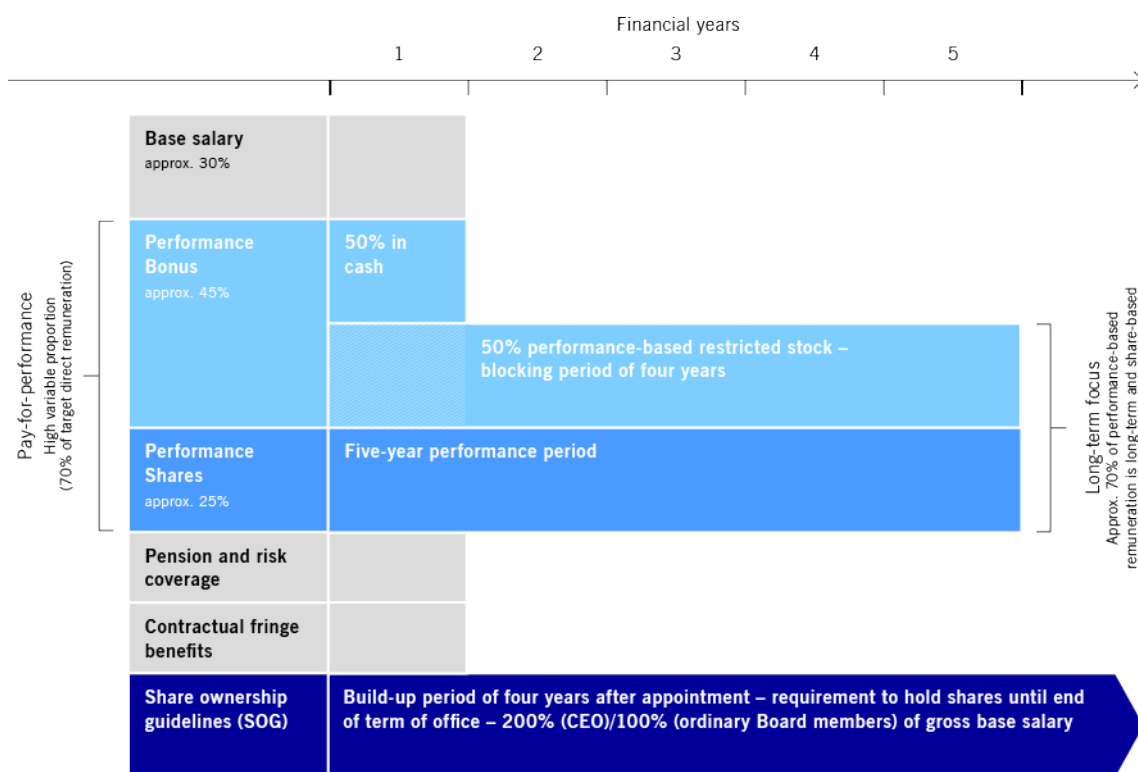
2) TSR = Total shareholder return

3) EPS = Earnings per share

To ensure the pay for performance orientation of Executive Board remuneration, around 70 per cent of the target direct remuneration (base salary, target amount of Performance Bonus and target amount of Performance Shares) consists of performance-based remuneration components. Furthermore, around 70 per cent of this performance-based remuneration has a multi-year assessment basis and is also share-based. This ensures that the remuneration structure is aligned with the company's sustainable long-term development. It also ensures that the performance-based remuneration to reward the achievement of long-term targets is higher than that for short-term targets and that the interests of the Executive Board are aligned with those of shareholders.

Base salary accounts for around 30 per cent of the target direct remuneration. The Performance Bonus, which is paid out after the respective financial year, accounts for approx. 22.5 per cent of the target direct remuneration. The Performance Bonus, which is available to the Executive Board members after further four financial years (performance-based restricted stock) also accounts for approx. 22.5 per cent. Performance Shares account for approx. 25 per cent of the target direct remuneration.

Structure



3. Application of remuneration components in the 2022 financial year in detail

3.1 Non-performance-based remuneration components

3.1.1 Base salary

The members of the Executive Board receive a fixed base salary, which is paid in twelve equal monthly instalments. When setting the amount of base salary the Supervisory Board is guided by the relevant knowledge and experience of the Executive Board members for their respective role.

3.1.2 Fringe benefits

Executive Board members receive contractually agreed fringe benefits. These include i.a. an appropriate company car for business and personal use. They also receive taxable contributions towards private pensions. In addition, the company takes out appropriate insurance coverage for them. This included accident insurance in the 2022 financial year. Another fringe benefit in the 2022 financial year was the use of carpool vehicles or vehicles with drivers.

Executive Board members were not granted any other fringe benefits in the 2022 financial year apart from those mentioned.

In the 2022 financial year, there was also directors & officers (D&O) insurance for Executive Board members.

3.1.3 Pension and risk coverage

As another non-performance-based component of the remuneration system the Executive Board members are entitled to a pension as well as invalidity and life insurance.

The members of the Executive Board are generally entitled to receive retirement benefits upon reaching the age of 60, provided that they are no longer in the service of Deutsche Börse AG at that time – for Thomas Book, this applies on reaching the age of 63. The Supervisory Board reviews and determines the pensionable income that is used as the basis for retirement benefits. Executive Board members normally receive a defined contribution pension. An exception applies to Executive Board members with existing entitlements from previous positions within Deutsche Börse Group. In this case, they may receive a defined benefit pension instead. This exception only applies to Thomas Book.

a. Defined contribution pension system

The rules of the defined contribution pension scheme apply to Theodor Weimer, Christoph Böhm, Heike Eckert, Stephan Leithner and Gregor Pottmeyer.

Under the defined contribution pension scheme, the Company makes an annual capital contribution to the scheme for each calendar year that a member serves on the Executive Board. This pension contribution is calculated by applying an individual contribution rate to their pensionable income. The Supervisory Board determines and regularly reviews the pensionable income. The annual capital contributions calculated in this way bear interest of at least 3 per cent per annum. As a rule, retirement benefits are paid as a monthly pension. However, the Executive Board member may choose for payment to be made in the form of a one-off lump sum or as five instalments. The entitlements vest in accordance with the provisions of Betriebsrentengesetz (German Company Pensions Act).

b. Defined benefit pension system (legacy provisions)

Under the defined benefit pension scheme, eligible beneficiaries who have reached the contractually agreed age receive pensions calculated as a defined proportion of their individual pensionable income (replacement rate). The requirement is that the respective Executive Board member was in office for at least three years and was reappointed at least once. As is the case under the defined contribution scheme, the Supervisory Board determines and regularly reviews the pensionable income. The replacement rate depends on the length of Executive Board service and number of reappointments, and amounts to a maximum of 50 per cent. The payment terms and the rules governing vesting correspond to those of the defined contribution scheme.

Members of the Executive Board are entitled to an early pension if the Company does not extend their service agreements, unless the reasons for doing so are attributable to the Executive Board member or would justify terminating the agreement without observance of a notice period. As in the case of a retirement pension, the amount of the early pension is calculated by applying the replacement rate to the respective pensionable income. Executive Board members with a defined contribution pension are not eligible for an early pension.

c. Benefits in the case of permanent occupational disability or death

A key component of the pension commitments relates to the Executive Board members' benefits in the case of permanent occupational disability or death. If an Executive Board member has a permanent occupational disability, the Company has the right to put that Executive Board member into retirement. A permanent occupational disability arises if the Executive Board member is incapable of working for more than six months and it is not expected that they will be fit to return to work within another six months. In this case, Executive Board members with defined benefit pensions receive an amount calculated by applying the achieved replacement rate to the respective pensionable income. Executive Board members with a defined contribution pension plan receive the plan assets that have accrued at the time when the benefits fall due, plus a supplement corresponding to the full annual pension contribution that would have been due in the year of departure multiplied by the number of years between the date on which the pension benefits fall due and the Executive Board member's sixtieth birthday. If an Executive Board member dies, their surviving spouse receives 60 per cent and each eligible child 10 per cent (for full orphans: 25 per cent) of the amount presented above, however up to a maximum of 100 per cent of the pension contribution.

d. Transitional payments

In the event that an Executive Board member becomes permanently incapable of working, the defined benefit pension agreements for Executive Board members provide for a transitional payment. The amount of this payment corresponds to the target amount of performance-based remuneration (Performance Bonus and Performance Shares) in the year in which the event triggering the benefits occurs. It is paid out in two tranches in the two following years. If an Executive Board member dies, their spouse receives 60 per cent of the transitional payment.

The pensionable income and the present value of the pension commitments as at 31 December 2022 are shown in the following tables in consolidated form for each Executive Board member:

Retirement benefits (defined contribution pension system)

Executive Board member	Pensionable income		Contribution percentage		IAS 19					
					Service cost		Risk-based part (disability and death)		Present value of pension commitments	
	2022	2021	2022	2021	2022	2021	2022	2021	2022	2021
	€ thous.	€ thous.	%	%	€ thous.	€ thous.	€ thous.	€ thous.	€ thous.	€ thous.
Theodor Weimer	1,200.0	1,200.0	50.0	50.0	702.1	707.6	43.8	74.8	3,259.9	2,729.7
Christoph Böhm	500.0	500.0	48.0	48.0	297.0	305.4	27.2	46.4	1,320.6	1,157.1
Heike Eckert	500.0	500.0	40.0	40.0	259.9	269.3	46.2	75.8	690.9	512.8
Stephan Leithner	500.0	500.0	48.0	48.0	301.5	308.7	20.5	37.7	1,450.0	1,273.0
Gregor Pottmeyer	500.0	500.0	48.0	48.0	289.0	313.9	8.9	5.9	3,695.7	4,630.7

Retirement benefits (defined benefit pension system)

Executive Board member	Pensionable income		Replacement rate		IAS 19			
					Service cost		Present value of pension commitments	
	2022	2021	2022	2021	2022	2021	2022	2021
	€ thous.	€ thous.	%	%	€ thous.	€ thous.	€ thous.	€ thous.
Thomas Book	500.0	500.0	50.0	50.0	455.7	502.1	4,087.9	6,969.3

3.2 Performance-based remuneration components

Performance-based remuneration components account for the majority of the Executive Board members' remuneration. Performance-based remuneration comprises a Performance Bonus and Performance Shares. The performance-based remuneration components are mostly assessed on a multi-year basis to ensure the sustainable long-term development of Deutsche Börse AG. They are also mostly share-based, which aligns the interests of the Executive Board and the shareholders. Performance-based remuneration is largely calculated on the basis of long-term performance by measuring various performance criteria over five years (Performance Shares and performance-based restricted stock: one-year performance period plus four-year blocking period). The cash portion of the Performance Bonus (annual payout) is the only short-term element of the performance-based remuneration. The performance criteria include both financial and non-financial targets. In order to systematically pursue the idea of pay for performance, the performance criteria are ambitiously set. In order to take a holistic approach to the company's success, different performance criteria are used for the Performance Bonus and Performance Shares.

In accordance with recommendation G.8 GCGC, targets and reference parameters set by the Supervisory Board for performance-based remuneration components for each upcoming financial year may not be changed retrospectively.

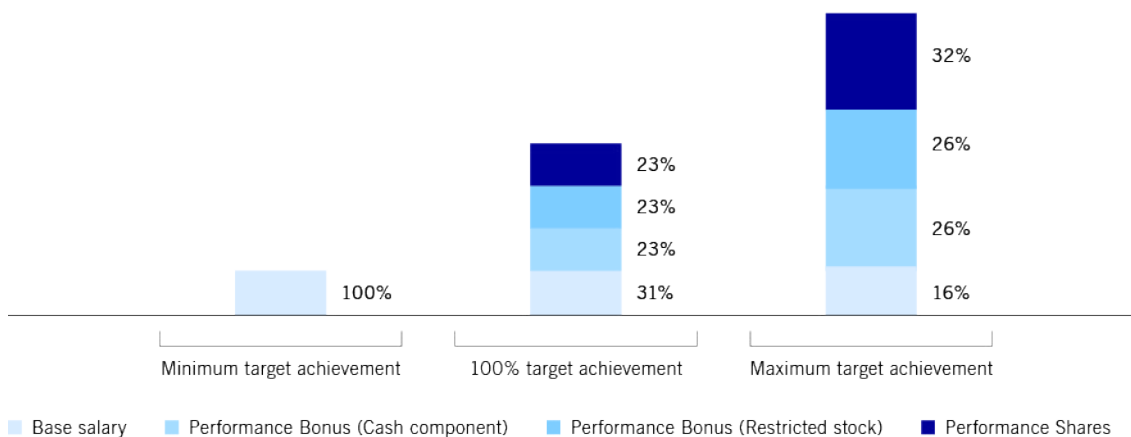
The performance criteria and other important aspects of the performance-based remuneration components address the core pillars of the corporate strategy "Compass 2023". The following chart illustrates the close link between the corporate strategy and the performance criteria and key aspects of the performance-based remuneration.

Strategic alignment

Remuneration component	Performance criteria/aspect	Growth	Profitability	Sustainability	Shareholder interests
Performance Bonus	Net revenue	✓			
	EBITDA		✓		
	Market expectation component	✓	✓		✓
	Growth component	✓	✓		✓
	Individual targets (incl. ESG targets)	✓	✓	✓	
	Restricted stock			✓	✓
Performance Shares	Performance Shares				✓
	Five-year performance period			✓	✓
	Relative TSR	✓			✓
	EPS	✓	✓		✓
	ESG targets	✓		✓	✓

As the core principle of Executive Board remuneration at Deutsche Börse AG, the focus is always on pay for performance. The following overview illustrates this for an ordinary Executive Board member using three performance scenarios to highlight the connection between target achievement and amount of direct remuneration:

Pay for performance



Scenario	Details
Minimum target achievement	Performance Bonus (Cash component): 0% target achievement Performance Bonus (Restricted stock): 0% target achievement Performance Shares: 0% target achievement
100% target achievement	Performance Bonus (Cash component): 100% target achievement Performance Bonus (Restricted stock): 100% target achievement Performance Shares: 100% target achievement
Maximum target achievement	Performance Bonus (Cash component): 200% target achievement Performance Bonus (Restricted stock): 200% target achievement Performance Shares: 250% target achievement

3.2.1 Performance Bonus

a. Principles of the Performance Bonus

The Performance Bonus comprises, in equal parts, a cash portion and a share-based portion (performance-based restricted stock). The target achievement and the resulting cash payout as well as the amount to be invested in shares (performance-based restricted stock) are measured based on three equally weighted performance criteria: net revenue, EBITDA and individual targets.

The Performance Bonus is intended to set an incentive for the realisation of operational objectives which are materially important to the long-term development of Deutsche Börse AG. For this reason, the performance criteria include net revenue and EBITDA, financial indicators which are vital for the successful execution of the “Compass 2023” growth strategy and create incentives for profitable growth. Individual targets make it possible to differentiate performance according to the operational and strategic responsibilities of the individual Executive Board members. At the same time, the individual targets allow to guide the Executive Board as a whole, particularly in terms of achieving core strategic targets which are essential for the implementation of the corporate strategy.

A Performance Bonus with a certain target amount is agreed with each Executive Board member every year, with target achievement being measured over the course of a financial year. In total, an overall target achievement ranging from 0 per cent to 200 per cent is possible. This means that a complete loss of the Performance Bonus is also possible.

Performance Bonus



b. Performance criteria for the Performance Bonus

Overall target achievement for the Performance Bonus is measured using the performance criteria net revenue, EBITDA and individual targets. Target achievement of 0 per cent to 200 per cent is possible for each performance criterion.

Net revenue

The basis is net revenue as reported in the consolidated financial statements. This consists of revenue plus net interest income from banking business and other operating income, less volume-related costs. Using net revenue as a performance criterion for the Performance Bonus is intended to incentivise the desired growth in net revenue. This serves as the basis for all the other activities carried out by Deutsche Börse AG and for its long-term, sustainable success.

The target achievement for the market expectation component and the target achievement for the growth component are added to calculate the target achievement for the net revenue performance criterion.

Target achievement for the market expectation component of net revenue

To calculate target achievement for the market expectation component of net revenue, a target value is set by the Supervisory Board before the financial year begins. The target value set by the Supervisory Board is based on capital market consensus. In this way the Supervisory Board ensures that the target is in line with investors' expectations for the upcoming financial year. For the 2022 financial year, the Supervisory Board set a target value of €3,730.0 million.

The target value determines the lower limit, which is 85 per cent of the target value and so €3,170.5 million for the 2022 financial year. The upper limit is 110 per cent of the target value and so €4,103.0 million.

To calculate target achievement in the market expectation component, the net revenue as reported, which amounted to €4,337.6 million in 2022 financial year, is adjusted for M&A transactions not included in the target setting. This ensures that the target achievement is measured by reference to the target set. Net revenue for the measurement of target achievement was adjusted by €-16.0 million in 2022 financial year to reflect the completed takeover of Kneip Communication S.A. which was not included in the target set. On this basis the actual value was €4,321.6 million.

Determination of actual value Net revenue

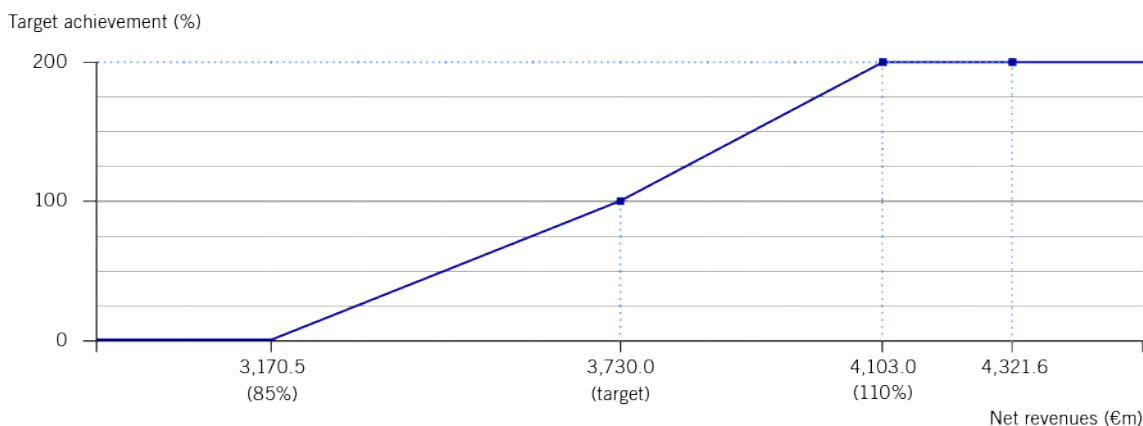
	Net revenue 2022 €m
"As reported"	4,337.6
Adjustments	-16.0
Actual value	4,321.6

This represents a target achievement of 200.00 per cent in the market expectation component of net revenue.

Target achievement value Net revenue

	Target achievement 2022
Target value €m	3,730.0
Actual value €m	4,321.6
Deviation %	15.86
Target achievement %	200.00

Target achievement curve Net revenue



Target achievement for the growth component of net revenue

The growth component establishes a link between the focus on absolute growth, on the one hand, and investor expectations, on the other. This incentivises both internal and external growth expectations in order to sharpen the focus on strategic growth. The indicator net revenue as reported is used for the growth component, which includes any M&A effects.

To measure the target achievement for the growth component of net revenue, the actual percentage change in net revenue compared with the previous year's net revenue is multiplied by three.

Whereas net revenue in the 2021 financial year was €3,509.5 million, the figure in the 2022 financial year was €4,337.6 million, which is an increase of 23.60 per cent. This means the target achievement for the 2022 financial year in the growth component of net revenue was 70.79 per cent.

Since the maximum target achievement of 200.00 per cent was achieved in net revenue as the market expectation component, net revenue is no longer added as the growth component. The overall target achievement for the performance criteria net revenue is therefore 200.00 per cent in 2022 financial year.

Target achievement Net revenue 2022

	Market expectation component Target achievement %	Growth component				Overall target achievement Net revenue %
		Net revenue 2022 €m	Net revenue 2021 €m	Change %	Target achievement %	
Net revenue	200.00	4,337.6	3,509.5	23.60	70.79	200.00

EBITDA

The basis is EBITDA as reported in the consolidated financial statements. This stands for earnings before interest, tax, depreciation, amortisation and impairment losses. One of the main pillars of the corporate strategy, alongside absolute growth, is the profitability of this growth. To reflect this strategic relevance,

EBITDA has been established as a key indicator for the purpose of managing Deutsche Börse AG and implementing the corporate strategy, and thus serves as a performance criterion for the Performance Bonus.

The target achievement for the market expectation component and the target achievement for the growth component are added to calculate the target achievement for the EBITDA criterion.

Target achievement for the market expectation component of EBITDA

To calculate target achievement for the market expectation component of EBITDA, a target value is set by the Supervisory Board before the financial year begins. The target value is determined by multiplying the EBITDA margin in the previous year by the target value for the performance criterion net revenue for the upcoming financial year, as described above. For the 2022 financial year, the Supervisory Board set a target value of €2,171.6 million.

The target value determines the lower limit, which is 85 per cent of the target value and so €1,845.9 million for the 2022 financial year. The upper limit is 110 per cent of the target value and so €2,388.8 million for the 2022 financial year.

To calculate the target achievement for the market expectation component, EBITDA as reported, which was €2,525.6 million in the 2022 financial year, is adjusted firstly for the financial effects of any non-budgeted M&A transactions in the year of the legally binding agreement on the respective M&A transaction, and secondly for any material extraordinary non-recurring effects that were not or not fully budgeted for, and which were not caused by the current Executive Board. EBITDA for the measurement of target achievement was adjusted by €3.4 million in 2022 to reflect the takeover of Kneip Communication S.A. which was not included in the target set. On this basis the actual value was €2,529.0 million.

Determination of actual value EBITDA

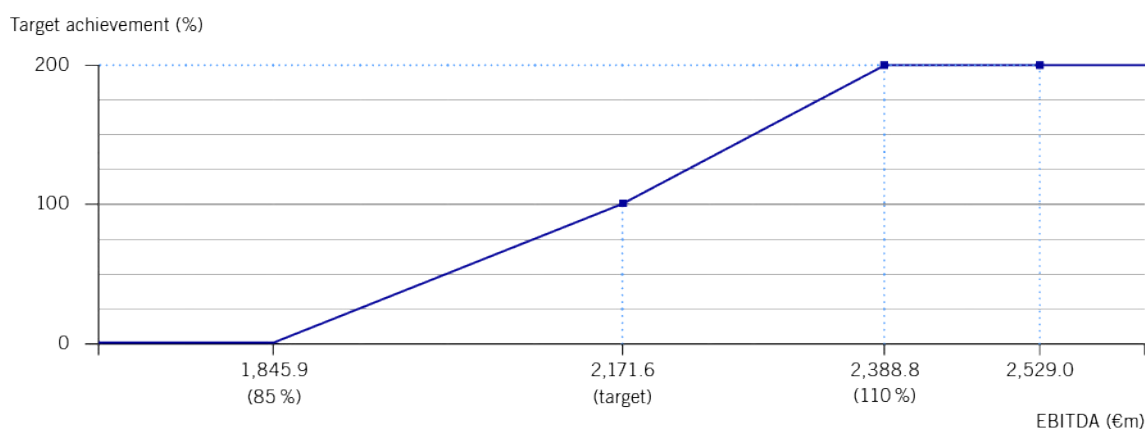
	EBITDA 2022 €m
"As reported"	2,525.6
Adjustments	3.4
Actual value	2,529.0

This represents a target achievement of 200.00 per cent in the market expectation component of EBITDA.

Target achievement EBITDA

	Target achievement 2022
Target value €m	2,171.6
Actual value €m	2,529.0
Deviation %	16.42
Target achievement %	200.00

Target achievement curve EBITDA



Target achievement for the growth component of EBITDA

As in the net revenue criterion, the growth component of EBITDA ensures that the focus on absolute growth is maintained, in addition to the target based on investor expectations. To measure the target achievement for the growth component of EBITDA, the actual percentage change in EBITDA compared with the previous year's EBITDA is multiplied by three.

To determine the growth component of EBITDA, EBITDA as reported may only be adjusted for any material extraordinary non-recurring effects that were not or not fully budgeted for, and which were not caused by the current Executive Board.

Whereas EBITDA in the 2021 financial year was €2,043.1 million, the figure in the 2022 financial year was €2,525.6 million, which is an increase of 23.62 per cent. This means the target achievement for the 2022 financial year in the growth component of EBITDA was 70.85 per cent.

Since the maximum target achievement of 200.00 per cent was achieved in EBITDA as the market expectation component, EBITDA is no longer added as the growth component. The overall target achievement for the performance criteria EBITDA is therefore 200.00 per cent in 2022 financial year.

Target achievement EBITDA 2022

	Market expectation component Target achievement %	Growth component				Overall target achievement EBITDA %
		EBITDA 2022 €m	EBITDA 2021 €m	Change %	Target achievement %	
EBITDA	200.00	2,525.6	2,043.1	23.62	70.85	200.00

Individual targets

The individual targets are set by the Supervisory Board for each Executive Board member for the upcoming financial year (or for the remainder of the year if the member is appointed in the course of the year). Individual targets may be defined for multiple or all Executive Board members together. When setting individual targets, the Supervisory Board ensures that they are demanding and quantifiable. To ensure this is the case, concrete figures or expectations are defined for the target achievement. To avoid any dilution of the incentive effect, each Executive Board member has no more than four targets per financial year.

The targets are derived from the corporate strategy and include its implementation. Strategic projects and initiatives can be used, as can operating measures that serve directly or indirectly for the implementation of the corporate strategy.

Individual targets should contribute to an implementation of the corporate strategy as well as the long-term, sustainable development of Deutsche Börse AG. Targets can be based on both financial and non-financial indicators. ESG targets are also potential individual targets. By defining financial and non-financial targets and measuring their achievement, the Supervisory Board ensures that the implementation of the corporate strategy is advanced and pursued sustainably, and that a holistic approach is taken to the success of Deutsche Börse Group.

Up to four individual targets were defined for all Executive Board members at the start of the 2022 financial year. The Nomination Committee and the Supervisory Board both discussed the individual targets in detail. A decision on the target achievement was taken on the basis of a detailed presentation and assessment of the Executive Board's collective and individual performances.

The following table provides an overview of the targets per Executive Board member for 2022:

Individual targets for Executive Board members

Executive Board member	Weighting	Target
Theodor Weimer	25% each	1 Reputation of Deutsche Börse Group (external and internal stakeholders)
		2 Acceptance, understanding and ongoing development of the Compass 2023 strategy and quality of implementation
		3 Effectiveness of M&A initiation and implementation, including post-merger integration, and in the corporate venture portfolio, including strategic concept
		4 Effective management of critical situations (i.e. pandemic management, cum-ex topic, findings, interaction with regulators, legal proceedings)
Christoph Böhm	33.3% each	1 Effectiveness of the IT organisation (i.e. operational stability, IT findings management, implementation of IT transformation programmes such as cloud migration, SAP S/4HANA, data centre migration)
		2 Implementation and ongoing development of the IT strategy, making use of latest technologies
		3 Contribution to effective collaboration between divisions, in particular: <ul style="list-style-type: none"> • to promote innovation, agility and overall group performance and • effective management of critical situations (i.e. pandemic management, cum-ex topic, findings, interaction with regulators, legal proceedings)
Thomas Book	25% each	1 Business results in trading (Xetra, Eurex, 360T, EEX) and clearing in accordance with the 2022 financial targets adopted by the Supervisory Board on the basis of market consensus
		2 Effectiveness of M&A initiation and implementation, including post-merger integration in the Trading & Clearing segment
		3 Effectiveness of ongoing development of 360X and the Digital Asset Roadmap
		4 Contribution to effective collaboration between divisions, in particular: <ul style="list-style-type: none"> • to promote innovation, agility and overall group performance and • effective management of critical situations (i.e. pandemic management, cum-ex topic, findings, interaction with regulators, legal proceedings)
Heike Eckert	25% each	1 Effectiveness of the compliance and human resources function
		2 Ongoing development and implementation of the HR strategy for the entire Deutsche Börse Group
		3 Preparation of a concept and initial implementation of less complex processes and structures at Deutsche Börse Group
		4 Contribution to effective collaboration between divisions, in particular: <ul style="list-style-type: none"> • to promote innovation, agility and overall group performance and • effective management of critical situations (i.e. pandemic management, cum-ex topic, findings, interaction with regulators, legal proceedings)
Stephan Leithner	25% each	1 Business results in pre-trading (Qontigo, ISS) and post-trading (Clearstream, IFS) in accordance with the 2022 financial targets adopted by the Supervisory Board on the basis of market consensus
		2 Effectiveness of M&A initiation and implementation, including post-merger integration in the Pre and Post-Trading segment
		3 Effectiveness in the ongoing development of Compass 2023 for Clearstream and IFS
		4 Contribution to effective collaboration between divisions, in particular: <ul style="list-style-type: none"> • to promote innovation, agility and overall group performance and • effective management of critical situations (i.e. pandemic management, cum-ex topic, findings, interaction with regulators, legal proceedings)
Gregor Pottmeyer	25% each	1 Effectiveness of accounting, controlling, taxes and risk management
		2 Effectiveness of M&A initiation and implementation, including post-merger integration, and in the corporate venture portfolio
		3 Effectiveness in the implementation of SAP S/4HANA
		4 Contribution to effective collaboration between divisions, in particular: <ul style="list-style-type: none"> • to promote innovation, agility and overall group performance and • effective management of critical situations (i.e. pandemic management, cum-ex topic, findings, interaction with regulators, legal proceedings)

c. Overall target achievement for the Performance Bonus 2022, payable in 2023

Half the amount of the Performance Bonus resulting from the overall target achievement is paid out in cash and half is invested in restricted stock in the amount of the net payout. The cash payout is made at the latest with the regular salary payment for the calendar month following the approval of the consolidated financial statements. The performance-based restricted stock increases the long-term incentive effect of the Performance Bonus and aligns the interests of the Executive Board even more closely with those of shareholders. Restricted stock is subject to a four-year blocking period in line with recommendation G.10 GCGC. The Executive Board member can only dispose of the restricted stock freely after this four-year period.

The following table shows the target achievements and payout amounts for each Executive Board member:

Overview of Performance Bonus 2022

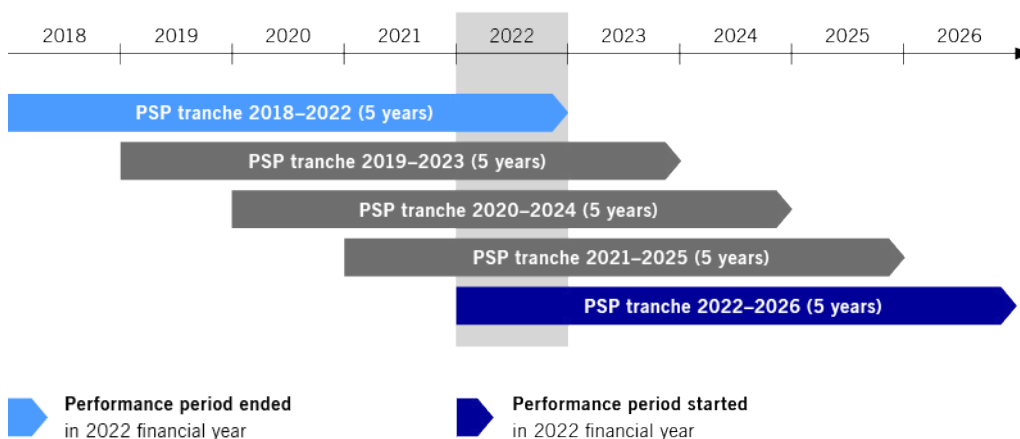
Executive Board member	Target value € thous.		Target achievement %				Payout amount € thous.	
	Cash component	Restricted Stock	Net revenue	EBITDA	Individual targets	Total	Cash	Restricted Stock
Theodor Weimer	1,100.0	1,100.0	200.00	200.00	160.0	186.67	2,053.4	2,053.4
Christoph Böhm	560.0	560.0	200.00	200.00	110.0	170.00	952.0	952.0
Thomas Book	516.7	516.7	200.00	200.00	125.0	175.00	904.2	904.2
Heike Eckert	516.7	516.7	200.00	200.00	115.0	171.67	887.0	887.0
Stephan Leithner	560.0	560.0	200.00	200.00	132.5	177.50	994.0	994.0
Gregor Pottmeyer	560.0	560.0	200.00	200.00	117.5	172.50	966.0	966.0

3.2.2 Performance Shares

Executive Board members were granted the Performance Share Plan (PSP) Tranche 2022 at the beginning of the 2022 financial year. The performance period for the PSP Tranche 2018 also ended at the close of the 2022 financial year. Other PSP tranches have also been granted in recent years, for which the performance periods are still ongoing.

The following overview shows the consolidated PSP tranches in the 2022 financial year:

Current Tranches Performance Shares



a. General principles of the PSP Tranche 2022

The Performance Share Plan supports the realisation of the growth-oriented corporate strategy, on the one hand, through the selection of financial performance criteria. On the other hand, the inclusion of ESG targets in the PSP emphasises a focus on Deutsche Börse AG's sustainable development. At the same time, the five-year performance period encourages a focus, in particular, on the long-term development of Deutsche Börse AG.

The PSP provides each Executive Board member with a number of so-called Performance Shares at the beginning of every financial year. The number of these initial (virtual) Performance Shares is determined by dividing the amount of the individual target remuneration in euros by the average Xetra® closing price of Deutsche Börse shares in the calendar month preceding the start of the performance period.

The relevant share price at grant for the PSP Tranche 2022, which was granted at the beginning of the 2022 financial year and ends at the close of the 2026 financial year, was € 141.35. The individual target amounts, the share price at grant, the number of virtual Performance Shares granted and the potential maximum number of Performance Shares at the end of the performance period are shown for the individual Executive Board members below:

Grant of the PSP Tranche 2022

Executive Board member	Target amount € thous.	Share price at grant €	Number of Performance Shares granted	Maximum number of Performance Shares possible (242% target achievement)
Theodor Weimer	1,300.0	141.35	9,198	22,260
Christoph Böhm	560.0	141.35	3,962	9,589
Thomas Book	516.7	141.35	3,656	8,848
Heike Eckert	516.7	141.35	3,656	8,848
Stephan Leithner	560.0	141.35	3,962	9,589
Gregor Pottmeyer	560.0	141.35	3,962	9,589

Target achievement regarding the final number of Performance Shares is determined after the end of a five-year performance period. Overall target achievement for the Performance Shares is measured using the performance criteria relative total shareholder return (TSR), earnings per share (EPS) and ESG targets. The financial performance criteria each allow for a target achievement of 0 per cent to 250 per cent, whereas the ESG targets allow for a target achievement of 0 per cent to 217.5 per cent. Target achievement for the criteria relative TSR and EPS is measured at the end of the five-year performance period. Target achievement for the ESG targets is determined and locked in at the end of every financial year, however. Final target achievement for the ESG targets is measured at the end of the five-year performance period using the average target achievement over the financial years.

The final number of virtual Performance Shares is determined by the overall target achievement for the performance criteria over the five-year performance period, multiplied by the number of Performance Shares initially granted. The final number of Performance Shares determined in this manner is multiplied by the average Xetra® closing price for Deutsche Börse shares in the calendar month preceding the end of the performance period, plus the dividends paid during the performance period. This represents the total shareholder return of the Deutsche Börse share over the five-year performance period. The result of the multiplication is the payout amount to acquire real shares. The payout amount from the Performance Shares is capped at 400 per cent of the target amount. It is due no later than with the regular salary payment for the calendar month following the approval of the consolidated financial statements after the end of the respective performance period.

The Executive Board members are obliged to invest the entire payout amount after tax in shares of Deutsche Börse AG.

Performance Shares



b. Performance criteria for the PSP Tranche 2022

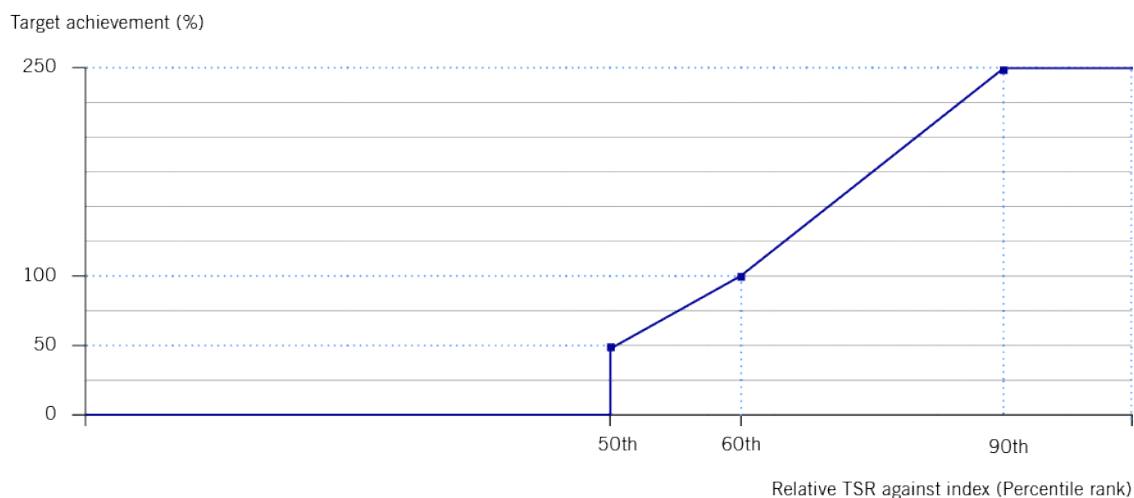
Relative total shareholder return

The total shareholder return (TSR) of the Deutsche Börse share compared with the companies in the sector-specific index STOXX® Europe 600 Financials over the five-year performance period provides an external performance criterion that is aligned with the capital market. The relative TSR emphasises the alignment of interests between Executive Board and shareholders and also integrates a relative performance metric into the remuneration system. This creates a strong incentive to outperform the relevant peer group over the long term.

The possible target achievement for the final number of Performance Shares from this 50 per cent-weighted performance criterion ranges from 0 per cent to 250 per cent. By defining an ambitious target achievement curve, which starts payout only after the median has been exceeded, the Supervisory Board emphasises the pay-for-performance approach to Executive Board remuneration also with regards to the total shareholder return.

The detailed target achievement curve for relative TSR is as follows:

Target achievement curve relative TSR



The target achievement for the performance criterion relative TSR is disclosed at the end of the performance period for the respective PSP tranche.

Earnings per share (EPS)

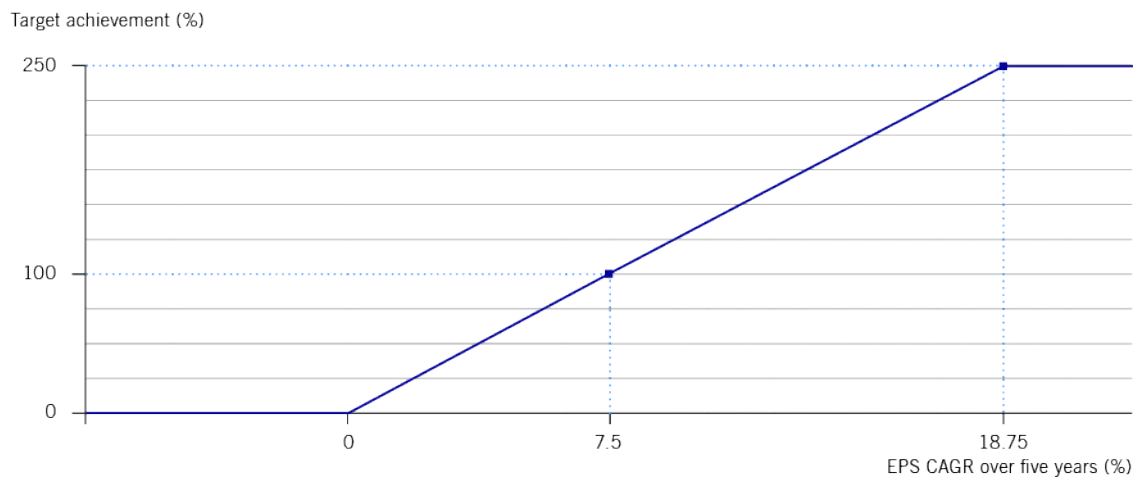
Earnings per share (EPS) is used as an internal financial performance criterion. The basis for the criterion is EPS as reported in the consolidated financial statements. Alongside net revenue and EBITDA, EPS is the third key indicator for measuring the successful implementation of the growth strategy. Implementing EPS as a performance criterion for the Performance Shares incentivises long-term profitable growth in this remuneration component too, and reflects Deutsche Börse AG’s focus on growth. Including EPS as a performance criterion for the Performance Shares also ensures that only M&A that are successful in the long term are rewarded as any unsuccessful investments would have a negative impact on EPS.

The performance of EPS is measured by its compound annual growth rate (CAGR) over the five-year performance period.

The possible target achievement for the final number of Performance Shares from this 25 per cent-weighted performance criterion ranges from 0 per cent to 250 per cent. The target defined by the Supervisory Board is an EPS CAGR of 7.5 per cent p.a. over the performance period. The cap was set at 18.75 per cent p.a. and the floor at 0 per cent p.a.

The detailed target achievement curve for EPS is as follows:

Target achievement curve EPS



To measure target achievement, the reported EPS is adjusted for any amortisation of intangible assets, purchase price allocations (PPA) and transaction costs in the case of large M&A transactions valued at more than €1 billion. The PPA correction reflects the business model of Deutsche Börse AG and potential M&A targets, since these typically only have minor tangible assets. Adjusting for transaction costs means the Executive Board is not penalised by completing larger M&A transactions, which is in line with the growth strategy by means of both organic and inorganic growth.

The target achievement for the performance criterion EPS and any adjustments are disclosed at the end of the performance period for the respective PSP tranche.

ESG targets

ESG targets are the third performance criteria for the Performance Shares and are intended to further encourage the sustainable development of Deutsche Börse Group. This underlines Deutsche Börse AG's focus on a holistic approach to its corporate responsibility and ensures its sustainable success as a company.

The ESG targets are defined on the basis of a catalogue of criteria with four categories: "External perspective", "Employee satisfaction", "Expansion of ESG business" and "CO₂ neutrality". They reflect the different ESG aspects and cover them holistically.

Overview ESG targets

Category	External view	Employee satisfaction	Expansion of ESG business	CO ₂ neutrality
Target	Good results in three leading independent ESG ratings	Good results in employee survey	Growth in net revenue from ESG products	Achieve and maintain CO ₂ neutrality
Weighting	6.25%	6.25%	6.25%	6.25%
Logic	5-year target with annual lock-in			

The targets in these four categories are clearly measurable and subject to specific target achievement curves. To measure overall target achievement for the ESG targets, the first step is to calculate the target achievement in the four categories "External perspective", "Employee satisfaction", "Expansion of ESG business" and "CO₂ neutrality" at the end of each financial year. These figures are then added on a weighted basis and formally confirmed. At the end of the five-year performance period, the second step is to measure overall target achievement for the ESG targets by calculating the average of the annual target achievements for ESG targets over the entire performance period. The possible overall target achievement for the final number of Performance Shares from this 25 per cent-weighted performance criterion ranges from 0 per cent to 217.5 per cent. The annual target achievement for the ESG targets and the achievement in the individual categories of ESG targets are disclosed at the end of each financial year.

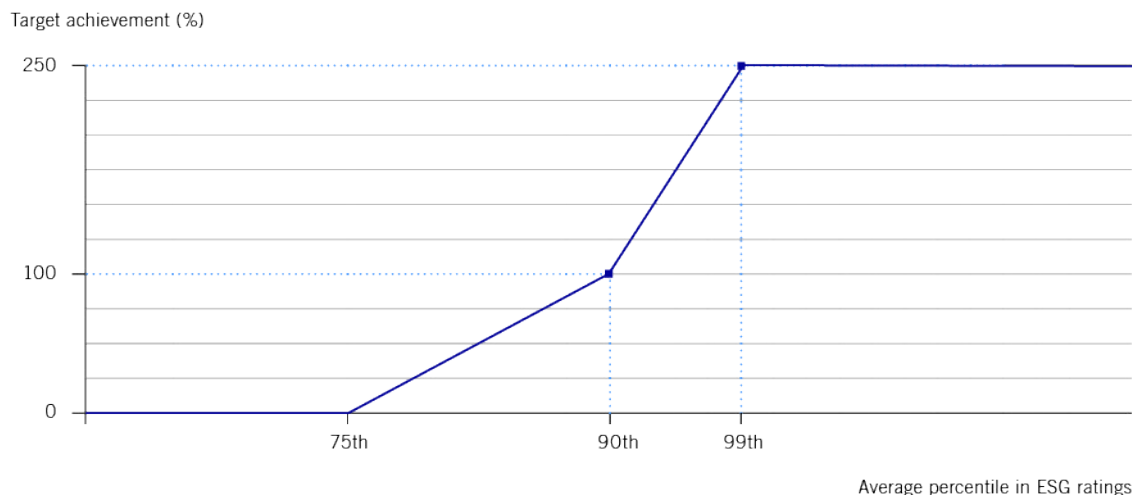
External perspective

In the "External perspective" category the aim is to achieve good results in three leading independent ESG ratings. Target achievement is based on the average ranking (percentile) in three leading independent ESG ratings determined beforehand by the Supervisory Board. For the PSP Tranche 2022, the Supervisory Board has chosen the ESG ratings from S&P, Sustainalytics and MSCI.

The possible target achievement for the final number of Performance Shares from this 6.25 per cent-weighted performance criterion ranges from 0 per cent to 250 per cent. The Supervisory Board has chosen the 90th percentile as the target and defined an upper and lower limit. The upper limit is the 99th percentile and the lower limit the 75th percentile.

The detailed target achievement curve for the category “External perspective” is as follows:

Target achievement curve ESG ratings



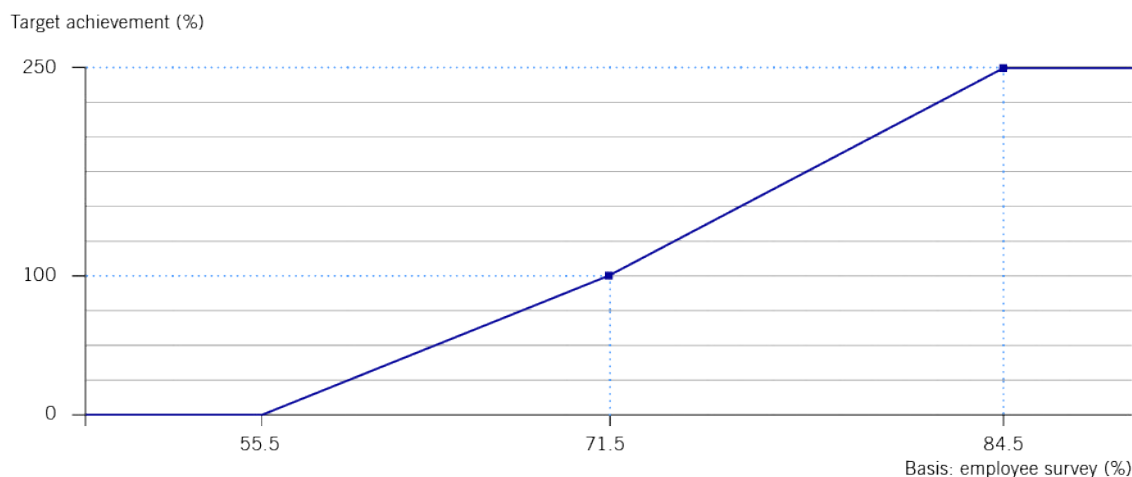
Employee satisfaction

A sustainable HR policy is also part of Deutsche Börse AG’s sustainability strategy. This particularly includes a high level of employee satisfaction. To emphasise this, good results in the annual employee survey are integrated as an additional ESG target. The survey is carried out by an independent external provider.

The possible target achievement for the final number of Performance Shares from this 6.25 per cent-weighted performance criterion ranges from 0 per cent to 250 per cent. The Supervisory Board has defined a target value in the annual employee survey of 71.5 per cent approval, and set upper and lower limits. The cap is set at 84.5 per cent approval and the floor at 55.5 per cent approval.

The detailed target achievement curve for the category “Employee satisfaction” is as follows:

Target achievement curve Employee survey



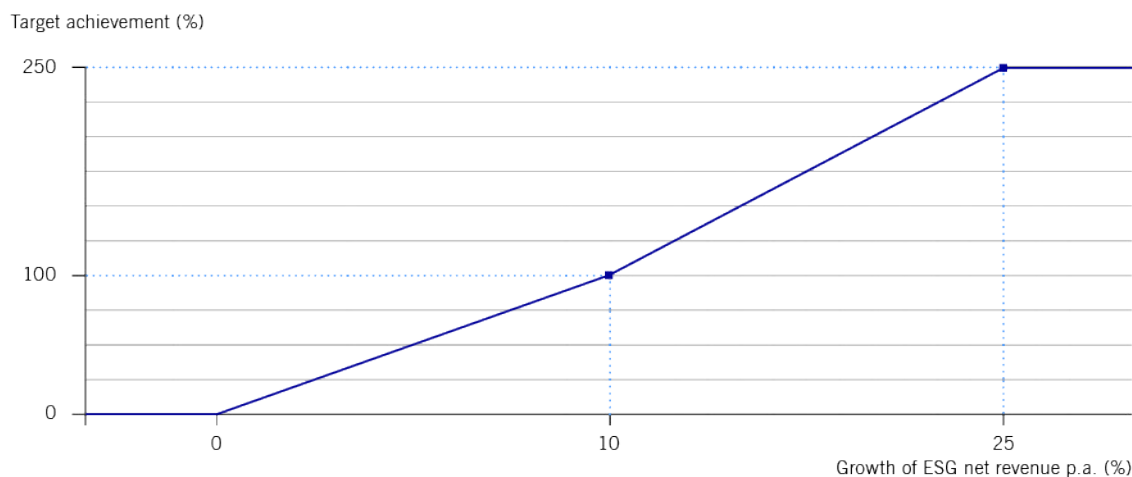
Expansion of ESG Business

A key part of Deutsche Börse AG’s growth strategy is to expand its ESG business and continue to grow in this area. The third ESG target is therefore growth in net revenue from ESG products and ESG services (detailed comments on ESG products and services can be found in the section “Definition of our ESG net revenue” of the combined management report).

The possible target achievement for the final number of Performance Shares from this 6.25 per cent-weighted performance criterion ranges from 0 per cent to 250 per cent. The Supervisory Board has defined a target value for growth in ESG net revenue of 10 per cent p.a., and set upper and lower limits. The cap was set at 25 per cent p.a. and the floor at 0 per cent p.a.

The detailed target achievement curve for the category “Expansion of ESG business” is as follows:

Target achievement curve Growth of ESG net revenue



CO₂ neutrality

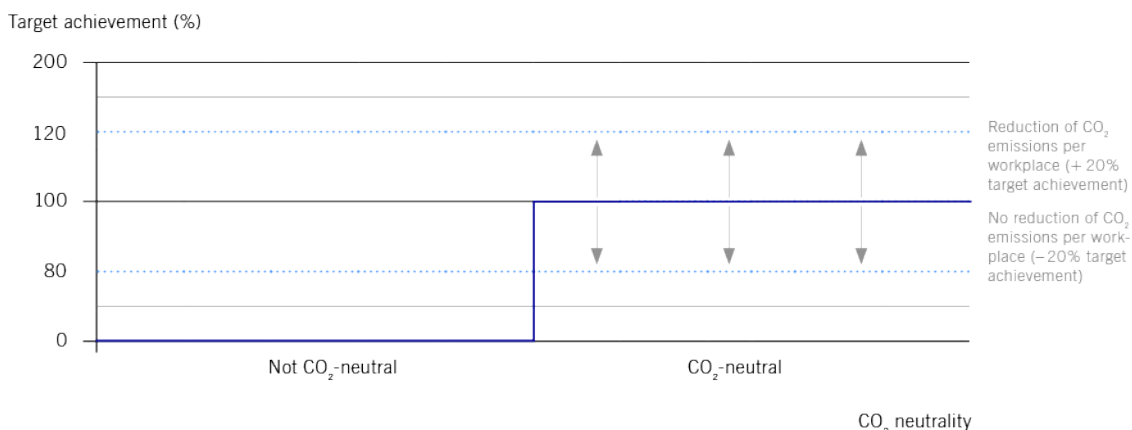
Another important ESG target is to achieve and maintain CO₂ neutrality for Deutsche Börse Group.

The possible target achievement for the final number of Performance Shares from this 6.25 per cent-weighted performance criterion ranges from 0 per cent to 120 per cent. If CO₂ neutrality is achieved, the target achievement is 100 per cent. If it is missed, the target achievement is 0 per cent.

As a further incentive to achieve CO₂ neutrality, the target achievement is also subject to a sub-condition: that CO₂ emissions have to be reduced. If CO₂ emissions are reduced, the target achievement in the category “CO₂ neutrality” is increased by 20 per cent. If this is not the case the target achievement is reduced by 20 per cent. Since energy use in buildings accounts for a large share, CO₂ neutrality is calculated per workplace.

The detailed target achievement curve for the category “CO₂ neutrality” is as follows:

Target achievement curve CO₂ neutrality



Target achievement for the ESG targets

For the 2022 financial year, an average target achievement of 181.65 per cent was achieved and locked in for the ESG targets.

The following table provides an overview of target achievements in the respective categories of ESG targets:

Target achievement ESG targets

		Target achievement %					
		Financial year	External perspective	Employee satisfaction	Expansion of ESG Business	CO ₂ -Neutrality	Average
PSP Tranche 2021		2021	188.89	140.38	250.00	120.00	174.82
	PSP Tranche 2022	2022	227.80	128.80	250.00	120.00	181.65
		2023	Determination of target achievement after close of financial year 2023				
		2024	Determination of target achievement after close of financial year 2024				
		2025	Determination of target achievement after close of financial year 2025				
		2026	Determination of target achievement after close of financial year 2026				

c. Overall target achievement and payout from the PSP Tranche 2018

The close of the 2022 financial year marked the end of the five-year performance period for the PSP Tranche 2018. The PSP Tranche 2018 was based on the remuneration system adopted by the Supervisory Board with effect from 1 January 2016 and approved by the Annual General Meeting with a majority of 84.19 per cent on 11 May 2016 (2016 remuneration system). Target achievement for the PSP Tranche 2018 was measured on the basis of the equally weighted performance criteria “Adjusted Net Income Growth” and “TSR Performance”.

Adjusted Net Income Growth

Adjusted Net Income Growth is the growth in the adjusted net income attributable to the shareholders of Deutsche Börse AG for the corresponding financial year. The Supervisory Board determines the target achievement rate for adjusted net income growth at the end of each financial year during the five-year performance period, which is then locked in. The target achievement rate at the end of the performance period in question is the average of the annual target achievement rates for each of the five years. Target achievement degrees may range between 0 per cent and 250 per cent.

In the 2022 financial year, the adjusted net income of Deutsche Börse AG rose from €1,302.6 million in the previous year to €1,566.2 million, an increase of 20.24 per cent. It differs from unadjusted net income (€1,494.4 million) by non-recurring effects due to organisational restructuring and M&A activities. It was also corrected for the costs of litigation.

The increase of 20.24 per cent represents a target achievement of 250.00 per cent for the 2022 financial year.

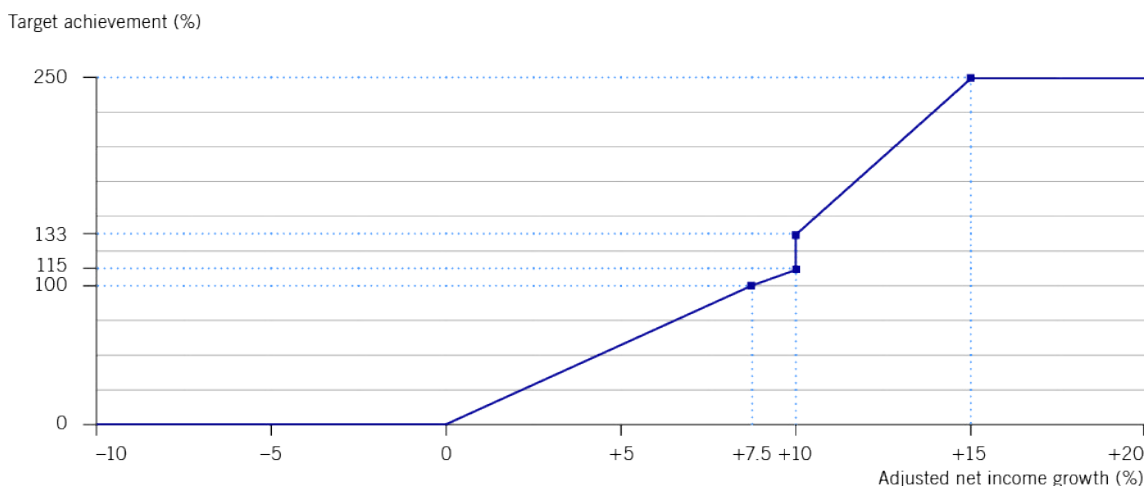
Overall, a target achievement of 170.388 per cent was determined for the performance criteria “Adjusted Net Income Growth” for the PSP Tranche 2018.

The following overviews show the individual target achievements over the performance period and the target achievement curve:

Target achievement Net income

Financial year	Net income growth %	Target achievement %
2018	17.00	250.00
2019	10.26	139.40
2020	8.93	108.58
2021	8.16	103.96
2022	20.24	250.00
Ø Target achievement		170.388

Target achievement curve Net income



TSR Performance

The relative total shareholder return (TSR) performance for Deutsche Börse shares is derived from Deutsche Börse AG's ranking relative to the companies included in the STOXX® Europe 600 Financials index. The ranking is measured on the basis of the TSR performance, which is calculated by comparing the TSR at the beginning and end of the performance period. Possible target achievement ranges from 0 per cent to 250 per cent.

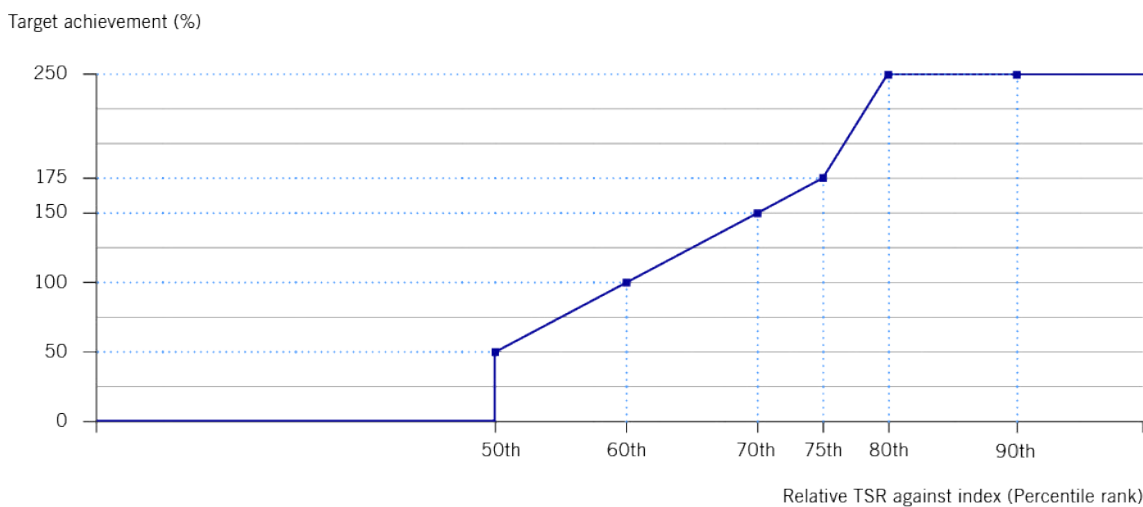
Overall, a target achievement of 250.00 per cent was determined for the performance criteria "TSR Performance" for the PSP Tranche 2018.

The following overviews show the target achievement for TSR performance and the target achievement curve:

Target achievement relative TSR

Actual percentile	90th
Target achievement in %	250.00

Target achievement curve relative TSR



Based on the target achievements in both performance criteria, the overall target achievement in the PSP Tranche 2018 is 210.19 per cent.

The following table provides an overview of the main elements of the PSP Tranche 2018:

PSP Tranche 2018

Executive Board members in office at 31 December	Target amount € thous.	Share price at grant €	Number of Performance Shares granted	Overall target achievement %	Final number of Performance Shares	Closing price ¹⁾	Payout amount € thous.
Dr. Theodor Weimer	1,300.0	97.36	13,353	210.19	28,067	168.05	5,116.6
Dr. Christoph Böhm	93.3	97.36	959	210.19	2,016	168.05	367.5
Dr. Thomas Book	258.3	97.36	2,654	210.19	5,579	168.05	1,017.1
Dr. Stephan Leithner	280.0	97.36	2,876	210.19	6,046	168.05	1,102.2
Gregor Pottmeyer	560.0	97.36	5,752	210.19	12,091	168.05	2,204.2

1) Plus dividends paid per share of €14.25 during the performance period.

The PSP Tranche 2018 is paid out in three equal instalments from 2023 to 2025. The after-tax amount of the payout must be invested fully in Deutsche Börse AG shares. Shares are purchased according to the automated procedure described in point 4.

4. Share Ownership Guidelines

Share ownership guidelines apply to all Executive Board members, which require the Executive Board members to invest a substantial amount in Deutsche Börse AG shares during their term of office.

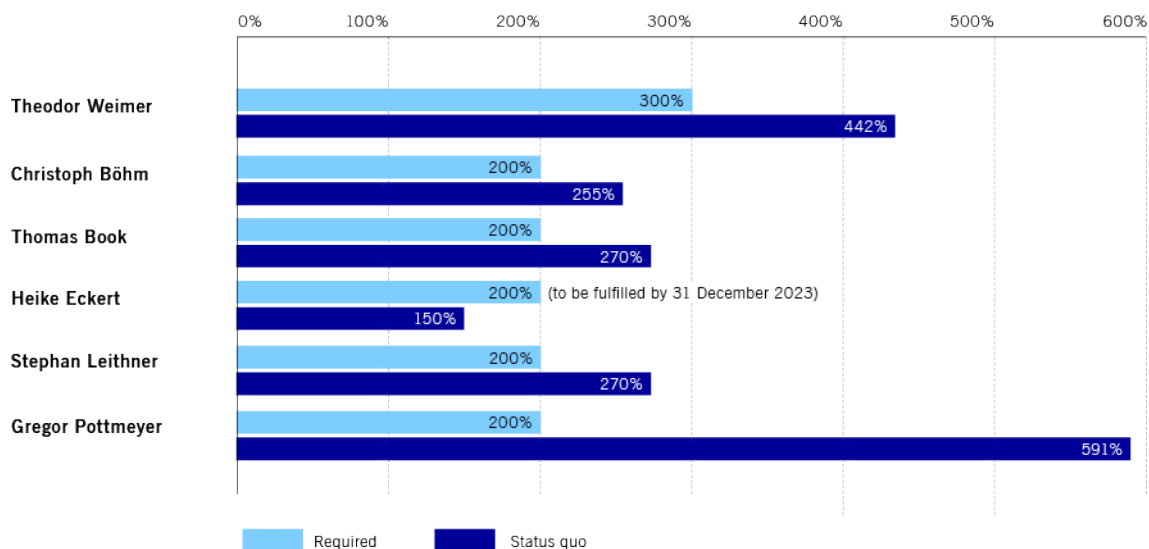
The share ownership guidelines constitute a key element for aligning the interests of the Executive Board even more closely with those of shareholders. They also align Executive Board remuneration more closely with the strategic objective of Deutsche Börse AG's long-term success. The remuneration system obliges the CEO to hold 200 per cent and ordinary Executive Board members 100 per cent of their annual gross base salary in Deutsche Börse AG shares. Notwithstanding this rule, an earlier contractual agreement obliges the current CEO to hold 300 per cent and the ordinary Executive Board members 200 per cent of their annual gross base salary in Deutsche Börse AG shares.

Shares from the Performance Bonus and shares from the payout of Performance Shares are also taken into account for the share ownership guidelines, in addition to shares held privately.

The required shareholdings have to be acquired within a period of four years.

The purchase of shares under the Performance Bonus Plan and the Performance Share Plan and purchases from private funds is carried out for Executive Board members by a service provider determined by Deutsche Börse AG and engaged by the Executive Board member, which invests the respective amounts in Deutsche Börse AG shares for the Executive Board member independently, without any influence from the Executive Board member or the company. Shares are purchased during the first four trading days in June of each year that are consecutive calendar days.

Share Ownership Guidelines



The shares held by Gregor Pottmeyer and Theodor Weimer were valued at 31 December 2018 and 31 December 2020, respectively. The share ownership guidelines were met as at these dates. The shares held by Christoph Böhm, Thomas Book and Stephan Leithner were valued as of 31 December 2021. In these cases, the share ownership guidelines were also met. All Executive Board members, apart from Heike Eckert, whose build-up period ends at 31 December 2023, are therefore compliant with the share ownership guidelines.

Share Ownership Guidelines

Executive Board member	Required		Status quo		End of build-up period
	Percentage of base salary	Amount € thous.	Amount € thous.	Percentage of base salary	
Theodor Weimer	300	4,500.0	6,626.9	442	31 December 2020
Christoph Böhm	200	1,440.0	1,837.6	255	31 December 2021
Thomas Book	200	1,300.0	1,755.7	270	31 December 2021
Heike Eckert	200	1,300.0	975.0	150	31 December 2023
Stephan Leithner	200	1,440.0	1,941.7	270	31 December 2021
Gregor Pottmeyer	200	1,440.0	4,254.6	591	31 December 2018

5. Recovery (clawback) and reduction (malus) of performance-based remuneration

Under certain circumstances the Supervisory Board may reduce performance-based remuneration components that have not yet been paid (malus) or may claw back performance-based remuneration components previously paid out (clawback).

In cases of serious misconduct by an Executive Board member the Supervisory Board may reduce their performance-based remuneration components (Performance Bonus and Performance Shares) partially or fully (compliance malus).

If performance-based remuneration components have already been paid out the Supervisory Board can in these cases also partially or fully recover the amounts paid (compliance clawback).

If performance-based remuneration components are determined or paid out on the basis of incorrect data, e.g. incorrect consolidated financial statements, the Supervisory Board can correct the figure or recover the remuneration components already paid out (performance clawback).

Any such clawback is limited to the calendar year during which the reason has occurred. The Supervisory Board is entitled to assert a clawback claim even after an Executive Board member has left the company, for a period of up to two years following termination of the service contract. Any claims for damages remain unaffected by any clawback of performance-based remuneration.

There was no cause to apply the malus or clawback rules in the 2022 financial year, so the Supervisory Board did not reduce or recover any performance-based remuneration.

6. Information on severance payments

6.1 Early termination without good cause

In the event that an Executive Board member's contract of service is terminated early for a reason other than good cause, any payments made to the Executive Board member may not exceed the remuneration for the residual term of their contract of service, and may also not exceed the value of two total annual remuneration payments (severance cap). The payment is calculated on the basis of the total remuneration for the past financial year and, where appropriate, the expected total remuneration for the current financial year.

The payouts for the Performance Bonus and the Performance Shares take place on the dates and conditions originally agreed upon. Payouts are not made any earlier. In accordance with the recommendation of the GCGC, an exception applies in cases in which the service contract ends early because of permanent incapacity or any other illness or the death of the Executive Board member. In these cases, the target amount of Performance Bonus and Performance Shares is paid out immediately.

6.2 Early termination for good cause

If the service contract is terminated early for a good cause for which the Executive Board member is responsible or if an Executive Board member steps down before the end of the performance period without good cause or without a corresponding agreement, any claims to the Performance Bonus and all Performance Shares are forfeited.

6.3 Post-contractual non-competition clause

A post-contractual non-competition clause applies to members of the Executive Board. This means that the Executive Board members are contractually prohibited from acting for a competing company, or from undertaking competing activities, for one year following the end of their service. Compensation of 75 per cent of the base salary and 75 per cent of the most recent Performance Bonus is payable during the non-compete period. Pension benefits and any severance payments are offset against the compensation. In addition, 50 per cent of other earnings are deducted if these – together with the compensation – exceed the Executive Board member's most recent remuneration. The company may waive the post-contractual non-compete clause before the Executive Board member's contract of service ends.

7. Information on third-party benefits

Executive Board members did not receive any benefits from third parties for their work on the Executive Board in the 2022 financial year.

8. Information on the amount of Executive Board remuneration in 2022

8.1 Remuneration awarded and due to current Executive Board members

The following tables show the remuneration awarded and due to the individual Executive Board members, including the relative share of the individual remuneration components pursuant to section 162 AktG. Remuneration awarded and due comprises all remuneration components for which performance has already been measured, for which all conditions precedent and subsequent are met or no longer apply, and which are vested at the close of the financial year. It is irrelevant whether the payout has already been made in the 2022 financial year or occurs at the beginning of the 2023 financial year. So for the one-year variable remuneration, for example, the Performance Bonus (cash component) for the 2022 financial year is shown, although the payout takes place at the beginning of the 2023 financial year.

The remuneration shown for the 2022 financial year consists of:

- Base salary paid in the 2022 financial year
- Fringe benefits received in the 2022 financial year
- Performance Bonus determined for the 2022 financial year (cash component), which will be paid out in the 2023 financial year
- Performance Bonus determined for the 2022 financial year (restricted stock), which will be paid out and invested in the 2023 financial year
- Tranche of Performance Shares granted in 2018 and ended at the close of 2022, which will be paid out in three equal parts in 2023, 2024 and 2025

In addition, the table shows the service cost for retirement benefit provision for the 2022 financial year according to IAS 19 as part of the Executive Board remuneration.

The close of the 2022 financial year marked the end of the five-year performance period for the PSP Tranche 2018. This is the first time that a tranche of the Performance Shares will be paid out to the CEO Dr Theodor Weimer and to the ordinary Executive Board members Dr Christoph Böhm, Dr Thomas Book and Dr Stephan Leithner since they joined the Executive Board. This results in significantly higher remuneration awarded and due than in 2021 financial year.

The PSP Tranche 2018 is paid out in three equal tranches in 2023, 2024 and 2025 and after deduction of tax is to be fully invested in shares of Deutsche Börse AG.

Remuneration awarded and due pursuant to section 162 AktG (part 1)

	Theodor Weimer (CEO)				Christoph Böhm (CIO/COO)			
	2022		2021		2022		2021	
	€ thous.	%	€ thous.	%	€ thous.	%	€ thous.	%
Base salary	1,500.0	13.9	1,500.0	30.8	720.0	23.8	720.0	31.9
Fringe benefits	60.5	0.6	60.5	1.2	28.4	1.0	28.5	1.3
One-year variable remuneration	2,053.4	19.0	1,650.6	34.0	952.0	31.5	756.3	33.4
Performance Bonus (cash component)	2,053.4	–	1,650.6	–	952.0	–	756.3	–
Multi-year variable remuneration	7,170.0	66.5	1,650.6	34.0	1,319.5	43.7	756.3	33.4
Performance Bonus (Restricted Stock)	2,053.4	–	1,650.6	–	952.0	–	756.3	–
Performance Shares Tranche 2017-2021	0	–	0.0	–	0	–	0.0	–
Performance Shares Tranche 2018-2022	5,116.6 ¹⁾	–	0.0	–	367.5 ¹⁾	–	0.0	–
Total remuneration (section 162 AktG)	10,783.9	100.0	4,861.7	100.0	3,019.9	100.0	2,261.1	100.0
Pension expense	745.9 ³⁾	–	782.4	–	324.2 ³⁾	–	351.8	–
Total remuneration (incl. pension expense)	11,529.8	–	5,644.1	–	3,344.1	–	2,612.9	–

Remuneration awarded and due pursuant to section 162 AktG (part 2)

	Thomas Book (responsible for Trading & Clearing)				Heike Eckert (responsible for Governance, People & Culture, Director of Labour Relations)			
	2022		2021		2022		2021	
	€ thous.	%	€ thous.	%	€ thous.	%	€ thous.	%
Base salary	650.0	18.6	650.0	30.9	650.0	26.6	650.0	30.8
Fringe benefits	26.7	0.8	27.2	1.3	25.7	1.0	25.7	1.2
One-year variable remuneration	904.2	25.8	715.0	33.9	887.0	36.2	715.0	34.0
Performance Bonus (cash component)	904.2	–	715.0	–	887.0	–	715.0	–
Multi-year variable remuneration	1,921.3	54.8	715.0	33.9	887.0	36.2	715.0	34.0
Performance Bonus (Restricted Stock)	904.2	–	715.0	–	887.0	–	715.0	–
Performance Shares Tranche 2017-2021	0	–	0.0	–	0	–	0.0	–
Performance Shares Tranche 2018-2022	1,017.1 ¹⁾	–	0.0	–	0	–	0.0	–
Total remuneration (section 162 AktG)	3,502.2	100.0	2,107.2	100.0	2,449.7	100.0	2,105.7	100.0
Pension expense	455.7	–	502.1	–	306.1 ³⁾	–	345.0	–
Total remuneration (incl. pension expense)	3,957.9	–	2,609.3	–	2,755.8	–	2,450.7	–

Remuneration awarded and due pursuant to section 162 AktG (part 3)

Stephan Leithner
(responsible for Pre- & Post-Trading)

Gregor Pottmeyer
(CFO)

	2022		2021		2022		2021	
	€ thous.	%	€ thous.	%	€ thous.	%	€ thous.	%
Base salary	720.0	18.8	720.0	30.4	720.0	14.7	720.0	16.0
Fringe benefits	21.7	0.6	22.3	1.0	35.9	0.7	35.8	0.8
One-year variable remuneration	994.0	25.9	812.3	34.3	966.0	19.8	774.9	17.3
Performance Bonus (cash component)	994.0	–	812.3	–	966.0	–	774.9	–
Multi-year variable remuneration	2,096.2	54.7	812.3	34.3	3,170.2	64.8	2,955.9	65.9
Performance Bonus (Restricted Stock)	994.0	–	812.3	–	966.0	–	774.9	–
Performance Shares Tranche 2017-2021	0	–	0.0	–	0	–	2,181.0 ²⁾	–
Performance Shares Tranche 2018-2022	1,102.2 ¹⁾	–	0.0	–	2,204.2 ¹⁾	–	0.0	–
Total remuneration (section 162 AktG)	3,831.9	100.0	2,366.9	100.0	4,892.1	100.0	4,486.6	100.0
Pension expense	321.9 ³⁾	–	346.4	–	297.9 ³⁾	–	319.8	–
Total remuneration (incl. pension expense)	4,153.8	–	2,713.3	–	5,190.0	–	4,806.4	–

1) Payout is made in three equal instalments in the financial years 2023, 2024 and 2025.

2) Payout is made in three equal instalments in the financial years 2022, 2023 and 2024.

3) The pension expense includes retirement benefits and a risk-based part (benefits for disability or death).

8.2 Remuneration awarded and due to former Executive Board members

The close of the 2022 financial year marked the end of the performance period for the PSP Tranche 2018. For former Executive Board members, the PSP Tranche 2018 is paid out as a lump sum in the year following the performance period.

The following table provides an overview of the main elements of the PSP Tranche 2018:

PSP Tranche 2018

Former Executive Board members	Target amount € thous.	Share price at grant €	Number of Performance Shares granted	Overall target achievement %	Final number of Performance Shares	Closing price € ¹⁾	Payout amount € thous.
Carsten Kengeter	1,300.0	97.36	13,353	210.19	28,067	168.05	5,116.6
Andreas Preuss	701.4	97.36	7,204	210.19	15,143	168.05	2,760.6
Hauke Stars	516.7	97.36	5,307	210.19	11,155	168.05	2,033.6
Jeffrey Tessler	556.7	97.36	5,718	210.19	12,019	168.05	2,191.1

1) Plus dividends paid per share of €14.25 during the performance period.

Further information on the performance criteria and the target achievement for the PSP Tranche 2018 can be found in the section “Overall target achievement and payout from the PSP Tranche 2018”.

In addition, Mr Preuss received pension payments in the amount of €464.2 thousand. Thus, 14.4 per cent of the remuneration awarded and due to him consists of non-performance-based remuneration components and 85.6 per cent of performance-based remuneration components.

All other former Executive Board members listed above were not awarded and due any remuneration in 2022 financial year apart from the PSP Tranche 2018. Their remuneration therefore consists entirely of performance-based remuneration.

Frank Gerstenschläger, Executive Board member until 31 March 2013, also received €228.7 thousand in pension benefits in 2022. The remuneration of Mr Gerstenschläger therefore consists entirely of non-performance-based remuneration components.

An additional €5,834.2 thousand was paid in pension payments in the 2022 financial year to twelve former Executive Board members who departed from the Executive Board before 2013.

IV Supervisory Board remuneration in 2022

1 Remuneration system for the Supervisory Board

The remuneration system for the Supervisory Board of Deutsche Börse AG was adopted at the Annual General Meeting 2022 by a majority of 99.90 per cent and took effect on 30 May 2022. The current system is only slightly different to the previous remuneration system of Supervisory Board members which was applied from 1 May 2020. In the current remuneration system the attendance fee is also paid for virtual attendance and will be paid in future for each meeting day.

The remuneration system for the Supervisory Board consists of a fixed remuneration plus an attendance fee. This is in line with the recommendation G.18 sentence 1 GCGC as amended on 28 April 2022. The structure of Supervisory Board remuneration, providing for fixed remuneration only, strengthens the Board's independence and provides for a counterbalance to the structure of Executive Board remuneration, which is mainly variable and aligned with Deutsche Börse Group's growth strategy. Supervisory Board remuneration therefore contributes to the implementation of the business strategy, and thus promotes Deutsche Börse Group's long-term development.

The members of the Supervisory Board receive fixed annual remuneration of €85 thousand. In accordance with recommendation G.17 GCGC, remuneration is increased for the Chair of the Supervisory Board and the Deputy Chair, as well as for chairs and members of committees. Remuneration of the Chair is €220 thousand. Remuneration of the Deputy Chair is €125 thousand. Members of Supervisory Board committees receive additional fixed annual remuneration of €30 thousand for each committee position they hold. The remuneration for members of the Audit Committee is €35 thousand. Remuneration of committee chairs is €40 thousand and for the Chair of the Audit Committee €75 thousand. If a Supervisory Board member sits on more than one Supervisory Board committee, only work on two of the committees is remunerated. Remuneration is then paid for work on the two committees with the highest remuneration. Supervisory Board members who only hold office for part of the financial year receive one-twelfth of the fixed annual remuneration and, if applicable, of the remuneration payable for their membership of committees, for each month or part-month in which they are members. The remuneration for any financial year is due and payable as a one-off payment after the Annual General Meeting that accepts the consolidated financial statements for the relevant financial year or decides on their approval.

Members of the Supervisory Board or a Supervisory Board committee receive an attendance fee of €1 thousand for each Board or committee meeting that they attend. Where two or more meetings are held on the same day, the attendance fee is only paid once.

After preparation by the Nomination Committee, the Supervisory Board examines on a regular basis whether its members' remuneration is appropriate, given their tasks and the situation of the company. It carries out a horizontal market comparison for this purpose. The Supervisory Board may seek the advice

of an independent external expert. However, given the particular nature of the Supervisory Board's work, the review of Supervisory Board remuneration does not generally include a vertical comparison with the remuneration of employees of Deutsche Börse AG or Deutsche Börse Group.

Depending on the result of the comparative analysis and the Supervisory Board's assessment of this result, the Supervisory Board may, jointly with the Executive Board, submit a proposal to the Annual General Meeting for adjustments to Supervisory Board remuneration. Whether it does or not, the Annual General Meeting votes not less than every four years on the Supervisory Board remuneration, including the underlying remuneration system, in accordance with section 113 (3) AktG. A resolution may also be passed confirming the current remuneration.

2 Remuneration of Supervisory Board members

Remuneration awarded and due to Supervisory Board members is as follows:

Remuneration awarded and due to the Supervisory Board pursuant to section 162 AktG

	Fixed annual remuneration		Committee remuneration			Attendance fee			Total remuneration			
	2022		2021		2022		2021		2022		2021	
	€ thous.	%	€ thous.	€ thous.	%	€ thous.	€ thous.	%	€ thous.	€ thous.	€ thous.	
Martin Jetter (Chairman)	220.0	69.8	220.0	80.0	25.4	80.0	15.0	4.8	12.0	315.0	312.0	
Markus Beck (Deputy Chairman) ¹	125.0	64.4	88.3	55.0	28.4	62.1	14.0	7.2	15.0	194.0	165.4	
Katrin Behrens ²	28.3	70.7	14.2	11.7	29.3	2.5	0.0	0.0	0.0	40.0	16.7	
Nadine Brandl	85.0	70.2	85.0	30.0	24.8	34.6	6.0	5.0	0.0	121.0	119.6	
Karl-Heinz Flöther ³	35.4	66.7	85.0	16.7	31.4	40.0	1.0	1.9	2.0	53.1	127.0	
Andreas Gottschling	85.0	49.4	85.0	75.0	43.6	75.0	12.0	7.0	5.0	172.0	165.0	
Anja Greenwood ⁴	85.0	55.2	14.2	60.0	39.0	5.0	9.0	5.8	0.0	154.0	19.2	
Oliver Greie ⁵	63.8	68.5	49.6	23.3	25.0	20.4	6.0	6.5	5.0	93.1	75.0	
Shannon A. Johnston ⁶	56.7	63.5	0.0	26.6	29.8	0.0	6.0	6.7	0.0	89.3	0.0	
Susann Just-Marx	85.0	53.4	85.0	65.0	40.9	60.4	9.0	5.7	1.0	159.0	146.4	
Achim Karle	85.0	52.5	85.0	65.0	40.1	60.4	12.0	7.4	8.0	162.0	153.4	
Cornelis Johannes Nikolaas Kruijssen ⁷	0.0	0.0	77.9	0.0	0.0	55.0	0.0	0.0	8.0	0.0	140.9	
Barbara Lambert	85.0	42.3	85.0	105.0	52.2	105.0	11.0	5.5	4.0	201.0	194.0	
Michael Rüdiger	85.0	51.8	85.0	65.0	39.6	65.0	14.0	8.6	6.0	164.0	156.0	
Peter Sack ⁴	85.0	55.6	14.2	60.0	39.2	5.0	8.0	5.2	1.0	153.0	20.2	
Carsten Schäfer ⁷	0.0	0.0	77.9	0.0	0.0	55.0	0.0	0.0	1.0	0.0	133.9	
Charles G. T. Stonehill	85.0	55.6	85.0	60.0	39.2	60.0	8.0	5.2	3.0	153.0	148.0	
Clara-Christina Streit	85.0	70.2	85.0	30.0	24.8	32.5	6.0	5.0	2.0	121.0	119.5	
Jutta Stuhlfauth ⁸	0.0	0.0	114.6	0.0	0.0	59.6	0.0	0.0	14.0	0.0	188.2	
Chong Lee Tan ⁹	85.0	69.7	56.7	30.0	24.6	20.0	7.0	5.7	3.0	122.0	79.7	
Gerd Tausendfreund ¹⁰	0.0	0.0	35.4	0.0	0.0	12.5	0.0	0.0	2.0	0.0	49.9	
Daniel Vollstedt ⁴	85.0	55.2	14.2	60.0	39.0	5.0	9.0	5.8	1.0	154.0	20.2	
Amy Yip ¹⁰	0.0	0.0	35.4	0.0	0.0	25.0	0.0	0.0	0.0	0.0	60.4	
Total	1,549.2	59.1	1,577.6	918.3	35.0	940.0	153.0	5.8	93.0	2,620.5	2,610.6	

1) Deputy Chairman of the Supervisory Board since 8 December 2021.

2) Member of the Supervisory Board from 17 November 2021 until 28 April 2022.

3) Member of the Supervisory Board until 18 May 2022.

4) Member of the Supervisory Board since 17 November 2021.

5) Member of the Supervisory Board from 19 May 2021 to 17 November 2021 and since 29 April 2022.

6) Member of the Supervisory Board since 18 May 2022.

7) Member of the Supervisory Board until 17 November 2021.

8) Deputy Chairwoman of the Supervisory Board until 17 November 2021.

9) Member of the Supervisory Board since 19 May 2021.

10) Member of the Supervisory Board until 19 May 2021.

V Comparison of changes in the remuneration of Executive Board members, Supervisory Board members as well as the remaining workforce and in company earnings

In accordance with section 162 (1) sentence 2 no. 2 AktG the following table shows changes in the remuneration of Executive Board members, Supervisory Board members and the remaining workforce, as well as in company earnings.

Comperative presentation

	2022	2021	Change	Change
	€ thous.	€ thous.	2022/2021	2021/2020
			%	%
Executive Board members				
Theodor Weimer	10,783.9 ¹⁾	4,861.7	121.8	1.3
Christoph Böhm	3,019.9 ¹⁾	2,261.1	33.6	11.0
Thomas Book	3,502.2 ¹⁾	2,107.2	66.2	3.3
Heike Eckert (since 1 July 2020)	2,449.7	2,105.7	16.3	124.7
Stephan Leithner	3,831.9 ¹⁾	2,366.9	61.9	7.2
Gregor Pottmeyer	4,892.1 ¹⁾	4,486.6 ²⁾	9.0	- 0.3
Average	4,746.6	3,031.5	56.6	0.9
Former Executive Board members				
Frank Gerstenschläger (until 31 March 2013)	228.7	211.8	8.0	0
Carsten Kengeter (until 31 December 2017)	5,116.6	5,063.0	1.1	- 53.1
Andreas Preuß (until 31 October 2018)	3,224.8	3,169.3	1.8	- 3.6
Hauke Stars (until 30 June 2020)	2,033.6	2,012.4	1.1	- 33.4
Jeffrey Tessler (until 30 June 2018)	2,191.1	2,168.2	1.1	- 4.1
Supervisory Board members active in 2022				
Martin Jetter (Chairman since 19 May 2020)	315.0	312.0	1.0	20.5
Markus Beck (Deputy Chairman since 8 December 2021)	194.0	165.4	17.3	6.0
Katrin Behrens (from 17 November 2021 until 28 April 2022)	40.0	16.7	139.5	-
Nadine Brandl	121.0	119.6	1.2	- 0.3
Karl-Heinz Flöther (until 18 May 2022)	53.1	127.0	- 58.2	- 6.8
Andreas Gottschling (since 1 July 2020)	172.0	165.0	4.2	101.2
Anja Greenwood (since 17 November 2021)	154.0	19.2	702.1	-
Oliver Greie (from 19 May 2021 until 17 November 2021; since 29 April 2022)	93.1	75.0	24.1	-
Shannon A. Johnston (since 18 May 2022)	89.3	-	-	-
Susann Just-Marx	159.0	146.4	8.6	1.7
Achim Karle	162.0	153.4	5.6	4.4
Barbara Lambert	201.0	194.0	3.6	4.9
Michael Rüdiger (since 19 May 2020)	164.0	156.0	5.1	48.6
Peter Sack (since 17 November 2021)	153.0	20.2	657.4	-
Charles G. T. Stonehill	153.0	148.0	3.4	12.1
Clara-Christina Streit	121.0	119.5	1.3	5.8
Chong Lee Tan (since 19 May 2021)	122.0	79.7	53.1	-
Daniel Vollstedt (since 17 November 2021)	154.0	20.2	662.4	-
Average ³⁾	167.5	164.2	2.0	6.1
Employees				
Entire workforce	120.0	112.2	7.0	- 0.4
Development of earnings				
Net revenue of Deutsche Börse Group €m	4,337.6	3,509.5	23.6	9.2
EBITDA of Deutsche Börse Group €m	2,525.6	2,043.1	23.6	9.3
Cash EPS of Deutsche Börse Group €	8.61	6.98	23.4	15.0
Net income of Deutsche Börse AG pursuant to HGB €m	880.5	943.3	- 6.7	- 18.8

1) Payout of the PSP Tranche 2018 is made in three equal instalments in the financial years 2023, 2024 and 2025.

2) Payout of the PSP Tranche 2017 is made in three equal instalments in the financial years 2022, 2023 and 2024.

3) Average value takes into account only full-year committee members.

The presentation of average employee remuneration and its development refers to all members of the joint operation Frankfurt. The joint operation Frankfurt consists of Deutsche Börse AG and the following entities: Eurex Frankfurt AG, Eurex Clearing AG, Eurex Repo GmbH, Eurex Securities Transactions Services GmbH, Clearstream Holding AG, Clearstream Banking AG and Regulatory Services GmbH. As for Executive Board and Supervisory Board remuneration, the average remuneration for the entire workforce is total remuneration (including any bonuses and other fringe benefits).

VI Look ahead to 2023 from a remuneration perspective

As the remuneration systems for the Executive Board and Supervisory Board of Deutsche Börse AG and the Remuneration Report 2021 were approved by a large majority of shareholders, no changes to the remunerations systems are currently planned. On the contrary, the Supervisory Board of Deutsche Börse AG sees these votes as a clear recommendation to maintain the current remuneration systems unchanged and to apply them again in 2023. This applies particularly to the underlying performance criteria and the target achievement curves for the Executive Board remuneration.

If the application of the Executive Board's remuneration system leads to suggestions for the further development of the remuneration system from the shareholders, the Supervisory Board will consider these and discuss them in the course of its work in 2023 financial year.

Auditor's Report

To Deutsche Börse Aktiengesellschaft, Frankfurt am Main

We have audited the remuneration report of Deutsche Börse Aktiengesellschaft, Frankfurt am Main, for the financial year from January 1 to December 31, 2022, including the related disclosures, which was prepared to comply with section 162 of the AktG.

Responsibility of the legal representatives and the Supervisory Board

The legal representatives and the Supervisory Board of Deutsche Börse Aktiengesellschaft are responsible for the preparation of the remuneration report, including the related disclosures, that complies with the requirements of section 162 of the AktG. The legal representatives and the Supervisory Board are also responsible for the internal controls as they deem 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 responsibility is to express an opinion on this compensation report, including the related disclosures, based on our audit. We conducted our audit in accordance with German generally accepted standards for the audit of financial statements promulgated by the Institut der Wirtschaftsprüfer (IDW). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the compensation report, including the related disclosures, is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the compensation report. The procedures selected depend on the auditor's judgment. This includes the assessment of the risks of material misstatement, whether due to fraud or error, in the remuneration report and related disclosures. In making those risk assessments, the auditor considers the internal control system relevant to the entity's preparation and fair presentation of the compensation report and related disclosures. The objective of this is to plan and perform audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control system. An audit also includes evaluating the accounting principles used and the reasonableness of accounting estimates made by management and the Supervisory Board, as well as evaluating the overall presentation of the compensation report, including the related disclosures.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Audit opinion

In our opinion, based on the findings of our audit, the compensation report for the fiscal year from January 1 to December 31, 2022, including the related disclosures complies, in all material respects, with the accounting provisions of Section 162 AktG.

Reference to Other Matters – Formal Audit of the Compensation Report Pursuant to Section 162 of the German Stock Corporation Act (AktG)

The substantive audit of the compensation report described in this audit opinion comprises the formal audit of the compensation report required by Section 162 (3) AktG, including the issuance of an opinion on this audit. As we express an unqualified opinion on the content of the compensation report, this opinion includes the conclusion that the disclosures pursuant to Section 162 (1) and (2) AktG have been made in all material respects in the compensation report.

Limitation of use

We issue this audit opinion on the basis of the engagement concluded with Deutsche Börse Aktiengesellschaft. The audit was conducted for the Company's purposes and the audit opinion is intended solely to inform the Company about the results of the audit. Our responsibility for the audit and for our audit opinion is to the Company alone in accordance with this engagement. The audit opinion is not intended to serve as a basis for (investment and/or asset) decisions by third parties. Accordingly, we do not assume any responsibility, duty of care or liability towards third parties; in particular, no third parties are included in the scope of protection of this contract. § Section 334 of the German Civil Code, according to which objections arising from a contract may also be raised against third parties, is not waived.

Frankfurt am Main, March 9, 2023

PricewaterhouseCoopers GmbH
Wirtschaftsprüfungsgesellschaft

Signed by Marc Billeb
Certified Public Accountant

Signed by Dr. Michael Rönnberg
Certified Public Accountant

III. Further information

Requirements for attending and voting at the Annual General Meeting

Holding a virtual general meeting

The new provision on virtual general meetings in section 118a of the AktG provides a permanent statutory option to hold the Company's Annual General Meeting virtually. The Executive Board, with the consent of the Supervisory Board, has decided that the 2023 Annual General Meeting will be held as a virtual general meeting without the physical presence of the shareholders or their proxies (with the exception of the Company-appointed proxies). The basis for this decision is section 26n (1) of the German Introductory Act to the Stock Corporation Act (*Einführungsgesetz zum Aktiengesetz – EGAktG*). According to that provision, the Executive Board, with the consent of the Supervisory Board, may decide with regard to general meetings convened in the period until and including 31 August 2023, to hold the Annual General meeting in the form of a virtual general meeting in accordance with section 118a of the AktG. The Executive Board and the Supervisory Board have made the decision taking into account the interests of the Company and its shareholders. They also took into particular account the experience gained from the Annual General Meetings of Deutsche Börse Aktiengesellschaft held virtually in recent years, the specific structure of the virtual general meeting under the new provisions of the German Stock Corporation Act, as well considerations of sustainability, effort and expense.

In the case of a virtual general meeting, voting rights may be exercised exclusively by authorising Company-appointed proxies or by postal vote (including by means of electronic communication). Other persons can also be authorised, however they may likewise only exercise voting rights by postal ballot or by authorising the Company-appointed proxies themselves.

In other respects as well, holding the Annual General Meeting in the form of a virtual general meeting under the new statutory provision in section 118a of the AktG requires a number of modifications relating to the course of the meeting and the procedure for exercising shareholders' rights as compared with not only a physical general meeting but also the virtual general meetings held pursuant to the special legislation that was in force in connection with the COVID-19 pandemic. Therefore, we would ask you to please take note of the following information and instructions.

Registration

In accordance with article 16 (1) of the Articles of Incorporation of Deutsche Börse Aktiengesellschaft, all shareholders who have registered in due time and whose shares are entered in the share register of the Company have the right to attend and vote at the Annual General Meeting – either in person or by proxy – in accordance with the provisions of the German Stock Corporate Act (AktG) and the following information and instructions.

The Company must receive registrations by no later than midnight CEST of 9 May 2023. Shareholders who are registered in the share register can register with the Company to attend the Annual General Meeting by sending notice to

Deutsche Börse Aktiengesellschaft
c/o ADEUS Aktienregister-Service-GmbH
Postfach 57 03 64
22772 Hamburg

Fax: +49 (0)89 20 70 37 95 1
E-mail: hv-service.deutsche-boerse@adeus.de

or by using the Company's password-protected AGM online service at

www.deutsche-boerse.com/agm

Shareholders may access the online service by entering their shareholder number and password. Those shareholders who have registered to receive the notice of the Annual General Meeting by e-mail will receive their shareholder number in the invitation e-mail to the Annual General Meeting and must use their self-selected password for registration. All other shareholders who are registered in the share register will receive their shareholder number and their password with the documents sent to them with the invitation to the Annual General Meeting. Should you not receive any invitation documents – for example, because your registration in the share register will not be completed until 25 April 2023 or later – we will gladly send you the invitation documents at your request.

An intermediary may exercise the voting rights attaching to shares which they do not own but which are registered in the share register under their name only subject to the shareholder's authorisation. The same applies in the case of shareholder associations, proxy advisors and other equivalent persons (section 135 (8) of the AktG).

Access to the online service and to the Annual General Meeting by means of electronic connection

Duly registered shareholders can access the Company's password-protected online service at

www.deutsche-boerse.com/agm

This online service allows them to join the Annual General Meeting by means of electronic connection, exercise shareholder rights, and stream the entire Annual General Meeting live online (video and audio). In particular, duly registered shareholders can also exercise their voting rights by electronic communication (by postal ballot) even on the day of the Annual General Meeting and grant proxies and issue instructions to the Company-appointed proxies on how to exercise their voting rights. In addition, they can use the online service to make a request to speak via video communication during the Annual General Meeting and, as the case may be, ask questions or propose motions. During the course of the Annual General Meeting, they can also object to a resolution of the Annual General Meeting. Shareholders and their proxies can also use the online service to submit comments prior to the Annual General Meeting.

Those duly registered shareholders will be given the necessary online access prior to the Annual General Meeting or even on the day of the Annual General Meeting by entering their shareholder number and the associated password. Those shareholders who have registered to receive the notice of meeting by e-mail will receive their shareholder number in the notice of meeting e-mail and must use their self-selected password for registration. All other shareholders who are registered in the share register will receive their shareholder number and their password with the documents sent to them with the invitation to the Annual General Meeting.

The entire Annual General Meeting will also be streamed live online (video and audio) on the Company's website at www.deutsche-boerse.com/agm.

Free tradability of shares

Shares will not be frozen for trading upon registration for the Annual General Meeting. Shareholders will therefore still be able to trade their shares even after registration. Voting rights are determined by reference to the shareholding recorded in the share register on the day of the Annual General Meeting. This will correspond with the relevant shareholding at midnight CEST on 9 May 2023 (so-called Technical Record Date), for the reason that requests to modify the share register received by the Company from this date up to and including 16 May 2023 will not be entered in the share register with effect until after the Annual General Meeting on 16 May 2023.

Procedure for voting by postal ballot

Shareholders who are entered in the share register may also cast their votes by postal ballot (including by means of electronic communication). Exercise of voting rights by postal ballot will be subject to the condition that shareholders have duly registered by the aforementioned final registration date.

Please make use of the AGM online service at the aforementioned Internet address (www.deutsche-boerse.com/agm) (see also the information in the section entitled “Access to the online service and the Annual General Meeting”) or use and complete the form you received with the invitation and return this by mail, fax or e-mail to the respective above-mentioned address/fax number.

Shareholders may vote by postal ballot and submit modifications to (including the revocation of) votes so issued by using any of the channels specified above. On the day of the Annual General Meeting, notice must be given in this regard by the close of voting by the meeting chairman.

Intermediaries, shareholder associations, proxy advisors or other equivalent persons (section 135 (8) of the AktG) as well as other authorised third parties may also vote by postal ballot and can use the registration and postal ballot form published at www.deutsche-boerse.com/agm to do so.

Procedure for voting by proxy

Authorising a third party

Shareholders who have registered in due time and whose shares are entered in the share register of the Company may also have their voting rights exercised by proxy, e.g. an intermediary or shareholder association.

The Articles of Incorporation of Deutsche Börse Aktiengesellschaft do not contain any special requirements in relation to the appointment of intermediaries, shareholder associations, proxy advisors or other equivalent persons (section 135 (8) of the AktG) as proxies or for revocation and verification of such powers of proxy including the relevant form requirements. Statutory provisions shall apply, specifically section 135 of the AktG. Please note that intermediaries, shareholder associations, proxy advisors and other equivalent persons (section 135 (8) of the AktG) may stipulate certain requirements for their appointment as proxies, and shareholders should enquire directly with the relevant person as to the relevant requirements.

If no such intermediary or shareholder association, proxy advisor or other equivalent person (section 135 (8) of the AktG) is appointed as proxy, the grant of proxy, its revocation and the verification of such appointment to the Company must be effected in text form (section 126b of the German Civil Code (*Bürgerliches Gesetzbuch* – BGB)). Please make use of the AGM online service at the aforementioned Internet address (www.deutsche-boerse.com/agm) (see also the information in the section entitled “Access to the online service and to the Annual General Meeting by means of electronic connection”) or use and complete the form you received with the invitation and return this by mail, fax or e-mail to the respective above-mentioned address/fax number (each provided in the section entitled “Requirements for attending and voting at the Annual General Meeting – Registration”).

The grant of proxy and verification thereof can also be done using the registration and proxy form published at www.deutsche-boerse.com/agm.

Proxies (with the exception of the Company-appointed proxies) are also prohibited from physically attending the Annual General Meeting. They can exercise the voting rights of the shareholders they represent in the virtual Annual General Meeting by postal ballot or by authorising the Company-appointed proxies. In that respect, the information to that effect applies accordingly. Once timely registration by the shareholder is complete, proxies will be sent login details to access the online service which will allow them to exercise their rights by way of electronic communication via the online service. Therefore, shareholders should appoint their proxies as soon as possible so that the proxies can receive access to the login details in good time.

Authorising the Company-appointed proxies

Deutsche Börse Aktiengesellschaft also offers its shareholders the option of being represented at the Annual General Meeting by Company-appointed proxies who will represent the shareholders according to their instructions. Proxies may be issued and revoked, and instructions to Company-appointed proxies may be modified by using any of the channels specified in the section “Requirements for attending and voting at the Annual General Meeting – Registration” above and must be effected in text form (section 126b of the BGB). On the day of the Annual General Meeting, notice must be given in this regard by the time specified by the meeting chairman during the voting. Proxies exercise voting rights exclusively in accordance with the instructions given by the shareholder. Please note that the proxies do not accept instructions to make comments or request information, submit motions and nominations, request that questions be included in the record, or submit objections to resolutions of the Annual General Meeting.

You may also use the online service to authorise Company-appointed proxies and issue instructions (see also the information in the section entitled “Access to the online service and to the Annual General Meeting by means of electronic connection”).

Information on shareholder rights in accordance with sections 122 (2), 126 (1) and (4), 127, 130a, 131, 118a (1) Sentence 2 No. 8 in conjunction with 245 No. 1 of the AktG

Motions to amend the agenda pursuant to section 122 (2) of the AktG

Shareholders whose combined shareholdings equal or exceed one-twentieth of the share capital (9,500,000 shares) or represent a proportionate interest of EUR 500,000.00 in the share capital (equivalent to 500,000 shares) may request that items be placed on the agenda and be announced. Requests must be addressed in writing to

Vorstand der Deutsche Börse Aktiengesellschaft
“Hauptversammlung”
60485 Frankfurt/ Main

and must be received no later than by midnight CEST of 15 April 2023. Each new agenda item must be accompanied by supporting information or a draft resolution.

To the extent not already announced in the notice, amendments to the agenda that require publication will be announced promptly upon receipt of the request in the Federal Gazette (*Bundesanzeiger*). Any such amendments will also be published online at www.deutsche-boerse.com/agm and communicated to shareholders in accordance with the statutory requirements.

Counter-motions and nominations by shareholders in accordance with section 126 (1) and (4), 127 of the AktG

Pursuant to section 126 (1) of the AktG, shareholders may submit counter-motions against any proposal of the Executive Board and Supervisory Board on a particular agenda item. Motions by shareholders concerning the agenda within the meaning of section 126 (1) of the AktG must be sent along with supporting information to

Deutsche Börse Aktiengesellschaft
“Hauptversammlung”
60485 Frankfurt/ Main

or by fax to:
+49-(0) 69-2 11-1 43 32

or by e-mail to:
agm@deutsche-boerse.com

The Company will publish shareholder counter-motions that must be made available and which we have received at one of the aforementioned addresses by midnight CEST of 1 May 2023 promptly upon receipt online at the above-mentioned Internet address. Any opinions expressed by management on the counter-motions will also be made available online at the above Internet address.

The Company may elect not to publish a counter-motion and its supporting information under certain circumstances set forth in section 126 (2) of the AktG, for example where the counter-motion would result in a resolution by the Annual General Meeting that is illegal or in violation of the Articles of Incorporation. Information in support of counter-motions need not be made available if the text exceeds 5,000 characters in total.

Pursuant to section 127 of the AktG, the foregoing applies *mutatis mutandis* to shareholder nominations of Supervisory Board members or auditor candidates, although election nominations need not be accompanied by supporting information. Except in the cases set forth in section 126 (2) of the AktG, nominations for election need not be published even if the nomination does not contain the name, exercised profession and residential address of the nominee(s) and, in the case of nominations for election to the Supervisory Board, information on any positions held by such nominee(s) on other statutory supervisory boards. In the case of Supervisory Board elections, nominations should, but are not required to, contain information about positions held on comparable domestic and foreign control bodies of business enterprises.

Counter-motions and nominations from shareholders that must be made available in accordance with sections 126 (1) to (3) and 127 of the AktG are considered to have been submitted as of the date they are made available. Voting rights may be exercised with respect to such motions and nominations once timely registration is complete using the above-described channels. If the shareholder who submitted the motion is not duly identified and registered for the Annual General Meeting, the motion need not be addressed in the meeting (see the section above entitled “Requirements for attending and voting at the Annual General Meeting – Registration”).

The right of duly registered and virtually participating shareholders to submit motions and nominations to the Company during the Annual General Meeting by way of video message shall remain unaffected even without prior submission (see also the section below entitled “Right to speak and right to information in accordance with sections 130a (5), 131 of the AktG”).

Right to comment in accordance with section 130a (1) to (4) of the AktG

Duly registered shareholders and their proxies have the right to submit comments to the Company concerning items on the agenda in text form prior to the meeting by means of electronic communication using the password-protected online service available at the aforementioned Internet address (www.deutsche-boerse.com/agm) by midnight CEST on 10 May 2023. The comments in text form should not exceed 10,000 characters in length. Details of the technical requirements for submitting comments can be found in the online service available at www.deutsche-boerse.com/agm.

The comments duly submitted in text form in accordance with the above provisions will be published on the Company’s website at www.deutsche-boerse.com/agm no later than midnight CEST on 11 May 2023. By submitting a comment, the shareholder or proxy consents to such comment being published at the aforementioned Internet address (www.deutsche-boerse.com/agm) together with their name.

Pursuant to section 130a (3) Sentence 4 of the AktG, the Company may refuse to publish a comment on the conditions set out in section 126 (2) Sentence 1 nos. 1, 3 and 6 of the AktG, for example if the comment contains information that is obviously false or misleading in material respects or if it contains offensive or defamatory language.

Please note that motions, nominations, questions and follow-up questions as well as objections to resolutions of the Annual General Meeting that are contained in a comment will not be taken into consideration. These must be submitted solely in the manner described and in compliance with the requirements and deadlines described (see the relevant sections under “Information on shareholder rights in accordance with sections 122 (2), 126 (1) and (4), 127, 130a, 131, 118a (1) Sentence 2 No. 8 in conjunction with 245 no. 1 of the AktG”).

Right to speak in accordance with section 130a (5) and (6) of the AktG

Duly registered and virtually participating shareholders and their proxies have a right to speak by way of video messages (section 130a (5) of the AktG). The comments made in the context of exercising the right to speak may also include motions and nominations in accordance with section 118a (1) Sentence 2 No. 3 of the AktG as well as all types of requests for information in accordance with section 131 of the AktG.

Shareholders or their proxies who wish to exercise their right to speak must register their comment with the Company using the password-protected online service at the aforementioned Internet address (www.deutsche-boerse.com/agm). By registering a comment, the shareholder or proxy consents in particular to such comment being accessed during the Annual General Meeting together with their name.

The Company reserves the right to check whether the video connection between the shareholder and the Company is functioning during the Annual General Meeting and prior to the comment being made, and to refuse comments if it is not possible to ensure that the connection is functioning. Details of the technical requirements for submitting comments during the Annual General Meeting can be found in the online service available at www.deutsche-boerse.com/agm.

Pursuant to the Articles of Incorporation, the meeting chairman is authorised to reasonably limit the time shareholders have to speak, and may in particular at the beginning or during the course of the meeting set a reasonable timetable for the meeting overall, for specific agenda items or for specific comments.

Right to information under section 131 of the AktG

Each duly registered shareholder or their appointed proxy may also request in the virtual Annual General Meeting information on the Company's affairs to the extent necessary to make a proper evaluation of the agenda (see section 131 (1) of the AktG). The duty to provide information generally also extends to legal and business relations between the Company and its affiliates as well as the position of Deutsche Börse Group as a whole and that of the entities included in the consolidated financial statements of Deutsche Börse Aktiengesellschaft; in this case also, the information is provided only to the extent it is necessary to make a proper evaluation of the agenda.

Requests for information at the Annual General Meeting should be made during the virtual discussion time. It is intended that the meeting chairman will stipulate at the beginning of the Annual General Meeting that the right to information may only be exercised by way of video communication, i.e., in the context of making a comment pursuant to section 130a (5) and (6) of the AktG (see the information on the right to speak above), section 131 (1f) of the AktG. No other submission of questions by electronic or other means of communication is envisaged either before or during the Annual General Meeting.

The Executive Board may elect not to answer individual questions for the reasons set out in section 131 (3) of the AktG, for example because providing the information could, based on prudent business judgement, have a material adverse effect on the Company or one of its affiliates (e.g. no disclosure of business secrets).

Objection for the record in accordance with section 118a (1) Sentence 2 No. 8 in conjunction with section 245 No. 1 of the AktG

Shareholders and their proxies who are virtually participating in the Annual General Meeting have the opportunity to declare their objection to the resolutions of the Annual General Meeting by means of electronic communication to the notary appointed to prepare the record of the Annual General Meeting. Such declarations may be submitted to the Company from the beginning until the end of the Annual General Meeting using the password-protected online service at the aforementioned Internet address (www.deutsche-boerse.com/agm). The notary receives the objections directly via the online service.

Further information

Further information in relation to the aforementioned shareholder rights can be found on the Company's website at:

www.deutsche-boerse.com/agm

Total number of shares and voting rights

On the day the Annual General Meeting is convened, the share capital of the Company amounts to EUR 190,000,000 and is divided into 190,000,000 no-par value registered shares. Each share carries one vote. As such, 190,000,000 voting rights would exist as at the date on which the Annual General Meeting is convened pursuant to the Articles of Incorporation. However, in accordance with section 71b of the AktG, treasury shares do not confer any rights on the Company. As at the date on which the annual financial statements for financial year 2022 are prepared, the Company holds 6,261,055 shares in treasury which confer no voting rights on the Company.

Publication on the Company's website

The following information and documents *inter alia* will be available on the Company's website at www.deutsche-boerse.com/agm (see section 124a of the AktG):

- the contents of the notice together with information relating to the missing resolution on item 1 of the agenda and the total number of shares and voting rights as at the date of the notice;
- the documents required to be made available at the meeting;
- forms that can be used for voting by proxy or voting by postal ballot.

For the advance information of shareholders, drafts containing the key topics of the report of the Chairman of the Executive Board and the address by the Chairman of the Supervisory Board will be available at this Internet address a few days prior to the Annual General Meeting. The right to make modifications on the day of the Annual General Meeting is hereby reserved.

The results of the voting will also be published after the Annual General Meeting online at www.deutsche-boerse.com/agm. This will also include explanations on issuing a confirmation of the receipt of votes cast electronically in accordance with section 118 (1) Sentence 3 of the AktG and the counting of votes in accordance with section 129 (5) of the AktG, which those voting can request within one month following the date of the Annual General Meeting.

Comprehensive information on the Company

Comprehensive information on matters concerning Deutsche Börse Aktiengesellschaft and Deutsche Börse Group can be found on the Company's website at: www.deutsche-boerse.com.

Internet broadcast of the Annual General Meeting

The entire Annual General Meeting will be streamed live online at www.deutsche-boerse.com/agm. It will be held (without the physical presence of the shareholders) at Pfaffenwiese 301, 65929 Frankfurt/Main, Germany (venue of the Annual General Meeting within the meaning of the AktG).

Privacy policy

When you register to attend the Annual General Meeting, grant a voting proxy or exercise your rights, we collect personal data concerning you and/or your proxy. The purpose of this is to enable you to exercise your rights during the Annual General Meeting.

Deutsche Börse Aktiengesellschaft processes your data in its capacity as “controller” in compliance with the provisions of the EU General Data Protection Regulation (GDPR) and all other applicable laws. Further information on how we handle your personal data and on your rights under the GDPR is available online at www.deutsche-boerse.com/agm. You may also contact us by writing to

Deutsche Börse Aktiengesellschaft
“Hauptversammlung / Datenschutz”
60485 Frankfurt/Main

to request a copy of our privacy policy by post.

Frankfurt/Main, March 2023

Deutsche Börse Aktiengesellschaft
The Executive Board

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