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Motivation and structure of the DE-CIX Employee Participation Program

Background and objective of the Employee Participation Program 1/1

- DE-CIX Group AG and its subsidiaries are **increasingly competing intensively with other companies for talented employees, particularly in senior management**. In this context, global competitors in particular are increasingly offering managers the opportunity to participate **in the company's success through employee participation programs**. This instrument is not currently available to DE-CIX. As the sole shareholder of DE-CIX Group AG, eco has a vested interest in making its company as competitive as possible in the international Internet Exchange and Interconnection Services market.
- At the same time, there is a **need for DE-CIX to retain employees at DE-CIX for as long as possible and to create an investment opportunity for those individuals who bear a particularly high level of responsibility for the further development of DE-CIX** and play a key role in shaping its development. This is also in the economic interest of eco as a shareholder.

Background and objective of the Employee Participation Program 1/2

- Against this background, the Management Board of DE-CIX Group AG, in close consultation with the Supervisory Board and the eco Executive Board as well as external consultants, has **drawn up a participation program for members of the DE-CIX Executive Competence Committee (ECC), the DE-CIX Supervisory Board and the eco Executive Board**, which is to be approved by the General Meeting.
- The beneficiaries are currently **a maximum of 48 people who**, with their **special expertise and experience, long periods of service** or as **managers**, work particularly closely with the DE-CIX Executive Board and/or play a **key role in shaping the development of the company and the companies of the DE-CIX Group with different perspectives**.

Structure of the employee participation program

- To implement the program, **the share capital of DE-CIX Group AG will initially be increased by up to 10% by issuing up to 110,000 preference shares.** These shares are **non-voting in** order to exclude any influence of the beneficiaries on DE-CIX.
- The new shares are to be subscribed for at EUR 1.00 by *DE-CIX Equity Management GmbH*, *which is yet to be established.* All shares in this GmbH will be held by eco.
- RSM Ebner Stolz Wirtschaftsprüfer is to prepare an expert opinion in accordance with the **IDW S1 procedure** to value the company and thus the shares to be issued. This standard is a **complete and court-proof IDW S1 report** in accordance with the valuation standard defined by the Institute of Public Auditors in Germany (IDW) in 2008 in the "Principles for the Performance of Business Valuations".

Acquisition of the shares by the beneficiaries

- Once the new shares have been subscribed, they will be offered to the beneficiaries by *DE-CIX Equity Management GmbH*, which is to be established, **for purchase** in a maximum of three tranches over a **period of up to three (3) years**.
- The beneficiaries are to be enabled to obtain loans from *DE-CIX Equity Management GmbH* at **standard market conditions** in order to **finance up to 50% of the preference shares they can acquire**. The beneficiaries will **not receive any monetary benefits** from such a loan.

Purchase price of the preference shares

- The **purchase price** for the shares is to be determined each year by the **market value determined by an expert on the basis of the annual financial statements of DE-CIX Group AG** for 2024 and subsequent years.
- On the basis of a currently available market value appraisal and on the basis of the annual financial statements of DE-CIX Group AG for the year 2023, the **current purchase price** would be **EUR 41.02 per share** (this appraisal by RSM Ebner Stolz Wirtschaftsprüfer can be inspected at the eco General Assembly).

Maximum amounts for the call options for preference shares

Tier 1 (DE-CIX Management Board, DE-CIX Supervisory Board, selected members of DE-CIX ECC and eco Executive Board)

To participate in the program, beneficiaries who belong to Tier 1 must each purchase preference shares with a minimum total purchase price of **EUR 25,000.00** and **may purchase preference shares with a maximum total purchase price of EUR 500,000.00** over the purchase period of three years.

Tier 2 (Members DE-CIX ECC Level 2)

To participate in the program, beneficiaries who belong to Tier 2 must each purchase preference shares with a minimum total purchase price of **EUR 15,000.00** and **may purchase preference shares with a maximum total purchase price of EUR 250,000.00** over a purchase period of three years.

Tier 3 (Members DE-CIX ECC Level 1)

To participate in the program, beneficiaries who belong to Tier 3 must each purchase preference shares with a minimum total purchase price of **EUR 7,500.00** and **may purchase preference shares with a maximum total purchase price of EUR 100,000.00** over a purchase period of three years.

Redemption rights, purchase options and rights of first refusal

- The preference shares can be redeemed by *DE-CIX Equity Management GmbH* under certain conditions against payment of an appropriate fee, e.g. if **insolvency proceedings are opened** against the assets of the preference shareholder concerned, in the event of **serious conduct that is detrimental to the company** or a **breach of material duties as a member of the eco Executive Board**.
- In the agreements to be concluded, DE-CIX Equity Management GmbH is also to be granted call options and rights of first refusal that enable it to **repurchase the shares sold from the beneficiaries should they leave the executive bodies or services of the DE-CIX Group or the eco Executive Board in the future**.
- These contractual rights are flanked by **reservations of consent for the sale of the shares** by the beneficiaries as well as redemption rights, which are created by corresponding amendments to the articles of association of DE-CIX.

Next steps and key facts

- Following approval by the Annual General Meeting, the employee participation program is scheduled to be implemented in spring 2025.
- The entire implementation of the program is cost-neutral for eco; all expenses have been and will be borne by DE-CIX Group AG.
- As these are **non-voting preference shares**, eco continues to be the sole shareholder with voting rights and can continue to exercise sole control of DE-CIX Group AG as a shareholder and via the eco Executive Board members appointed to the DE-CIX Supervisory Board.
- For more details, please also see the attached FAQ document and / or use the General Meeting to ask questions.

Thank you for your attention