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— Remuneration Report 2021

Remuneration Report 2021

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REMUNERATION REPORT 2021

The Executive Board and Supervisory Board of Symrise AG have prepared a remuneration report in accordance with Section 162 of the German Stock Corporation Act (AktG) as amended by the Act Implementing the Second Shareholders' Rights Directive (ARUG II) for the first time for the 2021 fiscal year. The remuneration report starts out by presenting in a clear and comprehensible manner the principles and essential features of the remuneration system that applies to the Executive Board and the Supervisory Board of Symrise AG. It additionally explains and breaks down the individualized remuneration that was granted or owed to individual current and former members of the Executive Board and Supervisory Board for the 2021 fiscal year.

A. REVIEW OF THE 2021 FISCAL YEAR

1. CHALLENGES AND HIGHLIGHTS

Despite enormous challenges and the impact these had on business, the Executive Board and employees together contributed to making the 2021 fiscal year one of the most successful in Symrise history, thus continuing the company's success story in the 2021 fiscal year. This success is symbolized by Symrise being included for the first time in the DAX®, Germany's benchmark stock index, which was expanded to include 40 companies on September 20, 2021.

In addition to the aftermath of the criminal cyberattack from December 2020, Symrise had to overcome hurdles such as rising commodity prices and disrupted supply chains while at the same time maintaining very high capacity utilization. In addition, Symrise continued to be affected by the ongoing coronavirus pandemic in the 2021 fiscal year, with the impacts varying in degree depending on the segment and product. Yet even against this backdrop, Symrise demonstrated in the 2021 fiscal year, as in the previous year, that it is fully operational and capable of delivering in a sustainable way. Symrise was always robust and securely positioned even in a challenging market environment thanks to its global presence, broad customer base and steadily growing and diversified portfolio.

While Symrise had targeted organic sales growth of 5 % to 7 % at the beginning of the fiscal year and communicated this ambition to the capital market, the forecast was raised in August and again in October due to extraordinarily positive business development. In addition, Symrise successfully completed the acquisition of the Fragrances business unit of Sensient and integrated it into the company. This strengthens the backward integration of Symrise in renewable raw materials and further expands its leading position as a supplier of fragrances for applications in personal care and household products.

The successful business performance of Symrise in the 2021 fiscal year is clearly demonstrated by the performance of key figures that are particularly important for Symrise. For example, sales had grown 8.7 % to reach € 3,826 million at the end of the fiscal year. In addition, consolidated earnings before interest, taxes, depreciation and amortization (EBITDA) increased to € 814 million (previous year: € 742 million). The EBITDA margin was 21.3 % (previous year: 21.1 %). Furthermore, earnings per share increased to € 2.74 (previous year: € 2.27). The increase in relevant profitability indicators further underscores the positive long-term performance of Symrise.

Symrise is about more than running a profitable business – the company places a high priority on fulfilling its responsibility to society, which includes climate and environmental protection and is the reason why we pursue ambitious goals in these areas. Symrise therefore aims to be climate positive with regard to greenhouse gas emissions by 2030. The commitment to the climate, water and forests make Symrise one of the leading sustainable companies worldwide according to the criteria provided by the Carbon Disclosure Project (CDP), a highly regarded not-for-profit charity. For example, Symrise has rated all key suppliers according to sustainability criteria and ensured the traceability of all strategic raw materials. These kinds of measures have earned Symrise the top Triple A score in the CDP's 2021 ranking.

The success of the fiscal year is also apparent in the high degree of target attainment as reflected in the yearly bonus (Short Term Incentive, STI) (103.48 %) and in the 2019 – 2021 LTIP (long-term incentive plan) tranche (145.33 %) of the Boards.

2. DISCUSSION OF THE EXECUTIVE BOARD REMUNERATION

As a result of the Act Implementing the Second Shareholders' Rights Directive (ARUG II) taking effect on January 1, 2020, the Executive Board remuneration system was submitted to the 2021 Annual General Meeting for approval and approved by this body with a majority of 83.35 % of the votes cast.

With the listing of Symrise on the DAX®, it is very important for the company to ensure that the Executive Board remuneration system is competitive and in line with the market and our investors' expectations. The Supervisory Board therefore meticulously compared the remuneration system that was approved at the 2021 Annual General Meeting with current market practices, investor expectations and relevant regulatory requirements. Feedback received from investors and voting consultants in connection with the 2021 Annual General Meeting was also taken into account. As a result of this review, the Supervisory Board decided at its December 1, 2021 meeting to update the Executive Board remuneration system, which it will submit to the 2022 Annual General Meeting for approval. Key changes in the new draft include, but are not limited to, making the LTIP a performance share plan in the future and extending the performance period to four years to further strengthen the long-term focus of Executive Board remuneration.

3. COMPOSITION OF THE EXECUTIVE BOARD IN THE 2021 FISCAL YEAR

In the 2021 fiscal year, the Executive Board of Symrise AG was made up of the following members:

- Dr. Heinz-Jürgen Bertram, Chief Executive Officer since July 2009, member of the Executive Board since October 2006
- Olaf Klinger, member of the Executive Board since 2016
- Dr. Jean-Yves Parisot, member of the Executive Board since October 2016
- Heinrich Schaper, member of the Executive Board since October 2016, no longer a member as of March 31, 2021
- Achim Daub, member of the Executive Board since 2006, no longer a member as of March 31, 2021

Heinrich Schaper left the Executive Board for age-related reasons at the end of March 31, 2021. **Achim Daub** also left the Executive Board at the end of March 31, 2021, to pursue new professional challenges. The Supervisory Board would like to thank Mr. Schaper and Mr. Daub for their many years of successful collaboration.

Executive Board positions were reallocated as of April 1, 2021 as part of a realignment. As of April 1, 2021, the previously separate segments of Flavor and Nutrition were combined into one segment. **Dr. Jean-Yves Parisot**, previously responsible for the Nutrition segment, took over responsibility for the combined Flavor & Nutrition segment effective April 1, 2021.

Dr. Heinz-Jürgen Bertram took over the Scent & Care segment on an interim basis effective April 1, 2021, after this position became vacant when Mr. Daub left on March 31, 2021. On December 1, 2021, the Supervisory Board resolved to extend the appointment of Dr. Heinz-Jürgen Bertram as Chief Executive Officer ahead of schedule by three years until October 31, 2025.

4. COMPOSITION OF THE SUPERVISORY BOARD IN THE FISCAL YEAR

The Supervisory Board of Symrise AG had the following members in the 2021 fiscal year (shareholder representatives are marked with *, employee representatives are marked with **):

- Michael König, Chairman of the Supervisory Board*
- Harald Feist, Vice Chairman of the Supervisory Board**
- Ursula Buck*
- Jeannette Chiarlitti**
- Horst-Otto Gerberding*
- Bernd Hirsch*
- André Kirchhoff**
- Dr. Jakob Ley, joined effective May 5, 2021**
- Gerd Lösing, no longer a member as of May 5, 2021**
- Prof. Dr. Andrea Pfeifer*
- Andrea Püttcher**
- Peter Vanacker*
- Peter Winkelmann**

B. REMUNERATION OF THE MEMBERS OF THE EXECUTIVE BOARD

1. PRINCIPLES OF EXECUTIVE BOARD REMUNERATION

At its Supervisory Board meeting on March 8, 2021, the Supervisory Board of Symrise AG adopted a remuneration system for Executive Board members in accordance with the requirements of the Act Implementing the Second Shareholders' Rights Directive (ARUG II) (the **"2021 Executive Board Remuneration System"**). The 2021 Annual General Meeting held virtually on May 5, 2021, approved the 2021 Remuneration System with a majority of 83.35 % of the votes.

The 2021 Remuneration System applies to all new Executive Board contracts concluded from 2021 onwards. The previous remuneration system approved by the Annual General Meeting on May 12, 2015 (the **"2015 Executive Board Remuneration System"**) will continue to apply to previously appointed Executive Board members until their contracts are extended. The 2015 Executive Board Remuneration System thus applies to all Executive Board members active in the 2021 fiscal year.

The following section first provides an overview of the 2015 Executive Board Remuneration System applicable to all Executive Board members in the 2021 fiscal year. It then discusses the individual components of the remuneration of all Executive Board members active in 2021 fiscal year.

2. OVERVIEW OF THE 2015 EXECUTIVE BOARD REMUNERATION SYSTEM

Fixed remuneration

Remuneration component	Objective	Implementation
Fixed remuneration	Competitive remuneration to attract the best available candidates worldwide to develop and execute the corporate strategy and manage the company and retain these candidates for the long term.	Annual fixed remuneration <ul style="list-style-type: none"> • Chief Executive Officer: € 800,000 • Ordinary member of the Executive Board: € 500,000 • Equivalent to 33% of total target remuneration consisting of fixed remuneration, annual bonus and long-term incentive plan
Supplementary payments		Supplementary payments mainly contain fringe benefits in the form of non-monetary benefits from the use of a company car, inclusion in group accident insurance in the case of inability to work or death, D&O insurance and contributions to statutory social security insurance
Pension through personal contributions	Ability to accumulate adequate pension savings.	<ul style="list-style-type: none"> • No company-financed pensions • Ability to accumulate deferred compensation retirement benefits through salary conversion • Individual contractual pension commitments for Dr. Bertram and Mr. Schaper based on their previous employment with the company

Performance-related remuneration

Remuneration component	Objective	Implementation
Annual variable remuneration (annual bonus or STI)	Designed to encourage Executive Board members to achieve ambitious goals.	<p>Target bonus model</p> <ul style="list-style-type: none"> Performance period: one fiscal year <p>Performance criteria</p> <ul style="list-style-type: none"> 80% financial goals (absolute goals such as sales, EBITDA and earnings per share [EPS]; margin goals such as EBITDA margin, business free cash flow) 20% non-financial goals (qualitative goals such as sustainability objectives) Goals are individually set by the Supervisory Board <p>Threshold, target and maximum value</p> <ul style="list-style-type: none"> If the goal attainment falls below a threshold of 85% for EBITDA and sales targets, 96% for the margin targets as well as 50% or 60% for the quantitative or qualitative sustainability objectives, no annual bonus is paid out for that goal. 100% of goal attainment corresponds to 100% annual bonus entitlement Over 150% of goal attainment leads to no higher bonus entitlement than 150% (the "cap") <p>Amount of targets with a goal attainment of 100% in the 2021 fiscal year</p> <ul style="list-style-type: none"> Target for CEO: € 800,000 Target for ordinary member of the Executive Board: € 500,000 The target is equal to 33% of total target remuneration consisting of fixed remuneration, annual bonus and long-term incentive plan <p>Payout terms</p> <ul style="list-style-type: none"> Paid out in cash in the year following the approval of the annual consolidated financial statements
	Economic targets obtained from the rolling medium-term plan support the achievement of long-term, multi-year corporate goals.	<p>Performance cash plan</p> <ul style="list-style-type: none"> Performance period: next three years Rolling system (annual tranches) <p>Performance criteria</p> <ul style="list-style-type: none"> Change in share price plus dividends or other distributions ("total shareholder return, TSR") of Symrise AG Goal attainment is based on the performance of the Symrise TSR relative to competitors and similar companies in the market ("TSR peer group") <p>Threshold, goal and maximum value</p> <ul style="list-style-type: none"> Payment is made if Symrise has outperformed 25% of the peer companies (at least a 25th percentile rank in the peer group, the "threshold") over three performance years; the bonus entitlement becomes null and void if its performance falls below 25% 100% goal attainment corresponds to a 50th percentile rank The bonus payment is calculated linearly between the 25th and 75th percentile. Cap of 200% Annual establishment of the attained percentile rank <p>Amount of targets with a goal attainment of 100% in the 2021 fiscal year</p> <ul style="list-style-type: none"> The target is equal to 33% of total target remuneration consisting of fixed remuneration, annual bonus and long-term incentive plan Chief Executive Officer: € 800,000 Ordinary member: € 500,000 <p>Payout terms</p> <ul style="list-style-type: none"> Paid out in the year following the expiration of the performance period and following approval of the annual consolidated financial statements
Multi-year variable remuneration (long-term incentive plan, LTIP)	<p>Promotes long-term commitment and incentivizes sustainable value creation in line with shareholder/investor interests.</p> <p>Comparison with peer group promotes competitive orientation.</p>	

3. REMUNERATION OF THE EXECUTIVE BOARD MEMBERS ACTIVE IN THE 2021 FISCAL YEAR

3.1 REMUNERATION GRANTED AND OWED IN THE 2021 FISCAL YEAR

Section 162 (1) sentence 1 of the German Stock Corporation Act (AktG) stipulates that the remuneration report must report on the remuneration granted and owed to every single Executive Board member during the previous fiscal year. The terms are understood as follows:

- The term “granted” refers to “*the de facto inflow of the remuneration component;*”
- The term “owed” captures “*all legally existing liabilities for remuneration components that are due but have not yet been paid.*”

The following remuneration tables show as remuneration granted and owed the remuneration associated with services that the Executive Board member performed in full by December 31, 2021. For the 2021 fiscal year, this includes

- the fixed salary paid for the 2021 fiscal year and supplementary payments;
- the annual bonus to be paid for the 2021 fiscal year even if the payment is not made until 2022 following approval of the consolidated financial statements;
- the payment amount from the 2019 – 2021 LTIP tranche even if the payment is not made until 2022 following approval of the consolidated financial statements.

In addition, the remuneration tables show the proportions of total remuneration that comprise all fixed and variable remuneration components. The proportions shown here are for the remuneration components granted and owed in the applicable fiscal year as defined in Section 162 (1) sentence 1 of the German Stock Corporation Act (AktG).

3.2 TABLE OVERVIEW

Dr. Heinz-Jürgen Bertram – Chief Executive Officer and President Scent & Care

	2021		2020	
	in €	in %	in €	in %
Fixed remuneration				
Fixed salary	800,000		800,000	
Supplementary payments	24,140		23,186	
Total	824,140	25	823,186	26
Performance-related remuneration				
Annual variable remuneration/2020 annual bonus			824,000	26
Annual variable remuneration/2021 annual bonus	829,784	25		
Multi-year variable remuneration/LTIP 2018 – 2020			1,550,933	48
Multi-year variable remuneration/LTIP 2019 – 2021	1,162,667	35		
One-time payment	500,000	15	0	
Total – remuneration granted and owed	3,316,591	100	3,198,169	100

Following Mr. Daub's departure from the Executive Board, Dr. Bertram took over the management of the Scent & Care segment on an interim basis in the 2021 fiscal year. Due to the additional work and broader scope of responsibility, the Supervisory Board offered Dr. Bertram the prospect of additional one-time remuneration at the beginning of the fiscal year (i.e. a “one-time payment”).

This remuneration depended on the achievement of the key sales and earnings targets budgeted for the 2021 fiscal year in the Scent & Care segment. The segment generated sales of € 1,490.9 million in the 2021 fiscal year, representing growth of 8.9%. EBITDA increased 4.1% to € 282.6 million. Given the strong profitable growth and the attainment of the set targets, the Supervisory Board set the additional remuneration at € 500,000.

Olaf Klinger – Chief Financial Officer

	2021		2020	
	in €	in %	in €	in %
Fixed remuneration				
Fixed salary	500,000		500,000	
Supplementary payments	23,756		23,306	
Total	523,756	30	523,306	26
Performance-related remuneration				
Annual variable remuneration/2020 annual bonus			514,250	26
Annual variable remuneration/2021 annual bonus	515,440	29		
Multi-year variable remuneration/LTIP 2018 – 2020			969,333	48
Multi-year variable remuneration/LTIP 2019 – 2021	726,667	41		
Total – remuneration granted and owed	1,765,863	100	2,006,889	100

Dr. Jean-Yves Parisot – President Flavor & Nutrition

	2021		2020	
	in €	in %	in €	in %
Fixed remuneration				
Fixed salary	500,000		500,000	
Supplementary payments	446,124		325,956	
Total	946,124	43	825,956	36
Performance-related remuneration				
Annual variable remuneration/2020 annual bonus			512,750	22
Annual variable remuneration/2021 annual bonus	518,165	24		
Multi-year variable remuneration/LTIP 2018 – 2020			969,333	42
Multi-year variable remuneration/LTIP 2019 – 2021	726,667	33		
Total – remuneration granted and owed	2,190,956	100	2,308,039	100

Achim Daub – President Scent & Care (Resigned effective March 31, 2021)

	2021		2020	
	in €	in %	in €	in %
Fixed remuneration				
Fixed salary	250,000		500,000	
Supplementary payments	6,641		13,443	
Total	256,641	20	513,443	26
Performance-related remuneration				
Annual variable remuneration/2020 annual bonus			513,500	26
Annual variable remuneration/2021 annual bonus	250,000	20		
Multi-year variable remuneration/LTIP 2018 – 2020			969,333	49
Multi-year variable remuneration/LTIP 2019 – 2021	0			
Severance payment ¹	750,000	60	0	
Total – remuneration granted and owed	1,256,641	100	1,996,276	100

¹ Mr. Daub's employment contract was terminated at the end of June 30, 2021. Mr. Daub received the severance payment reported above as a one-time payment in connection with his resignation. In exchange, Mr. Daub agreed to waive and forgo claims from the ongoing 2019–2021 and 2020–2022 long-term incentive programs.

Heinrich Schaper – President Flavor (Resigned effective March 31, 2021)

	2021		2020	
	in €	in %	in €	in %
Fixed remuneration				
Fixed salary	125,000		500,000	
Supplementary payments	6,758		25,466	
Total	131,758	15	525,466	26
Performance-related remuneration				
Annual variable remuneration/2020 annual bonus			514,250	26
Annual variable remuneration/2021 annual bonus	125,000	15		
Multi-year variable remuneration/LTIP 2018 – 2020			969,333	48
Multi-year variable remuneration/LTIP 2019 – 2021	545,000	63		
Pension payment (from April 1, 2021 onwards)	57,608	7	0	
Total – remuneration granted and owed	859,366	100	2,009,049	100

3.3 REMARKS

3.3.1 VARIABLE REMUNERATION PERFORMANCE CRITERIA

3.3.1.1 Annual bonus

The Supervisory Board of Symrise AG set the goals for the annual bonus for the 2021 fiscal year taking into account the annual business plan and the respective executive responsibility. In keeping with the corporate strategy and value-based governance approach, profitability indicators, among other things, were considered as financial indicators. Particular emphasis was placed on the EBITDA margin, which is one of the key control metrics of Symrise, for which the company aims to reach a strategic 20 % to 23 % by 2025. In addition to other profitability measures such as EBITDA and EPS, business free cash flow was defined as a goal to reflect the increased focus on cash flow at Symrise. A sales target was defined for Dr. Parisot to continue to incentivize the focus on absolute growth as well.

The annual goals take ESG goals as well as financial goals into consideration in order to reflect the strong focus on sustainability at Symrise. The Supervisory Board has thus fully incorporated the corporate strategy into its bonus system and incentivized holistic action. ESG targets were weighted 20 % for each Executive Board member.

The defined performance criteria and their weighting for goal attainment are disclosed in order to show the link between pay and performance in the annual bonus system. The Executive Board and Supervisory Board have opted not to publish the targets for the performance objectives. Disclosing such economically sensitive and strategically important data could put Symrise AG and its shareholders at a disadvantage, especially given the lack of transparency among its competitors.

The following overview summarizes the goals and attainment levels for each Executive Board member with respect to the annual bonus for the 2021 fiscal year:

	Weight	Goal	Target attainment	Total goal attainment	Payout amount
	in %		in %	in %	in €
Dr. Heinz-Jürgen Bertram	20	EBITDA	105.9		
	30	EBITDA margin	101.2		
	10	Business free cash flow	97.2		
	20	Earnings per share (EPS)	110.8		
	10	80% of strategic biological raw materials from sustainable sources	100		
	10	Environmental goal for 2021: +6.6% eco-efficiency of greenhouse gas emissions – Scope 1+2	103.03	103.72	829,784
Olaf Klinger	15	EBITDA	105.9		
	25	EBITDA margin	101.2		
	20	Business free cash flow	97.2		
	20	Earnings per share (EPS)	110.8		
	10	Alignment of future bank and capital market funding with sustainability criteria	100		
	10	Environmental goal for 2021: +6.6% eco-efficiency of greenhouse gas emissions – Scope 1+2	103.03	103.09	515,440
Dr. Jean-Yves Parisot	10	EBITDA	105.9		
	15	Flavor & Nutrition EBITDA	109.2		
	10	EBITDA margin	101.2		
	15	Flavor & Nutrition EBITDA margin	103.6		
	10	Flavor & Nutrition business free cash flow	96.2		
	20	Flavor & Nutrition sales	105.4		
	10	Definition of the sustainability strategy for the Flavor & Nutrition segment, focusing on responsible sourcing, including the selected CBT and side stream valorization customer projects	100		
	10	Environmental goal for 2021: +6.6% eco-efficiency of greenhouse gas emissions – Scope 1+2	103.03	103.63	518,165

2021 annual bonus goals for the 2021 fiscal year were not defined for Mr. Achim Daub or Mr. Heinrich Schaper because of their departure from the Executive Board as of March 31, 2021 based on a decision made in December 2020. Instead, the agreements made with both of them called for the 2021 annual bonus to be paid on a pro rata basis on the regular payment date assuming a goal attainment of 100 %. In the case of Mr. Schaper, the pro rata calculation was based on a final date of March 31, 2021 (3/12ths). In the case of Mr. Daub, who had a longer remaining term in his Executive Board employment contract, the pro rata calculation was based on a final date of June 30, 2021 (6/12ths).

3.3.1.2 LTIP

The LTIP is designed as a future-oriented performance cash plan. Every January 1, participating Executive Board members are allotted a tranche with a three-year term (the performance period). The Executive Board members also received an allocation for the 2021 fiscal year with a performance period from 2021 to 2023. Since granted and owed remuneration refers to remuneration associated with services that the Executive Board member performed in full by December 31, 2021, the following sections explain the LTIP reported in the tables for the 2021 fiscal year with a performance period from 2019 to 2021.

a) Goals defined for the performance period from 2019 to 2021

All Executive Board members active in the 2021 fiscal year were allotted an LTIP with a performance period from 2019 to 2021 (January 1, 2019 to December 31, 2021) effective January 1, 2019.

The key performance criterion is the change in share price plus dividends or other distributions (total shareholder return, TSR) of Symrise AG. Goal attainment is assessed based on the performance of the Symrise TSR relative to competitors and similar companies in the market (“TSR peer group”). The TSR peer group is recommended by an external consulting firm (Obermatt, Zurich) and consisted of the following companies during the performance period from 2019 to 2021:

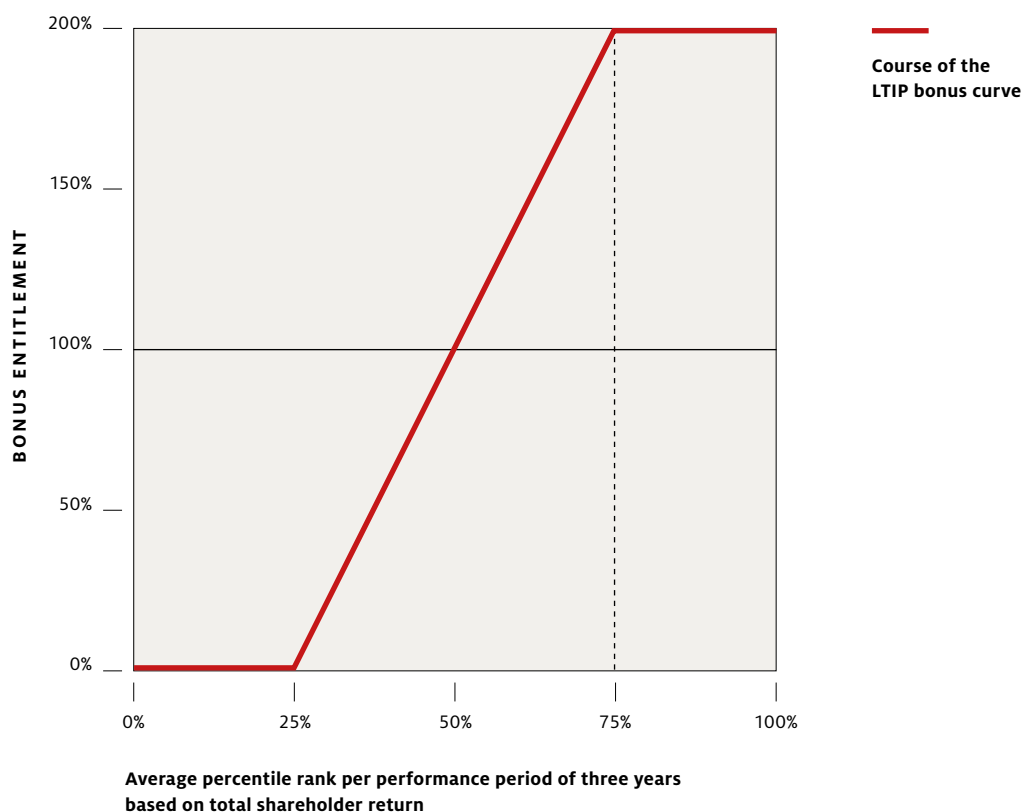
- Symrise AG (Germany)
- Avon Products, Inc. (United States)
- Clariant AG (Switzerland)
- Conagra Foods (United States)
- Croda International Plc. (United Kingdom)
- Givaudan SA (Switzerland)
- Huabao International Holdings Limited (Hong Kong)
- International Flavors & Fragrances, Inc. (United States)
- Kao Corp. (Japan)
- Kerry Group Plc. (Ireland)
- Koninklijke DSM N.V. (Netherlands)
- McCormick & Company, Inc. (United States)
- Novozymes A/S (Denmark)
- PCAS (France)
- Robertet SA (France)
- Sensient Technologies Corporation (United States)
- T. Hasegawa Co., Ltd. (Japan)
- Takasago International Corporation (Japan)
- The Hershey Company (United States)
- Treatt PLC (United Kingdom)

A cash payment is made after the end of the performance period and after approval of the annual consolidated financial statements. The amount of the bonus payment depends on the performance of the Symrise TSR compared to the TSR of the TSR peer group. It may also be zero. The Symrise TSR is expressed using a percentile ranking. The percentile ranking is prepared by an external consulting firm (Obermatt, Zurich). The index is calculated at daily prices. In the case of changes in the TSR peer group (for example, through acquisition of a listed company), the Supervisory Board will make adjustments upon the recommendation of the external consultant.

The following threshold, target and maximum values apply to the performance period from 2019 to 2021:

Percentile rank	Bonus entitlement
Below 25th percentile rank (threshold)	0
50th percentile rank (target)	100% of individual target amount
75th percentile rank (maximum value)	200% of individual target amount

The bonus is calculated linearly between the 25th and 75th percentile. Values above the 75th percentile rank do not result in any additional payment.



The percentile rank attained each year is fixed and then averaged over three years.

b) Goal attainment for the performance period from 2019 to 2021

The following table summarizes the overall goal attainment and the resulting payout amount for the individual Executive Board members.

	Average percentile ranking of Symrise AG over the performance period from 2019 to 2021	Target attainment	Target amount (100% goal attainment)	Payout amount
	in %	in %	in €	in €
Dr. Heinz-Jürgen Bertram			800,000	1,162,667
Olaf Klinger			500,000	726,667
Dr. Jean-Yves Parisot	61.33	145.33	500,000	726,667
Heinrich Schaper (until March 31, 2021)			500,000 (or pro rata 375,000 ²⁾)	545,000

² Mr. Schaper's employment contract was terminated effective March 31, 2021. The ongoing 2019–2021 and 2020–2022 long-term incentive programs were reduced on a pro rata basis (27/36ths for the 2019–2021 LTIP and 15/36ths for the 2020–2022 LTIP).

Mr. Daub's employment contract was terminated effective June 30, 2021. Mr. Daub waived the 2019–2021 LTIP as well as the 2020–2022 LTIP in favor of a severance payment of € 750,000.

3.3.2 CONGRUENCE WITH THE 2015 REMUNERATION SYSTEM

The remuneration granted and owed to the Executive Board members in the 2021 fiscal year meets the requirements of the 2015 remuneration system for Executive Board members. The remuneration did not deviate from the 2015 remuneration system in the 2021 fiscal year. Payments made under the annual bonus and the long-term incentive plan did not have to be reduced since the cap of 150 % for the annual bonus and 200 % for the long-term incentive plan was not reached.

In line with Section 87a (1) number 1 of the German Stock Corporation Act (AktG), there is no plan to pay a yearly bonus of maximum remuneration beyond the cap and the long-term incentive plan prior to implementation of ARUG II, as approved by the Supervisory Board in 2015.

3.3.3 BENEFITS AND BENEFIT COMMITMENTS TO EXECUTIVE BOARD MEMBERS FOR EARLY TERMINATION

The employment contracts that form the basis for all Executive Board appointments include identical commitments for payments in case of an early termination of the Executive Board position resulting from a change of control. In the case of a change of control, all Executive Board members have the right to terminate their employment contract on six months' notice. If a member of the Executive Board exercises this right of termination, the remaining term of the contract will be settled and a termination payment will be made. The total cap on payments owed is limited to 150 % of the severance cap, i.e. a maximum of three years' remuneration including supplementary payments. If the Supervisory Board dismisses the Executive Board member prematurely without cause as defined by Section 626 of the German Civil Code [BGB], the Executive Board member will also be entitled to remuneration for the remaining term of the contract plus severance pay in accordance with the above provision. In this case, the severance payment shall amount to at least three years' remuneration including supplementary payments.

The long-term incentive plans (LTIP) contain a separate provision for changes of control as defined therein. If a member of the Executive Board is recalled as part of a change of control, this Executive Board member would receive all ongoing and not yet due multi-year variable remuneration paid out at the level of 100% goal attainment.

In all other cases of termination of employment, all open tranches of the LTIP are generally forfeited. However, that does not apply to termination of employment due to death, disability, retirement or termination of the Executive Board member for cause due to a fault on the part of the company. In these cases, the open LTIP will be settled on a pro rata basis after the regular term.

3.3.4 BENEFIT COMMITMENTS TO EXECUTIVE BOARD MEMBERS FOR REGULAR TERMINATION OF SERVICE

The members of the Executive Board do not receive any special remuneration upon expiration of their contracts and do not receive any termination benefits. In the event of retirement or permanent disability, the long-term incentive programs running at the time of departure are paid out on a pro rata basis. The same rule applies whenever an Executive Board member leaves because their contract has not been renewed or has not been renewed on the same terms.

A post-employment non-compete clause was agreed upon with all Executive Board members for twelve months, which the company may waive. In the event that it is utilized, the member concerned shall receive 50 % of their fixed remuneration for these twelve months as compensation.

Executive Board members are not granted company-financed pensions. However, all members of the Executive Board residing in Germany have the possibility of accumulating deferred compensation benefits by converting their salaries. Dr. Bertram and Mr. Klinger made use of this option in 2021. No company contribution will be paid. In connection with retirement benefits in the form of deferred compensation, Symrise undertook the following reversals of provisions in 2021 based on actuarial computations:

€ 157,831 for Dr. Bertram (previous year: allocation of € 374,539), € 51,316 for Mr. Klinger (previous year: allocation of € 235,946) and € 86,782 for Mr. Schaper (previous year: allocation of € 215,358). The present value of deferred compensations was € 2,283,290 for Dr. Bertram, € 697,918 for Mr. Klinger and € 897,428 for Mr. Schaper on December 31, 2021.

Due to their previous employment relationship with the company before they joined the Executive Board, Dr. Bertram and Mr. Schaper have a current deferred compensation pension commitment that was also offered to all other former employees of Haarmann & Reimer GmbH (now defunct). Dr. Bertram and Mr. Schaper continued to defer compensation for retirement in the 2021 fiscal year.

There were no changes to these commitments in the 2021 fiscal year. The following overview shows the individual pensions for Dr. Bertram and Mr. Schaper for the 2021 fiscal year, broken down into the present value and the amount spent by the company on this item in the last fiscal year.

2021 pensions pursuant to IAS 19

	Present value in €	Service cost in €
Dr. Heinz-Jürgen Bertram	1,039,151	27,715
Heinrich Schaper	798,246	5,642

3.3.5 BENEFITS AND BENEFIT COMMITMENTS TO EXECUTIVE BOARD MEMBERS WHO LEFT IN THE 2021 FISCAL YEAR

In the 2021 fiscal year, Mr. Heinrich Schaper retired from the Executive Board effective March 31, 2021. Mr. Schaper's Executive Board employment contract was terminated at the same time by mutual agreement due to his retirement. A severance agreement was concluded with Mr. Schaper stipulating that the annual bonus for the 2021 fiscal year would be calculated on a pro rata basis on the regular payment date assuming a goal attainment of 100%. The ongoing 2019 – 2021 and 2020 – 2022 long-term incentive programs are to be calculated and paid out on a pro rata basis (27/36ths for the 2019 – 2021 LTIP and 15/36ths for the 2020 – 2022 LTIP) on the appropriate due dates based on the company's future performance.

On the occasion of his departure, Mr. Schaper agreed to serve as an advisor to the company for 12 months from April 1, 2021, including representing the company in the German Association of the Flavor Industry (DVAI). Mr. Schaper was promised a monthly fee of € 20,800 (excluding VAT) for providing this service with a reasonable workload of six days per month.

Mr. Achim Daub also left the Executive Board in the 2021 fiscal year effective March 31, 2021. His employment contract ended on June 30, 2021. The Supervisory Board in agreement with Mr. Daub decided in December 2020 not to extend Mr. Daub's Executive Board appointment further due to the reorganization of the Scent & Care segment. A severance agreement was concluded with Mr. Daub. The severance agreement included a commitment to continue paying his contractual remuneration until June 30, 2021. It also stipulated that the annual bonus for the 2021 fiscal year would be calculated and paid on a pro rata basis on the regular payment date assuming a goal attainment of 100%. In addition, Mr. Daub received a one-time severance payment of € 750,000 gross and waived his entitlements as a "good leaver" under the ongoing 2019–2021 and 2020–2022 long-term incentive programs. Mr. Daub's health insurance was continued on unchanged terms in the United States until December 31, 2021 as part of the retrospective health insurance coverage. The company confirmed to Mr. Daub that it would maintain the corporate D&O insurance policy taken out for him with no change in scope for an extended reporting period of 10 years.

3.3.6 NO CLAWBACKS IN THE 2021 FISCAL YEAR

The employment contracts of Executive Board members that were active in the 2021 fiscal year do not contain any malus or clawback provisions up to the next contract renewal date. There were also no clawbacks.

4. REMUNERATION OF FORMER EXECUTIVE BOARD MEMBERS

Section 162 (1) sentence 1 of the German Stock Corporation Act (AktG) requires reporting on remuneration granted and owed to former members of the Executive Board of Symrise AG in the fiscal year.

Under Section 162 (5) sentence 2 of the German Stock Corporation Act (AktG), the obligation to report on the remuneration granted and owed to individual former Executive Board members extends to the remuneration granted and owed for ten years after the fiscal year in which the former Executive Board member resigned from their most recent position on the Executive Board or Supervisory Board of Symrise AG. Mr. Karl-Heinz Barz, Mr. Horst-Otto Gerberding, Mr. Hans Holger Gliewe, Mr. Rainer Grimm, Mr. Bernd Hirsch, Dr. Gerold Linzbach and Mr. Dominique Yates left Symrise AG during this period. Mr. Hirsch and Mr. Yates no longer received any remuneration from Symrise AG or Group companies in the 2021 fiscal year. Mr. Gerberding, Dr. Linzbach, Mr. Grimm, Mr. Barz and Mr. Gliewe received pension payments.

The pension payments in the 2021 fiscal year amounted to the following for

Horst-Otto Gerberding:	€ 325,926.96 before tax, p.a.
Dr. Gerold Linzbach:	€ 7,793.04 before tax, p.a.
Rainer Grimm:	€ 5,017.80 before tax, p.a.
Karl-Heinz Barz:	€ 17,375.64 before tax, p.a.
Hans Holger Gliewe:	€ 64,209.76 before tax, p.a.

Under Section 162 (5) sentence 2 of the German Stock Corporation Act (AktG), there is no obligation to report individually on the remuneration granted and owed to former Executive Board members in 2021 who resigned from their most recent position on the Executive Board or Supervisory Board of Symrise AG prior to 2012, and to whom therefore a remuneration granted and owed in the 2021 fiscal year occurred more than ten years following their resignation from Symrise AG. No remuneration was granted or owed to such former Executive Board members or their surviving dependents in the 2021 fiscal year.

C. APPROPRIATENESS OF EXECUTIVE BOARD REMUNERATION

The appropriateness of the remuneration depends upon the responsibilities and personal achievements of the individual Executive Board member as well as the economic situation and market environment of the company as a whole. Further, the customary level of remuneration at peer companies and the internal Symrise remuneration structure are also considered.

1. PEER GROUP – HORIZONTAL COMPARISON

In order to verify the appropriateness of Executive Board remuneration, the personnel committee last had a comparative benchmark study (known as a horizontal comparison) carried out by an external consulting firm in 2021. The study was based on a peer group specific to Symrise consisting of 14 companies from the same or similar industries with a comparable business model, i.e. competitors of Symrise, companies in the (related) chemical industry and companies with a special customer relationship with Symrise. The companies are listed companies from Germany and Europe plus one US-based company. The companies are of comparable size in terms of sales, market capitalization and number of employees. The goal is to ensure that the total remuneration of the Executive Board (fixed, yearly bonus and long-term incentive) is in line with the median remuneration of comparable companies.

The peer group currently includes the following companies: Beiersdorf, CHR Hansen, Croda, DSM, EVONIK, Givaudan, Henkel, IFF, Kerry Group, KWS, LANXESS, Novozymes, Südzucker and Wacker Chemie.

2. VERTICAL COMPARISON

In addition to this horizontal comparison of remuneration, the Supervisory Board considers the company's internal remuneration structures (vertical comparison) in addition to considering remuneration as a whole (no fixed ratios). For this purpose, the Supervisory Board examines the ratio of Executive Board remuneration related to the remuneration of senior executives and the total workforce. The total target remuneration of the CEO corresponds in a vertical remuneration comparison to 32 times the average remuneration of Symrise employees in Germany, and around 31 times the highest collective wage group in Germany.

D. REMUNERATION OF THE MEMBERS OF THE SUPERVISORY BOARD

The Annual General Meeting of Symrise AG approved the remuneration system for the members of the Supervisory Board by resolution of May 16, 2018, by amending the provisions on the remuneration of the Supervisory Board in Section 14 of the articles of incorporation. Section 113 (3) of the German Stock Corporation Act (AktG), which was amended by ARUG II, stipulates that the annual general meeting of listed companies must pass a resolution on the remuneration of supervisory board members at least every four years. It is also acceptable to pass a resolution confirming the current remuneration. The Supervisory Board and Executive Board of Symrise AG presented the current remuneration for the Supervisory Board members to the Annual General Meeting on May 5, 2021, for confirmation and also presented the remuneration system for adoption. The Annual General Meeting on May 5, 2021 confirmed the remuneration and adopted the remuneration system with 98.15 % of the votes.

1. OVERVIEW OF THE REMUNERATION SYSTEM FOR THE SUPERVISORY BOARD MEMBERS

The members of the Supervisory Board receive fixed annual remuneration of € 70,000.00. The Chairman of the Supervisory Board receives additional fixed annual remuneration of € 70,000.00. The Vice Chairman of the Supervisory Board and the Chairman of the Auditing Committee each receive additional fixed annual remuneration of € 35,000.00.

Furthermore, the members of the Supervisory Board receive a stipend of € 1,000.00 for their participation in Supervisory Board sessions and those of its committees. This is, however, limited to a maximum of € 1,500.00 per calendar day.

Supervisory Board members whose inclusion on the Board comprised less than a full year are to receive one-twelfth of their appointed remuneration for every commenced month of activity. This also applies to members of Supervisory Board committees.

Remuneration shall be paid upon the completion of the Annual General Meeting, which is formally responsible for approving the actions of the members of the Supervisory Board for the respective fiscal year for which remuneration is due.

The company shall reimburse Supervisory Board members of reasonable expenses upon presentation of receipts. Value-added tax is to be reimbursed by the company insofar as the members of the Supervisory Board are authorized to separately invoice the company for value-added tax and exercise this right.

The company may take out liability insurance in the name of the Supervisory Board members covering the legal liability arising from their Supervisory Board activities. The company has taken out this kind of professional indemnity insurance for the members of the Supervisory Board. This insurance provides for reasonable deductibles. Supervisory Board members have the option of covering these deductibles at their own expense.

Former members of the Supervisory Board no longer receive remuneration from Symrise AG for their former Supervisory Board activities after their departure.

2. REMUNERATION GRANTED AND OWED IN THE 2021 FISCAL YEAR

The following table shows the remuneration granted and owed to the individual members of the Supervisory Board in the 2021 fiscal year (for the term “remuneration granted and owed,” see p. 7). The remuneration shown in the table represents the remuneration paid to the Supervisory Board members for their service on the Supervisory Board for the 2021 fiscal year even if the remuneration is not due until the following year after the end of the Annual General Meeting.

2021	Fixed remuneration		Stipends		Total
	in €	in %	in €	in %	in €
Michael König	140,000	91.50	13,000	8.50	153,000
Ursula Buck	70,000	85.89	11,500	14.11	81,500
Jeannette Chiarlitti ³	0		0		0
Harald Feist	105,000	88.98	13,000	11.02	118,000
Horst-Otto Gerberding	70,000	88.05	9,500	11.95	79,500
Bernd Hirsch	105,000	90.13	11,500	9.87	116,500
André Kirchhoff	70,000	89.74	8,000	10.26	78,000
Dr. Jakob Ley (from May 5, 2021)	46,666.67	88.61	6,000	11.39	52,666.67
Gerd Lösing (until May 5, 2021)	29,166.67	89.29	3,500	10.71	32,666.67
Prof. Dr. Andrea Pfeifer	70,000	88.05	9,500	11.95	79,500
Andrea Püttcher	70,000	88.05	9,500	11.95	79,500
Peter Vanacker	70,000	89.74	8,000	10.26	78,000
Peter Winkelmann	70,000	85.37	12,000	14.63	82,000

³ A waiver was presented by Ms. Jeannette Chiarlitti.

E. COMPARISON

The following table shows the earnings of Symrise AG, the annual change in the remuneration of the members of the Executive Board and Supervisory Board and the annual change in the average remuneration of employees (full-time equivalent basis) over the last five fiscal years.

Earnings performance is shown on the basis of the financial indicators of EBITDA (Symrise Group), earnings per share (EPS) and net income for the financial year (Symrise AG).

The table presents the remuneration granted and owed to the members of the Executive Board and the Supervisory Board in each financial year as defined by Section 162 (1) sentence 1 of the German Stock Corporation Act (AktG).

The comparison to average employee remuneration is based on the workforce of Symrise AG in Germany, which consisted of an average of 2,459 employees (full-time equivalents) in the 2021 fiscal year. The average employee remuneration includes personnel expenses for wages and salaries, supplementary payments, employer contributions to social security as well as payments from the 2021 annual bonus and payments from the 2019 – 2021 LTIP.

Fiscal years	Change compared to previous year in %				
	2017	2018	2019	2020	2021
1. Earnings					
EBITDA ^{4,5} (2016: € 625 million)	+0.80	+0.16	+11.09	+5.85	+9.64
Earnings per share ^{4,5} (2016: € 2.05)	+1.46	+1.92	+3.77	+3.18	+20.70
Net income for the financial year ⁶ Symrise AG (2016: € 266 million)	+1.50	+1.85	+7.64	+3.72	+22.17
2. Average employee remuneration					
Symrise AG workforce in Germany	+2.2	+1.9	+4.4	+1.6	+1.6
3. Executive Board remuneration					
Dr. Heinz-Jürgen Bertram	-20.83	+27.53	+14.55	+40.93	+3.70
Olaf Klinger	+37.31	+21.91	+17.71	+36.59	-12.01
Dr. Jean-Yves Parisot (since October 2016)	+436.40	+49.58	+14.56	+37.39	-5.07
Heinrich Schaper (from October 2016 to March 31, 2021)	+349.03	+30.72	+17.65	+41.59	-57.23
Achim Daub (until March 31, 2021)	-25.09	+28.77	+17.66	+41.77	-37.05
4. Supervisory Board remuneration (total remuneration)					
Michael König (from Jan. 15, 2020/Chair from June 17, 2020)					+29.30
Harald Feist (Vice Chair from Sept. 20, 2018)	-0.71	+31.18	+26.69	+0.43	+1.72
Ursula Buck	+47.31	+14.60	+1.27	+0.00	+2.52
Jeannette Chiarlitti (previously: Härtling, Kurtgil)	+47.73	+16.92	+3.29	+1.27	-100.00
Horst-Otto Gerberding	-2.22	+15.15	+1.32	+0.65	+2.58
Bernd Hirsch (from May 16, 2018)			+53.69	+0.00	+1.75
André Kirchoff	+47.73	+15.38	+1.33	+0.00	+2.63
Dr. Jakob Ley (from May 5, 2021)					n.a.
Gerd Lösing (from April 1, 2020 to May 5, 2021)					-44.16
Prof. Dr. Andrea Pfeifer	+0.00	+13.64	+2.67	+0.65	+2.58
Andrea Püttcher (from Sept. 20, 2018)			+200.00	+0.00	+4.61
Peter Vanacker (from June 17, 2020)					+73.98
Peter Winkelmann	-2.80	+14.39	+0.00	+1.89	+1.23
Dr. Thomas Rabe (Chair until Aug. 2019)	-1.18	+15.87	-16.32		
Dr. Michael Becker (until May 16, 2018)	-1.99	-51.52			
Dr. Winfried Steeger (Chair from Aug. 2019 to June 17, 2020)	-4.26	+14.81	+41.51	-32.07	
Dr. Ludwig Tumbrink (from May 11, 2016 to March 31, 2020)	+47.73	+16.15	+1.99	-75.32	
Regina Hufnagel (Vice Chair until Aug. 31, 2018)	-2.45	-23.62			

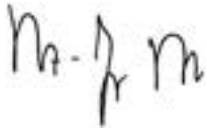
4 Figures for 2016 and 2019 normalized for transaction and integration costs as well as one-off valuation effects related to business combinations

5 Figures for 2016 restated due to finalization of purchase price allocation for Nutraceutix, figures for 2019 restated due to finalization of purchase price allocation for ADF/IDF

6 attributable to shareholders of Symrise AG

Holzminden, Germany, February 14, 2022

The Executive Board



Dr. Heinz-Jürgen Bertram



Olaf Klinger



Dr. Jean-Yves Parisot

Chairman of the
Supervisory Board



Michael König

F. INDEPENDENT AUDITOR'S REPORT

To Symrise AG

We have audited the attached remuneration report of Symrise AG, Holzminden, prepared to comply with Sec. 162 AktG ["Aktiengesetz": German Stock Corporation Act] for the fiscal year from 1 January 2021 to 31 December 2021 and the related disclosures. We have not audited the content of the disclosures on the appropriateness and market alignment of the remuneration of the Executive Board in section "C. Appropriateness of Executive Board remuneration" of the remuneration report where they go beyond the scope of Sec. 162 AktG.

Responsibilities of the executive directors and the Supervisory Board

The executive directors and Supervisory Board of Symrise AG are responsible for the preparation of the remuneration report and the related disclosures in compliance with the requirements of Sec. 162 AktG. In addition, the executive directors and Supervisory Board are responsible for such internal control as they determine is necessary to enable the preparation of a remuneration report and the related disclosures that are free from material misstatement, whether due to fraud or error.

Auditor's responsibilities

Our responsibility is to express an opinion on this remuneration report and the related disclosures based on our audit. We conducted our audit in compliance with German Generally Accepted Standards for Financial Statement Audits promulgated by the Institut der Wirtschaftsprüfer [Institute of Public Auditors in Germany] (IDW). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the remuneration report and the related disclosures are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts in the remuneration report and the related disclosures. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the remuneration report and the related disclosures, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the preparation of the remuneration report and the related disclosures in order 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 entity's internal control. An audit also includes evaluating the accounting policies used and the reasonableness of accounting estimates made by the executive directors and the Supervisory Board, as well as evaluating the overall presentation of the remuneration report and the related disclosures.

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

Opinion

In our opinion, on the basis of the knowledge obtained in the audit, the remuneration report for the fiscal year from 1 January 2021 to 31 December 2021 and the related disclosures comply, in all material respects, with the financial reporting provisions of Sec. 162 AktG. Our opinion on the remuneration report does not cover the content of the abovementioned disclosures of the remuneration report that go beyond the scope of Sec. 162 AktG.

Other matter – formal audit of the remuneration report

The audit of the content of the remuneration report described in this auditor's report comprises the formal audit of the remuneration report required by Sec. 162 (3) AktG and the issue of a report on this audit. As we are issuing an unqualified opinion on the audit of the content of the remuneration report, this also includes the opinion that the disclosures pursuant to Sec. 162 (1) and (2) AktG are made in the remuneration report in all material respects.

Limitation of liability

The “General Engagement Terms for Wirtschaftsprüfer and Wirtschaftsprüfungsgesellschaften [German Public Auditors and Public Audit Firms]” as issued by the IDW on 1 January 2017, which are attached to this report, are applicable to this engagement and also govern our responsibility and liability to third parties in the context of this engagement.

Hanover, 15 February 2022

Ernst & Young GmbH

Wirtschaftsprüfungsgesellschaft

Ludwig

Wirtschaftsprüfer

[German Public Auditor]

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Symrise online

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