

General information about the Supervisory Board of cyan AG

The Supervisory Board consists of five members.

The Supervisory Board is appointed for the time up to the end of the Annual General Meeting, which decides on the discharge for the fourth fiscal year after the beginning of the term of office. In this context, the fiscal year in which the vote takes place will not be counted in the calculation. Reelection is possible.

When appointing Supervisory Board members, replacement members may be appointed for one or more of the Supervisory Board members at the same time. They become members of the Supervisory Board on the basis of a specific order to be determined upon election if supervisory board members withdraw before expiration of their term of office. If a substitute member takes the place of a resigning member, his term of office shall end, if a new election to replace the member who has resigned is held at the next Annual General Meeting after such resignation, at the end of the said meeting, otherwise upon expiration of the remaining term of office of the resigning member.

If a member of the Supervisory Board is elected in place of a retired member, his term of office shall run for the remaining term of office of the retiring member. If an election held to replace a prematurely retired Supervisory Board member would have the effect of removing a replacement member the resolution concerning such election requires a three-quarters majority of all votes cast.

Each Supervisory Board member can resign from office by giving one month's notice. Resignation must be tendered in writing to the Chairman of the Management Board, while informing the Chairman of the Supervisory Board. The right to resign for good cause shall not be affected.

At its first meeting the Supervisory Board shall elect a chairperson and one or more vice chairpersons from among its members. The election shall be for the elected term of office or for a shorter period of time determined by the Supervisory Board. If several deputy chairpersons are elected, the order determined at the time of their election shall apply.

If the chairperson or one of his/her deputy resigns prematurely during their term in office, the Supervisory Board has to immediately carry out a new election for the remaining term of office of the resigning member.

The meetings of the Supervisory Board are convened in writing by the Chairman, giving 14 days' notice. The calculation of the deadline does not include the day on which the invitation is sent out and the day on which the meeting is held. In urgent cases, the Chairman may reduce the period of notice and convene the meeting verbally, by telephone, in writing by electronic media (e.g. e-mail).

The agenda has to be announced simultaneously with the call to convene. If the agenda was not announced in due form, resolutions pertaining to the agenda may only be adopted if no Supervisory Board member objects.

As a rule, the resolutions of the Supervisory Board shall be adopted at meetings. Outside meetings, resolutions may, by order of the Chairman of the Supervisory Board, be adopted in writing, by phone or by electronic media if no member objects to this procedure within an adequate period of time determined by the Chairman. Such resolution shall be recorded in writing by the Chairman or the deputy Chairman and promptly forwarded to all members. For the adoption of resolutions outside of meetings, the following provisions shall apply accordingly.

A member will also participate in the resolution if he/she abstains from the vote.

Resolutions of the Supervisory Board are passed with the simple majority of votes cast unless otherwise required by the law. Abstentions shall not be deemed a vote. In elections, a proportionate majority will suffice. In the event of a tie, the chairman of the Supervisory Board has the casting vote; this shall also apply to elections.

The Chairman of the Supervisory Board is authorized to issue on behalf of the Supervisory Board the statements necessary to execute the resolutions of the Supervisory Board.

Minutes shall be prepared of the negotiations and resolutions of the supervisory board, which shall be signed by the Chairman of the meeting or in case of votes outside of meetings by the person chairing the voting.

The Supervisory Board shall determine its own rules of procedure within the scope of the law and the memorandum of association.

For every full fiscal year of their membership within the Supervisory Board, the members of the Supervisory Board shall receive a fixed remuneration in the amount of EUR 30,000.00, the Chairman of the Supervisory Board receives EUR 40,000.00 payable after the fiscal year expires. Members of the Supervisory Board who have served for less than a full fiscal year receive pro rata remuneration in proportion to the period for which they have served on the Supervisory Board. The members of the Supervisory Board will be reimbursed for all expenses and for the income tax that they must pay on their remuneration and expenses. Sec. 113 para. 2 AktG remains unaffected. The Company bears the cost of a directors' and officers' liability insurance policy for the members of the Supervisory Board. A deductible is borne by the members.