

CORPORATE GOVERNANCE

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REPORT OF THE SUPERVISORY BOARD



WULF VON SCHIMMELMANN
Chairman

DEAR SHAREHOLDERS,

In the 2012 financial year, Deutsche Post DHL continued to grow in a volatile environment and made clear progress towards its three goals of being the provider, investment and employer of choice in its market.

Advising and overseeing the Board of Management

In 2012, the Supervisory Board scrutinised Group and divisional strategy and performance at seven Supervisory Board meetings and one closed meeting. At the meetings, the Board of Management provided us with detailed information on the situation and direction of the company and the Group, strategic initiatives, all key issues related to planning and implementation, and the opportunities and risks for business performance. Special attention was given to the European Commission's state aid ruling and the additional VAT payment. The Supervisory Board has continued to monitor the global economic situation and the performance of acquisitions and business units in the context of the divisional growth strategies. All important decisions were discussed in detail with the Board of Management. The Board of Management informed us promptly and in a comprehensive manner regarding business performance, key business transactions and projects in the divisions, compliance organisation and compliance management, and the company's risk exposure and risk management. The Board of Management also provided the chairman of the Supervisory Board with continuous updates between Supervisory Board meetings. Measures requiring the consent of the Supervisory Board were discussed in even greater depth, and in advance by the relevant committees. The results of the deliberations were presented by the respective committee chairs to the plenary meetings.

Seven meetings during the reporting year

Four Supervisory Board meetings took place during the first half of the year and three in the second. All members participated in at least 50% of the meetings. The overall participation rate was approximately 95%.

On 24 January 2012 we met in an extraordinary meeting to address the European Commission's charge that Deutsche Post had received illegal state aid. In a related ruling, the European Commission required the German federal government to issue an official demand to Deutsche Post for the repayment of state aid. Deutsche Post and the federal government have appealed against the European Commission's decision.

At the financial statements meeting on 7 March 2012, with the auditors in attendance, we discussed and approved the annual and consolidated financial statements for 2011. At that meeting we also accepted Walter Scheurle's resignation from the Board of Management. Angela Titzrath had already been appointed in December 2011 to succeed Walter Scheurle. In addition, we adopted the Supervisory Board's proposed resolutions for the Annual General Meeting (AGM), assessed whether the Board of Management had achieved its targets for the 2011 financial year and discussed ways to provide targeted support to put more women in management positions within the Group. We also discussed the outcome of the review on the efficiency of the Supervisory Board's work.

A further extraordinary meeting of the Supervisory Board was convened on 31 May 2012 to address the additional VAT payment demanded by German tax authorities for the period from 1998 to 2010.

At the meeting of the Supervisory Board on 28 June 2012, we approved the acquisition of intelliAd Media GmbH. This acquisition strengthens Deutsche Post's position in the field of online marketing. Matters relating to the Board of Management, including the remuneration of its members, were also dealt with.

On 19 September 2012, the company organised a Directors' Day to provide Supervisory Board members with basic and further training. Selected speakers gave presentations on the internal control and risk management system and recent changes to accounting standards. In the meeting on 20 September 2012, part of which was conducted without the Board of Management members, we discussed the appropriateness of the Board of Management's remuneration and its various components. Over the following one-and-a-half days, the Supervisory Board met in closed session for a detailed discussion on implementing Strategy 2015 within the Group and the divisions. In order to provide an outside perspective to supplement its view of the Group, a number of distinguished guest speakers were also invited.

On 3 December 2012 a further extraordinary meeting took place, in which the Supervisory Board authorised the issue of convertible bonds to secure the continued funding of pension obligations. The decision regarding the final terms was delegated to the Finance and Audit Committee.

Following in-depth discussions in the Supervisory Board's final meeting of the year on 11 December 2012, we adopted the business plan for 2013 and agreed the Board of Management's targets for 2013. In addition, we considered the Supervisory Board's remuneration and agreed on a recommendation to the AGM. The target composition of the Supervisory Board was amended, such that the proportion of independent members of the Supervisory Board, as defined in paragraph 5.4.2 of the German Corporate Governance Code, should be at least 75%. Together with the Board of Management, we again submitted an unqualified Declaration of Conformity with the German Corporate Governance Code.

Hard work by the committees

The Executive Committee met five times during the year under review. Meeting agendas focused primarily on business-related questions and Board of Management matters.

The Personnel Committee met four times, examining both existing and planned measures to promote women in management. The committee discussed the global First Choice Way management approach, the Group's data protection guidelines, and the topics "health management", "global volunteering day" and programmes for employees and their children. The annual employee opinion survey was also discussed.

The Finance and Audit Committee met nine times. The chairman, Hero Brahms, is a financial expert as defined by sections 100 (5) and 107 (4) of the *Aktiengesetz* (AktG – German Stock Corporation Act). At its meeting in March, the committee examined the annual and consolidated financial statements for 2011 and recommended that these be approved by a plenary meeting of the Supervisory Board. The auditors attended this meeting. Following the AGM, the Finance and Audit Committee engaged the auditors to perform an audit of the 2012 annual and consolidated financial statements and the interim financial report for the first half of the year. The committee also defined the key audit priorities. In advance of their publication, the reviewed quarterly financial reports and the interim financial report for the first half of the year were discussed by the committee together with the Board of Management and the auditors. The main risk factors for the Group were also discussed at the March meeting as planned.

At an extraordinary meeting on 31 May 2012, the Finance and Audit Committee discussed the additional VAT payment demanded for the period from 1998 to 2010.

With regard to the acquisition and disposal of companies, in its meeting of 21 June 2012 the committee discussed the acquisition of intelliAd Media GmbH. The committee was apprised of other acquisitions and disposals during the course of the year. The results of the internal audit were also discussed by the committee.

At its meeting on 14 September 2012, the Finance and Audit Committee received a detailed progress report on compliance organisation and compliance management from the Chief Compliance Officer. The main risk factors for the Group were also discussed further.

On 3 and 4 December 2012, the Finance and Audit Committee considered the proposed convertible bond issue and approved the relevant Board of Management resolution. In addition, on 4 December, the committee examined the business plan for the years from 2013 to 2015 and approved the internal audit plan for 2013. The committee regularly discussed the Group's business development and the internal control and risk management system. The appropriateness of the Group's accounting system was discussed by the committee together with the auditors.

The Nomination Committee met on one occasion in 2012 to consider nominations for the 2013 AGM.

The chairs of the committees reported on the committees' deliberations in the subsequent plenary meetings.

In 2012 there were no meetings of the Mediation Committee, formed pursuant to section 27 (3) of the *Mitbestimmungsgesetz* (MitbestG – German Co-determination Act).

Changes to the composition of the Supervisory Board and Board of Management

No changes occurred during 2012 with regard to the shareholder representatives on the Supervisory Board of Deutsche Post AG. With respect to employee representatives, Wolfgang Abel stepped down on 12 September 2012 and Stephan Teuscher was appointed by the court on 29 October 2012. In accordance with the *Mitbestimmungsgesetz*, a Delegate Assembly will be held in April 2013 to elect or re-elect all employee representatives. The elected representatives' five-year term of office will commence when the AGM closes on 29 May 2013.

The company's Board of Management changed as follows: Walter Scheurle stepped down from the Board of Management on 30 April 2012. Angela Titzrath took over the position of Board Member for Human Resources and Labour Director on 1 May 2012.

Managing conflicts of interest

No conflicts of interest arose during the reporting year.

Company in compliance with all recommendations of the German Corporate Governance Code

In December 2012, the Board of Management and the Supervisory Board submitted an unqualified Declaration of Conformity pursuant to section 161 of the AktG and published it on the company's website. The declarations from previous years can also be viewed on this website. In the 2012 financial year, Deutsche Post AG complied with all recommendations of the German Corporate Governance Code, as amended on 26 May 2010, and also intends to comply with the recommendations of the code, as amended on 15 May 2012. The Corporate Governance Report (page 119 ff.) contains further information on corporate governance within the company and the remuneration report.

Annual and consolidated financial statements audited

The auditors appointed by the AGM, PricewaterhouseCoopers Aktiengesellschaft Wirtschaftsprüfungsgesellschaft (PwC), Düsseldorf, audited the annual and consolidated financial statements for the 2012 financial year, including the respective management reports, and issued unqualified audit opinions. PwC also conducted the review of the quarterly financial reports and the interim report for the first half of the year.

Following a detailed preliminary assessment by the Finance and Audit Committee, the Supervisory Board reviewed the annual and consolidated financial statements and the management reports for the 2012 financial year at the financial statements meeting held on 4 March 2013. The review included the Board of Management's proposal for the appropriation of the unappropriated surplus. The auditors' reports were made available to all Supervisory Board members and were discussed in detail with the Board of Management and the auditors in attendance. The Supervisory Board concurred with the results of the audit and approved the annual and consolidated financial statements for the 2012 financial year. Based on the final outcome of the examination of the annual and consolidated financial statements, on the management reports and on the proposal for the appropriation of the unappropriated surplus by the Supervisory Board and the Finance and Audit Committee, there are no objections to be raised. The Supervisory Board endorses the Board of Management's proposal for the appropriation of the unappropriated surplus and the payment of a dividend of €0.70 per share.

We would like to thank the Board of Management and all the Group's employees for their excellent work in a volatile environment. The Supervisory Board is confident that the company is well on the way to achieving the goals set out in Strategy 2015.

Bonn, 4 March 2013

The Supervisory Board



Wulf von Schimmelmann
Chairman

SUPERVISORY BOARD

B.01 Members of the Supervisory Board

Shareholder representatives

Prof. Dr Wulf von Schimmelmann (Chair)
Former CEO of Deutsche Postbank AG

Hero Brahms
Management consultant

Werner Gatzner
State Secretary, Federal Ministry of Finance

Prof. Dr Henning Kagermann
Former CEO of SAP AG

Thomas Kunz
CEO of Danone Dairy, member of the Executive Committee of Danone S.A., France

Roland Oetker
Managing Partner, ROI Verwaltungsgesellschaft mbH

Dr Ulrich Schröder
CEO of KfW Bankengruppe

Dr Stefan Schulte
Chair of the Executive Board of Fraport AG

Elmar Toime
Managing Director, E Toime Consulting Ltd.

Prof. Dr-Ing. Katja Windt
Bernd Rogge Chair of Global Production Logistics

Provost and Vice President of
Jacobs University Bremen gGmbH
(since 1 January 2013)

Employee representatives

Andrea Kocsis (Deputy Chair)
Deputy Chair of ver.di National Executive Board and Head of Postal Services, Forwarding Companies and Logistics on the ver.di National Executive Board

Rolf Bauermeister
Head of Postal Services, Co-determination and Youth and Head of National Postal Services Group at ver.di national administration

Heinrich Josef Busch
Chair of the Group and Company Executive Representation Committee, Deutsche Post AG

Thomas Koczelnik
Chair of the Group Works Council, Deutsche Post AG

Anke Kufalt
Member of the Works Council, DHL Global Forwarding GmbH, Hamburg

Andreas Schädler
Chair of the General Works Council, Deutsche Post AG

Sabine Schielmann
Member of the Executive Board of the General Works Council, Deutsche Post AG

Stephan Teuscher (since 29 October 2012)
Section Head of politics referring to tariffs, civil servants and social matters in the department Postal Services, Forwarding Companies and Logistics at ver.di national administration

Helga Thiel
Deputy Chair of the General Works Council, Deutsche Post AG

Stefanie Weckesser
Deputy Chair of the Works Council, Deutsche Post AG, MAIL Branch, Augsburg

Left in financial year 2012

Wolfgang Abel (until 12 September 2012)
Head of Postal Services, Forwarding Companies and Logistics, ver.di Regional District of Hamburg (until 30 June 2012)
District head of ver.di Hamburg (since 1 July 2012)

B.02 Committees of the Supervisory Board

Executive Committee

Prof. Dr Wulf von Schimmelmann (Chair)
Andrea Kocsis (Deputy Chair)
Rolf Bauermeister
Werner Gatzner
Roland Oetker
Stefanie Weckesser

Finance and Audit Committee

Hero Brahms (Chair)
Wolfgang Abel (Deputy Chair), until 12 September 2012
Stephan Teuscher (Deputy Chair), since 11 December 2012
Werner Gatzner
Thomas Koczelnik
Dr Stefan Schulte
Helga Thiel

Personnel Committee

Andrea Kocsis (Chair)
Prof. Dr Wulf von Schimmelmann (Deputy Chair)
Thomas Koczelnik
Roland Oetker

Mediation Committee (pursuant to section 27 (3) of the German Co-determination Act)

Prof. Dr Wulf von Schimmelmann (Chair)
Andrea Kocsis (Deputy Chair)
Rolf Bauermeister
Roland Oetker

Nomination Committee

Prof. Dr Wulf von Schimmelmann (Chair)
Werner Gatzner
Roland Oetker



KEN ALLEN
EXPRESS

Born in 1955
Member since February 2009
Appointed until February 2017

BRUCE EDWARDS
SUPPLY CHAIN

Born in 1955
Member since March 2008
Appointed until March 2016

ROGER CROOK
**GLOBAL FORWARDING,
FREIGHT**

Born in 1957
Member since March 2011
Appointed until March 2014

JÜRGEN GERDES
MAIL

Born in 1964
Member since July 2007
Appointed until June 2015



Former member of the
Board of Management

WALTER SCHEURLE
PERSONNEL

Born in 1952
Member from April 2000
until April 2012

DR FRANK APPEL
CHIEF EXECUTIVE OFFICER

Born in 1961
Member since November 2002,
CEO since February 2008
Appointed until October 2017

ANGELA TITZRATH
HUMAN RESOURCES

Born in 1966
Member since May 2012
Appointed until April 2015

LAWRENCE ROSEN
FINANCE,
GLOBAL BUSINESS SERVICES

Born in 1957
Member since September 2009
Appointed until August 2017

MANDATES

B.03 Mandates held by the Board of Management

Membership of supervisory boards required by law	Membership of comparable bodies	
Lawrence Rosen Deutsche Postbank AG	Ken Allen DHL-Sinotrans International Air Courier Ltd ¹ (Board of Directors)	Bruce Edwards Ashtead plc (Board of Directors) Greif, Inc. (Board of Directors)
	Roger Crook DHL Global Forwarding Management (Asia Pacific) Pte Ltd ¹ (Board of Directors)	Williams Lea Group Limited ¹ (Board of Directors) Williams Lea Holdings PLC ¹ (Board of Directors, Chair)

¹ Group mandate.

B.04 Mandates held by the Supervisory Board

Shareholder representatives		Employee representatives
Membership of supervisory boards required by law	Membership of comparable bodies	Membership of supervisory boards required by law
Prof. Dr Wulf von Schimmelmann (Chair) Allianz Deutschland AG (since 23 March 2012) Maxingvest AG Hero Brahms Georgsmarienhütte Holding GmbH (Deputy Chair) Krauss-Maffei-Wegmann GmbH & Co. KG Live Holding AG (Chair) Telefunken SE Wincor Nixdorf AG (until 23 January 2012) Werner Gatzler Bundesdruckerei GmbH Flughafen Berlin-Schönefeld GmbH g.e.b.b. mbH (until 25 May 2012) Prof. Dr Henning Kagermann BMW AG Deutsche Bank AG Franz Haniel & Cie. GmbH (since 27 November 2012) Münchener Rückversicherungs- Gesellschaft AG Roland Oetker Evotec AG Dr Ulrich Schröder DEG – Deutsche Investitions- und Entwicklungsgesellschaft mbH Deutsche Telekom AG Elmar Toime message AG (Chair) Prof. Dr-Ing. Katja Windt Fraport AG (since 11 May 2012)	Prof. Dr Wulf von Schimmelmann (Chair) Accenture Corp., Ireland (Board of Directors) Thomson Reuters Corp., Canada (Board of Directors) Western Union Company, USA (Board of Directors) Hero Brahms Zumtobel AG, Austria (Supervisory Board, Deputy Chair) Prof. Dr Henning Kagermann Nokia Corporation, Finland (Board of Directors) Wipro Ltd., India (Board of Directors) Roland Oetker Rheinisch-Bergische Verlagsgesellschaft mbH (Supervisory Board) Dr Ulrich Schröder "Marguerite 2020": European Fund for Energy, Climate Change and Infrastructure (Supervisory Board) Elmar Toime Blackbay Ltd., United Kingdom (Non-Executive Director) Postea Inc., USA (Non-Executive Chairman)	Rolf Bauermeister Deutsche Postbank AG Andreas Schädler PSD Bank Köln eG (Chair) Stephan Teuscher (since 29 October 2012) DHL Hub Leipzig GmbH (Supervisory Board, Deputy Chair since 25 January 2013) Helga Thiel PSD Bank Köln eG (Deputy Chair)

CORPORATE GOVERNANCE REPORT

Annual Corporate Governance Statement pursuant to section 289a of the HGB

In this Annual Corporate Governance Statement, the company presents the main components of Deutsche Post DHL's corporate governance structure. These include the Declaration of Conformity from the Board of Management and the Supervisory Board, information regarding significant corporate governance practices that exceed legal requirements, information concerning the working methods of the Board of Management and the Supervisory Board, and details regarding the composition and working methods of the executive committees and other committees, as well as the targets for the composition of the Supervisory Board.

@ dp-dhl.com/en/investors.html

Company in compliance with all recommendations of the German Corporate Governance Code

In December 2012, the Board of Management and the Supervisory Board again submitted an unqualified Declaration of Conformity pursuant to section 161 of the *Aktiengesetz* (AktG – German Stock Corporation Act), which reads as follows:

“The Board of Management and the Supervisory Board of Deutsche Post AG declare that the recommendations made by the Government Commission on the German Corporate Governance Code, as amended on 26 May 2010, have been complied with, also since the last Declaration of Conformity in December 2011, and that Deutsche Post AG intends to comply with all recommendations of the Code, as amended on 15 May 2012 in the future.”

We also implemented the suggestions set forth in the code, with one exception: the Annual General Meeting will only be broadcast on the internet until the start of the general debate.

Specific corporate governance practices

With the guiding principle of “respect and results”, we set our corporate governance the daily challenge of achieving first-class results whilst adhering to our sense of responsibility for the needs of our employees and customers. As a globally operating company and corporate citizen, we bear great responsibility for the environment and for living conditions in the regions in which we operate. This is a responsibility that we take seriously.

In 2012 we carried out another employee opinion survey throughout the Group, in which 80% of our employees again took part. We are proud that our employees are satisfied with their working conditions and that the results of the survey continue to show improvements in all key indicators for the fourth consecutive year.

➔ Employees, page 73

In addition, independent consumer studies have again proven how satisfied customers are with our services. In Germany, the survey of private customers carried out by the *Kundenmonitor Deutschland* independent market study showed 96% (previous year: 95%) of those surveyed to be satisfied with Deutsche Post's mail service and that 92% (previous year: 90%) were satisfied with our retail outlet service.

➔ Customers and quality, page 80ff.

Corporate responsibility is a key component of our corporate strategy. In these efforts we concentrate above all on environmental protection and a commitment to social responsibility. Our commitment was again recognised by leading sustainability indices in the reporting year.

➔ Corporate responsibility, page 76f.

Code of Conduct, diversity and compliance management

Deutsche Post DHL has developed a Code of Conduct that has been applicable in all regions and in all divisions since the middle of 2006. The Code of Conduct lays down guidelines for day-to-day workplace conduct for some 475,000 employees. Our principles are respect, tolerance, honesty, openness, integrity towards employees and customers, and the willingness as a company to assume social responsibility. The Code of Conduct also sets out our commitment to the health and well-being of our employees as well as equal opportunities and diversity.

➔ Page 75

We consider the health and safety of our employees to be prerequisites for performance and motivation and a key factor in the company's continued success. Targeted initiatives and activities are implemented to improve our employees' health. Each year we recognise exemplary health initiatives with our Corporate Health Award.

➔ Diversity, page 74

As part of our work to promote equality, we have committed ourselves to filling 25% to 30% of all management positions becoming vacant with women. The proportion of women in upper and middle managerial positions around the world has risen slightly to 18.5% (previous year: 17.6%), a positive trend we intend to accelerate. The Supervisory Board supports the Group's diversity strategy, with a particular focus on the objective of increasing the number of women on the Board of Management. It sees the efforts for greater diversity as being part of long-term succession planning, for which the Supervisory Board and Board of Management are jointly responsible. In the opinion of the Supervisory Board, the targeted increase in the number of women in executive positions is necessary to ensure that, overall, more suitable female candidates are available for vacant positions on the Board of Management. This will allow the Supervisory Board to give more consideration to women when appointing members to the Board of Management. The international composition of the Board of Management already strongly reflects the global activity of the company.

The Code of Conduct is underpinned by two guidelines. The anti-corruption policy gives clear instructions on how to handle gifts, benefits and offers of hospitality. Improper payments (bribery) are prohibited. The competition compliance policy gives specific guidelines on the prohibition of agreements with competitors. The code of conduct for suppliers is included in all new procurement contracts and has been added to existing long-term framework agreements. It obliges suppliers to adhere to ethical and ecological standards. A ban on child and forced labour is in place. Salaries and working times must comply with national laws and regulations.

At Deutsche Post DHL, the Chief Compliance Officer is responsible for the compliance management system and reports directly to the Chief Financial Officer. The Chief Compliance Officer is supported by the Global Compliance Office, which establishes compliance management standards on a Group-wide basis and supports the corresponding activities of the divisions. Each of the four operating divisions has a Compliance Officer, who regularly presents a report to the divisional Board of Management member. These reports are incorporated into the Chief Compliance Officer's reports to the Board of Management and to the Finance and Audit Committee of the Supervisory Board.

One of the main functions of compliance management at Deutsche Post DHL is to implement a systematic process which allows for the identification of potential compliance risks, the evaluation of compliance matters relating to business partners, co-ordinated reporting of any breaches of law or guidelines, the central management of guidelines and the development and implementation of training and communication on compliance. In particular, 2012 saw the further development of guidelines governing the review process for business partners. These now form a compulsory part of our anti-corruption policy. In addition, steps were taken to improve Group-wide communication on compliance matters in order to remind employees of their relevance and brief them specifically on the code of conduct. This communication was supported by training courses.

Working methods of the Board of Management and the Supervisory Board

As a German listed public limited company, Deutsche Post follows a dual management system. The Board of Management is responsible for the management of the company. It is appointed, overseen and advised by the Supervisory Board.

→ Members, page 116f.
Mandates, page 118

In addition to the board departments of the Chief Executive Officer (CEO), the CFO and the Board Member for Human Resources, the Board of Management also includes the operating board departments of MAIL, GLOBAL FORWARDING, FREIGHT, EXPRESS and SUPPLY CHAIN.

With the consent of the Supervisory Board, the Board of Management has established rules of procedure that lay down objectives for structure, management and co-operation within the Board of Management. Within this framework, each board member manages their department independently and informs the rest of the Board on key developments at regular intervals. The Board of Management as a whole decides on matters of particular significance for the company or the Group. In addition to tasks that it is prohibited by law from delegating, these include all decisions that must be presented to the Supervisory Board for approval. The entire Board of Management also decides on matters brought forth by one member of the Board of Management for decision by the Board of Management as a whole.

In making their decisions, the members of the Board of Management may not pursue personal interests or exploit business opportunities due to the company for their own benefit. They are required to disclose any conflicts of interest to the Supervisory Board without delay.

The Supervisory Board advises and oversees the Board of Management and appoints the members of the Board of Management. It has established rules of procedure that include the fundamental principles of its internal structure, a catalogue of Board of Management transactions requiring its approval and rules for the Supervisory Board committees. It meets at least twice every six months in a calendar year, with special meetings held whenever particular developments or measures need to be discussed or decided quickly. In financial year 2012, the Supervisory Board met for seven plenary meetings, 19 committee meetings and one closed meeting, as described in the report of the Supervisory Board.

→ Members, page 115
Mandates, page 118

→ Page 115

→ Page 111ff.

The Board of Management and the Supervisory Board are in regular contact regarding strategic measures, planning, business development, risk exposure and risk management as well as company compliance. The Board of Management informs the Supervisory Board promptly and comprehensively on all topics of significance.

All Supervisory Board decisions, particularly those concerning transactions that require its approval, are deliberated and discussed extensively in the relevant committees. At each plenary meeting, the Supervisory Board is informed in detail about the work and decisions of its committees.

In making their decisions, the members of the Supervisory Board may not pursue personal interests or exploit business opportunities due to the company for their own benefit. They are required to disclose any conflicts of interest to the Supervisory Board. Any significant conflicts of interest on the part of a Supervisory Board member that are not merely temporary in nature should lead to that member's resignation from the Board. In the Supervisory Board's estimation, the Supervisory Board contains an adequate number of independent members as defined by the German Corporate Governance Code.

Executive committees and Supervisory Board committees

Executive committees prepare the decisions to be made by the Board of Management as a whole and make decisions on matters assigned to them. Their duties include preparing or deciding on investments and transactions in the various divisions. The Deutsche Post Executive Committee is responsible for the MAIL division and the cross-divisional DHL Executive Committee is in charge of the EXPRESS, GLOBAL FORWARDING, FREIGHT and SUPPLY CHAIN divisions. The CEO, the CFO, the Board Member for Human Resources and the respective board members of the divisions are represented on the committees. Along with the relevant members of the Board of Management, the executive committees also include first-tier executives below the Board of Management level, in some cases on a permanent basis (those, for example, responsible for the operating business) and in some cases to assist with special topics. Procurement and Controlling are called in to consult on capital expenditure, for instance, and Corporate Finance, Corporate Development and Legal Services in the case of acquisitions. The DHL Executive Committee and the Deutsche Post Executive Committee each meet at least once a month.

Furthermore, business review meetings take place once per quarter. These meetings are part of the strategic performance dialogue between the divisions, the CEO and the CFO. They comprise discussions on strategic measures, operating topics and the budget situation of the divisions.

For the members of the Board of Management, see [Board of Management and Mandates held by the Board of Management](#).

The Supervisory Board has formed five committees to ensure the efficient discharge of its duties; in particular, these committees prepare the resolutions of the plenary meetings of the Supervisory Board. Decisions on certain topics are delegated by the Supervisory Board to the individual committees for a final decision.

The Executive Committee's duties include arranging the appointment of members of the Board of Management and the establishment of management board remuneration by the plenary meeting of the Supervisory Board. The current members of the Executive Committee are Wulf von Schimmelmann (Chair), Andrea Kocsis (Deputy Chair), Rolf Bauermeister, Werner Gatzer, Roland Oetker and Stefanie Weckesser.

The Finance and Audit Committee oversees the accounting process, the effectiveness of the internal control system, the risk management and internal auditing systems as well as the financial statement audit. It examines questions of compliance and discusses the half-yearly and quarterly financial reports with the Board of Management before they are published. Based on its own preliminary assessment, it makes proposals for the approval of the annual and consolidated financial statements by the Supervisory

Board. The current members of the Finance and Audit Committee are Hero Brahms (Chair), Stephan Teuscher (Deputy Chair, appointed 11 December 2012), Werner Gatzler, Thomas Koczelnik, Stefan Schulte and Helga Thiel. The chairman of the Finance and Audit Committee, Hero Brahms, is a financial expert as defined by sections 100 (5) and 107 (4) of the AktG. Since 1982 he has been CFO at various companies, most recently at Linde AG, where he was responsible for balance sheets, taxation, business management, audits, corporate governance and finance.

The Personnel Committee discusses human resources principles for the Group. The Personnel Committee's current members are Andrea Kocsis (Chair), Wulf von Schimmelmann (Deputy Chair), Thomas Koczelnik and Roland Oetker.

The Mediation Committee carries out the duties assigned to it pursuant to the *Mitbestimmungsgesetz* (MitbestG – German Co-determination Act). The current members of the Mediation Committee are Wulf von Schimmelmann (Chair), Andrea Kocsis (Deputy Chair), Rolf Bauermeister and Roland Oetker.

The Nomination Committee presents to the shareholder representatives of the Supervisory Board recommendations on the choice of members of the Supervisory Board by the AGM. In doing so, it takes into consideration the objectives adopted by the Supervisory Board concerning its composition. The current members of the Nomination Committee are Wulf von Schimmelmann (Chair), Werner Gatzler and Roland Oetker.

Information about the work of the Supervisory Board and its committees in financial year 2012 is also contained in the [report of the Supervisory Board](#). You can find information about the members of the Supervisory Board and the composition of the Supervisory Board committees under the sections [Supervisory Board](#) and [Mandates held by the Supervisory Board](#).

➔ Page 111ff.

➔ Pages 115 and 118

Targets for the composition of the Supervisory Board

In December 2012, the Supervisory Board resolved to comply with the supplementary recommendation of the Government Commission on the German Corporate Governance Code with respect to the objectives for the composition of the Supervisory Board. This means that it will now also consider the number of independent members of the Supervisory Board when setting those objectives:

- ➊ Nominations put forward by the Supervisory Board for the election of Supervisory Board members by the AGM should focus solely on the good of the company. In this context, the Supervisory Board is working towards a position where, by 2015, at least 75% of the members of the full Supervisory Board are independent, as defined in section 5.4.2 of the German Corporate Governance Code, and at least 30% are women.
- ➋ The present composition of the Supervisory Board already adequately reflects the company's international operations. The Supervisory Board aims to maintain this and to continue to consider candidates in future nominations for election by the AGM who, by virtue of their background, education or profession, possess special international knowledge and experience.
- ➌ Conflicts of interest amongst members of the Supervisory Board stand in the way of the independent and effective guidance and supervision of the Board of Management. The Supervisory Board decides in each individual case, within the scope of the law and in accordance with the German Corporate Governance Code, how to deal with potential or arising conflicts of interest.

- ④ In accordance with the age limit set by the Supervisory Board and anchored in its rules of procedure, nominations for the election of Supervisory Board members will take into account the fact that a term of office is intended to end, at the latest, at the close of the duly convened AGM following the member's 72nd birthday.

The composition of the Supervisory Board remained largely unchanged during the reporting period and is in accordance with the above-mentioned targets. In particular, the current composition of the Supervisory Board in fact also exceeds the specific objective relating to the number of independent members. In respect of the other objectives, the Supervisory Board was able to maintain the satisfactory level which had already been achieved. There are six female members of the Supervisory Board, meaning that women currently make up 30% of its members. The company's international operations are adequately taken into account. Numerous members possess special international knowledge and experience.

Remuneration report

The remuneration report also forms part of the Group Management Report.

Remuneration structure of the Group Board of Management in financial year 2012

The total remuneration paid to individual Board of Management members for financial year 2012 was determined by the Supervisory Board, which held consultations to resolve on the remuneration system for the Board of Management, including the main contractual elements. In so doing it obtained advice from an independent remuneration consultant.

The Board of Management remuneration reflects the size and global reach of the company, its economic and financial situation and the roles and achievements of the individual members. It is set to ensure competitiveness with comparable German and international companies, thus incentivising the Board of Management members to deliver maximum performance and achieve results.

The remuneration paid to the Board of Management for 2012 is in line with standard market practice, appropriate to the tasks involved and designed to reward performance; it comprises fixed (non-performance-related) elements and variable (performance-related) elements, which include short, medium and long-term incentives.

Non-performance-related components are the annual base salary (fixed annual remuneration), fringe benefits and pension commitments. The annual base salary is paid in twelve equal monthly instalments retroactively at the end of each month. Fringe benefits mainly comprise the use of company cars, supplements for insurance premiums and special allowances and benefits for assignments outside the home country.

The variable remuneration paid to the Board of Management is almost entirely medium and long-term based. Half of the variable remuneration consists of a long-term incentive plan with a four-year calculation period; the other half is made up of an annual bonus linked to the company's yearly profits, with 50% of the annual bonus flowing into a medium-term component with a three-year calculation period (deferral). Thus, only 25% of the variable remuneration component is paid out on the basis of a one-year calculation.

The medium-term component described is applicable to all employment contracts and contract renewals entered into after the effective date of the *Gesetz zur Angemessenheit der Vorstandsvergütung* (VorstAG – German Act on the Appropriateness of Management Board Remuneration) (5 August 2009). For all contracts concluded prior to that date, 25% of the annual bonus flowed into the medium-term component until the cessation of the term of the contract. Since 1 November 2012, a deferral portion of 50% applies for all Board of Management members.

The amount of the annual bonus is set at the due discretion of the Supervisory Board on the basis of the company's performance. The individual annual bonus amounts reflect the extent to which predefined targets are achieved, missed or exceeded. The maximum amount of the annual bonus may not exceed 100% of the annual base salary.

For all Board of Management members, the Group's EBIT after asset charge performance metric, including the asset charge on goodwill before goodwill impairment (EAC), is the main parameter used in this calculation. For the Board of Management members in charge of the MAIL, GLOBAL FORWARDING, FREIGHT, EXPRESS and SUPPLY CHAIN divisions, the EAC of their respective division is also a key parameter. Furthermore, an employee-related target is agreed with all Board of Management members based on the annual employee opinion survey, as are additional targets.

Achievement of the upper targets for the financial year that have been agreed based on demanding objectives is rewarded with the maximum annual bonus. If the targets specified for the financial year are only partially reached or completely missed, the annual bonus will be paid on a pro-rata basis or not at all. The Supervisory Board may also elect to award an appropriate special bonus for extraordinary achievement.

The annual bonus is not paid in full in a single instalment on the basis of having reached the agreed targets. Instead, 50% of the annual bonus flows into a medium-term component with a three-year calculation period (performance phase of one year, sustainability phase of two years). This medium-term component will be paid out after expiry of the sustainability phase subject to the condition that EAC, as an indicator of sustainability, is reached during the sustainability phase. Otherwise, payment of the medium-term component is forfeited without compensation. This demerit system puts greater emphasis on sustainable company development in determining management board remuneration and sets long-term incentives.

Stock appreciation rights (SARs) are granted as a long-term remuneration component based on the Long-Term Incentive Plan resolved by the Supervisory Board in 2006 (2006 LTIP).

Each SAR entitles the holder to receive a cash settlement equal to the difference between the average closing price of Deutsche Post shares for the five trading days preceding the exercise date and the exercise price of the SAR. In 2012, the members of the Board of Management each invested 10% of their annual base salary as a personal financial investment. The waiting period for the stock appreciation rights is four years from the date on which they were granted. After expiration of the waiting period, and provided an absolute or relative performance target has been achieved, the SARs can be exercised wholly or partially for a period of two years. Any SARs not exercised during this two-year period will expire.

To determine how many, if any, of the SARs granted can be exercised, the average share price or the average index value for the reference period is compared with that of the performance period. The reference period comprises the last twenty consecutive trading days prior to the issue date. The performance period is the last sixty trading days before the end of the waiting period. The average share price (closing price) is calculated as the average closing price of Deutsche Post shares in Deutsche Börse AG's Xetra electronic trading system.

A maximum of four out of every six SARs can be "earned" via the absolute performance target and a maximum of two via the relative performance target. If neither an absolute nor a relative performance target is met by the end of the waiting period, the SARs attributable to the related tranche will expire without replacement or compensation.

One SAR is earned each time the closing price of Deutsche Post shares exceeds the issue price by at least 10%, 15%, 20% or 25%. The relative performance target is tied to the performance of the shares in relation to the STOXX Europe 600 Index (SXXP, ISIN EU0009658202). It is met if the share price equals the index performance or if it outperforms the index by at least 10%.

Remuneration from stock appreciation rights is limited to 300% of the annual target cash compensation (annual base salary plus the annual target bonus). Moreover, it may be limited by the Supervisory Board in the event of extraordinary circumstances.

Provisions to cap severance payments pursuant to the Corporate Governance Code recommendation, change-of-control provisions and post-contractual non-compete clauses

In accordance with the recommendation of section 4.2.3 of the German Corporate Governance Code, as amended on 15 May 2012, Board of Management contracts contain a provision stipulating that in the event of the premature termination of a Board of Management member's contract, the severance payment may compensate no more than the remaining term of the contract. The severance payment is limited to a maximum amount of two years' remuneration including fringe benefits (severance payment cap). All contracts contain a clause stipulating that neither special remuneration paid, nor the value of rights allocated from long-term incentive plans, may be taken into account in the calculation of the severance payment cap.

In the event of a change in control, any member of the Board of Management is entitled to resign their office for good cause within a period of six months following the change in control, after giving three months' notice by the end of a given month, and to terminate their Board of Management contract (right to early termination).

The contractual provisions stipulate that a change of control exists if a shareholder has acquired control within the meaning of section 29 (2) of the *Wertpapiererwerbs- und Übernahmegesetz* (WpÜG – German Securities Acquisition and Takeover Act) via possession of at least 30% of the voting rights, including the voting rights attributable to such shareholder by virtue of acting in concert with other shareholders as set forth in section 30 of the WpÜG or if a control agreement has been concluded with the company as a dependent entity in accordance with section 291 of the *Aktiengesetz* (AktG – German Stock Corporation Act) and such agreement has taken effect or if the company has merged with another legal entity outside of the Group pursuant to section 2 of the *Umwandlungsgesetz* (UmwG – German Reorganisation and Transformation Act), unless the value of such other legal entity, as determined by the agreed conversion rate, is less than 50% of the value of the company.

In the event that the right to early termination is exercised or a Board of Management contract is terminated by mutual consent within nine months of the change of control, the Board of Management member is entitled to payment to compensate the remaining term of their Board of Management contract. Such payment is limited to 150% of the severance payment cap pursuant to the recommendation of the German Corporate Governance Code. The amount of the payment is reduced by 25% if the Board of Management member has not reached the age of 60 upon leaving the company. If the remaining term of the Board of Management contract is less than two years and the Board of Management member has not reached the age of 62 upon leaving the company, the payment will correspond to the severance payment cap. The same applies if a Board of Management contract expires prior to the Board of Management member's reaching the age of 62 because less than nine months remained on the term of the contract at the time of the change of control and the contract was not renewed.

Board of Management members are also subject to a non-compete clause, taking effect on the cessation of their contracts. During the one-year non-compete period, former Board of Management members receive 100% of their last contractually stipulated annual base salary on a pro-rata basis as compensation each month. Any other income earned during the non-compete period is subtracted from the compensation paid. The amount of the compensation payment itself is deducted from any severance payments or pension payments. Prior to, or concurrent with, cessation of the Board of Management contract, the company may declare its waiver of adherence to the non-compete clause. In such a case, the company will be released from the obligation to pay compensation due to a restraint on competition six months after receipt of such declaration.

Apart from the aforementioned arrangements, no member of the Board of Management has been promised any further benefits after leaving the company.

Other provisions

Walter Scheurle entered retirement as at the end of 30 September 2012. From 30 April 2012, when he resigned from the Board, until the beginning of his retirement, he was active in a consultative capacity for the company. In fulfilment of the rights under his contract, he received remuneration totalling €771,162 during this period.

Angela Titzrath took office as a member of the company's Board of Management on 1 May 2012. By way of compensation for rights that lapsed as a result of her transfer to Deutsche Post AG, the company paid her the sum of €538,835.

Amount of remuneration paid to active members of the Group Board of Management in financial year 2012

The remuneration paid to active members of the Board of Management in financial year 2012 totalled €13.30 million (previous year: €12.05 million). This amount comprised €7.64 million in non-performance-related components (previous year: €7.41 million) and €5.66 million in the performance-related component paid out (previous year: €4.64 million). An additional €2.85 million of the performance-related component was transferred to the medium-term component and will be paid out in 2015 subject to the condition that the required EAC, as an indicator of sustainability, is reached.

The members of the Board of Management were granted a total of 2,108,466 SARs in financial year 2012 for a total value of €7.04 million (previous year: €6.96 million) at the time of issue (1 July 2012). The following tables present the total remuneration paid to active Board of Management members (individual breakdown):

8.05 Remuneration paid to the Group Board of Management in 2012: cash components

€	Non-performance related		Performance related		Total	Share of annual bonus transferred to medium-term component (2012) ²
	Annual base salary	Fringe benefits	Annual bonus	Payment from medium-term component (2010)		
Board members						
Dr Frank Appel, Chairman	1,841,411	34,763	1,244,325	415,493	3,535,992	519,194
Ken Allen	918,333	99,150	490,050	175,032	1,682,565	419,100
Roger Crook	823,750	195,571	407,756	0	1,427,077	407,756
Bruce Edwards	930,000	107,348	443,610	214,549	1,695,507	443,610
Jürgen Gerdes	930,000	21,008	448,725	340,000	1,739,733	448,725
Lawrence Rosen ¹	883,333	19,305	579,150	215,000	1,696,788	295,350
Walter Scheurle (until 30 April 2012)	310,000	6,707	230,175	223,380	770,262	76,725
Angela Titzrath (since 1 May 2012)	476,667	42,227 ³	235,950	0	754,844	235,950

¹ In financial year 2012, an additional €209,000 was paid out as part of the compensation for rights that lapsed as a result of his transfer to Deutsche Post AG. The compensation payment is described in the 2009 Annual Report.

² This amount will be paid out in 2015 provided the sustainability indicator is fulfilled.

³ By way of compensation for rights that lapsed as a result of her transfer to Deutsche Post AG, the company paid her the sum of €538,835. The compensation payment is described above.

8.06 Remuneration paid to the Group Board of Management in 2012: share-based component with long-term incentive effect

€	Number of SARs	Value of SARs on grant date (1 July 2012)
Active board members		
Dr Frank Appel, Chairman	544,068	1,817,187
Ken Allen	278,448	930,016
Roger Crook	257,490	860,017
Bruce Edwards	278,448	930,016
Jürgen Gerdes	278,448	930,016
Lawrence Rosen	257,490	860,017
Angela Titzrath (since 1 May 2012)	214,074	715,007

Remuneration paid to the Group Board of Management in the previous year (2011)

B.07 Remuneration paid to the Group Board of Management in 2011: cash components

€	Non-performance related		Performance related	Total	Share of annual bonus transferred to medium-term component ²
	Annual base salary	Fringe benefits	Annual bonus		
Board members					
Dr Frank Appel, Chairman	1,745,017	33,990	1,308,804	3,087,811	436,268
Ken Allen	835,833	119,222	626,123	1,581,178	208,708
Roger Crook (since 9 March 2011)	579,797	142,092	290,228	1,012,117	290,228
Bruce Edwards	919,902	91,758	496,451	1,508,111	421,317
Jürgen Gerdes	930,000	22,906	465,000	1,417,906	465,000
Lawrence Rosen ¹	860,000	19,270	645,000	1,524,270	215,000
Walter Scheurle	930,000	19,892	697,500	1,647,392	232,500
Hermann Ude (until 8 March 2011)	163,188	3,242	108,861	275,291	53,485

¹ In financial year 2011, an additional €473,000 was paid out as part of the compensation for rights that lapsed as a result of his transfer to Deutsche Post AG. The compensation payment is described in the 2009 Annual Report.

² This amount will be paid out in 2014 provided the sustainability indicator is fulfilled.

B.08 Remuneration paid to the Group Board of Management in 2011: share-based component with long-term incentive effect

€	Number of SARs	Value of SARs on grant date (1 July 2011)
Active board members		
Dr Frank Appel, Chairman	689,502	1,730,650
Ken Allen	342,630	860,001
Roger Crook (since 9 March 2011)	284,862	715,003
Bruce Edwards	370,518	930,000
Jürgen Gerdes	370,518	930,000
Lawrence Rosen	342,630	860,001
Walter Scheurle	370,518	930,000

Pension commitments under the previous system

Dr Frank Appel and Jürgen Gerdes have direct, final-salary based pension commitments on the basis of their individual contracts, providing for benefits in case of permanent disability, death or retirement. If the contract of a member ends after at least five years of service on the Board of Management, the entitlements they have acquired will vest in full. Members become entitled to benefits due to permanent disability after at least five years of service. Eligibility for retirement benefits begins at the earliest at the age of 55, or at the age of 62 in the case of Jürgen Gerdes. The members of the Board of Management may choose between annuity payments and a lump sum payment. The benefit amount depends on the pensionable income and the pension level derived from the years of service.

Pensionable income consists of the fixed annual remuneration (annual base salary) computed on the basis of the average salary over the last twelve calendar months of employment. Members of the Board of Management attain a pension level of 25% after five years of service. The maximum pension level of 50% is attained after ten years of service. The pension level increases gradually based on the period of service on the Board of Management. Subsequent pension benefits increase or decrease to reflect changes in the consumer price index in Germany.

8.09 Pension commitments under the previous system in financial year 2012: individual breakdown

	Pension commitments			
	Pension level on 31 Dec. 2012	Maximum pension level	Service cost for pension obligation, financial year 2012	Present value (DBO) as at 31 Dec. 2012
	%	%	€	€
Dr Frank Appel, Chairman	50	50	614,968	10,447,301
Jürgen Gerdes ¹	25	50	213,097	4,598,461
Walter Scheurle (until 30 April 2012)	60	60	686,493	0
Total			1,514,558	15,045,762

¹ Should benefits fall due whilst the Board member concerned is actively employed, their amount will be calculated in accordance with the Pension Regulations of Deutsche Post AG (VersOPost) at a minimum (based on a salary of €525,000).

8.10 Pension commitments under the previous system in the previous year (2011): individual breakdown

	Pension commitments			
	Pension level on 31 Dec. 2011	Maximum pension level	Service cost for pension obligation, financial year 2011	Present value (DBO) as at 31 Dec. 2011
	%	%	€	€
Dr Frank Appel, Chairman	25	50	552,899	7,180,293
Jürgen Gerdes ¹	0	50	166,362	3,804,581
Walter Scheurle	60	60	651,031	8,324,557
Total			1,370,292	19,309,431

¹ Minimum period not yet complete. In the event of benefits being paid, the provisions of the previous system will apply.

Pension commitments under the new system

Since 4 March 2008, newly appointed Board of Management members have received pension commitments based on a defined contribution plan rather than the previous commitments, which were based on the final salary. Under the defined contribution pension plan, the company credits an annual amount of 35% of the annual base salary to a virtual pension account for the Board of Management member concerned. The maximum contribution period is 15 years. The pension capital accrues interest at an annual rate equal to the “iBoxx Corporates AA 10+ Annual Yield” rate, or at an annual rate of 2.25% at minimum, and will continue to do so until the pension benefits fall due. The pension benefits are paid out in a lump sum in the amount of the value accumulated in the pension account. The benefits fall due when the Board of Management member reaches the age of 62 or in the case of invalidity or death whilst being employed. In the event of benefits falling due, the pension beneficiary may opt to receive an annuity payment in lieu of a lump sum payment. If this option is exercised, the capital is converted to an annuity payment, taking into account the average “iBoxx Corporates AA 10+ Annual Yield” for the past ten full calendar years as well as the individual data of the surviving dependants and a future pension increase of 1% per year.

**B.11 Board of Management pension commitments under the new system in financial year 2012:
individual breakdown**

€	Total contribution for 2012	Present value (DBO) as at 31 Dec. 2012	Service cost for pension obligation, financial year 2012
Ken Allen	301,000	1,027,195	297,574
Roger Crook	250,250	454,642	244,487
Bruce Edwards	325,500	1,482,117	329,531
Lawrence Rosen	301,000	1,977,370	300,978
Angela Titzrath (since 1 May 2012)	526,833 ¹	198,981	0
Total	1,704,583	5,140,305	1,172,570

¹ Pro-rated contribution for eight months, plus a starting balance of €360,000. The starting balance will not be credited if Ms Titzrath leaves the company of her own volition prior to reaching the age of 60 or works for the company after reaching the age of 60.

**B.12 Board of Management pension commitments under the new system in the previous year (2011):
individual breakdown**

€	Total contribution for 2011	Present value (DBO) as at 31 Dec. 2011	Service cost for pension obligation, financial year 2011
Ken Allen	250,250	705,775	266,023
Roger Crook (since 9 March 2011)	187,688	189,914	0
Bruce Edwards	301,000	1,114,883	322,872
Lawrence Rosen	301,000	1,636,856	326,478
Hermann Ude (until 8 March 2011)	677,250 ¹	1,765,277	333,183
Total	1,717,188	5,412,705	1,248,556

¹ The total contribution for 2011 consists of a pro-rata amount for three months in the amount of €75,250 plus the €602,000 credited to Hermann Ude in connection with his departure from the company.

Benefits for former Board of Management members

Benefits paid to former members of the Board of Management or their surviving dependants amounted to €4.6 million in financial year 2012 (previous year: €7.4 million). The defined benefit obligation (DBO) for current pensions calculated under IFRS amounted to €78 million (previous year: €57.0 million). A total of €20.9 million of the difference is due to a significant reduction in the IAS discount rate compared with the previous year and the greater number of pensioners as their pension benefits have fallen due. No additional obligations have been incurred in this context.

Supervisory Board remuneration

Pursuant to article 17 of the Articles of Association of Deutsche Post AG resolved by the Annual General Meeting, the annual remuneration paid to the members of the Supervisory Board comprises a non-performance-related, i.e., fixed, component, a variable component geared towards sustainable corporate development and the attendance allowance.

As in the previous year, the fixed component amounted to €40,000. The variable remuneration component for financial year 2012 will amount to €1,000 for each €0.02 by which the consolidated net profit per share for financial year 2014 exceeds the consolidated net profit per share for financial year 2011. This variable remuneration component will fall due for payment as at the end of the 2015 AGM. The variable remuneration component is subject to a cap equal to 50% of the fixed component.

The Supervisory Board chairman and the Supervisory Board committee chairs receive an additional 100% of the fixed and variable remuneration, and the Supervisory Board deputy chair and committee members receive an additional 50%. This does not apply to the Mediation or Nomination Committees. Those who only serve on the Supervisory Board or its committees, or act as chair or deputy chair, for part of the year are remunerated on a pro-rata basis.

Supervisory Board members receive an attendance allowance of €1,000 for each plenary meeting of the Supervisory Board or committee meeting that they attend, as in 2011. They are entitled to the reimbursement of out-of-pocket cash expenses incurred in the exercise of their office. Any value added tax charged on Supervisory Board remuneration or out-of-pocket expenses is reimbursed.

The remuneration for 2012, consisting of a fixed component and the attendance allowance, totalled €1,461,500 (previous year: €1,410,000). The following table shows the remuneration paid to each Supervisory Board member:

B.13 Remuneration paid to Supervisory Board members in 2012

€	Fixed component	Attendance allowance	Total	Maximum variable remuneration (cap) ¹
Board members				
Prof. Dr Wulf von Schimmelmann (Chair)	140,000	21,000	161,000	70,000
Andrea Kocsis (Deputy Chair)	120,000	16,000	136,000	60,000
Wolfgang Abel (until 12 September 2012)	42,500	6,000	48,500	21,250
Rolf Bauermeister	60,000	12,000	72,000	30,000
Hero Brahms	80,000	17,000	97,000	40,000
Heinrich Josef Busch	40,000	7,000	47,000	20,000
Werner Gatzler	80,000	19,000	99,000	40,000
Prof. Dr Henning Kagermann	40,000	6,000	46,000	20,000
Thomas Koczelnik	80,000	19,000	99,000	40,000
Anke Kufalt	40,000	7,000	47,000	20,000
Thomas Kunz	40,000	5,000	45,000	20,000
Roland Oetker	80,000	17,000	97,000	40,000
Andreas Schädler	40,000	7,000	47,000	20,000
Sabine Schielmann	40,000	7,000	47,000	20,000
Dr Ulrich Schröder	40,000	6,000	46,000	20,000
Dr Stefan Schulte	60,000	15,000	75,000	30,000
Stephan Teuscher (since 29 October 2012)	10,000	2,000	12,000	5,000
Helga Thiel	60,000	16,000	76,000	30,000
Elmar Toime	40,000	5,000	45,000	20,000
Stefanie Weckesser	60,000	12,000	72,000	30,000
Prof. Dr-Ing. Katja Windt	40,000	7,000	47,000	20,000

¹ This variable remuneration component will fall due for payment as at the end of the 2015 AGM after determination of the consolidated net profit per share for financial year 2014.

The variable remuneration for financial year 2010 will fall due for payment as at the end of the 2013 AGM. It will amount to €1,000 for each €0.02 by which the consolidated net profit per share for financial year 2012 exceeds the consolidated net profit per share for financial year 2009. The variable remuneration for financial year 2010 is subject to a cap equal to 50% of the fixed component. The total variable remuneration paid to the members of the Supervisory Board for financial year 2010 amounted to €465,000 (previous year: no payment), of which €41,875 was to Board members who have now left the company and €423,125 to active Board members. The following table shows the remuneration paid to each Supervisory Board member:

B.14 Variable remuneration paid to Supervisory Board members for 2010

€	Variable remuneration (cap)
Active board members	
Prof. Dr Wulf von Schimmelmann (Chair)	52,500
Andrea Kocsis (Deputy Chair)	45,000
Wolfgang Abel (until 12 September 2012)	22,500
Rolf Bauermeister	22,500
Hero Brahms	30,000
Heinrich Josef Busch	15,000
Werner Gatzler	30,000
Prof. Dr Henning Kagermann	15,000
Thomas Koczelnik	30,000
Anke Kufalt	15,000
Thomas Kunz ¹	–
Roland Oetker	30,000
Andreas Schädler	15,000
Sabine Schielmann (since 27 October 2010)	3,125
Dr Ulrich Schröder	15,000
Dr Stefan Schulte	22,500
Stephan Teuscher (since 29 October 2012) ¹	–
Helga Thiel	22,500
Elmar Toime	15,000
Stefanie Weckesser	22,500
Prof. Dr-Ing. Katja Windt ¹	–

¹ Not a Board member in financial year 2010.

Accordingly, the active members of the Supervisory Board will receive a total of €1,884,625 as the sum of the fixed component and the attendance allowance for 2012, and the variable remuneration for 2010.

The remuneration for the previous year (2011), consisting of a fixed component and the attendance allowance, is shown in the following table for each Supervisory Board member:

B.15 Remuneration paid to Supervisory Board members in 2011

€	Fixed component	Attendance allowance	Total	Maximum variable remuneration (cap) ¹
Board members				
Prof. Dr Wulf von Schimmelmann (Chair)	140,000	16,000	156,000	70,000
Andrea Kocsis (Deputy Chair)	120,000	14,000	134,000	60,000
Wolfgang Abel	60,000	10,000	70,000	30,000
Willem van Agtmael (until 25 May 2011)	15,000	1,000	16,000	7,500
Rolf Bauermeister	60,000	10,000	70,000	30,000
Hero Brahms	80,000	11,000	91,000	40,000
Heinrich Josef Busch	40,000	4,000	44,000	20,000
Werner Gatzler	80,000	16,000	96,000	40,000
Prof. Dr Henning Kagermann	40,000	3,000	43,000	20,000
Thomas Koczelnik	80,000	15,000	95,000	40,000
Anke Kufalt	40,000	4,000	44,000	20,000
Thomas Kunz (since 25 May 2011)	25,000	2,000	27,000	12,500
Roland Oetker	80,000	15,000	95,000	40,000
Harry Roels (until 25 May 2011)	15,000	1,000	16,000	7,500
Andreas Schädler	40,000	4,000	44,000	20,000
Sabine Schielmann	40,000	4,000	44,000	20,000
Dr Ulrich Schröder	40,000	3,000	43,000	20,000
Dr Stefan Schulte	60,000	9,000	69,000	30,000
Helga Thiel	60,000	11,000	71,000	30,000
Elmar Toime	40,000	4,000	44,000	20,000
Stefanie Weckesser	60,000	10,000	70,000	30,000
Prof. Dr-Ing. Katja Windt (since 25 May 2011)	25,000	3,000	28,000	12,500

¹ This variable remuneration component will fall due for payment as at the end of the 2014 AGM after determination of the consolidated net profit per share for financial year 2013.