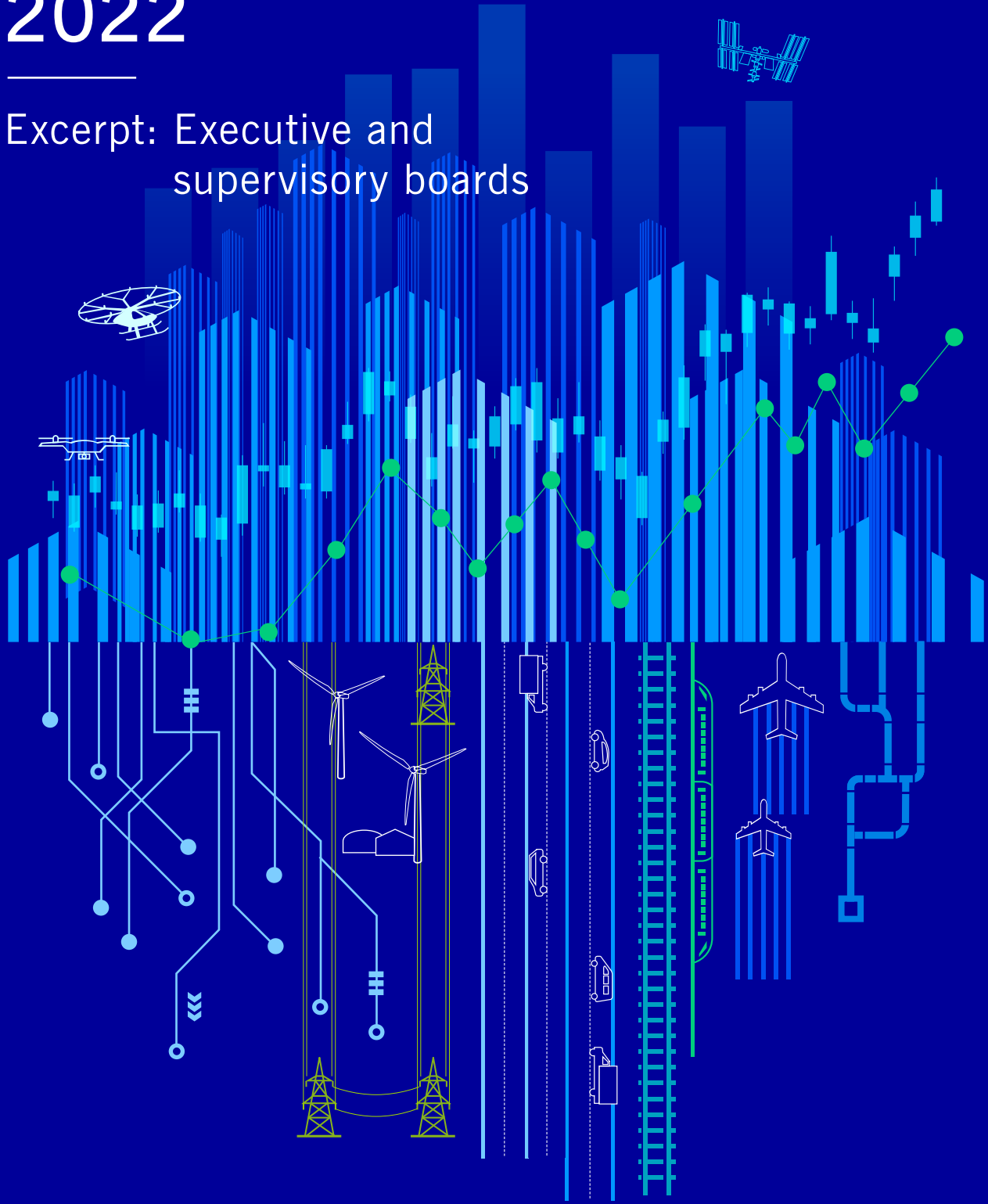




Deutsche Börse Group

Annual report 2022

Excerpt: Executive and
supervisory boards



Frankfurt am Main, 16 March 2023

Dear shareholders,
ladies and gentlemen,

What an eventful year it was! For your Deutsche Börse AG it was a record year, with substantial double-digit growth in net revenues and profits. And I am especially pleased that a significant portion of this is secular in nature and the result of long-term market trends. So we again achieved higher market shares, and growth in products that will see sustainable and increasing demand. These trends make our performance independent of the ebb and flow of markets, and their context, which is particularly volatile at the moment.

An even larger part of our growth last year was indeed cyclical and due to higher interest rates, broader price fluctuations and larger trading volumes. But this also shows the strength of our business model, because our risk management offerings make us particularly strong when markets have an even greater need than otherwise for high-performance infrastructure and reliable services.

Unfortunately this makes our success a painful contrast to distressing developments for us all: first and foremost Putin's terrible war of aggression against Ukraine, but also high inflation rates due to rising prices for energy and food, unstable supply chains and high government spending. Our pride in our strong earnings and successful, broadly diversified business model is therefore tempered by concern for political and social stability. But still, most of the world's economies seem to be performing better than was feared just a few months ago.

Taken as a whole, these developments were a boost for our business. To put that in figures: our net revenue increased very significantly in 2022, up by 24 per cent. Secular growth contributed 7 percentage points, with 14 due to cyclical factors. Then there were 3 percentage points from takeovers: the acquisition of the Luxembourg-based fund manager Kneip completed our core offering in the fund sector. We also reported growth in data and analytics – from stock exchange indices through to software for investors and sustainability information. This also enabled us to increase our proportion of recurring income, which now accounts for 60 per cent of the total. This income makes our business model more predictable and improves our value for you, our shareholders.

I would like to take this opportunity to thank all the teams worldwide, whose hard work and great dedication every day contribute to the success and continued development of your Deutsche Börse.

It is especially gratifying that thanks to this growth resulting from our own efforts, supported by particularly strong tailwinds last year, we have achieved the financial targets in our Compass 2023 growth strategy a whole year earlier than originally anticipated. In the current year, we can therefore concentrate fully on looking ahead and making your Deutsche Börse fit for the future. We are certainly expecting further growth for this year and the years ahead – even if the cyclical influences cannot yet be predicted exactly.

An important contribution to that will certainly come from the cooperation we announced in February 2023 – namely, our strategic partnership with Google Cloud. This will strengthen our role as an architect and prime mover in the digital transformation of capital markets. Together with Google Cloud, we will build a platform for digital assets and so create an ecosystem for the trading, risk management and post-trading of these assets – in the cloud. We will now also be accelerating the continued development of our D7 platform for issuing digital securities, which is already very successful, and improving data distribution and use in the cloud.

Ladies and gentlemen, our success is also due to the trust that you, our shareholders, place in us. For that I thank you sincerely. I am delighted to be able to propose another significant increase in your dividend at the Annual General Meeting for last year: we want to raise your dividend by 13 per cent to €3.60 per share. This represents 44 per cent of net income and so also leaves us room to make further investments that increase the value of your company – so that you not only profit from its successful performance today, but also tomorrow and into the future. I am certain that together we will succeed!

Yours,



Theodor Weimer

The Executive Board

Theodor Weimer, *1959

Dr. rer. pol.

Wiesbaden

Nationality: German

Chief Executive Officer,

Deutsche Börse AG

Member of the Executive Board

since: 1 January 2018

Appointed until: 31 December 2024

Christoph Böhm, *1966

Dr.-Ing.

Hamburg

Nationality: German

Member of the Executive Board

and Chief Information Officer/

Chief Operating Officer,

Deutsche Börse AG

Member of the Executive Board

since: 1 November 2018

Appointed until: 31 October 2026

Thomas Book, *1971

Dr. rer. pol.

Kronberg im Taunus

Nationality: German

Member of the Executive Board,

Deutsche Börse AG,

responsible for Trading & Clearing

Member of the Executive Board

since: 1 July 2018

Appointed until: 30 June 2026

Heike Eckert, *1968

Graduate degree in Economics

(Diplom-Volkswirtin)

Oberursel

Nationality: German

Member of the Executive Board,

Deutsche Börse AG,

responsible for Governance,

People & Culture and

Director of Labour Relations

Member of the Executive Board

since: 1 July 2020

Appointed until: 30 June 2028

Stephan Leithner, *1966

Dr. oec. HSG

Bad Soden am Taunus

Nationality: Austrian

Member of the Executive Board,

Deutsche Börse AG,

responsible for Pre- & Post-Trading

Member of the Executive Board

since: 2 July 2018

Appointed until: 30 June 2026

Gregor Pottmeyer, *1962

Graduate degree in

Business Administration

(Diplom-Kaufmann)

Bad Homburg v.d. Höhe

Nationality: German

Member of the Executive Board

and Chief Financial Officer,

Deutsche Börse AG

Member of the Executive Board

since: 1 October 2009

Appointed until: 30 September 2025

As at 31 December 2022

(unless otherwise stated)

Detailed information about the members of the Executive Board and their appointments to supervisory bodies of other companies or comparable control bodies, as well as their CVs can be found on the internet at

www.deutsche-boerse.com/execboard

The Supervisory Board

Martin Jetter,¹ *1959

Chairman
Nationality: German
Member of the Supervisory Board
since: 24 May 2018
Elected until: 2024

Markus Beck,¹ *1964

Deputy Chairman
Principle Legal Counsel
Senior Expert, staff member in
Corporate & Regulatory Legal
Deutsche Börse AG,
Frankfurt/Main
Nationality: German
Member of the Supervisory Board
since: 15 August 2018
Elected until: 2024

Nadine Brandl,¹ *1975

Head of department Legal and
Legal Policy,
ver.di federal administration, Berlin
Nationality: German
Member of the Supervisory Board
since: 16 May 2018
Elected until: 2024

Andreas Gottschling, *1967

Nationality: German
Member of the Supervisory Board
since: 1 July 2020
Elected until: 2024

Anja Greenwood,¹ *1974

Head of
Customer Due Diligence & KYC,
European Commodity Clearing AG,
Leipzig
Nationality: German
Member of the Supervisory Board
since: 17 November 2021
Elected until: 2024

Oliver Greie,¹ *1976

Regional Director,
ver.di Saxony/Saxony-Anhalt/
Thuringia region, Leipzig
Nationality: German
Member of the Supervisory Board
since: 29 April 2022
Appointed by the court until: 2024

Shannon A. Johnston,¹ *1971

Executive Vice President and
Chief Technology Officer,
Consumer Solutions,
Data and Architecture,
Global Payments Inc., Atlanta
Nationality: US-American
Member of the Supervisory Board
since: 18 May 2022
Elected until: 2024

Susann Just-Marx,¹ *1988

Head of Sales Clearing
European Energy Exchange AG,
Leipzig
Nationality: German
Member of the Supervisory Board
since: 15 August 2018
Elected until: 2024

Achim Karle,¹ *1973

Staff member in
Equity & Index Sales EMEA
Eurex Frankfurt AG, Frankfurt/Main
Nationality: German
Member of the Supervisory Board
since: 28 August 2018
Elected until: 2024

Barbara Lambert, *1962

Independent Management
Consultant, Givrins
Nationality: German, Swiss
Member of the Supervisory Board
since: 16 May 2018
Elected until: 2024

Michael Rüdiger, *1964

Independent Management
Consultant, Utting am Ammersee
Nationality: German
Member of the Supervisory Board
since: 19 May 2020
Elected until: 2024

Peter Günter Sack,¹ *1962

Staff member Clearing Design
Eurex Clearing AG, Frankfurt/Main
Nationality: German
Member of the Supervisory Board
since: 17 November 2021
Elected until: 2024

Charles G.T. Stonehill, *1958

Founding Partner, Green & Blue
Advisors LLC, New York
Nationality: British, US-American
Member of the Supervisory Board
since: 8 May 2019
Elected until: 2024

Clara-Christina Streit, *1968

Member of supervisory boards and
boards of directors, Cologne
Nationality: German, US-American
Member of the Supervisory Board
since: 8 May 2019
Elected until: 2024

Chong Lee Tan, *1962

CEO 65 Equity Partners,
Temasek Holding, Singapore
Nationality: Singaporean
Member of the Supervisory Board
since: 19 May 2021
Elected until: 2024

Daniel Vollstedt,¹ *1976

Head of Infrastructure Service
Design & Support,
Deutsche Börse AG,
Frankfurt/Main
Nationality: German
Member of the Supervisory Board
since: 17 November 2021
Elected until: 2024

1) Employee representative

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**Former members of the
Supervisory Board**

Katrin Behrens,¹ *1971

Spokesperson of Trade Union,

Department Financial Services

ver.di, Saxony-Anhalt

Nationality: German

Member of the Supervisory Board

from 17 November 2021

until 28 April 2022

Karl-Heinz Flöther, *1952

Independent Management

Consultant, Kronberg im Taunus

Nationality: German

Member of the Supervisory Board

from 16 May 2012

until 18 May 2022

1) Employee representative

As a rule, the term of office of the members of the Supervisory Board ends at the close of the Annual General Meeting 2024.

As at 31 December 2022
(unless otherwise stated)

Detailed information about the members of the Supervisory Board, their additional appointments to supervisory bodies of other companies or comparable control bodies, as well as their CVs can be found on the internet at

www.deutsche-boerse.com/supervboard

Report of the Supervisory Board

During the year under review, Deutsche Börse AG's Supervisory Board discussed the company's position and prospects in depth. We performed the tasks assigned to us by law and the company's Articles of Association and bylaws. We have advised the Executive Board regularly on its management of the company and monitored its work. We were involved in all decisions of fundamental importance. Our work was impacted again by the Covid-19 pandemic, but above all by Russia's war of aggression against Ukraine. This war is not only an attack on fundamental values, with terrible consequences for the people directly and indirectly affected by it. It also poses extreme challenges for our economic and financial system.

In 2022, we advised on the continued implementation of the Group's Compass 2023 strategy and the IT strategy 2023+. From the beginning of the war of aggression against Ukraine on 24 February 2022, we were also closely involved in the analysis of its effects and potential risks for Deutsche Börse Group. Another key area of our work again concerned environmental, social and governance matters (ESG). In the Supervisory Board, we looked at the importance of ESG for Deutsche Börse Group as a whole, the business opportunities it presents and the progress made in each respective area. ESG is also a core component of the remuneration system for the Executive Board, which was revised in 2021. The report on its implementation was approved by a large majority at the Annual General Meeting 2022. We discussed fundamental strategic options on a regular basis. In an advisory capacity, we were also involved in Deutsche Börse Group's activities to buy and sell companies and parts thereof. The Executive Board informed us on an ongoing basis about the impact of the Covid-19 pandemic on Deutsche Börse Group.

At our meetings, the Executive Board provided us with comprehensive and timely information in accordance with the legal requirements. The high frequency of plenary and committee meetings and workshops ensured an intensive exchange of information between the Supervisory Board and the Executive Board. In addition, the CEO kept the Chair of the Supervisory Board informed continuously and regularly concerning the current developments affecting the company's business, significant transactions, upcoming decisions and the long-term outlook and discussed these issues with him.

We held seven plenary meetings during 2022, including one extraordinary meeting after the Annual General Meeting on 18 May 2022 to resolve on the composition of the committees of the Supervisory Board. Four workshops were also held on the subjects of ESG (March), corporate governance (March), compliance (September) and technology (September) as part of the regular training and professional development measures for Supervisory Board members. Despite the travel and social restrictions due to the Covid-19 pandemic, which were still in force at the start of the reporting year, all the meetings and workshops were able to take place as planned, with appropriate hygiene measures and by enabling Supervisory Board members to attend by video or conference call.

Two out of a total of 28 meetings by the Supervisory Board and its committees were held exclusively as video or conference calls in the reporting year.

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The average attendance rate for all Supervisory Board members at the plenary and committee meetings was 99 per cent during the year under review. An average of 34 per cent was in the form of virtual attendance.

The individual Supervisory Board members attended meetings in person or virtually as follows:

Attendance of Supervisory Board members at meetings in 2022

	Meetings in total (thereof virtual attendance ¹)	Attendance at plenary meetings (thereof virtual attendance)	Attendance at committee meetings (thereof virtual attendance)	Attendance in % (thereof virtual attendance in %)
Martin Jetter (Chair)	14/14 (2)	7/7 (0)	7/7 (2)	100 (14)
Markus Beck (Deputy Chair)	14/14 (3)	7/7 (2)	7/7 (1)	100 (21)
Katrin Behrens (until 28 Apr 2022)	4/5 (4)	2/2 (2)	2/3 (2)	80 (100)
Nadine Brandl	11/11 (7)	7/7 (4)	4/4 (3)	100 (64)
Karl-Heinz Flöther (until 19 May 2022)	4/4 (2)	3/3 (2)	1/1 (0)	100 (50)
Andreas Gottschling	21/21 (7)	7/7 (3)	14/14 (4)	100 (33)
Anja Greenwood	13/13 (7)	7/7 (4)	6/6 (3)	100 (54)
Oliver Greie (since 29 Apr 2022)	8/8 (2)	5/5 (2)	3/3 (0)	100 (25)
Shannon A. Johnston (since 18 May 2022)	7/7 (1)	4/4 (1)	3/3 (0)	100 (14)
Susann Just-Marx	17/17 (9)	7/7 (5)	10/10 (4)	100 (53)
Achim Karle	16/16 (4)	7/7 (3)	9/9 (1)	100 (25)
Barbara Lambert	17/17 (4)	7/7 (3)	10/10 (1)	100 (24)
Michael Rüdiger	18/18 (5)	7/7 (1)	11/11 (4)	100 (28)
Peter Sack	13/13 (5)	7/7 (3)	6/6 (2)	100 (38)
Charles Stonehill	13/13 (2)	7/7 (2)	6/6 (0)	100 (15)
Clara-Christina Streit	12/12 (7)	7/7 (4)	5/5 (3)	100 (58)
Chong Lee Tan	9/9 (3)	7/7 (3)	2/2 (0)	100 (33)
Daniel Vollstedt	15/15 (2)	7/7 (2)	8/8 (0)	100 (13)
Average attendance rate²				99 (34)

1) Virtual attendance was used in some cases, especially to reduce CO₂ emissions from travel as well as to be able to attend meetings despite quarantine requirements in place.

2) Attending workshops is optional for Supervisory Board members. Workshop attendance is therefore not taken into account in the determination of the average attendance rate.

Topics addressed during plenary meetings of the Supervisory Board

During the reporting period, we discussed the implementation of our Group strategy Compass 2023 in detail. We advised the Executive Board on all relevant aspects of the strategy. For details on the growth strategy, please refer to the [Our strategy and steering parameters](#) section in the [combined management report](#).

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The effects and potential risks for Deutsche Börse Group of the war of aggression against Ukraine were another focus area of our work. In this context, we discussed the full and proper implementation of the international sanctions regime against Russia, and also looked closely at the stability of our trading and settlement system at times of high capacity use and market volatility. We also discussed in depth our cyber resilience, i.e. the resistance of our IT systems to external interference.

We also dealt with the implementation status of the IT strategy 2023+. It was developed in line with the Group strategy Compass 2023, supports its objectives and focuses on the requirements of the business areas. A key element of the IT strategy 2023+ is the ongoing development of IT in the business areas, in order to support the implementation of the business objectives below the Group strategy. How and to what extent cloud technology is to be used going forward and the corresponding expertise play a vital role. We also dealt with the topic of information security and followed the preparations for the planned introduction of the SAP system S/4HANA.

Another core topic of our Supervisory Board work in the reporting year was the various external acquisitions and equity investments to expand and strengthen our business. Deutsche Börse AG acquired the fund data manager, Kneip Communication S.A., to strengthen its growth areas of fund services and data. We also discussed structural and organisational changes in the Fund Services and Securities Services segments following the re-segmentation of our operating activities in the reporting year.

An overarching element of our work was again the discussion of different ESG aspects and the progress made. The importance of ESG for Deutsche Börse Group and the resulting business opportunities were at the forefront of the debate. This entailed gaining an overview of the market for ESG products and its main influencing factors, the role of market infrastructure providers for the sustainable transformation of the economy, and key ESG product initiatives from Deutsche Börse Group. In addition, we discussed the regulatory challenges in ESG reporting. Sustainability targets play an important role in the current remuneration system for the Executive Board. We approved the remuneration report on the implementation of the Executive Board remuneration system in 2021 as part of the financial statements. The remuneration report was approved by a majority of 95.93 per cent of shareholders at the Annual General Meeting on 18 May 2022. We also added expertise in sustainability matters to the qualification requirements for members of the Executive Board and Supervisory Board.

Other key areas of our Supervisory Board's work were the decisions taken in the reporting period on the future composition of the Executive Board and the changes in the members of the Supervisory Board.

We again ensured continuity in the composition of the Executive Board in the reporting year. We renewed the appointment of Heike Eckert, responsible for Governance, People & Culture, until 30 June 2028. Please refer to the [Personnel matters](#) section for details.

At the Annual General Meeting of Deutsche Börse AG held on 18 May 2022, which again had to be held online due to the Covid-19 pandemic, Shannon A. Johnston was elected to the Supervisory Board of Deutsche Börse AG. The composition of the Supervisory Board committees was also adjusted afterwards. Please refer to the [Personnel matters](#) section for details.

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In the year under review, we again had regular and intensive discussions concerning ongoing proceedings by the Public Prosecutor's Office in Cologne regarding the conception and settlement implementation of security transactions by market participants over the dividend date (cum-ex affair). In the opinion of the Public Prosecutor's Office, these market participants used such transactions to make unjustified tax refund claims. In this context, the Supervisory Board also dealt with investigations into such transactions by the exchange regulator in Hesse.

Other important litigation and legal proceedings concerning Deutsche Börse Group were also an important aspect of our work on the Supervisory Board. The efficiency, suitability and effectiveness of the internal control systems and the handling of findings by internal control functions as well as external auditors and regulatory authorities were another important area of our work.

In addition, the Supervisory Board Chair held meetings with institutional investors and proxy advisers in November and December 2022 to discuss current governance topics affecting the Supervisory Board. These meetings focused on the work of the Supervisory Board in the reporting year and the personnel decisions taken for the Supervisory Board and Executive Board, a possible increase in Executive Board remuneration and plans for holding the upcoming Annual General Meeting in a virtual format. The Supervisory Board Chair summarised his dialogue with investors in the plenary meetings and the meetings of the Nomination Committee.

Our plenary meetings and workshops during the reporting period focused particularly on the following issues:

At our **ordinary meeting on 9 February 2022**, the Executive Board reported in a regular cycle on the status of the cross divisional client relationship management. We also discussed the preliminary results for the 2021 financial year and the Executive Board's dividend proposal for the 2021. Following a detailed examination, we set the amount of the variable remuneration payable to the Executive Board for the financial year 2021. We also adopted the 2021 corporate governance statement. The proposal by the Executive Board to hold the Annual General Meeting in 2022 again in a virtual format was also approved. The Executive Board informed us in detail about succession planning for the senior management level and about gender diversity and the creation of a global talent pool for upper and middle management. Furthermore, the Executive Board reported on the current status of ongoing proceedings regarding security transactions by market participants over the dividend date (cum-ex affair) and the status of investigations by the exchange regulator in Hesse into such transactions.

In a **workshop held on 3 March 2022**, we dealt with the rights and obligations of the Supervisory Board and Executive Board.

At the ordinary meeting on **4 March 2022**, the Executive Board informed us about the potential effects and risks of the war of aggression begun by Russia against Ukraine on 24 February 2022, and the steps taken in response by Deutsche Börse Group up to that point. We discussed the financial statements of Deutsche Börse AG for 2021, the consolidated financial statements for 2021 and the 2021 remuneration report in the presence of the external auditors. We approved the annual and consolidated financial statements for 2021 and the 2021 remuneration report, having carried out our own detailed examination, in line with the recommendation by the Audit Committee, which had previously carried out an in-depth preparatory examination of the documents. The meeting also gave us the opportunity to discuss matters with the auditors without the presence of the Executive Board. We adopted the report of the Supervisory Board for 2021 and the agenda for the 2022 Annual General Meeting. The Executive Board informed us of the personnel situation in Deutsche Börse Group.

An **ESG workshop** was held on **4 March 2022**, as well, in which we took a wide-ranging look at the topic of sustainability, its importance for Deutsche Börse Group and the regulatory requirements for ESG reporting.

At our **ordinary meeting on 18 May 2022**, we discussed the upcoming Annual General Meeting with the Executive Board. This was the last meeting attended by shareholder representative Karl-Heinz Flöther and the first for employee representative Oliver Greie.

The **extraordinary meeting** held after the close of the Annual General Meeting on **18 May 2022** was also attended by Shannon A. Johnston, the new shareholder representative on the Supervisory Board. We adopted changes to the composition of the Supervisory Board committees. For details, see [Supervisory Board committees](#) in the [Corporate governance statement](#) included in the [combined management report](#).

In the **ordinary meeting on 21 June 2022**, the Executive Board again reported on the risk situation following the Russian war of aggression against Ukraine. We discussed the status of ongoing proceedings regarding security transactions by market participants over the dividend date (cum-ex affairs). In addition, we looked in detail at succession planning for the Executive Board and resolved to carry out the annual effectiveness review, which was supported by an external service provider in the reporting year.

In a **compliance workshop on 28 September 2022**, we dealt with the avoidance of money-laundering and the process for handling mandates and avoiding conflicts of interest.

In another **workshop on 29 September 2022** about technology topics, we received information about how and to what extent cloud technology should be used in future, and on the implementation status of the IT strategy 2023+.

In the **ordinary meeting on 29 September 2022**, we renewed the Executive Board appointment of Heike Eckert until 30 June 2028. The status of ongoing proceedings regarding security transactions by market participants over the dividend date (cum-ex affair) was again discussed by the Supervisory Board. We reviewed the description of the tasks and requirements for the Executive Board and Supervisory Board including the competence profile in light of legislative changes and the German Corporate Governance Code, which was revised in the reporting year, and approved an amended version. For the same reason, we approved an updated version of the bylaws for the Supervisory Board. We also dealt with this year's effectiveness review.

In the **ordinary meeting on 7 December 2022**, we adopted the budget for 2023 and set the Executive Board targets for the 2023 financial year. The Executive Board informed us about the results of the employee survey, the implementation status of the personnel strategy and the revisions that had been made to the strategy for 2023. We gained an impression of the performance of recently acquired companies and of the equity investments in the context of Deutsche Börse Group's corporate venturing activities. We discussed and adopted the results of our annual effectiveness review in accordance with section D.12 of the German Corporate Governance Code, the annual suitability assessment of the Supervisory Board and the Executive Board, as well as the upcoming year's training plan for the Supervisory Board. Furthermore, we adopted the declaration of conformity in accordance with section 161 of the Aktiengesetz (AktG, German Stock Corporation Act) for the 2022 financial year, which can be viewed at www.deutsche-boerse.com > [Investor Relations](#) > [Corporate Governance](#) > [Declaration of conformity](#).

The Supervisory Board meetings all took place at the company's headquarters in the reporting year. Martin Jetter, the Supervisory Board Chair, presented the agenda before each meeting and informed the Supervisory Board about current matters. At the end of each meeting, the Supervisory Board members talked openly and extensively among themselves, without Executive Board members, about the meeting itself and general topics. A similar discussion also took place at the Supervisory Board meeting on 9 March 2023 in which we approved the annual and consolidated financial statements for 2022, and which was also attended by the auditors. From 2021 onwards, the members of the Audit Committee have had regular talks with the external auditors without the Executive Board members.

Committee work

The Supervisory Board had seven permanent committees in the reporting year. The committees are responsible primarily for preparing the decisions to be taken by, and topics to be discussed in, the plenary meetings. Additionally, the Supervisory Board has delegated individual decision-making powers to the committees, to the extent that this is legally permissible. The individual committee chairs reported in detail to the plenary meetings on the work performed by their committees. The Chair of the Supervisory Board chairs the Nomination Committee, the Strategy and Sustainability Committee, the Chairman's Committee and the Mediation Committee. Details on the members and duties of the Supervisory Board committees in 2022 can be found in the [Corporate governance statement](#) section of the [combined management report](#). The committees focused on the following key issues:

Audit Committee (six meetings during the reporting period)

- Financial topics, particularly capital management
- Financial reporting: examination, in the presence of the auditors, of the annual financial statements of Deutsche Börse AG and of the consolidated financial statements, including the financial reporting process, of the integrated combined management report, the remuneration report, and the audit report, as well as of the half-yearly financial report and the quarterly statements
- Statutory auditors: obtaining the statement of independence from the external auditors and monitoring the external auditors' independence; issuing the engagement letter to the external auditors for the audit of the annual and consolidated financial statements and the integrated combined management report; issuing the engagement letter for the audit of the form and contents of the remuneration report; agreeing the external auditors' fee; defining and discussing the focus areas of the audit; discussing non-audit services rendered by the external auditors; evaluating the quality of the audit and preparing the Supervisory Board's proposal to the Annual General Meeting on the election of the auditors
- Internal control systems: discussion of questions relating to risk management, compliance and capital market compliance, and the internal control and audit system; discussion of the methods and systems used and their efficiency, adequacy and effectiveness
- Deutsche Börse AG's dividend and the Group's budget
- Discussion and formal adoption of the Audit Committee's tasks for the coming year
- Preparation of the Supervisory Board's resolution on the corporate governance statement in accordance with section 289f of the Handelsgesetzbuch (HGB, German Commercial Code) and the declaration of conformity in accordance with section 161 AktG
- Measures to close internal and external audit findings
- Management of outsourcing
- Management of regulatory changes, in particular the German Supply Chain Due Diligence Act (Gesetz über die unternehmerischen Sorgfaltspflichten in Lieferketten, LkSG) and its implementation
- Dealing with material litigation and legal proceedings involving Deutsche Börse Group
- Dealing with the tax positions of Deutsche Börse AG and other tax issues
- Report on specific compliance audits

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- Dealing with compliance-related topics such as the whistle-blowing system, the prevention of money laundering and the sanctions framework of Deutsche Börse Group
- Dealing with ESG reporting and potential ESG risks
- Dealing with the status of the SAP roadmap

Nomination Committee (five meetings during the reporting period)

- Executive Board remuneration: target achievement of Executive Board members; determination of the variable remuneration for Executive Board members for 2021; preliminary discussion of individual target achievement by members of the Executive Board for 2022; preparing the adoption for the Supervisory Board of individual targets for members of the Executive Board for 2023
- Personnel matters: discussion of succession planning for the Executive Board and subordinate management levels, also taking gender aspects into account; preparing a recommendation to the plenary session on the reappointment of Heike Eckert; dealing with external memberships, executive and supervisory board mandates of Theodor Weimer, Thomas Book and Stephan Leithner
- Candidate search and selection by the shareholder representatives of a successor to Karl-Heinz Flöther for the Supervisory Board seat
- Discussion of the competence profile for the Supervisory Board, the suitability assessment and the updated side letter on the suitability assessment policy
- Updating the job description and qualification requirements for the Executive Board and Supervisory Board in view of legislative changes and the revision of the German Corporate Governance Code in the reporting year
- Dealing with the suitability assessment for the Executive Board and Supervisory Board, including the qualification matrix for the Supervisory Board
- Dealing with the training plan for the Executive Board and Supervisory Board for 2023
- Discussion of the results of the annual staff survey
- Report by the Chair of the Supervisory Board on the corporate governance roadshow

Risk Committee (four meetings during the reporting period)

- Discussion about the quarterly compliance and risk management reports
- Ongoing enhancements to Group-wide compliance and risk management and the harmonisation of internal control systems
- Operational risk, information security and business continuity management
- Risk management in the Eurex subgroup and at ECC AG and Crypto Finance AG
- Dealing with upcoming regulatory requirements
- Discussion of outstanding audit findings and plan of action to address them
- Discussion of the risk appetite of Deutsche Börse Group for 2023
- Discussion of the availability of key systems and mitigation measures
- Dealing with specific risk situations, particularly concerning the geopolitical situation and mitigation measures

Strategy and Sustainability Committee (two meetings during the reporting period)

- Discussion of the situation and strategy of EEX and 360T and the cash market
- Update on ESG strategy, activities and priorities
- Discussion of how, and to what extent, to make further use of cloud technology

Technology Committee (four meetings during the reporting period)

- Debate on information security, IT risk management and cyber resilience in the face of various scenarios
- Dealing with digitalisation initiatives at the Clearstream subgroup
- Discussion of IT support for the structural and organisational changes in the Clearstream subgroup, and for the growth strategy in the Eurex subgroup
- Follow-up on the SAP roadmap and the planned relocation to a new data centre

Chairman's Committee (no meeting during the reporting period)

- The Chairman's Committee convenes on the initiative of the Chair of the Supervisory Board; it deals with time-sensitive affairs and prepares the corresponding Supervisory Board plenary meetings. There was no need for the Chairman's Committee to hold a meeting during the year under review.

Mediation Committee (no meetings during the reporting period)

- The Mediation Committee is set up by law. Pursuant to section 31(3) MitbestG, it submits proposals to the Supervisory Board for the appointment or dismissal of Executive Board members when a two-thirds majority has not been reached. The Mediation Committee only convenes as required. There was no need for the Mediation Committee to hold a meeting during the year under review.

Audit of the annual and consolidated financial statements

PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, based in Frankfurt am Main, (PwC) audited the annual financial statements of Deutsche Börse AG, the consolidated financial statements and the integrated combined management report for the financial year ended 31 December 2022, together with the accounting system, and issued an unqualified audit opinion. The condensed financial statements and interim management report contained in the half-yearly financial report for the first six months of 2022 were reviewed by PwC. The documents relating to the financial statements and the reports by PwC were submitted to us for inspection and examination in good time. The auditors responsible were Marc Billeb and Dr Michael Rönneberg. The auditors attended the relevant meetings of the Audit Committee and the meeting of the full Supervisory Board to discuss the financial statements – in all cases, also without the Executive Board members, they reported on the key results of their audit. In particular, they explained the net assets, financial position and result of operations of the company and the Group and were available to provide further information. They had regular exchanges with the Chair of the Supervisory Board and the Chair of the Audit and Risk Committee, also outside the meetings. The audit of the annual and consolidated financial statements and the combined management report and non-financial declaration did not give rise to any objections. No facts were identified in the course of the audit that would indicate an inaccuracy in the declaration of conformity pursuant to section 161 AktG declared by the Executive Board and Supervisory Board, for which an obligation of the auditor to inform the Chair of the Audit Committee had been agreed. There were also no objections about the non-mandatory review of the form and contents of the remuneration report. The Supervisory Board discussed the services provided by PwC in addition to their statutory auditing services on a regular basis. There were no grounds for suspecting that the auditors' independence might be impaired.

The Audit Committee discussed the financial statement documents and the reports by PwC in detail with the auditors and examined them carefully itself. It is satisfied that the reports meet the statutory requirements under sections 317 and 321 HGB, in particular. The committee reported to the Supervisory Board on its examination and recommended that it approve the annual financial statements and consolidated financial statements.

Our own examination – during a plenary meeting – of the 2022 annual financial statements, consolidated financial statements and the integrated combined management report did not lead to any objections. We therefore approved the result of the audit. We approved the annual financial statements prepared by the Executive Board and the consolidated financial statements at our meeting on 9 March 2023, in line with the Audit Committee's recommendation. As a result, the annual financial statements of Deutsche Börse AG have been adopted. The Audit Committee discussed the Executive Board's proposal for the appropriation of the unappropriated surplus (Bilanzgewinn) in detail with the Executive Board. The discussion covered the company's liquidity, its financial planning and shareholders' interests. Following this discussion and its own examination, the Audit Committee concurred with the Executive Board's proposal for the use of appropriation of the unappropriated surplus. After examining this ourselves, the plenary meeting of the Supervisory Board also approved the Executive Board's proposal.

Personnel matters

The following personnel changes were made to the Supervisory Board during the reporting period:

In line with the Articles of Association the Supervisory Board consists of sixteen members. The shareholder representative, Shannon A. Johnston, was one of eight members newly elected to the Supervisory Board. Shannon A. Johnston succeeds Karl-Heinz Flöther, who resigned his seat after ten years on Deutsche Börse AG's Supervisory Board at the close of the Annual General Meeting on 18 May 2022. Shannon A. Johnston was given a detailed introduction to Supervisory Board work at the beginning of her term of office.

On the side of the employee representatives, Oliver Greie was appointed to the Supervisory Board by the local district court as of 29 April 2022. He succeeds Katrin Behrens, who resigned before the end of her term of office as of 28 April 2022 and left the Supervisory Board at her own request.

No personnel changes were made with regard to the Executive Board in 2022.

The Supervisory Board took important decisions on the future composition of the Executive Board and renewed the terms of office of Heike Eckert until 30 June 2028.

Dealing with conflicts of interest

In order to rule out in advance even the impression that their personal interests might affect their work and decisions in the Supervisory Board, all Supervisory Board members shall disclose conflicts of interests to the Chair of the Supervisory Board without delay, particularly those that may result from acting as a consultant to or serving on the corporate bodies of clients, suppliers, lenders or other business partners. As a precaution, one Supervisory Board member did not take part in discussions and decisions on the subject of cum-ex in order to avoid a potential conflict of interest. In relation to another potential conflict of interest, one Supervisory Board member also did not take part in Supervisory Board discussions about a strategic option as a precautionary measure.

Executive and Supervisory Boards | Report of the Supervisory Board

Management report

Financial statements and notes

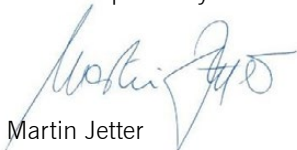
Remuneration Report

Further information

The Supervisory Board would like to thank the Executive Board and all employees for their great commitment and good work in 2022, which the geopolitical situation, as well as the ongoing Covid-19 pandemic made particularly challenging.

Frankfurt am Main, 9 March 2023

for the Supervisory Board

A handwritten signature in blue ink, appearing to read 'Martin Jetter', is written over a faint, light blue grid background.

Martin Jetter

Chair of the Supervisory Board

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The annual report 2022 is both available in German and English.

The annual report 2022 of Deutsche Börse Group is available as pdf on the internet:

www.deutsche-boerse.com/annual_report

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