



**SUPPLEMENT TO THE AGENDA OF THE  
ANNUAL SHAREHOLDERS' MEETING**

2022

# INDUS Holding Aktiengesellschaft, Bergisch Gladbach

WKN 620 010/ISIN DE0006200108  
Event GMEToINH0522

## Supplement to the agenda of the Annual Shareholders' Meeting

With regard to the agenda published in the German Federal Gazette on 20 April 2022 for the Annual Shareholders' Meeting of INDUS Holding Aktiengesellschaft to be held on Tuesday, 31 May 2022, at 10:30 a.m. (CEST), the shareholder Versicherungskammer Bayern Versicherungsanstalt des öffentlichen Rechts has requested pursuant to section 122 (2) of the German Stock Corporation Act (AktG) that the item on the agenda concerning the election of a new member of the Supervisory Board pursuant to section 101 (1) of the German Stock Corporation Act (AktG) be supplemented:

### Agenda item 7

#### 7. Election to the Supervisory Board

The shareholder Versicherungskammer Bayern Versicherungsanstalt des öffentlichen Rechts proposes that the following resolution be passed:

"Ms. Barbara Schick, Deputy Chairwoman of the Board of Management of Versicherungskammer Bayern Versicherungsanstalt des öffentlichen Rechts, resident in Munich, will be elected to the Supervisory Board of INDUS Holding Aktiengesellschaft with effect from the end of the Annual Shareholders' Meeting on 31 May 2022. The election will run until the end of the Shareholders' Meeting resolving on the ratification of actions for the 2022 financial year.

Information pursuant to section 125 (1) sentence 5 of the German Stock Corporation Act (AktG):

Memberships of Ms. Barbara Schick in other statutory supervisory boards:

- Feuersozietät Berlin Brandenburg AG, Supervisory Board, Chairwoman\*
- Saarland Feuerversicherung AG, Saarbrücken, Supervisory Board, Chairwoman\*
- BavariaDirekt Versicherung AG, Berlin, Supervisory Board, Chairwoman\*

\* Memberships in group companies of Versicherungskammer Bayern Versicherungsanstalt des öffentlichen Rechts within the meaning of section 100 (2) sentence 2 of the German Stock Corporation Act (AktG).

There are no further mandates/memberships in any other statutory supervisory boards or in any comparable domestic and foreign supervisory bodies of commercial enterprises."

The shareholder further states the following:

Ms. Isabella Pfaller, who was elected to the Supervisory Board of INDUS Holding Aktiengesellschaft as a shareholder representative by the Extraordinary Shareholders' Meeting held on 29 November 2018, resigned from the Supervisory Board with effect from the end of the Annual Shareholders' Meeting of INDUS Holding Aktiengesellschaft on 31 May 2022 by declaration of 28 April 2022. Due to the resignation of Ms. Isabella Pfaller, the Annual Shareholders' Meeting to be held on 31 May 2022 should decide on the replacement of this Supervisory Board mandate and elect a new member as shareholder representative to the Supervisory Board, namely Ms. Schick.

Pursuant to section 10 (2) sentence 5 of INDUS Holding Aktiengesellschaft's Articles of Incorporation, a by-election for Supervisory Board members who have prematurely left the Supervisory Board shall be held for the remaining term of office of the Supervisory Board member who has left, unless otherwise resolved by the Shareholders' Meeting. The remaining term of office of Ms. Isabella Pfaller runs until the end of the Shareholders' Meeting resolving on the ratification of actions for the 2022 financial year, meaning that the by-election is to be held for this period.

Addition by the Board of Management pursuant to section 124 (2) of the German Stock Corporation Act (AktG) and in accordance with section 127 sentence 4 of the German Stock Corporation Act (AktG):

Pursuant to sections 96 (1) and 101 (1) of the German Stock Corporation Act (AktG) and section 7 (1) sentence 1 no. 1 of the German Codetermination Act (MitbestG), as well as section 10 (1) of INDUS Holding Aktiengesellschaft's Articles of Incorporation, the Supervisory Board of INDUS Holding Aktiengesellschaft is composed of six shareholder representatives and six employee representatives.

In accordance with section 96 (2) of the German Stock Corporation Act (AktG), the Supervisory Board must also be composed of women at a minimum ratio of 30 %, corresponding to at least four seats, and of men at a minimum ratio of 30 %, corresponding to at least four seats. Due to an objection against the fulfillment of the ratio as a whole prior to the election of the Supervisory Board in spring 2018 by the shareholder representatives on the Supervisory Board, this minimum ratio is to be fulfilled by both the side of the shareholder representatives and by the side of the employee representatives in accordance with section 96 (2) sentence 3 of the German Stock Corporation Act (AktG). On each of these two sides, therefore, at least two positions are to be filled by women and two positions by men.

At the time of publication of this convocation notice, the Supervisory Board includes a total of five women, three of which are on the side of the employee representatives and two on the side of the shareholder representatives. The requirement as to the minimum ratio is thus fulfilled. In order to continue to fulfill it in the future, a woman must be elected as a shareholder representative.

Statement of the Supervisory Board:

The Supervisory Board, based on the recommendation of the Nomination Committee, supports the proposal of the shareholder Versicherungskammer Bayern Versicherungsanstalt des öffentlichen Rechts for the election of Ms. Barbara Schick as a member of the Supervisory Board.

In the Supervisory Board' opinion, the election proposal fulfills the requirements of the German Corporate Governance Code ("GCGC") and takes into account the objectives resolved by the Supervisory Board for its composition, including the objectives under its diversity policy, and aims to fulfill the profile of skills prepared

by the Supervisory Board for the board as a whole. Within the meaning of recommendation D.4 sentence 1 of the GCGC, Ms. Barbara Schick has special expertise and experience as a financial expert in the application of accounting principles and internal control procedures and is familiar with the auditing of financial statements. She also qualifies as a financial expert within the meaning of section 100 (5) of the German Stock Corporation Act (AktG) with expertise in the fields of accounting and auditing. Following the election of the proposed candidate, the requirement as to the minimum ratio of men to women would continue to be fulfilled. The Supervisory Board has also ascertained that the candidate is able to devote the time expected of her for the office. The proposal takes into account the age limit of 70 years resolved by the Supervisory Board. Ms. Barbara Schick has declared that, if elected, she will stand for the office of Chairwoman of the Audit Committee.

With regard to recommendation C.13 of the GCGC, the Supervisory Board declares that Ms. Barbara Schick is a member of the Board of Management of Versicherungskammer Bayern Versicherungsanstalt des öffentlichen Rechts, which holds 17.7 % of the shares with voting rights in INDUS Holding Aktiengesellschaft. In the Supervisory Board's opinion, with the exception of the facts disclosed above, there are no personal or business relationships between Ms. Schick on the one hand and INDUS Holding Aktiengesellschaft, its group companies, the governing bodies of INDUS Holding Aktiengesellschaft, or a shareholder directly or indirectly holding more than 10 % of the shares with voting rights in INDUS Holding Aktiengesellschaft on the other hand that would be authoritative for the election decision of a shareholder judging objectively. In the Supervisory Board's opinion, the candidate proposed for election – also taking into account the facts disclosed above – is independent of the company and its Board of Management, as well as independent of a controlling shareholder within the meaning of recommendation C.6 of the GCGC.

A curriculum vitae of the proposed candidate providing information on her relevant knowledge, skills and professional experience as well as an overview of her main activities, including information on memberships in other statutory supervisory boards and in any comparable domestic and foreign supervisory bodies of commercial enterprises pursuant to section 125 (1) sentence 5 of the German Stock Corporation Act (AktG), can be found below and on our company website at

[www.indus.de/en/investor-relations/annual-shareholders-meeting](http://www.indus.de/en/investor-relations/annual-shareholders-meeting).

Bergisch Gladbach, April 2022  
INDUS Holding Aktiengesellschaft  
The Board of Management

Last revised: 04/2022

## Curriculum Vitae



### Barbara Schick

Deputy Chairwoman of the Board of Management of

- Versicherungskammer Bayern Versicherungsanstalt des öffentlichen Rechts (Holding)
- Bayern-Versicherung Lebensversicherung AG
- Bayerischer Versicherungsverband Versicherungs-AG
- Bayerische Landesbrandversicherung AG
- Versicherungskammer Bayern Konzern-Rückversicherung AG

Responsible for the property/accident insurance segment

#### Personal information

Year of birth	1960
Birthplace	Stuttgart
Place of residence	Munich

#### Education

1980	A-levels (Abitur), St. Anna Gymnasium, Munich
1980 – 1986	Law studies First state law examination at LMU Munich
1986 – 1989	Legal clerkship in the district of Munich Court of Appeal, including practical legal training in Bologna/Italy Second state law examination

**Professional career**

1989 – 1990	Law firm Harald Besser, Lawyer (Rechtsanwältin) specialized in German civil and corporate law
1991 – 2008	Specialist and management functions, as well as director functions at Bayerische Versicherungskammer and Versicherungskammer Bayern
01/2009 - 06/2012	Member of Boards of Management of Feuersozietät Berlin Brandenburg Versicherung AG and Öffentliche Lebensversicherung Berlin Brandenburg AG, Berlin  Departmental responsibility for the segment property/accident insurance for private clients: business/property life insurance: business/performance, actuarial services, information technology, business organization
06/2011 - 08/2014	Member of the Boards of Management of the group companies of Versicherungskammer Bayern, Munich  Departmental responsibility for the segment life insurance: product development, mathematics, business  Member of the Risk Committee  Member of the Investment Committee  Member of the Reinsurance Committee
Since 2018	additionally Deputy Chairwoman of the Boards of Management of the Versicherungskammer Bayern group companies

**Mandates in group companies of Versicherungskammer Bayern (section 125 (1) sentence 5 of the German Stock Corporation Act (AktG), section 100 (2) sentence 2 of the German Stock Corporation Act (AktG))**

Feuersozietät Berlin Brandenburg AG, Berlin

- Chairwoman of the Supervisory Board since 05/2015
- Chairwoman of the Audit Committee since 05/2015
- Member of the Human Resources Committee since 05/2015

Saarland Feuerversicherung AG, Saarbrücken

- Chairwoman of the Supervisory Board since 05/2015
- Chairwoman of the Audit Committee since 11/2019
- Member of the Human Resources Committee since 05/2015

BavariaDirekt Versicherung AG, Berlin (formerly OVAG - Ostdeutsche Versicherung AG)  
Chairwoman of the Supervisory Board since 03/2015  
(acts simultaneously as an Audit and Human Resources Committee)

There are no further mandates/memberships in any other statutory supervisory boards or in any comparable domestic and foreign supervisory bodies of commercial enterprises.

#### **Further mandates in group companies of VKB**

**Bayerische Versicherungskammer Landesbrand Kundenservice GmbH** (distribution company),  
Shareholders' Meeting, member since 2016

**uptodate Ventures GmbH** (corporate startup in the ecosystem living segment),  
Shareholders' Meeting, member since 2019

**Obelisk Vermögensverwaltungsgesellschaft mbH**,  
Shareholders' Meeting, member since 2021

#### **Further mandates in companies with participation of Versicherungskammer Bayern**

**CombiRisk GmbH** (Technical risk management),  
Shareholders' Meeting, member since 2014

**VGG Underwriting Service GmbH** (underwriting syndicate for industrial risks),  
Shareholders' Meeting, member since 2014

**FidesSecur Versicherungs- und Wirtschaftsdienst Versicherungsmakler GmbH**,  
Shareholders' Meeting, Chairwoman since 2015

**LIGA-Gassenhuber Versicherungsagentur GmbH**,  
Shareholders' Meeting, member since 2015

**Solidariätspool der öffentlichen Versicherer GbR**,  
Board of Management, member since 2015

**IFS Institut für Schadenverhütung und Schadenforschung der öffentlichen Versicherer e.V.**,  
Board of Management, member since 2020

**IFS Umwelt- und Sicherheit GmbH**,  
Shareholders' Meeting, member since 2020